



CHINA LEON INSPECTION HOLDING LIMITED

中国力鸿检验控股有限公司

(Incorporated in the Cayman Islands with limited liability)
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號：1586



2023
Annual Report 年報



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. LI Xiangli (*Chairman and CEO*)
Ms. ZHANG Aiyong (*Vice President*)
Mr. LIU Yi (*Vice President*)
Mr. YANG Rongbing (*Vice Chairman*)

Non-executive Director

Mr. HAO Yilei

Independent Non-executive Directors

Mr. WANG Zichen
Mr. ZHAO Hong
Mr. LIU Hoi Keung

董事會

執行董事

李向利先生 (*主席兼行政總裁*)
張愛英女士 (*副總裁*)
劉翊先生 (*副總裁*)
楊榮兵先生 (*副主席*)

非執行董事

郝怡磊先生

獨立非執行董事

王梓臣先生
趙虹先生
廖開強先生

BOARD COMMITTEE

Audit Committee

Mr. LIU Hoi Keung (*Chairman*)
Mr. WANG Zichen
Mr. ZHAO Hong

Remuneration Committee

Ms. ZHAO Hong (*Chairman*)
Ms. ZHANG Aiyong
Mr. WANG Zichen

Nomination Committee

Mr. LI Xiangli (*Chairman*)
Mr. ZHAO Hong
Mr. WANG Zichen

董事委員會

審核委員會

廖開強先生 (*主席*)
王梓臣先生
趙虹先生

薪酬委員會

趙虹先生 (*主席*)
張愛英女士
王梓臣先生

提名委員會

李向利先生 (*主席*)
趙虹先生
王梓臣先生

AUTHORISED REPRESENTATIVES

Mr. LI Xiangli
Mr. CHAN Oi Fat

COMPANY SECRETARY

Mr. CHAN Oi Fat

CHIEF FINANCIAL OFFICER

Mr. ZHANG Yu

授權代表

李向利先生
陳愛發先生

公司秘書

陳愛發先生

首席財務官

張昱先生

AUDITOR

Ernst & Young
Registered Public Interest Entity Auditor
27/F, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

REGISTERED OFFICE

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN THE MAINLAND CHINA

Buildings No. 77-78
Taida Science Park
No. 12 Zhuyuan Road
Shunyi District
Beijing, China

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Suite 1015, 10/F
Ocean Centre, Harbour City
Kowloon, Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

核數師

安永會計師事務所
註冊公眾利益實體核數師
香港鰂魚涌
英皇道979號
太古坊一座27樓

註冊辦事處

Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

中國內地總部及主要營業地點

中國北京
順義區
竺園路12號
泰達科技園
77-78棟

香港主要營業地點

香港九龍
海港城海洋中心
10樓1015室

主要股份過戶登記處

Ocorian Trust (Cayman) Limited
Windward 3
Regatta Office Park
PO Box 1350
Grand Cayman
KY1-1108
Cayman Islands

CORPORATE INFORMATION

公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

1586

WEBSITE

www.hk1586.com

INVESTOR RELATIONS

For enquiries, please contact:
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香港股份過戶登記分處

香港中央證券登記有限公司
香港灣仔
皇后大道東 183 號
合和中心 17 樓 1712–1716 號舖

股份代號

1586

網站

www.hk1586.com

投資者關係

如有查詢，請聯繫：
投資者關係部
電郵：ir@leontest.com

China Leon Inspection Holding Limited (stock code: 1586. HK) was listed on the Main Board of the Stock Exchange in 2016. The Company is China's first international leading inspection and testing company listed in Hong Kong, focusing on integrated solutions for climate change and green and low-carbon sustainable development. The Company provides global industry leaders with a wide range of one-stop services in testing, and inspection, as well as technical and consulting services around the clock, focusing on four key areas, namely commodity services, clean energy, environmental protection and climate change, empowering global industry leaders to achieve eco-friendly and low-carbon transformation. It is the pioneer in the Chinese TIC listed companies to fast complete a global network expanding its presence from major trading ports and hub cities in the Asia Pacific region to emerging markets in South America and Africa serves, and comprises 72 branches and professional laboratories globally. Details of the Company's services and business scope are as follows:

Commodity services: with as many as 72 service outlets and 18 categories of professional qualification certifications around the world, the Company's services involve more than 50 types of commodities and natural resources we provide customers with the following energy and commodity services: (1) quality testing services: in-house laboratory testing services according to the international, national and regional industry standards; (2) weight survey services: weighing services for vessels' water gauge, flow meter, weighbridge and cabin/shore tank capacity according to the international, national and regional industry standards such as SO/API/ASTM/GB/SH; (3) witnessing supervision and joint inspection services: participate in and witness the inspection process of other third party inspection agencies on behalf of our clients, or participate in the customs inspection of imported goods by way of witnessing/joint-inspection to protect the interests of our clients; (4) other technical services: supervision of assembly and disassembly, arbitral inspection, inventory survey, on-site witnessing, cleanliness inspection, inventory inspection and other services. The scope of services covers all energy and commodity categories, including but not limited to coal, crude oil, petroleum products, petrochemical products, LPG/LNG, biofuels, raw ores, non-ferrous concentrates, metals and alloys, industrial minerals, agricultural products, etc. By thoroughly implementing the long-term vision of sustainable development and upholding the fundamental principles of fairness and impartiality, we continue to expand its professional service capacity in commodity services to facilitate a better flow of global trade.

Clean energy: we open up new energy sectors based on wind power and solar power generation as well as other clean energy testing services. Our services cover quality inspection or re-inspection of wind power, photovoltaic manufacturing supervision, hoisting supervision and wind turbine inspection, quality assurance testing, operation and maintenance; collection, testing as well as regular operation and maintenance of data during wind power and photovoltaic operation to improve the stability of power generation.

中國力鴻檢驗控股有限公司(股票代碼: 1586.HK) 2016年於港交所主板上市,是國內首家在香港上市的國際領先檢驗檢測機構,公司專注於應對氣候變化及綠色低碳可持續發展綜合解決方案。公司於貿易保障、清潔能源、環境保護及氣候變化等四個主要領域24x7小時為全球行業龍頭提供一系列檢驗、檢測及技術與諮詢一站式技術服務,賦能全球行業龍頭實現綠色低碳轉型。公司於業內率先實現全球化網路佈局,服務網路由所覆蓋的亞太地區主要貿易港口及樞紐城市進一步輻射至南美和非洲新興市場,海內外分支機構及專業實驗室達72個,成為首家成功佈局海外的中國TIC上市企業,國際化程度於國內同業中首屈一指。公司詳細服務內容及業務範圍如下:

貿易保障領域: 公司通過全球多達72個服務網點及18類專業資格認證,服務覆蓋逾50種大宗商品及自然資源類別。公司於能源及大宗商品領域為客戶提供以下方面服務:(1)品質測試服務:在自有實驗室根據國際、國家、地區的行業標準提供各類指標測試服務;(2)重量鑒定服務:根據SO/API/ASTM/GB/SH等國際、國家、地區的行業標準進行船舶水尺、流量計、地磅、船艙/岸罐容量等計重服務;(3)見證監督和聯合檢驗服務:代表委託人參與並見證其他第三方檢驗機構的檢驗過程、或者以見證(witnessing)/聯合檢驗(joint-inspection)方式參與進口貨物的海關檢驗,以保護委託人權益;(4)其他技術服務:監裝拆卸、仲裁檢驗、庫存調查、現場見證、清潔度檢查、盤庫檢驗等服務。服務範圍覆蓋全能源大宗商品類別,包括但不限於煤炭、原油、石油產品、石化產品、石化氣體(LPG/LNG)、生物燃料、原礦、有色精礦、金屬及合金、工業用礦產、農產品等。公司深刻踐行「長期主義」可持續發展觀,堅持在秉持公平公正的基本原則上,持續深化專業服務能力建設,貿易支持服務,助力國際國內貿易流轉,深化貿易保障。

清潔能源領域: 開拓以風力發電、太陽能發電為基礎的新能源板塊以及其他清潔能源領域的檢測服務。服務範圍包括風電、光伏監造、吊裝督導及風電機組檢查、出質保檢測、運行維護等方面的品質檢測或複檢;針對風電及光伏運營期間進行數據收集、測試及定期運維,提高發電的穩定性。

CORPORATE PROFILE

公司概況

Environmental protection: this service is categorized into environmental protection consulting and environmental monitoring. Environmental protection consulting services include environmental housekeeping services, environmental impact assessment, soil pollution investigation and risk assessment, environmental acceptance upon completion of construction projects as well as management of and application for sewage discharge permits. Environmental monitoring services include the monitoring of water, wastewater, ambient air, exhaust gas, indoor air, soil, groundwater, solid waste, sediment and noise. Our services include industrial enterprises in various major industrial parks including rubber, metal casting, recycling, automobile manufacturing, etc., government-commissioned inspections on the natural environment, the land resources allocation department-commissioned soil pollution assessment, and inspection and acceptance of indoor air upon completion of civil buildings. LDAR provides detecting and screening services for possible media leaks from various pipeline components during the production process, so as to accurately locate the leaking points and carry out repairs. In this way, loss on the cost of raw materials caused by leaks of materials can be effectively controlled and environmental pollution reduced for the prevention of potential safety hazards and financial losses. By screening VOCs and methane emissions, etc., data are acquired for enterprises to support the reduction of such emissions. LDAR services are provided for a number of industrial enterprises, such as those engaged in petroleum and petrochemical, chemical and chemical processing of coal, resin production, natural gas, pharmaceutical and other production Enterprises. As a major role in low-carbon emission reduction, LDAR services is an indispensable part of achieving carbon neutrality by accurately filling in the gaps in carbon emission reduction data.

Climate change: we provide customers with comprehensive solutions, which primarily include carbon peak and neutrality related advisory services, carbon asset development and trading services, ESG technical consulting services, and low-carbon information-based integrated solution services, etc. The detailed services include: 1) carbon peak and neutrality advisory technical services: carbon emission check and evaluation, product carbon footprint evaluation, carbon emission reduction target setting and road map study, carbon emission management indexing and system construction, low-carbon supply chain management, emission reduction and carbon neutrality planning, carbon neutrality project counseling, green manufacturing technical services, energy management and energy-saving diagnostic technical services, etc.; 2) carbon asset development and trading services: carbon asset evaluation and due diligence, carbon asset development and management, carbon asset value adding management, carbon asset trading, etc.; 3) ESG technical consulting services: ESG report preparation, ESG strategy formulation and system construction, ESG management enhancement and rating improvement, ESG due diligence, etc.; and 4) low-carbon information-based integrated solution services: customized low-carbon management information system, Software-as-a-Service (SaaS) carbon neutrality management platform, SaaS carbon asset management platform, etc. The Company serves all domestic and international companies involved in climate change and sustainable development projects, mainly related to various industries, including but not limited to power generation, petrochemicals, chemicals, iron and steel, nonferrous metals, building materials, papermaking, etc.

環境保護領域：主要涵蓋環境保護諮詢及環境檢測等服務範圍。環境保護諮詢業務包括環保管家服務、環境影響評價、土壤污染調查和風險評估、建設項目竣工環境保護驗收、排污許可證管理申報。環境檢測服務包括水和廢水檢測、環境空氣與廢氣檢測、室內空氣檢測、土壤和地下水檢測、固廢及沉積物檢測、噪聲檢測。服務範圍包括橡膠、金屬鑄造、循環再生、汽車製造等領域的各大工業園區工業企業、政府委託的針對自然環境的檢查工作、土地資源整理部門委託的土壤污染評估工作及針對民用建築竣工時進行的室內空氣檢測驗收等。LDAR洩漏檢測與修復服務提供在生產制程中各類管道組件可能產生介質洩漏的檢測排查服務，精準定位洩露點並實施修復工作，從而有效控制物料洩漏導致的原料成本損失，減輕環境污染，防止安全隱患發生，避免經濟損失。通過對VOCs、甲烷逸散等排查，對企業逸散減排做出數據支撐。LDAR洩漏檢測服務為石油石化、化工煤化工、樹脂生產、天然氣、醫藥等生產企業在內的多個行業。LDAR服務作為低碳減排的主要參與者，可以精準彌補碳減排數據空缺，是實現碳中和不可或缺的組成部分。

氣候變化領域：為客戶提供綜合性解決方案，主要涵蓋碳達峰碳中和諮詢技術服務、碳資產開發與交易服務、ESG諮詢技術服務及低碳資訊化綜合解決方案服務。詳細服務內容如下：1) 雙碳諮詢技術服務：碳排放盤查與評價、產品碳足跡評價、碳減排目標設定與路徑研究、碳排放管理指標搭建與體系建立、低碳供應鏈管理、碳減排碳中和規劃、碳中和項目輔導、綠色製造技術服務、能源管理與節能診斷技術服務等；2) 碳資產開發與交易服務：碳資產評估與盡調、碳資產開發與管理、碳資產增值管理、碳資產交易等；3) ESG諮詢技術服務：ESG報告編製、ESG戰略制定與體系搭建、ESG管理提升與評級改善、ESG專項盡職調查等；及4) 低碳信息化綜合解決方案服務：定制化低碳管理信息化系統、SaaS碳中和管理平台、SaaS碳資產管理平台等。本公司服務範圍覆蓋國內外所有涉及氣候變化與可持續發展項目的企業，主要涉及行業包括但不限於發電、石化、化工、鋼鐵、有色、建材、造紙等。

PROFILE OF DIRECTORS

董事簡介

The Company considers that its senior management are the Directors whose biographies are set out below.

本公司認為其高級管理層為董事，其履歷載於下文。

The Board currently consists of eight Directors, comprising four executive Directors, one non-executive Director and three independent non-executive Directors. The following table sets forth information regarding the Directors.

董事會目前由八名董事組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事。下表載列有關董事的資料。

Name 姓名	Age 年齡	Position 職位	Date of Appointment as Director 獲委任董事的日期
Executive Directors 執行董事			
Mr. LI Xiangli 李向利先生	61	Chairman, CEO and executive Director 主席、行政總裁兼執行董事	13 January 2016 2016年1月13日
Ms. ZHANG Aiyang 張愛英女士	60	Vice president and executive Director 副總裁兼執行董事	13 January 2016 2016年1月13日
Mr. LIU Yi 劉翊先生	59	Vice president and executive Director 副總裁兼執行董事	13 January 2016 2016年1月13日
Mr. YANG Rongbing 楊榮兵先生	43	Vice chairman and executive Director 副主席兼執行董事	18 June 2016 2016年6月18日
Non-executive Director 非執行董事			
Mr. HAO Yilei 郝怡磊先生	52	Non-executive Director 非執行董事	23 December 2021 2021年12月23日

PROFILE OF DIRECTORS

董事簡介

Name 姓名	Age 年齡	Position 職位	Date of Appointment as Director 獲委任董事的日期
Independent non-executive Directors 獨立非執行董事			
Mr. WANG Zichen 王梓臣先生	57	Independent non-executive Director 獨立非執行董事	18 June 2016 2016年6月18日
Mr. ZHAO Hong 趙虹先生	63	Independent non-executive Director 獨立非執行董事	18 June 2016 2016年6月18日
Mr. LIU Hoi Keung 廖開強先生	59	Independent non-executive Director 獨立非執行董事	23 July 2018 2018年7月23日

EXECUTIVE DIRECTORS

Mr. Li Xiangli, aged 61, is the chairman, CEO and an executive Director. He is also the chairman of the Nomination Committee. Mr. Li is the spouse of Ms. ZHANG Aiying. He is primarily responsible for the strategic planning and overall management of our Group. Mr. Li joined the Group in April 2009 and was appointed as executive Director on 13 January 2016. He is also a director of certain subsidiaries of the Company.

Mr. Li has approximately 34 years of experience in the energy testing and inspection field. Prior to joining the Group, from October 2008 to April 2009, Mr. Li served as a project manager of China Certification & Inspection Group Co., Ltd. (中國檢驗認證(集團)有限公司), a state-owned testing company that serves different industries, and was responsible for the establishment of the platform for mineral inspection. From January 1989 to September 2008, he worked at the coal inspection technology center of Qinhuangdao Entry-Exit Inspection and Quarantine Bureau (秦皇島出入境檢驗檢疫局) and was promoted to a deputy director in April 2004, responsible for coal testing and inspection.

執行董事

李向利先生，61歲，主席兼行政總裁，亦為執行董事。其亦為提名委員會主席。李先生為張愛英女士的配偶，主要負責本集團戰略規劃及整體管理。於2009年4月，李先生加入本集團，於2016年1月13日，李先生獲委任為執行董事。其亦擔任本公司若干附屬公司的董事。

李先生在能源檢測及檢驗領域擁有約34年經驗。加入本集團之前，自2008年10月至2009年4月，李先生擔任中國檢驗認證(集團)有限公司(一家為多個行業提供檢測服務的國有公司)的項目經理，負責建立礦產品檢驗平台；自1989年1月至2008年9月，於秦皇島出入境檢驗檢疫局煤炭檢測技術中心工作，並於2004年4月晉升為副主任，負責煤炭檢測及檢驗業務。

PROFILE OF DIRECTORS 董事簡介

Mr. Li obtained a bachelor's degree in chemistry from Hebei Normal College (河北師範學院) in the PRC in July 1985, and a master's degree in materials science from Yanshan University (燕山大學) in the PRC in December 1999. He obtained the qualification as a senior engineer in November 2001 granted by State Administration for Entry-Exit Inspection and Quarantine of the PRC (國家出入境檢驗檢疫局).

Mr. Li is the sole director and sole shareholder of Leon Cornerstone Investment Holding Limited, a controlling shareholder of the Company, as disclosed in the "Substantial Shareholders' Interests in the Shares" section of the Directors' Report. In addition, Mr. Li, Ms. ZHANG Aiying and Mr. LIU Yi entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Ms. ZHANG Aiying and Mr. LIU Yi shall support Mr. Li's decisions on material matters in relation to the operation and management of the Group by exercising their voting rights at the meetings of the shareholders and boards of the members of the Group in accordance with the decision of Mr. Li. By virtue of the SFO, Mr. Li, Ms. ZHANG Aiying and Mr. LIU Yi, as a group of persons acting in concert, are deemed to be interested in the Shares which are interested by each other. As disclosed in the "Directors' and Chief Executive's Interests in the Shares" section of the Directors' Report, by virtue of the SFO, Mr. Li had interests in 327,534,874 Shares (approximately 60.47% of the issued share capital of our Company).

Ms. ZHANG Aiying, aged 60, is a vice president of the Company and an executive Director. She is also a member of the Remuneration Committee. Ms. Zhang is the spouse of Mr. LI Xiangli. She is primarily responsible for overall management of the procurement and human resources of the Group. Ms. Zhang was appointed as executive Director on 13 January 2016. She is also a director of certain subsidiaries of the Company.

Ms. Zhang has over 21 years of experience in energy field. Prior to joining our Group, from May 1995 to February 2005. Ms. Zhang served as a manager of examination department of Shanxi Coal Import & Export Group Qinhuangdao Branch (山西煤炭進出口集團秦皇島分公司), a company primarily engaged in coal trading, and was responsible for coal testing. From August 1988 to May 1995, she was a teacher at No. 11 High School of Qinhuangdao (秦皇島市第十一中學), and was responsible for teaching chemistry.

Ms. Zhang obtained a bachelor's degree in chemistry from Hebei Normal College (河北師範學院) in the PRC in July 1988.

1985年7月，李先生獲中國河北師範學院化學系學士學位；1999年12月，獲中國燕山大學材料科學的碩士學位；2001年11月獲國家出入境檢驗檢疫局授予高級工程師資格。

誠如董事會報告「主要股東於股份中擁有的權益」一節所披露，李先生為本公司之控股股東 Leon Cornerstone Investment Holding Limited 的唯一董事及唯一股東。此外，李先生、張愛英女士及劉翊先生於2016年1月31日簽訂一致行動契約。根據契約，張愛英女士與劉翊先生應依據李先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李先生有關本集團經營與管理的重大事宜所作決策。根據《證券及期貨條例》，李先生、張愛英女士及劉翊先生（作為一組一致行動人士）被視為於其各自擁有權益的股份中擁有權益。誠如董事會報告「董事及最高行政人員於股份中擁有的權益」一節所披露，根據《證券及期貨條例》，李先生於327,534,874股股份（本公司已發行股本約60.47%）中擁有權益。

張愛英女士，60歲，本公司副總裁兼執行董事。其亦為薪酬委員會成員。張女士為李向利先生的配偶，主要負責本集團採購及人力資源的整體管理。於2016年1月13日，張女士獲委任為執行董事。其亦擔任本公司若干附屬公司的董事。

張女士於能源領域行業擁有逾21年經驗。加入本集團之前，自1995年5月至2005年2月，張女士擔任山西煤炭進出口集團秦皇島分公司（一家主要從事煤炭交易的公司）化驗室主任，負責煤炭檢測業務；自1988年8月至1995年5月，任教於秦皇島市第十一中學，負責教授化學。

1988年7月，張女士獲中國河北師範學院化學系學士學位。

PROFILE OF DIRECTORS

董事簡介

Ms. Zhang is the sole director and sole shareholder of Swan Stone Investment Holding Limited, a substantial shareholder of the Company as disclosed in the "Substantial Shareholders' Interests in the Shares" section of the Directors' Report. In addition, Mr. Li Xiangli, Ms. Zhang and Mr. LIU Yi entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Ms. Zhang and Mr. LIU Yi shall support Mr. Li Xiangli's decisions on material matters in relation to the operation and management of the Group by exercising their voting rights at the meetings of the shareholders and boards of the members of the Group in accordance with the decision of Mr. Li Xiangli. By virtue of the SFO, Mr. Li Xiangli, Ms. Zhang and Mr. LIU Yi, as a group of persons acting in concert, are deemed to be interested in the Shares which are interested by each other. As disclosed in the "Directors' and Chief Executive's Interests in the Shares" section of the Directors' Report, by virtue of the SFO, Ms. Zhang had interests in 327,534,874 Shares (approximately 60.47% of the issued share capital of our Company).

Mr. LIU Yi, aged 59, is a vice president of the Company and an executive Director. He is primarily responsible for overall management of sales, quality control and research. Mr. Liu joined the Group in February 2010 as deputy general manager of Leon Inspection Group Co., Ltd. (a wholly owned subsidiary of the Company), and was appointed as executive Director on 13 January 2016. He is also a director of a subsidiary of the Company.

Mr. Liu has approximately 35 years of experience in the energy testing and inspection field. Prior to joining the Group, from September 1988 to January 2010, Mr. Liu worked with Qinhuangdao Entry-Exit Inspection and Quarantine Bureau (秦皇島出入境檢驗檢疫局) and was promoted to the director of the coal inspection technology center in September 2003, responsible for coal inspection. From July 1987 to September 1988, he was a teacher at Hebei Building Materials Vocational and Technical College (河北建材職業技術學院), and was responsible for teaching analytical chemistry.

Mr. Liu obtained a master's degree in materials engineering from Yanshan University (燕山大學) in the PRC in November 2006. He obtained the qualification as a senior engineer in June 1998 granted by the former State General Administration of Import and Export Commodity Inspection (國家進出口商品檢驗總局).

誠如董事會報告「主要股東於股份中擁有的權益」一節所披露，張女士為本公司之主要股東Swan Stone Investment Holding Limited的唯一董事及唯一股東。此外，李向利先生、張女士及劉翊先生於2016年1月31日簽訂一致行動契約。根據契約，張女士與劉翊先生應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。根據《證券及期貨條例》，李向利先生、張女士及劉翊先生(作為一組一致行動人士)被視為於其各自擁有權益的股份中擁有權益。誠如董事會報告「董事及最高行政人員於股份中擁有的權益」一節所披露，根據《證券及期貨條例》，張女士於327,534,874股股份(本公司已發行股本約60.47%)中擁有權益。

劉翊先生，59歲，為本公司副總裁兼執行董事，主要負責銷售、質量控制及研發的整體管理；2010年2月，劉先生加入本集團，擔任力鴻檢驗集團有限公司(本公司之全資附屬公司)的副總經理，並於2016年1月13日獲委任為執行董事。其亦擔任本公司一家附屬公司的董事。

劉先生於能源檢測及檢驗領域擁有約35年經驗。加入本集團之前，自1988年9月至2010年1月，劉先生任職於秦皇島出入境檢驗檢疫局，並於2003年9月晉升為煤炭檢測技術中心主任，負責煤炭檢驗業務；自1987年7月至1988年9月，任職於河北建材職業技術學院，負責教授解析化學。

2006年11月，劉先生獲中國燕山大學的材料工程學碩士學位；1998年6月獲原國家進出口商品檢驗總局授予高級工程師資格。

PROFILE OF DIRECTORS 董事簡介

Mr. Liu is the sole director and sole shareholder of Hawk Flying Investment Holding Limited, a substantial shareholder of the Company as disclosed in the “Substantial Shareholders’ Interests in the Shares” section of the Directors’ Report. In addition, Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. Liu entered into an acting-in-concert deed on 31 January 2016. Pursuant to the deed, Mr. Liu and Ms. ZHANG Aiying shall support Mr. LI Xiangli’s decisions on material matters in relation to the operation and management of the Group by exercising their voting rights at the meetings of the shareholders and boards of the members of the Group in accordance with the decision of Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. Liu, as a group of persons acting in concert, are deemed to be interested in the Shares which are interested by each other. As disclosed in the “Directors’ and Chief Executive’s Interests in the Shares” section of the Directors’ Report, by virtue of the SFO, Mr. Liu had interests in 327,534,874 Shares (approximately 60.47% of the issued share capital of our Company).

Mr. YANG Rongbing, aged 43, is a vice chairman and an executive Director. Mr. Yang was appointed as independent non-executive Director on 18 June 2016 and was mainly responsible for providing independent opinion to the Board. He was re-designated as executive Director and the vice chairman of the Board on 23 July 2018 and is mainly responsible for corporate strategies, capital planning, internal control and compliance, overseas business management of the Group. He is also a director of certain subsidiaries of the Company.

Mr. Yang holds a professional title of senior accountant, and holds a master degree in management from Central University of Finance and Economics and a master degree in science from the City University of Hong Kong. He was a distinguished professor of Capital University of Economics and Business. He has served on the capital markets in both Mainland China and Hong Kong for a long period of time, and is engaged in theoretical research and practical innovation work on corporate governance. Mr. Yang previously served as an executive director and the chief executive officer of SMI Holdings Group Limited (星美控股集團有限公司) (“SMI Holdings”), a company once listed on the Main Board of the Stock Exchange (Stock code: 0198). Before joining SMI Holdings in 2010, Mr. Yang served in various financial and investment roles in State-owned enterprises and institutions such as Beijing Energy Holding Co., Ltd (北京能源集團有限責任公司), Foreign Economic Cooperation Office of the Ministry of Environmental Protection (國家環境保護部對外合作與交流中心) and Center for Development of Trade and Control of Investment in Europe (歐洲商業開發投資管理中心).

誠如董事會報告「主要股東於股份中擁有的權益」一節所披露，劉先生為本公司主要股東Hawk Flying Investment Holding Limited的唯一董事及唯一股東。此外，李向利先生、張愛英女士及劉先生於2016年1月31日簽訂一致行動契約。根據契約，劉先生與張愛英女士應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。根據《證券及期貨條例》，李向利先生、張女士及劉先生（作為一組一致行動人士）被視為於其各自擁有權益的股份中擁有權益。誠如董事會報告「董事及最高行政人員於股份中擁有的權益」一節所披露，根據《證券及期貨條例》，劉先生於327,534,874股股份（本公司已發行股本約60.47%）中擁有權益。

楊榮兵先生，43歲，副主席兼執行董事。楊先生於2016年6月18日獲委任為獨立非執行董事，主要負責向董事會提供獨立意見，彼於2018年7月23日調任為執行董事及董事局副主席，主要負責本集團企業戰略、資本規劃、內控合規、國際業務管理工作，其亦擔任本公司若干附屬公司的董事。

楊先生擁有高級會計師職稱，並獲得中央財經大學管理學碩士學位和香港城市大學理學碩士學位，曾任首都經濟貿易大學特聘教授，長期服務於中國內地與香港兩地資本市場，從事公司治理的理論研究和實踐創新工作。楊先生曾擔任星美控股集團有限公司（「星美控股」，一家曾於聯交所主板上市的公司，股份代號：0198）之執行董事及行政總裁。於2010年加入星美控股前，楊先生分別在北京能源集團有限責任公司、國家環境保護部對外合作與交流中心、歐洲商業開發投資管理中心等國有企事業機構擔任財務和投資管理職務。

PROFILE OF DIRECTORS

董事簡介

NON-EXECUTIVE DIRECTOR

Mr. HAO Yilei, aged 52, is the non-executive Director. He is primarily responsible for providing business guidance in relation to the industry to the Group. Mr. Hao was appointed as the non-executive Director on 23 December 2021.

Mr. Hao has over 29 years of experience in the inspection-related industry and is currently General Manager of China Inspection and Certification Group Malaysia. Mr. Hao joined Hong Kong China Inspection Company Limited (CIC) in 2017 as the general manager of the renewable resources inspection department. CIC is a company primarily engaged in inspection and certification service and is a substantial shareholder of the Company, indirectly holding more than 10% of the issued share capital of the Company through its subsidiary. In December 2023, Mr. Hao has been transferred to the General Manager of China Inspection and Certification Group Malaysia. Prior to joining CIC, Mr. Hao was responsible for managing and inspecting the issuance of certificates of origin in China at the Division of the Inspection and Certification Department (檢務鑒定司) of the former China Commodity Inspection Bureau (國家進出口商品檢驗局) from 1995 to 1998. He was responsible for the management of inspection and supervision of the imports and exports of light industrial products such as textile raw materials, textile products and toys at the Inspection and Supervision Department (檢驗監管司) of the former State Administration for Entry-Exit Inspection and Quarantine Bureau (國家出入境檢驗檢疫局) from 1998 to 2001. From 2001 to 2004, he was in charge of the handling of China's technical barriers to trade in the Department of International Cooperation (WTO Office (國際合作司(WTO 辦公室))) of the former General Administration of Quality Supervision, Inspection and Quarantine of the People's Republic of China (國家質檢總局) (AQSIQ). From 2004 to 2012, he was the deputy director and director of Chemical and Mineral Products Inspection and Supervision Division of the Inspection and Supervision Department (檢驗監管司) of the former AQSIQ, and was in charge of the management of inspection and supervision of China's import and export of commodities, chemicals and renewable resources. From 2012 to 2017, Mr. Hao served as the director of the Mechanical and Electrical Products Office of the Inspection and Supervision Department (檢驗監管司機電產品檢驗管理處) in the former AQSIQ and was responsible for the inspection and supervision of the import and export of mechanical and electrical products in the People's Republic of China.

Mr. Hao obtained a Bachelor of Engineering degree in International Trade, Commodity Inspection and Survey from the School of Business Administration of the University of International Business and Economics in 1995. Subsequently, he obtained a degree in Master of Laws from the School of Law at the same university in 2002.

非執行董事

郝怡磊先生，52歲，非執行董事，主要負責向本集團提供行業相關的業務指導。郝先生於2021年12月23日獲委任為非執行董事。

郝先生擁有超過29年檢驗相關的行業經驗，目前為中國檢驗認證集團馬來西亞公司總經理。郝先生於2017年加入香港中國檢驗有限公司(中國檢驗)，其時於再生資源檢驗部擔任總經理。中國檢驗為一家主要從事檢驗及認證服務的公司，亦為本公司的主要股東，透過其附屬公司間接持有本公司已發行股本超過10%。2023年12月郝先生已轉任中國檢驗認證集團馬來西亞公司總經理。在加入中國檢驗前，郝先生於1995至1998年期間於原國家進出口商品檢驗局檢務鑒定司產地證處負責中國原产地證明簽發管理與核查工作，於1998至2001年期間在原中國國家出入境檢驗檢疫局檢驗監管司負責進出口紡織原料、紡織品、玩具等轻工產品的檢驗監督管理，於2001至2004年期間在原國家質檢總局國際合作司(WTO辦公室)負責中國技術性貿易壁壘應對，於2004至2012年期間在原國家質檢總局檢驗監管司化礦產品檢驗監管處任副處長、處長，負責中國進出口大宗資源、化學品、再生資源的檢驗監督管理，其後於2012至2017年期間在原國家質檢總局檢驗監管司機電產品檢驗管理處任處長，負責中華人民共和國進出口機電產品檢驗監督管理。

郝先生於1995年於對外經濟貿易大學之工商管理學院獲得國際貿易與商品檢驗鑒定專業的工學學士學位，其後於2002年於該校之法學院獲得法律碩士學位。

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. WANG Zichen, aged 57, is an independent non-executive Director. Mr. Wang is primarily responsible for providing independent advice and judgment to the Board. He is also a member of the Audit Committee, the Remuneration Committee and the Nomination Committee. Mr. Wang was appointed as an independent non-executive Director on 18 June 2016.

Since September 2007, Mr. Wang has been working with China Bohai Bank Co., Ltd (渤海銀行股份有限公司) and is currently the general manager of the corporate banking department of Tianjin Branch of China Bohai Bank Co., Ltd (渤海銀行股份有限公司天津分行), responsible for the management and operation of the corporate banking.

Mr. Wang obtained a master's degree in software engineering from Beijing University of Aeronautics and Astronautics (北京航空航天大學) in the PRC in July 2010. He obtained the qualification as a certified cost engineer (註冊造價工程師) granted by the Ministry of Housing and Urban-Rural Development of the PRC (中華人民共和國住房和城鄉建設部) in 2001. He also obtained the qualification as a senior engineer granted by China State Construction Engineering Corporation (中國建築工程總公司) in December 2008.

Mr. ZHAO Hong, aged 63, is an independent non-executive Director. Mr. Zhao is primarily responsible for providing independent advice and judgment to the Board. He is also the chairman of the Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Zhao was appointed as an independent non-executive Director on 18 June 2016.

Mr. Zhao was an independent director of Zhejiang Kaier New Materials Co., Ltd. (Stock code: 300234), a company listed on the Shenzhen Stock Exchange in the PRC, and ceased to be in that position since 25 July 2022 upon expiry of term.

Mr. Zhao has extensive experience in thermal engineering. Since March 1991, Mr. Zhao has been serving as a teacher in College of Energy Engineering of Zhejiang University and has been responsible for teaching and scientific research.

Mr. Zhao obtained a bachelor's degree in thermal energy from Zhejiang University in the PRC in July 1984, and a master's degree in engineering from Zhejiang University in the PRC in January 1991. He obtained the qualification as a professor in December 2001 granted by Personnel Department of Zhejiang Province (浙江省人事廳).

獨立非執行董事

王梓臣先生，57歲，獨立非執行董事。王先生主要負責向董事會提供獨立意見及判斷。其亦為審核委員會、薪酬委員會及提名委員會成員。王先生於2016年6月18日獲委任為獨立非執行董事。

自2007年9月起，王先生一直任職於渤海銀行股份有限公司，且其目前擔任渤海銀行股份有限公司天津分行公司業務部總經理，負責公司業務的管理與運營。

2010年7月，王先生獲中國北京航空航天大學軟件工程專業碩士學位；2001年，獲中華人民共和國住房和城鄉建設部授予註冊造價工程師資格，並於2008年12月獲中國建築工程總公司授予高級工程師資格。

趙虹先生，63歲，獨立非執行董事。趙先生主要負責向董事會提供獨立意見及判斷。其亦為薪酬委員會主席及審核委員會及提名委員會成員。趙先生於2016年6月18日獲委任為獨立非執行董事。

趙先生曾為浙江開爾新材料股份有限公司（一家中國深圳證券交易所上市公司，股份代號：300234）的獨立董事，其於2022年7月25日任期屆滿不再擔任該職位。

趙先生於熱能工程方面擁有豐富經驗。自1991年3月起，趙先生一直擔任浙江大學能源工程學院教師，負責教學和科研。

趙先生於1984年7月自中國浙江大學獲得熱能學士學位，並於1991年1月自該校獲得工程學碩士學位。其於2001年12月獲浙江省人事廳授予教授資格。

PROFILE OF DIRECTORS

董事簡介

Mr. LIU Hoi Keung, aged 59, is an independent non-executive Director. Mr. Liu is primarily responsible for providing independent opinion and judgement to the Board. He is also the chairman of the Audit Committee. Mr. Liu was appointed as an independent non-executive Director on 23 July 2018.

Mr. Liu has over 34 years of experience in the field of auditing, accounting, finance, management and secretarial work. Mr. Liu received his Master of Science degree from the University of Hong Kong in 2002. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of the Association of Chartered Certified Accountants.

Mr. Liu was appointed as the company secretary of S&P International Holding Limited (Stock Code: 1695) with effect from 31 December 2023. He previously served as director and senior management positions with a number of public companies listed on the Stock Exchange, including being a director and joint chief executive officer of PanAsialum Holdings Company Limited (Stock code: 2078); an executive director and the chief financial officer of Genvon Group Limited (now known as Beijing Health (Holdings) Limited, Stock code: 2389); a director, the chief executive officer and the chief financial officer of Tonic Industries Holdings Limited (now known as China Merchants Land Limited, Stock code: 0978); the company secretary of Tungtex (Holdings) Company Limited (Stock code: 518) and an executive director and the company secretary, and the chairman and chief executive officer of Alco Holdings Limited (Stock code: 328). Besides, Mr. Liu previously worked at international accounting firms for a total of nine years and gained extensive experience in accounting, auditing and taxation of listed companies.

Save as disclosed above, there is no other information concerning the Directors which shall be disclosed under Rule 13.51(2) of the Listing Rules.

廖開強先生，59歲，獨立非執行董事。廖先生主要負責向董事會提供獨立意見及判斷。其亦為審核委員會主席。廖先生於2018年7月23日獲委任為獨立非執行董事。

廖先生於審計、會計、融資、管理及秘書工作方面擁有逾34年經驗。廖先生於2002年於香港大學取得理學碩士學位。彼為香港會計師公會會員及英國特許公認會計師公會資深會員。

廖先生於2023年12月31日獲委任為椰豐集團有限公司（股份代號：1695）之公司秘書。其曾擔任多家於聯交所上市的公司董事及高級管理人員職位，其中包括擔任榮陽實業集團有限公司（股份代號：2078）董事及聯合行政總裁；正峰集團有限公司（現稱北京健康（控股）有限公司，股份代號：2389）執行董事及財務總監；東力實業控股有限公司（現稱招商局置地有限公司，股份代號：0978）董事、行政總裁及財務總監；同得仕（集團）有限公司（股份代號：518）之公司秘書；及先後曾於Alco Holdings Limited（股份代號：328）擔任執行董事及公司秘書，以及主席及行政總裁。此外，廖先生曾於國際會計師事務所工作合共九年，於上市公司會計、審計及稅務方面累積豐富經驗。

除上文所披露者外，概無其他有關董事的資料須根據上市規則第13.51(2)條予以披露。

Dear Shareholders,

In 2023, the Group actively seized the tremendous business opportunities brought jointly by the blossoming development of TIC and energy industry, achieving high-quality development with steady progress. Upholding the development policy of seeking progress in the midst of stability and embracing the business philosophy of long-term vision and the corporate values featuring a culture of reliability, the Group resolutely forged ahead with determination and continued to enhance its brand credibility, operational efficiency and core competitive advantages, and . As a result, we managed to maximize the synergy among various business segments and maintained a solid growth of revenue and profit during the period.

To realize our value of achieving the national dual-carbon goal, the Group has actively embraced opportunities and challenges. It adopts measures for continuously optimizing operational management, enhancing quality and efficiency, and maintaining stable and efficient operation in each business segment. As a result, we have consolidated our leading position in the niche market of the industry. The Group fully grasped the broad market opportunities brought by the energy transition, achieving the steady promotion of the third three-year strategic plan to optimize the business landscape. It also led the development with the support of scientific and technological innovation. Furthermore, the Group accelerated the development of ESG derivative business based on consolidating the traditional energy commodities business, thereby enhancing the ESG management level and the Company's sustainability, to better serve overall economic and social development. ESG-oriented development is a key priority for the Group's "2+X" development strategy. Through the three main implementation dimensions of (1) ESG-Friendly; (2) ESG+; and (3) ESG-Focused, we continued to explore the ESG path of in the fields of commodity services, clean energy, environmental protection and climate change, fulfilled our corporate social responsibility, and contributed to the green and low-carbon transition of the industry. Various business segments achieved promising progress during the Year.

During the Year, the Group further enhanced its bulk commodity service capabilities and successfully obtained the qualifications of authorized quality inspection institution for 10 metals and minerals futures products of the four major futures exchanges as of the end of 2023. The Group has fully entered the field of commodity futures inspection and established business cooperation with numerous leading customers, facilitating the stable operation of commodity futures and options markets. During the Year, the climate change business continued to make progress. The Group achieved large-scale carbon trading in Beijing Green Exchange, completed three commissioned research related to greenhouse gas emission reduction for our state-owned enterprise clients and served the carbon emission reduction mechanism consulting projects of leading enterprises in the oil and gas industry, actively supporting the low-carbon transition and sustainable development of the industry. In addition, the Group's internal expert was officially selected by the Supervisory Body (SB) of Paris Agreement Crediting Mechanism (PACM), the UN's new high-integrity carbon crediting mechanism, as the Methodologies Expert, thereby we will get deeper insight into the global emission reduction mechanism market, further greatly enhance the brand credibility and influence of the Company among customers and the government, and lead the innovation and development of the industry. During the Year, we continued to strengthen the Group's brand influence and international credibility. The Company has been awarded "Asia's 200 Best Under A Billion" by Forbes, the internationally renowned financial magazine, for a third straight year. The Company is highly recognized by the market for its excellent governance, operational capabilities and strong business performance.

尊敬的各位股東：

二零二三年，集團充分把握蓬勃向上發展的檢驗檢測認證行業及不斷實現突破性發展的能源行業共同帶來的業務發展機遇，紮實推進高質量發展。集團堅持以穩中求進的發展方針，「長期主義」的經營理念和「靠譜文化」的企業價值觀為引領，銳意進取，持續深化品牌公信力建設，不斷提升運營效率及核心競爭優勢。各業務板塊間充分發揮協同效應，全年營收利潤繼續保持穩健增長。

本集團積極迎接機遇和挑戰，以實現國家碳達峰碳中和目標為價值引領，持續優化經營管理，深入推進提質增效，保持各業務板塊的平穩、高效運行，進一步鞏固細分領域行業龍頭地位。集團充分把握能源轉型帶來的廣闊市場機遇，穩妥推進第三個三年戰略計劃，優化業務佈局，以科技創新支撐引領發展，在夯實能源大宗傳統業務基礎上，進一步加快發展ESG方向衍生業務，全面提高ESG管理水準，增強公司長遠發展能力，更好服務經濟社會發展大局。集團始終將「ESG發展策略」作為「2+X」戰略的核心發展方向，並通過(1) ESG-Friendly；(2) ESG+；及(3) ESG-Focused三個主要執行維度，持續在貿易保障、清潔能源、環境保護和氣候變化領域探索產業環境、社會及管治發展路徑，踐行企業社會責任，為產業綠色低碳轉型貢獻積極力量。年內，多項業務取得了亮眼的進展。

年內，集團進一步增強大宗商品檢測能力，截至2023年底已成功獲得四大期貨交易所的10個礦產金屬類期貨品種的指定質檢機構資質，全面進入大宗期貨檢驗，與眾多大宗頭部客戶建立業務合作，助力大宗商品期貨及期權市場的穩健運行。氣候變化業務亦碩果累累，集團於北京綠色交易所已實現規模化碳交易，完成三個國央企客戶委託的溫室氣體減排課題研究服務，並承接多個油氣行業頭部客戶碳減排項目，積極助力行業及客戶的低碳轉型可持續發展。此外，集團內部專家被聯合國新的高完整性碳信用機制——《巴黎協定》信用機制(PACM)監督機構(SB)正式選為方法專家，更緊密貼近與瞭解全球減排機制市場，進一步大幅提升本公司於客戶與政府中的品牌公信力與影響力的，引領行業革新發展。年內，集團品牌影響力及國際公信力持續強化，截至目前，公司已連續三年上榜國際著名財經雜誌《福布斯》頒發的「亞洲200強優秀上市中小企業」(Asia's 200 Best Under A Billion)，本公司良好的管治能力、營運能力及強勁的業務表現獲市場高度認可。

CHAIRMAN'S STATEMENT

主席報告

The Group has been guided by its long-term vision, adheres to a clear development strategy since the listing and strengthens the deployment for long-term growth. The first two three-year strategies had managed to expand significantly in personnel scale, service networks, business segments and revenue and profit scale, and steadily step into rapid development. Entering 2024, the Group ushered in its third development strategy. As China continues to implement significant plans to accelerate the green transition of the development model and actively yet prudently promotes carbon neutrality. To achieve these goals, China is actively working on constructing a new energy system, strengthening resource conservation and intensive recycling, and ensuring energy and resource security. Energy security, carbon neutrality, and the transition to a green, clean, and low-carbon economy are the primary objectives of China's energy development. Accelerating the construction of the product lines of coal, oil and other commodity business (the three pillar businesses) and increasing investment and development in clean energy, carbon neutrality and other ESG-oriented derivative businesses, The Group's third development strategy actively complies with the national energy development strategy. We fully respond to the national major energy development strategies to ensure the safety and stability of the national energy power supply and contribute to the construction of a new national power system.

As a leader in the testing and inspection segment, we provide quality professional services to assist our global customers in meeting the various challenges throughout the supply chain, including safety, environment, social responsibility, and product or service quality issues, empowering them to move forward to green and low-carbon transition more efficiently. During the period, we continued to enhance the management structure mechanism and related policies on sustainable development, strengthened our capacity building in sustainability, and facilitated the smooth implementation of our sustainable development initiatives to create sustainable business value with all partners. The Group is committed to setting the benchmark for sustainable development industry. We will continue to assess the market and situation to capture strategic opportunities and to create and realize sustainable development together with our partners, in order to contribute to the promotion of global green and low-carbon transition and the shaping of a better greener world.

Our achievements are attributable to the effective hard work of all employees, the steadfast trust of partners, and the unwavering strong support of shareholders. On behalf of the management of the Group, I would like to express my heartfelt gratitude to all of you. The Group will continue to strive forward and create better returns for shareholders.

Mr. Li Xiangli
Chairman and Chief Executive Officer

集團以「長期主義」為導向，上市至今始終堅持清晰明確的發展戰略引領，為長遠增長加強部署，於前兩個三年戰略已成功實現了人員規模、服務網絡、業務領域及收入利潤規模的顯著擴張，穩健步入高速發展。步入2024年，集團迎來第三次發展戰略。國家持續對加速發展方式綠色轉型、積極穩妥推進碳達峰碳中和做出重要部署，要深入推進綠色低碳發展，加速建設新型能源體系，加強資源節約集約循環高效利用，提升能源資源安全保障能力。保障能源安全，推動碳達峰碳中和，推進綠色、清潔、低碳轉型，是我國能源發展的核心任務。本集團第三次發展策略積極順應契合國家能源發展策略，在加快煤炭、油品和其他大宗業務（三大支柱業務）產品線建設外，將繼續加大清潔能源、雙碳和其他ESG方向衍生業務（X業務）的投入與開發力度。集團充分響應國家重大能源發展策略，為國家能源電力供應安全穩定保駕護航，貢獻國家新型電力系統建設。

作為檢驗檢測細分領域的龍頭，我們通過專業優質的服務，協助全球客戶應對整個供應鏈中安全、環境、社會責任、產品或服務品質等各方面的挑戰，助力客戶更高效地邁向綠色低碳可持續轉型。期內集團不斷完善可持續發展管理架構機制及相關政策，增強可持續能力建設，推動可持續發展行動的順利落實，與各放合作夥伴共創可持續的商業價值。集團致力於可持續發展領域樹立行業榜樣，我們將繼續審時度勢，把握重大戰略機遇，携手合作夥伴共同實現可持續發展，為推動全球能源綠色低碳轉型，塑造更綠色美好的世界貢獻更大力量。

集團所取得的各項成績有賴於全體員工的卓有成效的辛勤付出，合作夥伴的高度信賴及各位股東一如既往的大力支持。在此，我僅代表集團管理層向各位表示衷心的感謝！集團將再接再厲，為股東帶來更理想的回報！

主席兼行政總裁
李向利先生

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

BUSINESS REVIEW

In 2023, as the largest engine for global growth, China's GDP exceeded RMB126 trillion, representing an increase of 5.2% over the previous year¹. With the introduction of policies to boost domestic demand and stabilize growth, China's economy will continue to develop in high quality. Last year, China's TIC² industry continued to show a steady and upward development trend with further optimized structure. China's energy industry actively coordinated the promotion of energy security and green and low-carbon transition, achieving breakthrough development. In 2023, the global renewable energy installed capacity reached 510 million kilowatts, of which China's contribution of more than 50%, injecting strong impetus into the global energy transition³.

In 2023, riding on the advantage of the Group's leadership in various segments, the Group fully grasped the business development opportunities, strengthened the deployment for long-term growth, and continued to enhance its brand credibility, operational efficiency and core competitive advantages, achieving high-quality development with steady progress. During the Year, the Company recorded revenue of HK\$1,118.5 million, representing a year-on-year increase of 18.5%; profit for the Year reached HK\$122.2 million, representing a year-on-year increase of 16.6%; profit attributable to owners of the Company recorded HK\$80.0 million, representing a year-on-year increase of 15.3%.

The Group has been guided by its long-term vision and adheres to a clear development strategy since the listing. The first two three-year strategies had achieved promising results, expanding significantly in personnel scale, service networks, business segments and revenue and profit scale, and steadily stepping into rapid development. In the first three-year strategic plan from 2018 to 2020, the Group continued to consolidate its leading position in the niche segment of energy testing and expand the commodity services mainly focused on energy, and successfully deployed overseas business. In the second three-year strategic plan from 2021 to 2023, the Group continued to consolidate pillar businesses in the energy and commodity, enhanced the layout of the commodity services, expanded new businesses, and successfully extended new business scopes to clean energy, environmental protection, and climate change and other ESG related fields.

經營回顧

2023年，中國國內生產總值超過人民幣126萬億元，比上年增長5.2%¹，中國仍然是全球增長最大引擎。隨著擴內需、穩增長政策陸續出台，我國經濟將延續高質量發展。去年，我國檢驗檢測認證行業繼續呈現出穩健向上的良好發展態勢，結構進一步優化。我國能源行業積極統籌推進能源安全和綠色低碳轉型，實現突破性發展。2023年全球可再生能源新增裝機5.1億千瓦，其中中國的貢獻超過了50%，為全球能源轉型注入強勁動力²。

2023年，本集團充分發揮於細分領域行業龍頭的優勢，把握業務發展機遇，為長遠增長加強部署，持續深化品牌公信力建設，不斷提升運營效率及核心競爭優勢，紮實推進高質量發展。本公司本年度實現營收港幣1,118.5百萬元，同比增長18.5%；本年度利潤達港幣122.2百萬元，同比增長16.6%；本公司擁有人應佔利潤達港幣80.0百萬元，同比增長15.3%。

上市至今，本集團以「長期主義」為導向，堅持清晰明確的發展戰略引領，於前兩個三年戰略已取得了良好的落地成效，實現了人員規模、服務網絡、業務領域及收入利潤規模的顯著擴張，穩健步入高速發展。2018年至2020年的第一個三年戰略計劃，集團持續鞏固能源檢測細分領域龍頭地位，拓展以能源為主的大宗商品檢測服務，成功佈局海外業務。2021年至2023年的第二個三年戰略計劃，持續鞏固能源和大宗檢測領域支柱業務，完善大宗商品服務佈局，拓展新興業務，並成功延展新業務範圍至清潔能源、環境保護及氣候變化等ESG相關領域。

¹ https://www.gov.cn/yaowen/liebiao/202401/content_6926714.htm

² TIC represents the Testing, Inspection and Certification sector.

³ <https://finance.china.com.cn/news/20240125/6076164.shtml>

¹ https://www.gov.cn/yaowen/liebiao/202401/content_6926714.htm

² <https://finance.china.com.cn/news/20240125/6076164.shtml>

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Based on our successful overseas experiences, the Company adopts a unique mergers and acquisitions approach to expand new business. We strive to seek long-term “business partners” in the selection of projects and teams in the process of new business expansion. Business partners adapt to the local competitive environment, so as to enhance operational efficiency and optimize customer experience. On this basis, the Company will carry out effective empowerment in brand, technology, talent and capital. In order to lay a solid foundation for the Company’s long-term sustainable development, we are devoted to building a business platform where shareholders, the Company and the team are enabled to ensure the consistency and continuity of the long-term and short-term interests of all stakeholders.

With the successful implementation of the “unique M&A approach” model, we have seized several high-quality M&A projects to leverage the scale of fast growth. The Company’s service offerings and network coverage have been successfully expanded, deepening the globalized layout and diversified business expansion. The Company has expanded its presence from major trading ports and hub cities in the Asia Pacific region to emerging markets in South America and Africa, and extended the business scope from traditional energy pillar business to clean energy, environmental protection, climate change, and other ESG-related sectors, meeting the one-stop service needs of global customers in a timely and high-quality manner.

Energy cooperation has always been key area of the “Belt and Road Initiative”. Adhering to the principles of joint contribution and shared benefits, China has strengthened its energy cooperation with other countries under the framework of the “Belt and Road Initiative”, and has made remarkable achievements over the past decade with a number of major landmark projects have been implemented, playing an important role in ensuring energy security, stabilizing energy supply, optimizing energy mix, and promoting technological innovation in cooperative countries and regions. In the future, China will continue to work with all parties to promote high-quality energy cooperation under the Belt and Road Initiative and build closer, greener and more inclusive energy partnerships. The Company has long provided professional services in key projects along the “Belt and Road”, laid a solid foundation for the growth of the Southeast Asian market, meeting the one-stop service needs of global customers in a timely and high-quality manner. Currently, the Group has 72 branches and laboratories in various countries including Singapore, Indonesia, Malaysia, India, Pakistan, Australia, Brunei, Bangladesh, Argentina and South Africa. Relying on its global networks, the Group has further enhanced its ability to serve international leading customers and contribute to energy cooperation under the national “Belt and Road Initiative”.

基於海外併購的實踐經驗，公司全面踐行「聯邦制」模式發展新興業務，在新業務拓展過程中對標的和團隊的甄選更側重尋求長期「事業伴侶」。聯邦成員在各自業務條線上，根據行業、區域、競爭環境等特點因地制宜以提升效率，優化客戶體驗。公司在此基礎上進行有效的品牌賦能、科技賦能、人才賦能和資本加持。以此謀求建立股東、公司、團隊「共生共長，共創共贏」的事業平台，從機制上保障各方長短期利益的一致性和持續性，為公司長期穩定可持續發展打下牢固根基。

基於「聯邦制」模式的成功實施，我們順利把握多個優質併購項目機遇撬動了快速擴張的規模，成功拓展了公司的服務種類和網點輻射範圍，深化全球化佈局及多元化業務拓展，服務網絡由所覆蓋的亞太地區主要貿易港口及樞紐城市進一步輻射至南美和非洲新興市場，業務範圍由傳統能源大宗支柱業務延展至清潔能源、環境保護及氣候變化等ESG相關領域，及時、高質量地滿足全球客戶一站式服務需求。

能源合作是共建「一帶一路」的重點領域。十年來，中國堅持共建共享原則，同各國在共建「一帶一路」框架下加強能源合作，取得了顯著成就，一批重大標誌性工程落地，為合作國家和地區保障能源安全、穩定能源供應、優化能源結構、促進技術創新等發揮了重要作用。未來中國亦將同各方繼續高質量推進「一帶一路」能源合作，建設更緊密、更綠色、更包容的能源合作伙伴關係。本公司長期專業服務於「一帶一路」沿岸重點工程，於東南亞市場之成長打下堅實的基礎，及時、高質量地滿足全球客戶一站式服務需求。截至目前，本集團已在新加坡、印尼、馬來西亞、印度、巴基斯坦、澳大利亞、文萊、孟加拉、阿根廷及南非等多個國家設立分支機構及實驗室共達72個，依託遍佈全球的營銷網點和實驗室，本集團進一步提升服務國際龍頭客戶的能力，助力國家「一帶一路」能源合作。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group continues to expand its professional service capacity and brand credibility, strengthen the platform capacity building, and enhance its laboratory layout. Meanwhile, the Group steps up its proprietary R&D investment and leads the innovation of inspection and testing technology in the industry, continuing to strengthen the Group's brand influence and international credibility. The Company has been awarded "Asia's 200 Best Under A Billion" by Forbes, the internationally renowned financial magazine, for a third straight year. The Company is highly recognized by the market for its excellent governance, operational capabilities and strong business performance.

Business progress of each segment during the Year

The Company provides global industry leaders with a wide range of one-stop services in testing, and inspection, as well as technical and consulting services around the clock, focusing on four key areas, namely commodity services, clean energy, environmental protection and climate change, empowering global industry leaders to achieve eco-friendly and low-carbon transformation. ESG-oriented development is a key priority for the Group's development strategy. Through the three main implementation dimensions of (1) ESG-Friendly; (2) ESG+; and (3) ESG-Focused, we have achieved our ESG development strategies, fulfilled our corporate social responsibility, and contributed to the green and low-carbon transition of the industry. During 2023, the Company capitalized on the synergy of various business segments to drive the overall growth of revenue. Details of business progress of the segments under each dimension are set out below:

I. ESG-Friendly:

By thoroughly implementing its long-term vision of sustainable development and upholding the fundamental principles of fairness and impartiality, the Group continues to expand its professional service capacity in commodity services to facilitate a better flow of global trade. With as many as 72 service outlets and 18 categories of professional qualification certifications around the world, the Company's services involve more than 50 types of commodities and natural resources. Regarding commodity services as the pillar of the Company's core business, the Company has established its leading market position in the segments with distinguished brand credibility through years of remarkable efforts and growth.

本集團持續深化專業服務能力及品牌公信力建設，加強平台能力建設，完善實驗室佈局，增強自主研發投入，引領行業檢測技術革新，集團品牌影響力及國際公信力得以持續強化。截至目前，本公司已連續三年上榜國際著名財經雜誌《福布斯》頒發的「亞洲200強優秀上市中小企業」(Asia's 200 Best Under A Billion)，本公司良好的管治能力、營運能力及強勁的業務表現獲市場高度認可。

本年度各板塊業務進展

本公司於貿易保障、清潔能源、環境保護及氣候變化四個主要領域7x24小時為全球行業龍頭提供檢驗、檢測及技術與諮詢一站式技術服務，賦能全球行業龍頭實現綠色低碳轉型。本集團始終將「ESG發展策略」作為「2+X」戰略的核心發展方向，並通過(1) ESG-Friendly；(2) ESG+；及(3) ESG-Focused三個主要執行維度，來實現ESG發展策略，踐行企業社會責任，為產業綠色低碳轉型貢獻積極力量。2023年各業務板塊間充分發揮協同效應，帶動公司整體收益增長。以下為各維度下的業務板塊詳細進展：

I. ESG-Friendly:

本集團深刻踐行「長期主義」可持續發展觀，堅持在秉持公平公正的基本原則上，持續深化貿易保障服務的專業服務能力建設，助力國際國內貿易流轉。本公司通過全球多達72個服務網點及18類專業資格認證，服務覆蓋逾50種大宗商品及自然資源類別。貿易保障業務為本公司的支柱業務，通過多年的行業深耕，奠定了本公司於細分領域的龍頭市場地位，品牌公信力享譽業界。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Commodity business

During the Year, the Group further enhanced its commodity service capabilities and consolidate its core competitive advantages. As of the end of 2023, the Group successfully obtained the qualifications of designated quality inspection institution for 10 futures products of the four major futures exchanges, and the Group's international reputation as a world-renowned third-party quality assurance service provider and rich experience in bulk commodity inspection business as well as the brand credibility had been highly recognized by the market.

On 30 June 2023, the Dalian Commodity Exchange authorized the Group as its designated quality inspection institution for coking coal, coke and iron ore, fully reflecting the Dalian Commodity Exchange's high recognition of the Group's professional ability, service quality, rich experience and brand credibility in the field of energy bulk inspection.

On 1 August 2023, the Shanghai Futures Exchange authorized the Group as its designated inspection institution for copper, aluminum and zinc metal futures and the Shanghai International Energy Exchange designated the Group as its designated inspection institution for international copper futures. The Group strictly fulfills its obligations as a designated inspection institution to serve the energy and bulk commodity inspection markets in depth.

On 16 May and 28 November 2023, the Guangzhou Futures Exchange authorized the Group as its designated quality inspection institution for industrial silicon and lithium carbonate futures respectively, which were important milestones for the Group in the field of new energy testing. With fair, efficient and professional services, the Group will contribute positively to the high-quality and sustainable development of the national new energy industry and continuously enhance its international competitiveness.

The Group has fully entered the field of commodity futures inspection and established business cooperation with numerous leading customers. The Group will continue to ensure the quality and safety of futures delivery with high-quality services, facilitate the stable operation of commodity futures and options markets, and provide professional and high-quality services for the in-depth market of futures inspection.

大宗業務

年內，本集團進一步增強大宗檢測能力，夯實核心競爭優勢。本集團作為享譽全球的第三方質量保證服務商的國際地位及於大宗商品檢驗的豐富經驗與品牌公信力不斷獲得市場肯定，截至2023年底已成功獲得四大期貨交易所的10個期貨品種的指定質檢機構資質。

2023年6月30日，大連商品交易所指定集團為其焦煤、焦炭、鐵礦石指定質檢機構，充分體現大連商品交易所對集團在能源大宗檢驗領域專業能力、服務品質、豐富經驗及品牌公信力的高度認可。

2023年8月1日，上海期貨交易所指定集團為其銅、鋁、鋅金屬期貨指定檢驗機構，上海國際能源交易中心指定集團為其國際銅期貨指定檢驗機構，本集團嚴格踐行作為指定檢驗機構的職責和重任，深度服務能源與大宗商品檢驗市場。

2023年5月16日及11月28日，廣州期貨交易所分別指定集團為其工業硅與碳酸鋰期貨指定質檢機構，為本集團在新能源檢測領域的重要里程碑。本集團將以公正、高效、專業的服務，為國家新能源行業的高質量和可持續發展、不斷提升國際競爭力貢獻積極力量。

本集團全面進入大宗期貨檢驗，與眾多大宗頭部客戶建立業務合作。本集團將繼續以專業優質的服務全力保障期貨交割的品質和安全，助力大宗商品期貨及期權市場的穩健運行，為能源大宗檢驗的縱深市場提供專業優質的服務。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

In-house R&D Center

The Company also made further R&D investments and participated in the formulation and revision of standards to propel the development of industry. During the Year, the Company actively participated in the research and development of varieties of recycled steel raw materials of the Dalian Commodity Exchange and became main drafting unit in the drafting of the group standard “Technical Specifications for Taking Samples of Recycled Steel Raw Materials”. Through the in-house R&D Center (力鴻能源檢測技術研究院) focusing on the innovation of testing and inspection technologies, the Company builds a digital and intelligent platform for coal testing, enhances efficient and superior service quality and better serves the key industry leaders. During the Year, China National Coal Association conducted a scientific and technological achievement appraisal on the “development and application of intelligent coal inspection technology” project completed by the Company, and awarded that the overall results of the project reached the international leading level, successfully realizing the automation, standardization and intelligence of the whole process of coal sampling, sample preparation and testing.

The Company has been focusing on serving leading enterprises in the energy industry since its establishment, and continues to empower natural resource and commodity industry chains in the green transition. The Company offers objective, accurate and comprehensive coal quality data through the testing business, providing a basis for rational, efficient and clean use of coal. With the advanced technologies in clean use of coal and third-party carbon element testing, the Company also affords overall solutions and monitoring mechanisms to its customers to reduce greenhouse gas emissions and enhance energy efficiency in the production and operation process, ensuring the stability and safety of national energy power supply, the transition of national power system structure and the completion of carbon neutrality tasks on course.

力鴻能源檢測技術研究院

本公司持續加大研發投入，參與制定、修訂標準引領行業的發展，年內積極參與大商所再生鋼鐵原料的品種研發工作，並在團體標準《再生鋼鐵原料取制樣技術規範》起草中成為主要起草單位。本公司通過力鴻能源檢測技術研究院專注於檢驗檢測技術創新，持續通過標準化、信息化及智能化等技術手段積極賦能檢測業務，積極打造能源檢測數智化平台，提升服務效率與服務品質，更好地服務行業龍頭企業。年內，中國煤炭工業協會對本公司完成的「智能化煤炭檢測技術開發與應用」項目進行科技成果鑒定，認為項目成果總體達到國際領先水準，成功實現煤炭採樣、製樣和化驗全過程的自動化、標準化、智能化。

本公司從成立至今一直專注服務於能源行業頭部企業，持續綠色賦能自然資源與大宗商品產業鏈。本公司通過檢測業務提供客觀、準確、全面的煤炭品質數據，從而為合理、高效、清潔利用煤炭提供依據；同時結合本公司在煤炭清潔利用和第三方碳元素檢測等領域的先進技術，可為客戶提供減少生產過程中溫室氣體排放、提高能源效益的整體解決方案和監測機制，為國家電力能源供應的穩定安全、國家電力系統結構的轉型和碳中和任務的完成保駕護航。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

II. ESG+:

Deepening the reform of the power system and building a new type of power system with new energy as the main body is a major decision and deployment made by the nation based on ensuring national energy security, achieving sustainable development, and promoting carbon neutrality. It provides important strategic guidance for the development of the energy industry and related industries in the new era, which is conducive to accelerate the construction of a clean, low-carbon, safe and efficient modern energy system in China, and promote the green transition and high-quality development of the economy and society.

With the acceleration of the construction of a new power system, through the ESG+ business which includes the three core business segments of clean energy, environmental protection and climate change, the Company fully leveraged its rich experience and advantages in the industry to actively cooperate with the transition needs of existing customers. Focusing on the national new energy and carbon neutrality strategy, the Group actively introduced advanced technologies and promoted technological innovation, focusing on environmental protection and supporting clients to actively respond to climate change, thereby directly contributing to the green and low-carbon transition of the industry and helping accelerate the high-quality construction of new power systems.

- (1) **Clean energy business:** The Company provides testing services in the new energy segment based on wind power and solar power generation as well as other clean energy fields, and its major customers include major players in their energy transition including domestic thermal power, gas and petrochemical industry leaders. Leveraging on our industry experience and strengths, we efficiently expanded our customer base by catering to the transition demand from our existing customers.

During the Year, we actively promoted technology innovation in inspection and testing and deepened the continuous exploration in the field of photothermal power generation testing. We successfully deepened the cooperation with the Institute of Electrical Engineering in the “16th China Photothermal Power Generation Conference” and cooperated with other institutions and enterprises to secure good project opportunities in the new energy field. With the construction of the national energy storage system, we accurately captured industry opportunities, seized the great opportunity in the first year of the new energy storage field development, actively explored new technologies for sustainable energy testing and stepped up efforts to develop new services in the field of energy storage operation, striving to become a technical service provider for in-depth energy storage management.

II. ESG+ :

深化電力體制改革，構建以新能源為主體的新型電力系統，是國家基於保障國家能源安全、實現可持續發展、推動碳達峰、碳中和目標實施作出的重大決策部署，為新時期能源行業以及相關產業發展提供了重要戰略指引，有利於加快我國構建清潔低碳、安全高效的現代能源體系步伐，推動經濟社會綠色轉型和高質量發展。

隨著建設新型電力系統的加速推動，本公司通過包含清潔能源、環境保護及氣候變化三大核心業務板塊的ESG+業務，充分發揮行業資深經驗及優勢，積極配合現有客戶轉型需求本集團重點圍繞國家新能源和雙碳戰略，積極引入先進技術，推動技術創新，多元聚焦於環境保護，協助客戶積極應對氣候變化，直接貢獻於產業綠色低碳轉型發展，助力新型電力系統建設高質量加速推進。

- (1) **清潔能源業務：**本公司提供以風力發電、太陽能發電為基礎的新能源板塊以及其他清潔能源領域的檢測服務，主要客戶包含國內火電、燃氣及石化行業龍頭在內的能源轉型主要參與者。我們充分發揮行業資深經驗及優勢，積極配合現有客戶轉型需求，高效開拓優質客群。

本年度，我們積極推進檢驗檢測技術革新，持續於光熱發電檢測等領域的探索，於電工所在「第十六屆中國光熱發電大會」深化合作，並加強與院所、企業的合作對接，多方獲取新能源賽道的好項目機遇。伴隨國家儲能體系建設，我們精準捕捉產業機遇，抓住新能源儲能領域發展元年的大機會，積極探索可持續能源檢測和運行新技術，加碼搶灘儲能運營服務新興賽道，力爭成為儲能深度管理的技術服務提供商。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

- (2) **Environmental protection business:** The Company provides ecological environmental consultation and testing services, including services relating to environmental protection monitoring, ecological monitoring, soil pollution investigation, environmental pollution prevention, professional total solution operator for environmental protection, consulting on environmental protection technology, soil and water conservation, water resources argumentation, social stability risk assessment, environmental protection equipment sales, as well as sales and operation maintenance of online monitoring equipment, with a huge customer base. In addition, the Company further strengthens its environmental protection service offerings through leakage detection and repair (“LDAR”) services, which play a major role in the low-carbon transition and serve as a critical component to achieve carbon neutrality objectives.

The Company kept up the R&D efforts, enhanced our capacity for technological innovation, and continued to obtain new service qualifications. During the Year, the Company completed a total of 140 environmental protection consulting projects. On the basis of stabilizing the existing area of total solution operator for environmental protection, we actively expanded the transition mode of total solution operator for environmental protection and continued to optimize service capabilities. Under the Company's accelerated business regional layout in the early stage, simultaneously driven by new industry policies, the depth of market development was strengthened, the radiating provinces were further expanded, regional effects have gradually emerged, and the performance of the segment had achieved good growth momentum.

- (2) **環境保護業務：**本公司提供包括環境保護監測、生態監測、土壤污染狀況調查、環境污染防治、專業環保管家、環保技術諮詢、水土保持、水資源論證、社會穩定風險評估、環保設備銷售、線上監測設備銷售及運行維護等在內的生態環境諮詢和檢測服務，客戶集群龐大。此外，本公司通過洩漏檢測與修復服務業務（「LDAR業務」），強化於環境保護的服務能力。LDAR業務是低碳減排的主要參與者，是實現碳中和不可或缺的組成部分。

本公司持續加強研發力度，提陞技術創新能力，不斷獲取新服務資質，年內共計完成140個環保諮詢項目，在穩定現有環保管家區域基礎上，積極拓展環保管家業務轉化模式，持續優化服務能力。在本公司前期加速業務區域佈局下，同步受產業新政策促動，市場開發深度加強，輻射省份進一步拓寬，區域效應逐步顯現，板塊業績增勢良好。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

- (3) **Climate change business:** The Company provides professional technical advisory services and comprehensive solutions in low-carbon and sustainable development fields, mainly covering four professional services such as carbon asset development and trading, low-carbon technical consulting, ESG technical consulting and low-carbon information. All the relevant key strategic customers are core participants in establishing clean, low-carbon, safe and efficient energy systems. The Company actively assisted its customers to enhance efficiency, reduce energy usage and reduce emissions, supporting their sustainable low-carbon and green development strategy. In addition, the Company successfully supported industry-leading customers to achieve their corporate carbon neutrality targets through its one-stop comprehensive carbon neutrality solution, actively assisted customers in successfully completing the filing of international carbon reduction mechanism projects, assisting them to fully fulfill their corporate social responsibility and become industry leaders in terms of low-carbon and sustainable development.

During the Year, the climate change business continued to make progress. The Group achieved large-scale carbon trading for the first time and has become one of the most important carbon inclusive asset trader in the Beijing carbon market. To actively support the low-carbon transition and sustainable development of the industry, the Group served the carbon emission reduction mechanism consulting projects of leading enterprises in the oil and gas industry, entered into framework cooperation agreements with domestic leading forestry management enterprises and mobility industry leaders, and provided comprehensive methane control services for industry giants as a comprehensive solution provider in the field of methane emission reduction and control.

The technical consulting business also achieved breakthroughs. During the Year, the Group completed the registration of China's first oil field production waste heat utilization carbon asset project, and the Group also completed the delivery of application for registration and issuance of China's first arable land soil carbon sink project, fully contributing to the national low-carbon, green and sustainable development strategy.

- (3) **氣候變化業務：**本公司在低碳與可持續發展領域提供豐富、專業的技術諮詢服務，為客戶提供綜合性解決方案，主要涵蓋碳資產開發與交易、低碳技術諮詢、ESG技術諮詢、低碳信息化等四大專業化服務，相關重點戰略客戶均為構建清潔低碳及安全高效能源體系的核心參與方，本公司積極幫助客戶全面提升效率、節能減排，實現低碳綠色可持續的發展策略。此外，本公司通過一站式全面碳中和解決方案成功協助行業龍頭客戶實現企業碳中和目標承諾，積極協助客戶成功完成國際碳減排機制項目備案，助力客戶充分踐行企業社會責任，成為行業領域低碳及可持續發展的領導者。

本年度，氣候變化業務再接再厲，本集團首次實現規模化碳交易，已成為北京碳市場最重要碳資產交易商之一。本集團積極助力行業及客戶的低碳轉型可持續發展，年內承接油氣行業龍頭企業碳減排機制課題諮詢項目，與國內頭部林業管理企業及出行行業頭部企業簽署框架合作協議及作為甲烷減排與管控領域綜合解決方案提供商為行業龍頭企業提供甲烷管控綜合服務。

技術諮詢業務亦實現突破進展，本集團年內完成我國首個油田生產餘熱利用碳資產項目註冊技術工作及我國首個耕地土壤碳匯項目申請註冊及簽發技術工作的交付，全面助力國家低碳綠色可持續發展戰略。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

In addition, the Group's internal expert was officially approved by the United Nations global A6.4 carbon emission reduction mechanism supervisory authority as a member of the institutional methodology expert group, thereby we will observe and participate in the formulation of the A6.4 mechanism rules more closely, get deeper insight into the global emission reduction mechanism market, further greatly enhance the brand credibility and influence of the Company among customers and the government, and lead the innovation and development of the industry.

III. ESG-Focused:

Capturing the global trend of green and sustainable economic development and fully utilizing the favorable government policies, the Company has been focusing on "ESG-oriented development", while continuing to upgrade its own ESG management standards, strive to fulfill its social responsibility, establish industry benchmarks and enhance its brand influence to achieve long-term sustainable development. Meanwhile, we strengthened our sustainability, continued to enhance our professional service capability in ESG-related fields such as green and low-carbon, energy saving, and emission reduction services and focused on potential investment opportunities. Under the "2+X" development strategy, the Company has extended the business scope to clean energy, environmental protection, climate change and other ESG services. In the future, we will also speed up our investment plans in line with the Group's ESG strategy, focusing on potential mergers and acquisitions targets and investment opportunities with green, low-carbon and sustainable growth potential, and actively assist our customers to achieve a green and low-carbon transition with a full spectrum of services and excellent service capabilities.

PROSPECT

Entering 2024, the Group ushered in its third development strategy and comprehensively upgraded it to the "3+X" development strategy which includes accelerating the construction of the product lines of coal, oil and other commodity business (the three pillar businesses), increasing investment and development in clean energy, carbon neutrality and other ESG-oriented derivative businesses, balancing domestic and overseas layouts, continuing to enhance the corporate governance and talent-driven innovation mechanisms of the "unique M&A approach" model, and forming strategic support for innovative business development.

此外，聯合國全球A6.4碳減排機制主管監督機構正式批准集團內部專家為機制方法學專家庫成員，將更近距離觀察與參與到A6.4機制方法學規則制定，更緊密貼近與瞭解全球減排機制市場，進一步大幅提升本公司於客戶與政府中的品牌公信力與影響力的，引領行業革新發展。

III. ESG-Focused:

本公司在精準把握全球經濟綠色可持續發展的外部趨勢及充分把握利好政策的基礎上，堅持以「ESG發展策略」為重點發展方向，不斷提升公司本身的ESG管理水準，積極履行社會責任，樹立行業標桿，深化品牌影響力，實現企業長期健康的可持續發展。本公司加強可持續能力建設，不斷提升在綠色低碳及節能減排服務等ESG相關領域的專業服務能力並重點關注潛在投資機會。在「2+X」戰略框架下，本公司已成功將業務服務範圍延伸至清潔能源、環境保護及氣候變化等ESG服務。未來亦將加快進行符合本集團ESG策略的投資計劃，重點關注綠色低碳及具可持續增長潛力的潛在併購目標及投資機會，以更全面的服務範疇及更優質的服務能力積極協助客戶實現綠色低碳轉型。

未來展望

步入2024年，本集團迎來第三次發展戰略，將發展戰略全面升級為「3+X」發展戰略，即加快煤炭、油品和其他大宗業務（三大支柱業務）產品線建設，加大清潔能源、雙碳和其他ESG方向衍生業務（X業務）的投入與開發力度，均衡國內外佈局，持續完善「聯邦制」公司治理和人才驅動創新機制，創新業務發展形成戰略支撐。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

As China continues to implement significant plans to accelerate the green transition of the development model and actively yet prudently promotes carbon neutrality, it calls for accelerating the adjustment and optimization of the energy structure, based on China's energy and resource endowments, enhancing the regulation of total energy consumption and intensity, promoting clean, low-carbon, and efficient use of energy, and further promoting the energy revolution. To achieve these goals, China is actively working on constructing a new energy system, strengthening resource conservation and intensive recycling, and ensuring energy and resource security. Energy security, carbon neutrality, and the transition to a green, clean, and low-carbon economy are the primary objectives of China's energy development. The Group's "3+X" development strategy actively complies with the national energy development strategy, and the traditional businesses are based on the basic national conditions of China's coal-based energy structure. It fully utilizes energy and resource endowments to ensure the basic energy needs of the national economy and people's livelihood, ensuring the safety and stability of the national energy power supply. The new businesses of the Group, including clean energy, environmental protection, and climate change, seize the opportunities presented by green and low-carbon development and contribute to the construction of a new national power system. Looking ahead, the Group plans to further align its new businesses with key energy development strategies, such as the construction of new power systems, clean development mechanisms, the achievement of carbon neutrality, and other major energy development strategies. Through these efforts, the Group aims to stay current with the times and achieve significant advancements in energy transition.

The TIC industry is characterized by "GDP+" as the industry growth rate is higher than the GDP growth rate during the same period, and the industry growth rate is expected to be about 10% during the "14th Five-Year Plan" period in China⁴. As an industry leader in the Asia-Pacific region, we will further seize the booming TIC market and opportunities arising from the industry to continuously expand related business in the domestic and global TIC markets, and maintain a leading industry position in various segments. Through continuous technological innovation, we will inject more development momentum into the industry.

