



中國建築興業集團有限公司

CHINA STATE CONSTRUCTION DEVELOPMENT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 00830

拓展 新未來
EXPANDING NEW FUTURE

2023 ANNUAL REPORT 年報

MISSION

AND

VISION

使命與願景

China State Construction Development Holdings Limited pursues the core values of "integrity, innovation, pragmatism and excellence", adheres to the business philosophy of "quality assurance and value creation", strictly manages corporate governance, actively fulfills its social responsibility. The Group also continues to pursue continuous adding value on shareholders, employees, working partners and society under the all-win harmonious situations. It is committed to developing sustainably and building a century-long foundation. In the new era, it is progressing towards the world's most competitive facade technology conglomerate.

中國建築興業集團有限公司奉行「誠信、創新、務實、求精」之核心價值觀，踐行「品質保障、價值創造」之經營理念，嚴格進行企業管治，積極履行社會責任，不斷追求公司與股東、員工、合作夥伴、社會的持續增值，和諧共贏。致力於可持續發展，打造百年長青基業，在新時代向著全球最具競爭力的幕牆科技集團邁進。



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CORPORATE STRUCTURE

公司業務架構

**China State Construction
Development Holdings Limited**
中國建築興業集團有限公司

**Construction
Engineering
Business**
建築工程業務

**Operating
Management
Business**
運營管理業務



FINANCIAL HIGHLIGHTS

財務摘要

The key financial and business performance indicators comprise revenue growth; profitability growth; return on equity and dividend payout. Details of the key performance indicators are stated as below.

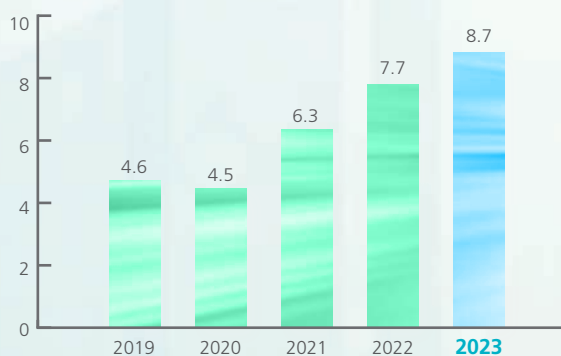
主要財務及業務表現指標包括營業額增長；盈利能力增長；權益回報率及股息派送。主要表現指標的詳情列載如下。

		2019	2020	2021	2022	2023
		2019年	2020年	2021年	2022年	2023年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
For the year ended 31 December 截至12月31日止年度						
Revenue	營業額	4,619,412	4,535,657	6,294,827	7,668,983	8,665,765
Profit attributable to owners of the Company	本公司股東應佔溢利	175,560	194,344	291,976	421,852	580,420
Total assets	資產總值	7,053,994	7,388,898	8,809,629	10,299,862	10,641,662
Equity attributable to owners of the Company	本公司股東應佔權益	1,125,325	1,403,019	1,607,735	2,092,325	2,401,822
Return on equity attributable to owners of the Company (%)	本公司股東權益回報(%)	15.6	13.9	18.2	20.2	24.2
Basic earnings per share (HK cents)	每股基本盈利(港仙)	8.14	9.02	13.55	19.11	25.73
Dividend (HK cents)	股息(港仙)	1.2	3.0	4.7	6.5	8.7

REVENUE

營業額

HK\$ billion
港幣十億元



PROFIT ATTRIBUTABLE TO OWNERS OF THE COMPANY

本公司股東應佔溢利

HK\$ million
港幣百萬元

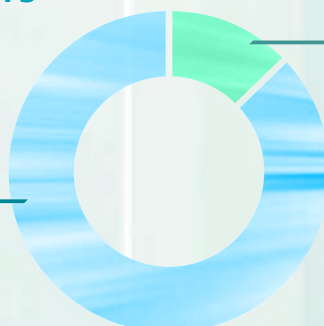


2023 REVENUE BY SEGMENTS

2023年分部收益

Construction
Engineering
Business
建築工程業務

89%



11%

Operating
Management
Business
運營管理業務

* Construction Engineering Business including facade contracting and general contracting business

* 建築工程業務包括幕牆承包及總承包業務

MAJOR EVENTS OF THE YEAR

全年大事記

FEBRUARY 二月

Awarded the "Caring Company" Label

China State Construction Development Holdings Limited (hereinafter referred to as "CSCD" or "830" or the "Company") was **awarded the "Caring Company" Label** by The Hong Kong Council of Social Service for **consecutive ten years**, which fully demonstrated its corporate image of proactively fulfilling social responsibility and giving back to the society.

獲頒「商界展關懷」榮譽標誌

中國建築興業集團有限公司(簡稱「中國建築興業」或「830」)獲得香港社會服務聯會頒發「商界展關懷」榮譽標誌，為集團連續第十年獲此殊榮，對外充分彰顯積極履行企業社會責任、主動回饋社會的企業形象。

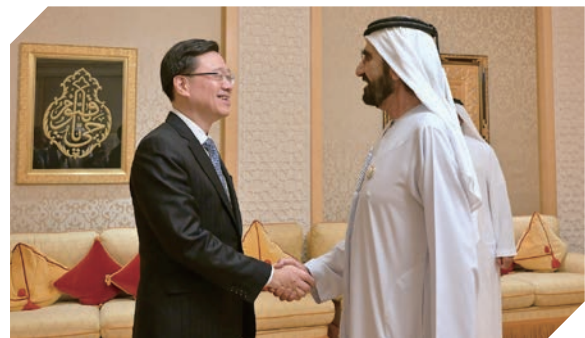


The Chief Executive showcased Hong Kong's strength in facade construction by referencing Burj Khalifa

John Lee Ka-chiu, Chief Executive of the Hong Kong Special Administrative Region, participated in the United Arab Emirates Business Forum, highlighting that **the facade projects of the world's tallest building, Burj Khalifa, in Dubai was built by Hong Kong enterprises**. This once again demonstrated the strength of "Far East Facade" of 830, which stood as a leading global one-stop provider of facade service in facade construction.

香港特首以哈利法塔展示香港幕牆建造實力

香港特別行政區行政長官李家超出席阿聯酋商貿論壇提到，**全球最高建築迪拜哈利法塔的幕牆工程由香港企業負責建設**，再次向世界展示了830旗下「遠東幕牆」作為全球領先一站式幕牆服務商的幕牆建造實力。



MAJOR EVENTS OF THE YEAR

全年大事記

MARCH 三月

Be Recognized with the “Quality Contractor” Award

The “2022 Construction and Renovation Industry Outstanding Awards Ceremony” organised by the Hong Kong Professional Building Inspection Academy was held at the Hong Kong Convention and Exhibition Centre. Far East Facade (Hong Kong) Limited (“Far East Facade Hong Kong”), a subsidiary of 830, was recognised with the “Quality Contractor” Award for its outstanding quality management.

榮獲「優質承辦商」獎

由香港專業驗樓學會主辦的「2022年度建造及裝修業優秀大獎頒獎禮」於香港會議展覽中心舉行。830旗下遠東幕牆(香港)有限公司(簡稱「遠東香港」)憑藉卓越的品質管理榮獲「優質承辦商」獎。

Completed a Large-scale Rooftop Photovoltaic Renovation Project

Far East Facade (Zhuhai) Limited* (“Far East Zhuhai”), a subsidiary of 830, completed the construction of a large-scale rooftop photovoltaic renovation project and passed the work inspection of grid connection.

完成屋面大型光伏改造

830旗下遠東幕牆(珠海)有限公司(簡稱「遠東珠海」)完成屋面大型光伏改造項目的建設,完成併網發電。



* for identification purpose only

MAJOR EVENTS OF THE YEAR

全年大事記

APRIL 四月

Rated as "Zero-exceedance" of Pollutant Emissions Unit

The eight thermal power plants of Shenyang Huanggu Thermoelectricity Company Limited* (瀋陽皇姑熱電有限公司), a subsidiary of 830, were **rated as the only "zero-exceedance" of pollutant emissions unit in Yuhong District, Shenyang.**

獲評污染物排放為「零超標」單位

830旗下瀋陽皇姑熱電有限公司八家子熱源廠被評為瀋陽市于洪區唯一污染物排放為「零超標」單位。

沈阳市于洪生态环境分局

关于供暖期于洪区燃煤锅炉自动监控数据超标情况的通报

(2022年11月1日至2023年3月31日)

各供暖企业:

为进一步贯彻落实污染防治攻坚战要求,加强我区冬季供暖期间燃煤锅炉污染物排放监管工作,督促各排污单位各项污染物达标排放,现将2022年11月1日至2023年3月31日期间于洪区燃煤锅炉自动监控数据超标情况通报如下:

1. 2022年11月1日至2023年3月31日期间,于洪区供暖企业自动监控数据超标共计263小时,其中氮氧化物超标143小时,二氧化硫超标71小时,颗粒物超标49小时。
2. 除皇姑热电厂(八家子热源热电厂)外,其他19个供暖企业均存在不同程度超标情况。其中,沈阳市合热热力供暖有限公司(即家热电厂)及沈阳市承德供暖有限公司自动监控数据超标情况最多,分别累计超标82小时、15小时,占比37.65%。

MAY 五月

Breakthroughs in the R & D of BIPV products

Light A (light imitation aluminium panels photovoltaic modules), the latest photovoltaic facade product developed by Far East Zhuhai, a subsidiary of 830, was unveiled at in the sustainable development brand exhibition area of the third Macau BEYOND International Science and Technology Innovation Expo, making a breakthrough in the research and development (R & D) of BIPV products.

BIPV產品研發取得突破

830旗下遠東珠海最新研發的光伏幕牆產品Light A (輕質仿鋁板光伏組件)於第三屆澳門BEYOND國際科技創新博覽會可持續發展品牌展區亮相·BIPV產品研發取得突破。



* for identification purpose only

MAJOR EVENTS OF THE YEAR

全年大事記

Showcased at Tektónica International Building and Construction Fair

The new photovoltaic building material BIPV (Building Integrated Photovoltaic Vehicle) "Light S (the lightweight artificial stone photovoltaic modules)" series of photovoltaic facade products, developed through collaborative research efforts by 830, were showcased at the 25th Tektónica International Building and Construction Fair in Portugal, which demonstrated the Group's strong commitment to supporting the construction industry in achieving a green and low-carbon transformation.

亮相Tektónica國際建築展

830自主聯合研發的新型光伏建築材料BIPV「Light S（輕質仿石材光伏組件）」系列光伏幕牆產品亮相葡萄牙第25屆Tektónica國際建築展，展現了本集團助力建築業實現綠色低碳轉型的有力承諾。



New Progress Made in the Innovative Business Development

New progress was made in the innovative business development of China Overseas Supervision Company Limited* ("China Overseas Supervision"), a subsidiary of 830.

- It won the bid for the **integrated supervision project of Tianan Yungu Industrial Park Phase III (Lot 02-01 and Lot 02-11)**; and
- It won the bid for **the supervision service project of the land parcel Lot B303-0063 in Shenzhen International Exchange Centre (Phase I)**.



Tianan Yungu Industrial Park Phase III 天安雲谷產業園三期



Shenzhen International Exchange Centre 深圳國際交流中心

創新型業務開拓取得新進展

830旗下中海監理有限公司（簡稱「中海監理」）創新型業務開拓取得新進展。

- 中標天安雲谷產業園三期（02-01、02-11地塊）甲監一體化項目；及
- 中標深圳國際交流中心（一期）B303-0063地塊監理服務項目。

* for identification purpose only

MAJOR EVENTS OF THE YEAR

全年大事記

JUNE 六月

Won the bid for Two Key Projects under Hong Kong's "First Ten-Year Hospital Development Plan"

Far East Facade Hong Kong, a subsidiary of 830, successfully won the bid for the facade projects of the **redevelopment project of Prince of Wales Hospital and the redevelopment project of Grantham Hospital**. Both are the key projects of Hong Kong's "First Ten-Year Hospital Development Plan", which will alleviate the tight supply of medical resources in Hong Kong and enhance public medical service capabilities upon completion.

中標香港「第一個十年醫院發展計劃」兩項重點項目

830旗下遠東香港成功中標威爾斯親王醫院重建項目及葛量洪醫院重建項目幕牆工程。項目均為香港「第一個十年醫院發展計劃」重點項目，建成後將緩解香港醫療資源緊張狀況，提升公立醫療服務能力。



Project of Prince of Wales Hospital 威爾斯親王醫院項目



Project of Grantham Hospital 葛量洪醫院項目

Won the bid for the Phase II of the New China International Exhibition Center Project in Beijing

Netfortune (Shanghai) Aluminium Works Company Limited*, a subsidiary of 830, **won the bid for the Phase II of the new China International Exhibition Center project, a key project in Beijing, achieving a groundbreaking entry into the Beijing market.**

中標北京新國展二期項目

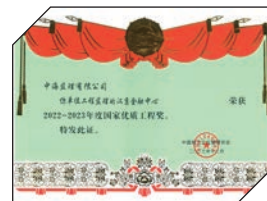
830旗下上海力進鋁質工程有限公司中標北京市重點工程北京新國展二期項目，實現北京市場零的突破。



Won the 15th "China Steel Structure Gold Award" (Second Batch)

The steel structure project of Dongguan International Trade Centre, undertaken and supervised by China Overseas Supervision (a subsidiary of 830), **won the 15th "China Steel Structure Gold Award" (Second Batch).**

獲第十五屆「中國鋼結構金獎」(第二批)



830旗下中海監理承監的東莞國際貿易中心鋼結構工程，獲得第十五屆「中國鋼結構金獎」(第二批)。

* for identification purpose only

MAJOR EVENTS OF THE YEAR

全年大事記

JULY 七月

Completed the Emergency Rescue and Disaster Relief (Phase II) Project of the Construction Project the Sichuan Provincial Public Health Integrate Medical Center

Netfortune (Shanghai) Aluminium Works Company Limited*, a subsidiary of 830, completed the **Emergency Rescue and Disaster Relief (Phase II) Project of the construction project for the Sichuan Provincial Public Health Integrate Medical Center*** as scheduled. This project has been designated as a key medical support facility for the 31st Summer World University Games.

按期完成四川省公共衛生綜合臨床中心建設項目搶險救災(二期)項目

830旗下上海力進鋁質工程有限公司按期完成四川省公共衛生綜合臨床中心建設項目搶險救災(二期)項目。該項目已被用作第31屆世界大學生夏季運動會重點醫療保障用樓。



AUGUST 八月

Won the Bronze Award under "Privacy-Friendly Awards"

Far East Facade Hong Kong, a subsidiary of 830, won the **Bronze Award at the "Privacy-Friendly Award 2023"** ceremony organised by the Office of the Privacy Commissioner for Personal Data of Hong Kong for its outstanding performance in protecting personal data privacy.

榮獲「私隱之友嘉許獎」銅獎

830旗下遠東香港憑藉在保障個人資料私隱領域的卓越表現，在由香港個人資料私隱專員公署舉辦的「私隱之友嘉許獎2023」頒獎典禮於中榮獲銅獎。



* for identification purpose only

MAJOR EVENTS OF THE YEAR

全年大事記

SEPTEMBER 九月

The Facade of the Murray Road Project in Central, Hong Kong was Successfully Topped Out

The facade of the Murray Road project in Central undertaken by Far East Facade Hong Kong (a subsidiary of 830) was successfully topped out, which formed a set of complex double-curved facade technology with high demonstration values. This not only represented a crucial breakthrough for Far East Facade but also provided valuable experience for similar construction projects. It set a new benchmark and established technical standards in the field of double-curved glass facade technology.

香港中環美利道項目幕牆順利封頂



830旗下遠東香港承建的中環美利道項目幕牆順利封頂，形成具有示範意義的複雜雙曲幕牆成套技術。這既是遠東幕牆自身的一次重要突破，同時，該創新技術也為同類項目的施工提供了寶貴經驗，彰顯了遠東幕牆在雙曲面玻璃幕牆技術上的領先實力和工程積累，樹起了行業標桿和技術標準。

OCTOBER 十月

Debuted on the national TV media, CCTV

The facade projects of **Burj Khalifa in Dubai** and **the Murray Road in Central, Hong Kong**, constructed by "Far East Facade", were featured in the large-scale documentary "Shared Construction" by China Central Television (CCTV), fully displaying the leading technology and innovative capabilities of "Far East Facade".

首次亮相CCTV國家級電視媒體



「遠東幕牆」承建**迪拜哈利法塔**及**香港中環美利道幕牆**工程亮相中央廣播電視總台（CCTV）大型紀錄片《共同的建造》，全面呈現「遠東幕牆」的領先技術與創新實力。

Won the bid for the District Court Project at Caroline Hill Road

Far East Facade Hong Kong, a subsidiary of 830, successfully won the bid for the District Court project at Caroline Hill Road, which was another key project of the Company in the field of public works in Hong Kong.

中標加路連山道區域法院項目



830旗下遠東香港成功中標加路連山道區域法院項目，是公司在公共工程領域又一重點項目。

MAJOR EVENTS OF THE YEAR

全年大事記

Be Recognized with Authoritative ESG Awards

830 was recognized with multiple awards, including the “**BDO Environmental, Social, and Governance (ESG) Award**” and the “**TVB (Television Broadcasting Co., Ltd.) Environmental, Social, and Governance Awards 2023,**” for its outstanding performance in the environmental, social, and governance (ESG) aspects. These awards highlighted the Group’s strong dedication and significant presence in the ESG field.

榮獲ESG權威獎項

830榮獲憑藉在環境、社會及管治 (ESG) 領域的優異表現先後榮獲「**BDO 環境、社會及管治 (ESG)大獎**」及「**TVB (電視廣播有限公司) 環境、社會及管治大獎2023**」多項大獎，彰顯本集團在ESG領域做出積極貢獻並發揮影響力。



Environmental, Social and Governance (ESG) Awards
BDO | BDO Limited

- ESG Annual Awards (Left)
- Best ESG Performance Award – Merit Award (Middle)
- Best ESG Report Award (Right)

環境、社會及管治 (ESG) 大獎

BDO | 香港立信德豪會計師事務所有限公司

- ESG年度大獎 (左)
- ESG最佳表現大獎 – 優異獎 (中)
- 最佳ESG報告大獎 (右)



TVB ESG Awards 2023

TVB | Television Broadcasts Limited

- ESG Project Innovation Award (Left)
- Innovative Climate Technology Award (Right)

TVB環境、社會及管治大獎2023

TVB | 電視廣播有限公司

- ESG項目創新大獎 (左)
- 創新氣候科技大獎 (右)

Won the Outstanding Enterprise Award under “Partner Employer” Award

Far East Facade Hong Kong, a subsidiary of 830, was recognised with the **Outstanding Enterprise Award under the “Partner Employer Award” by The Hong Kong Chamber of Small and Medium Business.** This recognition highlighted the Company’s active commitment to corporate social responsibility through its efforts in assisting young graduates in employment and providing job opportunities for disadvantaged group.



榮獲「友商有良」卓越企業嘉許狀

830旗下遠東香港榮獲由香港中小型企業總商會主辦的「友商有良」卓越企業嘉許狀，展現了公司積極履行企業社會責任，在協助青年畢業生就業並為弱勢社群提供入職機會等領域做出的努力。

MAJOR EVENTS OF THE YEAR

全年大事記

OCTOBER 十月

Recognised with the “Good MPF Employer Award”

Far East Facade Hong Kong, a subsidiary of 830, was recognised **with the “Good MPF Employer Award” under the “Good MPF Employer Award 2022-2023” by the Mandatory Provident Fund Schemes Authority** for the first time. Additionally, it won **two special awards**, namely **the “e-Contribution Award” and the “MPF Support Award”**, demonstrating its commitment to providing better retirement protection for employees, utilizing electronic methods to handle MPF contributions, and actively offering assistance related to MPF management to its employees.

榮獲「積金好僱主」嘉許

830旗下遠東香港首度榮獲由強制性公積金計劃管理局主辦的「2022-23年度積金好僱主嘉許計劃」-「積金好僱主」嘉許，同時獲得「電子供款獎」及「積金推廣獎」兩個特別獎項，展現了公司為僱員提供更佳退休保障承諾、使用電子方式處理強積金供款及積極向僱員提供與管理強積金相關的協助。



Good MPF Employer Award 積金好僱主

e-Contribution Award & MPF Support Award
電子供款獎及積金推廣獎

NOVEMBER 十一月

Appearance at the Largest-scale High-Tech Fair in the History

"Far East Facade" made a splendid appearance at the China Hi-Tech Fair (CHTF) - C³ Future Architecture Conference with various key projects and facade products, standing at the forefront of technological innovation again.

參展史上最大規模高交會

「遠東幕牆」攜多項重點工程及幕牆產品精彩亮相高交會 - C³未來建築大會，再度站上科技創新高地。

**The Branch of the World Meteorological Centre was officially launched**

The Guangdong-Hong Kong-Macao Greater Bay Area (GBA) branch of the World Meteorological Center (Beijing), which Netfortune (Shanghai) Aluminium Works Company Limited* (a subsidiary of 830) participated in its construction, was officially launched. This project was the world's first branch of the World Meteorological Center and has received extensive coverage by authoritative mainstream media such as CCTV News, People's Daily, and Xinhua Net, with special reports on its inauguration, including its feature on the CCTV program "News Broadcast."

世界氣象中心分中心正式啟用

830旗下上海力進鋁質工程有限公司參建的世界氣象中心(北京)粵港澳大灣區分中心正式啟用。項目是全球首個世界氣象中心分中心，央視新聞、人民日報、新華網等眾多權威主流媒體對項目啟用展開專題報道並登上中央廣播電視台《新聞聯播》。

**Won the bid for the Shenzhen Oppo Building Project**

Netfortune (Shanghai) Aluminium Works Company Limited*, a subsidiary of 830, won the bid for the facade project of Shenzhen Oppo Building (T1, T2, podium and sunken plaza). The project is currently the most complex curved glass facade project worldwide, which will further solidify Far East Facade's leading position in the field of curved shaped facade construction.

中標深圳歐加大廈項目

830旗下上海力進鋁質工程有限公司中標深圳歐加大廈項目(T1、T2、裙樓、下沉廣場)幕牆工程。該項目是目前全球最複雜曲面玻璃幕牆項目，這將進一步鞏固「遠東幕牆」在曲面異形幕牆建造領域的領先地位。

**New Progress Made in the Innovative Business Development**

New progress was made in the innovative business development of China Overseas Supervision Company Limited* ("China Overseas Supervision"), a subsidiary of 830.

- It won the bid for the **Qianhai Shenzhen-Hong Kong Innovation Industrial Park (前海深港創新產業園項目) Project.**

創新型業務開拓取得新進展

830旗下中海監理有限公司創新型業務開拓取得新進展。

- 中標前海深港創新產業園項目。



* for identification purpose only

MAJOR EVENTS OF THE YEAR

全年大事記

DECEMBER 十二月

Debuted at CGTN (China Global Television Network)

The facade projects of **Dubai Burj Khalifa** and **the Murray Road in Central, Hong Kong**, constructed by "Far East Facade", were featured in Architecture Intelligence, a documentary series co-produced by China State and CGTN (China Global Television Network), further expanding its influence overseas.

首次亮相國際廣播電視頻道

「遠東幕牆」承建**迪拜哈利法塔**及**香港中環美利道幕牆**工程亮相中國建築與CGTN(中國環球電視網)聯合制作系列紀錄片的《智慧建造》，進一步拓展在海外的影響力。

**Awarded the first high-tech heat and power cogeneration enterprise in Shenyang**

The high-tech enterprise certification of Shenyang Huanggu Thermoelectricity Company Limited*, a subsidiary of 830, was approved and publicly announced by Liaoning Province, **becoming the first high-tech combined heat and power enterprise in Shenyang.**

獲評瀋陽市第一家高新技術熱電聯產企業

830旗下瀋陽皇姑熱電有限公司的高新技術企業認定通過遼寧省審核並公示，**將成為瀋陽市第一家高新技術熱電聯產企業。**



* for identification purpose only

MAJOR EVENTS OF THE YEAR

全年大事記

Be Awarded National Quality Engineering Award

- The China Construction Enterprise Management Association issued the “Decisions on Commending the 2022-2023 National Quality Engineering Award”. **The Yunzhu Hotel Guangzhou Project, which Netfortune (Shanghai) Aluminium Works Company Limited* (a subsidiary of 830) participated in its construction, was the first batch achieving “National Quality Engineering Award” for the year 2022-2023.**
- The Hanjing Financial Centre project undertaken and supervised by China Overseas Supervision, a subsidiary of 830, was awarded **“the First Batch National Quality Works Projects Award of 2022-2023”**. Located in Nanshan District, Shenzhen City, the project is a premium grade A Office buildings integrating commercial, office and sightseeing functions, which has been accredited as the world’s highest corewall outdoor full steel structure building, the super high-rise building with the largest consumption of steel in the world, and the world’s largest butterfly node building.

獲評國家優質工程獎

- 中國施工企業管理協會下發《關於表彰2022-2023年度國家優質工程獎的決定》，**830**旗下上海力進鋁質工程有限公司參建的廣州雲珠酒店項目獲評**2022-2023**年度第一批國家優質工程獎。
- 由830旗下中海監理承監的漢京金融中心項目獲評**2022-2023**年度第一批國家優質工程獎。該項目位於深圳市南山區，是集商業、辦公和觀光為一體的超甲級寫字樓，曾獲得世界最高核心筒外置全鋼結構建築、世界高建高用量最多的超高層建築、世界最多蝶形節點建築認證。



The Yunzhu Hotel Guangzhou Project
廣州雲珠酒店項目



The Hanjing Financial Centre Project
漢京金融中心項目

* for identification purpose only

BOARD OF DIRECTORS AND COMMITTEES

董事局及委員會

BOARD OF DIRECTORS

Chairman and Non-executive Director

Zhang Haipeng

Executive Directors

Wu Mingqing (*Vice Chairman and Chief Executive Officer*)

Wang Hai

Wong Man Cheung

Non-executive Director

Huang Jiang

Independent Non-executive Directors

Zhou Jinsong

Chan Man Ki Maggie

Zhang Xinyu

COMMITTEES

Audit Committee

Zhou Jinsong, *CPA (Chairman)*

Chan Man Ki Maggie

Zhang Xinyu

董事局

主席兼非執行董事

張海鵬

執行董事

吳明清 (*副主席兼行政總裁*)

王海

王萬祥

非執行董事

黃江

獨立非執行董事

周勁松

陳曼琪

張欣宇

委員會

審核委員會

周勁松 · *CPA (主席)*

陳曼琪

張欣宇



BOARD OF DIRECTORS AND COMMITTEES

董事局及委員會

Remuneration Committee

Zhang Haipeng
Wu Mingqing
Zhou Jinsong (*Chairman*)
Chan Man Ki Maggie
Zhang Xinyu

Nomination Committee

Zhang Haipeng (*Chairman*)
Wu Mingqing
Zhou Jinsong
Chan Man Ki Maggie
Zhang Xinyu

Sustainability Committee

Wu Mingqing
Wong Man Cheung (*Chairman*)
Zhou Jinsong
Chan Man Ki Maggie
Zhang Xinyu

薪酬委員會

張海鵬
吳明清
周勁松 (*主席*)
陳曼琪
張欣宇

提名委員會

張海鵬 (*主席*)
吳明清
周勁松
陳曼琪
張欣宇

可持續發展委員會

吳明清
王萬祥 (*主席*)
周勁松
陳曼琪
張欣宇



CORPORATE INFORMATION

公司資料

AUTHORISED REPRESENTATIVES

Zhang Haipeng
Wu Mingqing

授權代表

張海鵬
吳明清

COMPANY SECRETARY

Lau Shuk Yin Connie

公司秘書

劉淑賢

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

MaplesFS Limited
P.O. Box 1093
Queensgate House
Grand Cayman
KY1-1102
Cayman Islands

主要股份過戶登記處

MaplesFS Limited
P.O. Box 1093
Queensgate House
Grand Cayman
KY1-1102
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

股份過戶登記香港分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

REGISTERED OFFICE

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

註冊辦事處

P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

16th Floor, Eight Commercial Tower
8 Sun Yip Street
Chai Wan
Hong Kong

總辦事處兼香港主要營業地點

香港
柴灣
新業街8號
八號商業廣場16樓

AUDITOR

Ernst & Young
Certified Public Accountants
Registered Public Interest Entity Auditor

核數師

安永會計師事務所
執業會計師
註冊公眾利益實體核數師

CORPORATE INFORMATION

公司資料

PRINCIPAL BANKERS

The Hongkong and Shanghai Banking Corporation Limited
Bank of China (Hong Kong) Limited
China Construction Bank Corporation Limited
Hang Seng Bank Limited
China Citic Bank Corporation Limited
China Merchants Bank Corporation Limited
Industrial and Commercial Bank of China (Asia) Limited
BNP Paribas Hong Kong Branch
Malayan Banking Berhad Hong Kong Branch

STOCK CODE

00830

CORPORATE WEBSITEwww.cscd.com.hk**FINANCIAL CALENDAR****Annual Results Announcement**

18 March 2024

Closure of register of members for Annual General Meeting

28–31 May 2024 (both dates inclusive)

Annual General Meeting

31 May 2024

Ex-dividend date

18 June 2024

Closure of register of members for Final Dividend

20–21 June 2024 (both dates inclusive)

Record date

21 June 2024

Payment of Proposed Final Dividend

8 July 2024

主要往來銀行

香港上海滙豐銀行有限公司
中國銀行(香港)有限公司
中國建設銀行股份有限公司
恒生銀行有限公司
中信銀行股份有限公司
招商銀行股份有限公司
中國工商銀行(亞洲)有限公司
法國巴黎銀行香港分行
馬來亞銀行香港分行

股份代號

00830

公司網址www.cscd.com.hk**財務日誌****全年業績公佈**

2024年3月18日

**暫停辦理股份過戶登記
– 股東週年大會**

2024年5月28日至31日(包括首尾兩天)

股東週年大會

2024年5月31日

除淨日

2024年6月18日

**暫停辦理股份過戶登記
– 末期股息**

2024年6月20日至21日(包括首尾兩天)

記錄日期

2024年6月21日

派發建議末期股息

2024年7月8日

MAJOR PROJECTS IN PROGRESS OVERVIEW

主要在建項目概覽



MAJOR PROJECTS IN PROGRESS OVERVIEW

主要在建項目概覽

Project Name 項目名稱	Project Type 項目類型	Year of Estimated Project Completion 估計項目 竣工年份
Facade Contracting Works 幕牆工程項目		
Chinese Mainland 中國內地		
Beijing New China International Exhibition Centre Phase 2 北京新國展二期	Commercial 商業	2026
ByteDance Chengdu Office Building 字節跳動成都辦公樓	Commercial 商業	2024
Chengdu Lotte Mall 成都樂天廣場	Commercial 商業	2026
Chengdu Tianfu International Fund Town Phase 2 成都天府國際基金小鎮二期	Commercial 商業	2026
Huawei Guangzhou Research and Development Centre Phase 1 華為廣州研發中心一期	Commercial 商業	2026
Laixi Qingbei Hi-Tech Park BIPV System 萊西青北高科園BIPV光伏系統	Commercial 商業	2024
OPPO Dongguan Research and Development Centre OPPO東莞研發中心	Commercial 商業	2024
OPPO Shenzhen Bay International Headquarter OPPO深圳灣總部	Commercial 商業	2026
Shenzhen Futian International Sports and Culture Exchange Centre 深圳福田國際體育文化交流中心	Commercial 商業	2026



MAJOR PROJECTS IN PROGRESS OVERVIEW

主要在建項目概覽

Project Name 項目名稱	Project Type 項目類型	Year of Estimated Project Completion 估計項目 竣工年份
Facade Contracting Works 幕牆工程項目		
Hong Kong, Macau & Others 香港、澳門及其他		
Cheung Kong Centre Phase 2, Hong Kong 香港長江中心2期	Commercial 商業	2024
Chinese Medicine Hospital, Tsung Kwan O, Hong Kong 香港將軍澳中藥醫院	Hospital 醫院	2024
Galaxy Macau Phase 4, Macau 澳門銀河4期	Hotel 酒店	2024
Ho Man Tin Station Package 1 Property Development, Hong Kong 香港何文田站第一期物業發展項目	Residential 住宅	2026
Hong Kong Shenzhen Innovation and Technology Park 港深創新科技園	Public Building 公共大樓	2026
Heritage and Cultural Resource Centre at Tin Yip Road, Tin Shui Wai, Hong Kong 香港天水圍天業路文物修復資源中心	Public Building 公共大樓	2026
Kong Nga Po Police Training Centre, Hong Kong 香港缸瓦甫路警員訓練中心	Public Building 公共大樓	2026
Kai Tak Sport Centre, Hong Kong 香港啟德體育園	Public Building 公共大樓	2024
Lohas Park Package 12, Town Lot No. 70RP (site D), Tseung Kwan O, Hong Kong 香港將軍澳第70RP號地段D區日出康城12期	Residential 住宅	2024
New Acute Hospital, Kai Tak, Hong Kong 香港啟德急症醫院	Hospital 醫院	2025
New Kowloon Inland Lot No. 6551, Kai Tak Area 4C, Hong Kong 香港啟德新九龍內段第6551號4C區	Residential 住宅	2024
New Kowloon Inland Lot No. 6552, Kai Tak Area 4C, Hong Kong 香港啟德新九龍內段第6552號4C區	Residential 住宅	2024
New Kowloon Inland Lot No. 6553, Kai Tak Area 4C, Hong Kong 香港啟德新九龍內段第6553號4C區	Residential 住宅	2024
New Kowloon Inland Lot No. 6554, Kai Tak Area 4A, Hong Kong 香港啟德新九龍內段第6554號4A區	Residential 住宅	2024
New Kowloon Inland Lot No. 6568, Kai Tak Area, Hong Kong 香港啟德新九龍內段第6568號	Residential 住宅	2024
New Kowloon Inland Lot No. 6577, Kai Tak Area 4A, Hong Kong 香港啟德新九龍內段第6577號4A區	Residential 住宅	2024
New Kowloon Inland Lot No. 6603, Kai Tak, Hong Kong 香港啟德新九龍內段第6603號	Residential 住宅	2024
New Kowloon Inland Lot No. 6607, Kai Tak Area 4A, Hong Kong 香港啟德新九龍內段第6607號4A區	Residential 住宅	2024

MAJOR PROJECTS IN PROGRESS OVERVIEW

主要在建項目概覽

Project Name 項目名稱	Project Type 項目類型	Year of Estimated Project Completion 估計項目 竣工年份
Facade Contracting Works 幕牆工程項目		
Redevelopment of Grantham Hospital Phase 1, Hong Kong 葛量洪醫院第1期重建項目	Hospital 醫院	2026
Redevelopment of Prince of Wales Hospital, Hong Kong 香港威爾斯親王醫院重建項目	Hospital 醫院	2026
Residential and Commercial Development at No. 53, 53A, 55 and 55A Kwun Tong Road, Hong Kong 香港觀塘道第53、53A、55及55A住宅及商業項目	Multipurpose Complex 多用途綜合樓	2024
Residential Development at Yuen Long Tai Tong Road Lot No.5384, Hong Kong 香港元朗大棠道第5384號地段住宅項目	Residential 住宅	2026
Residential Development at No. 391 Chai Wan Road, Hong Kong 香港柴灣道391號住宅項目	Residential 住宅	2026
Wong Chung Hang Station, Package 3, Aberdeen Inland Lot No.476, Hong Kong 香港香港仔第476號地段黃竹坑站3期	Residential 住宅	2024
Wong Chung Hang Station, Package 4, Aberdeen Inland Lot No.467, Hong Kong 香港香港仔第467號地段黃竹坑站4期	Residential 住宅	2024
Wong Chung Hang Station, Package 5, Aberdeen Inland Lot No. 476, Hong Kong 香港香港仔第476號地段黃竹坑站5期	Residential 住宅	2026
Tai Po Ma Wo Road Property Development, Hong Kong 香港大埔馬窩路住宅項目	Residential 住宅	2026

North America**北美**

1 Square Phillips, Montreal, Canada 加拿大蒙特利爾1 Square Phillips	Residential 住宅	2024
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General Contracting Works**總承包項目**

Residential Development at RBL No. 1201, Wong Ma Kok Road, Stanley, Hong Kong 香港赤柱黃麻角道1201號住宅項目	Residential 住宅	2024
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CHAIRMAN'S STATEMENT
董事局主席報告書

EXPANDING
NEW FUTURE

高瞻遠矚 • 盡展明日
新境界



CHAIRMAN'S STATEMENT
董事局主席報告書



CHAIRMAN'S STATEMENT

董事局主席報告書

Mr. ZHANG Haipeng
張海鵬先生

Chairman and Non-executive Director
主席兼非執行董事



CHAIRMAN'S STATEMENT

董事局主席報告書

I am pleased to present to shareholders the business review and prospects of the Group for the year ended 31 December 2023.

In 2023, the Group continuously focused on the core business of facade contracting, following the business strategy of "Expanding Hong Kong and Macau, Developing Chinese Mainland and Optimising Business Overseas". Leveraging the brand strengths of "Far East Facade", we fully seized the market opportunities, empowered business development with innovative technologies, and improved cost-efficiency through refined management. The core performance indicators continued to maintain rapid growth. In 2023, the revenue of principal business amounted to HK\$8,666 million, representing an increase of 13.0% as compared with last year; the profit attributable to the shareholders amounted to HK\$580 million, representing an increase of 37.6% as compared with last year; the earnings per share amounted to HK25.73 cents, representing a year-on-year increase of 34.6% as compared with last year. In consideration of the Company's profitability, cash flow level and capital requirements for future development, the Board recommended a final dividend of HK3.2 cents per share. Total dividends distributed for the year were HK8.7 cents per share, representing a year-on-year increase of 33.8% as compared with last year.

BUSINESS REVIEW

In 2023, the recovery from the COVID-19 pandemic brought about a strong rebound in the global economy, the growth of which gradually slowed down due to factors such as the continuation of geopolitical conflicts, the tightened monetary policy to curb inflation, and the normalisation of extreme weather events. A significant decline in the real estate market and lack of consumer confidence in China have weakened the momentum of economic growth. In the face of such a challenging market environment, our Group was based in Hong Kong and Macau, while facing Chinese Mainland. During the year, the Group continued to maintain its leading position in the facade market in Hong Kong. The most technically difficult project at 2 Murray Road, Central, has been successfully completed. In terms of the facade contracting business in Chinese Mainland, we won the bid for the world's most complex curved glass facade project, while getting a breakthrough in the building-integrated photovoltaics (BIPV) business, making steady progress in the general contracting business, and achieving high-quality development in the operating management business in Chinese Mainland.

本人欣然向各位股東提呈本集團2023年12月31日止之年度業績回顧與展望。

2023年本集團持續聚焦幕牆主業，錨定“擴大港澳、拓展內地、優化海外”的經營策略，發揮“遠東幕牆”品牌優勢，精準搶抓市場機遇，創新技術賦能業務發展，精細化管理降本增效，核心業績指標繼續保持快速增長。全年實現主營業務收入港幣86.66億元，較去年增長13.0%；股東應佔溢利港幣5.80億元，同比增長37.6%；每股盈利港幣25.73仙，同比增長34.6%。在充分考慮公司盈利狀況、現金流水平以及未來發展的資金需求，董事局建議派發末期股息每股港幣3.2仙。全年合計派息每股港幣8.7仙，同比增長33.8%。

業績回顧

2023年，疫情復甦帶來全球經濟強勁反彈，但受地緣政治衝突持續、為抑制通脹收緊貨幣政策、及極端天氣事件趨於常態化等因素影響，全球經濟增長逐步放緩。中國房地產市場大幅下滑和消費者信心不足，經濟增長勢頭出現減弱。面對如此嚴峻市場環境，本集團立足港澳、面向內地，香港幕牆繼續保持市場龍頭地位，技術最難的中環美利道項目順利完工；內地幕牆中標世界上最複雜曲面玻璃幕牆項目，光伏建築一體化(BIPV)業務取得突破，總承包業務進展平穩，內地運營業務高質量發展。

CHAIRMAN'S STATEMENT

董事局主席報告書

1. Facade Contracting Business

Hong Kong and Macau regions are the long-established key markets of the Group. The Group continued to strengthen its brand effect, competitive edge and performance capabilities, and further enhanced its leading position in the facade market of Hong Kong. As a recognised premium provider of overall high-end facade solutions in Hong Kong and Macau, the Group focused on deepening the strategic cooperation with existing major clients, actively expanding its strategic client base and enhancing synergies within the Group. The Group achieved outstanding performance in the Hong Kong and Macau markets during the year, and consecutively won the bid of large residential and commercial projects, including the large facade projects at Prince of Wales Hospital, the residential project of Swire at No. 391 Chai Wan Road, New World's Phase 5 of Wong Chuk Hang, the Hong Kong-Shenzhen Innovation and Technology Park, and the court on Caroline Hill Road. The Group carefully organized the internal design, procurement, production and installation resources, vigorously implemented the project incentive mechanism and strengthened safety control to ensure construction period, quality, safety and efficiency of the projects.

There is huge potential in the facade market in Chinese Mainland, but the price competition in the industry is severe. The Group continued to adhere to the competitive strategy of differentiation. Relying on its high-end brand, high-end technologies, experience accumulated in challenging projects and the influence of reliable quality established by "Far East Facade", the Group focused on "big markets, big landlords, and big projects", and won the bid for a number of large facade projects in Chinese Mainland during the year, including the facade projects at the OPPO International Headquarters Building in Shenzhen, International Sports and Culture Exchange Centre in Futian, Shenzhen, the third tender section of West Zone of Beijing's New China International Exhibition Center Phase II Project, AMEC, Phase Two of Tianfu International Fund Town.

(一) 幕牆業務

港澳地區是本集團傳統重點業務區域。本集團持續強化品牌效應、競爭優勢和履約實力，進一步擴大香港幕牆市場的領導地位。本集團作為港澳市場公認的高端幕牆整體解決方案優質服務商，重點深化與現有大客戶戰略合作關係，並積極拓展戰略大客戶，同時加大集團內部協同。本年度，本集團在港澳市場表現優異，接連中標大型住宅和商業項目，包括：威爾斯親王醫院、太古柴灣道391號住宅、新世界黃竹坑5期、港深科創園、加路連山道法院等大型幕牆項目。本集團精心組織內部設計、採購、生產及安裝資源，大力推行項目激勵機制，加強安全管控，確保項目的工期、品質、安全和效益。

中國內地幕牆市場空間廣闊，但行業低價競爭嚴重。本集團持續堅持差異化競爭策略，依託“遠東幕牆”形成的高端品牌、高端技術、高難項目履歷以及可靠品質的影響力，聚焦“大市場、大業主、大項目”，年內中標多個內地大型幕牆項目，包括深圳OPPO國際總部大廈、深圳福田國際體育文化交流中心、北京新國展二期項目西區三標段、上海中微半導體、天府國際基金小鎮二期等幕牆項目。

CHAIRMAN'S STATEMENT

董事局主席報告書

The Group attaches great importance to technological innovation empowering its principal facade business and continues to enhance its core competitiveness. Boasting the world's leading technologies in the facade of super-tall skyscrapers and the complex hyperbolic special-shaped facade, the Group has industry-leading automated production lines and equipment. By relying on the design and intelligent manufacturing information system of the entire industry chain, the Group deepened the application of Building Information Model (BIM), which greatly enhances the Group's capabilities in refined management, and continuously improves the project efficiency and performance quality.

The BIPV business has made steady progress. During the year, the Group continued to develop new photovoltaic facade products of Light-A and Mega Light-A. The construction of the first photovoltaic facade production line has been completed. We won the bid of BIPV work project of Shenzhen Academy of Metrology & Quality Inspection (SMQ). In addition, we devoted to exploring the blue ocean field of photovoltaic facade and led the development of green buildings in the industry.

2. General Contracting Business

The general contracting business has been developing steadily. The Group actively participated in the bidding of small and medium-sized housing construction projects in Hong Kong and deepened internal collaboration. Moreover, its projects in progress had been carried out smoothly, with the residential project at 128 Wong Ma Kok Road, Stanley being implemented in an orderly manner.

3. Operating Management Business

While optimising the existing supervision business, China Overseas Supervision Company Limited, a subsidiary of the Company, has been proactively expanding into the field of engineering consultancy. It has successfully won the bid for the cluster of Phase Three of Tian'an Cloud Park, and Shenzhen International Exchange Center (Phase I) Project, gradually transforming into a full industry chain of Technology + Supervision + Consultation + Project Management.

As Shenyang Huanggu Thermoelectricity Company Limited, a subsidiary of the Company, proactively expanded its heat supply market, it has successfully implemented energy-efficiency measures, resulting in significant emission reduction through refined management practices and technological innovations.

本集團高度重視科技創新賦能幕牆主業，持續提升核心競爭力。本集團擁有世界領先的超高層玻璃幕牆技術和雙曲異形複雜幕牆技術，擁有行業領先的自動化生產線及設備，依託幕牆全產業鏈設計及智慧智造資訊系統，深化建築資訊模型(BIM)技術應用，大幅增強精細化管理能力，持續提升項目效益與履約質量。

BIPV業務穩步推進，年內持續研發出光伏幕牆新產品Light A和Mega Light-A，建設完成首條光伏幕牆生產線，中標深圳計量院BIPV工程項目，著力開拓光伏幕牆藍海領域，引領行業發展綠色建築。

(二) 總承包業務

建築總承包業務發展平穩，本集團積極參與投標本港中小型房建項目，深化系統內部協同合作。同時在建項目進展順利，赤柱黃麻角道128號住宅等項目正有序實施。

(三) 運營管理業務

本集團旗下中海監理在優化傳統監理業務的同時，積極開拓工程諮詢業務，成功中標天安雲穀產業園三期組團、深圳國際交流中心(一期)項目，逐步向科技+監理+諮詢+項目管理等全產業鏈轉型。

本集團旗下皇姑熱電積極拓展供熱市場，依靠精細化管理和科技創新手段，成功推動公司節能降耗，減排效果顯著。

CHAIRMAN'S STATEMENT

董事局主席報告書

PROSPECTS

Looking ahead to 2024, the global trade and investment landscape is anticipated to remain weak, leading to a continuous slowdown in the global economy. However, China's economy is expected to improve steadily. The active macroeconomic regulation and control policies will further boost market confidence and stimulate economic vitality. The deep integration of the Hong Kong and Macau regions with the Guangdong-Hong Kong-Macau Greater Bay Area, along with the implementation of various development projects by countries along the Belt and Road, such as Singapore and the Middle East countries, will bring forth numerous project opportunities. Amidst the vast market opportunities, the Group will accelerate its presence in the Singapore market and actively explore the Middle East market.

The facade contracting business is the core business of the Group. Guided by the business philosophy of "closely focusing on high-end markets and providing high-quality services", the Group strives to enhance its operational and management models by taking into account the characteristics of diverse markets, thereby optimising its global business deployment. In order to sustain the desired level of profitability, the Group will further intensify its efforts in brand promotion and market expansion, accelerate the construction of fully automated production lines, and continuously consolidate its core competitiveness in design, procurement, production and construction. It will also optimise its capability to perform contracts with high quality standard to maintain a satisfactory level of profitability.

The Group is actively mapping out the direction of facade industry chain. As buildings age and safety standards become increasingly stringent, there is a growing number of properties aged over the facade design service life. Property owners are placing increased emphasis on the safety of the glass facade of their buildings. Leveraging on its technological advantages, the Company will actively explore the market demand for inspection, maintenance and renovation of old facades.

The Group adheres to a high quality and sustainable development strategy, actively engaging in environmental protection and social responsibility. The Group steps up its efforts on its training to enhance the sustainability management awareness and capabilities of the staff, and gradually incorporates the Environmental, Social, and Governance (ESG) elements into our business operations. Looking ahead, the Group plans to expand its carbon reduction and climate risk management initiatives. The Group will actively promote carbon data collection and carbon reduction measures along the supply chain to achieve our carbon neutrality target.

未來展望

展望2024年，全球貿易及投資疲軟局面預計難以改變，將拖累全球經濟連續放緩。中國經濟預計穩步向好，依託於積極的宏觀調控政策，將進一步提振市場信心，激發經濟活力。港澳地區深入融合粵港澳大灣區建設，新加坡、中東等“一帶一路”國家出台一系列開發計劃，將帶來大量項目機會。在廣闊的市場機遇下，本集團將加快佈局新加坡市場，積極探索中東市場。

幕牆業務是本集團的核心主業，以“緊盯高端市場，提供高品質服務”為經營理念，針對不同市場特點深化經營和管控模式，優化全球化業務佈局。本集團將進一步強化品牌宣傳和市場開拓，加快建設全自動化產線，持續鞏固在設計、採購、生產和施工等方面的核心競爭力，精進高品質履約能力，保持理想盈利水準。

本集團積極佈局幕牆產業鏈業務方向。隨著樓房老化及更嚴謹的安全標準，樓齡超過幕牆設計使用壽命的物業數量越來越多，業主對於物業大廈玻璃幕牆的安全性更加重視。公司將發揮幕牆主業技術優勢，積極開拓老舊幕牆的檢測、維修及翻新市場。

本集團秉持著高質量和可持續發展策略，積極推動環保和社會責任，強化培訓，提升員工的可持續發展的管理意識及實力，並逐步將ESG元素融入於業務層面當中。未來將計劃拓展減碳及氣候風險管理，推動供應鏈的碳數據收集及減碳工作，以實現碳中和目標。

CHAIRMAN'S STATEMENT

董事局主席報告書

Through continuous exploration and practices, the Board and the management aim to establish and maintain a healthy system where various stakeholders, including shareholders, the Board, the management, employees, customers and suppliers, facilitate each other and contribute to the sustainable growth of the Group's profitability and capacity.

APPRECIATION

I would like to take this opportunity to express my heartfelt gratitude to all shareholders, customers and suppliers for their strong support and to all employees for their hard work and commitment.

By Order of the Board

CHINA STATE CONSTRUCTION DEVELOPMENT HOLDINGS LIMITED
Zhang Haipeng

Chairman and Non-executive Director

Hong Kong, 18 March 2024

董事局及管理層希望通過不斷探索和實踐，建立和維持一個由股東、董事局、管理層、員工以及客戶和供應商等多方持份者相互促進，推動集團盈利規模和能力持續增長的健康體系。

致謝

藉此機會，本人向各位股東、客戶和供應商對本集團的鼎力支持，以及全體員工的辛苦付出表示深切的謝意。

承董事局命

中國建築興業集團有限公司
張海鵬

主席兼非執行董事

香港，2024年3月18日

MANAGEMENT DISCUSSION AND ANALYSIS
管理層討論及分析

A NEW VOYAGE,
CSC DEVELOPMENT SAILS TO
A NEW DIRECTION

嶄新航程，
中國建築興業

全新方位出發



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

OVERALL PERFORMANCE

Our construction business leveraged a strong market in Hong Kong and delivered promising results. Our facade contracting business in Hong Kong continued to benefit from the good progress on existing projects and achieved record-high revenue and profit. Capitalising on its strong order book and proven execution capabilities, the Group recorded aggregate revenue of HK\$8,666 million (2022: HK\$7,669 million) for the year ended 31 December 2023, an increase of 13.0% as compared to last year. The profit attributable to owners of the Company was HK\$580 million (2022: HK\$422 million), an increase of 37.6% as compared to last year. The basic earnings per share was HK25.73 cents (2022: HK19.11 cents), an increase of 34.6% as compared to last year. In consideration of the Company's profitability, cash flow level and capital requirements for future development, the Board recommends a final dividend of HK3.2 cents per share. Total dividends to be distributed for the year are HK8.7 cents per share.

整體表現

倚托香港堅穩的市場，建築業務展現亮麗成績。我們在香港的幕牆工程業務繼續受惠於現有項目的良好進展，營業收入及盈利均創歷史新高。憑藉其充裕的訂單及卓越的執行能力，本集團於截至2023年12月31日止年度錄得總收入港幣86.66億元(2022年：港幣76.69億元)，較去年增加13.0%。本公司股東應佔溢利為港幣5.80億元(2022年：港幣4.22億元)，較去年增加37.6%，每股基本盈利為港幣25.73仙(2022年：港幣19.11仙)，較去年增加34.6%。在充分考慮公司盈利狀況、現金流水平以及未來發展的資金需求，董事局建議派發末期股息每股港幣3.2仙。全年合計派發股息每股港幣8.7仙。



MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Segment Analysis

Facade Contracting Business

As a result of good progress on curtain wall projects in Hong Kong and Chinese Mainland, the segment's revenue increased to HK\$6,665 million for the year ended 31 December 2023 (2022: HK\$5,784 million), representing an increase of 15.2% as compared to last year. The gross profit increased to HK\$882 million for the year ended 31 December 2023 (2022: HK\$696 million), representing an increase of 26.7% as compared to last year. The operating profit increased by 38.2% to HK\$814 million for the year ended 31 December 2023 (2022: HK\$589 million) as compared to last year.

General Contracting Business

As a result of the commencement of construction works of the new project awarded in 2022, the segment's revenue recorded an increase to HK\$1,054 million for the year ended 31 December 2023 (2022: HK\$895 million). The operating profit decreased to HK\$1.22 million for the year ended 31 December 2023 (2022: HK\$1.74 million).

Operating Management Business

Affected by the depreciation of the Renminbi on revenue and the increase of cost of coal of the thermoelectric plant in Chinese Mainland, the segment's revenue decreased to HK\$947 million for the year ended 31 December 2023 (2022: HK\$990 million) and the operating profit decreased to HK\$32 million for the year ended 31 December 2023 (2022: HK\$64 million) respectively.

Administrative, selling and other operating expenses

With the stringent cost measures implemented, administrative, selling and other operating expenses slightly decreased to HK\$288 million for the year ended 31 December 2023 (2022: HK\$291 million).

Finance costs

For the year ended 31 December 2023, the Group's finance costs increased to HK\$82 million (2022: HK\$51 million) as a result of the significant increase in interbank interest rates in Hong Kong and overseas during the year.

New Contracts Awarded and Project in Progress

The Group recorded an accumulated new contract value of HK\$11,501 million for the year ended 31 December 2023 and achieved 95.8% of the target of 2023.

分部分析

幕牆工程業務

由於港澳及中國內地幕牆項目進展順利，截至2023年12月31日止年度，該分部的收入增加至港幣66.65億元(2022年：港幣57.84億元)，較去年增加15.2%。截至2023年12月31日止年度的毛利增加至港幣8.82億元(2022年：港幣6.96億元)，較去年增加26.7%。截至2023年12月31日止年度的經營溢利較去年增加38.2%至港幣8.14億元(2022年：港幣5.89億元)。

總承包業務

由於2022年獲授新項目的建築工程動工，截至2023年12月31日止年度，該分部的收入錄得增加至港幣10.54億元(2022年：港幣8.95億元)。截至2023年12月31日止年度，經營溢利減少至港幣122萬元(2022年：港幣174萬元)。

運營管理業務

受人民幣貶值對中國內地熱電廠收入的影響及煤炭成本增加，截至2023年12月31日止年度，該分部的收入和經營溢利分別下降至港幣9.47億元(2022年：港幣9.90億元)及港幣0.32億元(2022年：港幣0.64億元)。

行政、銷售及其他經營費用

隨著實施嚴格成本控制，截至2023年12月31日止年度，行政、銷售及其他經營費用微降至港幣2.88億元(2022年：港幣2.91億元)。

財務費用

截至2023年12月31日止年度，由於年內香港及海外銀行拆息大幅上升，本集團的財務費用增加至港幣0.82億元(2022年：港幣0.51億元)。

新承接工程及在建項目

本集團於截至2023年12月31日止年度錄得港幣115.01億元的累計新簽合約額，完成2023年目標95.8%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

As of 31 December 2023, the on-hand contract value amounted to approximately HK\$29,856 million, among which the backlog was approximately HK\$16,239 million.

截至2023年12月31日，在手合約額約為港幣298.56億元，其中未完合約額約為港幣162.39億元。

Business Segments 分部業務	New Contract Awarded 新簽合約額 (HK\$ million) (港幣百萬元)	Project in Progress 在建項目	
		Total Value 總合約額 (HK\$ million) (港幣百萬元)	Backlog 未完合約額 (HK\$ million) (港幣百萬元)
Facade Contracting 幕牆工程	8,487	22,063	12,405
General Contracting 總承包	2,053	6,138	3,080
Operating Management 運營管理	961	1,655	754
Total 總計	11,501	29,856	16,239

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operation with internally generated cash flow and credit facilities provided by its principal bankers. As at 31 December 2023, the Group had cash and bank balances of HK\$713 million (31 December 2022: HK\$975 million), total borrowings of the Group were HK\$1,188 million (31 December 2022: HK\$1,326 million). The Group's net gearing ratio (net debt to total net assets) as at 31 December 2023 was approximately 20.7% (31 December 2022: 17.6%). Furthermore, the Group had unutilised banking facilities (including performance guarantee facilities, working capital facilities and loan facilities) of approximately HK\$3,432 million, the Group had sufficient financial resources to meet the business development and expansion. The Group's borrowings are principally on a floating rate basis and have not been hedged by any interest rate financial instruments.

