



BEST LINKING GROUP HOLDINGS LIMITED

永聯豐集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

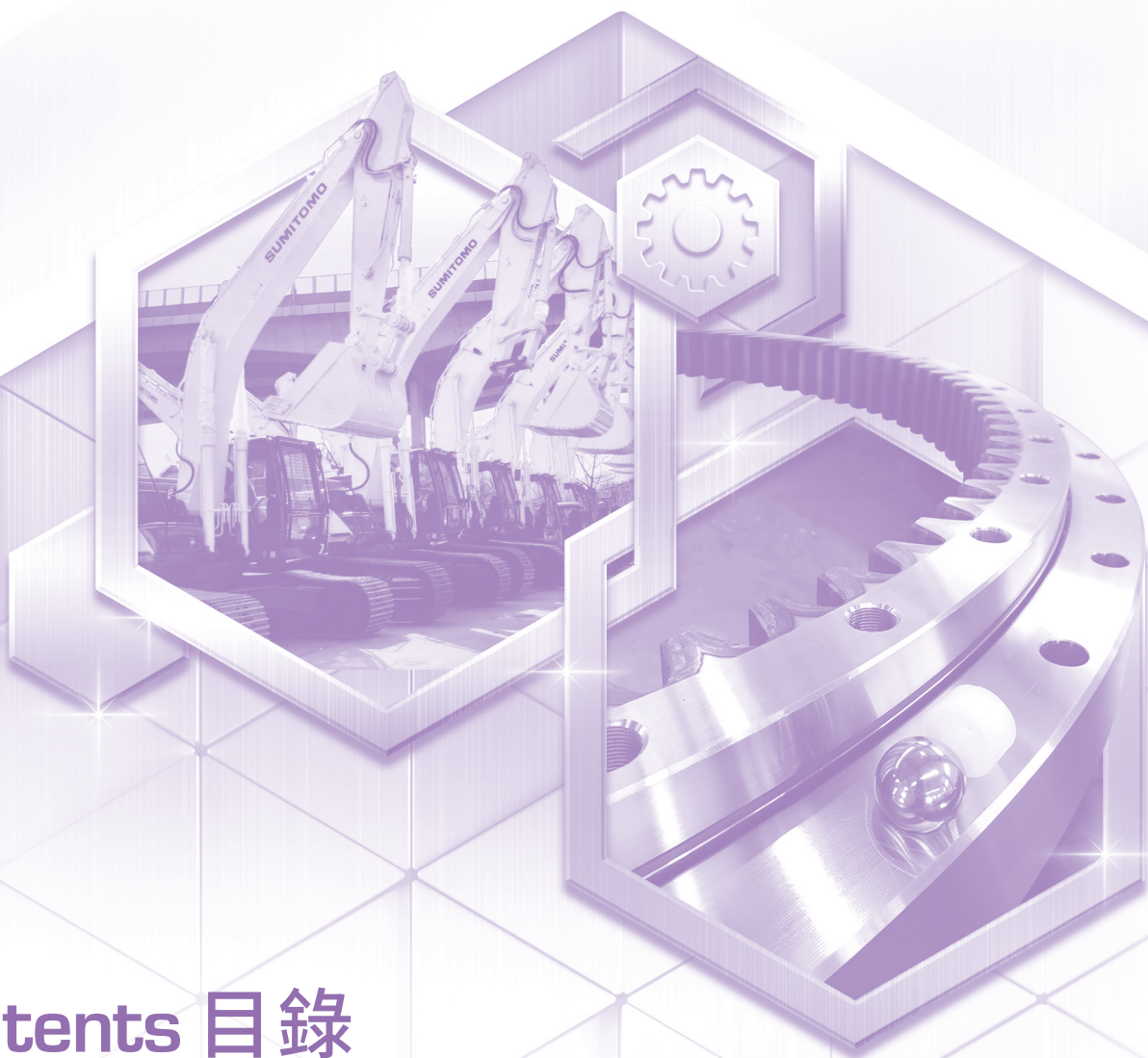
(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 9882

2024

Annual Report 年報





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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Yuk Pan (*Chairman and Chief Executive Officer*)
Mr. Chan Lung Pan

Independent Non-Executive Directors

Mr. Chan Wan Tsun Adrian Alan
Ms. Tsang Hau Lam
Ms. Tam Ho Ting

AUDIT COMMITTEE

Mr. Chan Wan Tsun Adrian Alan (*Chairman*)
Ms. Tam Ho Ting
Ms. Tsang Hau Lam

REMUNERATION COMMITTEE

Ms. Tam Ho Ting (*Chairlady*)
Mr. Chan Lung Pan
Ms. Tsang Hau Lam

NOMINATION COMMITTEE

Mr. Chan Yuk Pan (*Chairman*)
Mr. Chan Wan Tsun Adrian Alan
Ms. Tam Ho Ting

CORPORATE GOVERNANCE COMMITTEE

Mr. Chan Lung Pan (*Chairman*)
Mr. Chan Wan Tsun Adrian Alan
Mr. Chan Ho Chee Gilbert

REGISTERED OFFICE

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

COMPANY SECRETARY

Mr. Chan Ho Chee Gilbert (CPAA)

董事會

執行董事

陳煜彬先生 (*主席兼行政總裁*)
陳龍彬先生

獨立非執行董事

陳弘俊先生
曾巧臨女士
譚可婷女士

審計委員會

陳弘俊先生 (*主席*)
譚可婷女士
曾巧臨女士

薪酬委員會

譚可婷女士 (*主席*)
陳龍彬先生
曾巧臨女士

提名委員會

陳煜彬先生 (*主席*)
陳弘俊先生
譚可婷女士

企業管治委員會

陳龍彬先生 (*主席*)
陳弘俊先生
陳浩賜先生

註冊辦事處

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

公司秘書

陳浩賜先生 (CPAA)

AUTHORISED REPRESENTATIVES

Mr. Chan Yuk Pan
Mr. Chan Ho Chee Gilbert

COMPLIANCE OFFICER

Mr. Chan Yuk Pan

LEGAL ADVISER AS TO HONG KONG LAW

Robertsons
57th Floor, The Center
99 Queen's Road Central
Hong Kong

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22nd Floor, Prince's Building
Central
Hong Kong

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Unit 1119, 11/F
The Metropolis Tower
No. 10 Metropolis Drive
Kowloon
Hong Kong

HEADQUARTERS AND PRINCIPAL PLACE OF BUSINESS IN THE PEOPLE'S REPUBLIC OF CHINA

No.6 Industrial 2nd Cross
Road Tutang Industrial
Zone 2 Dongguan City
The PRC

授權代表

陳煜彬先生
陳浩賜先生

合規主任

陳煜彬先生

法律顧問(有關香港法律)

羅拔臣律師事務所
香港
皇后大道中99號
中環中心57樓

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師
香港
中環
太子大廈22樓

香港總部及主要營業地點

香港
九龍
都會道10號
都會大廈
11樓1119室

中華人民共和國總部及主要營業地點

中國
東莞市
土塘工業二區
工業二橫路6號

Corporate Information 公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN THE CAYMAN ISLANDS

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive P.O. Box 2681
Grand Cayman KY1-1111, Cayman Islands

開曼群島股份過戶登記總處

Conyers Trust Company (Cayman) Limited
Cricket Square, Hutchins Drive P.O. Box 2681
Grand Cayman KY1-1111, Cayman Islands

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Ltd
The Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited
Hang Seng Bank Limited
China Construction Bank, Dongguan Branch, Changping Sub-branch

主要往來銀行

星展銀行(香港)有限公司
香港上海滙豐銀行有限公司
渣打銀行(香港)有限公司
恒生銀行有限公司
中國建設銀行東莞市分行常平支行

COMPANY WEBSITE

www.blg.hk

公司網站

www.blg.hk

STOCK CODE

09882

股份代號

09882

Financial Highlights 財務摘要

FOR THE YEAR

Highlights of consolidated statements of comprehensive income

年內

綜合全面收益表摘要

		FY2024 二零二四 財政年度 HK\$'000 千港元	FY2023 二零二三 財政年度 HK\$'000 千港元
Revenue	收益	114,644	143,779
Gross profit	毛利	26,269	60,789
Profit before taxation	除稅前溢利	8,313	28,103
Profit for the year	年內溢利	6,290	22,039
Total comprehensive income for the year	年內全面收益總額	3,770	20,095

AT YEAR END

Highlights of consolidated statements of financial positions

年末

綜合財務狀況表摘要

		FY2024 二零二四 財政年度 HK\$'000 千港元	FY2023 二零二三 財政年度 HK\$'000 千港元
Non-current assets	非流動資產	22,879	24,863
Current assets	流動資產	145,088	139,994
Current liabilities	流動負債	(30,375)	(17,049)
Net current assets	流動資產淨額	114,713	122,945
Net assets	資產淨額	135,430	147,660

Financial Highlights

財務摘要

Revenue

收益

		For the year ended 31 December 截至十二月三十一日止年度					
		2024 二零二四年		2023 二零二三年		+ / (-)	
		HK\$'000 千港元	(%) (%)	HK\$'000 千港元	(%) (%)	HK\$'000 千港元	(%) (%)
Revenue	收益						
Slewing rings	迴轉支承						
— ODM	— ODM	23,629	20.6	56,718	39.4	(33,089)	(58.3)
— OEM	— OEM	353	0.3	276	0.2	77	27.9
— OBM	— OBM	2,039	1.8	2,325	1.6	(286)	(12.3)
— Others	— 其他支承	1,040	0.9	10,983	7.6	(9,943)	(90.5)
		27,061	23.6	70,302	48.9	(43,241)	(61.5)
Mechanical parts and components	機械零部件						
— ODM	— ODM	5,321	4.6	6,641	4.6	(1,320)	(19.9)
— Others	— 其他	10,989	9.6	16,972	11.8	(5,983)	(35.3)
		16,310	14.2	23,613	16.4	(7,303)	(30.9)
Machineries	機械						
— Machineries	— 機械	46,878	40.9	49,864	34.7	(2,986)	(6.0)
		46,878	40.9	49,864	34.7	(2,986)	(6.0)
Minerals	礦物						
— NICKEL ORE	— 鎳礦	24,395	21.3	-	-	24,395	N/A
		24,395	21.3	-	-	24,395	N/A
Total	總計	114,644	100.0	143,779	100.0	(29,135)	(20.3)

Note: Other rings mainly include revenue derived from the sales of slewing rings that we do not currently produce.

附註：其他支承主要包括來自銷售我們現時並無生產的迴轉支承的收益。

OVERVIEW

Best Linking Group Holdings Limited (the “**Company**”), together with its subsidiaries, (the “**Group**”), is a leading premium slewing ring manufacturer in the People’s Republic of China (“**PRC**”). We also provide a comprehensive line of mechanical parts and components and machineries which are used mainly in construction and mining sites. The Company has successfully transferred its listing (the “**Transfer of Listing**”) from GEM to the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The last day of dealings in the Shares on GEM (stock code on GEM: 8617) was on 28 September 2023 while dealings in the Shares on the Main Board (stock code on the Main Board: 9882) commenced on 29 September 2023.

We manufacture slewing rings that conform to the Japanese Industrial Standards (“**JIS**”), which is regarded as a standard with higher quality control requirements than that produced in many other countries in the world. From 2011 to 2015, three Japanese equipment manufacturers also became our regular original equipment manufacturing (“**OEM**”) customers. We position ourselves as a premium manufacturer of slewing rings targeting both local and overseas markets including Singapore, the Philippines, Malaysia, Japan and other Asian countries/locations. Since the commencement of our business in 2007, we accumulated in-depth industry experience and know-how for the production of slewing rings catering to different industries for both local and overseas markets, especially under original design manufacturer (“**ODM**”) basis. We also began producing our own brand products under original brand manufacturing (“**OBM**”) basis since 2011, including “**KYOEI**”, “**NISSHO SEIKO**” and “**JSG**”, and “**DYCO**” in 2024.

Since 2020, the Group has developed new products and a wider range of servicing by manufacturing other mechanical parts and components for machineries on ODM basis besides slewing rings to seize the business opportunities and cater the need of our customers. Meanwhile, the machineries and mechanical parts supplied by the leading suppliers in Japan were fit for the Group’s sourcing needs with specifications not commonly supplied by other market suppliers. Since the Transfer of Listing, the Group’s customers have increasingly made enquiries on whether the Group could provide a wider scope of products. The Group continues to identify and look for new business opportunities. Based on such belief, in early 2024, the Group expanded its products coverage by sourcing minerals and related products.

概覽

永聯豐集團控股有限公司（「**本公司**」）連同其附屬公司（「**本集團**」）為中華人民共和國（「**中國**」）領先優質迴轉支承製造商。我們亦提供機械零部件以及主要用於建築地盤及採礦場的機械之全面產品線。本公司已成功由香港聯合交易所有限公司（「**聯交所**」）GEM轉往主板上市（「**轉板上市**」）。股份在GEM（GEM股份代號：8617）之最後交易日為二零二三年九月二十八日，而股份已於二零二三年九月二十九日開始在主板（主板股份代號：9882）進行買賣。

我們製造的迴轉支承符合日本工業標準（「**日本工業標準**」），該標準被視為行業標桿，對生產迴轉支承的品質監控要求較世界很多其他國家更為嚴格。自二零一一年至二零一五年，三名日本設備製造商亦已成為我們的常規原設備製造商（「**OEM**」）的客戶。我們將自身定位為高端迴轉支承製造商，致力於本地及海外市場，涵蓋新加坡、菲律賓、馬來西亞、日本及其他亞洲國家／地區。自二零零七年開展業務以來，我們已累積深厚的行業經驗及技術專長，尤其是在原設計製造商（「**ODM**」）的基礎上，生產適合海內外市場不同行業需求的迴轉支承。自二零一一年起，我們亦開始以原品牌製造（「**OBM**」）基準生產自有品牌產品，於二零二四年包括「**KYOEI**」、「**NISSHO SEIKO**」及「**JSG**」以及「**DYCO**」。

自二零二零年起，本集團開發新產品和提供更廣泛的服務，除迴轉支承外，亦製造機械的其他機件及部件以把握商機，滿足客戶的需求。同時，日本頂尖供應商提供的機械及機械部件符合本集團採購所需，市場上鮮有其他供應商提供有關規格的機械及部件。自轉板上市以來，本集團客戶對本集團能否拓展產品範圍的詢問日益增加。本集團持續發掘及尋求新商機。基於此信念，於二零二四年初，本集團透過採購礦物及相關產品擴大其產品覆蓋範圍。

About Us 關於我們

The Group will continue its effort to promote its brand as well as providing high-quality products to seize more business opportunities in various regions.

Our principal subsidiaries include Best Linking Limited (“**Best Linking**”), Kyoei Corporation Limited (“**Kyoei HK**”) (formally known as Wing Fung Machinery Company Limited) and Kyoei Seiki Co., Limited (“**Kyoei Seiki**”). The Company is an exempted company incorporated in the Cayman Islands with limited liability on 26 October 2018.

本集團會繼續努力，推廣旗下品牌，同時提供上乘產品，搶佔各地更多商機。

我們的主要附屬公司包括永聯豐有限公司（「**永聯豐**」）、共榮商事有限公司（「**共榮商事**」）（前稱榮豐機械有限公司）及東莞共榮精密機械有限公司（「**共榮精密機械**」）。本公司為一間於二零一八年十月二十六日在開曼群島註冊成立的獲豁免有限公司。

Chairman's Statement 主席報告

TO SHAREHOLDERS

Dear Shareholders,

On behalf of the board of directors (the **"Board"**) of Best Linking Group Holdings Limited and its subsidiaries (the **"Group"**), I am pleased to present the annual report of the Group for the year ended 31 December 2024 (the **"Reporting Period"**).

RESULTS AND DIVIDEND

The Board has resolved to announce the annual consolidated results for the financial year ended 31 December 2024 on 21 March 2025. The total revenue for the financial year ended 31 December 2024 amounted to approximately HK\$114.6 million (2023: HK\$143.8 million), representing a decrease of approximately 20.3% compared to the last financial year. The net profit for the year attributable to equity holders of the Company amounted to approximately HK\$6.3 million (net profit in 2023: HK\$22.0 million, and excluding the non-recurring Transfer of Listing and its related expenses and donations of approximately HK\$15.4 million which were charged to the consolidated statement of comprehensive income during 2023, the profit attributable to equity holders of the Company in 2023 would have been approximately HK\$37.4 million), representing a decrease of approximately 71.5% compared to the last financial year. Basic and diluted earnings per share were both approximately HK0.8 cents (2023: HK2.8 cents, restated to take into account of the effect of the Share Subdivision, refer to the Management Discussion and Analysis of this report, during the year retrospectively as if they have taken place since the beginning of the comparative year) respectively.

2024 was a year full of challenges, the Board does not recommend the payment of a final dividend.

主席報告

各位股東：

本人謹代表永聯豐集團控股有限公司及其附屬公司（「**本集團**」）董事會（「**董事會**」）欣然呈報本集團截至二零二四年十二月三十一日止年度（「**報告期間**」）之年報。

業績及股息

於二零二五年三月二十一日，董事會議決宣佈截至二零二四年十二月三十一日止財政年度之全年綜合業績。截至二零二四年十二月三十一日止財政年度總收益高達約114.6百萬港元（二零二三年：143.8百萬港元），相比上個財政年度，減少約20.3%。本公司權益持有人應佔年內淨溢利約6.3百萬港元（二零二三年淨溢利：22.0百萬港元，及扣除有關轉板上市的非經常性開支及其他相關開支及捐贈約15.4百萬港元（該筆款項於二零二三年之綜合全面收益表內扣除），於二零二三年本公司權益持有人應佔溢利約37.4百萬港元），相比上個財政年度，減少約71.5%。每股基本及攤薄盈利為分別約0.8港仙（二零二三年：2.8港仙，為計及年內股份拆細的影響而追溯重列，猶如該等股份拆細已自比較年度初發生，參閱本報告管理層討論及分析）。

二零二四年是充滿挑戰的一年，董事會不建議派發末期股息。

Chairman's Statement

主席報告

OUTLOOK

It was a transformative year for the Group in 2023. Despite the adverse market condition, because of the broadened range of product offered by the Group, the Group achieved a significant growth in its business and the Company has successfully transferred its listing from GEM to the Main Board of the Stock Exchange. However, 2024 was a year full of challenges. The lack of momentum for economic recovery in certain countries, compounded by the looming shadow of high interest rates, posed challenges to the global business environment. The global growth is expected to be less than moderate before recovering gradually at a slow pace in the second half of 2024. At the same time, economic development in China was still hit by a number of factors, such as the default in the repayment of debts of renowned property developers and the slump of the property market. As a result, even after the Covid-19 pandemic tapered off and the cross border activities between Hong Kong and the PRC resumed, the degree of economy rebound in Hong Kong and the PRC in 2024 were still not up to the level of expectation.

With a well-established industry presence of over 15 years, the Group has demonstrated remarkable risk resilience, underpinned by a wealth of industry expertise, substantial capital financials and a base of international and local customers. Since the Transfer of Listing, the Group's customers have increasingly made enquiries on whether the Group could provide a wider scope of products. Meanwhile, there were challenges faced by the Group in its principal business caused by keen competition in the market and economic uncertainties. The Directors are well aware of the importance for the Group to continue to identify and to look for new business opportunities. Based on such belief, in early 2024, the Group expanded its products coverage by sourcing minerals and related products, as the Group sees opportunities in the trading of minerals, and wishes to capture such business opportunity and synergies in broadening its business scope. It will also create more opportunities for the Group to sell more mechanical parts and components and machineries directly to the mine owners, thus strengthening the business and profitability of the Group. During the Reporting Period, the Group has established a network of supply of minerals excavated from such mines, for resale to customers of the Group.

前景

二零二三年為本集團變革性的一年。儘管市況不利，但由於本集團供應更加豐富的產品，本集團藉此實現業務大幅增長及本公司已成功由聯交所GEM轉往主板上市。然而，二零二四年是充滿挑戰的一年。部分國家經濟復甦缺乏動力，加上高利率的陰影持續籠罩，對全球營商環境構成挑戰。預期全球增長於二零二四年下半年以緩慢的速度逐漸回升，之後會維持低於中等水平。同時，中國經濟發展仍然受到多項因素的影響，如知名物業發展商債務違約及物業市場低迷。因此，即使在COVID-19疫情減退、香港與中國的跨境活動恢復後，香港及中國於二零二四年的經濟反彈程度仍未達到預期水平。

憑藉逾15年的深厚行業根基，本集團展現卓越風險抵禦能力，其優勢建基於豐富的行業經驗、雄厚資本實力及海內外客戶群。自轉板上市以來，本集團客戶對本集團能否拓展產品範圍的詢問日益增加。同時，本集團的主要業務面臨市場激烈競爭及經濟不確定性帶來的挑戰。董事會深知持續發掘及尋求新商機對本集團至關重要。由於本集團從礦物貿易中看到機遇，並希望拓寬其業務範圍實現協同效應，基於此信念，於二零二四年初，本集團透過採購礦物及相關產品擴大產品覆蓋範圍。此舉亦將為本集團創造更多機會，直接向礦主銷售機械零部件及設備，從而強化本集團的業務結構及盈利能力。於報告期間，本集團已建立礦物供應網絡，自有關礦場開採的礦物將轉售予本集團客戶。

Chairman's Statement 主席報告

During the year, the Group has entered into the Purchase Framework Agreement and the Sales Framework Agreement (the “**Continuing Connected Transactions**”) and entered into the Tenancy Agreement (the “**Connected Transaction**”) with connected persons of the Group. Notably, the Directors considered that the Purchase Framework Agreement will facilitate the Group to acquire a range of products, including heavy duty machineries for resale to the Group’s customers, thus implementing the business development plan of broadening the range of products offered by the Group and diversifying the suppliers network.

Looking forward, the Group wishes to capture more business opportunities and synergies by broadening its business scope and the Directors do anticipate that the Group’s sourcing business including minerals will continue to grow and seizing market opportunities as well as creating diversified income streams.

APPRECIATION

On behalf of the Board, I would like to take this opportunity to express my sincere gratitude to our customers, suppliers, business associates and the most valued shareholders for their continuing trust and support for the Group, and to our directors, management and staff for their commitment and valuable contribution during the past year.

Chan Yuk Pan

Chairman and Chief Executive Officer
Hong Kong, 21 March 2025

本年度，本集團已與本集團關連人士訂立採購框架協議及銷售框架協議（「**持續關連交易**」）及訂立租賃協議（「**關連交易**」）。尤其是，董事認為採購框架協議將促進本集團收購包括重型機械在內的一系列產品以轉售予本集團客戶，從而落實本集團擴闊產品種類及多元化拓展供應商網絡的業務發展計劃。

展望未來，本集團希望把握更多商機及協同效應，以擴大其業務範圍。董事會預期，本集團包括礦物在內的採購業務將持續增長，把握市場機遇，創造多元化收入來源。

致謝

本人謹代表董事會，對客戶、供應商、業務夥伴及尊貴的股東一直對本集團的信任與支持，以及董事、管理層和員工在過去一年的付出和貢獻致以由衷謝意。

主席兼行政總裁

陳煜彬

香港，二零二五年三月二十一日

Management Discussion and Analysis

管理層討論及分析

BUSINESS REVIEW

The Group is a leading premium slewing ring manufacturer in the PRC. We are also a comprehensive products provider for mechanical parts and components and machineries which are used mainly in construction and mining sites.

We manufacture slewing rings that conform to the JIS, which is regarded as a standard with higher quality control requirements than that produced in many other countries in the world. Since 2020, the Group has developed new products and a wider range of servicing by manufacturing other mechanical parts and components for machineries besides slewing rings to seize the business opportunities and to satisfy the need of our customers. The machineries and mechanical parts supplied by the leading suppliers in Japan were fit for the Group's sourcing needs and with specifications not commonly supplied by other market suppliers.

We expanded our capability to include manufacturing of mechanical parts and components such as sprocket, track shoes and rollers, which are commonly sought by our customers alongside our slewing rings, on ODM basis. We also source other mechanical parts and components for our customers. Further, as a supplier of slewing rings under OEM basis to leading suppliers in Japan for over 10 years, we are in a position to source excavators and other heavy duty machineries directly. We further extend our heavy duty machineries offering other types of machineries such as pile drivers, wheel loaders and trucks.

It was a transformative year for the Group in 2023. Despite the adverse market condition, because of the broadened range of products offered by the Group, the Group achieved a significant growth in its business. However, 2024 was a year full of challenges. The lack of momentum for economic recovery in certain countries, compounded by the looming shadow of high interest rates, posed challenges to the global business environment. The global growth is expected to be less than moderate before recovering gradually at a slow pace in the second half of 2024. At the same time, economic development in China was still hit by a number of factors, such as the default in the repayment of debts of renowned property developers and the slump of the property market. As a result, even after the Covid-19 pandemic tapered off and the cross border activities between Hong Kong and the PRC resumed, the degree of economy rebound in Hong Kong and the PRC in 2024 are still not up to the level of expectation.

業務回顧

本集團為中國領先優質迴轉支承製造商。我們亦為機械零部件以及主要用於建築地盤及採礦場的機械的全方位產品供應商。

我們製造的迴轉支承符合日本工業標準，該標準被視為行業標桿，對生產迴轉支承的品質監控要求較世界很多其他國家更為嚴格。自二零二零年起，本集團開發新產品和提供更廣泛的服務，除迴轉支承外，亦製造機械的其他機械零部件以把握商機，滿足客戶的需求。日本頂尖供應商提供的機械及機械部件符合本集團採購所需，市場上鮮有其他供應商提供有關規格的機械及部件。

除迴轉支承外，我們將能力延伸至按ODM基準製造機械零部件，如鏈輪、履帶鞋和滾輪，這些都是我們的客戶普遍在採購我們的迴轉支承時一併採購的。我們亦為我們的客戶採購其他機械零部件。此外，作為按OEM基準向日本領先供應商供應迴轉支承逾10年的供應商，我們能夠直接採購挖掘機及其他重型機械。我們進一步將重型機械品類擴展至其他類型的機械，如打樁機、輪式卸載機及卡車。

二零二三年為本集團變革性的一年。儘管市況不利，但由於本集團供應的產品範圍更加豐富，本集團藉此實現業務大幅增長。然而，二零二四年是充滿挑戰的一年。部分國家經濟復甦缺乏動力，加上高利率的陰影持續籠罩，對全球營商環境構成挑戰。預期全球增長於二零二四年下半年以緩慢的速度逐漸回升，之後會維持低於中等水平。同時，中國經濟發展仍然受到多項因素的影響，如知名物業發展商債務違約及物業市場低迷。因此，即使在COVID-19疫情減退、香港與中國的跨境活動恢復後，香港及中國於二零二四年的經濟反彈程度仍未達到預期水平。

Management Discussion and Analysis

管理層討論及分析

With a well-established industry presence of over 15 years, the Group has demonstrated remarkable risk resilience, underpinned by a wealth of industry expertise, substantial capital financials and a base of international and local customers. The Group reported revenue of HK\$114.6 million and gross profit of HK\$26.3 million for the Reporting Period. The overall performance of the Group during the Reporting Period has decreased as compared with the year ended 31 December 2023 (“FY2023”). The Group’s revenue decreased by 20.3% to HK\$114.6 million for the Reporting Period, as compared to HK\$143.8 million for FY2023. This was mainly attributable to i) the persistent decline in market demand from Hong Kong and the Association of Southeast Asian Nations (ASEAN) region throughout 2024 which created a negative impact on the revenue. The decline was attributed to the economic downturn, the local and global economic uncertainties as well as the lack of momentum in recovering from the downturn of the construction activities. As a result, there was a decline in the sales of slewing rings, mechanical parts and components we manufacture or source. The decline in the sales of machineries was also attributed by the longer-than expected sales cycles and the postponement in the commencement of new construction projects and completion of the existing construction projects experienced by a number of our customers; and ii) the decrease in gross profit margin was attributable to the change in product mix, marked by a decrease in the sales of slewing rings (which has a higher profit margin), despite there was an increase in the sales of brand new machineries and minerals (with a lower profit margin).

The Group’s principal business faced challenges posed by the keen competition in the market and economic uncertainties. The Directors are well aware of the importance for the Group to continue identifying new business opportunities. In early 2024, the Group decided to expand its product coverage in sourcing to include minerals and related products. Since the Transfer of Listing in September 2023, the Group’s customers have increasingly made enquiries on whether the Group could provide a wider scope of products, most notably in connection with excavation machineries used for mining. Our Group sees opportunities in the trading of minerals, and wishes to capture such business opportunity and synergies in broadening its business scope. It will also create more opportunities for the Group to sell more mechanical parts and components and machineries directly to the mine owners, thus strengthening the business and profitability of the Group. During the Reporting Period, the Group has established a network of supply of minerals excavated from such mines, for resale to customers of the Group.

憑藉逾15年的深厚行業根基，本集團展現卓越風險抵禦能力，其優勢建基於豐富的行業經驗、雄厚資本實力及海內外客戶群。於報告期間，本集團錄得收益114.6百萬港元及毛利26.3百萬港元。本集團於報告期間的整體表現較截至二零二三年十二月三十一日止年度（「二零二三財政年度」）有所下滑。於報告期間，本集團收益較二零二三財政年度的143.8百萬港元下降20.3%至114.6百萬港元。這主要歸因於i) 二零二四年全年香港及東南亞國家聯盟（東盟）地區市場需求持續下降，對收益造成負面影響。下將乃受經濟放緩、本地及全球經濟不明朗，以及建築活動低迷復甦乏力之影響。因此，我們生產或採購的迴轉支承、機械零部件銷售下降。機械銷售額下降亦由於銷售週期較預期長，以及多個客戶的新建設項目啟動延遲及現有建設項目竣工時間延遲；及ii) 毛利率下降乃歸因於產品組合變動，儘管利潤率較低的全新機械及礦物銷售額有所上升，但利潤率較高的迴轉支承的銷售下滑。

本集團主營業務面臨市場激烈競爭及經濟不確定性挑戰。董事會深知持續發掘新商機對本集團至關重要。二零二四年初，本集團決定將產品採購業務延伸至礦物及相關產品。自二零二三年九月轉板上市以來，本集團客戶對本集團能否拓寬產品範圍（尤其是有關用於採礦的挖掘機）的詢問日益增加。本集團從礦物貿易中看到機遇，並希望把握有關商機及協同效應以擴大其業務範圍。此舉亦將為本集團創造更多機會，直接向礦主銷售更多機械零部件及機械，從而鞏固本集團的業務基礎及盈利能力。於報告期間，本集團已建立自有關礦山開採的礦物供應網絡，以轉售予本集團客戶。

Management Discussion and Analysis

管理層討論及分析

Slewing rings

The Group manufactures slewing rings for local and overseas customers primarily on ODM, OEM and OBM basis. Meanwhile, the Group also sources slewing rings not manufactured by the Group for its customers. The Group's business leverages on its in-depth market knowledge and know-how accumulated through years of experience since the Group's inception. The Group is able to produce a diverse range of slewing rings for its customers. The Group can also manufacture slewing rings which have already ceased production for its customers.

Our business is primarily focused on manufacturing slewing rings for local and overseas customers on an ODM basis. Our ODM customers include companies engaged in the wholesale and trading of heavy duty machineries and their related parts and components. They re-sell the products supplied by the Group to end-users in the market. We work out the design as well as all technical specifications from start to finish for our ODM customers, based on their preliminary inputs. The products we sold are used to replace worn out slewing rings of existing machineries under usage, or for assembly of new machineries. In the case of slewing rings used for replacement purposes, we are able to customise our production process to manufacture slewing rings which have already ceased production to suit machineries which are not in production any more. Being in a position to produce slewing rings up to the premium standard under JIS is of significant importance to our ODM customers and this standard is hence applicable to our slewing rings sold to our customers on an ODM basis.

In addition, the Group manufactures for some overseas customers on an OEM basis. Our OEM customers include leading Japanese manufacturers of various machineries and equipments or their affiliates. Our OEM business involves the manufacture and sale of products based on customers' specifications and guidelines. In respect of our OEM customers, we are usually provided with technical drawings and we are not required to participate in the design of these products. Our OEM customers normally provide us with all specifications and standards they require and we have to strictly adhere to the standards required during the production process. Slewing rings so produced will be applied by our OEM customers directly on their heavy duty machineries. Most of our OEM customers are Japanese manufacturers or their affiliates, which require us to produce slewing rings in conformity to the JIS.

迴轉支承

本集團主要按ODM、OEM及OBM基準為本地及海外客戶製造迴轉支承。同時，本集團亦為其客戶採購非本集團製造的迴轉支承。本集團業務以其成立以來長年累積所得的深入市場知識及專業知識作為支持。本集團能夠為其客戶生產不同型號的迴轉支承。本集團亦可為其客戶生產已經停產的迴轉支承。

我們的業務重心主要為按ODM基準為本地及海外客戶製造迴轉支承。ODM客戶包括從事批發及買賣重型機械及相關零部件的公司，彼等將本集團供應的產品轉售予市場的終端用戶。我們根據ODM客戶的初步意見為彼等從頭到尾完成設計以及所有技術規格。我們出售的產品用於替換使用中的現有機器的已磨損迴轉支承，或用於組裝新機器。對於用作替換用途的迴轉支承，我們可以定制生產程序製造已經停產的迴轉支承，以適用於已停產的機器。能夠生產出符合日本工業標準的優質迴轉支承對ODM客戶而言相當重要，因此該標準適用於我們按ODM基準出售予客戶的迴轉支承。

此外，本集團按OEM基準為部分海外客戶製造產品。我們的OEM客戶包括多種機械及設備的日本頂尖製造商或其聯屬公司。我們的OEM業務包括基於客戶的規格及指示製造及銷售產品。就OEM客戶而言，我們通常獲提供技術圖則，毋須參與該等產品的設計。OEM客戶通常向我們提供其所需的全部規格及標準，我們須在生產過程中嚴格遵循所需的標準。以此生產的迴轉支承將直接由我們的OEM客戶應用於其重型機械。我們大多數OEM客戶均為日本製造商或其聯屬公司，彼等要求我們生產符合日本工業標準的迴轉支承。

Management Discussion and Analysis

管理層討論及分析

The Group also derives its revenue from the sales of our proprietary branded products under OBM basis. We sold our OBM products under our own brands to customers located in six locations including the PRC, Hong Kong, Taiwan, Malaysia, the Philippines, Thailand and USA. Our OBM customers are mainly wholesalers or traders. For slewing rings manufactured under the OBM basis, we are in-charge of the product packaging including its design. Similar to our ODM products, the level of our participation in the design of slewing rings so produced depends on whether our OBM customers will provide us with the technical details. The slewing rings sold to our OBM customers commonly adopt a quenching standard of JIS.

The Group sources slewing rings not manufactured by the Group for its customers. These slewing rings are mainly models which we do not manufacture currently as (i) they maybe of lower quality and their production may require raw materials which we do not have; or (ii) they are of small quantity and not commercially justifiable for us to spend efforts on product development for such small scale productions; or (iii) they are of sizes which we do not manufacture.

The Group has an international customer base and is able to produce slewing rings which on one hand conform to the JIS, and at the same time meet the requirements of both ODM and OBM customers. Because of the Group's edge over other suppliers, the Group attracted several new ODM customers which contributed to the increasing revenue of both the manufacturing and the sourcing business since 2021. These new customers included a nominated supplier of a theme park and resort in Hong Kong, which the Group sourced slewing rings for and delivered to the theme park as instructed by such nominated supplier and a subsidiary of a then listed company on the Singapore Exchange Limited which has been the Group's customer for over 10 years. Such group was principally engaged in the distribution of heavy machineries and diesel engine parts and has an international customer base. Furthermore, one of our largest customers has enlarged its customer base and increased the demand of our larger size slewing rings which led to the increase in our revenue and profits.

本集團亦在OBM基礎上從專有品牌產品的銷售中獲得收益。我們以自有品牌向位於包括中國、香港、台灣、馬來西亞、菲律賓、泰國及美國等六個地方的客戶銷售我們的OBM產品。我們的OBM客戶主要是批發商或貿易商。對於按OBM基準生產迴轉支承，我們負責產品包裝，包括設計。與ODM產品類似，我們在迴轉支承的設計參與度取決於OBM客戶是否會向我們提供技術細節。出售予OBM客戶的迴轉支承一般採用日本工業標準的淬火標準。

本集團為顧客採購並非由本集團生產的迴轉支承。該等迴轉支承主要是我們目前不生產的型號，原因為(i)其品質可能較低，且其生產可能需要我們沒有的原材料；或(ii)其數量較少，我們為此類小規模生產費力進行產品開發並非商業上合理的做法；或(iii)我們並無生產此尺寸的型號。

本集團具有國際客戶基礎，能夠生產符合日本工業標準又可滿足ODM及OBM客戶要求的迴轉支承。憑著本集團對其他供應商的優勢，本集團吸納數個新ODM客戶，彼等自二零二一年起為製造及採購業務持續貢獻收益。該等新增客戶包括香港一個主題公園及渡假村的獲提名供應商，本集團按該獲提名供應商的指示採購迴轉支承及運送至主題公園，以及一間當時於新加坡證券交易所上市的公司之附屬公司，已是本集團逾十年的現有客戶。該集團主要從事分銷重型機械及柴油機配件，並擁有國際客戶基礎。此外，我們的一名最大客戶已擴大其客戶基礎，並增加對較大尺寸的迴轉支承的需求，以致我們的收益及溢利增加。

Management Discussion and Analysis

管理層討論及分析

Mechanical parts and components

To implement our business strategy to expand our slewing rings business, we have utilised part of the net proceeds from the listing on GEM to acquire a number of new equipments which enabled us to expand our production capability to include manufacturing of mechanical parts and components such as sprocket, track shoes and rollers, which are commonly sought by our customers alongside our slewing rings. These mechanical parts and components are manufactured on ODM basis where our customers require mechanical parts and components to fulfil specific functions and specifications to suit their needs. The manufacturing of these mechanical parts and components requires production techniques and multiple production processes which are similar to the production of slewing rings. Depending on the quantities, our capabilities and availability of machines as well as marketing strategies, we may either fulfil customer's orders by procuring semi-finished parts and components for further manufacturing or sourcing the finished products from the market.

The expansion of our business into the sale of mechanical parts and components is complementary to our principal business of manufacturing and sales of slewing rings. It enables us to offer a comprehensive line of products to our customers which had further strengthened our business relationships with our customers, resulting in recurring purchase orders being placed with us. The mechanical parts and components we sourced were broad in range, including telescopic boom, clamshell, bolts, oil seal kits, etc. We sold over 10 different kinds of mechanical parts and components. Similar to slewing rings, these mechanical parts and components are consumable parts which require routine replacement over a period of usage.

機械零部件

為落實擴展迴轉支承業務的業務策略，我們已動用部分來自GEM上市的所得款項淨額，購置多台新的生產設備，使我們能夠擴大我們的產能，包括製造機械零部件，如鏈輪、履帶鞋和滾輪，這些都是我們的客戶普遍在採購我們的迴轉支承時一併採購的。此等機械零部件按ODM基準製造，而我們的客戶要求機械零部件達到特定的功能及規格，以符合彼等需要。製造該等機械零部件需要與我們生產迴轉支承相似的生產技術及多種生產工藝。視乎數量、我們的能力和機器的可用性以及營銷策略，我們可能通過採購半成品零部件用於進一步製造或從市場採購成品來滿足客戶的訂單。

我們將業務擴展至銷售機械零部件與我們製造及銷售迴轉支承的主要業務相輔相成。我們可藉此向我們的客戶提供全面的產品線，從而進一步加強我們與客戶的業務關係，由此向我們下達經常性採購訂單。我們採購的機械零部件範圍廣泛，包括伸縮臂、蛤殼狀挖泥器、螺栓及油封套件等。我們銷售了超過10種不同機械零部件。與迴轉支承類似，此等機械零部件是消耗品，使用一段時間後需要定期更換。

Management Discussion and Analysis 管理層討論及分析

Machineries

As a supplier of slewing rings under OEM basis to a leading machinery and parts supplier in Japan for over 10 years, we have developed a long term business relationship with this leading Japanese heavy duty machinery brand and are in a position to source excavators and heavy duty machineries directly from its affiliates. We have also developed a long term business relationship with a long established second-hand heavy equipment wholesaler, for over five years. To cater the needs of our customers, upon receiving their requests, we will source both brand new or used Japanese brand excavators for them for construction and/or mining purposes.

With the expansion of our customer and supplier base alongside our business operations over the years and as a supplier of slewing rings to a number of Japanese brand machinery manufacturers, we received requests from our customers from time to time when they were in need of other machineries such as pile drivers, trucks and wheel loaders. Depending on the availability of such products from our suppliers, we may procure these machineries for them on an ad-hoc basis.

On 1 November 2024, the Group entered into the agreement (the **“Purchase Frameworks Agreement”**) in relation to the purchase of heavy duty machineries from South Wing Machinery Company Limited (**“South Wing”**), which is a connected person of the Group. For details of the continuing connected transaction, please refer to the announcement of the Company published on 1 November 2024 and Report of the Directors of this report. Given South Wing has over 25 years of experience with vast and established connections in the sales of heavy duty machineries, as well as having acted as a distributor of brand new construction machineries from the brands of Sumitomo, IHI, Nippon Sharyo and Kubota for resale in the South-East Asia region, including in particular Hong Kong, Japan, South Korea and Singapore, the Group intends to mainly purchase brand new excavators and generators from South Wing. The Directors consider that the Purchase Framework Agreement will facilitate the Group to acquire a range of products for resale to the Group's customers, thus implementing the business development plan of broadening the range of products offered by the Group and diversifying the suppliers network.

機械

我們成為日本領先的機械和零件（按ODM基準）供應商已逾10年，與該日本領先的重型機械品牌已建立長期的業務關係，並且能夠直接向其聯屬公司採購挖掘機及重型機械。我們亦與歷史悠久的二手重型設備批發商發展長期業務關係已逾5年。為滿足客戶的需求，我們在收到客戶要求後，將為客戶採購全新或二手日本品牌挖掘機以供建築及／或採礦用途。

多年來，我們的客戶及供應商基礎隨著業務營運而擴大，而且作為多個日本品牌機械製造商的迴轉支承供應商，我們不時接獲客戶在需要其他機械（如打樁機、卡車及輪式裝載機）時提出的要求。視乎我們的供應商對該等產品的供應情況，我們可能按特定情況為彼等採購該等機械。

於二零二四年十一月一日，本集團就自南榮機械有限公司（「南榮」，為本集團的關連人士）採購重型機械訂立協議（「採購框架協議」）。有關持續關連交易的詳情，請參閱本公司於二零二四年十一月一日刊發的公告及本報告之董事會報告。鑑於南榮在重型機械銷售擁有超過25年的經驗，並建立廣闊網絡與良好關係，同時為住友商事、IHI、Nippon Sharyo及Kubota等品牌全新工程機械在東南亞地區（尤其包括香港、日本、南韓及新加坡）轉售的分銷商，本集團計劃主要向南榮採購全新挖掘機及發電機。董事認為，採購框架協議將促進本集團收購一系列產品以轉售予本集團客戶，從而落實本集團擴闊產品種類及多元化拓展供應商網絡的業務發展計劃。

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FINANCIAL REVIEW

REVENUE

The Group's revenue decreased by 20.3% to HK\$114.6 million for the Reporting Period, as compared to HK\$143.8 million for FY2023.

The following table sets forth the breakdown of quantities of products sold under different segments for the years ended 31 December 2024 and 2023:

財務回顧

收益

本集團於報告期間的收益下降20.3%至114.6百萬港元，而二零二三財政年度則為143.8百萬港元。

下表列載截至二零二四年及二零二三年十二月三十一日止年度不同分部產品的銷量明細：

		For the year ended 31 December 截至十二月三十一日止年度					
		2024 二零二四年		2023 二零二三年		+ / (-)	
		Sets 套	(%) (%)	Sets 套	(%) (%)	Sets 套	(%) (%)
Revenue	收益						
Slewing rings	迴轉支承						
— ODM	— ODM	1,758	2.0	4,043	9.3	(2,285)	(56.5)
— OEM	— OEM	173	0.2	86	0.2	87	101.2
— OBM	— OBM	126	0.1	147	0.3	(21)	(14.3)
— Others	— 其他支承	330	0.4	4,816	11.1	(4,486)	(93.1)
		2,387	2.7	9,092	20.9	(6,705)	(73.7)
Mechanical parts and components	機械零部件						
— ODM	— ODM	25,085	27.9	5,417	12.5	19,668	363.1
— Others	— 其他	62,194	69.3	28,768	66.4	33,426	116.2
		87,279	97.2	34,185	78.9	53,094	155.3
Machineries	機械						
— Machineries	— 機械	109	0.1	69	0.2	40	58.0
		109	0.1	69	0.2	40	58.0
Total	總計	89,775	100.0	43,346	100.0	46,429	107.1

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管理層討論及分析

		For the year ended 31 December 截至十二月三十一日止年度					
		2024 二零二四年		2023 二零二三年		+ / (-)	
		Tonnes'000 千噸	(%) (%)	Tonnes'000 千噸	(%) (%)	Tonnes'000 千噸	(%) (%)
Minerals	礦物						
— NICKEL ORE	— 鎳礦	211	100	-	-	211	N/A 不適用
Total	總計	211	100	-	-	211	N/A 不適用

The following table sets forth the breakdown of our revenue by product segments for the years ended 31 December 2024 and 2023:

下表列載截至二零二四年及二零二三年十二月三十一日止年度按產品分部劃分的收益明細：

		For the year ended 31 December 截至十二月三十一日止年度					
		2024 二零二四年		2023 二零二三年		+ / (-)	
		HK\$'000 千港元	(%) (%)	HK\$'000 千港元	(%) (%)	HK\$'000 千港元	(%) (%)
Revenue	收益						
Slewing rings	迴轉支承						
— ODM	— ODM	23,629	20.6	56,718	39.5	(33,089)	(58.3)
— OEM	— OEM	353	0.3	276	0.2	77	27.9
— OBM	— OBM	2,039	1.8	2,325	1.6	(286)	(12.3)
— Others	— 其他支承	1,040	0.9	10,983	7.6	(9,943)	(90.5)
		27,061	23.6	70,302	48.9	(43,241)	(61.5)
Mechanical parts and components	機械零部件						
— ODM	— ODM	5,321	4.6	6,641	4.6	(1,320)	(19.9)
— Others	— 其他	10,989	9.6	16,972	11.8	(5,983)	(35.3)
		16,310	14.2	23,613	16.4	(7,303)	(30.9)
Machineries	機械						
— Machineries	— 機械	46,878	40.9	49,864	34.7	(2,986)	(6.0)
		46,878	40.9	49,864	34.7	(2,986)	(6.0)
Minerals	礦物						
— NICKEL ORE	— 鎳礦	24,395	21.3	-	-	24,395	N/A 不適用
		24,395	21.3	-	-	24,395	N/A 不適用
Total	總計	114,644	100.0	143,779	100.0	(29,135)	(20.3)

Management Discussion and Analysis

管理層討論及分析

Slewing rings

The Group manufactures slewing rings for local and overseas customers primarily on ODM, OEM and OBM basis, and sources slewing rings not manufactured by the Group for its customers. Revenue from slewing rings decreased by approximately HK\$43.2 million from HK\$70.3 million to HK\$27.1 million for the Reporting Period, as compared to FY2023, representing a decrease of 61.5%.

The decrease in revenue was mainly attributed to the decrease of sales of slewing rings in the ODM and sourcing business, of approximately HK\$33.1 million and HK\$9.9 million, respectively, while the revenue generated in the sales of slewing rings under OEM basis remained stable. The decrease in ODM business was caused by a decline in the sales of products to Japan and the Association of Southeast Asian Nations (ASEAN) region by approximately HK\$31.0 million during the Reporting Period. Despite strong tourism activity from many countries, the downturn in manufacturing, construction, mining and property market caused by high interest rates and impact from tight monetary policy, led to the drop in the sales of ODM products by 2,285 units, and the total number of ODM customers decreased from 23 in FY2023 to 21 during the Reporting Period.

The revenue generated through the slewing rings that we sourced for our customers decreased by approximately HK\$9.9 million, or 90.5%, from approximately HK\$11.0 million for FY2023 to approximately HK\$1.0 million for the Reporting Period, which was mainly due to the slow down in the demand of slewing rings from the local market and the switch from sourcing slewing rings from us to directly ordering slewing rings manufactured by us, as the slewing rings manufactured by us were of a very high quality which surpassed the quality of the slewing rings sourced by us.

The sales of slewing rings accounted for approximately 23.6% and 48.9% of our total revenue for the Reporting Period and FY2023, respectively, and approximately 50.7% and 65.2% of the Group's total gross profit for the Reporting Period and FY2023, respectively. The overall quantities of the slewing rings sold during the Reporting Period decreased by 6,705 units, representing a decrease of 73.7% as compared to FY2023.

迴轉支承

本集團主要按ODM、OEM及OBM基準為本地及海外客戶製造迴轉支承及為客戶採購並非由本集團製造的回轉支承。與二零二三財政年度相比，迴轉支承收益由70.3百萬港元減少約43.2百萬港元至報告期間的27.1百萬港元，減幅為61.5%。

收益減少主要歸因於ODM及採購業務的迴轉支承銷售額分別減少約33.1百萬港元及9.9百萬港元，而按OEM基準銷售迴轉支承產生的收益則維持穩定。ODM業務減少乃由於報告期間向日本及東南亞國家聯盟（東盟）地區銷售的產品減少約31.0百萬港元。儘管許多國家的旅遊活動強勁，惟由於高利率及貨幣政策收緊的影響導致製造、建築、採礦及房地產市場不景氣，進而導致ODM產品銷售數量減少2,285台，而ODM客戶總數則由二零二三財政年度的23名減少至報告期間的21名。

我們為客戶採購的迴轉支承所產生的收益由二零二三財政年度的約11.0百萬港元減少約9.9百萬港元或90.5%至報告期間的約1.0百萬港元，主要由於本地市場對迴轉支承的需求放緩，以及因我們的自產迴轉支承品質高，超過我們採購的迴轉支承的品質，使得自我們採購迴轉支承轉為直接訂購我們製造的迴轉支承所致。

迴轉支承的銷售額分別佔報告期間及二零二三年財政年度總收益約23.6%及48.9%，並分別佔報告期間及二零二三財政年度本集團毛利總額約50.7%及65.2%。於報告期間，已售的迴轉支承總數量減少6,705台，較二零二三財政年度減少73.7%。

Management Discussion and Analysis

管理層討論及分析

Mechanical parts and components

The Group manufactures and sources mechanical parts and components for customers. Such machineries and mechanical parts and components included but not limited to excavators and undercarriage parts such as track chains, rollers and track shoes. It complements the main line of our business which enables our customers to enjoy a comprehensive line of products. Revenue from the mechanical parts and components decreased by approximately 30.9% year-on-year or HK\$7.3 million, from HK\$23.6 million for FY2023 to HK\$16.3 million for the Reporting Period.

The decrease in revenue was mainly attributed to the decrease of sales in sourcing business, of approximately HK\$6.0 million. The decrease in revenue of sourcing mechanical parts was mainly attributable to the decline in the sales to customers in the Philippines, as the customers in Philippines are mainly contractors. Caused by decline in the construction and mining business, it led to a decline in the need of mechanical parts and components for machineries used in the construction and mining sites. The construction and mining activities in the Philippines were adversely affected by strong rains and winds as the rainy season started early in 2024. The revenue from the sourcing of mechanical parts and components to the Filipino market dropped to approximately HK\$4.1 million for the Reporting Period, as compared to HK\$11.6 million for FY2023, respectively.

The revenue from the sales of mechanical parts and components on ODM basis amounted to approximately HK\$5.3 million and HK\$6.6 million for the Reporting Period and FY2023, respectively. The drop in revenue for ODM mechanical parts was mainly attributable to the decrease in the order from the customers in Singapore. Most of the mechanical parts imported into Singapore are eventually re-exported to other regions such as the U.S. and Malaysia etc.

The sales for the mechanical parts and components accounted for approximately 14.2% and 16.4% of the total revenue of the Group for the Reporting Period and FY2023, respectively, and amounting to approximately 21.2% and 12.8% of the Group's total gross profit for the Reporting Period and FY2023, respectively.

機械零部件

本集團為客戶生產及採購機械零部件。該等機械及機械零部件包括但不限於挖掘機及底盤部件，如履帶鏈、滾軸及履帶板。其輔助主要業務分支，讓客戶可享有全面的產品線。機械零部件的收益由二零二三財政年度的23.6百萬港元同比減少約30.9%或7.3百萬港元至報告期間的16.3百萬港元。

收益減少主要歸因於採購業務的銷售額減少約6.0百萬港元。採購機械零件的收益減少主要歸因於向菲律賓客戶作出的銷售額減少，原因為該等菲律賓客戶主要為承包商。由於建築及採礦業務減少，導致用於建築地盤及採礦場的機械中的機械零部件需求減少。由於雨季於二零二四年提早開始，菲律賓的建築及採礦活動受到狂風暴雨的不利影響。於報告期間，向菲律賓市場採購機械零部件的收益下降至約4.1百萬港元，而二零二三財政年度為11.6百萬港元。

按ODM基準銷售機械零部件收益於報告期間及二零二三財政年度分別約為5.3百萬港元及6.6百萬港元。ODM機械零件的收益下降主要歸因於新加坡客戶的訂單減少。大部分進口至新加坡的機械零件最終會被重新出口至其他地區，如美國及歐洲等。

機械零部件銷售額分別佔報告期間及二零二三財政年度本集團總收益約14.2%及16.4%，並分別佔報告期間及二零二三財政年度本集團毛利總額約21.2%及12.8%。

Management Discussion and Analysis

管理層討論及分析

Machineries

We source heavy duty machineries, which are mainly excavators, for our customers. Our revenue from the sales of machineries amounted to approximately HK\$46.9 million and HK\$49.9 million for the Reporting Period and FY2023, respectively. The revenue from such sales decreased by approximately HK\$3.0 million or 6.0% from HK\$49.9 million to HK\$46.9 million for FY2023 and the Reporting Period, respectively.

The decline of revenue of used machineries was mainly attributed to the longer-than expected sales cycles and the postponement in the commencement of new construction projects and completion of the existing construction projects experienced by a number of our customers, including but not limited to the projects concerning the third runway of the Hong Kong International Airport. The decrease in revenue generated from the Philippines and Hong Kong region was also attributed to the drop in sales of the other machineries, which amounted to HK\$5.5 million in FY2023, such as articulated haulers and bulldozer, which bear a high sale price per unit from a Hong Kong construction contractor and a Philippines construction contractor, respectively, when we did not have such sales during the Reporting Period.

On the other hand, despite that the decline in the orders placed by contractor customers in Hong Kong, with the sales in used machineries including excavators and other machineries amounted to HK\$7.3 million during the Reporting Period as compared to HK\$13.0 million in FY2023, offsetted by the increase in the sales in new machineries which amounted to HK\$19.7 million during the Reporting Period as compared to HK\$10.3 million in FY2023 in the Hong Kong region.

The sales of new machineries that we sourced for our customers increased by approximately HK\$9.4 million, or 91.3%, from approximately HK\$10.3 million for FY2023 to approximately HK\$19.7 million for the Reporting Period. During 2024, we were able to purchase heavy duty machineries from South Wing, a connected person of the Group. The sales raised from the purchase of new excavators of the Sumitomo brand amounted to approximately HK\$15.1 million for a customer which is a construction contractor responsible for an industrial landfill construction project in Hong Kong. Nevertheless, the gross profit margin from the sales of machineries decreased from 26.7% in FY2023 to 10.4% during the Reporting Period. The decrease in gross profit margin was attributed to the much lower profit margin in the sales of new machineries when compared with the sales of used machineries.

The sales of machineries accounted for approximately 40.9% and 34.7% of our total revenue for the Reporting Period and FY2023, respectively, and approximately 18.6% and 21.9% of the Group's total gross profit for the Reporting Period and FY2023, respectively.