國家持續對加速發展方式綠色轉型、積極穩妥推進碳達峰碳中和做出重要部署，要求加速推動能源結構調整優化，立足我國能源資源稟賦，完善能源消耗總量和強度調控，推動能源清潔低碳高效利用，深入推進能源革命。要深入推進綠色低碳發展，加速建設新型能源體系，加強資源節約集約循環高效利用，提升能源資源安全保障能力。當前，保障能源安全，推動碳達峰碳中和，推進綠色、清潔、低碳轉型，是我國能源發展的核心任務。本集團「3+X」發展策略積極順應契合國家能源發展策略，傳統支柱業務立足於我國能源結構以煤為本的基本國情，充分發揮能源資源稟賦，保障國計民生基礎能源需求，為國家能源電力供應安全穩定保駕護航。本集團清潔能源、環境保護及氣候變化等新業務充分掌握綠色低碳發展機遇，貢獻國家新型電力系統建設。未來於新業務的開拓上將進一步甄選契合國家新型電力系統建設、清潔發展機制及碳達峰碳中和等重大能源發展策略的業務，順勢而為，頗具發展。

檢測行業具有「GDP+」屬性，行業增速高於同期GDP增速，預計中國「十四五」期間行業增速約為10%³。作為亞太地區的行業領導者，我們將進一步把握蓬勃發展的檢驗檢測認證市場及行業風口機遇，持續拓展海內外檢驗檢測認證市場的相關業務，保持各個細分領域的領先地位。通過持續的技術創新，為行業注入更多發展動力。

⁴ <https://stock.stockstar.com/JC2023071200010588.shtml>

³ <https://stock.stockstar.com/JC2023071200010588.shtml>

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Embracing the business philosophy of long-term vision, the Group firmly implements the “3+X” development strategy. Based on continuing to consolidate its brand strengths and operational capabilities, the Group will further accurately capture emerging development opportunities in the market resulting from new economic drivers focusing on green and low-carbon development. We will actively seek mergers and acquisitions opportunities in the global TIC market, leverage our unique advantages, enhance synergies, and strengthen customer bases and loyalty through fully tapping customer acquisition capabilities, thereby providing sustainable momentum for business expansion. The Group will also fully grasp the opportunities to cooperate with global leading customers, optimize resource allocation, continue to empower the green and low-carbon transition, and further consolidate its industry-leading position.

以「長期主義」為價值引領，本集團堅定踐行「3+X」發展戰略。在持續鞏固品牌優勢及穩健運營能力的基礎上，本集團將進一步精準捕捉以綠色低碳為重點的新經濟增長點為市場帶來的新興發展機遇，積極關注全球檢驗檢測認證市場併購機會，發揮「聯邦制」優勢，增進協同效應，充分挖掘獲客能力，增強客戶資源積累與客戶黏性，為業務拓展提供持續動力。本集團亦充分把握與全球頭部客戶的合作契機，實現優勢資源整合，持續賦能綠色轉型，進一步鞏固行業領先地位。

FINANCIAL REVIEW

Overview

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元	Change 變動
Revenue	收入	1,118,514	944,014	18.5%
Profit attributable to owners of the Company	本公司擁有人應佔利潤	80,048	69,397	15.3%

Revenue

The Group's revenue increased by 18.5% from approximately HK\$944.0 million in 2022 to approximately HK\$1,118.5 million in 2023.

Riding on the booming TIC market trends and the advantage of the Group's leadership in various segments, the Group steadily promoted the development of various businesses based on the ever-expanding global service networks. The Group continuously deepened cooperation with different agencies and major customers, and constantly enhanced service quality to increase customer loyalty.

財務回顧

概覽

	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元	Change 變動
Revenue	1,118,514	944,014	18.5%
Profit attributable to owners of the Company	80,048	69,397	15.3%

收入

本集團的收入從2022年約港幣944.0百萬元增至2023年約港幣1,118.5百萬元，增幅為18.5%。

本集團積極應對檢測市場發展趨勢，充分發揮蓬勃發展的檢驗檢測認證市場趨勢和細分領域行業龍頭優勢，依託持續擴充的國際化服務網絡，穩步推進各項業務發展。集團持續深化穩固與各方機構的合作關係，不斷拓寬與已有頭部客戶合作的廣度與深度，持續提高服務品質，客戶黏性不斷增強。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

During the Year, the Group continues to expand its professional service capacity in commodity services to facilitate a better flow of global trade, and its commodity services (natural resources and commodities), being the pillar of the Group's core business, delivered continuous and steady growth. The Group fully entered the commodity futures inspection market and collaborated with numerous commodity leading clients, which further solidified the Group's leading market position in the segment. The Group's emerging businesses such as clean energy, environmental protection, and climate change entered through M&A activities under the "2+X" strategy had developed rapidly and delivered unexpected growth with the continuous expansion of the customer base. In particular, the climate change business segment produced impressive results, hitting several milestones and securing a string of major clients during the Year, which created a strong revenue driver to expand our overall earnings. The traditional business and new business fully delivered maximum synergy, which drove the overall revenue growth of the Group.

Profit attributable to owners of the Company

The Group's profit attributable to owners of the Company for the Year increased by 15.3% from approximately HK\$69.4 million in 2022 to approximately HK\$80.0 million in 2023.

Relying on its global networks, the Group had further enhanced its ability to serve international leading customers, to meet the one-stop service needs of global customers in a timely and high-quality manner. The order-taking capability of each business division and the delivery capability of laboratories had been enhanced with the expansion in quality customer base.

The Group continued to expand its professional service capacity, enhance its platform capacity building, and further highlight its brand credibility and influence. In response to the rapid growth of ESG businesses, the Group systematically strengthened sustainable development over the previous two years and achieved promising results, as each business segment's revenue had increased, and profit had been progressively released.

In addition, the Group implemented an enhanced operation management system, continued to strengthen quality control, constantly optimized resource allocation and management, and effectively boosted the operating efficiency of various business working flows. By further enhancing economic efficiency through effective cost control, we managed to drive the growth of the Group's profit.

本年度，本集團持續深化專業服務能力建設，助力國際國內貿易流轉，支柱業務——貿易保障業務（包括自然資源及大宗商品）持續穩定增長，且全面進入大宗期貨檢驗，與眾多大宗頭部客戶建立業務合作，進一步夯實集團於細分領域的龍頭市場地位。本集團通過「2+X」戰略積極併購擴張所切入佈局的清潔能源、環境保護及氣候變化等ESG新興業務領域快速發展，不斷擴寬客戶群，進展超預期。其中氣候變化業務成績可觀，年內實現多項里程碑式進展，成功簽約多個頭部客戶，創造了良好的營收增長點。傳統業務與新興業務充份發揮協同效應，為長期發展奠定良好基礎，帶動本集團整體收入增長。

本公司擁有人應佔利潤

本集團的本年度本公司擁有人應佔利潤由2022年約港幣69.4百萬元增加15.3%至2023年約港幣80.0百萬元。

集團依托遍佈全球的營銷網點，及時、高質量地滿足全球客戶一站式服務需求。集團持續提升服務國際龍頭客戶的能力，優質客戶增多，各事業部訂單承接和實驗室交付能力增強，有效提升了集團的整體盈利能力。

公司持續深化專業服務能力建設，加強平台能力建設，品牌公信力及影響力進一步提升。為配合ESG新興業務的快速發展，集團前兩年於可持續能力建設上進行的系統性投入成效初顯，各業務板塊收入體量增長，利潤逐步釋放。

此外，集團實施精細化運營管理體系，持續完善品質管控，不斷優化內部管理和資源配置，有效提升各業務流程的運行效率。通過良好的成本控制進一步提高經濟效益，有效促進了集團盈利增長。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Cash and Cash Equivalents

The Group's cash and cash equivalents consist primarily of cash and bank balances denominated in RMB, HK\$, US\$ and SGD. The Group remained in a strong cash position throughout 2022 and 2023, with cash and cash equivalents of HK\$222.3 million and HK\$227.3 million as at 31 December 2022 and 2023 respectively.

Cash Flows from Operating Activities

The Group had net cash inflows from operating activities of approximately HK\$175.1 million in 2023 (2022: HK\$176.4 million). The decrease in the Group's cash flows from operating activities was primarily due to higher revenue generation.

Cash Flows Used in Financing Activities

The Group had net cash outflows used in financing activities of approximately HK\$40.1 million in 2023 (2022: HK\$37.0 million). This was primarily due to (1) repayment of borrowings, interest and lease liabilities of HK\$107.0 million (2022: HK\$40.7 million); (2) dividend payment of HK\$27.4 million (2022: HK\$18.7 million); and (3) purchase of shares for share award scheme of HK\$14.5 million (2022: HK\$4.1 million), partially offset by additional borrowings of HK\$106.6 million (2022: HK\$26.5 million).

Commitments

As at 31 December 2023, the Group had a total capital commitment of approximately HK\$9.2 million for contracted but not performed acquisition of property, plant and equipment.

Liquidity and Capital Resources

The Group had cash and cash equivalents of HK\$227.3 million as at 31 December 2023. The Group is in a strong and healthy financial position and has enough resources to support its operations and meet its foreseeable capital expenditures.

現金及現金等價物

本集團的現金及現金等價物主要包括以人民幣、港幣、美元及新加坡元計值的現金及銀行結餘。本集團於2022年及2023年一直維持良好的現金狀況，於2022年及2023年12月31日，本集團的現金及現金等價物分別為港幣222.3百萬元及港幣227.3百萬元。

經營活動所得現金流量

於2023年，本集團經營活動所得現金流入淨額約為港幣175.1百萬元（2022年：港幣176.4百萬元）。本集團經營活動所得現金流量減少主要歸因於所產生的收入增加。

融資活動所用現金流量

於2023年，本集團融資活動所用現金流出淨額約為港幣40.1百萬元（2022年：港幣37.0百萬元）。此乃主要由於(1)償還借款、利息及租賃負債港幣107.0百萬元（2022年：港幣40.7百萬元）；(2)派付股息港幣27.4百萬元（2022年：港幣18.7百萬元）；及(3)就股份獎勵計劃購買股份港幣14.5百萬元（2022年：港幣4.1百萬元），部分被額外借款港幣106.6百萬元（2022年：港幣26.5百萬元）抵銷。

承擔

於2023年12月31日，本集團就已訂約但尚未進行的物業、廠房及設備收購的資本承擔總額約為港幣9.2百萬元。

流動資金及資本資源

於2023年12月31日，本集團的現金及現金等價物為港幣227.3百萬元。本集團財務狀況穩健，且擁有充足資源以支持其運營及應付可預見的資本開支。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Treasury Management and Funding Policy

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

The Group manages its capital structure and makes adjustment to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 2022.

The Group has adopted a prudent financial management approach towards its treasury policies and thus maintained a healthy liquidity position throughout the year under review. To manage the Group's liquidity risk, the management monitors the Group's liquidity position and maintains sufficient cash and cash equivalents within the Group, as well as ensuring the availability of funding through an adequate amount of committed credit facilities and the ability to settle the payables of the Group.

Contingent Liabilities

As at 31 December 2023, the Group did not have any significant contingent liabilities or guarantees to third parties.

資金管理及融資策略

本集團資本管理的首要目標是保障本集團持續經營的能力，並維持穩健的資本比率，從而支持其業務並實現股東價值最大化。

本集團根據經濟狀況變動及相關資產的風險特徵管理並調整資本結構。為維持或調整資本結構，本集團可調整派付予股東的股息、向股東返還資本或發行新股份。截至2023年及2022年12月31日止年度，資本管理的目標、政策或流程並無變動。

本集團於庫務政策方面採取審慎的理財方針，因此於回顧年度內流動資金狀況一直保持穩健。為管理本集團的流動資金風險，管理層監察本集團的流動資金狀況，於本集團內維持充足的現金及現金等價物，並確保已承諾的信貸融資所提供的資金足夠及有能力清償本集團的應付款項。

或有負債

於2023年12月31日，本集團並無任何重大或有負債，亦未向第三方作出擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

Gearing Ratio

The Group monitors capital on the basis of the gearing ratio. The calculation of gearing ratio is based on total net debt divided by capital plus net debt and multiplied by 100.0%. Net debt is calculated as trade payables, other payables and accruals, interest-bearing bank loans and convertible bonds, less cash and cash equivalents as shown in the consolidated statement of financial position. Total capital is calculated as “equity attributable to owners of the Company” as shown in the consolidated statement of financial position.

槓桿比率

本集團基於槓桿比率監控資本。總債務淨額除以資本加債務淨額並乘以100.0%計算。債務淨額乃按綜合財務狀況表所示貿易應付款項、其他應付款項及應計項目、計息銀行貸款及可換股債券減現金及現金等價物計算。資本總額乃按綜合財務狀況表所示「本公司擁有人應佔權益」計算。

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Trade payables	貿易應付款項	51,910	43,622
Other payables and accruals	其他應付款項及應計項目	71,155	72,993
Interest-bearing bank loans	計息銀行貸款	48,530	26,449
Convertible bonds	可換股債券	48,612	50,861
Less: Cash and cash equivalents	減：現金及現金等價物	(227,250)	(222,254)
Net surplus	盈餘淨額	(7,043)	(28,329)
Equity attributable to owners of the Company	本公司擁有人應佔權益	424,501	378,268
Capital and net debt	資本及負債淨額	417,458	349,939
Gearing ratio (Note)	槓桿比率(附註)	—	—

Note: Gearing ratio is zero when the amount of cash and cash equivalents is higher than gross debt (2022: Nil).

附註：當現金及現金等價物金額高於負債總額時，槓桿比率為零(2022年：零)。

Credit Risk

Credit risk is the risk of loss arising from a customer's or counterparty's inability to meet its obligations. The Group enters into transactions only with recognized and creditworthy parties. It is the Group's policy that all customers who wish to have credit transactions with the Group are subject to credit verification procedures taking into account the customers' financial position and the Group's past experience with the customers.

In addition, the Group monitors receivable balances on an ongoing basis. The management of the Group evaluates the creditworthiness of its existing and prospective customers and ensures that the customers have adequate financing for the projects as well as the source of the financing. No collateral is required.

信貸風險

信貸風險指因客戶或交易方未能履約而產生損失的風險。本集團僅與獲認可及信譽良好的交易方開展交易。本集團的政策規定，有意與本集團開展信貸交易的所有客戶均須通過信貸驗證程序(計及有關客戶的財務狀況及與本集團的過往交易情況)。

此外，本集團會持續監管應收款項結餘。本集團管理層會評估其現有及潛在客戶的信譽，並確保客戶擁有充足的项目資金及資金來源。本集團並不需要抵押物。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論與分析

The Group's other financial assets include financial assets included in deposits and other receivables, pledged deposits and bank balances. The credit risk of these financial assets arises from default of the counterparty. The maximum exposure to credit risk equals to the carrying amounts of these assets.

Foreign Exchange Risk

The Group was exposed to foreign currency risk on cash and cash equivalents, receivables, payables and interest-bearing bank loans that were denominated in a currency other than respective functional currencies of the Group's entities. The currencies giving rise to this risk were primarily Hong Kong dollar and United States dollar.

Significant Investments

The Group did not have any significant investments during the year.

Charges on Assets

As at 31 December 2023, certain investment properties of the Group with a total carrying value of HK\$15.2 million (2022: HK\$16.8 million) were pledged to obtain a banking facility from a bank amounting to HK\$11.0 million (2022: HK\$11.2 million); certain of the Group's buildings with a total carrying value of HK\$29.1 million (2022: HK\$30.9 million) were pledged to obtain a banking facility from a bank amounting to HK\$19.2 million (2022: HK\$14.1 million); certain trade and bills receivables with a total carrying value of HK\$20.2 million (2022: Nil) were pledged to obtain a banking facilities from a bank amounting to HK\$14.4 million (2022: Nil).

EVENT AFTER THE REPORTING YEAR

The Group has no significant events after the reporting year up to the date of this report.

本集團的其他金融資產包括計入按金及其他應收款項的金融資產、已抵押存款及銀行結餘。該等金融資產的信貸風險由交易方違約引起。最高信貸風險與該等資產的賬面值相等。

外匯風險

本集團因現金及現金等價物、應收款項、應付款項及計息銀行貸款以本集團旗下實體各自功能貨幣以外的貨幣計值而面臨外幣風險。產生此風險的貨幣主要是港幣及美元。

重大投資

本集團於年內並無任何重大投資。

資產抵押

於2023年12月31日，賬面總值為港幣15.2百萬元（2022年：港幣16.8百萬元）的本集團若干投資物業已抵押，以從銀行取得銀行融資港幣11.0百萬元（2022年：港幣11.2百萬元）；賬面總值為港幣29.1百萬元（2022年：港幣30.9百萬元）的本集團若干建築物已抵押，以從銀行取得銀行融資港幣19.2百萬元（2022年：港幣14.1百萬元）；賬面總值為港幣20.2百萬元（2022年：無）的若干貿易應收款項及應收票據已抵押，以從銀行取得銀行融資港幣14.4百萬元（2022年：無）。

報告年度後事項

報告年度後直至本報告日期，本集團並無重大事項。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company recognises the importance of good corporate governance for enhancing the management of the Company as well as preserving the interests of its shareholders and other stakeholders. The Company has adopted the CG Code. Corporate governance provides the framework within which the Board forms its decisions and build its businesses. The entire Board focuses on creating long-term sustainable growth for shareholders and delivering long-term values to all stakeholders. We believe that an effective corporate governance structure allows the Company to have a better understanding of, evaluate and manage, risks and opportunities (including environmental and social risks and opportunities).

The corporate value of the Company is to serve our customers in lawful, ethical and responsible manner. All Directors act with integrity and promote the culture of integrity. Such culture instils and continually reinforces across the corporate values. During the year, the Board closely monitor the implementation of corporate governance practice, risk management and internal control systems to ensure the corporate objective, values and strategy and the Company's culture are aligned.

In the opinion of the Directors, throughout the year ended 31 December 2023, the Company had complied with all code provisions as set out in the CG Code save for the deviation from code provision C.2.1 of the CG Code while such deviation is explained in the relevant paragraph below of this corporate governance report.

The Board will, from time to time, review and enhance its corporate governance practices to ensure that the Company continues to meet the requirements of the CG Code.

本公司深知良好的企業管治的重要性，以提升本公司的管理水平以及維護其股東及其他持份者的利益。本公司已採納《企業管治守則》。企業管治為董事會制定決策及開展業務提供了框架。整個董事會專注於為股東創造長期可持續增長，並為所有持份者提供長期價值。我們認為，有效的企業管治結構可以讓公司更好地理解、評估及管理風險與機遇（包括環境和社會風險與機遇）。

本公司的企業價值乃為以合法、道德及負責任的方式服務客戶。全體董事均以誠信行事，提倡誠信文化。這種文化灌輸並不斷強化企業價值觀。於本年度，董事會密切監察企業管治常規、風險管理及內部監控系統的實施，以確保企業目標、價值觀及策略與本公司文化保持一致。

董事認為，於截至2023年12月31日止年度，本公司已遵守《企業管治守則》所載的全部守則條文，惟《企業管治守則》第C.2.1條守則條文的偏離除外，有關偏離原因會於本《企業管治報告》下文相關段落中作出解釋。

董事會將不時審閱及加強其企業管治常規，以確保本公司繼續符合《企業管治守則》的規定。

CORPORATE GOVERNANCE REPORT

企業管治報告

A. THE BOARD

A1. Responsibilities and Delegation

The powers and duties of our Board include managing our business, convening general meetings, reporting our Board's work at our Shareholder's meetings, preparing financial budgets and final reports, formulating proposals for profit distributions as well as exercising other powers, functions and duties as conferred by our Articles.

A2. Board Composition, Succession and Evaluation

As at the date of this annual report, the Board comprises eight members, which consist of four executive Directors, one non-executive Director, and three independent non-executive Directors, as follows:

Executive Directors

Mr. LI Xiangli (*Chairman and CEO*)
Ms. ZHANG Aiyong
Mr. LIU Yi
Mr. YANG Rongbing (*Vice Chairman*)

Non-executive Director

Mr. HAO Yilei

Independent Non-executive Directors

Mr. WANG Zichen
Mr. ZHAO Hong
Mr. LIU Hoi Keung

Mechanism regarding independent views and inputs to the Board

The Company has established mechanisms to ensure independent views and input are available to the Board. The Board reviews the implementation and effectiveness of such mechanism(s) on an annual basis. The Board considers that such mechanism has been implemented properly and effectively.

A. 董事會

A1. 責任及授權

董事會權力及職責包括管理本集團業務、召開股東大會、在股東大會匯報董事會工作、編製財務預算及最終報告、制定利潤分配方案以及行使章程細則賦予董事會的其他權力、職能及職責。

A2. 董事會的組成、繼任及評估

於本年報日期，董事會由八名董事組成，包括四名執行董事、一名非執行董事及三名獨立非執行董事，詳情如下：

執行董事

李向利先生 (*主席兼行政總裁*)
張愛英女士
劉翊先生
楊榮兵先生 (*副主席*)

非執行董事

郝怡磊先生

獨立非執行董事

王梓臣先生
趙虹先生
廖開強先生

董事會可獲得獨立的觀點和意見機制

本公司已建立機制以確保董事會能夠獲得獨立觀點及意見。董事會每年檢討此機制的實施及成效。董事會認為該機制已妥善及有效實施。

A summary of the mechanisms is set out below:

(i) Composition

The Board ensures the appointment of at least three independent non-executive Directors and at least one-third of its members being independent non-executive Directors (or such higher threshold as may be required by the Listing Rules from time to time), with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise. Further, independent non-executive Directors will be appointed to Board Committees as required under the Listing Rules and as far as practicable to ensure independent views are available.

(ii) Independence Assessment

The Nomination Committee strictly adheres to the Nomination Policy with regard to the nomination and appointment of independent non-executive Directors, and is mandated to assess annually the independence of independent non-executive Directors to ensure that they can continually exercise independent judgement.

(iii) Compensation

No equity-based remuneration with performance-related elements will be granted to independent non-executive Directors as this may lead to bias in their decision-making and compromise their objectivity and independence.

(iv) Board Decision Making

Directors (including independent non-executive Directors) are entitled to seek further information from the management on the matters to be discussed at Board meetings and, where necessary, independent advice from external professional advisers at the Company's expense.

A Director (including independent non-executive Director) who has a material interest in a contract, transaction or arrangement shall not vote or be counted in the quorum on any Board resolution approving the same.

(v) Board Evaluation

The quality and efficiency of discussions at Board meetings are assessed by the chairman of the Board.

機制概要如下：

(i) 組成

董事會確保委任至少三名獨立非執行董事及至少三分之一的成員為獨立非執行董事(或上市規則可能不時規定的更高門檻)，以及至少一名獨立非執行董事具備適當的專業資格，或會計或相關財務管理專業知識。此外，獨立非執行董事將根據上市規則的規定獲委任為董事委員會成員，並在切實可行的情況下盡可能確保獲得獨立意見。

(ii) 獨立性評估

提名委員會在獨立非執行董事的提名及委任方面嚴格遵守提名政策，每年對獨立非執行董事的獨立性進行評估，以確保其能夠持續作出獨立判斷。

(iii) 薪酬

概不會向獨立非執行董事授予與績效掛鈎的以股權為基礎的薪酬，以免可能導致其決策出現偏頗並損害其客觀性及獨立性。

(iv) 董事會決策

董事(包括獨立非執行董事)有權就董事會會議將討論的事項向管理層尋求更多資料，並在必要時尋求外部專業顧問的獨立意見，費用由本公司承擔。

在合約、交易或安排中擁有重大利益的董事(包括獨立非執行董事)不得就批准該等事項的任何董事會決議案投票或計入法定人數。

(v) 董事會評估

董事會會議討論的質量及效率由董事會主席評估。

A3. Chairman and Chief Executive

Currently, Mr. Li Xiangli (“Mr. Li”) takes up the roles of both chairman of the Board and CEO, which is deviated from code provision C.2.1 of the CG Code that requires the roles of chairman and chief executive of the Company should be separate and should not be performed by the same individual. The Board considers that Mr. Li possesses the essential leadership skills to manage the Board and extensive knowledge in the business of the Group. In the opinion of the Directors, through supervision by the Board and the independent non-executive Directors, together with effective control of the Company’s internal check and balance mechanism, the same individual performing the roles of chairman and chief executive can achieve the goal of improving the Company’s efficiency in decision-making and execution and effectively capturing business opportunities. The Board will review the effectiveness of this arrangement from time to time. The Board will continue to review and monitor the practices of the Company with an aim of maintaining a high standard of corporate governance.

During the year, the chairman of the Board met once with independent non-executive Directors without the presence of other Directors.

A4. Appointment and Re-election of Directors

All Directors are appointed for a specific term, subject to renewal upon expiry of the existing term. Each of the Directors is appointed for a term of three years pursuant to their service contracts, letters of appointment, or service agreements.

Details of specific term of each of the Directors are set out in the paragraph headed “Directors’ Service Contracts” of the Directors’ Report.

According to the Articles, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office. The Directors who shall retire in each year will be those who have been longest in the office since their last re-election or appointment, but as between persons who become or were last re-elected Directors on the

A3. 主席及最高行政人員

目前，李向利先生（「李先生」）兼任董事會主席及行政總裁職位，屬偏離《企業管治守則》第C.2.1條守則條文之規定，因為本公司主席與行政總裁的職務應予以區分及不應由同一人擔任。董事會認為，李先生具備管理董事會所需之領導技巧，亦十分熟悉本集團之業務。董事認為，透過董事會及獨立非執行董事的監管，加上本公司內部制衡機制的有效制約，由同一人兼任主席及行政總裁的安排可以達到提高本公司決策及執行效率，有效抓住商機的目的。董事會將不時檢討該安排的成效。為維持高標準的企業管治，董事會將持續審閱及監察本公司的常規。

年內，董事會主席在沒有其他董事出席的情況下與獨立非執行董事舉行了一次會議。

A4. 董事的委任及重選連任

所有董事的委任均有指定任期，可於現有限期屆滿後予以續期。根據服務合同、委任書或服務協議，各董事的任期為三年。

有關各董事具體任期的詳情，載於董事會報告「董事服務合同」一段。

根據章程細則，在每屆股東週年大會上，當時的三分之一董事或如其人數並非三或三的倍數，則最接近但不少於三分之一的董事人數的董事應輪值退任，但每名董事（包括以指定任期獲委任的董事）須至少每三年輪值退任一次。退任董事有資格重選連任。本公司可在股東大會上就任何董事的退任填補該等職位的空缺。每年須退任的董事將為自上次獲選連任或委任後任期最長的董事，但若數名董事於同日出任或獲選連任，除非彼等另行協定，否則以抽籤決定。此外，

same day, those to retire will (unless they otherwise agree among themselves) be determined by lot. In addition, any new Director appointed by the Board to fill a casual vacancy or as an additional Director shall hold office only until the first annual general meeting of the Company after his/her appointment and shall then be eligible for re-election. Any Director so appointed shall not be taken into account in determining the Directors or the number of Directors who are to retire by rotation at an annual general meeting.

A5. Training and Continuing Development for Directors

Newly appointed Directors will receive formal induction on the first occasion of their appointment, so as to ensure that they have appropriate understanding of the business and operations of the Company and that they are fully aware of his/her responsibilities and obligations under the Listing Rules and relevant regulatory requirements. Such induction shall be supplemented by visiting to the Company's key plant sites and meetings with senior management of the Company.

Furthermore, the Company shall ensure that each of its proposed appointed Directors, if any, has obtained the legal advice from a firm of solicitors qualified to advise on Hong Kong law as regards the requirements under the Listing Rules that are applicable to him/her as a Director before his/her appointment becomes effective. The Company shall disclose in the next published annual report following the directors' appointment (i) the date on which each of its proposed Directors obtained such legal advice and; (ii) that each proposed Director has confirmed he/she understood his/her obligations as a Director.

The existing Directors are continually updated with legal and regulatory developments, and the business and market changes to facilitate the discharge of their responsibilities. Trainings and professional development for Directors are arranged whenever necessary. In addition, reading materials on new or changes to salient laws and regulations applicable to the Company are provided to Directors from time to time for their studying and reference.

獲董事會委任以填補臨時空缺的任何新任董事或增加董事會成員他們的任期僅至其獲委任後本公司首次股東週年大會為止，且屆時將符合資格重選連任。任何據此獲委任的董事在週年股東大會上決定準備輪值退任的董事或董事人數時不應被考慮在內。

A5. 董事的培訓及持續發展

每名新任董事均將於其首次獲委任時接受正式入職指導，以確保其適當了解本公司的業務及營運以及完全知悉《上市規則》及相關監管規定項下其責任及義務。該等指導須以考察本公司的主要廠房並與本公司的高級管理人員會面作為補充。

此外，本公司須確保其每名擬擔任董事者（如有）在委任生效前已向有資格就香港法律提供意見的律師行取得法律意見，明白《上市規則》中所有適用於其作為本公司董事的規定，並須在委任董事後下一份刊發的年報中披露(i)每名擬擔任董事者取得上述的法律意見的日期；及(ii)每名擬擔任董事者確認明白其作為本公司董事的責任。

現任董事須不斷獲得有關法律及監管發展以及業務及市場變化的最新資料，以便履行彼等的職責。董事必要時獲安排培訓及進行專業發展。此外，董事不時獲提供適用於本公司的新訂主要法律法規或有關變動的閱讀材料，以供彼等學習及參考。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Directors are required to submit to the Company details of the training they received in each financial year for the Company's maintenance of proper training records of the Directors. According to the training records currently maintained by the Company, during the year, the Directors had complied with the code provision C.1.4 of the CG Code on participation in continuous professional training as follows:

董事須於各財政年度向本公司提交其已接受的培訓詳情，以供本公司存置董事的適當培訓記錄。根據本公司目前存置的培訓記錄，董事於年內已遵照《企業管治守則》第C.1.4條守則條文參與下列持續專業培訓：

Name of Director	董事姓名	Type of training/education 培訓／教育類型	
		Attending training on regulatory development, directors' duties or other relevant topics 出席關於監管發展、董事職責或其他相關主題的培訓	Reading regulatory updates or corporate governance related materials or materials relevant to directors' duties 閱覽監管最新資訊或與企業管治有關的材料或與董事職責有關的材料
Mr. LI Xiangli	李向利先生	✓	✓
Ms. ZHANG Aiying	張愛英女士	✓	✓
Mr. LIU Yi	劉翊先生	✓	✓
Mr. YANG Rongbing	楊榮兵先生	✓	✓
Mr. HAO Yilei	郝怡磊先生	✓	✓
Mr. WANG Zichen	王梓臣先生	✓	✓
Mr. ZHAO Hong	趙虹先生	✓	✓
Mr. LIU Hoi Keung	廖開強先生	✓	✓

A6. Directors' Attendance Records at Meetings

The attendance records of each Director at the Board and Board committee meetings and the general meetings of the Company held during the year ended 31 December 2023 are set out below:

Name of Director	董事姓名	Board Meeting 董事會會議	Audit Committee Meeting 審核委員會會議	Remuneration Committee Meeting 薪酬委員會會議	Nomination Committee Meeting 提名委員會會議	General Meeting 股東大會
Executive Directors:		執行董事：				
Mr. Li Xiangli	李向利先生	4/4	N/A 不適用	N/A 不適用	1/1	1/1
Ms. ZHANG Aiying	張愛英女士	4/4	N/A 不適用	1/1	N/A 不適用	1/1
Mr. LIU Yi	劉翊先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. YANG Rongbing	楊榮兵先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Non-executive Director:		非執行董事：				
Mr. HAO Yilei	郝怡磊先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent non-executive Directors:		獨立非執行董事：				
Mr. WANG Zichen	王梓臣先生	4/4	2/2	1/1	1/1	1/1
Mr. ZHAO Hong	趙虹先生	4/4	2/2	1/1	1/1	1/1
Mr. LIU Hoi Keung	廖開強先生	4/4	2/2	N/A 不適用	N/A 不適用	1/1

N/A: not applicable

A7. Model Code for Securities Transactions

The Company has adopted the Model Code as its own code of conduct regarding dealings in the securities of the Company by the Directors and the Company's employees who, because of such offices or employments, are likely to possess inside information of the Company and/or its securities.

Having made specific enquiry by the Company with all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code regarding directors' securities transactions throughout the year ended 31 December 2023.

A6. 董事的會議出席記錄

各董事出席本公司截至2023年12月31日止年度期間舉行的董事會會議、董事委員會會議及股東大會的記錄載列如下：

A7. 進行證券交易的標準守則

本公司已採納《標準守則》作為董事及本公司僱員（彼等因有關職位或受僱工作而可能擁有有關本公司及／或其證券的內幕消息）買賣本公司證券的行為守則。

經本公司向全體董事作出具體查詢後，全體董事已確認，彼等已於截至2023年12月31日止整個年度遵守《標準守則》所載有關董事進行證券交易的規定標準。

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企業管治報告

A8. Corporate Governance Functions

The Audit Committee is responsible for performing the corporate governance functions set out in the code provision A.2.1 of the CG Code.

A9. Role and Function of the Board and the Management

The Company has set out the respective functions and responsibilities which are reserved to the Board and delegated to management or Board committees. The Board delegates day-to-day operations of the Group to management while reserving certain key matters, mainly relating to the approval and monitoring of the Group's overall strategies, policies and business plans, and overseeing and evaluating the performance of the Group. It is also responsible for promoting the success of the Group and its businesses by directing and supervising the Group's affairs. Board committees for specific functions are also set up to ensure efficient Board operations. The composition and functions of each Board committee and their major roles and functions are described below. The final decision still rests with the Board unless otherwise provided for in the terms of reference of the relevant Board committees.

A10. Relationship between Directors

Set out below are the relationship between Directors as required to be disclosed under paragraph B(h) of the CG Code, Part 1 — Mandatory Disclosure Requirements:

1. Mr. LI Xiangli is the spouse of Ms. ZHANG Aiying.
2. Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. LIU Yi entered into an acting-in-concert deed on 31 January 2016 whereby Ms. ZHANG Aiying and Mr. LIU Yi shall support Mr. LI Xiangli's decisions on material matters in relation to the operation and management of our Group by exercising their voting rights at the meetings of the shareholders and boards of the members of our Group in accordance with the decision of Mr. LI Xiangli.

A8. 企業管治職能

審核委員會負責履行《企業管治守則》第A.2.1條守則條文所載的企業管治職能。

A9. 董事會及管理層之角色及職能

本公司已訂明董事會本身及其授予管理層或董事委員會的職務及職責。董事會將本集團的日常運作交由管理層處理，但保留處理若干重大事宜（主要有關批准及監察本集團整體策略、政策及業務計劃；以及監管及評估本集團表現）的權力。董事會亦負責指導及監督本集團的事務，以推進本集團及其業務的成功運作。本公司亦制定董事委員會的具體職務，以確保董事會的高效運作。各董事委員會的組成及職能及其主要角色及職能詳述如下。除非有關董事委員會之職權範圍另有指明，否則董事會仍擁有最終決定權。

A10. 董事之間的關係

下文所載為根據《企業管治守則》第一部分 — 強制披露要求第B(h)段須予披露的董事之間的關係：

1. 李向利先生為張愛英女士的配偶。
2. 李向利先生、張愛英女士及劉翊先生於2016年1月31日簽訂一致行動契約，據此，張愛英女士與劉翊先生應依據李向利先生所作決策於本集團成員公司的股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。

B. BOARD COMMITTEES

The Company has three Board committees, namely, the Remuneration Committee, the Nomination Committee and the Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference which are available on the Stock Exchange's website (www.hkexnews.hk) and on the Company's website (www.hk1586.com). All the Board committees should report to the Board on their decisions or recommendations made.

B1. Remuneration Committee

During the year ended 31 December 2023, the Remuneration Committee comprises a total of three members, being two independent non-executive Directors, namely Mr. ZHAO Hong (chairman of the committee) and Mr. WANG Zichen, and one executive Director, namely Ms. ZHANG Aiying. Throughout the year, the Company had met the Listing Rules requirements of having the majority of the Remuneration Committee members being independent non-executive Directors as well as having the committee chaired by an independent non-executive Director.

The primary function of the Remuneration Committee is to develop remuneration policies of our Directors, evaluate the performance, make recommendations to the Board on the remuneration packages of our Directors and senior management and evaluate and make recommendations to the Board on employee benefit arrangements.

Summary of the Work During the Year

During the year, one meeting of the Remuneration Committee was held (i) to review and make recommendations to the Board on the remuneration policy and structure of Directors, senior management and employees; (ii) to review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives; and (iii) to review and make recommendations to the Board on the remuneration of individual Directors and senior management of the Company.

The record of each committee member in the Remuneration Committee meeting held during the year is set out in section A6 above.

B. 董事委員會

本公司有三個董事委員會，即薪酬委員會、提名委員會及審核委員會，以監督本公司事務的特定範疇。所有董事委員會成立時均訂有明確的書面職權範圍，該等資料可於聯交所網站(www.hkexnews.hk)及本公司網站(www.hk1586.com)查閱。所有董事委員會應向董事會匯報彼等所作決定或建議。

B1. 薪酬委員會

截至2023年12月31日止年度，薪酬委員會合共包括三名成員，即兩名獨立非執行董事（趙虹先生（委員會主席）及王梓臣先生）及一名執行董事（張愛英女士）。本公司於本年度內符合《上市規則》要求，薪酬委員會大部分成員為獨立非執行董事，以及由獨立非執行董事擔任委員會的主席。

薪酬委員會的主要職能為制定董事的薪酬政策、評估表現、就董事及高級管理人員的薪酬待遇向董事會提供建議，並就員工福利安排作出評估及向董事會提供建議。

年內工作摘要

薪酬委員會於年內舉行一次會議，以(i)檢討及向董事會建議董事、高級管理人員及僱員的薪酬政策及架構；(ii)因應董事會所訂企業方針及目標而檢討及批准管理層的薪酬建議；及(iii)審閱及向董事會建議個別本公司董事及高級管理層的薪酬。

各委員會成員出席於年內舉行的薪酬委員會會議的記錄載列於上文A6一節。

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Directors and Employees Remuneration Policy

The Director and Employee Remuneration Policy sets out the general principles which guide the Group to deal with the remuneration matters. As a general principle, a fair market level of remuneration will be provided to retain and motivate high quality directors, senior management and employees, and attract experienced people of high calibre to oversee the business and development of the Group. Directors' remuneration was determined by the Board with reference to the prevailing market conditions, and the qualifications, experience, duties and their responsibilities of with the Company. Executive Directors' remuneration packages links to individual and the Group's performance. As for independent non-executive Directors, only fixed remuneration/fee shall be paid and be set at an appropriate level by reference to the relevant time commitment and the size and complexity of the Group and benchmarked against a peer group. Mr. Hao Yilei, a non-executive director does not receive any remuneration.

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

Remuneration band (HK\$)	薪酬範圍 (港幣元)	Number of individuals 人數
Nil to 1,000,000	零至 1,000,000	5
1,000,001 – 2,000,000	1,000,001 至 2,000,000	1
2,000,001 – 3,000,000	2,000,001 至 3,000,000	1
3,000,001 – 4,000,000	3,000,001 至 4,000,000	1

Details of the remuneration of each Director for the year are set out in Note 8 to the consolidated financial statements contained in this annual report.

董事及僱員薪酬政策

董事及僱員薪酬政策載列指導本集團處理薪酬事宜的一般原則。作為一般原則，將提供公平市場水平的薪酬以留住及激勵高質素董事、高級管理層及僱員，並吸引經驗豐富的高質素人才監督本集團的業務及發展。董事薪酬乃由董事會參考現行市況，以及董事的資歷、經驗、職務及彼等於本公司的職責而釐定。執行董事的薪酬待遇與個人及本集團的表現掛鈎。至於獨立非執行董事，僅支付固定薪酬／袍金，並參考相關的時間投放及本集團的規模及複雜性，並以同行為基準，將其設定在適當的水平。非執行董事郝怡磊先生並不收取任何薪酬。

根據《企業管治守則》第E.1.5條守則條文，高級管理人員於本年度內的年度薪酬範圍載列如下：

各董事於本年度內的薪酬詳情載列於本年度報告所載綜合財務報表附註8。

B2. Nomination Committee

During the year ended 31 December 2023, the Nomination Committee comprises a total of three members, being one executive Director, namely Mr. LI Xiangli (chairman of the committee), and two independent non-executive Directors, namely Mr. WANG Zichen and Mr. ZHAO Hong. Throughout the year, the Company had met the Rule 3.27A of the Listing Rules requirement of having a majority of the committee members being independent non-executive Directors and having the committee chaired by the chairman of the Board.

The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board; identifying individual suitably qualified to become members of the Board and select or making recommendations to the Board on the selection of individuals nominated for directorship; making recommendations to the Board on the appointment, re-appointment and succession planning of Directors; and assessing the independence of independent non-executive Directors, as well as reviewing the board diversity policy and the nomination policy.

Nomination Policy

The Board has adopted a nomination policy which sets out the nomination procedures and the process and criteria adopted by the nomination committee to select and recommend candidates for directorship. In accordance with the nomination policy, in evaluation and selecting a candidate for acting as a Director, the criteria to be considered include:

- character and integrity of the individual;
- qualifications including professional qualifications, skills, knowledge and experience and diversity aspects under the board diversity policy (summarised below) of the Company that are relevant to the Company's business and corporate strategy;
- any measurable objectives adopted for achieving diversity on the Board;
- requirement for the Board to have independent Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;

B2. 提名委員會

截至2023年12月31日止年度，提名委員會合共包括三名成員，即一名執行董事（李向利先生（委員會主席））及兩名獨立非執行董事（王梓臣先生及趙虹先生）。本公司於本年度內符合《上市規則》第3.27A條之要求，大部分委員會成員為獨立非執行董事，以及由董事會主席擔任委員會的主席。

提名委員會的主要職責包括審閱董事會的架構、人數及組成；物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供建議；就董事委任、重新委任董事及董事繼任計劃向董事會提出建議；及對獨立非執行董事的獨立性進行評估以及審閱董事會成員多元化政策；以及提名政策。

提名政策

董事會已採納提名政策，列出董事候選人採納的提名程序以及提名委員會所採納的遴選及推薦準則。根據提名政策，於評估及遴選董事人選時，所考慮的標準包括：

- 個人品格與誠實；
- 資格，包括專業資格、技巧、知識及與本公司業務及策略相關的經驗，以及本公司董事會成員多元化政策（概要載於下文）所提述的多元化因素；
- 為達致董事會成員多元化而採納的任何可計量目標；
- 根據上市規則，董事會需包括獨立董事的規定，以及參考《上市規則》內列明候選人是否被視為獨立的指引；

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- any potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence and gender diversity;
- willingness and ability to devote adequate time to discharge duties as a member of the Board and/or Board committee(s) of the Company; and
- such other perspectives that are appropriate to the Company's business and succession plan and where applicable, may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning.

The nomination policy also sets out the nomination process and procedures, including but not limited to:

1. evaluate the candidate based on the abovementioned criteria upon receipt of the proposal of appointment of new Director;
2. if there are more than one desirable candidate, rank the candidates with reference to the needs of the Company and the reference check of each candidate; and
3. recommend to the Board to appoint the appropriate candidate as the new Director.

Board Diversity Policy

The Company recognises and embraces the benefits of having a diverse Board and regards the increasing diversity at the Board as an essential element in maintaining the Company's competitive advantage. The Board has adopted a board diversity policy which sets out the approach to achieve diversity on the Board.

Summary of Policy

The Nomination Committee reviews annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy.

In reviewing and assessing the Board composition and the nomination of directors (as applicable), Board diversity has to be considered from a number of aspects, including gender, age, cultural and educational background, professional qualifications, skills, knowledge and experience.

- 候選人的資格、技巧、經驗、獨立性及性別多元化方面可為董事會帶來的任何潛在貢獻；
- 是否願意及是否能夠投入足夠時間履行身為本公司董事會成員及／或董事會轄下委員會的委員的職責；及
- 適用於本公司業務及繼任計劃的其他各項因素，董事會及／或提名委員會可在有需要時不時就提名董事及繼任計劃採納及／或修訂有關因素。

提名政策亦載有提名流程及程序，包括但不限於：

1. 於接獲委任新董事的建議後根據上述標準對人選進行評估；
2. 倘存在一名以上的理想人選，則參考本公司需求及每位人選的證明審查排列他們的優先次序；及
3. 向董事會推薦以委任合適人選為新董事。

董事會成員多元化政策

本公司明白並深信董事會成員多元化裨益良多，並將董事會成員日益多元化視為維持本公司競爭優勢的關鍵元素。董事會已採納董事會成員多元化政策，當中載列為求達致董事會成員多元化而作出的方針。

政策概要

提名委員會每年檢討董事會的架構、人數及組成，並適時就為配合本公司的公司策略而對董事會作出的變動提出建議。

在檢討及評估董事會組成及提名董事(如適用)時，須就董事會成員多元化考慮多方面的因素，包括性別、年齡、文化及教育背景、專業資質、技能、知識及經驗。

Measurable Objectives and Progress

The Company aims to maintain an appropriate balance of diversity perspectives of the Board that are relevant to the Company's business growth. The Nomination Committee will discuss and where necessary, agree on the measurable objectives for achieving diversity on the Board and make recommendation to the Board. For the purpose of implementation of the Board Diversity Policy, the following measurable objectives were fulfilled during the year:

1. at least one-third of the members of the Board shall be independent non-executive Directors;
2. at least one of the independent non-executive Directors possessing appropriate professional qualifications or accounting or related financial management expertise; and
3. at least one of the members of the Board is female.

The Board reviews the implementation and effectiveness of its board diversity on an annual basis.

The Board was of the view that, during the year, the Company has fulfilled all necessary requirements of the Listing Rules and the CG Code in respect of the composition requirement of the Board.

The Board also aspires to having an appropriate proportion of directors who have direct experience in the Group's businesses, with different cultural and education background, professional experience, skills and knowledge, and reflecting the Group's strategy. Biographical details of the board members are set out in this Annual Report.

Concerning the gender diversity of the Board, in 2023, as among the eight Directors, one Board member (approximately 12.5% of the Board members) is female Director. The Board is of the view that gender diversity has been achieved for the time being.

Appropriate emphasis on maintaining gender diversity has been placed in the reviews of board composition, board diversity and succession planning to ensure a pipeline of potential successors in achieving and maintaining gender diversity.

可計量目標及過程

本公司旨在為本公司業務發展維持董事會多元化觀點的適當平衡。提名委員會將會討論及協定(如需要)為達致董事會成員多元化的可計量目標,並向董事會作出建議。為實施董事會成員多元化政策,年內已達成以下可計量目標:

1. 至少三分之一的董事會成員須為獨立非執行董事;
2. 至少一名獨立非執行董事具備適當的專業資格或會計或相關財務管理專業知識;及
3. 至少一名董事會成員為女性。

董事會每年檢討其董事會多元化的實施情況及成效。

董事會認為,年內,本公司已符合《上市規則》及《企業管治守則》對董事會組成的所有必要規定。

董事會亦希望擁有適當比例、在本集團業務中有直接經驗、具有不同的文化及教育背景、專業經驗、技能及知識並能反映本集團策略的董事。董事會成員的履歷詳情載於本年報。

關於董事會的性別多元化,由2023年,八名董事中有一名董事會成員(佔董事會成員約12.5%)為女性董事,董事會認為目前已實現性別多元化。

在對董事會組成、董事會多元化及繼任計劃的審閱中適當強調保持性別多元化,以確保潛在繼任者的管道能夠實現及維持性別多元化。

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The gender ratio in the Company's workforce (including senior management) for the year ended 31 December 2023 is set out in the section entitled "3.1 Employee Composition" of the Environmental, Social and Governance (ESG) Report of this Annual Report.

As at 31 December 2023, the Group employed 3,016 staff (including senior management), out of which, 75.83% were male and 24.17% were female. The Group has relatively large male workforce as compared to female as the Group is in the inspection and testing industry. Nevertheless, the Group pursues equal job opportunities for male and female in recruitment and staff development. The Company will continue to take steps to promote gender diversity at all levels of the Group, including but not limited to the Board and the senior management levels.

Summary of the Work During the Year

During the year, one meeting of the Nomination Committee was held to review the structure, size and composition of the Board, to review and make recommendations to the Board on the implementation and effectiveness of the Board Diversity Policy and the Nomination Policy, to assess the independence of independent non-executive Directors and to make recommendations to the Board on the proposal for re-election of Directors at the forthcoming AGM at that time.

The independence of the independent non-executive Directors has been assessed in accordance with the applicable Listing Rules. The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors, and the Company is of the view that all independent non-executive Directors meet the guidelines for assessing the independence set out in Rule 3.13 of the Listing Rules and are independent.

The Nomination Committee considered an appropriate balance of diversity perspectives of the Board is maintained. The Nomination Committee also considered that the Directors are rich in knowledge, experience and background and their outstanding skills in their respective expertise can meet the development needs of the Company.

The attendance record of each committee member in the Nomination Committee meeting is set out in section A6 above.

本公司截至2023年12月31日止年度的員工(包括高級管理人員)性別比例載於本年報環境、社會及管治報告之「3.1員工構成」一節。

於2023年12月31日，本集團僱用3,016名員工(包括高級管理人員)，其中男性佔75.83%，女性佔24.17%。與女性相比，本集團擁有相對大的男性勞動力，因為本集團從事檢驗和測試行業。儘管如此，集團在招聘和員工發展方面追求男女平等的就業機會。本公司將繼續採取措施促進本集團各級的性別多元化，包括但不限於董事會及高級管理層。

年內工作摘要

年內，提名委員會舉行一次會議，以審閱董事會的架構、人數及組成、審閱及就董事會成員多元化政策及提名政策的實施及成效向董事會提出建議、評核獨立非執行董事的獨立性，以及就當時應屆股東週年大會上重選董事的提案向董事會提出建議。

根據適用之《上市規則》，提名委員會已對獨立非執行董事的獨立性進行評估。根據《上市規則》第3.13條，本公司已接獲各獨立非執行董事就其獨立性作出的年度確認，且本公司認為，所有獨立非執行董事均符合《上市規則》第3.13條所載評估獨立性指引，且為獨立人士。

提名委員會認為，董事會組成在多元化方面維持適當平衡。提名委員會亦認為，董事的知識、經驗及背景豐富，而其於各自專長的卓越技能可滿足本公司的發展需要。

各委員會成員出席提名委員會會議的記錄載列於上文A6一節。

B3. Audit Committee

During the year ended 31 December 2023, the Audit Committee comprises a total of three members, all being independent non-executive Directors, namely Mr. LIU Hoi Keung (chairman of the committee), Mr. WANG Zichen and Mr. ZHAO Hong. The Company has met the Listing Rules requirements regarding the composition of the Audit Committee throughout the year.

The principal duties of the Audit Committee include monitoring the integrity of the Company's financial statements, annual report and interim report, and reviewing significant financial reporting judgements contained therein; reviewing the Company's financial controls, and overseeing the risk management and internal control systems; making recommendations to the Board on the appointment, re-appointment and removal of external auditor, and approving the remuneration and terms of engagement of external auditor, as well as reviewing arrangements which can be used by the employees of the Company, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters.

The Audit Committee is also responsible for performing the corporate governance functions as set out in the code provision A.2.1 of the CG Code. Its main duties include developing and reviewing the Group's policies and practices on corporate governance and making recommendations to the Board; reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements; reviewing and monitoring the training and continuous professional development of directors and senior management of the Group; and reviewing the Group's compliance with the CG code and the Model Code and the disclosure in the corporate governance report to be contained in the Company's annual reports.

B3. 審核委員會

截至2023年12月31日止年度，審核委員會合共包括三名成員，均為獨立非執行董事，即廖開強先生（委員會主席）、王梓臣先生及趙虹先生。於本年度內，本公司一直符合《上市規則》有關審核委員會組成的要求。

審核委員會的主要職責包括監察本公司的財務報表、年度報告及中期報告的完整性，審閱報表及報告所載有關財務申報的重大判斷；審閱本公司的財務控制，監管風險管理及內部控制系統；就外部核數師的委任、重新委任及罷免向董事會提供建議，批准外部核數師的薪酬及聘用條款，以及審閱有關令本公司僱員可暗中就財務申報、內部控制或其他事宜可能發生的不正當行為提出關注的安排。

審核委員會亦負責履行《企業管治守則》第A.2.1條守則條文所載的企業管治職能。其主要職責包括制定及審閱本集團的企業管治政策及常規，並向董事會提出建議；審閱及監察本集團在遵守法律及監管規定方面的政策及常規；審閱及監察本集團董事及高級管理人員的培訓及持續專業發展；及審閱本集團遵守《企業管治守則》及《標準守則》的情況以及在本公司年度報告中所載的《企業管治報告》中的披露。

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Summary of the Work During the Year

During the year, two meetings of the Audit Committee were held to review the annual and interim financial results and reports in respect of the year ended 31 December 2022 and in respect of the six months ended 30 June 2023. The Audit Committee also reviewed financial reporting, internal control and risk management systems, the effectiveness of the Company's internal audit functions, the effectiveness of the risk management and internal control systems and procedures and considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit, financial reporting function and those relating to the Company's ESG's performance and reporting, made recommendation to the Board on the re-appointment of external auditor at the AGM as well as reviewed the scope of work of external auditor. The Audit Committee also reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code, and the Company's compliance with the CG Code and disclosure in this Corporate Governance Report.

The attendance records of each committee member in the Audit Committee meetings are set out in section A6 above.

年內工作摘要

年內，審核委員會舉行兩次會議，以審閱截至2022年12月31日止年度及截至2023年6月30日止六個月的年度及中期財務業績及報告。審核委員會亦審閱財務報告、內部控制及風險管理系統、本公司內部審核職能的成效、風險管理及內部控制系統及程序的成效，並考慮本公司會計、內部審核、財務報告職能以及本公司環境、社會及管治績效及報告相關的資源充足性、員工資格及經驗、培訓計劃及預算，就於股東週年大會上重新委任外聘核數師向董事會提出建議，並檢討外聘核數師的工作範圍。審核委員會亦審閱本公司的企業管治政策及常規、董事及高級管理層的培訓及持續專業發展、本公司遵守法律及監管規定的政策及常規、標準守則的遵守情況，以及本公司《企業管治守則》遵守情況及本《企業管治報告》中的披露。

各委員會成員出席審核委員會會議的記錄載列於上文A6一節。

C. DIRECTORS' RESPONSIBILITIES FOR FINANCIAL REPORTING IN RESPECT OF THE FINANCIAL STATEMENTS

The Directors have acknowledged their responsibilities for preparing the financial statements of the Group for the year.

The Board is responsible for presenting a balanced, clear and understandable assessment of annual and interim reports and other financial disclosures required under the Listing Rules and other regulatory requirements.

C. 董事對有關財務報表的財務報告的責任

董事知悉其負責編製本集團於本年度的財務報表。

董事會負責就呈報年度及中期報告以及《上市規則》及其他法定要求規定的其他財務披露事項作出平衡、清晰及可理解的評估。

D. RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility to maintain effective risk management and internal control systems of the Company and review their effectiveness.

The risk management and internal control systems and the relevant policies and procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

D1. Control Structure

The Company implemented various policies and procedures to ensure effective risk management at each aspect of its operation, including the provision of on-site inspection, surveying and sampling services, performance of analytical tests in our laboratories, administration of daily operation, financial reporting and recording, fund management, as well as material risk relating to ESG including compliance with applicable laws and regulations on environmental protection and workplace safety.

The internal audit department monitors compliance with policies and procedures and the effectiveness of risk management and internal control structures across the Group and its principal divisions. The internal audit department reports directly to the Audit Committee and ensure the internal controls are in place and functioning properly as intended.

D2. Control Approach

The risk management process includes risk identification, risk evaluation, risk management measures, reviewing the effectiveness of the internal control and risk management systems and resolving material internal control defects. The management conducted interviews with relevant staff members, reviewing relevant documentation of the internal control system, identifying and evaluating findings of any deficiencies in the design of the Company's internal control system, providing recommendations for improvement and following up on the effectiveness of implementation of such recommendations, where appropriate. The scope and findings of review on the risk management and internal control are reported to and reviewed by the Audit Committee during the year.

D. 風險管理及內部控制

董事會知悉，其有責任為本公司維持有效的風險管理及內部控制系統並檢討其有效性。

該風險管理及內部控制系統及制定有關政策及程序旨在管理而非消除未能達成業務目標之風險，並只合理而非絕對保證可防範重大失實陳述或損失。

D1. 控制架構

本公司已經實施多項政策及程序，以保證操作中各方面都得到有效的風險管理，包括提供現場檢查、測量及採樣服務、在實驗室進行分析測試、日常操作管理、財務報告及記錄、資金管理、以及環境、社會及管治相關的重大風險，包括遵守環境保護及工作場所安全適用的法律法規。

內部審核部門監督本集團及其主要部門遵守政策及程序的情況以及風險管理及內部控制結構的有效性。內部審核部門直接向審核委員會報告，並確保設有內部控制，並按預期正常運行。

D2. 控制方法

風險管理程序包括風險識別、風險評估、風險管理措施、檢討內部控制及風險管理系統的有效性及解決重大內部控制缺陷。管理層與相關員工進行面談，並審閱內部控制系統相關文件，識別及評估本公司內部控制系統設計所發現之不足，就改善措施提供推薦建議及跟進實施有關建議之有效性（倘適用）。對風險管理及內部控制審閱的範圍及結果已於年內呈報審核委員會並經其審核。

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Procedure manuals and operational guidelines are in place to safeguard the assets against unauthorised use or disposition, ensuring maintenance of proper accounting records in compliance with the applicable laws, rules and regulations for the provision of reliable financial information for internal use and/or external publication.

The Board, in conjunction with the Audit Committee, annually assessed and reviewed the effectiveness of the risk management and internal control systems and procedures and considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, internal audit, financial reporting function as well as those relating to the Company's ESG performance and reporting.

D3. Annual Review

For the year 2023, the Board through the Audit Committee had conducted an annual review on the systems of internal control and risk management of the Company. The review covered material controls, including financial, operational and compliance controls and risk management functions of the Group. Areas of improvement have been identified and appropriate measures have been put in place to manage the risks (including ESG risks). The enhancement of the systems of risk management and internal control is an ongoing process and the Board maintains a continuing commitment to strengthen the Company's control environment and processes. The Board considers that the internal control and risk management systems are effective and adequate.

D4. Inside Information

The Company formulated the inside information policy. The Company regularly reminds the Directors and employees of the Group about the due compliance with all policies regarding the inside information (as defined under the SFO). Also, the Company keeps Directors, senior management and employees apprised of the latest regulatory updates. The Company shall prepare or update appropriate guidelines or policies to ensure the compliance with regulatory requirements. Under the policy, heads of business units shall report to the Directors any potential inside information event as soon as practicable before or when it materialises for determining the nature of developments, and if required, making disclosure.

制定程序手冊及運作指引以防止未經授權使用或處置資產，確保根據適用法律、規則及法規維持適當會計記錄，以提供可靠財務資料供內部使用及／或對外刊發。

董事會聯同審核委員會每年評估及檢討風險管理及內部控制系統及程序的有效性、員工資格及經驗、本公司會計、內部審核、財務報告職能以及與本公司的環境、社會及管治績效及報告相關的培訓計劃及預算。

D3. 年度審閱

2023年，董事會通過審核委員會對本公司內部控制及風險管理系統進行年度審核。上述審核涵蓋主要控制範圍，包括本集團財務、營運、合規控制及風險管理功能。已發現需改善的方面，並已採取適當措施管理風險（包括環境、社會及管治風險）。改善風險管理及內部控制系統為一個持續的過程，董事會將持續致力於加強本公司環境及流程的控制。董事會認為，內部控制及風險管理系統屬有效及充分。

D4. 內幕消息

本公司制定了內幕消息政策。本公司定期提醒董事及本集團僱員妥善遵守有關內幕消息（定義見《證券及期貨條例》）的所有政策。此外，本公司讓董事、高級管理人員及僱員掌握最新的監管資料。本公司應編製或更新合適指引或政策以確保遵守監管規定。根據該政策，業務部門主管如發現任何潛在內幕消息事件，務須在切實可行的情況下於其落實進行之前或當時盡快向董事匯報，以釐定事態發展的性質，及按照規定作出披露。

D5. Whistleblowing policy and anti-fraud and anti-bribery policy

The Company has put in place a whistleblowing policy and system for employees and those who deal with the Company (e.g. customers, suppliers, creditors and debtors) to raise concerns, in confidence and anonymity, with the audit committee about possible improprieties in any matter related to the Company.

The Company has also put in place an anti-fraud and anti-bribery policy and system that promote and support anti-corruption laws and regulations.

D5. 舉報政策和反欺詐與反賄賂政策

本公司已制定舉報政策和制度，供員工和與公司有往來者（例如客戶、供應商、債權人和債務人）以保密及匿名的方式向審核委員會提出與本公司有關的任何事項中可能存在的不當行為。

本公司還制定了反欺詐和反賄賂政策和設立制度，促進和支持反貪污法律法規。

E. COMPANY SECRETARY

Mr. CHAN Oi Fat (“Mr. Chan”) is the company secretary of the Company (“Company Secretary”). The primary contact person at the Company with Mr. Chan is Mr. ZHANG Yu, the chief financial officer of the Group.

During the year, Mr. Chan was responsible for providing advice to the Board on corporate governance matters. Mr. Chan confirmed that he took no less than 15 hours of relevant professional training during the year.

E. 公司秘書

陳愛發先生（「陳先生」）為本公司公司秘書（「公司秘書」）。陳先生於本公司的主要聯絡人士為本集團首席財務官張昱先生。

年內，陳先生負責就企業管治事宜向董事會提供意見。陳先生已確認於年內已接受不少於15小時的相關專業培訓。

F. EXTERNAL AUDITOR AND AUDITOR'S REMUNERATION

The statement of the external auditor of the Company, Ernst & Young, about their reporting responsibilities on the Company's financial statements for the year is set out in the section headed “Independent Auditor's Report” in this annual report.

The fees paid/payable to the external auditor in respect of audit services and non-audit services (if any) for the year are analyzed below:

F. 外部核數師及核數師薪酬

本公司外部核數師安永會計師事務所有關本公司本年度財務報表的報告責任的聲明載於本年度報告「獨立核數師報告」一節。

於本年度就外部核數師所提供的審計服務及非審計服務（如有）已付／應付的費用分析如下：

Service Category	服務類別	Fees paid/payable
		已付／應付的費用
		HK\$'000
		港幣千元
Audit	審計	
Annual audit service	年度審計服務	2,277

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G. COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with Shareholders (both individual and institutional, and in appropriate circumstances, the investment community at large) is essential for enhancing investor relations and ensuring ready, equal and timely access to balanced and understandable information about the Company (including financial performance, strategic goals and plans, material developments and governance) by investors.

A summary of the Company's shareholders' communication policy is as follows:

The Company ensures effective and timely dissemination of information to Shareholders and stakeholders (including investors). As a channel to further promote effective communication, the Company maintains a website at www.hk1586.com as a communication platform with Shareholders, stakeholders (including investors), where Company's announcements and press releases, business developments and operations, financial information, corporate governance report and other information are posted.

General meeting is one of the channels for shareholders to communicate their views on various matters affecting the Company. The Company endeavours to maintain an on-going dialogue with Shareholders and in particular, through AGMs and other general meetings. Shareholders may make enquiries to the Company directly by raising questions at general meetings. Board members, in particular, the chairmen of Board committees or their delegates, appropriate management executives and external auditor will use all reasonable efforts to attend AGMs and to answer shareholders' questions.

In order for the Company to solicit and understand the views of shareholders and stakeholders, Shareholders and stakeholders may make enquiries to the Company through the Company's Investor Relations on telephone number (852) 2821 9703 or by email at ir@leontest.com.

The Company reviewed the implementation and effectiveness of the shareholders' communication policy conducted during the year and considered that the policy is effective since the policy was able to facilitate an open and on-going communication with the Shareholders on fair disclosure basis.

G. 與股東及投資者溝通

本公司認為，與股東（包括個人及機構兩者，以及於適當情況下，整個投資界）的有效溝通，對加強投資者關係及確保投資者獲得實時、平等和及時的平衡及可理解的本公司資料（包括財務表現、策略目標及計劃、重大發展及管治）十分重要。

本公司股東通訊政策概要如下：

本公司確保向股東及持份者（包括投資者）及時有效地傳播信息。作為進一步促進有效溝通的渠道，本公司設有網站www.hk1586.com作為與股東、持份者（包括投資者）的溝通平台，在網站上發佈本公司的公告和新聞稿、業務發展和運營、財務資料、企業管治報告和其他資料。

股東大會是股東就影響本公司的各項事宜發表意見的渠道之一。本公司努力與股東保持持續對話，尤其是通過股東週年大會和其他股東大會。股東如有查詢可通過在股東大會直接向公司提問。董事會成員，尤其是董事會委員會主席或其代表、適當的管理人員和外部審計師，將盡一切合理努力出席股東週年大會並回答股東的問題。

為便於本公司徵求和了解股東及持份者的意見，股東及持份者可通過本公司投資者關係部電話（852）2821 9703或電郵至 ir@leontest.com向本公司查詢。

本公司已檢討年內實施的股東通訊政策的執行情況及成效並認為該政策有效，乃由於該政策能夠促進在公平披露的基礎上與股東進行公開及持續溝通。

H. SHAREHOLDERS' RIGHTS

To safeguard Shareholders' interests and rights, Shareholders are given sufficient notice of Shareholders meetings, detailed procedures for conducting a poll was stated in circular to Shareholders accompanying the notice of the annual general meeting, a separate resolution is proposed for each substantially separate issue at general meetings, including the election of individual Directors. All resolutions put forward at general meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company (www.hk1586.com) and the Stock Exchange (www.hkexnews.hk) after each general meeting. The Articles allow a Shareholder entitled to attend and vote at a general meeting to appoint a proxy, who need not be a Shareholder, to attend the meeting and vote thereat on his/her/its behalf.

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

There is no provision allowing Shareholders to move new resolutions at general meetings under the Cayman Islands Companies Law or the Articles. Shareholders who wish to move a resolution may request the Company to convene a general meeting following the procedures set out in the preceding paragraph.

With respect to the Shareholders' right in proposing persons for election as Directors, please refer to the procedures set out in Article 113 of the Company's Articles, which is available on the website of the Company:

According to Article 113 of the Company's Articles, no person, other than a retiring Director, shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting, unless notice in writing of the intention to propose that person for election as a Director and notice in writing by that person of his willingness to be elected shall have been lodged at the Principal

H. 股東權利

為保障股東的權益及權利，已向股東發出充分的股東大會通告，投票表決的詳細程序已在隨附股東週年大會通告的股東通函中列明，會於股東大會上就每項實際獨立的事宜（包括個別董事選舉）分別提出決議案。所有於股東大會上提呈的決議案將根據《上市規則》以投票方式進行表決，而投票結果將於各股東大會後刊登於本公司網站(www.hk1586.com)及聯交所網站(www.hkexnews.hk)。章程細則允許有權出席股東大會及於會上投票的股東委任代表（無需為股東）代表其出席大會及於會上投票。

根據章程細則，任何一名或以上於遞呈申請當日持有有權於本公司股東大會上投票的本公司繳足股本不少於十分之一的股東，有權透過向董事會或公司秘書發出書面申請要求董事會召開股東特別大會，以處理有關申請中指明任何業務的交易或議案；上述會議應於相關申請遞呈後兩個月內舉行。倘遞呈後21日內董事會未有召開該股東大會，則遞呈申請人士可自行按正常程序召開股東大會，而遞呈申請人士因董事會未有召開股東大會而合理產生的所有開支應由本公司向申請人作出償付。

開曼群島《公司法》或章程細則中並無條文允許股東在股東大會上提出新決議案。意欲提出決議案的股東可依照前段所載程序請求本公司召開股東大會。

有關股東提名他人參選董事的權利的詳情，請參閱本公司網站所載公司章程第113條之程序。

根據公司章程第113條，除非一項有意提名選舉該位人士為董事的書面通知以及一項該位被推選人士簽發表明其願意選舉之書面通知已呈交至本公司在香港的主要營業地點或本公司的香港過戶登記分處，否則概無人士（退任董事除外）有權在任何股東大會上選舉出任

CORPORATE GOVERNANCE REPORT

企業管治報告

Place of Business of the Company in Hong Kong or at the Hong Kong Branch Registrar and Transfer Office of the Company. The period for lodgement of the notices required under that Article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than seven days prior to the date of such general meeting and the minimum length of the period during which such notices to the Company may be given will be at least seven days.

During the year, a special resolution approving the adoption of the second amended and restated memorandum and articles of association of the Company as the new memorandum and articles of association of the Company in substitution for and to the exclusion of the then existing amended and restated memorandum and articles of association of the Company was passed by the Shareholders at the annual general meeting of the Company held on 16 June 2023. Please refer to the Company's circular dated 23 May 2023 for details of the changes made to the previous version of the memorandum and articles of association of the Company. The latest version of the Second Amended and Restated Memorandum and Articles of Association of the Company is available on the websites of the Stock Exchange and the Company.

Shareholders may refer to the Articles for further details of the rights of Shareholders.

In case of shareholding enquiries, Shareholders should direct their enquiries to the Company's Hong Kong branch share registrar, Computershare Hong Kong Investor Services Limited, via its online holding enquiry at www.computershare.com, dial its hotline at (852) 2862 8555 or go in person at its public counter at 17M Floor/17 Floor, Shops 1712-16, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong.

I. DIVIDEND POLICY

The Board has adopted a dividend policy which sets out the principles of and guidelines on recommending or declaring dividend to the Shareholders. The Company shall maintain adequate cash reserves for meeting its working capital requirements and future growth as well as its shareholder value. The Board has the discretion to declare and distribute dividends to the Shareholders subject to the Articles and relevant laws and regulations. The Board shall take into account the factors of the Group when considering the declaration and payment of dividends, including but not limited to, the Group's financial results, cash flow situation, business conditions and strategies, capital requirements and expenditure plans and interests of the Shareholders.

董事職位(除非由董事會推選)。提交該等通知之期間須由不早於指定進行該推選之股東大會通告寄發翌日起計, 及不遲於該股東大會舉行日期前七日結束, 而向本公司發出該等通知之最短期間須為最少七日。

年內, 批准採納本公司第二份經修訂及重列組織章程大綱及細則為本公司新組織章程大綱及細則以取代及摒除本公司的當時現有經修訂及重列組織章程大綱及細則的特別決議案已於本公司於2023年6月16日舉行的股東週年大會上獲股東通過。有關對本公司組織章程大綱及細則的先前版本的變更詳情, 請參閱本公司日期為2023年5月23日的通函。本公司第二份經修訂及重列組織章程大綱及細則的最新版本於聯交所及本公司網站可供查閱。

有關股東權利的詳情, 股東可參閱章程細則。

如對持股事宜有任何查詢, 股東應透過以下方式直接向本公司香港股份過戶登記分處香港中央證券登記有限公司查詢: 使用其網站內的網上持股查詢服務(網址: www.computershare.com), 致電其熱線(852) 2862 8555, 或親身前往其公眾櫃台(地址為香港灣仔皇后大道東183號合和中心17M樓/17樓1712-16號舖)。

I. 股息政策

董事會已採納一項股息政策, 其載明向股東建議派發或宣派股息的原則及指南。本公司須維持足夠現金儲備, 以應付其資金需求、未來增長以及其股東價值。董事會全權酌情向股東宣派及派發股息, 惟須受章程細則及相關法律法規所規限。董事會在考慮宣派及派付股息時, 應考慮有關本集團的因素, 包括(但不限於)本集團的財務業績、現金流狀況、業務狀況及策略、資金需求及支出計劃以及股東利益等因素。

The Board is pleased to present the Directors' Report of the year 2023 together with the audited consolidated financial statements of the Group for the year.

PRINCIPAL BUSINESS ACTIVITIES

The Company was incorporated in the Cayman Islands on 29 July 2015 as an exempted company with limited liability under the Companies Law of the Cayman Islands. The Company is an investment holding company.

An analysis of the Company's revenue and operating profit for the year by principal activities is set out in the section headed "Management Discussion and Analysis" in this annual report and Notes 4 and 5 to the consolidated financial statements.

BUSINESS REVIEW

A review of the Group's business during the year, which includes a discussion of the principal risks and uncertainties facing the Group, an analysis of the Group's performance using financial key performance indicators, particulars of important events affecting the Group during the year, principal risks and uncertainties of the Group's business, and an indication of likely future developments in the Group's business, could be found in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" in this annual report. In addition, a discussion on relationships with its key stakeholders is included in the sections headed "Management Discussion and Analysis" and "Corporate Governance Report" in this annual report. The review forms part of this directors' report.

FINANCIAL SUMMARY

A summary of the published results and assets, liabilities and non-controlling interests of the Group for the last five financial years is set out on page 289 of this annual report.

董事會欣然呈列本集團2023年度的董事會報告，連同本年度經審核綜合財務報表。

主要業務活動

本公司於2015年7月29日根據開曼群島《公司法》在開曼群島註冊成立為獲豁免有限公司。本公司為投資控股公司。

有關本公司本年度的主營活動所得收入及經營利潤的分析載於本年度報告「管理層討論與分析」一節及綜合財務報表附註4和5。

業務回顧

本集團於年內的業務回顧包括有關本集團所面臨主要風險及不確定性的討論、使用財務主要表現指標對本集團表現作出的分析、年內影響本集團的重大事項的詳情、本集團業務的主要風險及不確定性以及本集團日後可能出現的業務發展，均分別載於本年度報告「主席報告」及「管理層討論與分析」章節內。此外，有關本集團與其主要持份者關係的討論載於本年度報告「管理層討論與分析」及「企業管治報告」章節內。該審視構成董事會報告的一部分。

財務概要

本集團最近五個財政年度的公開業績以及資產、負債及非控股權益的概要載於本年度報告第289頁。

DIRECTORS' REPORT

董事會報告

RESULTS, DIVIDENDS AND BONUS ISSUES

Results

The results of the Company for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss and other comprehensive income on pages 153 and 154 of this annual report.

Final Dividend

The Board recommends the payment of a final dividend of HK\$0.0174 per share in respect of the year ended 31 December 2023 to shareholders whose names appear on the register of members of the Company on Tuesday, 2 July 2024. The proposed final dividend will be paid on or around Monday, 15 July 2024, subject to approval at the annual general meeting of the Company to be held on Tuesday, 18 June 2024 (the "2024 AGM"). The proposed final dividend shall be declared and paid in Hong Kong dollars. There is no arrangement under which a shareholder has waived or agreed to waive any dividends.

Issue of Bonus Shares

Subject to the passing of the relevant resolution at the 2024 AGM and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") granting the listing of and permission to deal in such new shares, the Board proposes to make a bonus issue of one new share for every ten shares held to shareholders whose names appear on the register of members of the Company on Tuesday, 2 July 2024 (the "Record Date"). The relevant resolution will be proposed at the 2024 AGM, and if passed and upon the Listing Committee of the Stock Exchange granting the listing of and permission to deal in such new shares, share certificates for the bonus shares will be posted by ordinary post on or around Monday, 15 July 2024 at the risk of the Shareholders entitled thereto to their respective addresses shown on the register of members of the Company on the Record Date.

業績、股息及發行紅股

業績

本公司截至2023年12月31日止年度的業績載於本年度报告第153及154頁的綜合損益及其他全面收益表。

末期股息

董事會建議向於2024年7月2日(星期二)名列本公司股東名冊的股東派發截至2023年12月31日止年度的末期股息每股港幣0.0174元。經將於2024年6月18日(星期二)召開的本公司股東週年大會(「2024年股東週年大會」)批准,擬派發的末期股息將於2024年7月15日(星期一)或前後派發。擬派發的末期股息以港幣宣派及派付。概無股東放棄或同意放棄任何股息的安排。

發行紅股

待2024股東週年大會通過有關決議案,並經香港聯合交易所有限公司(「聯交所」)批准該等新股份上市及買賣後,董事會建議向於2024年7月2日(星期二)(「記錄日期」)名列本公司股東名冊的股東每持有十股股份發行一股新紅股。有關決議案將於2024年股東週年大會上提呈,如獲通過,並經聯交所上市委員會批准該等新股份上市及買賣,則紅股的股票將於2024年7月15日(星期一)或前後以平郵方式寄往有權收取之股東各自於記錄日期在本公司股東名冊所示之地址,郵誤風險概由該等股東承擔。

CLOSURE OF THE REGISTER OF MEMBERS

The register of members of the Company will be closed during the following periods:

(i) Book Close Dates for 2024 AGM

From Thursday, 13 June 2024 to Tuesday, 18 June 2024, both days inclusive and during which period no share transfer will be effected, for the purpose of ascertaining shareholders' entitlement to attend and vote at the 2024 AGM. In order to be eligible to attend and vote at the 2024 AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Wednesday, 12 June 2024; and

(ii) Book Close Dates for Final Dividend and Bonus Shares

From Wednesday, 26 June 2024 to Tuesday, 2 July 2024, both days inclusive and during which period no share transfer will be effected, for the purpose of ascertaining shareholders' entitlement to the proposed final dividend and bonus shares. In order to establish entitlements to the proposed final dividend and bonus shares, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong, not later than 4:30 p.m. on Tuesday, 25 June 2024.

暫停辦理股份過戶登記手續

本公司將於以下期間暫停辦理股份過戶登記手續：

(i) 2024年股東週年大會的截止過戶日期

為確保股東有權參與2024年股東週年大會並於會上投票，自2024年6月13日（星期四）至2024年6月18日（星期二）（包含首尾兩日）及於該期間將不會辦理股份過戶登記手續。為符合資格出席2024年股東週年大會並於會上投票，所有轉讓文件連同有關股票均須於2024年6月12日（星期三）下午四時三十分前遞交至本公司證券登記處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖），以辦理登記手續；及

(ii) 末期股息及紅股的截止過戶日期

為確保股東有權獲得擬派發的末期股息及紅股，自2024年6月26日（星期三）至2024年7月2日（星期二）（包含首尾兩日）及於該期間將不會辦理股份過戶登記手續。為獲得擬派發的末期股息及紅股，所有轉讓文件連同有關股票均須於2024年6月25日（星期二）下午四時三十分前遞交至本公司證券登記處香港中央證券登記有限公司（地址為香港灣仔皇后大道東183號合和中心17樓1712–1716號舖），以辦理登記手續。

DIRECTORS' REPORT

董事會報告

ISSUE OF BONUS SHARES AND ADJUSTMENTS MADE AS A RESULT IN JULY 2023

During the year, as disclosed in the circular and the announcement of the Company dated 23 May 2023 and 16 June 2023 respectively, the bonus issue ("2023 Bonus Issue") was made on the basis of one (1) bonus share for every ten (10) existing shares in issue held on the record date, i.e. 4 July 2023, by the qualifying Shareholders.

As disclosed in the Company's announcement dated 7 July 2023, as at 4 July 2023, there were in total 488,714,980 Shares in issue. The number of bonus shares issued under the 2023 Bonus Issue was 48,871,498 Shares.

Pursuant to the terms of the share option scheme (the "Share Option Scheme") adopted by the Company on 5 May 2017, the exercise price of the share options granted under the Share Option Scheme and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the 44,870,250 outstanding share options were adjusted to 49,357,275 share options as a result of the 2023 Bonus Issue in the manner as announced by the Company on 7 July 2023.

In addition, pursuant to the terms of the Convertible Bonds, the conversion price of the Convertible Bonds and the number of conversion shares to be allotted and issued upon full conversion of the Convertible Bonds were adjusted as a result of the 2023 Bonus Issue in the manner set out on page 63 of this annual report.

Further details of the number of bonus shares issued and adjustments to share options and Convertible Bonds are disclosed in the announcement of the Company dated 7 July 2023.