流動資金及財務資源

本集團一般以內部所產生現金流及其主要往來銀行所提供信貸融資為其營運提供資金。於2023年12月31日，本集團錄得現金及銀行結餘港幣7.13億元(2022年12月31日：港幣9.75億元)，而本集團借款總額為港幣11.88億元(2022年12月31日：港幣13.26億元)。本集團於2023年12月31日的淨借貸比率(債務淨額除以淨資產總額)約為20.7%(2022年12月31日：17.6%)。此外，本集團未提用的銀行授信額度(包括履約保證融資、營運資金融資及貸款融資)約為港幣34.32億元，本集團有足夠財務資源以應付業務發展及擴張。本集團的借款主要以浮息為基礎，並無通過任何利率金融工具進行對沖。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The maturities of the Group's total bank borrowings as at 31 December 2023 and 31 December 2022 are set out as follows:

本集團於2023年12月31日及2022年12月31日的銀行借款總額到期情況載列如下：

		31 December 2023	31 December 2022
		2023年 12月31日	2022年 12月31日
		HK\$'000	HK\$'000
		港幣千元	港幣千元
On demand or within one year	要求時或一年內償還	789,513	419,794
More than one year but not exceeding two years	一年以上但不超過兩年	-	508,340
More than two years but not more than five years	兩年以上但不超過五年	398,471	397,672
Total bank borrowings	總銀行借款	1,187,984	1,325,806

The portfolio of the currencies of cash and cash equivalents of the Group as at 31 December 2023 and 31 December 2022 is set out as follows:

本集團於2023年12月31日及2022年12月31日的現金及現金等價物貨幣組合載列如下：

		31 December 2023	31 December 2022
		2023年 12月31日	2022年 12月31日
		%	%
Renminbi	人民幣	68	78
Hong Kong Dollars	港幣	20	15
United States Dollars	美元	2	1
Macau Pataca	澳門幣	1	1
Others	其他	9	5

As at 31 December 2023, the Group's equity attributable to owners of the Company amounted to HK\$2,402 million (31 December 2022: HK\$2,092 million), comprising issued capital of HK\$23 million (31 December 2022: HK\$23 million) and reserves of HK\$2,379 million (31 December 2022: HK\$2,069 million).

於2023年12月31日，本集團之本公司股東應佔權益為港幣24.02億元(2022年12月31日：港幣20.92億元)，當中包括已發行股本港幣0.23億元(2022年12月31日：港幣0.23億元)及儲備港幣23.79億元(2022年12月31日：港幣20.69億元)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

TREASURY POLICY

The Group adopts a conservative treasury policy in cash and financial management. The Group's treasury activities are centralized in order to achieve better risk control and minimize funding cost. Cash is generally placed in short-term deposits mostly denominated in Hong Kong dollar or Renminbi. The Group's liquidity and financing requirements are frequently reviewed. In anticipating new investments or maturity of bank loans, the Group will consider new financing while maintaining an appropriate level of gearing.

In 2023, the net cash inflow from operating activities was HK\$250 million.

EXPOSURE TO EXCHANGE RATE FLUCTUATION

The Group's foreign currency exposures primarily arise from certain sales or purchases by operating units in currencies other than the unit's functional currency. These sales or purchases are mainly denominated in United States dollar, Renminbi, Australian dollar, Canadian dollar, Pound Sterling, and Macau Pataca.

The Group currently does not have a formal foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. During the year ended 31 December 2023, the Group did not engage in the use of other financial instruments for hedging purposes, and there were no hedging instruments outstanding as of 31 December 2023. However, the Group monitors foreign exchange exposure by closely reviewing the movement of the foreign currency rate and adapting natural hedge strategies.

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, the Group employed a total of 4,498 (31 December 2022: 4,964) employees. The Group has sound policies of management incentives and competitive remuneration, which align the interests of management, employees and shareholders' alike. The Group sets its remuneration policy by reference to the prevailing market conditions and the performance of the individuals concerned, subject to review from time to time. The components of the remuneration package consist of base salary, allowances, fringe benefits including medical insurance and contributions to pension funds as well as incentives such as discretionary bonus.

庫務政策

本集團對現金及財務管理採取審慎之庫務政策。本集團集中處理庫務事宜，旨在妥善管理風險及降低資金成本。大部分現金均為港幣或人民幣短期存款。本集團對其流動資金及財務要求均作出經常性之審查。就預期新投資或到期銀行貸款，本集團將在考慮新融資時，同時維持適當的資產負債水準。

在2023年度，經營業務淨現金流入為港幣2.50億元。

外匯波動風險

本集團的外幣風險主要來自營運單位以其功能貨幣以外的貨幣進行的若干銷售或採購。該等銷售或採購主要以美元、人民幣、澳元、加幣、英鎊及澳門幣計值。

本集團目前並無就外幣交易、資產及負債制訂正式的外幣對沖政策。截至2023年12月31日止十二個月，本集團並無運用其他金融工具作對沖用途，而截至2023年12月31日亦無任何未平倉對沖工具。然而，本集團會密切審視外匯匯率變動並採取自然對沖策略，藉以監控外匯風險。

僱員及薪酬政策

於2023年12月31日，本集團僱用合共4,498名（2022年12月31日：4,964名）僱員。本集團訂有具成效之管理層獎勵政策及具競爭力之薪酬，務求令管理層、僱員及股東之利益達成一致。本集團在訂立其薪酬政策時會參考當時市況及有關個別員工之工作表現，並會不時作出檢討。薪酬待遇包括基本薪金、津貼、附帶福利（包括醫療保險及退休金供款），以及酌情花紅等獎勵。

DIRECTORS AND ORGANISATION

董事及架構

BOARD OF DIRECTORS 董事局

Mr. ZHANG Haipeng 張海鵬先生

Chairman and Non-executive Director 主席兼非執行董事
 Chairman of the Nomination Committee 提名委員會主席
 Member of the Remuneration Committee 薪酬委員會成員

Aged 48, was appointed as Chairman of the Board and a Non-executive Director on 18 August 2018. Mr. Zhang graduated from Harbin Institute of Technology, and obtained a degree of Master of Business Administration from Hong Kong Baptist University and a degree of Executive Master of Business Administration from Nankai University and was awarded the title of Senior Engineer. He joined 中國建築集團有限公司 (China State Construction Engineering Corporation*, "CSCEC") in 2000 and was seconded to China State Construction International Holdings Limited ("CSC", a company listed on the Main Board of The Stock Exchange of Hong Kong Limited) and its subsidiaries in 2002. Mr. Zhang has been a director of certain subsidiaries of CSC since 2008. Currently, he is a director of China Overseas Holdings Limited ("COHL") and the chairman and executive director of CSC. CSCEC, COHL and CSC are controlling shareholders of the Company. Mr. Zhang has over 24 years of experience in investment and construction engineering management.

48歲，於2018年8月18日獲委任為董事局主席及非執行董事。張先生畢業於哈爾濱工業大學，並持有香港浸會大學工商管理碩士學位，及南開大學高級管理人員工商管理碩士學位，並擁有正高級工程師職稱。他於2000年加入中國建築集團有限公司（「中建集團」），於2002年派駐中國建築國際集團有限公司（「中國建築國際」，為香港聯合交易所有限公司主板上市公司）及其附屬公司。張先生自2008年起任中國建築國際若干附屬公司的董事，他現為中國海外集團有限公司（「中國海外」）的董事及中國建築國際的主席兼執行董事。中建集團，中國海外及中國建築國際均為本公司控股股東。張先生在投資及建築工程管理方面有逾24年經驗。

Mr. WU Mingqing 吳明清先生

Vice Chairman, Executive Director and Chief Executive Officer 副主席、執行董事兼行政總裁
 Member of the Nomination Committee 提名委員會成員
 Member of the Remuneration Committee 薪酬委員會成員
 Member of the Sustainability Committee 可持續發展委員會成員

Aged 59, was appointed as Vice Chairman of the Board, an Executive Director and Chief Executive Officer on 18 August 2018. Mr. Wu is also a director of the Company's subsidiaries. He graduated from Shanxi University of Finance and Economics and obtained a degree of Executive Master of Business Administration from Nankai University. Mr. Wu was awarded the title of Senior Accountant. He joined CSCEC in 1986 and was seconded to CSC in 2000. Mr. Wu has been a director of certain subsidiaries of CSC since 2002. He was an executive director of CSC between June 2014 and August 2018. Mr. Wu has over 38 years of experience in financial management, construction engineering, infrastructure investment and project management.

59歲，於2018年8月18日獲委任為董事局副主席、執行董事及行政總裁。吳先生亦是本公司附屬公司的董事。他畢業於山西財經大學及持有南開大學高級管理人員工商管理碩士學位，並擁有高級會計師職稱。吳先生於1986年加入中建集團，於2000年派駐中國建築國際，他自2002年起任中國建築國際若干附屬公司的董事，吳先生於2014年6月至2018年8月擔任中國建築國際執行董事。他在財務管理、建築工程、基建投資及項目管理方面具有逾38年經驗。

DIRECTORS AND ORGANISATION

董事及架構

Mr. WANG Hai 王海先生

Executive Director, Senior Vice President 執行董事、高級副總裁

Aged 51, was appointed as an Executive Director on 15 August 2012. Mr. Wang is also a director of the Company's subsidiaries. He joined the Group in March 2012 and held various senior management positions including Chief Executive Officer and Associate Chief Executive Officer of the Company. Mr. Wang ceased to be Associate Chief Executive Officer in September 2015 when he was reallocated to North America taking charge of North America business. He graduated from Tianjin University and Greenwich University. Mr. Wang joined CSCEC in 1994 and started getting involved in the operation of certain subsidiaries of CSC since 2003. He has over 30 years of experience in international corporation management in the industry of building and infrastructure investment in North America, Hong Kong and Chinese Mainland.

51歲，於2012年8月15日獲委任為執行董事。王先生亦是本公司附屬公司的董事。他於2012年3月加入本集團，先後擔任多個高級管理層職務，包括本公司行政總裁及聯席行政總裁。王先生於2015年9月不再任聯席行政總裁，並獲派駐北美負責本集團北美業務。他畢業於天津大學及格林威治大學。王先生於1994年加入中建集團，並由2003年起開始涉足中國建築國際若干附屬公司的業務。他在建築工程和基建投資領域有逾30年跨國公司管理經驗，包括北美、香港和中國內地。

Mr. WONG Man Cheung 王萬祥先生Executive Director, Chief Financial Officer 執行董事、首席財務總監
Chairman of the Sustainability Committee 可持續發展委員會主席

Aged 52, was appointed as an Executive Director on 1 July 2022. Mr. Wong graduated Hong Kong Polytechnic University and obtained a Bachelor of Arts and a Master's degree in Business Administration (Financial Services) and holds doctorate degree in Business Administration from the Brittany University in France. He is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and was a fellow of the Association of Chartered Certified Accountants in United Kingdom. Mr. Wong is also an individual member of Hong Kong Business Accountants Association. He joined the Group in November 2020 as the Chief Financial Officer of the Company. Mr. Wong has over 27 years of experience in accounting, audit, financial management, corporate financing, business development, strategic planning and advisory, business controlling, risk management and investor relations. He was involved in a wide range of businesses including, but not limited to, property development and investment, construction, engineering, hospitality, trading, manufacturing, telecommunication, mining, distribution and retailing.

52歲，於2022年7月1日獲委任為執行董事。王先生畢業於香港理工大學，持有會計文學士學位及工商管理（金融服務）碩士學位，及法國Brittany大學工商管理博士學位。他為香港會計師公會認可的會計師，亦曾為英國特許公認會計師公會資深會員。王先生亦為香港商界會計師協會個人會員。他於2020年11月加入本集團，為本公司首席財務總監。王先生在會計、審計、財務管理、企業融資、業務發展、策略規劃及諮詢、業務管控、風險管理及投資者關係方面擁有逾27年經驗。他曾參與廣泛的業務，包括但不限於物業發展及投資、建築、工程、酒店接待、貿易、製造、電訊、礦業、經銷及零售。

DIRECTORS AND ORGANISATION

董事及架構

Mr. HUANG Jiang 黃江先生

Non-executive Director 非執行董事

Aged 49, was appointed as a Non-executive Director on 16 March 2017. Mr. Huang graduated from Chongqing Jianzhu University (now known as Chongqing University) and holds a Master's degree in Project Management from Hong Kong Polytechnic University and an Executive Master's degree in Business Administration from Nankai University and was awarded the title of Senior Engineer. He joined CSCEC in 1997 and was seconded to CSC in 2000. Mr. Huang has been a director of certain subsidiaries of CSC since 2007. Currently, he is a Vice President of CSC. Mr. Huang has over 27 years of experience in contract and project management.

49歲，於2017年3月16日獲委任為非執行董事。黃先生畢業於重慶建築大學（現為重慶大學），並持有香港理工大學項目管理學碩士學位及南開大學高級管理人員工商管理碩士學位，並擁有高級工程師職稱。他於1997年加入中建集團，於2000年派駐中國建築國際。黃先生自2007年起任中國建築國際若干附屬公司董事，現為中國建築國際副總裁。他在合約和項目管理方面逾27年經驗。

Mr. ZHOU Jinsong 周勁松先生

Independent Non-executive Director 獨立非執行董事

Chairman of the Audit Committee 審核委員會主席

Member of the Nomination Committee 提名委員會成員

Chairman of the Remuneration Committee 薪酬委員會主席

Member of the Sustainability Committee 可持續發展委員會成員

Aged 53, was appointed as a Director on 8 March 2010 and was subsequently designated as an Independent Non-executive Director on 10 March 2010. Mr. Zhou graduated from Guangdong Radio and TV University in 1992 and obtained a Master of Business Administration degree from Harbin Institute of Technology in 2003. He is a Certified Public Accountant licensed in the People's Republic of China ("PRC"). Mr. Zhou has extensive experience in accounting, audit and business advisory in various audit firms and private companies in the PRC. He was an accountant supervisor in the fund management office of the Shenzhen Cultural Development Department (深圳市宣傳文化事業發展專項基金領導小組辦公室) from 1995 to 2002. Mr. Zhou is currently the President of Weiya, an accounting firm in Shenzhen.

53歲，於2010年3月8日獲委任為董事，其後於2010年3月10日調任獨立非執行董事。周先生於1992年畢業於廣東廣播電視大學，於2003年獲哈爾濱工業大學頒授工商管理碩士學位。他為中華人民共和國（「中國」）註冊持牌會計師。周先生在多間中國會計師事務所及私人公司擁有廣泛的會計、審計及業務顧問經驗。他由1995年至2002年出任深圳市宣傳文化事業發展專項基金領導小組辦公室的會計主管。周先生現任深圳衛亞會計師事務所的所長。

DIRECTORS AND ORGANISATION

董事及架構

Ms. CHAN Man Ki Maggie 陳曼琪女士

Independent Non-executive Director 獨立非執行董事

Member of the Audit Committee 審核委員會成員

Member of the Nomination Committee 提名委員會成員

Member of the Remuneration Committee 薪酬委員會成員

Member of the Sustainability Committee 可持續發展委員會成員

Aged 55, was appointed as an Independent Non-executive Director on 1 July 2022. Ms. Chan obtained her Bachelor degree in Laws and Postgraduate Certificate in Laws from the University of Hong Kong in 1991 and 1992 respectively. She is the founder and managing partner of CMK lawyers, a law firm in Hong Kong, and has over 29 years of experience in providing legal advices and services as a solicitor in Hong Kong. Ms. Chan is also a lawyer in the Guangdong-Hong Kong-Macao Greater Bay Area and her practice institution is Sino-Win Law Firm.

Ms. Chan is an Accredited Mediator and a China-Appointed Attesting Officer in Hong Kong. She is also the founding president of The Small and Medium Law Firms Association of Hong Kong. Furthermore, Ms. Chan is a Specially Invited Mediator of Guangdong Court for Cross-border Commercial Dispute Resolution in the Guangdong-Hong Kong-Macao Greater Bay Area, a Mediator of Shenzhen Qianhai International Commercial Mediation Centre, and an Arbitrator of China Guangzhou Arbitration Commission, Shenzhen Court of International Arbitration, Qingdao Arbitration Commission and South China International Arbitration Centre (Hong Kong). She is currently an independent non-executive director of Wine's Link International Holdings Limited, Beijing Enterprises Holdings Limited and Nine Dragons Paper (Holdings) Limited. The aforesaid companies are all listed in Hong Kong.

Ms. Chan has also undertaken various community positions in Hong Kong including being an Ex-officio Member of Election Committee and Chairman of Appeal Tribunal Panel (Building Ordinance). She was awarded the Medal of Honor in 2012 and Justice of the Peace in 2015 by the Government of the Hong Kong Special Administrative Region. Ms. Chan was also conferred with Honorary Fellow by City University of Hong Kong in 2013. She was elected as a Hong Kong Deputy to the National People's Congress of the PRC (the 13th session and the 14th session) in 2017 and 2022 respectively, an executive member of the All-China Women's Federation Executive Committee in 2018, a president of All-China Women's Federation Hong Kong Delegates Association Ltd. in 2021 and a Legislative Council Member of the Hong Kong Special Administrative Region in 2022.

55歲，於2022年7月1日獲委任為獨立非執行董事。陳女士先後於1991年及1992年取得香港大學法律學士學位及法律專業文憑。她為香港律師事務所陳曼琪律師行之創辦人兼主管合夥人，於香港以律師身份提供法律諮詢及服務超過29年。陳女士亦是粵港澳大灣區律師，執業機構為廣東勝倫律師事務所。

陳女士為香港認可調解員及中國委託公証人，並為香港中律協創會會長。此外，她為廣東法院粵港澳大灣區跨境商事糾紛特邀調解員、深圳市前海國際商事調解中心調解員、廣州仲裁委員會仲裁員、深圳國際仲裁院仲裁員、青島仲裁委員會仲裁員及華南(香港)國際仲裁院仲裁員。陳女士現時為威揚酒業國際控股有限公司、北京控股有限公司及玖龍紙業(控股)有限公司之獨立非執行董事，上述公司均在香港上市。

陳女士亦於香港擔任多項社會公職，包括香港選舉委員會當然委員及上訴審裁小組主席(建築物條例)。她先後於2012年及2015年獲香港特別行政區政府頒授榮譽勳章及授予太平紳士，並於2013年獲香港城市大學頒授榮譽院士。陳女士分別於2017年及2022年獲選為中國第13屆及第14屆全國人民代表大會香港代表、於2018年成為中華全國婦女聯合會執行委員會委員，於2021年成為港區婦聯代表聯誼會會長及於2022年成為香港特別行政區立法會議員。

DIRECTORS AND ORGANISATION

董事及架構

Mr. ZHANG Xinyu 張欣宇先生

Independent Non-executive Director 獨立非執行董事
 Member of the Audit Committee 審核委員會成員
 Member of the Nomination Committee 提名委員會成員
 Member of the Remuneration Committee 薪酬委員會成員
 Member of the Sustainability Committee 可持續發展委員會成員

Aged 35, was appointed as an Independent Non-executive Director on 1 July 2022. Mr. Zhang graduated from the University of Hong Kong with a Bachelor of Engineering Degree in Civil Engineering. He is a Member of The Hong Kong Institution of Engineers, Member of The Engineers Registration Board and a Chartered Engineer of the Institution of Civil Engineers. Mr. Zhang is also a Chartered Member of The Chartered Institute of Logistics and Transport. He worked for MTR Corporation Limited and was responsible for the construction of various new railway projects and train operations. Mr. Zhang is a Legislative Council Member of the Hong Kong Special Administrative Region elected in 2022. He has over 13 years of experience in engineering field.

35歲，於2022年7月1日獲委任為獨立非執行董事。張先生畢業於香港大學，獲頒授工學學士（土木工程）學位。他為香港工程師學會會員、工程師註冊管理局成員及英國土木工程師學會特許工程師，張先生亦為國際物流與運輸學會特許會員。他曾於香港鐵路有限公司任職，主要負責各項新線路工程項目及車務營運管理。張先生於2022年成為香港特別行政區立法會議員。他於工程領域方面擁有逾13年經驗。

SENIOR MANAGEMENT 高級管理人員**Mr. WANG Yapeng 王亞鵬先生**

Vice President 副總裁

Aged 48, graduated from Huazhong University of Science and Technology and Renmin University of China, and holds a Bachelor's degree in Engineering and a Master's degree in Business Administration. Mr. Wang joined CSCEC in 2004 and was seconded to the COHL Group in 2007. He joined the Group in 2018 and has over 25 years of experience in business operation, enterprise management, human resources and administration.

48歲，畢業於華中理工大學及中國人民大學，擁有工學學士學位及工商管理碩士學位。王先生於2004年加入中建集團，於2007年獲派駐中國海外集團，於2018年加入本集團。他在公司營運、企業管理、人力資源及行政管理等方面有逾25年經驗。

DIRECTORS AND ORGANISATION

董事及架構

Mr. GUO Feng 郭峰先生

Vice President 副總裁

Aged 48, graduated from Central University of Finance and Economics and holds a Bachelor's degree in Economics. Mr. Guo joined CSCEC in 1998 and was seconded to the COHL Group in 2001. He joined the Group in 2023 and has over 26 years of experience in financial management, internal audit, corporate internal control and risk management.

48歲，畢業於中央財經大學，擁有經濟學學士學位。郭先生於1998年加入中建集團，於2001年獲派駐中國海外集團，於2023年加入本集團。他在財務管理、內部審計、企業內控及風險管理等方面有逾26年經驗。

Mr. ZHU Minfeng 朱敏峰先生

Vice President 副總裁

Aged 44, graduated from Southeast University and Huazhong University of Science and Technology, and holds a Bachelor's degree and a Master's degree in Engineering. Mr. Zhu joined the CSC Group in 2002 and was seconded to the Group in 2018. He has over 21 years of experience in construction engineering management.

44歲，畢業於東南大學及華中科技大學，擁有工學學士學位和碩士學位。朱先生於2002年加入中國建築國際集團，並於2018年派駐本集團，他在建築工程管理等方面有逾21年經驗。

Mr. CHAN Sun Nung 陳新能先生

Technical Director 設計總監

Aged 64, obtained a Master's degree in Construction Engineering and Management from Griffith University, Australia. Mr. Chan is the vice president of Hong Kong Facade Association. He joined the Group in 2003 and has over 43 years of experience in curtain wall design.

64歲，畢業於澳洲格裡菲斯大學，獲頒授建築工程及管理碩士學位。陳先生為香港建築幕牆裝飾協會副主席，於2003年加入本集團，他在幕牆設計方面有逾43年經驗。

DIRECTORS AND ORGANISATION

董事及架構

Mr. MOK Wai Him 莫惠謙先生

Project Director 工程總監

Aged 63, graduated from the University of Essex, United Kingdom with a Bachelor of Science degree in Applied Physics and obtained a Master's degree in Instrumentation and Analytical Science from the University of Manchester Institute of Science and Technology, United Kingdom. Mr. Mok is a member of the Institute of Measurement and Control in the United Kingdom and an associate member of the Chartered Institution of Building Services Engineers. He joined the Group in 1996 and has over 35 years of experience in project management.

63歲，畢業於英國艾塞克斯大學，獲頒授應用物理學理學士學位，及持有英國曼徹斯特大學理工學院之儀器及分析科學碩士學位。莫先生為英國皇家計量與控制學會會員及特許屋宇裝備工程師學會資深會員，於1996年加入本集團，他在項目管理方面逾35年經驗。

Mr. LAU Sai Ying, Alan 劉世瑛先生

Marketing Director 市場總監

Aged 63, graduated from the University of Manitoba, Canada with a Bachelor of Science degree in Civil Engineering. Mr. Lau is a member of Hong Kong Institution of Engineers and a registered professional engineer in Hong Kong. He joined the Group in 1997 and has over 34 years of construction, engineering and facade system project management and marketing experience in Canada and Hong Kong.

63歲，畢業於加拿大曼尼托巴大學，獲頒授理學士學位(主修土木工程)。劉先生為香港工程師學會會員及香港註冊專業工程師，於1997年加入本集團，他在加拿大及香港的建築、工程及幕牆系統項目管理及市場推廣方面有逾34年經驗。

Mr. HONG Jianping 洪建平先生Chairman & General Manager, Shenyang Huanggu Thermoelectricity Company Limited*
瀋陽皇姑熱電有限公司董事長、總經理

Aged 58, graduated from Xi'an University of Architecture and Technology with a Bachelor of Engineering degree. Mr. Hong joined the COHL Group in 1998 and was seconded to the CSC Group in 2008. He joined the Group in 2014 and has over 34 years of experience in investment, mergers and acquisitions, plant management and enterprise management.

58歲，畢業於西安建築科技大學，獲頒授工學學士學位。洪先生於1998年加入中國海外集團，於2008年加入中國建築國際集團，於2014年加入本集團。他在投資、併購、工廠管理及企業管理方面逾34年經驗。

DIRECTORS AND ORGANISATION

董事及架構

Mr. GAO Fei 高飛先生

General Manager, Far East Facade (Hong Kong) Limited
遠東幕牆(香港)有限公司總經理

Aged 38, graduated from the Harbin Institute of Technology with Bachelor of Engineering and Bachelor of Science degrees, and holds a Master's degree in Business Administration from Hong Kong Baptist University. Mr. Gao joined the CSC Group in 2009. He joined the Group in September 2020 and has over 15 years of experience in construction management.

38歲，畢業於哈爾濱工業大學，獲頒授予工學學士及理學學士學位，並持有香港浸會大學工商管理碩士學位。高先生於2009年加入中國建築國際集團，於2020年9月加入本集團。他在建築工程管理方面有逾15年經驗。

Mr. LYU Wenrui 呂文睿先生

General Manager, Far East Facade (Zhuhai) Limited*
遠東幕牆(珠海)有限公司總經理

Aged 41, graduated from Beihang University with Bachelor of Engineering. Mr. Lyu joined the CSC Group in 2007. He joined the Group in 2013 and has over 19 years of experience in construction management.

41歲，畢業於北京航空航天大學，擁有工學學士學位。呂先生於2007年加入中國建築國際集團。他於2013年加入本集團，在建築工程管理方面有逾19年經驗。

Mr. CHEN Guozhan 陳國占先生

General Manager, Netfortune (Shanghai) Aluminium Works Company Limited*
上海力進鋁質工程有限公司總經理

Aged 42, graduated from Hebei Institute of Engineering. Mr. Chen joined the Group in 2022 and has over 19 years of experience in curtain wall supply chain management, construction management, and business operation.

42歲，畢業於河北工程學院。陳先生於2022年加入本集團。他在幕牆供應鏈管理、建築工程管理、公司運營等方面有逾19年經驗。

* for identification purpose only

CORPORATE GOVERNANCE REPORT

企業管治報告

GOVERNANCE PRINCIPLES

The Board is committed to high standards of corporate governance and recognises that good corporate governance is fundamental to the long-term success of the Company and delivering sustainable value to shareholders. Accordingly, the corporate governance principles of the Company emphasise a well-balanced and effective Board, sound risk management and internal control systems, and transparency and accountability to all shareholders.

The Company has applied the principles, and complied with all applicable code provisions of the Corporate Governance Code (the "CG Code") as set out in Part 2 of Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") throughout the year ended 31 December 2023.

CORPORATE CULTURE

The Board is responsible for establishing the Group's purpose, values and strategy, and for setting the tone at the top. The Board ensures that the Group's culture aligns with its purpose, values and strategy.

As a large professional facade enterprise dedicated to innovation, low-carbon environmental protection and sustainable development, the Group always upholds the corporate culture of "Creating Trends", adheres to the mission of "Exercising Caution in Details and Implementation and Building a Strong Foundation to Seek Greater Success", pursues the core values of "integrity, innovation, pragmatism and excellence" and adheres to the business philosophy of "quality assurance and value creation." The Group upholds the talent concept of "Assembling the Enterprising Ones and Motivating the Promising Ones". The Group strictly implements corporate governance, actively fulfills its social responsibility, and pursues continuous value enhancement for shareholders, employees, working partners and society. The Group is constantly committed to building differentiated competitive advantages through technology empowerment and refined management. The Group is committed to becoming the world's top one-stop facade service provider.

管治原則

董事局致力於維持高標準的企業管治，並深明良好企業管治為本公司的長遠成功及為股東創造可持續價值的基礎前提。因此，本公司的企業管治原則注重均衡及有效的董事局、健全的風險管理和內部監控制度，以及對所有股東的透明度和問責度。

於截至2023年12月31日止年度內本公司一直採納《香港聯合交易所有限公司證券上市規則》（「上市規則」）附錄C1《企業管治守則》（「企業管治守則」）第二部分所載的原則及遵守所有適用守則條文。

企業文化

董事局負責制定本集團的宗旨、價值觀和戰略，在領導公司層面確立基調。董事局確保本集團的文化與其宗旨、價值觀和戰略保持一致。

作為一家銳意創新，堅持低碳環保，推動可持續發展的大型專業幕牆企業，本集團始終秉持「領潮文化」，堅持「慎微篤行、精築致遠」的使命，踐行「誠信、創新、務實、求精」的核心價值觀以及「品質保障、價值創造」的經營理念，匯聚奮進者、激勵有為者，嚴格進行企業管治，積極履行社會責任，追求公司與股東、員工、合作夥伴、社會的持續增值。不斷致力於通過科技賦能、精細化管理打造差異化競爭優勢，致力成為世界頂級一站式建築幕牆服務商。

GOVERNANCE STRUCTURE

管治架構



THE BOARD

The Board has a collective responsibility for promoting the Company's long-term sustainable success and enhancing shareholder value which is achieved by having members with a balanced range of individual skills and experience. The Board is responsible for the stewardship of the Group, directing and guiding strategic objectives, overseeing and monitoring performance, and discharging certain legal responsibilities. The Board delegates the day-to-day operation of the Group to the management under the leadership of the Chief Executive Officer. The Board has established four committees to assist it in discharging certain governance responsibilities. Details of the Board committees' responsibilities are described more fully in the "Board Committees" section of this report. The Board reserves for its consideration and decision matters affecting the Group as a whole including approval of the Group's financial statements, dividends, external financing, Board appointments, major acquisitions, disposals and certain material contracts, and broad policies; oversight of systems of internal control and risk management (supported by the Audit Committee), sustainability, governance matters, and compliance arrangements.

Board Composition and Diversity

The Group is led by an effective and committed Board, with a culture of openness and transparency at Board meetings. As at 31 December 2023, there were eight Directors on the Board: three Executive Directors and five Non-executive Directors (including three Independent Non-executive Directors).

董事局

董事局負有共同責任，透過具備擁有均衡組合的個人技能及經驗的成員，促進本公司長遠及可持續的成功，以及提升股東價值。董事局負責管理本集團，帶領及指導戰略目標，監督及監控表現，以及履行若干法律責任。董事局將本集團日常營運的職責授予行政總裁領導下的管理層。董事局已成立四個委員會，以協助其履行若干管治職責。董事委員會職責的細節在本報告的「董事委員會」一節載有詳細說明。董事局保留影響整個集團的事項的審議及決定權，該等事項包括批准本集團的財務報表、股息、對外融資、董事局的委任事宜、重大收購事項、出售事項及若干重要合約以及廣泛政策，監督內部監控及風險管理制度（在審核委員會的協助下）、可持續發展、管治事項，以及合規安排。

董事局組成及多元化

本集團由一個有效和盡責的董事局領導，在董事局會議上具有公開和透明的文化。於2023年12月31日，董事局由八名董事組成，包括三名執行董事及五名非執行董事（包括三名獨立非執行董事）。

CORPORATE GOVERNANCE REPORT

企業管治報告

Throughout the year, the number of Independent Non-executive Directors on the Board meets the one-third requirement under the Listing Rules. The names of the Directors in office as at 31 December 2023 are set out in the “Board of Directors and Committees” section of this Annual Report and their biographical details are set out on pages 38 to 42.

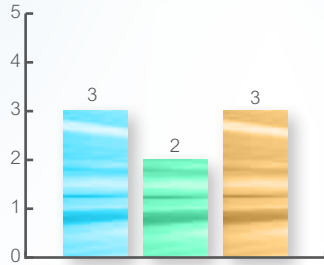
The Board diversity policy sets out the Board’s approach to diversity. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, culture, educational background, professional experience, knowledge and length of service and the ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board and the Board will have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business. The Company is focused upon increasing Board diversity without compromising on the calibre of Directors. In determining suitable candidates for the Board appointment, the Nomination Committee and the Board pay due regard for the benefits of diversity on the Board and disclose in the circular to shareholders how the individual who is proposed to be elected as Independent Non-executive Director at the general meeting contributes to the diversity of the Board.

於整年內，董事局內獨立非執行董事的人數符合上市規則下至少三分之一董事數目的規定。於2023年12月31日任職董事的名單載於本年報「董事局及委員會」一節及彼等的履歷詳情載於第38至42頁。

董事局多元化政策闡明董事局的多元化方針。甄選人選將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化、教育背景、專業經驗、知識及服務任期，而最終將按人選的長處及可為董事局提供的貢獻而作決定，董事局將具備均衡的技能、經驗及多樣的觀點與角度，以符合本公司業務所需。本公司著重在不降低對董事才能的要求的前提下，提高董事局的多元化水平。提名委員會及董事局在決定合適人選擔任董事職務時，充分考慮董事局多元化的好處，並在致股東的通函中披露個別將於股東大會上建議推選為獨立非執行董事的人士如何促進董事局多元化。

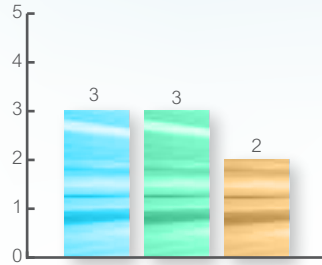
CORPORATE GOVERNANCE REPORT
企業管治報告

Balance of the Board
董事局的平衡



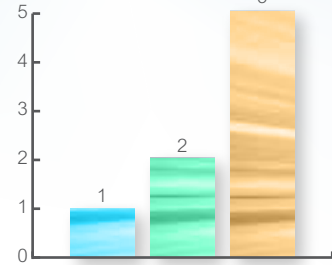
- Executive Directors 執行董事
- Non-executive Directors 非執行董事
- Independent Non-executive Directors 獨立非執行董事

Directors' Tenure (years)
董事任期 (年)



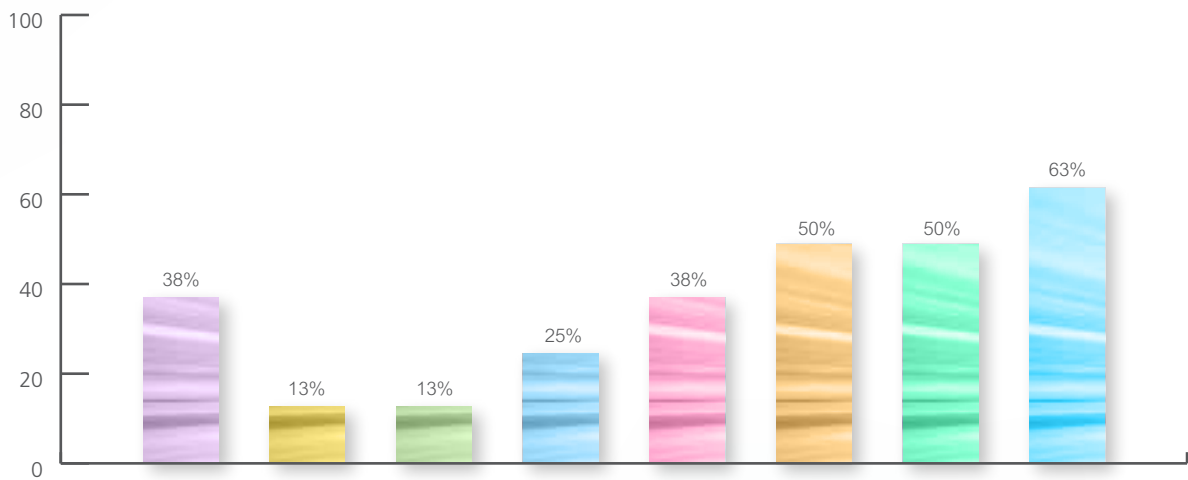
- < 4
- 4-8
- > 8

Age
年齡



- < 41
- 41-50
- > 50

Expertise / Experience
專長 / 經驗



- Finance and Accounting
財務及會計
- Legal
法律
- Engineering
工程
- International Corporation Management
跨國公司管理
- Risk Management and Compliance
風險管理及合規
- Public Services
公共服務
- Investment
投資
- Construction
建築

CORPORATE GOVERNANCE REPORT

企業管治報告

The Board currently has eight members with one of whom being a female member. While the Board targets to maintain the current level of female representation, it will continue to take opportunities to increase the proportion of female members over time as and when suitable candidates are identified. The male to female employee ratio of the Group (including senior management) was about 5.49:1 as at 31 December 2023. The Group will continue to apply a range of diversity perspectives including but not limited to gender, age, culture, educational background, professional experience and knowledge in employee recruitment. In addition, there will be no discrimination based on gender, age, cultural and educational background, race, nationality, religion, socioeconomic status, physical ability, family background and other factors. Since the Group's core business is construction which is largely male dominated, it may be difficult to increase the proportion of female employees in the short term. However, the Group strives to improve gender diversity by (i) widening the talent pool; (ii) focusing on diversity during the recruitment process; (iii) raising industry awareness in young people by running recruitment programmes with universities; and (iv) providing equal opportunities through a transparent pay and reward system.

The Board reviews the implementation and effectiveness of the diversity policy and considers that the size of Board is appropriate and effective in terms of carrying out its duties and responsibilities, and the Directors have a broad range of expertise and experience from a variety of sectors which, we believe, contributes significantly to the effectiveness of the Board.

董事局目前有八名成員，其中一名是女性成員。雖然董事局的目標是維持現時的女性代表水平，當確定合適董事人選時，本公司仍繼續抓緊機會以提升女性成員比例。於2023年12月31日，本集團員工(包括高級管理人員)之男女比例約為5.49:1，本集團在未來招聘員工時將繼續按一系列多元化範疇為基準，包括但不限於性別、年齡、文化、教育背景、專業經驗及知識。同時，不會因性別、年齡、文化及教育背景、種族、國籍、宗教、社會經濟地位、體能、家庭背景以及其他因素而產生歧視。但因本集團業務以建築行業為主，行業內部以男性工作者居多，在短時間內提高女性員工比例存在一定難度，然而，本集團致力通過以下措施改善性別多元化：(i)擴大人才庫；(ii)在招聘過程中著重多元化；(iii)通過與大學合作開展校園招聘計劃，以提高年輕人對行業的認識；及(iv)通過具透明度的薪酬及獎勵制度提供平等的機會。

董事局檢討多元化政策的實施和有效性，並認為董事局規模對履行其職責而言屬適當且有效，同時，董事擁有來自各個領域的廣泛專業知識和經驗，吾等相信彼等的知識及經驗對董事局的效能起到關鍵作用。

CORPORATE GOVERNANCE REPORT

企業管治報告

Chairman and Chief Executive Officer

The Chairman of the Board, Mr. Zhang Haipeng, leads the Board and ensures its effectiveness in directing the Company. The Chairman achieves this through promoting a culture of constructive debate and openness among all Board members, both executive and non-executive. To support this, from time to time, the Chairman meets with Independent Non-executive Directors privately without other Directors present. The Chairman encourages high standards of corporate governance and ensures that the Board receives accurate, timely and clear information, and is consulted on all relevant matters. The Chairman is also responsible for ensuring that Board meetings are planned and conducted effectively, including setting the agenda for each Board meeting, taking into account, where appropriate, matters proposed by Directors. With the support of the Executive Directors and the Company Secretary, the Chairman seeks to ensure that all Directors are properly briefed on issues to be deliberated at Board meetings. The Chief Executive Officer, Mr. Wu Mingqing, is responsible for the day-to-day operation and management of the Group, and implementation of Board decisions, policies and strategies. The Chief Executive Officer assumes full accountability to the Board for the overall operation of the Group and has responsibility for overseeing and delivering operational performance of the Group.

Appointment and Re-election

Save for Mr. Zhang Haipeng who was appointed under a letter of appointment for a term of three years, all other Non-executive Directors were appointed not for a specific term. Directors appointed by the Board shall hold office only until the first annual general meeting following their appointments. Such Directors shall then be eligible for re-election. In addition, all Directors are subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company. A retiring Director is eligible for re-election and re-election of retiring Directors at general meetings are dealt with by separate resolutions.

If an Independent Non-executive Director serves more than nine years, his/her further appointment should be subject to a separate resolution to be approved by shareholders and the circular to shareholders will include the reasons why the Board believes he/she is still independent and should be re-elected.

主席與行政總裁

董事局主席張海鵬先生領導董事局，並透過在董事局成員之間(包括執行董事和非執行董事)倡導具建設性討論及開明的文化確保董事局能有效地帶領本公司。為了支持該文化，主席不時與獨立非執行董事在沒有其他董事在場的情況下私下會面。主席鼓勵高標準的企業管治及確保董事局收到準確、及時和清晰的資訊，並就所有相關事宜徵詢其意見。主席亦負責確保董事局會議有效地規劃及進行，包括在每次董事局會議制訂議程時適當地考慮董事建議列入議程的事項。在執行董事及公司秘書協助下，主席確保於董事局會議上討論之事項將會向所有董事適當地簡說。行政總裁吳明清先生負責本集團的日常營運及管理，以及執行董事局的決策、政策及策略。行政總裁就本集團的整體營運向董事局會負上全責，並負責監督及達致本集團的營運表現。

委任及重選

除張海鵬先生以委任書以三年任期委任外，所有其他非執行董事均無特定任期。由董事局委任的董事的任期將僅至其委任後的首個股東週年大會為止，屆時該等董事有資格重選連任。此外，所有董事須根據本公司組織章程細則至少每三年輪值退任一次。退任董事有資格重選連任，而退任董事的重選連任須於股東大會上以獨立決議案形式處理。

若獨立非執行董事已服務超過九年，他／她是否獲續任應以獨立決議案形式由股東審議通過，而致股東的通函將載有董事局為何認為他／她仍屬獨立人士及應獲重選連任的原因。

CORPORATE GOVERNANCE REPORT

企業管治報告

Board Independence

The Company recognises that board independence is critical to good corporate governance. The Board (comprising more than one-third Independent Non-executive Directors) and the Audit Committee (being made up by Independent Non-executive Directors only) exceed the independence requirements as set out in the Listing Rules. Independent Non-executive Directors receive fixed fees for their role as members of the Board with additional fees payable to reflect chairmanship of Board committees. None of the Independent Non-executive Directors receive equity-based remuneration which is linked to performance of the Group. Each of the Board committees has specific terms of reference with delegated authority from the Board to engage independent professional advisers and Directors are entitled to obtain independent professional advice relating to their personal responsibilities as a Director at the Company's expense.

The Nomination Committee has delegated authority from the Board in relation to the assessment of the independence of Independent Non-executive Directors. In assessing the independence of Independent Non-executive Director, the committee takes into account the criteria affecting independence as set out in Rule 3.13 of the Listing Rules and whether the Company has received from each Independent Non-executive Director an annual confirmation of independence and whether there is any change of circumstances that may affect his/her independence.

Although Mr. Zhou Jinsong has served more than nine years, the Company continues to consider him to be independent having regard to (i) the absence of his involvement in the day-to-day management of the Company; (ii) the absence of any relationships or circumstances which would interfere with the exercise of his independent judgement; and (iii) there is no evidence to suggest that the length of his tenure has an adverse impact on his independence.

The above mechanisms are in place to ensure independent views and input are available to the Board and such mechanisms will be reviewed annually by the Board with attention to ensuring that the Board remains independent in judgement, and continues to present an objective and constructive challenge to the assumptions and viewpoints presented by the management.

In 2023, the Board independence was assessed in the form of a questionnaire completed by Directors and the findings indicated that the Board is well-balanced and remains independent in judgement and operates with a style of open, honest discussion and constructive challenge.

董事局之獨立性

本公司深明董事局之獨立性對良好企業管治至關重要。董事局(包含超過三分之一的獨立非執行董事)及審核委員會(僅由獨立非執行董事組成)之組成均超過上市規則的獨立性要求。獨立非執行董事作為董事局成員收取固定袍金，並就其擔任董事委員會主席收取額外酬金。概無獨立非執行董事收取與本集團業績掛鈎的股權薪酬。各董事委員會均擁有特定職權範圍，並獲董事局授權委聘獨立專業顧問，而董事亦有權就其作為董事的個人責任獲取獨立專業意見，費用由本公司承擔。

提名委員會獲得董事局授權，負責評估獨立非執行董事的獨立性。在評估獨立非執行董事的獨立性時，委員會會考慮上市規則第3.13條所載可影響獨立性的因素、本公司是否已經收到每名獨立非執行董事就其獨立性而作出的年度確認函，以及是否有任何可能影響其獨立性的情況變化。

本公司已接獲各獨立非執行董事根據上市規則第3.13條所發出的年度獨立性確認函，儘管周勁松先生已服務超過九年，本公司經考慮(i)彼並無參與本公司日常管理；(ii)概無任何關係或情況會干預彼行使獨立判斷後，將繼續視周先生為獨立人士；及(iii)沒有跡象指出其任期長短對其獨立性有不利影響。

建立以上機制是要確保董事局取得獨立觀點及意見，而董事局將於每年檢討該等機制以確保董事局在判斷上保持獨立，並繼續對管理層提出的假設和觀點提出客觀和建設性的質問。

於2023年，董事局獨立性以董事填寫的問卷形式進行了評估，評估結果表明董事局在成員組合方面取得良好平衡，能保持獨立判斷，並以開放、誠實討論和建設性提問的方式運作。

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Board Process

The Board meets regularly and at least four times a year. Additional meetings of the Board or the Board committees established by it to consider specific matters, can be convened, when necessary. Directors may attend meetings in person, by phone or through other means of electronic communication in accordance with the Company's articles of association. During the year, the Board held five meetings. In addition to physical meetings, Directors participate in the deliberation and approval of routine and operational matters of the Company by circulation of written resolutions with supporting explanatory materials. For regular meetings of the Board and Board committees, Directors receive notice and agenda at least 14 days in advance and supporting Board papers no less than 3 days prior to the meetings. For ad hoc meetings, Directors are given as much notice as is reasonable and practicable in the circumstances. Directors are given the opportunity to include matters in the agenda for regular Board meetings and raise other matters that are not on the agenda during the meetings. Directors are given sufficient time for discussion at the Board meetings. Where queries are raised by Directors, prompt and full responses will be given if possible.

Where Directors have not been able to attend a Board or Board committee meeting, they have reviewed the papers circulated for that meeting and provided their comments directly or through the Company Secretary, to the Chairman or the committee chair, as appropriate. In addition to formal Board meetings, the Chairman had private discussion with Independent Non-executive Directors during the year.

Directors have access to relevant and timely information, and they can ask for further information if necessary. Management is responsible for providing such explanation and information to the Board as will enable the Board to make an informed assessment of the financial and other matters put before the Board for approval. All members of the Board are provided with monthly updates with respect to the operating information and performance of the Group to enable the Directors, individually and collectively, to discharge their legal and regulatory duties.

All Directors also have direct access to the Company Secretary for advice and, if required, can seek independent professional advice at the Company's expense. There is an agreed procedure to enable them to do so which is managed by the Company Secretary.

董事局流程

董事局定期開會，每年至少召開四次會議。當有需要時，董事局或其為考慮特定事項而成立的董事委員會亦可召開額外的會議。根據本公司的組織章程細則，董事可親自出席會議，透過電話或其他電子通訊方式參加會議。年內，董事局共召開五次會議。除舉行會議外，董事亦透過傳閱附有補充說明資料的書面決議參與本公司日常事務和營運事項的審議和審批。對於董事局及董事委員會的定期會議，董事會在會議日期至少14天前收到通知和議程，並會在會議日期不少於3天前收到會議補充文件。至於臨時會議，給予董事的通知期將因應情況而盡可能合理及切實可行。董事皆有機會提出商討事項列入董事局定期會議的議程，及在會議上提出未列入議程的其他事項。各董事均給予充足的時間在董事局會議上發言，倘董事提出疑問，管理層須盡力作出迅速及全面的回應。

倘董事無法出席董事局或董事委員會會議，彼等會審閱就該會議派發的文件，並會直接或透過公司秘書提供其意見至主席或委員會主席（視何者合適而定）。除了正式的董事局會議外，主席於年內與獨立非執行董事進行私下討論。

董事可查閱相關及適時資料，倘需要，彼等亦可索取進一步的資料。管理層負責向董事局提供相關解釋和資料，以使董事局能夠對呈交予董事局審批的財務及其他事項作出知情判斷，並向董事局所有成員提供有關本集團營運資料和表現的每月更新資料，以使董事能夠個別及共同地履行其法律和監管職責。

此外，董事可以直接聯繫公司秘書索取意見，並可在有需要時尋求獨立專業意見，費用由本公司支付。本公司擁有一套賦予董事尋求獨立專業意見的協定程序，該程序由公司秘書管理。

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If a conflict of interest involving a substantial shareholder or a Director arises, the matter will be discussed at a physical meeting, as opposed to being dealt with by written resolution. Independent Non-executive Directors with no material interest in the proposed matter or transaction will be present at the meeting to deal with the conflict.

Draft version of meeting minutes of the Board and Board committees will be sent to Directors for comment within a reasonable time after the meetings and final version of minutes will be placed on record after approval at the next meeting.

The following table shows Directors' attendance at meetings and training in 2023:

倘若主要股東或董事存在利益衝突，則有關事項將會在會議上討論，而非以書面決議形式處理。在提呈事項或交易中沒有重大利益的獨立非執行董事將會出席會議處理利益衝突事宜。

會議後，董事局及董事委員會會議紀錄的初稿將在合理時間內發送給董事提供意見，而會議紀錄的最終定稿將會在下次會議上批准後記錄在案。

下表載列董事於2023年出席會議及培訓情況：

		Meetings attended/eligible to attend 出席次數／可出席次數						
		Board	Audit Committee	Remuneration Committee	Nomination Committee	Sustainability Committee	General Meetings	Training
		董事局	審核委員會	薪酬委員會	提名委員會	可持續發展委員會	股東大會	(Note 1) 培訓 (附註1)
Chairman and Non-executive Director	主席兼非執行董事							
Zhang Haipeng	張海鵬	5/5	-	1/1	1/1	-	2/2	✓
Executive Directors	執行董事							
Wu Mingqing	吳明清	5/5	-	1/1	1/1	2/2	2/2	✓
Wang Hai	王海	5/5	-	-	-	-	2/2	✓
Wong Man Cheung	王萬祥	5/5	-	-	-	2/2	2/2	✓
Non-executive Director	非執行董事							
Huang Jiang	黃江	5/5	-	-	-	-	2/2	✓
Independent Non-executive Directors	獨立非執行董事							
Zhou Jinsong	周勁松	5/5	4/4	1/1	1/1	2/2	2/2	✓
Chan Man Ki Maggie	陳曼琪	5/5	4/4	1/1	1/1	2/2	2/2	✓
Zhang Xinyu	張欣宇	4/5	3/4	1/1	1/1	1/2	2/2	✓

Note:

1. Training includes attending trainings organised by the Company, seminars, conferences and courses, and reading relevant materials.

附註：

1. 培訓包括參加本公司籌備的培訓、研討會、會議和課程，以及閱讀相關資料。

CORPORATE GOVERNANCE REPORT

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Training and Commitment

A package, which has been compiled and reviewed by the Company's legal advisers, setting out the duties and responsibilities of directors under the Listing Rules and relevant regulatory requirements, is provided to each newly appointed Director. Guidelines for directors have also been forwarded to each Director for his/her information and ready reference. Directors are encouraged to attend internal and external briefings and courses on aspects of their respective committee specialisms. Training and regular updates on relevant legal, regulatory and corporate governance matters are provided to Directors as appropriate. Directors are required to provide the Company with details of training undertaken once a year.

In 2023, members of the management (including Executive Directors) participated in a variety of training activities, including attending seminars and receiving regulatory updates relevant to their business as well as sustainable development and anti-corruption practices. They received sufficient internal and external training to better equip them to fulfil their roles in supporting the Company.

The Board recognises the importance of individual members having sufficient time available to discharge their duties effectively. Additional commitments of Directors are carefully reviewed on appointment, before new Directors are accepted onto the Board. Directors are expected to attend all meetings of the Board and Board committees of which they are members, as well as the annual general meeting.

BOARD COMMITTEES

The Board currently has four committees, namely the Audit Committee, Nomination Committee, Remuneration Committee and Sustainability Committee and each of which has specific written terms of reference approved by the Board. The terms of reference of the Audit Committee, Nomination Committee, Remuneration Committee and Sustainability Committee are available on the Company's website or, on request, from the Company Secretary. Verbal reports on meetings of the committees are provided at each regular Board meeting by the relevant committee chairs.

The committees are provided with all necessary resources including access to independent professional advice, if necessary, to enable them to undertake their duties in an effective manner. The Company Secretary acts as secretary to the committees.

培訓及承擔

每一名新委任的董事均會收到一份由本公司法律顧問準備及審閱過的文件，載有上市規則及相關監管要求所規定的董事的職責及責任，董事指引亦已轉發給各董事，以供其知悉及參考。本公司鼓勵董事參與與彼等各自所屬委員會專責相關的內部及外部簡報及課程，並會為董事提供培訓及與本公司或其業務相關的法律、監管及企業管治事宜的定期更新資訊。董事須每年一次向本公司提供的培訓詳情。

於2023年，管理層成員(包括執行董事)參加了各種培訓活動，包括參加研討會和獲取與其業務相關的監管更新資料，以及可持續發展和反貪污實務。他們在內部及外部得到充足培訓，更足以履行彼等的職責，為本公司提供支持。

董事局認同每一位成員需有充足的時間使其有效地履行職責的重要性，在委任新的董事成員加入董事局之前，董事局須詳細審視董事的其他職務。董事須出席所有董事局會議及其為成員的董事委員會會議，以及股東週年大會。

董事委員會

董事局目前擁有四個委員會，包括審核委員會、提名委員會、薪酬委員會及可持續發展委員會，各個委員會擁有經董事局審批的特定書面職權範圍，審核委員會、提名委員會、薪酬委員會及可持續發展委員會的職權範圍可於本公司網站查閱或向公司秘書查詢。相關委員會主席在每次定期董事局會議上均就委員會會議作出口頭匯報。

該等委員會獲提供所有必要資源，包括在有需要時獲取獨立專業意見，確保彼等可以有效的履行彼等之職責。公司秘書擔任該等委員會之秘書。

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Audit Committee

The Audit Committee is composed solely of Independent Non-executive Directors with Mr. Zhou Jinsong as chairman and Ms. Chan Man Ki Maggie and Mr. Zhang Xinyu as members of the committee. All the members served on the committee throughout the year. Mr. Zhou Jinsong possesses appropriate professional qualifications and experience in financial matters which is in compliance with Rule 3.21 of the Listing Rules.

The Audit Committee meets at least four times a year and its primary duties include ensuring the Group's financial statements (including annual, half-year and quarterly results) present a true and balanced assessment of the Group's financial position; reviewing the Group's financial reporting process, internal control and risk management systems; reviewing the Group's financial and accounting policies and practices; and recommending the appointment and approving remuneration of external auditor. Other duties of the committee are set out in its specific terms of reference.

The committee met four times in 2023. Vice President, Chief Financial Officer, and Deputy General Manager, Finance and Treasury Department were regular attendees at the meetings of the committee. External auditors were invited to attend two of those meetings to discuss various accounting issues and audit findings, and the audit plan with the committee.

The work of the committee during the year included reviewing the results announcements and financial statements for the year ended 31 December 2022, and for the first quarter, half-year and third quarter of 2023, the annual report and interim report. To aid its review, the committee considered the report from the management and the report from external auditor on the outcomes of the annual audit. The committee also reviewed the continuing connected transactions, internal control, risk management and internal audit matters, approved the audit plan and fee for the 2023 year end audit before audit commencement and made recommendation to the Board on the re-appointment of auditor.

In addition, the Audit Committee monitors the audit and non-audit services rendered to the Group by its external auditor to ensure that their engagement in non-audit services will not impair their audit independence or objectivity. An independence confirmation has been obtained from Ernst & Young which confirms that they are independent of the Group in accordance with the independence requirements of the Hong Kong Institute of Certified Public Accountants.