機械

我們為客戶採購重型機械，主要為挖掘機。於報告期間及二零二三財政年度，我們銷售機械的收益分別約為46.9百萬港元及49.9百萬港元。於二零二三財政年度及報告期間，有關銷售的收益分別由49.9百萬港元減少3.0百萬港元或約6.0%至46.9百萬港元。

舊機器收益下降主要歸因於多名客戶遭遇較預期長的銷售周期，以及新建築項目開工及現有建築項目竣工時間延後的情況，包括但不限於有關香港國際機場第三條跑道的項目。菲律賓及香港地區產生的收益減少亦歸因於其他機械的銷售額減少，於二零二三財政年度為5.5百萬港元，例如分別來自香港一間建築承建商及一間菲律賓承建商的銲接式運輸車及推土機，該運輸車單位售價高，而於報告期間我們並無該等銷售。

另一方面，儘管香港承包商客戶下達的訂單減少，於報告期間舊機械（包括挖掘機及其他機械）銷售額為7.3百萬港元，而二零二三財政年度則為13.0百萬港元，被報告期間新機械銷售額較二零二三財政年度10.3百萬港元增加19.7百萬港元所抵銷。

我們為客戶採購的新機械的銷售額由二零二三財政年度的約10.3百萬港元增加約9.4百萬港元，或91.3%至報告期間的約19.7百萬港元。於二零二四年，我們得以從本集團的關連人士南榮採購重型機械。向一名負責香港一個工業堆填區建設項目的建築承建商採購住友品牌的全新挖掘機所籌得的銷售額約為15.1百萬港元。儘管如此，機械銷售的毛利率從二零二三財政年度的26.7%下降至報告期間的10.4%。毛利率下降乃由於銷售新機器的利潤率遠低於銷售舊機器的利潤率。

機械銷售額分別佔報告期間及二零二三財政年度我們總收益約40.9%及34.7%，並分別佔報告期間及二零二三年財政年度本集團毛利總額約18.6%及21.9%。

Management Discussion and Analysis

管理層討論及分析

Minerals

In the beginning of 2024, the Group decided to expand its products coverage in sourcing to include minerals and related products. Since the Transfer of Listing, the Group's customers have increasingly made enquiries on whether the Group could provide a wider scope of products, most notably in connection with the excavation machineries used for mining. The Group sees opportunities in the trading of minerals, and wishes to capture such business opportunity and synergies in broadening its business scope. It will also create more opportunities for the Group to sell more mechanical parts and components and machineries directly to the mine owners, thus strengthening the business base and profitability of the Group. During the Reporting Period, the Group has established a network of supply of minerals excavated from such mines, for resale to customers of the Group.

Our revenue from sales of minerals amounted to approximately HK\$24.4 million and nil for the Reporting Period and FY2023, respectively. During the Reporting Period, the Group had negotiations with several mine owners based in the Southeast Asia region and we were able to secure the purchase of minerals excavated from such mines for resale to our customers. The minerals we sold during the Reporting Period included nickel ore, a natural mineral which is extensively used in alloying – particularly with chromium and other metals to produce stainless and heat-resisting steel.

The minerals accounted for approximately 21.3% and nil in the total revenue of the Group for the Reporting Period and FY2023, respectively, amounting to approximately 9.5% and nil% of the Group's total gross profit for the Reporting Period and FY2023, respectively.

礦物

於二零二四年初，本集團決定將產品採購業務延伸至礦物及相關產品。自轉板上市以來，本集團客戶對本集團能否拓寬產品範圍（尤其是有關用於採礦的挖掘機）的詢問日益增加。本集團從礦物貿易中看到機遇，並希望把握有關商機及協同效應以擴大其業務範圍。此舉亦將為本集團創造更多機會，直接向礦主銷售更多機械零部件及機械，從而鞏固本集團的業務基礎及盈利能力。於報告期間，本集團已建立自有關礦山開採的礦物供應網絡，以轉售予本集團客戶。

於報告期間及二零二三財政年度，我們銷售礦物的收益分別約為24.4百萬港元及零。於報告期間，本集團與位於東南亞地區的多名礦主進行磋商，並能夠購買自有關礦山開採的礦物，從而轉售予客戶。我們於報告期間出售的礦物包括鎳礦，指廣泛用於合金化的天然礦物 – 尤其是與鉻及其他金屬一併製成不銹鋼及耐熱鋼。

礦物分別佔報告期間及二零二三財政年度本集團總收益約21.3%及零，並分別佔報告期間及二零二三財政年度本集團毛利總額約9.5%及0%。

Management Discussion and Analysis

管理層討論及分析

Geographical location

The following table sets forth a breakdown of our revenue by geographical location of our customers for the Reporting Period and FY2023:

地理位置

下表列載報告期間及二零二三財政年度按客戶地理位置劃分的收益明細：

		For the year ended 31 December 截至十二月三十一日止年度					
		2024 二零二四年		2023 二零二三年		+ / (-)	
		HK\$'000 千港元	(%)	HK\$'000 千港元	(%)	HK\$'000 千港元	(%)
Hong Kong	香港	59,402	51.8	32,204	22.4	27,198	84.5
The Philippines	菲律賓	22,978	20.0	33,637	23.4	(10,659)	(31.7)
Singapore	新加坡	19,200	16.7	44,043	30.6	(24,843)	(56.4)
The PRC	中國	4,785	4.2	4,261	3.0	524	12.3
							N/A
The USA	美國	2,279	1.9	-	0.0	2,279	不適用
Malaysia	馬來西亞	2,174	1.9	18,906	13.1	(16,732)	(88.5)
Vietnam	越南	1,796	1.6	1,670	1.2	126	7.5
Canada	加拿大	1,142	1.0	590	0.4	552	93.6
Taiwan	台灣	311	0.3	4,326	3.0	(4,015)	(92.8)
Japan	日本	188	0.2	3,974	2.8	(3,786)	(95.3)
New Zealand	新西蘭	185	0.2	31	0.0	154	496.8
Others (Note)	其他 (附註)	204	0.2	137	0.1	67	48.9
		114,644	100.0	143,779	100.0	(29,135)	(20.3)

Note: Others include Ireland and Thailand

附註：其他包括愛爾蘭及泰國。

Association of Southeast Asian Nations (ASEAN) countries continue to be the key market for the Group, especially the Singaporean, the Filipino and Malaysian markets where the Group has footprints for over 10 years. Singapore, as an international trading centre with well-established networking is experiencing rapid urbanisation and there is a growing demand for smart machinery. Similarly, Malaysia also serves as an entreport in Southeast Asia. Most of the slewing rings and mechanical parts imported into Singapore and Malaysia are eventually re-exported to other regions such as the U.S, Europe, the Middle East, etc. We have built a strong foundation with customers in these countries. At the same time, the traditional demand for natural resources from forestry and mining activities for construction and heavy equipments also benefited our Group. Furthermore, construction machinery production in the Philippines has grown in recent years, along with the country serving as an entrepot in re-exporting the slewing rings to other economies.

東南亞國家聯盟（「東盟」）的國家仍然為本集團的主要市場，尤其是新加坡、菲律賓及馬來西亞市場，本集團於該等市場已立足超過十年。新加坡作為一個擁有完善網絡的國際貿易中心，正在經歷快速的城市化進程，對智能機械的需求與日俱增。同樣，馬來西亞亦為東南亞的轉口港。新加坡及馬來西亞進口的大部分迴轉支承及機械部件最終轉口至美國、歐洲、中東等其他地區。我們已與該等國家的客戶建立穩固基礎。同時，建築及重型設備對來自林業及採礦活動的天然資源的傳統需求亦有利於本集團。此外，菲律賓的建築機械生產近年來有所增長，此外，菲律賓為向其他經濟體轉口迴轉支承的轉口港。

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The lack of momentum for economic recovery in certain countries, compounded by the looming shadow of high interest rates, posed challenges to the global business environment. The global growth is expected to be less than moderate before recovering gradually at a slow pace in the second half of 2024. The decrease in revenue was attributed from Japan and other major countries in the ASEAN region and the sales to customers of the region decreased by approximately HK\$55.9 million from HK\$102.2 million in FY2023 to HK\$46.3 million during the Reporting Period. Despite strong tourism activity from many countries, the downturn in manufacturing, construction, mining and property market were affected by high interest rates and impact from tight monetary policy, leading to the decrease in revenue mainly in ODM business.

As the customers in the Philippines and Malaysia are mainly contractors and wholesalers, because of the decline in the construction, forestry and mining businesses, it led to a decline in the need for mechanical parts and components for machineries used in construction, resources and mining sites. The construction and mining activities in Philippines were adversely affected by strong rains and winds as the rainy season started early in 2024. The revenue generated from the Filipino and Malaysian markets decreased from HK\$33.6 million and HK\$18.9 million for FY2023, by approximately 31.7% and 88.5% or HK\$10.6 million and HK\$16.7 million to HK\$23.0 million and HK\$2.2 million for the Reporting Period, respectively.

The Singaporean market has been one of the Group's largest markets for years, with two customers out of our top 10 customers being located in Singapore. They are mostly traders and wholesalers, when most of our slewing rings were sold onward to other countries such as the United States and the Netherlands through these customers. The manufacturing sectors in Netherlands and other European markets suffered contraction and weak performance in 2024. This downturn was driven by a sharp decline in new orders, particularly from international markets, with export orders falling at a fast rate over the year, largely due to reduced demand from other countries in the European market. Revenue generated from the Singaporean market decreased from approximately HK\$44.0 million for FY2023 by approximately 56.4% or HK\$24.8 million to HK\$19.2 million for the Reporting Period. The decrease was mainly attributed to a significant drop in the placement of orders for slewing rings we sourced for one of the major customers in Singapore by HK\$8.8 million and at the same time, as well as the drop in the sales of slewing rings manufactured by us of HK\$15.0 million.

部分國家經濟復甦缺乏動力，加上高利率的陰影持續籠罩，對全球營商環境構成挑戰。預期全球增長於二零二四年下半年以緩慢的速度逐漸回升，之後會維持低於中等水平。收益減少乃由於日本及東盟地區的其他主要國家，向該地區客戶的銷售額由二零二三財政年度的102.2百萬港元減少約55.9百萬港元至報告期間的46.3百萬港元。儘管諸多國家的旅遊業活動強勁，但製造、建築、採礦及物業市場受高利率及緊縮貨幣政策影響而不景氣，導致主要來自ODM業務的收益減少。

由於菲律賓及馬來西亞的客戶主要為承建商及批發商，由於建築、林業及採礦業務減少，導致建築、資源及採礦工地所用機器的機械零部件需求下降。由於雨季於二零二四年提早開始，菲律賓的建築及採礦活動受到強風暴雨的不利影響。於報告期間，來自菲律賓及馬來西亞市場的收入分別由二零二三財政年度的33.6百萬港元及18.9百萬港元減少約31.7%及88.5%或10.6百萬港元及16.7百萬港元至23.0百萬港元及2.2百萬港元。

新加坡市場多年來一直為本集團的最大市場，前10大客戶中有兩家位於新加坡。其大多數為貿易商及批發商，而我們的大部分迴轉支承均透過該等客戶繼續售往美國及荷蘭等其他國家。荷蘭及其他歐洲市場的製造業於二零二四年出現萎縮，表現疲弱。該下滑乃由於新訂單大幅減少（尤其是來自國際市場的訂單），其中出口訂單一年多以來快速下降，主要是由於歐洲市場其他國家的需求減少所致。來自新加坡市場的收入由二零二三財政年度的約44.0百萬港元減少約56.4%或24.8百萬港元至報告期間的19.2百萬港元。該減少主要是由於我們為新加坡其中一個主要客戶採購迴轉支承的訂單減少8.8百萬港元，同時我們製造的迴轉支承的銷售額減少15.0百萬港元。

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The depreciation of the Japanese currency against other major currencies had a serious impact on import activities. The revenue generated from the Japanese market, because of the currency situation decreased from approximately HK\$4.0 million for FY2023 by approximately 95.3% or HK\$3.8 million to HK\$0.2 million for the Reporting Period.

The Group is well aware of the importance for the Group to continue identifying new business opportunities. Revenue generated from the local markets including Hong Kong and the PRC increased in aggregate, from approximately HK\$36.5 million for FY2023 to approximately HK\$64.2 million for the Reporting Period, which was mainly attributable to (i) the increase in sales of minerals amounted to approximately HK\$24.4 million and nil for the Reporting Period and FY2023, respectively and (ii) the increase in sales of new machineries of approximately HK\$9.4 million (which was mainly due to the sourcing from South Wing) for the Reporting Period.

COST OF SALES

The following table sets out the breakdown of our costs of sales for the years ended 31 December 2024 and 2023:

日圓兌其他主要貨幣的貶值對進口活動造成嚴重影響。受貨幣形勢影響，來自日本市場的收益由二零二三財政年度的約4.0百萬港元減少約95.3%或3.8百萬港元至報告期間的0.2百萬港元。

本集團深知繼續發掘新商機對本集團至關重要。來自本地市場（包括香港及中國）的收益合共由二零二三財政年度的約36.5百萬港元增加至報告期間的約64.2百萬港元，主要是由於(i)報告期間及二零二三財政年度礦物銷售額分別增加約24.4百萬港元及零及(ii)於報告期間新機器（主要由於自南榮採購）銷售額增加約9.4百萬港元。

銷售成本

下表列載截至二零二四年及二零二三年十二月三十一日止年度的銷售成本明細：

		For the year ended 31 December 截至十二月三十一日止年度					
		2024 二零二四年		2023 二零二三年		+ / (-)	
		HK\$'000 千港元	(%)	HK\$'000 千港元	(%)	HK\$'000 千港元	(%)
Cost of sales	銷售成本						
Cost of inventories and consumables	存貨及消耗品成本	77,993	88.3	71,809	86.5	6,184	8.6
Depreciation	折舊	2,859	3.2	2,076	2.5	783	37.7
Overheads	間接成本	2,494	2.8	2,750	3.3	(256)	(9.3)
Direct labour costs	直接勞工成本	5,029	5.7	6,355	7.7	(1,326)	(20.9)
Total	總計	88,375	100.0	82,990	100.0	5,385	6.5

The cost of sales primarily consists of costs of inventories and consumables, depreciation on plant and machinery, overheads and direct labour costs relating to its production. The Group's cost of sales increased from approximately HK\$83.0 million for FY2023 by approximately 6.5% or HK\$5.4 million to HK\$88.4 million for the Reporting Period, which was primarily due to the change in product mix, marked by a decrease in the sales of slewing rings (which incurred lower cost of sales), despite there was an increase in the sales of brand new machineries and minerals (which incurred higher cost of sales).

銷售成本主要包括存貨及消耗品成本、廠房及機械折舊、與生產有關的間接成本及直接勞工成本。本集團的銷售成本由二零二三財政年度的約83.0百萬港元增加約6.5%或5.4百萬港元至報告期間的88.4百萬港元，主要由於產品組合變動所致，儘管全新機械及礦物（產生的銷售成本增加）銷售有所增加，惟迴轉支承（產生的銷售成本減少）銷售減少。

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ADMINISTRATIVE EXPENSES

The administrative expenses of the Group decreased from HK\$30.7 million for FY2023 by approximately 43.0% or HK\$13.2 million to approximately HK\$17.5 million for the Reporting Period. Such decrease was attributed to a decrease in donation fee of approximately HK\$3.0 million, a decrease in listing expenses related to the Transfer of Listing of approximately HK\$12.4 million, offsetted by the increase in depreciation charges of approximately HK\$0.3 million, an increase in salaries of approximately HK\$1.3 million, and a net increase in other administrative expenses of approximately HK\$0.6 million, as compared to FY2023. Other administrative expenses mainly represent the provision for auditor's remuneration and the legal and professional fees, which assisted the Group to enhance its corporate governance and compliance aspects.

PROFIT ATTRIBUTABLE TO SHAREHOLDERS OF THE COMPANY

Profit attributable to equity holders of the Company was approximately HK\$6.3 million for the Reporting Period, as compared to approximately HK\$22.0 million for FY2023. Excluding the non-recurring listing expenses related to the Transfer of Listing of approximately HK\$12.4 million and donation of HK\$3.0 million, being charged to the condensed consolidated statement of comprehensive income for FY2023, profit attributable to Shareholders would have been approximately HK\$37.4 million for FY2023.

LIQUIDITY AND FINANCIAL RESOURCES

The Group has financed its business with internally generated cash flows and proceeds received from the Listing. As at 31 December 2024, the Group's cash and cash equivalents and pledged bank deposit were HK\$74.6 million, increased by approximately 24.3% or HK\$14.6 million, as compared with HK\$60.0 million as at 31 December 2023. The increase was mainly attributable to profit generated and net off by dividend paid during the Reporting Period. Bank deposits and cash were principally denominated in Hong Kong dollars, United States dollars, Japanese Yen and Renminbi. The Group will continue to use the internally generated cash flows as a source of funding for future developments.

行政開支

本集團的行政開支由二零二三財政年度的30.7百萬港元減少約43.0%或13.2百萬港元至報告期間的約17.5百萬港元。有關減幅乃歸因於捐贈費用減少約3.0百萬港元、有關轉板的上市開支減少約12.4百萬港元，被折舊費用增加約0.3百萬港元、工資增加約1.3百萬港元抵銷，而與二零二三財政年度相比，其他行政開支淨增加約0.6百萬港元。其他行政開支主要指核數師薪酬及法律及專業費用撥備，其協助本集團加強企業管治及合規層面。

本公司股東應佔溢利

於報告期間，本公司權益持有人應佔溢利約為6.3百萬港元，而二零二三財政年度則約為22.0百萬港元。剔除有關轉板上市的非經常性上市開支約12.4百萬港元及捐款3.0百萬港元（該筆款項於二零二三財政年度之簡明綜合全面收益表內扣除），於二零二三財政年度，股東應佔溢利為約37.4百萬港元。

流動資金及財務資源

本集團以內部產生現金流及從上市收取的所得款項為其業務提供資金。於二零二四年十二月三十一日，本集團的現金及現金等價物以及已抵押銀行存款為74.6百萬港元，較二零二三年十二月三十一日的60.0百萬港元增加約24.3%或14.6百萬港元。增幅乃主要由於產生的溢利，被報告期間已付股息抵銷。銀行存款及現金主要以港元、美元、日圓及人民幣計值。本集團將繼續以內部產生現金流及從上市收取的所得款項作為未來發展的資金來源。

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As at 31 December 2024, the Group's total current assets and current liabilities were approximately HK\$145.1 million (as at 31 December 2023: HK\$140.0 million) and HK\$30.4 million (as at 31 December 2023: HK\$17.0 million) respectively, representing a current ratio of 4.8 times (as at 31 December 2023: 8.2 times). As at 31 December 2024, the Group had bank borrowings of approximately HK\$9.9 million (31 December 2023: HK\$8.1 million) and the gearing ratio of the Group was 9.3% (as at 31 December 2023: 5.7%). The gearing ratio was calculated by dividing total debt by total equity. Total debt is defined as bank borrowings and lease liabilities by the Group.

CAPITAL STRUCTURE

Share Subdivision

On 17 May 2024, the Shareholders in the annual general meeting of the Company approved the Share Subdivision of which each issued and unissued existing ordinary share of a par value of HK \$0.01 each in the share capital of the Company was subdivided into two ordinary shares of a par value of HK0.005 each in the share capital of the Company. Upon the Share Subdivision became effective, 800,000,000 Subdivided Shares are in issue and fully paid or credited as fully paid. The authorised share capital of the Company has become HK\$100,000,000 divided into 20,000,000,000 Subdivided Shares of par value of HK\$0.005 each. Details are set out in the Company's circular dated 15 April 2024. The Share Subdivision became effective on 21 May 2024.

As at 31 December 2024, the share capital of the Group comprised only ordinary shares. The capital structure of the Group mainly consisted of bank borrowings, obligations under finance leases and equity attributable to owners of the Group, comprising issued share capital, share premium, retained profits and other reserves.

USE OF NET PROCEEDS FROM THE LISTING ON GEM

On 15 November 2019, the Company issued a total of 100,000,000 shares by way of Hong Kong public offering and placing at a price of HK\$0.55 per share (the "Share Offer"), and successfully listed its shares on GEM of the Stock Exchange (the "Listing"). The net proceeds of the Share Offer received by the Company in relation to the Listing after the deduction of underwriting fees and commissions and all related expenses were approximately HK\$28.4 million. Pursuant to the announcement dated 9 September 2020 issued by the Company (the "Announcement"), the Board announced and resolved to change the use of the net proceeds as set out in the prospectus. As at the announcement date, the Directors considered that these proceeds had been applied in accordance with the proposed application set out in the section headed "Future Plans and Proposed Use of Proceeds" in the prospectus of the Company dated 31 October 2019 (the "Prospectus") and as amended in the Announcement.

於二零二四年十二月三十一日，本集團的流動資產及流動負債總額分別約為145.1百萬港元（於二零二三年十二月三十一日：140.0百萬港元）及30.4百萬港元（於二零二三年十二月三十一日：17.0百萬港元），流動比率為4.8倍（於二零二三年十二月三十一日：8.2倍）。於二零二四年十二月三十一日，本集團的銀行借款約9.9百萬港元（於二零二三年十二月三十一日：8.1百萬港元），本集團的資產負債比率為9.3%（於二零二三年十二月三十一日：5.7%）。資產負債比率按債務總額除以權益總額計算。債務總額界定為本集團的銀行借款及租賃負債。

資本架構

股份拆細

於二零二四年五月十七日，股東於本公司股東週年大會上批准股份拆細，其中本公司股本中每股面值0.01港元的已發行及未發行現有普通股被拆細為本公司股本中每股面值0.005港元的兩股普通股份。股份拆細生效後，發行800,000,000股拆細股份並已繳足或入賬列作繳足。本公司的法定股本已變為100,000,000港元，分為20,000,000,000股每股面值0.005港元的拆細股份。詳情載於本公司日期為二零二四年四月十五日的通函。股份拆細於二零二四年五月二十一日生效。

於二零二四年十二月三十一日，本集團股本僅包括普通股。本集團的資本架構主要包括銀行借款、融資租賃項下責任以及本集團擁有人應佔權益，由已發行股本、股份溢價、保留溢利及其他儲備構成。

GEM上市所得款項淨額用途

於二零一九年十一月十五日，本公司透過香港公開發售及配售方式以每股0.55港元發行合共100,000,000股股份（「股份發售」），並成功於聯交所GEM上市（「上市」）。本公司就上市取得的股份發售所得款項淨額約為28.4百萬港元，已扣除包銷費用及佣金以及所有相關開支。根據本公司於二零二零年九月九日發佈的公告（「該公告」），董事會宣佈及議決更改招股章程中所列載所得款項用途。於該公告日期，董事認為該等所得款項已按照本公司日期為二零一九年十月三十一日的招股章程（「招股章程」）「未來計劃及所得款項擬定用途」一節所載及該公告所修訂的計劃應用。

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Details of the revised allocation of the net proceeds, the utilisation of the net proceeds as at 31 December 2024 and the balance of the net proceeds as at 31 December 2024 are set out as follows:

所得款項淨額的經修訂分配、所得款項淨額於二零二四年十二月三十一日的動用情況及所得款項淨額於二零二四年十二月三十一日的餘額詳情載列如下：

Use of Net Proceeds

所得款項淨額用途

		Revised percentage of Net Proceeds	Revised allocation of Net Proceeds	Amount of Net Proceeds utilised between 15 November 2019 and 31 December 2023 二零一九年 十一月十五日 至二零二三年 十二月 三十一日 期間動用 之所得 款項淨額 金額 HK\$'000 千港元	Amount of Net Proceeds utilised during the year ended 31 December 2024 截至 二零二四年 十二月 三十一日 止年度 動用之所得 款項淨額 金額 HK\$'000 千港元	Total amount of Net Proceeds utilised up to 31 December 2024 直至 二零二四年 十二月 三十一日 動用之所得 款項淨額 總額 HK\$'000 千港元	Amount of Net Proceeds remaining as at 31 December 2024 於 二零二四年 十二月 三十一日 之餘下所得 款項淨額 金額 HK\$'000 千港元	Expected timeline for the intended use 擬定用途之 預期時間表
To acquire and replace machineries and equipment with an aim to enhance and expand our production capacity at our production facilities in Dongguan, the PRC	收購及更換機械及設備以 提升及擴展中國東莞 生產設施的產能	60.6%	17,210	17,210	-	17,210	-	N/A 不適用
To enlarge our market share and strengthen our marketing efforts	擴大市場份額及加強 營銷力度	4.4%	1,246	1,246	-	1,246	-	N/A 不適用
To increase our level of automation	提高自動化水平	7.6%	2,158	2,158	-	2,158	-	N/A 不適用
To establish our ERP system	設立ERP系統	6.0%	1,704	848	856	1,704	-	N/A 不適用
To expand our finance department	拓展財務部門	5.0%	1,420	1,289	131	1,420	-	N/A 不適用
To enhance staff training	加強員工培訓	0.8%	227	16	211	227	-	N/A 不適用
Working capital	營運資金	15.6%	4,435	4,435	-	4,435	-	N/A 不適用
		100%	28,400	27,202	1,198	28,400	-	

Management Discussion and Analysis

管理層討論及分析

As at 31 December 2024, the Group had fully utilised approximately HK\$28.4 million of the net proceeds with no unutilized balance.

於二零二四年十二月三十一日，本集團已悉數動用約28.4百萬港元所得款項淨額，並無未動用餘額。

Comparison of business objectives and actual business progress

The following is a comparison between the Group's business plans as set out in the Prospectus which were revised on 9 September 2020, and the Group's actual business progress for the Reporting Period:

業務目標與實際業務進展之比較

以下為載於招股章程（於二零二零年九月九日經修訂）的本集團業務計劃及本集團報告期間實際業務進展：

Business plan as set out in the Prospectus 載於招股章程的業務計劃	Actual business progress as at 31 December 2024 於二零二四年十二月三十一日的實際業務進展
To acquire and replace machineries and equipment with an aim to enhance and expand our production capacity at our production facilities in Dongguan, the PRC 中國東莞的生產設施購置及更換機械及設備以提升產能	The Group purchased 21 units of machines and fully utilised the proceeds of HK\$17.2 million attributable for such purpose. 20 of them (including high speed milling machines and raceway quenching machines) are currently in use for our production, while one machine is currently being tested. 本集團已購置二十一台機械，並悉數動用所得款項17.2百萬港元用於此用途。其中二十台機器（包括高速鑽齒機床和滾道淬火機床）目前正用於我們的生產，而一台機械目前正在測試中。
To enlarge our market share and strengthen our marketing efforts 擴大市場份額及加強營銷力度	In light of the COVID-19 outbreak in 2020 and the quarantine measures implemented and travel restrictions imposed by the PRC and other countries, the Group had withdrawn its enrolment to several trade exhibitions and will rework its future marketing plans. 鑑於二零二零年爆發COVID-19疫情，以及中國及其他國家實施隔離措施和施加旅遊限制，本集團已取消參與多個貿易展覽會，並將重新制定其未來營銷計劃。 During recent years and in 2023, the Group increased the workforce in the sales department to strengthen the sales support. In addition, the Group hired a consultant to design the web pages for the Group and to provide advice on promotion strategies. 於近年及二零二三年，本集團為銷售部增加人力，以加強協助在銷售事務。另外，本集團聘請顧問為我們設計網頁並提供宣傳策略的意見。

Management Discussion and Analysis

管理層討論及分析

Business plan as set out in the Prospectus 載於招股章程的業務計劃

To increase our level of automation
提高自動化水平

To establish our enterprise resource planning (ERP) system
用於設立企業資源規劃(ERP)系統

Actual business progress as at 31 December 2024 於二零二四年十二月三十一日的實際業務進展

The Group has worked with service providers concerning the development of new equipments for automation and the redevelopment of the existing equipments to enhance the automation level. The plans included the integration of smart automation solutions in the production process. The Group has installed robotic arms to increase the automation level and production in gear chamfering. The Group has also acquired an automatic packaging machine and a CNC Coordinate Measuring Machine. The major goals of these plans are to facilitate production and quality control, and to reduce manual work and process time.

本集團與服務供應商合作開發新自動化設備及重新開發現有設備，以提高自動化水準。計劃包括將智能自動化解決方案整合至生產過程。本集團已安裝機械手臂，以提升自動化水平及齒輪倒角生產。本集團亦購入一台自動包裝機及電腦數控坐標測量機。有關計劃的主要目標為促進生產及品質控制，並減少所需的人手工作及處理時間。

The Group appointed a system service provider to develop a system to enhance data management, especially in the areas of staff attendance, payroll accounting and other aspects such as document control, enabling the Group to track and monitor the production process. The modules created for the systems have been in use since late 2024, and testing of the system will continue in 2025.

本集團已委任系統服務供應商，以開發一套系統提升數據管理效率，尤其是員工考勤、工資核算及文控管理等其他方面，並可讓本集團追蹤及監察生產過程。為此系統而設的組件已自二零二四年底投入使用，二零二五年將繼續進行系統測試。

Meanwhile, the Group has improved the current system by increasing the capacity and efficiency in data processing.

同時，本集團透過提升數據處理的能力和運算成效，改善現有系統。

Management Discussion and Analysis

管理層討論及分析

Business plan as set out in the Prospectus 載於招股章程的業務計劃

To expand our finance department
擴充財務部門

To enhance staff training
加強員工培訓

Actual business progress as at 31 December 2024 於二零二四年十二月三十一日的實際業務進展

The Group recruited a senior accountant and an accountant in the third quarter of 2020 and the second quarter of 2021 respectively to accommodate the increase in our business scale and production capacities. We will continue to watch out for high-quality candidates to strengthen the finance department, to cope with the expanded line of businesses and revenue.

本集團已分別在二零二零年第三季度及二零二一年第二季度招聘高級會計師及會計師，以應付業務規模及產能的增加。我們將繼續關注高素質候選人，加強財務部門的實力，以應對其業務及收益範圍的擴大。

During 2020 and 2021, three of our trained employees were awarded ISO quality management system certificates.

於二零二零年及二零二一年，受培訓員工中有三人取得ISO質量管理體系證書。

The Group prepared training courses for a number of personnel. An employee in the quality assurance department received training in metrology to further strengthen our quality assurance process.

本集團為多名人員準備培訓課程。一名在質量保證部門的僱員完成計量學方面的培訓。以進一步增強我們的質量保證過程。

In 2022, we engaged a training organisation in Dongguan, the PRC to provide training courses for our new employees.

我們於二零二二年已委聘中國東莞一間培訓機構為新僱員提供培訓課程。

In 2024, our senior management underwent training in relation to share capital management to further strengthen our professional and compliance knowledge and practice.

於二零二四年，高級管理層已接受有關股本管理的培訓，以進一步加強我們的專業及合規知識及實踐。

Meanwhile, in the same year, we engaged a human resources organisation in Dongguan, the PRC to provide training courses to our sales team and quality assurance team.

同時，於同年，我們聘請中國東莞的一家人力資源機構，為我們的銷售團隊及質量保證團隊提供培訓課程。

Management Discussion and Analysis

管理層討論及分析

Business plan as set out in the Prospectus 載於招股章程的業務計劃

To maintain sound working capital for operation
維持穩健的營運資金

Actual business progress as at 31 December 2024 於二零二四年十二月三十一日的實際業務進展

The re-allocation of net proceeds from the strengthening of marketing efforts to supplementing the sound working capital for the operation of the Company will be beneficial to meet the current operation needs of the Group, to increase its financial flexibility, and to provide a bigger buffer to cope with the future economic uncertainty.

本集團將加強市場推廣的所得款項淨額重新分配，以補充本公司營運所需的穩健營運資金，將有利於滿足本集團目前的營運需要，增加其財務靈活性，並提供更多緩衝以應付未來經濟的不確定因素。

As at 31 December 2024, the Group utilised approximately HK\$4.4 million as working capital for the research and development of ongoing operations, including the development of new products and services by manufacturing mechanical parts and components for machineries besides slewing rings. 於二零二四年十二月三十一日，本集團已動用約4.4百萬港元，作為研發持續經營的營運資金，包括通過製造除迴轉支承外的機件及部件，開發新產品及服務。

Management Discussion and Analysis

管理層討論及分析

SIGNIFICANT INVESTMENTS

As at 31 December 2024, the Group did not hold any significant investment.

MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the Reporting Period, the Group had no material acquisition or disposal of subsidiaries, associates or joint ventures.

EMPLOYEES AND REMUNERATION POLICIES

As at 31 December 2024, the Group had 84 employees (as at 31 December 2023: 96 employees). Remuneration is determined with reference to the prevailing market terms and in accordance with the performance, qualification and experience of each individual employee. The emoluments of the Directors are recommended by the Remuneration Committee of the Company, with reference to their respective contribution of time, effort and expertise on the Company's matters. In addition, employees are entitled to performance and discretionary year-end bonuses.

CHARGES ON ASSETS

As at 31 December 2024, the Group is required to maintain an aggregate amount of bank deposits of at least HK\$20,000,000 (as at 31 December 2023: approximately HK\$10,000,000) for the Group's banking facilities of which HK\$15,000,000 was charged pursuant to the terms of the banking facilities (as at 31 December 2023: HK\$5,000,000).

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as disclosed in the Prospectus, the Group did not have other plans for material investments and capital assets.

FOREIGN EXCHANGE RISK

Foreign exchange risk is the risk of loss due to changes in foreign exchange rates. The Group operates in Hong Kong and the PRC and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to USD and RMB. Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, which are denominated in these currencies. Currently, the Group has not entered into any agreement or arrangement to hedge the Group's exchange rate risks.

重大投資

於二零二四年十二月三十一日，本集團並無持有任何重大投資。

重大收購及出售附屬公司、聯營公司及合營公司

於報告期間，本集團概無重大收購或出售附屬公司、聯營公司或合營公司。

僱員及薪酬政策

於二零二四年十二月三十一日，本集團擁有84名僱員（於二零二三年十二月三十一日：96名僱員）。薪酬乃經參考現行市場條款並根據各僱員的個人表現、資歷及經驗釐定。董事之酬金乃經參考彼等各自對本公司事宜所投入時間、精力及專長根據本公司薪酬委員會之推薦意見釐定。此外，僱員有權享有表現及酌情年終花紅。

資產質押

於二零二四年十二月三十一日，本集團須就本集團的銀行融資維持總額至少為20,000,000港元（二零二三年十二月三十一日：約10,000,000港元）的銀行存款，其中約15,000,000港元（二零二三年十二月三十一日：5,000,000港元）已根據銀行融資條款予以抵押。

重大投資及資本資產的未來計劃

除招股章程所披露者外，本集團並無其他重大投資及資本資產計劃。

外匯風險

外匯風險為源於匯率變動的虧損風險。本集團於香港及中國營運及承受各類貨幣產生的外匯風險，主要涉及美元及人民幣。外匯風險產生自未來商業交易、已確認資產及負債，其以該等貨幣計值。目前，本集團並無訂立協議或購買工具以對沖本集團的匯率風險。

Management Discussion and Analysis

管理層討論及分析

Any material fluctuation in the exchange rates of HKD or RMB may have an impact on the operating results of the Group. The exchange rate of RMB to HKD is subject to the rules and regulations of foreign exchange control promulgated by the PRC government. The Group manages foreign currency risk by closely monitoring the movement of the foreign currency rates.

With respect to USD, the management considers that the foreign exchange risk is not significant as HKD is pegged to USD and transactions denominated in USD are mainly carried out by entities with the same functional currency.

CONTINGENT LIABILITIES

As at 31 December 2024, the Group did not have any material contingent liabilities.

DIVIDEND

During the year, no interim dividend was paid. (2023: no interim dividend).

The Board does not recommend the payment of final dividend for the Reporting Period (2023: final dividend HK4.0 cents per share (or equivalent to HK2.0 cents per Subdivided Share) to the shareholders, amounting to a total sum of HK\$16,000,000, was paid on 7 June 2024).

PROSPECTS

The Company has successfully transferred its listing from GEM to the Main Board of the Stock Exchange in 2023. This remarkable achievement has increased the profile and raised the public awareness of our Group as well as our recognition to existing and new customers. The Group has achieved business growth and expanded sources of income since the listing on GEM. The Directors consider that the Main Board generally enjoys a premium status and recognition by the public investors and customers and that the Transfer of Listing will further promote the Group's corporate profile and position in the industry which will assist the Company in obtaining outside financing and on better commercial terms. It has also greatly assisted the Group in its business development.

港元或人民幣匯率的任何重大波動會影響本集團的經營業績。人民幣兌港元的匯率須受中國政府頒佈的外匯管制規例及法規所限。本集團密切監察匯率變動以管理外匯風險。

管理層認為有關美元的外匯風險並不重大，因為港元與美元掛鈎及以美元計值的交易主要由功能貨幣相同的實體進行。

或然負債

於二零二四年十二月三十一日，本集團並無任何重大或然負債。

股息

年內，並無派付中期股息（二零二三年：無中期股息）。

董事會並不建議派付報告期間的末期股息（二零二三年：於二零二四年六月七日向股東派付末期股息每股4.0港仙（或相當於每股拆細股份2.0港仙），總金額達16,000,000港元）。

前景

於二零二三年，本公司已成功由聯交所GEM轉往主板上市。該卓越成就有利於提升本集團的知名度及提高公眾對本集團的認知以及現有和新客戶的認可。本集團自GEM上市以來已取得業務增長且擴大了收入來源。董事認為主板通常享有較高地位，深得公眾投資者及客戶認可且轉板上市將進一步提升本集團的企業形象和行業地位，從而將有助於本公司以更佳商業條款獲得外部融資。同時，亦促進本集團的業務發展。

Management Discussion and Analysis

管理層討論及分析

The Group's goal is to strengthen its position as a premium slewing rings manufacturer, and to leverage on its competitive advantages as a provider of other mechanical parts and components and machineries so as to expand the scale of its operation and increase profit margin. The Group also aims to increase its competitiveness in the fragmented slewing ring manufacturing industry by (i) increasing the Group's efficiency and productivity; (ii) raising the quality of the Group's products; and (iii) reducing the Group's costs of production and the Group's reliance on manpower. To achieve such objectives, the Group will continue to implement the following strategies:

- acquiring and replacing machineries and equipment with an aim to enhance and expand our production capacity at our production facilities in Dongguan, the PRC;
- enlarging our market share and strengthening our marketing efforts;
- increasing our level of automation;
- establishing our enterprise resource planning (ERP) system;
- expanding our finance department; and
- enhancing staff training.

The Group is also positioned as one of the fastest growing “comprehensive products” providers in the field. Despite there are uncertainties in the global economy including high interest rate, slow down of development in the PRC and the challenges faced by the Group in its principal business, caused by the keen competition in the market and economic uncertainties, the Group will continue to identify and look for new business opportunities. Based on such belief, the Group expanded its products coverage by sourcing minerals and related products as the Group sees opportunities in the trading of minerals, and wishes to capture such business opportunity and synergies in broadening its business scope. It will also create more opportunities for the Group to sell more mechanical parts and components and machineries directly to the mine owners, thus strengthening the business and profitability of the Group. With a proven track record and strong foothold in the industry, the Group will remain cautious and endeavor to maintain a steady growth in its sourcing business and continue to broaden its business scope to maximize the return for the Company's shareholders in the present challenging business environment. Looking forward, the Group wishes to capture more business opportunities and synergies in broadening its business scope and the Directors do anticipate that the Group's sourcing business including minerals will continue to grow, to flexibly navigate market dynamics, seizing market opportunities and creating diversified income streams.

本集團的目標是鞏固其作為迴轉支承優質製造商的地位，同時利用作為其他機械零部件及機械供應商的競爭優勢擴大其業務規模及提高利潤率。本集團亦有意於分散的迴轉支承製造行業中提升競爭力，方法為(i)提高本集團效率及生產力；(ii)提高本集團產品質素；及(iii)減低本集團生產成本及本集團人力依賴。為達成該等目標，本集團將繼續實施以下策略：

- 就中國東莞的生產設施購置及更換機械及設備以提升及擴展產能；
- 擴大市場份額及加大營銷力度；
- 提高自動化水平；
- 設立企業資源規劃系統；
- 擴充財務部門；及
- 加強員工培訓。

本集團亦被定位為該領域發展最快的「全方位產品」供應商。儘管全球經濟存在不確定因素，當中包括高利率、中國發展放緩及市場激烈競爭及經濟不確定性使得本集團於主要業務面臨的挑戰，本集團將繼續發掘及物色新商機。由於本集團從礦物貿易中看到機遇，並希望拓寬其業務範圍實現協同效應，基於此信念，本集團透過採購礦物及相關產品擴大產品覆蓋範圍。此舉亦將為本集團創造更多機會，直接向礦主銷售機械零部件及機器，從而強化本集團的業務結構及盈利能力。憑藉業內佳績與穩固地位，本集團將抱持謹慎態度，於目前荊棘滿途的營商環境下致力維持採購業務穩定增長，同時繼續拓展業務領域，為本公司股東帶來最大回報。展望未來，本集團希望把握更多商機及協同效應以擴大其業務範圍。董事會預期，本集團包括礦物在內的採購業務將持續增長，靈活應對市場動態、把握市場機遇，創造多元化收入來源。

Directors and Senior Management

董事及高級管理層

As at 21 March 2024, the date of the Report of the Directors, the biographical details of the directors (the “**Director(s)**”) and senior management of the Company are as follows:

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Yuk Pan

Mr. Chan Yuk Pan (陳煜彬先生) (“**Mr. YP Chan**”), aged 45, is the executive Director, chief executive officer and chairman of our Board, and one of the Controlling Shareholders (as defined under the Rules Governing the Listing of Securities on the Stock Exchange (the “**Listing Rules**”)) of our Company. He is also the chairman of the Nomination Committee over the Board. Since 2007, Mr. YP Chan has been responsible for the overall management of our Group, including sales and business development as well as strategic planning. He was appointed director of Kyoei HK, Kyoei Seiki and Best Linking in June 2007, August 2007 and December 2018 respectively and was appointed Director on 26 October 2018 and was re-designated as an executive Director on 12 March 2019.

Mr. YP Chan is an entrepreneur with over 16 years of operational experience. He was involved in the trading of machineries and spare parts in Hong Kong and manufacture and sales of spare parts in the PRC. After completing the advanced Japanese language course at the Japanese Language Institute of Sapporo in Sapporo, Japan in 2004, Mr. YP Chan worked as a sales and marketing executive in a company engaged in distribution and exportation of confectionery and related products from December 2004 to December 2005 in Sapporo, Japan, which enabled him not only to further his Japanese language skill, but also gave him the opportunity to develop his network within the Japanese business community. After returning to Hong Kong, starting from January 2006, Mr. YP Chan worked in South Wing Machinery Company Limited, a company which specialised in the trading of new and used construction machineries, with his last position as a sales and marketing executive and gained experience in the sale and supply of heavy duty equipment and parts industry. In September 2007, he founded Kyoei Seiki through Kyoei HK which is principally engaged in the manufacturing and sales of slewing rings. Mr. YP Chan has then established and maintained business relationship with general wholesalers or traders of machineries or parts in Asia, USA, Europe and Japan and gained valuable experience in the manufacture and sale of spare parts for machineries.

於二零二四年三月二十一日(董事會報告日期)，本公司董事(「**董事**」)及高級管理層的履歷詳情如下：

董事會

執行董事

陳煜彬先生

陳煜彬先生(「**陳煜彬先生**」)，45歲，為本集團的執行董事、行政總裁及董事會主席及本公司控股股東(定義見聯交所證券上市規則(「**上市規則**」))之一。彼亦為董事會提名委員會主席。自二零零七年起，陳煜彬先生負責本集團整體管理，包括銷售及業務發展以及策略規劃。彼分別於二零零七年六月、二零零七年八月及二零一八年十二月獲委任為共榮商事、共榮精密機械及永聯豐的董事，並於二零一八年十月二十六日獲委任為董事及於二零一九年三月十二日調任為執行董事。

陳煜彬先生為擁有逾16年營運經驗的企業家。彼從事於香港買賣機械及備用零件及於中國從事製造及買賣備用零件。於二零零四年在日本札幌的札幌國際日本語學院完成進階日語課程後，陳煜彬先生於二零零四年十二月至二零零五年十二月在日本札幌一間從事分銷及出口糕點及相關產品的公司擔任銷售及營銷人員，不僅讓彼提升日語能力，亦令彼有機會於日本商業圈中建立網絡。回港後，自二零零六年一月起，陳煜彬先生於南榮機械有限公司任職，該公司專門買賣全新及二手建築機械，讓彼於銷售及供應重型設備及零件行業累積經驗，而彼離任前的職位為銷售及營銷人員。於二零零七年九月，彼透過共榮商事創辦共榮精密機械，該公司主要從事製造及銷售迴轉支承。陳煜彬先生其後與亞洲、美國、歐洲及日本的機械或零部件一般批發商或貿易商建立及維持穩固的業務關係，並在機械備用零件的製造及銷售上累積了寶貴的經驗。

Directors and Senior Management 董事及高級管理層

Mr. YP Chan completed his Form 7 education in Avondale College in Auckland, New Zealand. From 1999 to 2002, Mr. YP Chan attended Auckland University of Technology and took courses in business computing, applied science and information technology. In March 2004, Mr. YP Chan obtained a certificate in advanced Japanese language course at the Japanese Language Institute of Sapporo in Sapporo, Japan.

Mr. YP Chan is the elder brother of Mr. LP Chan, who is also an executive Director of the Company.

Mr. Chan Lung Pan

Mr. Chan Lung Pan (陳龍彬先生) (“**Mr. LP Chan**”), aged 43, was appointed an executive Director on 12 March 2019. He first joined our Group in November 2005 as director and shareholder of Kyoei HK, an investment holding company incorporated in Hong Kong. Mr. LP Chan resigned from his directorship in Kyoei HK in April 2011 to pursue other career development and rejoined our Company in March 2019 as an executive Director. He is also the chairman of the Corporate Governance Committee and a member of the Remuneration Committee of the Board. He is responsible for human resources management of our Group.

Mr. LP Chan has over 19 years of experience in procurement and management. He commenced his career in South Wing Machinery Company Limited, a company which specialised in the trading of new and used construction machineries, in September 2003 as a trainee. He was subsequently promoted to the post of purchase and sales manager from 1 April 2009 to 30 September 2011, being responsible for purchase management, inventory control, contract negotiations, department co-ordination and complaints handling. Between 1 January 2012 and 12 March 2019, Mr. LP Chan worked as a manager overseeing purchasing and human resources management at Pacific Infinity Resources Holdings Limited and was a consultant of the same company from 13 March 2019 to 12 April 2019.

Mr. LP Chan attended Avondale College in Auckland, New Zealand, where he was enrolled as an international student in Year 12 from February 1998 to November 1999. He obtained his school certificate from the New Zealand Qualifications Authority in New Zealand in 1999 and later studied Japanese in Tohoku Foreign Language and Tourism College in Japan from October 2000 to March 2002.

Mr. LP Chan is the youngest brother of Mr. YP Chan, who is also an executive Director of the Company.

陳煜彬先生在新西蘭奧克蘭雅芳戴爾中學(Avondale College)完成中七教育。於一九九九年至二零零二年，陳煜彬先生入讀奧克蘭理工大學及修習商業運算、應用科學及資訊科技課程。於二零零四年三月，陳煜彬先生在日本札幌的札幌國際日本語學院取得進階日語課程證書。

陳煜彬先生亦為本公司執行董事陳龍彬先生的兄長。

陳龍彬先生

陳龍彬先生(「**陳龍彬先生**」)，43歲，於二零一九年三月十二日獲委任為執行董事。彼最初於二零零五年十一月加入本集團擔任共榮商事董事及股東，該公司為一間在香港註冊成立的投資控股公司。陳龍彬先生於二零一一年四月辭任共榮商事的董事職位以追求其他職業發展，並於二零一九年三月重返本集團擔任執行董事。彼亦為企業管治委員會主席及董事會薪酬委員會成員。彼負責本集團的人力資源管理。

陳龍彬先生於採購及管理方面擁有逾19年經驗。彼於二零零三年九月在南榮機械有限公司展開事業，該公司專門買賣全新及二手建築機械，職位為實習人員。其後，彼獲晉升及於二零零九年四月一日至二零一一年九月三十日擔任採購及銷售經理，負責採購管理、存貨控制、合約磋商、部門協調及處理投訴。於二零一二年一月一日至二零一九年三月十二日，陳龍彬先生於太平洋礦產控股有限公司擔任經理，負責監督採購及人力資源管理，並於二零一九年三月十三日至二零一九年四月十二日擔任該公司顧問。

陳龍彬先生曾就讀新西蘭奧克蘭的雅芳戴爾中學(Avondale College)，彼於一九九八年二月至一九九九年十一月以國際留學生身分就讀十二年級。彼於一九九九年在新西蘭的新西蘭資歷局取得學校證書，其後於二零零零年十月至二零零二年三月在日本東北外語觀光專門學校修讀日語課程。

陳龍彬先生為陳煜彬先生的孺弟，亦為本公司執行董事。

Directors and Senior Management 董事及高級管理層

Independent non-executive Directors

Mr. Chan Wan Tsun Adrian Alan

Mr. Chan Wan Tsun Adrian Alan (陳弘俊先生) (“**Mr. Adrian Chan**”), aged 46, was appointed an independent non-executive Director on 21 October 2019. He is also the chairman of the Audit Committee and a member of the Nomination Committee and the Corporate Governance Committee of the Board. He is responsible for overseeing the areas with regard to the strategy, policy, performance, accountability, internal control, corporate governance and providing independent advice to our Group.

Mr. Adrian Chan graduated from the University of New South Wales, Australia with a bachelor degree in commerce in accounting and finance in April 2000. He has been a member of CPA Australia and the Hong Kong Institute of Certified Public Accountants since June 2006 and November 2009 respectively.

Mr. Adrian Chan has over 10 years of experience in the field of corporate finance. He started his career with Deloitte Touche Tohmatsu and worked in the audit department of the firm from January 2000 to March 2000. Mr. Adrian Chan then worked in various financial institutions and investment banks between April 2000 and November 2009, including DBS Vickers Securities from April 2000 to December 2001, with his last position as an executive in the corporate finance department, DBS Asia Capital Limited from January 2002 to July 2005, with his last position as assistant vice president in equity capital markets, wholesale banking-global financial markets, and UOB Asia (Hong Kong) Limited from July 2005 to November 2009, with his last position as associate director.

After leaving UOB Asia (Hong Kong) Limited in November 2009, Mr. Adrian Chan switched his career from corporate finance to financial management. From November 2009 to June 2015, he was the chief financial officer of Enviro Energy International Holdings Limited (stock code: 1102), where he was responsible for overall financial management, internal control function and accounting function. Since July 2015, Mr. Adrian Chan has served as the chief financial officer of Sun Ray Capital Investment Corporation, a private investment company based in Hong Kong, since July 2018, Mr. Adrian Chan has served as the chief financial officer of LabyRx Immunologic Therapeutics Limited, a bio-medical company focused on developing a comprehensive platform for treating adenocarcinomas. Since August 2018, Mr. Adrian Chan has served as the chief financial officer of Lifespans Limited, a medical device start-up company, and since January 2021, Mr. Adrian Chan has served as a regional director of The CFO (HK) Limited, a company providing part-time chief financial officers services.

獨立非執行董事

陳弘俊先生

陳弘俊先生(「**陳弘俊先生**」)，46歲，於二零一九年十月二十一日獲委任為獨立非執行董事。彼亦為董事會審計委員會主席及提名委員會和企業管治委員會成員。彼負責監督策略、政策、表現、問責、內部監控及企業管治等事宜並向本集團提供獨立意見。

陳弘俊先生於二零零零年四月在澳洲新南威爾斯大學畢業，獲得會計及金融商學士學位。彼分別自二零零六年六月及二零零九年十一月為澳洲會計師公會及香港會計師公會會員。

陳弘俊先生於企業融資範疇擁有逾10年經驗。彼於德勤•關黃陳方會計師行展開事業，自二零零零年一月至二零零零年三月在該會計師行審計部任職。於二零零零年四月至二零零九年十一月，陳弘俊先生其後於多間金融機構及投資銀行任職，包括於二零零零年四月至二零零一年十二月在星展唯高達證券任職，最後職位為企業融資部執行人員；於二零零二年一月至二零零五年七月在星展亞洲融資有限公司任職，最後職位為股本市場、大額銀行全球金融市場助理副總裁及於二零零五年七月至二零零九年十一月在新加坡大華亞洲(香港)有限公司任職，最後職位為副董事。

於二零零九年十一月離開新加坡大華亞洲(香港)後，陳弘俊先生的事業由企業融資轉為財務管理。於二零零九年十一月至二零一五年六月，彼為環能國際控股有限公司(股份代號：1102)的財務總監，彼負責整體財務管理、內部監控職能及會計職能。自二零一五年七月起，陳弘俊先生擔任Sun Ray Capital Investment Corporation(一間香港的私募投資公司)的財務總監，自二零一八年七月起，陳弘俊先生擔任LabyRx Immunologic Therapeutics Limited(一間專注發展全面腺癌治療平台的生物醫藥公司)的財務總監。自二零一八年八月起，陳弘俊先生擔任Lifespans Limited(一間醫療儀器初創公司)的財務總監；及自二零二一年一月起，彼擔任CFO (HK) Limited(一間提供兼職財務總監服務的公司)的地區總監。

Directors and Senior Management

董事及高級管理層

The details of directorship held in other publicly listed companies by Mr. Adrian Chan are as follows:

陳弘俊先生於其他公眾上市公司擔任董事的詳情載列如下：

Company name 公司名稱	Principal business activities of the company 公司的主要業務活動	Stock Code 股份代號	Stock Exchange 證券交易所	Position 職位	Duration 期間
Grand Baoxin Auto Group Limited 廣匯寶信汽車集團有限公司	Sales and service of motor vehicles 汽車銷售及服務	01293	Main Board of the Stock Exchange 聯交所主板	Independent non-executive director 獨立非執行董事	November 2011 to June 2021 二零一一年十一月至二零二一年六月
Petromin Resources Ltd.	Petroleum and natural gas exploration and production	PTR.H	Toronto Venture Stock Exchange	Director, chief financial officer and corporate secretary	December 2015 to March 2018
Petromin Resources Ltd.	石油及天然氣勘探及生產	PTR.H	多倫多風險證券交易所	董事、財務總監及公司秘書	二零一五年十二月至二零一八年三月
Cheerwin Group Limited	Development and manufacturing of household care, pet product and personal care	06601	Main Board of the Stock Exchange	Independent non-executive director	February 2021 to present
朝雲集團有限公司	家居護理、個人護理及寵物護理產品生產	06601	聯交所主板	獨立非執行董事	二零二一年二月至今
Regent Pacific Group Limited (formerly known as Endurance RP Limited)	Healthcare and life sciences investments	00575	Main Board of the Stock Exchange	Independent non-executive director	April 2023 to present
勵晶太平洋集團有限公司 (前稱為壽康集團有限公司*)	保健及生命科學投資	00575	聯交所主板	獨立非執行董事	二零二三年四月至今

Directors and Senior Management 董事及高級管理層

Ms. Tsang Hau Lam

Ms. Tsang Hau Lam (曾巧臨女士) (“**Ms. Tsang**”), aged 51, was appointed an independent non-executive Director on 21 October 2019. She is also a member of the Audit Committee and the Remuneration Committee of the Board. She is responsible for overseeing the areas with regard to the strategy, policy, performance, accountability, internal control, corporate governance and providing independent advice to our Group.

Ms. Tsang graduated from The University of Melbourne, Australia with a bachelor degree in commerce in December 1996 and a master degree in practising accounting from Monash University, Australia in November 2000. She has been a member of CPA Australia since July 2001.

Ms. Tsang has over 26 years of experience in the field of taxation. She started her career in PricewaterhouseCoopers in Hong Kong and had worked with the firm from February 1997 to March 2003, with her last position as senior consultant, where she obtained experience in tax compliance matters. Between November 2004 and February 2007, Ms. Tsang worked in Ross Melville PKF in Auckland, New Zealand with her last position as tax consultant. She then rejoined PricewaterhouseCoopers in Hong Kong as senior consultant in February 2007 and stayed with the firm until April 2010 with her last position as manager. Between April 2010 and April 2015, Ms. Tsang was employed by BDO Limited with her last position as tax principal of Hong Kong tax team. Since April 2015, Ms. Tsang held different positions in Phoenix Property Investors (H.K.) Limited, a private equity real estate investment group and was responsible for overseeing the tax matters, which she was a vice president from April 2015 to May 2020, and then a consultant since June 2020.

曾巧臨女士

曾巧臨女士 (「**曾女士**」)，51歲，於二零一九年十月二十一日獲委任為獨立非執行董事。彼亦為董事會審計委員會及薪酬委員會成員。彼負責監督策略、政策、表現、問責、內部監控及企業管治等事宜並向本集團提供獨立意見。

曾女士於一九九六年十二月畢業於澳洲墨爾本大學，持有商業學士學位，並於二零零零年十一月獲得澳洲蒙納士大學會計學碩士學位。彼自二零零一年七月為澳洲會計師公會會員。

曾女士於稅務範疇擁有逾26年經驗。於一九九七年二月至二零零三年三月，彼於香港羅兵咸永道會計師事務所工作，自此展開其職業生涯，最後職位為高級顧問，彼於在職期間獲得稅務合規事宜方面的經驗。於二零零四年十一月至二零零七年二月，曾女士於新西蘭奧克蘭的Ross Melville PKF任職，最後職位為稅務顧問。其後，彼於二零零七年二月重返香港羅兵咸永道會計師事務所任職高級顧問，並任職至二零一零年四月，最後職位為經理。於二零一零年四月至二零一五年四月，曾女士受聘於香港立信德豪會計師事務所有限公司，最後職位為香港稅務團隊的稅務主管。二零一五年四月起，曾女士於一家私募股權房地產投資集團豐泰地產投資有限公司歷任多個職位，負責監督稅務事宜，彼於二零一五年四月至二零二零年五月擔任該公司的副總裁，其後自二零二零年六月起擔任其顧問至今。

Directors and Senior Management

董事及高級管理層

Ms. Tam Ho Ting

Ms. Tam Ho Ting (譚可婷女士) (“**Ms. Tam**”), aged 46, was appointed an independent non-executive Director on 21 October 2019. She is also a member of the Audit Committee and the Nomination Committee and the chairlady of the Remuneration Committee of the Board. She is responsible for overseeing the areas with regard to the strategy, policy, performance, accountability, internal control, corporate governance and providing independent advice to our Group.