於2023年7月發行之紅股及相應調整

年內，誠如本公司日期分別為2023年5月23日及2023年6月16日的通函及公告所披露，紅股按合資格股東於記錄日期（即2023年7月4日）每持有十（10）股已發行現有股份可獲發一（1）股紅股的基準發行（「2023年紅股發行」）。

誠如本公司日期為2023年7月7日的公告，於2023年7月4日，已發行合共488,714,980股股份。根據2023年紅股發行而發行的紅股數目為48,871,498股。

根據本公司於2017年5月5日採納之購股權計劃（「購股權計劃」）之條款，根據購股權計劃授出之購股權行使價及悉數行使44,870,250份尚未行使購股權所附之認購權後將予配發及發行之股份數目因2023年紅股發行而調整為49,357,275份購股權，所作調整方式在本公司2023年7月7日的公佈披露。

再者，根據可換股債券之條款，可換股債券之轉換價及悉數轉換可換股債券後將予配發及發行之轉換股份數目因2023年紅股發行按本年度報告第63頁所載方式而調整。

有關已發行紅股數目及調整購股權及可換股債券的進一步詳情於本公司日期為2023年7月7日的公告披露。

ISSUE OF CONVERTIBLE BONDS IN JUNE 2021

As disclosed in the Company's announcements dated 12 May 2021 and 11 June 2021, the completion of the subscription for the 5-year 2% coupon unlisted convertible bonds (the "Convertible Bonds") (the "CB Subscription") has taken place on 11 June 2021 and the Convertible Bonds in the principal amount of HK\$50,000,000 have been issued to the subscriber in accordance with the terms and conditions of the conditional agreement dated 12 May 2021 entered into between the Company and the subscriber (the "CB Subscription Agreement"). The terms of which as disclosed in the Company's announcement dated 26 June 2023 were amended and approved on 28 June 2023. Details as follows:

Principal Terms of the Convertible Bonds

Issuer:	The Company
Subscriber:	Asian Equity Special Opportunities Portfolio Master Fund Limited, an open-end investment company incorporated in the Cayman Islands with limited liability and the subscriber to the CB Subscription Agreement (the "Subscriber").
Status:	The Convertible Bonds constitute general and unsecured obligations of the Company and rank equally among themselves and pari passu with all other present and future unsecured and unsubordinated obligations of the Company.

The Original Terms on Issue on 11 June 2021

Principal Amount:	HK\$50,000,000
Issue Price:	100% of the principal amount of HK\$50,000,000 in cash
Coupon:	2% per annum payable in arrears annually
Maturity Date:	The fifth anniversary of the date of issue of the Convertible Bonds

於2021年6月發行之可換股債券

誠如本公司日期為2021年5月12日及2021年6月11日的公告所披露，5年期2%票息非上市可換股債券（「可換股債券」）認購事項（「可換股債券認購事項」）已於2021年6月11日完成，而本金額為港幣50,000,000元的可換股債券已根據本公司與認購人於2021年5月12日訂立的有條件協議（「可換股債券認購協議」）的條款及條件發行予認購人。其條款誠如本公司日期為2023年6月26日之公告所披露被修訂，及於2023年6月28日獲批准。詳情如下：

可換股債券的主要條款

發行人：	本公司
認購人：	Asian Equity Special Opportunities Portfolio Master Fund Limited為一家於開曼群島註冊成立的開放式投資有限公司，及為可換股債券認購協議的認購人（「認購人」）。
地位：	可換股債券構成本公司的一般及無抵押責任，彼此之間享有同等地位，並與本公司所有其他現有及未來無抵押及非後償責任享有同等地位。

2021年6月11日發行之原有條款

本金額：	港幣50,000,000元
發行價：	現金本金額港幣50,000,000元的100%
票息：	年利率2%，須於每年期末支付
到期日：	可換股債券發行日期後第五週年當日

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Conversion Price

The initial conversion price of the Convertible Bonds (the "Conversion Price") of HK\$1.63 per Conversion Share represents:

- (i) a premium of approximately 5.16% over the closing price of HK\$1.550 per Share as quoted on the Stock Exchange on 12 May 2021, being the date of the CB Subscription Agreement; and
- (ii) a premium of approximately 7.66% over the average of the closing prices of HK\$1.514 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding 12 May 2021, being the date of the CB Subscription Agreement.

The net Conversion Price, after deduction of relevant expenses, was approximately HK\$1.62 per Conversion Share.

The Conversion Price was arrived at after arm's length negotiations between the Company and the Subscriber, taking into account of, among others, the then trading performance of the Shares. The Directors considered that the Conversion Price and the terms and conditions of the Subscription Agreement and the Convertible Bonds were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Adjustments, Terms Amendment made to, and Conversion of the Convertible Bonds

(1) 2021 Bonus Issue

As announced by the Company on 15 July 2021, pursuant to the terms of the Convertible Bonds, as a result of the 2021 Bonus Issue, the Conversion Price per Conversion Share was adjusted from HK\$1.63 to HK\$1.48 and the number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds was adjusted from 30,674,846 Shares to 33,783,783 Shares.

轉換價

可換股債券初步轉換價(「轉換價」)每股轉換股份港幣1.63元較：

- (i) 股份於2021年5月12日(即可換股債券認購協議日期)在聯交所所報的收市價每股港幣1.550元溢價約5.16%；及
- (ii) 股份於緊接2021年5月12日(即可換股債券認購協議日期)前最後五(5)個連續交易日在聯交所所報的平均收市價每股港幣1.514元溢價約7.66%。

淨轉換價(經扣除相關開支後)為每股轉換股份約港幣1.62元。

轉換價乃由本公司與認購人經計及(其中包括)股份當期時之交易表現後經公平磋商而達致。董事認為，轉換價以及認購協議及可換股債券的條款及條件屬公平合理，且符合本公司及股東的整體利益。

可換股債券已作出之調整、條款修改及轉換

(1) 2021年紅股

誠如本公司於2021年7月15日所公佈，根據可換股債券之條款，因2021年紅股發行，每股轉換股份之轉換價已由港幣1.63元調整至港幣1.48元，而悉數轉換可換股債券後將予配發及發行之轉換股份數目已由30,674,846股調整至33,783,783股。

(2) 2022 Bonus Issue

As announced by the Company on 5 July 2022, pursuant to the terms of the Convertible Bonds, as a result of the 2022 Bonus Issue, the Conversion Price per Conversion Share was adjusted from HK\$1.48 to HK\$1.35 and the number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds was adjusted from 33,783,783 Shares to 37,037,037 Shares (the "Convertible Bonds Adjustment").

(3) The Amended Terms in 2023

Reasons for and benefits of the amendment

As announced by the Company on 26 June 2023, the Group has entered in the deed poll (the "Amendment Deed") on 26 June 2023 to amend the terms of the Convertible Bonds (the "Amendments") given that (i) the Group has a considerable amount of revenue and cashflow in US\$ deriving from its overseas operations; (ii) the exchange rate between RMB, being another main currency in which the Group receives its revenue and cashflow, and HK\$ has been volatile in recent years, and the future trend remains uncertain; and (iii) in order to protect the Group from the foreign exchange risk in the exchange of RMB and HK\$, the Company intended to settle the payment obligations under the Convertible Bonds with US\$, to which HK\$ is pegged and bears a lesser foreign exchange risk to the Group.

In view of the aforementioned, the Directors considered that the terms and conditions of the Amendment Deed, which had been arrived at after arm's length negotiation between the Company and the Subscriber, were fair and reasonable and that the Amendments were in the interests of the Company and its Shareholders as a whole.

The Amendment Deed

On 26 June 2023 (after trading hours), the Company entered into the Amendment Deed to effect the Amendments, which became effective on 28 June 2023, as follows:

- (a) changing the currency of denomination of the Convertible Bonds from HK\$ to US\$, such that the principal amount of the Convertible Bonds was changed from HK\$50,000,000 to US\$6,410,256.41 (based on an exchange rate of HK\$7.8 to US\$1.0 and rounded off to two decimal places), such that the principal amount remained unchanged save for the conversion to a rounded off US\$ equivalent;

(2) 2022年紅股

誠如本公司於2022年7月5日所公佈，根據可換股債券之條款，因2022年紅股發行，每股轉換股份之轉換價已由港幣1.48元調整至港幣1.35元，而悉數轉換可換股債券後將予配發及發行之轉換股份數目已由33,783,783股調整至37,037,037股（「可換股債券調整」）。

(3) 2023年的經修訂條款

修訂的理由及裨益

誠如本公司於2023年6月26日所公佈，鑑於(i)本集團有大量來自海外業務的美元收益及現金流；(ii)本集團收取收益及現金流的另一主要貨幣人民幣近年與港幣的匯率波動，未來走勢仍存在不確定性；及(iii)為保障本集團免受人民幣及港幣兌換的外匯風險，本公司擬以美元結算可換股債券項下的付款責任，而港幣與美元掛鈎，本集團承擔的外匯風險較小，因此本集團於2023年6月26日訂立修訂契據（「修訂契據」），以修訂可換股債券之條款（「修訂」）。

鑑於上文所述，董事認為修訂契據的條款及條件乃由本公司與認購人經公平磋商後達致，屬公平合理，且修訂符合本公司及其股東的整體利益。

修訂契據

於2023年6月26日（交易時段後），本公司訂立修訂契據以使修訂（於2023年6月28日生效）生效，如下：

- (a) 將可換股債券之計值貨幣由港幣更改為美元，使可換股債券的本金額由港幣50,000,000元更改為6,410,256.41美元（按匯率港幣7.8元兌1.0美元計算，並約整至小數點後兩位），本金額除轉換為約整的美元等值外保持不變；

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- (b) changing the currency of payment for all future payment obligations (including payment of any interest and principal) of the Company under the Convertible Bonds from HK\$ to US\$ (for the avoidance of doubt there shall be no retrospective effect to any payment under the Convertible Bonds which has been made prior to the effective date of the Amendments);
- (c) changing the Conversion Price to US\$0.1730 and adding an agreed exchange rate of HK\$7.8 to US\$1.0 (rounded down to four decimal places) (the "Conversion Exchange Rate"), such that the Conversion Price was the rounded down US\$ equivalent to HK\$1.35 (being the Conversion Price after the Convertible Bonds Adjustment). For the avoidance of doubt, the number of Conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds remained largely the same as that after the Convertible Bonds Adjustment save for a slight increase in number due to rounding of the Conversion Price, i.e., from 37,037,037 Shares to 37,053,505 Shares;
- (d) other consequential changes as a result of the amendments above, including changing the denomination of the outstanding principal amount when the Bondholder requests for early redemption or transfer from HK\$1,000,000 to US\$200,000 or any integral multiples thereof; and
- (e) other housekeeping change including updating the principal place of business in Hong Kong of the Company.

Save for the Amendments, all other principal terms of the Convertible Bonds remain unchanged.

Amended Conversion Price

The amended Conversion Price of US\$0.1730 per Conversion Share represents (based on the Conversion Exchange Rate):

- (a) a discount of approximately 0.7% to the closing price of HK\$1.36 per Share as quoted on the Stock Exchange on 26 June 2023, being the date of the Amendment Deed; and
- (b) a discount of approximately 14.7% to the average of the closing prices of HK\$1.55 per Share as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding 26 June 2023, being the date of the Amendment Deed.

- (b) 將本公司於可換股債券項下所有未來付款責任(包括支付任何利息及本金)的支付貨幣由港幣更改為美元(為免生疑問,在修訂生效日期前於可換股債券項下的任何付款均不具有追溯效力);
- (c) 將轉換價更改為0.1730美元,並加入港幣7.8元兌1.0美元的協定匯率(約整至小數點後四位)(「轉換匯率」),使轉換價為約整後港幣1.35元的美元等值(即可換股債券調整後的轉換價)。為免生疑問,除因轉換價約整導致數目輕微增加(即37,037,037股股份增至37,053,505股股份)外,悉數轉換可換股債券後將予配發及發行之轉換股份數目與可換股債券調整後大致相同;
- (d) 因上述修訂而導致的其他相應變動,包括債券持有人要求提前贖回或轉讓時未償還本金的面值由港幣1,000,000元更改為200,000美元或其任何整數倍;及
- (e) 其他內務變動,包括更新本公司於香港的主要營業地點。

除修訂外,可換股債券的所有其他主要條款維持不變。

經修訂轉換價

經修訂轉換價每股轉換股份0.1730美元較(基於轉換匯率):

- (a) 於2023年6月26日(即修訂契據日期)在聯交所所報的收市價每股港幣1.36元折讓約0.7%;及
- (b) 於緊接2023年6月26日(即修訂契據日期)前最後五(5)個連續交易日在聯交所所報的平均收市價每股港幣1.55元折讓約14.7%。

Mandate to issue the Conversion Shares

Upon the aforesaid amendments, based on the Conversion Price of US\$0.1730 per Conversion Share and the Conversion Exchange Rate, 37,053,505 Conversion Shares would be allotted and issued upon full exercise of the conversion rights attaching to the Convertible Bonds.

The Conversion Shares would be allotted and issued pursuant to the issue mandate granted to the Directors at the annual general meeting of the Company held on 16 June 2023 (the "Issue Mandate"). As at 26 June 2023, the Issue Mandate has not been utilized.

(4) 2023 Bonus Issue

As announced by the Company on 7 July 2023, pursuant to the terms of the Convertible Bonds, the Conversion Price per Share and the number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds were adjusted on 4 July 2023 (the record date) in the following manner as a result of the 2023 Bonus Issue (as defined below):

Date of Issue	Before completion of the 2023 Bonus Issue 完成2023年紅股發行前		Upon completion of the 2023 Bonus Issue 完成2023年紅股發行後	
	Conversion Price per Share before adjustment 調整前每股 轉換價 (US\$) (美元)	Number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds 悉數轉換 可換股債券後 將予配發及 發行之轉換 股份數目	Adjusted Conversion Price per Share 經調整 每股轉換價 (US\$) (美元)	Adjusted number of conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds 悉數轉換 可換股債券後 將予配發及 發行之經調整 轉換股份數目
11 June 2021 2021年6月11日	0.1730	37,053,505	0.1573	40,751,789

Based on the Conversion Price of US\$0.1573 per Conversion Share and the Conversion Exchange Rate, 40,751,789 Conversion Shares would be allotted and issued upon full exercise of the conversion rights attaching to the Convertible Bonds.

發行轉換股份的授權

以上修訂後，按轉換價每股轉換股份0.1730美元及轉換匯率計算，可換股債券所附帶換股權獲悉數行使時將配發及發行37,053,505股轉換股份。

轉換股份將根據本公司於2023年6月16日舉行的股東週年大會上授予董事的發行授權（「發行授權」）配發及發行。於2023年6月26日，發行授權未獲動用。

(4) 2023年紅股

誠如本公司於2023年7月7日所公佈，根據可換股債券之條款，每股轉換價及悉數轉換可換股債券後將予配發及發行之轉換股份數目因2023年紅股發行（定義見下文）而按下列方式於2023年7月4日（記錄日期）調整：

按轉換價每股轉換股份0.1573美元及轉換匯率計算，可換股債券所附帶換股權獲悉數行使時將配發及發行40,751,789股轉換股份。

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(5) Conversions during the year

The Company has allotted 1,271,456 shares on 18 August 2023 and 1,271,456 shares on 15 September 2023 respectively due to conversion of Convertible Bonds.

As a result, the number of Conversion Shares to be allotted and issued upon full conversion decreased from 40,751,789 to 38,208,877 Shares.

Subscriber

The Subscriber is an open-end investment company incorporated in the Cayman Islands with limited liability. It is managed by RAYS Capital Partners Limited, an Independent Third Party, licensed to carry out Type 4 (advising on securities) and Type 9 (asset management) regulated activities under the SFO.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, the Subscriber and its ultimate beneficial owner(s) are Independent Third Parties.

Reasons for the Issue of Convertible Bonds

As an international independent inspection and testing company, the Company provides customers with professional testing, inspection, certification, consultation and related technical services round the clock globally. Building on the Company's two key business areas, namely energy and commodity, and by fully leveraging its leading advantages in different segments and economies of scale, the Company has expanded the service scope to power generation. We launched new inspection services in clean energy field, especially focusing on the solar and wind power projects. The Company also provides environmental monitoring and testing services including ecological monitoring, soil testing, environmental technology consultation and assessment and carbon neutrality.

The Subscriber's interest in making an investment into the Group reflects its confidence in the Group's business and growth potential. The Directors (including the independent non-executive Directors) were of the view that the raising of funds by the issue of the Convertible Bonds would enhance the Group's capital structure and liquidity, strengthen the Group's financial position, broaden the capital base of the Group and to finance the Group's future development and expansion.

The Directors considered that the issue of the Convertible Bonds was an effective means of raising additional capital since (i) it would not have an immediate dilution effect on the shareholding of the existing Shareholders; and (ii) in the event that the Convertible Bonds were converted into Shares, the Company could broaden its capital base, benefiting the long-term development of the Company.

(5) 年內轉換

本公司已於2023年8月18日及於2023年9月15日因轉換可轉換債券而分別配發1,271,456股及1,271,456股股份。

因此，在完全轉換後可配發和發行的轉換股份數量由40,751,789股減少至38,208,877股。

認購人

認購人為一家於開曼群島註冊成立的開放式投資有限公司，由獨立第三方睿思資本有限公司（根據《證券及期貨條例》獲發牌可從事第4類（就證券提供意見）及第9類（提供資產管理）受規管活動）管理。

經董事作出一切合理查詢後所深知、盡悉及確信，認購人及其最終實益擁有人均為獨立第三方。

發行可換股債券的理由

本公司作為一家國際第三方獨立檢驗檢測公司，為全球客戶提供7x24小時全方位專業檢驗、檢測、認證、諮詢及相關技術服務。本公司在專注能源和大宗商品兩大板塊檢驗檢測認證的業務基礎之上，充分利用細分領域的龍頭優勢和規模效應，延伸服務範圍至電力系統，開啟清潔能源領域的相關檢測服務，特別是太陽能和風電設備的相關領域。同時，本公司亦提供環境監測和檢測服務，包括生態監測、土壤檢測、環保技術諮詢與評估及碳中和等相關服務。

認購人有興趣投資於本集團反映其對本集團業務及增長潛力充滿信心。董事（包括獨立非執行董事）認為，藉發行可換股債券進行集資將優化本集團的資本結構及流動性、加強本集團財務狀況、擴闊本集團資本基礎及可為本集團未來的發展及擴張提供資金。

董事認為，發行可換股債券為籌集額外資金的有效方法，乃由於(i)發行可換股債券不會對現有股東的股權產生即時攤薄影響；及(ii)倘可換股債券轉換為股份，本公司可擴闊其資本基礎，有利於本公司的長遠發展。

The Directors considered that the terms of the CB Subscription Agreement were arrived at arm's length negotiations between the Company and the Subscriber, and the transactions contemplated thereunder (including the Conversion Price) were fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Use of Proceeds from the Issue of the Convertible Bonds

The gross proceeds of the CB Subscription was approximately HK\$50,000,000. The net proceeds from the issue of the Convertible Bonds was approximately HK\$49.6 million.

The Company intended to use the net proceeds to accelerate the implementation of the Group's 2+X sustainable growth strategy as disclosed in the announcement of the Company dated 12 May 2021 by way of (a) business expansions; (b) investments to increase market share in key markets, and (c) general working capital purposes.

As disclosed in the Company's 2022 Annual Report, as at 31 December 2022, all the net proceeds of the issue of convertible bonds had been utilised.

SHARE CAPITAL

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

EQUITY-LINKED AGREEMENTS

During the year, other than the Convertible Bonds, the Share Option Scheme and the Share Award Scheme as set out in the sections headed "Convertible Bonds", "Share Option Scheme" and "Share Award Scheme" Notes 26, 29 and 30 to the consolidated financial statements respectively, the Company did not enter into any equity-linked agreement or subsisted at the end of the year.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is highly aware of the importance of environmental protection and has not noted any material non-compliance with any relevant laws and regulations in relation to its business including health and safety, workplace conditions, employment and the environment. During the production process, the Group has implemented environmental protection measures, including procedures related to energy use control, waste water and waste air discharge management.

董事認為可換股債券認購協議的條款乃由本公司與認購人經公平磋商後達成，其項下擬進行交易（包括轉換價）屬公平合理，且符合本公司及股東的整體利益。

發行可換股債券的所得款項用途

可換股債券認購事項的所得款項總額約為港幣50,000,000元。發行可換股債券的所得款項淨額約為港幣49.6百萬元。

誠如本公司日期為2021年5月12日的公告所披露，本公司擬動用所得款項淨額，透過(a)擴大業務；(b)投資以增加於主要市場的市場份額；及(c)一般營運資金用途，加快推行本集團2+X可持續發展戰略。

如2022年年報所披露，截至2022年12月31日，發行可換股債券所得款項淨額全數已動用。

股本

有關本公司股本變動的詳情，載於綜合財務報表附註28。

股權掛鈎協議

年內，除「可換股債券」、「購股權計劃」及「股份獎勵計劃」章節以及綜合財務報表附註26、29及30分別載列的可換股債券、購股權計劃及股份獎勵計劃外，本公司並無訂立或於年終時參與任何股權掛鈎協議。

環境政策及表現

本集團深知環境保護的重要性，且並無發現其業務（包括健康與安全、工作場所條件、僱傭及環境）嚴重違反任何相關法律法規。於生產過程中，本集團已實施環保措施，包括有關能源使用控制、廢水及廢氣排放管理的措施。

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PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

Neither the Company, nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2023.

RESERVES

Details of the movements in the reserves of the Group and the Company during the year are set out in the consolidated statement of changes in equity on pages 157 to 158 of this annual report and Note 44 to the consolidated financial statements, respectively.

As at 31 December 2023, the Company's distributable reserves were HK\$25.1 million.

DONATIONS

During the year, the total charitable donation of the Group amounted to approximately HK\$107,000.

BORROWINGS

Details of the borrowings are set out in the section headed "Management Discussion and Analysis" in this annual report and Note 25 to the consolidated financial statements.

DIRECTORS

During the year and up to the date of this annual report, directors of the Company were as follows:

Executive Directors

Mr. LI Xiangli
Ms. ZHANG Aiying
Mr. LIU Yi
Mr. YANG Rongbing

Non-Executive Director

Mr. HAO Yilei

Independent Non-Executive Directors

Mr. WANG Zichen
Mr. ZHAO Hong
Mr. LIU Hoi Keung

購買、贖回或出售本公司上市證券

截至2023年12月31日止年度，本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

儲備

有關本集團及本公司於年內的儲備變動詳情，分別載於本年度報告第157至158頁的綜合權益變動表及綜合財務報表附註44。

於2023年12月31日，本公司可供分派的儲備為港幣25.1百萬元。

捐款

年內，本集團的慈善捐款總額約為港幣107,000元。

借款

有關借款詳情，載於本年度報告「管理層討論與分析」一節及綜合財務報表附註25。

董事

年內及直至本年報日期，本公司董事如下：

執行董事

李向利先生
張愛英女士
劉翊先生
楊榮兵先生

非執行董事

郝怡磊先生

獨立非執行董事

王梓臣先生
趙虹先生
廖開強先生

BIOGRAPHICAL DETAILS OF THE DIRECTORS AND THE SENIOR MANAGEMENT

Biographical details of the Directors and the senior management of the Group as at the date of this annual report are set out on pages 7 to 14 in the section headed "Profile of Directors" in this annual report. Senior management refers to our Directors.

DIRECTORS' SERVICE CONTRACTS

None of the Directors proposed for re-election at the forthcoming AGM had any service contract with our Company or any of our subsidiaries, other than contracts expiring or determinable by the employer, which is not determinable by the Group within one year without the payment of compensation (other than statutory compensation). The directors' remuneration is determined with references to directors' duties and responsibilities, individual performance and the results of the Group.

Executive Directors' service contracts

Three of our executive Directors, namely Mr. LI Xiangli, Ms. ZHANG Aiyong and Mr. LIU Yi, have respectively entered into service contract with the Company pursuant to which each of them agreed to act as an executive Director for an initial term of three years commencing from 13 January 2016. Such terms were renewed for a further three years commencing from 13 January 2019 and upon expiry of such, the terms were renewed for a further three years commencing from 13 January 2022.

Mr. YANG Rongbing, formerly an independent non-executive Director, has been re-designated as an executive Director and appointed as the vice chairman of the Company with effect from 23 July 2018. Mr. Yang has entered into a service contract with the Company pursuant to which he agreed to act as an executive Director for an initial term of three years commencing from 23 July 2018 and upon expiry of such, the term was renewed for a further three years commencing from 23 July 2021.

董事及高級管理人員的履歷詳情

於本年報日期，有關本集團董事及高級管理人員的履歷詳情，載於本年度報告第7至14頁的「董事簡介」一節。高級管理人員指我們的董事。

董事服務合同

擬於即將舉行之股東週年大會膺選連任之董事，概無與本公司或其任何附屬公司訂立於一年內終止而本集團須支付賠償（法定補償除外）的服務合同，除非有關合同屆滿或由僱主終止。董事薪酬經參考其在本集團職務及職責、個人表現及業績而釐定。

執行董事服務合同

三名執行董事，即李向利先生、張愛英女士及劉翊先生，已分別與本公司訂立服務合同，據此，彼等同意各自於2016年1月13日起擔任執行董事，初始期限為三年。有關期限已於屆滿後自2019年1月13日起再重續三年，並於有關期限屆滿後自2022年1月13日起再重續三年。

前獨立非執行董事楊榮兵先生已調任為執行董事及獲委任為本公司副主席，自2018年7月23日起生效。楊先生已與本公司訂立服務合同，據此，彼同意於2018年7月23日起擔任執行董事，初始期限為三年。有關期限已於屆滿後自2021年7月23日起再重續三年。

DIRECTORS' REPORT

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Non-executive Director's and Independent Non-executive Directors' letters of appointment/service agreement

Non-executive Director, Mr. HAO Yilei, has been appointed with effect from 23 December 2021. Mr. Hao has entered into a service agreement with the Company pursuant to which he has been appointed for an initial term of three years commencing from 23 December 2021.

Two of the independent non-executive Directors, namely Mr. WANG Zichen and Mr. ZHAO Hong, have respectively entered into a letter of appointment with the Company pursuant to which each of them has been appointed for an initial term of three years commencing from 18 June 2016. Such terms were renewed for a further three years commencing from 18 June 2019 and upon expiry, a further three years was renewed commencing from 18 June 2022.

The other independent non-executive Director, Mr. LIU Hoi Keung, has been appointed with effect from 23 July 2018. Mr. Liu has entered into a letter of appointment with the Company pursuant to which he has been appointed for an initial term of three years commencing from 23 July 2018. Such term was renewed for a further three years commencing from 23 July 2021 upon expiry.

The non-executive Director received no director's fee. Each of the independent non-executive Directors received a director's fee of HK\$100,000 per annum.

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received an annual confirmation of independence pursuant to Rule 3.13 of the Listing Rules from each of the independent non-executive Directors for the year 2023 and the Company considers that all the independent non-executive Directors are independent.

非執行董事及獨立非執行董事委任書／服務協議

非執行董事郝怡磊先生已自2021年12月23日起獲委任。郝先生已與本公司訂立服務協議，據此，其自2021年12月23日獲委任，初始期限為三年。

兩名獨立非執行董事（即王梓臣先生及趙虹先生）已分別與本公司訂立委任書，據此，彼等各自於2016年6月18日獲委任，初始期限為三年。有關期限已於屆滿後自2019年6月18日起再重續三年，並於有關期限屆滿後自2022年6月18日起再重續三年。

另一位獨立非執行董事廖開強先生自2018年7月23日起獲委任。廖先生已與本公司訂立委任書，據此，其自2018年7月23日獲委任，初始期限為三年。有關期限已於屆滿後自2021年7月23日起再重續三年。

非執行董事不收取董事袍金。各獨立非執行董事每年收取董事袍金港幣100,000元。

獨立非執行董事的獨立性

本公司已收到各獨立非執行董事根據《上市規則》第3.13條發出的2023年度獨立性確認書，且本公司認為，所有獨立非執行董事均為獨立人士。

EMOLUMENT OF DIRECTORS AND SENIOR MANAGEMENT

We offer our executive Directors and senior management members, who are also employees of our Company, emolument in the form of salaries, allowances, remuneration, pension, discretionary bonus and other welfares. Our non-executive Director does not receive any emolument from our Group. Our independent non-executive Directors receive emolument in the form of director's fee based on their responsibilities (including being members or chairman of Board committees). We adopt a market and incentive-based employee emolument structure and implement a multi-layered evaluation system which focuses on performance and management goals.

The remuneration (including fees, salaries and allowances, benefits, performance related bonus, equity-settled shares-based payment expense, pension scheme contributions and other welfares) paid to the Directors in aggregate for the year ended 31 December 2023 was approximately HK\$9.1 million.

The remuneration (including salaries and allowances, benefits, performance related bonus, equity-settled shares-based payment expense, pension scheme contributions and other welfares) paid to our Group's five highest paid individuals in aggregate for the year ended 31 December 2023 was approximately HK\$21.5 million.

For the year ended 31 December 2023, no emoluments were paid by our Group to any Director or any of the five highest paid individuals as an inducement to join or upon joining our Group or as compensation for loss of office. None of the Directors had waived any emoluments for the year ended 31 December 2023.

Details of the Directors' emoluments and emoluments of the five highest paid individuals in the Group are set out in Notes 8 and 9 to the consolidated financial statements.

The Company has also adopted the Share Option Scheme to motivate Directors and employees. Details of the Share Option Scheme are set out in the section headed "Share Option Scheme" of this directors' report and Note 29 to the consolidated financial statements.

董事及高級管理人員薪酬

我們為執行董事及高級管理人員(同為本公司員工)提供的酬金包括薪金、津貼、薪酬、退休金、酌情花紅及其他福利。非執行董事並無收取本集團的任何酬金。獨立非執行董事按職責(包括擔任董事委員會的成員或主席)收取董事袍金作為酬金。我們採用市場及激勵為本的員工酬金結構,並實施專注表現及管理目標的多層評估制度。

截至2023年12月31日止年度,向董事支付的酬金總額(包括袍金、薪金及津貼、福利、績效花紅、以權益結算的股份開支、退休金計劃供款及其他福利)約為港幣9.1百萬元。

截至2023年12月31日止年度,向本集團五名最高薪酬人士支付的酬金總額(包括薪金及津貼、福利、績效花紅、以權益結算的股份開支及退休金計劃供款及其他福利)約為港幣21.5百萬元。

截至2023年12月31日止年度,本公司概無向任何董事或五名最高薪酬人士支付薪酬,作為吸引彼等加入或作為加入本集團後的獎勵,或作為離職賠償。截至2023年12月31日止年度,並無董事放棄任何酬金。

董事的薪酬及本集團五名最高薪酬人士的薪酬詳情載於綜合財務報表附註8及9。

本公司亦已採納購股權計劃以激勵董事及僱員。有關購股權計劃的詳情載於本董事會報告「購股權計劃」一節及綜合財務報表附註29。

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Furthermore, the Company adopted the Share Award Scheme on 27 October 2020 to motivate the Company's middle and senior management, core technological personnel and operations team. Details of the Share Award Scheme are set out in the section headed "Share Award Scheme" of this directors' report and Note 30 to the consolidated financial statements.

Except as disclosed above, no other payments had been made or were payable, for the year ended 31 December 2023, by our Group to or on behalf of any of the Directors.

PERMITTED INDEMNITY PROVISION

Pursuant to Article 191 of the Articles, every Director and other officers of the Company shall be indemnified out of the assets of the Company from liabilities which they may incur by reason of execution of their duties.

The Company has maintained appropriate directors' and officers' liability insurance for the Directors and officers of the Group.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS

Save as disclosed in the section headed "Connected Transactions" of this directors' report, no transaction, arrangement or contract of significance in relation to the business of the Group to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which a Director or an entity connected with a Director was materially interested, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

COMPETING BUSINESS

Except otherwise disclosed in this annual report, during the year, none of the Directors were considered to be interested in businesses which competed or were likely to compete, either directly or indirectly, with our core businesses.

此外，於2020年10月27日，本公司採納股份獎勵計劃以激勵本公司之中高級管理層、核心技術人員及業務骨幹。有關股份獎勵計劃的詳情載於本董事會報告「股份獎勵計劃」一節及綜合財務報表附註30。

除上文所披露者外，截至2023年12月31日止年度，概無由本集團或代表任何董事支付或應付任何其他款項。

獲准許的彌償條文

根據章程細則第191條，本公司每名董事及其他高級人員將就彼等因執行公務而可能產生的負債從本公司資產中獲得彌償。

本公司已為本集團董事及高級人員設有適當的董事及高級人員責任保險。

董事於交易、安排及合同的權益

除本董事會報告「關連交易」一節所披露者外，於年末或年內任何時候，並無存有由本公司、其控股公司或其附屬公司或同系附屬公司訂立對本集團業務屬重要且董事或與董事有關連的實體於其中直接或間接擁有重大權益的交易、安排或合同。

競爭業務

除本年度報告另有披露者外，年內，概無董事被視為於與我們的核心業務直接或間接構成競爭或可能構成競爭的業務中擁有權益。

DEED OF NON-COMPETITION

Reference is made to the non-competition undertakings given by the Controlling Shareholders in favour of the Company disclosed in the Prospectus. The Controlling Shareholders have confirmed to the Company that they have complied with the non-competition undertakings during the year. The independent non-executive Directors have conducted such review for the year, and also reviewed the relevant undertakings and are satisfied that such undertakings have been complied with.

PENSION SCHEME

Details of the pension scheme of the Company are set out in Note 31 to the consolidated financial statements.

SHARE OPTION SCHEME

The following is a summary of the principal terms of the share option scheme conditionally approved and adopted by written resolutions of our then Shareholders on 5 May 2017 (the "Share Option Scheme").

(i) Purpose

The purpose of the Share Option Scheme is to attract, retain and motivate employees, Directors and such other participants and to further perfect corporate governance structure, propel the Company to build up and complete motivating mechanism, fully motivate employees, and effectively help to align the interests of Shareholders, Company and its employees by the grant of options.

(ii) Participants

The directors, officers and employees of any member of the Group as determined by the Board from time to time.

不競爭契據

誠如招股章程所披露，控股股東以本公司為受益人出具了一份不競爭承諾。控股股東已向本公司確認，彼等於年內一直遵守該不競爭承諾。獨立非執行董事已審閱本年度內遵守有關承諾的情況且亦審閱相關承諾，並對該等承諾的遵守情況表示滿意。

退休金計劃

有關本公司退休金計劃的詳情載於綜合財務報表附註31。

購股權計劃

以下乃我們當時股東於2017年5月5日通過書面決議案有條件批准及採納的購股權計劃的主要條款概要（「購股權計劃」）。

(i) 目的

購股權計劃的目的為透過授出購股權，吸引、挽留及激勵僱員、董事及其他相關參與者並進一步完善企業管治架構，促進本公司建立並完成激勵機制，全面激勵僱員，並有效達致股東、本公司及其僱員的利益一致。

(ii) 參與者

由董事會不時釐定的本集團任何成員公司的董事、高級職員及僱員。

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(iii) The total number of shares available for issue

The Shares issued and to be issued upon exercise of all options already granted and to be granted under this Share Option Scheme (the "Share Option(s)") shall not exceed 10% of the total number of the Shares in issue on the date where the refreshment of 10% limit (being 44,350,080 Shares) under the Share Option Scheme was approved at the extraordinary general meeting held on 29 September 2021 and relevant listing approval was granted by the Stock Exchange on 4 October 2021.

As at the date of this annual report, the total number of shares available for issue/future grant under the Share Option Scheme is 44,350,080 shares, representing approximately 8% of the issued share capital of the Company as at the date of this annual report.

The limit on the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the scheme and any other schemes must not exceed 30% of the relevant class of securities of the listed issuer in issue from time to time.

(iv) Maximum entitlement of each participant

The total number of Shares issued and to be issued upon exercise of the Share Options granted to each participant under the Share Option Scheme and any other share option schemes (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of Shares in issue. Where any further grant of options to an Eligible Employee would result in the Shares issued and to be issued upon exercise of the options granted to such Eligible Employee (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the total number of Shares in issue, such further grant must be separately approved by the Shareholders at the general meeting with such Eligible Employee and his/her close associates abstaining from voting.

(v) Period within which the option may be exercised by the grantee under the Scheme

The period within which the options must be exercised will be specified by the Board at the time of grant, such period shall not be longer than 10 years from the date upon which any particular option is granted in accordance with the Share Option Scheme.

(iii) 可供發行的股份總數

因根據本購股權計劃已經及將予授出的全部購股權（「購股權」）獲行使而已經及將予發行的股份，不得超過於2021年9月29日舉行的股東特別大會當日之已發行股份總數的10%，於該大會上，購股權計劃的更新10%授權限額（即44,350,080股）獲得通過，並於2021年10月4日，聯交所授出相關上市批准。

於本年度報告日期，根據購股權計劃可供發行／未來授予的股份總數為44,350,080股，佔本公司於本年度報告日期已發行股本的約8%。

因根據計劃及任何其他計劃已授出但未行使的期權予以行使時發行的證券數目不得超過上市發行人不時已發行的有關類別證券的30%。

(iv) 每名參與者可享有的最高股份數目

於任何12個月期間內因根據購股權計劃及任何其他購股權計劃已向每名參與者授出的購股權（包括已行使及尚未行使的購股權）獲行使而已經及將予發行的股份總數，不得超過已發行股份總數的1%。倘向合資格僱員進一步授出任何購股權，將導致截至該進一步授出之日（包括該日）止任何12個月期間內行使向有關合資格僱員授出之購股權（包括已行使、註銷及尚未行使之購股權）時，已發行及將予發行的股份總數超過已發行股份總數之1%，則進一步授出購股權須經由股東於股東大會上個別批准，而有關合資格僱員及其緊密聯繫人須放棄投票。

(v) 承授人可根據計劃行使購股權的期限

購股權須予行使的期限將由董事會於授出時指定，有關期限自根據購股權計劃授出任何特定購股權日期起計不得超過10年。

(vi) The vesting period of options granted under the Scheme

Options may be vested over such period(s) as determined by the Board in its absolute discretion subject to compliance with the requirements under any applicable laws, regulations or rules to which the Share Option Scheme may be subject, including the Listing Rules or regulations of any stock exchange on which the Shares may be listed and quoted. Furthermore, the Shares to be issued and allotted to a Grantee pursuant to the exercise of any Option under the Share Option Scheme may or may not, at the discretion of the Board, be subject to any retention period.

Under the Listing Rules, except special circumstances, the vesting period for the options shall be not less than 12 months.

(vii) Amount payable on acceptance of the option and period within which payments or calls must or may be made or loans for such purposes must be repaid

RMB1.00 within 15 days from the date of grant.

(viii) Basis of determining the exercise price

The subscription price shall be such price determined by the Board at its absolute discretion and notified to the Participant in the offer at the time of the offer, and shall be no less than the highest of:

- the closing price of the Shares as stated in the daily quotations sheet issued by the Stock Exchange on the date of grant of the relevant Share Option, which must be a business day;
- the average closing price of the Shares as stated in the daily quotations sheets issued by the Stock Exchange for the five Business Days immediately preceding the date of grant of the relevant Share Option; and
- the nominal value of a Share on the date of grant of the relevant Share Option.

(ix) Remaining life of the Share Option Scheme

The Share Option Scheme will be valid and effective for a period of 10 years commencing on 5 May 2017, the date on which the Share Option Scheme is conditionally adopted by resolution of our Shareholders, up to 4 May 2027.

(vi) 根據計劃授出購股權的歸屬期

購股權可於董事會全權酌情釐定的期間歸屬，惟必須遵守購股權計劃可能須遵守的任何適用法例、法規或規則的規定，包括上市規則或股份可能上市及報價的任何證券交易所的規例。此外，根據購股權計劃項下任何購股權獲行使而將予發行及配發予承授人的股份可能須或可能毋須受任何保留期的規限（由董事會酌情決定）。

根據上市規則，除非特定情況，購股權的歸屬期應不少於12個月。

(vii) 於接納購股權時應付的款項及必須或可能付款或發出催繳通知的期限或必須就此償還的貸款

自授出日期起計15日內須支付人民幣1.00元。

(viii) 釐定行使價的基準

認購價須由董事會全權酌情釐定並於作出要約時通知要約的參與者，而不得低於以下各項之最高者：

- 股份在授出相關購股權日期（必須為營業日）於聯交所發佈的每日報價表中所列的收市價；
- 股份在緊接授出相關購股權日期前五個營業日於聯交所發佈的每日報價表中所列的平均收市價；及
- 股份於相關購股權授出日期的名義價值。

(ix) 購股權計劃的剩餘年期

購股權計劃將自2017年5月5日（購股權計劃獲股東決議案有條件採納的日期）起有效及生效，為期10年，直至2027年5月4日。

DIRECTORS' REPORT

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(x) Present status of the Share Option Scheme

Movements in the share options during the year were as follows:

(x) 購股權計劃現狀

本年度的購股權變動如下：

Date of grant	Participant	No. of Share Options*			As at 31/12/2023 於2023年 12月31日	Exercise price per Share* 每股行使價* (HK\$) (港幣元)	Exercise period
		As at 1/1/2023 於2023年 1月1日	Exercised during the year 本年度 已行使	Lapsed during the year 本年度 已失效			
Other Employees							
其他僱員							
4/7/2017 (Notes 1 & 2) (附註1及2)	Employees (aggregate) 僱員(合計)	825,649 946,121 2,427,777	(821,997) (288,233) -	(3,652) - -	- 657,888 2,427,777	0.962 0.962 0.962	4/7/2018-3/7/2023 4/7/2019-3/7/2024 4/7/2020-3/7/2025
15/7/2021 (Notes 4 & 5) (附註4及5)	Employees (aggregate) 僱員(合計)	8,058,600 8,058,600 10,744,800	- - -	(145,200) (145,200) (193,600)	7,913,400 7,913,400 10,551,200	1.768 1.768 1.768	15/7/2022-14/7/2027 15/7/2023-14/7/2028 15/7/2024-14/7/2029
Subtotal 小計		31,061,547	(1,110,230)	(487,652)	29,463,665		
Directors							
董事							
15/7/2021 (Notes 4 & 5) (附註4及5)	Mr. LI Xiangli, executive Director 李向利先生·執行董事	1,452,000 1,452,000 1,936,000	- - -	- - -	1,452,000 1,452,000 1,936,000	1.768 1.768 1.768	15/7/2022-14/7/2027 15/7/2023-14/7/2028 15/7/2024-14/7/2029
15/7/2021 (Notes 4 & 5) (附註4及5)	Ms. ZHANG Aiyong, executive Director 張愛英女士·執行董事	907,500 907,500 1,210,000	- - -	- - -	907,500 907,500 1,210,000	1.768 1.768 1.768	15/7/2022-14/7/2027 15/7/2023-14/7/2028 15/7/2024-14/7/2029
15/7/2021 (Notes 4 & 5) (附註4及5)	Mr. LIU Yi, executive Director 劉翊先生·執行董事	1,089,000 1,089,000 1,452,000	- - -	- - -	1,089,000 1,089,000 1,452,000	1.768 1.768 1.768	15/7/2022-14/7/2027 15/7/2023-14/7/2028 15/7/2024-14/7/2029
23/7/2018 (Notes 1 & 3) (附註1及3)	Mr. YANG Rongbing, executive Director 楊榮兵先生·執行董事	1,331,000 1,331,000 1,331,000	(1,331,000) - -	- - -	- 1,331,000 1,331,000	1.062 1.062 1.062	23/7/2018-22/7/2023 23/7/2019-22/7/2024 23/7/2020-22/7/2025
15/7/2021 (Notes 4 & 5) (附註4及5)	Mr. YANG Rongbing, executive Director 楊榮兵先生·執行董事	1,270,500 1,270,500 1,694,000	- - -	- - -	1,270,500 1,270,500 1,694,000	1.768 1.768 1.768	15/7/2022-14/7/2027 15/7/2023-14/7/2028 15/7/2024-14/7/2029
Subtotal 小計		19,723,000	(1,331,000)	-	18,392,000		
Gross Total 總計		50,784,547	(2,441,230)	(487,652)	47,855,665		

* as announced by the Company on 7 July 2023, the exercise price of the share options granted and the number of Shares to be allotted and issued upon full exercise of the subscription rights attaching to the then outstanding share options were adjusted as a result of the 2023 Bonus Issue.

* 誠如本公司於2023年7月7日所公佈，已授出購股權的行使價及悉數行使當時尚未行使購股權所附的認購權後將予配發及發行的股份數目因2023年紅股發行而作出調整。

Notes:

1. The above share options are either vested on the date of grant to two years or vested in one to three years from the date of grant and are exercisable for a period of five years commencing from the relevant vesting date and expiring at the close of business on the last day of the five-year period.
2. The closing price of the Shares on 3 July 2017, being the business day immediately before the date on which the options were granted, as quoted on the Stock Exchange was HK\$1.31 (before adjustments made as a result of bonus issue over the years).
3. The closing price of the Shares on 20 July 2018, being the business day immediately before the date on which the options were granted, as quoted on the Stock Exchange was HK\$1.40 (before adjustments made as a result of bonus issue over the years).
4. Vesting condition of the share options are: (i) Not more than 30% of the Share Options would be vested on 15 July 2022; not more than 30% of the Share Options would be vested on 15 July 2023; and not more than 40% of the Share Options would be vested on 15 July 2024. The Share Options are exercisable for a period of five years commencing from the vesting date and expiring at the close of business on the last day of the five year period.
5. The closing price of the Shares on 14 July 2021, being the business day immediately before the date on which the options were granted, as quoted on the Stock Exchange was HK\$2.08 (before adjustments made as a result of bonus issue over the years).
6. No options were granted or cancelled during the Year.
7. The number of options available for future grant under the scheme mandate of the Share Option Scheme at the beginning and at the end of the year ended 31 December 2023 were both 44,350,080.
8. The number of Shares that may be issued in respect of the options granted and vested under the Share Option Scheme during the year ended 31 December 2023 is 31,012,465 Shares, which when divided by 530,067,622 shares (i.e. the weighted average number of Shares of the Company in issue for the year ended 31 December 2023) is 0.058507.

Other details of the share options under the Share Option Scheme, including the fair value and the accounting standard and policy adopted of the options granted, are set out in Notes 2 and 29 to the consolidated financial statements.

附註：

1. 上述購股權於授出日期至兩年內歸屬或自授出日期起計於一至三年內歸屬，可於自有關歸屬日期起計五年期間行使，並於該五年期間最後一日營業時間結束時屆滿。
2. 股份於2017年7月3日（即緊接購股權授出當日前之營業日）於聯交所所報之收市價為港幣1.31元（歷年紅股發行導致的調整前）。
3. 股份於2018年7月20日（即緊接購股權授出當日前之營業日）於聯交所所報之收市價為港幣1.40元（歷年紅股發行導致的調整前）。
4. 購股權歸屬條件為(i)不超過30%的購股權將於2022年7月15日歸屬；不超過30%的購股權將於2023年7月15日歸屬；及不超過40%的購股權將於2024年7月15日歸屬。購股權於歸屬日期起五年內可予行使，並於五年期間最後一日的營業時間結束時屆滿。
5. 股份於2021年7月14日（即緊接購股權授出當日前之營業日）於聯交所所報之收市價為港幣2.08元（歷年紅股發行導致的調整前）。
6. 年內並無授出或註銷購股權。
7. 根據購股權計劃的計劃授權，在截至2023年12月31日止期間開始及結束時可供授予的購股權數量均為44,350,080份。
8. 截至2023年12月31日止年度，根據購股權計劃授予及歸屬的購股權可發行的股份數量為31,012,465股，除以530,067,622股（即截至2023年12月31日止年度本公司已發行股份的加權平均數）為0.058507。

購股權計劃項下購股權的其他詳情（包括所授出購股權的公允價值以及所採納的會計準則及政策）載於綜合財務報表附註2及29。

SHARE AWARD SCHEME

The Company adopted the Share Award Scheme on 27 October 2020 (the "Adoption Date"). The purposes of the Share Award Scheme are to further improve the corporate governance structure and long-term incentive programme, maintain mutually sustainable growth of the Company and individuals, attract and retain excellent talents.

Subject to any early termination as may be determined by the Board, the Share Award Scheme shall be valid and effective for a term of ten (10) years commencing on the Adoption Date up to 26 October 2030.

The eligible participants of the Share Award Scheme include the following classes: (a) any employee and/or directors of any member of the Group or any entity (the "Invested Entity") in which the Group holds any equity interest; (b) any advisor (professional or otherwise), consultant to or expert in any area of business or business development of any member of the Group or any Invested Entity; and (c) any other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group.

The Board may, from time to time, at its absolute discretion, determine the criteria for any eligible participants to participate in the Share Award Scheme as award holders in accordance with the rules of the Share Award Scheme. An award holder may be granted an award of Shares (the "Award Shares"). The Award Shares to be granted under the Share Award Scheme are ordinary shares ("Ordinary Shares") in the capital of the Company. Please refer to the announcement of the Company dated 27 October 2020 for further details of the Share Award Scheme.

股份獎勵計劃

本公司於2020年10月27日（「採納日期」）採納股份獎勵計劃。股份獎勵計劃之目的為進一步完善公司治理結構和長效激勵機制，倡導本公司與個人共同持續發展的理念，吸引和保留優秀人才。

股份獎勵計劃由採納日期起生效，有效期為期十（10）年直至2030年10月26日，惟董事會可決定提前終止。

股份獎勵計劃的合資格參與者包括以下類別：(a)本集團任何成員或本集團持有任何股權的任何實體（「被投資實體」）的任何僱員及／或董事；(b)本集團任何成員或任何被投資實體的任何業務或業務發展領域的任何諮詢人（專業或其他）、顧問或專家；及(c)已透過合資企業、業務聯盟或其他業務安排為本集團的發展及增長作出貢獻或可能作出貢獻的任何其他組別或類別的參與者。

董事會可不時全權酌情釐定任何合資格參與者根據股份獎勵計劃的規則作為獎勵持有人參與股份獎勵計劃的準則。獎勵持有人可獲授股份作獎勵（「獎勵股份」）。根據股份獎勵計劃將予授出的獎勵股份為本公司股本中的普通股（「普通股」）。有關股份獎勵計劃的進一步詳情，請參閱本公司日期為2020年10月27日的公告。

The total number of Award Shares that could be granted by the Board under the Share Award Scheme shall not exceed 10% of the issued share capital of the Company as at the Adoption Date. Since certain Award Shares were granted, as at the date of this annual report, 30,734,367 Shares remains available for grant by the Board under the Share Award Scheme (representing approximately 5.7% of the issued shares of the Company as at the date of this annual report). The aforesaid limit may be refreshed or amended by approval of the shareholders in general meeting. The Company will not grant any Award Shares under the Share Award Scheme which would result in the total number of the Award Shares together with shares which may be issued upon exercise of all outstanding share options granted but yet to be exercised under the share option scheme or any other incentive or option schemes of the Company representing in aggregate over 30% of the Shares in issue as at the date of such grant.

During the year ended 31 December 2023, the trust purchased an aggregate of 9,343,000 shares of the Company from the market at a total consideration of approximately HK\$14,514,000 (including directly attributable incremental costs). A total number of 14,592,735 is held by the trust and available for grant under the Scheme, representing approximately 2.7% of the total number of issued shares as the date of this annual report.

The maximum number of Shares awarded by the Board to an eligible participant under the Share Award Scheme in any 12-month period up to and including the date of the award being granted shall not exceed 1% of the issued share capital of the Company in issue. The aforesaid limit may be amended by approval of the Shareholders in general meeting.

The Award Shares shall vest in the eligible participant in accordance with the timetable and conditions as imposed by the Board at its absolute discretion, provided that all the vesting conditions are met and the eligible person remains at all times after approval by the Board of the share award and on the relevant vesting date(s) an eligible person.

董事會根據股份獎勵計劃可授出的獎勵股份總數不得超過本公司於採納日期已發行股本的10%。由於若干獎勵股份已授出，於本年度報告日期，30,734,367股股份仍可由董事會根據股份獎勵計劃授出（佔於本年度報告日期本公司已發行股份約5.7%）。上述限額可經股東於股東大會上批准更新或修改。本公司將不會根據股份獎勵計劃授出任何獎勵股份而導致獎勵股份連同根據購股權計劃或本公司任何其他獎勵或購股權計劃已授出但尚未行使的所有未行使購股權獲行使時可能發行的股份合計超過授出日期已發行股份的30%。

截至2023年12月31日止年度，信託以總代價約港幣14,514,000元（包括直接應佔增量成本）從市場購買合共9,343,000股本公司股份。信託持有總數14,592,735股並可根據該計劃授予，佔本年報日期已發行股份總數約2.7%。

董事會根據股份獎勵計劃於任何12個月期間直至授出獎勵日期（包括該日）向合資格參與者授予的最高股份數目不得超過本公司已發行股本1%。上述限額可經股東於股東大會上批准修改。

獎勵股份根據董事會全權酌情規定的時間表及條件歸屬於合資格參與者，前提是滿足所有歸屬條件且合資格人士在董事會批准股份獎勵後及於相關歸屬日期始終為合資格人士。

DIRECTORS' REPORT

董事會報告

Movement of the Award Shares under the Share Award Scheme for the year ended 31 December 2023 are as follows:

截至2023年12月31日止年度，股份獎勵計劃項下的獎勵股份變動如下：

Participants Categories	Participants	Grant Date	Vesting Date/ Condition	Number of Award Shares Outstanding as at 1/1/2023 於2023年1月1日尚未行使的獎勵股份數目	Grant 授出		Vested 歸屬 (Note 4) (附註4)		Number of Award Shares Outstanding as at 31/12/2023 於2023年12月31日尚未行使的獎勵股份數目
					During the Year	After Adjustment on 4/7/2023* 於2023年7月4日調整後*	During the Year	After Adjustment on 4/7/2023* 於2023年7月4日調整後*	
Directors 董事									
	Mr. Li Xiaogli 李向利先生	28/12/2022	13/4/2023 (Note 4) (附註4)	500,000	-	N/A 不適用	(500,000)	(550,000)	-
	Mr. Liu Yi 劉翊先生	28/12/2022	13/4/2023 (Note 4) (附註4)	500,000	-	N/A 不適用	(500,000)	(550,000)	-
	Mr. Yang Rongbing 楊榮兵先生	28/12/2022	13/4/2023 (Note 4) (附註4)	500,000	-	N/A 不適用	(500,000)	(550,000)	-
Employees 僱員									
	In aggregate 合計	28/12/2022	13/4/2023 (Note 4) (附註4)	1,202,392	-	N/A 不適用	(1,202,392)	(1,322,631)	-
Total 總計				2,702,392	-	N/A 不適用	(2,702,392)	(2,972,631)	-
The five highest paid individuals 五名最高薪酬人士									
Directors 董事	In aggregate 合計	28/12/2022	13/4/2023 (Note 4) (附註4)	1,000,000	-	N/A 不適用	(1,000,000)	(1,100,000)	-

* Adjusted number of Share Award as a result of the 2023 Bonus Issue.

* 因於2023年紅股發行而調整的股份獎勵數目。

Notes:

1. The Award Shares were and will be transferred to the relevant participants at no consideration upon satisfaction of the vesting conditions (if any).
2. The closing price of the Shares on 23 December 2022, being the business day immediately before the date on which the awards were granted, as quoted on the Stock Exchange was HK\$1.30.
3. The Award Shares were not subject to any vesting period.
4. The Award Shares granted on 28 December 2022 were subject to performance targets with reference to the profit attributable to the owners of the Company for the financial year ended 31 December 2022 based on its audited financial results. Thereafter, the Board subsequently approved the vesting of the Award Shares on 13 April 2023 upon satisfaction of the vesting conditions.
5. No awards were cancelled or lapsed during the Year.

Other details of the share awards under the Share Award Scheme, including the fair value and the accounting standard and policy adopted of awards granted, are set out in Notes 2 and 30 to the consolidated financial statements.

MANAGEMENT CONTRACTS

No contracts concerning the management or administration of the whole or any substantial part of the business of the Group was entered into or subsisted during the year.

ARRANGEMENTS FOR THE DIRECTORS TO PURCHASE SHARES OR DEBENTURES

Save as disclosed in the "Share Option Scheme" section and "Share Award Scheme" section in this directors' report and in Notes 29 and 30 to the consolidated financial statements, at no time during the financial year or at the end of the year was the Company or any of its subsidiaries, its holding company or the subsidiaries of its holding company a party to any arrangement to enable the Directors to acquire benefits by means of acquisition of shares in or debentures of the Company or any other body corporate.

附註：

1. 獎勵股份於歸屬條件(如有)達成後已經及將會無償轉讓予相關參與者。
2. 股份於2022年12月23日(即緊接授出獎勵日期前營業日)於聯交所所報收市價為港幣1.30元。
3. 獎勵股份不受任何歸屬期限制。
4. 於2022年12月28日授出的獎勵股份須視乎參考基於經審核財務業績截至2022年12月31日止財政年度本公司擁有人應佔溢利的績效目標。此後，董事會隨後於2023年4月13日批准在歸屬條件達成後歸屬獎勵股份。
5. 年內並無獎勵被註銷或失效。

股份獎勵計劃項下股份獎勵的其他詳情(包括公允價值及授出獎勵所採用的會計準則及政策)載於綜合財務報表附註2及30。

管理合同

年內，本公司並未就本集團全部或任何重大部分業務的管理及行政工作訂立或存續任何合同。

董事購買股份或債權證的安排

除本董事會報告「購股權計劃」及「股份獎勵計劃」章節以及綜合財務報表附註29及30所披露外，本公司、任何其附屬公司、其控股公司或其控股公司之附屬公司於財政年度任何時間或於年終時概無參與訂立任何安排，致使董事藉此購入本公司或其任何其他機構之股份或債券而獲益。

DIRECTORS' REPORT

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS IN SHARES AND UNDERLYING SHARES

To the knowledge of the Board, as at 31 December 2023, the interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (a) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or (b) which were required, under Section 352 of the SFO, to be entered in the register referred to in that section, or (c) which were required under the Model Code to be notified to the Company and the Stock Exchange, were as follows:

董事及最高行政人員於股份及相關股份中擁有的權益

就董事會所知，於2023年12月31日，董事或本公司最高行政人員於本公司或任何其相聯法團（定義見《證券及期貨條例》第XV部）的股份、相關股份及債權證中擁有(a)根據《證券及期貨條例》第XV部第7及第8分部須知會本公司及聯交所的權益或淡倉（包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益或淡倉）；或(b)根據《證券及期貨條例》第352條須登記於該條所指登記冊的權益或淡倉；或(c)根據《標準守則》須知會本公司及聯交所的權益或淡倉如下：

Name of Directors	Nature of interests	Number of Shares (including Award Shares) (Note 1)	Number of underlying shares/ share options	Total	Approximate percentage to the issued share capital of the Company (Note 9)
董事姓名	權益性質	股份數目 (包括獎勵股份) (附註1)	相關股份/ 購股權數目	總計	佔本公司 已發行股本的 概約百分比 (附註9)
Mr. Li Xiangli (Notes 2, 3 & 4) 李向利先生 (附註2、3及4)	Interests held jointly with another person 與其他人士共同持有的權益 Interests of a controlled corporation 受控法團權益 Interests of spouse 配偶權益 Beneficial owner 實益擁有人	316,039,874 (L)	11,495,000	327,534,874	60.47
Ms. ZHANG Aiyong (Notes 2, 4 & 5) 張愛英女士 (附註2、4及5)	Interests held jointly with another person 與其他人士共同持有的權益 Interests of a controlled corporation 受控法團權益 Interests of spouse 配偶權益 Beneficial owner 實益擁有人	316,039,874 (L)	11,495,000	327,534,874	60.47

DIRECTORS' REPORT

董事會報告

Name of Directors	Nature of interests	Number of Shares (including Award Shares) (Note 1)	Number of underlying shares/ share options	Total	Approximate percentage to the issued share capital the Company (Note 9) 佔本公司已發行股本的概約百分比 (附註9)
董事姓名	權益性質	股份數目 (包括獎勵股份) (附註1)	相關股份/ 購股權數目	總計	
Mr. LIU Yi (Notes 2 & 6) 劉翊先生 (附註2及6)	Interests held jointly with another person 與其他人士共同持有的權益 Interests of a controlled corporation 受控法團權益 Beneficial owner 實益擁有人	316,039,874 (L)	11,495,000	327,534,874	60.47%
Mr. YANG Rongbing 楊榮兵先生	Beneficial owner 實益擁有人	6,258,076 (L) (Note 7) (附註7)	6,897,000 (L) (Note 8) (附註8)	13,155,076	2.43%

Notes:

- (1) The letter "L" denotes the person's long position in the Shares and underlying shares.
- (2) The breakdown is as follows:

There was a duplication of interests of 311,709,174 Shares among Mr. LI Xiangli (196,945,030 Shares), Ms. ZHANG Aiying (65,849,894 Shares) and Mr. LIU Yi (48,914,250 Shares).

There was a duplication of interests of 4,330,700 Award Shares among Mr. LI Xiangli (2,582,800 Award Shares), Ms. ZHANG Aiying (532,400 Award Shares) and Mr. LIU Yi (1,215,500 Award Shares).

There was a duplication of interests of 11,495,000 Share Options among Mr. LI Xiangli (4,840,000 Share Options), Ms. ZHANG Aiying (3,025,000 Share Options) and Mr. LIU Yi (3,630,000 Share Options).

On 31 January 2016, Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. LIU Yi entered into an acting-in-concert deed to acknowledge and confirmed that they are parties acting in concert in respect of each of the members of the Group during and since the three years ended 31 December 2013, 2014 and 2015 and continue after the date of the deed. Pursuant to the deed, Ms. ZHANG Aiying and Mr. LIU Yi shall support Mr. LI Xiangli's decisions on material matters in relation to the operation and management of the Group by exercising their voting rights at the meetings of the Shareholders and boards of the members of the Group in accordance with the decision of Mr. LI Xiangli. For details, please refer to the section headed "Relationship with Controlling Shareholders — Our Controlling Shareholders Acting in Concert" in the Prospectus. By virtue of the SFO, Mr. LI Xiangli, Ms. ZHANG Aiying and Mr. LIU Yi are deemed to be interested in the Shares which are interested by each other.

附註：

- (1) 英文字母「L」指該人士於股份及相關股份中的好倉。
- (2) 明細如下：

李向利先生(196,945,030股)、張愛英女士(65,849,894股)及劉翊先生(48,914,250股)重複擁有311,709,174股股份權益。

李向利先生(2,582,800股獎勵股份)、張愛英女士(532,400股獎勵股份)及劉翊先生(1,215,500股獎勵股份)重複擁有4,330,700股獎勵股份權益。

李向利先生(4,840,000份購股權)、張愛英女士(3,025,000份購股權)及劉翊先生(3,630,000份購股權)重複擁有11,495,000份購股權權益。

於2016年1月31日，李向利先生、張愛英女士及劉翊先生簽訂一致行動契約，認可並確認就本集團各成員公司事宜而言其於截至2013年、2014年及2015年12月31日止三年度期間及自該三年度以來並於該等契約簽訂日期之後繼續為行動一致人士。根據契約，張愛英女士與劉翊先生應依據李向利先生所作決策於本集團成員公司股東及董事會會議上行使其表決權支持李向利先生有關本集團經營與管理的重大事宜所作決策。詳情請參閱招股章程「與控股股東的關係——一致行動的控股股東」一節。根據《證券及期貨條例》，李向利先生、張愛英女士及劉翊先生被視為於其各自擁有權益的股份中擁有權益。

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- (3) Leon Cornerstone Investment Holding Limited (“Leon Investment”) is beneficially and wholly-owned by Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli is deemed to be interested in the Shares held by Leon Investment.
- (4) Ms. ZHANG Aiying is the spouse of Mr. LI Xiangli. By virtue of the SFO, Mr. LI Xiangli and Ms. ZHANG Aiying are deemed to be interested in the Shares which are interested by each other.
- (5) Swan Stone Investment Holding Limited (“Swan Stone”) is beneficially and wholly-owned by Ms. ZHANG Aiying. By virtue of the SFO, Ms. ZHANG Aiying is deemed to be interested in the Shares held by Swan Stone.
- (6) Hawk Flying Investment Holding Limited (“Hawk Flying”) is beneficially and wholly-owned by Mr. LIU Yi. By virtue of the SFO, Mr. LIU Yi is deemed to be interested in the Shares held by Hawk Flying.
- (7) Included in total number of such Shares were 4,437,576 Shares and 1,820,500 Award Shares granted to Mr. YANG Rongbing pursuant to the Share Award Scheme.
- (8) Such Share Options consists of (a) 2,662,000 Share Options (remaining number after exercise of 1,331,000 Share Options on 5 July 2023), each entitles its holder to subscribe for one Share, granted to Mr. YANG Rongbing on 23 July 2018; (b) 4,235,000 Share Options, each entitles its holder to subscribe for one Share, granted to him on 15 July 2021.
- (9) The percentage interests were calculated based on the issued share capital of the Company of 541,631,000 Shares on 31 December 2023.
- (3) Leon Cornerstone Investment Holding Limited (「Leon Investment」) 由李向利先生實益及全資擁有。根據《證券及期貨條例》，李向利先生被視為於 Leon Investment 所持有的股份中擁有權益。
- (4) 張愛英女士為李向利先生的配偶。根據《證券及期貨條例》，李向利先生及張愛英女士被視為於各自擁有權益的股份中擁有權益。
- (5) Swan Stone Investment Holding Limited (「Swan Stone」) 由張愛英女士實益及全資擁有。根據《證券及期貨條例》，張愛英女士被視為於 Swan Stone 所持有的股份中擁有權益。
- (6) Hawk Flying Investment Holding Limited (「Hawk Flying」) 由劉翊先生實益及全資擁有。根據《證券及期貨條例》，劉翊先生被視為於 Hawk Flying 所持有的股份中擁有權益。
- (7) 該等股份總數包括 4,437,576 股股份，以及根據股份獎勵計劃授予楊榮兵先生的 1,820,500 股獎勵股份。
- (8) 該等購股權包括 (a) 於 2018 年 7 月 23 日授予楊榮兵先生的 2,662,000 份購股權 (於 2023 年 7 月 5 日行使 1,331,000 份購股權後剩餘數目)，各自賦予其持有人認購一股股份之權利；及 (b) 於 2021 年 7 月 15 日向其授予的 4,235,000 份購股權 (各自賦予其持有人認購一股股份之權利)。
- (9) 權益百分比是按照於 2023 年 12 月 31 日本公司已發行股本 541,631,000 股股份計算。

Save as disclosed above and to the best knowledge of the Directors, as at 31 December 2023, there were no interests and short positions of the Directors and chief executive of the Company in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or were required, under Section 352 of the SFO, to be entered in the register referred to in that section, or were required under the Model Code to be notified to the Company and the Stock Exchange.

除上文所披露者外及就董事所深知，於 2023 年 12 月 31 日，概無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》第 XV 部) 的股份、相關股份或債權證中擁有根據《證券及期貨條例》第 XV 部第 7 及第 8 分部須知會本公司及聯交所的權益及淡倉 (包括根據《證券及期貨條例》有關條文被當作或視為擁有的權益或淡倉)，或根據《證券及期貨條例》第 352 條須登記於該條所指登記冊的權益及淡倉，或根據《標準守則》須知會本公司及聯交所的權益及淡倉。

SUBSTANTIAL SHAREHOLDERS' INTERESTS IN THE SHARES

So far as the Directors are aware, as of 31 December 2023, the following corporations/persons (other than Directors and chief executive of the Company) had interests of 5% or more in the issued Shares or underlying shares which would fall to be disclosed to the Company and the Stock Exchange 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 (the "Register"):

主要股東於股份中擁有的權益

就董事所知，截至2023年12月31日，下列公司／人士（董事及本公司最高行政人員除外）於已發行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分部的條文須向本公司及聯交所披露，或本公司根據《證券及期貨條例》第336條須予存置的登記冊（「登記冊」）所記錄的5%或以上權益：

Name of Shareholders	Nature of interests	Number of Shares	Approximate percentage to the issued share capital of the Company 佔本公司已發行股本的概約百分比
股東姓名／名稱	權益性質	股份數目 (Note 1) (附註1)	(Note 10) (附註10)
Ms. WEI Yajuan (Note 2) 魏雅娟女士(附註2)	Interests of spouse 配偶權益	327,534,874 (L) (Note 11) (附註11)	60.47%
Leon Investment (Note 3) Leon Investment (附註3)	Beneficial owner 實益擁有人	196,945,030 (L) (Note 11) (附註11)	36.36%
Swan Stone (Note 4) Swan Stone (附註4)	Beneficial owner 實益擁有人	65,849,894 (L) (Note 11) (附註11)	12.16%
Hawk Flying (Note 5) Hawk Flying (附註5)	Beneficial owner 實益擁有人	48,914,250 (L) (Note 11) (附註11)	9.03%

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Name of Shareholders	Nature of interests	Number of Shares	Approximate percentage to the issued share capital of the Company
股東姓名／名稱	權益性質	股份數目	佔本公司已發行股本的概約百分比
		(Note 1) (附註1)	(Note 10) (附註10)
China Certification & Inspection Group Co., Ltd. ("CCIC") (Notes 6 & 7) 中國檢驗認證(集團)有限公司 (「中國檢驗認證集團」)(附註6及7)	Interests of a controlled corporation 受控法團權益	60,333,020 (L)*	11.14%
China Inspection Company Limited ("CIC") (Notes 6 & 7) 中國檢驗有限公司(「中檢公司」)(附註6及7)	Interests of a controlled corporation 受控法團權益	60,333,020 (L)*	11.14%
China Dragon Inspection & Certification (H.K.) Limited ("China Dragon") (Notes 6 & 7) 中龍檢驗認證(香港)有限公司(「中龍」) (附註6及7)	Beneficial owner 實益擁有人	60,333,020 (L)*	11.14%
Asian Equity Special Opportunities Portfolio Master Fund Limited ("Asian Equity") (Notes 8 & 9)	Beneficial owner 實益擁有人	38,919,717 (L) (Note 11) (附註11)	7.19%
Asian Equity Special Opportunities Portfolio Master Fund Limited (「Asian Equity」) (附註8及9)			
RAYS Capital Partners Limited (「RAYS Capital」) (Notes 8 & 9) 睿思資本有限公司(「睿思資本」) (附註8及9)	Investment Manager 投資經理	38,919,717 (L) (Note 11) (附註11)	7.19%
RUAN David Ching Chi ("Mr. David RUAN") (Notes 8 & 9)	Interest of a controlled corporation	38,919,717 (L) (Note 11)	7.19%
RUAN David Ching Chi (「David RUAN 先生」)(附註8及9)	受控法團權益	(附註11)	

Notes:

- (1) The letter "L" denotes the person's long position in the Shares.
- (2) Ms. WEI Yajuan is the spouse of Mr. LIU Yi. By virtue of the SFO, Ms. WEI Yajuan is deemed to be interested in the Shares which are interested by Mr. LIU Yi.

The breakdown is as follows:

There was a duplication of interests of 311,709,174 Shares among Mr. Li Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi, Ms. WEI Yajuan, Leon Investment, Swan Stone and Hawk Flying. Of these Shares, Mr. Li Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi and Ms. WEI Yajuan were deemed interested in the 196,945,030 Shares (held by Leon Investment), 65,849,894 Shares (held by Swan Stone) and 48,914,250 Shares (held by Hawk Flying), respectively.

There was a duplication of interests of 4,330,700 Award Shares among Mr. Li Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi and Ms. WEI Yajuan. Of these Award Shares, Mr. Li Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi and Ms. WEI Yajuan were deemed interested in the 2,582,800 Award Shares (held by Mr. Li Xiangli), 532,400 Award Shares (held by Ms. ZHANG Aiying) and 1,215,500 Award Shares (held by LIU Yi) respectively.

There was a duplication of interests of 11,495,000 Shares Options among Mr. Li Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi and Ms. WEI Yajuan. Of these Shares Options, Mr. Li Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi and Ms. WEI Yajuan were deemed interested in the 4,840,000 Shares Options (held by Mr. Li Xiangli), 3,025,000 Shares Options (held by Ms. ZHANG Aiying) and 3,630,000 Shares Options (held by Mr. LIU Yi) respectively.

- (3) Leon Investment is beneficially and wholly-owned by Mr. Li Xiangli. By virtue of the SFO, Mr. Li Xiangli is deemed to be interested in the Shares held by Leon Investment.
- (4) Swan Stone is beneficially and wholly-owned by Ms. ZHANG Aiying. By virtue of the SFO, Ms. ZHANG Aiying is deemed to be interested in the Shares held by Swan Stone.
- (5) Hawk Flying is beneficially and wholly-owned by Mr. LIU Yi. By virtue of the SFO, Mr. LIU Yi is deemed to be interested in the Shares held by Hawk Flying.
- (6) China Dragon is a 100% owned subsidiary of CIC, which is a 100% owned subsidiary of CCIC. By virtue of the SFO, CIC and CCIC are deemed to be interested in the Shares held by China Dragon.
- (7) There was a duplication of interests of 60,333,020 Shares among China Dragon, CIC and CCIC.
- (8) Asian Equity is a 100% owned subsidiary of RAYS Capital, which is 45.60% owned by Mr. David RUAN. By virtue of the SFO, RAYS Capital and Mr. David RUAN are deemed to be interested in the Shares held by Asian Equity.
- (9) There was a duplication of interest of 38,919,717 Shares among Asian Equity, RAYS Capital and Mr. David RUAN.
- (10) The percentage interests were calculated based on the issued share capital of the Company of 541,631,000 Shares as at 31 December 2023.
- (11) The Shares interests are pursuant to the notification forms received by the Company and recorded in the Register.
- * The number of shares of the Company held by China Dragon as at 31 December 2023 has been agreed with China Dragon and record received by the Company.

附註：

- (1) 英文字母「L」指該人士於股份中的好倉。
- (2) 魏雅娟女士是劉翊先生的配偶。根據《證券及期貨條例》，魏雅娟女士被視為於劉翊先生擁有權益的股份中擁有權益。

明細如下：

李向利先生、張愛英女士、劉翊先生、魏雅娟女士、Leon Investment、Swan Stone及Hawk Flying重複擁有311,709,174股股份的權益。於該等股份中，李向利先生、張愛英女士、劉翊先生及魏雅娟女士被視為分別於196,945,030股股份（由Leon Investment持有）、65,849,894股股份（由Swan Stone持有）及48,914,250股股份（由Hawk Flying持有）中擁有權益。

李向利先生、張愛英女士、劉翊先生及魏雅娟女士重複擁有4,330,700股獎勵股份的權益。於該等獎勵股份中，李向利先生、張愛英女士、劉翊先生及魏雅娟女士被視為分別於2,582,800股獎勵股份（由李向利先生持有）、532,400股獎勵股份（由張愛英女士持有）及1,215,500股獎勵股份（由劉翊先生持有）中擁有權益。

李向利先生、張愛英女士、劉翊先生及魏雅娟女士重複擁有11,495,000份購股權的權益。於該等購股權中，李向利先生、張愛英女士、劉翊先生及魏雅娟女士被視為分別於4,840,000份購股權（由李向利先生持有）、3,025,000份購股權（由張愛英女士持有）及3,630,000份購股權（由劉翊先生持有）中擁有權益。

- (3) Leon Investment由李向利先生實益及全資擁有。根據《證券及期貨條例》，李向利先生被視為於Leon Investment所持有的股份中擁有權益。
- (4) Swan Stone由張愛英女士實益及全資擁有。根據《證券及期貨條例》，張愛英女士被視為於Swan Stone所持有的股份中擁有權益。
- (5) Hawk Flying由劉翊先生實益及全資擁有。根據《證券及期貨條例》，劉翊先生被視為於Hawk Flying所持有的股份中擁有權益。
- (6) 中龍為中檢公司（為中國檢驗認證集團擁有100%權益的附屬公司）擁有100%權益的附屬公司。根據《證券及期貨條例》，中檢公司及中國檢驗認證集團被視為於中龍所持有的股份中擁有權益。
- (7) 中龍、中檢公司及中國檢驗認證集團重複擁有60,333,020股股份的權益。
- (8) Asian Equity為睿思資本的全資附屬公司，而睿思資本由David RUAN先生擁有45.60%權益。根據《證券及期貨條例》，睿思資本及David RUAN先生被視為於Asian Equity持有的股份中擁有權益。
- (9) Asian Equity、睿思資本及David RUAN先生重複擁有38,919,717股股份權益。
- (10) 百分比是按照於2023年12月31日本公司已發行股本541,631,000股股份計算。
- (11) 股份權益乃根據本公司所收到的通知表格並於登記冊記錄。
- * 於2023年12月31日中龍持有的本公司股份數目已經中龍同意及與本公司收到的紀錄相符。

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Save as disclosed above and to the best knowledge of the Directors, as at 31 December 2023, no other persons (other than the Directors or the chief executive of the Company) owned interests or short positions in the Shares or underlying shares as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO or interests or short positions required to be disclosed to the Company and the Stock Exchange pursuant to Divisions 2 and 3 of Part XV of the SFO.

PUBLIC FLOAT

Based on the information publicly available to the Company and as far as the Directors are aware, as at the latest practicable date prior to the issue of this annual report, at least 25% of the total number of issued Shares of the Company is held by the public pursuant to the Listing Rules.

PRE-EMPTIVE RIGHTS

There are no provisions of pre-emptive rights under the Company's Articles, or the laws of the Cayman Islands (being the jurisdiction in which the Company was incorporated), which would oblige the Company to offer new shares on a pro-rata basis to its existing shareholders.

TAX RELIEF

The Directors are not aware of any tax relief available to the Shareholders by reason of their holding of the Shares.

MAJOR CUSTOMERS AND SUPPLIERS

The customer base of the Company mainly consists of global giants and industry leaders, covering a wider range of industries which include energy and cleaning energy, commodity, environmental protection and carbon neutrality services etc. Our suppliers mainly include equipment suppliers and landlords.

In the year under review, the Group's five largest customers combined accounted for less than 33% respectively of the Group's total revenue.

In the year under review, the Group's five largest suppliers combined accounted for less than 20% respectively of the Group's total cost of sales.

None of the Directors, their close associates or Shareholders (which to the knowledge of directors own more than 5% of the total number of issued Shares) had any interest in the five largest customers or five largest suppliers of the Group during the year.

除上文所披露者外及就董事所深知，於2023年12月31日，概無其他人士（董事或本公司最高行政人員除外）於股份或相關股份中擁有記入本公司根據《證券及期貨條例》第336條須予存置登記冊的權益或淡倉或根據《證券及期貨條例》第XV部第2及第3分部須向本公司及聯交所披露的權益或淡倉。

公眾持股量

根據本公司可獲得的公開資料及就董事所知，於本年報刊發前的最後實際可行日期，本公司已發行股份總數中至少25%已根據《上市規則》由公眾持有。

優先購股權

本公司章程細則或開曼群島（本公司註冊成立的司法管轄區）法律並無有關優先購股權的條文，規定本公司須按比例向現有股東發售新股份。

稅務減免

董事並不知悉股東因持有股份而有任何稅務減免。

主要客戶及供應商

本公司客戶群主要集中於全球巨頭企業及細分行業龍頭企業，覆蓋能源大宗、清潔能源、節能環保及雙碳等服務領域。我們的主要供應商包括設備公司及業主。

於回顧年內，本集團首五大客戶合計分別佔本集團總收入少於33%。

於回顧年內，本集團首五大供應商合計分別佔本集團銷售成本總額少於20%。

於年內概無任何董事、彼等的緊密聯繫人或任何股東（據董事所知擁有5%以上的已發行股份數目者）於本集團五大客戶或五大供應商中佔有任何權益。

PRINCIPAL RISKS AND UNCERTAINTIES

Other than the financial risk management objectives and policies as disclosed in Note 41 to the consolidated financial statements, some significant risks and uncertainties affecting the Group are outlined below. They are not exhaustive and there may be other additional risks and uncertainties which are now unknown or immaterial to the Group but could become material in future.