審核委員會

審核委員會僅由三名獨立非執行董事組成，由周勁松先生擔任主席，陳曼琪女士及張欣宇先生為該委員會成員。所有成員於年內均為委員會成員。周勁松先生具備合適的專業資格及財務經驗，符合上市規則第3.21條的規定。

審核委員會每年至少舉行四次會議，其主要職責包括確保本集團的財務報表(包括年度、半年度及季度業績)對本集團財務狀況呈現真實及公正的評估，審閱本集團的財務報告程序、內部監控及風險管理制度，審閱本集團的財務及會計政策及常規，以及建議委任外聘核數師及審批外聘核數師的薪酬。該委員會的其他職責載於其特定職權範圍內。

該委員會於2023年召開四次會議。副總裁、首席財務總監及財務資金部副總經理定期列席該委員會會議。外聘核數師應邀出席其中兩次會議，與委員會討論若干會計事宜及審計結果，以及審計計劃。

年內，該委員會的工作包括審議截至2022年12月31日止年度、2023年第一季、半年及第三季的業績公告及財務報表，年報及中期報告；在審議該等文件時，委員會會考慮管理層向委員會呈交的報告書及外聘核數師就年終審核作出的報告。該委員會同時亦審議持續關連交易、內部監控、風險管理及內部審計事宜，在審計工作開始之前審批2023年度年終審計的審計計劃與費用，以及就續聘核數師向董事局作出推薦建議。

此外，審核委員會負責監察外聘核數師為本集團提供的審計及非審計服務，確保外聘核數師提供非審計服務不會削弱彼等在審計方面的獨立性或客觀性。本公司已收到安永會計師事務所發出的獨立性確認函，確認安永會計師事務所根據香港會計師公會的獨立性規定獨立於本集團。

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The fees in respect of audit and non-audit services provided to the Company and its subsidiaries by Ernst & Young and other firms of its worldwide network for the financial year ended 31 December 2023 amounted to approximately HK\$3,245,000 and HK\$297,000 respectively. The non-audit services mainly consist of tax services amounting HK\$214,000 and other services for ad hoc projects amounting HK\$83,000.

Nomination Committee

The Nomination Committee is chaired by Mr. Zhang Haipeng, the Chairman of the Board and Non-executive Director and its other members include Mr. Wu Mingqing, Vice Chairman, Executive Director and Chief Executive Officer and the three Independent Non-executive Directors, namely Mr. Zhou Jinsong, Ms. Chan Man Ki Maggie and Mr. Zhang Xinyu. All the members served on the committee throughout the year.

The Nomination Committee meets at least once a year and is responsible for reviewing the Board structure, size and composition, identifying and nominating to the Board candidates who are appropriate for appointment or re-appointment as Directors, assessing the independence of Independent Non-executive Directors and making recommendation to the Board on succession planning.

The committee held one meeting in 2023. The work of the committee during the year included consideration of the composition of the Board to ensure there was an appropriate balance of skills, knowledge and experience and the independence of Independent Non-executive Directors, and considering and making recommendation to the Board on the re-appointment of Non-executive Directors upon expiry of their term. The committee also considered and made recommendation to the Board on the re-election of the Directors at the annual general meeting.

安永會計師事務所及其全球網絡之其他公司於截至2023年12月31日止財政年度內向本公司及其附屬公司提供審計及非審計服務收取的費用分別約為港幣3,245,000元及港幣297,000元。非審計服務主要包括稅務服務為港幣214,000元及其他臨時項目服務為港幣83,000元。

提名委員會

提名委員會由董事局主席兼非執行董事張海鵬先生擔任主席，其他成員包括副主席、執行董事兼行政總裁吳明清先生，以及三名獨立非執行董事，即周勁松先生、陳曼琪女士及張欣宇先生。所有成員於年內均為委員會成員。

提名委員會每年至少舉行一次會議，並負責檢討董事局的架構、人數及組成，物色合適人選及向董事局提名適合擔任或續任董事的候選人，評核獨立非執行董事的獨立性，以及就繼任計劃向董事局提出建議。

該委員會於2023年召開一次會議。年內，該委員會的工作包括考慮董事局的組成以確保董事局在技能、知識及經驗方面達致適當平衡，及考慮獨立非執行董事的獨立性，以及就續任任期屆滿的非執行董事向董事局提供建議。該委員會亦就重選於股東週年大會上退任之董事事宜向董事局提出建議。

CORPORATE GOVERNANCE REPORT

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The Company has adopted a policy for nomination of Directors which sets out the principles that guide the committee to identify and evaluate candidates for nomination as well as the procedures for nomination. The committee will take into account the candidate's character and integrity, qualifications, diversity contributions, independence (for the appointment of Independent Non-executive Director), time commitment and any other relevant factors as may be determined by the committee or the Board from time to time. The committee shall, upon receipt of the proposal on appointment of new Director and the biographical information (or relevant details) of a candidate, evaluate the candidate based on the criteria as set out above. The committee will then recommend to the Board the appointment of the candidate for directorship, if appropriate. The Board decides the appointment based upon the recommendation of the committee.

In assessing the independence of Directors, the committee recognises that Mr. Zhou Jinsong has served on the Board for more than nine years but having considered his annual confirmation of independence and the absence of his involvement in the Company's day-to-day management or any relationships or circumstances which would interfere with the exercise of his independent judgement, the committee remains confident that Mr. Zhou will continue to demonstrate independent character and judgement in carrying out his duties.

Remuneration Committee

The Remuneration Committee is chaired by Mr. Zhou Jinsong, an Independent Non-executive Director and its other members include Mr. Zhang Haipeng, the Chairman of the Board and Non-executive Director, Mr. Wu Mingqing, Vice Chairman, Executive Director and Chief Executive Officer and two Independent Non-executive Directors, namely Ms. Chan Man Ki Maggie and Mr. Zhang Xinyu. All the members served on the committee throughout the year.

本公司已採納提名董事之政策，該政策訂立準則旨在向委員會提供物色和評估董事候選人的指引，以及提名之程序。該委員會將考慮候選人的品德及操守，資歷，多元化的貢獻，獨立性(如為委任獨立非執行董事)，投放時間的承諾及委員會或董事局不時決定的任何其他相關因素。委員會應在收到有關委任新董事的建議及候選人的履歷(或相關詳情)後，根據上述準則評估該候選人。其後，委員會向董事局推薦委任該候選人為董事(如合適)，董事局根據委員會的建議而決定是否委任。

在評估董事的獨立性時，該委員會明白周勁松先生已擔任董事超過九年，惟經考慮彼之年度獨立性確認函以及彼沒有參與本公司的日常管理，亦無任何關係或情況影響彼行使獨立判斷後，委員會仍然有信心周先生在履行其職責時均會繼續表現出獨立的品格和判斷力。

薪酬委員會

薪酬委員會由獨立非執行董事周勁松先生擔任主席，其他成員包括董事局主席兼非執行董事張海鵬先生，副主席、執行董事兼行政總裁吳明清先生，以及兩名獨立非執行董事，即陳曼琪女士及張欣宇先生。所有成員於年內均為委員會成員。

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The Remuneration Committee meets at least once a year and is responsible for formulating and making recommendations to the Board on the policy and structure for all remuneration of Directors and senior management of the Group with reference to the Group's overall performance, individual's responsibilities and performance and the prevailing market conditions, as well as reviewing and making recommendations on the Company's share scheme, bonus structure and other compensation related issues. The committee determines the remuneration packages of individual Executive Directors and senior management and reviews the adequacy and effectiveness of the Group's remuneration policy. The committee also has the responsibility to make recommendations to the Board on the remuneration of Non-executive Directors.

The committee held one meeting in 2023. Deputy General Manager, Human Resources Department was invited to attend the meeting. The committee reviewed and approved the Group's policy on salary adjustment and discretionary bonus which applies to Directors and senior management of the Company and the policy has been set to align with the Group's operating performance while taking into account the general economic condition, individual performance and contribution, and remuneration benchmarks against peer companies. In addition, the committee reviewed and considered the appropriateness and relevance of the remuneration policy and structure of the Group with reference to the construction market practices, the Group's performance and remuneration offered by peer companies.

Remuneration of Directors and Senior Management

Information relating to the remuneration of each Director for the year ended 31 December 2023 is set out in note 10 to the consolidated financial statements.

The remuneration of members of the senior management by band for the year end 31 December 2023 is set out in note 11 to the consolidated financial statements.

薪酬委員會每年至少舉行一次會議，負責根據本集團整體表現、個人職責和表現、及當時市況制訂本集團董事及高級管理人員的全體薪酬政策與架構並向董事局提出建議，以及檢討本公司的股份計劃、花紅機制及其他與薪酬相關的事宜並提出建議。該委員會釐定個別執行董事及高級管理人員薪酬待遇，及檢討本集團薪酬政策的充足性及有效性。該委員會亦負責向董事局提供非執行董事的薪酬建議。

該委員會於2023年召開一次會議，人力資源部副總經理應邀出席該會議。該委員會審議及批准本集團的薪金調整及酌情花紅的政策，該政策適用於董事及本公司之高級管理人員，而該政策的設定是與本集團的營運表現掛鉤，並考慮總體經濟狀況，個人表現和貢獻，以及與同行公司比較的薪酬基準。此外，該委員會亦以建築市場行情、本集團營運業績及同類競爭企業薪酬趨勢為基礎，檢討及考慮本集團的薪酬政策及架構的適當性和相關性。

董事及高級管理人員薪酬

有關各董事於截至2023年12月31日止年度的薪酬資料載於綜合財務報表附註10。

高級管理人員於截至2023年12月31日止年度的薪酬等級載於綜合財務報表附註11。

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Sustainability Committee

The Sustainability Committee is chaired by Mr. Wong Man Cheung, Executive Director and Chief Financial Officer and its other members include Mr. Wu Mingqing, Vice Chairman, Executive Director and Chief Executive Officer and the three Independent Non-executive Directors, namely Mr. Zhou Jinsong, Ms. Chan Man Ki Maggie and Mr. Zhang Xinyu. All the members served on the committee throughout the year.

The Sustainability Committee meets at least twice a year and is responsible for making recommendations to the Board on the Group's sustainability strategies, roadmaps and goals, identifying potential risks and opportunities in relation to the sustainability issues (including climate-related risks and opportunities) and proposing countermeasures. The committee also reviews and monitors the performance of the Group by assessing the sustainable goals and targets, performance indicators and the completion progress and make recommendations on the strategies for improvement. Other duties of the committee are set out in its specific terms of reference.

The committee held two meetings in 2023. The work of the committee during the year included reviewing and making recommendation to the Board on the Group's sustainability strategies, roadmap and goals. The committee also reviewed the progress of the Group's sustainability efforts and achievements, the key focus areas and action plans as well as the target setting of the Group.

COMPANY SECRETARY

The Company Secretary is an employee of the Group and the appointment and removal of the Company Secretary is a matter for the whole Board. Whilst the Company Secretary reports to the Board through the Chairman and Chief Executive Officer, all Directors have access to the advice and services of the Company Secretary for the ongoing discharge of their duties and responsibilities. The Company Secretary maintains dialogue with each of them on an individual basis.

The Board is supported by the Company Secretary who ensures that the Board is able to function effectively and efficiently. In addition to making logistical arrangements for meetings, the Company Secretary is responsible for advising the Board on all governance matters, managing the policies and procedures relating to the Board and ensuring that the Directors receive information in a timely manner. Minutes of meetings of the Board and Board committees are taken and kept by the Company Secretary and are open for inspection by Directors.

During the year, the Company Secretary attended over 15 hours of professional training.

可持續發展委員會

可持續發展委員會由執行董事兼首席財務總監王萬祥先生擔任主席，其他成員包括董事局副主席、執行董事兼行政總裁吳明清先生，以及三名獨立非執行董事，即周勁松先生、陳曼琪女士及張欣宇先生。所有成員於年內均為委員會成員。

可持續發展委員會每年至少舉行兩次會議，負責就本集團的可持續發展策略、路線圖、目標向董事局提供意見，識別可持續發展議題下的潛在風險與機遇(包括與氣候變化相關的風險與機遇)並提供對策。該委員會亦透過評估可持續目標及指標、績效指標及完成進度，檢討及監察本集團的表現，並就改善策略提出建議。該委員的其他職責載於其特定職權範圍內。

該委員會於2023年召開兩次會議。年內，該委員會的工作包括檢討本集團的可持續發展策略、路線圖及目標，並向董事局提出建議。該委員會亦審視本集團在可持續發展方面的工作進展及取得的成果、重點關注範疇及行動計劃，以及本集團的目標訂立。

公司秘書

公司秘書為本集團的僱員，而公司秘書的委任及撤換是由整個董事局決定。儘管公司秘書透過主席及行政總裁向董事局匯報，所有董事均可就持續履行其職責及責任要求公司秘書提供意見及服務，公司秘書與彼等各自保持聯繫。

董事局由公司秘書支援，公司秘書確保董事局能夠有效率及有效地運作。除處理會議的後勤安排外，公司秘書亦負責就所有管治事項向董事局作出建議，管理與董事局有關的政策和程序，並確保董事適時獲得資料。董事局和董事委員會的會議記錄由公司秘書記錄和備存，並可供董事查閱。

年內，公司秘書已出席超過15小時的相關專業培訓。

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The Board has undertaken the responsibility for performing the corporate governance duties pursuant to the CG Code and is committed to ensuring that an effective governance structure is in place to continuously review, monitor and improve the corporate governance practices within the Group with regard to the prevailing legal and regulatory requirements.

During the year, the work of the Board in this area included reviewing the policies and practices on the Group's corporate governance, monitoring the Company's legal and regulatory compliance and training and continuing professional development of Directors and senior management, developing relevant policies to ensure compliance with the latest change in the laws and regulations and reviewing the Company's compliance with the CG Code and the disclosure in this report.

MODEL CODE FOR DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in Appendix C3 to the Listing Rules as the Company's code of conduct regarding Directors' securities transactions. Having made specific enquiry by the Company, all Directors have confirmed that they have complied with the Model Code in their securities transactions throughout the year ended 31 December 2023.

ACCOUNTABILITY AND AUDIT Financial Reporting

It is the responsibility of the Board to present a balanced, clear and comprehensible assessment of the Company's performance, position and prospects.

The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently, and that judgements and estimates made are prudent and reasonable. In preparing the consolidated financial statements, the accounting principles generally accepted in Hong Kong have been adopted and the requirements of Hong Kong Financial Reporting Standards and the applicable laws have been complied with.

The Directors acknowledged their responsibility for preparing the consolidated financial statements for the year ended 31 December 2023. The Directors, having made appropriate enquiries, were not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Group's ability to continue as a going concern and on such basis, the Board has prepared the financial statements on a going concern basis.

企業管治

董事局負責根據企業管治守則履行企業管治職責，並致力確保實行有效的管治架構，以因應現行法律及監管要求，持續檢討、監察及改善本集團內的企業管治常規。

年內，董事局在這方面的工作包括檢討本集團的企業管治政策及常規、監察本公司的法律和監管合規情況及董事和高級管理人員的培訓和持續專業發展情況、制訂相關政策，以確保符合最新修訂的法律法規，以及審查本公司遵守企業管治守則的情況及本報告內的披露情況。

董事進行證券交易的標準守則

本公司已採納上市規則附錄C3所載的《上市發行人董事進行證券交易的標準守則》（「標準守則」），作為本公司有關董事進行證券交易的紀律守則。經本公司作出具體查詢後，全體董事均確認彼等於截至2023年12月31日止年度內進行證券交易時均有遵守標準守則。

問責及核數 財務報告

董事局負責對本公司的表現、狀況及前景作出平衡、清晰及全面的評核。

董事須確保選擇及貫徹應用適當的會計政策，並須確保所有判斷及估計乃經審慎及合理作出。在編製綜合財務報表時，董事已採納香港公認會計原則，並已遵守香港財務報告準則及適用法律的規定。

董事承認彼等有編製截至2023年12月31日止年度綜合財務報表的責任。董事經作出適當查詢後，並不知悉任何重大不明朗因素涉及可對本集團持續經營業務能力構成重大疑慮的事件或情況，因此，董事局已按持續經營基準編製財務報表。

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The responsibilities of external auditor of the Company with respect to financial reporting are set out in the “Independent Auditor’s Report”.

Internal Controls and Risk Management

The Board is responsible for maintaining appropriate systems of internal control and risk management, policies and procedures within the Group and the Audit Committee has the delegated responsibility to assess on an ongoing basis the effectiveness and relevancy of the systems. Such systems are designed to identify and control rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss. Processes and procedures are in place to ensure maintenance of proper accounting records for the provision of reliable financial information for internal use and for publication and to ensure compliance with applicable laws, rules and regulations.

The Group has established a risk management framework to enable the Board and the management of the Company to discharge their risk management-related responsibilities with appropriate delegation and checks and balances. Various operational committees including Project Tendering Committee, Procurement and Subcontracting Committee, 3MS Committee and Safety Production Committee which stand at the highest level of the Group’s risk governance structure below the Board have been established to manage the risks and opportunities across the project lifecycle. These committees provide direct oversight of the formulation of institutional risk appetite, and control and monitor the levels of risk that the Group is willing to undertake with regard to its financial capacity, strategic direction, prevailing market conditions and regulatory requirements.

The Group’s risk management and internal control framework comprises a number of approval and review gates that cover the business lifecycle from initial project pursuit through to delivery and completion. All gates are mandatory and require approval at Group level by the operational committees, by divisional or business unit level depending upon the nature and complexity of projects.

To ensure that decisions are taken at the right level within the Group by those best placed to take them, the Company has in place a policy on delegation of authority for expenditure which sets out limits and conditions for the authority afforded to each function and senior individuals. The policy ensures there is a consistency of approach across the business units and allows the business to operate efficiently without creating burdensome processes. The policy will be reviewed from time to time to realign them with changes to the Group’s business structure leading to stronger accountability.

本公司外聘核數師有關財務報告的責任載於「獨立核數師報告」內。

內部監控及風險管理

董事局負責確保本集團擁有合適的內部監控及風險管理系統、政策及程序，而審核委員會獲授權負責持續評估該等系統的效能及相關性。該等系統旨在辦認及控制而非消除未能達成業務目標的風險，而且只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。本公司已有既定的流程及程序，確保保存適當的會計記錄，以便提供可靠的財務資料，供內部使用和刊發，以及確保符合相關法律、規則及規例。

本集團已建立風險管理框架，令本公司董事局及管理層能夠在適當授權及制衡之下履行彼等的風險管理相關職責。若干營運委員會包括項目投標決策委員會、分判採購決策委員會、3MS工作組及安全生產委員會已經成立，負責管理整個項目生命週期中的風險和機遇。該等營運委員會屬本集團在董事局以下的最高風險管治架構。營運委員會直接監督機構風險偏好的制定，及控制和監控本集團就其財務能力、策略性方向、當時市況及監管要求而言可承擔的風險水平。

本集團的風險管理及內部監控框架包括多個審批關口，覆蓋由初期尋找項目直至竣工交付的經營週期。所有關口均屬強制性，須視乎項目的性質及複雜性在集團層面獲得營運委員會的批准、或在部門或業務單位層面獲得批准。

為了確保決策會由本集團合適的階層及最適宜的人選作出，本公司已採納開支審批權限的政策，詳細列出了賦予各職能部門及高級人員之權限的限制及條件。該政策可確保各個業務部門的審批權限保持一致，同時可使業務有效營運而不會產生繁瑣的流程。本公司將不時檢討政策，以使其與本集團業務結構的變化保持一致，從而加強問責度。

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The Group has also established management procedures to systematically assess sustainability-related risks. Firstly, an analysis of industrial and market trend is conducted by evaluating materiality assessment, risk analysis reports and mega-trend analysis reports to identify a list of potential sustainability risks. Subsequently, by evaluating the potential relevance and impact of the risks on the Group's businesses, financial performance, development strategy, operational management, reputation, and other relevant factors, the Group consolidates a risk inventory. Such risks come from diverse sources, including financial market uncertainties, potential project failures, legal liabilities, credit risks, accidents, natural disasters, and unforeseen events. Relevant department heads and top management are then engaged regularly to assess the likelihood and severity of each sustainability risk in the risk inventory. Based on the evaluation, the Group prioritises the risks and proceeds to review the management of high-risk items, in order to develop or enhance risk management plans as well as to continuously improve the risk management efforts.

The Group's internal audit function is performed by the holding group's Intendance and Audit Department and an ad hoc team mandated from time to time to carry out regular and irregular audit on the governance and control processes of the Group. During the year, the Finance and Treasury Department conducted an audit on all the Group's business units concerning their equity management, project implementation, fixed assets management, material and equipment procurement and information technology system management. The findings and recommendations were reported to the Audit Committee.

The Group had conducted an annual review on its risk management and internal control systems which covered the financial year 2023 and there were no material internal control defects or significant areas of concerns identified. The Board considered that the Group's risk management and internal control systems remain adequate and effective in evaluating, determining and managing significant risks that the Group may take in achieving its strategic objectives. Upon reviewing the report by the management, the Board confirmed that there were adequate resources, staff qualifications and experience, training programmes and budget of the Group's accounting and financial reporting function as well as those relating to the its environmental, social and governance performance and reporting.

The Company has adopted a whistleblowing policy for employees and those who deal with the Group to raise concerns, in confidence and anonymity, about possible improprieties in matters related to the Group, in order to help detect and deter misconduct or malpractice or unethical acts in the Group. The Company has also adopted a standalone anti-corruption policy which sets out the basic standard of conduct for directors, officers and employees of the Group and provides guidance on acceptance of advantage and handling of conflict of interest when dealing with the Group's business.

本集團亦建立了具體的管理程序，有系統地評估與可持續發展相關的風險。首先，通過重要性評估、風險分析報告和大趨勢分析報告，對行業及市場趨勢進行分析並識別一系列的潛在可持續發展風險。隨後，本集團通過評估風險與本集團業務、財務表現、發展策略、營運管理、聲譽及其他相關因素的潛在關聯性和影響整合出風險清單。這些潛在可持續發展風險來自金融市場的不確定性，項目失敗的威脅，法律責任，信用風險，事故，自然原因和災難，或不確定事件等。相關部門負責人和高層管理人員會定期評估風險清單中每項可持續發展風險的可能性和嚴重性。根據評估結果，本集團對風險進行優先排序，並著手審查高風險議題的管理情況，以制定或加強風險管理計劃，不斷改進風險管理工作。

本集團的內部審計職能由其控股集團監察及審計部和不時獲授權的專責小組進行，對本集團的管治和控制流程進行定期和不定期的審查。年內，財務資金部對本集團的所有業務單位的產權管理、施工業務管理、資產管理、物資與設備管理及信息系統管理等進行了抽查，結果和推薦建議已呈報審核委員會。

本集團已對其涵蓋2023年財政年度的風險管理及內部監控系統進行年度檢討，並無發現重大內部監控缺陷或重點關注領域，董事局認為本集團的風險管理和內部監控系統在評估、確定及管理本集團為實現戰略目標可能承擔的重大風險方面仍然足夠及有效。經審視管理層的匯報，董事局確認本集團在會計、財務匯報職能方面以及與其環境、社會及管治表現和匯報相關的資源、員工資歷及經驗，以及員工所接受的培訓課程及有關預算是足夠的。

本公司已採納一項舉報政策，使僱員和與本集團有往來者能夠以保密及匿名的方式就與本集團相關的事項中可能發生的不當事宜提出關注，以助偵查和阻止本集團的不當行為或舞弊行為或不道德的行為。同時，本公司亦已採納一項獨立的反貪污政策，規範本集團的董事、高級職員和僱員的基本行為標準，並為所有僱員在處理本集團業務時接受利益和處理利益衝突提供指引。

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In addition to the inside information disclosure policy adopted by the Board, the Group has in place policies and procedures to regulate employees conduct on handling, disseminating and preserving confidential information (including inside information) with designated teams to review their implementation and monitor compliance.

The Group will continue to review and develop risk management and internal control systems and procedures to manage and mitigate the impact of risks both within and outside its control.

DIVIDEND POLICY

The dividend policy of the Company will be approximately 30% of the profits available for distribution, which will be declared/recommended by the Board for distribution semi-annually when the Board approves the interim results and annual results. The amount of dividends actually distributed to shareholders will depend upon the earnings and financial position, operating requirements, capital requirements and any other conditions that the Directors may deem relevant. There is no assurance that dividends of any amount will be declared or distributed in any year.

SHAREHOLDERS' RIGHTS

Shareholders are encouraged to maintain direct communication with the Company. Shareholders who have any enquiries to be put to the Board may send a letter to:

Company Secretary

Address: China State Construction Development Holdings Limited
16th Floor, Eight Commercial Tower
8 Sun Yip Street
Chai Wan
Hong Kong

The Company maintains procedures for shareholders to propose a person for election as a Director at a general meeting. The procedures for such proposal are available on the Company's website.

Should shareholders wish to call an extraordinary general meeting, it must be convened according to the articles of association of the Company, which state as follows:

- Any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company, on a one vote per share basis, can by written requisition to the Board or the Company Secretary at the above address require an extraordinary general meeting to be called by the Board for the transaction of any business or resolution specified in such requisition. Such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to proceed to convene such meeting the requisitionist(s) himself (themselves) may convene a physical meeting at only one location, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

除董事局採納的內幕消息披露政策外，本集團還制定政策和程序，以規範員工有關處理、發佈和保存機密信息(包括內幕消息)的行為，亦有專責小組負責檢討政策和程序的推行和監督合規情況。

本集團將持續檢討及優化風險管理及內部監控制度及程序，藉以管理及減低在其控制範圍以內及以外的風險。

股息政策

本公司的股息政策為將可供分派溢利之約30%用作分派，每半年派息一次，分別在董事局批准中期業績及全年業績時由董事局宣派／建議分派。實際分派予本公司股東的股息金額將視乎本公司之盈利及財政狀況、營運要求、資本要求及本公司董事可能視為有關的任何其他條件而定。本公司無法保證將於任何年度宣派或分派任何金額的股息。

股東權利

本公司鼓勵股東與本公司保持直接溝通。股東如需向董事局提出查詢，可致函：

公司秘書

地址：中國建築興業集團有限公司
香港
柴灣
新業街8號
八號商業廣場16樓

本公司設有股東在股東大會建議董事人選的程序。提出該建議的程序詳情刊載於本公司網站。

股東如欲召開股東特別大會，必須按照本公司的組織章程細則提出，概述如下：

- 任何一名或多名股東可以書面形式向董事局或公司秘書遞交請求書致上述地址，要求董事局就處理請求書所述任何事務或決議案召開股東特別大會，惟該等股東於遞交請求書之日須持有不少於本公司已繳足股本(該股本附有於本公司股東大會上表決的權利)之十分之一(按每股一票計算)。該會議須於遞交該請求書後兩(2)個月內舉行。如董事局於請求書遞交日期起計二十一(21)日內未有安排召開該會議，則該(該等)請求者自行召開會議，在僅一個地點舉行現場會議，而本公司須向請求者償還因董事局未有作出相關安排而招致的所有合理費用。

CORPORATE GOVERNANCE REPORT

企業管治報告

INVESTOR RELATIONS

Investors play a valuable role in the corporate governance of the Company. The Board is committed to maintaining an open and ongoing dialogue with investors.

The Chairman, Chief Executive Officer and Chief Financial Officer conducted analyst presentations following financial results announcements. Full year and half year results presentation materials are made available on the Company's website so that shareholders receive the same information as institutional investors.

The Company's general meetings provide the best opportunity for exchange of views between the Board and shareholders by maintaining an on-going dialogue with shareholders. The chairman of the Board as well as the chairmen of the Audit Committee, Remuneration Committee, Nomination Committee, Sustainability Committee and any other committees (as appropriate) or, in their absence, other members of the respective committees attend general meetings to answer shareholders' questions. Member(s) of the independent board committee will attend and be available to answer shareholders' questions at general meetings convened for the approval of connected transactions or any other transactions that are subject to independent shareholders' approval.

The Company's website (www.cscd.com.hk) has a dedicated Investor Relations section where a range of valuable information can be found, including:

- corporate information;
- published financial reports and results announcements;
- details on corporate governance arrangements;
- announcements and circulars; and
- shareholder information (such as arrangements on dissemination of corporate communications).

The Company's shareholders communication policy aims at setting out the various channels and platforms adopted by the Company for shareholders to communicate their views on various matters affecting the Company, as well as steps taken to solicit and understand the views of shareholders and stakeholders. The Board reviews the implementation of the policy on a regular basis and considers the communication channels and platforms as described above to be effective in enhancing timely, transparent, accurate and open communications between the Company, and its shareholders and investors.

A set of amended and restated articles of association of the Company was adopted by the shareholders at the 2023 annual general meeting to (i) bring them in conformity of the core shareholder protection standards as set out in Appendix A1 to the Listing Rules; (ii) provide the Company flexibility to hold general meetings as hybrid meetings or electronic meetings; and (iii) bring them in line with the then applicable laws and regulations.

投資者關係

投資者在本公司的企業管治中扮演重要角色。董事局致力於與投資者保持公開和持續的對話。

董事局主席、行政總裁和首席財務總監在財務業績公佈後進行了投資者推介會。本公司網站內提供全年和中期業績之推介資料，使股東獲得與機構投資者相同的信息。

本公司通過股東大會與股東保持持續對話，為董事局和股東之間交換意見提供合適機會。董事局主席與審核委員會、薪酬委員會、提名委員會、可持續發展委員會和任何其他委員會（視情況而定）之主席，或在他們缺席的情況下，各委員會的其他成員出席股東大會以回答股東提問。獨立董事委員會成員將出席為批准關聯交易或任何其他須經獨立股東批准的交易而召開的股東大會並回答股東提問。

本公司網站 (www.cscd.com.hk) 有一個專屬之投資者關係部分，可以找到一系列重要資料，包括：

- 公司資料；
- 已公佈之財務報告和業績公告；
- 有關企業管治安排之詳情；
- 公告和通函；及
- 股東資料（例如發佈公司通訊之安排）。

本公司之股東通訊政策旨在列載本公司所採用的各種渠道和平台供股東就影響本公司的各種事項發表意見，以及為徵求並理解股東和持份者的意見而採取的步驟。董事局定期檢討該政策的實施情況，並認為上述溝通渠道及平台能有效加強本公司與股東及投資者之間的及時、透明、準確和公開的溝通。

於2023年度股東週年大會上股東採納一套經修訂及重列之本公司組織章程細則，以(i)使其符合上市規則附錄A1所載之核心的股東保障水平，(ii)為本公司提供靈活性以混合會議或電子會議的形式召開股東大會，以及(iii)使其符合當時適用法律法規。

REPORT OF THE DIRECTORS

董事局報告

The Directors present their report and the audited consolidated financial statements of the Company and its subsidiaries (together, the “Group”) for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activities of the Company are investment holding and the provision of corporate management services. The activities of the Company’s principal subsidiaries are shown in note 19 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated income statement and consolidated statement of comprehensive income on pages 114 and 115 respectively.

An analysis of the Group’s performance for the year by segments is set out in note 5 to the consolidated financial statements.

An interim dividend of HK5.5 cents per share was paid to shareholders on 6 October 2023. The Board recommended the declaration of a final dividend of HK3.2 cents per share payable on 8 July 2024 to shareholders whose names appear on the register of members of the Company on 21 June 2024. Together with the interim dividend of HK5.5 cents per share, this results in total dividends for the year of HK8.7 cents per share and represents a total distribution of HK\$196,232,000.

BUSINESS REVIEW

A fair review of the Group’s business, including a discussion and analysis of the Group’s performance during the year, the important events affecting the Group that have occurred since the end of 2023 and the likely future developments, is set out in the “Financial Highlights”, “Chairman’s Statement” and “Management Discussion and Analysis” sections of this Annual Report.

董事謹此提呈本公司及其附屬公司(統稱「本集團」)截至2023年12月31日止年度的董事局報告及經審核綜合財務報表。

主要業務

本公司的主要業務為投資控股及提供企業管理服務，而本公司主要附屬公司的業務載於綜合財務報表附註19。

業績及分配

本集團截至2023年12月31日止年度的業績分別載於第114頁的綜合收益表及第115頁的綜合全面收益表內。

本集團本年度的分部表現分析載於綜合財務報表附註5。

每股港幣5.5仙的中期股息已於2023年10月6日派發。董事局建議於2024年7月8日派發末期股息每股港幣3.2仙給予於2024年6月21日名列本公司股東名冊之股東。連同中期股息每股港幣5.5仙，全年共派股息每股港幣8.7仙，分派的股息總額為港幣196,232,000元。

業務審視

對本集團業務的中肯審視(包括對本集團於年內表現的討論及分析、2023年終結後發生並對本集團有影響的重大事件及日後可能出現的未來發展)，載於本年報「財務摘要」、「董事局主席報告書」及「管理層討論及分析」幾節內。

REPORT OF THE DIRECTORS

董事局報告

Principal Risks and Uncertainties

Below are the principal risks and uncertainties facing the Group that could adversely impact the Group's business, financial condition, and profitability. There may be other risks in addition to those disclosed below that are not known to the Group or may not be currently material but could turn out to be material in the future.

Risk 風險	Description 說明	Management Measures 管理措施
Foreign Exchange 外匯	The Group's foreign currency exposures primarily arise from certain sales or purchases by operating units in currencies other than the unit's functional currency. These sales or purchases are mainly denominated in Renminbi, Macau Pataca, United States dollar, Canadian dollar, Pound Sterling. 本集團之外幣風險主要來自營運單位以單位功能貨幣以外之貨幣進行之若干銷售或購買，而該等銷售或購買主要以人民幣、澳門幣、美元、加幣、英鎊計值。	The Group monitors foreign exchange exposure by closely reviewing the movement of the foreign currency rate and adapting natural hedge strategies. During the year ended 31 December 2023, the Group did not engage in the use of other financial instruments for hedging purposes, and there were no hedging instruments outstanding as of 31 December 2023. 本集團密切關注外匯匯率變動並採取自然對沖策略，藉以監控外匯風險。於截至2023年12月31日止年度，本集團並無使用其他金融工具進行對沖，且於2023年12月31日並無存續的對沖工具。
Interest Rate 利率	The Group's interest rate risk is mainly related to variable rate borrowings. 本集團之利率風險主要與按浮動利率計息的借款有關。	The Group has established policies and procedures for assessing, booking, and monitoring interest rate risks, facilitating timely adjustments to management strategies to respond to market changes. 本集團已制定評估、記錄及監管利率風險的政策及程序，利於及時調整管理策略以應對市場變化。
Market 市場	If being affected by national or market trends, political change, or new developments in infrastructure expenditure, it may cause customers to postpone, reduce or change existing or future projects, which may impact the Group's strategy, business model, revenue, or profitability in the short or medium term. 如受到國家或市場趨勢、政治變動或基建支出變動所影響，可能導致客戶推遲、削減或變更現有或未來項目，進而可能影響本集團短期或中期的策略、業務模式、收入或盈利能力。	The Group's strategy focuses on more resilient and stable infrastructure and property and will explore markets in Singapore and the Middle East to achieve market diversification, which will help to diversify and mitigate risks. It is essential that counterparties' financial solvency and strength must always be considered before signing contracts. During the life of a contract, such assessments are updated and reviewed whenever possible. The Group also seeks to ensure that it is not over-reliant on any single counterparty. 本集團的策略側重於更具彈性及較為穩定的基礎建設及物業市場，同時將探索新加坡和中東等地區，實現市場多元化佈局，有助於分散及緩解這一風險。簽訂合同前評估交易對手的財務償付能力及實力乃至關重要的一環。於合同期限內，亦盡可能更新及審核有關評估。本集團亦盡力確保其不會過度依賴任何一個交易對手。

主要風險及不明朗因素

下列的主要風險及不明朗因素或會對本集團的業務、財務狀況及盈利造成不利影響。除下列風險外，亦可能存在其他本集團未知的風險，或目前未必屬於重大但日後可能變成重大的風險。

REPORT OF THE DIRECTORS

董事局報告

Risk 風險	Description 說明	Management Measures 管理措施
Bidding 投標	<p>The Group's success depends on its ability to identify, price, and execute the right volume and quality of bidding opportunities in order to generate profitable orders consistently. This in turn requires the Group to have a competitive business model and overhead costs.</p> <p>本集團的成功取決於其識別適當數量及質量的投標機會，並就此進行定價及實施的能力，以持續獲得有盈利的訂單。而這要求本集團擁有具競爭優勢的業務模式及管理成本。</p>	<p>All bids are subject to rigorous estimating and tendering processes within the risk management framework. The Group has defined delegated authority levels for approving all tenders. Reviews are conducted following all tenders to ensure that lessons are learnt and applied to future tenders.</p> <p>所有投標事項均須在風險管理體系內遵循嚴格的估算及投標程序。本集團有界定授權級別，以批准各項投標。於投標完成後進行檢討，以確保吸取經驗並應用於日後的投標事項。</p>
Project Performance	<p>As the Group focuses on the high-end facade market, the construction projects that the Group undertakes are complex in design, engineering, and construction. In case of any failure to deliver the projects on time, meet customers' requirements, and comply with its own cost assumptions and reporting, the Group may face the risks of financial loss, claims, and reputational damage.</p>	<p>Each business unit has defined operating procedures to address the risks inherent in project delivery. In addition, the Group's risk management system has been refined with intensified control, which helps identify and quantify project-specific risks and implement mitigating actions. This has further strengthened the ability to manage the project risks through common minimum standards in project and commercial management.</p>
項目履約	<p>本集團聚焦高端幕牆市場，實施具有複雜性的設計、工程及施工工程的建設項目。倘未能依時按客戶要求及根據自身的成本假設及報告交付有關項目，本集團可能面對財務損失、索償及聲譽受損的風險。</p>	<p>各業務單位均有明確的運作程序，以應對項目交付的固有風險。此外，本集團的風險管理體系亦不斷改進及增強管控力度，有助於識別項目中的特定風險，並會量化該等風險以採取所需的緩解措施。通過執行相同的最低項目及商業管理標準，以進一步加強應對項目風險能力。</p>

REPORT OF THE DIRECTORS

董事局報告

Risk 風險	Description 說明	Management Measures 管理措施
Safety and Health	As the Group's business involves engineering and construction, which poses considerable risks to safety and health, the operation and reputation of the Group will be significantly impacted by any work-related injury or death incident of workers.	The Group has formulated and implemented the Work Safety Supervision and Management System, Corporate Safety Management System Manual – Internal Code of Conduct on Safety, and Safety and Health Policy. The Group has also established a safety management committee which is responsible for holding regular meetings to review existing internal safety policies and measures. At each project site, the Group deploys safety supervisors to conduct internal risk assessments and ensure adequate precautionary measures are provided, which can provide a healthy and safe working environment for employees and subcontractor workers.
安全與健康	本集團的業務涉及工程與施工，存在較大的安全與健康風險，如發生員工因工傷亡事件，將令集團營運及聲譽大受影響。	本集團已制定並實施《安全生產監督管理制度》、《公司安全管理系統手冊－內部安全守則》及《安全及健康政策》等，並成立安全管理委員會，負責定期開會檢討內部現行的職業安全政策及措施。本集團的各項目現場均配置安全監督人員，定期進行內部安全風險排查，實施足夠的安全預防措施，為員工和分包商工人提供健康安全的工作環境。

REPORT OF THE DIRECTORS

董事局報告

Risk 風險	Description 說明	Management Measures 管理措施
Product Quality and Responsibility	Product quality and responsibility are essential to safety in the engineering and construction industries. Should any defect of the quality control system result in quality or service problems, the Group may face the risks of reputational damage and reduced competitiveness, profitability, and market share.	The Group carries out quality management in strict accordance with the ISO 9001-2015 quality management system requirements. The Group has formulated and implemented internal quality management systems such as the Manufacturing Management System and Guidelines for Project Quality Management Plan Preparation, promoting the institutionalization and standardization of product manufacturing and quality management.
產品質量與責任	工程及建築行業的產品質量與責任對安全影響重大，如果未制定嚴格的質量控制體系，導致產品或服務質量問題出現，將使集團聲譽受損、市場競爭力下降、面臨盈利能力及市場佔有率下降的風險。	All products must undergo stringent procedures for quality inspection before dispatching from the factory in the facade construction business. At the same time, a comprehensive product protection procedure is conducted before delivery to ensure the products are of high quality. In case any quality issue is identified with the dispatched products, the Group will investigate immediately for verification and arrange recall and replacement of the relevant products timely. 本集團嚴格按照ISO 9001-2015質量管理體系要求開展質量管理工作，制定並實施《生產管理制度》及《項目質量管理計劃編制指引》等內部質量管理制度，推進產品生產及質量管理的制度化及規範化。 幕牆工程業務的所有產品在出廠前均須通過嚴格的質量檢測程序，同時於出貨前進行全面的成品保護程序以確保高產品質量，已發貨產品若出現質量問題，本集團會立即調查核實，並及時安排相關產品回收及更換。

REPORT OF THE DIRECTORS

董事局報告

Risk 風險	Description 說明	Management Measures 管理措施
Supply Chain	<p>The Group is closely related to its supply chain partners for successful operational delivery, which also means the exposure to various risks in the supply chain, including financial, technical, quality, safety, and ethics due to the subcontractors/suppliers.</p> <p>In the post-pandemic era, the supply chain continues to be confronted by pressure. The change in policies in different jurisdictions may hinder the transportation, leading to the delivery difficulties from time to time. Especially in the overseas market, the transportation and logistics sectors remain vulnerable.</p>	<p>The Group aims to develop long-term relationships with key subcontractors or suppliers, working closely with them to understand their operations. The Group makes contingency plans to address subcontractors'/suppliers' failure and obtains project retentions, bonds or letters of credit from subcontractors/suppliers where appropriate to mitigate the impact of any insolvency. For other non-financial factors, the Group also aims to work as much as possible with preferred suppliers and subcontractors who have undergone rigorous and risk-based prequalification processes and share the same values.</p>
供應鏈	<p>本集團成功的業務交付與供應鏈夥伴有密切的關係，此意味著本集團或會因分包承建商或供應商而面臨各種的供應鏈風險，包括在財務、技術、質量、安全及道德規範方面。</p> <p>後疫情時代下供應鏈繼續面臨壓力，各地政府的政策變更亦會令運輸受阻，使交付困難的情況不時發生，尤其在海外市場，運輸物流環節仍然脆弱。</p>	<p>The Group also avoids being over-reliant on any single supplier or subcontractor, so that its operations can be maintained even when the supply chain is being disrupted.</p> <p>本集團致力與分包承建商或供應商建立長期合作關係，與分包承建商或供應商緊密合作以了解其業務運作。本集團制定應變計劃以應對分包承建商或供應商未能完成工程的情況，並於適當情況下從分包承建商或供應商取得項目保固金、保函或信用證，藉此減輕其出現無力償債時的影響。而其他非財務因素，本集團亦旨在優先與通過嚴格資格預審程序，並與本集團具有相同價值觀的供應商及分包承建商合作。</p> <p>本集團亦盡力避免造成自身過度依賴任何一名供應商或分包承建商，令供應鏈受阻時仍能維持其營運。</p>

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Risk 風險	Description 說明	Management Measures 管理措施
Climate Change	As the frequency and impact of extreme weather have increased, the risks posed by climate change to the Group's business have become more prominent (e.g., hurricanes, rainstorms, and floods may cause damage to the construction sites; and extremely hot weather may negatively impact workers' health. All these may cause a delay in the construction progress). Moreover, regulatory requirements have been tightened in this regard, and a more climate-resilient business model has become an irresistible trend.	To address extreme weather, the Group has formulated emergency measures and has arranged all departments to implement proper prevention work in office areas and construction sites. In view of the transition risks such as policy, legal and regulatory risks arising from climate change, the Group will coordinate departments at all levels to closely follow national policies and market trends and take timely measures to mitigate the impact on the Group's business. The Group also refers to the Task Force on Climate-related Financial Disclosures (TCFD) for conducting preliminary qualitative risk assessments and disclosures. In addition, to accelerate the low-carbon transformation, the Group is committed to reducing the carbon footprint during the entire cycle of design, production, and installation in facade engineering, enhancing digitalization and technology applications, and developing innovative business in Building Integrated Photovoltaics (BIPV). In terms of investment and operation business, the Group has drawn up the 14th Five-Year Plan, closely monitoring changes in the carbon trading market, and finely regulating heating efficiency to reduce the carbon emissions of the business.
氣候變化	隨著極端天氣事件頻發及其影響程度增加，氣候變化對本集團業務帶來的風險不但變得愈發可見（如颶風、暴雨、洪災等有機會對建築工地造成破壞，酷熱天氣對工人造成健康影響，或會引致施工進度延誤），亦導致監管要求收緊，以及令更具抗禦氣候變化能力的營運模式成為大勢所趨。	本集團已針對極端天氣事件制定應急措施，統籌各級部門做好辦公區域和施工場所的防災工作。 針對氣候變化為本集團帶來的政策、法律、規管等方面的轉型風險，本集團將協調部署各級部門機構，緊跟國家政策及市場動態，及時採取相關應變措施，務求降低對本集團業務的影響。本集團亦參考氣候相關財務信息披露工作組(TCFD)進行初步定性風險評估及披露。此外，為加速企業低碳轉型，在幕牆工程業務方面，本集團致力於減少設計、生產、安裝等全週期的碳足跡，提升數字化及科技應用，並發展光伏建築一體化(BIPV)創新業務；在投資運營業務方面，本集團制定十四五發展規劃，密切關注碳交易市場變化，精準調控供暖效能，以降低業務的碳排放。

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Risk 風險	Description 說明	Management Measures 管理措施
Talents	The inability to recruit and retain competent management staff and employees who share the same value and conduct code with the Group may hamper the Group's growth prospects.	The Group recruits for critical positions based on competency and leadership. The Board and the Group regularly review the succession planning process to identify and develop talents with high potential. The Group provides appropriate remuneration and incentive schemes to help attract and retain key employees.
人才	未能招募及挽留擁有適當能力及認同本集團價值觀及組織行為的優秀管理人員及僱員可能會妨礙本集團的發展前景。	本集團在招募關鍵職位時乃根據能力及領導才能為衡量準則。董事局及公司內部定期檢討本集團繼任計劃程序以物色及發展具有高潛力之人員。同時，本集團亦提供合適薪酬及獎勵計劃，有助吸引及挽留重要僱員。
Technological Innovation	The application of new technologies brings development opportunities to the industry. Failure to seize the opportunities may harm the Group's competitiveness and long-term development.	The Group has set up a leading group for innovation works and a design and development group to carry out research and development, and the application of new technologies, including BIPV, BIM, smart factory. The subsidiaries of the Company have formulated detailed guidance on technological innovation and development, intellectual property management, etc. In addition, the Group considers collaborating with external R&D and/or academic institutions to jointly develop new products and services.
技術創新	新技術的應用為行業帶來發展機遇，如未能把握機遇引領創新，或將不利於本集團競爭力的提升及長遠發展。	本集團已成立科技工作領導小組及設計研發小組，開展包括BIPV、BIM、智慧化工廠等新技術研發及應用。本公司的各級子公司已針對科技創新、技術開發、知識產權管理等方面制定細則。此外，本集團亦考慮與外部研發、學術機構合作，共同開發新產品和服務。

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Risk 風險	Description 說明	Management Measures 管理措施
Business Conduct	<p>The Group operates in various markets that present business conduct-related risks involving fraud, bribery, or corruption, whether by its own staff or third parties such as partners or subcontractors. Those risks are higher in some countries and sectors. Overall, the construction industry has a higher risk profile than other industries.</p>	<p>The Group adopts a zero-tolerance attitude towards corruption and associated corrupt practices, strictly complying with the Prevention of Bribery Ordinance and any other anti-corruption ordinance.</p> <p>The Group has formulated and implemented the Ethical and Disciplinary Code that strictly prohibits any director or employee from soliciting or accepting any benefit by virtue of their position and work. Employees who detect any violation can make an anonymous report through the internal reporting mechanism. The Group also actively provides anti-corruption training to its directors and employees.</p>
商業行為	<p>本集團在不同市場進行經營，該等市場上面臨的商業行為相關風險包括欺詐、賄賂或腐敗。不論是否由其本身人員或透過協力廠商（如合夥人或分包承建商），該等風險於若干國家及地區較高。總體而言，建築行業的風險狀況遠遠高於其他行業。</p>	<p>In addition, the Group implements risk assessment, due diligence, and financial control throughout the business process and operation. Any non-compliance or defect in monitoring systems will be timely addressed to minimize relevant risks.</p> <p>本集團對貪污及相關的腐敗行為採取零容忍態度，嚴格遵守《防止賄賂條例》和任何其他反貪條例。</p> <p>本集團已制定並實施《道德與紀律守則》，嚴禁任何董事及員工在利用職權和工作之便索取或收受任何利益，員工如發現任何違規情況可通過內部舉報機制進行匿名舉報。本集團亦積極向董事及全體員工提供反貪污專項培訓。</p> <p>此外，本集團在全業務流程及運作中推行風險評估、盡職審查、財務控制等措施，及時跟進任何違規行為或監控系統上的缺點，以最大程度減少有關風險。</p>

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Risk 風險	Description 說明	Management Measures 管理措施
Cyber and Information Security	Cyber-attacks, data fraud or theft, failure of information infrastructure, and other cybersecurity incidents may threaten the integrity, confidentiality, and system availability, negatively affecting the Group's reputation, financial situation, and operation.	The Group has formulated network information security management measures, strengthened internal system and server security authentication mechanisms, and implemented dual-factor authentication for accessing core systems. Regular data backups are conducted, important information is encrypted, and contingency plans for various levels of information security incidents are established to reduce network security risks.
網絡與信息安全	網絡攻擊、資料欺詐或盜竊、信息基礎設施故障等網絡安全事故或會威脅數據完整性、保密性以及系統可用性，對集團聲譽、財務狀況和營運表現造成不利影響。	本集團制定網絡信息安全管理辦法，強化內部系統和服務器安全認證機制，設置核心系統登陸雙重身份認證。定期進行資料數據備份，加密重要信息，就各等級信息安全事件制訂應急預案，降低網絡安全風險。
Legal	The Group operates in different markets, and its businesses are subject to a variety of complex, demanding, and evolving legal, tax, and regulatory requirements.	The Group has established a legal department staffed by qualified employees. The Group also engages external lawyers or consultants to advise on business activities and new legal policies, making action plans to respond to any change timely. In addition, the Group regularly reviews compliance status against regulatory requirements. The Group has formulated comprehensive policies, guidelines, and manuals with proper training courses provided to its employees.
法律	本集團於多個不同市場營運，其業務須遵守各種複雜、嚴苛及不斷發展的法律、稅收及監管規定。	本集團已成立法律事務部，由合資格的內部人員任職，並聘請外聘律師或顧問，就業務活動及新法律規定提供法律意見、及時制定行動計劃以應對變化；本集團亦定期檢討合規情況，分析合規監控與監管要求之間的差距。本集團已制定全面的政策、指引及手冊，並提供適當的員工培訓課程。

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Compliance with Relevant Laws and Regulations

The construction industry is regulated by the local authorities in which the business units operate. In general, contractors must comply with certain requirements mandated by the applicable laws and regulations and may be required to obtain permits or licenses in order to carry on certain businesses such as general contracting, facade contracting, design and manufacturing, and construction supervision in certain countries. Apart from the specific laws and regulations, the Group is also subject to the general laws and regulations governing the environment, employment, anti-competition and anti-corruption regardless of its nature of business.

In addition, the Company, as a listed company, is subject to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited, the Codes on Takeovers and Mergers and Share Buy-backs, and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The Group seeks to ensure compliance with all relevant laws and regulations through various measures such as internal controls and approval procedures, trainings and oversight of various business units with the designated resources at different levels of the Group.

As far as the Board is aware, the Group has complied with the relevant laws and regulations that have a significant impact on the Group in all material respects throughout the year ended 31 December 2023.

Sustainability Development

A robust sustainability governance structure has been established to ensure effective sustainability management of the Group. The Sustainability Committee of the Board has primary responsibility for overseeing sustainability performance and places significant emphasis on sustainability matters. In support of the committee, the Sustainability Leading Group comprises the senior management team to drive sustainability initiatives. The leading group is also responsible for providing recommendations to the Sustainability Committee to ensure that the Group's sustainability efforts are in line with local and international regulations and best practices. To facilitate the implementation of the sustainability program, a dedicated Sustainability Working Group has been formed with representatives from various departments and subsidiaries working collaboratively to achieve the sustainability goals of the Group.

遵守相關法律及法規

建築業受各業務單位所在地的政府部門規管。一般而言，承建商須遵守適用法律及法規所規定的不同要求，並且需要獲得許可證或牌照，以便在某些國家進行如總承建、幕牆承建、設計和生產、以及工程監理等業務。除特定法律及法規外，不論業務性質，本集團亦需要遵守有關環境、僱傭、反競爭及反貪污的一般性法律及法規。

此外，作為上市公司，本公司亦需要遵守香港聯合交易所有限公司之證券上市規則、公司收購、合併及股份回購守則、與證券及期貨條例（香港法例第571章）。

本集團致力透過內部監控及審批程序、培訓及以本集團不同層面的特定人員及其他資源監督各業務單位等多項措施，確保遵守所有適用法律及法規。

就董事局所知，於截至2023年12月31日止年度內本集團一直遵守在所有重大方面對本集團具有重大影響的相關法律及法規。

可持續發展

為妥善管理可持續發展議題，本集團建立健全的可持續管治架構。董事會轄下的可持續發展委員會負責監督可持續發展表現，並且非常強調可持續發展議題。可持續發展領導小組由本集團的高級管理團隊所組成，負責協助該委員會推動可持續發展工作，並定期向委員會提出建議，以確保本集團的可持續發展方向與本地及國際的法規和最佳實踐措施保持一致。為促進可持續發展計劃實踐，本集團亦成立專門的可持續發展工作小組，由各個部門及子公司的代表共同努力實現本集團的可持續發展目標。

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In addition to the Group Sustainability Policy, 6 sustainability-related policies were formulated at the group level in 2023. These policies provide standardized frameworks, core principles and guidelines that govern the Group's operational practices in areas including environment, climate change, health and safety, human rights and sustainable procurement. It also helps to effectively communicate the Group's sustainability commitments to different stakeholders.

The Group remains committed to advancing its sustainability pathways. Regular reviews of the progress towards the targets and action plans set for five strategic pillars are conducted to drive continual improvement. The five pillars include strategic development, building a sustainable supply chain, supporting talent development, excellent environmental management, and serving and giving back to the community. For detailed information on the sustainability management and progress, please refer to the separate sustainability report of the Company.

Environmental Policy and Performance

The Group works towards protecting the natural environment, reducing resource use, and mitigating emerging climate risks. The Group has implemented comprehensive environmental policies and management practices at group-level, to establish clear standards and commitments in relations to pollution preventative measures, resource use and waste management etc.

Recognizing the growing impact of climate change, the Group spares no effort in reducing the carbon emissions of our operations and supporting the global transition to a low-carbon economy. The Group has set carbon emission goals and actively invested in renewable energy use, adopted energy-efficient devices, enhanced manufacturing efficiency and leveraged innovative technologies to achieve the goals. In the Reporting Period, the Group has gradually transformed the roof area of factories in Zhuhai into a photovoltaic power generation system. Furthermore, a smart and digitalized management system has been implemented at Huanggu Thermal Power Plant to precisely control the heating efficiency, thereby minimizing our carbon footprint.

In the pursuit of responsible business development, the Group also adopts sustainable financing instruments to support green projects and sustainable practices. A green loan and sustainability linked loan were successfully signed with the China Construction Bank Corporation Hong Kong Branch and Industrial and Commercial Bank of China (Asia) Limited respectively.

除了集團層面的可持續發展政策外，本集團亦於2023年制定6項可持續發展相關政策，涵蓋環境、氣候變化、健康與安全、人權和可持續採購等議題，為業務實踐提供統一的框架、基礎原則及標準，有效向持份者傳達本集團的可持續發展承諾。

本集團一直堅持於可持續發展路上前行，定期審視五大可持續發展戰略支柱中的目標和行動計劃進度，包括策略性發展、建設可持續供應鏈、支持人才發展、卓越環境管理及服務回饋社會，以持續推動改善工作。有關可持續發展管理及進度的詳細信息，請參閱本公司的獨立可持續發展報告。

環境政策和績效

本集團致力保護自然環境，減少資源消耗，並減輕新興的氣候風險。在集團層面制定全面的環境政策和管理守則，旨在定立明確的標準和環境承諾，包括污染預防措施、資源使用及廢物管理等方面。

鑒於氣候變化對全球的潛在影響，本集團亦不遺餘力推動降低業務中的碳排放，並逐漸實踐低碳經濟轉型。本集團現時已定立碳排放目標，並投資可再生能源使用、採用節能技術、提高生產效率及利用創新科技來實現此目標。於報告期內，亦於珠海廠房的屋頂逐步改造為光伏發電系統，並在皇姑熱電推行智慧型及數字化管理系統，更精準地調控供暖效能，從而降低本集團的碳足跡。

本集團還通過可持續融資工具，支持綠色項目和可持續發展實踐，以負責任的方式推動業務發展。本集團成功分別與中國建設銀行香港分行和中國工商銀行(亞洲)有限公司簽定綠色貸款及可持續發展掛鉤貸款。

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Moreover, the Group actively engages in initiatives to promote environmental conservation, for example, resource and waste management. The Group organizes recycling activities and continues to promote paperless office by implementing a digital platform for daily administrative work. Through these efforts, the Group aims to take concrete actions and promote a more sustainable future for the Group and the wider society.