Ms. Tam obtained a bachelor degree in business administration from The Chinese University of Hong Kong in May 2000. In January 2008, she was admitted as an associate member of The Institute of Chartered Accountants in England and Wales. Ms. Tam has been a fellow member of the Association of Chartered Certified Accountants since July 2009 as well as a fellow member of the Hong Kong Institute of Certified Public Accountants since October 2015.

Ms. Tam has over 24 years of work experience in the accounting and financial work sector. Before joining our Group, Ms. Tam worked in various accounting firms and multi-national companies. She started her career in the assurance and business advisory department in Moores Rowland (HK) CPA Limited and worked there from September 2000 to December 2002, with her last position as associate III. From December 2002 to March 2004, Ms. Tam worked as an assistant manager in KPMG, Hong Kong. From April 2004 to June 2007, she worked in Hutchison Telecommunications (Hong Kong) Limited, a wholly-owned subsidiary of Hutchison Telecommunications Hong Kong Holdings Limited (stock code: 215), a company listed on the Main Board of the Stock Exchange with her final position as senior accountant in the finance and administration division. From June 2007 to August 2010, Ms. Tam worked in Avery Dennison Hong Kong, B.V., with her last position as finance manager in the production and costing sector of the financial planning and analysis department. Ms. Tam then worked as manager in the financial analysis department in Hasbro Far East Limited from August 2011 to August 2013. Since November 2013, Ms. Tam has provided accounting and book-keeping services to private companies engaged in various sectors of industries in Hong Kong, including pharmacy services and other services. In September 2018, Ms. Tam established CT Business Services Limited which was principally involved in the provision of accounting and book-keeping services.

譚可婷女士

譚可婷女士(「**譚女士**」)，46歲，於二零一九年十月二十一日獲委任為獨立非執行董事。彼亦為董事會審計委員會及提名委員會成員和薪酬委員會主席。彼負責監督策略、政策、表現、問責、內部監控及企業管治等事宜並向本集團提供獨立意見。

譚女士於二零零零年五月在香港中文大學取得工商管理學士學位。於二零零八年一月，彼獲認可為英格蘭及威爾斯特許會計師公會會員。譚女士自二零零九年七月起成為特許公認會計師公會資深會員，並自二零一五年十月起成為香港會計師公會資深會員。

譚女士於會計及財務工作行業擁有逾24年工作經驗。加入本集團之前，譚女士曾於多間會計師行及跨國公司工作。彼於二零零零年九月至二零零二年十二月在Moores Rowland (HK) CPA Limited的鑒證及業務諮詢部門工作，自此展開其職業生涯，最後職位為會計師III。於二零零二年十二月至二零零四年三月，譚女士在香港畢馬威會計師事務所任職助理經理。於二零零四年四月至二零零七年六月，彼在和記電訊(香港)有限公司工作，最後職位為財務及行政部高級會計師，該公司為聯交所主板上市公司和記電訊香港控股有限公司(股份代號：215)全資附屬公司。於二零零七年六月至二零一零年八月，譚女士在Avery Dennison Hong Kong, B.V.工作，最後職位為財務規劃及分析部的生產及成本分部的財務經理。譚女士其後於二零一一年八月至二零一三年八月在孩之寶遠東有限公司財務分析部任職經理。自二零一三年十一月起，譚女士為從事不同行業的香港私人公司提供會計及簿記服務，包括藥房服務及其他服務。於二零一八年九月，譚女士成立思天商業服務有限公司，該公司主要從事提供會計及簿記服務。

Directors and Senior Management

董事及高級管理層

SENIOR MANAGEMENT

Mr. Chan Ho Chee Gilbert (陳浩賜先生) (“**Mr. Chan**”), aged 37, joined our Group as the chief financial officer on 1 November 2018. He was later appointed the chief operation officer and company secretary of our Group on 12 March 2019. He is also a member of the Corporate Governance Committee. He is primarily responsible for overseeing overall accounting, financial management, operation and compliance functions and company secretarial matters.

Mr. Chan obtained a bachelor degree in commerce (accounting) from Macquarie University in Australia in September 2009. He further obtained a master’s degree in financial analysis from The University of New South Wales in Australia in August 2010. Mr. Chan has been a member of CPA Australia since December 2013.

Mr. Chan has over 12 years of work experiences in accounting and finance covering a vast range of clientele including manufacturing and food and beverage industries. From December 2010 to October 2013, Mr. Chan worked in BDO Limited, with his last position as senior associate, where he participated in the annual audit and special engagement of listed companies in Hong Kong. From October 2013 to July 2018, Mr. Chan worked in PricewaterhouseCoopers, with his last position as manager in assurance practice, where he has been involved in audits for public, sizable private and multinational companies as well as initial public offerings.

Ms. Chen Fang (陳芳女士) (“**Ms. Chen**”), aged 53, is our financial controller and assistant to the chief executive officer. Ms. Chen joined the finance department of our Group in September 2007. She is primarily responsible for overseeing the financial and accounting management of Kyoei Seiki.

Ms. Chen graduated from Shaanxi Labor College (陝西工運學院) in the PRC in July 1998 with a diploma in computing and accounting (計算機與會計專業) and has over 17 years of experience in accounting work. Prior to joining our Group, between January 2002 and December 2003, Ms. Chen worked in Guangzhou BaiJi Engineering Machinery Parts Co., Ltd* (廣州市柏基工程機械配件有限公司), a company which is specialised in the sales of engineering machinery parts in Guangzhou, the PRC in the accounting department.

高級管理層

陳浩賜先生(「**陳先生**」)，37歲，於二零一八年十一月一日加入本集團擔任財務總監。彼其後於二零一九年三月十二日獲委任為營運總監及公司秘書。彼亦為企業管治委員會成員。彼主要負責監督整體會計、財務管理、營運及合規職能及公司秘書事宜。

陳先生於二零零九年九月在澳洲麥覺理大學取得商業(會計)學士學位。彼另於二零一零年八月在澳洲新南威爾士大學取得財務分析碩士學位。陳先生自二零一三年十二月起成為澳洲會計師公會會員。

陳先生於會計及財務方面擁有逾12年工作經驗，涵蓋製造及餐飲業的各式客戶。於二零一零年十二月至二零一三年十月，陳先生於香港立信德豪會計師事務所有限公司任職，最後職位是高級會計師，彼參與香港上市公司年度審計及特別委聘工作。於二零一三年十月至二零一八年七月，陳先生於羅兵咸永道會計師事務所任職，最後職位是核證實務經理，期間彼負責公眾、私人及跨國公司的審計以及首次公開發售。

陳芳女士(「**陳女士**」)，53歲，為財務監控官及行政總裁助理。陳女士於二零零七年九月加入本集團財務部。彼主要負責監督共榮精密機械的財務及會計管理。

陳女士於一九九八年七月在中國陝西工運學院畢業，取得計算機與會計專業文憑，於會計工作擁有逾17年經驗。於加入本集團前，於二零零二年一月至二零零三年十二月，陳女士於中國廣州廣州市柏基工程機械配件有限公司會計部任職，該公司專門銷售工程機械配件。

Report of the Directors

董事會報告

The directors of the Company submit their annual report together with the audited consolidated financial statements for the year ended 31 December 2024.

USE OF PROCEEDS FROM THE COMPANY'S SHARE OFFER

The aggregate net proceeds from the Share Offer (after deducting listing related expenses borne by the Company) amounted to approximately HK\$28.4 million. The proposed application of net proceeds as stated in the Prospectus has been adjusted according to the principles and proposed percentage of utilisation as specified in the section headed "Future Plans and Use of Proceeds" of the Prospectus and amended pursuant to the announcement of the Company dated 9 September 2020. The use of net proceeds from the Listing Date to 31 December 2024 is included in the section "Management Discussion and Analysis" on pages 12 to 36.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiaries are set out in Note 1 to the consolidated financial statements.

董事會欣然提呈本年報連同本集團截至二零二四年十二月三十一日止年度經審核綜合財務報表。

本公司股份發售所得款項用途

股份發售所得款項淨額（經扣除本公司承擔的上市相關開支後）合共為約28.4百萬港元。招股章程所述所得款項淨額的擬定用途已根據招股章程內「未來計劃及所得款項用途」一節所述的原則及建議動用百分比作出調整並根據本公司日期為二零二零年九月九日的公告作出修訂。由上市日期至二零二四年十二月三十一日的所得款項淨額用途載於第12至36頁「管理層討論及分析」一節。

主要業務

本公司的主要業務為投資控股。附屬公司的主要業務載於綜合財務報表附註1。

Report of the Directors 董事會報告

BUSINESS REVIEW

Business review of the Group for the Year as required by Schedule 5 of the Hong Kong Companies Ordinance, including a fair review of the Group's business, a description of the principal risks and uncertainties faced by the Group and an indication of likely future development in the Group's business, can be found in the "Management Discussion and Analysis" set out on pages 12 to 36 of this annual report and the section headed "Risk Management and Internal Control" on page 74 of the Corporate Governance Report in this annual report. In addition, discussion on Group's environmental policies and compliance with relevant laws and regulations which have a significant impact on the Group are contained in the Environmental, Social and Governance Report on pages 80 to 134 of this annual report. The discussion forms part of this directors' report.

RESULTS AND DIVIDENDS

The results of the Group for the year are set out in the consolidated statement of comprehensive income in page 142.

During the year, no interim dividend was paid. (2023: no interim dividend).

The Board does not recommend the payment of final dividend for the Reporting Period (2023: final dividend HK4.0 cents per share (or equivalent to HK2.0 cents per Subdivided Share) to the shareholders, amounting to a total sum of HK\$16,000,000, was paid on 7 June 2024).

業務回顧

香港公司條例附表五規定的本集團本年度業務回顧(包括本集團業務的公正回顧、本集團面對的主要風險及不確定因素概況及本集團業務潛在未來發展的闡述)，載於本年報第12至36頁的「管理層討論及分析」及本年報內企業管治報告第74頁「風險管理及內部監控」一節。另外，有關本集團的環境政策及對本集團有重大影響的相關法律及法規遵守情況的討論載於本年報第80至134頁環境、社會及管治報告。該討論構成本董事會報告的一部分。

業績及股息

本集團本年度的業績載於第142頁綜合全面收益表內。

年內，並無派付中期股息。(二零二三年：無中期股息)。

董事會並不建議派付報告期間的末期股息(二零二三年：於二零二四年六月七日向股東派付末期股息每股4.0港仙(或相當於每股拆細股份2.0港仙)，總金額達16,000,000港元)。

Report of the Directors

董事會報告

CLOSURE OF REGISTER OF MEMBERS

In order to establish entitlements to attend and vote at the forthcoming annual general meeting (“AGM”) to be held on Friday, 6 June 2025, the register of members of the Company will be closed from Tuesday, 3 June 2025 to Friday, 6 June 2025 (both days inclusive), during which period no transfer of shares in the Company will be effected. In order to qualify for entitlement to attend and vote at the Annual General Meeting, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, no later than 4:30 p.m. on Monday, 2 June 2025.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group are set out in Note 15 to the consolidated financial statements.

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the articles of association of the Company (the “**Articles of Association**”) or the laws of Cayman Islands which oblige the Company to offer new Shares on a pro-rata basis to existing shareholders.

DONATION

Charitable donations of approximately HK\$48,000 (including purchased clearing services for HK\$18,000) were made by the Group during the year (2023: HK\$3.0 million).

SHARE CAPITAL

Details of the movements in share capital of the Company are set out in Note 22 to the consolidated financial statements.

暫停辦理股份過戶登記手續

為確保有權出席將於二零二五年六月六日（星期五）舉行的股東週年大會（「**股東週年大會**」）及於會上投票，本公司將於二零二五年六月三日（星期二）至二零二五年六月六日（星期五）期間（包括首尾兩天）暫停辦理股份過戶登記手續。為合資格出席股東週年大會及於會上投票，務請在二零二五年六月二日（星期一）下午四時三十分前，將所有過戶文件連同相關股票送達本公司的香港股份過戶登記分處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

物業、廠房及設備

本集團的物業、廠房及設備變動詳情載於綜合財務報表附註15。

優先認購權

本公司組織章程細則（「**組織章程細則**」）或開曼群島法律項下概無優先認購權條文，規定本公司按比例基準向現有股東提呈發售新股份。

捐贈

年內，本集團作出慈善捐贈約48,000港元（包括已購買清潔服務18,000港元）（二零二三年：3.0百萬港元）。

股本

本集團的股本變動詳情載於綜合財務報表附註22。

Report of the Directors 董事會報告

RESERVES AND DISTRIBUTABLE RESERVES

Movements in the reserves of the Group and of the Company during the year are set out in the consolidated statement of changes in equity and Notes 23 and 35 to the consolidated financial statements.

As at 31 December 2024, the Company had reserves available for distribution amounting to HK\$5.6 million (2023: HK\$23.9 million).

LOAN AGREEMENT WITH COVENANT RELATING TO SPECIFIC PERFORMANCE OF THE CONTROLLING SHAREHOLDERS

Reference is made to the announcements dated 18 June 2021 and 14 July 2022 issued by the Company with regard to a trading facility granted by DBS Bank (Hong Kong) Limited (“DBS”).

On 14 July 2022, DBS has pursuant to its periodic review agreed to increase the trading facility of up to HK\$15,000,000 for Best Linking, which is an indirect wholly-owned subsidiary of the Company. Best Linking and the Company, as borrower and corporate guarantor respectively, entered into a revised banking facility letter with DBS (the “**Facility Letter A**”) on terms and conditions contained therein, including right of DBS to review the facility from time to time, customary overriding right of DBS to demand repayment any time, as well as the right to call for cash cover on demand for prospective or contingent liability.

Pursuant to the terms of the Facility Letter A, among other things, during the term of the Facility Letter A, (i) Best Linking shall remain an indirect wholly-owned subsidiary of the Company; (ii) the Company shall procure Mr. YP Chan to remain as the director of the Company and Best Linking; and (iii) Mr. YP Chan shall continue to be the single largest shareholder and hold not less than 50% of the beneficial interest of the Company and Best Linking. As at the date of this report, Mr. YP Chan's beneficial interest in each of the Company and Best Linking is 75%. Please refer to the announcement of the Company dated 14 July 2022 for more details.

儲備及可分派儲備

本集團及本公司於本年度的儲備變動載於綜合權益變動表及綜合財務報表附註23及35。

於二零二四年十二月三十一日，本公司的可供分派儲備為5.6百萬港元（二零二三年：23.9百萬港元）。

貸款協議連同與控股股東的特定履約責任有關的契諾

茲提述本公司日期為二零二一年六月十八日及二零二二年七月十四日的公告，內容涉及星展銀行（香港）有限公司（「**星展銀行**」）授出的貿易融資。

在二零二二年七月十四日，星展銀行已根據其定期審查，同意為本公司的間接全資附屬公司永聯豐提供最多15,000,000港元的貿易融資。永聯豐與本公司（分別作為借方及企業擔保人）已與星展銀行訂立經修訂銀行融資函件（「**融資函件A**」），當中所載條款及條件包括星展銀行有權不時審查融資、要求隨時還款的慣常凌駕性權利，以及就潛在或或然負債要求現金保障的權利。

根據融資函件A的條款，（其中包括）於融資函件A年期內，(i)永聯豐將仍為本公司的間接全資附屬公司；(ii)本公司將促使陳煜彬先生留任本公司及永聯豐董事；及(iii)陳煜彬先生將繼續成為單一最大股東，並持有本公司及永聯豐有限公司不少於50%的實益權益。於本報告日期，陳煜彬先生於本公司及永聯豐各自的實益權益分別為75%。更多詳情，請參閱本公司日期為二零二二年七月十四日的公告。

Report of the Directors

董事會報告

On 28 February 2023, The Hongkong and Shanghai Banking Corporation Limited (“**HSBC**”) as lender and the Company as corporate guarantor, entered into a banking facility letter (the “**Facility Letter B**”) under which HSBC agreed to make available to Best Linking a trading facility of up to HK\$16,000,000, on the terms and conditions contained therein, including HSBC’s right to review the facility from time to time, HSBC’s customary overriding right to demand repayment any time, as well as the right to call for cash cover on demand for prospective or contingent liability.

Pursuant to the terms of the Facility Letter B, among other things, during the term of the Facility Letter B, (i) Best Linking shall remain an indirect wholly-owned subsidiary of the Company; (ii) the Company shall procure Mr. YP Chan to remain as the director of the Company and Best Linking; and (iii) Mr. YP Chan shall continue to be the major shareholder holding more than 50% of the beneficial interest of the Company and Best Linking. As at the date of this report, Mr. YP Chan’s beneficial interest in each of the Company and Best Linking is 75%. Please refer to the announcement of the Company dated 28 February 2023 for more details.

DIRECTORS

The directors who held office during the year and up to the date of this report were as follow:

Executive Directors

Mr. Chan Yuk Pan (*Chairman and Chief Executive Officer*)
Mr. Chan Lung Pan

Independent Non-Executive Directors

Mr. Chan Wan Tsun Adrian Alan
Ms. Tsang Hau Lam
Ms. Tam Ho Ting

Biographical details of the directors are set out in pages 37 to 43 of this annual report.

Pursuant to the Articles of Association, one-third of the Directors shall retire from office by rotation and shall be subject to re-election at each AGM, provided that every Director shall retire at least once every three years.

在二零二三年二月二十八日，香港上海滙豐銀行有限公司（「**滙豐銀行**」）（作為貸方）及本公司（作為企業擔保人）訂立銀行融資函件（「**融資函件B**」），據此，滙豐銀行同意向永聯豐有限公司提供最多16,000,000港元的貿易融資，當中所載條款及條件包括滙豐銀行有權於不時審查融資、滙豐銀行要求隨時還款的慣常凌駕性權利，以及就潛在或或然負債要求現金保障的權利。

根據融資函件B的條款，（其中包括）於融資函件B年期內，(i)永聯豐仍為本公司的間接全資附屬公司；(ii)本公司將促使陳煜彬先生留任本公司及永聯豐董事；(iii)陳煜彬先生將繼續為主要股東，持有本公司及永聯豐50%以上的實益權益。於本報告日期，陳煜彬先生於本公司及永聯豐各自的實益權益分別為75%。更多詳情，請參閱本公司日期為二零二三年二月二十八日的公告。

董事

於本年度及直至本報告日期為止的在任董事如下：

執行董事

陳煜彬先生（主席兼行政總裁）
陳龍彬先生

獨立非執行董事

陳弘俊先生
曾巧臨女士
譚可婷女士

董事的履歷詳情載於本年報第37至43頁。

根據組織章程細則，於每屆股東週年大會上，當時三分之一的董事須輪值退任及膺選連任，前提是每名董事均須最少每三年退任一次。

Report of the Directors

董事會報告

Accordingly, Mr. Chan Wan Tsun Adrian Alan, Ms. Tsang Hau Lam and Ms. Tam Ho Ting shall retire at the forthcoming AGM and being eligible, will offer themselves for re-election.

The Company confirms that it has received written annual confirmation from each independent non-executive Director concerning his/her independence pursuant to Rule 3.13 of the Listing Rules and all independent non-executive Directors are considered independent having regard to the independence criteria as set out in Rule 3.13 of the Listing Rules.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service agreement with the Company for a term of three years and shall continue thereafter until terminated in accordance with the terms of the service agreement.

Each of the independent non-executive Directors has entered into a letter of appointment with the Company for a term of one year and shall continue thereafter until it is terminated by either party by giving not less than one month's written notice to the other party.

None of the directors who are proposed for re-election at the AGM has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of emoluments of Directors and the five highest paid individuals of the Group are set out in Notes 7 and 10 to the consolidated financial statements.

據此，陳弘俊先生、曾巧臨女士及譚可婷女士須在應屆股東週年大會上退任及合資格膺選連任。

本公司確認已接獲各獨立非執行董事根據上市規則第3.13條規定所作出有關其獨立身份的年度確認書，根據上市規則第3.13條所載獨立性標準，所有獨立非執行董事為獨立。

董事服務合約

執行董事各自已與本公司訂立服務協議，為期三年，其後可連任，直至根據服務合約的條款終止服務協議。

獨立非執行董事各自已與本公司訂立委任函，為期一年，其後可連任，直至任何一方透過向另一方發出不少於一個月書面通知以終止委任函。

擬於股東週年大會上重選的董事概無與本公司訂有不可於一年內免付補償（法定補償除外）而終止的服務合約。

董事及五名最高薪金個人的酬金

本集團董事及五名最高薪金個人的酬金詳情載於綜合財務報表附註7及10。

Report of the Directors

董事會報告

DISCLOSURE OF INTERESTS — DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS

Directors' and Chief Executive Interests in Shares and Share Options

As at 31 December 2024, the interests or short positions of the Directors and the chief executives in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance of Hong Kong (the "SFO")) which are required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); (b) pursuant to Section 352 of the SFO, to be recorded in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") in Appendix C3 to the Listing Rules are as follows:

權益披露 — 董事及最高行政人員的權益

董事及最高行政人員於股份及購股權中擁有的權益

於二零二四年十二月三十一日，本公司董事及最高行政人員於本公司及其相聯法團（定義見證券及期貨條例（「證券及期貨條例」）第XV部）的股份、相關股份及債權證中擁有：(a) 根據證券及期貨條例第XV部第7及8分部規定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規定當作或視為擁有的權益及淡倉）；(b) 根據證券及期貨條例第352條須記錄於該條所指登記冊的權益或淡倉；或(c) 根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

Long position in shares and underlying shares of the Company 於本公司股份及相關股份的好倉		
Name of substantial shareholder capacity/ nature of interest	Total number of share(s) held	Percentage of interest in the Company's issued capital 於本公司已發行 股本權益的百分比
主要股東的姓名／名稱身分／權益性質	所持股份總數	股本權益的百分比
Mr. Chan Yuk Pan's Interest in controlled corporation (Note 1)	600,000,000 shares (L)	75%
陳煜彬先生於受控法團的權益 (附註1)	600,000,000 股股份 (L)	75%

Note 1: Mr. YP Chan legally and beneficially owns the entire issued share capital of C Centrum Holdings Limited ("C Centrum") and is its sole director. Accordingly, Mr. YP Chan is deemed to be interested in the Shares held by C Centrum by virtue of the SFO.

附註1：陳煜彬先生合法及實益擁有C Centrum Holdings Limited（「C Centrum」）的全部已發行股本，並為其唯一董事。因此，根據證券及期貨條例，陳煜彬先生被視為於C Centrum所持有的股份內擁有權益。

Note 2: The letter "L" denotes "Long position" in such shares.

附註2：字母「L」指於相關股份的好倉。

Save as disclosed above, as at 31 December 2024, none of the directors or chief executives had any interests or short positions 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 or Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interest and short positions which he was taken or deemed to have under provision of the SFO) or as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard of dealings by Directors as referred to in the Model Code in Appendix C3 to the Listing Rules.

除上文所披露者外，於二零二四年十二月三十一日，概無董事或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8分部須知會本公司或聯交所的權益或淡倉（包括根據證券及期貨條例的有關條文當作或視為擁有的權益及淡倉），或須記錄於根據證券及期貨條例第352條須存置的登記冊的權益或淡倉，或根據上市規則附錄C3標準守則所述的董事交易規定標準須另行知會本公司及聯交所的權益或淡倉。

Report of the Directors

董事會報告

Share Option Scheme

Our Company has conditionally adopted a share option scheme (the “**Share Option Scheme**”), which was approved by written resolutions passed by its shareholders on 21 October 2019 and became unconditional on 15 November 2019. Our directors consider the purpose of the Share Option Scheme is to reward the participants defined under the Share Option Scheme for their past contribution to the success of the Group and to provide incentive to them to further contribute to our Group. The principal terms of the Share Option Scheme are summarised under the paragraph headed “13. Share Option Scheme” in Appendix IV to the Prospectus and in accordance with the provisions of Chapter 17 of the Listing Rules. The following is a summary of the principal terms of the Share Option Scheme.

1. Purpose and Participants of the Share Option Scheme

The purpose of the Share Option Scheme is to attract and retain the best available personnel, to provide additional incentive to employees (full-time and part-time), Directors, consultants, advisers, distributors, contractors, suppliers, agents, customers, business partners and service providers of our Group and to promote the success of the business of the Group. The Board is entitled to determine and make an offer of grant of an option to any eligible person.

The Share Option Scheme is valid and effective for a period of ten years from the date of the grant of option.

2. Total number of Shares available for issue under the Share Option Scheme

The maximum number of Shares which may be allotted and issued under the Share Option Scheme and any other share option scheme of the Company must not exceed 10% of the total issued Shares of the Company as at the date of listing on GEM unless the Company obtains an approval from the Shareholders. Therefore, based on 400,000,000 Shares issued on the date of listing on GEM, the Company may grant options of up to 40,000,000 Shares (or such number of Shares as result from a subdivision or a consolidation of such 40,000,000 Shares from time to time) to the participants under the Share Option Scheme. On 21 May 2024, the Company conducted the Share Subdivision which every issued and unissued existing ordinary share of a par value of HK0.01 each in the share capital of the Company was subdivided into two ordinary shares of a par value of HK0.005 each in the share capital of the Company. Upon the Share Subdivision becoming effective, 800,000,000 ordinary shares are in issue and fully paid or credited as fully paid. Therefore, the Company may grant options of up to 80,000,000 Shares after the Share Subdivision.

The number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company at any time shall not exceed 10% of the shares in issue from time to time. No option shall be granted under any scheme of the Company (including the Share Option Scheme) if this will result in the limit being exceeded.

購股權計劃

本公司已有條件採納一項購股權計劃（「**購股權計劃**」），其於二零一九年十月二十一日獲股東以書面決議案形式批准，並於二零一九年十一月十五日成為無條件。董事認為購股權計劃旨在獎勵購股權計劃所界定的參與者過往對本集團的成功所作貢獻及激勵彼等繼續為本集團作出貢獻。購股權計劃的主要條款的概要載於招股章程附錄四「13. 購股權計劃」一段及符合上市規則第17章的條文。下文為購股權計劃的主要條款概要。

1. 購股權計劃的目的及參與者

購股權計劃旨在吸引及挽留最優秀的人員、向本集團僱員（全職及兼職）、董事、諮詢人、顧問、分銷商、承包商、供應商、代理、客戶、業務夥伴及服務供應商提供額外獎勵以及推動本集團業務締造佳績。董事會有權決定及作出要約，授出購股權予任何合資格人士。

購股權計劃已生效，由授出購股權日期起計十年期間有效。

2. 根據購股權計劃可發行的股份總數

根據購股權計劃及本公司任何其他購股權計劃可配發及發行的股份數目上限不得超過本公司於GEM上市日期已發行股份總數的10%，惟本公司取得股東批准則作別論。因此，根據於GEM上市日期的400,000,000股已發行股份，本公司可根據購股權計劃授出最多40,000,000股股份（或該等40,000,000股股份不時拆細或合併後的相關股份數目）予參與者。於二零二四年五月二十一日，本公司進行股份拆細，將本公司股本中每股面值0.01港元的已發行及未發行現有普通股拆細為本公司股本中兩股每股面值0.005港元的普通股。於股份拆細生效後，800,000,000股普通股已發行及繳足或入賬列作繳足。因此，本公司可於股份拆細後授出最多80,000,000股股份的購股權。

因根據購股權計劃及本公司任何其他購股權計劃已授出及尚未行使的所有尚未行使購股權獲行使而可能發行的股份數目，於任何時候不得超過不時已發行股份的10%。倘根據本公司的任何計劃（包括購股權計劃）授出購股權將導致超出上限，則不得授出購股權。

Report of the Directors

董事會報告

3. Maximum entitlement of Shares of each eligible participant

The total number of Shares issued and to be issued upon the exercise of all the share options granted and to be granted to each participant in any 12-month period shall not exceed 1% of the total number of Shares in issue. Any further grant of options is subject to shareholders' approval in general meeting with such eligible participants and his associates abstaining from voting.

4. The period within which the shares must be taken up under an option

An option may be exercised in accordance with the terms of the Share Option Scheme at any time during a period as the Board may determine which shall not exceed ten years from the date on which the option is offered to an eligible participant, provided that the period from such date shall not be more than ten years after the adoption date of the Share Option Scheme or after the termination of the Share Option Scheme.

5. The minimum period for which an option must be held before it can be exercised

An offer for the grant must be accepted within seven days inclusive of the day on which such offer was made.

6. The amount payable on acceptance of an option and the period within which payments shall be made

The amount payable by the grantee to the Company on acceptance of the offer for the grant of an option is HK\$1.00.

7. The basis of determining the exercise price

The subscription price of a Share in respect of any particular option granted under the Share Option Scheme shall be at such price as determined by our Board and notified to an eligible person, and shall be at least the highest of: (i) the closing price of the Shares as stated in the Stock Exchange's daily quotations sheet on the date, which must be a trading day, on which our Board passes a resolution approving the making of an offer of grant of an option to an eligible participant; (ii) the average closing price of the Shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant of the share option; and (iii) the nominal value of a Share on the date of grant of the share option.

3. 各合資格參者可獲的股份配額上限

於任何12個月期間，所有已授出及將授出的購股權獲行使而可予發行的股份總數不得超過已發行股份總數的1%。任何額外授出購股權須於股東大會上獲股東批准，而有合資格參與人士及其聯繫人須放棄投票。

4. 須按購股權認購股份的期間

購股權可於董事會可能釐定的期間內（不超過向一名合資格參與者提呈購股權當日起計十年），隨時根據購股權計劃的條款獲行使，惟由該日期起計的該期間不可超過採購股權計劃日期後超過的十年或於購股權計劃終止後。

5. 購股權獲行使前必須持有的最短期間

授出購股權的要約必須於授出購股權當日起計七個營業日（包括作出該要約當日）獲接納。

6. 接納購股權時須支付的款項及須作出付款的期間

承授人於接納授出購股權的要約時應向本公司支付的款項為1.00港元。

7. 釐定行使價的基準

根據購股權計劃授出的任何特定購股權涉及的股份的認購價，應為董事會釐定及通知合資格參與者的相關價格，以及應最少為以下各項中最高者：(i) 董事會通過一項決議案批准向一名合資格參與者作出授出購股權的要約當日（必須為交易日）聯交所日報表所示的股份收市價；(ii) 於緊接授出日期前五個交易日的聯交所每日報價表所列股份的平均收市價；及(iii) 於授出購股權當日的股份面值。

Report of the Directors

董事會報告

8. The remaining life of the Share Option Scheme

Subject to earlier termination of the Share Option Scheme by the Company in general meeting or by the Board, the Share Option Scheme will remain valid and effective for a period of 10 years commencing on the adoption date of the Share Option Scheme, after which period no further share options shall be granted. All share options granted prior to the expiry of the Share Option Scheme shall continue to be valid and exercisable in accordance with the terms of the Share Option Scheme.

As at the date of this report, no share option was granted, exercised, lapsed or cancelled for the year ended 31 December 2024.

Rights to Acquire Shares or Debentures

Save as disclosed above, at no time during the year ended 31 December 2024 was the Company, or any of its holding companies, its subsidiaries or its fellow subsidiaries a party to any arrangement to enable any of the Company's directors or members of its management (including their spouse and children under 18 years of age) to acquire benefits by means of the acquisition of shares in, or debentures of, or had exercise any such rights in the Company or other body corporate.

Directors' Interests in Transaction, Arrangement or Contracts of Significance

Save as disclosed below and in Note 31 to the consolidated financial statements, no transaction, arrangement or contract of significance in relation to the Group's business to which the Company or any of its subsidiaries or holding company was a party and in which any of the Company's Directors or members of its management had a material interest, whether directly or indirectly, subsisted in the year ended 31 December 2024 or at any time during the year.

8. 購股權計劃的餘下年期

倘購股權計劃並無被本公司於股東大會或被董事會提早終止，購股權計劃將一直有效，由採納購股權計劃日期起計為期十年，其後概不可授出更多購股權。於購股權計劃到期授出的所有購股權將根據繼續有效及可根據購股權計劃的條款行使。

於本報告日期，概無購股權已於截至二零二四年十二月三十一日止年度授出、行使、失效或註銷。

收購股份或債權證的權利

除上文所披露者外，於截至二零二四年十二月三十一日止年度內任何時間，本公司或其任何控股公司、附屬公司或其同系附屬公司概無參與任何安排，致令本公司董事或其管理層成員（包括其配偶及18歲以下子女）可藉購入本公司或其他法人團體的股份或債券而獲益。

董事於重大交易、安排或合約的權益

除下文及綜合財務報表附註31所披露者外，本公司或其任何附屬公司或控股公司並無訂有任何對本集團業務而言屬重大以及本公司任何董事或其管理層成員於當中擁有重大權益（不論直接或間接）且於截至二零二四年十二月三十一日止年度或本年度內任何時間存續的交易、安排或合約。

Report of the Directors

董事會報告

DISCLOSURE OF INTERESTS — SUBSTANTIAL SHAREHOLDER'S INTERESTS

Substantial Shareholder's Interests in Shares and Share Options

As at 31 December 2024, so far as known by the Directors, the following persons/entities (not being a Director or Chief Executive of the Company) had interest or short position in shares or underlying shares and debentures of Company and its associated corporation which would be required to be disclosed to the Company and the Stock Exchange under the provision of Divisions 2 and 3 of Part XV of the SFO or as recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO, were as follows:

Name of substantial shareholder capacity	Nature of interest	Total number of share(s) held	Percentage of interest in our Company's issued capital 於本公司已發行股本權益的百分比
主要股東的姓名／名稱身分	權益性質	所持股份總數	
C Centrum ^(Note 1)	Beneficial owner	600,000,000 shares (L)	75%
C Centrum ^(附註1)	實益擁有人	600,000,000 股股份 (L)	75%
Ms. Leung Tak Yee ^(Note 2)	Interest of Spouse	600,000,000 shares (L)	75%
梁德儀女士 ^(附註2)	配偶權益	600,000,000 股股份 (L)	75%

Note 1: The entire issued share capital of C Centrum is legally and beneficially owned by Mr. YP Chan. Accordingly, Mr. YP Chan is deemed to be interested in the 600,000,000 Shares held by C Centrum by virtue of the SFO.

Note 2: Ms. Leung Tak Yee is the spouse of Mr. YP Chan and is deemed to be interested in all the underlying Shares that Mr. YP Chan is interested through C Centrum by virtue of the SFO.

Note 3: The letter "L" denotes "Long position" in such shares.

Save as disclosed above, as at 31 December 2024, no other person (other than director or chief executive of the Company) had any interest or short position in the Shares or underlying shares of the Company which would fall under the provisions of Divisions 2 and 3 of Part XV of the SFO to be disclosed to the Company, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

權益披露 — 主要股東的權益

主要股東於股份及購股權中擁有的權益

於二零二四年十二月三十一日，就董事所知，下列人士／實體（並非本公司董事或最高行政人員）於本公司及其相聯法團的股份或相關股份及債權證中擁有根據證券及期貨條例第XV部第2及3分部條文須向本公司及聯交所披露或須記錄於根據證券及期貨條例第336條本公司須存置的登記冊的權益或淡倉，載列如下：

附註1：C Centrum的全部已發行股本由陳煜彬先生合法及實益擁有。因此，根據證券及期貨條例，陳煜彬先生被視為於C Centrum所持有的300,000,000股股份內擁有權益。

附註2：梁德儀女士為陳煜彬先生的配偶，根據證券及期貨條例，被視為於陳煜彬先生透過C Centrum擁有權益的所有相關股份內擁有權益。

附註3：字母「L」指於相關股份的好倉。

除上文所披露者外，於二零二四年十二月三十一日，概無其他人士（本公司董事或最高行政人員除外）於本公司股份或相關股份中擁有任何根據證券及期貨條例第XV部第2及3分部條文須向本公司披露或須記錄於根據證券及期貨條例第336條本公司須存置的登記冊的權益或淡倉。

Report of the Directors 董事會報告

PURCHASE, SALES AND REDEMPTION OF SHARES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2024.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors or their respective close associates is or was interested in any business apart from the Group's business that competes or competed or is or was likely to compete, either directly or indirectly, with the Group's business at any time during the year ended 31 December 2024 and up to the date of this report.

EQUITY-LINKED AGREEMENTS

Save as disclosed, no other equity-linked agreement was entered into by the Group, or existed during the year ended 31 December 2024.

SUBSIDIARIES

Details of subsidiaries of the Company as at 31 December 2024 are set out in Note 14 to the consolidated financial statements.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

Save as disclosed below and in Note 31 to the consolidated financial statements, the Group did not enter into any other connected transactions or continuing connected transactions which is subject to disclosure requirements under Chapter 14A of the Listing Rules during the year ended 31 December 2024.

Connected Transaction

The Tenancy Agreement

On 1 November 2024, Best Linking, as the tenant, and Ever Genius (Asia) Limited ("**Ever Genius**"), a company incorporated under the laws of Hong Kong and indirectly wholly-owned by Mr. Chan Wing Tin, father of Mr. YP Chan and Mr. LP Chan, as the landlord, entered into a tenancy agreement, pursuant to which the Group agreed to rent the Premises from Ever Genius for a term commencing from 1 November 2024 to 31 October 2027 with an option to review for another 3 years (the "**Tenancy Agreement**").

購買、出售及贖回股份

於截至二零二四年十二月三十一日止年度，本公司及其任何附屬公司均無購買、出售或贖回任何本公司上市證券。

董事於競爭業務的權益

於截至二零二四年十二月三十一日止年度及直至本報告日期的任何時間，董事或彼等各自的緊密聯繫人現時或過往概無於除本集團的業務以外與本集團的業務直接或間接構成競爭或在現時或過往可能構成競爭的業務中擁有權益。

股權掛鈎協議

除已披露者外，本集團於截至二零二四年十二月三十一日止年度概無訂立或不存在其他股票掛鈎協議。

附屬公司

本公司的附屬公司於二零二四年十二月三十一日的詳情載於綜合財務報表附註14。

關連交易及持續關連交易

除下文及綜合財務報表附註31所披露者外，本集團於截至二零二四年十二月三十一日止年度並無訂立任何其他須遵守上市規則第14A章披露規定的關連交易或持續關連交易。

關連交易

租賃協議

於二零二四年十一月一日，永聯豐（作為租戶）與永捷（亞洲）有限公司（「永捷」，根據香港法例註冊成立的公司，由陳榮田先生（陳煜彬先生及陳龍彬先生的父親）間接全資擁有）（作為業主）訂立租賃協議（「租賃協議」），據此本集團同意向永捷租賃該等物業，年期由二零二四年十一月一日起至二零二七年十月三十一日，並可選擇續租三年。

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The rent is HK\$83,000 per calendar month (inclusive of government rent and rates and exclusive of utilities and all other outgoings) to be paid in advance on the first day of each and every calendar month during the Term without deduction, and no less than HK\$83,000 and no more than HK\$95,450 per calendar month (inclusive of government rent and rates and exclusive of utilities and all other outgoings) for the renewal term. The rent was determined after taking into account the prevailing market conditions and the prevailing market rent for similar properties in the vicinity of the Premises. The rent payable will be financed by internal resources of the Group. The value of the right-of-use asset recognised by the Group under the Tenancy Agreement amounted to approximately HK\$2,744,000, which is the present value of total rent payable for the entire term of the Tenancy Agreement in accordance with Hong Kong Financial Reporting Standard 16 “Leases”.

The Directors consider that the Tenancy Agreement is necessary for the Group to continue to expand its business in the sales of mechanical parts and components as well as machineries in Hong Kong and the South East Asia region as it will provide ample storage space to facilitate the storage and inspection. The Directors (including the independent non-executive Directors) are of the view that the terms of the Tenancy Agreement are fair and reasonable, and are on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

Further details of the Tenancy Agreement can be referred to in the Company's announcement dated 1 November 2024.

Continuing Connected Transactions

Purchase Framework Agreement

On 1 November 2024, Best Linking, as the purchaser, and South Wing, a company incorporated under the laws of Hong Kong and indirectly wholly-owned by Mr. Chan Wing Tin, father of Mr. YP Chan and Mr. LP Chan, as the supplier, entered into the Purchase Framework Agreement, pursuant to which the Group agreed to purchase, and South Wing agreed to sell heavy duty machineries for a term commencing from the Effective Date to 31 December 2026.

To be determined by reference to the prevailing market prices of the heavy duty machineries or substantially similar products, taking into account of the comparable order quantities and quality offered to the Group by other suppliers who are Independent Third Parties.

If the above is not applicable, pricing will be determined by reference to the price of similar products previously supplied to a third party, and on no less favourable terms to the Group comparable to those offered by South Wing to Independent Third Parties and on normal commercial terms comparable to those offered to Independent Third Parties in respect of the heavy duty machineries or substantially similar products with comparable order quantities and quality.

租金為每曆月83,000港元（已包括地租及差餉，但不包括水電費及所有其他開支），須於年期內每曆月首日預先支付，不得扣減，重續期間每曆月不少於83,000港元及不超過95,450港元（已包括地租及差餉，但不包括水電費及所有其他開支）。租金乃經考慮當時市況及該等物業附近類似物業的現行市值租金後釐定。應付租金將由本集團內部資源撥付。本集團根據租賃協議確認的使用權資產價值約為2,744,000港元，即根據香港財務報告準則第16號「租賃」於整個租賃協議期限內應付租金總額的現值。

董事認為，租賃協議對本集團於香港及東南亞地區繼續擴展其銷售機械零部件及機器的業務實屬必要，原因為租賃協議將為本集團提供充足的儲存空間，方便儲存及檢驗。董事（包括獨立非執行董事）認為租賃協議的條款屬公平合理，於本集團日常及一般業務過程中按一般商業條款或更佳條款訂立，且符合本公司及股東整體利益。

有關租賃協議的進一步詳情可參閱本公司日期為二零二四年十一月一日之公告。

持續關連交易

採購框架協議

於二零二四年十一月一日，永聯豐（作為買方）與南榮（根據香港法例註冊成立的公司，由陳煜彬先生及陳龍彬先生的父親陳榮田先生間接全資擁有）（作為供應商）訂立採購框架協議，據此本集團同意採購而南榮同意出售重型機械，年期由生效日期起至二零二六年十二月三十一日。

將參考重型機械或大致相若產品的現行市場價格，並考慮由其他供應商（均為獨立第三方）向本集團提供的可資比較訂單數量及質量而釐定。

倘上述不適用，定價將參考先前向第三方供應的類似產品的價格，並按就本集團而言不遜於南榮向獨立第三方提供的條款釐定；以及按與獨立第三方就訂單數量及質量相若的重型機械或大致相若產品提供的條款相若的一般商業條款釐定。

Report of the Directors

董事會報告

During the year, approximately HK\$14.4 million was paid to South Wing for the purchase of heavy duty machineries by the Group.

The Directors are of the view that the Purchase Framework Agreement has been entered into in the ordinary and usual course of business of the Group and upon normal commercial terms or better to the Group, and the terms of the Purchase Framework Agreement are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Further details of the Purchase Framework Agreement can be referred to in the Company's announcement dated 1 November 2024.

Sales Framework Agreement

On 1 November 2024, Best Linking, as the supplier, and South Wing, as the purchaser, entered into a sales framework agreement (the **"Sales Framework Agreement"**), pursuant to which the Group agreed to sell, and South Wing agreed to purchase mechanical parts and components for a term commencing from 1 November 2024 to 31 December 2026.

To be determined by reference to the prevailing market prices of mechanical parts and components or substantially similar products, taking into account of the comparable order quantities and quality offered by the Group to other customers who are Independent Third Parties.

If the above is not applicable, pricing will be determined by reference to the price of similar products supplied by the Group to a third party customer, and on no less favourable terms to the Group comparable to those sold by the Group to Independent Third Party customers and on normal commercial terms comparable to those offered to Independent Third Parties in respect of the mechanical parts and components or substantially similar products with comparable order quantities and quality.

During the year, approximately HK\$1.1 million was received by the Group for the provision of mechanical parts and components to South Wing.

The Directors consider that the Sales Framework Agreement will facilitate the Group to widen its clientele and enhance the source of revenue for the Group. The Directors (including the independent non-executive Directors) are of the view that the terms of the Sales Framework Agreement and the transactions contemplated thereunder (including the annual caps) are fair and reasonable, and are on normal commercial terms or better, in the ordinary and usual course of business of the Group and in the interests of the Company and the Shareholders as a whole.

Further details of the Sales Framework Agreement can be referred to in the Company's announcement dated 1 November 2024.

於本年度，本集團向南榮支付約14.4百萬港元用於採購重型機械。

董事認為，採購框架協議乃於本集團日常及一般業務過程中按一般商業條款或就本集團而言更佳的條款訂立，而採購框架協議的條款屬公平合理，並符合本公司及股東整體利益。

有關採購框架協議的進一步詳情可參閱本公司日期為二零二四年十一月一日之公告。

銷售框架協議

於二零二四年十一月一日，永聯豐（作為供應商）與南榮（作為買方）訂立銷售框架協議（「**銷售框架協議**」），據此本集團同意出售而南榮同意採購機械零部件，年期由二零二四年十一月一日起至二零二六年十二月三十一日。

將參考機械零部件或大致相若產品的現行市場價格，並考慮由本集團提供予其他客戶（均為獨立第三方）的可資比較訂單數量及質量而釐定。

倘上述不適用，定價將參考先前本集團向第三方客戶供應的類似產品的價格，並按就本集團而言不遜於本集團向獨立第三方客戶出售的條款釐定以及按與獨立第三方就訂單數量及質量相若的機械零部件或大致相若產品提供的條款相若的一般商業條款釐定。

於本年度，本集團收取約1.1百萬港元用於向南榮供應機械零部件。

董事認為，銷售框架協議將促進本集團擴大其客戶群及增加本集團的收入來源。董事（包括獨立非執行董事）認為，銷售框架協議的條款及據此擬進行的交易（包括年度上限）屬公平合理，於本集團日常及一般業務過程中按一般商業條款或更佳條款訂立，且符合本公司及股東整體利益。

有關銷售框架協議的進一步詳情可參閱本公司日期為二零二四年十一月一日之公告。

Report of the Directors

董事會報告

The Board including the independent non-executive Directors has reviewed the above continuing connected transactions and confirms that these transactions were entered into by the Company in accordance with relevant pricing policies, and that these transactions were conducted:

- (a) in the ordinary and usual course of business of the Group;
- (b) on normal commercial terms or better; and
- (c) in accordance with the relevant agreement on terms that are fair and reasonable and in the interests of the Company's shareholders as a whole.

The Company's auditor was engaged to report on the Group's continuing connected transactions for the year ended 31 December 2024 in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) "Assurance Engagement Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 (Revised) "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The Board confirms that the auditor has issued to the Board an unqualified letter confirming the matters in accordance with Rule 14A.56 of the Listing Rules in respect of the continuing connected transactions disclosed above for the year ended 31 December 2024 as being in order.

RELATED PARTY TRANSACTIONS

Details of the related party transactions undertaken by the Group are set out in Note 31 to the consolidated financial statements. Save as disclosed in the section above headed "Connected Transactions and Continuing Connected Transactions", all related party transactions that constituted continuing connected transactions under the Listing Rules are exempt from reporting, annual review, announcement and independent shareholders' approval requirements under Chapter 14A of the Listing Rules. The Group has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

MANAGEMENT CONTRACTS

Other than the service contracts of the Directors, no contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the year ended 31 December 2024.

董事會 (包括獨立非執行董事) 已審閱上述持續關連交易並確認該等交易乃由本公司根據相關定價政策訂立，且該等交易乃：

- (a) 於本集團日常及一般業務過程；
- (b) 按一般商業條款或更佳條款訂立；及
- (c) 乃遵照條款屬公平合理並符合本公司股東之整體利益的相關協議。

本公司的核數師獲委聘根據香港鑑證業務準則3000 (經修訂) 的「歷史財務信息審計或覆核以外的鑒證業務」，並參考香港會計師公會頒佈的《實務說明第740號》(經修訂) 中的「香港上市規則下持續關連交易核數師函」，就本集團截至二零二四年十二月三十一日止年度的持續關連交易作出報告。董事會確認，核數師已向董事會出具無保留意見函件，確認根據上市規則第14A.56條就上述截至二零二四年十二月三十一日止年度所披露的持續關連交易的事宜並無問題。

關聯方交易

本集團進行的關聯方交易的詳情載於綜合財務報表附註31。除上文「關連交易及持續關連交易」一節所披露者外，所有根據上市規則構成持續關連交易的關聯方交易，均獲豁免遵守上市規則第14A章的申報、年度審閱、公告及獨立股東批准規定。本集團已遵守上市規則第14A章的披露規定。

管理合約

除董事服務合約外，於截至二零二四年十二月三十一日止年度，概無訂立或存在任何有關本公司全部或任何重大部分業務管理及行政的合約。

Report of the Directors

董事會報告

MAJOR CUSTOMERS AND SUPPLIERS

The percentages of revenue for the year attributable to the Group's major customers are as follows:

Sales	出售	Percentage 百分比
The largest customer	最大客戶	13.2%
Five largest customers combined	五大客戶合計	55.7%

The percentage of purchases for the year attributable to the Group's major suppliers are as follows:

Purchases	購買	Percentage 百分比
The largest supplier	最大供應商	16.3%
Five largest suppliers combined	五大供應商合計	60.0%

None of the Directors, their associates or any other shareholder (which to the knowledge of the Directors, owns more than 5% of the Company's share capital) had an interest in the major customers or suppliers noted above.

RELATIONSHIP WITH SUPPLIERS, CUSTOMERS AND OTHER STAKEHOLDERS

The Group understands the importance of maintaining a good relationship with its suppliers, customers and stakeholders to meet its immediate and long-term goals. During the year, there was no material and significant dispute between the Group and its customers, suppliers and/or other stakeholders.

PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles of Association, every Director shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred or sustained by him as a director of the Company. The Company has arranged appropriate directors' and officers' liability insurance coverage for the Directors and officers of the Group throughout the year.

PUBLIC FLOAT

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

主要客戶及供應商

本集團的主要客戶應佔年內收益的百分比如下：

本集團的主要供應商應佔年內採購額的百分比如下：

概無董事、彼等的聯繫人士或任何其他股東（就董事所知，擁有本公司5%以上的股本）擁有上述主要客戶或供應商的權益。

與供應商、客戶及其他持份者的關係

本集團明白與供應商、客戶及持份者維持良好關係對達成其短期及長期目標十分重要。於本年度，本集團與其客戶、供應商及／或其他持份者概無嚴重及重大糾紛。

獲准許的彌償條文

根據本公司組織章程細則，每名董事均有權因其作為本公司董事而就其產生或蒙受的一切損失或責任自本公司資產中獲得彌償。本公司已於整個年度為本集團董事及高級管理人員安排適當保險保障。

公眾持股量

於本報告日期，根據本公司可獲得的公開資料及就董事所知，本公司一直維持上市規則所規定的公眾持股量。

Report of the Directors

董事會報告

CODE ON CORPORATE GOVERNANCE

The Company recognises that good corporate governance is vital to the success of the Group and to sustain the development of the Group. The Company aims at complying with, where appropriate, all code provisions (“**Code Provisions**”) of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the Listing Rules.

The Company’s corporate governance practices are based on the principles and the Code Provisions set out in the CG Code of the Listing Rules. Throughout the Reporting Period, the Company has complied, to the extent applicable and permissible, with all Code Provisions set out in CG Code with the exception of Code Provision C.2.1. Code Provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. YP Chan currently holds both positions during the Reporting Period and up to the date of this report. As Mr. YP Chan has been responsible for the overall management of the Group, including strategic planning as well as sales and business development, the Board considered that Mr. YP Chan is the most suitable candidate to hold these two positions.

Reference is made to an announcement dated 31 March 2022 issued by the Company. The Board has established the Corporate Governance Committee with effect from 31 March 2022 to continue the review of the corporate governance policy and the practices of the Company and to ensure the Company is up to date with the latest practices.

Details of the principal corporate governance practices as adopted by the Company are set out in the corporate governance report in pages 62 to 79 of this annual report.

EVENTS AFTER THE REPORTING PERIOD

New subsidiary incorporated in Japan

On 31 January 2025, Kyoei HK, an indirect wholly-owned subsidiary of the Company incorporated Kyoei Corporation Japan Limited (“**Kyoei JP**”), a wholly-owned subsidiary of Kyoei HK, in Japan. The Group would like to broaden the sources of revenue to further develop its business to revenue source, and to ultimately promote its goals and maximise the contribution of revenue in slewing rings.

企業管治守則

本公司明瞭良好企業管治對本集團的成功及維持本集團的發展非常重要。本公司擬遵守（如合適）上市規則附錄C1所載企業管治守則（「**企業管治守則**」）的所有守則條文（「**守則條文**」）。

本公司的企業管治常規乃以上市規則企業管治守則所載原則及守則條文為基礎。於報告期間，本公司已在適用及可行的情況下遵守所有企業管治守則所載的守則條文，惟有關守則條文第C.2.1條的情況除外。企業管治守則之守則條文第C.2.1條規定，主席及行政總裁的職責應予區分，且不應由同一人士擔任。陳煜彬先生目前於報告期間及直至本報告日期兼任兩個職位。由於陳煜彬先生一直負責本集團的整體管理，包括戰略規劃以及銷售及業務發展，董事會認為陳煜彬先生為兼任兩個職位的最適當人選。

茲提述本公司日期為二零二二年三月三十一日的公告。董事會已成立企業管治委員會，自二零二二年三月三十一日起生效，以繼續審視本公司的企業管治政策及慣例，確保本公司與最新的慣例保持一致。

本公司採納的主要企業管治常規詳情載於本年報第62至79頁的企業管治報告。

報告期後事件

於日本註冊成立新附屬公司

於二零二五年一月三十一日，本公司間接全資附屬公司共榮商事於日本註冊成立共榮商事的全資附屬公司Kyoei Corporation Japan Limited（「**Kyoei Jp**」）。本集團謹此希望進一步發展其業務以拓寬收益來源且最終實現其目標，最大限度地提高迴轉支承的收益貢獻。

Report of the Directors 董事會報告

Loan Agreement With Covenant Relating To Specific Performance Of The Controlling Shareholders

Reference is made to the announcement dated 28 February 2023 issued by the Company with regard to the Facility Letter B.

On 15 January 2025, HSBC has pursuant to its periodic review agreed to revise the facility available under the Facility Letter B with an increased trading facility including the finance loan and combined financing for the Group's operation and a packing loan of up to an aggregate maximum amount of HK\$25,800,000 for Best Linking (**"the New Facility"**). Best Linking and the Company, as borrower and corporate guarantor respectively, accepted the New Facility.

It is the intention of the Company that the New Facility will be used to maintain the working capital of the Company and to facilitate Best Linking to settle payments to its suppliers.

On 15 January 2025, Best Linking, as the policyholder took out the life insurance policy with HSBC Life (International) Limited, (**"HSBC Life"**) and placed an initial single premium, together with an initial single levy, in the sum of approximately US\$1,093,177.5 in aggregate (equivalent to approximately HK\$8,526,785). The policy is a life insurance policy of Mr. YP Chan as the insured person. Best Linking is the policyholder and the beneficiary.

Please refer to the announcement of the Company dated 15 January 2025 for more details.

AUDITORS

The consolidated financial statements of the Company for the year ended 31 December 2024 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment. A resolution for the appointment of PricewaterhouseCoopers will be proposed at the forthcoming AGM of the Company.

On behalf of the Board

Chan Yuk Pan

Chairman and Chief Executive Officer

Hong Kong, 21 March 2025

貸款協議連同與控股股東的特定履約責任有關的契諾

茲提述本公司就融資函件B刊發日期為二零二三年二月二十八日的公告。

於二零二五年一月十五日，滙豐銀行已根據其定期審閱同意修改融資函件B項下的可動用融資，增加貿易融資，包括為本集團營運提供的融資貸款及組合融資以及向永聯豐提供最高總額為25,800,000港元的一攬子貸款（**「新融資」**）。永聯豐及本公司（分別作為借方及企業擔保人）接納新融資。

本公司擬將新融資用作維持本公司的營運資金並協助永聯豐向供應商付款。

於二零二五年一月十五日，永聯豐（作為投保人）向滙豐人壽保險（國際）有限公司（**「滙豐人壽」**）投購保單並繳付初步單筆保費連同初步單筆徵費，總金額約為1,093,177.5美元（相當於約8,526,785港元）。保單是陳煜彬先生作為受保人的人壽保單，永聯豐既是投保人亦為受益人。

有關更多詳情，請參閱本公司日期為二零二五年一月十五日的公告。

核數師

羅兵咸永道會計師事務所已審核本公司截至二零二四年十二月三十一日止年度綜合財務報表，並將退任，且符合資格並願意膺選連任。本公司應屆股東週年大會將提呈有關委任羅兵咸永道會計師事務所的決議案。

代表董事會

陳煜彬

主席兼行政總裁

香港，二零二五年三月二十一日

Corporate Governance Report

企業管治報告

The Board is pleased to present this Corporate Governance Report for the Reporting Period. The Company wishes to highlight the importance of the Board in ensuring effective leadership and control of the Company, transparency and accountability of all aspects of operations and that the business is conducted in accordance with applicable laws and regulations.