Our business and operations involve certain risks and uncertainties, many of which are beyond our control. Management oversees the risks and mitigate them by implementing robust business processes. These risks can be broadly categorized as (1) business and industry risk; (2) economic and political risk; (3) financial risk; (4) people risk; and (5) operational risk.

BUSINESS AND INDUSTRY RISK

The Group depends on a limited number of customers for a substantial portion of our revenue and may not be able to successfully maintain our business relationship with these customers. Our expansion plans or future acquisitions may entail certain risks and challenges.

ECONOMIC AND POLITICAL RISK

The economic, political and social conditions of regions we operate in could affect our business, financial condition and results of operations. Any slowdown in the global economy may affect the demand for energy and commodities and result in a material adverse effect on our business, results of operations and financial condition.

FINANCIAL RISK

The Group is exposed to discontinued or reduced preferential tax treatments, interest rate, foreign currency in the normal course of business.

OPERATIONAL RISK

The Group's operations may be interrupted by the occurrence of unexpected events like natural disasters, strikes, epidemics and occupational hazards that may or may not be under the Group's control.

主要風險及不確定性

除綜合財務報表附註41所披露的財務風險管理目標及政策外，影響本集團的若干重大風險及不確定性概述如下。彼等並非鉅細無遺，且可能存在現在未知或對本集團不重大但於日後可變得重大的其他額外風險及不確定性。

我們的業務及經營涉及若干風險及不確定性，其中許多風險我們不能控制。管理層實施穩健的業務流程以監察及降低風險。該等風險可大體分類為：(1) 業務及行業風險；(2) 經濟及政治風險；(3) 財務風險；(4) 人員風險；及(5) 營運風險。

業務及行業風險

本集團依賴佔我們絕大部分收入的客戶的數量有限，且不一定能與該等客戶維持良好關係。我們的擴張計劃或日後收購可能受到若干風險及挑戰。

經濟及政策風險

我們經營地區的經濟、政策及社會狀況可能影響我們的業務、財務狀況及經營業績。全球經濟的下行可能影響能源和大宗商品的需求，從而對我們的業務、經營業績及財務狀況產生重大不利影響。

財務風險

本集團於一般業務過程中面臨優惠稅項的終止或減少、利率及外幣風險。

營運風險

本集團的營運可能因出現自然災害、示威、流行病以及可能受或不受本集團控制的職業危險等的意外事件而受到干擾。

DIRECTORS' REPORT

董事會報告

RELATIONSHIP WITH CUSTOMERS AND SUPPLIERS

Our business relationship with our customers has proven to be lasting. We believe that impartial and high-quality testing and inspection are critically important for our customers. To better serve the business needs from our customers, we are dedicated to delivering reliable testing and inspection services supported by quality control and operational measures consistent with statutory and industrial standards, which are strictly followed by our employees. In the meantime, we have an experienced sales and marketing team in each of our service centers to better understand and serve the needs of our customers.

We generally maintain a list of approved suppliers. We review this list on an annual basis and consider whether any supplier should be removed or added. In selecting a new supplier, we generally consider whether the supplier candidate has passed the relevant quality authentication, obtained the relevant production permit, and/or received favorable recommendations. We typically maintain at least two suppliers for each type of our major equipment, instruments or required services to minimize potential disruption of our operation, maintain sourcing stability and secure competitive prices from suppliers.

EMPLOYEES

As of 31 December 2023, the Group had 3,016 (2022: 2,528) employees in total. The Group's employee compensation includes base salary, bonuses and cash subsidies. Other agreed employee benefits includes pension scheme, medical insurance, on-job training, education subsidy and other social security and paid leaves stipulated under the relevant jurisdiction of places of operation. The Company maintained good relationship with its employees.

Furthermore, the Company has adopted the share option scheme as well as the share award scheme as the incentives to Directors and eligible employees.

As regards to the remuneration policy of the employees of the Group, in general, the Group determines employee compensation based on each employee's performance, qualifications, position and seniority. The emoluments of the Directors are recommended and decided by the remuneration committee and the Board respectively, having regard to the Company's operating results, individual performance and comparable market statistics.

Details of the Group's remuneration policy are set out in the Corporate Governance Report on page 42.

與客戶及供應商的關係

我們與客戶的業務關係持久，我們認為，公正、高品質的檢測及檢驗對我們的客戶而言至關重要。為更好地滿足客戶的業務需求，我們實行符合法定及行業標準的質量控制和經營措施，要求僱員嚴格遵守該等措施，致力於提供值得信賴的檢測及檢驗服務。與此同時，我們於每個服務中心擁有經驗豐富的銷售及市場推廣隊伍，以更好地理解及服務客戶需求。

我們通常存置一份核准供應商名單。我們按年審核該名單，並考慮是否應刪除或添加任何供應商。在選擇新供應商時，我們通常會考慮該候選供應商是否已通過相關質量認證、是否已獲取相關生產許可證及／或是否收到良好推薦。通常，每一種主要設備、儀器或所需服務均有至少兩家供應商，以盡量減低我們的運營中斷風險，保持貨源穩定，確保從供應商處獲得具有競爭力的價格。

僱員

截至2023年12月31日，本集團共有3,016名（2022年：2,528名）僱員。本集團的僱員薪酬包括基本薪金、獎金及現金補貼。其他按約定員工福利包括退休金計劃、醫療保險、在職培訓、教育資助以及營運所在地相關司法管轄區所規定的其他社保及有薪假。本公司與僱員保持良好關係。

此外，本公司採納購股權計劃及股份獎勵計劃作為對董事及合資格僱員的獎勵。

本集團僱員的薪酬政策在通常情況下是根據每名僱員的績效、資格、職位和資歷決定僱員薪酬。董事薪酬經考慮本公司經營業績、個別表現及可比較之市場數據後，分別由薪酬委員會提供推薦意見並由董事會決定。

本集團薪酬政策之詳情載於第42頁之企業管治報告。

CONNECTED TRANSACTIONS

During the year, the Group entered into connected transaction or continuing connected transaction which were exempted from disclosure requirements under the Listing Rules. Details are disclosed in Note 38 to the consolidated financial statements.

No contract of significance in relation to the Group's business to which the Group was a party and in which a Director had a material interest, whether directly or indirectly, subsisted during the year ended 31 December 2023.

RELATED PARTY TRANSACTIONS

The related party transactions entered into by the Group during the year ended 31 December 2023 are set out in Note 38 to the consolidated financial statements, of which certain of transactions also constitute connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules but were exempted from disclosure requirements under the Listing Rules. Details are disclosed in Note 38 to the consolidated financial statements.

COMPLIANCE WITH LAWS AND REGULATIONS

We uphold high standards and meet relevant requirements under applicable laws or ordinances when conducting our business.

For the year, the Company was in compliance with the relevant laws and regulations that have significant impact on the Company in all material respects.

SIGNIFICANT SUBSEQUENT EVENTS AFTER THE YEAR

The Group had no significant events after the reporting year up to the date of this annual report.

關連交易

年內，本集團訂立獲豁免根據《上市規則》的規定須予以披露的關連交易或持續關連交易。詳情披露於綜合財務報表附註38。

截至2023年12月31日止年度期間，本集團並無訂立任何與本集團業務有關且董事在其中直接或間接擁有重大權益的重要合約。

關聯方交易

本集團於截至2023年12月31日止年度訂立的關聯方交易載於綜合財務報表附註38；其中，若干交易亦構成《上市規則》第14A章項下的但獲豁免根據《上市規則》的規定須予以披露的關連交易或持續關連交易。詳情披露於綜合財務報表附註38。

遵守法律法規

我們於開展業務時堅持高標準，並符合適用法律或條例的相關規定。

年內，本公司遵守在所有重大方面對本公司有重大影響的相關法律法規。

年後重大其後事項

於報告年度後直至本年報日期，本集團並無重大事項。

DIRECTORS' REPORT

董事會報告

AUDIT COMMITTEE

The Company has established the audit committee (the "Audit Committee") of the Board in compliance with Rules 3.21 and 3.22 of the Listing Rules. The Audit Committee now comprises three members, namely Mr. LIU Hoi Keung (chairman of the committee), Mr. WANG Zichen and Mr. ZHAO Hong, all being the independent non-executive Directors.

The Audit Committee has discussed with the management of the Group and reviewed this annual report and the financial results of the Group for the year. It also discussed with the management of the Group and reviewed the financial controls, risk management and internal control system of the Company.

The consolidated financial statements of the Group which are prepared in accordance with International Financial Reporting Standards for the year have been audited by Ernst & Young ("EY"), the auditor of the Company.

AUDITOR

The Board announced on 30 August 2022 that Deloitte Touche Tohmatsu has resigned as the auditor of the Company with effect from 30 August 2022, and at the recommendation of the Audit Committee, it has resolved to appoint EY as the new auditor of the Company to fill the casual vacancy following the resignation of Deloitte Touche Tohmatsu and was re-appointed at the 2023 AGM.

The consolidated financial statements for the year ended 31 December 2023 have been audited by EY, who will retire and being eligible, offer themselves for re-appointment at the 2024 AGM. Save as disclosed above, there have been no other changes of independent auditor for the preceding three years.

THE PUBLICATION OF THE ANNUAL REPORT

This annual report, in both English and Chinese versions, is available on the Company's website at www.hk1586.com and the website of the Stock Exchange at www.hkexnews.hk.

On behalf of the Board

Mr. Yang Rongbing
Executive Director

PRC, 25 March 2024

審核委員會

本公司已遵照《上市規則》第3.21及3.22條的規定設立董事會審核委員會（「審核委員會」）。審核委員會現由三名成員組成，即廖開強先生（委員會主席）、王梓臣先生及趙虹先生，彼等均為獨立非執行董事。

審核委員會已與本集團管理層討論及審閱了本年報和本年度內本集團之財務業績。其亦與本集團管理層討論及審閱了本公司財務控制、風險管理及內部控制體系。

本公司核數師安永會計師事務所（「安永」）已審核根據《國際財務報告準則》編製的本集團年度綜合財務報表。

核數師

董事會於2022年8月30日公佈，德勤•關黃陳方會計師行已辭任本公司核數師，自2022年8月30日起生效，並根據審核委員會的推薦建議，議決委聘安永為本公司新任核數師，以填補德勤•關黃陳方會計師行辭任後的臨時空缺，並已於2023年股東週年大會獲得續聘。

截至2023年12月31日止年度的綜合財務報表已由安永所審核，其將退任並符合資格於2024年股東週年大會膺選續聘。除上文所披露者外，於過往三個年度的獨立核數師並無其他變動。

刊發年報

本年報中英文版本均可於本公司網站 www.hk1586.com 及聯交所網站 www.hkexnews.hk 瀏覽。

代表董事會

執行董事
楊榮兵先生

中國，2024年3月25日

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

ABOUT THE REPORT

China Leon Inspection Holding Limited (“China Leon”, “our Group”, “the Group” and “We”) annually compiles the environmental, social and governance (ESG) report (the “Report”) to showcase the Group’s achievements in environmental conservation, social responsibility, and governance. The report elaborates on our specific initiatives, progress tracking, and achievements in the realm of sustainable development, including specific areas of the environment, employees, products and services, supply chains and communities and so on. For corporate governance information, please refer to the Corporate Governance Report contained in the Annual Report for details.

Reporting Scope

The reporting period is from 1 January 2023 to 31 December 2023 (“the Reporting Period”). The scope of the Report covers the principal business operations of the Group, including (1) testing services; (2) surveying services; (3) witnessing and ancillary services; (4) technical and consulting services. All information disclosed in the Report is derived from the Group’s official documents, internal data, statistical reports and stakeholder surveys. Unless otherwise specified, the amounts shown in the Report are presented in Hong Kong dollars (HK\$).

Reporting Guide

The Report is prepared in accordance with the Environmental, Social and Governance Reporting Guide under Appendix C2 to the Main Board Listing Rules of the Stock Exchange of Hong Kong Limited (“HKEX”). The Group has considered the applicable reporting principles and the results of materiality assessment to determine the scope of disclosures in the Report. Details of the reporting principles applied and the materiality assessment are elaborated in the section Reporting Principles and Section 1.3 Materiality Assessment below, respectively. Furthermore, we consistently adhere to the “comply or explain” provision, ensuring full transparency in our ESG practices.

關於本報告

中國力鴻檢驗控股有限公司(以下簡稱「中國力鴻」、「本集團」、「集團」和「我們」)每年編制環境、社會及管治報告，旨在展示集團在環境保護、社會責任及治理(「ESG」)方面的績效。報告深入闡述了我們在可持續發展領域的具體實踐、目標追蹤與取得的成效，包括環境、員工、產品與服務、供應鏈及社區等方面。有關企業管治資訊，詳見年度報告中所載的企業管治報告。

報告範圍

本報告的時間範圍為2023年1月1日至2023年12月31日(以下簡稱「報告期」)。報告的範圍涵蓋集團的主要業務，包括在大中華及海外地區進行的(1)檢測服務；(2)勘測服務；(3)見證和輔助服務；(4)技術和諮詢服務等。本報告中的所有披露資訊均來源於集團的正式檔、內部資料、統計報告及利益相關者調查。若非特殊說明，本報告中所示金額均以港幣(HK\$)列示。

報告指引

本報告依據香港聯合交易所有限公司(「聯交所」)的《主板上市規則》附錄C2《環境、社會及管治報告指引》編寫。本集團已考慮適用的彙報原則及重要性評估的結果來釐定本報告的披露範圍。有關所應用的彙報原則及重要性評估的詳情分別於下文的「報告原則」及第1.3節「重要性評估」中闡述。此外，我們始終遵守「不遵守就解釋」條文，確保我們的ESG實踐中的全面透明度。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Reporting Principles

報告原則

Materiality	During the Reporting Period, the Group conducted an assessment on material issues to identify and prioritize significant ESG issues related to the Group's business operations. For details, please refer to Section 1.3 Materiality Assessment.
重要性	在報告期內，本集團進行了重要性議題評估，用以識別並優先考慮集團業務所涉重要的環境、社會及管治議題。詳情請參見第1.3節「重要性評估」。
Quantitative	We follow the Environmental, Social and Governance Reporting Guide issued by HKEX and relevant preparation principles, use quantitative methods to measure and disclose applicable key performance indicators, and describe the reporting scope. Please refer to the relevant sections of the Report for the calculation methods and reference standards of quantitative data.
量化	我們遵循聯交所刊發的「環境、社會及管治報告指引」以及相關編制準則，使用量化方法衡量和披露適用的關鍵績效指標，並就覆蓋範圍進行了說明。有關量化資料計算方法及引用標準詳見本報告相關章節。
Balance	This report provides an unbiased disclosure on sustainability performance and avoided selections, omissions or presentation formats that may inappropriately the decision-making or judgment of report readers.
平衡	本報告對可持續性表現進行了公正的披露，避免了可能對報告讀者的決策或判斷產生不適當影響的選擇、遺漏或陳述格式。
Consistency	2023 ESG report was prepared with the same method used in previous years that enable meaningful comparison of ESG data.
一致性	2023 ESG報告採用與往年相同的方法編制，使報告中環境、社會及管治資料可進行有意義的比較。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Access to the Report and Feedback

The Report is made available online unless specific requests are received for the Report in printed form. Please access the Group's official website (<http://www.leontest.com>) or the website of HKEX (<http://www.hkexnews.hk>) for an electronic copy. The Report is available in both Chinese and English versions. The English version shall prevail in case of any discrepancy between the two versions. We highly value stakeholders' opinions on this report to further improve our ESG performance. You are most welcome to provide your views and suggestions via our website (<http://www.leontest.com>).

BOARD STATEMENT

In 2023, we mark the 15th anniversary of the establishment of China Leon Inspection Holding Limited. Over the past fifteen years, through the diligent efforts of all Leon employees, and with the support and assistance of our leaders and friends, Leon has transformed from a domestic coal business to a diverse international presence in oil, petrochemicals, bulk commodities, and new energy sectors. From relatively primitive and simple middle and back-office management, we have comprehensively upgraded to aim for standardization, informatization, and intelligentisation. Fifteen years of strategic leadership and continuous progress have laid the foundation for Leon's brilliance today.

This year, Leon has developed the "3+X" development strategy, intensifying the construction of product lines for coal, oil products, and other bulk commodities (the three pillars) while accelerating the investment and development of new energy, low-carbon, and other ESG-oriented derivative businesses (X businesses). This not only demonstrates Leon's commitment to strengthening its core businesses but also its active exploration and expansion into new business areas, aiming to achieve long-term sustainable development for the enterprise and to make a positive impact on society with a strategic vision.

報告獲取與回饋

本報告可於網上查閱，除非收到有關獲取報告印刷本的特定要求。請流覽本集團官方網站(<http://www.leontest.com>)或聯交所網站(<http://www.hkexnews.hk>)以獲取電子版本。本報告提供中文及英文版本，倘兩個版本之間有任何歧異，概以英文版本為準。我們高度重視相關方對本報告的意見以進一步提升我們的ESG表現，歡迎到訪網站(<http://www.leontest.com>)提供意見及建議。

董事會聲明

2023年，我們迎來了力鴻檢驗集團有限公司創立的十五周年華誕。十五年來，在全體力鴻人的奮力拼搏下、在領導和朋友們的支持幫助下，力鴻實現了從國內單一煤炭業務，到海內外輻射石油化工、大宗和新能源等領域；從較原始、簡單的中後臺管理到以標準化、資訊化和數智化為目標的全面轉型升級。十五載領導者的戰略引領，十五年力鴻人的不斷進取、攀登，奠定了力鴻今天的輝煌。

今年，力鴻制定了「3+X」發展戰略，旨在加大煤炭、油品和其他大宗業務（三大支柱業務）產品線建設，加快新能源、雙碳和其他ESG方向衍生業務（X業務）的投入與開發力度。這不僅展示了力鴻在加強核心業務同時，也在積極探索和拓展新業務領域，以實現企業的長期可持續發展和為社會帶來積極影響的戰略視野。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

The Group always places the “ESG development strategy” at the core of the “3+X” strategy, realizing the ESG development strategy through three main execution dimensions: (1) ESG-Friendly; (2) ESG+; and (3) ESG-Focused. We practice corporate social responsibility, contributing to the green and low-carbon transformation of industries and the early realization of carbon neutrality goals in society. ESG considerations are integrated into every aspect of our decision-making and daily operations, as we are committed to actively promoting a greener, healthier, more environmentally friendly, and sustainable direction for society to ensure the long-term sustainable success of our business.

Recently, the 28th United Nations Climate Change Conference (COP28) concluded in Dubai. This milestone event continued to emphasize the crucial importance of global cooperation and commitment in addressing the challenges posed by climate change, consistent with our continuous efforts to prioritize sustainable development and environmental management in our operations and corporate strategy. The Group has been involved in climate change and sustainable development businesses, published the first national “Global Voluntary Carbon Market Report,” participated in the formulation of several national low-carbon standards, and became a leading domestic provider of comprehensive methane solutions. Furthermore, the Group has expanded comprehensive services in the environmental field, Leak Detection and Repair (LDAR) services, and services related to new energy, establishing a competitive low-carbon industrial development path to push towards the goal of achieving global and self-sustained development.

In the future, we will steadfastly adhere to the “Leon Charter”, continuously deepen our practices in environmental protection, social responsibility, and corporate governance. We aim to raise the overall level of the industry through Leon’s efforts, enhance the pride of China with Leon’s achievements, and bring honour and happiness to Leon’s employees, investors, business partners, the community, and the public.

集團始終將「ESG發展策略」作為「3+X」戰略的核心發展方向，通過(1) ESG-Friendly；(2) ESG+；及(3) ESG-Focused三個主要執行維度，來實現ESG發展策略，踐行企業社會責任，為產業的綠色低碳轉型及社會早日實現碳中和目標貢獻力量。我們將ESG考慮納入公司決策和日常運營的每個方面，致力於積極推動社會向更綠色、健康、環保、可持續方向發展，來確保我們業務的長期可持續性成功。

近期，第28屆聯合國氣候變化大會(COP28)在迪拜閉幕。這一里程碑式的活動繼續強調了全球合作和承諾在應對氣候變化帶來的挑戰方面是至關重要的，這與我們在運營和公司戰略中優先考慮可持續發展和環境管理的持續努力相一致。集團佈局氣候變化與可持續發展業務，發佈全國首份《全球自願碳市場報告》，參與制定多項國家雙碳標準，成為國內領先的甲烷綜合方案提供商。同時，集團擴展環境領域綜合服務、LDAR洩漏檢測服務以及新能源相關服務，建立起具有競爭力的低碳產業發展路徑，以推動實現全球與自身的可持續發展為目標。

未來，我們將堅定不移地遵循《力鴻憲章》，不斷深化我們在環境保護、社會責任和企業治理方面的實踐。旨在通過力鴻的努力提升行業整體水準，以力鴻的成就增強中國的自豪感，同時為力鴻的員工、投資者、商業夥伴、社區以及公眾帶來榮譽與幸福。

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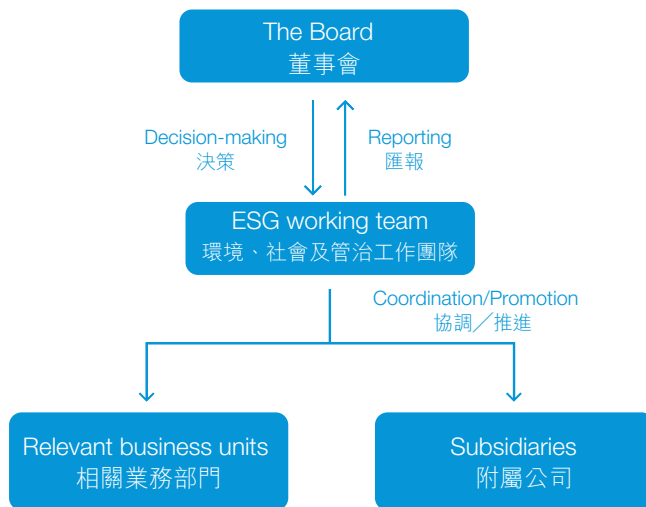
環境、社會及管治報告

1 SUSTAINABILITY MANAGEMENT

Our Board of Directors (“the Board”) has continuously focused on ESG efforts, leading the Group in fulfilling its social responsibilities. Over the past 8 years, China Leon has disclosed ESG information annually. The Board oversees the overall planning and monitoring of ESG-related matters through a sustainable development management system, regularly reviewing and evaluating the implementation and achievement of ESG issues. This ensures that the Group’s business activities are aligned with sustainable development goals and best practice standards.

1.1 Sustainability Management Structure

With the aim of facilitating the advancement of sustainable development initiatives and ensuring the effective execution of pertinent actions, the Group has established a robust management framework for sustainable development, centred around the Board. We have developed a three-tier management system consisting of decision-making, management and execution to clarify the functions and responsibilities of each level.



Sustainable Management Structure
可持續發展管理架構

1 可持續發展管理

長期以來，集團董事會（「董事會」）持續關注環境、社會及管治工作，領導本集團履行社會責任。在過去8年間，中國力鴻連續每年對ESG資訊進行披露。董事會通過可持續發展管理體系對ESG相關事宜的整體規劃及工作監督，定期審查評估ESG議題的落實達成情況。以確保集團的業務活動符合可持續發展目標和最佳實踐標準。

1.1 可持續發展管理架構

為了順利推進可持續發展工作，並有效實施相關行動，本集團建立了以董事會為核心的穩健可持續發展管理架構，建立了三級管理機制，涵蓋了決策、管理和執行層面，以明確各級別的職能和責任。

Decision-making level 決策層

- Formulate ESG strategies and policies at the group level
- 制定集團層面ESG戰略和政策
- Evaluate the advice from the working team
- 評估工作團隊提出的建議
- Review and supervise the work results and the progress towards targets
- 審查並監督工作成果和目標進度等

Management level 管理層

- Promulgate the Group's ESG related policies and guidelines
- 根據集團政策和指引，制定並實施附屬公司層面的程式和實施細則
- Collect and organize feedback from subsidiaries and business units
- 收集並整理各附屬公司及業務單位就的反饋
- Advise the Board regarding to ESG risks and opportunities
- 就ESG風險和機遇向董事會提出建議

Execution level 執行層

- Formulate and implement the subsidiary-level procedures and implementation rules pursuant to the Group's policies and guidelines
- 根據集團政策和指引，制定並實施附屬公司層面的程式和實施細則
- Report ESG-related risks and opportunities to the working team
- 向工作團隊匯報ESG相關風險和機遇

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Additionally, a dedicated ESG working team has been set up by the Board to facilitate effective communication and action coordination among the board, relevant business units, and subsidiary companies. This systematic management framework helps ensure comprehensive attention and proper handling of ESG affairs within the Group.

Based on the above structure, the Board supervises and manages matters related to ESG issues, assuming full responsibility for ESG reporting. Based on the completion status and report findings of the ESG working team's sustainable development management work, the Board determines the ESG risks and opportunities of strategic significance to the business of the Group, and formulates strategies, objectives and action plans for sustainable development accordingly.

The ESG working team consists of members from various functional department, including finance, human resources, and quality assurance, as well as subsidiaries and business units. The primary responsibilities of the ESG working team include reporting significant issues to the Board, reviewing sustainable development policies and initiatives and evaluating associated risks. These evaluations serve as a basis for the Board to formulate relevant strategies, ensuring effective communication of information between the Board and various subsidiaries and business units across different regions.

此外，董事會特別設立了專門的ESG工作小組，旨在有效促進董事會與相關業務部門及附屬公司之間的溝通和行動推進，以推動ESG工作的順利實施。這一系統性的管理架構有助於確保公司在環境、社會及管治領域的相關事務得到全面關注和妥善處理。

基於以上管理架構，董事會對ESG相關事項進行監督與管理，並承擔ESG報告責任。根據ESG工作團隊的可持續發展管理工作完成情況及報告結果，董事會釐定對本集團業務發展具有重要戰略意義的環境、社會及管治風險及機會，並相應制定可持續發展戰略、目標及行動計劃。

ESG工作團隊由來自包括財務、人力資源和品質保證等各職能部門，以及子公司和業務單位的成員組成。ESG工作團隊的主要職責包括向董事會彙報重要事項，審查可持續發展政策和舉措，提供協助和建議，並評估相關風險。這些評估為董事會制定相關策略提供依據，確保在不同地區董事會與各個附屬公司和業務單位之間資訊的有效傳遞。

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1.2 Sustainability Management System

China Leon has established a comprehensive set of ESG management mechanisms and related policies at the group level, including corporate social responsibility policy, environmental protection policy, labour rights protection policy, health and safety policy, information security policy, anti-fraud and anti-bribery policy, as well as media, public participation, and donation policy. These policies provide a structure and guidance for addressing sustainability issues at the group level, encouraging subsidiaries and business units of the Group to develop further procedures and plans tailored to their specific business conditions for implementing these policies.

The Board has set up a risk management and internal control system to manage relevant risks and opportunities in the Group's business practices. Meanwhile, we have established a systematic internal supervision mechanism to supervise the management, strategy and effectiveness of actions, achievement of goals and compliance of ESG-related issues.

1.3 Stakeholder Engagement

The Group attaches importance to the stakeholder relationship management; therefore, we engage with stakeholders through various channels to establish diverse, stable and effective communication channels and feedback mechanisms. This enables us to promptly understand stakeholder demands and proactively respond to them. Through this approach, we aim to enhance the Group's sustainable development strategy and performance in a targeted manner, while reducing risks associated with corporate operations.

We expand multiple channels for regular and specific communication, comprehensively understand stakeholders' expectations and needs, and invite their participation in materiality assessments. We identified the following six groups of major Stakeholders categories that are most pertinent to our operations: investors (shareholders), employees, suppliers, customers, government bodies and public by taking into accounts of various factors including relevance, impact and reliance. Detailed below are the stakeholders we have engaged with, along with the respective channels of communication employed to foster this two-way dialogue.

1.2 可持續發展管理體系

中國力鴻在集團層面上建立了一套完善的ESG管理機制和相關政策。包括企業社會責任政策、環境保護政策、勞工權益保護政策、健康與安全政策、資訊安全政策、反欺詐及反賄賂政策，以及媒體、公眾參與及捐贈政策等。這些政策為解決集團層面上的可持續發展問題提供了框架和指導，鼓勵集團附屬公司及業務單位進一步制定適合其特定業務情況的相關程式和計劃，以落實這些政策。

董事會設立風險管理及內部控制系統，對集團業務中的相關風險及機會進行管理。同時，我們建立了系統的內部監督機制，對ESG相關議題的管理、戰略及行動有效性、目標達成及合規等方面進行有效管理。這一全面方法確保我們的ESG承諾整合進集團的治理框架中，促進了集團內部各層級的ESG表現。

1.3 利益相關者溝通

本集團高度重視利益相關者關係管理，因此我們通過多種管道與其進行有效溝通，建立多元化、穩定、有效的溝通管道與回饋機制，及時瞭解利益相關訴求並積極回應，藉此有針對性地提升公司可持續發展策略及表現，降低企業運營社會風險。

我們加強與不同利益相關方之間的有效溝通，拓寬日常溝通和專項溝通的多種管道，以全面瞭解利益相關者的期望與需求，並邀請其參與重要性評估。通過考慮相關性、影響及依賴程度等因素識別了與我們運營最相關的六組主要利益相關者：投資者（股東）、員工、供應商、客戶、政府機構和公眾。以下詳細介紹了我們與之接觸的利益相關者，以及為促進這種雙向對話而各自採用的溝通管道。

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Major stakeholders 主要利益相關者	Areas of concern 關注事項	Communication means 溝通方式
Investor (Shareholder) 投資者	<ul style="list-style-type: none"> Return on investment Business plans, growth and development Disclosure and transparency of corporate information Sustainable development strategies 	<ul style="list-style-type: none"> Annual general meeting Interim and annual reports and ESG reports Results announcements Official company website Communication via investor mailbox Corporate communication (e.g., letters or circulars to investors) 股東年度大會 中期及年度報告、ESG 報告 業績公告 公司官方網站 投資者郵箱溝通 企業通訊(如致投資者的函件、通函)
Customers 客戶	<ul style="list-style-type: none"> Provision of fair and high-quality professional services Data security and customer privacy Customer feedback and communication 提供公平、優質、專業的服務 數據安全及客戶私隱 客戶反饋與溝通 	<ul style="list-style-type: none"> Customer service centre Daily operations, meetings and interactions Customer visits Service hotline and email feedback 客戶服務中心 日常營運、會議及互動 客戶拜訪 服務熱線及郵箱反饋
Supplier 供應商	<ul style="list-style-type: none"> Economic growth Fair and transparent procurement process 經濟增長 公平、透明的採購過程 	<ul style="list-style-type: none"> Email & phone contact Supplier access and evaluation Daily operations, meetings and interactions and site visits 郵箱溝通和電話聯絡 供應商准入與評估 日常營運、會議及互動實地考察

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Major stakeholders 主要利益相關者	Areas of concern 關注事項	Communication means 溝通方式
Employees 僱員	<ul style="list-style-type: none"> Remuneration package and staff welfare Occupational health and work safety Career development Corporate culture 薪酬待遇及員工福利 職業健康及安全 職業發展 企業文化 	<ul style="list-style-type: none"> Performance evaluation Regular trainings and activities Internal system and email Communication meetings in a democratic way 績效評估 定期培訓與活動 內部系統及郵箱 民主溝通會議
Public and Media 公眾及媒體	<ul style="list-style-type: none"> Support for development of communities where we operate Social and environmental protection responsibilities 支持運營地社區發展 社會及環境保護責任 	<ul style="list-style-type: none"> Corporate news release Response to media enquiries Press conferences and interviews Community engagements 企業新聞發佈 回應媒體查詢 新聞發佈會與採訪 社區參與
Government bodies 政府機構	<ul style="list-style-type: none"> Compliance with Listing Rules, and other relevant laws and regulations Corporate governance and risk management Corporate development and economic benefits Sustainable development strategies 遵守上市規則及相關法律及法規 企業管治及風險管理 企業發展及經濟利益 可持續發展策略 	<ul style="list-style-type: none"> Compliance supervision and reports Onsite inspection Regular reports Written replies to enquiries 合規監察及報告 現場巡查 定期報告 書面回覆查詢

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1.4 Materiality Assessment

The Group has established a materiality assessment process aimed at identifying, evaluating, and prioritizing ESG issues by considering both external factors, including survey results from stakeholders, disclosures from peers, and the latest industry practices; and internal factors, including the relevance and impact of issues on the Group's business through internal assessments. The Board of Directors reviews and evaluates these identified issues to ensure they are adequately considered in the Group's strategic and operational decisions.

Materiality Assessment Process:



Identification

Identify 23 sustainable development issues of the Group based on national macro policies, hot industry trends, the company's development strategy and planning documents, and with reference to the nature of the Group's business, strategic planning, the ESG Reporting Guide and others.

Assessment

Identify the focus of internal stakeholders (employees) and external stakeholders (investors, suppliers, customers) on various sustainable development issues through questionnaire surveys, evaluate the importance and conduct relevant analysis. A total of 125 questionnaires were distributed in this survey.

Ranking

Based on the processing and revision of the questionnaire results, rank 23 ESG issues according to their materiality to external stakeholders and their materiality to the Group's internal business for drawing a materiality matrix, of which approval was obtained from the Board.

1.4 重要性評估

集團制定了重要性評估流程，該流程旨在通過考慮外部因素（例如來自利益相關者的調查結果、同行披露的資料及最新行業慣例）及內部因素（例如就議題對本集團業務的相關性及影響而進行的內部評估），對ESG重要性議題進行識別、評估和排序。董事會對已識別的議題進行審閱及評估，確保這些議題在集團戰略及運營決策中得到充分考慮。

重要性評估流程：

識別

結合國家宏觀政策、行業熱點趨勢以及公司的發展戰略、規劃檔，參照集團業務性質、戰略規劃、ESG報告指引等，確定了23項對於集團和利益相關方具有重要性的可持續發展議題。

評估

針對各項可持續發展議題，通過問卷調查方式識別內部利益相關方（員工）、外部利益相關方（投資者、供應商、客戶）的關注重點，對其重要性程度進行評價，並進行相關分析與評估。本次調查共發放問卷125份。

排序

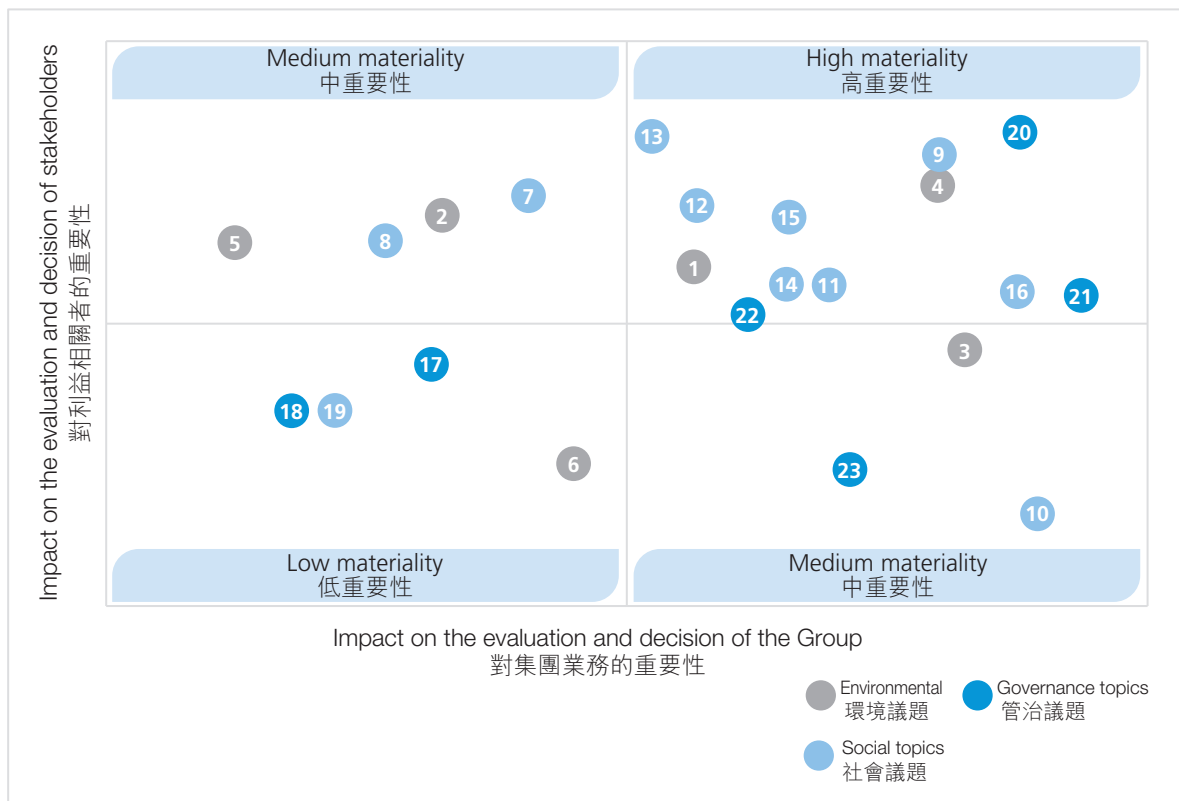
根據問卷結果處理和修正，從對外部利益相關者的重要性和對本集團業務重要性的兩個維度出發，對23項ESG議題進行優先順序排序，形成重要性矩陣，同時獲得董事會批准。

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Through the aforementioned materiality assessment process, we have developed an ESG materiality matrix. Within this matrix, issues positioned in the first quadrant are deemed critically important to the Group and thus are assigned the highest priority in enhancing our ESG management and performance. Although issues in the second, third, and fourth quadrants are currently viewed as medium or lower priority, they are still considered in our improvement strategies, recognizing that their priority could escalate in response to market and environmental changes.

通過上述的重要性評估流程，我們構建了一個ESG重要性議題矩陣。該矩陣中，位於第一象限的議題對集團至關重要，因而在提升我們的ESG管理及績效過程中被賦予了最高的優先順序。雖然第二、三、四象限的議題當前被視為中等或較低優先順序，我們仍舊在改進策略中予以考慮，認識到這些議題可能會因應市場及環境的變化而提升至高優先順序地位。



Materiality Matrix
重要性矩陣

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High Materiality Issues

高重要性議題

- 1 Environmental management
環境管理
- 4 Climate change and carbon neutrality
氣候變化與碳中和
- 9 Occupational health and safety
職業健康與安全
- 11 Service quality and safety
服務質量與安全
- 12 Professional qualification and ethics
專業資質與職業操守
- 13 Customer services
客戶服務
- 14 Customer privacy and data security
客戶隱私與數據安全
- 15 Employee Benefits and Welfare
員工薪酬與福利
- 16 Employee Care
員工關懷
- 20 Board governance
董事會治理
- 21 Compliance operation
合規經營
- 22 Anti-corruption
反貪污

Medium Materiality Issues

中重要性議題

- 2 Atmospheric emission
大氣排放
- 3 Efficient use of raw materials/energy
原材料／能源高效使用
- 5 Green office
綠色辦公
- 7 Equal opportunities and rights protection
平等機會與權益保障
- 8 Training and development
培訓與發展
- 10 Technological R&D and innovation
技術研發與創新
- 23 Business ethics and morality
商業倫理與道德

Low Materiality Issues

低重要性議題

- 6 Green Travel
綠色通勤
- 17 Intellectual property protection
知識產權保護
- 18 Activities for public good
社會公益活動
- 19 Responsible procurement and partnership
責任採購與夥伴合作

(a) The scores of Issue 11 and Issue 14 are equal

(a) 議題 11 和議題 14 評分相同

(b) The scores of Issue 18 and Issue 19 are equal

(b) 議題 18 和議題 19 評分相同

2 PRACTICE GREEN DEVELOPMENT

The Group has always adhered to sustainable development and strictly complied with relevant environmental protection laws and regulations, implementing the concept of green development in every detail of our operations. In order to achieve the goal of creating an environmentally friendly operating model, we actively promote subsidiaries to strengthen environmental risk management, and strive to reduce our operational environmental footprint. Meanwhile, the group has established a “Green Office Management System” to enhance employee environmental awareness. The focus of this initiative is to conserve energy, water, and various resources, fostering a comfortable and environmentally respectful workplace, and achieving harmonious development between the company and the environment.

All subsidiaries under the group have obtained international ISO 14001 Environmental Management System certification. We strictly adhere to relevant laws, regulations, standards, and requirements. Necessary environmental monitoring equipment is installed in all testing and identification laboratories to maintain high environmental protection standards. This initiative is part of our commitment to environmental responsibility, aiming to protect the environment, maintain ecological balance, and ensure that our business operations do not have a negative impact on the surrounding environment.

The Group strictly complies with the applicable environmental laws and regulations which were promulgated by the governments of the countries or regions where the Group has a presence and which have a significant impact on the Group’s business. These laws and regulations include the Environmental Protection Law of the People’s Republic of China, Law of the People’s Republic of China on Environmental Impact Assessment, Energy Conservation Law of the People’s Republic of China, Law of the People’s Republic of China on the Prevention and Control of Air Pollutions, Law of the People’s Republic of China on the Promotion of Clean Production, and the Environmental Protection and Management Act published by the National Environmental Agency (NEA) of Singapore regarding energy conservation, prevention and control of air pollutions as well as all other applicable laws and regulations. During the Reporting Period, the Group did not have any non-compliance issues or complaints related to environmental protection.

2 踐行綠色發展

本集團始終堅持可持續發展，嚴格遵守環境保護相關法律法規，於公司運營的每個細節中深入貫徹綠色發展理念。為實現打造環境友好型運營模式這一發展目標，我們積極推動各所屬企業加強環境風險管理，努力減少運營環境足跡。同時，集團建立了「綠色辦公管理體系」來提高員工的環保意識。這一舉措的重點是節約能源、水等各種資源，培養一個既舒適又尊重環境的工作場所，實現公司與環境的和諧發展。

本集團下全部所屬企業均已獲得國際ISO 14001《環境管理體系》標準認證。我們嚴格遵守相關法律法規、標準和要求，在所有檢測和鑒定實驗室均安裝必需的環境監測設備用以維持高標準的環保措施。這一舉措是我們履行環保責任的一部分，旨在保護環境、維護生態平衡，並確保我們的業務運營不會對周圍環境造成負面影響。

本集團嚴格遵守集團業務所在國家或地區政府頒佈並對本集團業務產生重大影響的適用環境法律及法規，包括但不限於《中華人民共和國環境保護法》、《中華人民共和國環境影響評價法》、《中華人民共和國節約能源法》、《中華人民共和國大氣污染防治法》、《中華人民共和國清潔生產促進法》，以及涉及節約能源、大氣污染防治法律的新加坡國家環境局（「NEA」）頒佈的《環境保護和管理法案》及所有其他適用法律及法規。在本報告期內，本集團未出現與環境保護有關的不合規問題或投訴。

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2.1 Climate change management

The COP28 emphasized that addressing climate change remains one of the pressing global challenges of concern. As a responsible corporate citizen, the Group is committed to fully integrating climate change mitigation and adaptation into its strategic development planning, corporate governance framework, comprehensive risk management system, and day-to-day operational management. This is aimed at protecting the environment, reducing adverse impacts of climate change, enhancing the company's sustainability, fostering a positive corporate image, and laying a more sustainable foundation for future economic growth and social development.

The Group refers to the recommendations of the Task Force on Climate-related Financial Disclosures ("TCFD") and International Financial Reporting Standards ("IFRS") Sustainability Disclosure Standards developed by the International Sustainability Standards Board ("ISSB"), discloses information on governance, strategies, risk management, metrics and targets.

2.1.1 Governance

The Group has established a climate governance framework based on a sustainable development management system, undertaking climate change governance from top to bottom in response to stakeholders' concerns. The Board guides the formulation and improvement of climate-related strategies, overseeing and reviewing the implementation of mitigation actions. The Sustainable Development Management Committee is responsible for reviewing risk management policies, annual budgets for climate affairs, climate-related goals, and providing support for the implementation of these matters. It tracks and supervises the specific progress and reports on risk response strategies to the Board. The company has integrated climate change risk management into its daily operations across various departments and facilities. KPIs related to energy efficiency and emission intensity are used to assess climate management performance and are incorporated into the compensation and incentive policies.

2.1 氣候變化管理

第28屆聯合國氣候變化大會（「COP28」）強調了應對氣候變化仍是當前國際間共同關注的嚴峻挑戰之一。作為負責任的企業公民，集團致力於將應對氣候變化充分融入戰略發展規劃、公司治理體系、全面風險管理體系與日常運營管理中，以保護環境、減少對氣候變化的負面影響，提升企業的可持續發展能力，樹立良好的企業形象，並為未來的經濟增長和社會發展創造更可持續的基礎。

本集團參考氣候相關財務披露工作組（「TCFD」）和國際可持續發展準則理事會（「ISSB」）發佈的國際財務報告可持續披露準則（「IFRS」）建議，從治理、策略、風險管理以及指標及目標進展等不同層面進行披露。

2.1.1 治理

公司以可持續發展管理體系為基礎建立氣候治理架構，自上而下開展氣候變化治理，以回應相關方對於氣候相關議題的關注。董事會指導氣候相關戰略的制定與完善，監督並審核氣候變化應對行動的落實。企業可持續發展管理委員會負責審核氣候風險管理政策、氣候事務年度預算、氣候相關目標，並為上述事務的開展提供支援，跟蹤並監督氣候變化應對工作的具體進展，並就風險應對策略向董事會進行彙報。公司相關部門將氣候變化風險管理融入日常工作中。公司以能源效率、碳排放強度等相關績效指標作為氣候管理工作的考核重點，並將其納入相關部門的薪酬激勵政策中。

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2.1.2 Strategy

Based on the current business development of the Group, we have integrated climate change response into our corporate strategic planning and future development, taking into account factors such as related risks, actual and potential impacts, and future opportunities. We have integrated short-term climate risks and opportunities into the Group's operational and financial planning to ensure the Group's resilience and adaptability in responding to climate change. For medium- to long-term climate risks and opportunities, we embed climate considerations into our long-term strategic planning by analysing long-term trends and impact drivers. This demonstrates our firm commitment to sustainable development and our determination to proactively manage climate-related risks and opportunities at every time point in our business strategy.

2.1.2 策略

基於集團目前業務發展，我們已將應對氣候變化納入到企業戰略規劃和未來發展中，並對相關風險、實際及潛在影響及未來機遇等因素納入考慮。我們將短期氣候風險和機會整合到集團的運營和財務規劃中，確保集團在應對氣候變化方面的韌性和適應能力。對於中長期的氣候風險和機遇，我們通過分析長期趨勢和影響因素，將氣候考慮因素嵌入到我們的長期戰略規劃中。這展現了我們對可持續發展的堅定承諾，以及我們決心在業務策略的每一個時間節點上積極應對與氣候變化相關的風險和機遇。

Risk 風險

Analysis 分析

Countermeasures 對策

Physical Risks 實體風險

Acute Risks: Extreme Weather and Natural Disasters

In the short term, extreme weather and natural disasters such as heavy rainfall, persistent heat, floods and typhoons can affect the Group's physical offices in several locations around the world, especially the areas near the coast where heavy rainfall is frequent. It will affect the normal operation of the Company and harm the health and safety of employees.

- Create a series of preventive and protective measures, such as "Mechanism for Identification and Management of Environmental Factors", "Mechanism for Management of Risks and Opportunities", and "Emergency Management Mechanism";
- Provide heat protection subsidies;
- Flexibly arrange to work from home
- 制定一系列預防及保護措施，如「環保因素識別與管理機制」「風險及機遇管理機制」「應急管理機制」；
- 發放防暑降溫補貼；
- 靈活安排居家辦公。

急性風險：極端天氣和自然災害

短期內，強降雨、持續高溫、洪水及台風等極端天氣和自然災害將影響集團在全球範圍內多個城市的實體辦公點，尤其是靠近海岸且大雨頻發的地區，這將影響企業正常運營，同時損害員工的健康與安全。

Chronic Risks: Drought and Rising Sea Levels

In the long term, chronic risks such as drought and rising sea levels triggered by climate change will also affect the regions where the Group operates, and may affect the sustainable development of its business and damage the regional financial stability.

- Formulate the capital management strategy with the primary goal of safeguarding sustainable operations, and adjust the capital structure by considering changes in economic conditions and related risks of the underlying assets;
- Make good use of innovative financial instruments.
- 開展以保障持續經營為首要目標的資金管理策略，考慮經濟狀況變動及相關資產風險管理以調整資本結構；
- 善用創新金融工具。

長期風險：乾旱及海平面上升

長期內，氣候變化所帶來的乾旱、海平面上升等長期慢性風險也將影響到集團運營的所在地區，並可能影響到業務的持續發展及破壞地區金融穩定性。

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Risk 風險	Analysis 分析	Countermeasures 對策
Transition Risks 轉型風險		
Policies and Regulations on “Carbon Peaking and Carbon Neutrality” 「雙碳」相關政策法規	In order to participate in the global mitigation against climate change, China has announced an ambitious “carbon peaking and carbon neutrality” goal, which will gradually promote the transition of China’s energy structure and require companies to conduct “low carbon” operations. Companies that fail to follow national and local laws and regulations or formulate appropriate sustainability measures may face significant operational pressures and costs. 為參與全球應對氣候變化浪潮，中國公佈了具有氣候雄心的「雙碳」目標，隨之將逐漸推進中國能源結構轉型進程，並要求企業開展「低碳」運營。企業如未能遵循及遵守國家及當地法規，以及未能制定相應的可持續發展措施，或將面臨巨大的運營壓力與成本。	<ul style="list-style-type: none"> Take “ESG development strategy” as the core development direction of “3+X”, development strategy, increase investment in clean energy, environmental protection and climate change business segments, and cultivate new profit growth points; 將「ESG發展策略」作為「3+X」戰略核心發展方向，增加清潔能源、環境保護及氣候變化業務板塊投入，培育新的利潤增長點；
Technical Transformation 技術轉型	If the Group, as a TIC service provider, fails to shift to green technologies and low-carbon products and services, it will consume more energy and resources and lose part of the market. 作為一家TIC行業服務公司，如果集團未能實現向更加低排放的綠色技術和低碳產品的服務轉化，則會增加更多能源使用及資源消耗並將損失部分市場。	<ul style="list-style-type: none"> Bolster technical innovation capability and expand the talent pool related to new business; 增加新業務相關人才儲備，提高技術創新能力；
Market Preference 市場偏好	As more and more people embrace the concept of environmental protection, the market has a growing demand for low-carbon and eco-friendly offerings, prefers green technologies and green products, and tends to pay high premiums for products of companies with outstanding ESG performance. 隨著環保理念為更多大眾所接受，市場中低碳環保需求大幅增長，消費者更加傾向於綠色技術與綠色產品，並為環境、社會及管治表現突出的公司產品支付更高溢價。	<ul style="list-style-type: none"> Strengthen sustainable development governance and cultivate new profit growth points 加強可持續發展管治，培育新的利潤增長點。

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機遇 Opportunity	分析 Analysis	對策 Respond
Products and services opportunities: Shift in consumer preferences 產品和服務機遇： 短期內消費者偏好的轉變	<ul style="list-style-type: none"> The development of energy transition, renewable energy, and low-carbon technologies, as well as the market and customer demand for green consumption, awareness, and behavioural changes; Domestic and international policies and regulations pose higher demands on enterprises for green and low-carbon transformation; The growth in carbon asset management and demand for low-carbon products and services continues to expand the business scale. 能源轉型、可再生能源和低碳技術的發展，以及市場和客戶綠色消費需求、意識和行為轉變； 國內外相關政策與法規對企業的綠色低碳轉型提出更高的要求； 碳資產管理、低碳產品及服務需求的增長使業務規模持續擴大。 	<ul style="list-style-type: none"> Expanding into new business ventures and exploring diversified development directions; Keeping abreast of cutting-edge technology and attracting outstanding talents; Continuously optimizing services, collaborating with customers and business partners to address climate change, and enhancing capabilities related to carbon neutrality. 拓展新業務、開闢多元化發展方向； 緊跟前沿技術，吸納優秀人才； 持續優化服務，與客戶及商業夥伴共同應對氣候變化，提升碳中和相關的服務能力。
Market opportunities: Access to new markets 市場機遇：新興市場	<ul style="list-style-type: none"> Utilizing cutting-edge technology to enhance business capabilities, as well as environmental, social, and governance brand performance; Collaborating with responsible partners, initiating innovative initiatives to expand our market share, seizing the opportunity to enter new markets, and attracting potential consumers. 利用最先進的技術完善業務能力，和環境、社會及管治品牌表現； 與負責任的合作夥伴合作，發起創新舉措，擴大我們的市場份額，抓住機會進入新市場，吸引潛在消費者。 	<ul style="list-style-type: none"> Continually integrating these efforts into our corporate development strategy; Actively seek collaborations with responsible partners; Consistently drive innovation to expand our market presence, thereby ensuring that our business maintains a leading position in competitive markets. 持續將這些努力融入我們的企業發展戰略中； 積極尋求與負責任的合作夥伴的合作； 持續推動創新，擴大我們在市場上的存在，從而確保我們的業務在競爭激烈的市場中保持領先地位。

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2.1.3 Risk Management

Climate-related risk management is integrated into the Group's comprehensive and scientific risk management processes, forming a core part of our ESG framework, under strict supervision by the Board. We continuously identify and assess dynamic climate-related risks and opportunities to ensure our strategy aligns with the evolving demands of stakeholders including investors, customers, and governments. The Group has established a dedicated risk assessment team responsible for identifying risks and opportunities in all business and management activities, while ensuring adherence to our Code of Business Conduct, policies, and legal standards. Upon detecting potential risks, we evaluate their possible impacts, analyse the specific factors affecting the risks, and develop appropriate countermeasures. These measures are then implemented, and their effectiveness is monitored to ensure timely adjustments.

2.1.3 風險管理

集團已經將氣候相關風險管理融合進全面、科學的風險管理流程，成為ESG管理框架的核心部分，受到董事會的嚴格監督。我們不斷進行氣候相關風險及機遇的動態識別與評估，確保集團戰略與投資者、客戶、政府等各相關方不斷演變的需求保持一致。集團專門設置了風險評估團隊，負責在全方位的業務和管理活動中識別風險與機遇，並確保遵循我們的商業行為守則、政策和法律標準。一旦發現可能存在的風險，一旦識別潛在風險，我們將進行評估以確定其可能的影響，分析風險的具體影響因素，據此制定相應對策。隨後，實施這些對策，並監控應對措施的有效性，確保能夠適時調整。



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2.1.4 Metrics and Targets

To fulfil our environmental responsibilities and achieve sustainable development, the Group has developed a series of targets and measures. In 2023, we have made the following progress:

Items 項目	Targets 目標	Progress in 2023 進度
Environmental Management	<ul style="list-style-type: none"> To improve environmental management, continuously monitor the Group's performance in carbon emissions, and assess climate change risks in a timely manner. To continuously provide services and products for sustainability. To enhance employees' green development awareness and capabilities. 	<p>In progress</p> <ul style="list-style-type: none"> Monitored the Group's performance on carbon emissions and evaluated the risks of climate change; Implemented the "ESG development strategy", conducted the consulting services on voluntary carbon emission reduction project, and solar energy utilization inspection and testing; Provided trainings on carbon emission reduction.
環境管理	<ul style="list-style-type: none"> 提升環境管理水準，持續監測集團在碳排放方面的表現，及時評估氣候變化的風險。 持續提供可持續發展領域服務與產品。 增強員工在綠色發展方面的意識和能力。 	<p>進行中</p> <ul style="list-style-type: none"> 已監測集團在碳排放方面的表現，並評估氣候變化的風險； 實行「ESG發展策略」，開展碳自願減排項目諮詢和太陽能熱利用檢驗檢測等業務； 開展碳減排相關培訓。
Emissions	<ul style="list-style-type: none"> To improve vehicle purchase standards and use efficiency, reduce the number of vehicles, ensure that 100% of air pollutants meet the standards, and constantly reduce the emission intensity. 	<p>In progress</p> <ul style="list-style-type: none"> 100% of air pollutants met the standards, and the emission intensity declined by 16.90% compared with 2020.
排放物	<ul style="list-style-type: none"> 提升車輛採購標準與使用效率，減少車輛數量，保證大氣污染物100%符合標準，不斷降低排放強度。 	<p>進行中</p> <ul style="list-style-type: none"> 大氣污染物100%符合標準，排放強度較2020基準年下降16.90%。
Climate Change	<ul style="list-style-type: none"> To reduce the intensity of greenhouse gas emissions (Scope 1 and 2) by 30% by 2030. (compared with 2020) 	<p>In progress</p> <ul style="list-style-type: none"> Reduced the emission intensity of greenhouse gases (Scope 1 and 2) by 11.03%. (compared with 2020)
氣候變化	<ul style="list-style-type: none"> 到2030年，溫室氣體（範圍1、2）排放強度降低30%。（以2020年為基準年） 	<p>進行中</p> <ul style="list-style-type: none"> 溫室氣體（範圍1、2）排放強度降低11.03%。（以2020年為基準年）

2.1.4 指標及目標

為履行環境責任、實現可持續發展，集團制定了一系列目標及措施。2023年，我們已經取得了如下進展：

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Items 項目	Targets 目標	Progress in 2023 進度
Energy 能源	<ul style="list-style-type: none"> To reduce energy intensity by 30% by 2030 and increase the proportion of renewable electricity. (compared with 2020) 到2030年，能耗強度降低30%，提升可再生電力使用比例。(以2020年為基準年) 	<p>In progress</p> <ul style="list-style-type: none"> Reduced the energy intensity by 9.87%. (compared with 2020) <p>進行中</p> <ul style="list-style-type: none"> 能耗強度降低9.87%。(以2020年為基準年)
Water 水資源	<ul style="list-style-type: none"> To reduce water use intensity by 30% by 2030 (compared with 2020) 到2030年，用水強度降低30% (以2020年為基準年) 	<p>In progress</p> <ul style="list-style-type: none"> Reduced the water use intensity by 2.78%. (compared with 2020) <p>進行中</p> <ul style="list-style-type: none"> 用水強度降低2.78%。(以2020年為基準年)
Waste 廢棄物	<ul style="list-style-type: none"> To properly dispose of 100% hazardous waste, and continuously reduce the intensity of hazardous waste discharged; to reduce the intensity of non-hazardous waste discharged by 30% by 2030, and ensure that the waste is properly recycled and disposed of (compared with 2020). 100% 有害廢棄物合理處理，不斷降低有害廢棄物排放強度。到2030年，無害廢棄物排放強度降低30%，確保廢棄物被合理回收與處理。(以2020年為基準年) 	<p>In progress</p> <ul style="list-style-type: none"> Properly disposed of 100% of hazardous wastes, and reduced the intensity of hazardous wastes discharged by 9.74% compared with 2020; Reduced the intensity of non-hazardous wastes discharged by 7.35%, and achieved the proper recycling and disposal (compared with 2020) <p>進行中</p> <ul style="list-style-type: none"> 100% 有害廢棄物已合理處理，有害廢棄物排放強度較2020年降低9.74%； 無害廢棄物排放強度降低7.35%，且已被合理回收與處理。(以2020年為基準年)

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2.2 Pollutant and Waste Management

Our Group consistently regards pollutant and waste management as a core aspect of our sustainability strategy. We recognize that effective pollution control and waste management are not only crucial for environmental protection but also fundamental to fulfilling our social responsibilities and safeguarding public safety. By implementing a series of innovative and efficient management measures, we are committed to minimizing the environmental impact of our operations while ensuring compliance with the stringent national environmental protection standards.

We strictly adhere to relevant laws, regulations, and policies such as the Environmental Protection Law of the People's Republic of China, the Air Pollution Prevention and Control Law of the People's Republic of China, the Solid Waste Pollution Prevention and Control Law of the People's Republic of China, the Environmental Noise Pollution Prevention and Control Law of the People's Republic of China, and the Water Pollution Prevention and Control Law of the People's Republic of China during our operational processes.

During the reporting period, in order to further strengthen environmental management, the Group formulated and improved the "Energy Conservation and Environmental Protection Management Regulations", clarifying measures and requirements for penetrating management at the enterprise and project levels, strengthening assessment, rewards, and penalties, and continuous improvement. We carried out process management and supervision, adopted effective measures to control pollution and waste generated during the inspection process, protected and efficiently utilized resources, regularly inspected the implementation and effectiveness of measures, and corrected deviations promptly. At the same time, we set relevant waste reduction targets to promote the continuous reduction of waste emissions.

In addition, as a TIC service provider, our operations do not involve generating noise pollution. Moreover, our wastewater discharge is limited to domestic sewage, hence not a focal point for disclosure in this Report.

2.2 污染物與廢棄物管理

本集團始終將污染物與廢棄物管理視為其可持續發展戰略的核心部分。我們認識到，有效的污染控制和廢物處理不僅有助於保護環境，也是履行社會責任、維護公共安全的基本要求。通過實施一系列創新和高效的管理措施，我們致力於最小化運營活動對環境的影響，同時確保符合國家對環境保護的嚴格要求。

我們在運營過程中嚴格遵守《中華人民共和國環境保護法》、《中華人民共和國大氣污染防治法》、《中華人民共和國固體廢物污染環境防治法》、《中華人民共和國環境雜訊污染防治法》、《中華人民共和國水污染防治法》等相關法律法規及政策。

報告期內，為進一步加強環境管理，集團制定並完善了《節能環保管理規定》，從企業和專案層面明確穿透管理的舉措和要求，強化考核獎懲和持續改進；做好過程管理和監督，採取有效措施，控制檢驗過程中產生的污染和垃圾，做好資源的保護和有效利用，定期檢查措施實施情況和效果，及時糾偏；同時制定相關減廢目標，推進廢棄物排放量持續降低。

此外，作為檢驗檢測服務提供者，我們的業務過程不涉及產生雜訊污染。同時，我們的廢水排放僅為日常生活用水，因此不作為本報告的披露重點。

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2.2.1 Air Pollutants

The Group's main air pollutants originate from emissions produced by vehicles during the transportation of samples, involving nitrogen oxides, sulphur oxides, and particulate matter. In the provision of our testing and verification services, the service process includes sample preparation and laboratory testing, which may result in the emission of waste gases and pollutants. These emissions constitute a small proportion of the Group's overall pollutant emissions and, in accordance with the principles of materiality reporting, are not highlighted as a key disclosure component.

In our routine operations, we systematically collect and efficiently filter waste gases generated during our testing services. This process ensures that the emission of pollutants into the external environment is minimized, thereby mitigating potential impacts on air quality. We made investments in environmental compliance and awareness, environmental technology development, as well as the construction and operation of environmental facilities. Factors such as environmental performance were taken into consideration during the procurement of vehicles and equipment.

Performance Indicators of Exhaust Pollutant Emissions

Category	類別	Units 單位
Nitrogen oxides	氮氧化物	kg
Sulphur oxides	硫氧化物	kg
Suspended	懸浮粒子	kg
Total	總量	kg
Emissions intensity	排放強度	kg/million revenue kg/百萬收入

2.2.1 大氣污染物

本集團的大氣污染物主要來自於車輛在運送樣品過程中產生的排放，涉及氮氧化物、硫氧化物和懸浮粒子。在為客戶提供的檢測及鑒定服務中，服務過程涉及樣本準備與實驗室測試，這些環節可能產生廢氣和污染物排放。這些排在集團整體污染物排放中所佔比例不大，根據報告重要性的原則，這部分排放並不作為重點披露內容。

在常規運營活動中，我們對檢測服務過程中產生的廢氣進行了系統的收集與高效過濾處理。這一流程確保了廢氣在排放至外界環境前，已經最大程度地減少了污染物含量，從而降低了對空氣品質的潛在影響。我們不斷優化運營環節，在環保合規及宣傳投資、環境技術開發及環保設施建設和運行等方面進行投資，車輛及設備的採購過程將環保表現等因素列入考慮。

廢氣污染物排放績效指標

Performance in 2023 2023年績效	Percentage of total emissions 所佔總排放量 比例
4,134.86	91.39%
11.05	0.25%
375.82	8.36%
4,521.72	—
4.04	—

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2.2.2 Greenhouse Gas Emissions

The main sources of atmospheric pollutants in this group are from sampling and testing activities, as well as emissions generated by vehicles during sample transportation processes. The main sources of greenhouse gas emissions include: (i) direct emissions from the combustion of fuels in mobile sources (from vehicles) under Scope 1; (ii) indirect energy emissions from electricity consumption under Scope 2; and (iii) other indirect emissions (mainly from business travel and waste landfill).

To proactively address the global challenge of climate change, we have developed a comprehensive greenhouse gas management system, complete with detailed greenhouse gas inventory and reporting procedures. We have conducted thorough analyses of various emission sources and implemented a targeted series of effective emission reduction measures aimed at minimizing our carbon footprint and enhancing our environmental performance. The effectiveness of these measures will be elaborated in subsequent sections, showcasing our efforts and achievements in reducing greenhouse gas emissions.

Performance Indicators of Greenhouse Gas Emissions

Category	類別	Units	Performance in 2023	Percentage of total emissions
		單位	2023年績效	所佔總排放量比例
Scope 1	範圍一	tCO ₂ e	3,536.19	30.38%
Scope 2	範圍二	tCO ₂ e	7,765.62	66.72%
Scope 3	範圍三	tCO ₂ e	338.01	2.90%
Total	總量	tCO ₂ e	11,639.83	—
Emissions intensity	排放強度	tCO ₂ e/million revenue tCO ₂ e/百萬收入	10.41	—

2.2.2 溫室氣體排放

本集團涉及的溫室氣體排放主要來源包括：(i)範圍1內的移動燃料燃燒源（來自車輛）產生的直接排放；(ii)範圍2內的外購電力產生的能源間接排放；以及(iii)其他間接排放（如：由商務差旅、廢物填埋所產生）。

為了積極回應全球氣候變化挑戰，我們建立了一套全面的溫室氣體管理體系，並制定了詳細的溫室氣體盤查和報告程式。我們深入分析了各種排放源，並針對性地實施了一系列有效的減排措施，旨在減少我們的碳足跡並提升環境績效。這些措施的實施成效將在後續章節中進行詳盡的介紹，展現我們在減少溫室氣體排放方面的努力和成就。

溫室氣體排放績效指標

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2.2.3 Waste Management

Main hazardous wastes such as waste petroleum samples, solvents and acid/base waste, and main non-hazardous wastes such as paper wastes were produced from the Group's operation.

To effectively handle hazardous waste, improve our waste management system, and enhance recycling efforts, thereby minimizing the impact on the environment and public safety, the Group has therefore formulated the "Safety Operation Management Procedures" and "Hazardous Waste Management Regulations," through which hazardous waste is collected, stored, and classified for disposal by third-party companies with the appropriate qualifications. Alternatively, non-hazardous waste is uniformly disposed of at designated garbage collection points by the Group, and then recycled and utilized by third parties. This systematic and scientific approach manages both non-hazardous and hazardous waste. By implementing these practices, we aim to contribute to the circular economy, ensuring that waste is handled and utilized in an environmentally friendly manner.

Performance Indicators of Wastes Emissions

Category	類別		Units 單位	Performance in 2023 2023年績效
Hazardous wastes	有害廢棄物	Total 總量	t 噸	6.36
		Emissions intensity 排放密度	t/million revenue t/百萬收入	0.01
Non-hazardous wastes	無害廢棄物	Total 總量	t 噸	559.26
		Emissions intensity 排放密度	t/million revenue t/百萬收入	0.50

2.2.3 廢棄物管理

本集團運營過程中產生的主要有害廢棄物為廢石油樣品、溶劑和酸鹼廢物，而主要無害廢棄物為廢紙。

為了有效地處理有害廢棄物、完善廢物管理體系並加強回收利用，以盡可能減少對環境和公共安全的影響，本集團制定了《安全作業管理程式》和《危險廢物管理規則》，通過具有相應資質的協力廠商公司將危險廢棄物進行收集、存放和分類處理；或由集團將無害廢棄物統一棄置至指定的垃圾回收點，由協力廠商予以回收利用，以系統、科學的方式管理非危險廢物和危險廢物。通過實施這些做法，我們旨在為迴圈經濟做出貢獻，確保以環保的方式處理和利用廢料。

廢棄物排放績效指標

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2.3 Effective Resources Utilization

Effective and efficient resource utilization is crucial to our sustainability strategy, operational efficiency, and climate change mitigation efforts. Conserving resources helps to reduce resource consumption and environmental pollution, lower production costs, and contributes to establishing a positive corporate image, meeting stakeholders' expectations for the Group's sustainable development. Our company strictly adheres to environmental protection measures, continuously improves resource utilization efficiency, aiming to achieve economic, social, and environmental sustainability.

During the Reporting Period, major resources consumed by the Group were purchased electricity, gasoline, diesel and water. As the Group rarely uses finished product packaging, this indicator is not disclosed in the Report. We have established a comprehensive set of management procedures and processes, encompassing key areas such as energy consumption and water resource utilization. By adopting advanced technologies and innovative solutions, we aim to reduce the consumption of energy and water, while simultaneously enhancing production efficiency and minimizing waste generation.

2.3.1 Energy Consumption

Electricity is an indispensable part of our daily operations, involving aspects such as lighting, air conditioning, and the use of equipment in offices and laboratories. We are committed to reducing energy consumption through the implementation of an efficient energy management system, the upgrade of energy-saving devices, and the optimization of lighting systems in offices and laboratories. We also employ electricity monitoring and scheduled shutdown strategies for non-essential devices, further decreasing electricity use and demonstrating our ongoing commitment to energy conservation in daily operations.

2.3 有效資源利用

有效資源利用對我們的可持續發展戰略、運營效率提升和氣候變化緩解工作至關重要。節約資源有助於降低資源消耗和環境污染、減少生產成本，同時有助於樹立良好的企業形象，符合利益相關者對於集團可持續性發展的期望。本公司嚴格遵守環境保護措施，不斷提升資源利用效率，以實現經濟、社會和環境的可持續發展。

報告期內，集團消耗的主要資源包括：外購電、汽油、柴油和水。由於集團極少使用製成品包裝，因此本報告不對此項指標進行披露。我們已經建立了一套全面的管理程式和流程，這些措施涵蓋了能源消耗和水資源利用等關鍵領域。我們通過採用先進的技術和創新解決方案來減少能源和水的消耗，同時提高生產效率和降低廢物產生。

2.3.1 能源使用

電力是我們日常運營中不可或缺的部分，涉及到辦公和實驗室的照明、空調、設備使用等方面。我們通過實施高效的能源管理系統、更新節能設備以及優化辦公室和實驗室的照明系統等措施，致力於減少能源消耗。我們還採用了電力監控和定時關閉非必要設備的策略，進一步降低電力使用，體現了我們在日常運營中對能源節約的持續承諾。

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The use of petrol and diesel is mainly associated with routine business activities such as sampling at ports or client business sites and transporting samples to laboratories. We have implemented a series of measures to reduce the consumption. We have optimized our logistics routes to decrease travel distances and durations, which in turn reduces fuel consumption and emissions. Additionally, we advocate for the use of green transportation, such as electric or hybrid vehicles, to lessen the reliance on conventional fuel-powered vehicles. Furthermore, we conduct regular maintenance and inspections of our vehicles to ensure their efficient operation. Lastly, we encourage the sharing of transportation resources, such as consolidated deliveries, to reduce the total number of vehicles uses and overall emissions.

汽油和柴油的使用主要涉及從港口或客戶營業地點現場採樣以及將樣品運送至實驗室等日常業務活動。我們採取了一系列措施去減少相關能源消耗。首先，我們優化了物流路線，以減少行駛距離和時間，從而降低燃油消耗和排放。其次，我們提倡使用低碳環保的交通工具，如電動車或混合動力車，以減少傳統燃油車輛的使用。此外，我們還定期對車輛進行維護和檢查，確保其高效運行。最後，我們鼓勵共用運輸資源，比如共同配送，以減少車輛的總使用次數和排放量。

Performance Indicators of Energy Consumption

能源消耗績效指標

Category	類別	Units 單位	Performance in 2023 2023年績效
Electricity	電力	1,000 KWH	14,920.32
Energy consumption intensity	能耗強度	1,000 KWH/million revenue 1,000 KWH/百萬收入	13.34
Diesel oil	柴油	1,000 KWH	6,709.72
Energy consumption intensity	能耗強度	1,000 KWH/million revenue 1,000 KWH/百萬收入	6.00
Unleaded gasoline	無鉛汽油	1,000 KWH	6,700.62
Energy consumption intensity	能耗強度	1,000 KWH/million revenue 1,000 KWH/百萬收入	5.99
Total energy consumption	總能源消耗量	1,000 KWH	28,330.66
Total energy consumption intensity	總能耗強度	1,000 KWH/million revenue 1,000 KWH/百萬收入	25.332

3.2 Water Resource Management

In terms of water consumption, the Group uses water from the municipal pipeline network, which is lawful and compliant in terms of acquiring water sources. The company has formulated corresponding water conservation policies, implemented water resource management, enhanced employees' awareness of the importance of water conservation, and encouraged them to voluntarily adopt water-saving measures.

3.2 水資源管理

在用水方面，集團用水均來自市政管網，於求取水源方面合法合規。公司制定了相應節水政策，開展水資源管理，提高員工對節水重要性的認識，促使員工自覺採取節水措施。

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To optimize water resource management across the Group, we have developed and implemented a series of management policies, including Water Use Management Methods and Waste Water Treatment and Daily Monitoring Management Methods. These policies aim to reduce water wastage and leaks by regularly recording and monitoring water usage in each department, as well as routinely inspecting, maintaining, and, when necessary, replacing old water equipment and damaged pipelines. Furthermore, we have placed water-saving slogans in prominent office areas and conducted water-saving publicity and educational activities to enhance employees' awareness of water conservation. Our water management strategy emphasizes the regular recording, monitoring, analysis, and timely handling of abnormal situations.

為了優化水資源管理，我們在整個集團內部制定並實施了一系列管理政策，包括《用水管理辦法》和《污水處理及日常監測管理辦法》。這些政策旨在通過定期記錄和監控各部門的用水情況，以及定期檢查、維護和必要時更換舊的水設備和損壞的管道來減少水資源的浪費和漏水情況。此外，我們還在辦公區域的顯著位置張貼節水宣傳標語，並開展節水宣傳教育活動，強化員工對水資源保護的意識。我們的水資源管理策略強調對水消耗的定期記錄、監測、分析及對異常情況的及時處理。

Performance Indicators of Water Consumption

水資源消耗績效指標

Category	類別	Units 單位	Performance in 2023 2023年績效
Water consumption	用水量	1,000 KWH	127,689.81
Water consumption intensity	用水強度	1,000 KWH/million revenue m ³ m ³ /百萬收入	114.16

2.4 Green Operation

As a leading international inspection and testing organization, the Group regards green development as a long-term and significant mission. We will continuously strive to promote green operations, fulfil our social responsibilities, and integrate this responsibility into every employee of the company. We uphold the concept of green sustainable development, improve a standardized and transparent environmental management system, thereby fostering a green corporate image.

2.4 綠色運營

作為國際領先的檢驗檢測機構，集團將綠色發展視為一項長期而重要的使命。我們將不斷努力推動綠色運營，履行我們的社會責任，並將這一責任貫徹到公司的每一位員工。我們秉持綠色可持續發展理念，完善規範透明的環境管理體系，融聚企業綠色形象。

To enhance environmental awareness among employees, the Group has established a series of systematic policies such as the "Green Office Management System." The focus of this initiative is on resource recycling, waste management, energy conservation, and improving the overall ecological efficiency of office spaces, providing institutional support for green and low-carbon operations. Additionally, we have developed sustainable development office guidelines applicable to various scenarios, encouraging our team to adopt sustainable, low-carbon lifestyles. Additionally, we have initiated a series of green and environmental actions to promote and encourage more active participation among our employees.

為提高員工的環保意識，集團制定了《綠色辦公管理體系》等一系列系統化政策。這一舉措的重點是資源回收利用、廢棄物處理、節約能源，提高辦公空間的整體生態效率，為綠色低碳運營提供制度保障。同時，我們還制定了適用於多種場景的可持續發展辦公室指引，鼓勵我們的團隊採用可持續、低碳的生活方式。此外，我們開展了一系列綠色環保行動，推動與鼓勵更多員工積極參與。

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2.4.1 Green Office

In the pursuit of a green office environment, our company has implemented various measures to foster sustainability and efficiency. We have optimized the use of natural lighting by introducing advanced lighting systems. Furthermore, we encourage practices such as turning off lights and electronic devices when offices are not in use, maintaining indoor temperatures at 26° C, using double-sided printing to conserve office paper, and opting for recycled paper for non-critical documents. Additionally, we promote the recycling of paper by organizing it in bins with the usable side facing in one direction for ease of reuse and reducing the use of disposable paper cups and other single-use items.

At the equipment and operational level, our company has introduced advanced technologies and equipment to further reduce our environmental footprint. The installation of fresh air systems not only purifies the air in our office spaces but also enhances heating efficiency by recovering indoor temperature and humidity. We have also introduced advanced lighting systems, vigorously promoting the use of natural light sources to minimize energy consumption to the greatest extent possible. These measures help the Group achieve higher energy efficiency and sustainability in our daily operations.

2.4.2 Green Travel

In promoting green travel, our company has implemented a series of measures to reduce environmental impact. We encourage reducing unnecessary business travel and advocate for train travel as a more environmentally friendly alternative to air travel. At the same time, we optimize the arrangement of business trips, giving priority to low-carbon transportation options and encouraging employees to choose green travel methods.

In terms of promoting green commuting, our company is committed to providing a variety of eco-friendly travel options. We promote shared and electric travel, offer electric bus services for employees and promote the use of shared bicycles, thereby reducing reliance on traditional fuel vehicles and lowering carbon emissions. In addition, we implement car-free day initiatives, encouraging employees to choose eco-friendly modes of transportation on specific days.

2.4.1 綠色辦公

在綠色辦公方面，我們採取了多項措施來提升環保意識和降低能源消耗。我們鼓勵員工在離開辦公室時關閉照明和電子設備，維持室內溫度在26℃，推廣使用雙面列印和再造紙以減少紙張消耗，並宣導減少一次性用品的使用，如紙杯等。此外，我們還積極推行線上辦公，通過電子方式收發消息、通告及指示，減少紙質檔的使用，並推動視頻及音訊會議系統的使用，以減少不必要的出差和促進資源節約。

在設備運營層面，集團引入了先進技術和設備以進一步減少環境足跡。安裝新風系統不僅淨化了辦公空間的空氣，還通過回收室內溫濕度來提升取暖效率。我們還引進了先進的照明系統，大力推廣使用自然光源，以最大程度減少能源消耗。這些措施幫助集團在日常運營中實現更高的能效和可持續性。

2.4.2 綠色差旅

為了推廣綠色差旅，我們公司採取了一系列措施減少對環境的影響。我們鼓勵減少不必要的公務出行，並提倡使用火車旅行作為比航空旅行更環保的選擇。同時，我們也優化了公務出行的安排，優先考慮低碳交通工具，並激勵員工選擇綠色出行方式。

在推行綠色通勤方面，我們公司致力於提供多樣化的環保出行選擇。我們推廣共用出行和電動出行，為員工提供電動大巴服務，並推廣使用共用單車，以此減少對傳統燃油車的依賴，並降低碳排放。此外，我們還舉行了無車日活動，鼓勵員工在特定日子選擇環保的出行方式。

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2.4.3 Green Culture

To foster and promote a green culture, the Group places great emphasis on enhancing our employees' awareness and participation in environmental protection. We post energy-saving and water-conservation slogans in prominent places within our office spaces, using these visual aids to strengthen employees' understanding of the importance of energy efficiency and emission reduction. In addition, we regularly organize a variety of environmental education activities and workshops, inviting environmental experts to share the latest knowledge and practical skills in environmental protection, thereby igniting employees' enthusiasm for the environment.