Our Relationship with Key Stakeholders

Having a deep ambition to construct long-term trusted ties with our stakeholders, the Group strives to maintain constant communication with our employees, customers and suppliers to understand their expectations and perspectives.

Employee:

Talent Development

Employees are vital to long-term company success, and the Group is committed to providing them with various training opportunities so that they can thrive in the Group. The Group offers tailored training programmes that cover various aspects such as professional skills, anti-corruption, safety and health, to address the training and development needs of our employees. By setting a concrete target for training hours, the Group can ensure that sufficient resources are allocated to employee development. In addition, the Group strives to provide a competitive remuneration package that aligns with industry standards. By fostering a harmonious and equal working environment, we aim to attract and retain top-notch employees for the long-term success of the Group.

Health and Safety

The health and safety issues of employees are always the top priority of the Group's business agenda. The Group is fully aware of the potential work-related safety risks in the construction and manufacturing industry, a safety management system has been established to systematically identify and evaluate the hazards of our projects and ensure adequate precautionary measures are implemented. Appropriate measures such as safety target commitment, site inspection, regular safety meetings and safety training are conducted such that the importance of safety is clearly conveyed to both the frontline employees and management staff.

此外，本集團積極參與促進環境保護的倡議。例如在資源和廢物管理方面，本集團組織回收活動，並實施及推廣使用數字平台進行日常行政工作，以減少紙張使用及推行無紙化辦公。通過各項努力，旨於為本集團及更廣泛的社區作出實質貢獻，締造可持續發展未來。

我們與主要持份者的關係

為了與持份者建立長期互信關係，本集團致力與員工、客戶和供應商保持持續的溝通，以了解其期望和觀點。

僱員：

人才發展

員工對公司長遠成功至為重要。本集團致力於為員工提供各類型培訓機會，以便他們能夠在本集團中茁壯成長。本集團提供定制的培訓計劃，涵蓋專業技能、反貪污、安全與健康等方面，以滿足員工的培訓及發展需求。通過定立具體的培訓時間目標，進一步確保足夠的資源分配於員工發展。此外，本集團努力提供具競爭力的薪資待遇，同時營造和諧平等的工作環境，以吸引和挽留頂尖員工。

健康及安全

員工的健康與安全始終為本集團業務議題的首要任務。本集團充分了解到建築及製造業潛在的工作相關安全風險。為保護員工免受任何事故的傷害，本集團已建立安全管理體系，有系統地識別和評估項目安全風險因素，並確保採取足夠的預防措施。透過定立安全目標承諾、現場檢查、定期舉行安全會議、安全培訓等措施，給前線員工和管理人員清楚傳達安全管理的重要性。

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Customer:

Project Quality

Differentiating ourselves through high product quality is the core corporate strategy of the Group to progress steadily in the market. To maintain the competitive edge, the Group invests ample resources to improve the product quality. Through digitizing the management process and adopting technologies such as Building Information Modeling (BIM), it enables effective control and monitoring from design to the construction phase. The Group also implements stringent inspection and verification processes to ensure that the facade product quality can meet client expectations.

The Group's commitment to product excellence goes beyond quality as it also strives for innovation in product offering. The Group dedicates a research and development team to developing advanced facade solutions and products that meet the evolving needs of our clients. One of the highlighted products is Building Integrated Photovoltaics ("BIPV"), which offers different facade options including the Light-S and Light-A products. This innovation integrates photovoltaic technology into building facades that generate clean energy for building uses. It not only aligns with our commitment to environmental responsibility, but also creates new business opportunities for the Group in providing sustainable and low-carbon construction solutions.

Suppliers:

Sustainable Procurement

Establishing collaborative relationships with suppliers is crucial to improving the Group's overall product and construction quality. The procurement department takes responsibility for assessing the environmental and safety performance of suppliers. Whenever necessary, specific environmental, safety, and anti-corruption requirements are incorporated in the contracts.

The Group also emphasizes green procurement practices. Suppliers from the local community who demonstrate strong environmental performance are also prioritized, to reduce the Group's emissions associated with the transportation and manufacturing process of the materials. In the future, the Group plans to drive Scope 3 carbon emission data collection and carbon reduction work of suppliers to achieve the carbon neutrality goal.

顧客：

產品質量

本集團的主要核心企業策略是以高品質產品實現差異化發展，穩步於市場前行。為了保持競爭優勢，本集團投放足夠資源來提升產品質量。通過建立數字化管理流程及應用建築信息模型(BIM)等技術，本集團實現從設計到施工階段的有效監控工作。同時，本集團嚴格執行檢查和驗證工作，確保品質能達到滿足客戶期望。

本集團不僅追求卓越產品質量，還力臻產品創新。為此，本集團組建專門的研發團隊，積極研發創新的解決方案及產品，以滿足客戶不斷變化的需求。其中一個重點產品為光伏建築一體化(「BIPV」)，提供不同外立面設計選擇包括Light-S及Light-A產品，將光伏技術融入建築幕牆，為建築物產生清潔能源。這不單符合本集團對環境責任承諾，同時為本集團創造機遇，提供可持續及低碳建築實踐方案。

供應商：

可持續發展採購

與供應商建立合作關係能提高本集團整體的產品及施工質量。本集團的物資採購部每年進行供應商甄選及評估工作，來監督其環境和社會績效。如有需要，合同中亦會明確規定具體的環境、安全、反貪污要求。

本集團亦關注綠色採購，優先考慮在地社區及於環境方面表現良好的供應商，以減少材料運輸及製造過程中的排放。未來亦規劃推動供應鏈的碳排放(範圍三)數據收集及減碳工作，以實現碳中和目標。

REPORT OF THE DIRECTORS

董事局報告

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the past five financial years is set out on page 224.

PROPERTY, PLANT AND EQUIPMENT

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

SHARE CAPITAL

Details of the share capital of the Company are set out in note 28 to the consolidated financial statements.

RESERVES

Distributable reserves of the Company as at 31 December 2023 amounted to HK\$1,911,006,000 (2022: HK\$1,305,861,000). Movements in the reserves of the Company and the Group during the year are set out in note 34 to the consolidated financial statements and the consolidated statement of changes in equity on page 118 respectively.

財務概要

本集團於過去五個財政年度的業績、資產與負債概要載於第224頁內。

物業、廠房及設備

年內本集團物業、廠房及設備的變動詳情載於綜合財務報表附註14內。

股本

本公司的股本詳情載於綜合財務報表附註28內。

儲備

本公司於2023年12月31日的可供分派儲備為港幣1,911,006,000元(2022年：港幣1,305,861,000元)。年內本公司及本集團的儲備變動詳情分別載於綜合財務報表附註34及第118頁的綜合權益變動表內。

REPORT OF THE DIRECTORS
董事局報告

DIRECTORS

The Directors during the year and up to the date of this Annual Report are:

Chairman and Non-executive Director

Mr. Zhang Haipeng

Executive Directors

Mr. Wu Mingqing (*Vice Chairman and Chief Executive Officer*)

Mr. Wang Hai

Mr. Wong Man Cheung

Non-executive Director

Mr. Huang Jiang

Independent Non-executive Directors

Mr. Zhou Jinsong

Ms. Chan Man Ki Maggie

Mr. Zhang Xinyu

Notes:

Pursuant to article 84(1) of the articles of association of the Company, Mr. Wang Hai, Mr. Huang Jiang and Mr. Zhou Jinsong will retire by rotation at the forthcoming annual general meeting and, being eligible, offer themselves for re-election.

The change in emoluments of the Directors is set out in note 10 to the consolidated financial statements.

The Company has received annual confirmation from all Independent Non-executive Directors regarding their independence pursuant to the Listing Rules. The Company considered each of them to be independent.

董事

本年度及截至本年報日期止的董事如下：

主席兼非執行董事

張海鵬先生

執行董事

吳明清先生(*副主席兼行政總裁*)

王海先生

王萬祥先生

非執行董事

黃江先生

獨立非執行董事

周勁松先生

陳曼琪女士

張欣宇先生

附註：

根據本公司組織章程細則第84(1)條，王海先生、黃江先生和周勁松先生將於應屆股東週年大會上輪值退任，惟符合資格並願膺選連任。

董事酬金的變動載於綜合財務報表附註10內。

本公司已接獲所有獨立非執行董事根據上市規則的要求所發出有關其獨立性之年度確認函。本公司認為彼等各自均為獨立人士。

REPORT OF THE DIRECTORS

董事局報告

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company or any of its subsidiaries which is not determinable by the employing company within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN COMPETING BUSINESS

Pursuant to Rule 8.10 of the Listing Rules, the Company discloses that during the year, Messrs. Zhang Haipeng, Wu Mingqing and Huang Jiang held directorships and/or senior management positions in the Company's holding companies and/or their subsidiaries. These companies are engaged in construction, property development and related businesses.

The Board is independent of the boards of directors of the Company's holding companies and their subsidiaries. With the presence of appropriate portion of Independent Non-executive Directors in the Board, the Group is capable of carrying on its business independently of, and at arm's length from, the businesses of its holding group.

DIRECTORS' INDEMNITY

The articles of association of the Company provides that every Director shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses incurred or sustained by him by reason of any act done, concurred in or omitted in or about the execution of his duty as a Director provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to the Director. A directors and officers insurance policy is in place to protect the Directors against potential costs and liabilities arising from claims brought against the Directors.

董事服務合約

概無任何擬於應屆股東週年大會膺選連任的董事與本公司或其任何附屬公司訂立不可由僱用公司於一年內終止而毋須支付補償(法定補償除外)的服務合約。

董事於競爭業務上的權益

根據上市規則第8.10條，本公司披露，於年內，張海鵬先生、吳明清先生及黃江先生於本公司的控股公司及／或彼等的附屬公司擔任董事及／或高級管理人員職務。該等公司從事建築、物業發展及相關業務。

本公司董事局獨立於本公司控股公司及彼等的附屬公司的董事局。由於本公司董事局擁有恰當數量的獨立非執行董事，本集團可按公平原則進行其業務，並獨立於其控股集團的業務。

董事彌償

根據本公司的組織章程細則規定，本公司每名董事在執行其董事職務時所作出、發生或遺漏的任何行為而招致或蒙受的所有訴訟、費用、收費、損失、損害及開支，均有權從本公司資產及利潤中獲得彌償及確保免受損害；惟該彌償不得延伸至可能關乎該董事的任何欺詐或不誠實的任何事宜。董事及高級管理人員責任保險已備妥，以保障董事免受向其索償所產生的潛在費用及債務影響。

REPORT OF THE DIRECTORS

董事局報告

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

As at 31 December 2023, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) which were notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which the Directors and the chief executive of the Company were deemed or taken to have under such provisions of the SFO), or which were 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 as adopted by the Company (the "Model Code") were as follows:

(a) Interests and short positions in the shares, underlying shares and debentures of the Company

Long positions in the shares of the Company

Name of Director	Capacity	Nature of Interests	Number of ordinary shares held	% of shares in issue ^(Note)
董事姓名	身份	權益性質	所持有普通股數目	佔已發行股份百分比 ^(附註)
Zhang Haipeng 張海鵬	Beneficial owner 實益擁有人	Personal interest 個人權益	4,000,000	0.177
Wu Mingqing 吳明清	Beneficial owner 實益擁有人	Personal interest 個人權益	5,500,000	0.244
Huang Jiang 黃江	Beneficial owner 實益擁有人	Personal interest 個人權益	3,000,000	0.133

Note: The percentage is based on the total number of ordinary shares of the Company in issue as at 31 December 2023 (i.e. 2,255,545,000 shares).

董事於股份、相關股份及債券的權益及淡倉

於2023年12月31日，董事及本公司最高行政人員於本公司或其任何相聯法團(定義見證券及期貨條例「證券及期貨條例」第XV部)的股份、相關股份及債券中擁有，並已根據證券及期貨條例第XV部第7及8分部通知本公司及香港聯合交易所有限公司(「聯交所」)的權益及淡倉(包括根據證券及期貨條例相關條文董事及本公司最高行政人員被視為或當作擁有的權益及淡倉)；或已在本公司按證券及期貨條例第352條規定存置的登記冊記錄；或根據本公司所採納的上市發行人董事進行證券交易的標準守則(「標準守則」)須通知本公司及聯交所的權益及淡倉如下：

(a) 於本公司股份、相關股份及債券的權益及淡倉

於本公司股份的好倉

附註：該百分比乃根據本公司於2023年12月31日已發行普通股總數(即2,255,545,000股)計算。

REPORT OF THE DIRECTORS

董事局報告

(b) Interests and short positions in the shares, underlying shares and debentures of the associated corporations of the Company

Long positions in the shares of the associated corporations of the Company

As at 31 December 2023, Mr. Zhang Haipeng had personal interests in 880,000 A-shares, representing approximately 0.002% of the then issued voting shares, in China State Construction Engineering Corporation Limited ("CSCECL"), held in his capacity as beneficial owner; and Mr. Wang Hai had personal interests in 300,000 A-shares, representing approximately 0.001% of the then issued voting shares, in CSCECL held in his capacity as beneficial owner. The Company was informed that all the interests in A-shares in CSCECL held by Directors were granted to them by CSCECL pursuant to its share award scheme (details are set out in note 30 to the consolidated financial statements).

Save as disclosed above, as at 31 December 2023, none of the Directors or chief executive of the Company and their respective associates had any interest or short position in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code. Nor any of the Directors or chief executive of the Company (including their spouses and children under the age of 18), during the year ended 31 December 2023, held any interests in, or was granted any right to subscribe for, the securities of the Company and its associated corporations (within the meaning of Part XV of the SFO), or had exercised any such rights.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURE

Save as disclosed above, at no time during the year ended 31 December 2023 was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries, a party to any arrangements to enable the Directors to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

(b) 於本公司相聯法團股份、相關股份及債券的權益及淡倉

於本公司相聯法團股份的好倉

於2023年12月31日，張海鵬先生以實益擁有人身份，持有880,000股中國建築股份有限公司（「中建股份」）A股（約佔中建股份當時已發行有表決權股份的0.002%）的個人權益；及王海先生以實益擁有人身份，持有300,000股中建股份A股（約佔中建股份當時已發行有表決權股份的0.001%）的個人權益。本公司獲悉董事持有所有中建股份A股的權益均為中建股份根據其股票激勵計劃授予，詳細情況載於綜合財務報表附註30內。

除上文披露者外，於2023年12月31日，董事或本公司最高行政人員及其各自的聯繫人士概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有已在本公司按證券及期貨條例第352條規定存置的登記冊中記錄，或根據標準守則已通知本公司及聯交所的任何權益或淡倉。於截至2023年12月31日止年度內，亦無任何董事或本公司最高行政人員（包括其配偶及未滿18歲的子女）在本公司及其相聯法團（定義見證券及期貨條例第XV部）的證券中擁有任何權益或獲授予任何可認購該等證券的權利，或曾行使任何有關權利。

董事購買股份或債券的權利

除上述披露外，於截至2023年12月31日止年度內任何時候，本公司、其任何控股公司，附屬公司或集團系內公司概無訂立任何安排，以使董事可藉購買本公司或任何其他法人團體的股份或債券而獲取利益。

REPORT OF THE DIRECTORS

董事局報告

DIRECTORS' MATERIAL INTERESTS IN SIGNIFICANT TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

There were no transactions, arrangements or contracts that are significant in relation to the Group's business to which the Company or any of its subsidiaries, was a party and in which a Director or his/her connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

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.

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as is known to any Directors or chief executive of the Company, as at 31 December 2023, other than the interests of the Directors and chief executive of the Company as disclosed above, the following persons had interests or short positions in the shares or underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange:

董事於交易、安排或合約中之重要權益

於年末及年內任何時間，本公司或其任何附屬公司概無簽訂與本集團的業務有關且本公司董事或其有關連的實體直接或間接擁有重大權益的重大交易、安排或合約。

管理合約

年內並無訂立或存在任何有關本公司全部或任何主要部分業務的管理及行政合約(不包括僱傭合約)。

主要股東於本公司股份及相關股份的權益及淡倉

就各董事或本公司最高行政人員所知，於2023年12月31日，除上文披露的董事及本公司最高行政人員的權益外，下列人士於本公司股份或相關股份中擁有，根據證券及期貨條例第XV部第2及第3分部須向本公司披露，或須於本公司按證券及期貨條例第336條規定存置的登記冊中記錄，或已通知本公司及聯交所的權益或淡倉：

REPORT OF THE DIRECTORS

董事局報告

Long positions in the shares of the Company 於本公司股份的好倉

Name of Shareholder 股東名稱	Capacity 身份	Number of ordinary shares held 所持普通股 數目	% of shares in issue ⁽¹⁾ 佔已發行股份 百分比 ⁽¹⁾
Add Treasure Holdings Limited ("Add Treasure") 加寶控股有限公司(「加寶」)	Beneficial owner 實益擁有人	1,596,403,279	70.78
China State Construction International Holdings Limited ("CSC") ⁽²⁾ 中國建築國際集團有限公司 (「中國建築國際」) ⁽²⁾	Interest in controlled corporation 於受控制法團的權益	1,596,403,279	70.78
China Overseas Holdings Limited ("COHL") ⁽²⁾ 中國海外集團有限公司(「中國海外」) ⁽²⁾	Interest in controlled corporation 於受控制法團的權益	1,596,403,279	70.78
中國建築股份有限公司(China State Construction Engineering Corporation Limited) ("CSCECL") ⁽²⁾ 中國建築股份有限公司(「中建股份」) ⁽²⁾	Interest in controlled corporation 於受控制法團的權益	1,596,403,279	70.78
中國建築集團有限公司(China State Construction Engineering Corporation*) ("CSCEC") ⁽²⁾ 中國建築集團有限公司(「中建集團」) ⁽²⁾	Interest in controlled corporation 於受控制法團的權益	1,596,403,279	70.78

Notes:

- The percentage is based on the total number of ordinary shares of the Company in issue as at 31 December 2023 (i.e. 2,255,545,000 shares).
- Add Treasure is a wholly-owned subsidiary of CSC which, in turn, is owned as to approximately 64.81% by COHL. COHL is a wholly-owned subsidiary of CSCECL which, in turn, is a subsidiary of CSCEC. By virtue of the SFO, each of CSC, COHL, CSCECL and CSCEC is deemed to be interested in the same 1,596,403,279 shares held by Add Treasure.

附註：

- 該百分比乃根據本公司於2023年12月31日已發行普通股總數(即2,255,545,000股)計算。
- 加寶為中國建築國際的全資附屬公司，而中國海外則擁有中國建築國際約64.81%的股份權益，中國海外為中建股份的全資附屬公司，而中建股份乃中建集團的附屬公司。根據證券及期貨條例規定，中國建築國際、中國海外、中建股份及中建集團各被視為於加寶持有的同一批1,596,403,279股股份中擁有權益。

* for identification purpose only

REPORT OF THE DIRECTORS

董事局報告

Save as disclosed above, as at 31 December 2023, no other person (other than the Directors or chief executive of the Company) had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO, or as otherwise notified to the Company and the Stock Exchange.

CONNECTED TRANSACTIONS

The connected and continuing connected transactions required to be disclosed in accordance with Chapter 14A of the Listing Rules are disclosed on pages 90 to 103.

EQUITY-LINKED AGREEMENT

There were no equity-linked agreements entered into by the Company during the year or subsisted at the end of the year.

RETIREMENT BENEFIT SCHEME

With effect from 1 December 2000, the Group has joined a mandatory provident fund scheme ("MPF Scheme") for all employees in Hong Kong. The MPF Scheme is registered with the Mandatory Provident Fund Schemes Authority under the Mandatory Provident Fund Schemes Ordinance. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of an independent trustee. Under the MPF Scheme, the employer and its employees are each required to make contributions to the MPF Scheme at rates specified in the rules. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. The Group's employees outside Hong Kong are primarily covered by the respective defined contribution schemes in accordance with local legislation and practices. During the year, the Group made contribution to these schemes amounting to approximately HK\$97,581,000. No forfeited contribution under these schemes are available to reduce the contribution payable in future years.

除上文披露者外，於2023年12月31日，概無任何其他人士(除董事或本公司最高行政人員外)於本公司股份或相關股份中擁有已在本公司按證券及期貨條例第336條規定存置的登記冊中記錄，或已通知本公司及聯交所的任何權益或淡倉。

關連交易

根據上市規則第14A章須予披露的關連交易及持續關連交易於第90至103頁披露。

股票掛鈎協議

本公司於本年度內並無訂立任何股票掛鈎協議，於本年度終結時亦無存在任何股票掛鈎協議。

退休福利計劃

於2000年12月1日起，本集團為所有香港僱員參加強制性公積金計劃(「強積金計劃」)。強積金計劃乃根據強制性公積金計劃條例在強制性公積金計劃管理局登記。強積金計劃的資產與本集團資金分開持有及受獨立信託人管理。根據強積金計劃，僱主及僱員均須按強積金計劃規則所界定的供款率供款。本集團於強積金計劃中的唯一責任為作出該計劃所需的供款。本集團的香港境外僱員主要根據當地法律及慣例參加相關定額供款計劃。年內，本集團對該等計劃供款約港幣97,581,000元。按該等計劃並無可被沒收的供款用作沖減未來年度的供款。

REPORT OF THE DIRECTORS

董事局報告

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the articles of association of the Company, or the laws of Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PUBLIC FLOAT

As at the date of this Annual Report, based on publicly available information to the Company and within the knowledge of the Directors, the Company has maintained the prescribed public float under the Listing Rules.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, the percentage of purchases attributable to the Group's five largest suppliers combined was less than 30% of the total purchases of the Group. The five largest customers of the Group accounted for approximately 44.0% of the total revenue of the Group and the revenue from the largest customer included therein accounted for approximately 14.1%. The second and the fourth largest customers are subsidiaries of the controlling shareholder of the Company.

Other than disclosed above, at no time during the year did a Director, close associate of a Director or a shareholder of the Company (which to the knowledge of the Directors owns more than 5% of the number of issued shares of the Company) have an interest in any of the Group's five largest customers.

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

During the year, neither the Company nor any of its subsidiaries has made any purchase, sale or redemption of any of the Company's listed securities.

優先購買權

本公司組織章程細則或開曼群島(為本公司註冊成立的司法權區)法例均無任何關於優先購買權的條文,使本公司須按比例向現有股東發售新股份。

公眾持股量

於本年報日期,根據本公司所獲得的公開資料及據董事所知,本公司已維持上市規則規定之公眾持股量。

主要客戶與供應商

年內,本集團五個最大的供應商在本集團採購額合計所佔之百分比少於30%。本集團五個最大的客戶佔本集團營業總額約44.0%,其中最大客戶的營業額佔本集團營業總額約14.1%。第二及第四大客戶為本公司控股股東的附屬公司。

除上述披露外,於本年度內任何時間,董事、董事的緊密聯繫人或本公司股東(據董事所知擁有本公司已發行股份5%以上者)概無於本集團五大客戶中擁有任何權益。

購買、出售或贖回本公司的上市證券

年內,本公司或其任何附屬公司概無購買、出售或贖回本公司的任何上市證券。

REPORT OF THE DIRECTORS
董事局報告**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 2024 annual general meeting.

On behalf of the Board
China State Construction Development Holdings Limited
Zhang Haipeng
Chairman and Non-executive Director

Hong Kong, 18 March 2024

核數師

截至2023年12月31日止年度的綜合財務報表已由安永會計師事務所審核，該核數師的任期將於2024年度股東週年大會屆滿，惟符合資格並願意膺選連任。

承董事局命
中國建築興業集團有限公司
張海鵬
主席兼非執行董事

香港，2024年3月18日

CONNECTED TRANSACTIONS

關連交易

CONNECTED TRANSACTIONS

During the year ended 31 December 2023, the Group conducted the following transaction which constituted connected transaction for the Company under Chapter 14A of the Listing Rules.

Disposal of entire equity interest in a subsidiary

On 11 October 2023, Netfortune Enterprise Limited (“Netfortune”, a wholly-owned subsidiary of the Company) as vendor, the Company as guarantor of Netfortune, and China Overseas Property Holdings Limited (the “Purchaser”) as purchaser, entered into a sale and purchase agreement (the “SPA”) whereby the Purchaser conditionally agreed to acquire, and Netfortune conditionally agreed to dispose of, the entire equity interest in Project Supervision Limited (the “Target Company”), at a consideration of not more than HK\$950,000,000 subject to the satisfaction (or waiver) of the conditions precedent as set out in the SPA. The consideration shall be paid as to HK\$855,000,000 on completion whereas the remaining balance (subject to the adjustments according to the mechanism set out in the SPA) shall be paid within 5 business days upon Netfortune having received from the Purchaser the unaudited consolidated financial statements of the Target Company and its subsidiaries for the year ending 31 December 2023.

The Target Company is an investment holding company which holds 100% equity interests in 深圳中海通信工程監理有限公司 (Shenzhen China Overseas Communication Engineering Supervision Company Limited*, “China Overseas Communications”) which, in turn, is the holding company of 中海監理有限公司 (China Overseas Supervision Limited*, “China Overseas Supervision”). China Overseas Communications is engaged in communication engineering consultancy business in the PRC whereas China Overseas Supervision is engaged in project supervision and project consultancy business in the PRC.

The proposed disposal is in line with the Company’s overall operation and development plan and represents a strategic move for the Group to establish its facade contracting business as its core business. The proposed disposal also allows the Company to realise its investments in its non-core business and consolidate its resources for expansion of the building-integrated photovoltaics (BIPV) business.

Since China Overseas Holdings Limited (“COHL”) is a controlling shareholder of both the Purchaser and the Company, the proposed disposal constituted a connected transaction for the Company under the Listing Rules. Details of the proposed disposal were disclosed in the announcement dated 11 October 2023.

關連交易

於截至2023年12月31日止年度內，本集團進行下列交易構成上市規則第14A章所界定的本公司關連交易。

出售一間附屬公司之全部股份權益

於2023年10月11日，力進企業有限公司(「力進」，本公司之全資附屬公司)作為賣方，本公司作為力進之擔保人，及中海物業集團有限公司(「買方」)作為買方訂立一份買賣協議(「買賣協議」)，據此，買方有條件同意收購而力進有條件同意出售Project Supervision Limited(「目標公司」)的全部股份權益，代價為不超過港幣9.5億元，惟須待買賣協議所載之先決條件獲達成(或豁免)後，方可作實。代價中之港幣8.55億元須於完成時支付，而代價餘額(惟須根據買賣協議所載之機制作出調整後)須於力進收到由買方提供的目標公司及其附屬公司截至2023年12月31日止年度的未經審核綜合財務報表後的5個營業日內支付。

目標公司為一間投資控股公司，其持有深圳中海通信工程監理有限公司(「中海通信」)的100%股份權益，而中海通信則為中海監理有限公司(「中海監理」)的控股公司。中海通信在中國內地從事通訊工程諮詢業務，而中海監理則在中國內地從事項目監理及項目諮詢業務。

建議出售事項符合本公司整體營運及發展計劃，並為本集團建立其幕牆承建業務作為其核心業務的策略性舉措。建議出售事項使本集團變現其於非核心業務投資，從而整合資源及加大發展建築光伏一體化業務。

由於中國海外集團有限公司(「中國海外」)同時為買方及本公司之控股股東，故根據上市規則，建議出售事項構成本公司之關連交易。建議出售事項的詳情載於日期為2023年10月11日之公告。

CONNECTED TRANSACTIONS

關連交易

As the Purchaser, Netfortune and the Company decided not to proceed with the transactions contemplated under the SPA, the parties entered into a deed of termination on 29 December 2023 to terminate the SPA and the transactions contemplated thereunder and to release and discharge each other from its respective obligations under the SPA. Details of the termination of the SPA were disclosed in the announcement dated 29 December 2023.

CONTINUING CONNECTED TRANSACTIONS

The following transactions constituted continuing connected transactions for the Company under Chapter 14A of the Listing Rules during the year ended 31 December 2023:

1. CSCECL Sub-construction Engagement Agreement and New CSCECL Sub-construction Engagement Agreement

On 19 October 2020, the Company entered into an agreement (“CSCECL Sub-construction Engagement Agreement”) with China State Construction Engineering Corporation Limited (“CSCECL”), pursuant to which CSCECL and its subsidiaries (together, the “CSCECL Group”) may engage the Group as sub-contractor or service provider (as the case may be) for provision of contracting and engineering works, project consultancy service and project management service for the CSCECL Group’s construction works for a term of three years commencing from 1 January 2021 and ending on 31 December 2023, provided that the total contract sum that may be awarded by the CSCECL Group to the Group under the CSCECL Sub-construction Engagement Agreement for each year shall not exceed HK\$1,000 million.

As the CSCECL Sub-construction Engagement Agreement would have expired on 31 December 2023 and it is contemplated that the CSCECL Group would continue to invite the Group to tender for the CSCECL Group’s construction works, the Company entered into a new agreement (“New CSCECL Sub-construction Engagement Agreement”) with CSCECL on 20 October 2023 to renew the CSCECL Sub-construction Engagement Agreement. Pursuant to the New CSCECL Sub-construction Engagement Agreement, the CSCECL Group may engage the Group as sub-contractor or service provider (as the case may be) for provision of contracting and engineering works, project consultancy service and project management service for the CSCECL Group’s construction works for a further term of three years commencing from 1 January 2024 and ending on 31 December 2026, provided that the total contract sum that may be awarded by the CSCECL Group to the Group under the New CSCECL Sub-construction Engagement Agreement for the financial years ending 31 December 2024, 2025 and 2026 shall not exceed HK\$1,200 million, HK\$1,500 million and HK\$1,500 million, respectively.

由於買方，力進及本公司決定不進行買賣協議項下擬進行之交易，訂約方於2023年12月29日訂立終止契約以終止買賣協議及其項下擬進行之交易，並免除及解除彼等各自於買賣協議項下之責任。終止買賣協議之詳情載於日期為2023年12月29日之公告。

持續關連交易

於截至2023年12月31日止年度內，根據上市規則第14A章，下列交易構成本公司的持續關連交易。

1. 中建股份分包承建協議及新中建股份分包承建協議

於2020年10月19日，本公司與中國建築股份有限公司（「中建股份」）訂立一份協議（「中建股份分包承建協議」），據此，中建股份及其附屬公司（統稱「中建股份集團」）可委聘本集團為分包承建商或服務供應商（視情況而定），於2021年1月1日起至2023年12月31日止的三年內，為中建股份集團的建築工程提供承建及工程工作、項目諮詢服務及項目管理服務，惟中建股份集團根據中建股份分包承建協議每年可授予本集團的合約總額不得超過港幣10億元。

由於中建股份分包承建協議將於2023年12月31日期滿，而預期中建股份集團將繼續邀請本集團競投中建股份集團之建築工程，因此，於2023年10月20日，本公司與中建股份訂立一份新協議（「新中建股份分包承建協議」）以重續中建股份分包承建協議。根據新中建股份分包承建協議，中建股份集團可委聘本集團為分包承建商或服務供應商（視情況而定），於2024年1月1日起至2026年12月31日止的後續三年內，為中建股份集團的建築工程提供承建及工程工作、項目諮詢服務及項目管理服務，惟中建股份集團根據新中建股份分包承建協議於截至2024年、2025年及2026年12月31日止財政年度可向本集團授出之合約總額分別不得超過港幣12億元、港幣15億元及港幣15億元。

CONNECTED TRANSACTIONS

關連交易

The Group will normally need to go through a tender or similar process before being selected and appointed as subcontractor or service provider (as the case may be) of the CSCECL Group. The prices and terms of the tenders submitted by the Group to the CSCECL Group are subject to the Group's standard and systematic tender submission procedures which apply to tenders submitted to both connected persons and independent third parties. In preparing and assessing the tender documents, the Group will take into account factors including technical requirements, quantity specifications, expected completion time, customer expectations and possible risks associated with a project. In determining the pricing terms, the Group will review the costs information maintained in its in-house database for materials supplied and contract prices from sub-contractors for the Group's previous projects and peripheral operation. The Group will also review and compare previous tender prices submitted to both connected persons and independent third parties so as to ensure that the tender price to be submitted is no more favourable to the CSCECL Group than those submitted to independent third parties.

Where the Group submits tender directly to the ultimate employer and is nominated by the ultimate employer as subcontractor or service provider of the CSCECL Group (as the case may be), consideration to the Group will be ascertained by the ultimate employer or its independent professional quantity surveyor.

CSCECL is an intermediate holding company of the Company. Accordingly, members of the CSCECL Group are connected persons of the Company and the transactions contemplated under each of the CSCECL Sub-construction Engagement Agreement and the New CSCECL Sub-construction Engagement Agreement constitute continuing connected transactions for the Company under the Listing Rules. Details of the CSCECL Sub-construction Engagement Agreement were disclosed in the announcement dated 19 October 2020 and the circular dated 20 November 2020. The CSCECL Sub-construction Engagement Agreement was duly approved by the independent shareholders of the Company at the extraordinary general meeting held on 11 December 2020. Details of the New CSCECL Sub-construction Engagement Agreement were disclosed in the announcement dated 20 October 2023 and the circular dated 30 November 2023. The New CSCECL Sub-construction Engagement Agreement was duly approved by the independent shareholders of the Company at the extraordinary general meeting held on 20 December 2023.

本集團於獲甄選及委任為中建股份集團之分包承建商或服務供應商(視情況而定)前，一般須經過投標或類似程序。本集團向中建股份集團提交標書之價格及條款須符合本集團之統一及系統化之投標程序，該程序適用於向關連人士及獨立第三方投標。於編製及評估投標文件時，本集團將考慮的因素包括技術要求、數量規格、預期完工時間、客戶之期望及項目所涉及之潛在風險因素。於釐定價格條款時，本集團將審視其內部數據庫存有之材料供應、過往項目分包承建商合約價及附帶營運之成本資料。本集團亦將審視及比較過往向關連人士及獨立第三方提交之投標價格，以確保將提交之投標價對中建股份集團而言不會優於提交予獨立第三方之價格。

倘本集團直接向最終業主提交標書，而被最終業主指定為中建股份集團之分包承建商或服務供應商(視情況而定)，支付予本集團之代價將由最終業主或其獨立專業工料測量師確定。

中建股份是本公司的中介控股公司。故根據上市規則，中建股份集團之成員公司為本公司之關連人士，而中建股份分包承建協議及新中建股份分包承建協議各自項下擬進行之交易構成本公司之持續關連交易。中建股份分包承建協議的詳情載於日期為2020年10月19日之公告及日期為2020年11月20日之通函，中建股份分包承建協議已於2020年12月11日舉行的股東特別大會上獲本公司獨立股東正式批准。新中建股份分包承建協議的詳情載於日期為2023年10月20日之公告及日期為2023年11月30日之通函，新中建股份分包承建協議已於2023年12月20日舉行的股東特別大會上獲本公司獨立股東正式批准。

CONNECTED TRANSACTIONS

關連交易

2. CSC Sub-construction Engagement Agreement

On 25 March 2022, the Company entered into a new agreement (“CSC Sub-construction Engagement Agreement”) with China State Construction International Holdings Limited (“CSC”) to revise the annual caps for the continuing connected transactions pertaining thereto, and to supersede and replace the previous agreement entered into between the parties on 24 March 2020. Pursuant to the CSC Sub-construction Engagement Agreement, CSC and its subsidiaries (together, the “CSC Group”) may engage the Group as subcontractor of the CSC Group for provision of contracting and engineering works, project consultancy service and project management service for the CSC Group’s construction works for a term of three years commencing from 1 July 2022 and ending on 30 June 2025, provided that the total contract sum that may be awarded by the CSC Group to the Group under the CSC Sub-construction Engagement Agreement for the period between 1 July 2022 and 31 December 2022, each of the two years ending 31 December 2023 and 31 December 2024 and the period between 1 January 2025 and 30 June 2025 shall not exceed HK\$5,000 million, HK\$7,000 million, HK\$7,000 million and HK\$4,000 million, respectively.

The Group will normally need to go through a tender or similar process before being selected and appointed as subcontractor or service provider of the CSC Group for the provision of contracting and engineering works, project consultancy service and project management service. The prices and terms of the tenders submitted by the Group to the CSC Group are subject to the Group’s standard and systematic tender submission procedures which apply to tenders submitted to both connected persons and independent third parties. In preparing and assessing the tender documents, the Group will take into account factors including the technical requirements, quantity specifications, expected completion time, customer expectations and possible risk factors associated with each project. In determining the pricing terms, the Group will review the costs information maintained in its in-house database for materials supplied and prices from sub-contractors for the Group’s previous projects and peripheral operation. The Group will also review and compare previous tender prices submitted to both connected persons and independent third parties so as to ensure that the tender price to be submitted is no more favourable to the CSC Group than those submitted to independent third parties.

2. 中國建築國際分包承建協議

於2022年3月25日，本公司與中國建築國際集團有限公司（「中國建築國際」）訂立一份新協議（「中國建築國際分包承建協議」）以修訂有關持續關連交易之年度上限，並取代及替代雙方於2020年3月24日訂立之前協議，據此，中國建築國際及其附屬公司（統稱「中國建築國際集團」）可委聘本集團為中國建築國際集團之分包承建商，於2022年7月1日起 至2025年6月30日止的三年內，為中國建築國際集團之建築工程提供承建及工程工作、項目諮詢服務及項目管理服務，惟中國建築國際集團根據中國建築國際分包承建協議於2022年7月1日至2022年12月31日期間、截至2023年12月31日及2024年12月31日止兩個年度各年，以及2025年1月1日至2025年6月30日期間可向本集團授出之合約總額分別不得超過港幣50億元、港幣70億元、港幣70億元及港幣40億元。

本集團一般須經過投標或類似程序才被甄選及委任為中國建築國際集團之分包承建商或服務供應商，以提供承建及工程工作、項目諮詢服務及項目管理服務。本集團向中國建築國際集團投標之價格及條款須符合本集團之統一及系統化之投標程序，該程序適用於向關連人士及獨立第三方投標。於編製及評估投標文件時，本集團將考慮技術規定、數量規格、預期完成時間、客戶期望等因素及各項目所涉及之潛在風險因素。於釐定價格條款時，本集團將審查其內部數據庫存有的材料供應，過往項目分包承建商價格及附帶營運之成本資料。本集團亦會審核及比較之前提交予關連人士及獨立第三方的投標價，以確保將提交之投標價格對中國建築國際集團而言不會優於提交予獨立第三方的價格。

CONNECTED TRANSACTIONS

關連交易

Where the Group submits the tender directly to the ultimate employer and is nominated by the ultimate employer as sub-contractor to the CSC Group, consideration to the Group will be ascertained by an independent professional quantity surveyor appointed by the ultimate employer.

CSC is an intermediate holding company of the Company. Accordingly, members of the CSC Group are connected persons of the Company and the transactions contemplated under the CSC Sub-construction Engagement Agreement constitute continuing connected transactions for the Company under the Listing Rules. Details of the CSC Sub-construction Engagement Agreement were disclosed in the announcement dated 25 March 2022 and the circular dated 29 April 2022. The CSC Sub-construction Engagement Agreement was duly approved by the independent shareholders of the Company at the extraordinary general meeting held on 8 June 2022.

3. CSC Operational Services Agreement and New CSC Operational Services Agreement

On 19 October 2020, the Company entered into an agreement (“CSC Operational Services Agreement”) with CSC in relation to the engagement of the CSC Group by the Group for provision of mechanical and electrical engineering works, leasing of machineries, provision of insurance services and issuance of surety bonds, and supply of building materials for a term of three years commencing from 1 January 2021 and ending on 31 December 2023.

倘本集團直接向最終業主提交標書，而被最終業主指定為中國建築國際集團的分包承建商，支付予本集團的代價將由最終業主委任的獨立專業工料測量師確定。

中國建築國際是本公司的中介控股公司。故根據上市規則，中國建築國際集團之成員公司為本公司之關連人士，而中國建築國際分包承建協議項下擬進行之交易構成本公司之持續關連交易。中國建築國際分包承建協議的詳情載於日期為2022年3月25日之公告及日期為2022年4月29日之通函，中國建築國際分包承建協議已於2022年6月8日舉行的股東特別大會上獲本公司獨立股東正式批准。

3. 中國建築國際營運服務協議及新中國建築國際營運服務協議

於2020年10月19日，本公司與中國建築國際訂立一份有關本集團於2021年1月1日至2023年12月31日止的三年內委聘中國建築國際集團就提供機電工程工作、租賃機械、保險服務及發出履約保證、及建築材料供應之協議（「中國建築國際營運服務協議」）。

CONNECTED TRANSACTIONS

關連交易

3.1 Mechanical and Electrical Engineering Works Transactions

Under the CSC Operational Services Agreement, the Group may engage the CSC Group as sub-contractor for provision of mechanical and electrical engineering works for the Group's construction works ("Mechanical and Electrical Engineering Works Transactions") for a term of three years commencing from 1 January 2021 and ending on 31 December 2023, provided that the total contract sum that may be awarded by the Group to the CSC Group in respect of the Mechanical and Electrical Engineering Works Transactions for each year shall not exceed HK\$450 million.

Where the CSC Group is nominated as sub-contractor by the ultimate employer, consideration to the CSC Group will be ascertained by an independent professional quantity surveyor appointed by the ultimate employer.

Where the Group has the right to select contractors, consideration to such contractors will be ascertained under the supervision of an in-house qualified professional quantity surveyor. Depending on the scale of a project and the estimated value of the sub-construction contract, the Group will shortlist at least three contractors from its own list of pre-approved contractors to be invited to tender based on the general selection criteria including but not limited to the contractor's qualification grade, financial stability, technical capability, cooperation record, project management ability, quality of work and business management capability and any specific criteria as required for the project. If the contractors on the Group's list of pre-approved contractors are not suitable for the works, the CSC Group will participate in a tender with all bidders (including independent third parties in the market). The winning bid will be the one with the lowest tender amount in accordance with the Group's internal tender procedures on the condition that the bidder also satisfies all other essential requirements (including but not limited to relevant experience, capability and historical relationship and track records) as set out in the bid invitation.

3.1. 機電工程交易

根據中國建築國際營運服務協議，本集團可委聘中國建築國際集團為分包承建商，於2021年1月1日至2023年12月31日止的三年內，為本集團的建築工程提供機電工程工作（「機電工程交易」），惟本集團每年可授予中國建築國際集團有關機電工程交易的合約總額不得超過港幣4.5億元。

倘中國建築國際集團被最終業主指定為分包承建商，支付予中國建築國際集團的代價將由最終業主任任的獨立專業工料測量師確定。

倘本集團有權甄選承建商，支付予該承建商之代價將在內部合資格專業工料測量師監督下確定。視乎項目規模及分包承建工程之估計合約金額，本集團將根據一般挑選準則（包括但不限於該承建商之資歷等級、財務穩健性、技術能力、合作記錄、項目管理能力、工程質量及業務管理能力）及項目所需之任何特定準則，從自身之預先核准承建商名冊中選出至少三名承建商以邀請其參與投標。倘若本集團之預先核准承建商名冊中之承建商不適合提供工程工作，則中國建築國際集團將與所有投標者（包括市場上之獨立第三方）參與投標。根據本集團之內部招標程序，在投標者同時符合投標邀請函所載之所有其他基本要求（包括但不限於相關經驗、能力及過往關係及往績記錄）條件下，中標者將為投標價最低者。

CONNECTED TRANSACTIONS

關連交易

3.2 Machineries Leasing Transactions

Under the CSC Operational Services Agreement, the Group may lease machineries from the CSC Group for the Group's construction works ("Machineries Leasing Transactions") for a term of three years commencing from 1 January 2021 and ending on 31 December 2023, provided that the total rent payable in respect of the Machineries Leasing Transactions for each year shall not exceed HK\$25 million.

The Group will obtain at least three quotations from a list of pre-approved vendors (which is subject to periodic review and update by its management to ensure vendors' machineries and equipment are in good operational conditions). For the selection of a vendor, the lowest quotation will be selected on the condition that the vendor also satisfies all other essential requirements (including but not limited to the specification and condition of the machinery and equipment).

3.3 Insurance Services and Surety Bonds Transactions

Under the CSC Operational Services Agreement, the Group may engage the CSC Group for provision of insurance services (including but not limited to Public Liability Employees' Compensation insurance and Contractors' All Risks insurance) to the Group and issuance of surety bonds for the Group's construction works ("Insurance Services and Surety Bonds Transactions") for a term of three years commencing from 1 January 2021 and ending on 31 December 2023, provided that the total premiums/fees payable in respect of the Insurance Services and Surety Bonds Transactions for each year shall not exceed HK\$70 million.

The Group will obtain at least three quotations from independent insurers (directly or indirectly through insurance brokers) and the CSC Group. For the selection of the insurers, the lowest quotation will be selected on the condition that the insurer also satisfies other essential requirements (including but not limited to paying ability, financial strength, specialisation, historical relationship and record of claim refusal).

3.2. 機械租賃交易

根據中國建築國際營運服務協議，本集團可於2021年1月1日至2023年12月31日止的三年內向中國建築國際集團租賃機械，用於本集團的建築工程（「機械租賃交易」），惟每年有關機械租賃交易可支付的租金總額不得超過港幣2,500萬元。

本集團將向預先核准清單上的供應商獲取最少三份報價，清單須由其管理層進行定期檢討及更新以確保供應商的機械及設備處於良好可運作狀態。就挑選供應商而言，將選擇報價最低者，惟該供應商亦須符合所有其他基本要求（包括但不限於機械及設備的規格及狀態）。

3.3. 保險服務及履約保證交易

根據中國建築國際營運服務協議，本集團可於2021年1月1日至2023年12月31日止的三年內委聘中國建築國際集團為本集團提供保險服務（包括但不限於公眾責任僱員補償險及承建商綜合險）及就本集團之建築工程發出履約保證（「保險服務及履約保證交易」），惟每年有關保險服務及履約保證交易可支付之保費／費用總額不得超過港幣7,000萬元。

本集團將（直接或間接透過保險經紀）向獨立保險公司及中國建築國際集團獲取最少三份報價。就挑選保險公司而言，在保險公司同時符合其他基本要求（包括但不限於支付能力、財務實力、專業性、過往關係及拒絕索償記錄）條件下，將會選擇報價最低者。

CONNECTED TRANSACTIONS

關連交易

3.4 Supply of Building Materials Transactions

Under the CSC Operational Services Agreement, the CSC Group may supply building materials to the Group for the Group's construction works ("Supply of Building Materials Transactions") for a term of three years commencing from 1 January 2021 and ending on 31 December 2023, provided that the total sum payable in respect of the Supply of Building Materials Transactions for each year shall not exceed HK\$150 million.

The Group will obtain at least three quotations from a list of pre-approved suppliers (which is subject to periodic review and update by its management to ensure a portfolio of best in class suppliers is available for use). For the selection of a supplier, the lowest quotation will be selected on the condition that the supplier also satisfies all other essential requirements (including but not limited to relevant experience, qualities and specifications of materials and track records).

CSC is an intermediate holding company of the Company. Accordingly, members of the CSC Group are connected persons of the Company, and the Mechanical and Electrical Engineering Works Transactions, Machineries Leasing Transactions, Insurance Services and Surety Bonds Transactions and Supply of Building Materials Transactions contemplated under the CSC Operational Services Agreement constitute continuing connected transactions for the Company under the Listing Rules. Details of the transactions were disclosed in the announcement dated 19 October 2020 and the circular dated 20 November 2020. The CSC Operational Services Agreement was duly approved by the independent shareholders of the Company at the extraordinary general meeting held on 11 December 2020.

3.4. 建築材料供應交易

根據中國建築國際營運服務協議，中國建築國際集團可於2021年1月1日至2023年12月31日止的三年內就本集團的建築工程向本集團供應建築材料（「建築材料供應交易」），惟每年有關建築材料供應交易可支付的費用總額不得超過港幣1.5億元。

本集團將向預先核准清單上的供應商獲取最少三份報價，清單須由其管理層進行定期檢討及更新以確保可提供一系列頂級供應商可供選用。就挑選供應商而言，將選擇報價最低者，惟該供應商亦須符合所有其他基本要求（包括但不限於相關經驗、材料的質量和規格及往績記錄）。

中國建築國際是本公司的中介控股公司。故根據上市規則，中國建築國際集團之成員公司為本公司之關連人士，而中國建築國際營運服務協議項下擬進行之機電工程交易、機械租賃交易、保險服務及履約保證交易，以及建築材料供應交易構成本公司之持續關連交易。交易的詳情載於日期為2020年10月19日之公告及日期為2020年11月20日之通函，中國建築國際營運服務協議已於2020年12月11日舉行的股東特別大會上獲本公司獨立股東正式批准。

CONNECTED TRANSACTIONS

關連交易

As the CSC Operational Services Agreement would have expired on 31 December 2023 and the Directors expected that the CSC Group would continue to (i) provide mechanical and electrical engineering works for the Group's construction works; (ii) lease machineries to the Group; (iii) provide insurance services to the Group and issue surety bonds for the Group's construction works; and (iv) supply materials to the Group, the Company entered into a new agreement ("New CSC Operational Services Agreement") with CSC on 20 October 2023 whereby the Group may engage the CSC Group for provision of mechanical and electrical engineering works, leasing of machineries, provision of insurance services and issuance of surety bonds, and supply of materials for a further term of three years commencing from 1 January 2024 and ending on 31 December 2026, provided that the total contract sums that may be awarded by the Group to the CSC Group in respect of the provision of mechanical and electrical engineering works, the total rents payable in respect of the leasing of machineries, the total premiums/fees payable in respect of provision of insurance services and issuance of surety bonds, and the total sums payable in respect of the supply of materials, for each year under the New CSC Operational Services Agreement shall not exceed HK\$550 million, HK\$40 million, HK\$75 million and HK\$270 million respectively. Details of the New CSC Operational Services Agreement were disclosed in the announcement dated 20 October 2023 and the circular dated 30 November 2023. The New CSC Operational Services Agreement was duly approved by the independent shareholders of the Company at the extraordinary general meeting held on 20 December 2023.

由於中國建築國際營運服務協議將於2023年12月31日期滿，而董事預期中國建築國際集團將繼續(i)就本集團之建築工程提供機電工程工作；(ii)向本集團出租機械；(iii)向本集團提供保險服務及就本集團之建築工程發出履約保證；及(iv)向本集團供應材料，因此，於2023年10月20日，本公司與中國建築國際訂立新協議（「新中國建築國際營運服務協議」），據此，本集團可委聘中國建築國際集團於2024年1月1日起至2026年12月31日止的後續三年內提供機電工程工作、租賃機械、提供保險服務與發出履約保證、以及供應材料，惟本集團每年可授予中國建築國際集團有關提供機電工程的合約總額、租賃機械的應付租金總額、提供保險服務及發出履約保證的應付保費／費用總額、以及供應材料的應付費用總額分別不得超過港幣5.5億元、港幣4,000萬元、港幣7,500萬元及港幣2.7億元。新中國建築國際營運服務協議的詳情載於日期為2023年10月20日的公告及日期為2023年11月30日的通函。新中國建築國際營運服務協議已於2023年12月20日舉行的股東特別大會上獲本公司獨立股東正式批准。

CONNECTED TRANSACTIONS

關連交易

4. COLI Framework Agreement

On 29 March 2021, the Company entered into a new agreement (“COLI Framework Agreement”) with China Overseas Land & Investment Limited (“COLI”) to renew the previous agreement entered into between the parties on 26 June 2018. Pursuant to the COLI Framework Agreement, for a term of three years commencing from 1 July 2021 and ending on 30 June 2024, each of COLI and its subsidiaries (together, the “COLI Group”), and the companies held as to 30% to 50% by the COLI Group and their respective subsidiaries (excluding the COLI Group, China Overseas Grand Oceans Group Limited and its subsidiaries) (together, the “Minority Controlled Group”) may engage the Group, and the Group may act as contractor or service provider (as the case may be), for provision of contracting and engineering works, project management, supervision and consultancy services (“COLI Works”) in relation to the respective construction works of the COLI Group and the Minority Controlled Group, provided that the maximum total contract sums of works contracts in respect of the COLI Works that may be awarded to the Group shall not exceed HK\$310 million for the period between 1 July 2021 and 31 December 2021, HK\$310 million for the year ending 31 December 2022, HK\$510 million for the year ending 31 December 2023, and HK\$155 million for the period between 1 January 2024 and 30 June 2024.

The Group will normally need to go through a tender or similar process before being selected and engaged by the COLI Group or the Minority Controlled Group (as the case may be) for the COLI Works. The prices and terms of the tender proposals submitted by the Group to the COLI Group and the Minority Controlled Group for the COLI Works are subject to the standard and systematic tender submission procedures of the Group, which apply to tender proposals submitted to both connected persons and independent third parties. In determining the pricing terms, the Group will conduct quantitative comparison between the cost information maintained in its in-house database for material and labour costs, and subcontractors’ quotations, and the preliminary quotations from subcontractors and material suppliers, for cost estimation. The Group will also take into account the contract value of the previous winning bids, relevant market information such as material price trends, and the chance of winning a bid. The Group will review and compare the prices of previous tender proposals submitted to both connected persons and independent third parties, so as to ensure that the tender price is no less favourable to the Group than those offered to independent third parties.

4. 中國海外發展框架協議

於2021年3月29日，本公司與中國海外發展有限公司(「中國海外發展」)訂立一份新協議(「中國海外發展框架協議」)，以重續雙方於2018年6月26日訂立之前協議。據此，於2021年7月1日至2024年6月30日止的三年內，中國海外發展及其附屬公司(統稱「中國海外發展集團」、其持有30%至50%權益的公司及彼等各自的附屬公司(中國海外發展集團、中國海外宏洋集團有限公司及其附屬公司除外)(統稱「少數控股集團」)各自可委聘本集團就有關中國海外發展集團及少數控股集團之建築工程提供承建及工程工作、項目管理、監理及諮詢服務(「中國海外發展工程」)，而本集團可擔任承建商或服務供應商(視情況而定)，惟就中國海外發展工程可授予本集團的工程合約的最高合約總額不可超逾港幣3.1億元(於2021年7月1日至2021年12月31日期間)、港幣3.1億元(截至2022年12月31日止年度)、港幣5.1億元(截至2023年12月31日止年度)及港幣1.55億元(於2024年1月1日至2024年6月30日期間)。

本集團就中國海外發展工程獲中國海外發展集團或少數控股集團(視情況而定)甄選及委聘前，一般須經過投標或類似程序。本集團就中國海外發展工程向中國海外發展集團及少數控股集團提交標書的價格及條款須符合本集團的統一及系統化的投標程序，該程序適用於提交予關連人士及獨立第三方的標書。於釐定價格條款時，本集團將對其內部數據庫存有的材料及人工成本及分包商報價的成本資料與從分包承建商及材料供應商獲得的初步報價進行定量比較，用於成本估算。本集團亦將考慮過往中標項目的合約價格、相關市場資料(如材料價格趨勢)及中標的機會。本集團將審閱及比較過往向關連人士及獨立第三方提交之標書的價格，以確保標書的定價對本集團而言不會遜於提供予獨立第三方的價格。

CONNECTED TRANSACTIONS

關連交易

COHL is a controlling shareholder of both COLI and the Company. Accordingly, members of the COLI Group and the Minority Controlled Group are connected persons of the Company and the transactions contemplated under the COLI Framework Agreement constitute continuing connected transactions for the Company under the Listing Rules. Details of the transactions were disclosed in the announcement dated 29 March 2021 and the circular dated 23 April 2021. The COLI Framework Agreement was duly approved by the independent shareholders of the Company at the annual general meeting held on 9 June 2021.

5. COGO Framework Agreement

On 24 March 2021, the Company entered into a new agreement (“COGO Framework Agreement”) with China Overseas Grand Oceans Group Limited (“COGO”) to renew the previous agreement entered into between the parties on 26 June 2018. Pursuant to the COGO Framework Agreement, for a term of three years commencing from 1 July 2021 and ending on 30 June 2024, the Group may tender for, and upon successful tender, COGO and its subsidiaries (together, the “COGO Group”) may engage the Group as service provider for provision of project management, supervision and consultancy services in relation to the property development projects of the COGO Group in the PRC (“COGO Management Services”) provided that the maximum total contract sums of service contracts in respect of the COGO Management Services that may be awarded by the COGO Group to the Group shall not exceed (i) HK\$30 million (equivalent to approximately RMB25 million) for the period between 1 July 2021 and 31 December 2021; (ii) HK\$60 million (equivalent to approximately RMB50 million) for each of the two years ending 31 December 2023; and (iii) HK\$30 million (equivalent to approximately RMB25 million) for the period between 1 January 2024 and 30 June 2024.