The Company recognises that good corporate governance is vital to the success of the Group and to sustain the development of the Group. The Company aims at complying with, where appropriate, all code provisions (“**Code Provisions**”) of the Corporate Governance Code (the “**CG Code**”) as set out in Appendix C1 to the Listing Rules.

The Company’s corporate governance practices are based on the principles and the Code Provisions set out in the CG Code of the Listing Rules. Throughout the Reporting Period, the Company has complied, to the extent applicable and permissible, with all Code Provisions set out in CG Code with the exception of Code Provision C.2.1 as explained under the paragraph “Chairman and Chief Executive Officer” below.

DIRECTORS’ SECURITIES TRANSACTIONS

The Group has adopted a code regulating the securities transactions of Directors and executive officers named in this annual report, on terms no less exacting than the required standard of dealing as set out in the Model Code for Securities Transactions by Directors of the Listed Issuers (the “**Model Code**”) in Appendix C3 to the Listing Rules.

Specific enquiry had been made to all Directors and relevant employees. They confirmed that they have complied with the Model Code throughout the Reporting Period.

The Company has also established written guidelines regulating the transactions of securities of the Company by senior management and employees who are likely to be in possession of any inside information of the Company.

董事會欣然提呈報告期間的本企業管治報告。本公司謹此表明，董事會確保本公司有效領導及監控，在各方面營運的透明度及問責性的重要性，以及根據適用法律及法規進行其業務。

本公司明瞭良好企業管治對本集團的成功及維持本集團的發展非常重要。本公司擬遵守（如合適）上市規則附錄C1所載企業管治守則（「**企業管治守則**」）的所有守則條文（「**守則條文**」）。

本公司的企業管治常規乃以上市規則企業管治守則所載原則及守則條文為基礎。於報告期間，本公司已在適用及可行的情況下遵守所有企業管治守則所載的守則條文，惟下文「主席及行政總裁」一段所述有關守則條文第C.2.1條的情況除外。

董事的證券交易

本集團已採納規管董事及名列本年報的行政人員進行本公司之證券交易守則，其條款不會較上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「**標準守則**」）所載的訂明買賣標準寬鬆。

已向全體董事及相關員工作出具體查詢。彼等已確認彼等於報告期間一直遵守標準守則。

本公司亦已就可能取得本公司內幕資料的高級管理層及僱員進行本公司的證券交易制定書面指引。

Corporate Governance Report

企業管治報告

The key corporate governance principles and practices of the Company are summarised as follows:

THE BOARD

Responsibilities

The overall management of the Company's business is vested in the Board, which assumes the responsibility for leadership and control of the Company and is collectively responsible for promoting the success of the Company by directing and supervising its affairs. All Directors make decisions objectively in the best interests of the Company.

The Board reserves its powers over decision of all major matters which include, inter alia, the approval and monitoring of all policy matters, overall strategies and budgeting, internal control and risk management systems, material transactions (in particular those which may involve conflict of interests of substantial shareholder(s) or Director(s)), financial information, appointment of Directors and other significant financial and operational matters. The Board has the full support from the executive Directors and the senior management of the Company in discharging its responsibilities.

The Board has complied with the requirements of the Listing Rules to have at least three independent non-executive Directors (the "INEDs", each an "INED") who represent more than one-third of the Board with at least one of them who possesses appropriate professional qualifications or accounting or related financial management expertise pursuant to Rule 3.13 of the Listing Rules.

The Board has received from each INED a written annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules, and the Nomination Committee has assessed the independence of each INED. The Company is of the view that all INEDs fulfil the relevant independence requirement throughout the Reporting Period. Each INED will inform the Company in writing as soon as practicable if there is any change of circumstances which may affect his/her independence.

本公司主要企業管治原則及常規概述如下：

董事會

職責

本公司業務整體管理賦予董事會負責，董事會承擔領導及監控本公司的責任，並透過指導及監管事務，集體負責促進本公司的成就。全體董事均客觀就本公司最佳利益作出決定。

董事會保留就所有重要事項作出決策的權力，包括（尤其是）批准及監控所有政策、整體策略及預算、內部監控及風險管理制度、重大交易（特別是可能涉及主要股東或董事的利益衝突者）、財務資料、委任董事及其他重大財務與營運事宜。董事會於履行其責任時獲本公司執行董事及高級管理層的全力支援。

董事會已遵守上市規則之規定，根據上市規則第3.13條委任最少三名獨立非執行董事（「獨立非執行董事」，各為一名「獨立非執行董事」），佔董事會人數超過三分之一，其中最少一名獨立非執行董事具備適當專業資格或會計或相關財務管理專長。

董事會已收到各獨立非執行董事根據上市規則第3.13條之規定提交確認其符合獨立性之週年確認函，而提名委員會已評核各獨立非執行董事之獨立性。本公司認為，於報告期間，所有獨立非執行董事已滿足相關獨立規定。倘出現任何可能會影響其獨立性的變動情況，各獨立非執行董事將於實際可行情況下盡快書面通知本公司。

Corporate Governance Report

企業管治報告

Composition

The Board has a balance of skills, wealth of experiences and diversity of perspectives appropriate to the requirements of the business of the Group.

The Board currently comprises five members, consisting of two executive Directors and three INEDs. The balanced composition of executive and independent non-executive members, as equal board members, upholds the effective exercise of independent judgment of the Board.

The Board currently comprises the following Directors:

Executive Directors

Mr. Chan Yuk Pan (*Chairman and Chief Executive Officer*)

Mr. Chan Lung Pan

Independent Non-Executive Directors

Mr. Chan Wan Tsun Adrian Alan

Ms. Tsang Hau Lam

Ms. Tam Ho Ting

The biographical information of the Directors and the relationship between the members of the Board, if any, are provided in the “Directors and Senior Management” section of this annual report. Save as disclosed in the section “Directors and Senior Management” in this annual report, the Directors have no financial, business, family or other material or relevant relationships with each other.

Appointment, Re-Election and Removal of Directors

The Company has established formal and transparent procedures for the appointment and succession planning of Directors.

All Directors are appointed for specific tenures subject to retirement by rotation at least once every three years and subject to re-election at the annual general meeting.

Each of the executive Directors has entered into a service agreement with the Company for an initial term of three years, which shall be renewed as determined by the Board or the Shareholders of the Company. The appointment of each of the executive Directors may be terminated by either party in accordance with the terms thereof and retirement and re-election provisions in accordance with the Articles of Association of the Company (the “Articles”).

組成

董事會根據本集團之業務需要具備適當的技巧、豐富的經驗及多元化的視野。

董事會現時由五名成員組成，包括兩名執行董事及三名獨立非執行董事。執行董事與獨立非執行董事之組合保持均衡（作為擁有同等地位的董事會成員），有利於董事會有效地作出獨立判斷。

董事會現由以下董事組成：

執行董事

陳煜彬先生 (*主席及行政總裁*)

陳龍彬先生

獨立非執行董事

陳弘俊先生

曾巧臨女士

譚可婷女士

董事的履歷資料及彼等與董事會成員的關係（如有）在本年報「董事及高級管理層」一節已有披露。除本年報內「董事及高級管理層」一節所披露者外，各董事相互間概無財務、業務、家庭或其他重大或相關之關係。

委任、重選及罷免董事

本公司已制定正式且具透明度的董事委任及繼任規劃程序。

全體董事均通過特定任期委任產生，須至少每三年輪席告退一次，並可於股東週年大會膺選連任。

執行董事已各自與本公司訂立服務協議，初步為期三年，可按董事會或本公司股東決定而重續。各執行董事之委任可由任何一方根據本公司組織章程細則（「細則」）的條款及退任及重選連任條文而終止。

Corporate Governance Report

企業管治報告

Each of the INEDs has accepted an appointment with the Company for an initial term of one year and shall be automatically renewed for another year. The appointment of each of the INEDs may be terminated by either party giving at least one month written notice to the other, subject to relevant terms of their respective appointments and the Articles.

Continuing Professional Development

Newly appointed Directors receive induction on the occasion of his/her appointment, so as to ensure that he/she has a proper understanding of the business and operations of the Company and is fully aware of his/her responsibilities under applicable laws, rules and regulations and the Group's various governance and internal control policies. The Company also, at its expense, arranges and provides suitable training for its Directors, placing an appropriate emphasis on the roles, functions and duties of a listed company director.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company Secretary of the Company is responsible for maintaining and updating records for the Directors' training sessions. Up to the date of this report, the Directors have participated in continuous professional development by attending courses or studying relevant materials on the topics related to corporate governance and recent updates of the relevant rules and regulations.

Directors' and Officers' Liabilities

The Company has arranged for appropriate insurance coverage in respect of legal action against the Directors and officers against loss or liability sustained or incurred arising from or incidental to the execution of their duties. The insurance coverage is reviewed on an annual basis or on intervals as deemed appropriate by the Board.

Board Meetings and Directors' Attendance

According to Code Provision C.5.1 of the CG code, board meetings should be held at least four times a year on a quarterly basis with active participation of a majority of the Directors, either in person or through electronic means of communication.

During the year, four regular Board meetings were held quarterly for, among others, reviewing and approving the financial and operating performance, including the final results for the year ended 31 December 2023, quarterly results for the three months ended 31 March 2024, interim results for the six months ended 30 June 2024 and results for the nine months ended 30 September 2024, connected transactions, and considering, reviewing and/or approving the overall strategies and policies of the Company.

各獨立非執行董事已接納本公司之委任，初步為期一年，其後自動重續一年。獨立非執行董事可由任何一方向另一方發出最少一個月的書面通知予以終止，並受限於彼等各自之委任及細則之相關條款。

持續專業發展

新委任董事於獲委任時獲得就職介紹，確保彼恰當了解本公司業務及運作，及全面了解其於適用法律、規定及法規以及本集團各類管治及內部監控政策下的職責。此外，本公司亦自費就上市公司董事的角色、功能及職責的重要性為董事安排及舉辦合適的培訓。

本公司鼓勵全體董事參與持續專業發展，以發展及更新彼等的知識及技能。本公司的公司秘書負責保管及更新董事的培訓課程記錄。直至本報告日期，董事已透過參加課程或學習有關企業管治及相關規則及法規最近更新的相關資料參與持續專業發展。

董事及高級職員的責任

本公司已就董事及高級職員履行職責須承擔或產生或附帶產生的損失或責任而面對的法律行動安排適當保險。投保範圍乃每年或董事會認為適當的時候進行檢討。

董事會會議及董事出席情況

根據企業管治守則的守則條文第C.5.1條，董事會會議應每年按季舉行至少四次，大致每季度舉行一次，並由大多數董事（親身出席或透過其他電子通訊方式）積極參與。

於本年度，四次常規董事會會議約每季度舉行一次，以（其中包括）檢討及審批財務及營運表現，包括截至二零二三年十二月三十一日止年度的全年業績、截至二零二四年三月三十一日止三個月的季度業績、截至二零二四年六月三十日止六個月的中期業績及截至二零二四年九月三十日止九個月的業績、關連交易，及考慮、檢討及／或審批本公司的整體策略及政策。

Corporate Governance Report

企業管治報告

All individual Directors have attended the four regular quarterly Board meetings (not including other ad hoc Board meetings held from time to time and any other meeting(s) of members of the Board in compliance with the CG Code), committee meetings and general meeting during the year ended 31 December 2024. Attendance includes physical attendance and attendance by telephone or video conference.

During the year, the Chairman also held a meeting with the INEDs without the presence of other Directors.

Practices and Conduct of Board Meetings

A schedule of Board meetings dates is planned in the preceding year. At least 7 days' formal notice of all regular Board meetings will be given to all Directors and all Directors are given the opportunity to include matters for discussion in the agenda. The agenda and Board papers for each meeting are sent to all Directors at least 3 days in advance of every regular Board meeting.

The Company Secretary, as delegated by the Chairman, is responsible for preparing the agendas of board meetings, taking into account any matter the Directors may propose to include, ensuring that all Directors are given opportunity to include matters in the agendas and approving the agendas. To enable the Directors to make informed decisions, agendas and accompanying papers, together with all appropriate, complete and reliable information are sent to all Directors or all committees members at least three days before each Board meeting or committee meeting to keep the Directors and committee members apprised of the latest developments and/or financial position of the Company. The Board and the individual Directors may contact the senior management to make further enquires or when they require further information, in addition to those volunteered by the senior management.

The Company Secretary attended all regular Board meetings and, whenever necessary, other Board and committee meetings to advise on statutory compliance, corporate governance matters and to ensure that the Company's policies and procedures were properly followed.

The Company Secretary is responsible for preparing and keeping minutes of all Board meetings and committee meetings. The minutes recorded sufficient details of the meetings including matters considered, decisions reached, concerns raised and dissenting views expressed, if any. Draft and final versions of minutes are circulated to the Directors for comments and records within a reasonable time after each meeting. The final version is kept by the Company Secretary and opened for the Directors' inspection.

於截至二零二四年十二月三十一日止年度，全部個別董事均已出席四次季度常規董事會會議（不包括不時舉行的其他臨時董事會會議及任何其他符合企業管治守則的董事會成員會議）、委員會會議及股東大會。出席情況包括親身出席及通過電話或視像會議出席。

於本年度，主席亦與獨立非執行董事舉行一次並無其他董事在場的會議。

董事會會議常規及程序

董事會會議日期的時間表乃於上一年度計劃。所有常規董事會會議將向全體董事給予最少7日正式通知期及全體董事有機會將事項納入議程以供討論。每次會議的議程及董事會會議文件會於每次常規董事會會議前最少3日寄發給全體董事。

公司秘書由主席委託負責擬備董事會會議議程，並包括董事提議載入的任何事項，確保全體董事皆有機會提出商討事項列入議程及批准議程。為使董事能作出知情有根據的決定，議程及相關的董事會文件連同所有合適、完整及可靠資料，至少在董事會會議及委員會會議的舉行三天前向全體董事或全體委員會成員，致令董事及委員會成員知悉本公司最新發展及／或財務狀況。董事會及個別董事亦可聯絡高級管理層作進一步查詢，或當其要求進一步資料時，除高級管理層自願提供者之外。

公司秘書出席所有常規董事會會議及於有需要時出席其他董事會會議及委員會會議，就法定守章、企業管治事宜提供意見，並確保本公司的政策及程序得到妥當遵守。

公司秘書負責擬備所有董事會會議及委員會會議之會議記錄並加以存管。會議記錄充分記錄會議的詳情，包括所考慮的事項、達成的決定、提出的疑慮及所表達的反對意見（如有）。會議記錄的初稿及最終定稿於各會議後合理時段內，予董事傳閱，作出意見，最終定稿將由公司秘書備存並可供董事查閱。

Corporate Governance Report

企業管治報告

According to current Board practice, any material transaction or matter which involves conflicting interests of a substantial shareholder or a Director, are dealt with by a duly convened physical Board meeting, at which INEDs having no material interest in the transaction should be present. Any Director or any of their close associates having material interests in the transaction or matter shall abstain from voting and not to be counted in the quorum at meetings for approving such transactions.

BOARD COMMITTEES

The Board has established three committees, namely, the Audit Committee, the Nomination Committee and the Remuneration Committee on 21 October 2019, for overseeing specific aspects of the Company's affairs. The Board has also established the Corporate Governance Committee on 31 March 2022 to take full account of the Group's policies and practices on corporate governance, legal and regulatory compliance and professional development of the Group's management team. Each committee was established with defined written terms of reference setting out its authorities and duties and requiring the Committees to report back to the Board on their decisions or recommendations (unless otherwise restricted by applicable legal or regulatory requirements). To provide transparency, the terms of reference of the Board committees are posted on the Company's and the Stock Exchange's websites and hard copies of the same are available to shareholders upon request.

根據現行董事會常規，任何涉及主要股東或董事利益衝突的重大交易或事宜，須經由正式召開的實質董事會會議（於交易無重大利益關係的獨立非執行董事應出席會議）處理。任何於交易或事宜擁有重大權益的董事或彼等之緊密聯繫人須在批准該等交易的會議放棄表決及不獲計入法定人數內。

董事會委員會

董事會於二零一九年十月二十一日設立三個委員會：審計委員會、提名委員會及薪酬委員會，以掌管本公司特定事務。董事會亦於二零二二年三月三十一日成立企業管治委員會，全面負責本集團企業管治、法律及監管合規以及本集團管理層團隊持續發展的政策及常規。各委員會均設有明確書面職權範圍，載列其要求委員會向董事會報告其決定或意見的權限及職責（適用法律或監管規定限制者除外）。為提供透明度董事會委員會的職權範圍於本公司及聯交所網站刊載，其複印件亦可供股東索閱。

Corporate Governance Report

企業管治報告

Each Board committee, except the Corporate Governance Committee, consists of a majority of INEDs. Chairman and members of each Board committee as at the date of this report are set out below:

Audit Committee

Mr. Chan Wan Tsun Adrian Alan (*Chairman*) *
Ms. Tam Ho Ting*
Ms. Tsang Hau Lam*

Remuneration Committee

Ms. Tam Ho Ting (*Chairlady*) *
Mr. Chan Lung Pan**
Ms. Tsang Hau Lam*

Nomination Committee

Mr. Chan Yuk Pan (*Chairman*) **
Mr. Chan Wan Tsun Adrian Alan*
Ms. Tam Ho Ting*

Corporate Governance Committee

Mr. Chan Lung Pan (*Chairman*) **
Mr. Chan Wan Tsun Adrian Alan*
Mr. Chan Ho Chee Gilbert***

* Independent non-executive Director
** Executive Director
*** Senior management

The Board committees have been provided with sufficient resources to perform their duties and, upon reasonable request by its members, are able to seek independent professional advice in appropriate circumstances at the Company's expense.

Chairman and Chief Executive Officer

Code Provision C.2.1 of the CG Code stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. Mr. YP Chan currently holds both positions for the year ended 31 December 2024 and up to the date of this report. As Mr. YP Chan has been responsible for the overall management of the Group, including strategic planning as well as sales and business development, the Board considered that Mr. YP Chan is the most suitable candidate to hold these two positions.

除企業管治委員會外，各董事會委員會由獨立非執行董事佔多數。於本報告日期，各董事會委員會主席及成員如下：

審計委員會

陳弘俊先生 (*主席*) *
譚可婷女士*
曾巧臨女士*

薪酬委員會

譚可婷女士 (*主席*) *
陳龍彬先生**
曾巧臨女士*

提名委員會

陳煜彬先生 (*主席*) **
陳弘俊先生*
譚可婷女士*

企業管治委員會

陳龍彬先生 (*主席*) **
陳弘俊先生*
陳浩賜先生***

* 獨立非執行董事
** 執行董事
*** 高級管理層

董事會委員會已獲提供充足資源履行職責及可於適當情況下，應成員合理要求徵求獨立專業意見，費用由本公司承擔。

主席及行政總裁

企業管治守則的守則條文第C.2.1條規定，主席及行政總裁的職責應予區分，且不應由同一人士擔任。陳煜彬先生目前於截至二零二四年十二月三十一日止年度及直至本報告日期兼任兩個職位。由於陳煜彬先生一直負責本集團的整體管理，包括戰略規劃以及銷售及業務發展，董事會認為陳煜彬先生為兼任兩個職位的最適當人選。

Corporate Governance Report

企業管治報告

Audit Committee

Our Company established an Audit Committee on 21 October 2019 with written terms of reference in compliance with Rules 3.21 to 3.23 of the Listing Rules and Code Provisions D.3.3 and D.3.7 of the CG Code. The Audit Committee comprises three INEDs; namely Mr. Adrian Chan, Ms. Tam and Ms. Tsang. Mr. Adrian Chan, who has appropriate professional qualification and experience in accounting matters, was appointed to serve as the chairman of the Audit Committee.

The main duties of the Audit Committee include, among others, the followings:

- (a) to review the financial statements and reports and consider any significant or unusual items raised by the Company's staff responsible for the accounting and financial reporting function, compliance officer or external auditor before submission to the Board;
- (b) to review the Company's relationship with the external auditor with reference to the work it performed, its fees and terms of engagement, and make recommendation to the Board on the appointment, re- appointment and, if appropriate, removal of external auditor;
- (c) to review the adequacy and effectiveness of the Company's financial reporting system, the Group's financial control, internal control and risk management systems, including but not limited to adequacy of resources available to its respective functions, staff qualifications and experience and training programmes; and
- (d) to oversee the corporate governance matters and to consider and identify risks of the Group and consider effectiveness of the Group's decision making processes in crisis and emergency situations and approve major decisions affecting the Group's risk profile or exposure.

The written terms of reference describing the authority and duties of the Audit Committee was prepared and adopted with reference to the CG Code and "A Guide for The Formation of An Audit Committee" published by the Hong Kong Institute of Certified Public Accountants.

審計委員會

本公司於二零一九年十月二十一日成立審計委員會，並遵照上市規則第3.21條至3.23條及企業管治守則守則條文第D.3.3條及D.3.7條擬備了書面職權範圍。審計委員會由三位獨立非執行董事：陳弘俊先生、譚女士及曾女士組成。陳弘俊先生於會計方面擁有合適的專業資格及經驗，獲委任為審計委員會主席。

根據職權範圍，審計委員會的主要職責其中包括：

- (a) 審閱財務報表及報告，並於提交董事會前，考慮本公司的會計及財務匯報職員、監察主任或外聘核數師提出的任何重大或不尋常項目；
- (b) 參考外聘核數師所進行工作、費用及聘用條款，檢討公司與外聘核數師的關係，並就委任、續聘及(如合適) 罷免外聘核數師向董事會提出意見；
- (c) 審閱本公司財務報告制度、本集團的財務監控、內部監控及風險管理制度是否充份及具備效益，其中包括但不限於是否有足夠資源履行其各職能員工資歷及經驗及培訓計劃；及
- (d) 監督企業管治事宜及審議及識別本集團的風險，並檢視本集團處理危機及緊急情況時的決策程序的成效，以及批准影響本集團風險概況的重要決策。

已參照企業管治守則及由香港會計師公會發佈的「成立審計委員會指引」編製及採納列明審計委員會的職權及職責的書面職權範圍。

Corporate Governance Report

企業管治報告

The Audit Committee held four meetings during the year ended 31 December 2024 to review quarterly, half-yearly and final financial results and reports, financial reporting and compliance procedures, internal control and risk management systems, effectiveness of internal audit function, the auditor's independence and objectivity. Full minutes of the meetings are duly kept by the Company Secretary and draft and final versions of the same have been sent to all committee members for comments and records, within reasonable time afterwards in accordance with the relevant Code Provisions. The Audit Committee also met with the Company's auditor, PricewaterhouseCoopers, twice during the year and recommended its re-appointment as the Company's external auditor to the Board, which has taken no different view in respect of the Audit Committee's recommendation.

During the Reporting Period and up to the date of this report, there was no material uncertainty relating to events or conditions that might cast significant doubt on the Company's ability to continue as a going concern. The Company's annual results for the year ended 31 December 2024 have been reviewed by the Audit Committee.

Nomination Committee

Our Company established a nomination committee on 21 October 2019 with written terms of reference in compliance with Rule 3.27 of the Listing Rules and Code Provision B.3.1 of the CG Code. The nomination committee comprises two INEDs and one executive Director: Mr. Adrian Chan, Ms. Tam and Mr. YP Chan. Mr. YP Chan was appointed the chairman of the Nomination Committee. The primary functions of the Nomination Committee are (i) to review the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and make recommendations to the Board on any proposed changes to the Board to complement our Company's corporate strategy; (ii) to identify individuals suitably qualified as potential Board members and select or make recommendations to the Board on the selection of individuals nominated for directorship; (iii) to assess the independence of our INEDs; and (iv) to make recommendations to the Board on the appointment or reappointment of Directors and succession planning of Directors, in particular our chairman and the chief executive officer of the Company.

The Nomination Committee fulfils the function of selecting and recommending candidates for directorship based on a number of factors, including expertise, skills, experience, professional knowledge, personal integrity and time commitments of such individuals, business requirements of the Group and other relevant statutory requirements and regulations. External recruitment agency may also be engaged to carry out the recruitment and selection process when necessary.

於截至二零二四年十二月三十一日止年度，審計委員會舉行四次會議，以審閱季度、半年度及全年財務業績及報告，財務申報及合規程序、內部監控及風險管理制度、內部審核職能的有效性、核數師的獨立性及客觀性。會議記錄全文由公司秘書妥為保存，而會議記錄的初稿及最終定稿亦已根據相關守則條文於會後合理時間內送交全體委員會成員，以供置評及作記錄。審計委員會亦於本年度與本公司核數師羅兵咸永道會計師事務所舉行兩次會議，並向董事會建議續聘其為本公司的外聘核數師，而董事會對審計委員會的建議並無異議。

於報告期間及直至本報告日期，並無有關可能對本公司按持續基準經營的能力產生重大疑問的事件或情況。本公司截至二零二四年十二月三十一日止年度的年度業績已經由審計委員會審閱。

提名委員會

本公司於二零一九年十月二十一日成立提名委員會，並遵照上市規則第3.27條及企業管治守則守則條文第B.3.1條擬備了書面職權範圍。提名委員會由兩位獨立非執行董事及一位執行董事：陳弘俊先生、譚女士及陳煜彬先生組成。陳煜彬先生獲委任為提名委員會主席。提名委員會的主要職責是(i)至少每年檢討董事會的架構、規模及組成(包括技能、知識及經驗)，並就任何為配合本公司策略而擬對董事會作出的變動提出建議；(ii)物色具備合適資格可加入董事會的人選，並進行甄選和就董事的人選提名向董事會提出建議；(iii)評估獨立非執行董事的獨立性；以及(iv)就委任或重新委任董事以及董事(尤指本公司主席及行政總裁)繼任計劃向董事會提出建議。

提名委員會履行根據多項因素(包括技能、技巧、經驗、專業知識、個人誠信及投入時間)以及就本集團業務需要及其他相關法定規則及規例，甄選及推薦候任董事人選的職能。有需要時或會委任外界招聘代理進行招聘及甄選程序。

Corporate Governance Report

企業管治報告

To facilitate sustainable and balanced development of the Company, the Nomination Committee has adopted a board diversity policy (the “**Diversity Policy**”), which sets out the approach to achieve diversity of the Board. Under the Diversity Policy, the appointment and/or recommendation for appointment will be based on objective criteria, having due regard to the benefits of diversity of the Board, including, among others, the candidates’ gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. The Board will consider to set measurable objectives to implement the Diversity Policy and review such objectives from time to time to ensure their appropriations and ascertain the progress made towards achieving these objectives. Decisions of the Nomination Committee are based on the merits and contribution of the selected candidates. As at the date of this report, the Board is characterised by significant diversity, regardless in terms of age, gender, professional experience, skills and knowledge. The Nomination Committee has also adopted a nomination policy (the “**Nomination Policy**”) which sets out the selection criteria and procedure of appointing and re-appointing a Director. The selection criteria used in assessing the suitability of a candidate include, inter alia, his/her academic background and professional qualifications, relevant experience in the industry, character and integrity and whether he/she can contribute to the diversity of the Board as detailed in the Diversity Policy. The procedure of appointing and re-appointing a Director is summarised as follows:

- | | |
|--|---|
| — nomination and invitation of suitable candidates by any member of the Nomination Committee or the Board; | — 由提名委員會或董事會任何成員提名及邀請適當候選人； |
| — evaluation of the candidate by the Board based on all selection criteria set out in the Nomination Policy; | — 由董事會根據提名政策所載所有甄選準則評估候選人； |
| — performing due diligence in respect of each candidate and making recommendation for the Board’s consideration and approval; | — 對各候選人進行盡職審查並作出推薦建議以供董事會考慮及批准； |
| — in case of nomination of an INED, assessing the candidate’s independence under the relevant Code Provisions and the Listing Rules; | — 如提名獨立非執行董事，則根據相關守則條文及上市規則評估候選人的獨立性； |
| — where nominating an INED for election at general meetings, having due consideration of matters under Code Provision B.3.4; | — 倘於股東大會上提名獨立非執行董事膺選，則根據守則條文第B.3.4條作出審慎考慮； |
| — in the context of re-appointment of retiring Directors, reviewing the candidate’s overall contribution and performance and making recommendations to the Board and/or the shareholders for consideration in connection with his/her re-election at general meetings; and | — 如重新委任退任董事，則檢討候選人的整體貢獻及表現並就其於股東大會進行重選向董事會及／或股東作出推薦建議以供考慮；及 |
| — convening a meeting of the Board to consider the appointment or re-appointment of the candidate as a Director. | — 召開董事會議以考慮委任或重新委任候選人為董事。 |

為促進本公司持續、均衡的發展，提名委員會已採納董事會多元化政策（「**多元化政策**」），當中載列為達致董事會成員多元化而採取之方針。根據多元化政策，將依據客觀標準，充分考慮多元化對董事會的裨益進行委任及／或推薦委任，其中包括候選人性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務年限。董事會將考慮制定可計量目標，以實行多元化政策，並不時審閱該等目標，確保其合適度及確定達成該等目標的進度。提名委員會的決定乃基於候選人的優點及貢獻。於本報告日期，董事會以非常多元見稱，不分年齡、性別、專業經驗、技能及知識。提名委員會亦已採納一項提名政策（「**提名政策**」），當中列載新委任及重新委任董事之甄選準則及提名程序。用以評估候選人的甄選準則包括（尤其是）其學歷背景及專業資格、與行業有關之經驗、品格及誠信及彼是否能如多元化政策所述為董事會多元化作出貢獻。新委任及重新委任董事的程序概述如下：

Corporate Governance Report

企業管治報告

As at 31 December 2024, the gender ratio of the Group's workforce was 70.8% male to 29.2% female. The Company has implemented fair employment practices and recruitment is based on merit without discrimination. We will continue to monitor and achieve a suitable and balanced gender diversity.

As at 31 December 2024, the Board comprised of two female member and three male member. The Nomination Committee will continue to monitor and actively consider different aspects of diversity in the Board, and recommend further actions or plans to the Board when necessary.

The Nomination Committee held one meeting during the year ended 31 December 2024 to, amongst others, (i) review the structure, size, diversity and composition of the Board; (ii) assess the independence of the independent non-executive Directors; and (iii) review and recommend the continuing adoption of the Diversity Policy.

Remuneration Committee

Our Company established a remuneration committee on 21 October 2019 with written terms of reference in compliance with Rules 3.25 to 3.27 of the Listing Rules and Code Provision E.1.2 of the CG Code. The remuneration committee comprises two INEDs and one executive Director: Mr. LP Chan, Ms. Tam and Ms. Tsang. Ms. Tam was appointed chairlady of the remuneration committee. The primary functions of the Remuneration Committee are to make recommendations to the Board on the overall remuneration policy and the structure relating to all Directors and senior management of our Group, review performance-based remuneration and ensure none of our Directors is in a position to determine his own remuneration.

The Remuneration Committee normally meets to review the remuneration policy and structure and determine the annual remuneration packages of the Directors and the senior management and other related matters. The human resources department is responsible for collection and administration of the human resources data and proposing the remuneration structure and remuneration packages of the individual executive Director and senior management to the Remuneration Committee for consideration. The Remuneration Committee shall consider and consult the Chairman and/or the Board about these proposals.

The Remuneration Committee held one meeting during the year ended 31 December 2024 to review and recommend the remuneration packages of the Directors and the senior management, to establish a formal and transparent procedure for developing policy for the remuneration of the Directors, assess the performance of the executive Directors and approve the terms of their respective service contracts.

於二零二四年十二月三十一日，本集團員工的性別比例為男性佔70.8%，女性佔29.2%。本公司已實施公平就業常規，且招聘乃擇優錄取且並無歧視。我們將繼續監督及實現性別多元化的適當平衡。

於二零二四年十二月三十一日，董事會由兩名女性成員及三名男性成員組成。提名委員會將繼續監督及積極考慮董事會多元化的不同方面，並於必要時向董事會建議進一步的行動或計劃。

於截至二零二四年十二月三十一日止年度，提名委員會舉行一次會議，以（其中包括）(i) 檢討董事會架構、規模、多元化及組成；(ii) 評估獨立非執行董事的獨立性；及(iii) 檢討及建議繼續採納多元化政策。

薪酬委員會

本公司於二零一九年十月二十一日成立薪酬委員會，並遵照上市規則第3.25條至3.27條及企業管治守則守則條文第E.1.2條擬備了書面職權範圍。薪酬委員會由兩位獨立非執行董事及一名執行董事：陳龍彬先生、譚女士及曾女士組成。譚女士獲委任為薪酬委員會主席。薪酬委員會的主要職責是，就整體薪酬政策和本集團全體董事及高級管理層的架構提供建議、審視與表現掛鈎的薪酬，以及確保董事不得釐定其本人的薪酬。

薪酬委員會一般就審閱薪酬政策及結構以及釐定董事及高級管理人員年度薪酬待遇與其他相關事務舉行會議。人力資源部門負責收集及管理人力資源數據，並就薪酬結構與個別執行董事及高級管理人員的薪酬待遇向薪酬委員會作出建議，以供其考慮。薪酬委員會須就該等建議作出考慮及諮詢主席及／或董事會。

於截至二零二四年十二月三十一日止年度，薪酬委員會舉行一次會議，以檢討董事及高級管理層的薪酬待遇並提出建議，就制定董事薪酬政策訂立正規而具透明度的程序及評估執行董事表現及批准其各自服務合約條款。

Corporate Governance Report

企業管治報告

The remuneration payable to the members of the senior management by band for the year ended 31 December 2024 is set out below:

截至二零二四年十二月三十一日止年度按組別劃分的應付高級管理層成員薪酬載列如下：

Remuneration bands	薪酬組別	Number of individuals 人數
Nil to HK\$500,000	零至500,000 港元	1
HK\$500,001 to HK\$1,500,000	500,001 港元至1,500,000 港元	1

Further particulars relating to Directors' emoluments and the five highest paid individuals as required to be disclosed pursuant to Appendix D2 to the Listing Rules are set out in Note 7 and Note 10 to the consolidated financial statements.

根據上市規則附錄D2須予披露有關董事酬金及五名最高薪人士的進一步詳情，載於綜合財務報表附註7及附註10。

Corporate Governance Committee

Reference is made to an announcement dated 31 March 2022 issued by the Company. The Board has established a corporate governance committee (the “**CG Committee**”) with effect from 31 March 2022 to continue the review of the corporate governance policy and the practices of the Company and to ensure the Company is up to date with the latest practices. The CG Committee is responsible for performing the corporate governance duties and determining the relevant policies of the Company, which includes i) developing and reviewing the Group's policies and practices on corporate governance and making recommendations to the Board; ii) reviewing and monitoring the training and continuous professional development of the Directors and the senior management; iii) reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements; iv) developing, reviewing and monitoring the code of conduct, compliance manual (if any) applicable to employees and Directors; v) reviewing the Group's compliance with the CG Code and disclosures in this Corporate Governance Report, reviewing the shareholders communication policy and making recommendations to the Board where appropriate to enhance effective communications between the Company and its shareholders; and vii) reviewing and monitoring the evaluation and management of issues related to the Company's Environmental, Social and Governance (“**ESG**”) matters.

According to the terms of reference of the CG Committee, meeting of the CG Committee shall be held on a regular basis. The CG Committee held one meeting during the year ended 31 December 2024. The CG Committee reviewed and discussed the corporate governance policy of the Company and was satisfied the effectiveness of its corporate governance policy.

企業管治委員會

茲提述本公司日期為二零二二年三月三十一日的公告。董事會已成立企業管治委員會（「**企業管治委員會**」），自二零二二年三月三十一日起生效，以繼續審視本公司的企業管治政策及慣例，確保本公司與最新的慣例保持一致。企業管治委員會負責履行本公司的企業管治職責及決定相關政策包括i)制定及檢討本集團於企業管治方面的政策及常規，並向董事會作出推薦建議；ii)檢討及監察董事及高級管理層的培訓及持續專業發展；iii)檢討及監察本集團的政策及常規是否符合法律及監管要求；iv)制定、檢討及監察員工及董事的操守準則、合規手冊（如有）；及v)檢討本集團遵守企業管治守則的情況及在本企業管治報告內所作的披露；vi)檢討股東溝通政策，並適時向董事會提出建議，以加強本公司與其股東之間的有效溝通；及vii)檢討及監督與本公司的環境、社會及管治（「**環境、社會及管治**」）事項有關的問題的評估及管理。

根據企業管治委員會的職權範圍，企業管治委員會應定期舉行會議。企業管治委員會於截至二零二四年十二月三十一日止年度舉行一次會議。企業管治委員會已審閱及討論本公司的企業管治政策，並對其企業管治政策的效用感到滿意。

Corporate Governance Report 企業管治報告

RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Board and the Directors

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

The Directors also acknowledge their responsibilities for preparing the financial statements of the Company for the year ended 31 December 2024.

Auditor's Statement

The statement of the external auditor of the Company about its reporting responsibilities on the financial statements is set out in the "Independent Auditor's Report" in pages 135 to 141.

Senior Management

The senior management has provided the Board with sufficient explanation and necessary information to enable the Board to make an informed assessment of financial and other information tabled before the Board for approval.

Monthly updates have also been provided by the senior management to all members of the Board to enable proper discharge of duties by the Board as a whole as well as each member individually by giving them balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has the overall responsibility for the establishment, maintenance and review of the Group's internal control system to safeguard shareholders' investments and the assets of the Group. The internal control system of the Group aims to facilitate effective and efficient operation which in turn minimises the risks to which the Group is exposed. The system can only provide reasonable but not absolute assurance against misstatements or losses.

有關財務報表的責任

董事會及董事

根據上市規則及其他監管要求，董事會須對年報及中期報告、上市規則與其他監管規則所規定的內幕消息公佈負責，提呈均衡、清晰及易於理解的評估及遵守其他財務資料的披露。

董事亦明瞭彼等編製本公司截至二零二四年十二月三十一日止年度財務報表的責任。

核數師聲明

本公司的外聘核數師有關彼等申報財務報表責任的聲明載於第135至141頁「獨立核數師報告」。

高級管理層

高級管理層已向董事會提供充分的解釋及必要的資料，讓董事會可以就提交給其批准的財務及其他資料，作出有根據的評審。

高級管理層亦已每月向董事會全體成員提供更新資料，載列有關本公司的表現，財務狀況及前景的公正及易於理解的評估，內容足以讓董事會妥當履行職責。

風險管理及內部監控

董事會對建立、維持及檢討本集團的內部監控系統負有全面責任，以保障股東投資及本集團資產。本集團的內部監控系統旨在促進有效及高效營運，進而盡量減低本集團面臨的風險。制度僅能就失實聲明或損失提供合理但非絕對的保證。

Corporate Governance Report

企業管治報告

Risk Management

The Group recognises that good risk management is essential for the long-term development on the Group's business. Management is responsible for establishing, implementing, reviewing and evaluating a sound and effective internal control system underpinning the risk management framework. All employees of the Group are committed to implement the risk management framework into the daily operation. The system comprises the following phases:

- Identification: Identify ownership of risks, business objectives and risks that could affect the achievement of objectives.
- Analysis: Analyse the existing control, likelihood and consequence of risks and evaluate the risk portfolio accordingly.
- Management: Consider the risk responses, and ensure effective communication to the Board and on-going monitor the residual risks on an on-going basis.

During the Reporting Period, the Group has identified the following risks and implemented relevant risk mitigation plans, details of which are set out as follows:

- The sales and profitability of the Group's products are dependent on its customers' business performance. The Group's five largest customers accounted for an aggregate of 56% and 57% of its revenue for the two years ended 31 December 2024 and 2023, respectively, and if there is any decrease in its business or if the Group fails to maintain its relationship with them or any of them or other key customers, this could adversely affect its business, results of operations, financial condition and prospects. To diversify the business risk, the Group has been active in seeking new markets and clients during the Reporting Period.
- The Group's profitability may be adversely affected by the fluctuations of raw material prices. The raw materials used by the Group in the manufacturing process are primarily forged rings, steel balls and spacers, of which forged rings accounted for most of the Group's total purchases. For the year ended 31 December 2024, the total purchases of forged rings accounted for approximately 8% of the total purchases of raw materials for the year. The Group's forged rings are primarily made from gear steel and carbon round steel. Nearly all of the Group's raw materials are sourced from suppliers based in the PRC. There are many factors which can cause fluctuation in the price of raw materials from time to time, in particular the economic conditions in the PRC, supply and demand of raw materials and international trade. To diversify the business risk, the Group has been taking some proactive approaches to unexpected change in raw material prices such as understanding the actual production capacity and the historical record of price change.

風險管理

本集團深明良好風險管理對本集團業務的長期發展至為重要。管理層負責設立、執行、檢討及評估健全有效的內部監控系統，並以此為風險管理框架的基礎。本集團全體僱員致力於實施風險管理框架，使之融入日常營運中。系統包括以下階段：

- 識別：識別風險所有權、業務目標及會影響達成目標的風險。
- 分析：分析現時風險監控、可能性及後果，並評估風險組合。
- 管理：考慮風險應對及確保與董事會可有效溝通，並按持續基準繼續監察餘下風險。

於報告期間，本集團已識別下列風險及實施相關風險緩減計劃，詳情列載如下：

- 本集團產品的銷售及盈利能力依賴於客戶的業務表現。截至二零二四年及二零二三年十二月三十一日止兩個年度，本集團的五大客戶分別佔其收益合共56%及57%，倘本集團的業務有任何下降或本集團未能與任何該等客戶或其他主要客戶維持關係，本集團的業務、經營業績、財務狀況及前景將受到不利影響。為分散業務風險，本集團於報告期間一直積極尋找新市場及客戶。
- 本集團的盈利能力可能受到原材料價格波動的不利影響。本集團在生產過程中使用的原材料主要為環鍛件、鋼球及墊片，其中環鍛件佔大部分的總採購額。於截至二零二四年十二月三十一日止年度，環鍛件的總採購佔本年度原材料總採購額的約8%。本集團的環鍛件主要由齒輪鋼及碳圓鋼製成。本集團的所有原材料幾乎均採購自中國的供應商。導致原材料價格不時波動的因素有許多，當中以中國經濟狀況、原材料供需情況及國際貿易尤甚。為分散業務風險，本集團已採取若干方法主動處理預料之外的原材料價格變動，譬如了解實際產能及過往價格變動記錄。

Corporate Governance Report

企業管治報告

Internal Control

The Group does not have an internal audit function as the Board has reviewed the effectiveness of the internal control system of the Company and is currently of the view that there is no immediate need to set up an internal audit function within the Group in light of the size, nature and complexity of the Group's business. The situation will be reviewed from time to time. The Group has engaged an external consulting firm, Infinity Concept Ripple Limited (the **"Internal Control Adviser"**), as the Group's internal control adviser to conduct independent internal control review for the Year.

Such review is conducted annually under a rotation basis. The scope of review was previously determined and approved by the Board. The Internal Control Adviser has reported findings and areas for improvement to the Audit Committee and management. The Board and Audit Committee were of the view that there was no material deficiency in the internal control system. All recommendations from the Internal Control Adviser are properly followed by the Group to ensure that they are implemented within a reasonable period of time. The Board therefore considered that the risk management and internal control systems are effective and adequate.

Handling and Dissemination of Inside Information

The Company has established and maintained procedures and internal controls for the handling and dissemination of insider information. The Company has adopted a code of conduct for dealing in the securities of the Company by the directors in accordance with Appendix C3 to the Listing Rules. Other employees of the Group who are likely to be in possession of inside information of the Company are also subject to dealing restrictions. Any inside information and any information which may potentially constitute inside information is promptly identified, assessed and escalated to the Board and for the Board to decide on the need for disclosure. Inside information and other information which is required to be disclosed pursuant to the Listing Rules will be announced on the respective websites of the Stock Exchange and the Company.

內部監控

本集團並無設立內部審核部門，因董事會已檢討本公司內部監控系統之有效性，且認為因應本集團業務之規模、性質及複雜程度，目前毋須於本集團設立內部審核部門。有關狀況將不時作出檢討。於本年度，本集團已委聘外部顧問公司集思廣益有限公司為內部監控顧問（「**內部監控顧問**」），以進行獨立內部監控檢討。

該項檢討每年依環節輪流進行。檢討範圍先前已由董事會制定及審批。內部監控顧問已向審計委員會及管理層匯報結果及需改進之範疇。董事會及審計委員會認為，內部監控系統並無重大缺失。本集團將適當跟進內部監控顧問的全部建議，並確保於合理時間內落實執行。因此，董事會認為，風險管理及內部監控系統有效且足夠。

內幕消息的處理及傳播

本公司已建立並維持處理及傳播內幕消息的程序及內部控制。本公司已根據上市規則附錄C3採納董事買賣本公司證券的行為守則。本集團其他可能擁有本公司內幕消息的僱員亦須遵守有關交易限制。任何可能構成內幕消息的內幕消息及任何資料將即時識別、評估並上報董事會，以供董事會決定是否須予披露。內幕消息及其他根據上市規則須予披露的資料將在聯交所及本公司各自的網站上公佈。

Corporate Governance Report

企業管治報告

AUDITOR'S REMUNERATION

During the year ended 31 December 2024, the remuneration paid/payable to the Company's external auditor, PricewaterhouseCoopers, is set out below:

Service Category	服務種類	HK\$'000 千港元
Annual audit services:	年度審計服務：	1,000
Non-audit services:	非審計服務：	207
Total	總額	1,207

COMPANY SECRETARY

The Company has appointed Mr. Chan Ho Chee Gilbert, an employee of the Company, as its Company Secretary. He is a member of CPA Australia. He confirmed that he has taken no less than 15 hours of relevant professional training for the year ended 31 December 2024. The biography of Mr. Chan Ho Chee Gilbert is set out in the section headed "Directors and Senior Management" of this report.

核數師酬金

於截至二零二四年十二月三十一日止年度，本公司向外聘核數師羅兵咸永道會計師事務所已付／應付的薪酬載列如下：

公司秘書

本公司已委任本公司員工陳浩賜先生為公司秘書。彼為澳洲會計師公會會員。彼已確認，截至二零二四年十二月三十一日止年度，彼已接受至少15小時的相關專業培訓。陳浩賜先生的履歷載於本報告「董事及高級管理層」一節。

SHAREHOLDER RIGHTS AND INVESTOR RELATIONS

As one of the measures to safeguard shareholders' interests and rights, separate resolutions on each and every substantial issue can be considered and proposed to be passed by shareholders at the shareholders' meetings including the election of individual directors. All resolutions put forward at a shareholders' meeting will be voted by poll pursuant to the Listing Rules and the poll voting results will be posted on the website of the Stock Exchange and the Company's website after the relevant shareholders' meeting.

股東權利及投資者關係

作為其中一項保障股東利益及權利的措施，股東可於股東大會就將予考慮及建議通過的各項重大議題提呈獨立決議案。根據上市規則，於股東大會上提呈的所有決議案將以按股數投票方式表決，而投票表決結果將於相關股東大會結束後在聯交所網站及本公司網站刊載。

(a) Procedures for shareholders to convene an extraordinary general meeting ("EGM")

Shareholder(s) holding, as at the date of deposit of the requisition for an EGM of not less than one-tenth of the paid up capital of the Company carrying the right to vote at general meetings of the Company may, by written requisition to the Board or the Company Secretary, require the Directors to call an EGM for the transaction of businesses specified in the requisition. 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 EGM, 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.

(a) 股東召開股東特別大會（「股東特別大會」）的程序

於遞呈股東特別大會要求日期持有本公司有權於本公司股東大會上投票的繳足股本不少於十分之一之股東可透過向董事會或秘書發出書面要求，要求董事召開股東特別大會，以處理有關要求中指明的事項。該大會須於作出該要求後兩個月內召開。倘於遞交要求後21日內，董事會未有召開該大會，則遞交要求人士可自行以同樣方式召開大會，而遞呈要求人士因董事會未有召開大會而產生的所有合理開支應由本公司向要求人償付。

Corporate Governance Report

企業管治報告

(b) Procedures for putting forward proposals at General Meetings

There is no provision allowing shareholders to move new resolutions at the general meetings under the Companies Act (2023 Revision) (as consolidated or revised from time to time) of the Cayman Islands. However, pursuant to the Articles of Association, shareholders who wish to make proposals or move a resolution may convene an EGM in accordance with the “Procedures for Shareholders to convene an EGM” set out above.

(c) Procedures for shareholders to send enquires to the board

Shareholders may send their enquiries and concerns to the Board and/or the Company Secretary by addressing them to the principal place of business of the Company in Hong Kong at Unit No. 1119, 11th Floor, The Metropolis Tower, No. 10 Metropolis Drive, Kowloon, Hong Kong by post for the attention of the Board and/or the Company Secretary.

(d) Communication with Shareholders and Investors

The Company has adopted a shareholder communication policy with the objective of providing the shareholders of the Company with information about the Company and enabling them to engage actively with the Company and exercise their rights as shareholders in an informed manner.

The Company has established a range of communication channels between itself and its shareholders, and investors. These include answering questions through the AGM, the publication of annual, interim and quarterly reports, notices, announcements and circulars, the Company’s website at www.blg.hk and meetings with investors and shareholders. News updates of the Group’s business are also available on the Company’s website.

Share registration matters shall be handled by the Company’s Hong Kong branch share registrar and transfer office, Tricor Investor Services Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong.

The Board regularly reviews the existing channels of communication with the Shareholders and investors to ensure that they remain effective and provides recommendations for improvements when needed. The Board considers our current practices were all well-implemented throughout the year and achieved satisfactory results.

(b) 於股東大會上提呈建議的程序

開曼群島公司法（二零二三年修訂）（經不時綜合或修訂）並無條文准許股東於股東大會上動議新決議案。根據組織章程細則，有意提呈建議或動議決議案的股東可根據上文所載「股東召開股東特別大會的程序」召開股東特別大會。

(c) 股東向董事會提出查詢的程序

股東如欲向董事會及／或公司秘書提出查詢及疑問，可發送至本公司的香港主要營業地點（香港九龍都會道10號都會大廈11樓1119室），並註明收件人為董事會及／或公司秘書。

(d) 與股東及投資者溝通

本公司已採納一項股東通訊政策，旨在向本公司股東提供有關本公司的資料，並讓彼等可按知情方式積極參與本公司及行使彼等作為股東的權利。

本公司已設立多個渠道與其股東及投資者溝通，包括於股東週年大會回答提問、刊發年報、中期報告及季度報告、通告、公佈及通函、本公司網站（www.blg.hk）以及與投資者及股東會面。本集團業務的最新消息亦可在本公司網站上查閱。

股份過戶登記事宜由本公司之香港股份過戶登記分處卓佳證券登記有限公司處理，地址為香港夏慤道16號遠東金融中心17樓。

董事會定期檢討與股東及投資者的現有溝通渠道，以確保其仍然有效，並於有需要時提供改善建議。董事會認為，我們目前的常規慣例於整個年度均已妥善執行，結果令人滿意。

Corporate Governance Report

企業管治報告

DIVIDEND POLICY

Pursuant to the CG Code, the Company should have a dividend policy and disclose such policy in its annual report. The Company has adopted a dividend policy (the “**Dividend Policy**”), the summary of which is set out below:

- (a) In deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account, inter alia:
- the Group's financial conditions;
 - the Group's actual and expected financial performance;
 - the Group's cash flow, working capital requirements, capital expenditure requirements and future expansion plans;
 - the Group's retained earnings and distributable reserves;
 - the Group's liquidity position;
 - general economic conditions, future prospects of the Group and other internal or external factors that may have an impact on the business or financial performance and position of the Group; and
 - other factors that the Board may consider appropriate.
- (b) The payment of the dividend by the Company is also subject to restrictions under the Companies Law of the Cayman Islands and the Articles of Association of the Company.
- (c) The Board endeavours to strike a balance between the Shareholders' interests and prudent capital management with a sustainable Dividend Policy.

Constitutional Documents

The Articles of Association of the Company was amended and restated pursuant to the special resolutions passed at the AGM held on 17 May 2024. Except for the said amendments, there has been no change in the Company's constitutional documents during the Reporting Period and up to the date of this report.

On behalf of the Board

CHAN Yuk Pan

Chairman and Chief Executive Officer

Hong Kong, 21 March 2025

股息政策

根據企業管治守則，本公司應制定股息政策，並於年報中披露有關政策。本公司已採納股息政策（「**股息政策**」），其概要載列如下：

- (a) 於決定是否建議派付股息及釐定股息金額時，董事會須考慮（其中包括）：
- 本集團財務狀況；
 - 本集團實際及預期財務表現；
 - 本集團現金流量、所需營運資金、所需資本開支及未來擴展計劃；
 - 本集團保留盈利及可供分派儲備；
 - 本集團流動資金狀況；
 - 一般經濟狀況、本集團前景以及其他可能對本集團營運及財務表現構成影響的內部及外部因素；及
 - 董事會認為適合的其他因素。
- (b) 本公司派付股息亦受開曼群島公司法及細則之任何限制所規限。
- (c) 董事會致力執行可持續股息政策，於股東利益與審慎資本管理之間取得平衡。

章程文件

本公司組織章程細則已根據在二零二四年五月十七日舉行的股東週年大會上通過的特別決議案修訂及重列。除上述修訂外，於報告期間及直至本報告日期，本公司的章程文件並無任何更改。

代表董事會

主席兼行政總裁

陳煜彬

香港，二零二五年三月二十一日

Environmental, Social and Governance Report

環境、社會及管治報告

OVERVIEW

(I) Purpose

In accordance with the requirements of the Stock Exchange, the Company is required to provide an Environmental, Social and Governance Report (“**ESG Report**”). This is the second ESG Report since the Transfer of Listing, which mainly introduces the Group’s vision, policies and measures by establishing the key performance indicators (“**KPIs**”) and reporting its performance regarding environmental and social issues for internal assessment and management control, and communicating to the internal and external stakeholders.

(II) Reporting Period

This report is for the period from 1 January 2024 to 31 December 2024 (the “**2024 Reporting Period**”).

(III) Basis of Preparation

Our ESG Report is prepared in accordance with the ESG Reporting Code (the “**ESG Reporting Code**”) outlined in Appendix C2 of the Listing Rules and Guidance Governing the Listing of Securities on the Main Board of HKEX. The content of this report includes two main subject areas, as outlined and required by the ESG Reporting Code, namely Area A — Environmental and Area B — Social and further includes the disclosure of climate-change related issues, which have or may impact the Group.

This ESG Report, which has been reviewed and approved by the Board, both reviews and reports the core business operations and activities of the Group and follows the principles of materiality, quantitative, balance, and consistency to disclose relevant statistics and information. The ESG Report was compiled in compliance with the “mandatory disclosure requirements” and the “comply or explain” provisions in the ESG Reporting Code.

概覽

(I) 目的

根據聯交所要求，本公司須提交環境、社會及管治報告（「**環境、社會及管治報告**」）。此為轉板上市以來第二份環境、社會及管治報告，主要藉訂立關鍵績效指標（「**關鍵績效指標**」）以介紹本集團願景、政策及措施，同時報告其於環境及社會問題上的表現，藉此進行內部評估及管理控制，並向內部及外部持份者提供資訊。

(II) 報告期

本報告的報告期為二零二四年一月一日至二零二四年十二月三十一日（「**二零二四年報告期**」）。

(III) 編製基準

我們的環境、社會及管治報告，根據上市規則附錄C2所載列《環境、社會及管治報告守則》（「**環境、社會及管治報告守則**」）編製。本報告內容涵括環境、社會及管治報告守則所載列及要求的兩個主要主題範疇，即範疇A — 環境及範疇B — 社會及進一步載列對本集團已經或可能造成影響的相關氣候變化問題。

本環境、社會及管治報告經董事會審閱及批准，內容回顧及報告本集團核心業務的營運及活動，並遵循重要性、量化、平衡及一致性原則披露有關統計數據及資訊。環境、社會及管治報告乃按照環境、社會及管治報告守則的「強制披露規定」及「不遵守就解釋」規定編製。

Environmental, Social and Governance Report

環境、社會及管治報告

(IV) Corporate Goals and Visions

The Group is primarily engaged in the manufacturing and trading of slewing rings, machinery products and mechanical parts, which are used in large sized machinery and equipment, such as construction and mining machineries. We produce our products on an ODM, OEM and OBM basis from our manufacturing facility in Dongguan City, Guangdong Province, the People's Republic of China (the “**Dongguan Factory**”), and we are compliant with the Japanese Industrial Standards (“**JIS**”) and ISO 9001:2015 quality standards. The products are sold both in the PRC and overseas to general wholesalers and distributors and to leading overseas — mostly Japanese and local equipment manufacturers. Each business segment of the Group has a distinct impact on the environment and society.