Furthermore, we enhance employee engagement through organizing diverse eco-friendly activities, such as green challenges, environmental theme days, and community clean-up events. Additionally, we have implemented waste sorting and recycling programs, urging employees to actively participate in waste reduction and resource recycling, working together to build a green and sustainable work and living environment.

2.4.3 綠色文化

為了培養和弘揚綠色文化，集團特別注重提升員工的環保意識和參與度。我們在辦公場所的顯著位置張貼節能和節水的宣傳標語，通過這種直觀的方式加強員工對節能減排重要性的認識。除此之外，我們還定期舉辦各類環保教育活動和工作坊，邀請環保專家分享最新的環保知識和實踐技巧，激發員工的環保熱情。

同時，我們還通過組織多樣化的環境友好活動，如綠色挑戰賽、環保主題日和社區清潔活動，來進一步提高員工的參與感。此外，我們還實施了垃圾分類和回收計劃，鼓勵員工積極參與廢棄物的減少和資源的迴圈利用，共同構建綠色、可持續的工作和生活環境。

3 INSIST ON PEOPLE ORIENTATION

China Leon always adheres to the "people-oriented" principle as the core concept of human resource management, attaching importance to the rights and interests, welfare benefits and personal development of employees. The group has established systematic employment regulations, compensation and benefits systems, and vocational training and health care systems, aiming to create and maintain an equal, diverse, secure, and joyful working environment. This facilitates the mutual development and progress of employees and the enterprise, fostering enduring, inclusive, and sustainable economic growth.

3 堅持以人為本

中國力鴻始終堅持「以人為本」的核心理念，重視員工的各項權益、福利待遇以及個人發展。集團建立了系統的僱傭條例、薪酬福利制度和職業培訓及健康關愛體系，打造並維護平等、多元、安心快樂的工作環境，實現員工與企業的共同發展和進步，促進持久、包容和可持續經濟增長。

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3.1 Employee Composition

As at 31 December 2023, the Group had a total of 3,016 full-time employees. The workforce by gender, age group, employment type and geographical region and the respective turnover rate is illustrated as follows:

Gender 性別		Age 年齡			Type of Employment 僱傭類別		Geographical Location 區域分佈	
Male 男性	Female 女性	≤30	30–50	≥50	The Management 管理層	General Staff 普通僱員	Greater China 大中華地區	Overseas 海外
2,287	729	1,187	1,597	232	289	2,727	1,987	1,029
75.83%	24.17%	39.36%	52.95%	7.69%	9.59%	90.41%	65.88%	34.12%

Gender 性別		Age 年齡			Geographical Location 區域分佈		Total 總計
Male 男性	Female 女性	≤30	30–50	≥50	Greater China 大中華地區	Overseas 海外	
20.81%	19.17%	22.82%	17.52%	11.57%	20.00%	12.49%	20.17%

3.2 Labour Compliance

In terms of employment and labour practices, the Group strictly complies with applicable laws and regulations which were promulgated by the governments of the countries or regions where the Group operates or which have a significant impact on the Group's business, including but not limited to the Labour Law of the People's Republic of China, Labour Contract Law of the People's Republic of China, Social Insurance Law of the People's Republic of China, and the Employment Act in Singapore and Central Provident Fund Act in Singapore, Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong), Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), and all other applicable laws and regulations. The Group prohibits any non-compliance issues related to employment and labour practices. During the Reporting Period, there was no occurrence of child labour and forced labour.

3.1 員工構成

於2023年12月31日，本集團員工總數為3,016人，均為全職。按性別、年齡組別、僱傭類別及地理位置劃分的僱員人數以及相應僱員流失率呈列如下。

3.2 勞動合規

在僱傭和勞動行為方面，本集團嚴格遵守集團業務所在國家或地區政府頒佈並對本集團業務產生重大影響的適用法律及法規，包括但不限於《中華人民共和國勞動法》、《中華人民共和國勞動合同法》、《中華人民共和國社會保險法》、《新加坡就業法》、《新加坡中央公積金法》、《僱傭條例》(香港法例第57章)、《最低工資條例》(香港法例第608章)、《強制性公積金計劃條例》(香港法例第485章)及所有其他適用法律及法規。集團嚴禁出現任何與僱傭和勞動行為相關的違規問題，本報告期內未出現任何童工和強迫勞動情況。

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3.3 Occupational Health and Safety

In terms of occupational health and safety, the Group strictly abides by applicable laws and regulations issued by the governments of the countries or regions where the Group operates and which have a significant impact on the business of the Group, including but not limited to the Work Safety Law of the People's Republic of China, Law of the People's Republic of China on the Prevention and Control of Occupational Diseases and Emergency Management Plan for Production Safety Accidents, the Workplace Safety and Health Act in Singapore, Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), and all other applicable laws and regulations. During the Reporting Period, the Group did not have any non-compliance issues or complaints related to occupational health and safety.

We attach great importance to the identification, assessment, and control of occupational health and safety risks, and we conduct solid occupational health management work to implement health management responsibilities. This is crucial for the long-term and stable development of the enterprise. Additionally, we have established standardized health and safety management processes and obtained ISO 45001 certification for occupational health and safety management systems. Through various measures such as providing regular safety training and health examinations for employees, and conducting regular safety inspections in different work environments, we actively maintain a safe and healthy working environment to ensure the occupational health and safety of employees both domestically and internationally.

Meanwhile, as for preventing risks arising from workplace, the Group has also formulated a series of measures to actively evaluate the occupational risk factors affecting employees' health and safety, and a series of prevention processes and management measures. For example, set up clear safety warning signs and symbols to remind employees to pay attention to safety issues and alert them to potential danger zones; inform employees of the types, hazards, prevention, and emergency treatment measures of occupational hazards; organize regular safety training to increase employees' awareness of safety and educate them on how to correctly respond to potential risks and hazards; organize occupational disease hazard position employees for occupational disease examinations; conduct regular safety inspections of workplaces with occupational disease hazard factors; provide necessary personal protective equipment such as safety helmets, goggles, and earplugs to relevant employees to reduce work risks.

3.3 職業健康安全

在職業健康與安全方面，本集團嚴格遵守集團業務所在國家或地區政府頒佈並對本集團業務產生重大影響的適用法律及法規，包括但不限於《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》、《生產安全事故應急預案管理辦法》、《新加坡工作場所安全與健康法》、《職業安全及健康條例》(香港法例第509章)及所有其他適用法律及法規。在本報告期內，本集團未出現任何與職業健康與安全有關的不合規問題或投訴。

我們高度重視職業健康安全的風險識別、評估和管控，紮實開展職業健康管理工作，落實健康管理責任，這對於企業的長期穩健發展至關重要。同時，我們建立了標準化的健康和安全管理流程並取得了ISO 45001職業健康安全管理體系認證，通過為員工提供定期的安全培訓和健康體檢，定期對不同工作環境進行安全檢查等多元化舉措，積極維護一個安全、健康的工作環境，確保海內外員工的職業健康與安全。

此外，在預防因工作場景而引起的風險方面，集團也制定了一系列舉措，積極評估影響員工健康安全的職業風險因素、重要危害源以及與之相關的所有活動，根據評估結果制定一系列預防流程和管理措施。如：設置明顯的安全警示標誌和標識，提醒員工注意安全事項，並警示潛在的危險區域；向員工告知職業危害的種類、危險、預防及應急救治措施；組織定期的安全培訓，提高員工對安全意識的認識，並教育他們如何正確應對潛在的風險和危害；組織職業病危害崗位員工職業病體檢；定期對存在職業病危害因素場所進行監督審查；為相關崗位員工提供必要的個人防護裝備，如安全帽、護目鏡、耳塞等，以降低工作風險。

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Key Performance in Occupational Health and Safety

職業健康與安全關鍵績效

Category	類別	Units 單位	2023 2023年		2022 2022年		2021 2021年	
			Male 男性	Female 女性	Male 男性	Female 女性	Male 男性	Female 女性
Fatality rate of work-related Accidents	工作事故死亡率	%	0	0	0	0	0	0
Lost days due to work-related injury	因工傷損失工作日數	Days 天	0	0	0	0	0	0

3.4 Equal Opportunities

The Group strictly complies with the laws and regulations of the People's Republic of China and overseas operating locations, including the Labor Law of the People's Republic of China, adhering to the principle of equal employment. In terms of employment, compensation, training, promotion opportunities, and other aspects, employees are not discriminated against or treated unfairly based on age, disability, ethnicity, gender, marital status, nationality, political affiliation, race, religion, sexual orientation, or union membership status, creating a diverse and inclusive work environment. Additionally, the Group actively provides employment opportunities for disabled individuals at all levels of operation. Optical magnification devices, Braille products, and other corresponding auxiliary equipment are provided in different workplaces to cater to the special needs of employees, thereby providing a more comfortable office environment for them.

With the principles of "open recruitment, fair competition, and selecting the best candidates.", we insist on lawful and standardized employment practices, establish standardized procedures for collecting and approving personnel recruitment information. The Group signs labour contracts with employees based on the principles of "equality, voluntariness, and mutual agreement", ensuring employees' rights to labour remuneration, social security, rest and leave, and labour protection. In addition, the Group has formulated a series of employment management systems and policies, such as the "Recruitment Management System," "Employee Handbook," and "Labor Rights Protection Policy". These policies ensure the standardization and transparency of the recruitment and employment processes, guarantee the strict implementation of labour contracts, and protect the rights of employees.

3.4 平等機會

本集團嚴格遵守《中華人民共和國勞動法》等中國及海外運營地的法律法規，秉承平等用工原則。在就業、薪酬、培訓、晉升機會等方面，不因年齡、殘疾、民族、性別、婚姻狀況、國籍、政治面貌、種族、宗教、性取向、是否加入工會等而歧視或不公正對待員工，創造多元化和包容的工作環境。同時，集團亦在各級營運中為殘疾人士積極提供就業機會。在不同工作場所提供光學放大裝置、盲文產品等對應的輔助設備，以照顧僱員的特殊需要，為其提供更加舒適的辦公環境。

集團以「公開招聘、公平競爭、擇優錄用」為原則，堅持依法規範用工，建立規範的人員招聘資訊收集及審批流程。集團秉承「平等自願、協商一致」的原則同員工簽訂的勞動合同，保障員工勞動報酬、社會保障、休息休假、勞動保護等權利。此外，集團制定了一系列僱傭管理制度與政策，如《招聘管理制度》、《員工手冊》、《勞工權益保護政策》等，確保勞動合同得到嚴格履行、員工權益得到保護。

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3.5 Remuneration and Incentives

The Group strictly adheres to relevant laws and regulations such as the Labor Contract Law of the People's Republic of China and the Social Insurance Law of the People's Republic of China. Based on the principle of "distribution according to workload and performance", the Group has established and continuously improved an employee compensation and benefits system to ensure reasonable remuneration. Combining with a fair and impartial performance appraisal mechanism, short-term and long-term incentive plans have been implemented. Additionally, salary adjustments and promotions are arranged based on factors such as individual employee's capabilities and performance, achieving mutual development for both the company and its employees.

Furthermore, the Group further improves the corporate governance structure and long-term incentive mechanisms, creating a mechanism for employees to share interests with owners, attracting and retaining high-quality talents. Implementing equity incentive plans can fully mobilize the enthusiasm, sense of responsibility, and mission of senior management, core technical personnel, and key business staff in the company, allowing employees to fully exert their potential, enhance individual and company performance, and thereby promote the company's long-term stable development.

3.6 Welfare and Care

The Group establishes and continuously improves the employee compensation and benefits system. In accordance with relevant national and local policies, the company ensures timely and full payment of social insurance contributions, including pensions, medical care, work-related injury, maternity, and unemployment insurance, as well as housing provident fund contributions for employees. Additionally, the company organizes supplementary medical insurance and provides benefits such as accommodation, night shift allowances, annual health check-ups, and labour insurance for employees with job-related needs. Apart from national statutory holidays, the company offers paid leave, exam leave, maternity leave, and childcare leave, and provides various subsidies for transportation, meals, and communication, fully considering employees' daily needs.

3.5 薪酬與激勵

本集團嚴格遵循《中華人民共和國勞動合同法》《中華人民共和國社會保險法》等相關法律法規。基於「按勞分配」的原則，集團建立並持續健全員工薪酬福利保障體系，合理支付薪酬。結合公平、公正的績效考核機制，建立短期和中長期激勵計劃，並依照每位員工的工作能力、績效等因素安排調薪及職位晉升，實現企業和員工共贏發展。

此外，集團進一步完善公司治理結構和長效激勵機制，打造員工與所有者的利益共用機制，吸引和保留高素質人才。實行股權激勵計劃能夠充分調動公司中高層管理人員、核心技術人員和業務骨幹的積極性、責任感和使命感，讓員工充分發揮自身潛力，提升個人和公司的績效表現，從而促進公司的長期穩定發展。

3.6 福利與關愛

集團建立並持續健全員工薪酬福利制度，按照國家和地方有關政策規定，為員工按時足額繳納養老、醫療、工傷、生育、失業等社會保險及住房公積金，組織建立企業補充醫療保險，並提供食宿、夜班津貼、年度健康體檢，為因崗位有需求的員工提供勞工保險等各項福利。除國家法定節假日外，公司提供帶薪休假、考試假、產假、育兒假等各項假期，並為員工提供交通、用餐、通訊等多項補貼，充分照顧到員工日常生活。

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To enhance employee well-being, unleash team potential, and strengthen team cohesion, the Group has organized a wide array of cultural and sports activities. During significant holidays such as the Spring Festival, New Year's Day, and Mid-Autumn Festival, we have held various activities that embrace holiday traditions and customs. In addition, we provide facilities like basketball and badminton courts and encourage employees to form interest groups for regular activities. We also offer benefits and gifts to employees on special occasions such as holidays, birthdays, and Women's Day, with particular attention to dedicated benefits for our female employees in recognition of their contributions to the organization.

Moreover, we place high importance on employee mental health by inviting professional psychologists to provide one-on-one counselling services to employees and their families, enhancing mental health awareness through various channels, including mental health education lectures. For employees facing difficulties, we have established a mutual aid association to secure their basic needs through organized donations. We also pay attention to the quality of life of our retired employees by offering opportunities to become company consultants, allowing them to continue contributing to talent development and industry growth.

為了提升員工幸福感，激發團隊潛能，並增強團隊凝聚力，我們集團組織了一系列文化和體育活動。在春節、元旦和中秋等重要節日，我們結合節日特色和傳統習俗舉辦了豐富多樣的慶祝活動，同時，我們也為員工提供了籃球場、羽毛球場等健身設施，並鼓勵他們組建興趣小組，定期開展活動。此外，我們在節假日、員工生日和婦女節等時刻為員工提供福利和禮物，特別是為女性員工提供專項福利，以表彰她們對組織的貢獻。

我們還重視員工的心理健康，通過邀請專業心理諮詢師為員工及其家屬提供一對一諮詢服務，並通過多種管道提升員工的心理健康意識，包括舉辦心理健康教育講座等活動。對於困難員工，我們成立了互助會，組織捐款來保障他們的基本生活需求。同時，我們也關注離退休員工的生活品質，提供轉為公司顧問的機會，讓他們繼續為公司的人才培養和行業發展做出貢獻。



Events on Youth Day
五四青年節活動



Birthday Party
生日派對



Badminton Friendship Tournament
羽毛球友誼賽



"LEON CUP" Basketball Tournament
力鴻杯籃球賽

3.7 Training and Development

Talent development and reserves are the foundation for driving long-term and steady development of an enterprise. The Group attaches great importance to employee education and training, actively building a training system, making full use of internal and external training resources, and adopting various forms and channels to conduct hierarchical and classified business training in all aspects. We have established a fair and transparent promotion channel and a broad development platform for employees, providing strong support for the high-quality development of the enterprise.

The Group formulates and implements the Education and Training Management Measures, and actively constructs a multi-level, efficient, and targeted training system, including cross-departmental examinations, key position rotation, and mentorship programs. At the same time, training plans covering various aspects such as functional management, professional skills, industry knowledge, and professional ethics have been formulated. This comprehensive approach enhances employee capabilities across the board, resulting in overall improvement in team efficiency. In addition, we continuously improve talent development and incentive mechanisms, promoting the construction of a reserve talent pool and creating growth opportunities for every employee. This approach aims to stimulate employee vitality and support business development effectively.

During the Reporting Period, the Group provided a total of approximately 7,172 hours of training activities for employees, covering corporate governance, customer relationship management, value management, financial reporting, corporate culture, new employee orientation, production safety, early warning about accidents due to poor quality, maintenance of laboratory sample making equipment, laboratory accreditation, local laws and regulations, carbon peak and carbon neutrality, etc.

3.7 培訓與發展

人才培養和儲備是驅動企業長遠、穩健發展的基礎。集團高度重視員工教育培訓工作，積極構建培訓體系，充分利用內外部培訓資源，採取多種形式，多渠道、全方面開展分層分類業務培訓工作，為員工搭建了公平透明的晉升通道與廣闊的發展平台，為企業高品質發展提供有力支撐。

集團制定並實施《教育培訓管理辦法》，積極構建多層次、高效率、有針對性的培訓體系，包括跨崗考試、骨幹輪崗和師帶徒培訓等。同時制定了涵蓋職能管理、專業技術、行業知識、職業素養等多個層面的培訓計劃。全方位提升員工能力，實現團隊整體效能提升。此外，我們不斷完善人才培養機制與激勵機制，推動後備人才隊伍建設，為每一位員工創造成長機會，進而激發員工活力、支持業務發展。

報告期內，集團共為僱員提供約7,172小時的培訓活動，涵蓋了公司治理、客戶關係管理、價值管理、財務報告、企業文化、新員工培養、安全生產、品質事故預警、實驗室樣本製造設備的保養、實驗室資格認可、地方法律法規、碳達峰、碳中和等多方面內容。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

Key Performance in Training

培訓關鍵績效

Category	類別	Number of	Percentage	Training	Average
		Employees	of Employees	Hours of	Training
		Trained	Trained (%)	Employees	Hours for
		(Person)		(h)	Employees
					(Hours/
					Person)
		培訓員工	培訓員工	培訓員工	平均培訓
		數量(人)	百分比(%)	小時(h)	員工小時數
					(小時/人)
Male	男性	1,426	68.89%	8,709	6.1
Female	女性	614	57.22%	7,894	12.9
The Management	管理層	244	81.06%	1,787	7.3
General Staff	普通僱員	1,796	63.22%	14,816	8.2
Total	總數	2,040	64.93%	16,603	8.1

4 CREATING WIN-WIN BUSINESS

We always adhere to the group mission of “advocating integrity and justice, practicing fairness and impartiality, and achieving quality for the future.” At every stage of business operation, we maintain high standards for ourselves and provide services with the highest technical and service standards. At the same time, we cooperate with suppliers who share similar values, actively fulfil corporate social responsibilities, achieve sustainable development goals, and create business win-win situations together. Furthermore, we consistently leverage our strengths to actively contribute to society while developing our business operations, engaging in social participation through volunteer services and other means to create social value.

4.1 Adherence to Integrity and Compliance

4.1.1 Business Ethics and Morality

The Group holds a strong belief in the core values of confidentiality, integrity, independence, fairness, impartiality and trust, abides by the code of business ethics, insists on operating with integrity, complies with relevant regulations, and continuously enhances the level of integrity and compliance management. It resolutely eliminates all behaviours that violate business ethics. During the reporting period, our operations remained free from any instances of monopolistic behaviour, price fixing, or market manipulation. This underscores our dedication to fostering fair competition and upholding ethical business practices.

4 創造商業共贏

中國力鴻始終秉持著「崇尚誠信正義、踐行公平公正、成就品質未來」的集團使命。在業務運營的各個環節，我們一直保持對自身的高標準要求，以最高的技術和服務標準提供服務。同時，我們與擁有相似價值觀的供應商合作，積極履行企業社會責任，實現可持續發展目標，創造商業共贏。此外，我們始終堅持發揮自身優勢，在發展自身業務的同時積極回饋社會，通過志願服務等方式展開社會參與，創造社會價值。

4.1 堅守誠信合規

4.1.1 商業倫理與道德

集團堅守「保密、廉潔、獨立、公平、公正、信任」的價值觀，遵守商業道德準則，堅持誠信經營，遵守相關法規，持續提高誠信合規管理水準；堅決杜絕一切違反商業道德的行為。在報告期內，我們未曾發生任何壟斷行為、價格操縱或市場操縱等事件，這凸顯了我們致力於促進公平競爭和道德商業行為的決心。

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The Group has enacted a series of corporate ethical policies and regulations, including the “Code of Conduct for Company Employees,” and the “Prohibited Conduct for Company Employees,” based on laws and regulations such as the “People’s Republic of China Supervision Law,” the “People’s Republic of China Anti-Unfair Competition Law,” and the “People’s Republic of China Anti-Money Laundering Law.” These policies strictly prohibit behaviours such as bribery, extortion, fraud, and money laundering. Our business partners strictly follow the code of conduct and ethics agreement in conducting business deals. The management is committed to avoiding any conflict of interests and maintaining protecting integrity throughout our operations. The Group advocates for integrity and ethics and requires all employees to enshrine the principle of fairness and impartiality, which brings the value proposition in business and helps in building trustworthy relationship with our customers, business partners and other stakeholders.

4.1.2 Compliance and Anti-corruption

Adhering to legal compliance and operating with integrity are crucial foundations for the long-term development of enterprises. This group strictly adheres to the laws of the People’s Republic of China, including the Criminal Law, the Company Law, the Interim Provisions on Prohibiting Commercial Bribery, the United Nations Convention against Corruption, the Prevention of Corruption Act of Singapore, the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong), as well as relevant laws and regulations applicable in the jurisdictions where it operates, domestic and international standards, and compliance auditing norms. During the Reporting Period, the Group did not have any concluded legal cases regarding corrupt practices filed against the Group or its directors or employees.

集團根據《中華人民共和國監察法》、《中華人民共和國反不正當競爭法》、《中華人民共和國反洗錢法》等法律法規出台了《公司員工商業行為規範》和《公司員工禁止行為》等一系列商業道德相關制度政策，嚴格禁止賄賂、勒索、欺詐及洗黑錢等行為出現。商業交易過程中，業務合作夥伴嚴格遵循商業行為守則及道德協議。最高管理層也致力於避免公司活動中產生任何利益衝突，保持廉潔。集團推崇廉潔與道德，要求全體員工恪守公平公正，謹記公司從業之基、立身之本，不斷堅守與客戶、商業夥伴及其他利益相關者建立信任關係。

4.1.2 合規與反貪污

依法合規、誠信經營是企業長遠發展的重要基礎。本集團嚴格遵守《中華人民共和國刑法》、《中華人民共和國公司法》、《關於禁止商業賄賂行為的暫行規定》、《聯合國反腐敗公約》、《新加坡預防腐敗法案》、《防止賄賂條例》(香港法例第201章)和運營所在地適用的相關法律法規、國內外標準和合規審計規範等。本報告期內，集團並無出現任何對本集團或其董事及員工提出並已審結的貪污訴訟案件。

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The Group adopts a “zero-tolerance” attitude towards all forms of corrupt practices and unfair competition, continuously strengthens and improves the compliance management requirements and systems. The management of the Group has established reporting channels and investigation procedures to identify and assess the risks of fraud at three levels: the overall company, business responsibilities and major accounts. Employees are encouraged to identify and report misconducts and potential improprieties.

All employees have received training as specified in the employee manual and proactively taken part in our integrity education and training sessions that cover interpretation of integrity, laws and regulations, actions and methodology. Titles such as Outstanding Units Against Corruption and Temptation and Outstanding Individuals Against Corruption and Temptation are awarded to our employees to continuously improve their awareness of compliance. During the Reporting Period, integrity, anti-corruption and conflict of interest related training sessions amounting to 2,610 hours were provided to directors and employees.

4.2 Devoted to Professional Quality

4.2.1 Quality Management

Quality management is not only essential for the operational management and the quality of products and services but also plays a crucial role in the long-term development and sustainability of an enterprise. We always prioritize customer satisfaction, ensuring product and service quality, reducing costs and risks, enhancing competitiveness, and promoting continuous development and innovation. We achieve this by focusing on customer-centric approaches, establishing quality management systems, implementing standard procedures, quality control, continuous improvement, and staff training.

集團對一切形式的腐敗賄賂行為和不正当競爭採取「零容忍」態度，依法維護自身合法權益，不斷強化健全合規管理要求和體系。集團管理層建立了舉報管道和調查程式，針對公司整體、業務責權、主要帳戶三個層面進行舞弊風險識別和評估，鼓勵員工提高識別和舉報不當行為和潛在不當行為的意識。集團將按相關程式認真記錄所有舉報案件，定期總結檢舉和處理相關問題，針對性地提出改進方案並就處理結果及補救措施予以回饋。

我們針對全體員工積極開展廉潔警示教育培訓，包括廉潔釋義、法律制度、行動方法等多方面內容，並評選「防腐抗誘建設先進集體」、「防腐抗誘先進個人」等榮譽稱號，不斷提升全員合規、反貪污意識與行為能力。本報告期內，本集團向董事及員工總計提供2,610小時誠信反腐和利益衝突培訓。

4.2 忠於專業品質

4.2.1 品質管制

品質管制不僅對企業的經營管理和產品服務品質具有重要意義，而且對企業的長期發展和可持續性也起到關鍵作用。我們始終堅持以客戶為中心，通過建立品質管制體系、制定標準流程、實施品質控制、持續改進和培訓員工等方法，確保產品和服務品質，提高客戶滿意度，降低成本和風險，增強競爭力，進而推動企業的持續發展和創新。

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The Group places a high priority on quality management and has established a project quality management responsibility system that covers all subsidiaries and levels, both domestically and internationally. We actively conduct management system certifications and audits under ISO 9001 to ensure compliance with quality management standards. Through our quality management operating procedures, we rigorously supervise the operation of all laboratories, ensuring strict adherence to laws, regulations, and guidelines set forth by accreditation bodies. This ensures the authenticity and traceability of the inspection process at all stages, thereby providing customers with reliable testing services. (For more details, please refer to section 4.1.3 “Standard Operation”). In addition to the measures mentioned above, we have also developed standardized process manuals, quality manuals, management rules, and technical documents to standardize our service processes and ensure product quality. We regularly revise and update these documents to meet the needs of business development, ensuring they remain up-to-date at all times.

To ensure the professionalism and reliability of our quality management work, the Group imposes strict requirements on the qualifications, professional competence, ethical qualities, and integrity of quality professionals. Each quality professional must undergo qualification review and professional competence assessment to ensure they possess the necessary technical knowledge and capabilities. We also emphasize the cultivation and enhancement of professional ethics and integrity awareness among quality professionals, with regular internal training and assessment activities arranged accordingly. These training and assessment activities cover theoretical knowledge, operational skills, and professional ethical standards in quality management, aiming to continuously improve the comprehensive qualities and work standards of quality professionals.

Since the product recall procedures are not applicable to the Group’s business, no relevant disclosure is made.

本集團建立了覆蓋海內外各公司、各層級的專案品質管制責任體系。我們積極開展ISO 9001管理體系認證和審核，以確保品質管制體系達標。我們通過品質管制操作程式，嚴格監督各個實驗室的運作，確保其嚴格遵循法律法規和認可機構的推行指引規則，保證檢驗流程各環節的真實性、可追溯性，從而為客戶提供可靠的檢測服務。(詳情請見4.1.3「規範操作」)。除了以上措施外，我們還制定了標準化流程手冊、品質手冊、管理規則及技術文檔等，以規範我們的服務流程，保障產品品質。我們定期對這些檔進行修訂和更新，以適應業務發展的需要，確保始終與時俱進。

為了確保品質管制工作的專業性和可靠性，集團對品質專業人員的資格、專業能力、道德品質和誠信度同樣進行了嚴格要求。每位品質專業人員都必須通過資格審查和專業能力評估，以確保其具備必要的技術知識和工作能力。我們也注重培養和提升品質專業人員的職業道德和誠信意識，定期安排相關的內部培訓和評估活動。這些培訓和評估活動涵蓋了品質管制的理論知識、操作技能以及職業道德規範等方面，旨在不斷提升品質專業人員的綜合素質和工作水準。

由於產品回收程式不適用於本集團業務，故不進行相關披露。

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4.2.2 Qualification Accreditation

The PRC operations of the Group have been certified, in terms of quality, by the China National Accreditation Service for Conformity Assessment in China, including the Laboratory Accreditation Certificate, Testing Institute Accreditation Certificate, as well as Member Certificate of China Association for Instrumental Analysis and Member Certificate of China Inspection and Testing Innovation Consortium. Furthermore, the Group is recognized as a Member of Chinese Certification and Accreditation Association, Quality and Credit Enterprise AAA, Member of Vice Director of Professional Committee of Coal Industry of China Association for Quality Inspection, Contract Abiding and Trustworthy Enterprise, Full Member of TIC Council, Member of China Entry-Exit Inspection and Quarantine Association, etc. During this reporting period, we have been honoured as the designated quality inspection agency by the Guangzhou Futures Exchange and the Dalian Commodity Exchange.

The overseas subsidiaries of the group have obtained multiple international quality certifications. The laboratories in Singapore have obtained the ISO 17025 Accreditation for the laboratory and ISO 17020 Accreditation. The laboratories in India, Indonesia, Pakistan and Malaysia have been accredited by the respective accreditation bodies and awarded ISO 17025:2017. Our inspection and business operations have been granted ISO 9001:2015 certifications by British Standards Institute (BSI) in India and Malaysia. Furthermore, the Group has also been awarded membership by the Grain and Feed Trade Association (GAFTA), Federation of Oils, Seeds & Fats Association (FOSFA) and International Cotton Association (ICA) memberships which are internationally prominent in the agriculture industry. National-level memberships of Fertiliser Association of India (FAI), The Soybean Processors Association of India (SOPA), and Solvent Extractors' Association of India (SEA) have been awarded to the Group, and membership of Palm Oil Refiners Association of Malaysia (PORAM) has been awarded to the Group in Malaysia.

4.2.2 資質認可

集團的中國業務獲得了中國內地合格評定國家認可委員會頒發的多項品質認證，包括「實驗室認可證書」和「檢測機構認可證書」，「中國分析測試協會會員證書」及「中國檢驗檢測創新聯合成員證書」。此外，集團獲得了「中國認可認證協會單位會員」、「品質信用企業AAA」、「中國品質檢驗協會煤炭專業委員會副理事長單位」、「重合同守信用企業」、「TIC理事會正式成員」、「中國出入境檢驗檢疫協會會員」等來自行業和社會認可。本報告期間內，我們榮獲廣州期貨交易所指定質檢機構和大連商品交易所指定質檢機構。

集團海外附屬公司已獲得多項國際品質認證。新加坡實驗室已獲得ISO 17025實驗室認可及ISO17020認可。印度、印尼、巴基斯坦及馬來西亞的實驗室均獲得各自認可機構認證，並獲得ISO17025：2017認證。印度及馬來西亞的檢驗及業務營運還獲得英國標準協會「BSI」的ISO9001：2015認證證書。此外，在農業領域，集團也獲有國際影響力的Grain and Feed Trade Association「GAFTA」、Federation of Oils, Seeds & Fats Association「FOSFA」及國際棉花協會「ICA」頒發的會員資格，以及印度肥料協會「FAI」、印度大豆加工商協會「SOPA」、印度溶劑提取協會「SEA」頒發的國家級會員資格，並於馬來西亞獲馬來西亞棕櫚油精煉商協會「PORAM」頒發的會員資格。

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4.2.3 Standard Operation

To ensure the professionalism of the Group services and to reduce risks during service processes, we have actively developed information technology management systems and extensively adopted automation equipment. In addition, we have established a series of stringent operational procedures and standards to ensure the high quality and consistency of our services. These measures not only enhance the efficiency and accuracy of our services but also help to meet customer needs and boost their confidence. The specific procedures and standards are detailed as follows:

Video monitoring throughout the inspection process

檢驗全流程視頻監控

Quality control centre

品質監控中心

Information system management

資訊化管理系統

Throughout the whole inspection process, the Group has provided video monitoring devices, such as video monitoring system, body worn cameras and digital video cameras, to make sure inspections and tests are authentic and traceable.

集團於檢驗全流程設置視頻監控系、執法記錄儀和數碼影像攝像機等視頻監控設備，有效保障檢驗檢測工作的真實性和可追溯性。

Independent of each laboratory, the quality control centre acquires field operation pictures and information generated from work process by means of information technology, for tracking and monitoring the inspection and testing activities at our laboratories.

獨立於各實驗室的品質監控中心通過資訊化技術手段，獲取現場作業畫面及工作過程中產生的資料資訊，對各實驗室檢驗檢測活動的運行進行跟蹤與監控。

We have developed the Leon LIMS Laboratory Information Management System and Leon LIMS Test Information System, making information management possible across the whole process of quality inspection. System functions cover sampling, sample making, testing, information confidentiality in sample transmission, etc., which helped effectively reduce the error rate of manual calculations and increase the efficiency and accuracy of testing.

集團研發了「Leon LIMS實驗室資訊化管理系統」和「Leon LIMS Test資訊化系統」，實現了品質檢驗的全過程資訊化管理。系統功能包括：採樣、制樣、化驗、樣品傳輸資訊保密等，有效降低人為計算錯誤率，有效提升檢測工作的效率和準確度。

4.2.3 規範操作

為確保集團服務的專業性、降低服務過程中的風險，我們積極研發了資訊技術管理系統，並廣泛採用自動化設備。此外，我們還制定了一系列嚴格的操作程式和規範，以確保服務的高品質和一致性。這些舉措不僅提高了服務的效率和準確性，還有助於滿足客戶的需求並增強他們的信心。具體程式及規範詳述如下：

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R&D and application of automatic equipment	The Group designed and developed the Robot LEON-SIASUN IPS-3600 Automatic Sample Making System together with a professional institute. The system can replace manual sample making, reduce man-made interference in inspection, and effectively improve sample preparation efficiency and operation automation.
自動化設備的研發及應用	集團與專業單位共同設計並研發了「LEON-SIASUN IPS-3600 機器人自動制樣系統」。該系統可取代人工制樣，降低人為因素在檢驗工作中的影響，有效提升樣品製備效率和作業自動化水準。
Operation standardization	Building on our practices and management experiences in the inspection and testing services over the years and with reference to the national standards, we have set 39 corporate standards to standardize the processes of inspection.
工作標準化	集團根據多年在檢驗檢測業務中積累的實踐和管理經驗，在國家標準基礎上，制定了39項企業標準，不斷提升集團檢驗工作的標準化水準和流程規範性。

4.3 Provide Quality Service

The Group attaches great importance to customer experience and feedback. By establishing a comprehensive and efficient customer service management system, we adhere to customer-oriented principles, carefully listen to suggestions, and are committed to safeguarding customer interests. We strive to provide thoughtful service experiences to meet the diverse and personalized needs of our customers, ultimately enhancing customer satisfaction.

With respect to health and safety, advertising and privacy issues related to the services provided, we comply with the applicable laws and regulations which were promulgated by the governments in the countries or regions where the Group operates that have a significant impact on our operations, including but not limited to the Advertising Law of the People's Republic of China, Trademark Law of the People's Republic of China, Personal Information Protection Law, Singapore Code of Advertising Practice, Trade Marks Act of Singapore, as well as all other applicable laws and regulations.

The percentage of products sold or shipped that need to be recalled for safety and health reasons is not applicable to our group's business. Therefore, no relevant disclosure is made.

4.3 提供優質服務

集團高度重視客戶體驗及回饋，通過建立完善精準高效的客戶服務管理系統，堅持以客戶需求為導向，認真聽取建議，致力於保障客戶利益並以周到的服務體驗滿足客戶多方位個性化的需求，提高客戶滿意度。

在涉及所提供的服務的健康與安全、相關廣告以及隱私問題等方面，本集團嚴格遵守集團業務所在國家或地區政府頒佈並對本集團業務產生重大影響的適用法律及法規，包括但不限於《中華人民共和國廣告法》、《中華人民共和國商標法》、《個人資訊保護法》、《新加坡廣告行為守則》、《新加坡商標法案》及所有其他適用法律及法規。

由於已售或已運送產品總數中因安全與健康理由而須回收的百分比不適用於本集團業務，故不進行相關披露。

4.3.1 Customer Complaints

Based on the relevant international/national standards, the Group has established a timely and effective customer complaint management mechanism, including documents such as “Customer Negative Feedback and Complaint Handling,” “Complaint Handling Procedures,” and “Customer Follow-up Standards” for after-sales service management. These documents specify the response methods and timeframes for each stage of the customer complaint process, establishing a standardized customer complaint quality management system. It also designates specific individuals responsible for handling customer complaints, standardizing the efficiency of customer response to requests, to minimize customer losses to the greatest extent possible, and continuously improve the quality of customer service.

Issues raised in complaints are monitored and reviewed to avoid recurrence of the same issues. Furthermore, the Group evaluates on an annual basis whether its complaint handling and feedback mechanism is effective in terms of the timelines of responses and satisfaction of return visits. The Group did not receive any major complaints during the Reporting Period.

4.3.1 客戶投訴

基於相關國際、國家標準，集團建立一套及時有效的客戶投訴處理機制，包括《客戶負面回饋與投訴處理》、《投訴處理流程》、《客戶回訪規範》等售後服務管理檔，規定了客戶投訴流程中每個環節的回應方式和時間，建立標準化的客戶投訴品質管制系統。並安排具體人員負責客戶投訴事件，規範客戶訴求回應效率，以最大程度降低客戶損失，持續優化客戶服務品質。

集團對投訴回饋問題進行監控和審查，防止類似問題再次發生。同時，集團每年也將根據回應時間表、回訪滿意度等對投訴回饋機制的有效性進行評估。本報告期間內，集團並未接到任何重大投訴。



4.3.2 Customer Satisfaction

"Customer first" is the core value of the company. In terms of customer satisfaction, the company has established the "Customer Satisfaction Management Procedure," which collects feedback from customers worldwide through various channels such as customer service hotlines and emails. Each year, a selection of major customers (based on revenue) and those who have filed complaints are invited to participate in satisfaction surveys. The company compiles customer satisfaction analysis reports and conducts follow-up visits to confirm the implementation and effectiveness of problem resolutions, aiming to further enhance service quality.

The Group has established a comprehensive customer satisfaction management system, designed to monitor and enhance the customer experience in all aspects. If issues are identified within customer feedback, our complaint handling system is activated, identifying and analysing the problems, and then referring them to the relevant departments for resolution. Building upon this, we continuously push forward with an improvement plan, committed to optimizing processes and services through systematic feedback and adjustments. We believe this management system will help us to improve customer satisfaction and provide a more exceptional and consistent service experience for our customers.

4.3.2 客戶滿意度

「客戶至上」是集團的核心價值觀。在客戶滿意度方面，公司制定了《客戶滿意度管理程式》，通過整合各種管道（如客戶服務熱線及郵箱）的溝通機制收集海內外客戶回饋意見，並於每年選擇及邀請若干主要客戶（如按收益劃分）及提出投訴的客戶，進行滿意度調查，將客戶的關注點回饋給相關部門進行及時處理。編制客戶滿意度分析報告，並通過回訪確認問題改善的落實情況和有效程度，以進一步提高服務品質。

集團已建立一個全面的客戶滿意度管理體系，旨在全方位監測和提升客戶體驗。一旦發現客戶回饋中存在問題，我們的投訴處理體系便會啟動，通過識別問題和分析原因，將問題轉交至相關部門進行處理。在此基礎上，我們不斷推進持續改進計劃，致力於通過系統性的回饋和調整，以優化流程和服務。我們堅信這一管理體系能夠說明我們提高客戶滿意度，並為客戶帶來更加卓越和一致的服務體驗。



客戶滿意度管理流程
Customer Satisfaction Management Process

4.3.3 Data Security Protection

China Leon prioritizes customer privacy and data security, adhering to relevant laws and regulations, including but not limited to the Product Quality Law of the PRC, the Patent Law of the PRC and the Personal Data (Privacy) Ordinance of Hong Kong. The Group carries out risk assessment on information security every year to identify new threats and risks associated with information security in a timely manner, continuously step-up data protection, and ensure that the Group can allocate adequate resources and respond effectively in respect to its information security management system. During the reporting period, the company did not experience any incidents of customer privacy breaches in domestic or overseas markets.

4.3.3 資料安全保護

中國力鴻重視客戶隱私和資料安全，遵守相關法律法規，包括《中華人民共和國產品品質法》、《中華人民共和國專利法》和《香港個人資料(隱私)條例》等。集團每年開展資訊安全風險評估工作，及時識別資訊安全的新威脅與風險，持續優化資料保護，確保集團在資訊安全管理系統方面可調配充足資源並做出有效應對。報告期內，本公司未發生海內外市場客戶隱私洩露情況。

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The Group has established a dedicated information security management team to comprehensively plan for data security and privacy matters, which is responsible for developing information protection and privacy control procedures applicable to the company, customers, suppliers, consumers and employees, in order to make every effort to ensure privacy and security of customer data. makes every effort to ensure privacy and security of customer data. Employees in supervisory positions or roles that involve access to critical company information, such as finance, sales, human resources, procurement, technology, quality, and network management, are required to make a confidentiality commitment upon joining the company. When necessary, they must sign a Non-disclosure Agreement to ensure the security of sensitive information.

集團設立了資訊安全管理團隊，負責制定適用於公司、客戶、供應商、消費者和員工的資訊保護和隱私控制程式，以全力保障客戶資料的隱私及安全。擔任涉及訪問公司關鍵資訊（如財務、銷售、人力資源、採購、技術、品質和網路管理）職位的員工，在加入公司時必須做出保密承諾。必要時還須簽署保密協定以確保敏感資訊的安全。

The Group has implemented the following measures to ensure the privacy and protection of customer data:

本集團通過實施以下措施來確保客戶資料的隱私和保護：

Application of security protection devices

應用安全保護裝置

Firewall and anti-virus software are installed and updated in a timely manner to prevent data leaks as a result of hacker attacks. Meanwhile, all sensitive personal and confidential data of customers are encrypted according to defined procedures. 安裝和及時更新防火牆及防毒軟體，防止因網路攻擊而造成的資料外泄。同時，客戶所有敏感個人及機密資料均根據指定程式進行加密。

Prevention and detection of unauthorized authority

預防及偵查未經授權的使用

Access rights to systems (including the rights to create, revise, delete and view) are assigned in line with the roles, duties and positions of employees. Besides, regular checks on unauthorized access and log-in are conducted by our information security management team to avoid data leaks.

根據員工角色、職責及職位分配系統使用權（如創建、修改、刪除及查閱的功能）。此外，資訊安全管理團隊定期檢查未經授權的使用及登入，防止資料洩露。

Establishment of business continuity and disaster recovery plan

建立業務持續性及災難恢復計劃

Our contingency plans are clearly defined for certain security breach incidents (such as cyber-attacks) and relevant roles and responsibilities are specified. Moreover, relevant data are backed up to independent auxiliary storage devices for the recovery of data and applications to minimize the impact of unexpected incidents. 明確界定就若干保安事故（如網路攻擊）的處理應急計劃，規定相關角色及職責。同時，集團將相關資料定期備份至獨立輔助的儲存裝置，用於資料和應用程式的修復，最大程度減低突發事故所造成的影響。

Training and ethical requirement of employees

僱員的培訓及道德要求

Relevant personnel are trained and required to strictly abide by the Group's data security policy and to assure that they handle customer data with a high level of ethics and integrity.

集團對相關人員開展培訓，要求嚴格遵守集團資料安全政策，並保證高職業道德及誠信態度處理客戶資料。

4.3.4 Intellectual Property Rights Protection

The group attaches great importance to and improves the intellectual property protection system, strictly adhering to a series of patent and copyright-related laws and regulations such as the Patent Law of the People's Republic of China, the Trademark Law of the People's Republic of China, the Management Regulations for National Standards Related to Patents (Temporary), and the Promotion of Technology Transfer Law of the People's Republic of China. It establishes and implements targeted protection systems such as the Patent Management Measures and the Technology Innovation Incentive Management Measures. We rigorously review the information conveyed to customers during service promotion to prevent misinformation and control the spread of false information.

Intellectual property helps enhance the technological autonomy of enterprises and strengthen their core competitiveness. The Group has applied for and obtained patents and trademarks for its inventions and utility models in sampling, inspection and information management practices. Meanwhile, the Group keeps a close eye on the news and updates on intellectual property rights registered by peers as a safeguard measure against any infringements. As at the end of 2023, the Group had a total of 88 scientific researchers, 10 national invention patents with 10 others pending approval, 30 utility patents with 5 others pending approval, and 43 software copyrights.

Additionally, we insist on respecting the intellectual property rights of others. Prior to the initiation of any R&D project, our team conducts thorough searches of intellectual property through patent databases, as well as databases of scientific journals, to ensure no infringement on existing rights. We avoid any infringement of intellectual property rights by purchasing software or other products. Our practices include abstaining from unauthorized use or imitation of patented technologies and respecting the exclusive rights of registered trademarks.

4.3.4 智慧財產權保護

集團高度重視並完善智慧財產權保護制度，嚴格遵守《中華人民共和國專利法》、《中華人民共和國商標法》、《國家標準涉及專利的管理規定（暫行）》、《中華人民共和國促進科技成果轉化法》等一系列專利版權相關法律法規，建立並實施《專利管理辦法》《科技創新激勵管理辦法》等針對性保護制度。集團嚴格審查服務宣傳過程中傳遞給客戶的資訊，以防產生誤導以及控制虛假資訊傳播。

智慧財產權有助於提高企業的技術自主化水準，增強核心競爭力。集團在採樣、核對總和資訊管理實踐方面積極申請並獲得了多項發明和新型實用專利及商標，同時還及時關注同行註冊智慧財產權的新聞和最新資訊，以防侵權情況發生。截至2023年底，集團共有科研人員88人，具有10項國家級發明專利、10項待批發明專利；30項實用型專利、5項待批實用專利及43項軟體著作。

此外，我們始終堅持尊重他人智慧財產權。在啟動任何研發專案之前，團隊通過專利資料庫和科學期刊資料庫對智慧財產權進行徹底搜索，以確保不侵犯現有權利。我們通過購買軟體或其他產品來避免任何侵犯智慧財產權的行為，包括避免未經授權使用或模仿專利技術，尊重註冊商標的專有權。

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4.4 Supply Chain Cooperation

The Group adheres to the cooperation concept of mutual benefit and win-win cooperation with supplier partners, and through methods such as supplier access, communication, and evaluation, it forms a stable and sustainable supply chain ecosystem for mutual development.

Based on domestic and international regulations, as well as internal corporate values, the Group has formulated Supplier Management Measures and Criteria for Identifying Supplier Misconduct. These standards clearly stipulate the requirements for suppliers in areas such as human rights, environmental protection, health and safety, and business ethics. Supplier selection must undergo independent approval processes. The supplier list is rigorously reviewed and approved by the group's management based on assessments and on-site inspections. Through this process, we ensure that partners share similar values and encourage and support the supply chain in providing environmentally friendly products and services, thereby promoting sustainable business empowerment.

The Group makes reference to suppliers' self-declarations and information disclosed by government agencies, etc. to further identify if suppliers had any violations or confirm if government agencies had imposed any penalties on suppliers. For any identified cases, the Group will cease cooperation until effective improvement and remedial measures have been taken by the supplier concerned. The Group applied the above measures to all major suppliers during the Reporting Period.

Number of Suppliers

Category	類別	Number of Suppliers 供應商數量
Greater China	大中華地區	1,784
Overseas	海外	866
Total	總數	2,650

4.4 協同供應鏈合作

集團秉持著和供應商夥伴「互利共贏、共同發展」的合作理念，通過供應商准入、溝通、評估等方式，形成一個穩定的可持續發展供應鏈生態。

基於國內外的法規以及集團內部標準價值體系，集團制定了《供應商管理辦法》、《供應商不良行為認定標準》。這些標準明確規定了對於供應商人權、環境保護、健康與安全以及商業道德等方面的要求。在供應商選擇方面，必須經過獨立的審批程式。供應商名單由集團管理層根據評估和實地考察等結果進行嚴格審查和批准。通過這一流程，我們確保與合作夥伴共用相似的價值觀，並鼓勵支援供應鏈提供環保產品和服務，共同推動商業可持續發展。

集團參考供應商自我聲明、政府機構披露資料等，進一步識別其是否發生任何違規事宜或確認政府機構是否對供應商施加任何處罰。對於任何已識別的情況，集團將停止合作，直至有關供應商採取有效改進和補救措施。本報告期間內，集團對所有主要供應商均落實以上相關做法。

供應商數量

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4.5 Engage in social welfare

China Leon actively engages in social welfare and earnestly fulfils its social responsibilities. The group has been carrying out nationwide social welfare projects and volunteer activities for many years, conducting a series of social welfare activities in rural revitalization, environmental improvement, education enhancement, and other areas, actively giving back to society, and contributing to social development and progress. During the reporting period, a total of 68 voluntary service activities were conducted, with 873 individuals participating. The company's total investment in social welfare amounted to RMB53,000.

In 2023, the Group established a volunteer service team, actively engaged in various public welfare areas such as voluntary blood donation, charitable donations, assisting students in need, and low-carbon environmental protection. They actively contribute with love and serve the community, influencing and inspiring more people to join in promoting the path to sustainable development. In March 2023, the company organized the "In the Spirit of Lei Feng, Spreading Love in March" activity, showing care and concern for the children of Shenmu City Welfare Institute, aiming to engrave the spirit of Lei Feng in the hearts of every member of us.

The vision of China Leon is to become a pioneering force leading social progress and advocating for green development, continuously driving the concept of sustainable development deep into the heart of society, realizing the social value of the enterprise, and manifesting our boundless commitment and responsibility towards a brighter future. In the future, we will continue to engage in philanthropy in a broader range of fields and at deeper levels, exploring new models and pathways for public welfare projects, contributing even more strength to the construction of a harmonious society and sustainable development!

4.5 投身社會公益

中國力鴻積極投身社會公益，認真踐行社會責任。集團連續多年開展覆蓋全國的社會公益專案與志願活動，在鄉村振興、社會環境、教育改善等方面開展一系列社會公益活動，積極回饋社會，為社會發展進步做出貢獻。報告期內，共開展68場志願服務活動，共有873人次參與志願服務活動，公司社會公益投入共計5.30萬元。

2023年，集團成立志願者服務隊，日常活躍在無償獻血、慈善捐贈、愛心助學、低碳環保等各個公益領域。積極奉獻愛心、服務社區，影響帶動更多人加入推動實現可持續發展的道路。2023年3月，公司組織開展了「情系雷鋒月，愛灑三月天」學雷鋒獻愛心活動，對神木市社會福利院的孩子們進行了慰問，以期雷鋒精神能鑄刻在每個力鴻人的心間。

中國力鴻的願景是成為引領社會進步、宣導綠色發展的先鋒力量，不斷推動可持續發展理念在全社會的深入人心，成就企業的社會價值，彰顯我們對美好未來的無限承諾和擔當。未來，我們仍會在更廣泛的領域和更深層次上參與公益事業，探索公益專案的新模式、新路徑，為構建和諧社會、可持續發展貢獻更多的力量！

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聯交所《環境、社會及管治報告指引》索引表

ESG Guidance ESG 指引		Reference Section 參考章節
A. Environmental A. 環境		
Aspect A1: Emissions 層面 A1：排放物		
General Disclosure 一般披露	<p>Information on:</p> <p>(a) the policies; and</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer</p> <p>relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.</p> <p>Note: Air emissions include NO_x, SO_x, and other pollutants regulated under national laws and regulations.</p> <p>Greenhouse gases include carbon dioxide, methane, nitrous oxide, hydrofluorocarbons, perfluorocarbons and sulphur hexafluoride. Hazardous wastes are those defined by national regulations.</p> <p>有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的：</p> <p>(a) 政策；及</p> <p>(b) 遵守對發行人有重大影響的相關法律及規例的資料。</p> <p>註： 廢氣排放包括氮氧化物、硫氧化物及其他受國家法律及規例規管的污染物。溫室氣體包括二氧化碳、甲烷、氧化亞氮、氫氟碳化合物、全氟化碳及六氟化硫。</p> <p>有害廢棄物指國家規例所界定者。</p>	Practice Green Development 踐行綠色發展
KPI A1.1 關鍵績效指標 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Air Pollutants 大氣污染物
KPI A1.2 關鍵績效指標 A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接（範圍1）及能源間接（範圍2）溫室氣體排放量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	Greenhouse Gas Emissions 溫室氣體排放
KPI A1.3 關鍵績效指標 A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	Waste Management 廢棄物管理
KPI A1.4 關鍵績效指標 A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量（以噸計算）及（如適用）密度（如以每產量單位、每項設施計算）。	Waste Management 廢棄物管理
KPI A1.5 關鍵績效指標 A1.5	Description of emissions target(s) set and steps taken to achieve them. 描述所訂立的排放量目標及為達到這些目標所採取的步驟。	Climate Change Management 氣候變化管理

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ESG Guidance		Reference Section
ESG 指引		參考章節
KPI A1.6 關鍵績效指標 A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	Pollutant and Waste Management 污染物與廢棄物管理
Aspect A2: Use of Resources 層面 A2：資源使用		
General Disclosure 一般披露	Policies on the efficient use of resources, including energy, water and other raw materials. Note: Resources may be used in production, in storage, transportation, in buildings, electronic equipment, etc. 有效使用資源(包括能源、水及其他原材料)的政策。 註：資源可用於生產、儲存、運輸、樓宇、電子設備等。	Effective Resources Utilization 有效資源利用
KPI A2.1 關鍵績效指標 A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Energy Consumption 能源使用
KPI A2.2 關鍵績效指標 A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Water Resource Management 水資源管理
KPI A2.3 關鍵績效指標 A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	Energy Consumption 能源使用
KPI A2.4 關鍵績效指標 A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	Water Resource Management 水資源管理
KPI A2.5 關鍵績效指標 A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位佔量。	Energy Consumption 有效資源利用
Aspect A3: The Environment and Natural Resources 層面 A3：環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Pollutant and Waste Management 污染物與廢棄物管理
KPI A3.1 關鍵績效指標 A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Pollutant and Waste Management 污染物與廢棄物管理

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ESG Guidance ESG 指引		Reference Section 參考章節
Aspect A4: Climate Change 層面 A4：氣候變化		
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Climate Change Management 氣候變化管理
KPI A4.1 關鍵績效指標 A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Climate Change Management 氣候變化管理
B. Social B. 社會		
Employment and Labour Practices 僱傭及勞工常規		
Aspect B1: Employment 層面 B1：僱傭		
General Disclosure 一般披露	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labour Compliance 勞動合規
KPI B1.1 關鍵績效指標 B1.1	Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region. 按性別、僱傭類型（如全職或兼職）、年齡組別及地區劃分的僱員總數。	Employee Composition 員工構成
KPI B1.2 關鍵績效指標 B1.2	Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失比率。	Employee Composition 員工構成

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ESG Guidance		Reference Section
ESG 指引		參考章節
Aspect B2: Health and Safety		
層面 B2：健康與安全		
General Disclosure 一般披露	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Occupational Health and Safety 職業健康安全
KPI B2.1 關鍵績效指標 B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年（包括匯報年度）每年因工亡故的人數及比率。	Occupational Health and Safety 職業健康安全
KPI B2.2 關鍵績效指標 B2.2	Lost days due to work injury. 因工傷損失工作日數。	Occupational Health and Safety 職業健康安全
KPI B2.3 關鍵績效指標 B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Occupational Health and Safety 職業健康安全
Aspect B3: Development and Training		
層面 B3：發展及培訓		
General Disclosure 一般披露	General Disclosure Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. Note: Training refers to vocational training. It may include internal and external courses paid by the employer. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。 註：培訓指職業培訓，可包括由僱主付費的內外部課程。	Training and Development 培訓與發展
KPI B3.1 關鍵績效指標 B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別（如高級管理層、中級管理層）劃分的受訓僱員百分比。	Training and Development 培訓與發展
KPI B3.2 關鍵績效指標 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Training and Development 培訓與發展

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ESG Guidance ESG 指引		Reference Section 參考章節
Aspect B4: Labour Standards 層面 B4：勞工準則		
General Disclosure 一般披露	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labour Compliance 勞動合規
KPI B4.1 關鍵績效指標 B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Equal Opportunities, Welfare and Care 平等機會、福利與關愛
KPI B4.2 關鍵績效指標 B4.2	Description of steps taken to eliminate such practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Equal Opportunities, Welfare and Care 平等機會、福利與關愛
Operating Practices 營運慣例		
Aspect B5: Supply Chain Management 層面 B5：供應鏈管理		
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。	Supply Chain Cooperation 協同供應鏈合作
KPI B5.1 關鍵績效指標 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supply Chain Cooperation 協同供應鏈合作
KPI B5.2 關鍵績效指標 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。	Supply Chain Cooperation 協同供應鏈合作
KPI B5.3 關鍵績效指標 B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。	Supply Chain Cooperation 協同供應鏈合作
KPI B5.4 關鍵績效指標 B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。	Supply Chain Cooperation 協同供應鏈合作

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ESG Guidance		Reference Section
ESG 指引		參考章節
Aspect B6: Product Responsibility 層面 B6：產品責任		
General Disclosure 一般披露	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Quality Management 品質管制
KPI B6.1 關鍵績效指標 B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Quality Management 品質管制
KPI B6.2 關鍵績效指標 B6.2	Number of products and service-related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Customer Complaints 客戶投訴
KPI B6.3 關鍵績效指標 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Intellectual Property Rights Protection 智慧財產權保護
KPI B6.4 關鍵績效指標 B6.4	Description of quality assurance process and recall procedures. 描述質量檢定過程及產品回收程式。	Customer Complaints 品質管制
KPI B6.5 關鍵績效指標 B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Data Security Protection 資料安全保護

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ESG Guidance		Reference Section
ESG 指引		參考章節
Aspect B7: Anti- corruption		
層面 B7：反貪污		
General Disclosure	General Disclosure Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	Compliance and Anti-corruption
一般披露	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	合規與反貪污
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Compliance and Anti-corruption
關鍵績效指標 B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	合規與反貪污
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	Compliance and Anti-corruption
關鍵績效指標 B7.2	描述防範措施及舉報程式，以及相關執行及監察方法。	合規與反貪污
KPI B7.3	Description of anti-corruption training provided to directors and staff.	Compliance and Anti-corruption
關鍵績效指標 B7.3	描述向董事及員工提供的反貪污培訓。	合規與反貪污
Community		
社區		
Aspect B8: Community Investment		
層面 B8：社區投資		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	Engage in social welfare
一般披露	有關以社區參與來瞭解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	投身社會公益
KPI B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport).	Engage in social welfare
關鍵績效指標 B8.1	專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	投身社會公益
KPI B8.2	Resources contributed (e.g. money or time) to the focus area.	Engage in social welfare
關鍵績效指標 B8.2	在專注範疇所動用資源(如金錢或時間)。	投身社會公益

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To the shareholders of China Leon Inspection Holding Limited
(Incorporated in the Cayman Islands with limited liability)

致中國力鴻檢驗控股有限公司全體股東
(於開曼群島註冊成立的有限責任公司)

OPINION

We have audited the consolidated financial statements of China Leon Inspection Holding Limited (the “**Company**”) and its subsidiaries (the “**Group**”) set out on pages 153 to 288, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards (“**IFRSs**”) issued by the International Accounting Standards Board (“**IASB**”) 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 International Standards on Auditing (“**ISAs**”) issued by the International Auditing and Assurance Standards Board. 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 *Code of Ethics for Professional Accountants* (the “**Code**”) issued by the Hong Kong Institute of Certified Public Accountants, and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

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

意見

我們已審計列載於第153至288頁的中國力鴻檢驗控股有限公司(「**貴公司**」)及其附屬公司(「**貴集團**」)的綜合財務報表，此綜合財務報表包括於2023年12月31日的綜合財務狀況表與截至該日止年度的綜合損益表、綜合全面收益表、綜合權益變動表和綜合現金流量表，以及綜合財務報表附註，包括重大會計政策資料。

我們認為，該等綜合財務報表已根據國際會計準則理事會(「**國際會計準則理事會**」)頒佈的《國際財務報告準則》(「**國際財務報告準則**」)真實而公允地反映了 貴集團於2023年12月31日的綜合財務狀況及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。

意見的基準

我們根據國際審計及核證準則委員會頒佈的《國際審計準則》(「**國際審計準則**」)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佈的《專業會計師道德守則》(「**守則**」)，我們獨立於 貴集團，並已履行守則中的其他道德責任。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意見提供基礎。

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。該等事項是在對綜合財務報表整體進行審計並形成意見的背景下來進行處理的，我們不對該等事項提供單獨的意見。我們對下述每一事項於審計中是如何處理的描述亦以此為背景。

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KEY AUDIT MATTERS (Continued)

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.

關鍵審計事項(續)

我們已履行本報告「核數師就審計綜合財務報表須承擔的責任」一節闡述的責任，包括與該等事項相關的責任。相應地，我們的審計工作包括執行為應對評估的綜合財務報表重大錯誤陳述風險而設計的審計程序。我們執行審計程序的結果，包括處理下述事項所執行的程序，為隨附綜合財務報表的審計意見提供基礎。

Key audit matters

關鍵審計事項

Impairment of trade and bills receivables

貿易應收款項及應收票據的減值評估

As at 31 December 2023, the Group had trade and bills receivables of HK\$218,424,000 before a provision for impairment of HK\$9,583,000.

於2023年12月31日，貴集團減值撥備港幣9,583,000元前之貿易應收款項及應收票據為港幣218,424,000元。

The impairment of trade and bills receivables was recognised based on the allowance for expected credit losses (ECLs). The management of the Group determines the ECLs of trade and bills receivables based on historical information of settlement of trade and bills receivables, customers' creditworthiness, and forward-looking economic conditions, involving the use of significant judgements and estimates.

貿易應收款項及應收票據減值乃基於預期信貸損失撥備確認。貴集團管理層根據貿易應收款項及應收票據過往結算資料、客戶的信譽以及前瞻性經濟狀況釐定貿易應收款項及應收票據預期信貸損失，涉及使用重大判斷及估計。

The accounting policies and disclosures for the impairment of trade and bills receivables are included in notes 2.4, 3, and 18 to the financial statements.

貿易應收款項及應收票據減值的會計政策及披露載於財務報表附註2.4、3及18。

How our audit addressed the key audit matters

我們的審計如何處理關鍵審計事項

We tested the key controls of the Group relating to the credit control, debt collection and estimation of ECLs. We checked the ageing analysis of the trade and bills receivables to obtain an understanding of the movements in the ageing and the settlement pattern of the customers.

我們測試 貴集團有關信貸控制、債務收回及預期信貸損失估計的主要控制點。我們核查貿易應收款項及應收票據的賬齡分析以瞭解賬齡及客戶結算模式變動。

For the collectively assessed ECLs, we assessed the reasonableness of the Group's ECL model, including inputs and assumptions used by the Group in calculating the ECLs. We assessed the reasonableness that historical experience was representative of current circumstances and of the recent losses incurred in the portfolios.

就集體評估預期信貸損失而言，我們評估 貴集團預期信貸損失模式的合理性，包括 貴集團於計算預期信貸損失時所用的輸入數據及假設。我們評估歷史經驗代表當前情況以及投資組合中最近發生的損失的合理性。

We also assessed the financial statements disclosures relating to the Group's exposure to credit risk.

我們亦評估與 貴集團的信貸風險有關的財務報表披露。

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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 IFRSs issued by the IASB 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.

年度報告內的其他信息

貴公司董事需對其他信息負責。其他信息包括刊載於年度報告內的信息，但不包括綜合財務報表及就此作出的核數師報告。

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瞭解的情況存在重大抵觸或者似乎存在重大錯報的情況。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報，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國際會計準則理事會頒佈的《國際財務報告準則》及香港《公司條例》的披露規定擬備真實而公允的綜合財務報表，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報所需的內部控制負責。

在擬備綜合財務報表時，貴公司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，除非貴公司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職責監督貴集團的財務報告過程。

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 ISAs 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 ISAs, 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報取得合理保證，並出具包括我們意見的核數師報告。我們僅對全體股東作出報告，除此以外，本報告並無其他用途。我們不會就核數師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《國際審計準則》進行的審計，在某一重大錯報存在時總能發現。錯報可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關錯報可被視作重大。

在根據《國際審計準則》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報的風險，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報的風險高於未能發現因錯誤而導致的重大錯報的風險。
- 瞭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、結構及內容，包括披露，以及綜合財務報表是否公允反映相關交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責貴集團審計的方向、監督及執行。我們為審計意見承擔全部責任。

我們與審核委員會溝通了(其中包括)計劃的審計範圍、時間安排及重大審計發現(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及其他事項，以及在適用的情況下，為消除威脅所採取的行動或所應用的防範措施。

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 Tsang Pang Sum Joe.

Ernst & Young

Certified Public Accountants

Hong Kong

25 March 2024

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。

出具獨立核數師報告的審計項目合夥人是曾鵬森。

安永會計師事務所

執業會計師

香港

2024年3月25日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

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	收入	5	1,118,514	944,014
Cost of sales	銷售成本	6	(638,384)	(534,648)
Gross profit	毛利		480,130	409,366
Other income and (losses)/gains, net	其他收入及(虧損)/收益淨額	5	6,248	13,636
Selling and distribution expenses	銷售及分銷開支		(40,325)	(30,835)
Administrative expenses	行政開支		(241,166)	(224,099)
Impairment losses on financial assets, net	金融資產減值虧損淨額		(3,753)	(2,284)
Fair value changes of financial assets and liabilities at fair value through profit or loss	按公允價值計入損益的金融資產及負債之公允價值變動		(4,523)	4,946
Other expenses	其他開支		(30,810)	(28,573)
Finance costs	融資成本	7	(8,589)	(5,816)
Profit before tax	稅前利潤	6	157,212	136,341
Income tax expense	所得稅開支	10	(35,049)	(31,513)
Profit for the year	年內利潤		122,163	104,828
Attributable to:	以下各項應佔：			
Owners of the Company	本公司擁有人		80,048	69,397
Non-controlling interests	非控股權益		42,115	35,431
			122,163	104,828

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

Year ended 31 December 2023 截至2023年12月31日止年度

		Note 附註	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Other comprehensive (loss)/income	其他全面(虧損)/收益			
Other comprehensive loss that may be reclassified to profit or loss in subsequent periods:	於隨後期間可能重新分類至損益的其他全面虧損：			
Exchange differences:	匯兌差額：			
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額		(12,566)	(37,805)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	於隨後期間將不會重新分類至損益的其他全面收益：			
Exchange differences:	匯兌差額：			
Exchange differences on translation from functional currency to presentation currency	換算功能貨幣為呈列貨幣的匯兌差額		128	616
Other comprehensive loss for the year, net of tax	年內其他全面虧損，扣除稅項		(12,438)	(37,189)
Total comprehensive income for the year	年內全面收益總額		109,725	67,639
Attributable to:	以下各項應佔：			
Owners of the Company	本公司擁有人		73,705	37,843
Non-controlling interests	非控股權益		36,020	29,796
			109,725	67,639
EARNINGS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股盈利			
Basic (HK\$ cents)	基本(港仙)	12	15.10	13.12
Diluted (HK\$ cents)	攤薄(港仙)	12	15.05	11.03

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2023 2023年12月31日

		Notes	At 31 December 2023 於2023年 12月31日 HK\$'000 港幣千元	At 31 December 2022 於2022年 12月31日 HK\$'000 港幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	13	233,983	204,423
Investment properties	投資物業	14	15,829	17,486
Right-of-use assets	使用權資產	15	75,900	66,375
Goodwill	商譽	16	34,021	30,341
Intangible assets	無形資產	17	2,585	3,904
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	20	4,714	5,168
Deferred tax assets	遞延稅項資產	27	2,250	1,107
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產	19	1,151	385
Total non-current assets	非流動資產總額		370,433	329,189
Current assets	流動資產			
Inventories	存貨		2,935	3,365
Trade and bills receivables	貿易應收款項及應收票據	18	208,841	172,302
Prepayments, other receivables and other assets	預付款項、其他應收款項及 其他資產	19	43,991	23,137
Financial assets at fair value through profit or loss	按公允價值計入損益的金融資產	20	1,471	1,710
Pledged deposits	已抵押存款	21	160	470
Time deposits with an initial term of over three months	初始期限為三個月以上的定期存款	21	39,454	7,661
Cash and cash equivalents	現金及現金等價物	21	227,250	222,254
Total current assets	流動資產總額		524,102	430,899
Current liabilities	流動負債			
Trade payables	貿易應付款項	22	51,910	43,622
Contract liabilities	合約負債	23	8,029	3,565
Other payables and accruals	其他應付款項及應計項目	24	70,432	71,891
Interest-bearing bank loans	計息銀行貸款	25	48,530	26,449
Tax payable	應納稅款		31,586	22,880
Lease liabilities	租賃負債	15	17,863	13,153
Convertible bonds	可換股債券	26	48,612	–
Total current liabilities	流動負債總額		276,962	181,560
Net current assets	流動資產淨值		247,140	249,339
Total assets less current liabilities	資產總值減流動負債		617,573	578,528

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

31 December 2023 2023年12月31日

		Notes	At 31 December 2023 於2023年 12月31日 HK\$'000 港幣千元	At 31 December 2022 於2022年 12月31日 HK\$'000 港幣千元
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	15	43,792	36,744
Convertible bonds	可換股債券	26	–	50,861
Deferred tax liabilities	遞延稅項負債	27	3,780	2,796
Other payables and accruals	其他應付款項及應計項目	24	723	1,102
Total non-current liabilities	非流動負債總額		48,295	91,503
Net assets	資產淨值		569,278	487,025
EQUITY	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	28	210	189
Reserves	儲備	32	424,291	378,079
			424,501	378,268
Non-controlling interests	非控股權益		144,777	108,757
Total equity	權益總額		569,278	487,025

LI Xiangli

李向利

Director

董事

YANG Rongbing

楊榮兵

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2023 截至2023年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔										
		Share capital	Capital reserve*	Statutory reserve*	Share-based compensation reserve*	Shares held for share award scheme*	Fair value through other comprehensive Income*	Exchange fluctuation reserve*	Retained profits*	Total	Non-controlling interests	Total equity
		股本	資本儲備*	法定儲備*	以股份為基礎的補償儲備*	股份獎勵計劃所持股份*	按公允價值計入其他全面收益*	匯兌波動儲備*	保留利潤*	合計	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
At 1 January 2022	於2022年1月1日	172	201,761	35,495	7,900	(8,472)	(3,403)	34,985	79,200	347,638	78,961	426,599
Profit for the year	年內利潤	-	-	-	-	-	-	-	69,397	69,397	35,431	104,828
Other comprehensive loss for the year:	年內其他全面虧損:											
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	-	(31,554)	-	(31,554)	(5,635)	(37,189)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	(31,554)	69,397	37,843	29,796	67,639
Final 2021 dividend	2021年末期股息	-	-	-	-	-	-	-	(7,983)	(7,983)	-	(7,983)
2022 interim dividend declared and paid (note 11)	已宣派及派付的2022年中期股息(附註11)	-	-	-	-	-	-	-	(10,733)	(10,733)	-	(10,733)
Equity-settled share compensation expense (notes 29 and 30)	以權益結算的股份補償開支(附註29及30)	-	-	-	15,588	-	-	-	-	15,588	-	15,588
Shares purchased for share award scheme (note 30)	為股份獎勵計劃購買之股份(附註30)	-	-	-	-	(4,085)	-	-	-	(4,085)	-	(4,085)
Award shares vested	已歸屬獎勵股份	-	-	-	(8,084)	8,084	-	-	-	-	-	-
Bonus issue of shares	發行紅股	17	62,074	-	-	-	-	-	(62,091)	-	-	-
Transfer from retained profits	保留利潤轉撥	-	-	217	-	-	-	-	(217)	-	-	-
At 31 December 2022	於2022年12月31日	189	263,835	35,712	15,404	(4,473)	(3,403)	3,431	67,573	378,268	108,757	487,025

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

Year ended 31 December 2023 截至2023年12月31日止年度

		Attributable to owners of the Company 本公司擁有人應佔											
		Share capital 股本	Capital reserve* 資本儲備*	Statutory reserve* 法定儲備*	Share-based compensation reserve* 以股份為基礎的補償儲備*	Shares held for share award scheme* 股份獎勵計劃所持股份*	Fair value through other comprehensive income* 按公允價值計入其他全面收益*	Convertible bond equity reserve 可換股債券權益儲備	Exchange fluctuation reserve* 匯兌波動儲備*	Retained profits* 保留利潤*	Total 合計	Non-controlling interests 非控股權益	Total equity 權益總額
At 31 January 2023	於2023年1月1日	189	263,835	35,712	15,404	(4,473)	(3,403)	-	3,431	67,573	378,268	108,757	487,025
Profit for the year	年內利潤	-	-	-	-	-	-	-	-	80,048	80,048	42,115	122,163
Other comprehensive loss for the year:	年內其他全面虧損:												
Exchange differences on translation of foreign operations	換算海外業務的匯兌差額	-	-	-	-	-	-	-	(6,343)	-	(6,343)	(6,095)	(12,438)
Total comprehensive income for the year	年內全面收益總額	-	-	-	-	-	-	-	(6,343)	80,048	73,705	36,020	109,725
Final 2022 dividend declared and paid (note 11)	已宣派及派付的2022年末期股息(附註11)	-	-	-	-	-	-	-	-	(13,085)	(13,085)	-	(13,085)
2023 interim dividend declared and paid (note 11)	已宣派及派付的2023年中期股息(附註11)	-	-	-	-	-	-	-	-	(14,270)	(14,270)	-	(14,270)
Equity-settled share compensation expense (notes 29)	以權益結算的股份補償開支(附註29)	-	-	-	3,241	-	-	-	-	-	3,241	-	3,241
Shares purchased for share award scheme (note 30)	為股份獎勵計劃購買之股份(附註30)	-	-	-	-	(14,514)	-	-	-	-	(14,514)	-	(14,514)
Bonus issue of shares	發行紅股	19	80,130	-	-	-	-	-	-	(80,149)	-	-	-
Change of terms of convertible bond (notes 26)	可換股債券條款變動(附註26)	-	-	-	-	-	-	5,633	-	-	5,633	-	5,633
Transfer of convertible bond	可換股債券轉讓	1	3,394	-	-	-	-	(353)	-	-	3,042	-	3,042
Issue of shares upon exercise of share options	行使購股權後發行股份	1	3,391	-	(811)	-	-	-	-	-	2,481	-	2,481
Transfer from retained profits	保留利潤轉撥	-	-	2,164	-	-	-	-	-	(2,164)	-	-	-
At 31 December 2023	於2023年12月31日	210	350,750	37,876	17,734	(18,987)	(3,403)	5,280	(2,912)	37,953	424,501	144,777	569,278

* As at 31 December 2023, these reserve accounts comprise the consolidated other reserves of HK\$424,291,000 (2022: HK\$378,079,000) in the consolidated statement of financial position.

(a) The amounts represent for (i) the share premium of the issued share capital of the Company; (ii) the difference between the nominal values of the ordinary shares issued by the Company and the share capital of subsidiaries acquired through an exchange of shares pursuant to the reorganisation of the Company in prior years; (iii) the difference between the fair value of the capital injections from non-controlling shareholders and the carrying amount of the subsidiary attributable to the non-controlling interests; (iv) the difference between the consideration paid to non-controlling shareholders and the carrying amount of the subsidiary attributable to the non-controlling interests; and (v) the deemed contribution from non-controlling interest determined by the difference between the principal amount and the fair value of other borrowings at initial recognition.

(b) As stipulated by the relevant laws and regulations of the People's Republic of China (the "PRC"), before distribution of the net profit each year, each of the Group's subsidiaries established in the PRC shall set aside 10% of its net profit after taxation to the statutory reserves. The reserve fund can only be used, upon approval by the boards of directors of these PRC established subsidiaries and by the relevant authority, to offset accumulated losses or increase capital. During the year ended 31 December 2023, HK\$2,164,000 (2022: HK\$217,000) was transferred from retained profits to the statutory reserves.

(c) The amount mainly represents the share option expenses and share award expenses as disclosed in notes 29 and 30, respectively.