The prices and terms of the tender proposals submitted by the Group to the COGO Group are subject to the standard and systematic tender submission procedures of the Group, which apply to tender proposals submitted to both connected persons and independent third parties. In determining the pricing terms, the Group will conduct quantitative comparison between the cost information maintained in its in-house database for labour costs and subcontractors’ quotations, and the preliminary quotations obtained from subcontractors, for cost estimation. The Group will also take into account the contract value of the previous winning bids and the chance of winning a bid. The Group will review and compare the prices of previous tender proposals submitted to both connected persons and independent third parties, so as to ensure that the tender price is no less favourable to the Group than those offered to independent third parties.

中國海外同時為中國海外發展及本公司的控股股東，故根據上市規則，中國海外發展集團及少數控股集團之成員公司為本公司之關連人士，而中國海外發展框架協議項下擬進行之交易構成本公司之持續關連交易。交易的詳情載於日期為2021年3月29日之公告及日期為2021年4月23日之通函，中國海外發展框架協議已於2021年6月9日舉行的股東週年大會上獲本公司獨立股東正式批准。

5. 中國海外宏洋框架協議

於2021年3月24日，本公司與中國海外宏洋集團有限公司（「中國海外宏洋」）訂立一份新協議（「中國海外宏洋框架協議」），以重續雙方於2018年6月26日訂立之前協議。據此，於2021年7月1日至2024年6月30日止的三年內，本集團可投標及倘成功中標，中國海外宏洋及其附屬公司（統稱「中國海外宏洋集團」）可委聘本集團為服務供應商，為中國海外宏洋集團在中國之物業發展項目提供項目管理、監督及諮詢服務（「中國海外宏洋管理服務」），惟中國海外宏洋集團可授予本集團有關中國海外宏洋管理服務之服務合約的最高合約總額不得超過(i)港幣3,000萬元（相當於約人民幣2,500萬元）（自2021年7月1日至2021年12月31日期間）；(ii)港幣6,000萬元（相當於約人民幣5,000萬元）（截至2023年12月31日止兩個年度各年）；及(iii)港幣3,000萬元（相當於約人民幣2,500萬元）（自2024年1月1日至2024年6月30日期間）。

本集團向中國海外宏洋集團提交標書的價格及條款須符合本集團的統一及系統性的投標程序，該程序適用於提交予關連人士及獨立第三方的標書。於釐定價格條款時，本集團將對其內部數據庫存有的人工成本及分包商報價的成本資料與從分包商獲得的初步報價進行定量比較，用於成本估算。本集團亦將考慮過往中標的合約價格及中標的機會。本集團將審視及比較過往向關連人士及獨立第三方提交之標書的價格，以確保標書的定價對本集團而言不會遜於提供予獨立第三方之價格。

CONNECTED TRANSACTIONS

關連交易

COHL is a controlling shareholder of both COGO and the Company. Accordingly, members of the COGO Group are connected persons of the Company and the transactions contemplated under the COGO Framework Agreement constitute continuing connected transactions for the Company under the Listing Rules. Details of the transactions were disclosed in the announcement dated 24 March 2021.

6. Connection Services Framework Agreement

On 25 October 2022, the Company entered into a new agreement (“Connection Services Framework Agreement”) with COLI to renew the previous agreement entered into between the parties on 30 December 2019. Pursuant to the Connection Services Framework Agreement, the COLI Group may engage the Group for the provision of heating pipes connection services for the real estate projects which are located in the PRC and developed by the COLI Group (“Heating Pipes Projects”) (i.e. the Connection Services) from time to time for a term of three years commencing from 1 January 2023 and ending on 31 December 2025 provided that the total contract sum that may be awarded by the COLI Group to the Group under the Connection Services Framework Agreement for each of the three years ending 31 December 2025 shall not exceed HK\$50 million.

The fees for the Connection Services will be determined by the Group with reference to the pricing standard published by the Shenyang local authorities, the prevailing market price of similar heating services offered by other comparable service providers in the vicinity of the Heating Pipes Projects, the coverage of heating services, the location, size and development status of the Heating Pipes Projects, heat capacity and the cost of heating pipes connection.

A business review committee, comprising senior management of the relevant member of the Group, will review and compare the previous contract prices and terms for similar services provided to both connected persons and independent third parties to ensure that the prices and terms offered to the COLI Group are no more favourable to the COLI Group than those offered to independent third parties.

中國海外同時為中國海外宏洋及本公司的控股股東，故根據上市規則，中國海外宏洋集團之成員公司為本公司之關連人士，而中國海外宏洋框架協議項下擬進行之交易構成本公司之持續關連交易。交易的詳情載於日期為2021年3月24日之公告。

6. 接駁服務框架協議

於2022年10月25日，本公司與中國海外發展訂立一份新協議（「接駁服務框架協議」），以重續雙方於2019年12月30日訂立之前協議。據此，於2023年1月1日至2025年12月31日止的三年內，中國海外發展集團可不時委聘本集團為中國海外發展集團於中國開發的房地產項目（「暖氣管項目」）提供暖氣管接駁服務（即接駁服務），惟中國海外發展集團根據接駁服務框架協議可能授予本集團的合約總額，於截至2025年12月31日止三個年度各年不得超過港幣5,000萬元。

接駁服務費將由本集團經參考瀋陽當地機構頒佈的定價標準、暖氣管項目周邊其他可資比較服務供應商所提供的類似供熱服務現行市價、供熱服務的覆蓋範圍、暖氣管項目的位置、規模及發展狀況、供熱能力及暖氣管接駁成本釐定。

業務決策委員會（由本集團相關成員公司的高級管理層組成）將審閱及比較過往向關連人士及獨立第三方提供類似服務的合約價格及條款，以確保提供予中國海外發展集團的價格及條款對中國海外發展集團而言不優於提供予獨立第三方的價格及條款。

CONNECTED TRANSACTIONS

關連交易

COHL is a controlling shareholder of both COLI and the Company. Accordingly, members of the COLI Group are connected persons of the Company and the transactions contemplated under the Connection Services Framework Agreement constitute continuing connected transactions for the Company under the Listing Rules. Details of the Connection Services Framework Agreement were disclosed in the announcement dated 25 October 2022.

Details of the significant related party transactions undertaken by the Group during the year ended 31 December 2023 are set out in note 33 to the consolidated financial statements. Those related party transactions which constituted connected transactions or continuing connected transactions under the Listing Rules had complied with the disclosure requirements under Chapter 14A of the Listing Rules.

In respect of the financial year ended 31 December 2023, each of the continuing connected transactions mentioned above has been subject to annual review by the Independent Non-executive Directors pursuant to Rule 14A.55 of the Listing Rules who have concluded that each continuing connected transaction has been entered into:

- (i) in the ordinary and usual course of business of the Group;
- (ii) on normal commercial terms or better; and
- (iii) according to the relevant agreement governing it on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants.

中國海外同時為中國海外發展及本公司之控股股東，故根據上市規則，中國海外發展集團之成員公司為本公司之關連人士，而接駁服務框架協議項下擬進行之交易構成本公司之持續關連交易。接駁服務框架協議的詳情載於日期為2022年10月25日之公告。

本集團於截至2023年12月31日止年度進行重大關聯人士交易的詳情載於綜合財務報表附註33。根據上市規則構成關連交易或持續關連交易的各項關聯人士交易，均遵守上市規則第14A章的披露規定。

就截至2023年12月31日止財政年度而言，獨立非執行董事已根據上市規則第14A.55條對上述各項持續關連交易進行年度審核，並確認各項持續關連交易：

- (i) 在本集團的日常業務中訂立；
- (ii) 按照一般商業條款或更佳條款進行；及
- (iii) 根據有關交易的協議條款進行，而交易的條款公平合理且符合本公司股東的整體利益。

本公司核數師已獲委聘就本集團的持續關連交易作出匯報，有關匯報乃按照《香港核證委聘準則》第3000號（經修訂）「審核或審閱過往財務資料以外之核證委聘」及根據香港會計師公會發出的《實務說明》第740號（經修訂）「關於香港《上市規則》所述持續關連交易的核數師函件」進行。

CONNECTED TRANSACTIONS

關連交易

Based on the work performed, the auditor has confirmed in a letter to the Board that:

- a. nothing has come to the attention of the auditor that causes them to believe that the disclosed continuing connected transactions have not been approved by the Board;
- b. for transactions involving the provision of goods or services by the Group, nothing has come to the attention of the auditor that causes them to believe that the transactions were not, in all material respects, in accordance with the pricing policies of the Group;
- c. nothing has come to the attention of the auditor that causes them to believe that the transactions were not entered into, in all material respects, in accordance with the relevant agreements governing such transactions; and
- d. with respect to the aggregate amount of each of the continuing connected transactions, nothing has come to the attention of the auditor that causes them to believe that the disclosed continuing connected transactions have exceeded the annual caps set by the Company.

根據已執行的工作，核數師已於致董事局的函件中確認：

- a. 並無出現任何核數師所知悉的情況，會導致彼相信已披露的持續關連交易並未獲董事局批准；
- b. 涉及由本集團提供貨品或服務的交易並無出現任何核數師所知悉的情況，會導致彼相信該等交易在任何重大方面沒有按照本集團的定價政策進行；
- c. 並無出現任何核數師所知悉的情況，會導致彼相信該等交易在任何重大方面沒有根據有關交易協議進行；及
- d. 就每項持續關連交易的總額而言，並無出現任何核數師所知悉的情況，會導致彼相信已披露的持續關連交易已超逾本公司之前就該等交易所訂立的全年上限。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告



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Independent auditor's report
To the shareholders of China State Construction Development Holdings Limited
(Incorporated in the Cayman Islands with limited liability)

獨立核數師報告
致中國建築興業集團有限公司股東

(於開曼群島註冊成立的有限公司)

OPINION

We have audited the consolidated financial statements of China State Construction Development Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 114 to 222, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated income statement, 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.

意見

我們已審計中國建築興業集團有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第114至222頁的綜合財務報表，包括於2023年12月31日的綜合財務狀況表；截至該日止年度綜合收益表及綜合全面收益表；截至該日止年度綜合權益變動表；截至該日止年度綜合現金流量表；及綜合財務報表附註，包括主要會計政策資料。

我們認為，該等綜合財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於2023年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS

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

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

Key audit matter*Revenue recognition from construction works*

For the year ended 31 December 2023, the Group recognised revenue from construction works of HK\$7,719 million. Most construction works take several years to complete and the scope of work may change during that time. Management estimates the revenue and budgeted costs at the commencement of the contracts and regularly assesses the progress of construction works as well as the financial impact of scope changes, claims, disputes and liquidated damages. The management's estimate of revenue, budgeted costs as well as the progress of related construction works requires significant judgement and has a significant impact on the amount and timing of revenue recognised.

For this reason, we identified revenue recognition from construction works as a key audit matter.

The accounting policies and disclosures in relation to the revenue recognition from construction works are included in notes 2.4, 4(i) and 5 to the consolidated financial statements.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。對於以下每個問題，我們都會在此背景下提供我們對審計如何解決此問題的描述。

我們已經履行了本報告中審計師對合併財務報表的審計職責中所述的職責，包括與這些事項有關的職責。因此，我們的審計包括旨在響應我們對合併財務報表重大錯報風險評估的程序的執行。我們審計程序的結果，包括為解決以下事項而執行的程序，為我們對隨附合併財務報表的審計意見提供了依據。

關鍵審計事項*建築工程的收益確認*

貴集團已確認截至2023年12月31日止年度建築工程合約的收益為港幣77.19億元。建築工程完工期一般為數年，並且每年的工作範疇或有變動。管理層會在工程開始時預估工程的預計收益及成本，並會定期重估工程進度及分析工程範疇的改變，工程要求變動，工程糾紛以及違約金等事項帶來的財務影響。管理層需要基於很大程度上的重大判斷以預估工程收益、預計成本以及相關工程進度，並對確認收益的金額及時間有重大影響。

因此，我們將建築工程收入確認作為關鍵審計事項。

與建築工程收益確認有關的會計政策和披露包含在合併財務報表的附註2.4，4(i)和5中。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)**How our audit addressed the key audit matter**

Our audit procedures to assess the revenue recognition from construction works included the following:

- obtaining an understanding of and evaluating the Group's process and control over contract revenue recognition and budget estimation;
- testing the calculation of the revenue and profit recognised from construction contracts;
- discussing with management and the respective project teams about the progress of major projects and the assumptions adopted in the forecast of contract costs, including estimated costs to completion and assessment of potential liquidated damages for major contracts;
- testing on a sampling basis the actual costs incurred on construction works during the reporting period;
- testing the supporting documents of the budgets on a sampling basis, which include sub-contracting contracts, material purchase contracts/invoices and price quotations, etc.; and
- comparing last year's budget against the current year's budget or actual costs incurred for major contracts on a sampling basis.

Key audit matter*Recoverability of trade receivables and contract assets*

As at 31 December 2023, the Group recognised net trade receivables of HK\$2,032 million and contract assets of HK\$4,572 million, which were significant assets of the Group as of the year end, representing 62% of the total assets.

In assessing the recoverability of trade receivables and contract assets, management exercises significant judgements to evaluate the collectability from individual customers after taking into account their creditworthiness, whether they have financial difficulties, experience of default or delinquency in interest or principal payments, the probability that they will enter bankruptcy, ageing analysis and forecast of future events and economic conditions which may impact the recoverability of trade receivables and contract assets.

關鍵審計事項 (續)**我們的審核如何解決關鍵審計事項**

我們評估建築工程收益確認的審核程序包括以下內容：

- 了解和評估 貴集團的流程以及對合同收入確認和預算估計的控制；
- 測試從建築合同中確認的收入和利潤的計算；
- 與管理層和各相關個項目團隊討論重大項目的進展以及合同成本預測中採用的假設，包括主要合同的估計竣工成本以及評估主要合同的潛在違約金；
- 在報告期內抽樣檢驗建築工程實際發生的費用；
- 以抽樣方式測試預算的支持文件，其中包括分包合同，材料採購合同／發票和價格報價等；及
- 將去年的預算與當年的預算或主要合同產生的實際成本進行抽樣比較。

關鍵審計事項*貿易應收款及合約資產的可收回性*

貴集團已確認截至2023年12月31日止年度的貿易應收款淨值為港幣20.32億元及合約資產為港幣45.72億元，為 貴集團之最主要資產，佔 貴集團總資產的62%。

管理層基於客戶的信譽度，是否有財務困難，歷史壞賬記錄，宣告破產概率，帳齡分析，預測可能影響貿易應收款項及合約資產可收回性的未來事件及經濟狀況，並加以很大程度的主觀意見以評估貿易應收款及合約資產的可收回性。管理層的重大判斷會對貿易應收款及合約資產的撥備金要求有重大影響。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)**Key audit matter (Continued)***Recoverability of trade receivables and contract assets (Continued)*

This area has been identified as a key audit matter due to the judgements applied by management which have a significant impact on the level of provision required for trade receivables and contract assets.

The accounting policies and disclosures in relation to the recoverability of trade receivables and contract assets are included in notes 2.4, 4(v), 21 and 22 to the consolidated financial statements.

How our audit addressed the key audit matter

Our audit procedures to assess the recoverability of trade receivables and contract assets included the following:

- obtaining an understanding of, evaluating and validating on a sampling basis the design and operating effectiveness of management's control over the collection and the assessment of the recoverability of trade receivables and contract assets;
- testing on a sampling basis the ageing of trade receivables at year end;
- testing on a sampling basis subsequent settlements and the latest amounts certified by quantity surveyors appointed by customers;
- in respect of material trade receivables and contract assets, inspecting relevant contracts and correspondence with the customers, and assessing their creditworthiness with reference to publicly available information, where applicable;
- in respect of material trade receivable balances which are past due, additional procedures were performed to evaluate their historical progress payment records, assessing whether the customers are experiencing financial difficulties, default or delinquency in interest or principal payments, and assessing the probability that the customers will enter bankruptcy with reference to publicly available information, where applicable; and
- evaluating the level of provisions made by management for trade receivables and contract assets using forward-looking and historical information.

關鍵審計事項 (續)**關鍵審計事項** (續)*貿易應收款及合約資產的可收回性(續)*

由於管理層的判斷對應收賬款和合約資產所需的準備水平有重大影響，故這一領域被確定為關鍵審計事項。

與貿易應收款及合同資產的可收回性有關的會計政策和披露包含在合併財務報表的附註2.4，4(v)，21和22中。

我們的審核如何解決關鍵審計事項

我們評估貿易應收款和合同資產可收回性的審核程序包括以下內容：

- 通過抽樣檢測，以理解、分析、並驗證有關於貿易應收款及合約資產的內控的設計和操作有效性；
- 抽樣檢測年終日之帳齡；
- 抽樣檢測年後付款和由客戶指定的工程測量師認可的最近一期合同產值；
- 就重大貿易應收款及合約資產餘額，檢測對應客戶的相關合約，並於適當情況下通過公開信息來評估他們的信譽度；
- 就重大逾期貿易應收款，於適當情況下需要額外通過公開資訊來檢測歷史付款記錄，評估客戶是否有財務困難，壞賬記錄，破產可能性；及
- 使用前瞻性和歷史資訊分析管理層對貿易應收款及合約資產所作之撥備的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS (Continued)**Key audit matter***Assessment of impairment of goodwill in Gamma North America, Inc.*

As of 31 December 2023, the Group carried goodwill of HK\$88 million before current year impairment, from the acquisition of a 55% equity interest in Gamma North America, Inc.

In view of the significance of the carrying amount of goodwill as at 31 December 2023, management performed an impairment assessment of the goodwill of Gamma North America, Inc. A full impairment of goodwill of HK\$88 million was recognised in profit or loss during the year.

The recoverable amount of the cash generating unit ("CGU") is determined based on the value-in-use calculation which requires the use of management estimates. Cash flow projections used in the value-in-use calculation were based on the financial budgets approved by management. The estimated discount rates, revenue growth rates and gross margins were specific to the risks related to the CGU.

A change in the assumptions used for the impairment assessment may impact the impairment assessment of goodwill. As the assessment involves significant judgements and estimates, this has been identified as a key audit matter.

The accounting policies and disclosures in relation to the assessment of impairment of goodwill are included in notes 2.4, 4(iii) and 18 to the consolidated financial statements.

關鍵審計事項 (續)**關鍵審計事項***有關Gamma North America, Inc.商譽減值的評估*

貴集團已確認截至2023年12月31日止年度的商譽，扣除減值淨額為港幣0.88億元，其源於收購55% Gamma North America, Inc.。

有鑑於商譽的帳面值在2023年12月31日的重要性，管理層就Gamma North America, Inc.的商譽減值作評估。年內已確認於利潤，就商譽金額減值為港幣0.88億元。

被定義為現金產生單位是基於管理層估算的使用價值。用價值計算中的現金流量預測是基於管理層審核後的財務預算。預估折算率，收入增長率，毛利率是針對現金產生單位的相關風險而特定的。

減值測試中的假設一旦變化，遞延所得稅資產的帳面值和商譽減值都均受到影響。由於減值評估涉及重大判斷和估計，因此我們將其視為關鍵審計事項。

與商譽減值有關的會計政策和披露包含在合併財務報表的附註2.4，4(iii)和18中。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

KEY AUDIT MATTERS *(Continued)***How our audit addressed the key audit matter**

Our audit procedures to assess the impairment of goodwill on acquisition of Gamma North America, Inc. included the following:

- obtaining an understanding of and evaluating the design and operating effectiveness of management's control over the review of the financial budgets;
- assessing the key assumptions used by management in the assessment of value-in-use calculations in the impairment assessment of goodwill, including revenue growth rates, gross margins and taxable profits by comparing them with economic and industry forecasts. We compared the current year's actual results with the prior year's forecasts to assess the reasonableness of financial budgets approved by management; and
- involving our internal valuation experts to assess the valuation methodology and comparing the discount rates applied by management to other comparable companies in the same industry.

關鍵審計事項 *(續)***我們的審核如何解決關鍵審計事項**

就收購Gamma North America, Inc.之商譽減值評估，我們審計的程序包括以下：

- 理解及分析有關於財務預算審查的內控的設置及有效性；
- 以經濟情況預期與行業預期中的數據與管理層就商譽減值測試中的使用價值計算方法所應用之主要假設作比較，其中包括收入增長率、毛利率及應課稅利潤。我們用本年度數據與去年預計進行對比以檢測管理層財務預算是否合理；及
- 讓我們的內部估值專家就相同行業類似公司的估值方法及貼現率進行比較。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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.

於年度報告內之其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，但不包括綜合財務報表及我們的核數師報告。

我們對綜合財務報表的意見並不涵蓋其他信息，我們亦不對該等其他信息發表任何形式的鑒證結論。

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的《香港財務報告準則》及香港《公司條例》的披露要求擬備真實而中肯的綜合財務報表，並對其認為為使綜合財務報表的擬備不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部控制負責。

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

審核委員會協助貴公司董事履行監督貴集團財務報告程序的職責。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

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

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

As part of an audit in accordance with HKSAs, we exercise professional 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.

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向閣下(作為整體)報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。

合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據《香港審計準則》進行審計的過程中，我們運用了專業判斷，保持了專業懷疑態度。我們亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

- 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.

核數師就審計綜合財務報表承擔的責任(續)

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

除其他事項外，我們與審核委員會溝通了計劃的審計範圍、時間安排、重大審計發現等，包括我們在審計中識別出內部控制的任何重大缺陷。

我們還向審核委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

**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 Mr. CHUNG, Ho Ling.

**核數師就審計綜合財務報表承
擔的責任** *(續)*

從與審核委員會溝通的事項中，我們確定哪些事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。我們在核數師報告中描述這些事項，除非法律法規不允許公開披露這些事項，或在極端罕見的情況下，如果合理預期在我們報告中溝通某事項造成的負面後果超過產生的公眾利益，我們決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是鍾浩齡先生。

Ernst & Young
Certified Public Accountants
Hong Kong
18 March 2024

安永會計師事務所
執業會計師
香港
2024年3月18日

CONSOLIDATED INCOME STATEMENT

綜合收益表

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

		Notes 附註	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
REVENUE	營業額	5	8,665,765	7,668,983
Costs of sales	營業成本	7	(7,692,702)	(6,843,678)
Gross profit	毛利		973,063	825,305
Other income and gains, net	其他收入及收益，淨額	6	46,959	25,432
Administrative, selling and other operating expenses	行政、銷售及其他經營費用	7	(287,852)	(291,422)
Share of profit of an associate	應佔聯營公司盈利		69	116
Finance costs	財務費用	8	(81,776)	(51,217)
PROFIT BEFORE TAX	稅前溢利		650,463	508,214
Income tax charge	所得稅費用	9	(78,233)	(98,254)
PROFIT FOR THE YEAR	本年溢利		572,230	409,960
Profit/(loss) for the year attributable to:	本年應佔溢利／(虧損)：			
Owners of the Company	本公司股東		580,420	421,852
Non-controlling interests	非控股權益		(8,190)	(11,892)
			572,230	409,960
EARNINGS PER SHARE ATTRIBUTABLE TO OWNERS OF THE COMPANY	本公司股東應佔每股盈利			
Earnings per share	每股盈利			
Basic and diluted (HK cents)	基本及攤薄(港仙)	13	25.73	19.11

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
PROFIT FOR THE YEAR	本年溢利	572,230	409,960
OTHER COMPREHENSIVE INCOME/(LOSS)	其他全面收益／(虧損)		
<i>Items that may be reclassified to profit or loss:</i>	<i>將可能重新分類到損益的項目：</i>		
Exchange differences arising on translation of foreign operations	折算境外經營產生的匯兌差額	(94,175)	(106,297)
Exchange differences arising on translation of an associate	折算於聯營公司之權益的匯兌差額	491	222
Net other comprehensive loss that may be reclassified to profit or loss	可能重新分類到損益之其他全面虧損淨額	(93,684)	(106,075)
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類到利潤的項目：</i>		
Gain on fair value changes of investment properties transferred from property, plant and equipment, net of tax	由物業、廠房及設備轉移到投資物業公允值變動之收益，扣除稅項	-	10,943
Other comprehensive income that will not be reclassified to profit or loss	不會重新分類到損益之其他全面收益	-	10,943
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX OF NIL	本年其他全面虧損，扣除零額稅項	(93,684)	(95,132)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR, NET OF TAX	本年其他全面收益，扣除稅項總額	478,546	314,828
Total comprehensive income/(loss) for the year attributable to:	本年應佔全面收益／(虧損)總額：		
Owners of the Company	本公司股東	485,862	327,791
Non-controlling interests	非控股權益	(7,316)	(12,963)
		478,546	314,828

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023 於2023年12月31日

			2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
		Notes 附註		
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	1,723,409	1,795,435
Right-of-use assets	使用權資產	16	197,476	224,324
Investment properties	投資物業	15	18,943	18,864
Interests in infrastructure project investments	基建項目投資權益	17	13,779	40,075
Interests in an associate	於聯營公司之權益		8,969	8,900
Goodwill	商譽	18	-	87,649
Deferred tax assets	遞延稅項資產	27	115,167	110,497
Total non-current assets	總非流動資產		2,077,743	2,285,744
CURRENT ASSETS	流動資產			
Interests in infrastructure project investments	基建項目投資權益	17	26,190	24,440
Inventories	存貨	20	152,458	173,255
Contract assets	合約資產	21	4,571,635	3,998,389
Trade and other receivables	貿易及其他應收款	22	2,087,075	1,798,611
Deposits and prepayments	按金及預付款		260,310	153,095
Tax recoverable	可收回稅項		883	12,908
Amounts due from fellow subsidiaries	應收集團系內公司款	23	752,418	878,582
Cash and bank balances	現金及銀行結餘	24	712,950	974,838
Total current assets	總流動資產		8,563,919	8,014,118
CURRENT LIABILITIES	流動負債			
Bank borrowings	銀行借款	25	789,513	419,794
Contract liabilities	合約負債	21	921,081	839,819
Trade payables, other payables and accruals	貿易應付款、其他應付款及應計費用	26	3,585,358	3,486,177
Lease liabilities	租賃負債	16	21,627	23,364
Deposits received	已收按金		25,230	31,823
Current tax payables	應付稅項		130,957	135,565
Amounts due to fellow subsidiaries	應付集團系內公司款	23	1,844,368	1,775,248
Total current liabilities	總流動負債		7,318,134	6,711,790
NET CURRENT ASSETS	淨流動資產		1,245,785	1,302,328
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		3,323,528	3,588,072

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023 於2023年12月31日

			2023	2022
		Notes	2023年	2022年
		附註	HK\$'000	HK\$'000
			港幣千元	港幣千元
CAPITAL AND RESERVES 股本及儲備				
Share capital	股本	28	22,555	22,555
Share premium and reserves	股本溢價及儲備	29	2,379,267	2,069,770
Equity attributable to the owners of the Company	本公司股東應佔權益		2,401,822	2,092,325
Non-controlling interests	非控股權益		(105,956)	(98,640)
Total equity	總權益		2,295,866	1,993,685
NON-CURRENT LIABILITIES 非流動負債				
Contract liabilities	合約負債	21	591,473	661,084
Bank borrowings	銀行借款	25	398,471	906,012
Lease liabilities	租賃負債	16	37,425	23,771
Deferred tax liabilities	遞延稅項負債	27	293	3,520
Total non-current liabilities	總非流動負債		1,027,662	1,594,387
			3,323,528	3,588,072

Zhang Haipeng

張海鵬

Director

董事

Wu Mingqing

吳明清

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Attributable to owners of the Company 公司股東應佔										
		Share capital	Share premium	Special reserve	Share-based payment reserve	Property revaluation reserve	Foreign currency translation reserve	Statutory reserves	Retained profits	Total	Non-controlling interests	Total equity
		股本	股份溢價	特別儲備	以股份為基礎的儲備	物業重估儲備	外幣匯兌儲備	法定儲備	保留溢利	總計	非控股權益	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
		(note 28)	(note 29)	(note 29)	(note 29)	(note 29)	(note 29)	(note 29)	(note 29)	(note 29)	(note 29)	(note 29)
		(附註28)	(附註29)	(附註29)	(附註29)	(附註29)	(附註29)	(附註29)	(附註29)	(附註29)	(附註29)	(附註29)
At 1 January 2022	於2022年1月1日	21,555	898,654*	(1,157,903)*	4,636*	-	230,820*	150,150*	1,522,823*	1,670,735	(85,677)	1,585,058
Profit/(loss) for the year	年內盈利/(虧損)	-	-	-	-	-	-	-	421,852	421,852	(11,892)	409,960
Gain on fair value changes of investment properties transferred from property, plant and equipment	由物業、廠房及設備轉移到投資物業公允價值變動之收益	-	-	-	-	10,943	-	-	-	10,943	-	10,943
Exchange differences on translation of foreign operations	折算境外經營產生的匯兌差額	-	-	-	-	-	(105,226)	-	-	(105,226)	(1,071)	(106,297)
Exchange differences on translation of an associate	折算於聯營公司之權益的匯兌差額	-	-	-	-	-	222	-	-	222	-	222
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	-	-	10,943	(105,004)	-	421,852	327,791	(12,963)	314,828
Issue of shares	發行股份	1,000	218,028	-	-	-	-	-	-	219,028	-	219,028
Capital contribution relating to share-based payment borne by an intermediate holding company (note 30)	中介控股公司承擔的股份支付有關的出資(附註30)	-	-	3,892	-	-	-	-	-	3,892	-	3,892
Transfer to statutory reserves	轉為法定儲備	-	-	-	-	-	-	3,812	(3,812)	-	-	-
2021 final dividend	2021年末期股息	-	-	-	-	-	-	-	(36,644)	(36,644)	-	(36,644)
2022 interim dividend	2022年中期股息	-	-	-	-	-	-	-	(92,477)	(92,477)	-	(92,477)
At 31 December 2022	於2022年12月31日	22,555	1,116,682*	(1,154,011)*	4,636*	10,943*	125,816*	153,962*	1,811,742*	2,092,325	(98,640)	1,993,685
At 1 January 2023	於2023年1月1日	22,555	1,116,682*	(1,154,011)*	4,636*	10,943*	125,816*	153,962*	1,811,742*	2,092,325	(98,640)	1,993,685
Profit/(loss) for the year	年內盈利/(虧損)	-	-	-	-	-	-	-	580,420	580,420	(8,190)	572,230
Exchange differences on translation of foreign operations	折算境外經營產生的匯兌差額	-	-	-	-	-	(95,049)	-	-	(95,049)	874	(94,175)
Exchange differences on translation of an associate	折算於聯營公司之權益的匯兌差額	-	-	-	-	-	491	-	-	491	-	491
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	-	-	-	-	-	(94,558)	-	580,420	485,862	(7,316)	478,546
Capital contribution relating to share-based payment borne by an intermediate holding company (note 30)	中介控股公司承擔的股份支付有關的出資(附註30)	-	-	1,823	-	-	-	-	-	1,823	-	1,823
Transfer to statutory reserves	轉為法定儲備	-	-	-	-	-	-	3,126	(3,126)	-	-	-
2022 final dividend	2022年末期股息	-	-	-	-	-	-	-	(54,133)	(54,133)	-	(54,133)
2023 interim dividend	2023年中期股息	-	-	-	-	-	-	-	(124,055)	(124,055)	-	(124,055)
At 31 December 2023	於2023年12月31日	22,555	1,116,682*	(1,152,188)*	4,636*	10,943*	31,258*	157,088*	2,210,848*	2,401,822	(105,956)	2,295,866

* These reserve accounts comprise the consolidated reserves of HK\$2,379,267,000 (2022: HK\$2,069,770,000) in the consolidated statement of financial position.

* 此儲備包括於綜合財務狀況表之綜合儲備港幣2,379,267,000元(2022年:港幣2,069,770,000元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

			2023	2022
		Notes	2023年	2022年
		附註	HK\$'000	HK\$'000
			港幣千元	港幣千元
CASH FLOWS FROM OPERATING ACTIVITIES 經營活動產生的現金流量				
Profit before tax	稅前溢利		650,463	508,214
Adjustments for:	調整為：			
Finance costs	財務費用	8	81,776	51,217
Bank interest income	銀行利息收入	6	(4,246)	(5,581)
Fair value gains on investment properties	投資物業公允值變動之收益	15	(79)	(4,356)
Loss on disposal of items of property, plant and equipment	出售物業、廠房及設備的虧損	7	87	81
Share of profits of an associate	應佔聯營公司盈利		(69)	(116)
Warranty provisions, net	保質撥備，淨額	7	24,800	21,800
Depreciation of property, plant and equipment	折舊—物業、廠房及設備	7	128,339	16,816
Depreciation of right-of-use assets	折舊—使用權資產	7	28,857	10,269
Impairment of goodwill	商譽減值	7	87,649	25,000
Provision of trade and other receivables, net	貿易及其他應收款撥備計提，淨額	7	1,124	38,272
Equity-settled share-based payment expenses	以權益結算的股份支付費用		1,823	3,892
			1,000,524	665,508
Decrease/(increase) in inventories	存貨減少/(增加)		15,697	(19,102)
Increase in contract assets/liabilities, net	合約資產/負債，淨額增加		(568,447)	(1,516,256)
Decrease in deposits received	已收按金減少		(5,700)	(9,657)
Increase in trade and other receivables	貿易及其他應收款增加		(322,704)	(386,419)
(Increase)/decrease in deposits and prepayments	按金及預付款(增加)/減少		(112,955)	57,261
Increase in amounts due to fellow subsidiaries	應付集團系內公司款增加		208,877	84,281
Increase in trade payables, other payables and accruals	貿易應付款、其他應付款及應計費用增加		120,169	1,483,051
Cash generated from operations	經營所得之現金		335,461	358,667
Income tax paid, net	已付利得稅淨額		(84,972)	(113,061)
Net cash flows generated from operating activities	經營業務所得之現金淨額		250,489	245,606
CASH FLOWS FROM INVESTING ACTIVITIES 投資活動產生的現金流量				
Purchases of items of property, plant and equipment	購置物業、廠房及設備		(77,836)	(90,368)
Proceeds from disposals of items of property, plant and equipment	出售物業、廠房及設備所得款項		6	1,660
Investment in an associate	於聯營公司之投資		-	(3,409)
Decrease in amounts due from fellow subsidiaries	應收集團系內公司款減少		10,953	67,612
Interest received	已收利息		4,246	5,581
Increase in pledged deposits	已抵押存款增加		(10,550)	-
Net cash flows used in investing activities	投資活動所用之現金淨額		(73,181)	(18,924)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

			2023	2022
		Notes	2023年	2022年
		附註	HK\$'000	HK\$'000
			港幣千元	港幣千元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動產生的現金流量			
Finance costs paid	已付財務費用		(80,220)	(47,315)
Interest paid on lease liabilities	已付租賃負債利息	31	(1,556)	(2,639)
Drawdown of bank loans	銀行貸款提取		281,749	135,962
Repayment of bank loans	銀行貸款償還		(419,277)	(116,177)
Repayment of a loan from an intermediate holding company	中介控股公司借款償還	31	-	(170,000)
Decrease in amount due to an intermediate holding company	應付中介控股公司款減少	31	-	(8,255)
Proceeds from issue of shares	發行股份收益		-	219,028
Payment of principal portion of lease liabilities	支付租賃負債本金部份		(25,205)	(28,454)
Dividends paid	已付股息		(178,188)	(129,121)
Net cash flows used in financing activities	融資活動所用之現金淨額		(422,697)	(146,971)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物(減少)/增加		(245,389)	79,711
Cash and cash equivalents at beginning of year	期初現金及現金等價物		974,838	928,104
Effect of foreign exchange rate changes, net	外幣匯率變動影響，淨額		(27,049)	(32,977)
CASH AND CASH EQUIVALENTS AT END OF YEAR	期末現金及現金等價物		702,400	974,838
ANALYSIS OF CASH AND CASH EQUIVALENTS	現金或現金等價物分析			
Cash and bank balances	現金及銀行結餘		712,950	974,838
Less: Pledged deposits	減：已抵押存款	24	(10,550)	-
			702,400	974,838

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

1. CORPORATE AND GROUP INFORMATION

China State Construction Development Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) are involved in the general contracting business, the facade contracting business (including the design, engineering, manufacture and installation of curtain wall systems) and operating management business.

The Company is a limited liability company incorporated in the Cayman Islands and under the Companies Law of the Cayman Islands. The address of its registered office is P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. The address of its principal place of business is 16th Floor, Eight Commercial Tower, No. 8 Sun Yip Street, Chai Wan, Hong Kong.

The Company’s immediate holding company is Add Treasure Holdings Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of China State Construction International Holdings Limited (“CSC”) whose shares are listed on The Stock Exchange of Hong Kong Limited.

The Company’s intermediate holding company is China Overseas Holdings Limited, a company incorporated in Hong Kong which, in turn, is a wholly-owned subsidiary of China State Construction Engineering Corporation Limited (“CSCECL”). CSCECL is a joint stock company established in the People’s Republic of China (“PRC”) with its shares listed on the Shanghai Stock Exchange. The Company’s ultimate holding company is 中國建築集團有限公司 (China State Construction Engineering Corporation*, “CSCEC”), which is a state-owned enterprise established in the PRC.

1. 公司及集團資料

中國建築興業集團有限公司(「本公司」)及其附屬公司(統稱「本集團」)從事總承包工程及幕牆工程業務(包括設計、製造、生產及安裝幕牆系統)及運營管理服務。

本公司是根據開曼群島公司法於開曼群島註冊成立的有限公司，註冊辦公地址為P.O. Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands。主要營業地點為香港柴灣新業街8號八號商業廣場16樓。

本公司的直接控股公司為加寶控股有限公司，一間於英屬處女群島註冊成立的公司及中國建築國際集團有限公司(「中國建築國際」)的全資附屬公司，中國建築國際的股份於香港聯合交易所有限公司上市。

本公司的中介控股公司是中國海外集團有限公司，一間於香港註冊成立的公司，同時亦是中國建築股份有限公司(「中建股份」)的全資附屬公司。中建股份是一間於中華人民共和國(「中國」)成立的股份公司，其股份於上海證券交易所上市。本公司的最終控股公司是成立於中國的國有企業中國建築集團有限公司(「中建集團」)。

* The English name is a translated name and is for identification purpose only.

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2. ACCOUNTING POLICIES**2.1 BASIS OF PREPARATION**

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

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

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>

2. 會計政策**2.1 編製基準**

本集團之綜合財務報表乃根據香港會計師公會(「香港會計師公會」)所頒佈適用之香港財務報告準則(「香港財務報告準則」)(包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)和《香港公司條例》的披露規定而編製。本綜合財務報表乃以歷史成本基準編製，以公允價值計量的投資性房地產除外。除非另有說明，否則本財務報表以港幣列示，所有價值均四捨五入至最接近的千位數。

在遵照香港財務報告準則編製綜合財務報表時，須採用若干重大會計估計，管理層亦須在應用本集團會計政策之過程中作出判斷。

2.2 會計政策和披露之改變

本集團已首次於本年之財務報表應用以下新訂和經修訂的香港財務報告準則。

香港財務報告準則第17號	<i>保險合同</i>
香港會計準則第1號及香港財務報告準則實務聲明2(修訂本)	<i>會計政策披露</i>
香港會計準則第8號(修訂本)	<i>會計估計的定義</i>
香港會計準則第12號(修訂本)	<i>與單一交易產生的資產和負債</i>
香港會計準則第12號(修訂本)	<i>國際稅收改革—第二支柱示範規則</i>

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

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

- (a) Amendments to HKAS 1 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. Amendments to HKFRS Practice Statement 2 *Making Materiality Judgements* provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures. The Group has disclosed the material accounting policy information in note 2 to the financial statements. The amendments did not have any impact on the measurement, recognition or presentation of any items in the Group's financial statements.
- (b) Amendments to HKAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.

2.2 會計政策和披露之改變 (續)

適用於本集團之新訂和經修訂的香港財務報告準則的性質及影響描述如下：

- (a) 香港會計準則第1號的修訂要求實體揭露其重要會計政策信息，而非其重要會計政策。如果與主體財務報表中包含的其他資訊一起考慮時，可以合理地預期會計政策資訊會影響通用財務報表的主要使用者根據這些財務報表做出的決策，則會計政策資訊是重大的。香港財務報告準則實務聲明2「作出重要性判斷」的修訂為如何將重要性概念應用於會計政策揭露提供了非強制性指引。本集團已在財務報表附註2中揭露了重要會計政策資訊。該等修訂並未對本集團財務報表任何項目的計量、確認或列報產生任何影響。
- (b) 香港會計準則第8號(修訂本)澄清了會計估計變更與會計政策變更之間的區別。會計估計被定義為財務報表中存在計量不確定性的貨幣金額。該修訂還闡明了實體如何使用計量技術和輸入來製定會計估計。由於集團的方法和政策與修正案一致，該修訂對本集團財務報表無影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES (Continued)

- (c) Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in HKAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions. The amendments did not have any material impact on the financial position or performance of the Group.
- (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 not yet applied the temporary exception during the current year because the entities comprising the Group are operating in jurisdictions in which the Pillar Two tax law is neither enacted nor having a material impact to the Group for those jurisdiction which has been enacted. The Group will disclose known or reasonably estimable information related to its exposure to Pillar Two income taxes in the consolidated financial statements by the time when the Pillar Two tax law has been enacted or substantively enacted and will disclose separately the current tax expense or income related to Pillar Two income taxes when it is in effect.

2.2 會計政策和披露之改變 (續)

- (c) 香港會計準則第12號(修訂本)「與單一交易產生的資產和負債」縮小了香港會計準則第12號中的初始確認例外情況的範圍，使其不再適用於產生相等的應課稅和可扣減暫時性差異的交易，例如租賃和退役義務。因此，實體需要確認遞延所得稅資產(前提是有足夠的應納稅所得額)和因這些交易產生的暫時性差異的遞延所得稅負債。該等修訂並未對本集團的財務狀況或業績產生任何重大影響。
- (d) 香港會計準則第12號(修訂本)「國際稅收改革—第二支柱示範規則」引入強制性的臨時例外認可及揭露因實施經濟合作暨發展組織發布的第二支柱示範規則而產生的遞延稅款。修訂本還對受影響的實體提出了揭露要求，以幫助財務報表的使用者更好地了解實體對第二支柱所得稅的風險，包括在期間分別揭露與第二支柱所得稅相關的當期稅項，當第二支柱立法生效時，以及在該立法頒布或實質頒布但尚未生效期間披露其第二支柱所得稅風險的已知或可合理估計的信息。本集團於本年度尚未應用臨時例外，因為本集團組成的實體在尚未頒布第二支柱稅法的司法管轄區運營，或已頒布第二支柱稅法的司法管轄區並未對本集團產生重大影響。當第二支柱稅法頒布或實質頒布時，本集團將在合併財務報表中披露與第二支柱所得稅風險相關的已知或合理估計的信息，並於第二支柱稅法生效時，將單獨披露與第二支柱所得稅相關的當期稅務費用或收入。

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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

2.3 已頒佈但尚未生效的香港財務報告標準

本集團尚未在本財務報表中應用以下已發佈但尚未生效的經修訂香港財務報告準則。本集團擬於該等經修訂香港財務報告準則生效後應用該等修訂香港財務報告準則(如適用)。

香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其投資者或合資企業之間的資產出售或出資 ³
香港財務報告準則第16號(修訂本)	售後回租中的租賃責任 ¹
香港會計準則第1號(修訂本)	負債分類為流動負債或非流動負債(2020修訂本) ^{1,4}
香港會計準則第1號(修訂本)	附有契約的非流動負債(2022修訂本) ^{1,4}
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排 ¹
香港會計準則第21號(修訂本)	缺乏可兌換性 ²

¹ 於2024年1月1日或之後開始之年度期間生效

² 於2025年1月1日或之後開始之年度期間生效

³ 尚無強制性生效日期、但可以採用

⁴ 由於2020年修訂和2022年修訂，香港詮釋第5號[財務報表的列報 – 借款人對包含按需還款條款的定期貸款的分類]進行了修訂，以使相應的措辭保持一致，結論沒有變化

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

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

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.

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.

2.3 已頒佈但尚未生效的香港財務報告標準 *(續)*

有關預期適用於本集團的香港財務報告準則的進一步信息如下：

香港財務報告準則第10號和香港會計準則第28號的修訂解決了香港財務報告準則第10號和香港會計準則第28號在處理投資者與其聯營公司或合營企業之間的資產出售或出資方面的規定不一致的問題。資產出售或出資構成業務時，修訂要求完全確認下游交易產生的利得或損失。對於涉及不構成業務的資產的交易，交易產生的收益或損失僅以非關聯投資者在該聯營企業或合資企業中的權益為限，在投資者的損益中確認。修正案將按未來適用。香港會計師公會取消了香港財務報告準則第10號和香港會計準則第28號修訂的先前強制生效日期。但是，這些修訂現在可供通過。

香港財務報告準則第16號(修訂本)規定了賣方承租人在計量售後租回交易中產生的租賃負債時使用的要求，以確保賣方承租人不確認與其保留的使用權相關的任何收益或損失金額。該修訂對自2024年1月1日或之後開始的年度期間生效，並應追溯適用於首次應用香港財務報告準則第16號之日(即2019年1月1日)之後訂立的售後租回交易。允許提前採用。該修訂預計不會對本集團的財務報表產生任何重大影響。

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

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

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.

2.3 已頒佈但尚未生效的香港財務報告標準 *(續)*

2020年修正案明確了將負債分類為流動負債或非流動負債的要求，包括延期結算權利的含義以及報告期末必須存在延期結算的權利。負債的分類不受主體行使其延期結算權利的可能性的影響。修訂也明確負債可以以其自身權益工具結算，且只有當可轉換負債中的轉換選擇權本身作為權益工具進行會計處理時，負債的條款才不會影響其分類。2022年修正案進一步明確，在貸款安排產生的負債契約中，只有實體必須在報告日期或之前遵守的契約才會影響該負債的流動或非流動分類。需要額外揭露非流動負債，這些負債須實體在報告期間後12個月內遵守未來契約。修訂應追溯適用，並允許提前採用。提前採用2020年修正案的實體必須同時適用2022年修正案，反之亦然。本集團目前正在評估修訂的影響以及現有貸款協議是否需要修訂。初步評估，預計該修訂不會對本集團財務報表產生重大影響。

香港會計準則第7號及香港財務報告準則第7號的修訂澄清了供應商融資安排的特徵，並要求額外揭露該等安排。修正案中的揭露要求旨在幫助財務報表使用者了解供應商融資安排對實體負債、現金流量和流動性風險的影響。允許提前採用修訂。該修訂提供了有關比較資訊、年度報告期初的定量資訊和中期披露的某些過渡性減免。預計該等修訂不會對本集團的財務報表產生任何重大影響。

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

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

2.4 MATERIAL ACCOUNTING POLICIES

Investment in an associate

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

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses. Adjustments are made to bring into line any dissimilar accounting policies that may exist. The Group's share of the post-acquisition results and other comprehensive income of an associate is included in the consolidated income statement and consolidated statement of comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in the associate, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of an associate is included as part of the Group's investment in an associate.

2.3 已頒佈但尚未生效的香港財務報告標準 *(續)*

香港會計準則第21號的修訂訂明主體應如何評估一種貨幣是否可兌換為另一種貨幣，以及當缺乏可兌換性時應如何估計計量日的即期匯率。修正案要求披露訊息，使財務報表的使用者能夠了解貨幣不可兌換的影響。允許提前採用。採用修訂時，主體不能重述比較資訊。首次採用修訂的任何累積影響應在首次應用日確認為對期初留存利潤的調整，或在適當情況下對權益單獨組成部分中累計的換算差額的累計金額的調整。預計該等修訂不會對本集團的財務報表產生任何重大影響。

2.4 重要會計政策概要

於聯營公司的投資

聯營企業是指本集團擁有一般不低於20%股權表決權的長期權益並具有重大影響力的企業。重大影響是指有權參與被投資方的財務和經營政策決策，但不構成對這些政策的控制或共同控制。

本集團對聯營公司的投資按權益法核算下本集團應佔淨資產的份額減任何減值損失在綜合財務狀況表中列示。進行調整以使可能存在的任何不同的會計政策保持一致。本集團應佔聯營公司的收購後業績及其他綜合收益分別計入綜合損益表及綜合全面收益表。此外，當聯營公司的權益發生直接確認的變動時，本集團在合併權益變動表中確認其應佔任何變動(如適用)的份額。本集團與其聯營公司之間的交易產生的未實現損益以本集團對聯營公司的投資為限對銷，除非未實現損失提供轉讓資產減值的證據。因收購聯營公司而產生的商譽計入本集團對聯營公司的投資。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Investment in an associate** *(Continued)*

If an investment in an associate becomes an investment in a joint venture, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate upon loss of significant influence and the fair value of the retained investment and proceeds from disposal is recognised in the consolidated income statement.

Subsidiaries

Subsidiaries are entities (including structured entities) over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which the control is transferred to the Group. They are deconsolidated from the date that control ceases.

Changes in ownership interests in subsidiaries without change of control

Transactions with non-controlling interests that do not result in loss of control are accounted for as equity transactions – that is, as transactions with the owners in their capacity as owners. The difference between fair value of any consideration paid and the relevant shares acquired or disposed of the carrying amount of net assets of the subsidiary is recorded in equity. Gains or losses on disposals to or acquisition from non-controlling interests of partial interests are also recorded in equity.

2.4 重要會計政策概要 *(續)***於聯營公司的投資** *(續)*

如果對聯營企業的投資成為對合營企業的投資，則保留的權益不會重新計量。相反，投資繼續按照權益法入賬。在所有其他情況下，在失去對聯營公司的重大影響力時，本集團按其公允價值計量和確認任何留存投資。喪失重大影響時關聯方的賬面值與保留投資及出售所得款項公允價值之間的差額計入當期損益。

附屬公司

附屬公司指本集團有權管控其財政及經營政策的所有實體(包括特殊目的實體)，一般附帶超過半數投票權的股權。在評定本集團是否控制另一實體時，目前可行使或可兌換的潛在投票權的存在及影響均予考慮。附屬公司在控制權轉移至本集團之日全面綜合入賬。附屬公司在控制權終止之日起停止綜合入賬。

不導致失去控制權之附屬公司的權益改變與非控股權益之交易

不導致失去控制權的非控股權益之交易入賬列作權益交易—即以彼等為擁有人的身份與擁有人進行交易。任何已付代價公允值與所收購應佔附屬公司淨資產賬面值的相關股份的差額列作權益。向非控股權益出售的盈虧亦列作權益。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Subsidiaries** *(Continued)*

Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to the income statement or equity as appropriate.

Business combinations – common control combinations

Business combinations under common control are accounted for in accordance with the Accounting Guideline 5 “Merger Accounting for Common Control Combination”. In applying merger accounting, the consolidated financial statements incorporate the financial statements item of the combining entities or businesses in which the common control combination occurs as if they had been combined from the date when the combining entities or businesses first came under the control of the controlling party.

The net assets of the combining entities or businesses are consolidated using the existing book values from the controlling party’s perspective. No amount is recognised in respect of goodwill or excess of acquirer’s interest in the net fair value of acquiree’s identifiable assets, liabilities and contingent liabilities over cost at the time of common control combination, to the extent of the continuation of the controlling party’s interest.

The consolidated income statement includes the results of each of the combining entities or businesses from the earliest date presented or since the date when the combining entities or businesses first came under the common control, where this is a shorter period, regardless of the date of the common control combination.

2.4 重要會計政策概要 (續)**附屬公司 (續)**

出售附屬公司

當本集團不再持有控制權，在實體的任何保留權益於失去控制權當日重新計量至公允值，賬面值的變動在損益中確認。公允值為就保留權益的後續入賬而言的初始賬面值，作為聯營公司、合營企業或金融資產。此外，之前就相關實體在其他全面收益中確認的任何數額猶如本集團已直接處置相關資產及負債。這意味著之前在其他全面收益中確認的數額適當地重新分類至收益表或權益。

業務合併 – 共同控制合併

共同控制之業務合併乃根據會計指引第5項「共同控制合併之合併會計法」處理。在應用合併會計法時，該合併實體或業務之財務報表項目會被包括在綜合財務報告內，該共同控制之實體或業務合併猶如開始於該共同控制之實體或業務首度成為被控制方控制之日期。

合併實體或業務之資產淨值按控制方的賬面值合併。在控制方之權益持續之情況下，商譽或收購方應佔被收購方可識別資產、負債及或然負債的公允值超過於共同控制合併時之收購成本的金額不予確認。

綜合收益表包括每一個合併實體或業務的業績，而其期間為財務報表最早之披露日期或合併實體或業務開始處於共同控制之日起計的期間(以較短期間為準)，而不考慮共同控制合併之日期。

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

2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Subsidiaries** *(Continued)*Business combinations – common control combinations
(Continued)

The consolidated income statement also takes into account the profit or loss attributable to the non-controlling interests of the controlling party. Upon the completion of common control combinations, the retained profits of the combining entities or business are transferred to the retained profits of the Group.

The comparative amounts in the consolidated financial statements are presented as if the entities or businesses had been combined at the beginning of the previous reporting period or when they first came under common control, whichever is shorter.

Business combinations – acquisition method

The Group applies the acquisition method to account for business combinations other than common control combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognised amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRS.

Acquisition-related costs are expensed as incurred.

2.4 重要會計政策概要 *(續)***附屬公司** *(續)*業務合併 – 共同控制合併 *(續)*

綜合收益表亦考慮到控制方之非控股權益應佔損益。共同控制合併完成後，合併實體或業務之保留溢利會轉撥至本集團之保留溢利。

綜合財務報表中之比較數字，已假設實體或業務於上一個結算日的開始或首次受到共同控制時(以較短者為準)已合併而呈列。

業務合併 – 收購法合併

本集團成員公司的集團內公司交易、結餘及交易收支予以對銷。來自集團內公司間交易的溢利及虧損(確認於資產)亦予以對銷。附屬公司的會計政策已按需要作出改變，以確保與本集團採用的政策符合一致。本集團利用收購法將業務合併入賬。收購一附屬公司所轉讓的代價，為所轉讓資產、對被收購方的前擁有人產生的負債，及本集團發行的股本權益的公允值。所轉讓的代價包括或有代價安排所產生的任何資產及負債的公允值。在業務合併中所收購可辨認的資產以及所承擔的負債及或有負債，首先以彼等於收購日期的公允值計量。被購買方的非控制性權益為現時的擁有權權益，並賦予持有人一旦清盤時按比例應佔主體的淨資產，可按公允值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控制性權益的所有其他組成部分按收購日期的公允值計量，除非香港財務報告準則規定必須以其他計量基準計算。

收購相關成本在產生時支銷。

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綜合財務報表附註

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Subsidiaries** *(Continued)*Business combinations – acquisition method *(Continued)*

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is re-measured to fair value at the acquisition date; any gains or losses arising from such re-measurement are recognised in the consolidated income statement.

The excess of the consideration transferred, the amount of any non-controlling interest in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the identifiable net assets acquired is recorded as goodwill. If the total of consideration transferred, non-controlling interest recognised and previously held interest measured is less than the fair value of the net assets of the subsidiary acquired in the case of a bargain purchase, the difference is recognised directly in the consolidated income statement.

Intra-group transactions, balances, and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. When necessary, amounts reported by subsidiaries have been adjusted to conform to the Group's accounting policies.

Separate financial statements

In the Company's statement of financial position, investments in subsidiaries are accounted for at cost less impairment. Cost also includes direct attributable costs of investments. The results of subsidiaries are accounted for by the Company on the basis of dividends received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

2.4 重要會計政策概要 *(續)***附屬公司** *(續)*業務合併－收購法合併 *(續)*

如業務合併分階段進行，收購方之前在被收購方持有於收購日淨值的權益按收購日期的公允值透過損益重新計量於計量中衍生之相關的溢利或虧損會於綜合收益表中確認。

所轉讓代價、被收購方之任何非控股權益金額及任何先前於被收購方之權益於收購日期之公允值高於所收購可辨認資產淨值之公允值時，其差額以商譽列賬。就議價購買而言，如轉讓代價、已確認非控股權益及先前持有之權益總額低於所收購附屬公司資產淨值之公允值，其差額將直接於收益表中確認。

本集團成員公司的集團內公司間交易、結餘及未變現收益予以對銷。未變現損失亦予以對銷，除非交易提供所轉撥資產的減值證據。必要時，附屬公司之金額已經調整，以符合本集團之會計政策。

獨立財務報表

本公司財務狀況表內之附屬公司投資乃以成本扣除減值虧損列賬。成本亦包括投資之直接歸屬成本。附屬公司之業績由本公司按已收及應收股息入賬。

當收到該等投資之股息時，倘股息超過宣派股息期內附屬公司之全面收益總額，或倘獨立財務報表所列投資之賬面值超過綜合財務報表中被投資公司淨資產(包括商譽)之賬面值，則須對於附屬公司之投資進行減值測試。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The chief operating decision-maker, who is responsible for allocating resources and assessing performance of the operating segments, has been identified as the executive directors that make strategic decisions.