The Group's vision is to be a leading manufacturer and a “one-stop service” provider on a sustainable basis of high-quality slewing rings in both the PRC and worldwide. We are committed to providing these products with a reasonable return on investments to our shareholders, whilst being a socially and environmentally responsible company and providing a safe, healthy, and pleasant working environment to our employees.

GOVERNANCE STRUCTURE

The Board is committed to the sustainable development of the Group and the performance of its corporate social responsibilities. The Board believes that focusing on resource management, occupational safety, health, and ESG management can enhance the Group's corporate image, reduce ESG risks, and improve compliance with relevant laws and regulations. This, in turn, can boost the Group's competitiveness and promote its sustainable business development.

The Group's ESG philosophy is to create long-term value for its stakeholders in alignment with the strategic development and sustainability of its business. The Group is committed to maintaining a rigorous corporate governance framework to promote and safeguard the interests of shareholders and other stakeholders, thereby upholding the Group's credibility and reputation.

(IV) 企業目標及願景

本集團主要從事製造及買賣迴轉支承、機械產品及機械部件，其乃用於建造及採礦機械等大型機械設備。我們於中華人民共和國廣東省東莞市的生產設施（「**東莞工廠**」）以ODM、OEM及OBM形式生產產品，我們符合日本工業標準（「**日本工業標準**」）及ISO 9001：2015品質標準。產品銷往中國國內及海外的一般批發商及分銷商以及海外領先企業（主要為日本及當地設備製造商）。本集團各業務板塊對環境及社會均有不同的影響。

本集團的願景乃以可持續形式於中國及全球各地成為高質量迴轉支承的頂尖製造商及「一站式服務」供應商。除專注於提供產品，藉此為股東帶來合理的投資回報外，我們亦致力履行社會及環境責任，並為員工提供安全、健康及愉快的工作環境。

管治架構

董事會致力本集團的可持續發展及履行企業社會責任。董事會相信注重資源管理、職業安全、健康及環境、社會及管治管理可提升本集團企業形象、降低環境、社會及管治風險並加強遵守相關法律及規例，從而增強本集團的競爭力並推動其業務可持續發展。

本集團環境、社會及管治理念為緊扣業務戰略發展與可持續性，為持份者創造長期價值。本集團致力維持嚴謹的企業管治框架，以促進及保障股東及其他持份者的利益，從而維護本集團的信譽及聲譽。

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The Board continuously enhances its supervision over the Company's ESG governance and increases its engagement efforts. The Company sets annual environmental targets related to its business, and the Board regularly reviews and discusses the establishment and progress of these targets. The Company has adopted the Hong Kong Stock Exchange Environmental, Social, and Governance Reporting Code, under which it carries out sustainability tasks in environmental protection, employee welfare, and production safety.

Throughout the 2024 Reporting Period, the Group maintained the same ESG management structure and process as the last reporting period (from 1 January 2023 to 31 December 2023, “**2023**” or “**2023 Reporting Period**”). The Board of the Group is responsible for formulating and setting goals and targets, approving strategic direction and policies, and monitoring performance including ESG issues. Our ESG strategies, management policy and approach are based on compliance with relevant legal and regulatory requirements, the principle of sustainability and opinions from our key stakeholders. The Group's visions and goals, and the ESG management policy and approach can be summarized in the following statements:

1. The Group is committed to successfully undertaking its business, while providing strong returns to our investors and supporters, mitigating risks associated with our operations, ensuring a healthy and safe working environment to our employees, and contributing to sustainable developments for the local communities and the Group.
2. The Board from time to time approves and updates strategies and policies which are incorporated with the related environmental and social issues stated in the ESG Reporting Code. The Board has assigned each department to implement ESG policies in accordance with the respective operations and activities. Through their normal and routine channels, all departments report directly to the Group's chief executive officer (“**CEO**”), who has the overall responsibility to ensure that the Board's approved strategies and policies are implemented. The departments are responsible for exploring and developing KPIs, where appropriate and necessary, in accordance with the Group's policies and goals.
3. It is the duty of the Group's CEO, chief operating officer (“**COO**”), and his operation managers (collectively, the “**Management Team**”) to examine and address all the environmental and social issues detailed in the aspects and areas in the ESG Reporting Code.

董事會持續強化對本公司環境、社會及管治治理的監督，並加大參與力度。本公司設定與其業務相關的年度環保目標，董事會定期檢討設定及討論該等目標的設立及執行進展。本公司已採納香港聯交所的《環境、社會及管治報告守則》，並據此在環境保護、員工福利及生產安全方面執行可持續發展任務。

於整個二零二四年報告期，本集團保持與上一個報告期（自二零二三年一月一日至二零二三年十二月三十一日，「**二零二三年**」或「**二零二三年報告期**」）相同的環境、社會及管治管理架構及程序。本集團董事會負責制定及設定目標及指標，批准戰略方向及政策，並監督包括環境、社會及管治問題在內的表現。本集團的環境、社會及管治策略、管理政策及方針以符合相關法律及法規要求、可持續性原則以及主要持份者意見為基礎。下文概述本集團的願景、目標以及環境、社會及管治管理政策及方針。

1. 除專注於成功履行業務外，本集團亦致力為投資者及支持者提供穩健回報，降低營運風險，確保員工享有健康及安全的工作環境，以及為當地社區及本集團的可持續發展作出貢獻。
2. 董事會不時審批及更新與環境、社會及管治報告守則所述環境及社會相關問題有緊密聯繫的策略及政策。董事會已指派各部門根據各自於營運及活動中實施環境、社會及管治政策。所有部門均通過正常及常規渠道直接向本集團行政總裁（「**行政總裁**」）匯報，行政總裁全權負責確保獲董事會批准的策略及政策得以妥善實施。各部門負責根據集團政策及目標在適當及必要情況下探討及訂立關鍵績效指標。
3. 本集團行政總裁、營運總監（「**營運總監**」）及其營運管理人（統稱「**管理團隊**」）負責檢視及處理環境、社會及管治報告守則層面及範疇所詳述的所有環境及社會問題。

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Our ESG initiatives are deeply intertwined with our business strategy, as they not only enhance our operational efficiency but also strengthen our market position. By aligning our environmental targets with our commitment to quality and innovation, we have been able to deliver high-quality slewing rings that meet stringent industry standards. This approach has not only contributed to our sustainable growth but has also fostered long-term relationships with our stakeholders. Our efforts in ESG management have bolstered our reputation as a socially and environmentally responsible manufacturer, ultimately driving shareholder value and reinforcing our vision of being a leading one-stop service provider in the industry.

Overall, the Group takes an active role in ensuring sustainable and environmentally friendly production and operations by employing various measures, which are compliant with relevant laws, operating practices and standards. The Group continues to uphold our established environmental protection and management system. The adoption and application of the Quality Management System (ISO 9001:2015) and JIS, have proven to be effective in ESG management.

REPORTING PRINCIPLES

The Group has compiled the ESG Report in accordance with the following reporting principles:

Materiality	:	The Group has identified the materiality of ESG topics by stakeholder engagement and materiality assessment. The details are explained in the section of "Stakeholders Communication and Materiality Assessment".
重要性	:	本集團透過持份者參與及重要性評估識別環境、社會及管治議題的重要性。詳情於「持份者溝通及重要性評估」一節說明。
Quantitative	:	Under feasible situation, the Group recorded, calculated and disclosed quantitative information and conducted comparisons with past performance, if applicable. Details of the calculation standards/methods for the reporting of emissions/energy consumptions are disclosed together with the data tables in relevant sections.
量化	:	於可行情況下，本集團記錄、計算及披露量化資料並與過往表現進行比較（如適用）。排放物/能源消耗匯報的計算標準/方法與數據表一併於相關章節披露。
Consistency	:	The methodology adopted for disclosing key environmental and social performance indicators is consistent with that of the previous reporting period.
一致性	:	披露主要環境與社會績效指標所採用的方法與先前報告期間所採用者一致。

我們的環境、社會及管治舉措與我們的業務策略緊密結合，乃由於該等舉措不僅提高我們的營運效率，同時亦鞏固我們的市場地位。通過將我們的環境目標與我們對品質及創新的承諾相結合，我們能夠提供符合嚴格行業標準的高品質迴轉支承。此方針不僅有助於我們的可持續發展，亦促進與持份者的長期關係。我們致力於環境、社會及管治管理提升了我們作為一家對社會及環境負責的製造商的聲譽，最終促進股東價值的提升，並鞏固我們成為業界領先的一站式服務供應商的願景。

總括而言，本集團採取符合相關法律、經營慣例及標準的措施，積極行動，務求以可持續及環保的方式生產及營運。本集團持續秉承本集團行之有效的環境保護及管理體系。採用及應用品質管理體系 (ISO 9001:2015) 及日本工業標準在環境、社會及管治管理方面成效顯著。

匯報原則

本集團依照以下匯報原則編撰環境、社會及管治報告：

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REPORTING BOUNDARY

For the purpose of this report, the Group herein will review its core business activities and operations in terms of their environmental and social objectives, policies and practices, and their impacts and performances.

Our administrative office in Hong Kong (the “**Hong Kong Office**”) was relocated in October 2023. The Hong Kong Office directly uses electricity, while the supply of freshwater for general hygiene needs of our employees is supplied through the common facilities in the leased office. The Hong Kong Office produces, emits, or discharges negligible amounts of polluted water, hazardous, and non-hazardous wastes. Therefore, this ESG report will cover the main operations and activities of the Dongguan Factory and the Hong Kong Office, unless otherwise specified.

STAKEHOLDERS COMMUNICATION AND MATERIALITY ASSESSMENT

The Group maintains regular contact with the internal and external stakeholders to gauge their views and opinions regarding the Group’s operations and performance. After collecting the views and opinions, the CEO and/or COO will carry out materiality assessments internally with the related managers and externally with related stakeholders through the stated communication channels as listed below:

匯報範圍

就本報告而言，本集團將從環境與社會目標、政策及慣例，以及其影響與績效方面，檢討其核心業務活動及營運。

我們的香港行政辦事處（「**香港辦事處**」）於二零二三年十月搬遷。香港辦事處直接用電，而員工的一般衛生需求的淡水供應則透過在租賃辦公室的公共設備供給。香港辦事處產生、排放或排出的廢水、有害及無害廢物的數量可忽略不計。因此，除非另有說明，本環境、社會及管治報告涵蓋東莞工廠的主要營運及活動。

持份者溝通及重要議題

本集團與內部及外部持份者保持定期聯繫，以評估彼等對本集團營運及表現的意見。行政總裁及／或營運總監會於收集有關觀點及意見後，將通過以下所列的溝通渠道，與內部的相關經理及外部的相關持份者進行重要性評估。

Stakeholders 持份者	Communication Channels 溝通渠道
Shareholders/Investors 股東／投資者	<ul style="list-style-type: none">• General meetings• 股東大會• Information published on websites of the Group and the HKEX• 在本集團及香港交易所網站上公佈資料• Direct emails or phone enquiries• 直接發送電郵或電話查詢• Dispatched documents• 寄發文件
Employees 僱員	<ul style="list-style-type: none">• Direct meetings with the management executives• 與管理行政人員直接會面• Emails• 電郵• Annual and regular appraisal• 年度及定期考核• Organized functions and activities for the employees• 為員工組織各種職能及活動

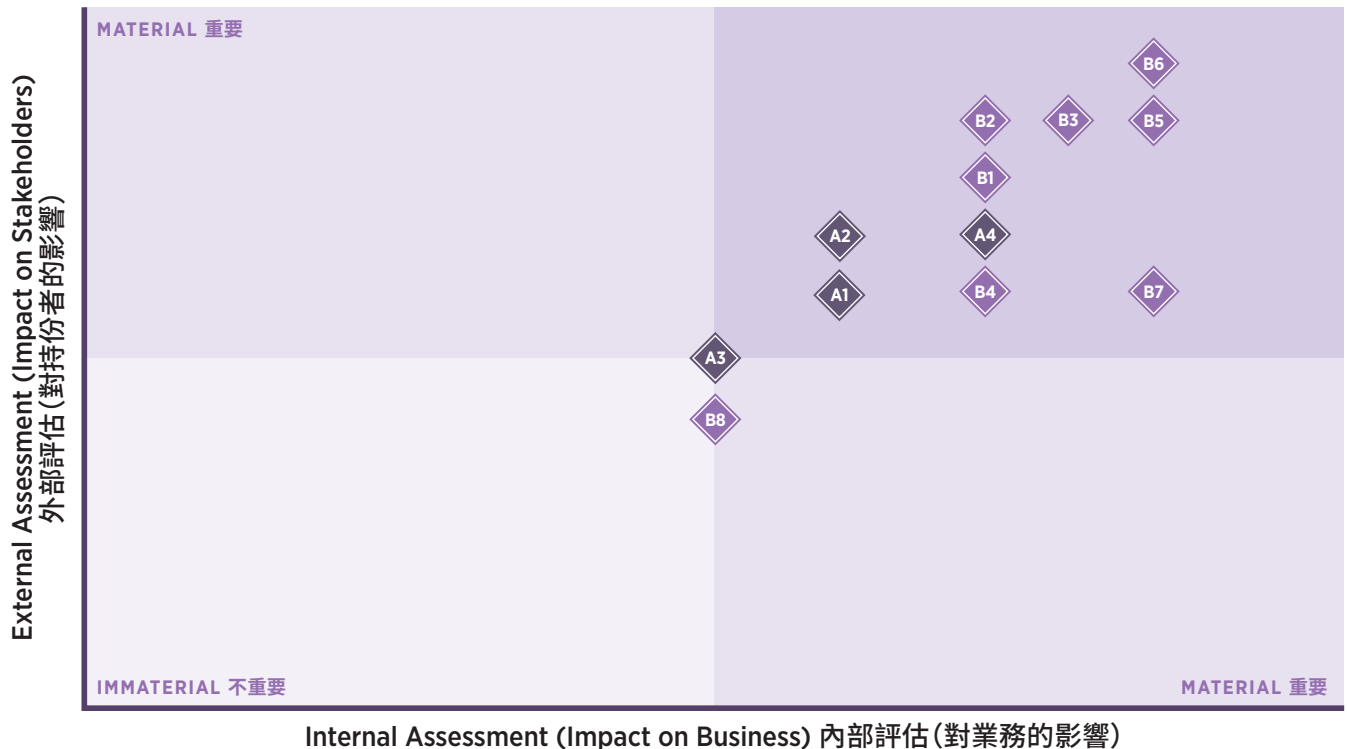
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Stakeholders 持份者	Communication Channels 溝通渠道
Customers 客戶	<ul style="list-style-type: none"> Day-to-day communication through front line staff 通過前線員工進行日常溝通 Emails 電郵 Official websites 官方網站
Suppliers/Service providers/ Professional advisors 供應商／服務供應商／專業顧問	<ul style="list-style-type: none"> Day-to-day communication through front line staff 通過前線員工進行日常溝通 Regular review of the signed arrangements by the management 管理層對簽署的安排進行定期審查
NGO partners 非政府組織夥伴	<ul style="list-style-type: none"> Volunteer activities 義工活動 Sponsors and donations 贊助及捐款
Industry associations 行業協會	<ul style="list-style-type: none"> Participation in annual and regular meetings, conferences, events, etc. 參加年會、定期會議、大會及活動等

For 2024, the Group and the stakeholders have identified the following material areas and aspects:

於二零二四年，本集團及持份者已釐定以下重要範疇及層面：



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Subject Areas 主要範疇		Subject Aspects 主要層面
Environmental 環境		A1. Emissions A1. 排放物
		A2. Use of Resources A2. 資源利用
		A3. Environment and Natural Resources A3. 環境及自然資源
		A4. Climate Change A4. 氣候變化
Social 社會	Employment and Labour Practices 僱傭及勞工常規	B1. Employment B1. 僱傭
		B2. Health and Safety B2. 健康及安全
		B3. Development and Training B3. 發展及培訓
		B4. Labour Standards B4. 勞工標準
	Operating Practices 營運慣例	B5. Supply Chain Management B5. 供應鏈管理
		B6. Product Responsibility B6. 產品責任
		B7. Anti-corruption B7. 反貪污
	Community 社區	B8. Community Investment B8. 社區投入

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Through the Group's established management structure, process, policies and guidelines as aforementioned and described, the above ESG material areas and aspects have been strictly managed and monitored and herein are summarized below:

A. ENVIRONMENTAL AREAS AND ASPECTS

1.1 Environmental Areas Overview

As the Group understands its obligations, we have implemented a company-wide "Environmental Protection and Sustainability Policy and Procedures" which aims to achieve a balance between undertaking business, maximizing returns to our shareholders, ensuring our operations and activities minimise any adverse impacts on the environment, and being energy, water and resource usage efficient.

Our "Environmental Protection and Sustainability Policy and Procedures" is summarised below:

Purpose

To establish and maintain policies and procedures to identify, evaluate and determine the significance of environmental aspects and impacts by and on the company and ensuring compliance with all relevant national and local environmental laws and regulations including but not limited to:

- Environmental Protection Law of the PRC (中華人民共和國環境保護法);
- Law of the PRC on Environmental Impact Assessment (中華人民共和國環境影響評價法);
- Water Pollution and Control Law of the PRC (中華人民共和國水污染防治法);
- Atmospheric Pollution and Control Law of the PRC (中華人民共和國大氣污染防治法);
- Law of the PRC on the Prevention and Control of Pollution from Environmental Noise (中華人民共和國環境噪聲污染防治法);
- Law of the PRC on the Prevention and Control of Environmental Pollution by Solid Waste (中華人民共和國固體廢物污染環境防治法);

本集團透過上述行之有效的管理架構、程序、政策及指引，嚴格管理上文所述的各環境、社會及管治重要範疇及層面，概述如下：

A. 環境範疇及層面

1.1 環境範疇概覽

由於本集團深明本身責任，遂於全公司實行「環境保護及可持續發展政策及程序」，以期於履行業務、盡量提升股東回報、確保盡量減低營運及活動對環境產生的負面影響及有效利用能源、水及其他資源各方面取得平衡。

我們的「環境保護及可持續發展政策及程序」概述如下：

目的

確立及維持政策及程序，藉此識別、評估及釐定環境相關層面的重要性、本公司造成及承受的影響，且務求符合所有相關之國家及地方環境法律及法規，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》；
- 《中華人民共和國水污染防治法》；
- 《中華人民共和國大氣污染防治法》；
- 《中華人民共和國環境噪聲污染防治法》；
- 《中華人民共和國固體廢物污染環境防治法》；

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- Regulations on the Administration of Construction Project Environmental Protection (建設項目環境保護管理條例); and
- Cleaner Production Promotion Law of the PRC (中華人民共和國清潔生產促進法).

Procedure

- (i) The Management Team shall identify and evaluate the environmental aspects for all work activities that are most likely to give rise to significant environmental impacts.
- (ii) The Management Team shall collaborate both internally and externally with relevant parties to classify all relevant work activities into the following categories:
 - Normal: Routine activities or tasks performed as part of standard processes;
 - Unusual: Non-routine tasks that arise under unexpected circumstances; and
 - Emergency: Events that have a significant impact on the environment and require immediate action such as major leakages and spillages, fires, etc.
- (iii) When identifying the environmental aspects, all activities likely to cause environmental impact or improve general sustainability are considered including but not limited to the following:
 - Gas emissions;
 - Water discharge;
 - Waste disposal;
 - Land contamination;
 - Sustainability and the efficient use of raw materials, energy, water and other natural resources;

- 《建設項目環境保護管理條例》；及
- 《中華人民共和國清潔生產促進法》。

程序

- (i) 管理團隊應就最有可能對環境造成嚴重影響的所有活動的環境層面進行識別及評估。
- (ii) 管理團隊應與相關各方進行內部和外部協作，將所有相關工作活動歸類為以下類別：
 - 正常：日常進行的常規活動或工作，屬程序一部分；
 - 異常：於意外情況下出現的非常規工作；及
 - 緊急：對環境有重大影響並需要立即採取行動的事件，如重大洩漏及火災等。
- (iii) 於識別環境層面時，所有可能影響環境或增進整體可持續性的活動均有計及，包括但不限於以下各方面：
 - 廢氣排放；
 - 污水排放；
 - 廢物處置；
 - 土地污染；
 - 可持續性以及有效利用原材料、能源、水及其他自然資源；

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- Other local environmental issues; and
 - National and local laws and regulations.
- (iv) At least once every year, the Management Team shall review the environmental aspects. They shall also update these aspects regularly in accordance with new laws and regulations, changes in organizational work activities and processes, production systems or equipment, and based on insights gained from incidents, accidents, organizational or external requirements.
- (v) For each environmental aspect, the Management Team shall identify and assess the environmental impacts, and the following shall be considered:
- Global warming;
 - Water pollution;
 - Air pollution;
 - Waste generation;
 - Land/soil contamination;
 - Noise pollution; and
 - Natural resources conservation.
- 其他本地環境問題；及
 - 自然資源保育。
- (iv) 管理團隊應最少每年檢視環境層面一次，並根據新的法律及規例、組織工作活動和流程、生產系統或設備的變動，以及從事件、事故、組織或外部要求中獲得的啟示，定期對該等方面進行更新。
- (v) 管理團隊將參照以下各頂，於各環境相關層面識別及評估其環境影響：
- 全球暖化；
 - 水污染；
 - 空氣污染；
 - 廢物產生量；
 - 土地／泥土污染；
 - 噪音污染；及
 - 自然資源保護。

1.2 Environmental Aspects

The Group advocates the importance of sustainable development in relation to our on-going business operations and activities. We have employed various measures to ensure full compliance with all relevant rules and regulations regarding emissions, effluent water, and solid waste discharge and to ensure minimal impact to the environment. All of our employees are made aware of their respective roles and responsibilities in conserving energy and natural resources and we regularly assess new production equipment and processes and maintain compliance with Quality Management Systems such as ISO 9000:2015, to reduce pollution and improve sustainability.

1.2 環境層面

本集團提倡於日常業務營運及活動中可持續發展的重要。我們已採取多項措施，以確保全面遵守有關排放、廢水及固體廢物處置的所有相關規則及法規，務求將環境影響降至最低。全體員工均清楚彼等於節約能源及自然資源方面的相應角色及責任，我們亦對新生產設備及程序進行定期評估，務求符合ISO 9000：2015等品質管理體系，藉此減少污染及增進可持續性。

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During the 2024 Reporting Period, the Group was not subject to any confirmed cases for breaching environmental legislation in relation to emissions and waste discharge or other environmental issues that could have an adverse impact on the local environment.

A1: Emissions and Wastes

(i) Air Emissions

Indirect Emissions

Indirect emission, mainly carbon dioxide ("CO₂") through the use of electricity for our production, remains to be the main source of greenhouse gas emissions.

The table below recorded and compared the 2024 Reporting Period and the 2023 Reporting Period's resultant indirect air pollutant emissions:

二零二四年報告期內，本集團概不存在任何涉及違反有關排放及廢物棄置或其他可能對當地環境造成負面影響的環境問題的環境法規的經確認案件。

A1: 排放及廢物

(i) 廢氣排放

間接排放

因生產用電產生以二氧化碳("二氧化碳")為主的間接排放仍為溫室氣體排放的主要來源。

下表記錄及比較二零二四年報告期及二零二三年報告期所產生的間接空氣污染物排放量：

Items of emissions ^{Note (1)} 排放項目 (附註1)	Unit 單位	Year ended 31 December 截至十二月三十一日止年度		
		2024 二零二四年	2023 二零二三年	Changes 變動
CO ₂ indirect emission 二氧化碳間接排放				
— Dongguan Factory ^{Note (2)} — 東莞工廠 (附註2)	Tonnes 噸	469.74	734.15	-36.02%
— Hong Kong Office — 香港辦事處	Tonnes 噸	2.00	0.40	+400.00%
Intensity 密度				
— CO ₂ /employee in Dongguan Factory — 東莞工廠二氧化碳/僱員		6.18	8.25	-25.09%
— CO ₂ /employee in Hong Kong Office — 香港辦事處二氧化碳/僱員		0.15	0.04	+275.00%

Note 1: Emission factors for calculations in this ESG Report were made reference to the "How to prepare an ESG Report-Appendix 2: Reporting Guidance on Environmental KPIs (version updated on 31 December 2024)" by The Stock Exchange of Hong Kong Limited, unless otherwise specified.

Note 2: Emission factors for purchased electricity sourced from 中國產品全生命週期溫室氣體排放系數庫。

附註1：除非另有說明，本環境、社會及管治報告中排放係數的計算乃參考香港聯合交易所有限公司的「如何準備環境、社會及管治報告－附錄二：環境關鍵績效指標匯報指引(二零二四年十二月三十一日更新版本)」載列的係數。

附註2：外購電力的排放係數乃基於「中國產品全生命週期溫室氣體排放系數庫」。

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During the 2024 Reporting Period, the Dongguan Factory saw a significant decrease in indirect CO₂ emissions compared to the 2023 Reporting Period. This reduction was primarily due to a decrease in production volume. Conversely, the Hong Kong Office experienced an increase in emissions, attributed to its relocation in October 2023. The emissions data for the Hong Kong Office only covered three months in 2023, which contributed to the observed increase.

To reduce indirect CO₂ emissions, we have formulated a sustainability strategy that will continue to improve our energy saving practices, including strictly controlling the electricity consumption of our production facility and investing in new production equipment and processes. We target to lower the indirect CO₂ emission per employee per year by 1-2% through the reduction of electricity consumption per employee.

Direct emissions

During the 2024 Reporting Period, we directly produced CO₂ and hazardous sulphur oxides (“SO_x”), nitrogen oxides (“NO_x”) gas, and particulate matters (“PM”), from the uses of fossil fuels including diesel fuel, petrol fuel, lubricating oil, and liquefied petroleum gas for a forklift, vehicles, machine tool cooling and welding.

於二零二四年報告期間，東莞工廠的間接二氧化碳排放量較二零二三年報告期間顯著減少。該減少乃主要由於產量減少。相反，香港辦事處的排放量因其於二零二三年十月遷址而增加。香港辦公室的排放數據僅涵蓋二零二三年的三個月，其亦是造成觀察到的排放量增加的原因。

為降低二氧化碳的間接排放，我們已制定可持續性對策，藉此持續改善節能常規，內容包括嚴格管控生產設施耗電量及投資新生產設備及程序。我們擬透過減少每名員工的用電量將每名員工每年的間接二氧化碳排放減少1-2%。

直接排放

二零二四年報告期內，我們因使用包括堆高機、車輛、機械工具冷卻及焊接機床用柴油、汽油、潤滑油及液化石油氣在內的化石燃料而直接產生二氧化碳，以及有害的硫氧化物（「**硫氧化物**」）、氮氧化物（「**氮氧化物**」）和懸浮粒子（「**懸浮粒子**」）。

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The table below recorded and compared the 2024 Reporting Period and the 2023 Reporting Period's resultant direct air pollutant emissions:

下表記錄及比較二零二四年報告期及二零二三年報告期產生的直接空氣污染物排放量：

Items of emissions ^{Note (3)} 排放項目 ^{附註(3)}	Unit 單位	Year ended 31 December 截至十二月三十一日止年度		
		2024 二零二四年	2023 二零二三年	Changes 變動
Nitrogen Oxide (NO _x) 氮氧化物	Kilograms 千克	24.40	30.40	-19.74%
Sulfur Oxides (SO _x) 硫氧化物	Kilograms 千克	0.05	0.06	-16.67%
Particulate Matter (PM) 懸浮粒子	Kilograms 千克	2.38	2.98	-20.13%
CO ₂ direct emission 二氧化碳直接排放	Kilograms 千克	29,710.41	48,638.09	-38.92%

Note 3: As a result of our efforts to improve data management, we have separated the oxygen usage from the gas usage for production purposes since 2023. This separation allows for better comparability and performance tracking.

附註3：由於我們努力改善數據管理，我們已將二零二三年以來用於生產目的氧氣使用量與煤氣使用量分離。此分離容許更好的進行比較及進行性能追蹤。

Compared to the 2023 Reporting Period, the decrease in direct emissions during the 2024 Reporting Period can be attributed to two factors: the reduced use of the diesel forklift and the decreased usage of lubricating oil.

與二零二三年報告期相比，二零二四年報告期的直接排放量減少可歸因於兩個因素：減少使用柴油叉車及減少使用潤滑油。

The Group has subcontracted all of our logistical needs to external transport operators and has increased the utilization of electric driven production equipment. We are actively reviewing and planning to gradually reduce the use of fossil fuels, aiming to decrease hazardous gas emissions by substituting electricity or other forms of sustainable energy. In the coming year, we target to reduce direct emissions especially those hazardous SO_x, NO_x, PM, and CO₂ by 1-2%.

本集團已將所有的物流需求分包予外部運輸營運商，並提高電力驅動生產設備的使用率。我們正積極審查及計劃逐步減少使用化石燃料，旨在以電力或其他形式的可持續能源取代化石燃料，以減少有害氣體排放。來年，我們的目標是將直接排放物，特別是有害的硫氧化物、氮氧化物、懸浮粒子及二氧化碳減少1至2%。

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(ii) Water Pollution and Discharge

During the 2024 Reporting Period, as explained in the aforementioned “Reporting Boundary” section, water consumption fees of the Hong Kong Office is included in the office management fees, we therefore do not have the consumption data for the Hong Kong Office.

Cooling water used in our production process is the main source of the Group’s wastewater. We have adopted a closed circulating water recycling system, so most of the cooling water will be reused with minimal wastage.

Our Group does not hold any polluted water discharge data concerning our Dongguan Factory. All excess wastewater was required to be handled by a third-party licensed wastewater treatment and disposal specialist under PRC laws and regulations.

Meanwhile, water used for general living purposes in employees’ dormitories, canteens and offices would be discharged through the public sewage system.

During the 2024 Reporting Period, no complaints nor warning notices were received.

(iii) Noise and Light Pollution Emission

The Group does not generate any noise and light pollution to the surrounding neighbors as our business operations and activities are conducted inside our factory and offices, with a tailor-made building structure. Within our factory operation, in certain parts of the operation, noise is generated, but the extent is far below national and industry standard limits. To be cautious and to protect our workers, it is compulsory that protective equipment is worn at all times during production activities. During the 2024 Reporting Period, no complaints nor warning notices were received.

(ii) 水污染及排放

如上文「匯報範圍」一節所解釋，於二零二四年報告期，香港辦事處的用水費已納入辦公室管理費。因此我們並無香港辦事處的用水數據。

生產過程中使用的冷卻水是本集團廢水的主要來源。我們已採用密閉式循環水回收系統，大部分冷卻水均被重複使用並將浪費減至最少。

本集團概無有關東莞工廠的任何污水排放資料。根據中國法律及法規，所有多餘廢水均須由第三方持牌廢水處理及處置專家處理。

同時，員工宿舍、食堂及辦公室的一般生活用途用水將經公共排污系統排出。

於二零二四年報告期，未收到任何投訴或警告通知。

(iii) 噪音及光污染排放

本集團業務營運及活動於建築結構經專門設計的廠房及辦公室內進行，因此並無對鄰近社區造成任何噪音及光污染。於工廠運作中，部分工廠營運會產生噪音，惟程度遠低於國家及行業上限。為謹慎起見，亦為保護員工，生產活動過程中必須時刻穿戴防護裝備。於二零二四年報告期，概無收到投訴或警告通知。

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(iv) Hazardous and Non-Hazardous Wastes

The Group has developed a natural and pollution-free philosophy in its business where possible and has adopted the 3-R principle — to reduce, reuse and recycle. All employees are constantly reminded to adopt the 3-R principle in their handling and use of resources. Consideration is given to recycle and reuse in the various processes and stages of production. Procedures are in place for properly sorting out and storing the unused materials for resale or reuse. For example, in respect of the scrap metal produced from our production process, firstly, through new and improved production processes, we reduced the amount of scrap material produced, and secondly, scraps are not wasted and are recycled by being sold to approved scrap metal recyclers on a regular basis.

The amount of hazardous wastes generated from our manufacturing operations is insignificant and poses no material impact to the environment. Non-hazardous wastes generated from the production processes are mainly scrap metal and packaging materials — namely affixed labels, plastic film, and kraft paper. An insignificant amount of non-hazardous materials is also generated from non-production areas, such as supporting offices, dormitories, and canteens.

The amount of paper and packaging material usage is stated in *Section A2(iii)*. The table below recorded and compared the 2024 Reporting Period and the 2023 Reporting Period's non-hazardous waste:

(iv) 有害及無害廢物

本集團已建立自然及無污染理念並盡量將其運用於業務營運中，同時亦採用3R原則，即減少使用(reduce)、重複使用(reuse)及回收使用(recycle)，並時刻提醒全體員工於處理及使用資源時須恪守3R原則。生產的多個程序及階段均有計及回收使用及重複使用的因素，並已制定程序以妥善挑選及儲存可轉售或重複使用的物料。以生產過程中產生的廢金屬為例，首先，我們以經改良的新生產程序減少其生產量，我們減少廢料的生產量，其次是廢料不會被浪費而是轉售予認可廢金屬回收商，藉此實現廢料的回收使用。

製造營運產生的有害廢物數量微不足道，未有對環境造成重大影響。生產過程產生的無害廢物主要為廢金屬及包裝物料，即標籤貼紙、塑膠薄膜及牛皮紙。於支援辦公室、宿舍及食堂等非生產營運區域亦有產生少量的無害廢物。

紙張及包裝材料的使用量見第A2(iii)節。下表記錄及比較二零二四年報告期及二零二三年報告期的無害廢物：

Wastes 廢物	Unit 單位	Year ended 31 December 截至十二月三十一日止年度		
		2024 二零二四年	2023 二零二三年	Changes 變動
Non-hazardous waste (scrap metal in Dongguan Factory) 無害廢物(東莞工廠的廢金屬)	Tonnes 噸	123.49	210.06	-41.21%
Intensity of non-hazardous waste per employee (in Dongguan Factory) 每名僱員無害廢物密度(東莞工廠)		1.62	2.36	-31.36%

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During our production process, we use a significant amount of steel and generate metal scraps. The use of steel is in direct proportion to our business turnover. The generation of metal scrap can be reduced through new and improved production processes. Meanwhile, we do not waste any scrap metal as it is stored in a designated place at the factory and will be sold to approved scrap metal recyclers. We have commissioned a third-party solid waste disposal operator to dispose of the solid waste.

(v) Mitigation Measures and Reduction Initiatives

As mentioned above, the Group does not generate much hazardous and non-hazardous emissions and discharges. However, as a responsible corporation, we are conscious of the effects our operations and activities may have on the environment and constantly work on maximizing energy efficiency and minimizing emissions, wastes generation, disposal and discharges. We fully comply with all applicable environmental laws, rules and regulations and industrial standards in the markets we operate in. We comply with Quality Management Systems such as ISO 9000:2015, to reduce pollution and improve sustainability.

To combat global warming and to reduce the generation of greenhouse gases (“**GHG**”) emissions and pollutants, we target to reduce our electricity consumption, and have introduced measures to achieve it. For example, we have instructed our staff and workers to turn off electricity when our factory and office equipment are not in use, to use natural ventilation to replace air-conditioning in allowable conditions, and not to set all air-conditioners’ temperature setting to lower than 25°C under normal conditions. The Group has also invested in energy saving tools and equipment such as energy-saving copiers and computers installed LED lights, encouraged employees to use teleconferencing to reduce their travels and to use public transport whenever possible.

我們於生產程序中使用大量鋼材並產生廢金屬。鋼材用量與營業額成正比。廢金屬生產量可藉經改良的新生產程序減少。同時，由於我們將廢金屬存放於工廠的指定地點而不會造成浪費，之後將其轉售予認可廢金屬回收商。我們已委託第三方固體廢物處理營運商處理固體廢物。

(v) 緩解措施及減低產生量計劃

如上文所述，本集團產生須排放及處置之有害及無害廢物數量甚少。然而，本集團作為負責任企業亦清楚其營運及活動可能對環境構成之影響，且時刻努力使能源效益擴至最大並將排放量、廢物生產量、處置數量及棄置數量降至最低。我們全面遵守營運所在市場的所有適用環境法律、規定及法規以及行業標準。我們亦遵守ISO 9000：2015等品質管理體系，藉此減少污染及增進可持續性。

我們擬透過減少耗電以應對全球暖化、減少溫室氣體（「**溫室氣體**」）排放及降低污染物產生量，並已推行相關措施以達致目標。舉例而言，我們指示員工及工人將閒置的廠房及辦公室設備的電源切斷，於可能情況下利用自然通風代替冷氣及不得於正常情況將所有冷氣的溫度設定為25°C以下。本集團亦已投資節能工具及設備，例如安裝節能影印機及電腦及LED燈，此外，鼓勵員工利用視像會議，以盡量減少出差以及盡可能使用公共交通工具。

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During the 2024 Reporting Period, same as the 2023 Reporting Period, the Group did not have any violation related to hazardous or non-hazardous air emissions and wastes disposal, polluted water discharges and we are determined to take all necessary measures to achieve the same results for the coming years.

二零二四年報告期內，與二零二三年報告期相同，本集團未發生任何違反有害或無害廢氣排放及廢物處置及排放污水的行為，且致力採取一切必要措施務求來年取得相同成果。

A2: Use of Resources

In terms of industrial operation, we consume various resources including electricity, water, printing paper and ink, packaging materials, and steel. We promote a company-wide goal of conserving resources and have implemented various measures to improve our resource saving performance. Our aim is to minimize the impact to the environment and achieve operational optimization while complying with the relevant national and local laws and regulations. We have established and enacted clear environmental policies and measures designed to ensure the efficient use of resources across our production facilities, office administration, and employee activities, thereby supporting sustainable development.

During each of the reporting periods, we have not recorded any material non-compliance in respect of any applicable laws and regulations on environmental protection. Our Group continues to uphold our established environmental protection and management system. During the 2024 Reporting Period, we also did not record any material non-compliance issue with the applicable PRC laws and regulations in relation to air and greenhouse gas emissions, discharges into water and land, and the generation of hazardous and non-hazardous wastes that resulted in prosecution, conviction or penalty being brought, made or imposed against us.

A2：資源利用

就工業營運而言，我們消耗電力、水、列印用紙及油墨、包裝物料及鋼材等多種資源。我們提倡節約資源作為全公司目標，並已實施多項有助改善節約資源績效的措施，我們致力於將環境影響降至最低，於優化營運的同時遵守相關國家及地區的法律及法規。我們已制定及頒佈清晰的環境政策及措施，旨在有效利用生產設施、辦公室行政及員工活動的資源，由此支持可持續發展。

於各報告期內，我們並無記錄任何有關環境保護的適用法律和法規的重大違規情況。本集團繼續堅持既定的環境保護和管理制度。於二零二四年報告期，我們亦無記錄任何有關空氣及溫室氣體排放、向水和土地排放以及產生有害及無害廢物的適用中國法律和法規的重大違規問題而導致我們被起訴、定罪或處罰。

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(i) Electricity, Gas & Fuel Consumption

Electricity, supplied by the local electricity grid, is the only source of energy consumed in our offices and dormitories, and in our manufacturing activities.

The Group also consumed fossil fuels including diesel fuel, petrol fuel, lubricating oil, and liquefied petroleum gas for a forklift, vehicles, machine tool cooling and welding. The table below recorded and compared the 2024 Reporting Period and the 2023 Reporting Period's resultant energy consumption:

(i) 電力、煤氣及燃料用量

當地電網供應的電力為辦公室及宿舍及我們生產活動的唯一能源來源。

本集團亦消耗堆高機、車輛、機械工具冷卻及焊接機床所用的包括柴油、汽油、潤滑油及液化石油氣在內的化石燃料。下表記錄及比較二零二四年報告期及二零二三年報告期產生的能源消耗：

Energy Consumption ^{Note (3)} 能源消耗 (附註 3)		Year ended 31 December 截至十二月三十一日止年度		
		2024 二零二四年	2023 二零二三年	Changes 變動
— Electricity	Consumption (kWh)	879,886.00	1,289,009.00	-31.74%
— 電力	消耗量 (千瓦時)			
	Intensity (kWh/employee)	9,886.36	13,020.29	-24.07%
	密度 (千瓦時／僱員)			
— Gas	Consumption (L)	640.00	440.00	+45.45%
— 煤氣	消耗量 (低)			
	Consumption (kWh)	4,649.15	3,196.29	+45.45%
	消耗量 (千瓦時)			
	Intensity (kWh/employee) ^{Note (4)}	61.17	35.91	+70.34%
	密度 (千瓦時／僱員) (附註 4)			
— Diesel, petrol and lubricating oil	Consumption (Tonnes)	8.32	13.65	-39.33%
— 柴油、汽油及潤滑油	消耗量 (噸)			
	Consumption (kWh)	120,237.85	198,190.56	-39.33%
	消耗量 (千瓦時)			
	Intensity (kWh/employee) ^{Note (4)}	1,582.08	2,226.86	-28.95%
	密度 (千瓦時／僱員) (附註 4)			
Total	Consumption (kWh)	1,004,773.00	1,490,395.85	-32.58%
總計	消耗量 (千瓦時)			

Note 3: As a result of our efforts to improve data management, we have separated the oxygen usage from the gas usage for production purposes since 2023. This separation allows for better comparability and performance tracking.

附註 3：由於我們努力改善數據管理，我們已將二零二三年以來用於生產目的氧氣使用量與煤氣使用量分離。此分離容許更好的進行比較及進行性能追蹤。

Note 4: Only include employees located in the Dongguan Factory.

附註 4：僅包括位於東莞工廠的僱員。

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Compared to the 2023 Reporting Period, the utilization of electricity in the 2024 Reporting Period decreased by approximately 31.74%. This reduction was attributed to a decrease in production volume.

In contrast, the gas usage in the Dongguan Factory increased by approximately 45.45% during the 2024 Reporting Period compared to the 2023 Reporting Period. This rise in gas consumption was due to the increased use of induction heat manufacturing process for new products.

Furthermore, the Group's fuel usage decreased by approximately 39.33% in the 2024 Reporting Period, attributed to the reduced use of lubricating oil. The Group conducts regular equipment maintenance service, routine checks, repair work, and replacement of worn or non-functional parts every year. According to the Company's policy, level 3 maintenance, which includes changing lubricating oil, is conducted annually or after 7,200 hours of operation. Therefore, the usage of lubricating oil is subject to volatility based on operational conditions.

In the coming years, we plan to gradually replace fossil fuels with electricity or other forms of sustainable energy to reduce the generation of hazardous gases emissions as explained previously. For the coming year, we will continue to encourage and monitor our employees on energy saving practices, aiming to lower the energy consumption by 1-2%.

與二零二三年報告期相比，二零二四年報告期的電力利用率減少31.74%。該減幅可歸因生產量減少。

反之，與二零二三年報告期相比，二零二四年報告期東莞工廠的天然氣用量增加約45.45%。燃氣消耗增加乃由於新產品生產過程中使用感應熱增加所致。

此外，於二零二四年報告期本集團的燃料用量減少約39.33%，乃由於潤滑油的用量減少。本集團每年定期進行設備維護服務、例行檢查、維修工作，以及更換磨損或無法使用的零件。根據本公司政策，三級維護（包括更換潤滑油）會於每年或運行7,200小時後進行。因此，潤滑油的使用量會根據運行情況而有所波動。

未來數年，我們計劃逐步以電力或其他形式的可持續能源取代化石燃料，以減少上文所述的有害氣體的產生。來年，我們將繼續鼓勵及監督員工的節能行為，並以降低1-2%的能源消耗為目標。

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The Group recognises that investing in energy efficiency initiatives helps us to minimise our environmental impacts while also reducing costs. Our production facilities and accompanying dormitories are powered by a consistent and sufficient supply of electricity, which is supplied by the local electricity grid. To save energy, which also saves costs, we have installed energy saving LED lights and control meters and invested in the latest energy efficient production equipment and processes. The Group has promulgated rules and encouraged staff and workers to use resources efficiently and environmentally friendly including:

- Lights and equipment must be turned off if not in use;
- Maintaining work environments at pre-determined and energy efficient temperatures; and
- Encouraging the use of natural ventilation instead of air-conditioning whenever the conditions allow.

(ii) *Freshwater Consumption and Sourcing*

The main consumption of water of our Dongguan Factory comes from the production process in cooling hot metal. Water is also used in the employees' dormitory for their personal use. Our factory, offices and dormitories all use fresh water supplied from the cities' central water supply network and we do not have any problem on sourcing water and there has not been any incident of water shortage during the 2024 Reporting Period.

本集團明白投資能源效益措施既有助我們將環境影響降至最低，亦能減少開支。生產設施及附屬宿舍由地方電網供應穩定而充足的電力。我們已安裝節能發光二極體燈具及節能控制儀表，且已投資最新的節能生產設備及程序，藉此節省能源及開支。本集團已發佈規定，鼓勵員工及工人有效地利用環保資源，其中包括：

- 於未有使用時關上照明及設備；
- 將工作環境保持在預定的節能溫度下；及
- 鼓勵於情況許可下利用自然通風代替冷氣。

(ii) *淡水消耗及採購*

我們東莞工廠的耗水量主要源自生產程序中冷卻高溫金屬。宿舍亦產生員工的個人用水。我們的廠房、辦公室及宿舍均使用由所處城市之中央供水網絡供應的淡水，我們在水源供應方面並無遇到任何問題且於二零二四年報告期內亦無發生缺水事件。

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At all times we request the staff and workers to use freshwater smartly and be responsible, as it is one of the most precious natural resources. We utilize internal water recycling systems where possible and we monitor water usage patterns constantly via the use of smart meters and our own inspection teams who have been assigned to ensure there is no unwarranted uses and waste.

As part of our ESG policies, we have: introduced a closed circulating water recycling system that allows us to reuse most of the cooling water with minimal wastage; constantly monitored water usage patterns through the use of smart meters and inspection teams assigned to ensure there is no unwarranted use or waste of water; conducted regular leakage tests on water pipes; and installed water-saving devices across our office premises in our Dongguan Factory to enhance water efficiency.

The table below recorded and compared the 2024 Reporting Period and the 2023 Reporting Period's resultant water consumption in the Dongguan Factory:

淡水是非常寶貴的自然資源，因此我們時刻要求員工及工人須明智及負責地使用。我們盡可能利用內部的水循環系統，且我們透過智能水錶及指派檢查小組持續監察用水模式，以確保概無非必要耗水及浪費。

作為我們環境、社會及管治政策的一部分，我們已：引入了封閉式循環水回收系統，使我們能夠重複使用大部分冷卻水，將浪費降到最低；通過使用智慧水錶及指派的檢查小組不斷監察用水模式，以確保無不必要使用或浪費水；定期對水管進行洩漏測試；及在東莞工廠的整個辦公場所安裝節水設備，以提高用水效率。

下表記錄及比較二零二四年報告期及二零二三年報告期在東莞工廠產生的耗水量：

Water Consumption by Operation 按營運劃分的耗水量	Unit 單位	Year ended 31 December 截至十二月三十一日止年度		
		2024	2023	Changes
		二零二四年	二零二三年	變動
— Dongguan Factory — 東莞工廠	m ³	3,542.00	10,429.00	-66.04%
Intensity 密度				
— m ³ /employee in Dongguan Factory — 東莞工廠立方米／僱員		46.61	117.18	-60.22%

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The Group utilizes freshwater for both industrial production and daily usage in offices and dormitories. Through conducting regular yearly checks on water pipes and taps, we have successfully identified leakages in the water pipes at our Dongguan Factory. Once the leaks were identified, immediate repairs were carried out. Additionally, due to the decrease in production volume, the Group recorded a decrease of approximately 66.04% in freshwater consumption during the 2024 Reporting Period.

For the coming year, we will continue to mobilize our staff and workers to save freshwater consumption, nevertheless continue to expand our operations, and target a water consumption to reduce 1-2% freshwater consumption.

(iii) Paper and Packaging Materials and Other Raw Materials Consumption

We consider our use of packaging materials, namely affixed labels, plastic film, and kraft paper, as material items.

The table below recorded and compared the 2024 Reporting Period and the 2023 Reporting Period's raw material usage in the Dongguan Factory:

本集團將淡水用於工業生產以及辦公室與宿舍日常使用。透過每年檢查水管及水龍頭，我們已成功於東莞工廠發現水管有滲漏之處。一旦發現洩漏，我們將立即進行修復。此外，由於產品下降，本集團於二零二四年報告期錄得淡水消耗量減少約66.04%。

我們來年將繼續動員我們的員工及工人節約用水，儘管營運不斷擴大，我們的用水量目標是將淡水消耗量減少1至2%。

(iii) 紙張及包裝物料與其他原材料消耗量

我們將標籤貼紙、塑膠薄膜及牛皮紙等包裝物料視為重要項目。

下表記錄及比較二零二四年報告期及二零二三年報告期在東莞工廠的原材料使用量：

Raw Materials Consumption 原材料消耗量	Unit 單位	Year ended 31 December 截至十二月三十一日止年度		
		2024 二零二四年	2023 二零二三年	Changes 變動
— Paper — 紙張	Tonnes 噸	0.08	0.35	-77.14%
— Packaging Material — 包裝材料	Tonnes 噸	2.27	4.38	-48.17%
Total 總計	Tonnes 噸	2.35	4.73	-50.32%

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As sales volume decreased during the 2024 Reporting Period, shipments also decreased, leading to a corresponding reduction in the utilization of packaging materials.

The amount of packaging material used is largely dictated by our sales volume and so we are unable to target any serious reduction in packaging materials. We will continue to monitor our usage and look at ways to introduce more sustainable and environmentally friendly materials where possible.

We consider our office paper use to be minimal, however, to save paper consumption, we have implemented or in the process of implementing the following measures in our offices:

- Avoid unnecessary printing and print on both sides;
- Use recycled papers and reuse paper-made products such as envelopes and folders;
- Replace the use of papers by sharing and storing information and documents in electronic formats; and
- Adopt a company-wide cloud based working environment including ERP system to reduce the need for printed documentation.

The use of steel is in direct proportion to our business turnover. The generation of scrap metal can be reduced through new and improved production processes and we have continuously monitored and implemented these in trying to achieve such reductions.

由於二零二四年報告期銷售量下降，出貨量亦隨之減少，導致包裝材料的使用量相應減少。

包裝物料用量主要取決於銷售量，故此未能就其訂立任何大幅減少的目標。我們將繼續監察消耗量，持續探索並引入可持續及環保的物料(如可能)。

我們將辦公室用紙視為微不足道，然而，我們於辦公室已實施或正在實施以下措施以減少用紙量：

- 避免非必要列印及雙面列印；
- 使用回收紙及重複使用信封及文件夾等紙製品；
- 以電子格式分享及儲存資料，藉此取代紙張；及
- 於全公司範圍落實包括企業資源計劃(ERP)系統在內的雲端工作環境，以減少列印文件的需要。

鋼材用量與營業額成正比。廢金屬生產量可藉經改良的新生產程序減少，我們持續監察並已實施有關程序，嘗試達成廢金屬的減少。

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A3: Environment and Natural Resources

The Group's business operations and activities do not create significant environmental impact and hazards. As a responsible corporation, we have implemented our environmental protection policy and have complied with all national and local environmental laws, rules and regulations, and industry standards. We are committed to conserving resources in order to reduce its impact on the environment as well as saving operational costs. We cooperate with the local government agencies and support environmental organizations' activities to build a "green" society. The Group has also implemented green purchasing practices and best practice technologies to conserve natural resources, where applicable.

During the 2024 Reporting Period, freshwater, fossil fuels, electricity and paper-based packaging materials for normal production operation were the key elements which were considered to have an impact on the environment. We have continued to support all measures to reduce, reuse, recycle, and replace as far as possible and practicable as laid down in our Environmental Policy and Measures. The Group did not receive any warning or complaint notice from any governmental environmental agencies, clients or business partners for the violation of any environmental rules and regulations, the act of polluting the environment or causing any environmental troubles. For the coming year, we aim to maintain zero complaints and no pollution occurrences, and to explore new avenues and means to accomplish our goals of conserving natural resources and protecting the environment.

A3：環境及自然資源

本集團業務營運及活動並未對環境造成嚴重影響及災害。我們作為負責任企業已實施環境保護政策，且遵守國家及地區的所有環境法律、法例及規定以及行業標準。我們致力節約資源，務求降低環境影響之餘節省營運開支。我們與地方政府機構合作，並支持環境組織的活動，以期建設「綠色」社會。本集團亦已實施綠色採購慣例及最佳實踐技術，盡可能節約自然資源。

二零二四年報告期內，正常生產程序所用淡水、化石燃料、電力及紙製包裝物料被視為對環境構成影響的重要因素。於可能情況下，我們盡可能於切實可行情況下持續支援所有根據本集團環境政策及措施制定的減少使用、重複使用、回收使用及替代使用措施。本集團並無因違反任何環境法例或規定、污染環境行為或造成環境問題而接獲由任何政府環境機構、客戶或業務伙伴發出的任何警告或投訴通知。我們將於來年致力於維持零投訴及零污染狀況的記錄，並探索新途徑及方法以達致節約自然資源及保護環境的目標。

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1.3 Climate-related Disclosures

(I) Governance

Climate change has caused frequent extreme weather and has had an impact on the business operations of the Group. Therefore, climate change risks are considered by our Board to be material risks and the Board is responsible for overseeing and formulating working mechanisms to identify, prevent and mitigate climate change issues that may have a significant impact.

The Group understands that stakeholders expect us to be managing and mitigating climate change risks in line with local and global commitments and recommendations. We recognise that the impacts of climate change are varied and long-ranging and the risks identified could prevent us from meeting our strategic objectives and could result in adverse operational, compliance and financial impacts. Thus, the Board meets regularly to oversee our strategies and management approaches related to climate risks and opportunities, as well as the disclosure of information. We have implemented a climate change policy statement to guide our operations and reduce our impact on climate change while strengthening our business resilience.

Climate change is mainly caused by the release of GHG into the atmosphere, which is directly and indirectly the result of the use of fossil fuels for electricity generation and fuels for a forklift, machine tool cooling and welding. As the world transitions toward a lower-carbon sustainable economy, there are inevitable areas that our Group can contribute to this. After discussions with our stakeholders, we have identified energy, water and logistics as immediate areas that we can tackle to both combat climate change and reduce potential costs in the future.

1.3 氣候相關披露

(I) 管治

氣候變化導致極端天氣頻繁出現並對本集團的業務營運造成影響。因此，我們的董事會認為氣候變化風險屬於重大風險，董事會負責監督並制定工作機制，以識別、預防及減輕可能造成重大影響的氣候變化問題。

本集團明白，持份者希望我們根據地方及全球的承諾及建議，管理並緩解氣候變化的風險。我們深知氣候變化的影響多變且持久，已識別的風險亦可能妨礙我們實現戰略目標，對營運、合規情況及財務產生不利影響。因此，董事會定期召開會議，以監督我們與氣候風險及機遇相關的策略及管理方法，以及信息披露。我們已實施氣候變化政策聲明，以指導我們的營運並減少對氣候變化的影響，同時強化我們的業務應變能力。

氣候變化主要由釋放至大氣中的溫室氣體引起，並為利用化石燃料發電及作叉車、機床冷卻及焊接燃料的直接及間接後果。隨著世界向低碳及可持續經濟轉型，本集團亦可於若干領域作出貢獻。本集團與持份者討論後，已將能源、水及物流識別為可即時採取行動，能同時對抗氣候變化及減少未來潛在開支的範疇。

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Management's Role:

1. Oversight of climate-related risks and opportunities is managed directly by the Board. The CEO holds the overall responsibility for ensuring that the strategies and policies set by the Board are effectively implemented across the organization.
2. The Board is also responsible for the development of appropriate skills and competencies through training programs, professional development opportunities, and assessments of current capabilities. This ensures that the board members and relevant personnel are well-equipped to oversee and address climate-related risks and opportunities.
3. The Management Team, led by the COO, plays a critical role in the governance of climate-related risks and opportunities. The Management Team is responsible for examining and addressing climate related risks and opportunities, and day to day implementation of policies set by the Board.
4. The Group utilizes various controls and procedures, such as internal audits, performance reviews, and sustainability reporting, to support the oversight of climate-related risks and opportunities. These controls and procedures are integrated with other internal functions, such as finance, operations, and human resources, to ensure a cohesive approach to sustainability.

管理層的職責：

1. 董事會直接管理氣候相關風險及機會的監督工作。行政總裁全面負責確保董事會制定的策略及政策於整個組織中得以有效實施。
2. 董事會亦負責透過培訓計劃、專業發展機會及現有能力的評估，培養適當技能及能力。這可確保董事會成員及相關人員具備監督及處理氣候相關風險及機會的能力。
3. 由營運總裁領導的管理團隊於氣候相關風險及機遇的管治中發揮重要作用。管理團隊負責審查及處理與氣候相關的風險及機遇，以及日常執行董事會制定的政策。
4. 本集團利用多種控制及程序，如內部審核、績效審查及可持續發展報告，以支持對氣候相關風險及機會的監督。該等控制及程序與其他內部功能（如財務、營運及人力資源）相整合，以確保可持續發展的連貫性。

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(II) Strategy

We strive to understand the impacts brought by climate change to our business operations and thus continuously seek to advance the relevant studies, as well as our action plans and mitigation measures. Subject to the on-going development of our climate-related risk assessment and management practices, we will further study the feasibility and practicality of integrating the financial impacts of climate-related risk and other sustainability issues into our financial planning at the corporate and project levels.