* 於2023年12月31日，該等儲備賬包括綜合財務狀況表內的綜合其他儲備港幣424,291,000元(2022年：港幣378,079,000元)。

(a) 該等金額為(i)本公司已發行股本之股份溢價；(ii)本公司已發行普通股面值與透過根據本公司過往年度重組進行股份交換所收購附屬公司之股本之間的差額；(iii)來自非控股股東注資之公允價值與非控股權益應佔附屬公司賬面值之間的差額；(iv)已付非控股股東代價與非控股權益應佔附屬公司賬面值之間的差額；及(v)按其其他借款於初始確認時之本金與公允價值之間的差額釐定之視作非控股權益注資。

(b) 根據中華人民共和國(「中國」)相關法律及法規規定，本集團在中國成立的各附屬公司每年均須撥出除稅後淨利潤的10%作法定儲備，然後方可分派淨利潤。儲備金僅可用於抵銷累計虧損或增加資本，惟須經該等於中國成立的附屬公司的董事會及相關機關批准。截至2023年12月31日止年度，自保留利潤轉撥至法定儲備的金額為港幣2,164,000元(2022年：港幣217,000元)。

(c) 該金額主要指附註29及30分別披露的購股權開支及股份獎勵開支。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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
Operating activities	經營活動		
Profit before tax	稅前利潤	157,212	136,341
Adjustments for:	已就下列各項作出調整：		
Finance costs	融資成本	7	5,816
Income from financial assets at fair value through profit or loss	按公允價值計入損益的金融資產所得收入	5	(1,626)
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	6/13	43,012
Depreciation of investment properties	投資物業的折舊	6/14	1,416
Depreciation of right-of-use assets	使用權資產的折舊	6/15	19,590
Amortisation of intangible assets	無形資產攤銷	6/17	1,162
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備的虧損，淨額	5	192
Loss on disposal of intangible assets, net	出售無形資產的虧損，淨額	5	980
Fair value changes of financial assets and liabilities at fair value through profit or loss	按公允價值計入損益的金融資產及負債的公允價值變動		4,523
Impairment losses on financial assets, net	金融資產減值虧損淨額	6	3,753
Equity-settled share compensation expense	以權益結算的股份補償開支	29、30	3,241
		242,044	214,030
(Increase)/decrease in inventories	存貨(增加)/減少	430	(1,199)
Increase in trade and bills receivables	貿易應收款項及應收票據增加	(40,351)	(39,627)
(Increase)/decrease in prepayments, other receivables, other assets	預付款項、其他應收款項、其他資產(增加)/減少	(15,366)	9,824
Increase in trade payables	貿易應付款項增加	3,658	4,109
Increase in contract liabilities	合約負債增加	4,464	771
Increase in other payables and accruals	其他應付款項及應計項目增加	6,637	7,916
Cash generated from operations	經營產生的現金	201,516	195,824
Income taxes paid	已付所得稅	(26,407)	(19,459)
Net cash flows from operating activities	經營活動所得現金流量淨額	175,109	176,365

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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
Investing activities 投資活動			
Purchases of items of property, plant and equipment		(81,490)	(49,678)
Proceeds from disposal of items of property, plant and equipment and intangible assets		1,567	2,704
Withdrawal of pledged deposits		470	8,202
Placement of pledged deposits		(160)	–
Non-pledged time deposits with original maturity of more than three months when acquired and time deposits restricted from being used		(31,793)	(7,661)
Acquisition of subsidiaries, net of cash acquired	33	(2,327)	–
Loans to a supplier		(7,948)	–
Income received from financial assets at fair value through profit or loss	5	1,626	1,345
Net outflow on purchases and sales of financial products		–	(1,957)
Net cash flows used in investing activities		(120,055)	(47,045)
Financing activities 融資活動			
New bank loans		106,611	26,521
Repayment of bank loans		(84,337)	(21,959)
Interest paid		(6,506)	(5,245)
Proceeds from issue of shares		2,165	–
Principal portion of lease payments		(16,133)	(13,488)
Dividends paid		(27,355)	(18,716)
Purchase of shares for a share award scheme		(14,514)	(4,085)
Net cash flows used in financing activities		(40,069)	(36,972)
Net increase in cash and cash equivalents		14,985	92,348
Cash and cash equivalents at the beginning of year		222,254	150,636
Effect of foreign exchange rate changes, net		(9,989)	(20,730)
Cash and cash equivalents at the end of year	21	227,250	222,254
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS 現金及現金等價物結餘分析			
Cash and bank balances		266,864	230,385
Time deposits pledged for borrowings and port access right		(160)	(470)
Non-pledged time deposits with original maturity of more than three months when acquired		(39,454)	(7,661)
Cash and cash equivalents as stated in the statement of cash flows		227,250	222,254

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

1. CORPORATE AND GROUP INFORMATION

China Leon Inspection Holding Limited (the “**Company**”) is an exempted company with limited liability incorporated in the Cayman Islands on 29 July 2015. The registered office address of the Company is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and the principal places of business are Suite 1015, 10/F, Ocean Centre, Harbour City, 5 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong and Buildings No. 77-78, Taida Science Park, No. 12 Zhuyuan Road, Shunyi District Beijing, China. The Company’s shares have been listed on The Stock Exchange of Hong Kong Limited since 12 July 2016.

The Company is an investment holding company and the principal activities of its subsidiaries are set out below. The Company and its subsidiaries are collectively referred to as the “Group”.

In the opinion of the directors, the Company was under the control of LI Xiangli (李向利), ZHANG Aiyong (張愛英), LI Xiangli and ZHANG Aiyong are spouses.

1. 公司及集團資料

中國力鴻檢驗控股有限公司（「**本公司**」）為一家於2015年7月29日於開曼群島註冊成立的獲豁免有限責任公司。本公司註冊辦事處地址為Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands，而主要營業地點為香港九龍尖沙咀廣東道5號海港城海洋中心10樓1015室及中國北京順義區竺園路12號泰達科技園77-78棟。本公司股份自2016年7月12日起已於香港聯合交易所有限公司上市。

本公司為一家投資控股公司，其附屬公司的主營業務載於下文。本公司及其附屬公司統稱為「本集團」。

董事認為，本公司由李向利及張愛英控制。李向利及張愛英為配偶。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries

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

Name* 名稱*	Place of registration 註冊地點	Issued ordinary/registered share capital 已發行普通/註冊股本	Percentage of equity attributable to the Company 本公司應佔權益百分比		Principal activities 主營業務
			Direct 直接	Indirect 間接	
China Leon Inspection Holding (BVI) Limited	British Virgin Islands	US\$1.00	100	–	Investment holding
China Leon Inspection Holding (BVI) Limited	英屬維爾京群島	1.00美元	100	–	投資控股
Huaxia Leon Inspection Limited 華夏力鴻檢驗有限公司	Hong Kong 香港	HK\$100 港幣100元	–	100	Investment holding 投資控股
Hong Kong Top One Global Limited 香港第一環球有限公司	Hong Kong 香港	HK\$1.00 港幣1.00元	–	100	Investment holding 投資控股
Leon Overseas (Hong Kong) Limited Leon Overseas (Hong Kong) Limited	Hong Kong 香港	HK\$1.00 港幣1.00元	–	41 (note i) 41 (附註i)	Inspection and testing 檢驗及檢測
Leon Overseas Pte. Ltd. Leon Overseas Pte. Ltd.	Singapore 新加坡	SGD1,000,000 1,000,000新加坡元	–	51	Inspection and testing 檢驗及檢測
Saybolt (Singapore) Pte. Ltd. Saybolt (Singapore) Pte. Ltd.	Singapore 新加坡	SGD341,714 341,714新加坡元	–	51	Inspection and testing 檢驗及檢測
Leon Inspection & Testing India Private Limited Leon Inspection & Testing India Private Limited	India 印度	INR500,000 500,000盧比	–	41 (note i) 41 (附註i)	Inspection and testing 檢驗及檢測
Pt. Leon Testing and Consultancy Pt. Leon Testing and Consultancy	Indonesia 印度尼西亞	IDR10,005,000,000 10,005,000,000印尼盾	–	51	Inspection and testing 檢驗及檢測
Leon Inspection and Testing Australia Pty Ltd. Leon Inspection and Testing Australia Pty Ltd.	Australia 澳洲	AU\$1.00 1.00澳元	–	51	Inspection and testing 檢驗及檢測
Leon Inspection Testing Services Sdn. Bhd Leon Inspection Testing Services Sdn. Bhd	Malaysia 馬來西亞	MYR1,000,000 1,000,000馬幣	–	51	Inspection and testing 檢驗及檢測
Leon Inspection & Testing Private Limited Leon Inspection & Testing Private Limited	Pakistan 巴基斯坦	PRK40,000,000 40,000,000巴基斯坦盧比	–	41 (note i) 41 (附註i)	Inspection and testing 檢驗及檢測

1. 公司及集團資料 (續)

關於附屬公司資料

本公司主要附屬公司詳情如下：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

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

(Continued)

Name*	Place of registration	Issued ordinary/registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
名稱*	註冊地點	已發行普通/註冊股本	直接	間接	主營業務
Leon-Saybolt Inspection & Testing Sdn Bhd	Brunei	B\$1,000	–	51	Standard technical and quality control technical services
Leon-Saybolt Inspection & Testing Sdn Bhd	汶萊	1,000 汶萊元	–	51	標準技術及質量控制技術服務
Saybolt (Malaysia) Sdn. Bhd	Malaysia	RMB3,300,000	–	51	Inspection and testing
Saybolt (Malaysia) Sdn. Bhd	馬來西亞	人民幣 3,300,000 元	–	51	檢驗及檢測
Leon Inspection & Testing Vietnam Pvt Ltd.	Vietnam	VND1,725,000,000	–	51	Inspection and testing
Leon Inspection & Testing Vietnam Pvt Ltd.	越南	1,725,000,000 越南盾	–	51	檢驗及檢測
Leon Inspection & Testing South Africa	South Africa	ZAR100	–	51	Inspection and testing
Leon Inspection & Testing South Africa	南非	100 南非蘭特	–	51	檢驗及檢測
Leon Inspection & Testing Bangladesh	Bangladesh	BDT424,200	–	51	Inspection and testing
Leon Inspection & Testing Bangladesh	孟加拉	424,200 孟加拉塔卡	–	51	檢驗及檢測
Leon Inspection & Testing Argentina S.A	Argentina	ARS100,000	–	51	Inspection and testing
Leon Inspection & Testing Argentina S.A	阿根廷	100,000 阿根廷比索	–	51	檢驗及檢測
Leon Inspection & Testing (Brazil) Inspecao E Teste Ltda	Brazil	BRL500,000	–	41	Inspection and testing
Leon Inspection & Testing (Brazil) Inspecao E Teste Ltda	巴西	500,000 巴西雷亞爾	–	41	檢驗及檢測
Leon Inspection and Testing Nederland B. V.	Nederland	EUR100,000	–	41 (note ii)	Inspection and testing
Leon Inspection and Testing Nederland B. V.	荷蘭	100,000 歐元	–	41 (附註 ii)	檢驗及檢測
Leon Saybolt Inspection Corporation	South Korea	KRW640,000,000	–	26 (note ii)	Inspection and testing
Leon Saybolt Inspection Corporation	韓國	640,000,000 韓元	–	26 (附註 ii)	檢驗及檢測

1. 公司及集團資料 (續)

關於附屬公司資料 (續)

本公司主要附屬公司詳情如下：(續)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

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

(Continued)

Name*	Place of registration	Issued ordinary/registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
名稱*	註冊地點	已發行普通/註冊股本	本公司應佔權益百分比	本公司應佔權益百分比	主營業務
			直接	間接	
Saybolt (Tianjin) Metrology & Inspection Co., Ltd.	PRC	US\$1,150,000	-	41 (note i)	Inspection and testing
仕寶(天津)技術檢測有限公司	中國	1,150,000美元	-	41(附註i)	檢驗及檢測
Saybolt-Leon Overseas (Zhoushan) Ltd.	PRC	US\$500,000	-	41 (note i)	Inspection and testing
力鴻仕寶(舟山)技術檢測有限公司	中國	500,000美元	-	41(附註i)	檢驗及檢測
Leon Inspection Group Co., Ltd.	PRC	RMB50,000,000	-	100	Inspection and testing
力鴻檢驗集團有限公司	中國	人民幣50,000,000元	-	100	檢驗及檢測
Tangshan Huaxia Lihong Commodity Inspection Co., Ltd.	PRC	RMB1,000,000	-	100	Inspection, testing, appraisal and inspection technology development
唐山華夏力鴻商品檢驗有限公司	中國	人民幣1,000,000元	-	100	檢驗、檢測、評估及檢驗技術開發
Tianjin Leon Energy Technology Co., Ltd.	PRC	RMB10,000,000	-	100	Inspection and testing
天津力鴻能源技術有限公司	中國	人民幣10,000,000元	-	100	檢驗及檢測
Hebei Lihong Minerals Inspection Co., Ltd.	PRC	RMB60,000,000	-	100	Inspection technical advisory service
河北力鴻礦產品檢驗有限公司	中國	人民幣60,000,000元	-	100	檢驗技術諮詢服務
Tianjin Shengde Tiangong Sampling Technology Co., Ltd.	PRC	RMB10,000,000	-	100	Scientific research, technique service and business service
天津聖德天工採樣技術有限公司	中國	人民幣10,000,000元	-	100	科研、技術服務及商業服務
Shaanxi Huaxia Lihong Commodity Inspection Co., Ltd.	PRC	RMB50,000,000	-	55	Quality inspection service
陝西華夏力鴻商品檢驗有限公司	中國	人民幣50,000,000元	-	55	質量檢驗服務
Xinjiang Huaxia Lihong Commodity Inspection Co., Ltd.	PRC	RMB5,000,000	-	100	Inspection service
新疆華夏力鴻商品檢驗有限公司	中國	人民幣5,000,000元	-	100	檢驗服務
Guangzhou Lihong Energy Testing Technology Co., Ltd.	PRC	RMB3,000,000	-	100	Inspection and testing
廣州力鴻能源檢測技術有限公司	中國	人民幣3,000,000元	-	100	檢驗及檢測

1. 公司及集團資料(續)

關於附屬公司資料(續)

本公司主要附屬公司詳情如下：(續)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Particulars of the Company's principal subsidiaries are as follows:
(Continued)

Name*	Place of registration	Issued ordinary/registered share capital	Percentage of equity attributable to the Company		Principal activities
			Direct	Indirect	
名稱*	註冊地點	已發行普通/註冊股本	直接	間接	主營業務
Leon Group Zhisheng Environmental Technology (Tianjin) Co., Ltd. 力鴻之升環境科技(天津)有限公司	PRC 中國	RMB1,000,000 人民幣1,000,000元	-	51	Environmental testing 環境檢測
LEON (Shenzhen) Environmental Testing Co., Ltd. 力鴻(深圳)環境檢測有限公司	PRC 中國	RMB10,000,000 人民幣10,000,000元	-	70	Environmental testing 環境檢測
Yulin Lihong Energy Testing Co., Ltd. 榆林力鴻能源檢測有限公司	PRC 中國	RMB10,000,000 人民幣10,000,000元	-	28 (note iii) 28(附註iii)	Inspection and testing 檢驗及檢測
Leon Group Huaneng Environmental Monitoring Service (Tianjin) Co., Ltd. 力鴻集團華能環境監測服務(天津)有限公司	PRC 中國	RMB12,244,900 人民幣12,244,900元	-	51	Environmental testing 環境檢測
Leon Group Zhiheng Environmental Technology (Tianjin) Co., Ltd. 力鴻集團之恒環境科技(天津)有限公司	PRC 中國	RMB6,122,400 人民幣6,122,400元	-	51	Environmental testing 環境檢測
Leon Low-carbon Environmental Protection Science and Technology (Beijing) Co., Ltd. 力鴻低碳環保科技(北京)有限公司	PRC 中國	RMB10,000,000 人民幣10,000,000元	-	100	Technical service technology development 技術服務技術開發
Ordos Leon Coal Coke Inspection Co., Ltd. 鄂爾多斯力鴻煤焦檢驗有限公司	PRC 中國	RMB5,000,000 人民幣5,000,000元	-	63	Inspection and testing 檢驗及檢測
Shibiao Testing (Tianjin) Co., Ltd. 世標檢測科技(天津)有限公司	PRC 中國	RMB50,000,000 人民幣50,000,000元	-	100 (note ii) 100(附註ii)	Environmental monitoring and testing services, certification and technical services 環境監測及檢測服務、認證及技術服務

1. 公司及集團資料(續)

關於附屬公司資料(續)

本公司主要附屬公司詳情如下:(續)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

1. CORPORATE AND GROUP INFORMATION

(Continued)

Information about subsidiaries (Continued)

Notes:

- * The English names of the companies registered in the PRC, represent the best efforts of the management of the Company in directly translating the Chinese names of the companies as no English names have been registered.
- (i) These companies are subsidiaries of Leon Overseas Pte. Ltd. The interests disclosed here represented the Group's effective equity interests in these subsidiaries. The directors of the Company are in the opinion that the Group has control over these subsidiaries through its control over Leon Overseas, a non-wholly-owned subsidiary of the Company.
- (ii) These companies were established during the year ended 31 December 2023.
- (iii) This entity is a subsidiary of Shaanxi Huaxia Lihong Commodity Inspection Co., Ltd. and the percentage represented the percentage of Group's effective equity interests in this entity. The directors of the Company are in the opinion that the Group has control over this entity through its control over Shaanxi Huaxia Lihong Commodity Inspection Co., Ltd., a non-wholly-owned subsidiary of the Company.

All these companies were incorporated with limited liability.

None of the subsidiaries had issued any debt securities at the end of the year.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

1. 公司及集團資料(續)

關於附屬公司資料(續)

附註：

- * 由於各中國註冊的公司並未註冊英文名稱，故而各中國公司的英文名稱為本公司管理層直接翻譯公司中文名。
- (i) 該等公司均為 Leon Overseas Pte. Ltd. 的附屬公司。此處披露的權益為本集團於該等附屬公司的實際權益。本公司董事認為本集團透過其對 Leon Overseas (本公司的非全資附屬公司) 的控制對該等附屬公司擁有控制權。
- (ii) 截至 2023 年 12 月 31 日止年度，該等公司已成立。
- (iii) 該實體為陝西華夏力鴻商品檢驗有限公司的附屬公司，百分比代表本集團於該實體的實際權益百分比。本公司董事認為本集團透過其對陝西華夏力鴻商品檢驗有限公司(本公司非全資附屬公司)的控制對該實體擁有控制權。

所有該等公司均註冊成立為有限公司。

概無附屬公司於年末已發行任何債務證券。

上表載列本公司董事認為對本集團業績或資產及負債有主要影響的本公司附屬公司。本公司董事認為，若列示其他附屬公司之詳情，會令資料過於冗長。

2. ACCOUNTING POLICIES

2.1 Basis of preparation

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) (which include all International Financial Reporting Standards, International Accounting Standards (“IASs”) and Interpretations) issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for certain financial instruments that are measured at fair value. These financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand except when otherwise indicated.

Basis of consolidation

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

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

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

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

2. 會計政策

2.1 編製基準

該等財務報表乃根據國際會計準則理事會（「國際會計準則理事會」）頒佈的《國際財務報告準則》（「國際財務報告準則」）（包括所有《國際財務報告準則》、《國際會計準則》（「國際會計準則」）及詮釋）以及香港《公司條例》之披露規定編製。財務報表乃按歷史成本法編製，若干按公允價值計量的金融工具除外。該等財務報表乃以港幣（「港幣」）呈列，除另有所指外，所有數值均四捨五入至最接近的千位數。

綜合基準

綜合財務報表包括本集團截至2023年12月31日止年度的財務報表。附屬公司指由本公司直接或間接控制的實體（包括結構性實體）。本集團可支配其所涉及的投資對象的可變收益或從中擁有權利且該權利能決定投資對象的可變收益（即賦予本集團現時權力以主導投資對象的相關活動影響可變回報）時，則實現控制。

一般情況下，推定多數投票權形成控制權。倘本公司擁有低於投資對象過半數投票權或類似權利，則本集團評估其是否對投資對象擁有控制權時，應考慮所有相關事實及情況，包括：

- (a) 投資對象其他投票權持有人的合約安排；
- (b) 其他合約安排所產生的權利；及
- (c) 本集團的投票權及潛在投票權。

附屬公司之財務報表使用與本公司相同的會計政策並於相同申報期間編製。附屬公司業績於本集團獲得對其控制權之日起至失去該等控制權之日綜合入賬。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

Basis of consolidation (Continued)

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

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

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

2. 會計政策 (續)

2.1 編製基準 (續)

綜合基準 (續)

即使非控股權益之業績出現赤字差額，損益及其他全面收益的各組成部分應歸屬予本集團母公司之擁有人及非控股權益。所有有關本集團成員公司間交易的集團內資產與負債、權益、收益、開支及現金流量已於綜合入賬時悉數撇銷。

倘事實及情況表明上述控制權的三個因素中的一個或多個出現變動時，本集團會重新評估對投資對象是否擁有控制權。未失去控制權的附屬公司所有權權益變動應入賬為權益交易。

倘本集團失去對附屬公司的控制權，則其終止確認相關資產（包括商譽）、負債、任何非控股權益及匯兌波動儲備；並確認所保留任何投資的公允價值及損益賬中任何因此產生的盈餘或虧絀。倘本集團已直接出售相關資產或負債，先前於其他全面收益中確認的本集團股份組成部分按相同基準重新分類至損益或保留利潤（如適用）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures

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

Amendments to IAS 1 and IFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to IAS 8	<i>Definition of Accounting Estimates</i>
Amendments to IAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to IAS 12	<i>International Tax Reform — Pillar Two Model Rules</i>

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

- (a) Amendments to IAS 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 IFRS 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 2.4 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.

2. 會計政策 (續)

2.2 會計政策變動及披露

本集團已就本年度財務報表首次採納以下經修訂《國際財務報告準則》。

《國際會計準則》第1號及《國際財務報告準則》實務公告第2號之修訂	會計政策之披露
《國際會計準則》第8號之修訂	會計估計的定義
《國際會計準則》第12號之修訂	與單一交易所產生資產及負債相關的遞延稅項
《國際會計準則》第12號之修訂	國際稅收改革 — 支柱二立法模板

適用於本集團的該等經修訂《國際財務報告準則》的性質及影響說明如下：

- (a) 《國際會計準則》第1號之修訂要求實體披露重大會計政策資料，而非主要會計政策。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。《國際財務報告準則》實務公告第2號之修訂作出重大性判斷就如何將重要性概念應用於會計政策披露提供非強制指引。本集團已在財務報表附註2.4披露重大會計政策資料。該等修訂不會對本集團財務報表任何項目的計量、確認或呈列造成任何影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures

(Continued)

The nature and the impact of the revised IFRSs that are applicable to the Group are described below: (Continued)

- (b) Amendments to IAS 8 clarify the distinction between changes in accounting estimates and changes in accounting policies. Accounting estimates are defined as monetary amounts in financial statements that are subject to measurement uncertainty. The amendments also clarify how entities use measurement techniques and inputs to develop accounting estimates. Since the Group's approach and policy align with the amendments, the amendments had no impact on the Group's financial statements.
- (c) Amendments to IAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction* narrow the scope of the initial recognition exception in IAS 12 so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences, such as leases and decommissioning obligations. Therefore, entities are required to recognise a deferred tax asset (provided that sufficient taxable profit is available) and a deferred tax liability for temporary differences arising from these transactions.

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

2. 會計政策 (續)

2.2 會計政策變動及披露 (續)

適用於本集團的該等經修訂《國際財務報告準則》的性質及影響說明如下：(續)

- (b) 《國際會計準則》第8號之修訂澄清如何區分會計估計之變動及會計政策之變動。會計估計被定義為存在計量不明朗因素的財務報表之貨幣金額。該等修訂亦澄清實體如何使用計量方法及投入以編製會計估計。由於本集團的方針及政策與該等修訂保持一致，因此該等修訂對本集團財務報表並無影響。
- (c) 《國際會計準則》第12號之修訂與單一交易所產生資產及負債相關的遞延稅項收窄《國際會計準則》第12號初始確認豁免的範圍，使其不再適用於產生金額相等的應課稅及可抵扣的暫時性差異的交易（如租賃及棄置義務）。因此，實體須確認產生自該等交易的暫時性差異的遞延稅項資產（前提是有充足應課稅溢利）及遞延稅項負債。

應用該等修訂後，本集團分別確定使用權資產及租賃負債所產生的暫時性差異，並已反映在財務報表附註27所披露的對賬中。然而，該等對綜合財務狀況表呈列的整體遞延稅項結餘並無任何重大影響，乃由於相關遞延稅項結餘符合《國際會計準則》第12號規定的抵銷資格。

2. ACCOUNTING POLICIES (Continued)

2.2 Changes in accounting policies and disclosures

(Continued)

The nature and the impact of the revised IFRSs that are applicable to the Group are described below: (Continued)

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

2. 會計政策 (續)

2.2 會計政策變動及披露 (續)

適用於本集團的該等經修訂《國際財務報告準則》的性質及影響說明如下：(續)

- (d) 《國際會計準則》第12號之修訂《國際稅收改革 — 支柱二立法模板》引入了對因實施經濟合作與發展組織發佈的支柱二立法模板而產生的遞延稅款的確認和披露的強制性例外。該等修訂還引入了對受影響實體的披露要求，以幫助財務報表使用者更好地了解實體對第二支柱所得稅的敞口，包括在第二支柱立法生效期間單獨披露與第二支柱所得稅相關的當前稅收，以及在立法頒佈或實質頒佈但尚未生效期間披露其對第二支柱所得稅的敞口的已知或合理估計的資訊。本集團已追溯應用該等修訂。由於本集團不屬於支柱二立法模板的範圍，因此該等修訂對本集團並無任何影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective International Financial Reporting Standards

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

Amendments to IFRS 10 and IAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to IFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ¹
Amendments to IAS 1	<i>Classification of Liabilities as Current or Non-current (the "2020 Amendments")</i> ¹
Amendments to IAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i> ¹
Amendments to IAS 7 and IFRS 7	<i>Supplier Finance Arrangements</i> ¹
Amendments to IAS 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

2. 會計政策 (續)

2.3 已頒佈但尚未生效的《國際財務報告準則》

本集團尚未於此等財務報表應用以下已頒佈但尚未生效的經修訂《國際財務報告準則》。本集團擬於該等經修訂《國際財務報告準則》生效後應用該等經修訂《國際財務報告準則》(如適用)。

《國際財務報告準則》第10號及《國際會計準則》第28號之修訂	投資者與其聯營企業或合營企業之間的資產出售或投入 ³
《國際財務報告準則》第16號之修訂	售後回租的租賃負債 ¹
《國際會計準則》第1號之修訂	將負債分類為流動或非流動(「2020年修訂」) ¹
《國際會計準則》第1號之修訂	附帶契諾的非流動負債(「2022年修訂」) ¹
《國際會計準則》第7號及《國際財務報告準則》第7號之修訂	供應商融資安排 ¹
《國際會計準則》第21號之修訂	缺乏可兌換性 ²

¹ 於2024年1月1日或之後開始的年度期間生效

² 於2025年1月1日或之後開始的年度期間生效

³ 尚未釐定強制生效日期但可供採納

2. ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective International Financial Reporting Standards (Continued)

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

Amendments to IFRS 10 and IAS 28 address an inconsistency between the requirements in IFRS 10 and in IAS 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 IFRS 10 and IAS 28 was removed by the IASB. However, the amendments are available for adoption now. The amendments are not expected to have any significant impact on the Group's financial statements.

Amendments to IFRS 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 IFRS 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. 會計政策 (續)

2.3 已頒佈但尚未生效的《國際財務報告準則》(續)

預期適用於本集團的該等《國際財務報告準則》的進一步資料如下。

《國際財務報告準則》第10號及《國際會計準則》第28號之修訂針對《國際財務報告準則》第10號及《國際會計準則》第28號之間有關投資者與其聯營企業或合營企業之間資產出售或投入兩者規定之不一致情況。該等修訂規定，當資產出售或投入構成一項業務時，須悉數確認下游交易產生的收益或虧損。當交易涉及並不構成一項業務之資產時，由該交易產生之收益或虧損於該投資者之損益內確認，惟僅以不相關投資者於該聯營企業或合營企業之權益為限。該等修訂已提前應用。國際會計準則理事會已剔除《國際財務報告準則》第10號及《國際會計準則》第28號之修訂的以往強制生效日期。然而，該等修訂現時可供採納。該等修訂預期不會對本集團的財務報表造成任何重大影響。

《國際財務報告準則》第16號之修訂訂明計量售後回租交易產生的租賃負債所用的賣方一承租人之規定，以確保賣方一承租人不確認與所保留使用權有關的任何損益金額。該等修訂於2024年1月1日或之後開始的年度期間生效，並應追溯應用於首次應用《國際財務報告準則》第16號之日（即2019年1月1日）後訂立的售後回租交易。允許提早應用。該等修訂預期不會對本集團的財務報表造成任何重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective International 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 IAS 7 and IFRS 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. 會計政策 (續)

2.3 已頒佈但尚未生效的《國際財務報告準則》(續)

2020年修訂澄清將負債分類為流動或非流動的規定，包括有關延期清償的權利的意思及延期清償的權利必須在報告期末已經存在。負債的分類不受該實體行使其延遲清償權利的可能性的影響。該等修訂亦澄清可以其自身權益工具清償，以及只有在可轉換負債中的轉換選擇權本身作為權益工具入賬時，負債的條款才不會影響其分類。2022年修訂進一步澄清，在貸款安排產生的負債的契約中，只有實體必須在報告日期或之前遵守者方會影響負債分類為流動或非流動。對於需要實體在報告期後12個月內遵守未來契約的非流動負債，需要額外披露。該等修訂應追溯應用，並允許提早應用。提早應用2020年修訂的實體必須同時應用2022年修訂，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。基於初步評估，該等修訂預期不會對本集團的財務報表造成任何重大影響。

《國際會計準則》第7號及《國際財務報告準則》第7號之修訂澄清供應商融資安排的特徵，並要求額外披露該等安排。該等修訂中的披露規定旨在協助財務報表使用者了解供應商融資安排對實體的負債、現金流量及流動性風險的影響。該等修訂允許提早應用。該等修訂提供有關比較資料、年度報告期初的定量資料及中期披露的若干過渡寬免。該等修訂預期不會對本集團的財務報表造成任何重大影響。

2. ACCOUNTING POLICIES (Continued)

2.3 Issued but not yet effective International Financial Reporting Standards (Continued)

Amendments to IAS 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. 會計政策 (續)

2.3 已頒佈但尚未生效的《國際財務報告準則》(續)

《國際會計準則》第21號之修訂訂明實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。該等修訂要求披露資料，使財務報表使用者能夠了解貨幣不可兌換的影響。允許提早應用。應用該等修訂時，實體不可重列比較資料。首次應用修訂的任何累計影響應在首次應用當日確認為對期初保留溢利的調整或對權益單獨組成部分(如適用)中累計的換算差額的累計金額的調整。該等修訂預期不會對本集團的財務報表造成任何重大影響。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies

Business combinations and goodwill

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

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

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

If the business combination is achieved in stages, the previously held equity interest is remeasured at its acquisition date fair value and any resulting gain or loss is recognised in profit or loss.

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

2. 會計政策 (續)

2.4 重大會計政策

業務合併及商譽

業務合併採用購買法列賬。轉讓對價按收購日的公允價值計量，即本集團所轉讓資產、本集團承擔之所收購公司前擁有人負債與本集團為換取所購公司控股權而發行的股本權益於收購日的公允價值的總和。就各項業務合併而言，本集團選擇是否按公允價值或佔所收購公司的可識別資產淨值的比例計量於收購公司的非控股權益。非控股權益的所有其他組成部分按公允價值計量。收購相關成本於產生時入賬。

當所收購的一組活動及資產包括一項資源投入及一項實質過程，而兩者對創造產出的能力有重大貢獻，本集團認為其已收購一項業務。

當本集團收購業務時，會根據約定條款、收購日的經濟環境及有關條件來評估承擔的金融資產及負債，並進行適當的分類及列示。其包括區分被收購方所訂立的主合約中的嵌入式衍生工具。

倘業務合併為分階段實現，在合併日前享有的權益應按收購日的公允價值重新計量，且任何產生的損益於損益中確認。

收購方將予轉讓的任何或有對價按收購日的公允價值確認。分類為資產或負債的或有對價按公允價值計量，公允價值的變動於損益中確認。分類為權益的或有對價並不重新計量且隨後結算於權益內列賬。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Business combinations and goodwill (Continued)

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

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

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

業務合併及商譽 (續)

商譽起初按成本計量，即已轉讓對價、就非控股權益確認金額及本集團任何之前於被收購方持有股權的公允價值超過所收購可識別資產及所承擔負債的差額。如該對價和其他項目的總和低於所收購資產淨值的公允價值，其差額（經重估後）將於損益確認為議價收購收益。

初步確認後，商譽按成本減任何累積減值虧損計量。商譽每年進行一次減值測試或倘出現任何事件或情況轉變顯示賬面值可能減值，則須進行更頻密的測試。本集團每年於12月31日進行其商譽減值測試。為進行商譽減值測試，業務合併中所收購的商譽應當於收購日分攤至本集團預計能自業務合併的協同效應中收益的各現金產生單位或現金產生單位組，而不論本集團的其他資產或負債是否分攤至該等單位或單位組別。

減值乃透過評估與商譽有關現金產生單位（現金產生單位組）的可收回金額而釐定。倘現金產生單位（現金產生單位組）的可收回金額低於賬面值，則確認減值虧損。就商譽確認的減值虧損不會於其後期間撥回。

當商譽分攤至現金產生單位（或現金產生單位組）且該單位內的部分營運被出售，則在確認出售損益時，出售營運相關的商譽也被包括在營運賬面值中。在此情況下出售的商譽乃根據所出售的營運及所保留的現金產生單位部分的相關價值而計量。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Fair value measurement

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

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. 會計政策 (續)

2.4 重大會計政策 (續)

公允價值計量

於各報告期末，本集團按公允價值計量若干金融工具。公允價值為市場參與者於計量日期在有序交易中出售資產所收取的價格或轉讓負債所支付的價格。公允價值計量乃根據假設出售資產或轉讓負債的交易於資產或負債主要市場或（在無主要市場情況下）最具優勢市場進行而作出。主要或最具優勢市場須為本集團可進入的市場。資產或負債的公允價值乃按假設市場參與者於資產或負債定價時會以最佳經濟利益行事計量。

非金融資產的公允價值計量須衡量市場參與者能通過最大限度使用該資產達致最佳用途，或將該資產出售予將最大限度使用該資產達致最佳用途的其他市場參與者而產生經濟效益的能力。

本集團採納適用於不同情況且具備充分數據以供計量公允價值的估值方法，以盡量使用相關可觀察輸入數據及盡量減少使用不可觀察輸入數據。

2. ACCOUNTING POLICIES (Continued)

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.

Impairment of non-financial assets

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

公允價值計量 (續)

所有其公允價值於財務報表計量或披露的資產及負債乃按下述公允價值等級分類，分類乃基於對公允價值計量整體而言屬重大的最低層輸入數據進行：

- | | | |
|-----|---|-----------------------------------------|
| 第1級 | — | 基於相同資產或負債於活躍市場的報價 (未經調整) |
| 第2級 | — | 基於對公允價值計量而言屬重大的可觀察 (直接或間接) 最低層輸入數據的估值方法 |
| 第3級 | — | 基於對公允價值計量而言屬重大的不可觀察最低層輸入數據的估值方法 |

在財務報表重估確認的資產及負債，本集團透過於各報告期末重新評估分類 (基於對公允價值計量整體而言屬重大的最低層輸入數據) 確定是否發生不同等級轉移。

非金融資產減值

倘一項資產 (存貨、遞延稅項資產及金融資產除外) 存在減值跡象，或需要進行年度減值測試，則會估計資產的可收回金額。資產可收回金額按該資產或現金產生單位的使用價值及公允價值減出售成本兩者中的較高金額計算，並按個別資產釐定，除非該資產產生的現金流入不能基本上獨立於其他資產或資產組別所產生的現金流入，在該情況下，可收回金額將按該資產所屬現金產生單位釐定。在對現金產生單位進行減值測試時，倘能按合理一致基準分配，則部分公司資產的賬面值分配至個別現金產生單位，否則將分配至最小現金產生單位。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Impairment of non-financial assets (Continued)

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

非金融資產減值 (續)

僅於資產賬面值超過其可收回金額時方會確認減值虧損。評估使用價值時，估計未來現金流量採用反映當前市場對貨幣時間價值及資產特定風險的評估之稅前貼現率貼現至其現值。於與減值資產功能一致的開支分類內產生減值虧損時，減值虧損於產生期間在損益中支銷。

於各報告期末會就是否有跡象顯示之前確認的減值虧損可能已不存在或可能減少作出評估。倘存在上述跡象，則會估計可收回金額。僅當用以釐定之前確認的資產(商譽除外)可收回金額的估計出現變動時方會撥回有關資產的減值虧損，惟撥回金額不得超過假設過往年度並無就該資產確認減值虧損情況下原應釐定的賬面值(扣除任何折舊/攤銷)。該等減值虧損撥回計入產生期間的損益表。

2. ACCOUNTING POLICIES (Continued)**2.4 Material accounting policies** (Continued)**Related parties**

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

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

or

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

2. 會計政策 (續)**2.4 重大會計政策** (續)**關聯方**

以下人士將被視為與本集團有關聯：

- (a) 倘為以下人士或其近親
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司的主要管理人員；

或

- (b) 該人士為符合下列任何條件的實體：
 - (i) 該實體與本集團屬同一集團的成員公司；
 - (ii) 實體為另一實體（或另一實體的母公司、附屬公司或同系附屬公司）的聯營企業或合營企業；
 - (iii) 該實體與本集團為同一第三方的合營企業；
 - (iv) 實體為一名第三方實體的合營企業，而另一實體為該第三方實體的聯營企業；
 - (v) 該實體乃為本集團或與本集團有關聯的實體的僱員利益設立的離職後福利計劃；
 - (vi) 該實體由(a)項所列人士控制或共同控制；
 - (vii) (a)(i)項所列人士對該實體具有重大影響力或為該實體（或該實體的母公司）的主要管理人員；及
 - (viii) 該實體或構成其部分的任何集團成員向本集團或本集團的母公司提供主要管理人員服務。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Property, plant and equipment and depreciation

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

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

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

Buildings	4.75%
Motor vehicles	23.75%
Electronic equipment and others	19% to 31.67%
Leasehold improvements	Over the shorter of the lease terms and 10% to 33.3%

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

物業、廠房及設備以及折舊

物業、廠房及設備(在建工程除外)按成本減累計折舊及任何減值虧損列賬。物業、廠房及設備項目的成本包括其購買價及令資產達致其營運狀況及送抵有關地點作其擬定用途的任何直接應計費用。

物業、廠房及設備項目投產後所產生的支出，如維修及保養費用，一般於產生期間在損益中支銷。於符合確認準則的情況下，用於重大檢測的支出將於該資產的賬面值中撥充資本，列作重置項目。倘物業、廠房及設備的重要部分需不時更換，則本集團會將該等部分確認為擁有特定可使用年期的個別資產，並予以相應折舊。

折舊以直線法按每項物業、廠房及設備項目的估計可使用年期撇銷其成本至其剩餘價值計算。就此而言，所使用的主要年率如下：

樓宇	4.75%
汽車	23.75%
電子設備及其他	19%至31.67%
租賃物業裝修	按租期與10%至33.3%中較短者

因物業、廠房及設備項目的不同部分使用壽命不同，該項目成本於不同部分間合理分派，故各部分均單獨折舊。剩餘價值、使用壽命及折舊方法至少於每個財政年度結算日進行審查及調整(如適當)。

物業、廠房及設備項目(包括初步確認的任何重大部分)於出售時或預期使用或出售不會產生未來經濟利益時終止確認。於終止確認資產的年度在損益表確認的任何出售或報廢損益，為有關資產的銷售所得款項淨額與賬面值的差額。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Property, plant and equipment and depreciation (Continued)

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.

Investment properties

Investment properties are interests in land and buildings 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 cost less accumulated depreciation and any impairment losses. Depreciation is charged so as to write off the cost of investment properties using the straight-line method over the estimated useful lives years. Owner-occupied property is transferred to investment property when there is a change in use evidenced by the end of owner occupation.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposals. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit or loss in the year in which the item is derecognised.

2. 會計政策 (續)

2.4 重大會計政策 (續)

物業、廠房及設備以及折舊 (續)

在建工程按成本減任何減值虧損列賬且不作折舊。當其完成並可使用時，將被重新分類至適當物業、廠房及設備類別。

投資物業

投資物業指於為賺取租金收入及／或資本增值而持有的土地和樓宇中的權益。有關物業初始按成本(包括交易費用)計量。初步確認後，投資物業應按成本減累計折舊及任何減值虧損列賬。折舊應按投資物業的估計可使用年期以直線法撇銷其成本。倘於業主佔用期間結束時，有證據顯示業主所佔有物業的用途發生改變，則該物業將轉撥至投資物業。

當投資物業出售或永久停止使用及預計不會從出售中獲得未來經濟收益時，會被取消確認。取消確認該資產所產生的任何收益或虧損(按出售所得款項淨額與該資產的賬面值差額計算)載於年內損益表，該資產於該表中被取消確認。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Intangible assets (other than goodwill)

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

Research and development costs

All research costs are charged to the statement of profit or loss as incurred.

Expenditure incurred on projects to develop new products is capitalised and deferred only when the Group can demonstrate the technical feasibility of completing the intangible asset so that it will be available for use or sale, its intention to complete and its ability to use or sell the asset, how the asset will generate future economic benefits, the availability of resources to complete the project and the ability to measure reliably the expenditure during the development. Product development expenditure which does not meet these criteria is expensed when incurred.

Deferred development costs are stated at cost less any impairment losses and are amortised using the straight-line basis over the commercial lives of the underlying products not exceeding five to seven years, commencing from the date when the products are put into commercial production.

Patents and software

Purchased patents and software are stated at cost less any impairment losses and are amortised on the straight-line basis over 3 to 10 years.

2. 會計政策 (續)

2.4 重大會計政策 (續)

無形資產 (商譽除外)

單獨購買的無形資產以初步確認的成本計量。業務合併中收購的無形資產的成本為其於收購當天的公允價值。無形資產的可使用年期被評估為有固定年期或者無固定年期。有固定使用年期之無形資產隨後於其可使用經濟年期內攤銷，並於出現任何減值跡象時進行減值評估。有固定使用年期的無形資產的攤銷年期及攤銷方法至少於各財政年末進行審查。

研發成本

所有研究成本於其產生時於損益表中扣除。

開發新產品項目中產生的開支僅當本集團可證明以下各項時方可予以資本化及遞延：完成無形資產以使其能夠使用或銷售在技術上具有可行性、擬完成該資產且能夠使用或出售、資產產生未來經濟利益的方式、有足夠的資源完成該項目及有能力可靠計量開發階段的開支。不符合該等標準的產品開發開支於產生時支銷。

遞延開發成本按成本扣除任何減值虧損列賬，並按有關產品自產品投入商業生產日期起計五至七年的商業可用年期以直線法攤銷。

專利及軟件

已購入的專利及軟件按成本減去任何減值虧損列賬，並以直線法按3至10年攤銷。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Intangible assets (other than goodwill) (Continued)

Customer relationships and inspection certifications

Customer relationships and inspection certifications acquired in a business combination are recognised at fair value at the acquisition date. The customer relationships and inspection certifications have a finite useful life and are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method over the expected life of the customer relationship and inspection certifications of 6 years.

Leases

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

Group as a lessee

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

(a) Right-of-use assets

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

Leased properties	1 to 11 years
Leasehold land	24 to 40 years

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

無形資產 (商譽除外) (續)

客戶關係及檢測證書

在業務合併中獲得的客戶關係及檢測證書於收購日按公允價值確認。客戶關係及檢測證書的使用壽命有限，並按成本減去累計攤銷及減值虧損列賬。攤銷以直線法按客戶關係及檢測證書的預期可使用年期6年計算。

租賃

本集團於合約開始時評估合約是否為或包含租賃。倘合約為換取代價而給予在一段時間內控制已識別資產使用的權利，則該合約為或包含租賃。

本集團作為承租人

本集團對所有租賃 (惟短期租賃及低價值資產租賃除外) 採取單一確認及計量方法。本集團確認租賃負債以作出租賃付款及使用權資產 (指使用相關資產的權利)。

(a) 使用權資產

使用權資產於租賃開始日期 (即相關資產可供使用當日) 確認。使用權資產按成本減累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債的款額、已產生初始直接成本及於開始日期或之前作出的租賃付款減任何已收租賃獎勵。使用權資產按直線法基準於租期及如下估計可使用年期 (以較短者為準) 折舊：

租賃物業	1至11年
租賃土地	24至40年

倘於租期結束時租賃資產的擁有權轉讓至本集團或成本反映購買權的行使，折舊則根據資產的估計可使用年期計算。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Leases (Continued)

Group as a lessee (Continued)

(b) Lease liabilities

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(b) 租賃負債

租賃負債於租賃開始日期以租期內作出的租賃付款現值確認。租賃付款包括定額付款(含實質定額款項)減任何應收租賃獎勵款項、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保下支付的金額。租賃付款亦包括本集團合理行使的購買選擇權的行使價及倘在租期內反映本集團正行使終止租賃選擇權時，有關終止租賃支付的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為支出。

於計算租賃付款的現值時，由於租賃內所含利率不易釐定，故本集團應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映利息的增加，並因支付租賃付款而減少。此外，倘有任何修改(即租期變更、租賃付款變更(例如用於釐定相關租賃付款的指數或比率的變更導致對未來付款發生變化)或購買相關資產的選擇權評估的變更)，則重新計量租賃負債的賬面值。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Leases (Continued)

Group as a lessee (Continued)

(c) Short-term leases

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

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 an operating lease.

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

租賃 (續)

本集團作為承租人 (續)

(c) 短期租賃

本集團將短期租賃確認豁免應用於短期辦公大樓及其他設備租賃 (即自租賃開始日期起計租期為12個月或以下，並且不包含購買選擇權的租賃)。短期租賃的租賃付款在租期內按直線法確認為支出。

本集團作為出租人

當本集團作為出租人，其於租賃開始時 (或租賃出現修改時) 將其租賃各自分類為經營租賃。

所有本集團並未轉讓資產所有權所附帶的絕大部分風險及回報的租賃歸類為經營租賃。倘合約包含租賃及非租賃部分，本集團按相關單獨出售價格基準將合約代價分配至各部分。租金收入於租期內按直線法列賬並根據其經營性質計入損益表內的收入。於磋商及安排經營租賃時產生的初始直接成本乃計入租賃資產的賬面值，並於租期內按相同方法確認為租金收入。或然租金乃於所賺取的期間內確認為收入。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Investments and other financial assets

Initial recognition and measurement

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

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

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

投資及其他金融資產

初步確認及計量

金融資產於初步確認時分類，其後按攤銷成本及按公允價值計入損益計量。

初步確認時的金融資產分類取決於金融資產的合約現金流量特徵以及本集團管理彼等的業務模式。除了並不包含重大融資成分或本集團已就此應用不調整重大融資成分影響的可行權宜方法的貿易應收款項及應收票據外，本集團初始按公允價值加上(倘金融資產並非按公允價值計入損益)交易成本計量金融資產。根據下文「收入確認」所載的政策，並不包含重大融資成分或本集團已就此應用可行權宜方法的貿易應收款項及應收票據，乃根據《國際財務報告準則》第15號釐定的交易價格計量。

為使金融資產按攤銷成本或按公允價值計入其他全面收益進行分類及計量，需就未償還本金產生純粹支付本金及利息(「純粹支付本金及利息」)現金流量。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均按公允價值計入損益分類及計量。

本集團管理金融資產的業務模式指其如何管理其金融資產以產生現金流量。業務模式確定現金流量是否來自收集合約現金流量、出售金融資產，或兩者兼有。按攤銷成本分類及計量的金融資產於以持有金融資產為目標的業務模式內持有，旨在收集合約現金流量，而按公允價值計入其他全面收益分類及計量的金融資產於旨在持有以收集合約現金流量及出售的業務模式內持有。並非以上述業務模式內持有的金融資產為按公允價值計入損益分類及計量。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

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

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

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

Financial assets at fair value through profit or loss

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

投資及其他金融資產 (續)

初步確認及計量 (續)

購買或銷售規定於一般由市場規例或慣例確立的期間內交付資產的金融資產於交易日(即本集團承諾購買或出售資產當日)確認。所有以常規方式購買及銷售的金融資產於交易日(即本集團承諾購買或出售資產當日)確認。常規買賣指規定於一般由市場規例或慣例確立的期間內交付資產的金融資產買賣。

其後計量

金融資產的其後計量取決於以下分類：

按攤銷成本計量的金融資產(債務工具)

按攤銷成本計量的金融資產其後使用實際利率法計量，並可能受減值影響。當資產終止確認、修訂或減值時，收益及虧損於損益表內確認。

按公允價值計入損益的金融資產

按公允價值計入損益的金融資產按公允價值於財務狀況表列賬，而公允價值變動淨額於損益表內確認。

該類別包括本集團並無不可撤回地選擇按公允價值計入其他全面收益進行分類的股權投資。在支付權確立，股權投資的股息亦於損益表內確認為其他收入。

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財務報表附註

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2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Investments and other financial assets (Continued)

Subsequent measurement (Continued)

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

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

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

Derecognition of financial assets

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

投資及其他金融資產 (續)

其後計量 (續)

按公允價值計入損益的金融資產 (續)

當嵌入混合合約(包含金融負債或非金融主體)之衍生工具具備與主體不緊密相關之經濟特徵及風險;具備與嵌入式衍生工具相同條款之單獨工具符合衍生工具之定義;且混合合約並非按公允價值計入損益計量,則該衍生工具與主體分開並作為單獨衍生工具列賬。嵌入式衍生工具按公允價值計量,且公允價值變動於損益表確認。僅當合約條款出現變動,以致顯著修訂其他情況所須現金流量時或當原分類至按公允價值計入損益之金融資產獲重新分類時,方作重新評估。

嵌入混合合約(包含金融資產主體)之衍生工具不作單獨列賬。金融資產主體連同嵌入式衍生工具須整體分類為按公允價值計入損益之金融資產。

終止確認金融資產

金融資產(或(如適用)金融資產的一部分或一組類似金融資產的一部分)於下列情況下將終止確認(即於本集團的綜合財務狀況表中移除):

- 取自該項資產所得現金流量的權利已屆滿;或
- 本集團已轉讓其收取自該項資產所得現金流量的權利,或根據「轉手」安排在沒有嚴重延誤的情況下承擔向第三方悉數支付已收取現金流量的責任,及(a)本集團已轉讓該項資產的絕大部分風險及回報;或(b)本集團並無轉讓或保留該項資產的絕大部分風險及回報,但已轉讓該項資產的控制權。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Derecognition of financial assets (Continued)

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

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

Impairment of financial assets

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

General approach

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

終止確認金融資產 (續)

倘本集團已轉讓其收取自該項資產所得現金流量的權利或訂立轉手安排，其會評估其是否已保留資產所有權的風險及回報以及保留至何種程度。倘本集團並無轉讓亦無保留該項資產的絕大部分風險及回報，亦無轉讓該項資產的控制權，則該項已轉讓資產將按本集團持續涉及該項資產的程度繼續確認入賬。在此情況下，本集團亦確認相關負債。已轉讓資產及相關負債乃按反映本集團已保留的權利及責任的基準計量。

本集團就已轉讓資產作出一項擔保而導致持續涉及時，已轉讓資產乃以該項資產的初始賬面值及本集團或須償還的對價數額上限中的較低者計算。

金融資產減值

本集團就並非按公允價值計入損益持有的所有債務工具確認預期信貸損失（「預期信貸損失」）撥備。預期信貸損失乃基於根據合約到期的合約現金流量與本集團預期收取並按原始實際利率的概若利率折現的所有現金流量之間的差額釐定。預期現金流量將包括出售所持抵押品或合約條款所包含的其他信貸升級措施所得的現金流量。

一般方法

預期信貸損失分兩個階段確認。就初步確認以來信貸風險並無大幅增加的信貸敞口而言，會為未來12個月（12個月預期信貸損失）可能發生的違約事件所產生的信貸損失計提預期信貸損失撥備。就初步確認以來信貸風險大幅增加的信貸敞口而言，須就預期於敞口的餘下年期產生的信貸損失計提減值撥備，不論違約的時間（全期預期信貸損失）。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

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.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group.

A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

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

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

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

Stage 3 — Financial instruments 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

2. 會計政策 (續)

2.4 重大會計政策 (續)

金融資產減值 (續)

一般方法 (續)

於各報告日期，本集團評估金融工具的信貸風險自初步確認起是否已顯著增加。於評估時，本集團將於報告日期金融工具發生的違約風險與初步確認日起金融工具發生的違約風險進行比較，並考慮在無需付出過多成本或努力下即可獲得的資料，包括過往經驗及前瞻性資料。當合約付款已逾期超過30日時，本集團認為信貸風險已顯著增加。

當合約付款已逾期90日時，本集團會將金融資產視為違約。然而，在若干情況，在計及本集團所持的任何信貸增強前，當內部或外部資料指出本集團不大可能悉數收回尚未償還合約金額，則本集團亦可能將金融資產視為違約。

倘無法合理預期收回合約現金流量，則撇銷金融資產。

按攤銷成本計量的金融資產根據一般方法可予減值，並按以下階段分類以計量預期信用損失，惟應用下文詳述的簡化方法的貿易應收款項及應收票據及合約資產除外。

階段1 — 自初始確認起信貸風險未顯著增加的金融工具，損失撥備以等同12個月預期信用損失的金額計量

階段2 — 自初始確認起信貸風險顯著增加但並非已信貸減值之金融資產的金融工具，損失撥備以等同全期預期信用損失的金額計量

階段3 — 就於報告日期已信貸減值的金融工具（並非購入或源自信貸減值者），損失撥備以等同全期預期信用損失的金額計量

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Impairment of financial assets (Continued)

Simplified approach

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

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, or payables, as appropriate.

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

The Group's financial liabilities include trade and other payables, convertible bonds, interest-bearing bank loans and other borrowings.

Subsequent measurement

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

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities designated upon initial recognition as at fair value through profit or loss.

2. 會計政策 (續)

2.4 重大會計政策 (續)

金融資產減值 (續)

簡化方法

就並不包含重大融資成分或本集團已就此應用不調整重大融資成分影響的可行權宜方法的貿易應收款項及應收票據而言，本集團於計算預期信貸損失時應用簡化方法。根據簡化方法，本集團並無追溯信貸風險變動，而是根據各報告日期的全期預期信貸損失確認虧損撥備。本集團已設立根據其過往信貸損失經驗計算的撥備矩陣，並按債務人的特定前瞻性因素及經濟環境作出調整。

金融負債

初步確認及計量

金融負債於初步確認時被分類為按公允價值計入損益的金融負債、貸款及借款、或應付款項 (如適用)。

所有金融負債初步按公允價值確認及倘為貸款及借款及應付款項，則應扣除直接應佔交易成本。

本集團的金融負債包括貿易及其他應付款項、可換股債券、計息銀行貸款及其他借款。

其後計量

金融負債之其後計量取決於彼等以下的分類情況：

按公允價值計入損益的金融負債

按公允價值計入損益計量的金融負債包括初始確認時指定為按公允價值計入損益計量的金融負債。

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2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Financial liabilities (Continued)

Subsequent measurement (Continued)

Financial liabilities at fair value through profit or loss (Continued)

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

Financial liabilities at amortised cost (trade and other payables, convertible bonds and borrowings)

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

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

Convertible bonds

The component of convertible bonds that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs. During the year, the Group amend the terms of the convertible bonds with the bondholder. At the terms change date, the fair value of the liability component is determined using a market rate for an equivalent non-convertible bond; and this amount is carried as a liability on the amortised cost basis until extinguished on conversion or redemption. The remainder of the proceeds is allocated to the conversion option that is recognised and included in shareholders' equity, net of transaction costs. The carrying amount of the conversion option is not remeasured in subsequent years.

2. 會計政策 (續)

2.4 重大會計政策 (續)

金融負債 (續)

其後計量 (續)

按公允價值計入損益的金融負債 (續)

初始確認時指定為按公允價值計入損益計量的金融負債在初始確認日指定，且僅在滿足《國際財務報告準則》第9號的標準時才指定。指定為以公允價值計入損益計量的負債的收益或虧損在損益表中確認，但由本集團自身信用風險產生的收益或虧損除外，其在全面收益中列示且其後不再重新分類至損益表。在損益表中確認的淨公允價值收益或虧損不包括對該等金融負債收取的任何利息。

按攤銷成本計量的金融負債 (貿易及其他應付款項、可換股債券及借款)

於初步確認後，貿易及其他應付款項及計息借款隨後以實際利率法按攤銷成本計量，除非貼現影響微不足道，則按成本列賬。終止確認負債及按實際利率法攤銷過程中產生的損益在損益表內確認。

計算攤銷成本時考慮收購所產生的任何折價或溢價以及作為實際利率一部分的費用或成本。實際利率攤銷於損益表內列為融資成本。

可換股債券

具負債特徵的可換股債券部分在財務狀況表中確認為負債 (扣除交易成本)。年內，本集團與債券持有人修訂可換股債券之條款。於條款變動日期，負債部分的公允價值由同等的不可換股債券的市場利率釐定；此金額按攤銷成本基準列賬為負債，直至其到期轉換或贖回為止。所得款項剩餘部分將分配至轉換權，且確認為及計入股東權益 (扣除交易成本)。轉換權的賬面值將不會在隨後年度重新計量。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Treasury shares

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

Inventories

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

終止確認金融負債

金融負債於負債責任解除、撤銷或屆滿時終止確認。

倘現有金融負債由同一放債人提供但條款差異甚大的另一金融負債替代，或現有負債的條款已作重大修訂，則有關替代或修訂被視作終止確認原有負債並確認新負債，而各賬面值之差額則於損益表確認。

抵銷金融工具

倘現時存在一項可依法強制執行的權利，可抵銷已確認金額，且擬以淨額基準結算或同時變現資產及償付負債，方可將金融資產及金融負債抵銷，淨額於財務狀況表呈報。

庫存股份

由本公司或本集團購回及持有本身的股權工具(庫存股份)按成本直接在權益中確認。因購買、出售、發行或註銷本集團本身的股權工具產生的收益或虧損不會在損益表中確認。

存貨

存貨以成本與可變現淨值兩者的較低者入賬。成本以先入先出基準釐定，如屬在製品及製成品，則包括直接材料、直接勞力及適當比例的經常開支。可變現淨值則以估計售價減完成及出售所產生的任何估計成本計算。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Cash and cash equivalents

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

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

Provisions

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

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

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手頭現金及銀行現金，以及到期日通常在三個月內的短期高流動性存款，其可隨時轉換為已知金額的現金，價值變動風險很小及為滿足短期現金承擔而持有。

就綜合現金流量表而言，現金及現金等價物包括手頭現金及銀行現金以及上文所界定的短期存款，減須按要求償還並構成本集團現金管理組成部分的銀行透支。

撥備

由於過往事件導致現時須承擔（法律或推定）責任，而未來可能需流失資源以履行責任，且能可靠估計責任的數額，則會確認撥備。

當本集團預期部分或全部撥備將得到報銷時，該報銷金額確認為單獨資產，惟僅於報銷金額幾乎確定時才予以確認。與撥備相關的開支於扣除任何報銷金額後在損益表呈列。

如貼現影響重大，則所確認的撥備數額是預計履行責任所需的未來開支在報告期末的現值。隨時間而增加的已貼現現值，計入損益表的財務成本。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Income tax

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

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

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

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

所得稅

所得稅包括即期及遞延稅項。與於損益外確認的項目相關的所得稅於損益外的其他全面收益或直接於權益中確認。

即期稅項資產及負債按預期可自稅務機關收回或支付予稅務機關的金額，根據於報告期末已實施或實際上實施的稅率（及稅法），並計及本集團經營所在國家當時的詮釋及慣例計量。

遞延稅項就報告期末資產及負債的稅基及其就財務報告而言的賬面值之間所有暫時性差額以負債法撥備。

就所有應課稅暫時性差額確認遞延稅項負債，惟：

- 倘若遞延稅項負債於初步確認商譽或一宗非業務合併交易的資產或負債時產生，且在交易時對會計溢利或應課稅溢利或虧損均無影響且並無產生同等應課稅和可扣減暫時性差額，則屬例外；及
- 就與於附屬公司及聯營企業的投资相關的應課稅暫時性差額而言，倘若撥回暫時性差額的時間可以控制，且暫時性差額可能不會在可預見未來撥回，則屬例外。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Income tax (Continued)

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

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

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

所得稅 (續)

對於所有可扣減暫時性差額、結轉的未動用稅項抵免及任何未動用稅項虧損，遞延稅項資產一律確認入賬。若日後有可能出現應課稅溢利，可用以抵扣該等可扣減暫時性差額、結轉的未動用稅項抵免及任何未動用稅項虧損，則遞延稅項資產確認入賬，惟：

- 倘與可扣減暫時性差額有關的遞延稅項資產於初步確認一宗非業務合併交易的資產或負債時產生，且在交易時對會計溢利或應課稅溢利或虧損均無影響且並無產生同等應課稅和可扣減暫時性差額，則屬例外；及
- 就於附屬公司及聯營企業的投資相關的可扣減暫時性差額而言，僅在暫時性差額有可能在可預見未來撥回，且日後有可能出現應課稅溢利可用以抵扣該等暫時性差額時，方會確認遞延稅項資產。

遞延稅項資產的賬面值於各報告期末予以審閱。若不再可能有足夠應課稅溢利用以抵扣全部或部分遞延稅項資產，則扣減遞延稅項資產賬面值。未確認的遞延稅項資產於各報告期末重新評估，並於可能有足夠應課稅溢利用以收回全部或部分遞延稅項資產時確認。

遞延稅項資產及負債按預期應用於該期間（當資產被變現或負債被清還時）的稅率，並基於報告期末已頒佈或實質上已頒佈的稅率（及稅法）計量。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Income tax (Continued)

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

Government grants

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

所得稅 (續)

僅當本集團有可合法執行權利可將即期稅項資產與即期稅項負債抵銷，且遞延稅項資產與遞延稅項負債與同一稅務機關對同一應稅實體或於各未來期間預期有大額遞延稅項負債或資產需要結算或清償時，擬按淨額基準結算即期稅務負債及資產或同時變現資產及結算負債之不同稅務實體徵收之所得稅相關，則遞延稅項資產與遞延稅項負債可予抵銷。

政府補助

倘可合理保證將能收取補助且將符合所有附帶條件，則政府補助按其公允價值確認。倘補助與開支項目相關，則於支銷擬用於補償的成本期間按系統基準確認為收入。

倘該補助與資產有關，公允價值計入遞延收入賬，並於有關資產的預計可使用年期內，每年等額撥往損益表或從資產賬面值扣除，並以扣減折舊費用方式撥往損益表。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Revenue recognition

Revenue from contracts with customers

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

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

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in IFRS 15.

2. 會計政策 (續)

2.4 重大會計政策 (續)

收入確認

客戶合約收入

客戶合約收入於商品或服務的控制權轉移至客戶時確認，有關金額反映本集團預期就交換該等貨品或服務有權獲得的對價。

當合約中的對價包括可變金額時，估計對價金額將為本集團有權以換取將貨品或服務轉移至客戶的金額。可變對價在合約開始時估計並受到限制，直至與可變對價的不確定性其後得以解決時，很有可能所確認累計收益金額中不會出現重大收益轉撥。

倘合約載有向客戶提供超過一年的商品或服務轉讓的重大融資利益的融資組成部份，則收入按應收金額的現值計量，並使用反映本集團與客戶在合約開始時之間的獨立融資交易的貼現率進行貼現。倘合約載有向本集團提供超過一年的重大融資利益的融資組成部份，則根據該合約確認的收入包括根據實際利率法合約責任附有的利息開支。就客戶付款與轉讓承諾商品或服務之間的期限為一年或更短的合約而言，交易價不會使用《國際財務報告準則》第15號的實際權宜法就重大融資部分作出調整。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Revenue recognition (Continued)

Revenue from contracts with customers (Continued)

- (a) The Group performs analytical tests and issues testing certificates or reports after completion of the on-site preparation. The performance obligation is satisfied upon (i) completion of testing services and/or (ii) issuance of testing certificate. A contract liability is recognised for advance payments received for sales in which revenue has yet been recognised.
- (b) The Group provides surveying services and witnessing and ancillary services (excluding supervision and equipment maintenance services) on-site. Service reports are issued after services rendered. The performance obligation is satisfied upon (i) completion of provision of services and/or (ii) issuance of service reports, if any. A contract liability is recognised for advance payments received for sales in which revenue has yet been recognised.
- (c) The Group provides supervision and equipment maintenance on-site. Such services are recognised as a performance obligation satisfied over time as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. Revenue is recognised for these services based on the stage of completion of the contract using output method.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

2. 會計政策 (續)

2.4 重大會計政策 (續)

收入確認 (續)

客戶合約收入 (續)

- (a) 本集團於完成採樣後進行分析測試並出具檢驗證書或報告。履約責任於(i)檢測服務完成及/或(ii)出具檢驗證書後達成。合約負債於收入尚未確認時會被確認為已收銷售預付款項。
- (b) 本集團提供鑒定服務及現場見證及輔助服務(不包括監管及設備維修服務)。於提供服務後出具服務報告。履約責任於(i)完成提供服務及/或(ii)出具服務報告(如有)後達成。合約負債於收入尚未確認時會被確認為已收銷售預付款項。
- (c) 本集團提供現場監管及設備維修服務。倘客戶在本集團履約的同時收取及消耗本集團履約所提供的利益，則該等服務會確認為於一段時間內達成的一項履約責任。收入根據合約完成階段使用產出法確認該等服務。

其他來源收入

租賃收入於租賃年內按時間比例確認。不依賴於指數或利率的可變租賃付款於其產生的會計期間內確認為收入。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Revenue recognition (Continued)

Other income

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

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

Contract assets

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

Contract liabilities

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

收入確認 (續)

其他收入

利息收入按應計基準及以實際利率法，透過採用將金融工具在預期可使用年期（或較短期間）（倘適用）的估計未來現金收入準確貼現至金融資產的賬面淨值的比率予以確認。

股息收入於股東收取款項的權利確立時確認，很可能與股息相關的經濟利益將流入本集團，而股息金額能可靠計量。

合約資產

倘本集團在無條件享有合約條款代價之前將貨品或服務轉讓予客戶，則就附帶條件的已賺取代價確認合約資產。合約資產須進行減值評估，其詳情載於金融資產減值的會計政策。當收取代價的權利成為無條件時，該等款項將重新分類至貿易應收款項及應收票據。

合約負債

合約負債於本集團轉移相關貨品或服務前收取客戶付款或付款到期（以較早發生者為準）時確認。合約負債於本集團履行合約（即將相關貨品或服務的控制權轉移至客戶）時確認為收入。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Contract costs

Other than the costs which are capitalised as inventories, property, plant and equipment and intangible assets, costs incurred to fulfil a contract with a customer are capitalised as an asset if all of the following criteria are met:

- (a) The costs relate directly to a contract or to an anticipated contract that the entity can specifically identify.
- (b) The costs generate or enhance resources of the entity that will be used in satisfying (or in continuing to satisfy) performance obligations in the future.
- (c) The costs are expected to be recovered.

The capitalised contract costs are amortised and charged to the statement of profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the asset relates. Other contract costs are expensed as incurred.

Share-based payments

The Company operates a share option scheme (the “**Share Option Scheme**”) and a share award scheme (the “**Share Award Scheme**”). Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments (“**equity-settled transactions**”).

The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer using a binomial model or market price of granted date, further details of which are given in notes 29 and 30 to the financial statements.

2. 會計政策 (續)

2.4 重大會計政策 (續)

合約成本

除作為存貨、物業、廠房及設備及無形資產資本化的成本外，履行與客戶的合約所產生的成本，倘符合以下所有條件，則資本化為資產：

- (a) 該成本直接與合約或實體可以明確識別的預期合約相關。
- (b) 該成本產生或增強將用於滿足（或繼續滿足）未來履約義務的實體資源。
- (c) 預計該成本將可收回。

資本化合約成本按與向客戶轉讓資產相關的商品或服務一致的系統基礎攤銷及計入損益表。其他合同成本於產生時列為開支。

以股份為基礎的付款

本公司設有一項購股權計劃（「**購股權計劃**」）及一項股份獎勵計劃（「**股份獎勵計劃**」）。本集團的僱員（包括董事）收取以股份為基礎的付款的酬金，而僱員則提供服務提取權益工具（「**以權益結算的交易**」）。

僱員之以權益結算的交易成本乃參考交易授出當日之公允價值計量。公允價值由外部估值師採用二項式模型或授出日期的市場價格確定，有關詳情載於財務報表附註29及30。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Share-based payments (Continued)

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

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

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

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

2. 會計政策 (續)

2.4 重大會計政策 (續)

以股份為基礎的付款 (續)

以權益結算的交易成本，連同權益相應增加部分，在績效及／或服務條件獲達成之期間內於僱員福利開支確認。在歸屬日之前每個報告期末對於以權益結算的交易所確認之累計費用，乃反映歸屬期屆滿之程度及本集團對於最終歸屬之權益工具數量之最佳估計。期內損益賬扣除或計入之金額乃代表該期期初及期末所確認累計開支之變動。對於在授出日期立即歸屬的股份獎勵，授出股份獎勵的公允價值立即於損益內支銷。

釐定獎勵獲授當日之公允價值時，並不計及服務及非市場績效條件，惟在有可能符合條件之情況下，則評估為本集團對最終將會歸屬之股本工具數目最佳估計之一部分。市場績效條件反映於獎勵獲授當日之公允價值。獎勵之任何其他附帶條件（但不帶有服務要求）視作非賦予條件。非賦予條件反映於獎勵之公允價值，除非同時具服務及／或績效條件，否則獎勵即時支銷。

因非市場績效及／或服務條件未能達成而最終無賦予之獎勵並不確認開支。凡獎勵包含市場或非賦予條件，無論市場或非賦予條件獲達成與否，而所有其他績效及／或服務條件均獲達成，則交易仍被視為一項賦予。

當權益結算獎勵條款作出修訂，若均符合初始獎勵條款，則至少按照條款未有修訂之情況確認開支。此外，倘任何修訂會導致以股份為基礎的付款之總公允價值增加，或於修訂當日計算時對僱員有利，便會確認開支。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Share-based payments (Continued)

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately.

This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

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

Other employee benefits

Pension scheme

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

The employee of the Group's subsidiaries which operate in other countries/regions are required to participate in the applicable defined contribution plan in accordance with relevant local laws and regulations. These subsidiaries are required to contribute a certain percentage of their payroll costs to the defined contribution plan. The contributions are charged to profit or loss as they become payable in accordance with the rules of the defined contribution plan.

2. 會計政策 (續)

2.4 重大會計政策 (續)

以股份為基礎的付款 (續)

倘權益結算獎勵被取消，則視作已於取消日期歸屬處理，而該獎勵之任何尚未確認開支則會立即確認。

這包括任何未達成在本集團或僱員控制範圍內之非歸屬條件之獎勵。然而，如有新的獎勵取代已取消的獎勵，並於授予當日被指定為替代獎勵，則已取消及新的獎勵被視為對初始獎勵的修訂（如前段所述）。

尚未行使購股權之攤薄作用會於每股溢利計算中反映為額外股份攤薄。

其他僱員福利

退休金計劃

本公司及其在中國內地經營的附屬公司的僱員須參與由地方政府管理的中央退休金計劃。本公司及其附屬公司須就中央退休金計劃作出供款，金額為其工資成本的一定百分比。根據中央退休金計劃的規定，供款於應付時在損益扣除。

本集團在其他國家／地區經營的附屬公司的僱員須根據相關當地法律及法規參與適用的界定供款計劃。該等附屬公司須就界定供款計劃作出供款，金額為其工資成本的一定百分比。根據界定供款計劃的規定，供款於應付時在損益扣除。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Other employee benefits (Continued)

Termination benefits

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

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

2. 會計政策 (續)

2.4 重大會計政策 (續)

其他僱員福利 (續)

離職福利

離職福利會在本集團不再能夠撤回所提供的辭退福利或確認涉及辭退福利付款的重組成本(以較早者為準)時確認。

借款成本

收購、建造或生產合資格資產(即須經過大量時間方可作擬定用途或出售的資產)直接應佔借款成本,撥充為資本作為該等資產成本的一部分。資產大致上可作擬定用途或出售時,有關借款成本不再撥充資本。所有其他借款成本於產生期間支銷。借款成本包括實體就借入資金產生的利息及其他成本。

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in note 11 to the financial statements.

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

Foreign currencies

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

股息

末期股息於股東大會上獲股東批准後確認為負債。建議末期息披露於財務報表附註11。

因本公司組織章程大綱及章程細則授權董事宣派中期股息，故同時建議並宣派中期股息。因此，中期股息在建議並宣派時立即確認為負債。

外幣

該等財務報表均以港幣呈列。本集團各實體釐定其各自功能貨幣，而載於各實體財務報表的項目均採用功能貨幣計量。本集團實體記錄的外幣交易初步採用交易當日現有功能貨幣匯率記錄。以外幣列值的貨幣資產及負債乃按報告期末的功能貨幣匯率換算。貨幣項目結算或換算產生的差額於損益表內確認。

結清或折算貨幣項目產生的差額在損益表內確認，惟指定作為本集團海外業務淨投資對沖一部分的貨幣項目則於其他全面收益確認，直至出售該項淨投資為止，屆時累計金額會重新分類至損益表。歸因於該等貨幣項目匯兌差額的稅項開支及抵免亦會記入其他全面收益。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Foreign currencies (Continued)

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

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

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

2. 會計政策 (續)

2.4 重大會計政策 (續)

外幣 (續)

按某外幣歷史成本計量的非貨幣項目乃採用初步交易當日的匯率換算。按某外幣的公允價值計量的非貨幣項目乃採用釐定公允價值當日的匯率換算。換算按公允價值計量的非貨幣項目產生的盈虧與確認該項目公允價值變動的盈虧作一致處理(即公允價值盈虧於其他全面收入或損益內確認的項目的換算差額亦分別於其他全面收入或損益內確認)。

在確定非貨幣資產或非貨幣負債終止確認時產生的開支或收入或於同時產生相關資產的初步確認時，關於預付或預收對價的匯率，初步交易日期為本集團初步確認由預付或預收對價產生的非貨幣資產或非貨幣負債的日期。倘存在多個預付或預收款項，則本集團釐定每次支付或收到預付對價的交易日期。

若干海外附屬公司功能貨幣乃港幣以外的貨幣。於報告期末，該等實體的資產及負債會按報告期末的現有匯率換算為港幣，而彼等的損益表則按與交易日期的現行匯率相若的匯率換算為港幣。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

2. ACCOUNTING POLICIES (Continued)

2.4 Material accounting policies (Continued)

Foreign currencies (Continued)

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

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

For the purpose of the consolidated statement of cash flows, the cash flows of an overseas subsidiary are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiary which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rate for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the financial statements:

2. 會計政策 (續)

2.4 重大會計政策 (續)

外幣 (續)

就此產生的匯兌差額於其他全面收益內確認並於匯兌波動儲備累計，惟該差額為非控股權益應佔除外。出售海外業務時，與該特定海外業務有關的儲備累計金額於損益內確認。

因收購海外業務而產生的任何商譽和收購時所產生的資產及負債賬面值的任何公允價值調整，均視為海外業務的資產及負債，並按收市匯率換算。

就綜合現金流量表而言，海外附屬公司的現金流量按現金流量日期的匯率換算為港幣。海外附屬公司整年產生的經常性現金流量則按該年內加權平均匯率換算為港幣。

3. 重大會計判斷及估計

編製本集團的財務報表要求管理層作出判斷、估計及假設，而這會影響收入、支出、資產及負債呈報金額及其隨附披露及或有負債的披露。該等假設及估計的不確定因素可能引致未來須就受影響的資產或負債的賬面值作出重大調整。

判斷

於應用本集團的會計政策過程中，除涉及估計的判斷外，管理層作出以下對在財務報表中已確認數額有重大影響的判斷：

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements (Continued)

Property lease classification — Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains substantially all the significant risks and rewards incidental to ownership of these properties which are leased out and accounts for the contracts as operating leases.

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

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

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

3. 重大會計判斷及估計 (續)

判斷 (續)

物業租賃分類 — 本集團作為出租人

本集團已就其投資物業組合訂立商業物業租賃。根據對有關安排條款及條件之評估，如租期不構成商用物業之經濟壽命的主要部分且最低租賃款項現值不等於商用物業之絕大部分公允價值，本集團已釐定其保留該等出租物業所有權附帶的絕大部分風險及回報，並將有關合約入賬列為經營租賃。

釐定有續租選擇權合約的租期時作出的重大判斷

本集團擁有若干包含延期及終止選擇權的租賃合約。本集團於評估是否行使續租或終止租賃選擇權時應用判斷。換言之，本集團會考慮所有能形成經濟誘因促使其續租或終止的相關因素。於開始日期後，倘出現本集團控制範圍內的重大事件或情況變動，並影響其行使或不行使續租或終止租賃選擇權的能力（例如重大租賃物業裝修的施工或租賃資產的重大定製），本集團會重新評估租期。

投資物業及自用物業的分類

本集團釐定一項物業是否合資格作為投資物業，並制定作出有關判斷的標準。投資物業為持作賺取租金或作資本增值或作兩者用途的物業。因此，本集團考慮物業是否可在很大程度上獨立於本集團所持其他資產而產生現金流量。部分物業中一部分被持作賺取租金或作資本增值，而另一部分則被持作生產或供應貨物或服務之用或作行政用途。倘此等部分可單獨出售或根據融資租賃單獨出租，則本集團就將此等部分單獨列賬。倘此等部分無法單獨出售，則僅於不重要部分持作生產或供應貨物或服務之用或作行政用途時，物業方屬投資物業。按個別物業基準作出判斷以釐定配套服務之重大程度是否足以使物業不再合資格作為投資物業。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Leases — Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in a lease, and therefore, it uses an incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group “would have to pay”, which requires estimation when no observable rates are available (such as the Group that does not enter into financing transactions). The Group estimates the IBR using observable inputs (such as market interest rates) when available.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Provision for expected credit losses on trade and bills receivables

The Group uses a provision matrix to calculate ECLs for trade receivable. The provision rates are based on days past due for groupings of various customer segments that have similar loss patterns.

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

3. 重大會計判斷及估計 (續)

估計不確定因素

日後的主要假設及報告期末的其他估計不確定因素的主要來源(該等來源存在重大風險，導致須對下個財政年度的資產及負債的賬面值進行重大調整)載列如下：

租賃 — 估計增量借款利率

本集團無法輕易確定租賃中的內含利率，因此，其使用增量借款利率(「增量借款利率」)計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近的資產，而以類似抵押品於類似期間借入所需資金應支付的利率。因此，增量借款利率反映本集團「應支付」的利率，當無可觀察的利率時(如本集團並無訂立融資交易)，則須作出利率估計。當可觀察輸入數據可用時，本集團使用可觀察輸入數據(如市場利率)估計增量借款利率。

商譽減值

本集團至少每年確定商譽是否減值。這需要估計獲分配商譽的現金產生單位的使用價值。本集團估計使用價值時，須估計現金產生單位的預計未來現金流量，並選用適合的貼現率計算該等現金流量的現值。

貿易應收款項及應收票據的預期信貸損失撥備

本集團使用撥備矩陣計算貿易應收款項的預期信貸損失。撥備率乃根據具有類似模式的多個客戶分部組別的逾期天數釐定。

撥備矩陣最初基於本集團的歷史觀察違約率。本集團將通過調整矩陣以調整歷史信貸損失經驗與前瞻性資料。例如，如果預測經濟狀況將在未來一年內惡化，這可能導致違約數量增加，歷史違約率將得到調整。在各報告日，歷史觀察到的違約率都會被更新，並分析未來其可能發生的變化。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Provision for expected credit losses on trade receivables (Continued)

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

Deferred tax assets

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that future taxable profits will be available against which the tax losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. Further details are contained in note 27 to the financial statements.

Impairment of non-financial assets (other than goodwill)

The Group assesses whether there are any indicators of impairment for all non-financial assets at the end of each reporting period. Indefinite life intangible assets are tested for impairment annually and at other times when such an indicator exists. Other non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The calculation of the fair value less costs of disposal is based on available data from binding sales transactions in an arm's length transaction of similar assets or observable market prices less incremental costs for disposing of the asset. When value in use calculations are undertaken, management must estimate the expected future cash flows from the asset or cash-generating unit and choose a suitable discount rate in order to calculate the present value of those cash flows.