Fair value measurement

The Group measures its investment properties 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.

2.4 重要會計政策概要 (續)**分部報告**

經營分部按照向首席經營決策者提供的內部報告貫徹一致的方式報告。負責分配資源及評估經營分部表現的首席經營決策者被認定為作出策略性決定的執行董事。

公允價值計量

本集團於各報告期末按公平值計量其投資物業。公允價值是在計量日市場參與者之間進行的有序交易中出售資產所收取的價格或轉移負債所支付的價格。公允價值計量是基於以下假設：出售資產或轉移負債的交易發生在資產或負債的主要市場中，或在沒有主要市場的情況下，在資產或負債的最有利市場中。集團必須能夠進入主要市場或最有利市場。假設市場參與者為自己的經濟最佳利益行事，使用市場參與者在對資產或負債進行定價時將使用的假設計量資產或負債的公允價值。

非金融資產的公允價值計量考慮了市場參與者通過使用資產的最高和最佳用途或將其出售給將以資產的最高和最佳用途使用該資產的另一市場參與者產生經濟利益的能力。

集團採用適合當時情況的估值技術，並有充足的數據可用來計量公允價值，從而最大限度地利用相關可觀察輸入數據，並盡量減少對不可觀察輸入數據的使用。

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2.4 MATERIAL ACCOUNTING POLICIES

(Continued)

Fair value measurement *(Continued)*

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.

2.4 重要會計政策概要 *(續)***公允價值計量** *(續)*

財務報表中對其公允價值進行計量或披露的所有資產和負債均分類為公允價值層次結構，如下所述，基於對整個公允價值計量具有重要意義的最低水平的輸入：

級別一— 基於活躍市場中相同資產或負債的報價(未調整)

級別二— 基於可直接或間接觀察到對公允價值計量重要的最低級別輸入的估值技術

級別三— 基於無法觀察到對公允價值計量重要的最低層級輸入的估值技術

於經常性地在財務報表中確認的資產和負債，於每個報告期末，本集團通過重新評估分類來確定是否在層次結構中的各個級別之間發生了不同等級轉移(基於對整個公允價值計量重要的最低水平的輸入)。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Foreign currency translation****(i) Functional and presentation currency**

Items included in the financial statements of each of the Group's entities are measured using the currency of the primary economic environment in which the entity operates ("the functional currency"). The consolidated financial statements are presented in Hong Kong dollars (HK\$), which is the Company's functional and the Group's presentation currency.

(ii) Transactions and balances

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

Foreign exchange gains and losses are presented in the income statement within "other income and gains, net" and "administrative, selling and other operating expenses" respectively.

Translation differences related to changes in amortised cost are recognised in profit or loss, and other changes in carrying amount are recognised in other comprehensive income.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets, such as equities classified as available for sale, are included in other comprehensive income.

2.4 重要會計政策概要 (續)**外幣換算****(i) 功能及呈列貨幣**

本集團每個實體的財務報表所列項目均以該實體經營所在的主要經濟環境的貨幣計量(「功能貨幣」)。綜合財務報表以港元呈列，港元為本公司的功能貨幣及本集團的呈列貨幣。

(ii) 交易及結餘

外幣交易採用交易或項目重新計量的估值日期的匯率換算為功能貨幣。結算此等交易產生的匯兌收益及虧損以及將外幣計值的貨幣資產及負債以年終匯率折算產生的匯兌收益及虧損在綜合收益表確認。

匯兌收益及虧損分別在綜合收益表內的「其他收入及收益，淨額」和「行政、銷售及其他經營費用」中呈列。

與攤銷成本變動有關的換算差額確認為溢利或虧損，賬面值的其他變動則於其他全面收益中確認。

非貨幣性金融資產及負債(例如按公允值計入損益的權益)的換算差額呈列為公允值收益及虧損的一部分。非貨幣性金融資產(例如分類為可供出售的權益)的換算差額包括在其他全面收益中。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Foreign currency translation** *(Continued)*

(iii) Group companies

The results and financial position of all the group entities (none of which has the currency of a hyperinflationary economy) that have a functional currency different from the presentation currency are translated into the presentation currency as follows:

- (a) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of the reporting period;
- (b) income and expenses for each income statement are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (c) all resulting currency translation differences are recognised in other comprehensive income.

Goodwill and fair value adjustments arising on the acquisition of a foreign entity are treated as assets and liabilities of the foreign entity and translated at the closing rate. Currency translation differences arisen are recognised in other comprehensive income.

2.4 重要會計政策概要 *(續)***外幣換算** *(續)*

(iii) 本集團成員公司

其功能貨幣與呈列貨幣不同的所有集團內的實體(當中並無惡性通貨膨脹經濟的貨幣)的業績及財務狀況按如下方法換算為呈列貨幣:

- (a) 每份呈列的財務狀況表內的資產及負債按報告期末的收市匯率換算;
- (b) 每份收益表內的收益及費用按平均匯率換算(除非此匯率並不代表交易日期匯率的累計影響的合理約數;在此情況下,收支項目按交易日期的匯率換算);及
- (c) 所有由此產生的匯兌差額在其他全面收益中確認。

收購境外實體產生的商譽及公允值調整視為該境外實體的資產及負債,並按期末匯率換算。產生的匯兌差額在其他全面收益中入賬。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Foreign currency translation** *(Continued)*

- (iv) Disposal of a foreign operation and partial disposal

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, a disposal involving loss of joint control over a joint venture that includes a foreign operation, or a disposal involving loss of significant influence over an associate that includes a foreign operation), all of the exchange differences accumulated in equity in respect of that operation attributable to the equity holders of the Company are reclassified to the consolidated income statement.

In the case of a partial disposal that does not result in the Group losing control over a subsidiary that includes a foreign operation, the proportionate share of accumulated currency translation differences are re-attributed to non-controlling interests and are not recognised in profit or loss. For all other partial disposals (that is, reductions in the Group's ownership interests in associates or joint ventures that do not result in the Group losing significant influence or joint control), the proportionate share of the accumulated exchange difference is reclassified to the consolidated income statement.

Property, plant and equipment

Land and buildings comprise mainly factories, offices and senior housing. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the income statement during the financial period in which they are incurred.

2.4 重要會計政策概要 (續)**外幣換算 (續)**

- (iv) 出售海外業務及部分出售

於出售海外業務(即出售本集團於海外業務之全部權益或導致喪失對某一包含海外業務附屬公司控制權之出售、導致喪失對某一包含海外業務合營企業共同控制權之出售、或導致喪失對某一包含海外業務聯營公司重大影響力之出售)時,與該業務相關並歸屬於本公司權益持有人之所有於權益中累計匯兌差額均重新分類至綜合收益表。

倘此乃部分出售並不導致本集團喪失對某一包含海外業務附屬公司控制權,該累計匯兌差額之應佔比例為重新提供貢獻予非控股權益及不會於損益確認。就所有其他之部分出售(即不會導致本集團喪失重大影響或同共控制權之聯營公司或合營企業之部分出售),該累計匯兌差額之應佔比例則須重新分類至綜合收益表。

物業、廠房及設備

土地及樓宇主要包括工廠、辦公室及老年公寓。所有其他物業、廠房及設備按歷史成本減折舊列賬。歷史成本包括收購該等項目直接應佔的開支。

後續成本只有在很可能為本集團帶來與該項目有關的未來經濟利益,而該項目的成本能可靠計量時,才包括在資產的賬面值或確認為一項單獨資產(如適用)。已更換零件的賬面值已被終止確認。所有其他維修費用在產生的財政期間內於綜合收益表支銷。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Property, plant and equipment** *(Continued)*

Depreciation on other assets are calculated using the straight-line method to allocate their cost to their residual values over their estimated useful lives as follows:

Freehold land	Not depreciated
Buildings	Over the shorter of the term of the relevant lease of the leasehold land or 50 years
Heat and electricity supply facilities	Over the shorter of the licence operation period or 20 years
Leasehold improvements	4 years
Plant and machinery	5 years
Furniture, fixtures and equipment	5 to 10 years
Motor vehicles	4 to 5 years

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "other income and gains, net" in the income statement.

Valuations are performed frequently enough to ensure that the fair value of a revalued asset does not differ materially from its carrying amount. Changes in the values of property, plant and equipment are dealt with as movements in the asset revaluation reserve. If the total of this reserve is insufficient to cover a deficit, on an individual asset basis, the excess of the deficit is charged to the income statement. Any subsequent revaluation surplus is credited to the income statement to the extent of the deficit previously charged. An annual transfer from the asset revaluation reserve to retained profits is made for the difference between the depreciation based on the revalued carrying amount of an asset and the depreciation based on the asset's original cost. On disposal of a revalued asset, the relevant portion of the asset revaluation reserve realised in respect of previous valuations is transferred to retained profits as a movement in reserves.

2.4 重要會計政策概要 (續)**物業、廠房及設備 (續)**

其他資產的折舊採用以下的估計可使用年期將其成本按直線法分攤至其剩餘價值計算：

永久業權土地	不作折舊
建築物	按相關租賃土地的租約年期或50年(以較短者為準)
熱電供應設施	按相關運營執照年期或20年(以較短者為準)
租賃物業裝修	4年
機械	5年
傢俬、固定裝置及設備	5至10年
汽車	4至5年

資產的剩餘價值及可使用年期於各報告期末檢討並作出調整(如適用)。若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額。

在建工程按成本扣除任何減值虧損列賬，且不折舊。其於完工及可動用時重新分類至合適物業、廠房及設備類別。

處置的收益及虧損按所得款與賬面值的差額釐定，並在收益表內「其他收入及收益，淨額」中確認。

經常進行估值以確保重估資產的公允價值與其帳面金額不存在重大差異。物業、廠房及設備價值的變動為資產重估儲備的變動處理。若該準備金總額不足以彌補赤字，則以單一資產為基礎，超出部分記入收益表。任何後續的重估盈餘均記入收益表，以先前扣除的赤字為限。每年根據資產重估帳面價值計算的折舊與根據資產原成本計算的折舊之間的差額，從資產重估儲備轉入未分配利潤。處置重估資產時，先前估值所實現的資產重估儲備的相關部分將作為儲備變動轉入保留溢利。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Investment properties**

Investment properties are interests in land and buildings (including right-of-use assets) held to earn rental income and/or for capital appreciation. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the consolidated income statement in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the consolidated income statement in the year of the retirement or disposal.

For a transfer from investment properties to owner-occupied properties or inventories, the deemed cost of a property for subsequent accounting is its fair value at the date of change in use. If a property occupied by the Group as an owner-occupied property becomes an investment property, the Group accounts for such property in accordance with the policy stated under "Property, plant and equipment" for owned property and/or accounts for such property in accordance with the policy stated under "Right-of-use assets" for property held as a right-of-use asset up to the date of change in use, and any difference at that date between the carrying amount and the fair value of the property is accounted for as a revaluation in accordance with the policy stated under "Property, plant and equipment" above. For a transfer from inventories to investment properties, any difference between the fair value of the property at that date and its previous carrying amount is recognised in the consolidated income statement.

Interests in infrastructure project investments

Interests in infrastructure project investments represent loans advanced to joint ventures whereby the Group's return is predetermined in accordance with the provisions of the relevant agreements.

The Group's interests in the infrastructure project investments are stated at amortised cost using the effective interest method. The carrying amount of such interests is reduced to recognise any identified impairment losses of individual investments.

2.4 重要會計政策概要(續)**投資物業**

投資物業是為賺取租金收入和／或資本增值的土地及樓宇中的權益(包括使用權資產)。該等物業初步按成本計量，包括交易成本。於初步確認後，投資物業按反映報告期末市況的公平值列賬。

投資物業公允價值變動產生的收益或損失計入其產生年度的綜合收益表。

報廢或出售投資物業的任何收益或虧損於報廢或出售當年的綜合收益表確認。

對於從投資性房地產轉為自用房地產或存貨，後續會計核算的房地產成本為其在用途變更日的公允價值。如果本集團作為業主自用物業佔用的物業成為投資物業，本集團根據「物業、廠房及設備」項下自有物業的政策核算該物業和／或根據根據「使用權資產」項下規定的政策，截至用途變更日作為使用權資產持有的財產，以及該財產賬面價值與公允價值之間的任何差異根據上文「不動產、廠房和設備」項下的政策作為重估入賬。就存貨轉撥至投資物業而言，該物業於該日期的公平值與其先前賬面值之間的任何差額於綜合收益表確認。

基建項目投資權益

基建項目投資權益的利息是預付給合資企業的貸款，據此，本集團的回報是根據相關協議的規定預先確定的。

本集團在基建項目投資權益採用實際利率法以攤銷成本列示，減少該等權益的賬面值以確認個別投資的任何已識別減值虧損。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Intangible assets****Goodwill**

Goodwill arises on the acquisition of subsidiaries and represents the excess of the consideration transferred over the Group's interest in the net fair value of the net identifiable assets, liabilities and contingent liabilities of the acquiree and the fair value of the non-controlling interest in the acquiree.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to cash generating unit ("CGU") or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs to sell. Any impairment is recognised immediately as an expense and is not subsequently reversed.

Impairment of non-financial assets

Assets that have an indefinite useful life – for example, goodwill is not subject to amortisation and is tested annually for impairment. Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs to sell and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

2.4 重要會計政策概要 (續)**無形資產****商譽**

商譽產生自收購附屬公司，並相當於所轉讓代價超過集團在被收購方的可辨認淨資產、負債及或有負債淨公允值權益與非控股權益在被收購方公允值的數額。

就減值測試的目的而言，在業務合併中購入的商譽會分配至現金產生單位或現金產生單位組別（預期可從合併中獲取協同利益）。商譽被分配的每個單位或單位組別指在實體內商譽被監控作內部管理用途的最底層次。商譽在經營分部層面受到監控。

對商譽的減值檢討每年進行，或如事件或情況轉變顯示可能存在減值，則更頻密地檢討。商譽賬面值與可收回數額（使用價值與公允值減出售成本較高者）比較。任何減值須即時確認為開支及不得在之後期間撥回。

非金融資產的減值

可使用年期不限定的資產—例如商譽—無需攤銷，但每年須就減值進行測試。須作攤銷的資產，當有事件出現或情況改變顯示賬面值可能無法收回時就進行減值檢討。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額以資產的公允值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按可分開辨認大部份不關連於其他資產或資產組合之現金流量（現金產生單位）的最低層次組合。在測試現金產生單位的減值時，如果資產的部分賬面價值能夠在合理和一致的基礎上分配，則分配給單個現金產生單位，否則分配給最小的現金產生單位組。除商譽外，已蒙受減值的非金融資產在每個報告日期均就減值是否可以撥回進行檢討。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Financial assets****(i) Classification**

The Group classifies its financial assets in the following measurement category – those to be measured at amortised cost. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. Management determines the classification of its financial assets at initial recognition.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group 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 that are directly attributable to the acquisition of the financial asset.

(iv) Impairment

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 22 for further details.

2.4 重要會計政策概要(續)**金融資產****(i) 分類**

本集團將其金融資產分類為以下計量類別：以攤銷成本計量的權益。分類取決於該實體管理金融資產的業務模式和現金流的合同條款。管理層在初步確認時確定其金融資產的分類。

(ii) 確認及取消確認

常規方式購買和出售金融資產於交易日確認，即集團承諾購買或出售資產的日期。本集團在金融資產的收取權利的現金流已到期或已轉讓，或在已轉讓所有權的絕大部分風險和回報時終止確認金融資產時取消確認。

(iii) 計量

在初步確認時，當金融資產不屬於「按公允值計入損益的金融資產」，本集團以公允值加上直接歸屬於收購該金融資產的交易成本計量該金融資產。

(iv) 減值

就貿易應收款而言，本集團採用香港財務報告準則第9號所准許的簡化方法，該方法規定初始確認應收款項時確認預期全期損失，詳情見附註22。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Financial assets** *(Continued)*(iv) Impairment *(Continued)*

For other financial assets which have been classified as financial assets at amortised cost under HKFRS 9, the Group applied the general approach and has determined that reliably assessing the probability of default of the counterparties at the initial recognition of each financial asset would result in undue cost and effort. Provision for impairment of receivables for these financial assets will be determined based on whether their credit risks are low at each reporting date, and if so by recognising a 12-month expected loss amount until the financial asset is derecognised. If the financial asset is not of a low credit risk, the corresponding provision for doubtful debts will be recognised as equal to lifetime expected losses.

General approach

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

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

2.4 重要會計政策概要 (續)**金融資產 (續)**

(iv) 減值 (續)

本集團將最初按香港會計準則第9號分類為貸款及應收款項的其他金融資產，按香港財務報告準則第9號分類為攤銷成本的金融資產，本集團確定在初始確認每項金融資產時，以一般做法及可靠地評估交易對象的違約概率，都會導致不必要的成本和精力。該等金融資產的應收賬款減值撥備將會根據其在每個報告日期的信用風險是否較低而釐定，如其信用風險是否較低，則通過確認12個月的預期損失金額直至終止確認該金融資產。如果金融資產的信用風險不低，相應的呆賬撥備將確認為全期預期損失。

一般做法

預期信貸虧損分為兩個階段。對於自初始確認以來信用風險沒有顯著增加的信用風險，針對在未來12個月內可能發生的違約事件而導致的信用損失提供預期信用損失(12個月預期信用損失)。對於自初始認列以來信用風險顯著增加的那些信用風險，無論在違約發生的時間(存續期的預期信用損失)如何，在敞口的整個存續期內預期發生的信用損失都需要計提損失準備金。

在每個報告日，本集團評估自初始確認以來金融工具的信用風險是否顯著增加。進行評估時，本集團將報告日金融工具發生違約的風險與初始確認日金融工具發生違約的風險進行比較，包括歷史和前瞻性信息，並考慮可獲得的合理和可支持的信息無需花費過多的成本或人力。本集團認為，當合約付款逾期超過30天時，信貸風險會顯著增加。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Financial assets** *(Continued)*(iv) Impairment *(Continued)**General approach (Continued)*

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 in note 22.

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

Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

2.4 重要會計政策概要 (續)**金融資產 (續)**

(iv) 減值 (續)

一般做法 (續)

按攤銷成本計量的金融資產在一般方法下會受到減值的影響，並在以下階段進行預期信貸虧損的計量，但應收賬款和合同資產採用附註22中詳述的簡化方法進行分類。

第一階段 – 金融工具的信用風險自初始確認以來並未顯著增加，並且其虧損撥備金的計量等於12個月預期信用損失

第二階段 – 自初始確認以來信用風險已顯著增加但不是信用減損的金融資產的金融工具，其損失準備金的計量等於存續期預期信用損失

第三階段 – 在報告日發生信貸減損的金融資產(但不是購買或發起的信貸減損)，其虧損撥備金的計量應等於存續期預期信用損失

抵消金融工具

金融資產和負債被抵消，如果在法律上可以強制執行的權利，以抵消已確認的數額，並打算按淨額結算或實現資產並結算，則財務狀況表中報告的淨額責任的同時。法律上可強制執行的權利不得以未來事件為條件，必須在正常經營過程中以及在公司或交易對手違約、破產或破產的情況下強制執行。

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2.4 MATERIAL ACCOUNTING POLICIES

(Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated using the weighted average method. Net realisable value represents the estimated selling price less all estimated costs of completion and costs to be incurred in selling expenses.

Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

If the Group performs by transferring goods or provide services to a customer before being unconditionally entitled to the consideration under the contract terms, retention receivables are recognised for the earned consideration that is conditional.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. See "Financial assets" above for further information about the Group's accounting for trade receivables and description of the Group's impairment policies.

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.

2.4 重要會計政策概要 (續)**存貨**

存貨以成本與可變現淨值兩者中的較低者列示。成本包括直接材料以及(如適用)直接人工成本以及將庫存調至當前位置和狀態所產生的間接費用。成本是使用加權平均法計算的。可變現淨值是指估計售價減去所有估計的完工成本和銷售費用。

貿易及其他應收款

貿易應收款為在日常經營活動中就商品銷售或服務執行而應收客戶的款項。如貿易及其他應收款的收回預期在一年或以內(如仍在正常經營週期中,則可較長時間),其被分類為流動資產;否則分類為非流動資產。

若本集團在無條件享有合約條款下應付對價前透過向客戶轉讓商品或提供服務來履約,則依有條件賺取的對價確認應收保留款。

貿易及其他應收款以公允值作初始確認,其後利用實際利率法按攤銷成本扣除減值撥備計量。有關本集團應收賬款會計法及減值政策的描述的進一步資料請參閱以上金融資產附註。

現金及現金等價物

財務狀況表中的現金及現金等價物包括庫存現金和銀行現金,以及期限一般在三個月內、易於轉換為已知金額現金且變動風險很小的短期高流動性存款價值並為滿足短期現金承諾而持有。

就綜合現金流量表而言,現金及現金等價物包括庫存現金、銀行現金以及上述定義的短期存款,減去可按要求償還並構成本集團現金管理組成部分的銀行透支。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Trade payables, other payables and accruals**

Trade payables are obligations to pay for materials or services that have been acquired in the ordinary course of business from suppliers. Trade payables, other payables and accruals are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables, other payables and accruals are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least twelve months after the end of the reporting period.

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 income statement.

2.4 重要會計政策概要 (續)**貿易應付款、其他應付款以及應計費用**

應付貿易賬款為在日常業務過程中從供應商購買原材料或服務而應支付的負債。如貿易應付款、其他應付款以及應計費用的支付日期在一年或以內(如在正常業務經營週期中，則可較長時間)，其被分類為流動負債；否則呈列為非流動負債。

貿易應付款、其他應付款以及應計費用最初乃按公允值確認，其後以實際利率法按攤銷成本計量。

借款

借款按公允值並扣除產生的交易費用作初始確認。借款其後按攤銷成本列賬；所得款(扣除交易成本)與贖回價值的任何差額利用實際利率法於借款期間內在綜合收益表確認。

設立貸款融資時支付的費用倘部分或全部融資將會很可能提取，該費用確認為貸款的交易費用。在此情況下，費用遞延至貸款提取為止。如沒有證據證明部分或全部融資將會很可能被提取，則該費用資本化作為流動資金服務的預付款，並按有關的融資期間攤銷。

除非本集團可無條件將負債的結算遞延至報告期末後最少12個月，否則借款分類為流動負債。

終止確認金融負債

當金融負債的義務被解除或取消或到期時，終止確認該金融負債。當現有金融負債由同一出借人以實質上不同的條款替換為另一金融負債，或現有負債的條款發生重大變更時，或對現有負債的條款進行了實質性修改，則將這種交換或修改視為對原始負債的終止確認和對新負債的確認，與賬面價值之間的差額計入當期收益表。

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2.4 MATERIAL ACCOUNTING POLICIES

(Continued)

Borrowing costs

Relevant general and specific borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale.

Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in the income statement in the period in which they are incurred.

Deferred income

Deferred income represents connection fee income not yet recognised in relation to heat transmission services.

Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

Current and deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

(i) Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

2.4 重要會計政策概要 (續)**借貸成本**

直接用於收購、建造或生產合資格資產(需要一段長時間方可供作擬定用途或出售的資產)的相關一般及特定借貸成本會加至該等資產的成本，直至相關資產大致上可供作擬定用途或出售為止。

而以尚未用於合資格資產的特定借貸作短期投資而賺取的投資收入，亦會從符合資本化條件的借貸成本中扣除。

所有其他借貸成本於產生期間在收益表確認。

遞延收入

遞延收入指尚未確認的與傳熱服務有關的接駁費收入。

股本

普通股分類為權益。與發行新股或購股權直接有關之增量成本，於權益列為所得款項之減項(扣除稅項)。

本期及遞延所得稅

期內稅項開支包括本期及遞延稅項。除與於其他全面收益或直接於權益確認的項目相關外，稅項於綜合收益表內確認。於此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

(i) 本期所得稅

本期所得稅支出根據本公司之附屬公司營運及產生應課稅收入的國家於報告期末已頒佈或實質頒佈的稅務法例計算。管理層就適用稅務法例詮釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Current and deferred income tax** *(Continued)*

(ii) Deferred income tax

Inside basis differences

Deferred income tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes except that deferred tax is not recognised for the Pillar Two income taxes. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Outside basis differences

Deferred income tax liabilities are provided on temporary differences arising from investments in subsidiaries, except for deferred income tax liability where the timing of the reversal of the temporary differences is controlled by the Group and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred income tax assets are recognised on deductible temporary differences arising from investments in subsidiaries only to the extent that it is probable the temporary differences will reverse in the future and there is sufficient taxable profit available against which the temporary differences can be utilised.

Deferred income tax assets are recognised to the extent that their future utilisation is probable. Deferred income tax arising from revaluation of investment properties is recognised on the rebuttable presumption that the recovery of the carrying amount of the properties would be through sale and calculated at the applicable tax rates.

2.4 重要會計政策概要 (續)**本期及遞延所得稅 (續)**

(ii) 遞延所得稅

內在基準差異

除第二支柱所得稅不確認的遞延稅，遞延所得稅採用負債法，用於財務報告期末資產和負債的稅務基礎與其帳面價值之間的所有暫時性差異計提。然而，若遞延稅項負債來自對商譽的初始確認則不作確認，若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅溢利或虧損，則不作記賬。遞延所得稅採用在報告期末前已頒佈或實質上已頒佈，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

遞延所得稅資產是就很可能有未來應課稅溢利而就此可使用暫時性差異而確認。

外在基準差異

遞延所得稅就於附屬公司投資產生的暫時性差異而撥備，但假若本集團可以控制暫時性差異的撥回時間，而暫時性差異在可預見將來很可能不會撥回則除外。

就附屬公司產生的可扣減暫時性差異確認遞延所得稅資產，但只限於暫時性差異很可能在將來轉回，並有充足的應課稅利潤抵銷可用的暫時性差異。

遞延所得稅資產在未來可能使用的範圍內確認。重估投資物業所產生的遞延所得稅，是在可以推定的前提下確認的，即物業的賬面價值將通過出售收回，並按適用的稅率計算。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Current and deferred income tax** *(Continued)*

(iii) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as an interest expense.

The Group provides for warranties in relation to the provision of construction services for general repairs of defects occurring during the warranty period. Provisions for these assurance-type warranties granted by the Group are initially recognised based on sales volume and past experience of the level of repairs and returns, discounted to their present values as appropriate. The warranty-related cost is revised annually.

2.4 重要會計政策概要 (續)**本期及遞延所得稅 (續)**

(iii) 抵銷

當有法定可執行權利將本期稅項資產與本期稅項負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅實體或不同應課稅實體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

撥備

當本集團因已發生的事件而產生現有的法定或推定債務；很可能需要資源的流出以結算債務；及金額已被可靠估計時，就確認作出撥備。

倘有多項類似責任時，解除該等責任導致資源流出的可能性按責任的類別作整體考慮。即使在同一類別責任內任何一項目導致資源流出的可能性很低，亦須就此確認撥備。

撥備採用稅前利率按照預期需結算有關負債的支出現值計量，該利率反映當時市場對金額時間值和有關負債固有風險的評估。隨著時間過去而增加的撥備確認為利息支出。

本集團就保質期內的建築服務所發生的一般性缺陷提供維修。本集團授予的保證類保質撥備最初根據銷量以及維修和退貨水平的過往經驗確認，並酌情貼現至其現值。與保質相關的成本每年都會修訂。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Leases, the Group as a lessee**

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payments that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

2.4 重要會計政策概要(續)**租賃，本集團作為承租人**

租賃在本集團可供租賃的資產使用當日確認為使用權資產和相應的負債。

合同可能包含租賃和非租賃組成部分。本集團根據相對獨立價格將合同中的對價分配給租賃和非租賃部分。然而，對於本集團為承租人的房地產租賃，它選擇不將租賃和非租賃組成部分分開，而是將其作為單個租賃組成部分進行考慮。

租賃產生的資產和負債初步按現值計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減去應收的任何租賃激勵；
- 基於指數或利率的可變租賃付款，在開始日期使用該指數或利率進行初始計量；
- 預計本集團根據殘值擔保應支付的金額；
- 倘本集團合理確定會行使購股權的行使價；及
- 如果租賃期限反映了本集團正在行使該選擇權，則終止租賃應支付的罰款。

在合理的某些延期選擇權下支付的租賃付款也包括在負債的計量中。

租賃付款使用租賃中隱含的利率折現。如果無法輕易確定該利率(本集團中的租賃通常如此)，則使用承租人的增量借款利率，即個別承租人為獲得具有類似價值的資產所必需的資金而必須藉入的利率在類似的經濟環境中，具有相似的條款，安全性和條件的使用權資產。

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2.4 MATERIAL ACCOUNTING POLICIES

(Continued)

Leases, the Group as a lessee (Continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to the consolidated income statement over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

2.4 重要會計政策概要 (續)**租賃，本集團作為承租人 (續)**

為確定增量借款利率，本集團：

- 在可能的情况下，以個別承租人最近收到的第三方融資為起點，並進行調整以反映自收到第三方融資以來融資條件的變化，
- 使用一種建立方法，該方法首先從無風險利率開始，該利率針對本集團所持租賃的信用風險進行了調整，該租賃沒有最近的第三方融資，並且
- 對租賃進行特定的調整，例如期限，國家，貨幣和擔保。

本集團面臨基於指數或利率的未來可變租賃付款的潛在增加，直到生效後才包括在租賃負債中。基於索引或費率的租賃付款調整生效時，將對租賃負債進行重新評估，並根據使用權資產進行調整。

租賃付款在本金和財務成本之間分配。融資成本在租賃期內從綜合收益表中扣除，以使每個期間的負債餘額產生固定的定期利率。

使用權資產按以下成本計量：

- 租賃負債的初始計量金額，
- 在開始日期或之前支付的任何租賃付款額減去收到的任何租賃激勵措施，
- 任何初始直接費用，以及
- 恢復費用。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Leases, the Group as a lessee** *(Continued)*

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:

Prepaid land lease payment Over the shorter of the term of the relevant lease of the leasehold land or 50 years

Buildings Over the term of the relevant leases

If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in the consolidated income statement. Short-term leases are leases with a lease term of twelve months or less.

Leases, the Group as a lessor

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

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

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

2.4 重要會計政策概要 *(續)***租賃，本集團作為承租人** *(續)*

使用權資產按直線法在租賃期限和資產的預計使用壽命中較短者折舊，具體如下：

預付土地租賃款 按相關租賃土地的租約年期或50年（以較短者為準）

建築物 按相關租約年期

如果本集團合理地確定要行使購買期權，則使用權資產在相關資產的使用壽命內折舊。

與設備和車輛的短期租賃以及所有低價值資產租賃相關的付款按直線法確認為綜合收益表支出。短期租賃是指租賃期為12個月或更短的租賃。

租賃，本集團作為出租人

當本集團作為出租人時，其在租賃開始日（或租賃修改時）將其每項租賃分類為經營租賃或融資租賃。

本集團並未轉移與資產所有權有關的幾乎所有風險和報酬的租賃為經營租賃。當合同同時包含租賃和非租賃組成部分時，本集團將合同對價按單獨售價的相對比例分攤至各組成部分。租金收入在租賃期內按直線法入賬，並因其經營性質而計入綜合收益表的其他收入。談判及安排經營租賃所產生的初始直接成本計入租賃資產的賬面值，並按與租金收入相同的基準在租賃期內確認。或有租金於其賺取期間確認為其他收入。

將與標的資產所有權有關的幾乎所有風險和報酬轉移給承租人的租賃為融資租賃。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Employee benefits****(i) Retirement benefits**

The Group participates in mandatory provident fund schemes in Hong Kong which are defined contribution plan generally funded through payments to trustee-administered funds. The assets of the scheme are held separately from those of the Group in independently administered funds.

Pursuant to the relevant regulations of the government in Chinese Mainland, the subsidiaries in Chinese Mainland participate in the municipal government contribution scheme whereby the subsidiaries are required to contribute to the scheme for the retirement benefit of eligible employees. The municipal government of Chinese Mainland is responsible for the entire benefit obligations payable to the retired employees. The only obligation of the Group with respect to the scheme is to pay the ongoing contributions required by the scheme. The Group's contributions to the scheme are expensed as incurred.

(ii) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the end of the reporting period.

Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

2.4 重要會計政策概要 (續)**僱員福利****(i) 退休福利**

本集團參與香港強制性公積金計劃，該計劃為一項透過向信託人管理基金付款之界定供款退休計劃。該計劃之資產由獨立管理之基金持有，與本集團之資產分隔。

根據中國內地政府之有關規例，中國內地之附屬公司須參與市政府之供款計劃，據此，附屬公司須就該計劃為合資格僱員提供退休福利供款。中國內地市政府負責支付予退休僱員所有福利承擔，本集團就該項計劃所承擔之唯一責任是根據該計劃規定持續作出供款。本集團對該計劃之供款於產生時作開支支銷。

(ii) 僱員應享假期

僱員的年假於僱員應得時予以確認。截至報告期末止因僱員所提供的服務而產生的年假的計負債已計提撥備。

僱員的病假及產假於僱員休假時方會確認。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Share-based payments****(a) Equity-settled share-based payment transactions**

The fair value of services received determined by reference to the fair value of share options granted at the grant date is expensed on a straight-line basis over the vesting period, with a corresponding increase in equity (share option reserve).

At the end of each reporting period, the Group revises its estimates of the number of options that are expected to ultimately vest. The impact of the revision of the original estimates during the vesting period, if any, is recognised in the consolidated income statement such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to share option reserve. When the share options are exercised, the amount previously recognised in share option reserve will be transferred to share premium.

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

(b) Share-based payments transactions among group entities

Incentive shares granted by an intermediate holding company to the employees of the Group is treated as capital contribution. The fair value of employee services received, measured by reference to the fair value of incentive shares on the date of grant, is recognised as an expense over the vesting period, with a corresponding credit to equity.

At the end of each reporting period, the Group revises its estimates of the number of incentive shares that are expected to be vested. The impact of the revision of the original estimates, if any, is recognised in the consolidated income statement, with a corresponding adjustment to equity.

2.4 重要會計政策概要 (續)**以股份為基礎付款****(a) 以權益結算並以股份為基礎付款的交易**

所接受服務的公允值乃參考授出日期所授購股權的公允值釐定，按直線法於歸屬期間支銷，並在權益(購股權儲備)作出相應增加。

本集團於各報告期末修訂對預期最終將歸屬的購股權數目的估計。歸屬期內修訂最初估計的影響(如有)於綜合收益表確認，以令累計開支反映經修訂估計，並對購股權儲備作出相應調整。於購股權獲行使時，早前在購股權儲備確認的金額將轉撥至股份溢價。

倘購股權於歸屬日期後被沒收或於屆滿日期仍未行使，早前在購股權儲備確認的金額將轉撥至保留溢利。

(b) 集團公司間以股份為基礎之付款

中介控股公司向本集團僱員授出獎勵股份被視為資本出資。所獲取僱員服務之公允值，乃參照獎勵股份於授出日期的公允值計量，於歸屬期間確認為開支，並相應計入權益。

於各報告期末，本集團修訂了預計歸屬的獎勵股份數目估算。原估算的修訂(如有)的影響於綜合收益表確認，並相應於權益調整。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Revenue recognition**

Revenue is recognised when or as the control of the good or service is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the good or service may be transferred over time or at a point in time. Control of the good or service is transferred over time if the Group's performance:

- (a) Provides all of the benefits received and consumed simultaneously by the customer;
- (b) Creates or enhances an asset that the customer control as the Group performs; or
- (c) Does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the good or service transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the good or service.

The progress towards complete satisfaction of the performance obligation is measured based on one of the following methods that best depicts the Group's performance in satisfying the performance obligation:

- (a) Direct measurements of the value transferred by the Group to the customer; or
- (b) The Group's efforts or inputs to the satisfaction of the performance obligation relative to the total expected efforts or input ("input method").

Incremental costs incurred to obtain a contract, if recoverable, are capitalised as contract related assets and subsequently amortised when the related revenue is recognised.

2.4 重要會計政策概要 (續)**收益之確認**

收入是於貨品或服務的控制權轉移給客戶時確認。貨品或服務的控制權是在一段時間內還是某一時點轉移，取決於合約的條款與適用於合約的法律規定。倘若本集團在履約過程中滿足下列條件時，貨品或服務的控制權便是在一段時間內發生轉移：

- (a) 客戶同時收到且消耗由本集團履約所帶來的利益；
- (b) 創造或強化由客戶控制的資產；或
- (c) 沒有產生對本集團有替代用途的資產，且本集團可強制執行其權利以收回累計至今已完履約部份的款項。

如果資產的控制權在一段時間內轉移，收入確認會按在整個合約期間已完成履約義務的進度進行。否則，收入於客戶獲得資產控制權的該時點確認。

已完成履約義務的進度的計量基於下列能夠最佳描述本集團完成履約義務表現的其中一種方法：

- (a) 直接計量本集團已向客戶轉移的價值；或
- (b) 按本集團為完成履約義務而發生的支出或投入(相對於預期支出或投入)。

由取得合約所產生的增量成本，如果可收回，將資本化為合約相關資產，並在確認相關收入時隨後攤銷。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Revenue recognition** *(Continued)*

Revenue from contracts with customers

(i) Construction contracts

Revenue from construction contracts is recognised when or as the construction projects are transferred to the customer. Depending on the terms of the contracts and the laws that are applicable to the contracts, control of the construction projects may transfer over time or at a point in time. If (a) the Group creates or enhances an asset that the customer controls as the asset is created or enhanced, or (b) construction projects have no alternative use to the Group contractually and the Group has an enforceable right to payment from the customers for performance completed to date, the Group satisfies the performance obligation over time and therefore, recognises revenue over time in accordance with the input method for measuring progress.

(ii) Service income

Revenue from service income, including consultancy service income, senior housing service income and management service income, is recognised over time when the corresponding services are rendered.

(iii) Thermoelectricity business

Revenue from the thermoelectricity business consists of revenue from the supply of heat, steam and electricity, and connection service income.

Revenue from the supply of heat, steam and electricity is recognised upon output delivered and capacity provided at rates specified under contract terms.

Connection service income received and receivable, to the extent which is attributable to the initial pipeline construction and connection of transmission of heat and steam, is recognised over time upon the completion of services provided for the relevant connection works. Connection service attributable to the continuing heat and steam transmission is recorded as deferred income and amortised on a straight-line basis over the expected service period of heat and steam transmission to be rendered with reference to the term of the operating licence of the relevant entities.

2.4 重要會計政策概要 (續)**收益之確認 (續)**

來自客戶合約之收入

(i) 建築合約的收入

建築合同的收入於或在建造項目時確認轉移給客戶。取決於合同條款和法律在適用於合同的情況下，建設項目的控制權可能會隨時間推移或在某個時間點轉移。如果(a)本集團創建或增強了客戶在創建或增強資產時控制的資產，或(b)建築項目在合同上沒有替代本集團的使用權，並且本集團具有可強制執行的權利，要求客戶為完成的業績付款迄今為止，本集團滿足了一段時間內的履約義務，因此根據計量進度的輸入法確認了一段時間內的收入。

(ii) 服務收入

來自服務收入的收入，包括諮詢服務收入、老年公寓服務收入和管理服務收入，在提供相應服務時隨時間確認。

(iii) 熱電業務

熱電業務收入包括供熱、蒸汽和電力供應以及連接服務收入。

供熱、蒸汽和電力供應的收入將根據交付的產出和提供的能力按合同條款規定的費率確認。

在一定程度上為完成有關連接工程的服務，確認了應收和應收的連接服務收入，該收入應歸因於最初的管道建設以及熱和蒸汽的傳輸連接。持續進行的熱量和蒸汽傳輸的連接服務記為遞延收入，並在參照相關實體的經營許可證的期限提供的熱量和蒸汽傳輸的預期服務期間內按直線法攤銷。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Revenue recognition** *(Continued)*

Revenue from other sources

(i) Income from interests in infrastructure investment projects

Income from interests in infrastructure investment projects is accrued on a time basis with reference to the carrying amount and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash flows through the expected life of the infrastructure project to that project's net carrying amount at initial recognition.

(ii) Interest income

Interest income on bank deposits is recognised on a time proportion basis, taking into account the principal amounts outstanding and the interest rates applicable.

(iii) Rental income

Rental income is recognised on a straight-line basis over the term of the lease.

Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resources will be required or the amount of obligation cannot be measured reliably.

A contingent liability, other than that assumed in a business combination, is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

A contingent asset is a possible asset that arises from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain events not wholly within the control of the Group.

2.4 重要會計政策概要 (續)**收益之確認 (續)**

來自其他來源的收入

(i) 來自基建項目投資權益的利息收入

基建項目投資權益的利息收入是參考賬面值按時間累計金額並以適當的實際利率計算，此利率準確折現預計未來基建項目於預計年期的現金流量至基建項目於初始賬面值。

(ii) 利息收入

有關銀行存款的利息收入乃經計入未償還本金額及適用利率後按時間比例基準確認。

(iii) 租金收入

租金收入按直線法於租期內確認。

或然負債及或然資產

或然負債乃因過去事件而可能出現之責任，而確認與否僅視乎日後會否出現一項或多項非本集團可完全控制之事件。或然負債也可能是因過去事件而產生之現有責任，但由於未必需要流出經濟利益或不能就該責任之數額作可靠計量而未有確認有關責任。

雖然或然負債不予確認(源自業務合併者除外)，但須於綜合財務報表附註中披露。倘情況有變可能導致資源流出時，或然負債則確認為撥備。

或然資產指因為過往事件而可能產生之資產，而其只能在本集團能完全控制範圍以外之一宗或多宗不確定事情出現時而被確認。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Contingent liabilities and contingent assets** *(Continued)*

A contingent asset is not recognised but is disclosed in the notes to the financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are approved by the Company's shareholders/directors.

Contract related assets and contract liabilities

Upon entering into a contract with a customer, the Group obtains rights to receive consideration from the customer and assumes performance obligations to transfer goods or provide services to the customer.

The combination of those rights and performance obligations gives rise to a net contract asset or a net contract liability depending on the relationship between the remaining rights and the performance obligations. The contract is an asset and recognised as contract assets if the Group has the right to consideration in exchange for goods and services transferred to the customers. Contract assets are transferred to receivables when the rights become unconditional. Conversely, the contract is a liability and recognised as contract liabilities if the cumulative payments made by customers exceed the revenue recognised in the income statement.

Contract assets are assessed for impairment under the simplified approach. Contract liabilities are recognised as revenue when the Group transfers the goods or services to the customers and therefore satisfied its performance obligation.

The incremental costs of obtaining a contract with a customer are capitalised and presented as contract related assets, if the Group expects to recover those costs, and are subsequently amortised on a systematic basis that is consistent with the transfer to the customers of the goods or services to which the assets relate. The Group recognises an impairment loss in the consolidated income statement to the extent that the carrying amount of the contract related assets recognised exceeds the remaining amounts of consideration that the Group expects to receive less the costs that relate directly to providing those goods or services that have not been recognised as expenses.

2.4 重要會計政策概要 (續)**或然負債及或然資產 (續)**

或然資產不會被確認，但會於經濟效益有可能流入時在財務報表附註中披露。若實質確定有收益流入，則被確認為資產。

股息分派

向本公司股東分派之股息在股息獲本公司股東／董事批准期間內於本集團及本公司之財務報表內確認為負債。

合約相關資產和合約負債

與客戶訂立合約後，本集團有權獲得來自客戶的代價並承擔履行義務以轉移貨物向客戶提供服務。

這些權利和履約義務的結合所產生的淨合約資產或淨合約負債取決於剩餘權利與履約義務之間的關係。如果本集團有權以對價換取轉移給客戶的商品和服務，則該合約是一項資產並被確認為合約資產。當權利成為無條件時，合約資產將轉移到應收款中。相反地，如果客戶的累計付款超過於收益表中確認的累計收入，則該合約是一種負債並被確認為合約負債。

合約資產按照採用簡化的方法進行減值評估。本集團向客戶轉商品或服務從而履行義務時，確認合約負債為收入。

如果本集團預計將能收回取得客戶合同的增量成本，並隨後按與向客戶轉移資產相關的商品或服務一致的系統基礎作攤銷，這些增量成本會資本化，並列示為合約相關資產。本集團確認在綜合收益表中的減值損失是根據已確認的合約相關資產賬面值超出本集團預期的剩餘代價金額扣除與提供這些商品或服務直接相關的而尚未確認為費用的成本的程度。

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2.4 MATERIAL ACCOUNTING POLICIES*(Continued)***Related parties**

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

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

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group; and the sponsoring employers of the post-employment benefit plan;
 - (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.

2.4 重要會計政策概要 (續)**關聯方**

在以下情況下，一方被視為與集團有關聯：

- (a) 該方是一名人士或其家人的直系親屬，並且該人士
 - (i) 對集團擁有控制權或共同控制權；
 - (ii) 對本集團有重大影響；或
 - (iii) 是本集團主要管理人員或本集團母公司的成員；

或

- (b) 該方是具有以下任何條件的實體：
 - (i) 該實體與本集團為同一集團的成員；
 - (ii) 一個實體是另一個實體（或另一個實體的母公司，子公司或同系子公司）的聯營公司或合營企業；
 - (iii) 該實體與本集團為同一第三方的合營企業；
 - (iv) 一個實體為第三實體的合營企業，而另一實體為該第三實體的聯營公司；
 - (v) 該實體是為本集團或與本集團有關連的實體的僱員利益而設的離職後福利計劃；以及離職後福利計劃的發起僱主；
 - (vi) 該實體由(a)中所識別的人控制或共同控制；
 - (vii) 上述(a)(i)中所識別的人士對該實體有重大影響，或者是該實體（或該實體的母公司）主要管理人員的成員；及
 - (viii) 該實體或其所屬集團的任何成員，向本集團或本集團的母公司提供關鍵管理人員服務。

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3. FINANCIAL RISK MANAGEMENT

Financial instruments by category

3. 財務風險管理

金融工具按類別

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Financial assets	金融資產		
Financial assets at amortised cost	以攤銷成本計量的 金融資產		
Interests in infrastructure project investments	基建項目投資權益	39,969	64,515
Amounts due from fellow subsidiaries	應收集團系內公司款	752,418	878,582
Trade and other receivables	貿易及其他應收款	1,115,206	1,078,767
Deposits	按金	13,200	12,868
Cash and bank balances	現金及銀行結餘	712,950	974,838
		2,633,743	3,009,570
Financial liabilities	金融負債		
Financial liabilities at amortised cost	以攤銷成本計量的 金融負債		
Trade payables, other payables and accruals	貿易應付款、其他應付 款及應計費用	3,585,358	3,486,177
Amounts due to fellow subsidiaries	應付集團系內公司款	1,844,368	1,775,248
Bank borrowings	銀行借款	1,187,984	1,325,806
Deposit received	已收按金	25,230	31,823
Lease liabilities	租賃負債	59,052	47,135
		6,701,992	6,666,189

The group's exposure to various risks associated with the financial instruments is discussed below. The maximum exposure to credit risk at the end of the reporting period is the carrying amount of each class of financial assets mentioned above.

本集團承受各種有關金融工具之風險於下列討論。於報告期末，最大信貸風險承擔為上述每類金融資產的賬面值。

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3. FINANCIAL RISK MANAGEMENT*(Continued)***Financial risk factors**

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and interest rate risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Market risk

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the United States dollar and the Australian dollar. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities and net investments in foreign operations.

The Group's foreign currency exposures primarily arise from monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency, where these assets and liabilities are mainly denominated in United States dollar and Australian dollar.

In view of the fact that the Hong Kong dollar is pegged to the United States dollar, the foreign currency exposure of operating units having the Hong Kong dollar as their functional currency on United States dollar transactions and balances is minimal.

At 31 December 2023, if the Hong Kong dollar had weakened/strengthened 5% against the Renminbi, Australian dollar, Macau Pataca, and United Arab Emirates Dirham with all other variables held constant, the consolidated profit for the year would have been HK\$10,000 higher/lower (2022: HK\$3,000 higher/lower), HK\$269,000 lower/higher (2022: HK\$270,000 lower/higher) and HK\$374,000 lower/higher (2022: HK\$518,000 lower/higher), HK\$611,000 lower/higher (2022: HK\$1,071,000 lower/higher) and respectively.

3. 財務風險管理 (續)**財務風險因素**

本集團的活動承受多種財務風險：市場風險(包括外匯風險及利率風險)、信貸風險及流動資金風險。本集團的整體風險管理計劃專注於財務市場的難預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

市場風險

(i) 外匯風險

本集團在全球經營業務，故此承受多種因不同貨幣而產生的外匯風險，主要涉及美元及澳元。外匯風險來自未來商業交易、已確認資產及負債以及境外經營淨投資。

本集團的外幣風險主要來自以本集團功能貨幣以外之貨幣計值之貨幣資產及負債，而該等資產及負債主要以美元及澳元計值。

鑑於港元與美元掛鈎，以港元為功能貨幣的營運單位於美元交易及結餘所承受的外幣風險甚微。

於2023年12月31日，倘若港幣兌人民幣，澳元，澳門幣及阿聯酋迪拉姆轉弱／轉強5%，而所有其他可變數維持不變，年度綜合溢利分別增加／減少港幣10,000元(2022年：增加／減少港幣3,000元)，減少／增加港幣269,000元(2022年：減少／增加港幣270,000元)，減少／增加港幣374,000元(2022年：減少／增加港幣518,000元)及減少／增加港幣611,000元(2022年：減少／增加港幣1,071,000元)。

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3. FINANCIAL RISK MANAGEMENT*(Continued)***Financial risk factors** *(Continued)*Market risk *(Continued)**(i) Foreign exchange risk* *(Continued)*

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies.

The Group currently does not have a formal foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. However, the Group monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

(ii) Interest rate risk

The Group's interest rate risk arises from bank borrowings and loan from an intermediate holding company. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held at variable rates. During 2023 and 2022, the Group's borrowings at variable rate were denominated in the Hong Kong dollar, Canadian dollar and United States dollar.

The sensitivity analyses below have been determined based on the exposure to interest rates for floating interest bank borrowings and loan from an intermediate holding company. The analysis is prepared assuming the amount of asset and liability outstanding at the end of the reporting period was outstanding for the whole year. A 50 (2022: 50) basis points increase or decrease representing management's assessment of the reasonably possible change in interest rates is used.

At 31 December 2023, if interest rates at that date had been 50 (2022: 50) basis points higher/lower with all other variables held constant, consolidated profit for the year would have been HK\$4,290,000 lower/higher (2022: HK\$4,789,000 lower/higher), arising mainly as a result of higher/lower interest expense on bank borrowings and loan from an intermediate holding company, netting off against bank interest income.

3. 財務風險管理 *(續)***財務風險因素** *(續)*市場風險 *(續)**(i) 外匯風險* *(續)*

本集團擁有若干海外業務投資，其資產淨值面臨匯兌風險。本集團海外業務資產淨值產生的貨幣風險乃主要透過以相關外幣計值的借款管理。

本集團目前並無就外幣交易、資產及負債制訂正式外幣對沖政策。然而，本集團正監察外匯風險，並將於需要時考慮對沖重大外幣風險。

(ii) 利率風險

本集團的利率風險來自銀行借款及來自中介控股公司借款。按浮動利率發行的借款令本集團承受現金流量利率風險，部分為按浮動利率持有的現金所抵消。於2023年及2022年內，本集團所有借款均以港幣、加幣及美元為主按浮動利率計算。

以下敏感度分析乃根據浮息銀行借款及來自中介控股公司借款之利率風險而作出。此分析是假設年結日列示之資產及負債之結餘為全年結餘總額。利率50(2022年:50)點子之增減，此乃管理層對利率合理浮動之估算。

於2023年12月31日，倘若於該日的利率上升/下調50(2022年:50)個基點，而所有其他可變數維持不變，年內綜合溢利將減少/增加港幣4,290,000元(2022年:減少/增加港幣4,789,000元)，主要由於銀行借款及來自中介控股公司借款的利息開支與銀行利息收入互相抵消後增加/減少所致。

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3. FINANCIAL RISK MANAGEMENT

(Continued)

Financial risk factors (Continued)

Credit risk

The carrying amount of the cash and bank balances, deposits and prepayments, amounts due from fellow subsidiaries, contract assets, trade and other receivables and interests in infrastructure project investments included in the consolidated statement of financial position represents the Group's maximum exposure to credit risk in relation to the Group's financial assets.

The Group has policies in place to ensure that sales are made to customers, fellow subsidiaries and related companies with an appropriate credit history. In addition, the directors review the recoverable amount of each individual trade debt regularly to ensure that adequate impairment losses are recognised for irrecoverable debts. In this regard, the directors consider that the Group's credit risk is significantly reduced.

The Group has no significant concentration of credit risk, with exposure spread over a number of counterparties and customers.

The credit risk on interests in infrastructure project investments is limited because the counterparties are mainly Chinese government-related entities.

The credit risk on contract assets and most trade receivables is limited because the history of default is low. The Group assessed the credit losses against contract assets and trade receivables and the lifetime expected credit loss rate is below 1%, except for trade receivables relating to several accounts from thermoelectricity business which are long overdue with significant amounts or known insolvencies or non-response to collection activities which are assessed individually for impairment allowance. As at 31 December 2023, the expected credit loss rates for these trade receivables from thermoelectricity business were ranging from 34% to 80% (2022: 3.5% to 100%).

The credit risk on cash and bank balances is limited because the counterparties are banks with high credit-ratings assigned by international credit-rating agencies.

3. 財務風險管理 (續)

財務風險因素 (續)

信貸風險

計入綜合財務狀況表的現金及銀行結餘、按金及預付款、應收集團系內公司款項、合約資產、貿易及其他應收款及基建項目投資權益的賬面值指本集團就其金融資產須承受的最高信貸風險。

本集團已制訂政策以確保向擁有合適信貸記錄的客戶、集團系內公司及關連公司進行銷售。此外，董事亦定期檢討個別貿易債務各自的可收回金額，以確保就無法收回債務確認足夠減值虧損。就此，董事認為本集團的信貸風險已大幅減低。

本集團將風險分散至多名交易對手及客戶，因此信貸風險並無明顯集中。

基建項目投資權益的信貸風險有限，因其對約方為中國政府關聯實體。

合約資產及大部分貿易應收款項的信貸風險有限，因為違約紀錄很低。本集團評估貿易應收款項及合約資產的信貸虧損，而存續期預期信貸虧損率低於1%，除了一些有關熱電業務大額金額的已知破產的或未對收款活動作出回應的長期逾期貿易及其他應收款賬戶。本集團對這些應收款賬戶單獨評估減值撥備。於2023年12月31日，有關這些熱電業務的應收款賬戶預計信貸虧損率介乎34%至80%之間(2022年：3.5%至100%)。

現金及銀行結餘的信貸風險有限，因為交易對手為獲國際評級機構給予高度信貸評級的銀行。

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3. FINANCIAL RISK MANAGEMENT*(Continued)***Financial risk factors** *(Continued)**Credit risk (Continued)*

The credit quality of financial assets measured at amortised cost is considered to be “normal” as 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. They are all classified under Stage 1 for measurement of expected credit losses except for trade receivables and contract assets that do not contain a significant financing component which apply simplified approach in calculating expected credit losses.

Liquidity risk

The Group’s policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and longer term.

The table below analyses the Group’s non-derivative financial liabilities into relevant maturity groupings based on the remaining period at the end of the reporting period to the contractual maturity date. The amounts disclosed in the table are the contractual undiscounted cash flows.