Physical Acute Risk

The Group has identified extreme weather such as typhoons, heavy rain, thunder and lightning and flooding that can cause physical acute risk. The potential consequences include delivery or shipment delay as well as damage to documents, equipment and even employees' health and life. The above potential consequences will cause economic losses to and increase operating costs of the Group.

The Group has established different measures as below to prevent and minimize the negative effect of extreme weather.

(II) 策略

我們努力了解氣候變化對我們業務營運的影響，因此不斷尋求推進相關研究以及我們的行動計劃及緩解措施。隨著氣候相關風險評估及管理實務的持續發展，我們將進一步研究將氣候相關風險及其他可持續發展議題的財務影響整合至我們的公司及項目層面的財務規劃中的可行性及實用性。

實體急性風險

本集團已識別颱風、暴雨、雷電及洪水等可導致實體急性風險的極端天氣。可能產生的後果包括交貨或裝運延誤以及文件、設備甚至僱員的健康及生命遭受損害。上述可能產生的後果將對本集團造成經濟損失並導致本經營成本增加。

為預防及盡量減少極端天氣的不利影響，本集團已制定以下各種措施。

Physical Acute Risk

實體急性風險

Extreme weather

極端氣候

Preventative and mitigation measures

預防及緩解措施

Typhoons
颱風

- Attach duct tapes to windows to avoid damage
- 窗戶用膠帶粘貼，避免損壞
- Move equipment to safety areas in advance
- 提前將設備轉移至安全區域
- Reinforce equipment and components that may be blown away
- 加固可能會被吹走的設備和部件
- Inform and negotiate with clients and third-party suppliers of potential delays in advance
- 提前通知客戶和第三方供應商並協商潛在的延誤
- Arrange work from home for staff according to the guidelines of local observatory
- 根據當地天文台的指引安排員工在家工作

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Physical Acute Risk

實體急性風險

Extreme weather

極端氣候

Preventative and mitigation measures

預防及緩解措施

Heavy Rain and Flooding
大雨和洪水

- Check that all windows are shut as secure as possible
- 檢查所有窗戶是否盡可能地安全關閉
- Reinforce equipment and assets which may be damaged or blown away
- 加固可能會被損壞或吹走的設備和資產
- Arrange work from home for staff according to the guidelines of local observatory
- 根據當地天文台的指引安排員工在家工作

Thunder and Lightning
雷電

- Keep good conditions of earthing devices
- 保持接地裝置處於良好狀況
- Remind employees to save data and turn off computers
- 提醒員工保存數據並關閉計算機

Physical Chronic Risk

The Group has identified extreme weather such as sustained high temperature during the year could cause physical chronic risk. The potential consequences include a higher chance of getting heatstroke for employees, increasing turnover rate and work-related injuries. The demand for cooling for the working environment will be increased, which may lead to an increase in power demand and operating costs of the Group.

The Group has established different measures as below to prevent and minimize the negative effects of extreme weather.

實體慢性風險

本集團已確定可導致實體慢性風險的極端天氣，例如一年中持續的高溫。潛在後果包括員工中暑幾率增加，員工流失率上升及工傷事故增加。工作環境的製冷需求將會增加，可能導致本集團的電力需求及營運成本增加。

本集團已制定以下多項措施，以預防及盡可能減少極端天氣的負面影響。

Physical Chronic Risk

實體慢性風險

Extreme weather

極端天氣

Preventative and mitigation measures

預防及緩解措施

Sustained high temperature
持續高溫

- Keep a First-aid kit convenient
- 確保急救箱方便取用
- Keep cold water available 24 hours a day
- 全天24小時供應冷水

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Climate-related Transition Risk

氣候過渡風險

Transition risk 過渡風險	Risk description 風險描述	Potential Business Impact 潛在業務影響	Mitigation Measures 緩解措施
Legal and policy risk	Local governments may enforce stricter carbon emission reduction policies, potentially raising the carbon emission costs for enterprises' production and operations. This includes changes to government policies, laws, and regulations, such as carbon pricing and renewable electricity pricing.	— Increase operation cost and potential for litigation.	— Regular review of relevant legislation — Set up near term target to demonstrate the Group's decarbonization effort.
法律及政策風險	地方政府可執行更嚴格的碳減排政策，可能會提高企業生產經營的碳排放成本。這包括政府政策、法律及法規的變更，例如碳定價及可再生電力定價。	— 增加營運成本和潛在訴訟。	— 定期審閱相關立法 — 設定近期目標，以體現本集團的減碳努力。
Technology Risk	Technological improvements that support the transition to a lower-carbon system.	— Failing to upgrade to more efficient, sustainable, or automated technologies could result in higher operation costs and reduced competitiveness.	— Explore new technologies, sustainable materials, and production techniques. — Adapt to changes in the cost and availability of raw materials (such as carbon-neutral steel) and utilities like renewable electricity, water, and gas, including the relevant costs of securing and maintaining sufficient supply.
技術風險	支持向低碳系統過渡的技術改進	— 若未能升級為更有效率、可持續發展或自動化的技術，可能會導致營運成本上升及競爭力下降。	— 探索新技術、可持續材料和生產技術。 — 適應原材料（如碳中和鋼）以及再生電力、水及燃氣等公用事業的成本及可用性的變化，包括確保及維持足夠供應的相關成本。

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Transition risk 過渡風險	Risk description 風險描述	Potential Business Impact 潛在業務影響	Mitigation Measures 緩解措施
Market and reputation risk	<p>Customers have increasingly strict requirements for carbon emission management of their suppliers, while the decarbonization of products and services may become an important standard for customers to choose from. Products that are not low-carbon may lead to a decrease in demand.</p> <p>There are stricter requirements for transparent carbon emissions information, and enterprises need to increase investment in the management of related performance. Poor performance in climate information disclosure may lead to reputation damage, declined stock price, or difficulties in financing.</p>	<p>— There will be a risk of a decline in sales and reputation if end-user is getting more prefer on environmentally friendly products or services and we do not have these options for our customers.</p>	<p>— Expand the product range to cater to a broader audience and adapt to changing customer preferences, including eco-friendly and ethically produced lines to attract environmentally conscious consumers.</p> <p>— Obtain environmental related certifications like to demonstrate commitment to sustainability.</p> <p>— Adopt environmentally friendly production processes, such as water recycling systems, and waste reduction & circularity programs.</p>
市場及聲譽風險	<p>客戶對供應商的碳排放管理要求日趨嚴格，產品及服務的脫碳可能成為客戶選擇的重要標準。可能會導致對高碳產品需求的下降。</p> <p>碳排放資訊透明度要求更加嚴格，企業需增加對相關績效管理的投入。氣候資訊揭露表現不佳可能會導致聲譽受損、股價下跌或融資困難。</p>	<p>— 如果終端用戶日益偏好環保產品或服務，而我們卻並無為客戶提供該等選擇，則銷售及聲譽就會面下降的風險。</p>	<p>— 擴大產品範圍以迎合更廣泛的受眾，並適應不斷變化的客戶偏好，包括環保及合乎道德的生產線，以吸引具有環保意識的消費者。</p> <p>— 獲得與環境相關的認證，例如證明對可持續發展的承諾。</p> <p>— 採用環保的生產工藝，如水循環系統及減少廢物及變廢為寶計劃。</p>

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Climate-related Opportunities

The Group recognizes that climate change not only presents a range of physical and transitional risks, but also provides emerging opportunities for our businesses. Measures such as improving energy efficiency, increasing the utilization of renewable energy, transitioning to sustainable resource management practices, and adopting green and low-carbon technologies have not only resulted in direct cost savings but also a reduction in energy expenses.

Looking ahead, we anticipate the opportunities that will arise from long-term regulatory frameworks and carbon trading. These mechanisms will enable us to explore alternative approaches to combat climate change, leveraging sustainable financial instruments. As the global economy transitions towards carbon neutrality, we remain committed to assessing and managing the climate-related risks and opportunities associated with our business.

(III) Risk Management

We have updated the assessment methodology through a climate scenario analysis to reassess climate risks and opportunities across our operations in the PRC under two consolidated scenarios in accordance with Task Force on Climate-related Financial Disclosure (“**TCFD**”) recommendations. The two consolidated climate scenarios are constructed based on public available scenarios which include Intergovernmental Panel on Climate Change (“**IPCC**”), International Energy Agency (“**IEA**”) and Network for Greening the Financial System (“**NGFS**”). Based on the revaluation of our climate risk assessment results, we have updated our mitigation measures across various operational area. The following outlines the scenarios and assumptions employed during our climate risk assessment.

氣候相關機遇

本集團意識到氣候變化不僅帶來一系列實體及過渡風險，同時亦為我們的業務提供新機遇。提高能源效率、增加可再生能源的利用、過渡至可持續資源管理實務、採用綠色低碳技術等措施，不僅直接節省成本，亦減少能源支出。

展望未來，我們預期長期監管架構及碳交易將帶來機遇。該等機制將使我們能夠利用可持續的金融工具，探索應對氣候變化的替代方法。隨著全球經濟朝碳中和的方向轉型，我們將繼續致力於評估及管理與我們業務相關的氣候相關風險及機遇。

(III) 風險管理

我們已根據氣候相關財務資訊披露工作組（「**TCFD**」）的建議，透過氣候情景分析更新評估方法，以在兩種綜合情景下重新評估我們在中國營運的氣候風險及機遇。此兩種綜合氣候情景乃根據據政府間氣候變化專門委員會（「**IPCC**」）、國際能源署（「**IEA**」）及央行綠色金融網絡（「**NGFS**」）等公開的氣候情景構建。基於我們對氣候風險評估結果的重新評估，我們已更新各營運領域的緩解措施。下文概述我們於氣候風險評估期間所採用的情景及假設。

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Consolidated Scenario 綜合情景	Brown Scenario 棕色情景	Turquoise Scenario 綠松色情景
Timeframe 時間範圍	Short-term – till 2030 短期至二零三零年 Medium to long-term – till 2100 中長期至二一零零年	
Global Mean Temperature 全球平均氣溫	Global mean temperature rises of above 3°C by 2100 全球平均氣溫在二一零零年前上升3°C以上	Global mean temperature rises of 1.5 to 2 °C by 2100 全球平均氣溫在二一零零年上升1.5°C至2°C
Scenario Description 情景假設	The scenario represents the future that only current policies and nationally determined contribution are implemented with limited investments and climate actions to decarbonize. This would usually lead to high level of physical risk and low level of transition risk. 此場景代表只有落實現有措施或國家自主貢獻的未來，並對脫碳進行有限度投資及氣候行動。這通常會導致高實體風險及低轉型風險。	The scenario represents the future that stringent and immediate policies will be implemented by the companies that are actively committed to climate action goals. This would usually result in high level of transition risks and low level of physical risks. 此場景代表企業積極承諾氣候行動目標的同時，政府實施嚴格及即時政策的未來。這通常會導致高轉型風險和低實體風險。

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By gaining insight into the significant climate risks that affect our business across our value chain, we can develop effective strategies and measures to manage these risks and mitigate their financial and non-financial impacts. Within our framework, we acknowledge climate change as a strategic business risk and have integrated climate-related risks and opportunities into our overall business strategy. Our objective is to enhance long-term resilience by comprehensively assessing, managing, and monitoring climate risks that may impact our operations.

Policies and procedures to manage such potential risks including:

- Potential disruption to our operations due to extreme weather events and changing weather patterns;
- Changing customer behaviours and requirements as demand moves to other new machinery and equipment such as wind turbines;
- Changes in cost and availability of raw materials (carbon neutral steel etc) and utilities such as renewable electricity, water and gas and relevant costs of securing and maintaining sufficient supply;
- Changes to government policy, law and regulation (including pricing carbon, renewable electricity pricing etc), which could result in increased operational costs and potential for litigation; and
- Failure to meet expectations of stakeholders.

通過深入瞭解影響我們整個價值鏈業務的重大氣候風險，我們可以制定有效的策略及措施來管理該等風險並減輕其財務及非財務影響。在我們的企業風險管理框架內，我們視氣候變化為一種策略性業務風險，並將氣候相關風險及機遇納入我們的整體業務策略。我們的目標是通過全面評估、管理和監測可能影響我們營運的氣候風險來增強長期韌性。

管理該等潛在風險的政策及程序包括：

- 極端天氣事件及氣候模式轉變或會對業務造成干擾；
- 需求轉移至其他新的機械及設備（如風力渦輪機），而客戶行為及要求隨之改變；
- 原材料（如碳中性鋼等）及公用事業（如可再生能源、水及煤氣）的成本及供應量及為確保及維持充足供應的相關開支改變；
- 政府政策、法律及規定（包括碳定價、可再生能源定價等）改變，導致營運成本及訴訟機會增加；及
- 未能滿足持份者期望。

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(IV) Metrics and Targets

We strive to effectively manage and evaluate the risks and opportunities arising from climate change. Throughout the 2024 Reporting Period, we maintained continuous monitoring of key metrics, specifically GHG emissions, which serve as indicators of climate-related risks. These targets aim to reduce overall GHG emissions and electricity consumption.

Greenhouse Gas Emissions

Greenhouse gases (GHG) include CO₂ and its non-hazardous equivalents including nitrous oxide and methane (collectively with CO₂, "CO₂e"). Greenhouse gas emissions comprise Scope 1 direct emissions, which is direct emissions from the fuel combustion in vehicles, machine tool cooling and welding, and Scope 2 energy indirect emissions, which is emissions resulting from the use of purchased electricity. The table below recorded and compared the 2024 Reporting Period and the 2023 Reporting Period's greenhouse gas emissions:

(IV) 指標和目標

我們致力有效管理及評估氣候變化帶來的風險及機遇。於二零二四年報告期，我們持續監測重要指標，特別是溫室氣體排放量，此乃評估氣候相關風險的指標。該等目標旨在降低溫室氣體排放及電力消耗。

溫室氣體排放

排放溫室氣體（溫室氣體）包括二氧化碳及其無害等價物，包括一氧化二氮及甲烷（連同二氧化碳統稱「**二氧化碳當量**」）。溫室氣體排放包括範圍1直接排放，即車輛、機械工具冷卻及焊接機床燃料燃燒的直接排放，及範圍2能源間接排放，即使用外購電力產生的排放。下表記錄及比較二零二四年報告期及二零二三年報告期的溫室氣體排放：

Greenhouse Gas Emission ^{Note (3)} 溫室氣體排放 (附註3)	Unit 單位	Year ended 31 December 截至十二月三十一日止年度		
		2024 二零二四年	2023 二零二三年	Changes 變動
Scope 1 (CO ₂ e) 範圍1 (二氧化碳當量)	Tonnes 噸	30.10	49.04	-38.62%
Scope 2 (CO ₂ e) 範圍2 (二氧化碳當量)	Tonnes 噸	471.74	734.55	-35.78%
Total (CO₂e) 總計 (二氧化碳當量)	Tonnes 噸	501.84	783.59	-35.96%
Intensity 密度				
— CO ₂ e/employee — 二氧化碳當量／僱員		5.64	7.92	-28.79%

Note 3: As a result of our efforts to improve data management, we have separated the oxygen usage from the gas usage for production purposes since 2023. This separation allows for better comparability and performance tracking.

附註3：由於我們努力改善數據管理，我們已將二零二三年以來用於生產目的氧氣使用量與煤氣使用量分離。此分離容許更好的進行比較及進行性能追蹤。

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Our Group is dedicated to reduce GHG emissions by gradually transitioning from fossil fuels to sustainable energy sources. To achieve this goal, our Group has minimised the use of the diesel forklift and substituted them with electric forklifts whenever possible. This initiative is expected to reduce the consumption of fossil fuels by 10% by 2025.

We target to reduce the greenhouse gas emission by 1-2% in the coming year through the transition from fossil fuels to sustainable energy sources and by monitoring our employees' energy saving practices.

Energy

During the 2024 Reporting Period, the Group generated direct and indirect greenhouse gas — CO₂ emissions, through the uses of fossil fuels and electricity. As explained previously, we have implemented policies and procedures to reduce the use of fossil fuels as well as electricity across our organization and we will continue to invest in new more energy efficient manufacturing equipment and processes in the near future. We are currently investigating the cost-benefit of partial self-generation of renewable energy via solar panel installation etc.

Water

Water is used both in our production process and by our employees in their dormitories. The Group has taken measures to encourage employees to more efficiently use water in order to reduce its consumption. We already utilise recycled water treatment systems in our production facilities so as to minimise water wastage.

本集團致力於通過從化石燃料逐步向可持續能源轉型，減少溫室氣體排放。為達致此目標，本集團盡量減少使用柴油叉車並盡可能用電動叉車替代。此舉預計於二零二五年前，化石燃料的消耗量將減少10%。

我們的目標是於來年將溫室氣體排放減少1至2%，從化石燃料向可持續能源轉型並監督員工的節能行為。

能源

二零二四年報告期，本集團因利用化石燃料及電力而產生直接及間接溫室氣體（二氧化碳）排放。如上文所述，我們已實施政策及程序，藉此於組織中減少使用化石燃料及耗電，並將於日後中繼續投資於更具能源效益的生產設備及程序。我們現正研討透過可再生能源自行生產部分電力的成本效益，方法包括安裝太陽能電池板等。

水

生產程序及宿舍員工均會用水。本集團已採取措施，鼓勵員工更有效用水以減少消耗。我們已於生產設施使用循環水處理系統，藉此將水資源浪費降至最低。

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Logistics

In line with our climate change strategy, the carbon footprint and sustainability of suppliers is an important consideration and we are actively seeking logistics partners that utilize electric vehicles or close equivalents to minimize their own carbon footprint where possible.

For the 2024 Reporting Period, the Group's business operations and activities, except for the above three aspects, did not lead to any events or issues that might impact the climate or result in the change of the climate significantly. The Group also has already taken measures to lower indirect CO₂ emissions and freshwater consumption for the coming year.

物流

根據氣候變化對策，碳足跡及可持續性為挑選供應商的重要考慮因素，我們正積極物色利用電動車或類似方式，盡可能減少碳足跡的物流合作夥伴。

二零二四年報告期內，除上述三個層面外，本集團業務營運及活動未有造成任何可能影響氣候或導致重大氣候變化的事件或問題。本集團亦已採取措施，務求於來年減少二氧化碳的間接排放及淡水消耗。

B. SOCIAL ASPECTS

1.1 Social Areas Overview

The Group acts in an honest and transparent principle and aims to support the building of a harmonious society and a mutually beneficial relationship with our stakeholders including employees, customers, suppliers, professional services providers, local communities as well as the governing authorities. During the formulation and implementation of our ESG strategies, policies, rules and regulations, we incorporate our long and short-term goals with consideration for our stakeholders and society. We believe that our modest acts will ultimately benefit the stakeholders and general society.

B. 社會層面

1.1 社會範疇概覽

本集團遵循誠信及透明原則行事，旨在支持建設和諧社會，並與員工、客戶、供應商、專業服務提供者、當地社群及政府機構等持份者建立互惠互利的關係。制定及實施環境、社會及管治策略、政策、規則及規定時，我們結合長期及短期目標，顧及持份者及社會。本集團相信我們的綿薄之力終可使持份者及整體社會受益。

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1.2 Employment and Labour Practices Aspects

B1: Employment

The Group strives to create a workplace which makes each employee feel valued and inspire to do their best and at all times regard our employees as valuable assets for our sustained development and growth. It is our policy to strictly comply with all the relevant statutory requirements in the Labour Law of the PRC (中華人民共和國勞動法) and other applicable laws and regulations in the PRC, and the Hong Kong Employment Ordinance.

The Human Resources Department is responsible for the employment and the relevant policies, which are clearly laid out in our Employee Handbook, including but not limited to, appointment, termination, working hours, rest days, statutory holidays, remunerations, various compensations, dismissals, health, general safety and other benefits and welfares.

The Group is committed to providing employees with equal opportunity on recruitment, promotion, compensation and benefits as specified in the relevant statutory provisions. To ensure a fair and rational human resources structure, the Group has established job qualifications and requirements specific to each job position in the local offices. They are taken as criteria for recruitment, promotion and transfer. The recruitment and decision-making processes involve both the relevant operational levels and the Human Resources Department. All employees enter into proper and standard employment contracts between the Group as required by law. Employment of child labor and forced labor is expressly and strictly forbidden.

In accordance with the requirements of the national laws of the PRC such as Social Insurance Law of the PRC (中華人民共和國社會保險法), the Administrative Regulations on Housing Provident Funds (住房公積金管理條) and local Employment and Labour Law of Hong Kong, the Group provides and maintains statutory benefits to all qualified staff, including but not limited to mandatory provident fund, social security insurance, medical insurance, work injury insurance and compensation and statutory holidays.

1.2 僱傭及勞工常規層面

B1: 僱傭

本集團致力建立使每位員工感到其價值的工作場所，並激勵彼等各盡所能。我們始終將員工視為持續發展及增長的寶貴資產。我們的政策是嚴格遵守《中華人民共和國勞動法》、其他適用中國法律及規定，以及香港僱傭條例的所有相關法定要求。

人力資源部負責本集團員工手冊明確規定的僱傭及相關政策，包括但不限於：任命、離職、工作時數、休息日、法定假日、薪酬、各種補償、解僱、健康、一般安全及其他福利。

本集團致力在招聘、晉升、薪酬及福利各方面為員工提供有關法定條文規定的平等機會。為確保公平合理的人力資源結構，本集團已針對本地辦公室的每個職位訂立工作資歷及要求，並將其視為招聘、晉升及調動的標準。相關營運部門及人力資源部均有參與招聘及決策過程。所有員工均根據法律與本集團訂立適當及標準的僱傭合同。本集團明令嚴格禁止僱用童工及強迫勞動。

本集團根據《中華人民共和國社會保險法》及《住房公積金管理條例》等中國國家法律以及香港本地僱傭及勞動法律規定，向所有合資格員工提供及維持法定福利，包括但不限於強制性公積金、社會保障保險、醫療保險、工傷保險與賠償以及法定假期。

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Employees remuneration is determined with reference to the prevailing market level in line with their competency, qualifications, experience and job position. Discretionary bonuses of such amounts and at such intervals for internal employees will be rewarded at the discretion of the top management with consideration on performance.

Employment of the Group:

For the year ended 31 December 2024, the Group had the following employment breakdown:

員工的薪酬乃根據其能力、資歷、經驗及職位，按當時市場水平釐定。最高管理層將考慮內部員工的表現，酌情於一定時段內向其發放一定金額的酌情花紅以作獎勵。

本集團僱用情況：

截至二零二四年十二月三十一日止年度，本集團有以下僱用的明細：

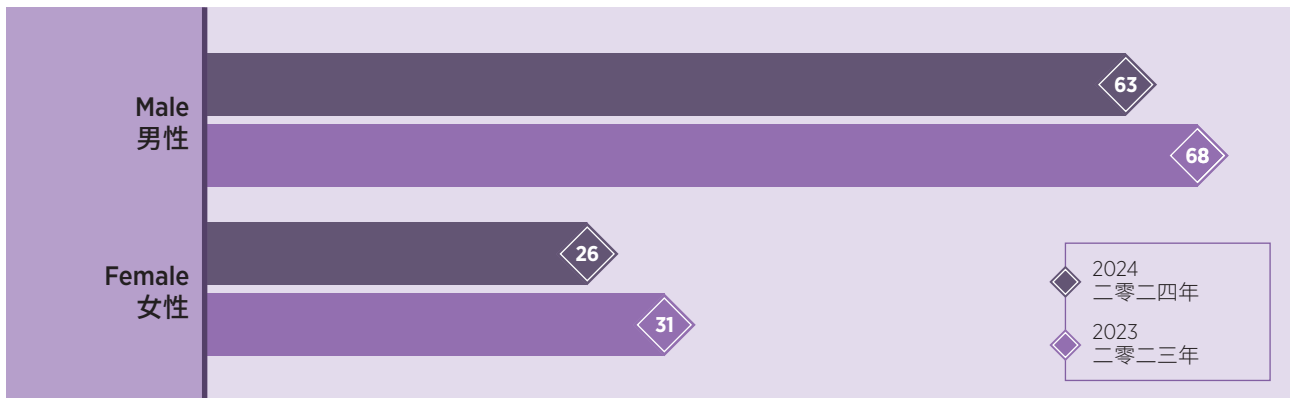


Figure 1: Number of Employees by Gender
圖一：按性別劃分的僱員數目

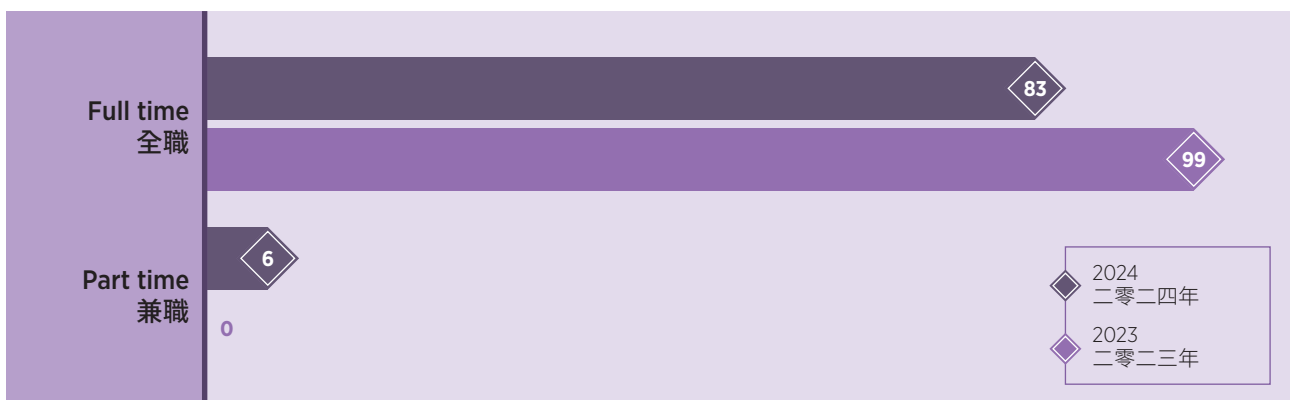


Figure 2: Number of Employees by Employment Type
圖二：按僱傭類別劃分的僱員數目

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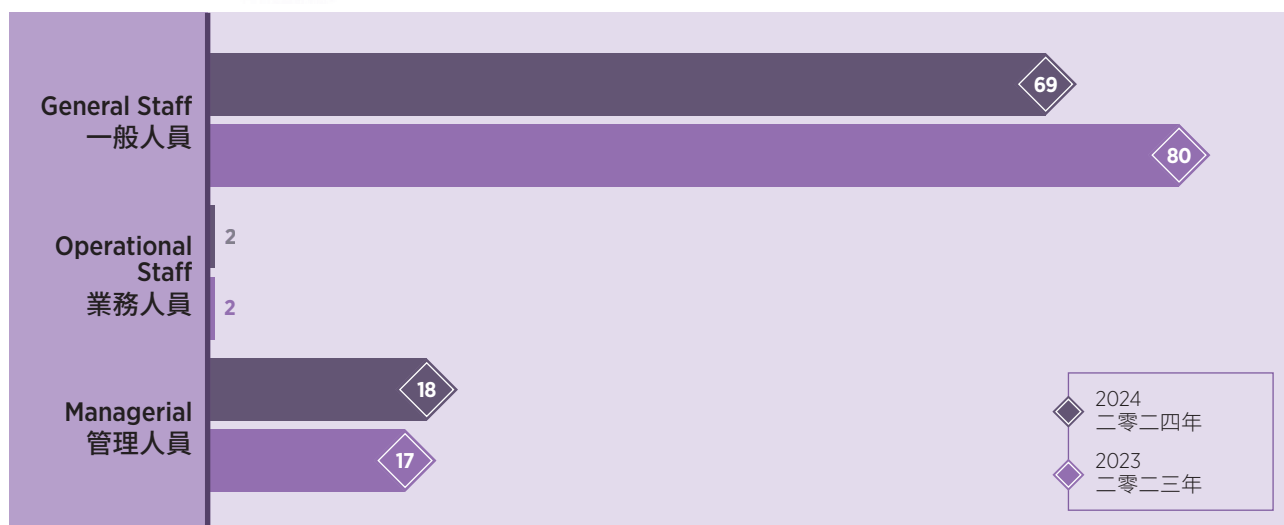


Figure 3: Number of Employees by Role
圖三：按職務劃分的僱員數目

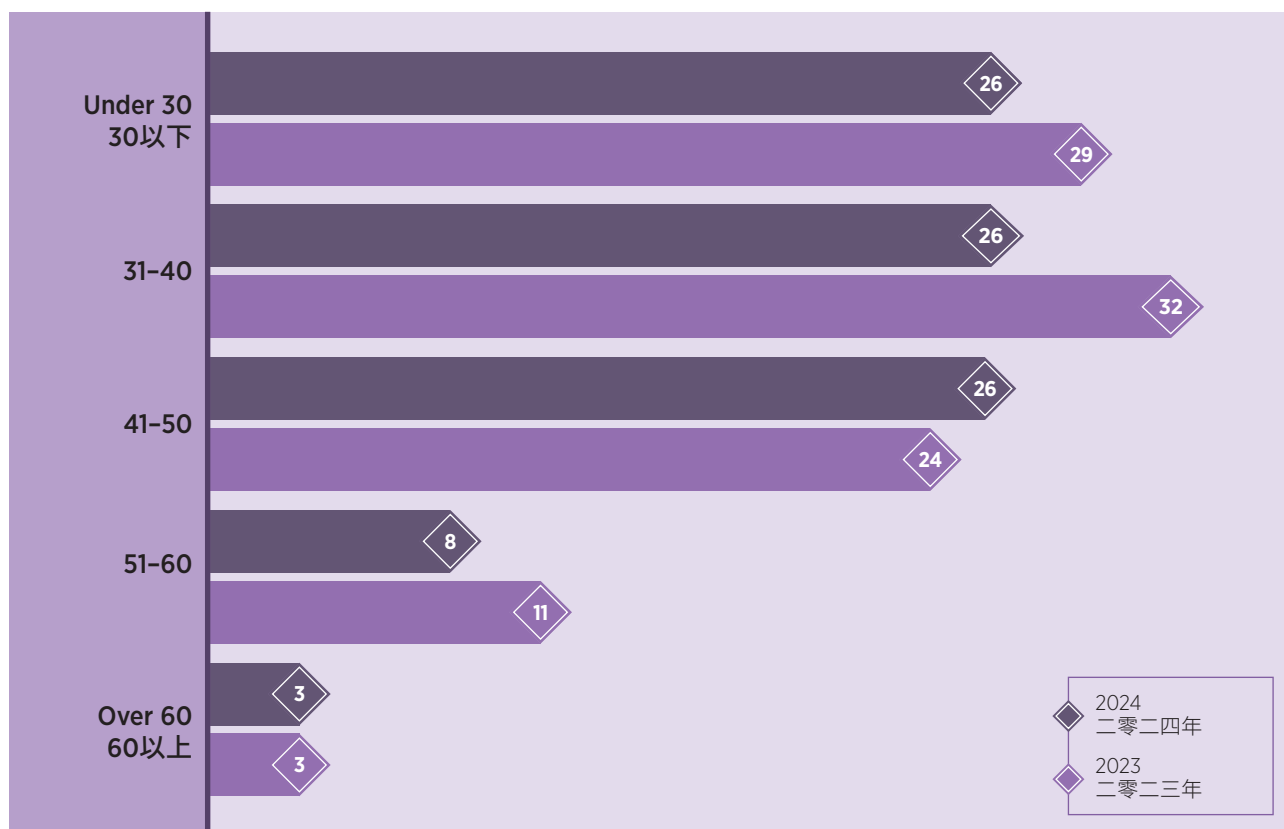


Figure 4: Number of Employees by Age
圖四：按年齡劃分的僱員數目

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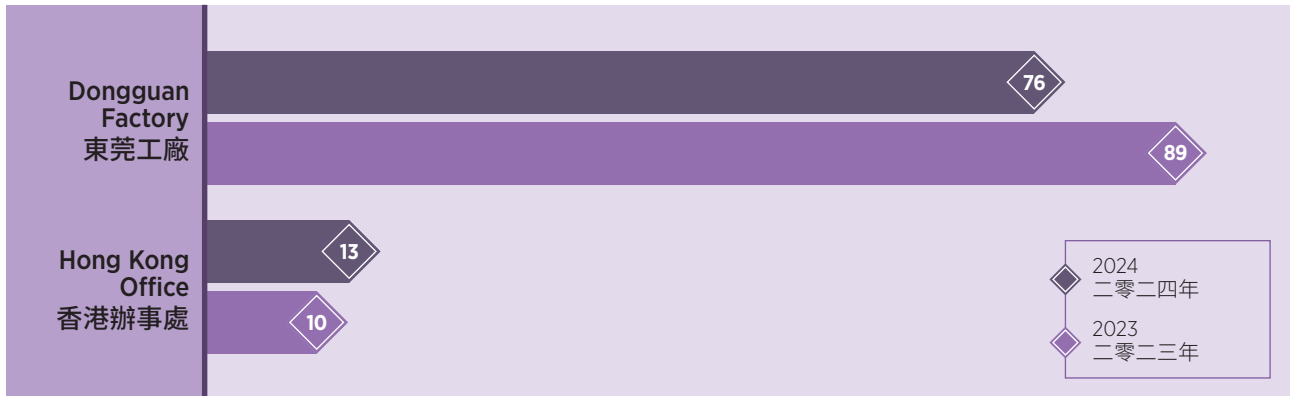


Figure 5: Number of Employees by Geographical Region
圖五：按地區劃分的僱員數目

During the 2024 Reporting Period, the Group did not have any incidents of non-compliance with relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare. We are confident that the Group will achieve the same result for the coming year.

Employment Turnover of the Group:

For the 2024 Reporting Period, a total of 23 employees left for various reasons such as personal and further career development. A breakdown of the employment turnover rates of the Group are broken down as follows:

二零二四年報告期內，概無發生任何可能對本集團構成重大影響，有關補償及辭退、招聘及晉升、工作時數、休息時間、平等機會、多元化、反歧視以及其他福利的相關法律及規定的不合規事件。我們相信本集團將於來年取得相同成果。

本集團僱員流失情況：

於二零二四年報告期，合共23名僱員因其他如個人或其他事業發展的理由而離職。僱員流失率的明細如下：

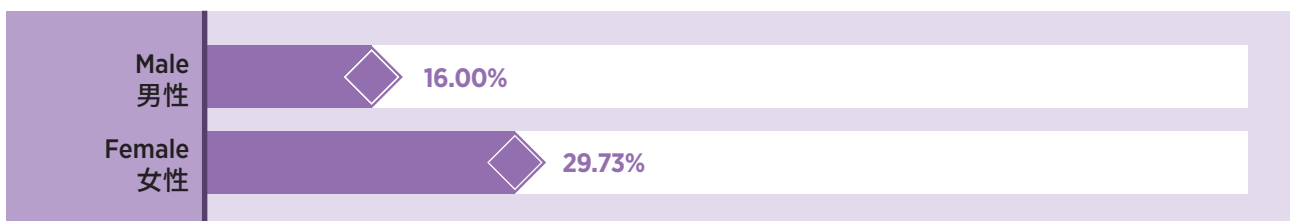


Figure 6: Employment Turnover Rate by Gender
圖六：按性別劃分的僱員流失率

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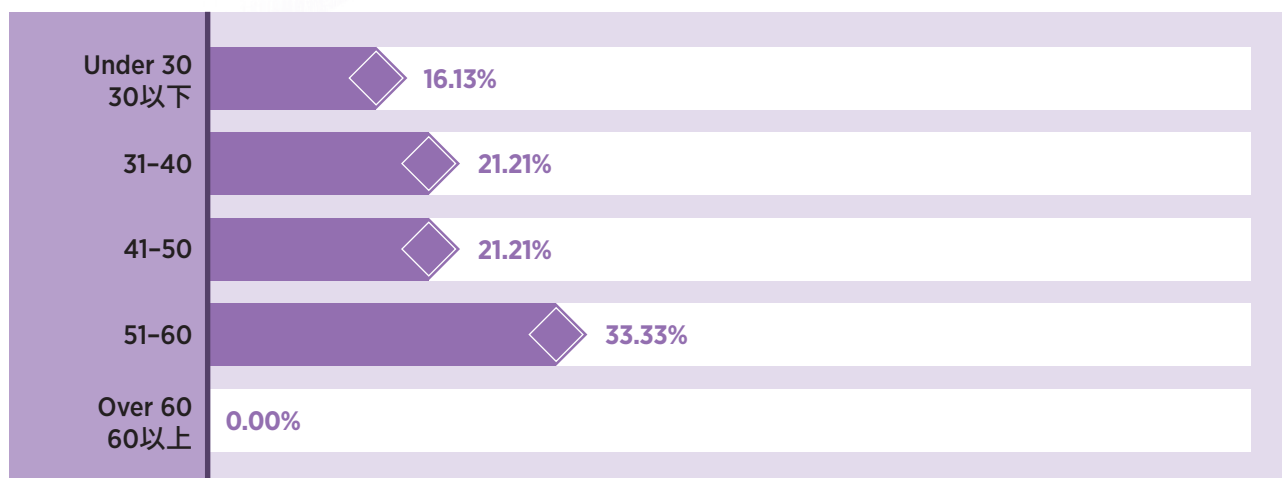


Figure 7: Employment Turnover Rate by Age

圖七：按年齡劃分的僱員流失率

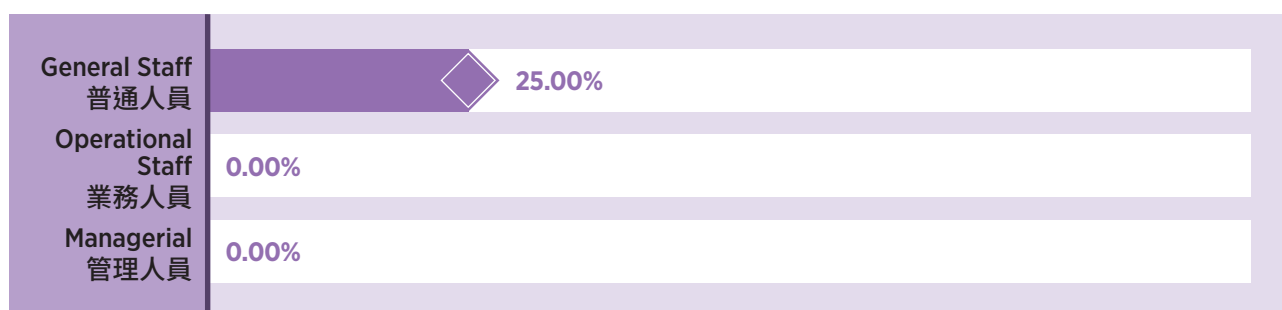


Figure 8: Employment Turnover Rate by Role

圖八：按職務劃分的僱員流失率

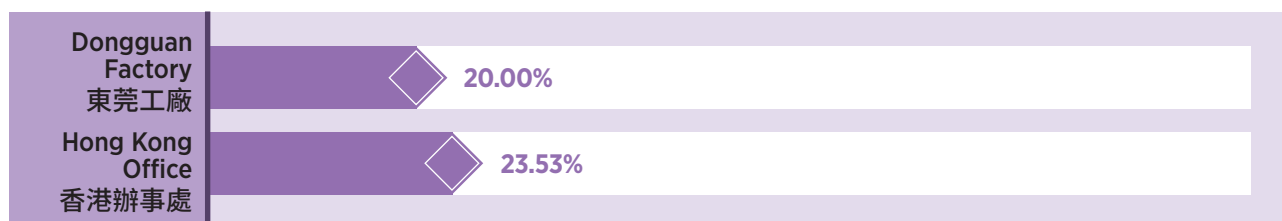


Figure 9: Employment Turnover Rate by Geographical Region

圖九：按地區劃分的僱員流失率

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B2: Health and Safety

Given the nature of the Group's business in metal products related manufacturing, and being a responsible employer, the Group considers the health and safety of employees as our primary concern. We are focused on personal accountability, proactive hazard and incident management, risk mitigation and creating a positive health and wellbeing culture.

The Work Safety Law of the PRC (中華人民共和國安全生產法) is the overriding law regulating health and safety of employees in our operations. However, leadership and culture are critical to embedding the importance of health and safety throughout our Group. Department managers and all employees are required to complete training to understand the practicalities of health and safety laws and regulations, and how they apply to our business particularly manufacturing practices. Specific safety rules, instructions and procedures for the safe operation of plants and employee safety are detailed in our Employee Handbook. The Safety Officer is responsible for the work safety and has composed a Safety Manual, which contains the relevant regulations and standards and developed processes applicable to our manufacturing operations.

All employees are required to strictly observe the health and safety policies, instructions and guidance and to follow the same at work and to place safety as their priority over production. Managers and supervisors are charged with the responsibility of ensuring that safety policies, rules and practices are observed. The Group has also taken out the required insurance for all employees in accordance with the statutory requirements of their employment locations.

B2：健康及安全

本集團業務性質為製造金屬相關產品，且為一家負責任的企業，因此本集團將員工健康及安全列為首要考慮。我們著重個人負責、積極的危害及事故管理、降低風險並營造正面的健康及福祉文化。

《中華人民共和國安全生產法》乃規範我們營運過程中員工健康及安全的最重要法律，然而，領導及文化對於將健康與安全的重要性傳遞至集團上下至關重要。部門經理及所有員工均須完成培訓，以了解健康及安全法律法規的功用，以及如何將其應用至業務中，尤其是製造實務方面。有關廠房安全營運及員工安全的特定安全規則、說明及程序的詳情載於員工手冊。工作安全由安全專員負責，彼已編製安全手冊，內容涵蓋適用於生產營運的相關規定與標準以及既有程序。

所有員工均須嚴格遵守並在工作中遵循健康與安全政策、指示及指引，並將安全置於生產之上。經理及主管負責確保安全政策、規則及慣例獲遵守。本集團亦根據受聘地點的法定要求為所有員工購買必需的保險。

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The Group has equipped its production facilities with all the required safety equipment and facilities. We regularly purchase and ensure that all employees, at all times, have available and wear their labour safety equipment, such as safety helmets, gloves, and goggles. We also regularly conduct safety inspections and tests across all levels of our production facilities and manufacturing process. For example, we annually carry out the inspection and testing of heavy machineries to ensure we have satisfied our duty to comply with provisions concerning the Safety Supervision of Lifting Machinery (起重機械安全監察規定).

In-house rules require all injuries or accidents to be promptly reported and properly dealt with in accordance with the national or local laws. In parallel, remedial or compensatory actions arising from safety and health issues or work injuries are required to be taken immediately where necessary as stipulated by the in-house rules. The Group did not have any record of any claim disputes on compensation or work-related injury investigation by the government officials in the 2024 Reporting Period.

The Group had zero work-related fatalities in the past three years including the 2024 Reporting Period in any of our operations. Furthermore, during the 2024 Reporting Period, there were 2 light injury cases of factory workers from careless work (For 2023 Reporting Period: 1 case).

A total of 117 lost days were recorded during the 2024 Reporting Period, which was 95 days more than the 2023 Reporting Period. All of the injured employees had been well-taken care immediately after the occurrence with no disputes or claims arising thereafter. Furthermore, there were no other accidents or incidents of non-compliance with relevant laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards which could have a significant impact on the production operations or businesses of the Group. Our low injury rate shows that our safety and health policies and measures including training are effectively implemented and adhered to. The Group targets to achieve a zero injury and causality result for the coming year.

本集團已為生產設施配備所有必需的安全設備及設施。我們定期購買安全帽、手套及護目鏡等勞動安全裝備，並確保全體員工於任何時候均獲配備並使用有關裝備，我們亦定期對生產設施及製造程序的各個層面進行安全檢查及測試。舉例而言，我們定期檢查及測試重型機械，以確保遵守有關起重機械安全監察規定的職責已獲履行。

內部規則要求及時報告所有受傷或事故，並根據國家或地方法律予以適當處理。與此同時，根據內部規則，倘有需要須就安全及健康問題或工作傷害採取即時補救或補償措施。二零二四年報告期內，本集團概無索賠糾紛或政府人員調查工傷事件的任何記錄。

過去三年（包括二零二四年報告期），本集團在任何業務中概無發生工傷死亡事故。此外，於二零二四年報告期，有2宗工廠工人因不小心而造成的輕傷案件（二零二三年報告期：1宗）。

二零二四年報告期共錄得117天的損失，較二零二三年報告期多95天。所有受傷的員工在事故發生後均得到悉心照顧，此後再無出現任何糾紛或索賠。此外，概無發生對本集團生產營運或業務造成重大影響，有關提供安全工作環境及保護員工免受職業傷害的法律及法規的其他不合規事故或事件。本集團員工受傷率甚低，顯示我們的安全及健康政策與措施（包括培訓）得到有效執行及遵守。本集團擬於來年取得零傷亡的成果。

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B3: Development and Training

As a professional organisation, we provide our employees with numerous career development and job-specific training opportunities covering a range of areas, including but not limited to professional development, trade skills, quality improvement, customer service, leadership and safety. Employees are encouraged to engage in self-development by participating in external training programs and seminars.

Below is the breakdown stating the percentage of employees trained during the 2024 Reporting Period and the 2023 Reporting Period by gender and operational role:

B3：發展及培訓

我們作為專業組織為員工提供多項職業發展及針對特定職位的培訓機會，內容涵蓋多個領域，包括但不限於：專業發展、貿易技能、改善品質、客戶服務、領導能力及安全性。我們鼓勵員工參加外部培訓計劃及研討會，藉此促進個人發展。

下表為於二零二四年報告期及二零二三年報告期按性別及業務職位劃分的受訓員工百份比明細：

Training (No. of employees) 培訓 (員工人數)		Internal 內部	External 外部
Percentage of employees trained 受培訓員工比例	2024 二零二四年	87%	3%
	2023	91%	3%
	二零二三年		
Male 男性	2024 二零二四年	74%	100%
	2023	70%	100%
	二零二三年		
Female 女性	2024 二零二四年	26%	-
	2023	30%	-
	二零二三年		
Managerial staff 管理人員	2024 二零二四年	17%	100%
	2023	16%	100%
	二零二三年		
Operational staff 業務人員	2024 二零二四年	-	-
	2023	-	-
	二零二三年		
General staff 普通人員	2024 二零二四年	83%	-
	2023	84%	-
	二零二三年		

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Below is the breakdown stating the hours of training provided during the 2024 Reporting Period and the 2023 Reporting Period by gender and operational role:

下表為於二零二四年報告期及二零二三年報告期按性別及業務職位劃分的所提供培訓時數明細：

Average training hours per employee 每名員工平均培訓小時		Internal 內部	External 外部
Total average training hours per employee 每名員工總平均培訓小時	2024	2.71	0.25
	二零二四年		
	2023	3.24	0.02
Average training hours for male 男性平均培訓小時	二零二三年		
	2024	3.40	0.35
	二零二四年		
Average training hours for female 女性平均培訓小時	2023	4.00	0.03
	二零二三年		
	2024	1.04	-
Average training hours for managerial staff 管理人員平均培訓小時	二零二四年		
	2023	1.58	-
	二零二三年		
Average training hours for operational staff 業務人員平均培訓小時	2024	1.61	1.22
	二零二四年		
	2023	1.12	0.12
Average training hours for general staff 普通人員平均培訓小時	二零二三年		
	2024	-	-
	二零二四年		
Average training hours for general staff 普通人員平均培訓小時	2023	-	-
	二零二三年		
	2024	3.07	-
Average training hours for general staff 普通人員平均培訓小時	二零二四年		
	2023	3.78	-
	二零二三年		

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B4: Labor Standards

The Group adopts the statutory requirements and standards applicable to our business operations to be our minimum labor standard on labor protection and welfare. The Group is committed to ensuring its full compliance and all management and supervisory levels are made aware of this.

Banning the employment of child labor, illegal workers and forced labor is achieved through the recruitment and employment process at source by the Human Resources Department. All job applicants are required to submit their credentials such as academic qualifications, professional skill certificates, references and identity card for verification and record purpose during recruitment. Such information is kept as the employee's personal file for record and future reference and government inspection.

The Head of the Human Resources Department and the heads of relevant department are charged with the duty of overseeing its compliance and are also responsible for ensuring that all labor protection and welfare obligations are complied with and any breaches of statutory compliance are brought to the attention of the senior levels.

During the 2024 Reporting Period, no case of any child labor or forced labor employment was reported or detected. For the coming year, we will continue maintaining our zero tolerance to forced and child labour.

B4：勞工標準

本集團採納適用業務營運的法定規定及標準，並以此為勞工保障及福利方面的最低勞工標準。本集團力求充分合規，全體管理層及主管級別亦已清楚此目標。

本集團嚴格禁止僱用童工、非法勞工及強迫勞動，並通過人力資源部的招募及僱用程序實現此目標。所有求職者於招聘過程中均須提交學術資格、專業技能證書、推薦信及身份證等憑證，以便核實及作記錄用途。此等信息將作為員工的個人文件保存及記錄，以備日後參考及供政府檢查。

人力資源部主管及各相關部門主管有責任監督合規性，並負責確保所有勞動保護及福利義務已獲遵守，並立即將任何違反法定合規性的情況提呈高層注意。

二零二四年報告期內，未有發現任何童工或強迫勞動的情況或接獲任何相關報告。來年，我們將繼續實施對強迫勞動及童工的零容忍政策。

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B5: Supply Chain Management

During the 2024 Reporting Period, owing to the special nature of our raw materials, we only sourced raw materials from 9 local suppliers and no raw materials were sourced from overseas.

B5：供應鏈管理

於二零二四年報告期，由於我們原材料的特殊性，我們只從9名本地供應商採購原材料，概無從海外採購原材料。

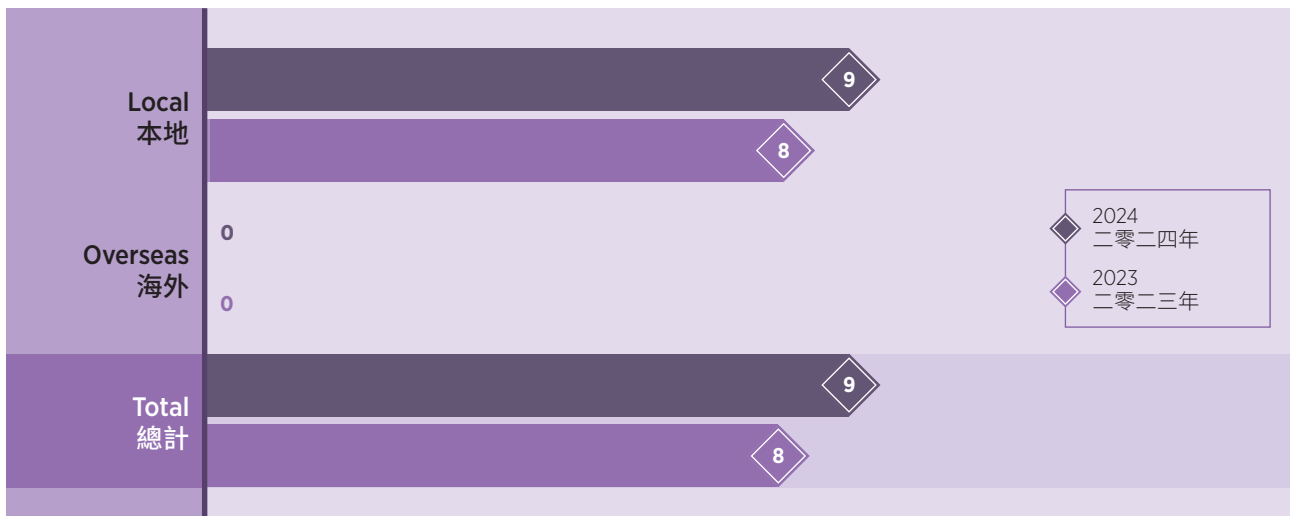


Figure 10: Number of Suppliers by Geographical Location

圖十：按地區劃分的供應商數目

The Procurement Department is responsible for the procurement of raw materials. It also manages the procurement price, cost and supplier based on the company's development plan and sales targets, and to keep enough inventories to meet customer requirements.

採購部負責原材料採購，彼等亦根據公司發展計劃及銷售目標管理採購價格、成本及供應商，並保留足夠庫存以滿足客戶需求。

The principal raw materials that we use for the manufacturing of slewing rings include forged rings (primarily made from gear steel and carbon round steel), steel balls and spacers. Our suppliers of raw materials are located in the PRC. We do not enter into any long-term supply agreements with our suppliers. We procure our raw materials by individual sales orders on a case by case basis and the selling price and quantity of the raw materials required is negotiated on a case by case basis as and when we require the materials to meet a new sales order.

用於製造迴轉支承的主要原材料包括鍛造環（主要由齒輪鋼及碳素圓鋼製成）、鋼珠和間隔物。原材料供應商位於中國。我們未與供應商訂立任何長期供應協議。我們按個別情況就個別銷售訂單採購原材料，並於我們需要原材料滿足新的銷售訂單時，按個別情況協商所需原材料的售價及數量。

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The Group has, in place, a very detailed supply and purchase management system adopting different approval authorities at different hierarchy levels of the Management Team depending upon the department and the types of purchase transactions they enter into.

In general, the Purchase Manager, Chief Financial Officer, COO and CEO form the execution and supervision purchase chain at different monetary levels. Each level is accountable to the one above on their monetary limits they are authorized to purchase. Purchasers are required not to place an order when the authorization cannot meet its designated level. The approving level is required to ensure that requests for purchase are in order before authorizing.

All purchases of the Group in principle follow the established prevalent trade practice and industry norms under which 3 tenderers (where possible) or more will be invited for tender depending on various factors like contract value, amount involved, any other technicality and time constraints. All purchase transactions are subject to the scrutiny of internal hierarchy supervisions at different levels depending on its contract value and significance and to the overall scrutiny of external independent audit checks. All capital expenditure purchases have to be authorized and approved by the headquarters.

Specificity, timeliness, quantity and quality are the major selection criteria suppliers. Sustainability and our carbon footprint are also considered in our selection process. Technical standards agreements covering chemical composition, mechanical performance etc. are typically entered into with suppliers of raw materials particularly forged rings.

本集團已制定精細的供應及採購管理系統，按各部門及其所從事的採購交易類型，於管理團隊的不同級別採用不同的審批權限。

一般而言，採購經理、財務總監、營運總監及行政總裁按不同價格級別執行及監督採購鏈。各級別均對其獲授權可採購價格上限的上一級負責。倘授權未達到指定級別，則採購人員不得下達訂單。達批准級別者方可作出授權，以確保採購請求井然有序。

原則上，本集團所有採購均遵循既定且普遍的貿易慣例及行業規範，據此視乎合約價格、涉及金額、任何其他技術性問題及時間限制等因素，邀請3名（如有可能）或以上招標人進行招標。所有採購交易須按合約價格及重要性，受內部分級監察中相應級別的監督，並全面受外部獨立審計檢查的監督。所有資本開支採購須獲總部授權及批准。

專門性、時間性、數量及品質為挑選供應商的主要標準。挑選過程亦有計及可持續性及我們的碳足跡。本集團一般與原材料（尤其是鍛造環）供應商簽訂涵蓋化學成分及機械性能等方面的技術標準協議。

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B6: Product Responsibilities

Product Quality

We are focused on high quality assurance as we believe that the quality and consistency of our products are critical to our ability to retain our customers and to expand market share. We not only maintain ISO 9001:2008/15 quality management system(s), but also comply with some of the highest international standards as required by our Japanese customers including the JIS, JB and JB/T standards in Japan. To maintain our competitive edge and continuously improve quality and sustainability, we are also committed to investing in increasing our production capabilities with new high-end plants and equipment and automation technologies. For example, new machines are equipped with thermostats which ensure the temperature is consistent and help to reduce cracking of slewing rings and product failure rate. By working closely with our customers, we are able to keep abreast of the latest product development and knowledge.

The major parts of our quality assurance procedures and processes are:

- Our quality assurance team inspects the incoming materials to ensure they are in line with our purchase order, such as the quantity, specifications, serial number, material, dimension and the physical condition. We will also check the test report provided by our supplier. For forged rings, we also check the serial number marked or imprinted on them to ensure that the material supplied is correct.
- On a sampling basis, we will take measurement of, and conduct visual inspection on our forged rings to see if there are any defects on their surface.
- On a sampling basis, we arrange for independent services providers to check the chemical composition of our incoming raw materials. This is to make sure that the chemical composition conforms to our specifications set forth in our purchase order.