3. 重大會計判斷及估計 (續)

估計不確定因素 (續)

貿易應收款項的預期信貸損失撥備 (續)

對歷史觀察到的違約率、預測經濟狀況及預期信貸損失之間的相關性的評估乃重大估計。預期信貸損失風險的金額對環境變化及預測的經濟狀況較敏感。本集團的歷史信貸損失經驗及對經濟狀況的預測也可能無法代表未來客戶的實際違約。有關本集團貿易應收款項及應收票據預期信貸損失的資料於財務報表附註18披露。

遞延稅項資產

倘日後可能有足夠可動用應課稅溢利抵銷稅務虧損，則就未使用的稅務虧損確認遞延稅項資產。重大管理層判斷須根據日後應課稅溢利可能發生的時間及水平，以及日後稅務規劃策略釐定可確認的遞延稅項資產金額。進一步詳情載於財務報表附註27。

非金融資產 (商譽除外) 減值

本集團於各報告期末評估所有非金融資產是否出現任何減值跡象。本集團每年及於存在有關跡象時對無限年期的無形資產進行減值測試。當有跡象表明其他非金融資產的賬面價值或不可收回時對其進行減值測試，當資產或現金產生單位的賬面值超過其可收回金額（即其公允價值減出售成本及使用價值兩者之較高者）時，則存在減值。公允價值減出售成本乃根據按公平原則進行具約束力的類似資產出售交易所獲得的數據，或可觀察市價減出售資產的增量成本計算得出。計算使用價值時，管理層須估計資產或現金產生單位的預計未來現金流量，並選用適合的貼現率計算該等現金流量的現值。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Estimation uncertainty (Continued)

Useful lives and residual values of items of property, plant and equipment and investment properties

In determining the useful lives and residual values of items of property, plant and equipment and investment properties, the Group periodically reviews the changes in market conditions, the expected physical wear and tear, and the maintenance of the asset. The estimation of the useful life of the asset is based on historical experience of the Group with similar assets that are used in a similar way. Depreciation amounts will be adjusted if the estimated useful lives and/or the residual values of items of property, plant and equipment and investment properties are different from previous estimation. Useful lives and residual values are reviewed at the end of each reporting period based on changes in circumstances.

Share option scheme

The Group measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value requires determining the most appropriate valuation model for a grant of equity instruments, which is dependent on the terms and conditions of the grant. This also requires determining the most appropriate inputs to the valuation model including the expected life, volatility and dividend yield and making assumptions about them. Continuous estimation is required for the calculation of cumulative share-based payment cost at each reporting date until vesting, including estimate of the number that will vest. Details of share option scheme are disclosed in note 29 to the financial statements.

3. 重大會計判斷及估計 (續)

估計不確定因素 (續)

物業、廠房及設備項目以及投資物業的可使用年期及剩餘價值

為釐定物業、廠房及設備項目以及投資物業的可使用年期及剩餘價值，本集團定期審視市場狀況的變化、預期實物耗損及資產維護情況。資產可使用年期是根據本集團以類似方式使用類似資產的過往經驗估計。如物業、廠房及設備項目以及投資物業的估計可使用年期及／或剩餘價值與之前的估計不同，則應調整折舊金額。於各報告期末，本集團按情況變化審視可使用年期及剩餘價值。

購股權計劃

本集團參照權益工具於授出日期的公允價值計量與僱員進行權益結算交易的成本。估計公允價值需要確定最適合授予權益工具的估值模型，這取決於授予的條款和條件。這也要求確定估值模型的最合適的輸入數據，包括預期壽命、波動率和股息收益率以及對彼等作出假設。在歸屬期之前的每個報告日期，計算以股份為基礎的付款的累計成本需要連續估算，包括對將要歸屬的數量作出估計。購股權計劃詳情於財務報表附註29披露。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

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4. OPERATING SEGMENT

Information reported to the executive directors of the Company, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment focuses on revenue analysis by geographic location of customers. No other discrete financial information is provided other than the Group's results and financial position as a whole. Accordingly, only entity-wide disclosures are presented.

Geographical information

(a) Revenue from external customers

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Greater China	大中華區	650,368	615,313
Singapore and other countries/regions	新加坡及其他國家/地區	468,146	328,701
Total revenue	總收入	1,118,514	944,014

(b) Non-current assets

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Greater China	大中華區	277,933	266,710
Singapore and other countries/regions	新加坡及其他國家/地區	85,536	56,204
Total non-current assets	非流動資產總額	363,469	322,914

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

Information about a major customer

During the year ended 31 December 2023, revenue generated from one of the Group's customers has accounted for 10.0% (2022: 12.3%) of the Group's total revenue.

4. 經營分部

向本公司執行董事(即主要營運決策者(「主要營運決策者」))呈報以便進行資源分配及評估的資料側重於按客戶的地域位置作出的收入分析。除本集團的整體業績及財務狀況外，概無提供其他獨立財務資料。因此，僅呈報實體披露事項。

地域資料

(a) 外部客戶收入

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Greater China	大中華區	650,368	615,313
Singapore and other countries/regions	新加坡及其他國家/地區	468,146	328,701
Total revenue	總收入	1,118,514	944,014

(b) 非流動資產

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Greater China	大中華區	277,933	266,710
Singapore and other countries/regions	新加坡及其他國家/地區	85,536	56,204
Total non-current assets	非流動資產總額	363,469	322,914

上述非流動資產資料乃基於資產所在位置，不包括金融工具及遞延稅項資產。

一名主要客戶的資料

截至2023年12月31日止年度，自本集團其中一名客戶所得收入佔本集團總收入的10.0% (2022年：12.3%)。

5. REVENUE, OTHER INCOME AND (LOSSES)/ GAINS

An analysis of revenue 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	客戶合約收入		
Testing services	檢測服務	716,422	602,972
Surveying services	鑒定服務	303,933	249,995
Witnessing and ancillary services	見證及輔助服務	98,159	91,047
Total	總計	1,118,514	944,014

Revenue from contracts with customers

(a) Disaggregated revenue information

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Types of services	服務類型		
Testing services	檢測服務	716,422	602,972
Surveying services	鑒定服務	303,933	249,995
Witnessing and ancillary services	見證及輔助服務	98,159	91,047
Total	總計	1,118,514	944,014
Geographical markets	地區市場		
Greater China	大中華區	650,368	615,313
Singapore and other countries/regions	新加坡及其他國家/地區	468,146	328,701
Total	總計	1,118,514	944,014
Timing of revenue recognition	收入確認時間		
Services transferred at a point in time	在某一時間點轉移服務	1,118,053	943,134
Services transferred over a period of time	在一段時間轉移服務	461	880
Total	總計	1,118,514	944,014

5. 收入、其他收入及(虧損)/收益

收入分析如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Revenue from contracts with customers	客戶合約收入		
Testing services	檢測服務	716,422	602,972
Surveying services	鑒定服務	303,933	249,995
Witnessing and ancillary services	見證及輔助服務	98,159	91,047
Total	總計	1,118,514	944,014

客戶合約收入

(a) 收入資料明細

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5. REVENUE, OTHER INCOME AND (LOSSES)/ GAINS (Continued)

Revenue from contracts with customers (Continued)

(a) Disaggregated revenue information (Continued)

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Revenue from contracts with customers	客戶合約收入		
External customers	外部客戶	1,118,514	944,014
Total	總計	1,118,514	944,014

The following table shows the amount of revenue recognised in the current reporting period that was included in the contract liabilities at the beginning of the reporting period and recognised from performance obligations satisfied in previous periods:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Total	總計	3,565	2,794

(b) Performance obligations

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

The Group performs analytical tests and issues testing certificates or reports after completion of the on-site preparation. The performance obligation is satisfied upon (i) completion of testing services and/or (ii) issuance of testing certificate. A contract liability is recognised for advance payments received for sales in which revenue has yet been recognised.

The Group provides surveying services and witnessing and ancillary services (excluding supervision and equipment maintenance services) on-site. Service reports are issued after services rendered. The performance obligation is satisfied upon (i) completion of provision of services and/or (ii) issuance of service reports, if any. A contract liability is recognised for advance payments received for sales in which revenue has yet been recognised.

5. 收入、其他收入及(虧損)/收益 (續)

客戶合約收入(續)

(a) 收入資料明細(續)

下表顯示於本報告期確認的收入金額，已計入報告期初的合約負債及就於過往期間達成的履約責任確認：

(b) 履約責任

有關本集團履約責任的資料概述如下：

本集團於完成採樣後進行分析測試並出具檢驗證書或報告。履約責任於(i)檢測服務完成及/或(ii)出具檢驗證書後達成。合約負債於收入尚未確認時會被確認為已收銷售預付款項。

本集團提供鑒定服務及現場見證及輔助服務(不包括監管及設備維修服務)。於提供服務後出具服務報告。履約責任於(i)完成提供服務及/或(ii)出具服務報告(如有)後達成。合約負債於收入尚未確認時會被確認為已收銷售預付款項。

5. REVENUE, OTHER INCOME AND (LOSSES)/GAINS (Continued)

Revenue from contracts with customers(Continued)

(b) Performance obligations (Continued)

The Group provides supervision and equipment maintenance on-site. Such services are recognised as a performance obligation satisfied over time as the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs. Revenue is recognised for these services based on the stage of completion of the contract using output method.

All services provided by the Group are for periods of one year or less. As permitted under IFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

An analysis of other income and (losses)/gains is as follows:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Other income	其他收入		
Bank interest income	銀行利息收入	989	257
Value-added tax additional deduction	額外扣除增值稅	1,048	1,934
Government grants	政府補助	2,813	7,509
Rental income	租金收入	1,272	2,310
Other interest income from financial assets at fair value through profit or loss	按公允價值計入損益的金融資產的 其他利息收入	1,626	1,345
Others	其他	1,007	-
Total other income	其他收入總額	8,755	13,355
Other (losses)/gains, net	其他(虧損)/收益, 淨額		
Loss on foreign exchange difference	外匯匯兌差額虧損	(1,622)	(602)
Loss on disposals of items of property, plant and equipment, net	出售物業、廠房及設備項目的 虧損, 淨額	(192)	(385)
Loss on disposals of items of intangible assets, net	出售無形資產項目的虧損, 淨額	(980)	-
Others	其他	287	1,268
Total (losses)/gains, net	總(虧損)/收益, 淨額	(2,507)	281
Total other income and (losses)/gains, net	總其他收入及(虧損)/收益, 淨額	6,248	13,636

5. 收入、其他收入及(虧損)/收益
(續)

客戶合約收入(續)

(b) 履約責任(續)

本集團提供現場監管及設備維修服務。倘客戶在本集團履約的同時收取及消耗本集團履約所提供的利益，則該等服務會確認為於一段時間內達成的一項履約責任。收入根據合約完成階段使用產出法確認該等服務。

本集團提供的所有服務均為期一年或以內。誠如《國際財務報告準則》第15號所准許，獲分配至該等未達成合約的交易價格不予披露。

其他收入及(虧損)/收益分析如下：

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6. PROFIT BEFORE TAX

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

		Notes	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Cost of sales	銷售成本		638,384	534,648
Depreciation of property, plant and equipment	物業、廠房及設備的折舊	13	43,012	41,306
Depreciation of investment properties	投資物業的折舊	14	1,416	1,484
Depreciation of right-of-use assets	使用權資產的折舊	15	19,590	16,348
Amortisation of intangible assets	無形資產攤銷	17	1,162	769
Lease payments not included in the measurement of lease liabilities	不計入租賃負債計量的租賃付款		5,075	4,302
Research and development costs*	研發成本*		27,970	26,883
Auditor's remuneration	核數師薪酬		2,277	2,205
Employee benefit expenses (including directors' and chief executive's remuneration):	僱員福利開支(包括董事及最高行政人員薪酬):			
Wages and salaries	工資及薪金		377,776	322,616
Pension scheme contributions	退休金計劃供款		25,589	22,917
Equity-settled share-based payment expense	以權益結算的股份支付開支		3,241	15,588
Welfare and other expenses	福利及其他開支		99,766	85,424
Total	總計		506,372	446,545
Impairment of financial assets:	金融資產減值:			
Impairment of trade and bills receivables	貿易應收款項及應收票據減值	18	3,362	2,284
Impairment of prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產減值		391	-
Total	總計		3,753	2,284

* During the year ended 31 December 2023, research and development costs of approximately HK\$27,688,000 (2022: HK\$26,745,000) were included in employee benefit expenses.

6. 稅前利潤

本集團的稅前利潤經扣除/(計入)以下各項後得出:

	Notes	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Cost of sales		638,384	534,648
Depreciation of property, plant and equipment	13	43,012	41,306
Depreciation of investment properties	14	1,416	1,484
Depreciation of right-of-use assets	15	19,590	16,348
Amortisation of intangible assets	17	1,162	769
Lease payments not included in the measurement of lease liabilities		5,075	4,302
Research and development costs*		27,970	26,883
Auditor's remuneration		2,277	2,205
Employee benefit expenses (including directors' and chief executive's remuneration):			
Wages and salaries		377,776	322,616
Pension scheme contributions		25,589	22,917
Equity-settled share-based payment expense		3,241	15,588
Welfare and other expenses		99,766	85,424
Total		506,372	446,545
Impairment of financial assets:			
Impairment of trade and bills receivables	18	3,362	2,284
Impairment of prepayments, other receivables and other assets		391	-
Total		3,753	2,284

* 截至2023年12月31日止年度，研發成本約港幣27,688,000元(2022年：港幣26,745,000元)計入僱員福利開支。

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7. FINANCE COSTS

An analysis of finance costs is as follows:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Interest on bank loans	銀行貸款利息	2,476	1,803
Convertible bonds	可換股債券	3,118	1,000
Interest on lease liabilities	租賃負債利息	2,995	3,013
Total	總計	8,589	5,816

7. 融資成本

融資成本的分析如下：

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

8. 董事及最高行政人員薪酬

根據《上市規則》、香港《公司條例》第383(1)(a)、(b)、(c)及(f)條以及《公司(披露董事利益資料)規例》第2部披露之年內董事及最高行政人員薪酬如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Fees	袍金	300	300
Other emoluments:	其他酬金：		
Salaries, allowances and benefits in kind	薪金、津貼及非現金利益	5,918	4,735
Other welfares	其他福利	300	285
Performance related bonuses	績效相關花紅	813	1,624
Equity-settled share-based payment expense	以權益結算的股份支付開支	1,537	6,761
Pension scheme contributions	退休金計劃供款	230	219
Subtotal	小計	8,798	13,624
Total	總計	9,098	13,924

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

During the year, no directors were granted share options or award shares.

(a) Independent non-executive directors

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

ZHAO Hong	趙虹
WANG Zichen	王梓臣
LIU Hoi Keung	廖開強
Total	總計

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

8. 董事及最高行政人員薪酬(續)

年內，概無董事獲授購股權或獎勵股份。

(a) 獨立非執行董事

年內向獨立非執行董事支付的袍金載列如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
ZHAO Hong	趙虹	100	100
WANG Zichen	王梓臣	100	100
LIU Hoi Keung	廖開強	100	100
Total	總計	300	300

年內並無應向獨立非執行董事支付的其他酬金(2022年：無)。

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors and non-executive director

8. 董事及最高行政人員薪酬 (續)

(b) 執行董事及非執行董事

		Salaries, allowances and benefits in kind 薪金、津貼及 非現金利益 HK\$'000 港幣千元	Other welfares 其他福利 HK\$'000 港幣千元	Performance related bonuses 績效相關 花紅 HK\$'000 港幣千元	Equity-settled share-based payment expense 以權益結算的 股份支付開支 HK\$'000 港幣千元	Pension scheme contributions 退休金 計劃供款 HK\$'000 港幣千元	Total 總額 HK\$'000 港幣千元
2023	2023年						
Executive directors	執行董事						
Li Xiangli	李向利	2,715	100	456	473	72	3,816
Liu Yi	劉翊	1,376	100	195	355	70	2,096
Yang Rongbing	楊榮兵	1,300	100	–	414	88	1,902
Zhang Aiyong	張愛英	527	–	162	295	–	984
Subtotal	小計	5,918	300	813	1,537	230	8,798
Non-executive director	非執行董事						
Hao Yilei	郝怡磊	–	–	–	–	–	–
Total	總計	5,918	300	813	1,537	230	8,798

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8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (Continued)

(b) Executive directors and non-executive directors (Continued)

		Salaries, allowances and benefits in kind	Other welfares	Performance related bonuses	Equity-settled share-based payment expense	Pension scheme contributions	Total
		薪金、津貼及非現金利益	其他福利	績效相關花紅	以權益結算的股份支付開支	退休金計劃供款	總額
		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
2022	2022年						
Executive directors	執行董事						
Li Xiangli	李向利	1,392	95	478	2,686	67	4,718
Liu Yi	劉翊	1,412	95	204	1,340	67	3,118
Yang Rongbing	楊榮兵	1,300	95	-	2,152	85	3,632
Zhang Aiyong	張愛英	631	-	942	583	-	2,156
Subtotal	小計	4,735	285	1,624	6,761	219	13,624
Non-executive director	非執行董事						
Hao Yilei	郝怡磊	-	-	-	-	-	-
Total	總計	4,735	285	1,624	6,761	219	13,624

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year.

年內，並無任何董事或最高行政人員放棄或同意放棄任何薪酬的安排。

(c) Chief executive

Mr. Li Xiangli was also the chief executive of the Company.

(c) 最高行政人員

李向利先生亦為本公司最高行政人員。

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9. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the year included one executive director (2022: two executive directors), details of whose remuneration are set out in note 8 above. Details of the remuneration for the year of the remaining four (2022: three) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Salaries, allowances, benefits in kind and other welfares	薪金、津貼、非現金利益及其他福利	10,119	7,467
Performance-related bonuses	績效相關花紅	7,149	4,354
Pension scheme contributions	退休金計劃供款	403	296
Total	總計	17,671	12,117

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

		Number of employees 僱員人數	
		2023 2023年	2022 2022年
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至港幣3,500,000元	1	1
HK\$3,500,001 to HK\$4,000,000	港幣3,500,001元至港幣4,000,000元	1	1
HK\$4,000,001 to HK\$4,500,000	港幣4,000,001元至港幣4,500,000元	-	-
HK\$4,500,001 to HK\$5,000,000	港幣4,500,001元至港幣5,000,000元	1	1
HK\$5,000,001 to HK\$5,500,000	港幣5,000,001元至港幣5,500,000元	-	-
HK\$5,500,001 to HK\$6,000,000	港幣5,500,001元至港幣6,000,000元	1	-
Total	總計	4	3

During the year ended 31 December 2023, none of non-director and non-chief executive highest paid employees was granted share options or award shares (2022: Nil).

No remuneration was paid by the Group to any of the directors or the five highest paid employees as an inducement to join or upon joining the Group or as compensation for loss of office for the year ended 31 December 2023 (2022: Nil).

9. 五名最高薪酬僱員

年內五名最高薪酬僱員包括一名執行董事（2022年：兩名董事），有關彼等薪酬的詳情載列於上文附註8。非本公司董事亦非最高行政人員的餘下四名（2022年：三名）最高薪酬僱員的年內薪酬詳情載列如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Salaries, allowances, benefits in kind and other welfares	薪金、津貼、非現金利益及其他福利	10,119	7,467
Performance-related bonuses	績效相關花紅	7,149	4,354
Pension scheme contributions	退休金計劃供款	403	296
Total	總計	17,671	12,117

薪酬在以下範疇的非董事亦非最高行政人員的最高薪酬僱員的人數如下：

		Number of employees 僱員人數	
		2023 2023年	2022 2022年
HK\$3,000,001 to HK\$3,500,000	港幣3,000,001元至港幣3,500,000元	1	1
HK\$3,500,001 to HK\$4,000,000	港幣3,500,001元至港幣4,000,000元	1	1
HK\$4,000,001 to HK\$4,500,000	港幣4,000,001元至港幣4,500,000元	-	-
HK\$4,500,001 to HK\$5,000,000	港幣4,500,001元至港幣5,000,000元	1	1
HK\$5,000,001 to HK\$5,500,000	港幣5,000,001元至港幣5,500,000元	-	-
HK\$5,500,001 to HK\$6,000,000	港幣5,500,001元至港幣6,000,000元	1	-
Total	總計	4	3

截至2023年12月31日止年度，概無向非董事亦非最高行政人員的最高薪酬僱員授出購股權或獎勵股份（2022年：無）。

截至2023年12月31日止年度，本集團並無向任何董事或五名最高薪酬僱員支付任何薪酬，作為吸引加入本集團或加入本集團後的獎勵或離職補償（2022年：無）。

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10. INCOME TAX

Pursuant to the local rules and regulations of the Cayman Islands and the British Virgin Islands, the Group is not subject to any income tax in the Cayman Islands and the British Virgin Islands.

The Company's subsidiaries incorporated in Hong Kong are subject to income tax at the rate of 16.5% on the estimated assessable profits. The tax on the dividend income from a subsidiary in Chinese Mainland has been provided at the rate of 5% during the year.

The Company's subsidiaries in Chinese Mainland are subject to income tax at a statutory rate of 25% on their respective taxable profit, except for certain subsidiaries, which have been identified as high and new technology enterprises entitled to a preferential income tax rate of 15% for the years ended 31 December 2023 and 2022.

The Company's subsidiaries incorporated in Singapore are subject to income tax at the rate of 17% on the estimated assessable profits.

10. 所得稅

根據開曼群島及英屬維爾京群島的當地規則及法規，本集團毋須繳納任何開曼群島及英屬維爾京群島所得稅。

本公司於香港註冊成立的附屬公司須就預估應課稅利潤按16.5%的稅率繳納所得稅。年內中國內地一間附屬公司的股息收入稅項按5%稅率計提。

本公司於中國內地的附屬公司須就其各自應課稅利潤按25%的法定稅率繳納所得稅，若干附屬公司除外，其被認為高新技術企業，於截至2023年及2022年12月31日止年度有權按15%的所得稅優惠稅率繳納所得稅。

本公司於新加坡註冊成立的附屬公司須就預估應課稅利潤按17%的稅率繳納所得稅。

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Current tax	即期稅項		
— Chinese Mainland	— 中國內地	15,328	16,738
— Other jurisdictions	— 其他司法管轄區	19,577	16,510
Deferred tax	遞延稅項	144	(1,735)
Total tax charge for the year	年內稅項支出總額	35,049	31,513

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10. INCOME TAX (Continued)

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

10. 所得稅 (續)

按其大部分附屬公司所在司法管轄區的法定稅率計算適用於稅前利潤之稅項開支／(抵免)，與按實際稅率計算之稅項開支之對賬，以及適用稅率(即法定稅率)與實際稅率之對賬如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Profit before tax	稅前利潤	157,212	136,341
Tax at PRC statutory tax rate of 25%	按中國法定稅率 25%計算的稅項	39,303	34,085
Effect of withholding tax at 5% on the distributable profits of the Group's PRC subsidiaries	5%預扣稅對本集團中國附屬公司可分配利潤的影響	4,482	-
Effect of the preferential income tax rate	所得稅優惠稅率的影響	(9,090)	(11,046)
Effect of different tax rates applicable to subsidiaries operating in other jurisdictions	適用於在其他司法管轄區經營的附屬公司的不同稅率的影響	(6,018)	(5,639)
Tax losses not recognised	未確認的稅項虧損	11,828	16,228
Adjustments in respect of current tax of previous periods	過往期間即期稅項調整	(1,942)	-
Effect of utilisation of tax loss previously not recognised	動用之前未確認的稅項虧損的影響	-	(390)
Expense not deductible for tax	不可作扣稅用途開支	2,907	3,880
Income not subject to tax	毋須課稅收入	(1,069)	(1,545)
Additional tax deduction for research and development expenditure	研發開支加計扣除	(5,352)	(4,060)
Tax charge for the year at the Group's effective rate	按本集團實際稅率計算的 年內稅項開支	35,049	31,513

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11. DIVIDENDS

2022 Final — HK\$0.0272 (2021 Final
— HK\$0.018) per ordinary share

2022年末期 — 每股普通股
港幣0.0272元(2021年末期 —
港幣0.018元)

2023
2023年
HK\$'000
港幣千元

2022
2022年
HK\$'000
港幣千元

13,293

7,983

2023 Interim — HK\$0.0269 (2022 Interim
— HK\$0.022) per ordinary share

2023年中期 — 每股普通股
港幣0.0269元(2022年中期 —
港幣0.022元)

14,566

10,733

Dividends for ordinary shareholders of the Company were recognised as distribution during the year after consideration of dividends on the shares held by the Company's Share Award Scheme under the trust (defined in note 30), including HK\$208,000 of the 2022 final dividend declared paid and HK\$296,000 of 2023 interim dividend declared paid.

Subsequent to the end of the reporting period, a final dividend of HK\$0.0174 (2022: HK\$0.0272) per share for the year ended 31 December 2023 has been proposed by the directors and is subject to the approval of the shareholders at the forthcoming annual general meeting.

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

The calculation of the basic earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company, and the weighted average number of ordinary shares of 530,067,622 (2022: 529,045,237) in issue during the year, as adjusted to reflect the rights issue during the year.

The calculation of the diluted earnings per share amounts is based on the profit for the year attributable to ordinary equity holders of the Company, adjusted to reflect the interest and fair value gain on the convertible bonds, where applicable (see below). The weighted average number of ordinary shares used in the calculation is the number of ordinary shares in issue during the year, as used in the basic earnings per share calculation, and the weighted average number of ordinary shares assumed to have been issued at no consideration on the deemed exercise or conversion of all dilutive potential ordinary shares into ordinary shares.

11. 股息

經考慮根據信託由本公司股份獎勵計劃持有之股份的股息後，派發予本公司普通股股東的股息於年內確認為分派(定義見附註30)，包括已宣派及派付2022年末期股息港幣208,000元及已宣派及派付2023年中期股息港幣296,000元。

於報告期末後，董事已建議派發截至2023年12月31日止年度的末期股息每股港幣0.0174元(2022年：港幣0.0272元)，並須待股東於應屆股東週年大會上批准後方可作實。

12. 本公司普通權益持有人應佔每股盈利

每股基本盈利金額按本公司普通權益持有人應佔年內溢利及年內已發行530,067,622股(2022年：529,045,237股)普通股加權平均數計算，經調整以反映年內的供股。

每股攤薄盈利金額按本公司普通權益持有人應佔年內溢利計算，經調整以反映可換股債券之利息及公允價值收益(倘適用)(見下文)。計算所採用的普通股加權平均數即為計算每股基本盈利所採用的年內已發行普通股數目，以及假設在視為行使或轉換所有具攤薄潛力的普通股為普通股的無償發行的普通股加權平均數。

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

12. 本公司普通權益持有人應佔每股盈利(續)

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

每股基本及攤薄盈利的計算乃基於：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Earnings	盈利		
Profit attributable to ordinary equity holders of the Company, used in the basic earnings per share calculation:	用於計算每股基本盈利之本公司普通權益持有人應佔溢利：	80,048	69,397
Adjusted for :	就以下各項調整：		
Interest on convertible bonds	可換股債券之利息	—	1,000
Fair value gain of the convertible bonds	可換股債券公允價值收益	—	(7,330)
Profit attributable to ordinary equity holders of the Company, used in the diluted earnings per share calculation:	用於計算每股攤薄盈利之本公司普通權益持有人應佔溢利：	80,048	63,067
		Number of shares 股份數目	
		2023 2023年	2022 2022年
Weighted average number of ordinary shares in issue during the year used in the basic earnings per share calculation (Notes)	用於計算每股基本盈利之年內已發行普通股之加權平均數(附註)	530,067,622	529,045,237
Effect of dilution — weighted average number of ordinary shares:	攤薄影響 — 普通股加權平均數：		
Share options	購股權	1,986,564	1,822,764
Convertible bonds	可換股債券	—	40,751,789
Total	總計	532,054,186	571,619,790

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

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

Notes:

- (a) The weighted average number of ordinary shares shown above for the years ended 31 December 2023 and 2022 have been arrived at after adjusting the shares held by the Company's Share Award Scheme under the trust.
- (b) The weighted average number of ordinary shares shown above for the year ended 31 December 2023 have been arrived at after adjusting the shares upon exercise of share options and convertible bonds.
- (c) In addition, the number of shares adopted in the calculation of the basic and diluted earnings per share for the years ended 31 December 2023 and 2022 have been retrospectively adjusted to reflect bonus shares disclosed in note 28 which became effective in July 2023.

The computation of diluted earnings per share for the year ended 31 December 2023 and 2022 does not assume the exercise of certain of the Company's share options because the exercise price of those options was higher than the average market price for shares for 2023 and 2022.

At the year ended 31 December 2023, because the diluted earnings per share amount is increased when taking convertible bonds into account, the convertible bonds had an anti-dilutive effect on the basic earnings per share for the year and were excluded in the calculation of diluted earnings per share.

Therefore, the diluted earnings per share amounts are calculated based on the profit for the year of HK\$80,048,000, and the weighted average number of ordinary shares of 532,054,186 in issue during the year.

12. 本公司普通權益持有人應佔每股盈利(續)

附註：

- (a) 上文所示截至2023年及2022年12月31日止年度的普通股加權平均數乃經調整根據信託由本公司股份獎勵計劃持有的股份後達致。
- (b) 上文所示截至2023年12月31日止年度的普通股加權平均數乃經調整購股權行使後的股份及可換股債券後達致。
- (c) 此外，計算截至2023年及2022年12月31日止年度的每股基本及攤薄盈利時採用的股份數目已予追溯調整，以反映附註28所披露於2023年7月生效的紅股。

計算截至2023年及2022年12月31日止年度的每股攤薄盈利時並無假設本公司若干購股權獲行使，此乃由於該等購股權的行使價於2023年及2022年高於股份的平均市價。

截至2023年12月31日止年度，由於計及可換股債券時每股攤薄盈利金額增加，可換股債券對年內每股基本盈利具有反攤薄影響，在計算每股攤薄盈利時已被排除。

因此，每股攤薄盈利金額乃基於年內利潤港幣80,048,000元及年內已發行普通股加權平均數532,054,186股計算。

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財務報表附註

31 December 2023 2023年12月31日

13. PROPERTY, PLANT AND EQUIPMENT

13. 物業、廠房及設備

		Buildings	Motor vehicles	Electronic equipment and others	Leasehold improvements	Construction in progress	Total
		樓宇	汽車	電子設備及其他	租賃物業裝修	在建工程	總計
		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
31 December 2023	2023年12月31日						
At 1 January 2023:	於2023年1月1日:						
Cost	成本	95,741	40,292	141,878	47,914	22,709	348,534
Accumulated depreciation	累計折舊	(24,754)	(25,355)	(70,854)	(23,148)	–	(144,111)
Net carrying amount	賬面淨值	70,987	14,937	71,024	24,766	22,709	204,423
At 1 January 2023, net of accumulated depreciation and impairment	於2023年1月1日，扣除累計折舊及減值	70,987	14,937	71,024	24,766	22,709	204,423
Additions	添置	–	6,947	33,371	8,121	25,030	73,469
Acquisition of a subsidiary (note 33)	收購附屬公司(附註33)	–	–	3,726	–	–	3,726
Disposals	出售	–	(133)	(1,062)	(565)	–	(1,760)
Depreciation provided during the year	年內折舊撥備	(4,550)	(5,472)	(25,597)	(7,393)	–	(43,012)
Transfers (note 17)	轉撥(附註17)	383	–	256	2,184	(3,471)	(648)
Exchange realignment	匯兌調整	(995)	(192)	(374)	(185)	(469)	(2,215)
At 31 December 2023, net of accumulated depreciation	於2023年12月31日，扣除累計折舊	65,825	16,087	81,344	26,928	43,799	233,983
At 31 December 2023:	於2023年12月31日:						
Cost	成本	94,755	43,948	179,135	57,412	43,799	419,049
Accumulated depreciation	累計折舊	(28,930)	(27,861)	(97,791)	(30,484)	–	(185,066)
Net carrying amount	賬面淨值	65,825	16,087	81,344	26,928	43,799	233,983

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財務報表附註

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13. PROPERTY, PLANT AND EQUIPMENT (Continued)

13. 物業、廠房及設備 (續)

		Buildings	Motor vehicles	Electronic equipment and others	Leasehold improvements	Construction in progress	Total
		樓宇	汽車	電子設備及其他	租賃物業裝修	在建工程	總計
		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
31 December 2022	2022年12月31日						
At 1 January 2022:	於2022年1月1日:						
Cost	成本	104,633	40,702	132,503	44,326	4,840	327,004
Accumulated depreciation	累計折舊	(21,988)	(22,344)	(58,849)	(18,854)	-	(122,035)
Net carrying amount	賬面淨值	82,645	18,358	73,654	25,472	4,840	204,969
At 1 January 2022, net of accumulated depreciation and impairment	於2022年1月1日，扣除累計折舊及減值	82,645	18,358	73,654	25,472	4,840	204,969
Additions	添置	-	4,992	25,152	5,133	26,534	61,811
Disposals	出售	-	(1,136)	(1,429)	(253)	-	(2,818)
Depreciation provided during the year	年內折舊撥備	(4,763)	(5,994)	(23,234)	(7,315)	-	(41,306)
Transfers (note 17)	轉撥(附註17)	-	-	1,970	3,802	(7,612)	(1,840)
Exchange realignment	匯兌調整	(6,895)	(1,283)	(5,089)	(2,073)	(1,053)	(16,393)
At 31 December 2022, net of accumulated depreciation	於2022年12月31日，扣除累計折舊	70,987	14,937	71,024	24,766	22,709	204,423
At 31 December 2022:	於2022年12月31日:						
Cost	成本	95,741	40,292	141,878	47,914	22,709	348,534
Accumulated depreciation	累計折舊	(24,754)	(25,355)	(70,854)	(23,148)	-	(144,111)
Net carrying amount	賬面淨值	70,987	14,937	71,024	24,766	22,709	204,423

As at 31 December 2023, certain of the Group's buildings with a total carrying value of HK\$29,065,000 (2022: HK\$30,921,000) were pledged to obtain a banking facility from a bank amounting to HK\$19,215,000 (2022: HK\$14,106,000) (note 25).

於2023年12月31日，本集團若干樓宇(賬面總值為港幣29,065,000元(2022年：港幣30,921,000元))已被抵押，以自銀行獲得港幣19,215,000元(2022年：港幣14,106,000元)的銀行融資(附註25)。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

14. INVESTMENT PROPERTIES

14. 投資物業

		HK\$'000 港幣千元
Cost:	成本：	
At 1 January 2022	於2022年1月1日	32,835
Exchange realignment	匯兌調整	(2,795)
At 31 December 2022	於2022年12月31日	30,040
Exchange realignment	匯兌調整	(430)
At 31 December 2023	於2023年12月31日	29,610
Accumulated depreciation:	累計折舊：	
At 1 January 2022	於2022年1月1日	(12,162)
Depreciation charge for the year	年內折舊支出	(1,484)
Exchange realignment	匯兌調整	1,092
At 31 December 2022	於2022年12月31日	(12,554)
Depreciation charge for the year	年內折舊支出	(1,416)
Exchange realignment	匯兌調整	189
At 31 December 2023	於2023年12月31日	(13,781)
Net carrying amount	賬面淨值	
At 31 December 2022	於2022年12月31日	17,486
At 31 December 2023	於2023年12月31日	15,829

The Group leases out commercial properties under operating leases with rentals payable monthly. The leases typically run for an initial period of 1 to 3 years (2022: 1 to 3 years), with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain market review clauses in the event the lessee exercises the option to extend. None of the leases includes variable lease payments.

本集團根據經營租賃出租商業物業，租金按月支付。該等租賃的初始期限通常為1至3年（2022年：1至3年），並只有承租人有權單方面將租賃延長至初始期限之後。在承租人行使延長選擇權的情況下，該等租賃合約大多包括市場審查條款。概無租賃包括可變租賃付款。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

14. INVESTMENT PROPERTIES (Continued)

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and/or lessee's option to purchase the property at the end of lease term.

The above investment properties are depreciated on a straight-line basis over 20 years with 5% residual value.

The Group's investment properties consist of two commercial properties in Beijing and Cangzhou, the PRC. The Directors have determined that the class of the investment properties is commercial based on the nature, characteristics and risks of each property. The Group's investment properties were valued on 31 December 2023 based on valuations performed by an independent professionally qualified valuer, at HK\$23,526,000 (2022: HK\$23,868,000) based on direct comparative and income methods approach which is classified as level 3 of the fair value hierarchy. There is no change from the valuation method used in the previous year. In estimating the fair value of the properties, the highest and best use of the properties is their current use. There were no transfers into or out of level 3.

As at 31 December 2023, certain of the Group's investment properties with a total carrying value of HK\$15,226,000 (2022: HK\$16,804,000) were pledged to obtain a banking facility from a bank amounting to HK\$11,043,000 (2022: HK\$11,195,000).

The investment properties are leased to third parties under operating leases, further summary details of which are included in note 15 to the financial statements.

14. 投資物業(續)

本集團並無面臨因租賃安排所導致的外幣風險，此乃因所有租賃均以集團實體各自的功能貨幣計值。該等租賃合約並不包括剩餘價值擔保及／或承租人於租賃期末購買物業的選擇權。

上述投資物業按直線法於20年內折舊，剩餘價值為5%。

本集團的投資物業包括中國北京及滄州的兩處商用物業。董事根據投資物業的性質、特性及各物業的風險將其釐定為商用類別。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以直接比較法及收入法所作估值，估值為港幣23,526,000元(2022年：港幣23,868,000元)，並分類為公允價值層級第三層級。所用的估值方法於過往年度並無變動。於估計物業公允價值時，有關物業最高程度及最佳用途為其目前用途。並無轉入或轉出第三層級。

於2023年12月31日，本集團若干投資物業(賬面總值為港幣15,226,000元(2022年：港幣16,804,000元))已被抵押，以自銀行獲得港幣11,043,000元(2022年：港幣11,195,000元)的銀行融資。

投資物業按經營租賃租予第三方，有關進一步概述詳情載於財務報表附註15。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

15. LEASE

The Group as a lessee

The Group has lease contracts for various items of leased properties used in its operations. Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 24 to 40 years, and no ongoing payments will be made under the terms of these land leases. Leases of leased properties generally have lease terms between 1 and 11 years. Leases of leasehold land generally have lease terms between 24 and 40 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group. There are several lease contracts that include extension and termination options, which are further discussed below.

(a) Right-of-use assets

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

		Leased properties 租賃物業 HK\$'000 港幣千元	Leasehold land 租賃土地 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
As at 1 January 2022	於2022年1月1日	50,598	16,801	67,399
Additions	添置	20,150	–	20,150
Depreciation charge	折舊支出	(15,812)	(536)	(16,348)
Exchange realignment	匯兌調整	(3,601)	(1,225)	(4,826)
As at 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	51,335	15,040	66,375
Additions	添置	29,608	–	29,608
Depreciation charge	折舊支出	(19,079)	(511)	(19,590)
Exchange realignment	匯兌調整	(281)	(212)	(493)
As at 31 December 2023	於2023年12月31日	61,583	14,317	75,900

15. 租賃

本集團作為承租人

本集團擁有用於其營運的租賃物業各個項目的租賃合約。已提前作出一次性付款以向業主收購租賃土地，租期為24至40年，而根據該等土地租賃的條款，將不會繼續付款。租賃物業一般租期為1至11年。租賃土地一般租期為24至40年。一般而言，本集團不能將租賃資產向本集團以外轉讓及轉租賃。若干租賃合約訂有延長及終止選擇權，其進一步詳述於下文。

(a) 使用權資產

年內，本集團使用權資產的賬面值及變動如下：

	Leased properties 租賃物業 HK\$'000 港幣千元	Leasehold land 租賃土地 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
As at 1 January 2022	50,598	16,801	67,399
Additions	20,150	–	20,150
Depreciation charge	(15,812)	(536)	(16,348)
Exchange realignment	(3,601)	(1,225)	(4,826)
As at 31 December 2022 and 1 January 2023	51,335	15,040	66,375
Additions	29,608	–	29,608
Depreciation charge	(19,079)	(511)	(19,590)
Exchange realignment	(281)	(212)	(493)
As at 31 December 2023	61,583	14,317	75,900

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

15. LEASE (Continued)

The Group as a lessee (Continued)

(b) Lease liabilities

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

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Carrying amount at 1 January	於1月1日賬面值	49,897	45,378
Additions	添置	28,140	20,150
Accretion of interest recognised during the year	年內已確認利息增幅	2,995	3,013
Payments	付款	(19,128)	(16,501)
Exchange realignment	匯兌調整	(249)	(2,143)
<hr/>			
Carrying amount at 31 December	於12月31日賬面值	61,655	49,897
<hr/>			
Analysed into:	分析為：		
Current portion	流動部分	17,863	13,153
Non-current portion	非流動部分	43,792	36,744

The maturity analysis of lease liabilities is disclosed in note 41 to the financial statements.

租賃負債的到期日分析披露於財務報表附註41。

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

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Interest on lease liabilities	租賃負債利息	2,995	3,013
Depreciation charge of right-of-use assets	使用權資產折舊支出	19,590	16,348
Expense relating to short-term leases (included in cost of sales and administrative expenses)	與短期租賃有關的開支 (包括銷售成本及行政開支)	5,075	4,302
<hr/>			
Total amount recognised in profit or loss	於損益確認的總金額	27,660	23,663

15. 租賃(續)

本集團作為承租人(續)

(b) 租賃負債

年內，租賃負債的賬面值及變動如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Carrying amount at 1 January	於1月1日賬面值	49,897	45,378
Additions	添置	28,140	20,150
Accretion of interest recognised during the year	年內已確認利息增幅	2,995	3,013
Payments	付款	(19,128)	(16,501)
Exchange realignment	匯兌調整	(249)	(2,143)
<hr/>			
Carrying amount at 31 December	於12月31日賬面值	61,655	49,897
<hr/>			
Analysed into:	分析為：		
Current portion	流動部分	17,863	13,153
Non-current portion	非流動部分	43,792	36,744

租賃負債的到期日分析披露於財務報表附註41。

(c) 於損益確認有關租賃的金額如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Interest on lease liabilities	租賃負債利息	2,995	3,013
Depreciation charge of right-of-use assets	使用權資產折舊支出	19,590	16,348
Expense relating to short-term leases (included in cost of sales and administrative expenses)	與短期租賃有關的開支 (包括銷售成本及行政開支)	5,075	4,302
<hr/>			
Total amount recognised in profit or loss	於損益確認的總金額	27,660	23,663

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

15. LEASE (Continued)

The Group as a lessee (Continued)

(d) Extension and termination option

The Group has several lease contracts that include extension and termination options. These options are negotiated by management to provide flexibility in managing the leased-asset portfolio and they are aligned with the Group's business needs. There are no period following the exercise date of extension and termination options that are not included in the lease terms.

(e) Total cash outflow for leases

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

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Within operating activities	經營活動內	5,075	4,302
Within financing activities	融資活動內	19,128	16,501
Total	總計	24,203	20,803

The Group as a lessor

The Group leases its investment properties (note 14) under operating lease arrangements, with leases negotiated for a term of one to three years. Rental income recognised by the Group during the year was HK\$1,272,000 (2022: HK\$2,310,000), details of which are included in note 5 to the financial statements.

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

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Within one year	一年內	1,535	1,547
Over 1 to 2 year	超過一至兩年	1,535	—
Over 2 to 3 year	超過二至三年	285	—
Total	總計	3,355	1,547

15. 租賃(續)

本集團作為承租人(續)

(d) 延長及終止選擇權

本集團若干租賃合約包含延長及終止選擇權。該等選擇權由管理層磋商，以靈活管理租賃資產組合，並且符合本集團的業務需求。租賃條款中並無包括行使延長及終止選擇權之日之後的期限。

(e) 租賃現金流出總額

現金流量表中包含的租賃現金流出總額如下：

本集團作為出租人

本集團根據經營租賃安排租賃其投資物業(附註14)，經協商後的租賃期限為一至三年。本集團於年內確認的租金收入為港幣1,272,000元(2022年：港幣2,310,000元)，詳情載於財務報表附註5。

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貼現租賃付款如下：

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財務報表附註

31 December 2023 2023年12月31日

16. GOODWILL

16. 商譽

		HK\$'000 港幣千元
Cost and net carrying amount at 1 January 2022	於2022年1月1日的成本及賬面淨值	30,348
Exchange realignment	匯兌調整	(7)
<hr/>		
Cost and net carrying amount at 31 December 2022	於2022年12月31日的成本及賬面淨值	30,341
Acquisition of a subsidiary (note 33)	收購附屬公司(附註33)	3,140
Exchange realignment	匯兌調整	540
<hr/>		
Cost and net carrying amount at 31 December 2023	於2023年12月31日的成本及賬面淨值	34,021

Goodwill acquired through business combinations is allocated to the following cash-generating units (“CGUs”) for impairment testing:

- Regional commodity inspection service-rendering CGUs in Greater China;
- Regional commodity inspection service-rendering CGUs in Singapore;
- Regional environmental testing service-rendering CGUs in Greater China;
- Regional commodity inspection service-rendering CGUs in other locations; and
- Regional environmental monitoring service-rendering CGUs in Greater China.

通過業務合併所取得的商譽已分配至以下現金產生單位(「現金產生單位」)作減值測試：

- 於大中華區的地區性商品檢驗服務提供現金產生單位；
- 於新加坡的地區性商品檢驗服務提供現金產生單位；
- 於大中華區的地區性環境檢驗服務提供現金產生單位；
- 於其他地區的地區性商品檢驗服務提供現金產生單位；及
- 於大中華區的地區性環境監測服務提供現金產生單位。

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財務報表附註

31 December 2023 2023年12月31日

16. GOODWILL (Continued)

The carrying amounts of goodwill allocated to the CGUs are as follows:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Regional commodity inspection service-rendering in Greater China	於大中華區提供的地區性商品檢驗服務	2,774	2,712
Regional commodity inspection service-rendering in Singapore	於新加坡提供的地區性商品檢驗服務	17,724	17,332
Regional environmental testing service-rendering in Greater China	於大中華區提供的地區性環境檢驗服務	1,867	1,894
Regional commodity inspection service-rendering in other locations	於其他地區提供的地區性商品檢驗服務	8,593	8,403
Regional environmental monitoring service-rendering in Greater China	於大中華區提供的地區性環境監測服務	3,063	—
Total	總計	34,021	30,341

The recoverable amount of the regional commodity inspection service-rendering CGU in Greater China has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 13% (2022: 17%). The growth rate used to extrapolate the cash flows of the regional commodity inspection service-rendering unit beyond the five-year period is 2% (2022: 2%). In the opinion of the directors, there is no impairment required as at the end of each reporting period.

The recoverable amount of the regional commodity inspection service-rendering CGU in Singapore which was acquired in year 2019 has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 14% (2022: 17%). The growth rate used to extrapolate the cash flows of the regional commodity inspection service-rendering unit beyond the five-year period is 2% (2022: 2%). In the opinion of the directors, there is no impairment required as at the end of each reporting period.

16. 商譽(續)

分配至現金產生單位的商譽賬面值如下：

	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
於大中華區的地區性商品檢驗服務	2,774	2,712
於新加坡提供的地區性商品檢驗服務	17,724	17,332
於大中華區提供的地區性環境檢驗服務	1,867	1,894
於其他地區提供的地區性商品檢驗服務	8,593	8,403
於大中華區提供的地區性環境監測服務	3,063	—
總計	34,021	30,341

於大中華區的地區性商品檢驗服務提供現金產生單位的可收回金額乃根據採用現金流量預測計算使用價值而釐定，該現金流量預測以高級管理層所批准涵蓋五年期間的財務預算為基準。用於現金流量預測的稅前貼現率為13%（2022年：17%）。推算地區性商品檢驗服務提供單位超過五年期間的現金流量所使用的增長率為2%（2022年：2%）。董事認為，於各報告期末毋須計提減值。

於新加坡的地區性商品檢驗服務提供現金產生單位於2019年獲得，其可收回金額乃根據採用現金流量預測計算使用價值而釐定，該現金流量預測以高級管理層所批准涵蓋五年期間的財務預算為基準。用於現金流量預測的稅前貼現率為14%（2022年：17%）。推算地區性商品檢驗服務提供單位超過五年期間的現金流量所使用的增長率為2%（2022年：2%）。董事認為，於各報告期末毋須計提減值。

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財務報表附註

31 December 2023 2023年12月31日

16. GOODWILL (Continued)

The recoverable amount of the regional environmental testing service-rendering CGU in Greater China has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 13% (2022: 13%). The growth rate used to extrapolate the cash flows of the regional environmental testing service-rendering unit beyond the five-year period is 2% (2022: 2%). In the opinion of the directors, there is no impairment required as at the end of the reporting period.

The recoverable amount of the regional commodity inspection service-rendering CGU in other location has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 14% (2022: 17%). The growth rate used to extrapolate the cash flows of the regional commodity inspection service-rendering unit beyond the five-year period is 2% (2022: 2%). In the opinion of the directors of the Company, there is no impairment required as at the end of the reporting period.

The recoverable amount of the regional environmental monitoring service-rendering CGU in Greater China has been determined based on a value in use calculation using cash flow projections based on financial budgets covering a five-year period approved by senior management. The pre-tax discount rate applied to the cash flow projections is 13% (2022: Nil). The growth rate used to extrapolate the cash flows of the regional environmental testing service-rendering unit beyond the five-year period is 2% (2022: Nil). In the opinion of the directors, there is no impairment required as at the end of the reporting period.

Assumptions were used in the value in use calculation of the CGUs as at 31 December 2023 and 2022. The following describes each key assumption on which management has based its cash flow projections to undertake impairment testing of goodwill:

Budgeted gross margin — The basis used to determine the value assigned to the budgeted gross margins is the average gross margins achieved during the year, increased for expected efficiency improvements and expected market development.

Discount rate — The discount rate used is before tax and reflects specific risks relating to the relevant unit.

Management believes that any reasonably possible change in any of these assumptions would not cause the carrying amount of each CGU to exceed its recoverable amount.

16. 商譽(續)

於大中華區的地區性環境檢驗服務提供現金產生單位的可收回金額乃根據採用現金流量預測計算使用價值而釐定，該現金流量預測以高級管理層所批准涵蓋五年期間的財務預算為基準。用於現金流量預測的稅前貼現率為13%（2022年：13%）。推算地區性環境檢驗服務提供單位超過五年期間的現金流量所使用的增長率為2%（2022年：2%）。董事認為，於報告期末毋須計提減值。

於其他地區的地區性商品檢驗服務提供現金產生單位的可收回金額乃根據採用現金流量預測計算使用價值而釐定，該現金流量預測以高級管理層所批准涵蓋五年期間的財務預算為基準。用於現金流量預測的稅前貼現率為14%（2022年：17%）。推算地區性商品檢驗服務提供單位超過五年期間的現金流量所使用的增長率為2%（2022年：2%）。本公司董事認為，於報告期末毋須計提減值。

於大中華區的地區性環境監測服務提供現金產生單位的可收回金額乃根據採用現金流量預測計算使用價值而釐定，該現金流量預測以高級管理層所批准涵蓋五年期間的財務預算為基準。用於現金流量預測的稅前貼現率為13%（2022年：無）。推算地區性環境檢驗服務提供單位超過五年期間的現金流量所使用的增長率為2%（2022年：無）。董事認為，於報告期末毋須計提減值。

計算於2023年及2022年12月31日的現金產生單位使用價值時採用若干假設。以下為管理層根據其現金流量預測對商譽進行減值測試的各項主要假設：

預算毛利率 — 用於釐定預算毛利率價值的基準為於年內所達致的平均毛利率，因預計效率提升及預計市場開發而提升。

貼現率 — 所採用的貼現率為稅前貼現率，反映了有關單位的特定風險。

管理層相信，任何該等假設的任何合理潛在變動不會導致各現金產生單位的賬面值超出其可收回金額。

17. INTANGIBLE ASSET

17. 無形資產

		Patents and licenses	Software	Customer relationships and inspection certifications	Total
		專利及牌照 HK\$'000 港幣千元	軟件 HK\$'000 港幣千元	客戶關係及 檢測證書 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
31 December 2023	2023年12月31日				
Cost at 1 January 2023, net of accumulated amortisation	於2023年1月1日的 成本，扣除累計攤銷	1,349	2,033	522	3,904
Addition	添置	97	117	–	214
Transfer (note 13)	轉撥(附註13)	–	648	–	648
Amortisation provided during the year	年內攤銷撥備	(244)	(433)	(485)	(1,162)
Disposal	出售	(980)	–	–	(980)
Exchange realignment	匯兌調整	(12)	(31)	4	(39)
At 31 December 2023, net of accumulated amortisation	於2023年12月31日， 扣除累計攤銷	210	2,334	41	2,585
At 31 December 2023:	於2023年12月31日：				
Cost	成本	630	4,007	2,708	7,345
Accumulated amortisation	累計攤銷	(420)	(1,673)	(2,667)	(4,760)
Net carrying amount	賬面淨值	210	2,334	41	2,585
31 December 2022	2022年12月31日				
Cost at 1 January 2022, net of accumulated amortisation	於2022年1月1日的 成本，扣除累計攤銷	1	2,001	954	2,956
Addition	添置	–	386	–	386
Transfers (note 13)	轉撥(附註13)	1,403	437	–	1,840
Amortisation provided during the year	年內攤銷撥備	(1)	(296)	(472)	(769)
Disposal	出售	–	(271)	–	(271)
Exchange realignment	匯兌調整	(54)	(224)	40	(238)
At 31 December 2022, net of accumulated amortisation	於2022年12月31日， 扣除累計攤銷	1,349	2,033	522	3,904
At 31 December 2022:	於2022年12月31日：				
Cost	成本	1,670	3,294	2,648	7,612
Accumulated amortisation	累計攤銷	(321)	(1,261)	(2,126)	(3,708)
Net carrying amount	賬面淨值	1,349	2,033	522	3,904

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財務報表附註

31 December 2023 2023年12月31日

18. TRADE AND BILLS RECEIVABLES

Trade and bills receivables	貿易應收款項及應收票據
Impairment	減值
Total	總計

The Group's trading terms with its customers are mainly on credit, except for new customers, where payment in advance is normally required. The credit period is generally ranged from on demand and up to three months. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by senior management. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade and bills receivables are non-interest-bearing.

A subsidiary has pledged trade and bills receivables of approximately HK\$20,210,000 (2022: Nil) to secure a bank loan.

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

Within 3 months	3個月以內
Over 3 to 6 months	3個月以上至6個月
Over 6 months to 1 year	6個月以上至1年
Over 1 to 2 years	1年以上至2年
Over 2 years	2年以上

Total 總計

18. 貿易應收款項及應收票據

2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
218,424	177,950
(9,583)	(5,648)
208,841	172,302

本集團與其客戶的交易條款主要基於信貸，惟新客戶通常要求預付款除外。信貸期通常介乎按要求及最多三個月。本集團尋求嚴格控制未償還應收款項。高級管理人員定期審核逾期結餘。本集團並未就貿易應收款項結餘持有任何抵押品或其他信用增級。貿易應收款項及應收票據不計息。

一間附屬公司已抵押貿易應收款項及應收票據約港幣20,210,000元（2022年：無）以取得銀行貸款。

於報告期末根據發票日期呈列並扣除損失撥備的貿易應收款項及應收票據的賬齡分析如下：

2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
171,431	148,564
22,417	13,273
8,345	5,201
5,107	5,264
1,541	—
208,841	172,302

18. TRADE AND BILLS RECEIVABLES (Continued)

The movements in the loss allowance for impairment of trade and bills receivables are as follows:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
At beginning of the year	年初	(5,648)	(3,540)
Impairment losses, net	減值損失，淨額	(3,362)	(2,284)
Amount written off as uncollectible	撇銷為無法收回款項	17	100
Exchange realignment	匯兌調整	(590)	76
At end of year	年末	(9,583)	(5,648)

An impairment analysis is performed at each reporting date using a provision matrix to measure expected credit losses. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns (i.e., by geographical region, product type, customer type and rating, and coverage by letters of credit or other forms of credit insurance). The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that is available at the reporting date about past events, current conditions and forecasts of future economic conditions. Generally, trade and bills receivables are written off if past due for more than five years and are not subject to enforcement activity.

As at 31 December 2023, included in the above provision for impairment of trade receivables was a provision for individually impaired trade receivables of HK\$859,000 (2022: Nil) with a carrying amount before provision of HK\$1,707,000 (2022: Nil).

18. 貿易應收款項及應收票據 (續)

貿易應收款項及應收票據減值損失撥備的變動如下：

	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
At beginning of the year	(5,648)	(3,540)
Impairment losses, net	(3,362)	(2,284)
Amount written off as uncollectible	17	100
Exchange realignment	(590)	76
At end of year	(9,583)	(5,648)

於各報告日期採用撥備矩陣進行減值分析，以計量預期信貸損失。撥備率乃基於具有類似虧損模式（即地區、產品類別、客戶類別及評級以及信用證或其他形式的信用保險的承保範圍）的多個客戶分部組別的逾期日數釐定。該計算反映或然率加權結果、貨幣時值及於報告日期可得的有關過往事項、當前狀況及未來經濟條件預測的合理及可靠資料。一般而言，貿易應收款項及應收票據逾期五年以上會撇銷，且不受強制執行活動所限。

於2023年12月31日，上述貿易應收款項減值撥備包括個別減值貿易應收款項撥備港幣859,000元（2022年：無），撥備前賬面值為港幣1,707,000元（2022年：無）。

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財務報表附註

31 December 2023 2023年12月31日

18. TRADE AND BILLS RECEIVABLES (Continued)

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

As at 31 December 2023

		Current 即期	Past due 已逾期	Total 總計
Gross carrying amount	總賬面值	171,950	44,767	216,717
ECLs	預期信貸損失	518	8,206	8,724
Average loss rate	平均損失率	0.30%	18.33%	–

As at 31 December 2022

		Current 即期	Past due 已逾期	Total 總計
Gross carrying amount	總賬面值	148,592	29,358	177,950
ECLs	預期信貸損失	287	5,361	5,648
Average loss rate	平均損失率	0.19%	18.26%	–

As at 31 December 2023, included in the Group's trade and bills receivables balance are debtors with aggregate carrying amount of HK\$46,474,000 (2022: HK\$29,358,000) which are past due as at the reporting date. The past due balances is not considered as in default due to the management's historical experience on the settlement pattern or record from these debtors and the good business relationship with these debtors.

18. 貿易應收款項及應收票據(續)

下表載列本集團使用撥備矩陣計算的貿易應收款項及應收票據的信貸風險資料：

於2023年12月31日

	Current 即期	Past due 已逾期	Total 總計
Gross carrying amount	171,950	44,767	216,717
ECLs	518	8,206	8,724
Average loss rate	0.30%	18.33%	–

於2022年12月31日

	Current 即期	Past due 已逾期	Total 總計
Gross carrying amount	148,592	29,358	177,950
ECLs	287	5,361	5,648
Average loss rate	0.19%	18.26%	–

於2023年12月31日，本集團的貿易應收款項及應收票據結餘中，總賬面值為港幣46,474,000元（2022年：港幣29,358,000元）的應收賬款於報告日期已逾期。管理層因該等債務人結算模式的歷史經驗或過往記錄以及與該等債務人的友好商業關係，並無將有關已逾期結餘視作違約。

19. PREPAYMENTS, OTHER RECEIVABLE AND OTHER ASSET

19. 預付款項、其他應收款項及其他資產

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Prepayments	預付款項	18,026	14,296
Deposits, and other receivables	按金及其他應收款項	19,640	9,301
Loans to a supplier*	向一名供應商的貸款*	7,948	-
		45,614	23,597
Allowance for credit losses	信貸損失撥備	(472)	(75)
		45,142	23,522
Portion classified as non-current assets	分類為非流動資產的部分	(1,151)	(385)
Current portion	流動部分	43,991	23,137

* The loans to a supplier were given by the group based on market rate.

Deposits and other receivables mainly represent rental deposits, deposit paid for purchase of leasehold land and property, plant and equipment, and deposits with suppliers. Where applicable, an impairment analysis is performed at each reporting date by considering the probability of default of comparable companies with published credit ratings. The allowance for credit losses increased by HK\$397,000, of which the change was due to the increase in original value of HK\$391,000 and the change in exchange rates of HK\$6,000.

The financial assets included in the above balances relate to receivables for which there was no recent history of default and past due amounts. As at 31 December 2023 and 2022, the loss allowance was assessed to be minimal.

* 向一名供應商的貸款由本集團按市場利率提供。

按金及其他應收款項主要指租金按金、購買租賃土地、物業、廠房及設備之按金及供應商按金。倘適用，經考慮有公開信用評級的可資比較公司的違約概率後，於每個報告日期進行減值分析。信貸損失撥備增加港幣397,000元，其變動乃由於原價值增加港幣391,000元及匯率變動港幣6,000元。

包括在上述結餘內的金融資產乃關於近期並無違約及逾期記錄的應收款項。於2023年及2022年12月31日，損失撥備被評定為輕微。

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20. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

20. 按公允價值計入損益的金融資產

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Wealth management products	理財產品	1,471	1,710
Listed securities	上市證券		
— Perpetual equity securities	— 永久股本證券	4,714	5,168

The above unlisted investments were wealth management products issued by banks in Hong Kong. They were mandatorily classified as financial assets at fair value through profit or loss as their contractual cash flows are not solely payments of principal and interest.

上述非上市投資為香港銀行發行的理財產品。該等投資被強制分類為按公允價值計入損益的金融資產，此乃由於其合約現金流量並非純粹為償付本金及利息。

The above equity investments were classified as financial assets at fair value through profit or loss as the Group has not elected to recognise the fair value gain or loss through other comprehensive income.

由於本集團並無選擇於其他全面收益中確認公允價值收益或虧損，上述股權投資被分類為按公允價值計入損益的金融資產。

21. CASH AND BANK BALANCES

21. 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 on hand	手頭現金	143	118
Bank balances	銀行結餘	227,107	222,136
Time deposits	定期存款	39,614	8,131
Cash and bank balances	現金及銀行結餘	266,864	230,385
Less: Time deposits pledged for borrowings and port access right	減：作為借款及港口使用權的抵押的定期存款	160	470
Non-pledged time deposits with original maturity of more than three months when acquired	取得時原到期日在三個月以上的非抵押定期存款	39,454	7,661
Cash and cash equivalents	現金及現金等價物	227,250	222,254

21. CASH AND BANK BALANCES (Continued)

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

At the end of the reporting period, the cash and bank balances of the Group denominated in Renminbi (“RMB”) amounted to HK\$144,487,000 (2022: HK\$167,246,000). The RMB is not freely convertible into other currencies, however, under Chinese Mainland’s Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

22. TRADE PAYABLES

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

Within 3 months	3個月以內
Over 3 to 6 months	3個月以上至6個月
Over 6 months to 1 year	6個月以上至1年
Over 1 to 2 years	1年以上至2年
Total	總計

Trade payables are non-interest-bearing and are normally settled on 90-day terms.

21. 現金及銀行結餘 (續)

銀行現金根據每日銀行存款利率以浮動利率賺取利息。定期存款根據本集團的即時現金需求在不同時期存入，並按相應的定期存款利率賺取利息。銀行結餘及定期存款乃存於最近並無拖欠歷史且具信譽的銀行。

於報告期末，本集團以人民幣（「人民幣」）計值的現金及銀行結餘為港幣144,487,000元（2022年：港幣167,246,000元）。人民幣不能自由兌換為其他貨幣。然而，根據中國內地《外匯管理條例》及《結匯、售匯以及付匯管理規定》，本集團獲准透過獲授權進行外匯業務的銀行將人民幣兌換作其他貨幣。

22. 貿易應付款項

於報告期末根據發票日期呈列的貿易應付款項的賬齡分析如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Within 3 months	3個月以內	42,022	38,805
Over 3 to 6 months	3個月以上至6個月	8,639	2,889
Over 6 months to 1 year	6個月以上至1年	993	1,776
Over 1 to 2 years	1年以上至2年	256	152
Total	總計	51,910	43,622

貿易應付款項不計息，且在正常情況下將於90日內結算。

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23. CONTRACT LIABILITIES

Details of contract liabilities are as follows:

	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
<i>Short-term advances received from customers</i> 已收客戶短期墊款			
Rendering of services 提供服務	8,029	3,565	2,794

Contract liabilities include short-term advances received to render services. The increase in contract liabilities in 2023 was mainly due to the increase in short-term advances received from customers in relation to the provision of inspection services at the end of the year.

23. 合約負債

合約負債詳情如下：

	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
<i>Short-term advances received from customers</i> 已收客戶短期墊款			
Rendering of services 提供服務	8,029	3,565	2,794

合約負債包括提供服務而收取的短期墊款。合約負債於2023年增加乃主要由與於年底提供檢測服務有關的已收客戶短期墊款增加。

24. OTHER PAYABLES AND ACCRUALS

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Accrued salaries, wages and benefits 應計薪金、工資及福利		46,660	35,625
Other taxes payable 其他應納稅款		3,404	2,987
Payable to vendors of property, plant and equipment 應付物業、廠房及設備業主款項		2,475	13,505
Other payables 其他應付款項		18,616	20,876
		71,155	72,993
Portion classified as non-current liabilities 分類為非流動負債的部分		(723)	(1,102)
		70,432	71,891
Current portion 流動部分		70,432	71,891

Other payables are non-interest-bearing and have no fixed terms of settlement.

其他應付款項不計息及並無固定結算期。

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25. INTEREST-BEARING BANK LOANS

25. 計息銀行貸款

		As at 31 December 2023 於2023年12月31日			As at 31 December 2022 於2022年12月31日		
		Effective interest rate (%) 實際利率(%)	Maturity 期限	HK\$'000 港幣千元	Effective interest rate (%) 實際利率(%)	Maturity 期限	HK\$'000 港幣千元
Current	流動						
Bank loans — unsecured	銀行貸款 — 無抵押	3.65-4.1	2024	3,867	4.1	2023	1,120
Bank loans — guaranteed/secured	銀行貸款 — 有擔保/已抵押	2.5-8.6	2024	44,663	3.1-3.35	2023	25,329
Total	總計			48,530			26,449
Analysed into:	分析為：						
Bank loans:	銀行貸款：						
Within one year	一年內			48,530			26,449

As at 31 December 2023, the Group's bank loans amounting to HK\$19,215,000 (31 December 2022: HK\$14,106,000) were secured by the Group's certain buildings of property, plant and equipment (Note 13), that the Group's bank loans amounting to HK\$11,043,000 (31 December 2022: HK\$11,195,000) were secured by certain investment properties (Note 14), and the Group's bank loans amounting to HK\$14,405,000 (31 December 2022: Nil) were secured by trade and bills receivables (Note 18).

Bank loans carry a weighted average effective interest rate at 2.5% to 8.6% (2022: 3.1% to 4.1%) and will mature in 2024.

於2023年12月31日，本集團銀行貸款港幣19,215,000元（2022年12月31日：港幣14,106,000元）以本集團若干物業、廠房及設備之樓宇作抵押（附註13），本集團銀行貸款港幣11,043,000元（2022年12月31日：港幣11,195,000元）以若干投資物業作抵押（附註14），而本集團銀行貸款港幣14,405,000元（2022年12月31日：無）以貿易應收款項及應收票據作抵押（附註18）。

銀行貸款按加權平均實際利率2.5%至8.6%（2022年：3.1%至4.1%）計息，並將於2024年到期。

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25. INTEREST-BEARING BANK LOANS (Continued)

The carrying amounts of borrowings are denominated in the following currencies:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Singapore dollar	新加坡元	5,919	–
RMB	人民幣	34,124	26,449
United States dollar	美元	8,487	–
Total	總計	48,530	26,449

An analysis of the carrying amounts of borrowings by type of interest rate is as follows:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Variable interest rate	可變利率	48,530	26,449

25. 計息銀行貸款 (續)

借款賬面值以下列貨幣計值：

借款賬面值按利率類別劃分的分析如下：

26. CONVERTIBLE BONDS

The Company issued HK\$50,000,000, 2% convertible bonds at a par value of HK\$1 each on 11 June 2021. The convertible bonds are denominated in HK\$. The convertible bonds entitle the holders to convert them into ordinary shares of the Company since the date falling six months of the date of issue of the convertible bonds to up to and including the date which is 3 days prior to the maturity date on 11 June 2026 at a conversion price of HK\$1.63 per conversion share. The conversion price shall be adjusted as provided in the convertible bond instrument in specific cases. The holder has the option to require the Company to redeem all or part of the convertible bonds together with any then outstanding unpaid interest on the dates, including third anniversary, the day falling three years and six months, the fourth anniversary and the day falling four years and six months of the issue date of the convertible bond with redemption price at 118%, 121%, 124% and 127% of the outstanding principal amount of the convertible bonds respectively. If the convertible bonds have not been converted, they will be redeemed on 11 June 2026 at 130% of the then outstanding principal amount of those convertible bonds or any part thereof together with outstanding interest accrued thereon.

The convertible bonds contain two components, debt component and derivative (including conversion and early redemption options) component. The Group designated the convertible bonds as a whole as financial liabilities at fair value through profit or loss upon initial recognition.

On 26 June 2023, the Company proposed to amend the terms of the Convertible Bonds (the “**Amendments**”) with the bondholder, as follows:

- (a) changing the currency of denomination of the Convertible Bonds from HK\$ to US\$, such that the principal amount of the Convertible Bonds was changed from HK\$50,000,000 to US\$6,410,256.41 (based on an exchange rate of HK\$7.8 to US\$1.0 and rounded off to two decimal places), such that the principal amount remained unchanged save for the conversion to a rounded off US\$ equivalent;

26. 可換股債券

於2021年6月11日，本公司按面值每份港幣1元發行港幣50,000,000元的2%可換股債券。可換股債券以港幣計值。可換股債券賦予持有人權利於可換股債券發行日期後六個月當日至2026年6月11日到期日3日前當日（包括該日）按轉換價每股轉換股份港幣1.63元轉換為本公司普通股。於特定情況下，轉換價須按可換股債券工具的規定進行調整。持有人可選擇於可換股債券發行日期第三週年當日、三年六個月當日、第四週年當日及四年六個月當日等日期要求本公司分別按未償還可換股債券本金額的118%、121%、124%及127%的贖回價贖回全部或部分可換股債券連同任何當時未償還未付利息。倘可換股債券未獲轉換，則將於2026年6月11日按當時未償還可換股債券或其中任何部分本金額的130%贖回該等可換股債券連同其未償還應計利息。

可換股債券包含兩個部分，即債務部分及衍生工具（包括換股權及提前贖回權）部分。本集團於初始確認後指定可換股債券整體為按公允價值計入損益的金融負債。

於2023年6月26日，本集團擬與債券持有人修訂可換股債券之條款（「**修訂**」），如下：

- (a) 將可換股債券之計值貨幣由港幣更改為美元，使可換股債券的本金額由港幣50,000,000元更改為6,410,256.41美元（按匯率港幣7.8元兌1.0美元計算，並約整至小數點後兩位），本金額除轉換為約整的美元等值外保持不變；

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26. CONVERTIBLE BONDS (Continued)

- (b) changing the currency of payment for all future payment obligations (including payment of any interest and principal) of the Company under the Convertible Bonds from HK\$ to US\$ (for the avoidance of doubt, there shall be no retrospective effect to any payment under the Convertible Bonds which has been made prior to the effective date of the Amendments);
- (c) changing the Conversion Price to US\$0.1730 and adding an agreed exchange rate of HK\$7.8 to US\$1.0 (rounded down to four decimal places) (the "Conversion Exchange Rate"), such that the Conversion Price was the rounded down US\$ equivalent to HK\$1.35 (being the Conversion Price after the Convertible Bonds Adjustment). For the avoidance of doubt, the number of Conversion Shares to be allotted and issued upon full conversion of the Convertible Bonds remained largely the same as that after the Convertible Bonds Adjustment save for a slight increase in number due to the rounding of the Conversion Price, i.e., from 37,037,037 Shares to 37,053,505 Shares;
- (d) other consequential changes as a result of the Amendments above, including changing the denomination of the outstanding principal amount when the bondholder requests for early redemption or transfer from HK\$1,000,000 to US\$200,000 or any integral multiples thereof; and
- (e) other housekeeping change including updating the principal place of business in Hong Kong of the Company.

Save for the Amendments, all other principal terms of the Convertible Bonds remain unchanged.

At the date of the change of terms, the fair value of the liability component was estimated at that date using an equivalent market interest rate for a similar bond without a conversion option. The residual amount is assigned as the equity component and is included in shareholders' equity.

26. 可換股債券 (續)

- (b) 將本公司於可換股債券項下所有未來付款責任(包括支付任何利息及本金)的支付貨幣由港幣更改為美元(為免生疑問,在修訂生效日期前於可換股債券項下的任何付款均不具有追溯效力);
- (c) 將轉換價更改為0.1730美元,並加入港幣7.8元兌1.0美元的協定匯率(約整至小數點後四位)(「轉換匯率」),使轉換價為約整後港幣1.35元的美元等值(即可換股債券調整後的轉換價)。為免生疑問,除因轉換價約整導致數目輕微增加(即37,037,037股股份增至37,053,505股股份)外,悉數轉換可換股債券後將予配發及發行之轉換股份數目與可換股債券調整後大致相同;
- (d) 因上述修訂而導致的其他相應變動,包括債券持有人要求提前贖回或轉讓時未償還本金的面值由港幣1,000,000元更改為200,000美元或其任何整數倍;及
- (e) 其他內務變動,包括更新本公司於香港的主要營業地點。

除修訂外,可換股債券的所有其他主要條款維持不變。

於條款變動日期,負債部分的公允價值使用無換股權的類似債券的同等市場利率在該日估計。剩餘金額作為權益部分,計入股東權益。

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26. CONVERTIBLE BONDS (Continued)

The movement of the convertible bonds for the year is set out as below:

26. 可換股債券(續)

年內可換股債券變動載列如下：

		HK\$'000 港幣千元
Carrying amount at 1 January 2022	於2022年1月1日賬面值	57,953
Upon issue	發行後	-
Changes in fair value charged to profit or loss	於損益扣除的公允價值變動	(7,330)
Exchange realignment	匯兌調整	238
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Carrying amount at 31 December 2022	於2022年12月31日賬面值	50,861
<hr/>		
Changes in fair value charged to profit or loss	於損益扣除的公允價值變動	3,517
<hr/>		
At 28 June 2023	於2023年6月28日	54,378
Loss on change to terms of convertible bond	可換股債券條款變動之虧損	270
Transfer to equity reserve	轉撥至權益儲備	(5,633)
Exchange realignment	匯兌調整	34
<hr/>		
Liability component at the terms change date	於條款變動日期的負債部分	49,049
Interest expense	利息開支	2,627
Exchange realignment	匯兌調整	-
Convertible exercised	已行使可換股債券	(3,042)
Exchange realignment	匯兌調整	(22)
<hr/>		
Liability component at 31 December 2023	於2023年12月31日的負債部分	48,612

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27. DEFERRED TAX

The movements in deferred tax liabilities and assets during the year are as follows:

Deferred tax liabilities

		Right-of use assets	Withholding tax	Fair value adjustment on intangible assets arising from acquisition of subsidiaries	Others	Total
		使用權資產 HK\$'000 港幣千元	預扣稅 HK\$'000 港幣千元	就收購附屬公司產生的無形資產的公允價值調整 HK\$'000 港幣千元	其他 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
At 1 January 2023	於2023年1月1日	9,037	1,877	319	135	11,368
Deferred tax	遞延稅項					
Charged to the statement of profit or loss during the year (note 10)	年內扣除自損益表(附註10)	1,621	4,482	–	–	6,103
Transfer to current tax (note 10)	轉撥至即期稅項(附註10)	–	(3,371)	–	–	(3,371)
Exchange realignment	匯兌調整	(77)	–	(5)	(1)	(83)
Gross deferred tax liabilities at 31 December 2023	於2023年12月31日遞延稅項負債總額	10,581	2,988	314	134	14,017

Deferred tax assets

		Lease liabilities	Provision for impairment of trade receivables and other receivables	Total
		租賃負債 HK\$'000 港幣千元	貿易應收款項及其他應收款項減值撥備 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
At 1 January 2023	於2023年1月1日	8,721	958	9,679
Deferred tax	遞延稅項			
Credited to the statement of profit or loss during the year (note 10)	年內計入損益表(附註10)	1,898	690	2,588
Exchange realignment	匯兌調整	(71)	291	220
Gross deferred tax assets at 31 December 2023	於2023年12月31日遞延稅項資產總額	10,548	1,939	12,487

27. 遞延稅項

年內遞延稅項負債及資產的變動如下：

遞延稅項負債

		Right-of use assets	Withholding tax	Fair value adjustment on intangible assets arising from acquisition of subsidiaries	Others	Total
		使用權資產 HK\$'000 港幣千元	預扣稅 HK\$'000 港幣千元	就收購附屬公司產生的無形資產的公允價值調整 HK\$'000 港幣千元	其他 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
At 1 January 2023	於2023年1月1日	9,037	1,877	319	135	11,368
Deferred tax	遞延稅項					
Charged to the statement of profit or loss during the year (note 10)	年內扣除自損益表(附註10)	1,621	4,482	–	–	6,103
Transfer to current tax (note 10)	轉撥至即期稅項(附註10)	–	(3,371)	–	–	(3,371)
Exchange realignment	匯兌調整	(77)	–	(5)	(1)	(83)
Gross deferred tax liabilities at 31 December 2023	於2023年12月31日遞延稅項負債總額	10,581	2,988	314	134	14,017

遞延稅項資產

		Lease liabilities	Provision for impairment of trade receivables and other receivables	Total
		租賃負債 HK\$'000 港幣千元	貿易應收款項及其他應收款項減值撥備 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
At 1 January 2023	於2023年1月1日	8,721	958	9,679
Deferred tax	遞延稅項			
Credited to the statement of profit or loss during the year (note 10)	年內計入損益表(附註10)	1,898	690	2,588
Exchange realignment	匯兌調整	(71)	291	220
Gross deferred tax assets at 31 December 2023	於2023年12月31日遞延稅項資產總額	10,548	1,939	12,487

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27. DEFERRED TAX (Continued)

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

27. 遞延稅項 (續)

年內遞延稅項負債及資產的變動如下：(續)

		Right-of use assets	Withholding tax	Fair value adjustment on intangible assets arising from acquisition of subsidiaries 就收購附屬 公司產生的 無形資產的 公允價值調整	Others	Total
		使用權資產 HK\$'000 港幣千元	預扣稅 HK\$'000 港幣千元	公允價值調整 HK\$'000 港幣千元	其他 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
At 1 January 2022	於2022年1月1日	7,931	4,194	349	147	12,621
Deferred tax	遞延稅項					
Charged/(credited) to the statement of profit or loss during the year (note 10)	年內扣除自/(計入) 損益表(附註10)	1,241	(1,959)	-	-	(718)
Exchange realignment	匯兌調整	(135)	(358)	(30)	(12)	(535)
Gross deferred tax liabilities at 31 December 2022	於2022年12月31日遞延 稅項負債總額	9,037	1,877	319	135	11,368

Deferred tax assets

遞延稅項資產

			Lease liabilities	Provision for impairment of trade receivables and other receivables 貿易應收 款項及其他 應收款項 減值撥備	Total
			租賃負債 HK\$'000 港幣千元	減值撥備 HK\$'000 港幣千元	合計 HK\$'000 港幣千元
At 1 January 2022	於2022年1月1日		7,931	590	8,521
Deferred tax	遞延稅項				
Credited to the statement of profit or loss during the year (note 10)	年內計入損益表 (附註10)		694	323	1,017
Exchange realignment	匯兌調整		96	45	141
Gross deferred tax assets at 31 December 2022	於2022年12月31日遞延 稅項資產總額		8,721	958	9,679

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27. DEFERRED TAX (Continued)

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

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項資產淨額	2,250	1,107
Net deferred tax liabilities recognised in the consolidated statement of financial position	於綜合財務狀況表確認的遞延稅項負債淨額	3,780	2,796

The Group has accumulated tax losses arising in Chinese Mainland of HK\$76,446,000 (2022: HK\$67,441,000) that will expire in one to five years for offsetting against future taxable profits.

The Group also has accumulated tax losses arising in Hong Kong and other countries/regions of HK\$105,693,000 (2022: HK\$104,299,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

Deferred tax assets have not been recognised in respect of loss-making for some time and it is not considered probable that future taxable profits will be available against which the tax losses can be utilised.