		Less than 1 year 1年以內 HK\$'000 港幣千元	Between 1 and 2 years 1至2年 HK\$'000 港幣千元	Between 2 and 5 years 2至5年 HK\$'000 港幣千元	Over 5 years 超過5年 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Group	本集團					
At 31 December 2023	於2023年12月31日					
Trade payables, other payables and accruals, excluding warranty provision	貿易應付款、其他應付款及應計費用，不包括保質撥備	3,314,647	215,052	–	–	3,529,699
Amounts due to fellow subsidiaries	應付集團系內公司款	1,844,368	–	–	–	1,844,368
Bank borrowings	銀行借款	804,853	–	418,071	–	1,222,924
Lease liabilities	租賃負債	23,570	12,723	14,611	14,612	65,516
Total	總計	5,987,438	227,775	432,682	14,612	6,662,507
At 31 December 2022	於2022年12月31日					
Trade payables, other payables and accruals, excluding warranty provision	貿易應付款、其他應付款及應計費用，不包括保質撥備	3,197,437	237,651	–	–	3,435,088
Amounts due to fellow subsidiaries	應付集團系內公司款	1,775,248	–	–	–	1,775,248
Bank borrowings	銀行借款	420,220	520,327	415,872	–	1,356,419
Lease liabilities	租賃負債	25,151	15,887	8,606	–	49,644
Total	總計	5,418,056	773,865	424,478	–	6,616,399

3. 財務風險管理 *(續)***財務風險因素** *(續)**信貸風險* *(續)*

以攤銷成本計量的金融資產的信用質量在未到期及沒有信息表明該金融資產自初始確認以來信用風險顯著增加時，被視為「正常」。它們均按第一階段進行分類，以計量預期信用損失，但不包括採用簡化方法計算預期信用損失之重大融資成分的應收貿易賬款和合同資產。

流動資金風險

本集團之政策為定期監察目前及預期流動資金需求，以確保其維持充裕現金儲備達致其短期及較長期的流動資金需求。

下表詳列本集團及本公司非衍生金融負債按合約到期日於年結日尚餘期限分類。下表的金額以未貼現現金流呈列。

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3. FINANCIAL RISK MANAGEMENT*(Continued)***Capital risk management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt is calculated as total bank borrowings (including "current and non-current bank borrowings" as shown in the consolidated statement of financial position) less cash and bank balances. Net assets are calculated as "equity attributable to the owners of the Company" and "non-controlling interests" as shown in the consolidated statement of financial position.

The gearing ratio is calculated as follows:

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Bank borrowings	銀行借款	1,187,984	1,325,806
Less: Cash and bank balances	減：現金及銀行結餘	(712,950)	(974,838)
Net debt	淨借貸	475,034	350,968
Net assets	淨資產	2,295,866	1,993,685
Gearing ratio	淨借貸比率	20.7%	17.6%

The increase of net gearing ratio from 17.6% to 20.7% was resulted by the absence of receiving the advance payment of a Macau construction project in 2023.

3. 財務風險管理 (續)**資本風險管理**

本集團的資本管理政策，是保障本集團能繼續經營，以為股東提供回報及為其他利益相關者提供利益，同時維持最佳的資本結構以減低資本成本。

為維持或調整資本架構，本集團可能會調整派發予股東之股息金額、向股東發還資金、發行新股或出售資產以減低債務。

與業內其他公司一樣，本集團利用資本負債比率監察其資本。此比率按照債務淨額除以總資本計算。債務淨額按總借款(包括綜合財務狀況表所列之「流動及非流動銀行借款」)減去現金及銀行結餘計算。淨資產按綜合財務狀況表所列之「本公司股東應佔權益」加「非控股權益」計算。

淨借貸比率計算如下：

淨借貸比率由17.6%增加至20.7%是因為在2023年度沒有收到工程預付款而導致。

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3. FINANCIAL RISK MANAGEMENT*(Continued)***Fair value estimation**

The fair values of the following financial assets and liabilities approximate their carrying amounts:

- Trade and other receivables
- Deposits and prepayments
- Cash and bank balances
- Interests in infrastructure project investments
- Amounts due from/to an intermediate holding company and fellow subsidiaries
- Trade payables, other payables and accruals
- Bank borrowings
- Lease liabilities

3. 財務風險管理 (續)**公允價值估計**

以下金融資產和負債之公允價值與其賬面值相近：

- 貿易及其他應收款
- 按金及預付款
- 現金及銀行結餘
- 基建項目投資權益
- 應收／付中介控股公司及集團系內公司款
- 貿易應付款、其他應付款及應計費用
- 銀行借款
- 租賃負債

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(i) Construction contracts

Progress of construction works

The Group recognises revenue according to the progress towards complete satisfaction of performance obligation of the individual contract of construction works. The progress is determined by the aggregated cost for the individual contract incurred at the end of the reporting period compared with the estimated budgeted cost. Management's estimation of the cost incurred to date and the budgeted cost is primarily based on the construction budget and actual cost report prepared by internal quantity surveyors, where applicable. The corresponding revenue from contract work is also estimated by management based on the progress and budgeted revenue. Because of the nature of the activities undertaken in construction contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting periods. The Group regularly reviews and revises the estimation of both contract revenue and contract cost in the budget prepared for each construction contract as the contract progresses.

4. 重要會計估計及判斷

估計及判斷會被持續評估，並根據過往經驗及其他因素進行評價，包括在有關情況下相信對未來事件的合理預測。

本集團對未來作出估計及假設。所得的會計估計如其定義，很少會與其實際結果相同。很大機會導致資產及負債的賬面值作出重大調整的估計及假設討論如下。

(i) 工程合同

建築工程之完成百分比

本集團根據個別建築工程合約中之完成百分比確認收入。完成百分比乃根據個別合約於年結日之總發生成本與預計成本之比例。管理層對於年結日已發生成本及預計成本之估計乃主要依據內部工料測量師編製之工程預算及實際成本報告(倘適用)而作出。管理層按工程完成百分比及收入預算對合約之相應收入作出估計。由於建築合約內所進行之工程活動性質，訂立合約之日期與工程活動完成之日期通常處於不同之會計期間。本集團於合約進行期間為各建築合約編製之預算內合約收入及合約成本之估計作出定期檢討及修訂。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)**(ii) Estimation of foreseeable losses in respect of construction works**

Management estimates the amount of foreseeable losses of construction works based on management budgets prepared for the construction works. Budgeted construction income is determined in accordance with the terms set out in the relevant contracts. Budgeted construction costs which mainly comprise subcontracting charges and costs of materials are prepared by management on the basis of quotations from time to time provided by the major contractors/suppliers/vendors involved and experience of management. A foreseeable loss is resulted from a contract in which the unavoidable costs of meeting the obligations under the contract exceed the economic benefits expected to be received under it. In order to keep the budget accurate and up-to-date, management conducts periodic review on the management budgets by comparing the budgeted amounts to the actual amounts incurred.

(iii) Impairment of assets

Impairment of goodwill

The Group tests annually whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 2.4. The recoverable amount of goodwill is the higher of the fair values less costs to sell and value in use.

A considerable amount of judgement and assumptions are required in estimating the recoverable amount of goodwill, including financial budgets prepared and approved by management, revenue growth rate, gross margin and weighted average discount rate applied to the discounted cash flows. Further details are disclosed in note 18 to the financial statements.

4. 重要會計估計及判斷 (續)**(ii) 有關建築工程可預見虧損之估計**

管理層根據為建築工程而制訂之管理預算估計建築工程可預見虧損之款項。預算建築收入乃根據相關合同所載條款釐定。預算建築成本(主要包括分包合同費用及材料成本)由管理層根據所涉及之主要承包商/供應商/賣方不時提供之報價及管理層之經驗而釐定。可預見虧損即根據合同履行義務所發生的不可避免費用超過了預期獲得的經濟利益。為維持準確及最新之預算，管理層通過比較預算款項與實際產生之款項而對管理預算進行定期檢討。

(iii) 資產減值

商譽減值

根據附註2.4所述的會計政策，本集團每年測試商譽是否出現任何減值。商譽的可收回金額為資產公允值減銷售成本與使用價值的較高者。

在評估商譽的可收回金額，包括由管理層準備及批核的財務預算、營業額增長率、毛利率及應用於貼現現金流量之加權平均貼現率，均須作出相當程度之判斷及假設。財務報表附註18披露了更多詳細信息。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)*

(iii) Impairment of assets *(Continued)*

Impairment of property, plant and equipment

The Group regularly reviews whether there are any indications of impairment and recognises an impairment loss if the carrying amount of an asset is lower than its recoverable amount. The recoverable amounts have been determined based on the higher of the fair value less costs to sell and value in use calculations.

In determining the value in use, the Group assesses the present value of the estimated future cash flows expected to arise from the continuing use of the asset and from its disposal at the end of its useful life.

Estimates and judgements are applied in determining these future cash flows and the discount rate. The Group estimates the future cash flows based on certain assumptions, such as market competition and development and the expected growth in business.

(iv) Income and deferred taxes

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain.

The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

The recognition of deferred tax assets is based upon whether it is more likely than not that sufficient and suitable taxable profits will be available in the future against which the reversal of temporary differences can be deducted. To determine the future taxable profits, reference is made to the latest available profit forecasts and relevant tax law is considered to determine the availability of the losses to offset against the future taxable profits.

4. 重要會計估計及判斷 *(續)*

(iii) 資產減值 *(續)*

物業、廠房及設備減值

本集團會定期檢討是否出現任何減值跡象，倘資產之賬面值低於其可收回金額(以淨售價或使用價值之較高者為準)，本集團將確認減值虧損。可收回金額乃根據公允值減銷售成本與使用價值計算之較高者釐定。

在釐定使用價值時，本集團會評估因持續使用資產及在其使用壽命結束時出售資產預計將會產生之估計未來現金流量之現值。

在釐定該等未來現金流量及折讓率時，本集團會作出估計及判斷。本集團根據若干假設對未來現金流量作出估計，例如市場競爭力及發展以及預期業務增長。

(iv) 所得稅及遞延稅項

本集團需要在多個司法權區繳納所得稅。在釐定全球所得稅撥備時，需要作出重大判斷。有許多交易及計算所涉及的最終稅務釐定都是不確定的。

本集團根據對是否需要繳付額外稅款的估計，就預期稅務審計項目確認負債。如此等事件的最終稅務後果與最初記錄的金額不同，此等差額將影響作出此等釐定期間的本期及遞延所得稅資產及負債。

遞延所得稅資產的確認乃基於日後是否較有可能獲得足夠和適宜的應課稅溢利應對可扣減之暫時性差異的轉回。已參照最新盈利預測及考慮相關稅法用以釐定抵銷未來應課稅溢利之虧損的可用性，來釐定日後應課稅溢利。

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4. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(Continued)***(iv) Income and deferred taxes** *(Continued)*

The Group has exercised significant accounting judgement on recognition of deferred tax assets in respect of losses. The amounts recognised in the consolidated financial statements are derived from the Group's best estimation and judgement regarding the future financial performance of the relevant division. Those significant estimations and judgement include financial budgets prepared and approved by management, gross profit margin, overhead and capital expenditure applied to the profit forecasts.

(v) Impairment of receivables, contract assets and amounts due from related parties

The Group assesses on a forward-looking basis the expected credit losses associated with its receivables and amounts due from related parties carried at amortised cost and contract assets. The impairment methodology applied depends on whether there has been a significant increase in credit risk. To make that 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, that is indicative of significant increases in credit risk since initial recognition. Significant estimates and judgements are required in determining the probability-weighted amount that is not recoverable and the forecast of future economic conditions.

4. 重要會計估計及判斷 *(續)***(iv) 所得稅及遞延稅項** *(續)*

本集團已就虧損之遞延所得稅的確認行使重大會計判斷。合併財務報表中確認的金額乃來自本集團有關相應分部的未來財務表現的最佳估計及判斷。該等重大估計及判斷，包括用於盈利預測之由管理層準備及批核的財務預算、毛利率、費用及資本性開支。

(v) 應收款項，合約資產和應收關聯款項減值

本集團以前瞻性基準評估與其應收款項相關的預期信用損失以及按攤銷成本和合約資產列賬的關聯應收款項。應用的減值方法取決於信貸風險是否顯著增加。為進行評估，本集團將報告日期金融工具違約風險與初始確認日期金融工具違約風險進行比較，並考慮合理且可支持的信息，即沒有不必要的成本或努力，這表明自初始確認以來信用風險顯著增加。在確定不可收回的概率加權金額和未來經濟狀況的預測時，需要進行重大估計和判斷。

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5. REVENUE AND SEGMENT INFORMATION

The Group is principally engaged in the facade contracting business, general contracting business and operating management business. The Group's revenue represents revenue from construction and management contracts.

The Group has classified the reportable segments into three operating segments, principally based on reportable business units as well as the reporting organisation hierarchy, which are determined as follows:

- Facade Contracting Works
- General Contracting Works
- Operating Management

Operating management segment includes the Group's urban planning management and consultation services, engineering consultancy services, thermoelectricity business, senior housing services and funding to infrastructure projects.

The executive directors of the Company are the Group's chief operating decision-maker ("CODM"). The CODM assesses the performance of the operating segments based on a measure of adjusted profit or loss before interest and tax. This measurement basis excludes the effects of non-recurring expenditure from the operating segments, if any, such as restructuring costs, legal expenses and impairment of goodwill. The measurement also excludes the effects of share-based payments and unrealised gains/losses on financial instruments. Interest income and expenses resulting from the central treasury function are not allocated to segments.

5. 營業額及分部資料

本集團主要從事幕牆工程業務、總承包業務及運營管理業務。本集團的營業額代表工程及管理合同收益。

本集團主要根據業務及呈報架構層次劃分呈報分部為三個經營分部，並確定如下：

- 幕牆工程
- 總承包工程
- 運營管理

運營管理包括集團城市發展管理及諮詢服務、工程諮詢服務、熱電業務、老年公寓服務及提供資金予基建項目。

公司執行董事為集團首席營運決策者，首席營運決策者根據除利息開支及稅項前的經調整的盈利，計量經營分部的表現。此項計量基準不包括經營分部非經常性開支的影響，例如重組成本、法律費用及商譽減值。該項計量措施亦不包括權益結算以股份為基礎付款及金融工具未變現收益／虧損的影響。利息收入及支出並無分配至分部，因為此類型活動是由負責管理本集團現金狀況的中央司庫部所推動。

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5. REVENUE AND SEGMENT INFORMATION (Continued)

Segment results for the years ended 31 December 2023 and 2022 are as follows:

5. 營業額及分部資料(續)

截至2023年及2022年12月31日止年度內之分部業績呈列如下：

		Revenue 營業額		Gross profit 毛利		Segment result 分部業績	
		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Facade Contracting Works	幕牆工程	6,664,831	5,784,122	882,001	695,819	814,132	589,143
General Contracting Works	總承包工程	1,053,814	894,992	1,068	4,211	1,218	1,743
Operating Management	運營管理	947,120	989,869	89,994	125,275	31,951	63,749
Total	總額	8,665,765	7,668,983	973,063	825,305	847,301	654,635
Unallocated corporate expenses	未分攤之企業費用					(133,208)	(108,765)
Other income and gains, net	其他收入及收益，淨額					18,077	13,445
Share of profit of an associate	應佔聯營公司盈利					69	116
Finance costs	財務費用					(81,776)	(51,217)
Profit before tax	稅前溢利					650,463	508,214

Segment revenue of Facade Contracting Works and Operating Management comprises revenue from Hong Kong, Chinese Mainland and other region amounting to HK\$7,168,292,000 (2022: HK\$6,239,963,000) and revenue from North America region amounting to HK\$443,659,000 (2022: HK\$534,028,000). Segment revenue of General Contracting Works comprises revenue from Hong Kong amounting to HK\$1,053,814,000 (2022: HK\$894,992,000).

幕牆工程及運營管理業務的分部營業額主要源自香港及中國內地及其他地區的收入為港幣7,168,292,000元(2022年：港幣6,239,963,000元)和北美地區的收入為港幣443,659,000元(2022年：港幣534,028,000元)。總承包業務的分部營業額主要來自香港的收入為港幣1,053,814,000元(2022年：港幣894,992,000元)。

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5. REVENUE AND SEGMENT INFORMATION (Continued)

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

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Revenue from contracts with customers	客戶合同收入		
Timing of revenue recognition	收入確認的時間		
– Over time	– 隨著時間的推移	8,626,282	7,618,942
– At a point in time	– 在某個時間點	32,904	36,262
		8,659,186	7,655,204
Revenue from other source	其他來源收入		
– Interest income generated from infrastructure projects	– 基建項目產生的利息收入	6,579	13,779
Total	總計	8,665,765	7,668,983

5. 營業額及分部資料 (續)

本集團本年營業額的分析如下：

Amounts of administrative, selling and other operating expenses included in the measurement of segment result:

分部業績計量包括行政、銷售及其他經營費用如下：

		Depreciation of property, plant and equipment 物業、廠房及設備折舊		Loss/(gain) on disposal of items of property, plant and equipment 出售物業、廠房及設備的損失/(收益)	
		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Facade Contracting Works	幕牆工程	13,631	15,927	–	(26)
General Contracting Works	總承包工程	105	24	–	–
Operating Management	運營管理	1,503	10,034	87	107
Total	總計	15,239	25,985	87	81

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5. REVENUE AND SEGMENT INFORMATION (Continued)

An analysis of the Group's financial position by territory is as follows:

		Non-current assets*		Addition to property, plant and equipment	
		非流動資產*		添置物業、廠房及設備	
		2023	2022	2023	2022
		2023年	2022年	2023年	2022年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Hong Kong, Chinese Mainland and Others	香港、中國內地及其他	1,463,689	1,566,333	70,930	89,924
North America	北美	485,108	568,839	6,906	444
Total	總計	1,948,797	2,135,172	77,836	90,368

* Other than deferred tax assets and interests in infrastructure project investments.

本集團按地域劃分的財務狀況分析如下：

* 不包括遞延稅項資產及基建項目投資權益。

Segment assets and liabilities

No assets and liabilities are included in the measurements of the Group's segment reporting that are used by the CODM for performance assessment and resource allocation. Accordingly, no segment assets and liabilities are presented.

Major customer information

Revenue from two major customers in Facade Contracting Works each contributed revenue more than 10 per cent of the Group's total revenue for the year is set out below (2022: two major customers in Facade Contracting Works each contributed revenue more than 10 per cent of the Group's total revenue).

分部資產及負債

主要經營決策者評估表現及資源分配所用之本集團分部報告之計量數據，並未包括資產及負債。因此，本集團並無呈列分部資產及負債。

重大客戶資料

各客戶本集團年內收入10%或以上的兩個主要幕牆工程客戶的營業額載列如下(2022年：兩個主要幕牆工程客戶佔集團營業額超過10%)。

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Customer A	客戶A	1,217,653	856,406
Customer B	客戶B	N/A 不適用*	1,002,839
Customer C	客戶C	1,086,033	N/A 不適用*

* Less than 10% of the Group's revenue in the respective year.

* 低於集團當年收入的10%。

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6. OTHER INCOME AND GAINS, NET

6. 其他收入及收益，淨額

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Bank interest income	銀行利息收入	4,246	5,581
Exchange gain, net	匯兌收益，淨額	11,304	3,946
Insurance claim received	保險賠償	159	16
Rental income	租金收入	1,562	644
Gain on fair value changes of investment properties	投資物業公允價值變動收益	79	4,356
Reversal of provision of trade and other receivables	貿易及其他應收款撥備計提轉回	9,531	-
Government grants*	政府補助*	9,917	-
Sundry income	雜項收入	10,161	10,889
Total other income and gains, net	其他收入及收益，淨額總計	46,959	25,432

* Subsidies have been received from government authorities upon fulfilling certain emissions requirements by the thermoelectricity business. There were no unfulfilled conditions or contingencies relating to these grants.

* 熱電業務滿足某些排放要求後已獲得政府當局的補助。不存在與這些補助金相關的未滿足的條件或或有事項。

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7. EXPENSES BY NATURE

7. 按性質劃分之開支

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Profit for the year has been arrived at after charging/(crediting):	本年溢利已扣除/(計入)下列各項：		
Costs of sales	營業成本		
Costs of contracting works performed	承辦工程成本	7,047,575	6,210,459
Costs of service rendered and supply of heat, steam and electricity	服務提供及供熱、蒸汽和電力供應成本	620,327	611,419
Warranty provisions, net	保質撥備，淨值	24,800	21,800
		7,692,702	6,843,678
Administrative, selling and other operating expenses	行政、銷售及其他經營費用		
Staff costs, including directors' emoluments:	員工成本，包括董事酬金：		
Salaries, bonuses and allowances *	薪金、花紅及津貼*	1,140,943	1,128,192
Retirement benefits scheme contributions **	退休福利計劃供款**	97,581	93,265
Less: Amounts included in costs of sales	減：包含在營業成本之金額	(1,103,525)	(1,082,979)
		134,999	138,478
Depreciation of property, plant and equipment, excluding right-of-use assets	物業、廠房及設備之折舊，使用權資產之折舊除外	128,339	118,583
Less: Amounts included in costs of sales	減：包含在營業成本之金額	(120,781)	(101,767)
		7,558	16,816
Depreciation of right-of-use assets	使用權資產之折舊	28,857	33,910
Less: Amounts included in costs of sales	減：包含在營業成本之金額	(21,176)	(23,641)
		7,681	10,269
Expenses relating to short-term leases	短期租賃開支	12,669	19,542
Less: Amounts included in costs of sales	減：包含在營業成本之金額	(11,901)	(18,409)
		768	1,133
Auditor's remuneration	核數師酬金		
Audit services	核數服務	3,245	2,711
Non-audit services	非核數服務	297	604
Subtotal	小計	3,542	3,315
Provision of trade and other receivables	貿易及其他應收款撥備	1,124	38,272
Impairment of goodwill	商譽減值	87,649	25,000
Loss on disposal on items of property, plant and equipment	出售物業、廠房及設備的虧損	87	81
Others	其他	44,444	58,058
Total	總計	287,852	291,422

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7. EXPENSES BY NATURE (Continued)

Note:

- * Wage subsidies of HK\$7,535,000 granted from the Employment Support Scheme under Anti-Epidemic Fund in Hong Kong had been received during the year ended 31 December 2022. The amounts were recognised in costs of sales and administrative, selling and other operating expenses and had been offset against the employee benefit expenses. There are no unfulfilled conditions or contingencies relating to these grants.
- ** There are no forfeited contributions that may be used by the Group as the employer to reduce the existing level of contributions.

7. 按性質劃分之開支 (續)

註：

- * 截至2022年12月31日止年度，香港從防疫抗疫基金的「保就業」計劃中獲得港幣7,535,000元的工資補貼。該金額已確認為營業成本和行政、銷售及其他經營費用及由僱員福利費用抵銷。沒有任何與這些補貼有關的未實現條件和或意外情況。
- ** 本集團作為僱主不存在被沒收的供款以減少現有的繳款水平。

8. FINANCE COSTS**8. 財務費用**

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interest on bank loans and overdrafts	銀行貸款及透支的利息	80,220	47,315
Interest on lease liabilities	租賃負債利息	1,556	2,639
Interest on loan from an intermediate holding company	來自中介控股公司借款利息	-	1,263
Total	總計	81,776	51,217

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9. INCOME TAX CHARGE

(a) The amount of taxation charged to the consolidated income statement represents:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Current tax – Hong Kong profits tax	本期稅項－香港利得稅		
Provision for the year	年內撥備	38,705	41,057
Over provision in prior years	過往年度超額撥備	(211)	(107)
		38,494	40,950
Current tax – Chinese Mainland and overseas	本期稅項－中國內地及 境外		
Provision for the year	年內撥備	52,110	7,750
Deferred tax	遞延稅項	(12,371)	49,554
Income tax charge for the year	年內利得稅費用	78,233	98,254

Hong Kong profits tax has been provided at 16.5% of the estimated assessable profit for both years.

The tax charge on estimated assessable profits elsewhere has been calculated at the rates of tax prevailing in the countries in which the Group operates, based on existing legislation, interpretation and practices.

Certain of the Group's subsidiaries in the Chinese Mainland were approved as new and high technology enterprises pursuant to which the Chinese Mainland subsidiaries can enjoy a preferential income tax rate of 15% effective from 2022 to 2025. The income tax rate of most of the Group's remaining subsidiaries in the Chinese Mainland is 25%.

The income tax rate of the Group's overseas subsidiaries range from 12% to 28%.

就此兩年，香港利得稅乃以年內估計應課稅溢利按稅率16.5%計算。

其他地區之估計應課稅溢利稅收乃按本集團業務所在國家之當前稅率，根據當地之現行法例、詮釋及慣例計算。

集團之部份中國內地附屬公司獲批准為高新技術企業，據此，該中國內地附屬公司自2022年至2025年可享有15%之優惠所得稅稅率。其他大部份中國內地附屬公司所得稅稅率為25%。

集團之海外附屬公司所得稅稅率介乎12%至28%。

9. 所得稅費用

(a) 在綜合收益表計入之稅項金額如下：

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

9. INCOME TAX CHARGE (Continued)

(b) The tax charge for the year can be reconciled to the profit before tax per the consolidated income statement as follows:

9. 所得稅費用 (續)

(b) 本年度的稅費可以根據綜合全面收益表與除稅前溢利進行調節如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Profit before tax	稅前溢利	650,463	508,214
Taxation at Hong Kong profits tax rate at 16.5%	按香港利得稅稅率16.5%計算的稅項	107,326	83,855
Effect of different taxation rates in other countries	其他國家不同稅率的影響	(47,761)	(59,937)
Income not subject to taxation	毋須課稅收入	(7,770)	(3,311)
Expenses not deductible for taxation purposes	不可扣稅的開支	13,366	5,674
Temporary differences not recognised	未確認暫時性差額	(684)	(492)
Write-down of deferred tax assets	沖銷遞延所得稅資產	-	50,000
Tax losses not recognised	未確認稅項虧損	17,742	22,572
Tax losses utilised from previous periods	過往期間已使用稅項虧損	(3,775)	-
Over provision in prior years	過往年度超額撥備	(211)	(107)
Income tax charge	利得稅費用	78,233	98,254

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

10. BENEFITS AND INTERESTS OF DIRECTORS**(a) Directors' and chief executive's emoluments**

The remuneration of each director and the chief executive is set out below:

For the year ended 31 December 2023

10. 董事的利益和權益**(a) 董事及行政總裁薪酬**

每名董事及行政總裁的薪酬如下：

截至2023年12月31日止年度

Emoluments paid or payable in respect of a person's services as a director whether of the Company or its subsidiary undertaking

作為董事(不管是本公司或其子公司企業)

提供服務而支付或應收的酬金

Name	姓名	Fees 袍金 HK\$'000 港幣千元	Salaries and allowances 薪金及津貼 HK\$'000 港幣千元	Discretionary bonuses 酌情獎金 HK\$'000 港幣千元	Employer's contribution to benefit schemes 退休福利計劃 的僱主供款	Total 總計 HK\$'000 港幣千元
					HK\$'000 港幣千元	
Zhang Haipeng	張海鵬	-	-	-	-	-
Wu Mingqing	吳明清	-	1,913	2,574	18	4,505
Wang Hai	王海	-	1,850	1,867	-	3,717
Wong Man Cheung (Note i)	王萬祥(附註i)	-	3,261	698	18	3,977
Huang Jiang	黃江	-	-	-	-	-
Zhou Jinsong	周勁松	280	-	-	-	280
Chan Man Ki Maggie (Note ii)	陳曼琪(附註ii)	250	-	-	-	250
Zhang Xinyu (Note ii)	張欣宇(附註ii)	250	-	-	-	250
Total fees and other emoluments	費用和其他報酬總計	780	7,024	5,139	36	12,979

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綜合財務報表附註

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

10. BENEFITS AND INTERESTS OF DIRECTORS (Continued)**(a) Directors' and chief executive's emoluments** (Continued)

For the year ended 31 December 2022

10. 董事的利益和權益 (續)**(a) 董事及行政總裁薪酬** (續)

截至2022年12月31日止年度

		Emoluments paid or payable in respect of a person's services as a director whether of the Company or its subsidiary undertaking 作為董事(不管是本公司或其子公司企業)提供服務而支付或應收的酬金				Total
		Fees	Salaries and allowances	Discretionary bonuses	Employer's contribution to benefit schemes 退休福利計劃的僱主供款	
Name	姓名	袍金 HK\$'000 港幣千元	薪金及津貼 HK\$'000 港幣千元	酌情獎金 HK\$'000 港幣千元	HK\$'000 港幣千元	總計 HK\$'000 港幣千元
Zhang Haipeng	張海鵬	-	-	-	-	-
Wu Mingqing	吳明清	-	1,718	3,352	18	5,088
Wang Hai	王海	-	1,850	2,099	-	3,949
Wong Man Cheung (Note i)	王萬祥(附註i)	-	1,713	602	9	2,324
Huang Jiang	黃江	-	-	-	-	-
Zhou Jinsong	周勁松	230	-	-	-	230
Chan Man Ki Maggie (Note ii)	陳曼琪(附註ii)	125	-	-	-	125
Zhang Xinyu (Note ii)	張欣宇(附註ii)	125	-	-	-	125
Hong Winn (Note iii)	Hong Winn(附註iii)	75	-	-	-	75
Kwong Sum Yee Anna (Note iii)	鄭心怡(附註iii)	75	-	-	-	75
Total fees and other emoluments	費用和其他報酬總計	630	5,281	6,053	27	11,991

Notes:

- Appointed as executive director with effect from 1 July 2022.
- Appointed as independent non-executive director with effect from 1 July 2022.
- Resigned as independent non-executive director with effect from 1 July 2022.

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

附註:

- 於2022年7月1日獲委任為本公司執行董事。
- 於2022年7月1日獲委任為本公司獨立非執行董事。
- 於2022年7月1日辭任為本公司獨立非執行董事。

本年度內或年結時，本公司並無簽訂任何涉及本集團之業務而本公司之董事直接或間接在其中擁有重大權益之重要交易、安排或合同。

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

10. BENEFITS AND INTERESTS OF DIRECTORS (Continued)**(a) Directors' and chief executive's emoluments** (Continued)

Five highest paid individuals

The five highest paid individuals in the Group during the year included three (2022: two) directors whose emoluments are reflected in the analysis presented above. The emoluments of the remaining two (2022: three) individuals are set out below:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Basic salaries and allowances	基本薪金及津貼	1,954	3,684
Discretionary bonuses	酌情花紅	5,270	6,634
Retirement benefit scheme contributions	退休福利計劃供款	18	199
Total	總計	7,242	10,517

(b) The emoluments fell within the following bands:

		2023 2023年 No. of employees 僱員數目	2022 2022年 No. of employees 僱員數目
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至 港幣3,500,000元	1	2
HK\$3,500,001 to HK\$4,000,000	港幣3,500,001元至 港幣4,000,000元	1	1
Total	總計	2	3

During the year, no emoluments were paid by the Group to any of the directors or the highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

年內，本集團概無向任何董事或最高薪酬人士支付任何薪酬作為鼓勵其加盟本集團或加入本集團後之獎勵或作為離職補償。

10. 董事的利益和權益 (續)**(a) 董事及行政總裁薪酬** (續)

五位最高薪酬人士

於年內，本集團五位最高薪酬人士包括三位(2022年：二位)董事，其薪酬已於上述分析中反映。餘下二位(2022年：三位)人士之薪酬載列如下：

(b) 酬金屬於下列範圍：

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

11. SENIOR MANAGEMENT EMOLUMENTS

The emoluments of the senior management (excluding directors and chief executive) for the years ended 31 December 2023 and 2022 were as follows:

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Salaries and other benefits	薪金及其他福利	25,379	22,087
Contributions to retirement benefit schemes	退休金計劃供款	239	552
Total	總計	25,618	22,639

The emoluments of the senior management for the years ended 31 December 2023 and 2022 were within the following bands:

		2023	2022
		2023年	2022年
		No. of	No. of
		employees	employees
		僱員數目	僱員數目
HK\$1,500,001 to HK\$2,000,000	港幣1,500,001元至 港幣2,000,000元	3	1
HK\$2,000,001 to HK\$2,500,000	港幣2,000,001元至 港幣2,500,000元	1	1
HK\$2,500,001 to HK\$3,000,000	港幣2,500,001元至 港幣3,000,000元	4	3
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至 港幣3,500,000元	1	2
HK\$3,500,001 to HK\$4,000,000	港幣3,500,001元至 港幣4,000,000元	1	1
Total	總計	10	8

11. 高級管理人員酬金

截至2023年及2022年12月31日止年度高級管理人員(董事及行政總裁除外)的酬金載列如下:

高級管理人員於2023年及2022年12月31日的酬金屬以下類別:

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12. DIVIDENDS

12. 股息

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Interim dividend of HK5.5 cents per ordinary share (2022: HK4.1 cents per ordinary share)	中期每股普通股股息 港幣5.5仙(2022年： 每股普通股港幣4.1仙)	124,055	92,477
Proposed final dividend of HK3.2 cents per ordinary share (2022: HK2.4 cents per ordinary share)	建議末期股息，每股 普通股港幣3.2仙 (2022年：每股普通股 港幣2.4仙)	72,177	54,133
		196,232	146,610

The final dividend proposed after 31 December 2023 was not recognised as a liability at 31 December 2023 and is subject to approval by shareholders in the forthcoming annual general meeting.

2023年12月31日後所建議的末期股息不列作2023年12月31日的負債，建議的末期股息有待日後之股東週年大會通過。

13. EARNINGS PER SHARE

The calculation of the basic and diluted earnings per share attributable to the owners of the Company is based on the following:

13. 每股盈利

本公司股東應佔每股基本及攤薄盈利乃根據以下數據計算：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Earnings	盈利		
Profit attributable to owners of the Company, used in the basic and diluted earnings per share calculation	計算每股基本及攤薄 盈利之本公司股東 應佔盈利	580,420	421,852
		'000 千股	'000 千股
Number of shares	股份數量		
Weighted average number of ordinary shares used in basic and diluted earnings per share calculation	計算每股基本及攤薄 盈利之普通股加權 平均數	2,255,545	2,207,874
Basic and diluted earnings per share (HK cents)	每股基本及攤薄盈利 (港仙)	25.73	19.11

The Company did not have any dilutive potential ordinary shares during the year ended 31 December 2023 (2022: Nil).

本公司於2023年12月31日止年度沒有潛在構成攤薄的普通股(2022年：無)。

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Land and buildings	Leasehold improvements	Plant and machinery	Heat and electricity supply facilities	Furniture, fixtures and equipment	Motor vehicles	Construction in progress	Total
		土地及建築物	租賃物業裝修	機器	熱電供應 設施	傢俬、固定 裝置及設備	汽車	在建工程	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Cost	成本								
At 1 January 2022	於2022年1月1日	1,269,369	5,761	106,792	2,278,447	106,007	16,343	20,707	3,803,426
Exchange difference	匯兌差額	(89,589)	(250)	(5,989)	(198,177)	(5,321)	(98)	(1,332)	(300,756)
Additions	購置	3,910	3,531	14,401	2,064	31,791	1,029	33,642	90,368
Disposals	出售	(1,152)	-	(1,701)	(509)	(1,830)	(2,212)	-	(7,404)
Transfers	轉移	-	-	-	22,078	-	-	(22,078)	-
Surplus on revaluation	重估盈餘	10,943	-	-	-	-	-	-	10,943
Transfers to investment properties	轉移至投資物業	(18,249)	-	-	-	-	-	-	(18,249)
At 31 December 2022 and 1 January 2023	於2022年12月31日 及2023年1月1日	1,175,232	9,042	113,503	2,103,903	130,647	15,062	30,939	3,578,328
Exchange difference	匯兌差額	(10,254)	(166)	(2,777)	(74,922)	(2,265)	(95)	(65)	(90,544)
Additions	購置	2,506	197	20,310	895	17,809	3,135	32,984	77,836
Disposals	出售	-	-	-	-	(1,131)	(1,085)	-	(2,216)
Transfers	轉移	-	-	-	10,029	1,929	-	(11,958)	-
Transfer from right-of-use assets	使用權資產轉入	36,531	-	-	-	-	-	-	36,531
At 31 December 2023	於2023年12月31日	1,204,015	9,073	131,036	2,039,905	146,989	17,017	51,900	3,599,935
Accumulated depreciation	累計折舊及減值								
At 1 January 2022	於2022年1月1日	324,412	5,071	55,468	1,307,546	72,882	13,563	-	1,778,942
Exchange difference	匯兌差額	(24,367)	(234)	(2,551)	(73,434)	(3,806)	(836)	-	(105,228)
Charge for the year	本年度費用	39,224	1,238	8,155	54,671	13,482	1,813	-	118,583
Disposals	出售	-	-	(1,405)	(480)	(1,669)	(2,109)	-	(5,663)
Transfers to investment properties	轉移至投資物業	(3,741)	-	-	-	-	-	-	(3,741)
At 31 December 2022 and 1 January 2023	於2022年12月31日 及2023年1月1日	335,528	6,075	59,667	1,288,303	80,889	12,431	-	1,782,893
Exchange difference	匯兌差額	(9,198)	(90)	(1,184)	(26,777)	(1,366)	(255)	-	(38,870)
Charge for the year	本年度費用	37,596	845	9,212	59,592	19,966	1,128	-	128,339
Disposals	出售	-	-	-	-	(1,087)	(1,036)	-	(2,123)
Transfer from right-of-use assets	使用權資產轉入	6,287	-	-	-	-	-	-	6,287
At 31 December 2023	於2023年12月31日	370,213	6,830	67,695	1,321,118	98,402	12,268	-	1,876,526
Net book value as at	賬面淨值於								
At 31 December 2023	2023年12月31日	833,802	2,243	63,341	718,787	48,587	4,749	51,900	1,723,409
At 31 December 2022	2022年12月31日	839,704	2,967	53,836	815,600	49,758	2,631	30,939	1,795,435

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14. PROPERTY, PLANT AND EQUIPMENT*(Continued)*

An analysis of the cost of the Group's land and buildings is as follows:

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Located in:	位於：		
Hong Kong	香港	50,645	50,645
Chinese Mainland	中國內地	671,154	690,364
Canada, freehold	加拿大，永久業權	445,258	434,223
United States of America	美國	36,958	-
		1,204,015	1,175,232

As at 31 December 2023, certain land and buildings of the Group situated in Chinese Mainland, with an aggregate carrying amount of HK\$67,207,000 (31 December 2022: HK\$78,910,000), did not have the property certificates registered under the name of a subsidiary of the Group.

In the opinion of the Company's directors, the risk of the Group not being able to obtain the legal titles for the relevant land and buildings is low and the Group will continue the ownership registration of the land and buildings.

At 31 December 2023, the Group's land and buildings of HK\$14,735,000 (31 December 2022: HK\$14,952,000) were mortgaged to secure the Group's banking facilities of HK\$10,052,000 (31 December 2022: HK\$10,346,000) (note 25).

At 31 December 2022, Group's land and buildings of HK\$401,585,000 and construction in progress of HK\$16,623,000, respectively, were charged to secure the Group's banking facilities of HK\$365,058,000 (note 25).

14. 物業、廠房及設備(續)

本集團土地及建築物之成本分析如下：

於2023年12月31日，本集團位於中國內地的某些土地和建築物的賬面總值為港幣67,207,000元(2022年：港幣78,910,000元)，沒有以其各自附屬公司名義註冊的物業證明。

公司董事認為，本集團無法獲得有關土地和建築物的合法所有權的風險很小，本集團將繼續對土地和建築物的所有權進行註冊。

於2023年12月31日，本集團用作抵押銀行信貸港幣10,052,000元(2022年：港幣10,346,000元)之土地及建築物賬面價值為港幣14,735,000元(2022年：港幣14,952,000元)(附註25)。

於2022年12月31日，本集團的土地及樓宇及在建工程已被抵押以取得本集團港幣401,585,000元及港幣16,623,000元的銀行融資為港幣365,058,000元(附註25)。

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綜合財務報表附註

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

15. INVESTMENT PROPERTIES

15. 投資物業

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Carrying amount at beginning of year	年初賬面價值	18,864	–
Net gain from a fair value adjustment	公允價值調整的淨收益	79	4,356
Transfer from properties, plant and equipment	從不動產、廠房和設備 轉移	–	14,508
Carrying amount at end of year	年末賬面價值	18,943	18,864

The Group's investment properties consist of four office properties in Chinese Mainland. The directors of the Company have determined that the investment properties consist of one class of asset, i.e., office, based on the nature, characteristics and risks of each property. The Group's investment properties were revalued on 31 December 2023 based on valuations performed by Roma Appraisals Limited, a firm of independent professionally qualified valuers, at HK\$18,943,000. Each year, management of the Group decides to appoint which external valuer to be responsible for the external valuations of the Group's properties. Selection criteria include market knowledge, reputation, independence and whether professional standards are maintained. The Group's senior personnel from the finance department reviews the valuations performed by the external valuer for financial reporting purposes and reports directly to senior management. Discussions of valuation processes, assumptions and results are held between the Group's finance personnel and the external valuer twice a year when the valuations are performed for interim and annual financial reporting.

The investment properties are leased to third parties under operating leases, further details of which are included in note 16 to the financial statements.

Further particulars of the Group's investment properties are included on page 223.

本集團的投資物業包括四個位於中國內地的寫字樓物業。本公司董事已根據每項物業的性質、特點及風險確定投資物業由一類資產組成，即辦公室。本集團的投資物業於2023年12月31日根據獨立專業合資格估值師公司羅馬國際評估有限公司進行的估值重估為港幣18,943,000元。每年，本集團管理層決定委任外部估值師負責本集團物業的外部估值。選擇標準包括市場知識、聲譽、獨立性和是否保持專業標準。本集團財務部門的高級人員為財務報告目的審閱外部估值師進行的估值，並直接向高級管理層報告。就中期及年度財務報告進行估值時，本集團財務人員與外部估值師每年就估值程序、假設及結果進行兩次討論。

投資物業根據經營租賃出租給第三方，詳情載於財務報表附註16。

本集團投資物業的更多詳情載於第223頁。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

15. INVESTMENT PROPERTIES (Continued)**Fair value hierarchy**

The recurring fair value measurement for all the office properties of the Group uses significant unobservable inputs (Level 3) and details of their movements are disclosed below.

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

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

15. 投資物業 (續)**公允價值等級**

本集團所有辦公物業的經常性公允價值計量使用重大不可觀察輸入值(第3級), 其變動詳情披露如下。

本年度未發生公允價值計量在第一層次與第二層次之間的轉入或轉出第三層次(2022年:無)。

公允價值層級第3級分類的公允價值計量調節:

		Office properties 辦公室物業 HK\$'000 港幣千元
Carrying amount at 1 January 2022	2022年1月1日賬面價值	-
Net gain from a fair value adjustment	公允價值調整的淨收益	4,356
Transfer from properties, plant and equipment	從不動產、廠房和設備轉移	14,508
Carrying amount at 31 December 2022	2022年12月31日賬面價值	18,864
Carrying amount at 1 January 2023	2023年1月1日賬面價值	18,864
Net gain from a fair value adjustment	公允價值調整的淨收益	79
Carrying amount at 31 December 2023	2023年12月31日賬面價值	18,943

Set out below is a summary of the valuation techniques used and the key inputs to the valuation of investment properties:

下文概述所用估值技術及投資物業估值的主要輸入數據:

	Valuation technique 估值技術	Significant unobservable input 重要的不可觀察的輸入	Range 2023 範圍2023	Range 2022 範圍2022
Office properties	Direct comparison method	Price per square foot	HK\$2,906 to HK\$3,100	HK\$2,684 to HK\$3,392
辦公室物業	直接比較法	每平方英尺的價格	港幣2,906元至 港幣3,100元	港幣2,684元至 港幣3,392元

The valuations of investment properties were based on direct comparison method by reference to comparable market transactions.

投資性房地產的估價採用直接比較法, 參考可比較市場交易狀況。

A significant increase/(decrease) in the price per square foot in isolation would result in a significantly higher/(lower) fair value of the investment properties.

每平方英尺價格的單獨顯著增加/(減少)將導致投資物業的公允價值顯著增加/(減少)。

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綜合財務報表附註

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

16. LEASES**The Group as a lessee**

(a) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

16. 租約**本集團作為承租人**

(a) 綜合財務狀況表中確認的金額

綜合財務狀況表顯示以下關於租賃的金額：

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Right-of-use assets	使用權資產		
Prepaid land lease payment*	預付土地租賃款*	139,729	148,795
Buildings	建築物	57,747	75,529
		197,476	224,324
Lease liabilities	租賃負債		
Analysed into:	分析成：		
Repayable:	應還：		
Within one year	一年內	21,627	23,364
In the second year	第二年	11,493	15,887
In the third to fifth year	第三年至第五年	12,273	7,884
Over five year	五年以上	13,659	-
		59,052	47,135
Less: Non-current portion	減：非流動部分	(37,425)	(23,771)
Current portion	流動部分	21,627	23,364

Additions to the right-of-use assets during the year ended 31 December 2023 were HK\$36,957,000 (2022: HK\$29,151,000).

* The Group has land lease arrangement with Chinese Mainland government and leasehold land in Hong Kong.

截至2023年12月31日止年度的使用權資產增加為港幣36,957,000元(2022年：港幣29,151,000元)。

* 集團與中國內地政府有土地租賃安排，並在香港擁有租賃土地。

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綜合財務報表附註

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

16. LEASES (Continued)**The Group as a lessee** (Continued)

- (b) Amounts recognised in the consolidated income statement

The consolidated income statement shows the following amounts relating to lease:

16. 租約 (續)**本集團作為承租人** (續)

- (b) 綜合收益表中確認的金額

綜合收益表顯示以下與租賃有關的金額：

	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Depreciation charge of right-of-use assets 使用權資產的折舊費		
Prepaid land lease payment 預付土地租賃款	4,547	4,855
Buildings 建築物	24,310	28,869
Motor vehicles 車輛	-	186
	28,857	33,910
Interest expense (included in finance cost) 利息支出 (包括在財務費用中)	1,556	2,639
Expenses relating to short-term leases (included in cost of sales and administrative, selling and other operating expenses) 與短期租賃有關的費用 (包括在營業成本和 行政、銷售及其他 經營費用中)	12,669	19,542
	14,225	22,181

The total cash outflow for leases during the year ended 31 December 2023 was approximately HK\$39,430,000 (2022: HK\$50,635,000).

截至2023年12月31日止年度租賃的現金流出總額為港幣39,430,000元(2022年:港幣50,635,000元)。

- (c) The Group's leasing activities and how these are accounted for

The Group leases various offices, warehouses and vehicles. Rental contracts are typically made for fixed periods of 2 to 10 years.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor.

- (c) 本集團的租賃活動以及這些活動的會計方法

本集團租賃各種辦公室、倉庫和車輛。租賃合同通常為2至10年的固定期限。

租賃條款是根據個別情況協商確定的，其中包含各種不同的條款和條件。除了出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他約定。

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16. LEASES (Continued)**The Group as a lessor**

The Group leases its properties consisting of four (2022: four) office properties in Chinese Mainland under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits. Rental income recognised by the Group during the year was HK\$1,562,000 (2022: HK\$310,000), details of which are included in note 6 to the financial statements.

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

16. 租約 (續)**本集團作為出租人**

本集團根據經營租賃安排租賃其位於中國內地的四個(2022年：四個)辦公室物業。租約條款一般要求租戶支付保證金。本集團年內確認的租金收入為港幣1,562,000元(2022年：港幣310,000元)，詳情載於財務報表附註6。

於2023年12月31日，本集團與租戶在未來期間根據不可撤銷的經營租賃應收的未折現租賃付款如下：

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Within one year	一年內	427	1,024
After one year but within two years	一年後但兩年內	-	370
Total	總計	427	1,394

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綜合財務報表附註

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

17. INTERESTS IN INFRASTRUCTURE PROJECT INVESTMENTS

17. 基建項目投資權益

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Interests in infrastructure project investments	基建項目投資權益	39,969	64,515
Less: Portion due within one year included in current assets	減：一年內到期計入流動資產的部份	(26,190)	(24,440)
Portion due after one year	一年後到期的部份	13,779	40,075

On 7 January 2019, the Group acquired 100% of equity interests in and shareholder's loan to Fuller Sky Enterprises Limited ("Fuller Sky") and Value Idea Investments Limited ("Value Idea") from Ever Power Group Limited, a wholly-owned subsidiary of CSC at a total consideration of HK\$295,000,000.

於2019年1月7日，本集團向中國建築國際的全資附屬公司Ever Power Group Limited收購了富天企業有限公司(「富天」)及Value Idea Investments Limited(「Value Idea」)的100%股權及股東貸款，總代價港幣295,000,000元。

Interests in infrastructure project investments represent funding denominated in Renminbi ("RMB") for infrastructure projects located in Chinese Mainland. The Group is responsible to provide finance for the construction of the infrastructure of these projects, whereby the Group's return is predetermined in accordance with the provisions of the relevant agreements.

基建項目投資權益為給予基建項目的融資墊款(以人民幣列示)，該等基建項目位於中國內地。本集團負責就有關基建項目的建造提供資金，而本集團的回報將根據相關協議的條款預先釐定。

The infrastructure project investments have a yield of 10.2% (2022: 10.2% to 10.7%) per annum. The interests in infrastructure project investments were not past due as at 31 December 2023.

基建項目投資的收益率每年為10.2% (2022年：10.2%至10.7%)。截至2023年12月31日，基建項目投資的權益尚未到期。

The directors of the Company reviewed individually the infrastructure projects' operations and financial positions as at 31 December 2023 based on the present values of estimated future cash flows from those investments, discounted at their respective original effective interest rates.

公司董事根據這些投資的估計未來現金流量的現值，以其各自的原始實際利率折現，單獨審查了於2023年12月31日基建項目的運營和財務狀況。

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18. GOODWILL

18. 商譽

		HK\$'000 港幣千元
At 1 January 2022:	於2022年1月1日：	
Cost	成本	159,707
Accumulated impairment	累計減值	(47,058)
Net carrying amount	賬面值	112,649
Cost at 1 January 2022, net of accumulated impairment	成本於2022年1月1日，扣除累計減值	112,649
Impairment during the year	年內減值	(25,000)
Net carrying amount at 31 December 2022	賬面值於2022年12月31日	87,649
At 31 December 2022:	於2022年12月31日：	
Cost	成本	159,707
Accumulated impairment	累計減值	(72,058)
Net carrying amount	賬面值	87,649
Cost at 31 December 2022 and 1 January 2023, net of accumulated impairment	成本於2022年12月31日及 2023年1月1日，扣除累計減值	87,649
Impairment during the year	年內減值	(87,649)
Net carrying amount at 31 December 2023	賬面值於2023年12月31日	-
At 31 December 2023:	於2023年12月31日：	
Cost	成本	159,707
Accumulated impairment	累計減值	(159,707)
Net carrying amount	賬面值	-

Goodwill acquired in a business combination is allocated, at acquisition, to the CGU that is expected to benefit from that business combination.

The carrying amount of goodwill has been allocated to the CGU relating to the operations of Gamma North America, Inc. and its subsidiaries ("Gamma Group") within the North America division.

於業務合併中收購之商譽乃於收購時分配至預期將自該業務合併獲益之現金產生單位。

商譽之賬面值已分配至與Gamma North America, Inc.及其北美分部之附屬公司（「Gamma Group」）有關的現金產生單位。

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18. GOODWILL (Continued)

The recoverable amount of the CGU is determined from value in use calculations. The key assumptions for the value in use calculations are those regarding the discount rates, revenue growth rates and budgeted gross margin and turnover during the year. The Group estimates discount rates using pre-tax rates that reflect current market assessments of the time value of money and the risks specific to the CGU. The growth rates are based on the long-term average economic growth rate of the geographical area in which the businesses of the CGU operate. Budgeted gross margin and turnover are based on past practices and expectations of market development.

As at 31 December 2023, the Group prepared cash flow forecasts based on the most recent financial budgets approved by the directors for the next five years with the revenue average negative growth rate of 55.4%. The pre-tax rates used to discount the forecast cash flows is 12%.

As at 31 December 2022, the Group prepared cash flow forecasts based on the most recent financial budgets approved by the directors for the next five years with the revenue average growth rate of 3% and by extrapolating the average revenue growth rate of 3% from the sixth to fifteenth years and then applying the residual period using the growth rate of 3%. These rates do not exceed the average long-term revenue growth rate for the relevant markets. A financial budget of a fifteen year reflects the medium term plan of management in expanding the customer base and market share. The pre-tax rates used to discount the forecast cash flows range from 15.9% to 28.2%.

During the year ended 31 December 2023, a full impairment of HK\$87,649,000 (2022: HK\$25,000,000) has been provided for the Gamma Group CGU as the recoverable amount of this CGU was reduced to HK\$16,782,000 (2022: HK\$112,008,000) at the end of the reporting period. The impairment loss was as a result of the less than satisfactory past and expected performance of the Gamma Group CGU.

As at 31 December 2022, with all other variables held constant, if the revenue growth rates used in the value-in-use calculation was decreased by 0.3% or the discount rate used in the value-in-use calculation had been increased by 1.00% than the management estimates as at 31 December 2022, the recoverable amount would be further reduced by HK\$1,170,000 (i.e. additional impairment loss of HK\$1,170,000).