B6：產品責任

產品品質

我們致力保障高品質，因我們認為產品品質及一致性對於挽留客戶及擴大市場份額至關重要。我們不僅保持ISO 9001：2008/15品質管理體系，亦遵守日本客戶要求的最高國際標準，包括日本產業標準(JIS)，日本機械標準(JB)及日本機械標準／推薦(JB/T)。我們致力投資新高端廠房、設備及自動化技術以提高生產能力，進而保持競爭優勢並不斷提高品質及可持續性。舉例而言，我們為新機械配備恆溫器以確保溫度穩定，藉此減少迴轉支承出現破裂及產品故障的機率。我們與客戶緊密合作，從而了解最新的產品開發及相關知識。

品質核證程序及過程的主要部分包括：

- 品質核證團隊檢測進料，確保其於數量、規格、序列號、材料、尺寸及實際狀況各方面均符合採購訂單。我們亦會檢查供應商提供的測試報告。對於鍛造環，我們亦會檢查標記或印於其上的序列號，以確保提供的物料正確。
- 我們對鍛造環抽樣進行測量及目視檢查，以查看其表面有否任何缺陷。
- 我們安排獨立服務提供商抽樣檢查收取原材料的化學成分，以確保其符合採購訂單列明的規格。

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- For the steel balls, our inspection team regularly inspects their sphericity and hardness on a sampling basis. We return substandard raw materials to suppliers if they do not pass our inspection.
- Upon completion of the manufacturing process, our quality assurance department will conduct final quality assurance test on the products, which includes measuring the assembly clearance and whether the outer and inner rings can rotate smoothly.
- In order to ensure that our heat treatment is carried out properly and up to the standard required by our customers, we take samples from the finished products for tests and dissect them to perform various tests on their precision and accuracy and other quality requirements.
- We conduct quality testing on all finished products to ensure that they comply with our customers' specifications.

Our general warranty policy is to provide a warranty period of 1,500–3,000 hours of operation or one to two years (whichever occurs first), and we will not be liable if the warranty period has expired. If, during the warranty period, our products are found substandard, we will be liable to indemnify our customers of their acquisition costs of the product, and in some instances of the repairing costs and other disbursements.

During the 2024 Reporting Period, heat treatment for the entire work-in-progress was conducted with the average passing rate being approximately 99.63%. Due to the very specific nature of our products and the requirements for near perfect quality assurance, the Group did not receive any quality complaints or claims against our products. In the coming year, we will continue to stringently control to ensure our near perfect product quality.

- 檢測團隊定期抽樣檢查鋼珠的球度及硬度，並將未通過檢測的不合格原材料退還供應商。
- 製造過程完成後，品質核證部門將對產品進行最終品質核證測試，內容包括測量裝配間隙以及外環與內環能否順暢轉動。
- 為確保妥善進行熱處理且符合客戶所規定的標準，我們從製成品中進行抽樣測試，細分製成品以對其精確度及準繩度及其他品質規定進行不同測試。
- 我們對所有製成品進行品質測試，以確保其符合客戶的規格。

一般保修政策提供運行1,500至3,000小時或一到兩年（以較早發生者為準）的保修期。我們於保修期過後概不承擔任何責任。倘於保修期內發現產品不合規格，我們須向客戶賠償其購買產品的費用，以及在若情況下包括維修成本及其他費用。

於二零二四年報告期，整體進行中工作的熱處理已進行，平均合格率約為99.63%。由於我們的產品具有非常特殊的性質及近乎完美的質量保證的要求，本集團並無收到任何針對我們產品的質量投訴或索賠。來年，我們將繼續嚴格控制，以確保達到我們近乎完美的產品質量。

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Handling of Complaints

Policies and procedures are in place to ensure that all customer complaints or concerns are addressed to at the appropriate levels in a timely manner. In our sales contracts, there are clear clauses specifying our responsibilities under quality issues. The Sales Department is responsible for handling all sales complaint issues. Standing arrangements are also in place for an independent third party to adjudicate on any unresolved disputes between the Sales Department and the client. Consequential remedial actions will be taken promptly and in a responsible manner. During the 2024 Reporting Period, we did not receive any quality complaints or claims against our products.

Intellectual Property Right

The Group, up to the end of the 2024 Reporting Period, has built up a portfolio of intellectual property rights including 35 patents registered in the PRC that are material to our business as well as 28 trademarks registered in the PRC and/or Hong Kong.

We primarily rely on trademark and intellectual property laws, and confidentiality agreements with our senior employees, to protect all intellectual property relating to the Group and operations. We purchase and utilise fully licensed software in our operations.

For the 2024 Reporting Period, the Group did not have any of any infringement of its or any other intellectual property rights including which had or could have a material adverse effect on our business, and there were no legal proceedings against the Group. We will continue to maintain similar results on intellectual property rights in the coming years ahead.

處理投訴

本集團已制定政策及程序，務求所有客戶的投訴或疑慮均得到適當程度的及時處理。銷售合約以明確條款規定品質問題的責任歸屬。銷售部門負責處理所有銷售投訴的問題。本集團亦已建立常規安排，容許獨立第三方就銷售部門與客戶之間任何懸而未決的爭議進行裁決。我們以負責任的方式即時採取相應的補救措施。於二零二四年報告期，我們並無收到任何針對我們產品的質量投訴或索賠。

知識產權

本集團截至二零二四年報告期末已建立一系列知識產權，包括35項對我們業務至關重要的中國註冊專利，以及28項於中國及／或香港註冊的商標。

我們主要依靠商標及知識產權法，以及與高級員工的保密協議以保護與本集團及其營運有關的所有知識產權。我們在營運中購買及使用獲充分授權的軟件。

二零二四年報告期內，本集團概無任何侵犯其本身或任何其他知識產權的行為，包括已經或可能已經對我們的業務造成重大不利影響的行為，亦無針對本集團的索賠或法律程序。我們將繼續在未來年度維持類似的知識產權成果。

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Privacy

The Group's main business and operation has generated a substantial volume of private, confidential and sensitive information of customers, suppliers, business partners including the operation status and financial positions, commercial terms of contracts, general background information, patented production technology, etc. These types of information are extremely sensitive and important, and by law, have to be cautiously safeguarded and protected. The Group fully understands its obligation and has taken measures to ensure strictest protection of the information against unauthorized access, use and disclosure through a variety of security technologies and procedures.

The Group fully abides by all relevant laws and regulations regarding privacy and utilization of data. Our employees have been trained to handle the sensitive information during the course of business with due care. The Group has incorporated the Confidential Clause into the Staff Handbook and Employment Contract, under which all employees are obligated to follow.

During the 2024 Reporting Period, same as the 2023 Reporting Period, the Group did not have any incidents of non-compliance with relevant laws and regulations that have a significant impact on the Group relating to advertising, labelling and privacy matters. We also target the same result for the coming years ahead.

B7: Anti-corruption

The Group is well aware of the importance of honesty, integrity, fairness and transparency in our business operations. The Group strictly prohibits any form of fraud or bribery, and is committed to the prevention, deterrence, detection and investigation of all forms of fraud and bribery. An important aspect of accountability and transparency is a whistle-blowing mechanism for employees and stakeholders of the Group to voice out any concern on improprieties or suspected improprieties in a responsible and effective manner.

私隱

本集團主要業務及營運產生大量客戶、供應商及業務夥伴的私人、機密及敏感資料，包括經營狀況及財務狀況、合約商業條款、一般背景資料、專利生產技術等。此類信息極為敏感及重要，且根據法律須小心保障及保護。本集團全面理解本身責任，並已採取措施，通過各種安全技術及程序，防止未經授權的存取、使用及披露，從而確保信息得到最嚴格的保障。

本集團全面遵守有關私隱及數據使用的所有相關法律及規定。員工已接受謹慎處理業務過程中敏感信息的培訓。本集團已將機密條款納入員工手冊及僱傭合約，據此，所有員工均須遵守相關規定。

二零二四年報告期內，與二零二三年報告期相同，概無發生對本集團產生重大影響，有關廣告、標籤及私隱事項的法律及法規的任何違規事件。我們亦擬於未來數年取得相同成果。

B7：反貪污

本集團充分了解誠實、正直、公平及透明對業務營運至關重要。本集團嚴格禁止任何形式的欺詐或賄賂，並致力防止、阻止、偵測及調查各種形式的欺詐及賄賂。問責制及透明度其中一個重要的層面是以負責任及有效的方式為本集團僱員及持份者設立舉報機制，以表達對不當行為或懷疑不當行為的關注。

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The enhanced version of anti-corruption and whistle-blowing policy is established pursuant to a resolution passed by the Board at its meeting held on 22 March 2022.

All employees are required to declare any conflicts of interests in the execution of their roles and duties. Through the establishment of these rules and regulations, the Group encourages all employees to discharge their duties with integrity and comply with the relevant laws and regulations.

Transactions in large monetary sums are processed through bank transactions which require authorized signatories of the appropriate levels depending on the amount involved. Checks and balances have been installed in the Group for money transaction activities and are considered effective and adequate.

If an employee becomes aware of any actual or suspected breach of the anti-corruption and whistle-blowing policy, he/she must report such incident(s) to directly to any member of the Corporate Governance Committee, who will investigate the case and determine an appropriate course of action in response (including but not limited to referring the case to the Board and/or the Management). Failure to comply with any provision of this section is a serious matter, which may result in disciplinary actions (including but not limited to dismissal with or without notice), and in the extreme case, may lead to prosecution under applicable local laws and regulations.

The Group is strongly encouraged for the whistle blower to identify himself/herself. Investigations may be hindered if the Group is unable to contact the whistle blower for more information. The Group is committed to protecting whistle blowers who report in good faith. The identity of whistle-blowers will not be disclosed unless it is absolutely necessary for the purpose of the investigation and will never be disclosed without prior notice to the whistle blower.

本集團根據董事會在二零二二年三月二十二日舉行的會議上通過的決議案確立反貪污及舉報政策改進版本。

全體員工須於執行職務及職責時申報任何利益衝突。本集團透過制定規則及法規，鼓勵全體員工以誠信履行職責，並遵守相關法律及法規。

大額貨幣交易乃通過銀行交易處理，並須按涉及金額獲適當級別簽署授權。本集團已就金錢交易活動制定制衡措施，有關措施被視為有效充分。

一旦僱員知悉任何實際或懷疑違反反貪污及舉報政策的行為，彼必須直接向任何企業管治委員會舉報有關事件，後者將調查該個案及決定採取適當的行動應對（包括但不限於將該個案轉介予董事會及／或管理層）。未有遵守本節任何條文均屬嚴重行為，可導致採取紀律行動（包括但不限於有通知或無通知地解僱），在極端情況下可導致根據適用法律及法規提出起訴。

本集團強烈鼓勵舉報人提供身份證明。倘若本集團無法聯絡舉報人以獲取更多資料，或會窒礙調查。本集團致力保護以良好信實態度舉報的舉報人。舉報人的身份將不會披露，除非出於調查目的而有絕對必要，且決不會在未有事先通知舉報人的情況披露。

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Whistle-Blowing Protection

Non-Retaliation: The Group will not tolerate any form of retaliation against the whistle-blower and will take all appropriate actions to protect whistle-blowers as long as the concern raised is in good faith, with no malicious intent.

Confidentiality: The Group will do its utmost to protect the whistle-blower's identity. However, there may be instances in the investigation process which require the identity of the whistle-blower to be made known. (e.g. when the source of the information or a witness is required.)

Untrue Allegations: If an individual makes an allegation in good faith, and that allegation was proven untrue by subsequent investigation, no action will be taken against that individual. On the other hand, when an individual is found to be making malicious or vexatious allegations, and especially if he or she persists with making or pursuing them, disciplinary action may be taken against that individual.

During the 2024 Reporting Period, same as the 2023 Reporting Period, the Group recorded no bribery nor corruption charges and is confident to achieve a similar result for the coming years ahead.

舉報保護

不報復：本集團不會容忍任何形式的針對舉報人的報復，而且只要該關注事項是以良好信實態度提出及不具惡意的企圖，我們將採取一切適當的行動保護舉報人。

保密性：本集團將竭盡全力保護舉報人的身份。然而，在調查過程中可能需要披露舉報人的身份（例如當需要獲得資料來源或證人時）。

不實指控：倘某人士以良好信實態度作出指控，而該指控經後續調查被證實屬不實，我們概不會對該人士採取行動。另一方面，倘某人士被發現作出惡意或無理取鬧的指控，尤其是倘彼堅持作出或尋求作出該指控，我們可能對該人士採取紀律行動。

二零二四年報告期內，與二零二三年報告期相同，本集團概無接獲任何賄賂或貪污指控，並有信心於未來數年取得類似成果。

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B8: Community Investment

The Group fully understands our social obligations and the need for re-contributing to the society. Through the day-to-day contact with various local government officials and industry leaders, the Group continues to explore and examine what and how the Group can contribute more and in a better way to the local community and society. The Group encourages and supports our staff and workers to participate in voluntary social welfare works such as to give paid leave for such activities. The Group has implemented measures with an objective to reduce hazardous and non-hazardous air emissions and wastes discharges and continues to find ways and to implement measures to reduce air emissions and wastes discharge. Furthermore, the Group supported the local communities by prioritising its purchases with the local suppliers.

As part of our charitable efforts during the 2024 Reporting Period, the Group demonstrated a strong commitment to community investment through a series of impactful activities. The Group participated in Dress Casual Day 2024 event on 31 October 2024, organized by The Community Chest, and donated HK\$500.

Throughout 2024, the Group visited The Mental Health Association of Hong Kong and donated 29 boxes of mooncakes and 22 boxes of pears. Additionally, the Group joined the in-kind donation held by The Mental Health Association of Hong Kong and donated leather materials and sewing software. To further support The Mental Health Association of Hong Kong, the Group also purchased clearing services for HK\$18,000. Furthermore, the Group participated in the 「香港心理衛生會 + 香港大富翁夢想世界」慈善同樂日 event on 9 November 2024, organized by The Mental Health Association of Hong Kong, and sponsored HK\$5,000.

B8：社區投入

本集團全面理解其社會責任及回饋社會的必要。本集團通過與多名地方政府官員及行業領袖的日常溝通，持續探索及檢討為本地社區及社會作出更多更好的貢獻的類型及方式。本集團鼓勵並支持員工及工人參加社會福利義務工作，如為參與此類活動的僱員提供有薪假期。本集團已實施措施，目的是減少有害及無害的氣體排放及廢物排放，並繼續尋求方法及實施有關措施以減少廢氣排放及廢物排放。再者，本集團優先向本地供應商採購，藉此支持本地社區。

於二零二四年報告期作為我們善舉的一部分，本集團透過一系列有影響力的活動彰顯其對社區投資的堅定承諾。本集團參與香港公益金於二零二四年十月三十一日舉辦的「二零二四年香港公益金便服日」活動，並捐款500港元。

於整個二零二四年，本集團探訪香港心理衛生會並捐贈29盒月餅及22盒梨。此外，本集團參與香港心理衛生會舉辦的實物捐贈活動並捐贈皮革物資及縫紉軟件。為進一步支持香港心理衛生會，本集團亦購買18,000港元的清潔服務。此外，本集團於二零二四年十一月九日參與香港心理衛生會舉辦「香港心理衛生會+香港大富翁夢想世界」慈善同樂日活動並贊助5,000港元。

Independent Auditor's Report 獨立核數師報告

To the Shareholders of Best Linking Group Holdings Limited

(incorporated in the Cayman Islands with limited liability)

OPINION

What we have audited

The consolidated financial statements of Best Linking Group Holdings Limited (the “**Company**”) and its subsidiaries (the “**Group**”), which are set out on pages 142 to 218, comprise:

- the consolidated balance sheet as at 31 December 2024;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Our opinion

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 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

致永聯豐集團控股有限公司股東

(於開曼群島註冊成立的有限公司)

意見

我們已審計的內容

永聯豐集團控股有限公司（以下簡稱「**貴公司**」）及其附屬公司（以下統稱「**貴集團**」）列載於第142至218頁的綜合財務報表，包括：

- 於二零二四年十二月三十一日的綜合資產負債表；
- 截至該日止年度的綜合全面收益表；
- 截至該日止年度的綜合權益變動表；
- 截至該日止年度的綜合現金流量表；及
- 綜合財務報表附註，包括重大會計政策信息及其他解釋信息。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會（「**香港會計師公會**」）頒佈的香港財務報告準則《**香港財務報告準則**》真實而中肯地反映了 貴集團於二零二四年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

Independent Auditor's Report

獨立核數師報告

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“**HKSAs**”) issued by the HKICPA. Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants (“**the Code**”), and we have fulfilled our other ethical responsibilities in accordance with the Code.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

意見的基礎

我們已根據香港會計師公會頒佈的香港審計準則《**香港審計準則**》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「**守則**」)，我們獨立於 貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

Independent Auditor's Report 獨立核數師報告

KEY AUDIT MATTERS (Continued)

The key audit matter identified in our audit is related to revenue recognition — revenue recognised at a point in time.

關鍵審計事項 (續)

我們在審計中識別的關鍵審計事項是關於收入確認 — 按時間點確認收入。

Key Audit Matter 關鍵審計事項

How our audit addressed the Key Audit Matter 我們的審計如何處理關鍵審計事項

Revenue recognition — revenue recognised at a point in time 收入確認 — 按時間點確認收入

Refer to note 5 to the consolidated financial statements.
請參閱綜合財務報表附註5。

During the year ended 31 December 2024, the Group recognised revenue of HK\$114,644,000 from manufacturing and trading of slewing rings, mechanical parts and components, and trading of machineries, mechanical parts and minerals.

截至二零二四年十二月三十一日止年度，貴集團確認收114,644,000港元，主要來自製造及買賣一系列迴轉支承、機械零部件及買賣機械、機械零件及礦物。

Revenue is recognised upon transfer of control, at a point in time, being when the products are delivered to the customers, the customer has full discretion over the usage of the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products.

收入於控制權轉移時在某時間點，即貨品交付予客戶、客戶擁有使用該等貨品的完全酌情權，且概無可能影響客戶接受產品的未履行責任之時確認。

We focused on this area because significant audit resources were devoted to this area due to the large volume of revenue transactions from various customers during the year.

我們之所以關注這一領域，是因為年內各客戶的收入交易量很大，為此我們投入了大量的審計資源。

Our procedures in relation to the auditing of revenue recognition included:

我們有關審計收入確認的審計程序包括：

- We understood, evaluated and tested, on a sample basis, the Group's relevant controls in relation to revenue recognition;
- 我們了解、評估並按抽樣基準測試 貴集團與收入確認有關的相關控制；
- We tested, on a sample basis, the sales transactions by examining the relevant supporting documents including but not limited to sales orders, invoices, delivery documents and customer's acknowledgements etc. to assess whether revenue was properly recognised; and
- 我們透過抽樣測試檢查銷售交易進行的相關證明文件包括但不限於銷售訂單、發票、交貨和客戶確認文件等，以評估收入是否正確確認；和
- We tested, on a sample basis, the sales transactions recognised before and after the balance sheet date by tracing to the relevant supporting documents including but not limited to the delivery documents and customer's acknowledgements etc. to assess whether revenue was recognised in the correct reporting period.
- 我們對資產負債表日前後確認的銷售交易進行抽樣測試，透過追溯相關證明文件包括但不限於交貨和客戶確認文件等，評估收入是否在正確的財務年度確認為收入。

Based on the procedures performed, we found that the Group's revenue recognised was supported by the evidence obtained.

基於所執行的程序，我們發現 貴集團的收入確認有證據支持。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of 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 DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

其他信息

貴公司董事須對其他信息負責。其他信息包括所有包含在年報除綜合財務報表及我們的核數師報告外的信息。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們對所執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及審計委員會就綜合財務報表須承擔的責任

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

Independent Auditor's Report 獨立核數師報告

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion 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 HKSA's 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 HKSA's, we exercise professional judgment 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.

董事及審計委員會就綜合財務報表須承擔的責任 (續)

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

審計委員會須負責監督 貴集團的財務報告過程。

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存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅向 閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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

Independent Auditor's Report 獨立核數師報告

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

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Group as a basis for forming an opinion on the consolidated financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes 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)

- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 規劃及進行集團審計以就 貴集團內實體或業務單位的財務信息獲取充足、適當的審計憑證，作為對綜合財務報表發表意見的基準。我們負責 貴集團審計的方向、監督並對開展的審計工作進行審閱。我們為審計意見承擔全部責任。

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

我們還向審計委員會提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

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 Chan Hong Wing.

核數師就審計綜合財務報表承擔的責任 (續)

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

出具本獨立核數師報告的審計項目合夥人是陳康榮。

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 21 March 2025

羅兵咸永道會計師事務所
執業會計師

香港，二零二五年三月二十一日

Consolidated Statement of Comprehensive Income

綜合全面收益表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Note 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Revenue	收益	5	114,644	143,779
Cost of sales	銷售成本	6	(88,375)	(82,990)
Gross profit	毛利		26,269	60,789
Other income	其他收入	8	1,222	555
Other (losses)/gains, net	其他(虧損)/收益淨額	9	(136)	158
Selling and distribution expenses	銷售及分銷開支	6	(2,056)	(3,367)
Administrative expenses	行政開支	6	(17,453)	(30,742)
Operating profit	經營溢利		7,846	27,393
Finance income	融資收入	11	788	725
Finance cost	融資成本	11	(321)	(15)
Finance income, net	融資收入淨額		467	710
Profit before income tax	除所得稅前溢利		8,313	28,103
Income tax expense	所得稅開支	12	(2,023)	(6,064)
Profit for the year attributable to owners of the Company	本公司擁有人應佔年內溢利		6,290	22,039
Other comprehensive loss	其他全面虧損			
Items that may be reclassified to profit or loss	可能重新分類至損益的項目			
Currency translation differences	貨幣換算差額	23	(2,520)	(1,944)
Total comprehensive income for the year	年內全面收益總額		3,770	20,095
Earnings per share for profit attributable to equity holders of the Company for the year	本公司權益持有人應佔年內溢利的每股盈利			
Basic and diluted earnings per share (HK cents per share)	每股基本及攤薄盈利 (每股港仙)	13	0.8	2.8

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes. 上述綜合全面收益表應與隨附附註一併閱讀。

Consolidated Balance Sheet

綜合資產負債表

As at 31 December 2024 於二零二四年十二月三十一日

		Note 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	20,875	23,372
Intangible assets	無形資產	16	1,603	-
Prepayments and deposits	預付款項及按金	19	166	919
Deferred tax assets	遞延稅項資產	30	235	572
			22,879	24,863
Current assets	流動資產			
Inventories	存貨	20	35,157	23,125
Trade receivables	貿易應收款項	18	24,764	44,291
Prepayments, deposits and other receivables	預付款項、按金及 其他應收款項	19	8,305	12,648
Current income tax recoverable	即期可收回所得稅		2,334	11
Pledged bank deposit	已抵押銀行存款	21	15,076	5,028
Cash and cash equivalents	現金及現金等價物	21	59,452	54,891
			145,088	139,994
Total assets	資產總值		167,967	164,857
Equity	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	22	4,000	4,000
Reserves	儲備	23	131,430	143,660
Total equity	權益總額		135,430	147,660

Consolidated Balance Sheet

綜合資產負債表

As at 31 December 2024 於二零二四年十二月三十一日

	Note 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Liabilities			
Non-current liability			
Lease liabilities	24	1,731	148
Deferred tax liabilities	30	431	-
		2,162	148
Current liabilities			
Trade payables	25	11,576	4,812
Bank borrowings	26	9,854	8,093
Contract liabilities	27	4,084	-
Accruals and other payables	28	3,841	3,901
Lease liabilities	24	1,020	243
		30,375	17,049
Total liabilities		32,537	17,197
Total equity and liabilities		167,967	164,857

The consolidated financial statements on pages 142 to 218 were approved by the Board of Directors on 21 March 2025 and were signed on its behalf.

第142至218頁的綜合財務報表已由董事會於二零二五年三月二十一日批核，並代表董事會簽署。

Chan Yuk Pan
陳煜彬
Director
董事

Chan Lung Pan
陳龍彬
Director
董事

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

上述綜合資產負債表應與隨附附註一併閱讀。

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔						
		Share capital 股本 HK\$'000 千港元 (Note 22) (附註 22)	Share premium 股份溢價 HK\$'000 千港元 (Note 22) (附註 22)	Capital reserve 資本儲備 HK\$'000 千港元 (Note 23) (附註 23)	Statutory reserve 法定儲備 HK\$'000 千港元 (Note 23) (附註 23)	Exchange reserve 匯兌儲備 HK\$'000 千港元 (Note 23) (附註 23)	Retained earnings 保留盈利 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2023	於二零二三年一月一日的結餘	4,000	10,511	13,000	4,727	(1,128)	112,455	143,565
Profit for the year	年內溢利	-	-	-	-	-	22,039	22,039
Other comprehensive loss	其他全面虧損							
Currency translation differences	貨幣換算差額	-	-	-	-	(1,944)	-	(1,944)
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	(1,944)	22,039	20,095
Transactions with equity holders:	與權益擁有人的交易：							
Dividends paid (Note 29)	已付股息 (附註 29)	-	(10,511)	-	-	-	(5,489)	(16,000)
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	1,634	-	(1,634)	-
		-	(10,511)	-	1,634	-	(7,123)	(16,000)
Balance at 31 December 2023	於二零二三年十二月三十一日的結餘	4,000	-	13,000	6,361	(3,072)	127,371	147,660

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Attributable to owners of the Company						
		本公司擁有人應佔						
		Share capital	Share premium	Capital reserve	Statutory reserve	Exchange reserve	Retained earnings	Total
		股本	股份溢價	資本儲備	法定儲備	匯兌儲備	保留盈利	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(Note 22)	(Note 22)	(Note 23)	(Note 23)	(Note 23)		
		(附註 22)	(附註 22)	(附註 23)	(附註 23)	(附註 23)		
Balance at 1 January 2024	於二零二四年一月一日的結餘	4,000	-	13,000	6,361	(3,072)	127,371	147,660
Profit for the year	年內溢利	-	-	-	-	-	6,290	6,290
Other comprehensive loss	其他全面虧損							
Currency translation differences	貨幣換算差額	-	-	-	-	(2,520)	-	(2,520)
Total comprehensive income for the year	年內全面收入總額	-	-	-	-	(2,520)	6,290	3,770
Transactions with equity holders:	與權益擁有人的交易：							
Dividends paid (Note 29)	已付股息 (附註 29)	-	-	-	-	-	(16,000)	(16,000)
Transfer to statutory reserve	轉撥至法定儲備	-	-	-	409	-	(409)	-
		-	-	-	409	-	(16,409)	(16,000)
Balance at 31 December 2024	於二零二四年十二月三十一日的結餘	4,000	-	13,000	6,770	(5,592)	117,252	135,430

The above consolidated statement of changes in equity should be read in conjunction with the accompanying notes. 上述綜合權益變動表應與隨附附註一併閱讀。

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Note 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash flows from operating activities	經營活動現金流量			
Cash generated from operations	經營所得現金	32(a)	33,417	25,282
Income tax paid	已付所得稅		(3,582)	(7,079)
Interest received	已收利息		788	725
Net cash generated from operating activities	經營活動所得現金淨額		30,623	18,928
Cash flows from investing activities	投資活動現金流量			
Purchases of property, plant and equipment	購買物業、廠房及設備		(2,252)	(464)
Purchases of intangible asset	購買無形資產		(830)	-
Payments for construction in progress	在建工程款項		-	(1,489)
Proceeds from disposal of property, plant and equipment (Note 32(c))	出售物業、廠房及設備的所得款項 (附註 32(c))	32(c)	1,867	37
Net cash used in investing activities	投資活動所用現金淨額		(1,215)	(1,916)
Cash flows from financing activities	融資活動現金流量			
Payment of interest elements of lease liabilities	支付租賃負債利息部分	32(b)	(40)	(15)
Payment of principal elements of lease liabilities	支付租賃負債本金部分	32(b)	(384)	(167)
Repayments of bank borrowings	償還銀行借款	32(b)	(26,886)	-
Proceeds from bank borrowings	銀行借款的所得款項	32(b)	28,647	8,093
Payment of pledged bank deposit	支付已抵押銀行存款	32(b)	(10,048)	(5,028)
Dividends paid	已付股息		(16,000)	(16,000)
Net cash used in financing activities	融資活動所用現金淨額		(24,711)	(13,117)
Increase in cash and cash equivalents	現金及現金等價物增加		4,697	3,895
Cash and cash equivalents at beginning of the year	年初現金及現金等價物		54,891	51,003
Currency translation differences	貨幣換算差額		(136)	(7)
Cash and cash equivalents at end of the year	年末現金及現金等價物		59,452	54,891

The above consolidated statement of cash flows should be read in conjunction with the accompanying notes.

上述綜合現金流量表應與隨附附註一併閱讀。

Notes to the Consolidated Financial Statements

綜合財務報表附註

1 GENERAL INFORMATION

The Company was incorporated in the Cayman Islands on 26 October 2018 as an exempted company with limited liability under the Companies Act (2022 Revision) (as consolidated or revised from time to time) of the Cayman Islands. Its shares were listed on the GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 31 October 2019 and were transferred to the listing on the Main Board of the Stock Exchange on 28 September 2023. The address of the Company’s registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands.

The ultimate holding company of the Company is C Centrum Holdings Limited, a company incorporated in British Virgin Islands and wholly-owned by Mr. Chan Yuk Pan.

The Company is an investment holding company and its subsidiaries are principally engaged in the manufacturing and trading of slewing rings, mechanical parts and components, and trading of machineries, mechanical parts and minerals (the “**Business**”).

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”) unless otherwise stated.

2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES

The consolidated financial statements have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”) and disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622). The consolidated financial statements have been prepared under historical cost convention. The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgment in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 4.

1 一般資料

本公司根據開曼群島公司法（二零二二年修訂）（經不時綜合或修訂）於二零一八年十月二十六日在開曼群島註冊成立為獲豁免有限公司。其股份於二零一九年十月三十一日於香港聯合交易所有限公司（「**聯交所**」）GEM上市並於二零二三年九月二十八日於聯交所主板轉板上市。本公司的註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands。

本公司的最終控股公司為C Centrum Holdings Limited（一間於英屬維爾京群島註冊成立的公司）且由陳煜彬先生全資擁有。

本公司為投資控股公司，其附屬公司主要從事製造及買賣迴轉支承、機械零部件及買賣機械、機械零件及礦物（「**有關業務**」）。

除另有說明外，綜合財務報表以港元（「**港元**」）呈列。

2 編製基準及會計政策變動

綜合財務報表乃根據所有適用香港財務報告準則（「**香港財務報告準則**」）及香港法例第622章香港公司條例的披露規定編製。綜合財務報表乃根據歷史成本慣例編製。編製符合香港財務報告準則的綜合財務報表需要使用若干關鍵會計估計。在應用本集團會計政策的過程中亦需要管理層行使其判斷。涉及高程度判斷或複雜性的範疇或其假設及估計對綜合財務報表而言屬重大的範疇於附註4披露。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES (Continued)

2.1 Amended standards and interpretations issued adopted by the Group

The Group has applied the following amended standards and interpretations issued for its annual reporting period beginning on 1 January 2024:

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current
Amendments to HKAS 1	Non-current liabilities with covenants
Amendments to HKFRS 16	Lease liabilities in sale and lease back
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

The adoption of the above amended standards and interpretations issued did not have any significant impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2 編製基準及會計政策變動 (續)

2.1 本集團已採納已頒佈經修訂準則及詮釋

本集團於二零二四年一月一日開始的年度報告期間應用以下已頒佈的經修訂準則及詮釋：

香港會計準則第1號(修訂本)	負債分類為流動或非流動
香港會計準則第1號(修訂本)	附帶契約的非流動負債
香港財務報告準則第16號(修訂本)	售後回租的租賃負債
香港詮釋第5號(修訂本)	財務報表呈報 — 借款人將載有按要求償還條款的定期貸款分類
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排

採納上述已頒佈經修訂準則及詮釋對先前期間確認的金額並無任何重大影響，預期亦不會對當前或未來期間造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

2 BASIS OF PREPARATION AND CHANGES IN ACCOUNTING POLICIES (Continued)

2.2 New and amended standards and interpretations which have been issued but are not yet effective and have not been early adopted by the Group

Certain new and amended standards and interpretations have been published that are not mandatory for financial year beginning on or after 1 January 2024 and have not been early adopted by the Group. These are:

2 編製基準及會計政策變動 (續)

2.2 已經頒佈但尚未生效，且未獲本集團提早採納的新訂及經修訂準則及詮釋

若干新訂及經修訂準則及詮釋已經頒佈，惟無需於二零二四年一月一日或之後開始的財政年度強制應用，惟未獲本集團提早採納。該等準則為：

		Effective for accounting periods beginning on or after 於下列日期或之後開始的會計期間生效
Amendments to HKAS 21 and HKFRS 1 香港會計準則第21號及 香港財務報告準則第1號 (修訂本)	Lack of Exchangeability 缺乏可兌換性	1 January 2025 二零二五年一月一日
Amendments to HKFRS 9 and HKFRS 7 香港財務報告準則第9號及 香港財務報告準則第7號 (修訂本)	Amendments to the Classification and Measurement of Financial Instruments 金融工具分類及計量的修訂	1 January 2026 二零二六年一月一日
Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 香港財務報告準則第1號、香港財務報告準則第7號、香港財務報告準則第9號、香港財務報告準則第10號及香港會計準則第7號 (修訂本)	Annual Improvements to HKFRS Accounting Standards – Volume 11 香港財務報告準則會計準則的年度改進 – 第11冊	1 January 2026 二零二六年一月一日
HKFRS 18 香港財務報告準則第18號	Presentation and Disclosure in Financial Statements 財務報表的呈列及披露	1 January 2027 二零二七年一月一日
HKFRS 19 香港財務報告準則第19號	Subsidiaries without Public Accountability: Disclosures 無公眾問責性的附屬公司：披露	1 January 2027 二零二七年一月一日
Amendments to HK Int 5 香港詮釋第5號 (修訂本)	Hong Kong Interpretation 5 Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause 香港詮釋第5號財務報表呈報 – 借款人將載有按要求償還條款的定期貸款分類	1 January 2027 二零二七年一月一日
Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號及 香港會計準則第28號 (修訂本)	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture 投資者與其聯營公司或合營公司之間的資產出售或注資	To be determined 待定

The Group is in the process of making an assessment of the impact of these new and amended standards and interpretations of HKFRS and is not yet in a position to state whether they would have a significant impact on the Group's results and financial position.

本集團正評估該等新訂及經修訂準則及香港財務報告準則詮釋之影響，仍未能確定有關準則對本集團之業績及財務狀況會否造成重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: foreign exchange risk, credit risk, cash flow and fair value interest rate risk and liquidity risk. The Group's overall risk management procedures focus on the unpredictability of financial markets and seek to minimise potential adverse effects on the Group's financial performance.

(i) Foreign exchange risk

The Group operates in Hong Kong and the People's Republic of China ("PRC") and is exposed to foreign exchange risk arising from various currency exposures, primarily with respect to the US dollars ("USD") and Renminbi ("RMB"). Foreign exchange risk arises from future commercial transactions, recognised assets and liabilities, which are denominated in these currencies. Since HK\$ is pegged to USD, the Group believes the exposure of transactions denominated in USD which are entered into the Group to be insignificant.

During the year ended 31 December 2024, the Group has not entered into any derivative instruments to hedge its foreign exchange exposures (2023: Nil).

3 財務風險及資本風險管理

3.1 財務風險因素

本集團的業務面臨多種財務風險：外匯風險、信貸風險、現金流量及公平值利率風險及流動資金風險。本集團的整體風險管理程序針對難以預測的金融市場，並尋求盡量降低對本集團財務表現所構成的潛在不利影響。

(i) 外匯風險

本集團於香港及中華人民共和國（「中國」）營運，面對多種貨幣風險產生的外匯風險，主要有關美元（「美元」）及人民幣（「人民幣」）。外匯風險產生自以此等貨幣計值的未來商業交易、已確認資產及負債。由於港元與美元掛鈎，本集團認為本集團訂立以美元計值的交易風險並不重大。

截至二零二四年十二月三十一日止年度，本集團並無訂立任何衍生工具對沖其外匯風險（二零二三年：無）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(i) Foreign exchange risk (Continued)

As at 31 December 2024, if USD has strengthened/weakened by 5% against RMB, and RMB has strengthened/weakened by 5% against HK\$, with all other variables held constant, the post-tax profit for the year would have changed mainly as a result of foreign exchange gains/losses on translation of USD and RMB denominated pledged deposit, cash and cash equivalents, trade receivables, trade payable, bank borrowings and other payables, as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Post-tax profit (decrease)/increase when RMB against USD	除稅後溢利(減少)/增加， 當人民幣兌美元匯率		
— Strengthened 5%	— 升值5%	1,693	2,398
— Weakened 5%	— 減值5%	(1,693)	(2,398)
Post-tax profit (decrease)/increase when HK\$ against RMB	除稅後溢利(減少)/增加， 當港元兌人民幣匯率		
— Strengthened 5%	— 升值5%	272	59
— Weakened 5%	— 減值5%	(272)	(59)

3 財務風險及資本風險管理 (續)

3.1 財務風險因素 (續)

(i) 外匯風險 (續)

於二零二四年十二月三十一日，倘美元兌人民幣升/貶值5%，以及人民幣兌港元升/貶值5%，而所有其他變量保持不變，年度除稅後溢利將有所變動，主要由於轉換以美元及人民幣計值的已抵押存款、現金及現金等價物、貿易應收款項、貿易應付款項、銀行借款及其他應付款項的匯兌收益/虧損所致，見下文所示：

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk

(i) Risk management

Credit risk of the Group mainly arises from trade receivables, deposits and other receivables, pledged deposit and cash and cash equivalents. Majority of bank deposits are placed with reputable banks and financial institutions. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the consolidated balance sheet.

The Group has policies in place to ensure that credit terms are made to customers with an appropriate credit history and the Group performs periodic credit evaluations of its customers. The Group's historical experience in collection of trade and other receivables falls within the recorded allowances and the shareholder are of the opinion that adequate provision for uncollectible receivables has been made.

The carrying amounts of trade receivables, deposits and other receivables, pledged bank deposit and cash and cash equivalents represent the Group's maximum exposure to credit risk in relation to financial assets.

For the year ended 31 December 2024, 56% (2023: 52%) of the Group's revenue was derived from its top five customers. As at 31 December 2024, 39% of the total trade receivables were due from the Group's top five customers (2023: 71%).

3 財務風險及資本風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險

(i) 風險管理

本集團的信貸風險主要來自貿易應收款項、存款及其他應收款項、已抵押銀行存款以及現金及現金等價物。大部分銀行存款存放於信譽良好的銀行及金融機構。最高信貸風險為綜合資產負債表各項金融資產的賬面值。

本集團設有政策確保向具備適當信貸紀錄的客戶授出信貸期，且本集團對客戶進行定期信貸評估。本集團過往收回的貿易應收款項及其他應收款項均在入賬撥備範圍內，而股東認為已就不可收回的應收款項作出足夠撥備。

貿易應收款項、按金及其他應收款項、已抵押銀行存款與現金及現金等價物的賬面值指本集團就金融資產承受的最大信貸風險。

截至二零二四年十二月三十一日止年度，本集團收益的56%（二零二三年：52%）來自其五大客戶。於二零二四年十二月三十一日，貿易應收款項總額的39%（二零二三年：71%）為應收本集團的五大客戶。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk (Continued)

(ii) Impairment of financial assets

The Group has two types of financial assets that are subject to the expected credit loss model:

- trade receivables; and
- other financial assets at amortised cost.

Trade receivables

The Group then determines the provision for expected credit losses by grouping the trade receivables based on shared credit risk characteristics and the days past due, and applying expected credit loss rates to the respective gross carrying amounts of the trade receivables. The expected loss rates are based on the probability of a receivable progressing through successive stages of delinquency to write-off. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

Trade receivables are written off where there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group, and a failure to make contractual payments.

Impairment losses on trade receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

As at 31 December 2024, no provision of impairment for trade receivables were made as the expected loss rate were minimal (2023: Same).

3 財務風險及資本風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險 (續)

(ii) 金融資產減值

本集團有兩類金融資產受預期信用損失模型所規限：

- 貿易應收款項；及
- 按攤銷成本計量的其他金融資產。

貿易應收款項

本集團根據共同的信貸風險特徵及逾期天數對應收款項進行分組，並對各應收款項的賬面總額採用預期信貸虧損率，從而確定預期信貸虧損準備。預期虧損率乃基於應收款項經過連續的拖欠階段至註銷的概率。過往虧損率作出調整以反映影響客戶結算應收款能力的宏觀經濟因素的當前及前瞻性資料。

當貿易應收賬款合理預期無法收回時會予以撇銷。合理預期無法收回的指標包括（其中包括）債務人未能履行向本集團的還款計劃，且未能作出合約付款。

應收貿易款項的減值虧損於經營溢利內呈列為減值虧損淨額。先前已撇銷之金額其後收回則計入相同條目內。

於二零二四年十二月三十一日，由於預期虧損率極為低，故並無就貿易應收款項作出減值撥備（二零二三年：相同）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(ii) Credit risk (Continued)

(ii) Impairment of financial assets (Continued)

Other financial assets at amortised cost

Other financial assets at amortised cost include pledged bank deposit, cash and cash equivalents and other receivables. Impairment on other financial assets are measured as either 12-month expected credit losses or lifetime expected credit loss, depending on whether there has been a significant increase in credit risk since initial recognition. If a significant increase in credit risk of a receivable has occurred since initial recognition, then impairment is measured as lifetime expected credit losses. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the counterparties to settle the receivables. The Group has closely monitored the credit qualities and the collectability of the other financial assets at amortised cost and the loss allowance for other financial assets at amortised cost as at 31 December 2024 was immaterial (2023: Same).

(iii) Cash flow and fair value interest rate risk

The Group has no significant interest-bearing assets or liabilities except for pledged deposit, cash and cash equivalents and bank borrowings. The maturity dates of the bank borrowings are within 3 months.

Hence the Group's income and operating cash flows are less dependent on changes in market interest rates. Accordingly, our directors are of the opinion that our Group does not have significant cash flow and fair value interest rate risk and no sensitivity analysis is performed.

3 財務風險及資本風險管理 (續)

3.1 財務風險因素 (續)

(ii) 信貸風險 (續)

(ii) 金融資產減值 (續)

按攤銷成本計量的其他金融資產

按攤銷成本計量的其他金融資產包括已抵押銀行存款、現金及現金等價物及其他應收款項。其他金融資產的減值以12個月的預期信貸虧損或全期預期信貸虧損計量，取決於自初次確認以來的信貸風險是否已顯著增加。倘應收款項的信貸風險自初次確認以來已顯著增加，減值以全期預期信貸虧損計量。過往虧損率作出調整，以反映當前及前瞻性的宏觀經濟因素資料，該等因素影響對手方結算應收款項的能力。本集團已密切監察其他按攤銷成本計量的金融資產的信貸質素及可收回性，而於二零二四年十二月三十一日按攤銷成本計量的其他金融資產的虧損撥備並不重大（二零二三年：相同）。

(iii) 現金流量及公平值利率風險

除已抵押存款、現金及現金等價物及銀行借款外，本集團並無重大計息資產或負債。銀行借款的到期日為三個月內。

因此，本集團的收入及經營現金流量不太取決於市場利率的變動。因此，董事認為，本集團並無重大的現金流量及公平值利率風險，並無作出敏感度分析。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

(Continued)

3.1 Financial risk factors (Continued)

(iv) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents. Our Group's liquidity risk is further mitigated through the availability of financing through its own cash resources to meet its financial commitments. In the opinion of our directors, our Group does not have any significant liquidity risk.

The following tables show the remaining contractual maturities at the end of each reporting period of our Group's financial liabilities based on contractual undiscounted cash flows and the earliest date our Group can be required to pay. Balances due within 12 months equal their carrying balances (including both interest and principal) as the impact of discounting is not significant.

		Less than 1 year or on demand 1年內 或按要求 HK\$'000 千港元	Between 1 and 2 years 1至2年 HK\$'000 千港元	Between 2 and 5 years 2至5年 HK\$'000 千港元	Over 5 years 5年後 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2024	於二零二四年十二月三十一日					
— Trade payables	— 貿易應付款項	11,576	-	-	-	11,576
— Bank borrowings	— 銀行借款	9,854	-	-	-	9,854
— Accruals and other payables	— 應計費用及其他應付款項	2,307	-	-	-	2,307
— Lease liabilities	— 租賃負債	1,147	996	830	-	2,973
		24,884	996	830	-	26,710
As at 31 December 2023	於二零二三年十二月三十一日					
— Trade payables	— 貿易應付款項	4,812	-	-	-	4,812
— Bank borrowings	— 銀行借款	8,093	-	-	-	8,093
— Accruals and other payables	— 應計費用及其他應付款項	2,687	-	-	-	2,687
— Lease liabilities	— 租賃負債	258	150	-	-	408
		15,850	150	-	-	16,000

3 財務風險及資本風險管理 (續)

3.1 財務風險因素 (續)

(iv) 流動資金風險

審慎的流動資金風險管理意味著維持足夠的現金及現金等價物。本集團透過以其本身的現金資源獲得融資，以應付其財務承擔，藉以進一步減低其流動資金風險。董事認為，本集團並無任何重大的流動資金風險。

下表載列以合約未貼現現金流量為基準之本集團金融負債於各報告期末之餘下合約到期日及本集團須付款之最早日期。由於折現的影響不大，於12個月內到期的結餘等於其賬面結餘（包括利息及本金）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

3 FINANCIAL RISK AND CAPITAL RISK MANAGEMENT

(Continued)

3.2 Capital management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

As at 31 December 2024, the Group had bank borrowings amounted to HK\$9,854,000 (2023: HK\$8,093,000), and maturing within 3 months.

3.3 Fair value estimation

The carrying amounts of the Group's financial assets, including trade receivables, deposits and other receivables, pledged bank deposit, cash and cash equivalents, and financial liabilities, including trade payables, bank borrowings, accruals and other payables and lease liabilities approximate their fair values as at the reporting date due to their short maturities.

3 財務風險及資本風險管理 (續)

3.2 資本管理

本集團之資本管理目標乃保障本集團能繼續營運，以為股東帶來回報並為其他持份者帶來利益，同時維持最佳之資本結構以減低資金成本。

為了維持或調整資本結構，本集團可能會調整支付予股東的股息金額、向股東發還資金、發行新股或出售資產以減低債務。

於二零二四年十二月三十一日，本集團的銀行借款為9,854,000港元（二零二三年：8,093,000港元），於三個月內到期。

3.3 公平值之估計

由於其短期性質，本集團於報告日期的金融資產（包括貿易應收款項、按金及其他應收款項、已抵押銀行存款、現金及現金等價物）及金融負債（包括貿易應付款項、銀行借款及應計費用及其他應付款項及租賃負債）之賬面值與其公平值相若。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Provision for slow moving inventories

The Group makes provision for slow moving inventories based on assessing the needs and reasonableness of provision for slowing moving inventories at each period end. The identification of slow moving inventories requires the use of judgments and key assumptions which take into consideration of historical sales pattern, ageing and expectation of future sales orders. Where the expectation is different from the original estimate, such difference will impact the carrying value of inventories and provision for inventories in the period in which such estimate has been changed.

(b) Impairment of right of use assets

The Group leased land and buildings in the PRC for the purposes of its office premises and manufacturing plant under an operating lease of 10 years where the leased land and buildings, classified as right of use assets of the Group were without land and property ownership certificates and the construction planning permit. Without the certificates and permit, the existing land and buildings might be ordered for demolition or confiscated and the lease may be deemed as invalid. Our directors are of the opinion, based on the advice from the Group's external legal adviser, that the title defect of the leased land and buildings does not affect the operation of production facility of the Group. It is unlikely to be terminated or interrupted or to have a material effect on the carrying amount of the right of use assets which was included in right of use assets totalling HK\$813,000 as at 31 December 2024 (2023: HK\$1,401,000).

4 關鍵會計估計及判斷

估計及判斷將獲持續評估，按過往經驗及其他因素為準，包括於有關情況下被視為合理之對日後事件的預期。

本集團對未來作出估計及假設。顧名思義，會計估計很少等同相關實際情況。下文論述可能會導致於下個財政年度內對資產及負債之賬面值作出重大調整之重大風險之估計及假設。

(a) 滯銷存貨撥備

本集團於各期末根據評估需求及滯銷存貨撥備是否合理為滯銷存貨計提撥備。識別滯銷存貨需要行使判斷及關鍵估計，當中考慮到過往銷售模式、貨齡及未來銷售訂單預期。倘預測有別於原先估計，則該差異將影響存貨的賬面值及有關估計改變期間的存貨撥備。

(b) 使用權資產減值

本集團就辦公室物業及製造廠房於中國租賃土地及樓宇，經營租賃為期10年，而分類為本集團的使用權資產的租賃土地及樓宇並無土地及物業所有權證及建設工程規劃許可證。如無該等證書及許可證，現有土地及樓宇可能被勒令清拆或沒收及租賃可能被視作無效。董事認為，根據本集團外部法律顧問的意見，租賃土地及樓宇的業權缺陷並不影響本集團生產設施的營運。其不大可能被終止或中斷或對使用權資產賬面值造成重大影響，有關金額計入使用權資產，於二零二四年十二月三十一日總額為813,000港元（二零二三年：1,401,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS *(Continued)*

(c) Income taxes

The Group is subject to income taxes mainly in Hong Kong and the PRC. Significant judgment is required in determining provision for income taxes. There are transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred income tax provisions in the periods in which such determination are made.

(d) Loss allowance of receivables

The Group makes provision for impairment of receivables based on assumptions about risk of default and expected loss rates. The Group uses judgment in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's historical default rates, existing market conditions as well as forward looking estimates at the end of each reporting period. The Group recognised lifetime expected credit loss for trade receivables carried at amortised cost based on either individually customers who are long overdue with significant amounts or known insolvencies or non-response to collection activities, or collectively assessing them for likelihood of recovery based on ageing of the balances with similar risk characteristics taking into account the forward looking information. The identification of impairment of receivables requires the use of judgment and estimates. Where the expectations are different from the original estimates, such differences will impact the carrying value of receivables and loss for the impairment of receivables recognized in the periods in which such estimates have been changed.

4 關鍵會計估計及判斷 (續)

(c) 所得稅

本集團主要在香港及中國繳納所得稅。在釐定所得稅撥備時須作出重大判斷。在日常業務過程中，多項交易及計算方式的最終稅項釐定並不明確。倘該等事宜的最終稅務結果與最初入賬的金額不同，該等差額將會影響作出有關釐定期間的所得稅及遞延所得稅撥備。

(d) 應收款項虧損撥備

本集團根據有關違約風險及預期虧損率的假設計提應收款項減值撥備。本集團於作出假設時行使判斷，並根據本集團於各報告期末的過往違約機率、現行市場狀況及前瞻性估計，挑選用於減值計算的輸入資料。本集團確認按攤銷成本列賬之貿易應收款項之全期預期信貸虧損，乃基於長期逾期重大金額或已知無力償債或未對收回活動作出回應之個別客戶，或在考慮前瞻性資料的情況下，根據具有類似風險特徵之結餘賬齡對該等客戶進行集體評估以確定追回之可能性。識別應收款項減值須運用判斷及估計。倘預期與原本估計存在差異，該等差額將會影響於有關估計變動的期間確認的應收款項賬面值及應收款項減值虧損。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION

The chief operating decision maker (the “**CODM**”) has been identified as the executive directors of our Group. Management has determined the operating segments based on the information reviewed by our executive director for the purpose of allocating resources and assessing performance. The only component in internal reporting to the executive directors is our Group’s manufacturing and trading of slewing rings, mechanical parts and components, trading of machineries, mechanical parts and minerals for the years ended 31 December 2023 and 2024. In this regard, management considers there is only one operating segment under the requirements of HKFRS 8 “Operating Segments”.

The directors assess the performance of the operating segment based on a measure of revenue and gross profit.

All of our Group’s revenue are from contracts with customers and are recognised at a point in time.

(a) Revenue from major customers who had individually contributed 10% or more of total revenue of the Group

For the year ended 31 December 2024, there were four customers (2023: three), which individually contributed over 10% of our Group’s total revenue. Revenue contributed from our major customers were as follows:

		2024 二零二四年 HK\$’000 千港元	2023 二零二三年 HK\$’000 千港元
Customer A	客戶 A	15,120	15,020
Customer B	客戶 B	14,284	2,966
Customer C*	客戶 C*	13,465	–
Customer D	客戶 D	12,327	26,799

* The corresponding customer was a new customer for the year ended 31 December 2024.

5 收益及分部資料

主要營運決策人（「**主要營運決策人**」）識別為本集團的執行董事。為分配資源及評估表現，管理層已按執行董事審閱的資料釐定經營分部。截至二零二三年及二零二四年十二月三十一日止年度，向執行董事內部呈報的唯一部分為本集團的製造及買賣迴轉支承、機械零部件，買賣機械、機械零件及礦物。就此而言，根據香港財務報告準則第8號「經營分部」的規定，管理層認為僅有一個經營分部。

董事根據收益及毛利計量評估經營分部的表現。

本集團的所有收益均來自客戶合約，並於某一時間點確認。

(a) 來自個別貢獻本集團總收益10%或以上的主要客戶的收益

截至二零二四年十二月三十一日止年度，有四名（二零二三年：三名）客戶個別貢獻本集團總收益10%以上。主要客戶貢獻的收益載列如下：

* 相應客戶為截至二零二四年十二月三十一日止年度的新客戶。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued)

(b) Segment revenue by customers' geographical location

Our Group is domiciled in the PRC and Hong Kong. Our Group's revenue by geographical location, which is determined by the location of customers, is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Hong Kong	香港	59,402	32,204
The Philippines	菲律賓	22,978	33,637
Singapore	新加坡	19,200	44,043
The PRC	中國	4,785	4,261
The USA	美國	2,279	-
Malaysia	馬來西亞	2,174	18,906
Vietnam	越南	1,796	1,670
Canada	加拿大	1,142	590
Taiwan	台灣	311	4,326
Japan	日本	188	3,974
New Zealand	新西蘭	185	31
Others (Note)	其他 (附註)	204	137
		114,644	143,779

Note:

Others include Ireland and Thailand.

5 收益及分部資料 (續)

(b) 按客戶地理位置劃分的分部收益

本集團位於中國及香港。本集團按地理位置 (根據客戶位置釐定) 劃分的收益載列如下：

附註：

其他包括愛爾蘭及泰國。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued)

(c) Non-current assets by geographical location

The total of non-current assets other than deferred tax assets, broken down by location of the assets, is shown in the following:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
The PRC	中國	16,271	20,742
Hong Kong	香港	6,373	3,549
		22,644	24,291

(d) Accounting policies of revenue recognition

Revenue is measured at the fair value of the consideration received or receivable for the sales of goods in the ordinary course of the Group's activities.

Revenue is recognised when or as the control of the good is transferred to the customer. Depending on the terms of the contract and the laws that apply to the contract, control of the good may be transferred over time or at a point in time.

Control of the good is transferred over time if the Group's performance:

- provides all of the benefits received and consumed simultaneously by the customer;
- creates or enhances an asset that the customer controls as the Group performs; or
- does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

5 收益及分部資料 (續)

(c) 按地理位置劃分的非流動資產

按資產所在地劃分的非流動資產總值 (遞延稅項資產除外) 明細列示如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
The PRC	中國	16,271	20,742
Hong Kong	香港	6,373	3,549
		22,644	24,291

(d) 收益確認的會計政策

收益按已收或應收代價的公平值計量，即於本集團一般業務過程中就出售貨品已收及應收的款項。

收益乃於商品之控制權轉移至客戶時確認。視乎合約條款及適用於該合約之法律規定，商品之控制權可經過一段時間或於某一時間點轉移。

倘本集團在履約過程中滿足下列條件，則商品之控制權將經過一段時間轉移：

- 提供全部利益，而客戶亦同步收到並消耗有關利益；
- 創建或提升本集團履約時客戶所控制之資產；或
- 並無創建對本集團而言有其他用途之資產，而本集團可強制執行其權利收回累計至今已完履約部份之款項。

Notes to the Consolidated Financial Statements

綜合財務報表附註

5 REVENUE AND SEGMENT INFORMATION (Continued)

(d) Accounting policies of revenue recognition (Continued)

If control of the goods transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the customer obtains control of the goods. Specific criteria where revenue is recognised are described below.

When either party to a contract has performed, the Group presents the contract in the consolidated balance sheet as a contract asset or a contract liability, depending on the relationship between the entity's performance and the customer's payment.

A receivable is recorded when the Group has an unconditional right to consideration. A right to consideration is unconditional if only the passage of time is required before payment of that consideration is due.