Pursuant to the PRC Enterprise Income Tax Law, a 10% withholding tax is levied on dividends declared to foreign investors from the foreign investment enterprises established in Chinese Mainland. The requirement is effective from 1 January 2008 and applies to earnings after 31 December 2007. The Group is therefore liable for withholding tax on dividends distributed by those subsidiaries established in Chinese Mainland. A lower withholding tax rate may be applied if there is a tax treaty between Chinese Mainland and the jurisdiction of the foreign investors. During the year ended 31 December 2019, the Company obtained the Hong Kong tax resident qualification and subsequently the Company is subject to 5% withholding tax on dividends distributed by those subsidiaries established in Chinese Mainland.

27. 遞延稅項 (續)

就列報而言，若干遞延稅項資產及負債已在財務狀況表中抵銷。以下是本集團就財務報告而言的遞延稅項結餘分析：

	2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Net deferred tax assets recognised in the consolidated statement of financial position	2,250	1,107
Net deferred tax liabilities recognised in the consolidated statement of financial position	3,780	2,796

本集團於中國內地產生的累計稅項虧損為港幣76,446,000元（2022年：港幣67,441,000元），將於一至五年內到期以抵銷未來應課稅利潤。

本集團亦於香港及其他國家／地區產生累計稅項虧損港幣105,693,000元（2022年：港幣104,299,000元），可在無限期內用於抵銷虧損產生期內的企業未來應課稅利潤。

並未就一段時間的虧損確認遞延稅項資產，且認為不大可能會有未來應課稅溢利可抵銷稅項虧損。

根據中國《企業所得稅法》，在中國內地成立的外商投資企業向外國投資者宣派股息須繳納10%預扣稅。該規定自2008年1月1日起生效，且適用於2007年12月31日後的盈利。因此，本集團須為於中國內地成立的該等附屬公司所分派的股息繳納預扣稅。倘中國內地與外國投資者所在司法管轄區之間訂有稅務協定，可採用較低的預扣稅稅率。截至2019年12月31日止年度，本公司取得香港稅務居民資格，其後本公司須為於中國內地成立的該等附屬公司所分派的股息按5%稅率繳納預扣稅。

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27. DEFERRED TAX (Continued)

At 31 December 2023, deferred tax liabilities of HK\$2,988,000 have been recognised for withholding taxes that would be payable on the unremitted earnings of HK\$59,760,000 that are subject to withholding taxes of the Group's subsidiaries. The aggregate amount of temporary differences associated with investments in subsidiaries in Chinese Mainland for which deferred tax liabilities have not been recognised totalled approximately HK\$151,257,000 at 31 December 2023 (2022: HK\$135,456,000). In the opinion of the directors, it is not probable that these subsidiaries will distribute such earnings in the foreseeable future.

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

27. 遞延稅項 (續)

於2023年12月31日，遞延稅項負債港幣2,988,000元已就本集團附屬公司須繳納預扣稅的未匯出盈利港幣59,760,000元應付的預扣稅確認。於2023年12月31日，與投資中國內地附屬公司有關且未確認遞延稅項負債的暫時性差異總額共約為港幣151,257,000元（2022年：港幣135,456,000元）。董事認為，該等附屬公司在可見未來不大可能分配該等盈利。

本公司向其股東支付的股息並無附帶所得稅後果。

28. SHARE CAPITAL

28. 股本

Shares 股份	31 December 2023 2023年12月31日		31 December 2022 2022年12月31日	
	Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 港幣千元	Number of shares 股份數目 '000 千股	Nominal value 面值 HK\$'000 港幣千元
Issued and fully paid:				
Ordinary shares of US\$0.00005 each	已發行及繳足： 每股面值0.00005美元的 普通股			
	541,631	210	487,861	189

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28. SHARE CAPITAL (Continued)

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

		Number of shares 股份數目	Share capital 股本 HK\$'000 港幣千元
At 1 January 2022	於2022年1月1日	443,510	172
Issue of bonus shares (note 1)	發行紅股(附註1)	44,351	17
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	487,861	189
Issue of shares upon exercise of share options (note 2)	行使購股權後發行股份(附註2)	2,356	1
Convertible bonds exercised (note 3)	行使可換股債券(附註3)	2,543	1
Issue of bonus shares (note 1)	發行紅股(附註1)	48,871	19
At 31 December 2023	於2023年12月31日	541,631	210

Note 1: During the year ended 31 December 2022, the Company issued 44,350,980 bonus shares to the existing shareholders (the "2022 Bonus Issue"), on the basis of one new share for every ten shares then currently held on 4 July 2022.

During the year ended 31 December 2023, the Company issued 48,871,498 bonus shares to the existing shareholders (the "2023 Bonus Issue"), on the basis of one new share for every ten shares then currently held on 4 July 2023.

Note 2: The subscription rights attaching to 2,356,000 share options were exercised at the subscription price of an average of HK\$1.053 per share (adjusted after bonus issue of shares), resulting in the issue of 2,356,000 shares for a total cash consideration, before expenses, of HK\$2,482,000. An amount of HK\$922 was transferred from the share option reserve to share capital upon the exercise of the share options.

Note 3: The subscription rights attaching to 2,542,912 convertible bonds were exercised at the subscription price of an average of US\$0.1573 (adjusted after bonus issue of shares) per share and an agreed exchange rate of HK\$7.8 to US\$1.0, resulting in the issue of 2,542,912 shares. An amount of HK\$992 was transferred from the convertible bond equity reserve to share capital upon the exercise.

28. 股本(續)

本集團已發行資本變動概要如下：

		Number of shares 股份數目	Share capital 股本 HK\$'000 港幣千元
At 1 January 2022	於2022年1月1日	443,510	172
Issue of bonus shares (note 1)	發行紅股(附註1)	44,351	17
At 31 December 2022 and 1 January 2023	於2022年12月31日及2023年1月1日	487,861	189
Issue of shares upon exercise of share options (note 2)	行使購股權後發行股份(附註2)	2,356	1
Convertible bonds exercised (note 3)	行使可換股債券(附註3)	2,543	1
Issue of bonus shares (note 1)	發行紅股(附註1)	48,871	19
At 31 December 2023	於2023年12月31日	541,631	210

附註1：截至2022年12月31日止年度，本公司按於2022年7月4日當時每持有十股股份發行一股新股份的基準向現有股東發行44,350,980股紅股（「2022年紅股發行」）。

截至2023年12月31日止年度，本公司按於2023年7月4日當時每持有十股股份發行一股新股份的基準向現有股東發行48,871,498股紅股（「2023年紅股發行」）。

附註2：2,356,000份購股權所附認購權按認購價平均每股港幣1.053元（經發行紅股後調整）行使，導致發行2,356,000股股份，總代價（扣除開支前）為港幣2,482,000元。購股權獲行使後，港幣922元已由購股權儲備轉撥至股本。

附註3：2,542,912股可換股債券所附認購權按認購價平均每股0.1573美元（經發行紅股後調整）及協定匯率港幣7.8元兌1.0美元行使，導致發行2,542,912股股份。行使後，港幣992元已由可換股債券權益儲備轉撥至股本。

29. SHARE OPTION SCHEME

The Company operates a share option scheme (the “Scheme”) for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group’s operations. Eligible participants of the Scheme include the Group’s employees, directors and other participants in order to retain and provide incentive to the employees of the Group to achieve its business objectives. The Scheme became effective on 5 May 2017 and, unless otherwise cancelled or amended, will remain in force for 10 years from that date. The refreshment of the Scheme mandate limit was approved on 29 September 2021.

The maximum number of shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes shall not in aggregate exceed 10% of the shares in issue as at the date of approval by the shareholders of the Company and as such limit is refreshed by the shareholders from time to time. The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes shall not exceed 30% of the shares in issue from time to time.

The total number of shares issued and to be issued upon exercise of the options granted to each eligible participant under the Scheme and any other option schemes (including both exercised and outstanding options) in any 12-month period must not exceed 1% of the total number of shares in issue. Where any further grant of options to an eligible participant would result in the shares issued and to be issued upon exercise of the options granted to such eligible participant (including exercised, cancelled and outstanding options) in the 12-month period up to and including the date of such further grant representing in aggregate over 1% of the total number of shares in issue, such further grant must be separately approved by the shareholders at the general meeting.

The exercise period of the share options granted is determinable by the directors of the Company. For the share options granted up to 31 December 2023, the vesting period varies from Nil to three years and the exercisable period is five years commencing from each vesting date.

29. 購股權計劃

本公司經營一項購股權計劃（「購股權計劃」），旨在為促成本集團業務成功的合資格參與者提供獎勵及回報。購股權計劃的合資格參與者包括本集團僱員、董事及其他參與者，旨在挽留及提供獎勵予本集團僱員，以達成其業務目標。購股權計劃於2017年5月5日生效，除非另行取消或修訂，否則自該日期起10年保持有效。更新購股權計劃授權限額已於2021年9月29日獲批准。

因根據購股權計劃及任何其他購股權計劃將予授出的所有購股權獲行使而可能發行的股份的最高數目合共不得超過於本公司股東批准日期已發行股份及股東不時更新有關上限的10%。因根據購股權計劃及任何其他購股權計劃已授出而未行使的所有未行使購股權獲行使而可予發行的股份的最高數目不得超過不時已發行股份的30%。

於任何12個月期間內因根據購股權計劃及任何其他購股權計劃已向每名合資格參與者授出的購股權（包括已行使及尚未行使的購股權）獲行使而已發行及將予發行的股份總數，不得超過已發行股份總數的1%。倘向合資格參與者進一步授出任何購股權，將導致截至該進一步授出之日（包括該日）止任何12個月期間內行使向有關合資格參與者授出的購股權（包括已行使、註銷及尚未行使的購股權）時，已發行及將予發行的股份總數超過已發行股份總數的1%，則進一步授出購股權須經由股東於股東大會上個別批准。

所授購股權的行使期由本公司董事決定。對於直至2023年12月31日的授出的購股權，歸屬期從零到三年不等，行使期為自每個歸屬日期起五年。

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29. SHARE OPTION SCHEME (Continued)

Share options do not confer rights on the holders to dividends or to vote at shareholders' meetings.

In the event of any alteration in the capital structure of the Company while any option remains exercisable, such corresponding alterations (if any) shall be made in the number or nominal amount of shares subject to the option so far as unexercised, and/or the subscription price, provided that any alteration shall be made on the basis that the proportion of the issued share capital of the Company to which a grantee is entitled after such alteration shall remain the same as that to which he or she or it was entitled before such alteration and that the aggregate subscription price payable by a grantee on the full exercise of any option shall remain as nearly as possible the same.

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

The number of shares and exercise price under the Scheme disclosed below has been retrospectively adjusted to reflect the bonus issue of share that became effective on 4 July 2023 and 4 July 2022(note 28).

29. 購股權計劃(續)

購股權不賦予持有人分紅或在股東大會上投票的權利。

倘於任何購股權仍可行使期間本公司資本架構發生任何更改，則須對尚未行使購股權所涉及股份的數目或面值及／或認購價作出相應更改(如有)，惟任何更改須以承授人於進行該項更改後有權享有之本公司已發行股本比例與進行該項更改前有權享有者維持不變，以及承授人就全面行使任何購股權而應付之總認購價須盡可能維持不變為基礎而作出。

並無現金結算替代方案。本集團過往並無以現金結算該等購股權的慣例。本集團將購股權計劃入賬列為權益結算計劃。

下文披露之購股權計劃項下的股份數目及行使價已作出追溯調整，以反映於2023年7月4日及2022年7月4日生效的紅股發行(附註28)。

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29. SHARE OPTION SCHEME (Continued)

Particulars and movements of the target shares under the Scheme:

29. 購股權計劃(續)

購股權計劃項下標的股票詳情及變動：

Grantee	Date of offer	Notes	Outstanding	Lapsed	Outstanding	Exercised	Lapsed	Outstanding	Exercise price	Exercise period
			at 1 January 2022	during year	at 31 December 2022	during year	during year	during year		
			於2022年1月1日	年內失效	於2022年12月31日	年內行使	年內失效	於2023年12月31日		
			未行使	年內失效	未行使	年內行使	年內失效	未行使	行使價	行使期
			'000	'000	'000	'000	'000	'000	'000	'000
			千股	千股	千股	千股	千股	千股	千股	千股
			Adjusted	Adjusted	Adjusted	Adjusted	Adjusted	Adjusted	Adjusted	Adjusted
			(經調整)	(經調整)	(經調整)	(經調整)	(經調整)	(經調整)	(經調整)	(經調整)
Directors										
董事										
YANG Rongbing 楊榮兵	23 July 2018 2018年7月23日	(b)	1,331	-	1,331	(1,331)	-	-	1.062	23 July 2018 to 22 July 2023 2018年7月23日至2023年7月22日
YANG Rongbing 楊榮兵	23 July 2018 2018年7月23日	(b)	1,331	-	1,331	-	-	1,331	1.062	23 July 2019 to 22 July 2024 2019年7月23日至2024年7月22日
YANG Rongbing 楊榮兵	23 July 2018 2018年7月23日	(b)	1,331	-	1,331	-	-	1,331	1.062	23 July 2020 to 22 July 2025 2020年7月23日至2025年7月22日
LI Xiangli 李向利	15 July 2021 2021年7月15日	(c)	1,452	-	1,452	-	-	1,452	1.768	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
LI Xiangli 李向利	15 July 2021 2021年7月15日	(c)	1,452	-	1,452	-	-	1,452	1.768	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
LI Xiangli 李向利	15 July 2021 2021年7月15日	(c)	1,936	-	1,936	-	-	1,936	1.768	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
ZHANG Aiyi 張愛英	15 July 2021 2021年7月15日	(c)	908	-	908	-	-	908	1.768	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
ZHANG Aiyi 張愛英	15 July 2021 2021年7月15日	(c)	908	-	908	-	-	908	1.768	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
ZHANG Aiyi 張愛英	15 July 2021 2021年7月15日	(c)	1,210	-	1,210	-	-	1,210	1.768	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
LIU Yi 劉翊	15 July 2021 2021年7月15日	(c)	1,089	-	1,089	-	-	1,089	1.768	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
LIU Yi 劉翊	15 July 2021 2021年7月15日	(c)	1,089	-	1,089	-	-	1,089	1.768	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
LIU Yi 劉翊	15 July 2021 2021年7月15日	(c)	1,452	-	1,452	-	-	1,452	1.768	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
YANG Rongbing 楊榮兵	15 July 2021 2021年7月15日	(c)	1,271	-	1,271	-	-	1,271	1.768	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
YANG Rongbing 楊榮兵	15 July 2021 2021年7月15日	(c)	1,271	-	1,271	-	-	1,271	1.768	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
YANG Rongbing 楊榮兵	15 July 2021 2021年7月15日	(c)	1,694	-	1,694	-	-	1,694	1.768	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日

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29. SHARE OPTION SCHEME (Continued)

Particulars and movements of the target shares under the Scheme:
(Continued)

Grantee	Date of offer	Notes	Outstanding	Lapsed	Outstanding	Exercised	Lapsed	Outstanding	Exercise price	Exercise period
			at 1 January 2022	during year	at 31 December 2022	during year	during year	at 31 December 2023		
			於2022年1月1日	年內失效	於2022年12月31日	年內行使	年內失效	於2023年12月31日		
			未行使	年內失效	未行使	年內行使	年內失效	未行使	行使價	行使期
			'000	'000	'000	'000	'000	'000	'000	'000
			千股	千股	千股	千股	千股	千股	千股	千股
			Adjusted	Adjusted	Adjusted	Adjusted	Adjusted	Adjusted	Adjusted	Adjusted
			(經調整)	(經調整)	(經調整)	(經調整)	(經調整)	(經調整)	(經調整)	(經調整)
Others										
其他										
Other employee 其他僱員	4 July 2017 2017年7月4日	(a)	855	(29)	826	(822)	(4)	-	0.963	4 July 2018 to 3 July 2023 2018年7月4日至2023年7月3日
Other employee 其他僱員	4 July 2017 2017年7月4日	(a)	980	(34)	946	(288)	-	658	0.963	4 July 2019 to 3 July 2024 2019年7月4日至2024年7月3日
Other employee 其他僱員	4 July 2017 2017年7月4日	(a)	2,516	(88)	2,428	-	-	2,428	0.963	4 July 2020 to 3 July 2025 2020年7月4日至2025年7月3日
Other employee 其他僱員	15 July 2021 2021年7月15日	(c)	8,385	(327)	8,058	-	(145)	7,913	1.768	15 July 2022 to 14 July 2027 2022年7月15日至2027年7月14日
Other employee 其他僱員	15 July 2021 2021年7月15日	(c)	8,385	(327)	8,058	-	(145)	7,913	1.768	15 July 2023 to 14 July 2028 2023年7月15日至2028年7月14日
Other employee 其他僱員	15 July 2021 2021年7月15日	(c)	11,180	(436)	10,744	-	(194)	10,550	1.768	15 July 2024 to 14 July 2029 2024年7月15日至2029年7月14日
			52,026	(1,241)	50,785	(2,441)	(488)	47,856		
Exercisable at the end of the year 可予行使於年末			8,344		20,971			31,014		
Weighted average exercise price 加權平均行使價			1.65		1.65			1.68		

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

29. 購股權計劃(續)

購股權計劃項下標的股票之詳情及變動：(續)

購股權之行使價可於供股或紅股發行或本公司股本有其他類似變動時作出調整。

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財務報表附註

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29. SHARE OPTION SCHEME (Continued)

Notes:

- (a) On 4 July 2017, the board of directors of the Company approved the initial grant only to the Group's employees. The total number of the target shares under the initial grant was 8,000,000, representing 2% of the then issued share capital of the Company.

There are three unlocking dates: being the expiry dates of the first anniversary, second anniversary and third anniversary of the grant date, subject to the vesting conditions and upon expiry of which, 30%, 30% and 40% of the trust benefit units granted to each participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

- (b) On 23 July 2018, the board of directors of the Company approved the grant to a director, YANG Rongbing. The total number of the target shares under this grant was 3,000,000, representing 0.75% of the then issued share capital of the Company.

There are three unlocking dates: being the date of grant, the expiry dates of first anniversary and second anniversary of grant date, subject to the vesting conditions and upon expiry of which one third of the trust benefit units granted to participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

- (c) On 15 July 2021, the board of directors of the Company approved the grant to 4 directors and the Group's employees. The total number of the target shares under this grant was 36,100,000, representing 8.14% of the then issued share capital of the Company. The grant of the share options to LI Xiangli, ZHANG Aiyong and LIU Yi were approved by the independent non-executive directors on 15 July 2021 and were approved by the shareholders on 29 September 2021.

There are three unlocking dates: being the expiry dates of the first anniversary, second anniversary and third anniversary of the date of offer, subject to the vesting conditions and upon expiry of which, 30%, 30% and 40% of the trust benefit units granted to each participant shall be unlocked. The lock-up period is from the grant date to each of the aforesaid unlocking dates, during which the disposal of the trust benefit units is prohibited.

29. 購股權計劃(續)

附註：

- (a) 於2017年7月4日，本公司董事會批准僅向本集團僱員首次授出。首次授出項下標的股份總數為8,000,000股，佔本公司當時已發行股本2%。

設有三個解禁日，即授出日期後的第一個、第二個和第三個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予各參與者30%、30%和40%的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

- (b) 於2018年7月23日，本公司董事會批准對董事楊榮兵的授予。該項授出項下標的股份總數為3,000,000股，佔本公司當時已發行股本0.75%。

設有三個解禁日：即授出日期、授出日期後的第一個和第二個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予參與者三分之一的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

- (c) 於2021年7月15日，本公司董事會批准對四名董事及本集團僱員的授予。該項授出項下標的股份總數為36,100,000股，佔本公司當時已發行股本8.14%。向李向利、張愛英及劉翊授出的購股權已於2021年7月15日獲獨立非執行董事批准及於2021年9月29日獲股東批准。

設有三個解禁日：即要約日期後的第一個、第二個和第三個週年屆滿之日。視乎歸屬條件而定及於前述解禁日屆滿時，授予各參與者30%、30%和40%的信託受益單位須予以解禁。禁售期限為授出日期至上述各解禁日，期間禁止出售信託受益單位。

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29. SHARE OPTION SCHEME (Continued)

During the year ended 31 December 2023, the Group recognised equity-settled share option expense of HK\$3,241,000 (2022: HK\$7,918,000).

The 2,441,000 share options exercised during the year resulted in the issue of 2,356,000 ordinary shares (including 854,000 shares purchased before the 2023 Bonus Issue which was adjusted to 939,000 and 1,502,000 shares purchased after the 2023 Bonus Issue) of the Company and new share capital of HK\$922 (before issue expenses), as further detailed in note 28 to the financial statements.

At the end of the reporting period, the Company had 47,856,000 share options outstanding under the Scheme. The exercise in full of the outstanding share options would, under the present capital structure of the Company, result in the issue of 47,856,000 additional ordinary shares of the Company and additional share capital of HK\$18,700 (before issue expenses).

At the date of approval of these consolidated financial statements, the Company had 47,856,000 share options outstanding under the Scheme, which represented approximately 8.84% of the Company's shares in issue as at the date of this Annual Report.

30. SHARE AWARD SCHEME

On 27 October 2020 (the "Adoption Date"), the Company adopted a share award scheme (the "Share Award Scheme") to recognise the contributions by certain persons ("Eligible Persons"), including employees and directors of companies within the Group, entity in which the Group holds any equity interests ("Invested Entity"), adviser, consultant or expert in any area of business or business development of any member of the Group or any Invested Entity and other group or classes of participants who have contributed or may contribute by way of joint venture, business alliance or other business arrangement to the development and growth of the Group, and to give incentives to them in order to retain them for the continuing operation and development of the Group, and to attract suitable personnel for further development of the Group. Subject to any early termination as may be determined by directors of the Company, the Share Award Scheme is valid and effective for 10 years from the Adoption Date (the "Award Period").

Pursuant to the Share Award Scheme, the directors of the Company may, from time to time, at its absolute discretion, select any Eligible Persons to participate in the Share Award Scheme as selected participants and determine the shares to be granted, vesting criteria and conditions, and period for the shares to be vested, subject to the terms and condition set out in the Share Award Scheme. The directors of the Company shall not grant further awards if they would result in the number of the Award Shares (defined as below) under the Share Award Scheme exceeding 10% of the total number of shares in issue as at the Adoption Date.

29. 購股權計劃(續)

截至2023年12月31日止年度，本集團確認以權益結算的購股權開支港幣3,241,000元(2022年：港幣7,918,000元)。

年內行使2,441,000份購股權導致發行本公司2,356,000股普通股(包括2023年紅股發行前購買的854,000股調整為939,000股及2023年紅股發行後購買的1,502,000股)及新股本港幣922元(扣除發行開支前)，進一步詳情載於財務報表附註28。

於報告期末，本公司根據購股權計劃擁有47,856,000份未行使購股權。根據本公司目前的資本結構，悉數行使尚未行使的購股權將導致發行47,856,000股本公司額外普通股及額外股本港幣18,700元(扣除發行開支前)。

於該等綜合財務報表獲批之日，本公司根據購股權計劃擁有47,856,000份未行使購股權，佔本公司於本年報日期已發行股份的約8.84%。

30. 股份獎勵計劃

於2020年10月27日(「採納日期」)，本公司採納一項股份獎勵計劃(「股份獎勵計劃」)，以認可若干人士(「合資格人士」)所作出的貢獻，包括本集團內公司的僱員及董事、本集團於其中持有任何股權之實體(「被投資實體」)、本集團任何成員公司或任何被投資實體在任何業務或業務發展方面之任何顧問、諮詢人或專家及透過合營企業、企業聯盟或其他業務安排之方式，已對或可能對本集團之發展及增長作出貢獻之其他組別或類別參與者，並向彼等提供獎勵，以挽留彼等為本集團持續經營及發展作貢獻，並為本集團的進一步發展吸引合適的人員。股份獎勵計劃由採納日期起生效，有效期為10年(「獎勵期間」)，惟本公司董事可決定提前終止。

根據股份獎勵計劃，本公司董事可不時全權酌情挑選任何合資格人士作為經甄選參與者參加股份獎勵計劃，並釐定將授出的股份、歸屬標準及條件以及歸屬股份的期間，惟須受股份獎勵計劃所載條款及條件限制。倘根據股份獎勵計劃授出的獎勵股份(定義見下文)數目超過於採納日期已發行股份總數的10%，則本公司董事不得再授出獎勵。

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30. SHARE AWARD SCHEME (Continued)

The Company established a trust (the "Trust") to purchase shares of the Company for the benefit of employees and the directors of the Company and its subsidiaries under the Share Award Scheme (the "Award Shares") and pursuant to the rules of the Share Award Scheme to administer the Share Award Scheme and to purchase and hold the Award Shares during the Award Period.

Unless the board of directors determines otherwise at its absolute discretion, an award shall automatically lapse upon (i) the voluntary resignation or dismissal, or by termination of his employment or service in accordance with the termination provisions of his contract of employment or service by the Group otherwise than by reason of redundancy; or (ii) termination of the selected participant's employment or early termination of the contractual engagement with the relevant member of the Group by reasons of misconduct or otherwise pursuant to law or employment or engagement contract.

If there occurs an offer by way of takeover, merger, scheme of arrangement, share repurchase or otherwise, all the outstanding Award Shares shall immediately vest on the date when such offer becomes or is declared unconditional or in the case of a scheme of arrangement on the record date for determining entitlements under such scheme and such date shall be deemed the vesting date.

If there is an event of change in control of the Company, whether by way of offer, merger, scheme of arrangement or otherwise, unless otherwise directed by the board of directors of the Company at its absolute discretion, all the outstanding Award Shares shall immediately vest on the date when such change of control event becomes or is declared unconditional and such date shall be deemed the vesting date.

During the year ended 31 December 2022, the Trust purchased an aggregate of 2,932,000 shares (including 1,528,000 shares purchased before the 2022 Bonus Issue) of the Company from the market at a total consideration of approximately HK\$4,085,000 (including directly attributable incremental costs) and the shares purchased at the weighted average market price of HK\$1.39 per share during the year. A total of 3,029,491 shares (3,332,440 shares after the 2022 Bonus Issue) were granted to 15 eligible participants, including 2 executive directors and 13 employees on 10 May 2022 pursuant to the Share Award Scheme, representing approximately 0.68% of the then total number of issued shares. The estimated fair value of each share granted was HK\$1.39, which was determined using market price of granted date. A total of 2,702,393 shares were granted to 14 eligible participants, including 3 executive directors and 11 employees on 28 December 2022 pursuant to the Share Award Scheme, representing approximately 0.55% of the then total number of issued shares. The estimated fair value of each share granted was HK\$1.28, which was determined using market price of granted date. The Group recognised equity-settled share award expense amounting to HK\$7,670,000 during the year ended 31 December 2022.

30. 股份獎勵計劃(續)

本公司根據股份獎勵計劃為本公司及其附屬公司的僱員及董事設立一項信託(「信託」)，以購買本公司的股份(「獎勵股份」)及根據股份獎勵計劃的規則管理股份獎勵計劃及於獎勵期間購買並持有獎勵股份。

除非董事會全權酌情另行決定，否則倘(i)其自願辭職或被解僱，或被本集團基於裁員以外之原因根據其僱傭或服務合約之終止條款終止僱傭關係或服務；或(ii)經甄選參與者終止受僱或因不當行為或與法律、僱傭合約或聘用合約有關的原因而須提早與本集團相關的成員公司終止合約聘用，獎勵將自動失效。

倘以收購、合併、安排計劃、股份回購或其他方式提出要約，則所有尚未行使的獎勵股份應於有關要約成為或宣佈為無條件的日期立即歸屬，或倘為安排計劃，則於決定該計劃項下權利的記錄日期歸屬，而該日期將被視為歸屬日期。

倘本公司之控制權出現變動(不論以要約、合併、安排計劃或其他方式)，除非本公司董事會全權酌情另行發出指示，否則所有尚未行使的獎勵股份將於該等控制權變動發生或宣佈成為無條件當日即時歸屬予相關之經甄選人士，而該日期將被視為歸屬日期。

截至2022年12月31日止年度，信託以總代價約港幣4,085,000元(包括直接應佔增量成本)從市場購買合共2,932,000股本公司股份(包括2022年紅股發行前所購買的1,528,000股股份)，股份乃以加權平均市場價每股港幣1.39元於年內購買。根據股份獎勵計劃，於2022年5月10日向15名合資格參與者(包括2名執行董事及13名僱員)授出合共3,029,491股股份(2022年紅股發行後為3,332,440股)，佔當時已發行股份總數約0.68%。每股授出股份的估計公允價值為港幣1.39元(乃使用授出日期市價釐定)。根據股份獎勵計劃，於2022年12月28日向14名合資格參與者(包括3名執行董事及11名僱員)授出合共2,702,393股股份，佔當時已發行股份總數約0.55%。每股授出股份的估計公允價值為港幣1.28元(乃使用授出日期市價釐定)。本集團於截至2022年12月31日止年度確認以權益結算的股份獎勵開支為港幣7,670,000元。

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30. SHARE AWARD SCHEME (Continued)

During the year ended 31 December 2023, the Trust purchased an aggregate of 9,343,000 shares (including 1,760,000 shares purchased before the 2023 Bonus Issue) of the Company from the market at a total consideration of approximately HK\$14,514,000 (including directly attributable incremental costs) and the shares purchased at the weighted average market price of HK\$1.55 per share during the year. No shares were granted to the Eligible Persons pursuant to the Share Award Scheme during the year ended 31 December 2023.

31. RETIREMENT BENEFITS PLANS

The Group operates a Mandatory Provident Fund Scheme (the "MPF Scheme") established under the Mandatory Provident Fund Schemes Ordinance in Hong Kong for all qualifying employees of its Hong Kong incorporated subsidiaries. The assets of the MPF Scheme are held separately from those of the Group in funds under the control of trustees. The Group contributed 5% of the relevant payroll costs to the MPF Scheme but limited to the cap of HK\$1,500 for each employee.

The Group also participates in defined contribution retirement schemes organised by the Group is required to make contributions to the schemes at a percentage that is specified by the local government authorities.

The only obligation of the Group with respect to those retirement benefit schemes is to make the specified contributions. The total expense recognised in profit or loss of HK\$25,589,000 (2022: HK\$22,917,000) represents contributions paid or payable to these schemes by the Group at rates specified in the rules of the schemes.

During the years ended 31 December 2023 and 2022, the Group had no forfeited contributions under those schemes which may be used by the Group to reduce the existing level of contributions. There were also no forfeited contributions available at 31 December 2023 and 2022 under the schemes which may be used by the Group to reduce the contribution payable in future years.

32. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on pages 157 to 158 of the financial statements.

33. BUSINESS COMBINATION

On 4 May 2023, the Group acquired a 100% interest in Shibiao Testing (Tianjin) Co., Ltd. ("Shibiao Testing"). Shibiao Testing is engaged in the environmental monitoring and testing services, certification and technical services. Shibiao Testing was acquired with the objective of accelerating the achievement of the Company's 2+X strategic objectives. The purchase consideration for the acquisition was in the form of cash, with HK\$2,602,000 (equivalent to RMB2,300,000) paid at the acquisition date.

30. 股份獎勵計劃(續)

截至2023年12月31日止年度，信託以總代價約港幣14,514,000元(包括直接應佔增量成本)從市場購買合共9,343,000股本公司股份(包括2023年紅股發行前所購買的1,760,000股股份)，股份乃以加權平均市場價每股港幣1.55元於年內購買。概無股份於截至2023年12月31日止年度根據股份獎勵計劃授予合資格人士。

31. 退休福利計劃

本集團根據香港《強制性公積金計劃條例》，為其香港註冊成立附屬公司的全體合資格僱員設有一項強制性公積金計劃(「強積金計劃」)。強積金計劃的資產與本集團資產分開持有，由受託人以基金形式控制。本集團為每名僱員按相關薪金成本的5%向強積金計劃供款(但不超過上限港幣1,500元)。

本集團亦參與本集團管理的界定供款退休計劃，須按當地政府機關指定的百分比，向計劃作出供款。

本集團就該等退休福利計劃的唯一義務為作出指定供款。於損益內確認的總開支為港幣25,589,000元(2022年：港幣22,917,000元)，指本集團按計劃規則內指定的比率已或應向該等計劃作出的供款。

截至2023年及2022年12月31日止年度，本集團於該等計劃項下並無沒收供款可供本集團用於減少現有供款水平。於2023年及2022年12月31日，本集團於該等計劃項下亦無沒收供款可供本集團用於減少未來數年的應繳供款。

32. 儲備

本集團於本年度及過往年度的儲備金額及其變動於財務報表第157至158頁綜合權益變動表呈列。

33. 業務合併

於2023年5月4日，本集團收購世標檢測科技(天津)有限公司(「世標檢測」)的100%權益。世標檢測從事環境監測及檢測服務、認證及技術服務。收購世標檢測旨在加速實現本公司的2+X戰略目標。收購事項的購買代價為現金，於收購日已付港幣2,602,000元(相當於人民幣2,300,000元)。

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財務報表附註

31 December 2023 2023年12月31日

33. BUSINESS COMBINATION (Continued)

The fair values of the identifiable assets and liabilities of Shibiao Testing as at the date of acquisition were as follows:

		Notes 附註	Fair value recognised on acquisition 於收購確認 公允價值 HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	13	3,726
Cash and bank balances	現金及銀行結餘		275
Trade and bills receivables	貿易應收款項及應收票據		123
Prepayments and other receivables	預付款項及其他應收款項		138
Trade payables	貿易應付款項		(4,630)
Other payables accruals	其他應付款項應計項目		(129)
Tax payable	應付稅項		(41)
Total identifiable net assets at fair value	以公允價值計量的可識別淨資產總額		(538)
Goodwill on acquisition	收購時商譽	16	3,140
Satisfied by cash	以現金償付		2,602

The fair values of the trade and bills receivables, prepayments and other receivables as at the date of acquisition amounted to HK\$123,000 and HK\$138,000, respectively. The gross contractual amounts of trade and bills receivables, prepayments and other receivables were HK\$123,000 and HK\$138,000, respectively.

於收購日期，貿易應收款項及應收票據、預付款項及其他應收款項公允價值分別為港幣123,000元及港幣138,000元。貿易應收款項及應收票據、預付款項及其他應收款項的合約總額分別為港幣123,000元及港幣138,000元。

An analysis of the cash flows in respect of the acquisition of a subsidiary is as follows:

收購附屬公司的現金流量分析如下：

			HK\$'000 港幣千元
Cash consideration	現金代價		(2,602)
Cash and bank balances acquired	所收購現金及銀行結餘		275
Net outflow of cash and cash equivalents included in cash flows from investing activities	計入投資活動所得現金流量的現金及現金等價 物流出淨額		(2,327)

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

33. BUSINESS COMBINATION (Continued)

Since the acquisition, Shibiao Testing contributed HK\$8,554,000 to the Group's revenue and HK\$1,980,000 to the consolidated profit for the year ended 31 December 2023.

Had the combination taken place at the beginning of the year, the revenue from continuing operations of the Group and the profit of the Group for the year would have been HK\$1,119,843,000 and HK\$122,310,000, respectively.

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$29,608,000 (2022: HK\$20,150,000) and HK\$28,140,000 (2022: HK\$20,150,000), respectively, in respect of lease arrangements for plant and equipment.

(b) Changes in liabilities arising from financing activities

2023

At 1 January 2023	於2023年1月1日
Changes from financing cash flows	融資現金流量變動
New leases	新租賃
Equity component of convertible bonds	可換股債券權益部分
Convertible exercised	已行使可換股債券
Interest expense	利息開支
Fair value change	公允價值變動
Foreign exchange movement	匯兌變動

At 31 December 2023 於2023年12月31日

33. 業務合併 (續)

自收購起，世標檢測貢獻本集團收入約港幣8,554,000元及截至2023年12月31日止年度綜合利潤港幣1,980,000元。

倘於年初進行合併，本集團持續經營業務收入及本集團年內利潤將分別為港幣1,119,843,000元及港幣122,310,000元。

34. 綜合現金流量表附註

(a) 主要非現金交易

年內，本集團具有就廠房及設備的租賃安排的使用權資產及租賃負債非現金增加分別港幣29,608,000元（2022年：港幣20,150,000元）及港幣28,140,000元（2022年：港幣20,150,000元）。

(b) 融資活動產生之負債變動

2023年

Lease liabilities	Interest-bearing bank loans 計息	Convertible bonds	Interest payables	Total
租賃負債	銀行貸款	可換股債券	應付利息	總計
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
49,897	26,420	50,861	585	127,763
(19,128)	22,275	-	(3,511)	(364)
28,140	-	-	-	28,140
-	-	(5,633)	-	(5,633)
-	-	(3,042)	-	(3,042)
2,995	-	2,627	2,967	8,589
-	-	3,787	-	3,787
(249)	(349)	12	143	(443)
61,655	48,346	48,612	184	158,797

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

34. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Changes in liabilities arising from financing activities (Continued)

2022

		Lease liabilities	Interest-bearing bank loans	Convertible bonds	Interest payables	Total
		租賃負債	銀行貸款	可換股債券	應付利息	總計
		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	45,378	22,900	57,953	14	126,245
Changes from financing cash flows	融資現金流量變動	(16,501)	4,562	-	(2,232)	(14,171)
New leases	新租賃	20,150	-	-	-	20,150
Interest expense	利息開支	3,013	-	-	2,803	5,816
Fair value change	公允價值變動	-	-	(7,092)	-	(7,092)
Foreign exchange movement	匯兌變動	(2,143)	(1,042)	-	-	(3,185)
At 31 December 2022	於2022年12月31日	49,897	26,420	50,861	585	127,763

The total cash outflow for leases relating to leases that have disclosed in note 15 to the financial statements.

租賃相關的租賃現金流出總額已於財務報表附註15披露。

35. PLEDGE OF ASSETS

Details the Group's pledged assets are included in notes 13, 14, 18 and 21, respectively, to the financial statements.

35. 資產抵押

有關本集團已抵押資產的詳情分別載於財務報表附註13、14、18及21。

36. CONTINGENT LIABILITIES

As at 31 December 2022 and 2023, the Group did not have any significant contingent liabilities.

36. 或有負債

於2022年及2023年12月31日，本集團並無任何重大或有負債。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

37. COMMITMENTS

The Group had the following contractual commitments at the end of the reporting period:

Contracted, but not provided for:	已訂約但未撥備：
Property, plant and equipment	物業、廠房及設備

At the end of the reporting period, the Group did not have any other significant contractual commitments.

37. 承擔

本集團於報告期末擁有以下資本承擔：

2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
9,227	39,954

於報告期末，本集團並無任何其他重大合約承擔。

38. RELATED PARTY TRANSACTIONS

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

Short-term employee benefits	短期僱員福利
Pension scheme contributions	退休金計劃供款
Equity-settled share compensation expense	以權益結算的股份補償開支
Total compensation paid to key management personnel	已付主要管理人員的酬金總額

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

38. 關聯方交易

(a) 本集團主要管理人員的酬金：

2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
7,031	6,644
230	219
1,537	6,761
8,798	13,624

董事及最高行政人員酬金進一步詳情載於財務報表附註8。

39. FINANCIAL INSTRUMENTS BY CATEGORY

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

Financial assets

Financial assets at amortised cost:

Trade and bills receivables
Financial assets included in deposits and other receivables
Cash and bank balances

按攤銷成本計量的金融資產：

貿易應收款項及應收票據
計入按金及其他應收款項的
金融資產
現金及銀行結餘

Financial assets at fair value through profit or loss (mandatorily designated as such):

Wealth management products

按公允價值計入損益的金融資產 (強制指定如此)：

理財產品

Financial assets at fair value through profit or loss (designated as such upon initial recognition):

Perpetual equity securities

按公允價值計入損益的金融資產 (初始確認後指定如此)：

永久股本證券

Total

總計

金融資產

2023
2023年
HK\$'000
港幣千元

2022
2022年
HK\$'000
港幣千元

208,841
27,116
266,864

1,471

4,714

509,006

418,791

Financial liabilities

Financial liabilities at amortised cost:

Trade payables
Financial liabilities included in other payables and accruals
Interest-bearing bank loans
Convertible bonds

按攤銷成本計量的金融負債：

貿易應付款項
計入其他應付款項及應計項目的
金融負債
計息銀行貸款
可換股債券

Financial liabilities at fair value through profit or loss (designated as such upon initial recognition):

Convertible bonds

按公允價值計入損益的金融負債 (初始確認後指定如此)：

可換股債券

Total

總計

金融負債

2023
2023年
HK\$'000
港幣千元

2022
2022年
HK\$'000
港幣千元

51,910
21,091
48,530
48,612

—

170,143

155,313

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, pledged deposits, trade and bills receivables, convertible bonds, trade payables, financial assets included in deposits and other receivables, financial liabilities included in other payables and accruals, amounts due from/to subsidiaries, interest-bearing bank loans approximate to their carrying amounts largely due to the short term maturities of these instruments.

The Group's finance department headed by the chief financial officer is responsible for determining the policies and procedures for the fair value measurement of financial instruments. At each reporting date, the finance department analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation.

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

The following methods and assumptions were used to estimate the fair values:

The Group involves an external valuer to determine the fair value of convertible bonds using Monte Carlo model as at 31 December 2022.

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

The Group invests in unlisted investments, which represent wealth management products issued by banks in Chinese Mainland and Hong Kong. The Group has estimated the fair value of these unlisted investments by using a discounted cash flow valuation model based on the market interest rates of instruments with similar terms and risks.

40. 金融工具的公允價值及公允價值層級

管理層已評估現金及現金等價物、已抵押存款、貿易應收款項及應收票據、可換股債券、貿易應付款項、計入按金及其他應收款項的金融資產、計入其他應付款項及應計項目的金融負債、應收／付附屬公司款項、計息銀行貸款的公允價值與其賬面值大致相若，此乃主要由於該等工具的到期期限較短。

本集團由財務總監主管的財務部，負責確定金融工具公允價值計量的政策及程序。於各報告日期，財務部分析金融工具的價值變動並確定估值中所應用的主要輸入值。

金融資產及負債的公允價值以該工具在自願交易方當前交易（而非被迫或清算出售）中的可交易金額入賬。

估計公允價值時使用以下方法及假設：

本集團聘請外部估值師使用蒙特卡羅模型釐定可換股債券於2022年12月31日的公允價值。

上市股權投資的公允價值基於市場報價。

本集團投資於非上市投資，即中國內地及香港銀行發行的理財產品。本集團已使用貼現現金流量估值模型，根據類似年期及風險的工具的市場利率估算該等非上市投資的公允價值。

40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Below is a summary of significant unobservable inputs to the valuation of financial instruments together with a qualitative sensitivity analysis as at 31 December 2022:

	Valuation technique 估值技術	Significant unobservable input 重大不可觀察輸入數據	Weighted average 加權平均	Sensitivity of fair value to the input 公允價值對輸入數據的敏感度
Convertible bonds	Monte Carlo model	Expected volatility	2022: 38.32%	2022: 5% increase in the expected volatility would result in increase in fair value by 2022: HK\$104,000.
可換股債券	蒙特卡羅模型	預期波幅	2022年：38.32%	2022年：預期波幅增加5%將導致公允價值增加港幣104,000元。
		Dividend yield	2022: 4%	2022: 5% increase in the dividend yield would result in decrease in fair value by 2022: HK\$4,000.
		股息收益率	2022年：4%	2022年：股息收益率增加5%將導致公允價值減少港幣4,000元。
		Discount rate	2022: 19.09%	2022: 5% increase in the discount rate would result in decrease in fair value by 2022: HK\$462,000.
		貼現率	2022年：19.09%	2022年：貼現率增加5%將導致公允價值減少港幣462,000元。

40. 金融工具的公允價值及公允價值層級(續)

以下是於2022年12月31日金融工具估值的重大不可觀察輸入數據以及定性敏感度分析的概要：

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40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy

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

Assets measured at fair value:

As at 31 December 2023

		Fair value measurement using 公允價值計量採用			
		Quoted prices in active markets 活躍 市場報價 (Level 1) (第一層級) HK\$'000 港幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二層級) HK\$'000 港幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三層級) HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Perpetual equity securities	永久股本證券	4,714	–	–	4,714
Wealth management products	理財產品	1,471	–	–	1,471
Total	總計	6,185	–	–	6,185

As at 31 December 2022

於2022年12月31日

		Fair value measurement using 公允價值計量採用			
		Quoted prices in active markets 活躍 市場報價 (Level 1) (第一層級) HK\$'000 港幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二層級) HK\$'000 港幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三層級) HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Perpetual equity securities	永久股本證券	5,168	–	–	5,168
Wealth management products	理財產品	1,710	–	–	1,710
Total	總計	6,878	–	–	6,878

40. 金融工具的公允價值及公允價值層級(續)

公允價值層級

下表說明本集團金融工具的公允價值計量層級：

按公允價值計量的資產：

於2023年12月31日

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40. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (Continued)

Fair value hierarchy (Continued)

Liabilities measured at fair value:

40. 金融工具的公允價值及公允價值層級(續)

公允價值層級(續)

按公允價值計量的負債：

		Fair value measurement using 公允價值計量採用			
		Quoted prices in active markets 活躍 市場報價 (Level 1) (第一層級) HK\$'000 港幣千元	Significant observable inputs 重大可觀察 輸入數據 (Level 2) (第二層級) HK\$'000 港幣千元	Significant unobservable inputs 重大不可觀察 輸入數據 (Level 3) (第三層級) HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Convertible bonds	可換股債券	-	-	50,861	50,861

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

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 for both financial assets and financial liabilities (2022: Nil).

本集團於2023年12月31日並無任何按公允價值計量的金融負債。

年內，金融資產及金融負債公允價值計量的第一層級及第二層級之間並無轉移，亦無公允價值計量轉入或轉出第三層級(2022年：無)。

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise interest-bearing bank loans, convertible bonds, cash and bank balances. The main purpose of these financial instruments is to support for the Group's operations. The Group has various other financial assets and liabilities such as trade and other receivables and trade and other payables, which arise directly from its operations.

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

Interest rate risk

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

The Group is exposed to fair value interest rate risk in relation to pledged deposits, lease liabilities and fixed-rate convertible bonds. The Group is also exposed to cash flow interest rate risk in relation to variable-rate bank balances and variable-rate bank loans. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on bank balances and Loan Prime Rate of National Interbank Funding Centre arising from the Group's RMB denominated bank loans. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook. The management will review the proportion of borrowings in fixed and floating rates and ensure they are within reasonable range.

A fundamental reform of major interest rate benchmarks is being undertaken globally, including the replacement of some interbank offered rates ("IBORs") with alternative nearly risk-free rates. The Group is closely monitoring the market and managing the transition to new benchmark interest rates, including announcements made by the relevant IBOR regulators.

41. 財務風險管理目標及政策

本集團的主要金融工具包括計息銀行貸款、可換股債券、現金及銀行結餘。該等金融工具主要用於支持本集團的營運。本集團擁有各類其他金融資產及負債，比如貿易及其他應收款項以及貿易及其他應付款項，其直接來自於本集團之經營。

來自本集團金融工具的主要風險為市場風險（利率風險、外幣風險及其他價格風險）、信貸風險及流動資金風險。董事會審核並同意管理各項風險的政策，該等政策概述如下。

利率風險

本集團面臨的市場利率變動風險主要與本集團按浮動利率計息的長期債項承擔有關。

本集團面臨與已抵押存款、租賃負債及固定利率可換股債券有關的公允價值利率風險。本集團亦面臨與浮動利率銀行結餘及浮動利率銀行貸款有關的現金流量利率風險。本集團的現金流量利率風險主要集中於本集團以人民幣計值的銀行貸款所產生的銀行結餘及全國銀行間同業拆借中心的貸款市場報價利率的利率波動。本集團根據利率水平及前景評估任何由利率變動所產生的潛在影響，以管理其利率風險。管理層將審閱固定及浮動利率的借款比例，並確保其在合理範圍內。

目前全球正在對主要利率基準進行根本性改革，包括將若干銀行間同業拆借利率（「銀行間同業拆借利率」）替換為其他近乎無風險的利率。本集團正在密切監察市場及管理過渡至新基準利率的情況，包括相關銀行間同業拆借監管機構作出的公告。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk (Continued)

At 31 December 2023, approximately 100% (2022: 100%) of the Group's interest-bearing borrowings bore interest at floating rates.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates, with all other variables held constant, of the Group's profit before tax (through the impact on floating rate borrowings) and the Group's equity.

		Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in profit before tax 稅前利潤 增加/(減少) HK\$'000 港幣千元	Increase/ (decrease) in equity* 權益 增加/(減少)* HK\$'000 港幣千元
2023	2023年			
Hong Kong dollar	港幣	1%	483	405
2022	2022年			
Hong Kong dollar	港幣	1%	264	223

* Excluding retained profits

Foreign currency risk

The Group has currency exposures mainly from its cash and cash equivalents and convertible bonds denominated in HK\$ and United States dollars. As at 31 December 2023, the Group's cash and cash equivalents and convertible bonds denominated in currencies other than functional currency of the relevant group entities were equivalent to HK\$36,758,000 (2022: HK\$7,880,000) and Nil (2022: HK\$50,861,000), respectively.

The Group currently does not have a foreign exchange hedging policy. However, the management of the Group monitors foreign exchange exposure and will consider hedging significant foreign exchange exposure should the need arises.

41. 財務風險管理目標及政策 (續)

利率風險 (續)

於2023年12月31日，本集團約100% (2022年：100%)的計息借款以浮動利率計息。

下表列示了在所有其他變量保持不變的情況下，對本集團的稅前利潤(通過對浮動利率借款的影響)及本集團權益對利率可能出現的合理變動的敏感性分析。

	Increase/ (decrease) in basis points 基點 增加/(減少)	Increase/ (decrease) in profit before tax 稅前利潤 增加/(減少) HK\$'000 港幣千元	Increase/ (decrease) in equity* 權益 增加/(減少)* HK\$'000 港幣千元
2023			
Hong Kong dollar	1%	483	405
2022			
Hong Kong dollar	1%	264	223

* 不包括保留利潤

外幣風險

本集團主要因現金及現金等價物及可換股債券以港幣及美元計值而面臨外幣風險。於2023年12月31日，本集團以相關集團實體功能貨幣以外的貨幣計值的現金及現金等價物及可換股債券分別為港幣36,758,000元(2022年：港幣7,880,000元)及零(2022年：港幣50,861,000元)。

本集團目前並無外匯對沖政策。然而，本集團管理層會監察外匯風險，並將於有需要時考慮對沖重大外匯風險。

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財務報表附註

31 December 2023 2023年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Foreign currency risk (Continued)

The following table demonstrates the sensitivity to a reasonably possible change in the functional currency exchange rate by 5%, with all other variables held constant, on the Group's profit after tax:

2023

If HK\$ weakens against United States dollars	倘港幣兌美元貶值
If HK\$ strengthens against United States dollars	倘港幣兌美元升值

2022

If HK\$ weakens against United States dollars	倘港幣兌美元貶值
If HK\$ strengthens against United States dollars	倘港幣兌美元升值

41. 財務風險管理目標及政策 (續)

外幣風險 (續)

下表列示了在所有其他變量保持不變的情況下，本集團稅後利潤對功能貨幣匯率5%的合理可能變動的敏感度分析：

2023年

Increase/ (decrease) in foreign exchange rate 外匯匯率 增加／(減少)	(Decrease)/ increase in profit after tax 稅後利潤 (減少)／增加 HK\$'000 港幣千元
5%	(212)
(5%)	212

2022年

Increase/ (decrease) in foreign exchange rate 外匯匯率 增加／(減少)	(Decrease)/ increase in profit after tax 稅後利潤 (減少)／增加 HK\$'000 港幣千元
5%	(367)
(5%)	367

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables, pledged deposits and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

Trade and bills receivables arising from contracts with customers

The Group trades only with recognised and creditworthy parties. Receivable balances are monitored on an on-going basis and the Group's exposure to credit risk is not significant. The credit quality of customers is assessed after taking into account the customers' financial position and past experience with the customers.

The Group's concentration of credit risk by geographical locations is mainly in the PRC and Singapore, which accounted for 44% and 48% (2022: 39% and 42%) of the total trade and bills receivables respectively as at 31 December 2023 and 2022. As at 31 December 2023, the Group had concentration of credit risk, as 8% (2022: 5%) of its total trade and bills receivables were due from its largest customer and 29% (2022: 26%) of its total trade and bills receivables were due from its five largest customers respectively. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

Except for trade and bills receivables which are assessed individually, the Group performs impairment assessment under ECL model on trade balances on a collective basis by using a provision matrix. The provision rates are based on days past due for groupings of various customer segments with similar loss patterns. The calculation reflects the probability weighted outcome, the time value of money and reasonable and supportable information that is available at the end of reporting period about past events, current conditions and forecasts of future economic conditions.

41. 財務風險管理目標及政策 (續)

信貸風險

信貸風險指因本集團的對手方未能履行其合約責任而使本集團蒙受財務損失的風險。本集團面臨的信貸風險主要來自貿易及其他應收款項、已抵押存款及銀行結餘。本集團並無持有任何抵押品或其他信用增級措施以保障與其金融資產有關的信貸風險。

客戶合約產生的貿易應收款項及應收票據

本集團僅與獲認可及信譽良好的合作方進行交易。應收款項餘額持續被監控，本集團面臨的信貸風險並不大。在考慮客戶的財務狀況及與客戶的過往經驗後，方對客戶的信貸質素作出評估。

本集團按地理位置劃分的信貸風險主要集中於中國及新加坡，於2023年及2022年12月31日分別佔貿易應收款項及應收票據總額的44%及48%（2022年：39%及42%）。於2023年12月31日，本集團之信貸風險集中，在貿易應收款項及應收票據總額中，8%（2022年：5%）來自其最大客戶，而29%（2022年：26%）則來自其五大客戶。為將信貸風險減至最低，本集團管理層已委任一個團隊負責釐定信貸限額及信貸批核。

除個別評估貿易應收款項及應收票據外，本集團使用撥備矩陣按共同基準就貿易結餘於預期信貸損失模型下進行減值評估。撥備率乃基於具有類似虧損模式的多個客戶分部組別的逾期日數釐定。該計算反映或然率加權結果、貨幣時值及於報告期末可得的有關過往事件、當前狀況及未來經濟狀況預測的合理及可靠資料。

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31 December 2023 2023年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Deposits and other receivables

For deposits and other receivables, the directors make periodic individual assessment on the recoverability of deposits and other receivables based on historical settlement records, past experience, and also quantitative and/or qualitative information that is reasonable and supportable forward-looking information. The directors believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12-month ECLs. For the years ended 31 December 2023 and 2022, no allowance for credit losses was recognised.

The Group's internal credit risk grading assessment comprises the following categories.

Internal credit rating 內部信貸評級	Description 描述
Normal 正常	The counterparty has a low risk of default and does not have any past-due amounts 對手方違約風險低及並無任何逾期款項
Watch list 監察名單	Debtor frequently repays after due dates but usually settle in full 債務人經常於到期日後還款，但通常全數還款
Doubtful 可疑	There was an increase in credit risk since initial recognition through information developed internally or external resources 從內部或外部所得資料顯示，信貸風險自初始確認後增加
Credit-impaired 信貸減值	There is evidence indicating the asset is credit-impaired 有證據顯示資產已信貸減值

Pledged deposits and bank balances

As at 31 December 2023 and 2022, the Group's pledged deposits and bank balances are mainly placed with reputable banks which are all high-credit-quality financial institutions, and therefore the Group's credit risk on liquid funds is limited.

41. 財務風險管理目標及政策(續)

信貸風險(續)

按金及其他應收款項

就按金及其他應收款項而言，董事根據過往償付記錄、過往經驗以及合理且具理據支持的前瞻性定量及／或定性資料，對按金及其他應收款項的可收回性進行定期個別評估。董事認為自初始確認以來該等款項的信貸風險並無顯著增加，本集團基於12個月預期信貸損失撥備減值。截至2023年及2022年12月31日止年度，概無確認信貸損失撥備。

本集團之內部信貸風險評級評估由以下類別組成。

Trade and bills receivables 貿易應收款項及應收票據	Other financial assets 其他金融資產
Lifetime ECL — not credit-impaired 全期預期信貸損失 — 非信貸減值	12-month ECLs 12個月預期信貸損失
Lifetime ECL — not credit-impaired 全期預期信貸損失 — 非信貸減值	12-month ECLs 12個月預期信貸損失
Lifetime ECL — not credit-impaired 全期預期信貸損失 — 非信貸減值	Lifetime ECL — not credit-impaired 全期預期信貸損失 — 非信貸減值
Lifetime ECL — credit-impaired 全期預期信貸損失 — 信貸減值	Lifetime ECL — credit-impaired 全期預期信貸損失 — 信貸減值

已抵押存款及銀行結餘

於2023年及2022年12月31日，本集團的已抵押存款及銀行存款主要存放於信譽良好的銀行（均為高信貸質量的金融機構），因此本集團的流動資金信貸風險有限。

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging

The table below shows the credit quality by reference to internal credit rating and the maximum exposure to credit risk based on the Group's credit policy, which is mainly based on past due information unless other information is available without undue cost or effort, and year-end staging classification as at 31 December 2023. The amounts presented are gross carrying amounts for financial assets.

		12-month ECLs		Lifetime ECL		Simplified approach	HK\$'000	HK\$'000
		12個月預期信貸損失	Stage 1	Stage 2	Stage 3			
		Stage 1	Stage 2	Stage 3	Stage 1	Stage 2	Stage 3	Stage 1
		第1階段	第2階段	第3階段	第1階段	第2階段	第3階段	第1階段
		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
2023	2023年							
Trade and bills receivables*	貿易應收款項及應收票據*	–	–	–	218,424	–	–	218,424
Financial assets included in deposits and other receivables	計入按金及其他應收款項的金融資產							
— Normal**	— 正常**	27,588	–	–	–	–	–	27,588
Cash and bank balances	現金及銀行結餘							
— Not yet past due	— 並無逾期	266,864	–	–	–	–	–	266,864
Total	總計	294,452	–	–	218,424	–	–	512,876

41. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年終階段

下表顯示於2023年12月31日的根據本集團信貸政策(主要基於過往到期資料, 除非其他信息在無需付出過多成本或努力下即可獲得)的信貸質素(經參考內部信貸評級)及最高信貸風險以及年終階段分類。所呈列金額為金融資產的賬面總值。

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財務報表附註

31 December 2023 2023年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

		12-month ECLs		Lifetime ECL		Simplified approach	HK\$'000
		12個月預期信貸損失	Stage 1	Stage 2	Stage 3		
		HK\$'000	第1階段	第2階段	第3階段	簡化方法	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
2022	2022年						
Trade and bills receivables*	貿易應收款項及應收票據*	–	–	–	–	177,950	177,950
Financial assets included in deposits and other receivables	計入按金及其他應收款項的金融資產						
— Normal**	— 正常**	9,301	–	–	–	–	9,301
Cash and bank balances	現金及銀行結餘						
— Not yet past due	— 並無逾期	230,385	–	–	–	–	230,385
Total	總計	239,686	–	–	–	177,950	417,636

* For trade and bills receivables to which the Group applies the simplified approach for impairment, information based on the provision matrix is disclosed in note 18 to the financial statements.

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

41. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年終階段 (續)

* 就本集團應用減值簡化方法的貿易應收款項及應收票據而言，基於撥備矩陣的資料乃披露於財務報表附註18。

** 當計入預付款項、其他應收款項及其他資產的金融資產並無逾期，且概無資料表明金融資產自初次確認起信貸風險明顯增加，其信貸質素被視為「正常」。否則，金融資產的信貸質素被視為「可疑」。

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Credit risk (Continued)

Maximum exposure and year-end staging (Continued)

Since the Group trades only with recognised and creditworthy third parties, there is no requirement for collateral. In view of the aforementioned and the fact that the Group's trade and bills receivables relate to a large number of diversified customers, there is no significant concentration of credit risk.

Further quantitative data in respect of the Group's exposure to credit risk arising from trade and bills receivables are disclosed in note 18 to the financial statements.

Liquidity risk

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

The following table details the Group's remaining contractual maturity for its non-derivative financial liabilities and lease liabilities based on the agreed repayment terms. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. The table includes both interest and principal cash flows. To the extent that interest flows are floating-rate, the undiscounted amount is derived from existing interest rate at the end of the reporting period.

41. 財務風險管理目標及政策 (續)

信貸風險 (續)

最高風險及年終階段 (續)

由於本集團僅與獲認可及信譽良好的第三方進行交易，因此並不需要抵押物。鑑於上述情況以及本集團的貿易應收款項及應收票據涉及大量多元化客戶，因此不存在重大的集中信貸風險。

有關本集團面臨貿易應收款項及應收票據所產生信貸風險的進一步定量數據於財務報表附註18中披露。

流動資金風險

就流動資金風險管理而言，本集團監察及維持現金及現金等價物處於管理層視為合適之水平，以撥資本集團作營運用途，並降低現金流量波動所造成之影響。管理層監察借款動用情況及債務，並確保已遵守貸款契約。

下表詳列本集團有關非衍生金融負債及租賃負債之餘下合約到期日詳情(按協定還款期劃分)。此表乃根據於本集團可能被要求付款之最早日期之金融負債之未貼現現金流量編製，當中亦載有利息及本金現金流量。就浮息利息流量而言，未貼現金額乃按於報告期末之現行利率計。

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41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

31 December 2023

		Repayable on demand or within one year	In the second year	In the third to fifth years, inclusive (包括首尾兩年)	Over five years	Total undiscounted cash flow	Carrying amount
		按要求償還或一年內	第二年	第三至第五年	超過五年	未貼現現金流量總額	賬面值
		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
Trade payables	貿易應付款項	51,910	-	-	-	51,910	51,910
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	21,091	-	-	-	21,091	21,091
Interest-bearing bank loans	計息銀行貸款	49,154	-	-	-	49,154	48,530
Lease liabilities	租賃負債	19,863	17,075	23,842	7,334	68,114	61,655
Convertible bonds	可換股債券	52,556	-	-	-	52,556	48,612
		194,574	17,075	23,842	7,334	242,825	231,798

31 December 2022

2022年12月31日

		Repayable on demand or within one year	In the second year	In the third to fifth years, inclusive (包括首尾兩年)	Over five years	Total undiscounted cash flow	Carrying amount
		按要求償還或一年內	第二年	第三至第五年	超過五年	未貼現現金流量總額	賬面值
		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
Trade payables	貿易應付款項	43,622	-	-	-	43,622	43,622
Financial liabilities included in other payables and accruals	計入其他應付款項及應計項目的金融負債	34,381	-	-	-	34,381	34,381
Interest-bearing bank loans	計息銀行貸款	26,814	-	-	-	26,814	26,449
Lease liabilities	租賃負債	15,586	14,019	27,192	10,204	67,001	49,897
Convertible bonds	可換股債券	51,000	1,000	1,556	-	53,556	50,861
		171,403	15,019	28,748	10,204	225,374	205,210

41. 財務風險管理目標及政策 (續)

流動資金風險 (續)

2023年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Equity price risk

The Group is exposed to equity price risk through its financial instruments measured at FVTPL. For the investments in perpetual equity securities measured at FVTPL, the Group has appointed a special team to monitor the price risk and will consider hedging the risk exposure should the need arise.

The sensitivity analyses have been determined based on the exposure to equity price risk at the reporting date. As at 31 December 2022, sensitivity analyses for the Group's unquoted convertible bonds with fair value measurement categorized within Level 3 were disclosed in note 39. For sensitivity analysis of perpetual equity securities with fair value measurement categorized within Level 1, the sensitivity rate is increased to 5% in the current year as a result of the volatile financial market.

If the prices of the respective equity instruments had been 5% (2022: 5%) higher/lower, the post-tax profit for the year ended 31 December 2023 would have increased/decreased by HK\$236,000 (2022: HK\$258,000) as a result of the changes in fair value of financial assets at fair value through profit and loss.

Capital management

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

The Group manages its capital structure and makes adjustment to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 2022.

41. 財務風險管理目標及政策 (續)

股本價格風險

本集團透過按公允價值計入損益計量的金融工具面臨股本價格風險。對於按公允價值計入損益計量的永久股本證券投資，本集團已委任專責小組監控價格風險，並將於有需要時考慮對沖風險。

敏感度分析乃根據報告日期之股本價格風險釐定。於2022年12月31日，本集團公允價值計量分類為第三層級的未報價可換股債券的敏感度分析於附註39披露。對於公允價值計量分類為第一層級的永久股本證券的敏感度分析，由於金融市場動盪，敏感度比率於本年度提高至5%。

倘有關股本工具的價格上升/下降5% (2022年：5%)，則截至2023年12月31日止年度的除稅後利潤將因按公允價值計入損益的金融資產公允價值變動而增加/減少港幣236,000元 (2022年：港幣258,000元)。

資本風險管理

本集團資本管理的首要目的是保障本集團持續經營及維持穩健資本比率的能力，從而支持其業務及實現股東價值最大化。

本集團因應經濟情況變動及相關資產的風險特徵管理並調整資本結構。為維持或調整資本結構，本集團可調整派付予股東的股息、向股東退還資本或發行新股。截至2023年及2022年12月31日止年度，本集團並無改變管理資本的目的、政策或程序。

NOTES TO FINANCIAL STATEMENTS

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31 December 2023 2023年12月31日

41. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management (Continued)

The Group monitors capital using a gearing ratio, which is net debt divided by capital plus net debt. The Group's policy is to maintain the gearing ratio below 70%. Net debt includes trade payables, other payables and accruals, interest-bearing bank loans, and convertible bonds, less cash and cash equivalents. Capital represents equity attributable to owners of the Company. The gearing ratio at the end of the reporting period is as follows:

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Trade payables	貿易應付款項	51,910	43,622
Other payables and accruals	其他應付款項及應計項目	71,155	72,993
Interest-bearing bank loans	計息銀行貸款	48,530	26,449
Convertible bonds	可換股債券	48,612	50,861
Less: Cash and cash equivalents	減：現金及現金等價物	(227,250)	(222,254)
Net surplus	盈餘淨額	(7,043)	(28,329)
Equity attributable to owners of the Company	本公司擁有人應佔權益	424,501	378,268
Capital and net debt	資本及負債淨額	417,458	349,939
Gearing ratio	槓桿比率	—	—

Note: Gearing ratio is zero when the amount of cash and cash equivalents is higher than gross debt (2022: Nil).

42. EVENTS AFTER THE REPORTING PERIOD

The Group has no significant events after the reporting year up to the date of this report.

41. 財務風險管理目標及政策(續)

資本風險管理(續)

本集團用槓桿比率監控資本，槓桿比率等於負債淨額除以資本加上負債淨額的總和。本集團的政策為維持資本負債比率低於70%。負債淨額包括貿易應付款項、其他應付款項及應計項目、計息銀行貸款以及可換股債券減現金及現金等價物。資本指本公司擁有人應佔權益。於報告期末槓桿比率如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
貿易應付款項	Trade payables	51,910	43,622
其他應付款項及應計項目	Other payables and accruals	71,155	72,993
計息銀行貸款	Interest-bearing bank loans	48,530	26,449
可換股債券	Convertible bonds	48,612	50,861
減：現金及現金等價物	Less: Cash and cash equivalents	(227,250)	(222,254)
盈餘淨額	Net surplus	(7,043)	(28,329)
本公司擁有人應佔權益	Equity attributable to owners of the Company	424,501	378,268
資本及負債淨額	Capital and net debt	417,458	349,939
槓桿比率	Gearing ratio	—	—

附註：當現金及現金等價物金額高於負債總額時，槓桿比率為零(2022年：零)。

42. 報告期後事項

直至本報告日期，本集團於報告年度後並無重大事項。

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

Details of Leon Overseas and its subsidiaries that have material non-controlling interests are set out below:

43. 擁有重大非控股權益的部分擁有附屬公司

Leon Overseas及其擁有重大非控股權益的附屬公司詳情如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
Current assets	流動資產	278,200	196,652
Non-current assets	非流動資產	100,925	75,514
Current liabilities	流動負債	(124,580)	(81,667)
Non-current liabilities	非流動負債	(28,578)	(45,232)
Equity attributable to owners of the Company	本公司擁有人應佔權益	109,728	71,270
Non-controlling interests of Leon Overseas	Leon Overseas 非控股權益	105,424	68,476
Non-controlling interests of Leon Overseas' subsidiaries	Leon Overseas 附屬公司的非控股權益	10,815	5,521
Revenue	收益	589,218	451,757
Expenses	開支	(507,652)	(400,228)
Profit for the year	年內利潤	81,566	51,529
Profit attributable to owners of the Company	本公司擁有人應佔利潤	38,899	23,464
Profit attributable to the non-controlling interests of Leon Overseas	Leon Overseas 非控股權益應佔利潤	37,374	22,544
Profit attributable to the non-controlling interests of Leon Overseas' subsidiaries	Leon Overseas 附屬公司的非控股權益應佔利潤	5,293	5,521
Profit for the year	年內利潤	81,566	51,529

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財務報表附註

31 December 2023 2023年12月31日

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

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

44. 本公司財務狀況表

於報告期末有關本公司財務狀況表的資料如下：

		2023 2023年 HK\$'000 港幣千元	2022 2022年 HK\$'000 港幣千元
NON-CURRENT ASSETS	非流動資產		
Property, plant and equipment	物業、廠房及設備	1	1
Investment in subsidiaries	投資附屬公司	62,608	62,456
Amount due from subsidiaries	應收附屬公司款項	128,963	83,963
Right-of-use assets	使用權資產	490	159
Total non-current assets	非流動資產總值	192,062	146,579
CURRENT ASSETS	流動資產		
Other receivables	其他應收款項	832	4,473
Amount due from subsidiaries	應收附屬公司款項	31,311	55,053
Cash and cash equivalents	現金及現金等價物	2,241	1,127
Total current assets	流動資產總值	34,384	60,653
CURRENT LIABILITIES	流動負債		
Other payables	其他應付款項	52,096	31,571
Convertible bonds	可換股債券	48,612	50,861
Lease liabilities	租賃負債	503	150
Total current liabilities	流動負債總額	101,211	82,582
NET CURRENT LIABILITIES	流動負債淨值	(66,827)	(21,929)
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債	125,235	124,650
Net assets	資產淨值	125,235	124,650
EQUITY	權益		
Share capital	股本	210	189
Reserves	儲備	125,025	124,461
Total equity	權益總額	125,235	124,650

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (Continued)

44. 本公司財務狀況表(續)

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

本公司儲備概要如下：

		Capital reserve	Share-based compensation reserve	Shares held for share award scheme	Convertible bond equity reserve	Exchange fluctuation reserve	Retained profits	Total
		以股份為基礎的資本儲備	以股份為基礎的補償儲備	股份獎勵計劃所持股份	可換股債券權益儲備	匯兌波動儲備	保留利潤	合計
		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
At 1 January 2022	於2022年1月1日	231,696	7,900	(8,472)	-	(5,230)	(61,556)	164,338
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	-	(468)	(16,268)	(16,736)
2021 final dividend declared	已宣派2021年末期股息	-	-	-	-	-	(7,983)	(7,983)
2022 interim dividend declared	已宣派2022年中期股息	-	-	-	-	-	(10,733)	(10,733)
Equity-settled shares compensation expense	以權益結算的股份補償開支	-	15,588	-	-	-	-	15,588
Shares purchased for share award scheme	為股份獎勵計劃購買之股份	-	-	(4,085)	-	-	-	(4,085)
Award shares vested	已歸屬的獎勵股份	-	(8,084)	8,084	-	-	-	-
Bonus issue of shares	發行紅股	62,074	-	-	-	-	(62,091)	(17)
Others	其他	-	-	-	-	-	(15,911)	(15,911)
At 31 December 2022	於2022年12月31日	293,770	15,404	(4,473)	-	(5,698)	(174,542)	124,461
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	-	387	27,670	28,057
2022 final dividend declared	已宣派2022年末期股息	-	-	-	-	-	(13,085)	(13,085)
2023 interim dividend declared	已宣派2023年中期股息	-	-	-	-	-	(14,270)	(14,270)
Equity-settled shares compensation expense	以權益結算的股份補償開支	-	3,241	-	-	-	-	3,241
Shares purchased for share award scheme	為股份獎勵計劃購買之股份	-	-	(14,514)	-	-	-	(14,514)
Change of terms of convertible bond	可換股債券條款變動	-	-	-	5,633	-	-	5,633
Transfer of convertible bond	可換股債券轉讓	3,394	-	-	(353)	-	-	3,041
Bonus issue of shares	發行紅股	80,130	-	-	-	-	(80,149)	(19)
Issue of shares upon exercise of share options	行使購股權後發行股份	3,391	(911)	-	-	-	-	2,480
At 31 December 2023	於2023年12月31日	380,685	17,734	(18,987)	5,280	(5,311)	(254,376)	125,025

NOTES TO FINANCIAL STATEMENTS

財務報表附註

31 December 2023 2023年12月31日

45. APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

45. 批准綜合財務報表

綜合財務報表獲董事會於2024年3月25日批准及授權刊發。

FINANCIAL SUMMARY

財務概要

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	收入	497,733	649,904	818,828	944,014	1,118,514
Profit before tax	稅前利潤	52,911	99,748	112,761	136,341	157,212
Income tax expense	所得稅開支	(20,463)	(19,752)	(23,087)	(31,513)	(35,049)
Profit for the year	年內利潤	32,448	79,996	89,674	104,828	122,163
Profit attributable to:	以下各項應佔利潤：					
Owners of the Company	本公司擁有人	27,273	52,455	49,836	69,397	80,048
Non-controlling interests	非控股權益	5,175	27,541	39,838	35,431	42,115

As at 31 December

於12月31日

		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
Total assets	資產總值	462,587	522,241	666,131	760,088	894,535
Total liabilities	負債總額	216,105	198,323	239,532	273,063	325,257
Equity attributable to owners of the Company	本公司擁有人應佔權益	248,681	297,567	347,638	378,268	424,501

DEFINITIONS

釋義

In this annual report, unless the context otherwise requires, the following expressions shall have the following meanings. 於本年度報告內，除文義另有所指外，下列詞彙具有以下涵義。

“2021 Bonus Issue” 「2021年紅股發行」	The bonus issue made on the basis of one (1) bonus share for every ten (10) existing shares in issue held on the record date, i.e. 5 July 2021, by the qualifying shareholders 指按合資格股東於記錄日期（即2021年7月5日）每持有十（10）股現有已發行股份發行一（1）股紅股的基準進行的紅股發行
“2022 Bonus Issue” 「2022年紅股發行」	The bonus issue made on the basis of one (1) bonus share for every ten (10) existing shares in issue held on the record date, i.e. 4 July 2022, by the qualifying shareholders 指按合資格股東於記錄日期（即2022年7月4日）每持有十（10）股現有已發行股份發行一（1）股紅股的基準進行的紅股發行
“2023 Bonus Issue” 「2023年紅股發行」	The bonus issue made on the basis of one (1) bonus share for every ten (10) existing shares in issue held on the record date, i.e. 4 July 2023, by the qualifying shareholders 指按合資格股東於記錄日期（即2023年7月4日）每持有十（10）股現有已發行股份發行一（1）股紅股的基準進行的紅股發行
“AGM(s)” 「股東週年大會」	annual general meeting(s) of the Company 指本公司的股東週年大會
“Articles” 「章程細則」	the articles of association of the Company, as amended from time to time 指本公司不時修改的組織章程細則
“Audit Committee” 「審核委員會」	the audit committee of the Company 指本公司的審核委員會
“Board” 「董事會」	the board of Directors of the Company 指本公司的董事會
“CEO” 「行政總裁」	chief executive officer of the Company 指本公司的行政總裁
“CG Code” 「《企業管治守則》」	the “Corporate Governance Code” set out in Appendix C1 to the Listing Rules 指於《上市規則》附錄C1所載的《企業管治守則》
“China” or “PRC” or “Mainland China” 「中國」或「中國內地」	the People’s Republic of China 指中華人民共和國
“Company”, “our Company”, “Group”, “our Group”, “China Leon”, “we” or “us” 「本公司」、「本集團」、 「中國力鴻」或「我們」	China Leon Inspection Holding Limited (中國力鴻檢驗控股有限公司), an exempted company incorporated under the laws of the Cayman Islands with limited liability on 29 July 2015 and except where the context indicated otherwise its subsidiaries 指中國力鴻檢驗控股有限公司，一家於2015年7月29日根據開曼群島法律註冊成立的獲豁免有限責任公司及（除文義另有所指外）其附屬公司

“Controlling Shareholders” 「控股股東」	Mr. LI Xiangli, Ms. ZHANG Aiying, Mr. LIU Yi, Leon Cornerstone Investment Holding Limited, Swan Stone Investment Holding Limited and Hawk Flying Investment Holding Limited 指李向利先生、張愛英女士、劉翊先生、Leon Cornerstone Investment Holding Limited、Swan Stone Investment Holding Limited 及 Hawk Flying Investment Holding Limited
“Director(s)” 「董事」	the director(s) of the Company 指本公司董事
“ESG” 「環境、社會及管治」	Environmental, Social and Governance 環境、社會及管治
“HK\$” 「港幣」	Hong Kong dollars, the lawful currency of Hong Kong 指香港法定貨幣，港幣
“Listing Rules” 「《上市規則》」	the Rules Governing the Listing of Securities on the Stock Exchange (as amended from time to time) 指《聯交所證券上市規則》(經不時修訂)
“Model Code” 「《標準守則》」	the “Model Code for Securities Transactions by Directors of Listed Issuers” set out in Appendix C3 to the Listing Rules 指《上市規則》附錄C3所載之《上市發行人董事進行證券交易的標準守則》
“Nomination Committee” 「提名委員會」	the nomination committee of the Company 指本公司的提名委員會
“Prospectus” 「招股章程」	the prospectus of the Company dated 29 June 2016 指本公司日期為2016年6月29日的招股章程
“Remuneration Committee” 「薪酬委員會」	the remuneration committee of the Company 指本公司的薪酬委員會
“RMB” 「人民幣」	Renminbi, the lawful currency of the PRC 指中國的法定貨幣，人民幣
“SFO” 「《證券及期貨條例》」	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented or otherwise modified from time to time 指香港法例第571章《證券及期貨條例》，經不時修訂、補充或以其他方式修改
“Share(s)” 「股份」	ordinary share(s) of par value US\$0.00005 each in the issued share capital of our Company 指本公司已發行股本中每股面值0.00005美元的普通股
“Share Award Scheme” 「股份獎勵計劃」	the share award scheme approved and adopted by the Board on 27 October 2020 指董事會於2020年10月27日批准及採納的股份獎勵計劃

DEFINITIONS

釋義

“Share Option Scheme” 「購股權計劃」	the share option scheme approved and adopted by the Company at the annual general meeting held on 5 May 2017 指本公司於2017年5月5日舉行的股東週年大會上批准及採納的購股權計劃
“Shareholder(s)” 「股東」	holder(s) of the Shares 指股份持有人
“Stock Exchange” 「聯交所」	The Stock Exchange of Hong Kong Limited 指香港聯合交易所有限公司
“year” 「本年度」	from 1 January 2023 to 31 December 2023 指自2023年1月1日至2023年12月31日
“%” 「%」	per cent. 指百分比



CHINA LEON INSPECTION HOLDING LIMITED

中国力鸿检验控股有限公司