18. 商譽 (續)

現金產生單位之可收回金額乃按使用價值計算方法釐定。計算使用價值所作之主要假設乃與本年度之貼現率、營業額增長率及預計毛利率及營業額有關。本集團乃以反映市場現時對金錢時值及現金產生單位特定風險之評估的稅前比率估計貼現率。增長率乃基於現金產生單位經營所在地區之長期平均經濟增長率。預計毛利率及營業額乃基於市場發展之過往慣例及預期。

於2023年12月31日，本集團根據董事批准未來五年之最近期財務預算以平均營業額負增長率為55.4%編製現金流量預測。用於貼現預計現金流量之稅前增長率為12%。

於2022年12月31日，本集團根據董事批准未來五年之最近期財務預算以平均營業額增長率為3%及推斷第六至十五年的平均營業額增長率為3%，並按剩餘年期3%之增長率編製現金流量預測。該增長率並未超逾相關市場之平均長期增長率。十五年之財務預算反映中期管理計劃以擴展客戶群及市場佔有率。用以貼現預計現金流量之稅前增長率介乎15.9%至28.2%。

截至2023年12月31日止年度，Gamma Group的現金產生單位已全額計提減值虧損為港幣87,649,000元(2022年：港幣25,000,000元)，因為該現金產生單位的可收回金額於報告期末減少至港幣16,782,000元(2022年：港幣112,008,000元)。減值虧損是由於Gamma Group的現金產生單位的過往和預期表現不佳所致。

於2022年12月31日，在所有其他變量保持不變的情況下，如果在使用價值計算中的收入增長率降低了0.3%，或在使用價值計算中的折現率比管理層的估計提高了1.00%，則於2022年12月31日，可收回金額將進一步減少港幣1,170,000元(即額外減值虧損港幣1,170,000元)。

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19. SUBSIDIARIES

Information about subsidiaries

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

19. 附屬公司

附屬公司資料

主要附屬公司的詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及 營運地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest		Principal activities 主營業務
			2023 2023年	2022 2022年	
China Overseas Public Utility Investment Limited 中國海外公用設施投資有限公司	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 1股面值1美元的普通股	100%	100%	Investment holding 投資控股
Far East Facade Investments Limited	British Virgin Islands 英屬維爾京群島	10,000 ordinary share of US\$1 each 10,000股每股面值1美元 的普通股	100%	100%	Investment holding 投資控股
Far East Facade (UAE) Limited	British Virgin Islands 英屬維爾京群島	10,000 ordinary shares of US\$1 each 10,000股每股面值1美元 的普通股	100%	100%	Investment holding 投資控股
Far East Global Group Limited 遠東環球集團有限公司	British Virgin Islands/ Hong Kong 英屬維爾京群島／香港	6,000 ordinary shares of US\$1 each 6,000股每股面值1美元 的普通股	100%	100%	Investment holding 投資控股
FEA Investments Limited	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 1股面值1美元的普通股	100%	100%	Investment holding 投資控股
Fuller Sky Enterprises Limited 富天企業有限公司	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 1股面值1美元的普通股	100%	100%	Investment holding 投資控股
Netfortune Enterprise Limited 力進企業有限公司	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 1股面值1美元的普通股	100%	100%	Investment holding 投資控股
Value Idea Investments Limited	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 1股面值1美元的普通股	100%	100%	Investment holding 投資控股
Venture Synergy Limited	British Virgin Islands 英屬維爾京群島	1 ordinary share of US\$1 1股面值1美元的普通股	100%	100%	Investment holding 投資控股
Willbert Limited	British Virgin Islands/ Hong Kong 英屬維爾京群島／香港	1 ordinary share of US\$1 1股面值1美元的普通股	100%	100%	Property holding 持有物業

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19. SUBSIDIARIES (Continued)

Information about subsidiaries (Continued)

19. 附屬公司 (續)

附屬公司資料 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及 營運地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest		Principal activities 主營業務
			2023 2023年	2022 2022年	
Better View Investment Limited 啟先投資有限公司	Hong Kong 香港	2 ordinary shares of HK\$2 2股普通股(港幣2元)	100%	100%	Property holding 持有物業
China Construction Think Tank Limited 中建智庫有限公司	Hong Kong 香港	1,000,000 ordinary shares of HK\$1,000,000 1,000,000股普通股 (港幣1,000,000元)	100%	100%	Consultancy Service 諮詢服務
China State Development Holdings Limited 中建興業集團有限公司	Hong Kong 香港	5,000,000 ordinary shares of HK\$5,000,000 5,000,000股普通股 (港幣5,000,000元)	100%	100%	Investment holding 投資控股
Far East Aluminium Works Company Limited 遠東鋁質工程有限公司	Hong Kong 香港	2 ordinary share of HK\$2 2股普通股(港幣2元)	100%	100%	Construction maintenance works 維修工程
Far East Aluminium Works (Guangzhou) Company Limited 遠東鋁質工程(廣州)有限公司	Hong Kong 香港	2 ordinary shares of HK\$2 2股普通股(港幣2元)	100%	100%	Property holding 持有物業
Far East Facade (Hong Kong) Limited 遠東幕牆(香港)有限公司	Hong Kong 香港	900,000 ordinary shares of HK\$188,952,242 5,000 non-voting deferred shares of HK\$500,000 900,000股普通股 (港幣188,952,242元) 5,000股無投票權之遞延 股份(港幣500,000元)	100%	100%	Design, manufacture and installation of curtain walls, aluminium windows and other related products 設計、製造及安裝幕牆、 鋁窗及其他相關產品
FEA Corporate Services Limited	Hong Kong 香港	2 ordinary shares of HK\$2 2股普通股(港幣2元)	100%	100%	Provision of company secretarial services to Group companies 向本集團成員公司提供 公司秘書服務
Heng Fai International Limited	Hong Kong 香港	1 ordinary share of HK\$1 1股普通股(港幣1元)	100%	100%	Investment holding 投資控股

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

19. SUBSIDIARIES (Continued)

Information about subsidiaries (Continued)

19. 附屬公司 (續)

附屬公司資料 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立/登記及 營運地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest		Principal activities 主營業務
			2023 2023年	2022 2022年	
Netfortune Limited 力進有限公司	Hong Kong 香港	500,000 ordinary shares of HK\$500,000 500,000股普通股 (港幣500,000元)	100%	100%	Investment holding 投資控股
Treasure Construction Engineering Limited 海悅建築工程有限公司	Hong Kong 香港	150,000,000 ordinary shares of HK\$150,000,000 150,000,000股普通股 (港幣150,000,000元)	100%	100%	Building constructions 樓宇建築
中建興業投資(湖南)有限公司 ⁽¹⁾	The People's Republic of China 中華人民共和國	Registered capital of RMB200,000,000 註冊資本 人民幣200,000,000元	100%	100%	Investment holding 投資控股
湖南遠東力進建築工程有限公司 ⁽¹⁾	The People's Republic of China 中華人民共和國	Registered capital of RMB50,000,000 註冊資本 人民幣50,000,000元	100%	100%	Consultancy and construction service 諮詢及建築服務
遠東幕牆(西安)有限公司 ⁽¹⁾	The People's Republic of China 中華人民共和國	Registered capital of RMB10,000,000 註冊資本 人民幣10,000,000元	100%	100%	Design service 設計服務
中海監理有限公司 ⁽¹⁾	The People's Republic of China 中華人民共和國	Registered capital of RMB50,000,000 註冊資本 人民幣50,000,000元	100%	100%	Provision of project consultancy service 提供工程監理服務
瀋陽皇姑熱電有限公司 ⁽¹⁾⁽²⁾	The People's Republic of China 中華人民共和國	Registered capital of RMB680,660,000 註冊資本 人民幣680,660,000元	100%	100%	Generation and supply of heat and electricity and investment holding 熱能及電力的生產及 供應及投資控股

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

19. SUBSIDIARIES (Continued)

Information about subsidiaries (Continued)

19. 附屬公司 (續)

附屬公司資料 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及 營運地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest		Principal activities 主營業務
			2023 2023年	2022 2022年	
瀋陽皇姑粉煤灰建材有限公司 ⁽¹⁾	The People's Republic of China 中華人民共和國	Registered capital of RMB8,000,000 註冊資本 人民幣8,000,000元	100%	100%	Trading of coal 煤炭貿易
上海力進鋁質工程有限公司 ⁽¹⁾	The People's Republic of China 中華人民共和國	Registered capital of RMB37,958,749 註冊資本 人民幣37,958,749元	100%	100%	Design, manufacture and installation of curtain walls, aluminium windows and other related products 設計、製造及安裝幕牆、 鋁窗及其他相關產品
遠東幕牆(深圳)有限公司 ⁽¹⁾	The People's Republic of China 中華人民共和國	Registered capital of HK\$70,000,000 註冊資本 港幣70,000,000元	100%	100%	Manufacture of curtain walls, aluminium windows and other related products 製造幕牆、鋁窗及 其他相關產品
遠東幕牆(珠海)有限公司 ⁽¹⁾	The People's Republic of China 中華人民共和國	Registered capital of US\$25,000,000 註冊資本 25,000,000美元	100%	100%	Manufacture of curtain walls, aluminium windows and other related products 製造幕牆、鋁窗及 其他相關產品
深圳中海通信工程監理有限公司 ⁽¹⁾	The People's Republic of China 中華人民共和國	Registered capital of RMB8,000,000 註冊資本人民幣8,000,000元	100%	100%	Provision of communication engineering consultancy service 提供通信工程諮詢服務
Far East Facade (Macau) Limited 遠東幕牆(澳門)有限公司	Macau 澳門	Registered capital of MOP25,000 註冊資本澳門幣25,000元	100%	100%	Installation of curtain walls, aluminium windows and other related products 安裝幕牆、鋁窗及其他相關 產品

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19. SUBSIDIARIES (Continued)**Information about subsidiaries** (Continued)**19. 附屬公司** (續)**附屬公司資料** (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及 營運地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest		Principal activities 主營業務
			2023 2023年	2022 2022年	
Far East Aluminum Works (U.S.) Corporation	United States of America 美國	200,000,000 common stock of US\$0.001 each 200,000,000股每股面值 0.001美元的普通股	100%	100%	Installation of curtain walls, aluminium windows and other related products 安裝幕牆、鋁窗及 其他相關產品
Far East Facade, Inc.	United States of America 美國	100,000 common shares of US\$0.01 each 100,000股每股面值 0.01美元的普通股	100%	100%	Installation of curtain walls, aluminium windows and other related products 安裝幕牆、鋁窗及 其他相關產品
Gamma Buffalo, Inc.	United States of America 美國	1 share of US\$1 1股面值1美元的股份	100%	100%	Property holding 持有物業
Gamma North America, Inc.	United States of America 美國	7,060 shares of US\$0.001 each 7,060股每股面值 0.001美元的股份	93.63%	93.63%	Investment holding 投資控股
Gamma North Corporation	United States of America 美國	1 share of US\$1 1股面值1美元的股份	93.63%	93.63%	Manufacture of curtain walls, aluminium windows and other related products 製造幕牆、鋁窗及 其他相關產品
Gamma USA, Inc.	United States of America 美國	1,000 shares of US\$0.001 each 1,000股每股面值 0.001美元的股份	93.63%	93.63%	Design, manufacture and installation of curtain walls, aluminium windows and other related products 設計、製造及安裝幕牆、 鋁窗及其他相關產品

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19. SUBSIDIARIES (Continued)

Information about subsidiaries (Continued)

19. 附屬公司 (續)

附屬公司資料 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及 營運地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest		Principal activities 主營業務
			2023 2023年	2022 2022年	
Gamma Windows and Walls International Inc.	Canada 加拿大	100 common shares of CAD53,362.36 each 100股每股價值 加幣53,362.36元的普通股	93.63%	93.63%	Design, manufacture and installation of curtain walls, aluminium windows and other related products 設計、製造及安裝幕牆、 鋁窗及其他相關產品
Hygate Development Corp.	Canada 加拿大	100 common shares of CAD1 each 100股每股價值 加幣1元的普通股	100%	100%	Business development 業務發展
Hygate Investment Corp.	Canada 加拿大	100 common shares of CAD100 each 100股每股價值 加幣100元的普通股	100%	100%	Investment holding 投資控股
Hygate Management Services Corp.	Canada 加拿大	100 common shares of CAD1 each 100股每股價值 加幣1元的普通股	100%	100%	Provision of management service 管理服務
Hygate Property Corp.	Canada 加拿大	100 common shares of CAD1 each 100股每股價值 加幣1元的普通股	100%	100%	Property holding 持有物業

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19. SUBSIDIARIES (Continued)

Information about subsidiaries (Continued)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及 營運地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest		Principal activities 主營業務
			2023 2023年	2022 2022年	
Far East Facade (UK) Limited	United Kingdom 英國	1 ordinary share of GBP1 1股面值1英鎊的普通股	100%	100%	Design, manufacture and installation of curtain walls, aluminium windows and other related products 設計、製造及安裝幕牆、鋁窗及其他相關產品
World Eastern Cladding Works (LLC)	United Arab of Emirates 阿拉伯聯合酋長國	100 ordinary shares of AED3,000 each 100股每股價值3,000阿聯酋迪拉姆的普通股	100%	100%	Installation of curtain walls, aluminium windows and other related products 安裝幕牆、鋁窗及其他相關產品

Notes:

- (1) Limited liability company registered in the PRC
- (2) Registered as Sino-foreign joint venture enterprise

The above table lists the subsidiaries of the Group which, in the opinion of its directors, principally affect the results or assets of the Group.

19. 附屬公司 (續)

附屬公司資料 (續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration and operation 註冊成立／登記及 營運地點	Issued and paid up capital 已發行及繳足股本	Percentage of ownership interest		Principal activities 主營業務
			2023 2023年	2022 2022年	

Far East Facade (UK) Limited	United Kingdom 英國	1 ordinary share of GBP1 1股面值1英鎊的普通股	100%	100%	Design, manufacture and installation of curtain walls, aluminium windows and other related products 設計、製造及安裝幕牆、鋁窗及其他相關產品
World Eastern Cladding Works (LLC)	United Arab of Emirates 阿拉伯聯合酋長國	100 ordinary shares of AED3,000 each 100股每股價值3,000阿聯酋迪拉姆的普通股	100%	100%	Installation of curtain walls, aluminium windows and other related products 安裝幕牆、鋁窗及其他相關產品

附註：

- (1) 在中國註冊的有限責任公司
- (2) 註冊為中外合資企業

上表列出董事認為對集團業績或資產有重大影響的附屬公司。

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綜合財務報表附註

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

19. SUBSIDIARIES (Continued)**(a) Material non-controlling interests**

The negative non-controlling interest as at 31 December 2023 of HK\$105,956,000 (2022: HK\$98,640,000) is mainly for Gamma Group within the North America division.

Set out below is the summarised financial information for Gamma Group that has non-controlling interests that are material to the Group.

Summarised statement of financial position

19. 附屬公司 (續)**(a) 重大非控股權益**

於2023年12月31日，負額非控股權益主要為屬於北美分部之Gamma Group，有關權益為港幣105,956,000元（2022年：港幣98,640,000元）。

以下為對集團重大非控股權益財務資料摘要。

財務狀況表摘要

		Gamma Group	
		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Current	流動		
Assets	資產	635,173	585,870
Liabilities	負債	(2,315,249)	(2,142,346)
Total current net liabilities	總流動負債	(1,680,076)	(1,556,476)
Non-current	非流動		
Assets	資產	15,924	17,006
Liabilities	負債	-	(9,829)
Total non-current net assets	總非流動資產	15,924	7,177
Net liabilities	淨負債	(1,664,152)	(1,549,299)

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綜合財務報表附註

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

19. SUBSIDIARIES (Continued)**(a) Material non-controlling interests**

(Continued)

Summarised income statement

		Gamma Group	
		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Revenue	營業額	417,108	520,235
Loss before tax	稅前虧損	(128,358)	(136,682)
Income tax charge	利得稅費用	(216)	(50,000)
Other comprehensive income	其他全面收益	13,720	(16,811)
Total comprehensive loss	全面虧損總額	(114,854)	(203,493)
Total comprehensive loss allocated to non-controlling interests	非控股權益應佔其他全面虧損	(7,316)	(12,963)

Summarised cash flow

		Gamma Group	
		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Operating cash flows	經營現金流		
Cash from operations	經營所得之現金	89,141	20,026
Finance costs	已付利息	3,165	4,757
Net cash from operating activities	經營活動所得之現金淨額	92,306	24,783
Net cash used in investing activities	投資活動所用之現金淨額	(772)	(322)
Net cash used in financing activities	融資活動所用之現金淨額	(54,514)	(21,827)
Net increase in cash and cash equivalents	現金及現金等價物增加淨額	37,020	2,634
Cash and cash equivalents at beginning of year	年初現金及現金等價物	12,640	10,006
Cash and cash equivalents at end of year	年末現金及現金等價物	49,660	12,640

The information above is before inter-company eliminations.

以上資料為內部往來結餘對銷前。

19. 附屬公司 (續)**(a) 重大非控股權益** (續)

收益表摘要

現金流量表摘要

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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

20. INVENTORIES

20. 存貨

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Raw materials	原料	152,458	173,255

21. CONTRACT ASSETS AND CONTRACT LIABILITIES

21. 合約資產及合約負債

The Group has recognised the following revenue-related contract assets and contract liabilities:

本集團已確認以下與收入相關的合約資產及合約負債：

		Notes 附註	31 December 2023 2023年 12月31日 HK\$'000 港幣千元	31 December 2022 2022年 12月31日 HK\$'000 港幣千元	1 January 2022 2022年 1月1日 HK\$'000 港幣千元
Contract assets related to construction services	與建築服務有關的合約資產	(i)	4,571,635	3,998,389	2,449,554
Contract liabilities related to Construction services	與建築服務有關的合約負債		(476,359)	(376,150)	(441,106)
Contract liabilities related to Thermoelectricity business	與熱電業務有關的合約負債	(ii)	(1,036,195)	(1,124,753)	(1,237,073)
			(1,512,554)	(1,500,903)	(1,678,179)
Less: Current portion	減：流動部份		921,081	839,819	911,443
Non-current portion	非流動部份		(591,473)	(661,084)	(766,736)

Notes:

附註：

- (i) Contract assets related to the Group's right to consideration for construction work completed but yet to be certified by surveyors appointed by the customers as at the reporting date. Contract assets are transferred to receivables when the rights become unconditional.
- (ii) Contract liabilities related to payments received in advance of the performance under supply of heat, steam and electricity and pipeline construction contracts.

- (i) 與建築服務相關的合約資產包括因建造時以成本收費方法而確認的金額超過向客戶收取的金額而產生的未開帳單金額。合約資產會於擁有權變為沒有條件時轉為應收款。
- (ii) 合約負債與履行熱力、蒸汽及電力供應以及管道建設合約提前收取的付款有關。

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21. CONTRACT ASSETS AND CONTRACT LIABILITIES (Continued)

The following table shows the amount of the revenue recognises in the current reporting period which relates to contract liability balance at the beginning of the year and the amount relating to performance obligations that were satisfied in previous years:

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Revenue recognised that was included in the contract liability balance at the beginning of the year:	包含在年初的合同負債結餘中所確認的收入：		
– Construction services	– 建築服務	157,245	312,172
– Thermoelectricity business	– 熱電業務	228,073	433,009
		385,318	745,181
Revenue recognised from performance obligations satisfied/partially satisfied in previous periods:	以前期間符合／部分符合履約義務所確認的收入：		
– Construction services	– 建築服務	257,647	62,535

The following table shows the amount of unsatisfied performance obligations:

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Expected to be recognised within one year	預計在一年內確認	4,739,408	5,555,083
Expected to be recognised after one year	預計在一年後確認	3,788,342	4,978,761
Total contract assets	合約資產總計	8,527,750	10,533,844

For all other contracts with an original expected duration of one year or less or are billed based on time incurred, as permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

21. 合約資產及合約負債(續)

下表顯示本報告期間所確認的與年初的合同負債結餘及往年履行的履約義務相關的收入金額：

下表顯示未符合履約義務的金額：

對於初始預期持續時間為一年或以下的所有其他合約或根據香港財務報告準則第15號的許可而根據發生時間所收取的結算，分配至該等未符合履約義務的合約的交易價格未予披露。

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22. TRADE AND OTHER RECEIVABLES

22. 貿易及其他應收款

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Trade receivables	貿易應收款	1,081,267	1,082,862
Retention receivables	應收保固金	979,868	757,767
		2,061,135	1,840,629
Less: Provision for impairment	減：減值撥備	(28,721)	(108,119)
		2,032,414	1,732,510
Other receivables	其他應收款	54,661	66,101
Trade and other receivables	貿易及其他應收款	2,087,075	1,798,611

The Group's trade receivables mainly represent progress billing receivables from facade contracting works and general contracting works and construction contracts of thermoelectricity business. The Group adopts credit policies which are consistent with the trade practices prevalent in the building industry in countries in which the Group has operations. The Group recognises its trade receivables when the value of the subcontract works is certified by the architect. Pursuant to the trade practices, the main contractor from time to time makes applications for payment certificates which include the certified value of the nominated subcontract works.

Retention receivables represent certified contract payments in respect of works performed, for which payments are withheld by customers for retention purposes, and the amount retained is withheld on each payment up to a maximum amount calculated as a prescribed percentage of the contract sum. No ageing analysis of retention receivables is presented as the retentions are released to the Group pursuant to the provisions of the relevant contracts after the completion of the projects.

Trade receivables include balances with related companies amounting to approximately HK\$1,016,707,000 (2022: HK\$724,415,000), which are unsecured, interest-free and repayable in accordance with the terms of relevant agreements.

本集團的貿易應收款主要指幕牆工程和總承包工程及熱電業務的工程合約應收進度收款。本集團採納的信貸政策與本集團業務所在國家中的建造行業普遍採納的貿易慣例一致。本集團於分包工程價值獲建築師認證後確認其貿易應收款。根據貿易慣例，總承包商不時提出付款證明書的申請，其中包括指定分包工程的已核證價值。

應收保固金指客戶在已認證之工程付款金額內預扣之款項。客戶於每次付款時預扣此保固金，最高金額根據合同金額的指定百分比計算。根據有關合同條款，保固金於有關項目完成後才發還予本集團，故並未呈列應收保固金的賬齡分析。

貿易應收款項包括與關連公司的結餘約港幣1,016,707,000元(2022年：港幣724,415,000元)，這些應收款是無抵押、免息及根據相關協議的條款付款。

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22. TRADE AND OTHER RECEIVABLES*(Continued)*

The analysis of trade and other receivables, including the ageing analysis of trade receivables, based on invoice date, and net of provisions, is as follows:

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Trade receivables:	貿易應收款：		
0 to 30 days	零至30日	364,891	347,438
31 to 90 days	31至90日	112,984	175,900
More than 90 days	90日以上	582,670	489,328
		1,060,545	1,012,666
Retention receivables	應收保固金	971,869	719,844
		2,032,414	1,732,510
Other receivables	其他應收款	54,661	66,101
Trade and other receivables	貿易及其他應收款	2,087,075	1,798,611

Except for the receivables arising from construction contracts which are billed and immediately payable in accordance with the terms of the relevant agreement, the Group generally allows an average credit period not exceeding 90 days (2022: 90 days) to its customers and the retention receivables are repayable approximately one year after the expiry of the defect liability period of construction projects.

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and retention receivables. The Group determines the provision for expected credit losses by grouping together trade and other receivables with similar credit risk characteristics and collectively assessing them for likelihood of recovery, taking into account prevailing economic conditions. For trade and other receivables relating to accounts which are long overdue with significant amounts or known insolvencies or non-response to collection activities, they are assessed individually for impairment allowance.

22. 貿易及其他應收款 (續)

貿易及其他應收款(包括根據發票日期及扣除撥備後作出的貿易應收款的賬齡分析)分析如下：

除工程合同的應收款項按有關協議規定於開出發票時即時繳付外，本集團一般都給予其客戶不多於90日(2022年：90日)之平均信貸期，而應收保固金於工程項目保養責任期屆滿後約一年內償還。

本集團採用香港財務報告準則第9號簡化法對所有貿易應收款項以存續期預期虧損撥備計量預期信貸虧損。本集團通過將具有類似信用風險特徵的貿易應收款及應收保固金合併在一起共同評估其回收的可能性，並考慮到當前的經濟狀況，以確定預期信貸虧損撥備。對於大額金額的或已知破產的或未對收款活動作出回應的長期逾期貿易及其他應收款項賬戶，則單獨評估減值撥備。

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22. TRADE AND OTHER RECEIVABLES*(Continued)*

As at 31 December 2023, no trade and retention receivables were impaired and fully provided (2022: HK\$26,764,000 were impaired and fully provided).

The individually impaired trade and retention receivables relate to contracts under disputes with customers and are expected not to be recovered. The Group does not hold any collateral or other credit enhancements over these balances.

Movements of provision for impairment of the trade and retention receivables are as follows:

22. 貿易及其他應收款(續)

於2023年12月31日，沒有貿易應收款及應收保固金已減值，並全數撥備(2022年：港幣26,764,000元已減值，並全數撥備)。

個別已減值貿易應收款及應收保固金與出現糾紛的客戶合同有關，並預期不可收回。本集團並無就該等結餘持有任何抵押品或作出其他信貸升級之安排。

貿易應收款及應收保固金的減值撥備變動如下：

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
At 1 January	於1月1日	108,119	73,550
Impairment losses, net	減值損失，淨值	1,124	38,272
Amount written off as uncollectible	無法收回而註銷的金額	(79,402)	-
Exchange differences	匯兌差額	(1,120)	(3,703)
At 31 December	於12月31日	28,721	108,119

The carrying amounts of the Group's trade and other receivables are denominated in the following currencies:

本集團貿易及其他應收款賬面值以下列貨幣計值：

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Hong Kong dollar	港元	671,531	610,432
Renminbi	人民幣	932,644	869,715
United States dollar	美元	59,274	52,001
Canadian dollar	加幣	173,690	179,273
Macau Pataca	澳門幣	225,788	66,137
Great British Pound	英鎊	24,074	20,979
United Arab Emirates Dirham	阿聯酋迪拉姆	74	74
Total	總計	2,087,075	1,798,611

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22. TRADE AND OTHER RECEIVABLES

(Continued)

There is no concentration of credit risk with respect to trade and retention receivables, as the Group has a large number of customers.

The carrying amounts of the Group's trade and other receivables approximate the fair values of these balances.

23. AMOUNTS/LOAN DUE FROM/TO AN INTERMEDIATE HOLDING COMPANY AND FELLOW SUBSIDIARIES

Balances with fellow subsidiaries and an intermediate holding company are unsecured, interest-free and repayable on demand. The balances are mainly denominated in RMB.

The receivables from a fellow subsidiary in the amount of HK\$633,273,000 (2022: HK\$708,142,000) was due from a subsidiary of CSC in Chinese Mainland and the payables from a fellow subsidiary in the amount of HK\$724,679,000 (2022: HK\$724,679,000) was due to a subsidiary of CSC in Hong Kong which are related to the acquisition of 100% interest in 瀋陽皇姑熱電有限公司 ("Shenyang Huanggu Company") (details of the transaction were disclosed in the Company's circular dated 22 November 2019) and the amounts are included in amounts due from fellow subsidiaries (being the onshore receivable as referred to in the circular) and amounts due to fellow subsidiaries (being the offshore amount due payable as referred to in the circular), respectively.

The receivables from a fellow subsidiary in the amount of HK\$101,251,000 (2022: HK\$149,293,000) was due from a subsidiary of CSC in Chinese Mainland and the payables from a fellow subsidiary in the amount of HK\$243,796,000 (2022: HK\$287,050,000) was due to a subsidiary of CSC in Hong Kong related to the acquisition of 100% interest in Value Idea Investments Limited and Fuller Sky Enterprises Limited (details of the transaction were disclosed in the Company's circular dated 22 February 2019) and the amounts are included in amounts due from fellow subsidiaries (being the onshore receivable) and amounts due to fellow subsidiaries (being the offshore amount due payable), respectively.

22. 貿易及其他應收款(續)

由於本集團擁有大量客戶，因此並無有關貿易應收款及應收保固金之任何集中信貸風險。

本集團貿易及其他應收款之賬面值與該等結餘之公允值相若。

23. 借款及應收／付中介控股公司、集團系內公司款

應收／付集團系內及中介控股公司款項為無抵押、免息及按要求償還。該款項以人民幣列示。

來自系內公司應收款項港幣633,273,000元(2022年：港幣708,142,000元)是應收中國建築國際在中國內地的一間附屬公司和來自系內公司應付款項港幣724,679,000元(2022年：港幣724,679,000元)是應付中國建築國際在香港的一間附屬公司，該款項是關於收購瀋陽皇姑熱電有限公司的100%權益(「瀋陽皇姑公司」)(交易詳情載於日期為2019年11月22日之公司通函中)該款項分別包括在應收系內公司款(即通函中所指的境內應收款)及應付系內公司款(即通函中所指的境外應付款)。

來自系內公司應收款項港幣101,251,000元(2022年：港幣149,293,000元)是應收中國建築國際在中國內地的一間附屬公司和來自系內公司應付款項港幣243,796,000元(2022年：港幣287,050,000元)是應付中國建築國際在香港的一間附屬公司，該款項是關於收購Value Idea Investments Limited及富天企業有限公司的100%權益(交易詳情載於日期為2019年2月22日之公司通函中)，該款項分別包括在應收系內公司款(即境內應收款)及應付系內公司款(即境外應收款)。

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24. CASH AND BANK BALANCES

24. 現金及銀行結餘

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Cash and bank balances	現金及銀行結餘	698,670	974,838
Time deposits	定期存款	14,280	-
Subtotal	小計	712,950	974,838
Less: Pledged deposits	減：已抵押存款	(10,550)	-
Cash and cash equivalents	現金及現金等價物	702,400	974,838

Cash and bank balances are denominated in the following currencies:

本集團現金及銀行結餘，賬面值以下列貨幣計值：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Renminbi	人民幣	486,178	764,935
Hong Kong dollar	港元	141,681	147,333
Great British Pound	英鎊	2,930	1,584
Australian dollar	澳幣	6,439	6,467
Canadian dollar	加幣	37,464	2,682
Macau Pataca	澳門幣	8,502	11,764
United States dollar	美元	14,849	14,389
United Arab Emirates Dirham	阿聯酋迪拉姆	14,891	25,669
Others	其他	16	15
Cash and bank balances	現金及銀行結餘	712,950	974,838

In respect of the cash balance denominated in RMB which is held by the Group's subsidiaries incorporated in the PRC, conversion into foreign currencies and remittance out of the PRC is subject to the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations.

就本集團於中國註冊的附屬公司之人民幣款項而言，兌換成外幣及匯出中國須遵守中國外匯管制法規，結匯、售匯及付匯管理規定。

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 pledged deposits are deposited with creditworthy banks with no history of default.

銀行現金根據每日銀行存款利率以浮動利率賺取利息。短期定期存款的存期從一天至三個月不等，視乎本集團的即時現金需求而定，並按各自的短期定期存款利率賺取利息。銀行結餘及已抵押存款存放於信譽良好、並無拖欠記錄的銀行。

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25. BANK BORROWINGS

25. 銀行借款

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Bank loans, secured	銀行貸款·有抵押	10,052	375,404
Bank loans, unsecured	銀行貸款·無抵押	1,177,932	950,402
		1,187,984	1,325,806
The borrowings are repayable as follows:	借款須於下列年期償還：		
On demand or within one year	應要求或於一年內償還	789,513	419,794
In the second year	於第二年償還	-	508,340
In the third to fifth years, inclusive	於第三至第五年償還 (包括首尾兩年)	398,471	397,672
		1,187,984	1,325,806
Less: Current portion	減：流動部份	(789,513)	(419,794)
Non-current portion	非流動部份	398,471	906,012

At 31 December 2023, bank loans of HK\$10,052,000 (31 December 2022: HK\$10,346,000) were secured by a mortgage on the Group's land and buildings of HK\$14,735,000 (31 December 2022: HK\$14,952,000).

於2023年12月31日，銀行貸款港幣10,052,000元（2022年12月31日：港幣10,346,000元）以本集團價值港幣14,735,000元（2022年12月31日：港幣14,952,000元）的土地及建築物作為抵押。

At 31 December 2022, banking facilities of HK\$365,058,000 were secured by charge over the Group's land and buildings of HK\$401,585,000 and construction in progress of HK\$16,623,000, respectively (note 14).

於2022年12月31日，銀行貸款港幣365,058,000元以本集團土地及建築物及在建工程的押記分別為港幣401,585,000元及港幣16,623,000元（附註14）。

The carrying amounts of the Group's bank borrowings are denominated in the following currencies:

本集團銀行借款賬面值以下列貨幣計值：

		Hong Kong dollar 港幣 HK\$'000 港幣千元	Canadian dollar 加幣 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
31 December 2023	2023年12月31日			
Bank loans	銀行貸款	1,177,932	10,052	1,187,984
31 December 2022	2022年12月31日			
Bank loans	銀行貸款	896,183	429,623	1,325,806

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25. BANK BORROWINGS (Continued)

The average bank loan interest rate of the bank borrowings at 31 December 2023 was 5.19% (2022: 4.36%) per annum.

Most bank borrowings are arranged at floating rates, thus exposing the Group to cash flow interest rate risk.

The carrying amounts of bank borrowings approximate the fair value of these balances.

The secured bank loans include the bank loans with assets pledged as security to the bank. The unsecured bank loans include the bank loans with financial undertaking required to be fulfilled by the Group.

25. 銀行借款 (續)

於2023年12月31日之銀行借款平均銀行貸款年利率為5.19% (2022年：4.36%)。

大部份銀行借款均以浮動利率計值，因此本集團面臨現金流量利息風險。

銀行借款之賬面值與該等結餘之公允值相若。

有擔保的銀行貸款包括銀行貸款，其資產抵押為銀行的擔保。無擔保的銀行貸款包括集團需要履行的銀行貸款及金融承諾。

26. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS

The analysis of trade payables, other payables and accruals, including the ageing analysis of trade payables, based on invoice date, is as follows:

26. 貿易應付款、其他應付款及應計費用

貿易應付款、其他應付款及應計費用(包括根據發票日期的貿易應付款的賬齡分析)分析如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Trade payables:	貿易應付款：		
0 to 30 days	零至30日	2,232,915	2,543,342
31 to 90 days	31至90日	225,915	193,170
More than 90 days	90日以上	512,250	177,929
		2,971,080	2,914,441
Retention payables	應付保固金	368,789	293,971
		3,339,869	3,208,412
Other payables and accruals	其他應付款及應計費用	245,489	277,765
Trade payables, other payables and accruals	貿易應付款、其他應付款及應計費用	3,585,358	3,486,177

As at 31 December 2023, the amount of retention payables expected to be settled after more than twelve months was approximately HK\$344,793,000 (2022: HK\$237,651,000).

於2023年12月31日，預期將於12個月後到期的應付保固金為港幣344,793,000元 (2022年：港幣237,651,000元)。

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26. TRADE PAYABLES, OTHER PAYABLES AND ACCRUALS (Continued)

The carrying amounts of the Group's trade payables, other payables and accruals are denominated in the following currencies:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Hong Kong dollar	港元	1,279,236	1,626,250
Renminbi	人民幣	2,084,882	1,582,698
Canadian dollar	加幣	52,176	73,123
United States dollar	美元	17,210	19,178
Macau Pataca	澳門幣	144,230	177,786
Great British Pound	英鎊	6,695	5,832
Others	其他	929	1,310
		3,585,358	3,486,177

The carrying amounts of trade payables, other payables and accruals approximate the fair value of these balances.

Movements of warranty provisions included in other payables and accruals are as follows:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
At 1 January	於1月1日	51,089	35,970
Addition	增加	24,800	21,800
Exchange differences	匯兌差額	237	(296)
Utilisation	已使用	(20,467)	(6,385)
At 31 December	於12月31日	55,659	51,089

The Group provides warranties to its customers on facade contracting works in accordance with terms and conditions as stipulated in contracts, under which defective works are rectified or replaced.

The amount of the warranty provision is estimated based on the past experience of the level of defective works and the estimation basis is regularly reviewed and revised where appropriate, and is included in "other payables and accruals".

26. 貿易應付款、其他應付款及應計費用 (續)

本集團貿易應付款、其他應付款及應計費用之賬面值以下列貨幣計值：

貿易應付款、其他應付款及應計費用之賬面值與該等結餘之公允值相若。

於其他應付款及應計費用中之保質撥備變動如下：

本集團根據合同所列條款及條件就其幕牆工程向客戶提供保質，據此，有瑕疵工程部分將予修葺或替換。

保質撥備金額乃根據過往經驗按有瑕疵工程部分之程度估計。該估計基準定期予以檢討及於適當時作出修訂及包括於非其他應付款及應計費用中。

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27. DEFERRED TAXATION

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

27. 遞延稅項

年內遞延稅項負債及(資產)變動如下:

		Accelerated tax depreciation	Revaluation of land and buildings	Tax losses	Contract liabilities	Provision	Undistributed earnings of Chinese Mainland subsidiaries 於中國內地 附屬公司之 未分配利潤	Total
		加速稅項 折舊 HK\$'000 港幣千元	重估土地 及建築物 HK\$'000 港幣千元	稅項虧損 HK\$'000 港幣千元	合約負債 HK\$'000 港幣千元	撥備 HK\$'000 港幣千元	於中國內地 附屬公司之 未分配利潤 HK\$'000 港幣千元	總額 HK\$'000 港幣千元
At 1 January 2022	於2022年1月1日	2,283	753	(52,334)	(107,520)	(12,192)	3,228	(165,782)
Exchange difference	匯兌差額	-	-	-	8,312	939	-	9,251
Charged/(credited) to consolidated income statement (note 9)	於綜合收益表 扣除/(計入) (附註9)	(1,991)	(753)	52,334	(166)	130	-	49,554
At 31 December 2022 and 1 January 2023	於2022年12月31日 及2023年1月1日	292	-	-	(99,374)	(11,123)	3,228	(106,977)
Exchange difference	匯兌差額	-	-	-	3,162	354	958	4,474
Charged/(credited) to consolidated income statement (note 9)	於綜合收益表 扣除/(計入) (附註9)	1	-	-	(8,304)	118	(4,186)	(12,371)
At 31 December 2023	於2023年12月31日	293	-	-	(104,516)	(10,651)	-	(114,874)

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27. DEFERRED TAXATION (Continued)

The following is analysis of net deferred tax balances for statement of financial position purposes:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Deferred tax liabilities	遞延稅項負債	293	3,520
Deferred tax assets	遞延稅項資產	(115,167)	(110,497)
		(114,874)	(106,977)

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through the future taxable profits is probable. The Group has unrecognised tax losses of HK\$2,151,254,000 (2022: HK\$1,975,531,000) that are available for offsetting against future taxable profits of the companies in which the losses arose. The expiry dates of these tax losses are subject to the tax rulings of the respective jurisdictions, which is 20 years in Canada, one to five years in Chinese Mainland and indefinitely in Hong Kong.

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.

As at 31 December 2023, no deferred tax (2022: HK\$3,228,000) has been recognised for withholding taxes that would be payable on the unremitted earnings that are subject to withholding taxes of the Group's subsidiaries established in Chinese Mainland. In the opinion of the Company's directors, the rest of the unremitted earnings will not be distributed by the Group's subsidiaries 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 amounted to HK\$1,098,511,000 as at 31 December 2023 (2022: HK\$1,020,349,000).

27. 遞延稅項 (續)

就呈報財務狀況表而言之遞延稅項結餘淨額分析如下：

遞延所得稅資產乃就前期結轉之稅項虧損確認，惟以可能以未來應課稅溢利變現有稅項優惠為限。本集團擁有未確認稅項虧損港幣2,151,254,000元(2022年：港幣1,975,531,000元)，可供產生虧損的公司抵銷未來應課稅溢利。該等稅項虧損的到期日由各自司法管轄區的稅務裁決而定，加拿大到期日期限為20年，中國內地到期日期限為1至5年及香港到期日期限為無限期。

對於自2008年1月1日以來在中國內地設立的附屬公司所派發的股息，本集團有責任代扣代繳所得稅。適用稅率為5%或10%。

於2023年12月31日，本集團沒有就在中國內地成立的附屬公司應預扣未繳收益的預扣稅款確認遞延稅款(2022年：港幣3,228,000元)。公司董事認為，在可預見的將來，其餘的未匯出收入將不會由本集團的附屬公司分配。於2023年12月31日，與投資中國內地附屬公司有關的暫時差額之尚未確認遞延稅項負債總額為港幣1,098,511,000元(2022年：港幣1,020,349,000元)。

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28. SHARE CAPITAL

28. 股本

		Issued and fully paid 已發行及繳足	
		Number of shares 股份數目 '000 千股	Share capital amount 股本金額 HK\$'000 港幣千元
Ordinary shares of HK\$0.01 each At 1 January 2021	每股面值0.01港元之普通股 於2021年1月1日	2,155,545	21,555
Issue of ordinary shares (Note)	發行普通股(附註)	100,000	1,000
Ordinary shares of HK\$0.01 each At 31 December 2022, 1 January 2023 and 31 December 2023	每股面值0.01港元之普通股 於2022年12月31日、 於2023年1月1日及 於2023年12月31日	2,255,545	22,555

Note: On 24 June 2022, an aggregate of 100,000,000 ordinary shares were issued at the price of HK\$2.20 per share pursuant to the placing and subscription agreement dated 20 June 2022 and net proceeds of approximately HK\$219,000,000 (after deducting relevant expenses) were raised.

附註：根據日期為2022年6月20日之配售及認購協議，於2022年6月24日，合共100,000,000股普通股以每股港幣2.20元之價格發行，籌集所得款項淨額(於扣減相關開支後)約為港幣219,000,000元。

29. SHARE PREMIUM AND RESERVES

29. 儲備

(a) Group

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

(a) 本集團

本集團的儲備金額及變動已於綜合權益變動表中呈列。

(b) Nature and purpose of reserves

(b) 儲備的性質及目的

(i) Share premium and retained profits

Under the Companies Law of the Cayman Islands, the funds in the share premium and retained profits of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(i) 股份溢價及保留溢利

根據開曼群島公司法，本公司股份溢價及保留溢利的資金可供分派予本公司股東，前提為緊隨建議分派股息日期後，本公司須有能力償還其於日常業務過程中已到期的債務。

(ii) Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations and an associate. The reserve is dealt with in accordance with the accounting policies set out in note 2.4 to the financial statements.

(ii) 外幣匯兌儲備

外幣匯兌儲備包括所有換算海外業務的財務報表及於聯營公司之權益而產生的外匯差額。該儲備乃根據財務報表附註2.4所載的會計政策處理。

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29. SHARE PREMIUM AND RESERVES*(Continued)***(b) Nature and purpose of reserves***(Continued)*

(iii) Share-based payments reserve

The share-based payments reserve represents the fair value of the equity instruments granted to directors and employees of the Group, recognised in accordance with the accounting policy adopted for share-based payments in note 2.4 to the financial statements.

(iv) Statutory reserves

The statutory reserves, which are non-distributable, are appropriated from the profit after taxation of the Group's PRC and Macau subsidiaries under the applicable laws and regulations in the PRC and Macau respectively.

(v) Special reserve

On 11 March 2014, the Group acquired 100% of the equity interests in Treasure Construction Engineering Limited ("Treasure Construction") from Barkgate Enterprises Limited, a wholly-owned subsidiary of CSC, which is an intermediate holding company of the Company, at a cash consideration of HK\$2,000,000. The excess of approximately HK\$1,970,000, representing the difference between the fair value of consideration paid for the acquisition and the net asset value of Treasure Construction at the acquisition date, was charged to special reserve.

During 2016, the Group increased its equity interests in its subsidiary, Gamma North America, Inc. by 38.63% through capitalisation of shareholder's loans. The net liability value of Gamma North America, Inc. of HK\$287,768,000 has been transferred from non-controlling interests to special reserve in equity.

On 26 June 2018, the Group acquired 100% of equity interests in China Overseas Supervision Limited ("COS") from Shenzhen CS Grand Wealth Investment Company Limited, a wholly-owned subsidiary of CSC, at a cash consideration of RMB70,000,000. HK\$180,564,000 represents the excess of consideration paid over the share capital of the COS net of distribution of the former shareholders.

29. 儲備 (續)**(b) 儲備的性質及目的 (續)**

(iii) 以股份為基礎付款儲備

以股份為基礎付款儲備指授予本集團董事及僱員的股本工具的公允值，乃根據財務報表附註2.4就以股份為基礎付款而採納的會計政策予以確認。

(iv) 法定儲備

不可分派的法定儲備乃分別根據中國及澳門的適用法律及法規從本集團的中國及澳門附屬公司之稅後溢利撥款。

(v) 特別儲備

於2014年3月11日本集團以港幣2,000,000元之現金向一中介控股公司—中國建築國際之全資附屬公司Barkgate Enterprises Limited購入海悅建築工程有限公司(「海悅建築」)全部股權權益。收購海悅建築之公允值代價與其於收購日資產淨值之差額港幣1,970,000元已反映於特別儲備內。

於2016年，本集團透過將股東貸款股本化之方式進一步增持其子公司Gamma North America, Inc. 38.63%之股權權益。Gamma North America, Inc.負債淨值之港幣287,768,000元由非控股權益轉撥至特別儲備。

於2018年6月26日本集團以人民幣70,000,000元之現金向一中介控股公司—中國建築國際之全資附屬公司—深圳中建宏達投資有限公司購入中海監理有限公司(「中海監理」)全部股權權益。港幣180,564,000元為收購代價與被收購公司之股本及減除以往年度已收到/(支付)予前股東之差額。

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29. SHARE PREMIUM AND RESERVES*(Continued)***(b) Nature and purpose of reserves***(Continued)***(v) Special reserve *(Continued)***

On 30 December 2019, the Group acquired 100% of equity interests in 瀋陽皇姑熱電有限公司 (“Shenyang Huanggu Company”) by way of purchase of (i) the entire issued share capital of China Overseas Public Utility Investment Limited (“COPUI”) which owns 99.69% of the registered capital of Shenyang Huanggu Company; and (ii) the 0.31% of the registered capital of Shenyang Huanggu Company held by 深圳海豐德投資有限公司 (“Shenzhen Haifengde”), for an aggregate consideration of HK\$673,580,000. The excess of approximately HK\$673,580,000, representing the difference between the fair value of consideration paid and the share capital value of Shenyang Huanggu Company at the acquisition date, was charged to special reserve.

30. SHARE-BASED PAYMENTS

Pursuant to the A-shares Restricted Stock Incentive Plan (Phase IV) (the “Incentive Plan (Phase IV)”) of CSCECL, 5,490,000 incentive shares were granted to certain employees of the Company (including two directors and certain senior management) on 23 December 2021 (the “Grant Date (Phase IV)”) with an exercise price of RMB3.06 per share, subject to a lock-up period of two years’ service from the Grant Date (Phase IV) (the “Lock-Up Period (Phase IV)”). During the Lock-Up Period (Phase IV), these shares are not transferrable, nor subject to any guarantee, indemnity or pledge. One-third of the awards are vested each year starting from the beginning of the third year on a time-apportionment basis since the Grant Date (Phase IV).

Subject to CSCECL’s achievement of performance conditions and individuals’ key performance indicators, the restriction over incentive shares will be removed, otherwise, CSCECL has constructive obligations to repurchase the ordinary shares in cash if the performance conditions of CSCECL or the individuals’ key performance indicators are not achieved.

The fair value of incentive shares on the Grant Date (Phase IV) determined using a comparable generally accepted methodology was RMB1.94 per share. The significant inputs into the methodology include the closing price of RMB5 per share on the Grant Date (Phase IV), the exercise price of RMB3.06 per share and the cap of share-based payments at 30% of employees’ remuneration for the respective two years.

29. 儲備 (續)**(b) 儲備的性質及目的 (續)****(v) 特別儲備 (續)**

於2019年12月30日，本集團以港幣673,580,000元代價收購瀋陽皇姑熱電有限公司(「瀋陽皇姑公司」)之100%股權權益，此收購乃通過(i)收購持有99.69%瀋陽皇姑公司註冊資本之中國海外公用設施投資有限公司(「中國海外公用設施」)100%股權權益；(ii)持有0.31%瀋陽皇姑公司註冊資本之深圳海豐德投資有限公司(「深圳海豐德」)。收購瀋陽皇姑公司之公允值代價與其於收購日股本金額之差額港幣673,580,000元已反映特別儲備內。

30. 以股份為基礎的付款

根據本集團中介控股公司中建股份第四期A股受限制性股票激勵計劃(「激勵計劃(第四期)」)，本公司若干僱員(「合資格人士」，包括二名董事及若干高級管理人員)於2021年12月23日(「授出日期(第四期)」)，獲授5,490,000股獎勵股份，行使價為每股人民幣3.06元，受限於自授出日期(第四期)起計為期兩年服務的限售期(第四期)(「限售期(第四期)」)。於限售期(第四期)，該等股份不得轉讓，亦不可用於擔保或償還債務。自授出日期(第四期)起第三年年初開始，獎勵可按時間劃分基礎歸屬，每年歸屬其中三分之一。

待中建股份達成表現條件以及個人達成關鍵表現指標後，該等股份的限制將會解除，否則，中建股份有推定義務，如中建股份未能達成表現條件或個人未能達成關鍵表現指標，中建股份須以現金購回該等普通股。

於授出日期(第四期)獎勵股份的公允值以普遍接受的可比較的方法釐定為每股人民幣1.94元，輸入方法的重要數據包括授出日期(第四期)收市價每股人民幣5元、行使價每股人民幣3.06元、以股份為基礎的付款上限為該等僱員各自兩年薪酬的30%。

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31. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOW**(a) Major non-cash transactions**

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$36,957,000 (2022: HK\$29,151,000) and HK\$36,957,000 (2022: HK\$29,151,000), respectively, in respect of lease arrangements for buildings.

(b) Reconciliation of liabilities from financing activities**31. 綜合現金流量表附註****(a) 重大非現金交易**

年內，本集團就樓宇租賃安排，非現金增加使用權資產及租賃負債分別為港幣36,957,000元(2022年：港幣29,151,000元)及港幣36,957,000元(2022年：港幣29,151,000元)。

(b) 來自融資業務的負債對賬

		Lease liabilities	Bank borrowings	Loan from an intermediate holding company	Amounts due from an intermediate holding company	Total
		租賃負債	銀行借款	中介控股公司的借款	應付中介控股公司款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2022	於2022年1月1日	49,343	1,333,156	170,000	6,992	1,559,491
Cash flows	現金流	(31,093)	19,785	(170,000)	(8,255)	(189,563)
Foreign exchange adjustments	匯兌調整	(2,905)	(27,135)	-	-	(30,040)
Interest on lease liabilities (Note 8)	租賃負債利息(附註8)	2,639	-	-	-	2,639
Increase in lease liabilities from entering into new contracts (Note 16(a))	新合同引起的租賃負債增加(附註16(a))	29,151	-	-	-	29,151
Interest on loan from an intermediate company	來自中介控股公司借款利息	-	-	-	1,263	1,263
As 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	47,135	1,325,806	-	-	1,372,941
Cash flows	現金流	(26,761)	(137,528)	-	-	(164,289)
Foreign exchange adjustments	匯兌調整	165	(294)	-	-	(129)
Interest on lease liabilities (Note 8)	租賃負債利息(附註8)	1,556	-	-	-	1,556
Increase in lease liabilities from entering into new contracts (Note 16(a))	新合同引起的租賃負債增加(附註16(a))	36,957	-	-	-	36,957
At 31 December 2023	於2023年12月31日	59,052	1,187,984	-	-	1,247,036

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32. COMMITMENTS

At 31 December 2023, the Group had the following contractual commitments in the consolidated financial statements:

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Construction in progress for property, plant and equipment	在建工程物業、廠房及設備	12,222	10,797

32. 承擔

於2023年12月31日，本集團有以下於綜合財務報表之合約承擔：

33. RELATED PARTY TRANSACTIONS

In addition to those related party transactions and balances disclosed elsewhere in the financial statements, the Group had the following transactions with its related parties during the year:

(a) Transactions with related parties

(i) Transactions with fellow subsidiaries

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Construction fees received from fellow subsidiaries	向集團系內公司收取之工程費	3,260,392	2,468,723
Service income received from fellow subsidiaries	向集團系內公司收取之服務收入	89,020	119,064
Insurance premium paid to fellow subsidiaries	向集團系內公司支付之保險服務費	9,331	1,239
Purchases of materials from fellow subsidiaries	向集團系內公司支付之材料款	372	12,940
Leasing of machinery from fellow subsidiaries	向集團系內公司支付之機械租賃款	7,213	514

33. 關聯人士交易

除於綜合財務報表其他部分披露的關聯人士交易及結餘外，本集團於年內與其關聯人士進行了下列交易：

(a) 與關聯人士之交易

(i) 與集團系內公司進行的交易

These related party transaction also constitutes continuing connected transactions as defined in Chapter 14A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

該等關聯人士交易亦構成香港聯合交易所有限公司證券上市規則(「上市規則」)第14A章所界定的持續關連交易。

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33. RELATED PARTY TRANSACTIONS*(Continued)***(a) Transactions with related parties***(Continued)*

- (ii) Transactions with other state-controlled entities in the Chinese Mainland

Certain of the Group's businesses are operated in an economic environment currently predominated by entities directly or indirectly owned, controlled or significantly influenced by the government of the Chinese Mainland. In addition, the Group is itself part of a larger group of companies under CSCEC.

Apart from transactions with its fellow subsidiaries, the Group has transactions with other state-controlled entities, mainly interest income.

These transactions are conducted in the ordinary course of the Group's businesses on terms comparable to those with other entities that are not state-controlled.

(b) Compensation of key management personnel

The remuneration of directors and other members of key management during the year was as follows:

33. 關聯人士交易 (續)**(a) 與關聯人士之交易 (續)**

- (ii) 與中國其他國家控制實體進行的交易

本集團若干業務乃於目前由中國政府直接或間接擁有、控制或重大影響之實體所主導的經濟環境中經營。此外，本集團自身為中建集團成員公司之一。

除與其集團系內公司進行的交易外，本集團亦與其他國家控制實體進行交易，主要為利息收入。

該等交易乃於本集團之日常業務過程中進行，其條款與其他非國家控制實體所用者類似。

(b) 主要管理人員補償

年內董事及其他主要行政人員薪酬如下：

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Short term employee benefits	短期僱員福利	38,322	34,051
Post-employment benefits	終止僱用後福利	275	579
Total compensation paid to key management personnel	主要管理人員補償總計	38,597	34,630

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

董事及主要行政人員之薪酬乃由薪酬委員會按個別表現及市場趨勢釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

34. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY**Statement of financial position of the Company****34. 控股公司的財務狀況表及儲備變動****控股公司的財務狀況表**

		2023	2022
		2023年	2022年
		HK\$'000	HK\$'000
		港幣千元	港幣千元
Non-current asset	非流動資產		
Interests in subsidiaries	於附屬公司的權益	2,129,447	1,526,152
Current assets	流動資產		
Deposits, prepayments and other receivables	按金、預付款及其他 應收款	-	55
Amounts due from subsidiaries	應收附屬公司款項	50,000	50,000
Cash and bank balances	現金及銀行結餘	1,729	986
Total current assets	總流動資產	51,729	51,041
Current liabilities	流動負債		
Amount due to a fellow subsidiary	應付集團系內公司款	225,390	229,898
Other payables and accruals	其他應付款及應計費用	974	757
Current tax payables	應付稅項	1,786	480
Total current liabilities	總流動負債	228,150	231,135
NET CURRENT LIABILITIES	淨流動負債	(176,421)	(180,094)
TOTAL ASSETS LESS CURRENT LIABILITIES	資產減流動負債	1,953,026	1,346,058
Capital and Reserves	股本及儲備		
Share capital	股本	22,555	22,555
Share premium and reserves (note (a))	股份溢價及儲備(附註(a))	1,930,471	1,323,503
Total equity	總權益	1,953,026	1,346,058

On behalf of the Board

承董事局命

Zhang Haipeng

張海鵬

Director

董事

Wu Mingqing

吳明清

Director

董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

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

34. STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (Continued)**Statement of financial position of the Company** (Continued)

Note:

(a) Reserve movement of the Company

		Share premium	Share-based payments reserve	Special reserve	Retained earnings	Total
		股份溢價	以股份為基礎付款儲備	特別儲備	保留溢利	總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2022	於2022年1月1日	898,654	4,636	9,114	143,989	1,056,393
Profit for the year	年內溢利	–	–	–	174,311	174,311
Issue of shares	發行股份	218,028	–	–	–	218,028
Capital contribution relating to share-based payment borne by an intermediate holding company	中介控股公司承擔的股份支付有關的出資	–	–	3,892	–	3,892
2021 final dividend	2021年末期股息	–	–	–	(36,644)	(36,644)
2022 interim dividend	2022年中期股息	–	–	–	(92,477)	(92,477)
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	1,116,682	4,636	13,006	189,179	1,323,503
Profit for the year	年內溢利	–	–	–	783,333	783,333
Capital contribution relating to share-based payment borne by an intermediate holding company	中介控股公司承擔的股份支付有關的出資	–	–	1,823	–	1,823
2022 final dividend	2022年末期股息	–	–	–	(54,133)	(54,133)
2023 interim dividend	2023年中期股息	–	–	–	(124,055)	(124,055)
At 31 December 2023	於2023年12月31日	1,116,682	4,636	14,829	794,324	1,930,471

35. COMPARATIVE AMOUNTS

Certain comparative amounts have been reclassified to conform with the current year's presentation and disclosures.

36. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 18 March 2024.

34. 控股公司的財務狀況表及儲備變動 (續)**控股公司的財務狀況表** (續)

附註：

(a) 控股公司儲備變動

35. 比較金額

某些比較金額已重新分類，以符合本年度的列報和披露。

36. 財務報表批准

財務報表已於2024年3月18日獲董事會批准並授權發佈。

PARTICULARS OF INVESTMENT PROPERTIES

投資物業資料

Address	Use	Lease term	Approximate gross floor area (sq.m) 總樓面面積約數 (平方米)	Group's interest % 本集團應佔權益 %
地點	用途	契約期限		
Unit 606, 607, 1906 and 1907 of Golden Magnolia Plaza, No. 1 Da Pu Road, Luwan District, Shanghai City, Chinese Mainland	Commercial	Medium-term lease	598	100
中國 上海市 盧灣區 打浦路1號 金玉蘭廣場 606, 607, 1906及1907室	商業	中期契約	598	100

FIVE-YEAR FINANCIAL SUMMARY

五年財務概要

The table set out below summarizes the results and the assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the Group's published consolidated financial statements of the respective years and reclassified as appropriate. This summary is not part of the audited consolidated financial statements.

下表載列本集團於過去五個財政年度之業績及資產、負債及非控股權益概要，乃摘錄本集團有關年度之已公佈綜合財務報表，並已重新分類(如適用)。本概要並非經審核綜合財務報表之任何部份。

CONSOLIDATED RESULTS

綜合業績

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

		2019	2020	2021	2022	2023
		2019年	2020年	2021年	2022年	2023年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Revenue	營業額	4,619,412	4,535,657	6,294,827	7,668,983	8,665,765
Gross profit	毛利	544,064	488,460	676,854	825,305	973,063
Profit before tax	稅前溢利	276,913	256,292	395,973	508,214	650,463
Income tax expense, net	所得稅費用，淨額	109,173	73,432	112,066	98,254	78,233
Profit for the year	本年溢利	167,740	182,860	283,907	409,960	572,230
Profit/(loss) for the year attributable to:	本年應佔溢利/(虧損)：					
Owners of the Company	本公司股東	175,560	194,344	291,976	421,852	580,420
Non-controlling interests	非控股權益	(7,820)	(11,484)	(8,069)	(11,892)	(8,190)
Basic earnings per share (HK cents)	每股基本盈利(港仙)	8.14	9.02	13.55	19.11	25.73
Diluted earnings per share (HK cents)	每股攤薄盈利(港仙)	8.14	9.02	13.55	19.11	25.73

CONSOLIDATED NET ASSETS

綜合資產淨值

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

		2019	2020	2021	2022	2023
		2019年	2020年	2021年	2022年	2023年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Non-current assets	非流動資產	2,461,154	2,545,414	2,621,072	2,285,744	2,077,743
Current assets	流動資產	4,592,840	4,843,484	6,188,557	8,014,118	8,563,919
Current liabilities	流動負債	4,748,706	4,646,686	5,921,165	6,711,790	7,318,134
Non-current liabilities	非流動負債	1,246,775	1,417,336	1,303,406	1,594,387	1,027,662
Net assets	淨資產	1,058,513	1,324,876	1,585,058	1,993,685	2,295,866



中國建築興業集團有限公司

CHINA STATE CONSTRUCTION DEVELOPMENT HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號: 00830

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