Revenue is recognised when specific criteria have been met for the Group's activity as described below:

The Group manufactures and trades of slewing rings, trades of machineries, mechanical parts and minerals to customers. Sales of goods transferred at a point in time are recognised when control of the products has transferred, being when the products are delivered to the customers, the customer has full discretion over the usage of the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. No element of financing is deemed present as the sales are made with a credit term of 60-120 days, which is consistent with market practice.

If a customer pays consideration or the Group has a right to an amount of consideration that is unconditional, before the Group transfers the promised goods to the customer, the Group presents the contract as a contract liability when the payment is received or a receivable is recorded (whichever is earlier). A contract liability is the Group's obligation to transfer the promised goods to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

5 收益及分部資料 (續)

(d) 收益確認的會計政策 (續)

倘商品之控制權經過一段時間轉移，收益確認將按整個合約期間已完成履約責任之進度進行。否則，收益於客戶獲得商品控制權之時間點確認。有關確認收益之特定標準的描述如下。

當合約任何一方已履約，本集團於綜合資產負債表呈列合約為合約資產或合約負債，視乎實體履約與客戶付款的關係。

應收款項於本集團對代價擁有無條件權利時入賬。倘僅須時間推移便可收取代價，收取代價的權利即為無條件。

當收益金額符合下述本集團業務的特定準則時，便會確認收益：

本集團製造及與客戶買賣迴轉支承，買賣機械、機械零件及礦物。在產品的控制權已轉讓（即產品交付予客戶之時），客戶擁有使用該等產品的完全酌情權，且概無可能影響客戶接受產品的未履行責任時，確認在某時間點轉讓貨品的銷售。由於銷售均按信貸期60至120日進行，符合行業常規，故並不存在融資因素。

倘於本集團轉讓承諾貨品予客戶前，客戶支付代價或本集團有權收取無條件代價金額，本集團在收取付款或應收款項入賬（以較早者為準）時呈列合約為合約負債。合約負債為本集團就已向客戶收取代價（或代價金額到期）而向客戶轉讓承諾貨品的責任。

Notes to the Consolidated Financial Statements

綜合財務報表附註

6 EXPENSES BY NATURE

Expenses included in cost of sales, selling and distribution expenses and administrative expenses are analysed as follows:

6 按性質劃分的開支

計入銷售成本、銷售及分銷開支及行政開支的開支分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Raw materials and consumables used (Note 20)	已用原材料及消耗品 (附註20)	92,473	75,273
Changes in inventories of finished goods and work in progress (Note 20)	製成品及在製品存貨變動 (附註20)	(14,480)	(3,464)
Provision for slow moving inventories, net (Note 20)	滯銷存貨撥備淨額 (附註20)	1,038	146
Employee benefit expenses, including directors' emoluments (Note 7)	僱員福利開支，包括董事酬金 (附註7)	14,347	14,182
Depreciation — Property, plant and equipment (Note 15)	折舊 — 物業、廠房及設備 (附註15)	4,938	3,871
Amortisation — Intangible assets (Note 16)	攤銷 — 無形資產 (附註16)	27	-
Legal and professional fees	法律及專業費用	2,111	1,516
Listing expenses	上市開支	-	12,363
Auditors' remuneration	核數師薪酬		
— Audit services	— 審計服務	1,000	1,250
— Non-audit services	— 非審計服務	207	50
Donation	捐贈	31	3,000
Utilities	公共服務	835	1,197
Transportation expenses	運輸開支	1,213	2,976
Other expenses	其他開支	4,144	4,739
Total cost of sales, selling and distribution expenses and administrative expenses	銷售成本、銷售及分銷開支及 行政開支總額	107,884	117,099

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EMPLOYEE BENEFIT EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS

(a) Employee benefit expenses

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Wages, salaries, bonuses and other benefits	工資、薪金、花紅及其他福利	13,351	13,202
Retirement benefit costs	退休福利成本		
— defined contribution plans	— 定額供款計劃	839	886
Mandatory provident fund scheme	強制性公積金計劃	157	94
		14,347	14,182

(b) Five highest paid individuals

The five individuals whose remuneration were the highest in the Group include two directors for the year ended 31 December 2024 (2023: two), whose remuneration are reflected in the analysis presented in note 10(a) below.

The remuneration paid to the remaining three individuals for the year ended 31 December 2024 (2023: three) are as follows:

7 僱員福利開支，包括董事酬金

(a) 僱員福利開支

(b) 五名最高薪個人

截至二零二四年十二月三十一日止年度，本集團中薪酬最高的五名個人包括兩名（二零二三年：兩名）董事，其薪酬反映於下文附註10(a)所呈列的分析。

截至二零二四年十二月三十一日止年度，已支付予餘下三名個人（二零二三年：三名）的薪酬載列如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Wages, salaries and other benefits	工資、薪金及其他福利	2,082	1,440
Discretionary bonuses	酌情花紅	187	95
Retirement benefit costs	退休福利成本		
— defined contribution plans	— 定額供款計劃	-	13
Mandatory provident fund scheme	強制性公積金計劃	54	22
		2,323	1,570

Notes to the Consolidated Financial Statements

綜合財務報表附註

7 EMPLOYEE BENEFIT EXPENSES, INCLUDING DIRECTORS' EMOLUMENTS (Continued)

(b) Five highest paid individuals (Continued)

The emolument of the highest paid individuals fell within the following bands:

		2024 二零二四年	2023 二零二三年
Emolument band	酬金組別		
HK\$1,000,000–HK\$1,500,000	1,000,000 港元至 1,500,000 港元	1	–
Nil to HK\$1,000,000	零至 1,000,000 港元	2	3

Note:

No directors or any of the five highest paid individuals received any emoluments from the Group as an inducement to join or upon joining the Group or compensation for loss of office for the year ended 31 December 2024 (2023: Nil).

7 僱員福利開支，包括董事酬金 (續)

(b) 五名最高薪個人 (續)

最高薪個人的酬金屬於以下組別：

附註：

截至二零二四年十二月三十一日止年度，概無董事或任何五名最高薪金個別自本集團收取任何酬金作為加入本集團或加入後的獎勵或離職補償 (二零二三年：無)。

8 OTHER INCOME

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Sales of scrapped materials	銷售廢料	230	431
Government subsidy	政府補助	34	7
Sundry income	雜項收入	–	117
Compensation of goods damaged	貨品損壞賠償	958	–
		1,222	555

8 其他收入

9 OTHER (LOSSES)/GAINS, NET

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Exchange differences, net	匯兌差異淨額	(206)	378
Gains/(losses) on disposal of property, plant and equipment	出售物業、廠房及設備的收益／(虧損)	70	(220)
		(136)	158

9 其他(虧損)／收益淨額

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTOR

(a) Directors' emoluments

The emoluments of individual directors for our Company paid and payable by our Group for the years ended 31 December 2023 and 2024 are set out below:

For the year ended 31 December 2023:

10 董事的福利及權益

(a) 董事的酬金

於截至二零二三年及二零二四年十二月三十一日止年度，本集團已付及應付本公司個別董事的酬金載列如下：

截至二零二三年十二月三十一日止年度：

		Fees	Salaries	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to pension scheme	Total
		袍金	薪金	酌情花紅	津貼及實物福利	僱主退休計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事：						
Mr. Chan Yuk Pan	陳煜彬先生						
(Chairman and Chief Executive Officer)	(主席兼行政總裁)	-	850	52	-	31	933
Mr. Chan Lung Pan	陳龍彬先生	-	420	35	-	18	473
Independent non-executive directors:	獨立非執行董事：						
Mr. Chan Wan Tsun Adrian Alan	陳弘俊先生	180	-	-	-	-	180
Ms. Tsang Hau Lam	曾巧臨女士	144	-	-	-	-	144
Ms. Tam Ho Ting	譚可婷女士	144	-	-	-	-	144

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTOR (Continued)

(a) Directors' emoluments (Continued)

For the year ended 31 December 2024:

		Fees	Salaries	Discretionary bonuses	Allowances and benefits in kind	Employer's contribution to pension scheme	Total
		袍金	薪金	酌情花紅	津貼及實物福利	僱主退休計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Executive directors:	執行董事：						
Mr. Chan Yuk Pan	陳煜彬先生						
(Chairman and	(主席兼行政總裁)	-	842	52	-	25	919
Chief Executive Officer)							
Mr. Chan Lung Pan	陳龍彬先生	-	402	35	-	18	455
Independent non-executive directors:	獨立非執行董事：						
Mr. Chan Wan Tsun Adrian Alan	陳弘俊先生	180	-	-	-	-	180
Ms. Tsang Hau Lam	曾巧臨女士	144	-	-	-	-	144
Ms. Tam Ho Ting	譚可婷女士	144	-	-	-	-	144

The remuneration shown above represents remuneration received from our Group by these directors in their capacity as employee to the subsidiaries of our Group and no directors waived any emolument during the year ended 31 December 2024 (2023: Nil).

(b) Directors' retirement benefits

None of our directors received or will receive any retirement benefits during the year ended 31 December 2024 (2023: Nil).

(c) Directors' termination benefits

None of our directors received or will receive any termination benefits during the year ended 31 December 2024 (2023: Nil).

10 董事的福利及權益 (續)

(a) 董事的酬金 (續)

截至二零二四年十二月三十一日止年度：

上文所載薪酬指該等董事以本集團附屬公司僱員身份自本集團收取的薪酬，於截至二零二四年十二月三十一日止年度，概無董事放棄任何酬金（二零二三年：無）。

(b) 董事的退休福利

截至二零二四年十二月三十一日止年度，概無董事收取或將會收取任何退休福利（二零二三年：無）。

(c) 董事的離職福利

截至二零二四年十二月三十一日止年度，概無董事收取或將會收取任何離職福利（二零二三年：無）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTOR (Continued)

(d) Consideration provided to third parties for making available directors services

During the year ended 31 December 2024, our Group did not pay consideration to any third parties for making available directors' services (2023: Nil).

(e) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

During the year ended 31 December 2024, there were no loans, quasi-loans and other dealing arrangements in favour of directors, or controlled bodies corporate by and connected entities with such directors (2023: Nil).

(f) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to our Group's business to which our Group was a party and in which a director of our Company had a material interest, whether directly to indirectly; subsisted at the end of the year or at any time during the year ended 31 December 2024 (2023: Nil).

10 董事的福利及權益 (續)

(d) 就獲提供董事服務向第三方提供的代價

於截至二零二四年十二月三十一日止年度，本集團並未就獲提供的董事服務而向任何第三方支付代價 (二零二三年：無)。

(e) 有關以董事、董事控制的法團及其關連實體為受益人的貸款、類似貸款及其他交易的資料

於截至二零二四年十二月三十一日止年度，概無以董事、董事控制的法團及其關連實體為受益人而訂立任何貸款、類似貸款及其他交易安排 (二零二三年：無)。

(f) 董事於交易、安排或合約的重大權益

於年末或截至二零二四年十二月三十一日止年度任何時間，概無任何與本集團參與及本公司的董事於其中有重大權益 (無論直接或間接) 的本集團業務相關的重大交易、安排及合約 (二零二三年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

11 FINANCE INCOME, NET

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Finance income	融資收入		
Interest income on cash and cash equivalents and bank deposit	現金及現金等價物以及銀行存款的利息收入	788	725
Finance cost	融資成本		
Interest expenses on lease liabilities	租賃負債的利息開支	(40)	(15)
Interest expenses on bank borrowings	銀行借款的利息開支	(281)	-
Finance income, net	融資收入淨額	467	710

11 融資收入淨額

12 INCOME TAX EXPENSE

The amount of income tax expense charged to the consolidated statement of comprehensive income represents:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current income tax	即期所得稅		
— The PRC enterprise income tax ("EIT")	— 中國企業所得稅 (「企業所得稅」)	641	2,401
— Hong Kong profits tax	— 香港利得稅	638	3,683
— (Over)/under provision of prior periods	— 過往期間(超額撥備)/撥備不足	(24)	77
Total current income tax	即期所得稅總額	1,255	6,161
Deferred income tax (Note 30)	遞延所得稅 (附註 30)	768	(97)
Income tax expense	所得稅開支	2,023	6,064

12 所得稅開支

於綜合全面收益表內扣除的所得稅開支金額指：

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 INCOME TAX EXPENSE (Continued)

(i) Hong Kong profits tax

In accordance with the two-tiered profits tax rates regime effective from 1 January 2018, Hong Kong profits tax is calculated at 8.25% on the first HK\$2,000,000, and 16.5% on the remaining balance of the estimated assessable profits of an operating subsidiary for the years ended 31 December 2023 and 2024.

(ii) The PRC EIT

Under the Enterprise Income Tax Law of the PRC (the “**EIT Law**”), the applicable income tax rate for Kyoei Seiki Co., Limited (“**Kyoei Seiki**”) and Best Linking Import & Export (Shenzhen) Co., Limited (“**Import & Export**”), the subsidiaries in the PRC is 25%.

Pursuant to the New EIT Law, with respect to a new and high technology enterprise, the tax levied on its income will be charged at a preferential rate of 15% after obtaining the High New Technology Enterprise Certificate (the “**Certificate**”) and completing the tax reduction and exemption filing with the tax authorities. Kyoei Seiki renewed the Certificate when it expired on 8 November 2023 and the renewed Certificate will expire on 28 December 2026. As a result of Kyoei Seiki is qualified for High New Technology Enterprise status, and the applicable tax rate of Kyoei Seiki was 15% for the years ended 31 December 2023 and 2024.

With respect to small low-profit enterprise, the tax levied on its income will be charged at a preferential rate of 5%. Import & Export is qualified to be treated as a small low-profit enterprise and the applicable tax rate of Import & Export is 5%.

12 所得稅開支 (續)

(i) 香港利得稅

根據於二零一八年一月一日生效的兩級制利得稅率制度，截至二零二三年及二零二四年十二月三十一日止年度營運附屬公司的首2百萬港元溢利將按8.25%的稅率計算香港利得稅，餘下估計應課稅溢利金額則按16.5%稅率計算香港利得稅。

(ii) 中國企業所得稅

根據中國企業所得稅法（「**企業所得稅法**」），附屬公司東莞共榮精密機械有限公司（「**共榮精密機械**」）及深圳永聯豐進出口有限公司（「**深圳永聯豐進出口**」）於中國的適用所得稅率為25%。

根據新企業所得稅法，就高新科技企業而言，於取得高新科技企業認證（「**認證**」）及向稅務機關完成稅務扣減及豁免備案手續後，其所得稅將按優惠稅率15%徵收。共榮精密機械於二零二三年十一月八日認證到期時重續認證及經重續認證將於二零二六年十二月二十八日到期。於截至二零二三年及二零二四年十二月三十一日止年度，由於共榮精密機械符合高新科技企業地位的資格，故共榮精密機械適用稅率為15%。

對於小型微利企業，其所得稅將按5%的優惠稅率徵收。深圳永聯豐進出口符合小型微利企業資格，其適用稅率為5%。

Notes to the Consolidated Financial Statements

綜合財務報表附註

12 INCOME TAX EXPENSE (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the enacted tax rate of the Group entities as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	8,313	28,103
Tax calculated at tax rates applicable to profits of the respective subsidiaries	按適用於相關附屬公司溢利的稅率計算稅項	1,145	4,187
Income not subject to tax	不須繳稅收入	(547)	(238)
Expenses not deductible for tax purposes	不可扣稅開支	1,848	2,491
Research and development tax credit (Note)	研發稅項抵免 (附註)	(373)	(453)
(Over)/Under provision of prior periods	過往期間 (超額撥備) / 撥備不足	(24)	77
Tax exemption	免稅	(26)	-
Income tax expense	所得稅開支	2,023	6,064

Note:

According to relevant laws and regulations promulgated by the State Tax Bureaus of the PRC, enterprises engaging in research and development activities are entitled to claim 100% of the research and development expenses. The aggregate research and development expenses charged to statement of comprehensive income amounted to HK\$2,487,000 for the year ended 31 December 2024 (2023: HK\$3,021,000).

12 所得稅開支 (續)

本集團除所得稅前溢利的稅項與使用本集團實體的已頒佈稅率時所產生的理論性金額之差異如下：

附註：

根據中國國家稅務局頒佈的相關法律及法規，從事研發活動的企業有權申索研發開支的100%。截至二零二四年十二月三十一日止年度，全面收益表中扣除的研發開支總額為2,487,000港元（二零二三年：3,021,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

13 EARNINGS PER SHARE

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of ordinary shares in issue.

		2024 二零二四年	2023 二零二三年
Profit attributable to equity holders of the Company (HK\$'000)	本公司權益持有人應佔溢利 (千港元)	6,290	22,039
Weighted average number of shares in issue (thousand) (Note)	已發行股份加權平均數 (千股) (附註)	800,000	800,000
Basic earnings per share (HK cents per share)	每股基本盈利 (每股港仙)	0.8	2.8

Note:

The weighted average number of ordinary shares for the purpose of basic earnings per share for the years ended 31 December 2024 and 2023 has been adjusted for the share subdivision on 21 May 2024 as if they have taken place since the beginning of the year.

The comparative figures for the basic earnings per share for the year ended 31 December 2023 are restated to take into account of the effect of the above share subdivision during the year retrospectively as if they have taken place since the beginning of the comparative year.

Diluted earnings per share for the years ended 31 December 2024 was the same as the basic earnings per share as there was no potentially dilutive instrument outstanding during the year (2023: Same).

On 17 May 2024, the shareholders of the Company ("Shareholder(s)") in the annual general meeting of the Company approved the share subdivision of which each issued and unissued existing ordinary share of a par value of HK0.01 each in the share capital of the Company was subdivided into two ordinary shares of a par value of HK0.005 each (the "Subdivided Share(s)") in the share capital of the Company (the "Share Subdivision").

13 每股盈利

每股基本盈利按本公司擁有人應佔溢利除以已發行普通股加權平均數計算得出。

	2024 二零二四年	2023 二零二三年
Profit attributable to equity holders of the Company (HK\$'000)	6,290	22,039
Weighted average number of shares in issue (thousand) (Note)	800,000	800,000
Basic earnings per share (HK cents per share)	0.8	2.8

附註：

就截至二零二四年及二零二三年十二月三十一日止年度每股基本盈利的普通股加權平均數已就二零二四年五月二十一日的股份拆細作出調整，猶如其自年初以來已發生。

截至二零二三年十二月三十一日止年度每股基本盈利的比較數字已重列，以追溯計入上述年內股份拆細的影響，猶如其自比較年度開始以來已發生。

截至二零二四年十二月三十一日止年度的每股攤薄盈利與每股基本盈利相同 (二零二三年：相同)，因為有關年度並無具潛在攤薄效應的已發行工具。

於二零二四年五月十七日，本公司股東 (「股東」) 於本公司股東週年大會上批准股份拆細 (「股份拆細」)，其中本公司股本中每股面值 0.01 港元的已發行及未發行現有普通股被拆細為本公司股本中每股面值 0.005 港元的兩股普通股 (「拆細股份」)。

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綜合財務報表附註

14 SUBSIDIARIES

The Group’s principal subsidiaries at 31 December 2023 and 2024 are set out below. Unless otherwise stated, they have share capital consisting solely of ordinary shares that are held directly or indirectly by the Group, and the proportion of ownership interests held equals the voting rights held by the Group.

14 附屬公司

本集團於二零二三年及二零二四年十二月三十一日的主要附屬公司列載如下。除另有列明外，其股本僅包括本集團直接或間接持有的普通股及所持擁有權權益比例等同本集團持有的投票權。

Name of subsidiaries	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital	Ownership interest held by the Group	
附屬公司名稱	註冊成立地點及法定實體類別	主要活動及經營地點	已發行股本詳情	本集團所持所有者權益	
				2024	2023
				二零二四年	二零二三年
Directly held:					
直接持有：					
Kyoei Seiki Holdings Limited	The BVI, limited liability company 英屬維爾京群島， 有限責任公司	Investment holding in Hong Kong 於香港投資控股	1 ordinary share of US\$1 each 1股1美元的普通股	100%	100%
Best Linking Holdings Limited	The BVI, limited liability company 英屬維爾京群島， 有限責任公司	Investment holding in Hong Kong 於香港投資控股	1 ordinary share of US\$1 each 1股1美元的普通股	100%	100%
BLG Rental Holdings Limited	The BVI, limited liability company 英屬維爾京群島， 有限責任公司	Investment holding in Hong Kong 於香港投資控股	1 ordinary share of US\$1 each 1股1美元的普通股	100%	N/A 不適用

Notes to the Consolidated Financial Statements

綜合財務報表附註

14 SUBSIDIARIES (Continued)

14 附屬公司 (續)

Name of subsidiaries	Place of incorporation and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital	Ownership interest held by the Group	
附屬公司名稱	註冊成立地點及法定實體類別	主要活動及經營地點	已發行股本詳情	本集團所持所有者權益	
				2024	2023
				二零二四年	二零二三年
Indirectly held:					
間接持有：					
Kyoei Corporation Limited (formerly known as Wing Fung Machinery Company Limited)	Hong Kong, limited company	Trading and investment holding in Hong Kong	13,000,000 ordinary shares HK\$13,000,000	100%	100%
共榮商事有限公司 (前稱榮豐機械有限公司)	香港，有限公司	於香港進行貿易及投資控股	13,000,000 股普通股 13,000,000 港元		
Best Linking Limited	Hong Kong, limited company	Trading of machinery products and minerals in Hong Kong	1 ordinary share HK\$1	100%	100%
永聯豐有限公司	香港，有限公司	於香港買賣機械產品及礦物	1股1港元的普通股		
BLG Construction and Equipment Rental Limited	Hong Kong, limited company	Rental and leasing services in Hong Kong	10,000 ordinary share HK\$1	100%	N/A
永聯豐建設租賃有限公司	香港，有限公司	於香港從事租賃服務	10,000 股1港元的普通股		不適用
Kyoei Seiki Co., Limited	The PRC, limited liability company	Manufacturing of machinery products in the PRC	Registered capital of HK\$20,000,000	100%	100%
東莞共榮精密機械有限公司	中國，有限責任公司	於中國製造機械產品	註冊股本 20,000,000 港元		
Best Linking Import and Export (Shenzhen) Co., Limited	The PRC, limited liability company	Trading of goods	Registered capital of HK\$100,000	100%	100%
深圳永聯豐進出口有限公司	中國，有限責任公司	買賣商品	註冊資本100.000 港元		

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綜合財務報表附註

15 PROPERTY PLANT AND EQUIPMENT

15 物業、廠房及設備

		Right of use assets 使用權資產 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Leasehold improvement 租賃翻新 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Construction in progress 在建項目 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日							
Cost	成本	5,871	1,398	34,222	1,148	3,531	7,160	53,330
Accumulated depreciation	累計折舊	(3,637)	(1,155)	(22,582)	(608)	(219)	-	(28,201)
Net book amount	賬面淨值	2,234	243	11,640	540	3,312	7,160	25,129
Year ended 31 December 2023	截至二零二三年 十二月三十一日止年度							
Opening net book amount	年初賬面淨值	2,234	243	11,640	540	3,312	7,160	25,129
Additions	添置	544	94	77	269	614	1,489	3,087
Transfer from Construction in progress	轉撥自在建工程	-	-	5,311	3,194	-	(8,505)	-
Disposal (Note 32(c))	出售 (附註 32(c))	(102)	-	(257)	-	-	-	(359)
Depreciation (Note 6)	折舊 (附註 6)	(820)	(71)	(1,567)	(329)	(1,084)	-	(3,871)
Exchange differences	匯兌差異	(54)	(7)	(472)	69	(6)	(144)	(614)
Closing net book amount	年末賬面淨值	1,802	259	14,732	3,743	2,836	-	23,372
At 31 December 2023	於二零二三年 十二月三十一日							
Cost	成本	5,470	1,452	38,064	4,713	4,133	-	53,832
Accumulated depreciation	累計折舊	(3,668)	(1,193)	(23,332)	(970)	(1,297)	-	(30,460)
Net book amount	賬面淨值	1,802	259	14,732	3,743	2,836	-	23,372
At 1 January 2024	於二零二四年一月一日							
Cost	成本	5,470	1,452	38,064	4,713	4,133	-	53,832
Accumulated depreciation	累計折舊	(3,668)	(1,193)	(23,332)	(970)	(1,297)	-	(30,460)
Net book amount	賬面淨值	1,802	259	14,732	3,743	2,836	-	23,372
Year ended 31 December 2024	截至二零二四年 十二月三十一日止年度							
Opening net book amount	年初賬面淨值	1,802	259	14,732	3,743	2,836	-	23,372
Additions	添置	2,808	65	417	1,771	-	-	5,061
Disposal (Note 32(c))	出售 (附註 32(c))	-	-	(1,765)	(32)	-	-	(1,797)
Depreciation (Note 6)	折舊 (附註 6)	(937)	(77)	(1,245)	(1,560)	(1,119)	-	(4,938)
Exchange differences	匯兌差異	(98)	(8)	(429)	(270)	(18)	-	(823)
Closing net book amount	年末賬面淨值	3,575	239	11,710	3,652	1,699	-	20,875
At 31 December 2024	於二零二四年 十二月三十一日							
Cost	成本	8,054	1,460	35,112	5,321	4,104	-	54,050
Accumulated depreciation	累計折舊	(4,479)	(1,221)	(23,402)	(1,669)	(2,405)	-	(33,175)
Net book amount	賬面淨值	3,575	239	11,710	3,652	1,699	-	20,875

The right of use assets represents the lease on production factory in the PRC, office, carpark and warehouse in Hong Kong.

使用權資產指租賃中國的生產廠房及香港的辦事處、停車場及倉庫。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PROPERTY PLANT AND EQUIPMENT (Continued)

During the year, the amounts of depreciation expense charged to cost of sales and administrative expenses are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cost of sales	銷售成本	2,859	2,076
Administrative expenses	行政開支	2,079	1,795
		4,938	3,871

Property, plant and equipment is stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation of property and equipment is calculated using the straight line method to allocate their cost to their residual values over its estimated useful lives, as follows:

Plant and machinery	10 years
Office equipment	5 years
Motor vehicles	3 years
Leasehold improvements	Shorter of lease terms or 5 years

The assets residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

15 物業、廠房及設備 (續)

於本年度，自銷售成本及行政開支扣除的折舊開支金額如下：

物業、廠房及設備按歷史成本減累計折舊及累計減值虧損(如有)列賬。歷史成本包括收購有關項目直接應佔的支出。

倘項目相關的未來經濟利益將歸入本集團，而其成本可妥為計算，則該項目的其後成本方會計入資產的賬面值，或(倘適當)確認為一項獨立資產。作為單獨資產核算的任何組成部分的賬面值於更換時取消確認。所有其他維修及保養費用均於其產生的報告期間計入綜合全面收益表。

物業及設備的折舊按其估計可使用年期以直線法計算，將其成本攤銷至其剩餘價值，具體如下：

廠房及機械	10年
辦公室設備	5年
汽車	3年
租賃物業裝修	租賃期限或5年之較短者

資產的剩餘價值及可使用年期會於各申報日期末進行檢討，並在適當情況下作出調整。

Notes to the Consolidated Financial Statements

綜合財務報表附註

15 PROPERTY PLANT AND EQUIPMENT (Continued)

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (note 33.5).

Gains or losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within "other (losses)/gains, net" in the consolidated statement of comprehensive income.

Construction-in-progress represents machineries under installation and leasehold improvement under construction, which is stated at historical cost less accumulated impairment losses, if any. No provision for depreciation is made on construction-in-progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are ready for use, the costs are transferred to property, plant and equipment and depreciated in accordance with the policy.

15 物業、廠房及設備 (續)

倘資產賬面值高於其估計可收回金額，則立即將該資產的賬面值撇減至其可收回金額 (附註 33.5)。

出售損益乃透過比較所得款項及賬面值釐定，並於綜合全面收益表的「其他 (虧損)/收益淨額」內確認。

在建工程指正在安裝的機器及施工中的租賃物業裝修，按歷史成本減累積減值虧損 (如有) 列賬。在建工程不作減值撥備，直至相關資產竣工及可按擬定用途使用時為止。當相關資產可供使用，成本則根據政策轉撥至物業、廠房及設備並計提折舊。

16 INTANGIBLE ASSETS

16 無形資產

		Computer software 計算機軟件 HK\$'000 千港元
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	
Cost	成本	-
Accumulated amortisation	累計攤銷	-
Net book amount	賬面淨值	-
Year ended 31 December 2024	截至二零二四年十二月三十一日止年度	
Opening net book amount	年初賬面淨值	-
Additions	添置	1,630
Amortisation	攤銷	(27)
Closing net book amount	年末賬面淨值	1,603
At 31 December 2024	於二零二四年十二月三十一日	
Cost	成本	1,630
Accumulated amortisation	累計攤銷	(27)
Net book amount	賬面淨值	1,603

During the year, the amortisation of intangible assets is charged to administrative expenses (2023: nil).

於本年度，無形資產攤銷於行政開支扣除 (二零二三年：無)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

17 FINANCIAL INSTRUMENTS BY CATEGORY

The Group's financial instruments include the following:

17 按類別劃分的金融工具

本集團的金融工具包括下列各項：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Financial assets at amortised costs:	按攤銷成本列賬的金融資產		
Trade receivables	貿易應收款項	24,764	44,291
Deposits and other receivables	按金及其他應收款項	688	320
Pledged bank deposit	已抵押銀行存款	15,076	5,028
Cash and cash equivalents	現金及現金等價物	59,452	54,891
		99,980	104,530
Financial liabilities at amortised costs:	按攤銷成本列賬的金融負債		
Trade payables	貿易應付款項	11,576	4,812
Bank borrowings	銀行借款	9,854	8,093
Lease liabilities	租賃負債	2,751	391
Accruals and other payables	應計費用及其他應付款項	2,337	2,687
		26,518	15,983

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 TRADE RECEIVABLES

Trade receivables are amounts due from customers for goods sold and delivered in the ordinary course of business.

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade receivables	貿易應收款項	23,653	44,291
Amount due from a related party (Note 31(a))	應收關聯方款項 (附註 31(a))	1,111	-
		24,764	44,291

As at 31 December 2024, due to the short-term nature of the trade receivables, their carrying amounts of trade receivables was considered to be the same as their fair values.

The Group's sales were on credit terms primarily from 60 days to 120 days.

The ageing analysis of the trade receivables by due date, were as follows:

18 貿易應收款項

貿易應收款項為在日常業務過程中就商品銷售及交付而應收客戶的款項。

於二零二四年十二月三十一日，由於貿易應收款項的短期性質，貿易應收款項的賬面值與其公平值相同。

本集團的銷售乃按信貸期進行，主要介乎60日至120日。

貿易應收款項按到期日劃分的賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current	即期	13,058	32,761
1-30 days past due	逾期1至30日	1,491	5,343
31-60 days past due	逾期31至60日	2,350	2,274
61-90 days past due	逾期61至90日	1,582	1,901
Over 90 days past due	逾期90日以上	6,283	2,012
		24,764	44,291

Notes to the Consolidated Financial Statements

綜合財務報表附註

18 TRADE RECEIVABLES (Continued)

The carrying amounts of the Group's trade receivables were denominated in the following currencies:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
HK\$	港元	10,383	23,127
USD	美元	14,152	21,135
RMB	人民幣	229	29
		24,764	44,291

The maximum exposure to credit risk as at 31 December 2023 and 2024 was the carrying value of the receivables mentioned above.

Trade receivables are generally due for settlement from 60 days to 120 days and therefore all classified as current. Trade receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method. Details about the Group's impairment policies are provided in Note 3.1(ii).

As at 31 December 2023 and 2024, no provision of impairment for trade receivables was made as the expected loss rate was minimal.

18 貿易應收款項 (續)

本集團貿易應收款項的賬面值乃以下列貨幣計值：

於二零二三年及二零二四年十二月三十一日的最高信貸風險為上述應收款項的賬面值。

貿易應收款項通常於60至120日到期結算，因此全部分類為即期。貿易應收款項按可無條件獲得的對價金額進行初始確認，但當其包含重大融資成分時，按公允價值進行確認。本集團持有貿易應收款項的目的是收取合同現金流量，因此後續使用實際利率法按攤餘成本計量貿易應收款項。有關本集團的減值政策的詳情載於附註3.1(ii)。

於二零二三年及二零二四年十二月三十一日，由於預期虧損率極為低，故並無就貿易應收款項作出減值撥備。

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綜合財務報表附註

19 PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES 19 預付款項、按金及其他應收款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Non-current	非流動		
Prepayments for purchase of computer software	就購買電腦软件的預付款項	-	800
Rental deposits	租賃按金	166	119
		166	919
Current	流動		
Deposits and other receivables	按金及其他應收款項	522	201
Prepayments	預付款項	7,783	12,447
		8,305	12,648
Total prepayments, deposits and other receivables	預付款項、按金及其他應收款項總額	8,471	13,567

The carrying amounts of the Group's prepayments, deposits and other receivables were denominated in the following currencies:

本集團預付款項、按金及其他應收款項的賬面值乃以下列貨幣計值：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
HK\$	港元	311	7,753
JPY	日圓	472	2,926
RMB	人民幣	7,688	2,485
USD	美元	-	403
		8,471	13,567

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綜合財務報表附註

20 INVENTORIES

20 存貨

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Raw materials	原材料	7,903	6,945
Work in progress	在製品	2,858	4,078
Finished goods	製成品	25,963	12,672
		36,724	23,695
Less: provision for slow moving inventories	減：滯銷存貨撥備	(1,567)	(570)
		35,157	23,125

The cost of inventories and consumables recognised as expense and included in cost of sales during the year ended 31 December 2024 amounted to HK\$77,993,000 (2023: HK\$71,809,000) (Note 6).

截至二零二四年十二月三十一日止年度，確認為開支並計入銷售成本的存貨及消耗品成本為77,993,000港元（二零二三年：71,809,000港元）（附註6）。

Movements on the provision for slow moving inventories are as follows:

滯銷存貨撥備的變動如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January	於一月一日	570	437
Reversal of provision for slow moving inventories (Note 6)	滯銷存貨撥備撥回 (附註6)	(144)	(226)
Provision for slow moving inventories (Note 6)	滯銷存貨撥備 (附註6)	1,182	372
Exchange differences	匯兌差額	(41)	(13)
At 31 December	於十二月三十一日	1,567	570

The Group reversed provision for slowing moving inventories and included in cost of sales amounted to HK\$144,000 as the relevant inventories was sold during the year ended 31 December 2024 (2023: HK\$226,000) (Note 6).

截至二零二四年十二月三十一日止年度，本集團撥回滯銷存貨撥備並計入銷售成本，金額為144,000港元，作為已出售相關存貨（二零二三年：226,000港元）（附註6）。

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21 PLEDGED BANK DEPOSIT AND CASH AND CASH EQUIVALENTS

As at 31 December 2024, the pledged bank deposit amounted to HK\$15,076,000 shown under current assets carried interest rate at 0.4% to 3% per annum (2023: the pledged bank deposit amounted to HK\$5,028,000 shown under current assets carried interest rate at 0.95% per annum). The bank deposit was pledged to secure bank borrowings repayable in January and February 2025.

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash at banks	銀行現金	59,400	54,737
Cash on hand	手頭現金	52	154
Cash and cash equivalents	現金及現金等價物	59,452	54,891
Maximum exposure to credit risk	最高信貸風險	59,400	54,737

The carrying amounts of cash and cash equivalents are denominated in the following currencies:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
HK\$	港元	15,666	27,628
USD	美元	33,410	22,905
RMB	人民幣	4,112	2,250
JPY	日圓	6,264	2,108
		59,452	54,891

Cash at banks include short-term bank time deposits with maturity of 3 months, approximately HK\$18,904,000 (2023: approximately to HK\$15,737,000) with interest rate ranged from 3.0% to 4.1% (2023: ranged from 4.3% to 4.6%) per annum.

As at 31 December 2024, the carrying amounts of cash and cash equivalents approximated their fair values.

As 31 December 2024, approximately HK\$22,976,000 (2023: approximately to HK\$18,193,000) of the Group's cash and cash equivalents were placed with banks in the PRC denominated in RMB or USD, which were subject to foreign exchange control regulations of the PRC.

21 已抵押銀行存款及現金及現金等價物

於二零二四年十二月三十一日，流動資產項下所示的已抵押銀行存款為15,076,000港元，按年利率0.4至3%計息（二零二三年：流動資產項下所示的已抵押銀行存款為5,028,000港元，按年利率0.95%計息）。銀行存款已被抵押，作為於二零二五年一月及二月須予償還銀行借款的擔保。

現金及現金等價物的賬面值乃以下列貨幣計值：

銀行現金包括於3個月內到期的短期定期銀行存款約18,904,000港元（二零二三年：約15,737,000港元），年利率介乎3.0%至4.1%（二零二三年：介乎4.3%至4.6%）。

於二零二四年十二月三十一日，現金及現金等價物的賬面值與其公平值相若。

於二零二四年十二月三十一日，本集團現金及現金等價物約22,976,000港元（二零二三年：約18,193,000港元）以人民幣或美元存放在中國的銀行，受限於中國的外匯管制規例。

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22 SHARE CAPITAL AND SHARE PREMIUM

22 股本及股份溢價

		Number of ordinary shares 普通股數目	Nominal value of ordinary share 普通股面值 HK\$'000 千港元
Authorised:	法定：		
As at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日	10,000,000,000	100,000
Share Subdivision of authorised share capital on 21 May 2024 (Note a)	於二零二四年五月二十一日 法定股本之股份拆細 (附註a)	10,000,000,000	-
As at 31 December 2024	於二零二四年十二月三十一日	20,000,000,000	100,000

		Number of ordinary shares 普通股數目	Nominal value of ordinary share 普通股面值 HK\$'000 千港元	Share premium 股份溢價 HK\$'000 千港元
Issued and paid:	已發行及繳足：			
As at 1 January 2023	於二零二三年一月一日	400,000,000	4,000	10,511
Dividends paid	已付股息	(b) -	-	(10,511)
As at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及 二零二四年一月一日	400,000,000	4,000	-
Share Subdivision on 21 May 2024	於二零二四年五月二十一日 股份拆細	(a) 400,000,000	-	-
As at 31 December 2024	於二零二四年十二月三十一日	800,000,000	4,000	-

Notes:

附註：

- (a) On 17 May 2024, the Shareholders in the annual general meeting of the Company approved the Share Subdivision of which every issued and unissued existing ordinary share of a par value of HK\$0.01 each in the share capital of the Company was subdivided into two ordinary shares of a par value of HK\$0.005 each in the share capital of the Company. Upon the Share Subdivision becoming effective, 800,000,000 ordinary shares are in issue and fully paid or credited as fully paid. The authorised share capital of the Company of HK\$100,000,000 is divided into 20,000,000,000 Subdivided Shares of par value of HK\$0.005 each. Details are set out in the Company's circular dated 15 April 2024. The Share Subdivision was effective on 21 May 2024.
- (b) On 16 June 2023, the proposed final dividend of HK\$4.0 cents per share (or equivalent to HK\$2.0 per Subdivided Share), amounting to HK\$16,000,000 for the year ended 31 December 2022 was approved. Such dividend was recorded as a reduction of share premium and retained earnings of the Group pursuant to the Articles of Association and the Companies Act (as consolidated or revised from time to time) of the Cayman Islands. The final dividend was paid on 5 July 2023.

- (a) 於二零二四年五月十七日，股東於本公司股東週年大會上批准股份拆細，其中本公司股本中每股面值0.01港元的已發行及未發行現有普通股被拆細為本公司股本中每股面值0.005港元的兩股普通股份。於股份拆細生效後，已發行800,000,000股普通股份且已繳足或入賬列為繳足。本公司的法定股本將為100,000,000港元，分為20,000,000,000股每股面值0.005港元的拆細股份。詳情載於本公司日期為二零二四年四月十五日之通函內。股份拆細於二零二四年五月二十一日生效。
- (b) 於二零二三年六月十六日，截至二零二二年十二月三十一日止年度的建議末期股息每股4.0港仙（或相當於每股拆細股份2.0港元）（金額為16,000,000港元）獲批准。根據組織章程細則及開曼群公司法（經不時綜合或修訂），該等股息入賬作為本集團股份溢價及保留盈利的削減。末期股息已於二零二三年七月五日派付。

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綜合財務報表附註

23 RESERVES

(a) Capital reserve

Capital reserves of the Group represented the difference between the net asset value of the subsidiaries acquired pursuant to the reorganisation on 21 December 2018, over the nominal value of the share capital of the Company issued in exchange thereof.

(b) Statutory reserve

The PRC laws and regulations require companies registered in the PRC to provide for certain statutory reserves, which are to be appropriated from the profit after income tax (after offsetting accumulated losses from prior years) as reported in their respective statutory financial statements, before profit distributions to equity holders. All statutory reserves are created for specific purposes. A PRC company is required to appropriate an amount of not less than 10% of statutory profit after income tax to statutory surplus reserves, prior to distribution of its post-tax profits of the current year. A company may discontinue the contribution when the aggregate sum of the statutory surplus reserve is more than 50% of its registered capital. The statutory surplus reserves shall only be used to make up losses of the company, to expand the company's operations, or to increase the capital of the company. In addition, a company may make further contribution to the discretionary surplus reserve using its post-tax profits in accordance with resolutions of the board of directors.

(c) Exchange reserve

Exchange reserve of the Group comprises all currency translation differences arising from translation difference of the financial statements of the Group's subsidiary in the PRC.

23 儲備

(a) 資本儲備

本集團的資本儲備指根據二零一八年十二月二十一日重組所收購附屬公司的資產淨值與有關交換中所發行本公司股本的面值的差異。

(b) 法定儲備

中國法律法規要求在中國註冊的公司從各自法定財務報表所呈報的除所得稅後溢利(抵銷以往年度的累計虧損後)中,於分派溢利予權益持有人前,劃撥款項以提撥若干法定儲備金。所有法定儲備金均為特別用途而設立。中國公司於分派當年度的除稅後溢利前,須向法定盈餘儲備劃撥不少於除所得稅後法定溢利10%的金額。當公司法定盈餘儲備的總和超過其註冊資本的50%時,公司可停止劃撥。法定盈餘儲備只可用作彌補公司的虧損、擴大公司的營運或增加公司的資本。此外,按照董事會的決議案,公司可使用其除稅後溢利酌情向盈餘儲備作出進一步供款。

(c) 外匯儲備

本集團的外匯儲備包括因本集團於中國的附屬公司的財務報表換算差額所產生的全部貨幣換算差額。

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綜合財務報表附註

24 LEASE LIABILITIES

(a) Amounts recognised in the consolidated balance sheets

The consolidated balance sheets show the following amounts relating to leases:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Right of use assets*	使用權資產*		
Properties	物業	3,575	1,802
<p>* The balances were included in the note 15 "Properties, plant and equipment".</p>			
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Lease liabilities	租賃負債		
Non-current portion	非即期部分	1,731	148
Current portion	即期部分	1,020	243
		2,751	391

Additions to the right-of-use assets amounted to approximately HK\$2,808,000 during the year ended 31 December 2024 (2023: HK\$544,000).

24 租賃負債

(a) 於綜合資產負債表中確認的金額

綜合資產負債表列示如下與租賃有關的金額：

* 結餘已計入附註15「物業、廠房及設備」。

截至二零二四年十二月三十一日止年度，使用權資產添置為2,808,000港元（二零二三年：544,000港元）。

Notes to the Consolidated Financial Statements

綜合財務報表附註

24 LEASE LIABILITIES (Continued)

(b) Amounts recognised in the consolidated statement of comprehensive income

The consolidated statement of comprehensive income show the following amounts relating to leases:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Depreciation charge of right of use assets	使用權資產折舊開支		
Properties (Note 15)	物業 (附註 15)	937	820
Finance costs on leases (Note 11)	租賃的融資成本 (附註 11)	40	15

The total cash outflow for leases during the year ended 2024 was HK\$424,000 (2023: HK\$182,000), including the payment of principal elements and interest elements of lease liabilities amounting to HK\$384,000 and HK\$40,000 (2023: HK\$167,000 and HK\$15,000) respectively.

The Group leases production factory in the PRC and office carpark and warehouse in Hong Kong. These lease liabilities were measured at net present value of the lease payments for the lease terms that are not yet paid. On 25 June 2020, the Company and the landlord of the production factory in the PRC entered into a new contract, superseding the original rental contract. The rental agreement has the same scope of lease with revised monthly rental, totaling HK\$3,644,000 for 72 months, which was fully paid during the year ended 31 December 2020.

24 租賃負債 (續)

(b) 於綜合全面收益表中確認的金額

綜合全面收益表列示如下與租賃有關的金額：

截至二零二四年止年度的租賃現金流出總額為424,000港元(二零二三年：182,000港元)，包括支付租賃負債的本金部分及利息部分分別為384,000港元及40,000港元(二零二三年：167,000港元及15,000港元)。

本集團於中國租賃生產廠房及於香港租賃辦事處停車場及倉庫，該等租賃負債按租期內尚未支付租賃付款的淨現值計量。於二零二零年六月二十五日，本公司及中國生產廠房的業主訂立新合約，取代原有租賃合約。租賃協議的租賃範圍相同，月租金有所修訂，合共3,644,000港元，為期72個月，已於截至二零二零年十二月三十一日止年度悉數支付。

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綜合財務報表附註

25 TRADE PAYABLES

Trade payables at the end of each reporting period comprise amounts outstanding to contract creditors and suppliers. The average credit period taken for trade purchase is generally from 0-90 days.

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade payables	貿易應付款項	4,982	4,812
Amount due to a related party (Note 31(a))	應付關連方款項 (附註 31(a))	6,694	-
		11,576	4,812

As at 31 December 2024 and 2023, the ageing analysis of the trade payables, based on invoice date, were as follows:

25 貿易應付款項

各報告期末的貿易應付款項包括尚未支付予合約債權人及供應商的金額。貿易採購的平均信貸期一般為0至90日。

於二零二四年及二零二三年十二月三十一日，貿易應付款項基於發票日期的賬齡分析如下：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Up to 30 days	不多於30日	160	2,482
31-60 days	31至60日	161	230
61-90 days	61至90日	-	-
Over 90 days	超過90日	11,255	2,100
		11,576	4,812

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綜合財務報表附註

25 TRADE PAYABLES (Continued)

The carrying amounts of trade payable were denominated in the following currencies:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
RMB	人民幣	2,332	2,712
HK\$	港元	6,635	2,100
USD	美元	2,609	-
		11,576	4,812

As at 31 December 2024, the carrying amounts of trade payables approximated their fair values (2023: Same).

25 貿易應付款項 (續)

貿易應付款項之賬面值以下列貨幣計值：

於二零二四年十二月三十一日，貿易應付款項的賬面值與其公平值相若（二零二三年：相同）。

26 BANK BORROWINGS

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Bank borrowings — import loans	銀行借款 — 進口貸款	9,854	8,093

As at 31 December 2024, the bank borrowings were interest bearing at the Hong Kong Interbank Offered Rate plus 2% per annum (2023: Same). The bank borrowings were dominated in RMB and USD and their carrying amounts approximated to the fair values. The bank borrowings were repayable in January and February 2025.

26 銀行借款

於二零二四年十二月三十一日，銀行借款按香港銀行同業拆息另加年利率2%計息（二零二三年：相同）。銀行借款以人民幣及美元計值且其賬面值與其公平值相若。銀行借款須於二零二五年一月及二月償還。

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綜合財務報表附註

26 BANK BORROWINGS (Continued)

Banking facilities

As at 31 December 2024, the Group had aggregate banking facilities of approximately HK\$56,000,000 (2023: HK\$31,000,000) for import loans. There were undrawn facilities of approximately HK\$46,146,000 (2023: HK\$22,907,000) as at 31 December 2024.

As at 31 December 2024, the banking facilities were secured by the following:

- (i) An aggregate charge over deposits which amounted to HK\$15,076,000; and
- (ii) Unlimited guarantee provided by the Company.

The Group has complied with the financial covenants of its bank borrowings during the year ended 31 December 2024.

26 銀行借款 (續)

銀行融資

於二零二四年十二月三十一日，本集團進口貸款的銀行融資總額約56,000,000港元(二零二三年：31,000,000港元)。於二零二四年十二月三十一日，未提取融資約46,146,000港元(二零二三年：22,907,000港元)。

於二零二四年十二月三十一日，銀行融資由以下列各項作抵押：

- (i) 存款押記總額15,076,000港元；及
- (ii) 本公司提供的無限擔保。

截至二零二四年十二月三十一日止年度，本集團已遵守其銀行借款的財務契諾。

27 CONTRACT LIABILITIES

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Contract liabilities relating to sales of goods 與銷售貨品有關的合約負債	4,084	-

As at 31 December 2024, there are HK\$4,084,000 (2023: Nil) of unsatisfied performance obligations related to the consideration received from a customer for goods that have not yet been transferred to customer. Management expects that the carrying amount of the unsatisfied performance obligations as of 31 December 2024 will be recognised as revenue during the next reporting period. The carrying amount of the Group's contract liabilities were denominated in USD as at 31 December 2024.

於二零二四年十二月三十一日，與從客戶處收到的尚未轉讓予客戶的貨品代價相關的未完成履約義務為4,084,000港元(二零二三年：無)。管理層預計，截至二零二四年十二月三十一日，未完成履約義務的賬面值將於下一個報告期間確認為收益。於二零二四年十二月三十一日，本集團合約負債的賬面值以美元計值。

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綜合財務報表附註

28 ACCRUALS AND OTHER PAYABLES

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Accrued auditors' remuneration	應計核數師薪酬	1,132	1,050
Accrued employee benefit expenses	應計僱員福利開支	1,504	1,214
Accrued listing expense	應計上市開支	-	200
Other accruals	其他應計費用	287	279
Other payables	其他應付款項	6	27
Payable for purchase of property, plant and equipment	購買物業、廠房及設備 的應付款項	912	1,131
		3,841	3,901

The carrying amounts of the Group's accruals and other payables were denominated in the following currencies:

本集團的應計費用及其他應付款項的賬面值以下列貨幣計值：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
RMB	人民幣	2,586	2,350
HK\$	港元	1,255	1,551
		3,841	3,901

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29 DIVIDENDS

(a) Dividends declared and paid during the year

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Final dividends declared in 2023 and paid in 2024 of HK4.0 cents per share (declared in 2022 and paid in 2023: HK4.0 cents)*	二零二三年已宣佈及二零二四年派付的末期股息每股4.0港仙(二零二二年已宣佈及二零二三年派付：4.0港仙)*	16,000	16,000

(b) Dividends for the year

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Proposed final dividends of HK Nil cents per share (2023: HK4.0 cents**) (Note)	建議末期股息每股零港仙(二零二三年：4.0港仙**) (附註)	-	16,000

Notes:

* or equivalent to HK2.0 cents per Subdivided Share in respect of final dividend declared in 2023 and paid in 2024 (declared in 2022 and paid in 2023: HK2.0 cents)

** or equivalent to HK2.0 cents per Subdivided Share in respect of proposed final dividend in 2023

附註：

* 或相當於有關二零二三年已宣佈及二零二四年派付的末期股息的每股拆細股份2.0港仙(二零二二年已宣佈及二零二三年派付：2.0港仙)。

** 或相當於有關二零二三年建議末期股息的每股拆細股份2.0港仙。

30 DEFERRED INCOME TAX

The movement in deferred income tax assets and deferred income tax liabilities during the years ended 31 December 2023 and 2024, without taking into consideration the offsetting of balances within the same tax jurisdiction, was as follow:

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Deferred income tax assets	遞延所得稅資產	235	572
Deferred income tax liabilities	遞延所得稅負債	(431)	-

29 股息

(a) 年內已宣佈及派付的股息

(b) 年內股息

30 遞延所得稅

於截至二零二三年及二零二四年十二月三十一日止年度的遞延所得稅資產及遞延稅項負債變動(並無計及抵銷同一稅務司法權區內結餘)載列如下：

遞延所得稅資產及遞延所得稅負債分析如下：

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綜合財務報表附註

30 DEFERRED INCOME TAX (Continued)

Deferred income tax assets

		Lease liabilities 租賃負債 HK\$'000 千港元	Provision for inventories 存貨撥備 HK\$'000 千港元	Decelerated tax depreciation 遞延稅項折舊 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2023 (Charged)/credited to consolidated statement of comprehensive income (Note 12)	於二零二三年一月一日 於綜合全面收益表 (扣除)/計入 (附註12)	23	65	387	475
		(40)	21	116	97
As at 31 December 2023	於二零二三年十二月三十一日	(17)	86	503	572
At 1 January 2024 Credited/(charged) to consolidated statement of comprehensive income (Note 12)	於二零二四年一月一日 於綜合全面收益表 扣除/(計入) (附註12)	(17)	86	503	572
		17	149	(503)	(337)
As at 31 December 2024	於二零二四年十二月三十一日	-	235	-	235

Deferred income tax liabilities

遞延所得稅負債

		Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元
At 31 December 2023 and 1 January 2024 Charged/(credited) to consolidated statement of comprehensive income (Note 12)	於二零二三年十二月三十一日及二零二四年一月一日 於綜合全面收益表扣除/(計入) (附註12)	-
		431
As at 31 December 2024	於二零二四年十二月三十一日	431

As at 31 December 2024, deferred income tax liabilities of approximately HK\$6,128,500 (2023: HK\$5,783,000) had not been recognised for the withholding tax that would be payable on the unremitted earnings of subsidiaries in the PRC of approximately HK\$61,285,000 (2023: HK\$57,833,000) as our directors considered that the timing of the reversal of the related temporary differences can be controlled and the related temporary difference will not be reversed and will not be taxable in the foreseeable future.

於二零二四年十二月三十一日，並無就中國附屬公司未匯出盈利約61,285,000港元（二零二三年：57,833,000港元）的應繳預扣稅確認遞延所得稅負債約6,128,500港元（二零二三年：5,783,000港元），原因是董事認為撥回相關暫時差異的時機可控，且相關暫時差異將不會於可以預見的未來撥回及毋須課稅。

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 RELATED PARTIES TRANSACTIONS

For the purposes of these consolidated financial statements, parties are considered to be related to the Group if the party has the ability, directly or indirectly, to exercise significant influence over the Group in making financial and operating decisions. Related parties may be individuals (being members of key management personnel, significant shareholders and/or their close family members) or other entities and include entities which are under the significant influence of related parties of the Group where those parties are individuals. Parties are also considered to be related if they are subject to common control. The director is of the view that the following individual were related parties that had transactions or balances with the Group during the year ended 31 December 2024:

Name	Relationship with the Group
Mr. Chan Yuk Pan	Shareholder and Executive Director
Ms. Leung Tak Yee	Shareholder and the spouse of Mr. Chan Yuk Pan
South Wing Machinery Company Limited ("South Wing")	A company indirectly wholly-owned by Mr. Chan Wing Tin, the father of Mr. Chan Yuk Pan and Mr. Chan Lung Pan
Ever Genius (Asia) Limited ("Ever Genius")	A company indirectly wholly-owned by Mr. Chan Wing Tin, the father of Mr. Chan Yuk Pan and Mr. Chan Lung Pan

31 關聯方交易

就該等綜合財務報表而言，倘一方在作出財政及營運決策方面有能力和間接對本集團施加重大影響時，則被視為與本集團有關聯。關聯方可為個別人士（即主要管理人員成員、重大股東及／或彼等家庭近親成員）或其他實體，並包括受本集團關聯方（為個別人士）重大影響的實體。倘各方受共同控制，亦會被視為有關聯。董事認為以下個別人士為於截至二零二四年十二月三十一日止年度與本集團有交易或結餘的關聯方：

姓名	與本集團的關係
陳煜彬先生	股東及執行董事
梁德儀女士	股東及陳煜彬先生之配偶
南榮機械有限公司（「南榮」）	一間由陳煜彬先生及陳龍彬先生的父親陳榮田先生間接全資擁有的公司。
永捷（亞洲）有限公司（「永捷」）	一間由陳煜彬先生及陳龍彬先生的父親陳榮田先生間接全資擁有的公司

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 RELATED PARTIES TRANSACTIONS (Continued)

The following transactions were carried out between the Group and its related parties during the year ended 31 December 2024. In the opinion of the directors of the Company, the related party transactions were carried out in the ordinary course of business, at terms negotiated and mutually agreed between the Group and the respective related parties.

(a) Balance with a related party:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Amount due from a related party:	應收關聯方款項：		
— South Wing (Note 18)	— 南榮 (附註 18)	1,111	-
Amount due to a related party:	應付關聯方款項：		
— South Wing (Note 25)	— 南榮 (附註 25)	6,954	-

As at 31 December 2024, the amounts due from/to a related party is non-interest bearing, unsecured, on payment terms of 90 days and denominated in HK\$. The carrying amounts approximate to their fair values due to their short maturities.

(b) Summary of significant transactions between the Group and its related parties during the year ended 31 December 2024:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Sales of mechanical parts and components	銷售機械零部件		
— South Wing Machinery Co., Limited	— 南榮機械有限公司	1,111	-
Purchase of heavy duty machineries	採購重型機械		
— South Wing Machinery Co., Limited	— 南榮機械有限公司	14,364	-
Lease payments for the warehouse	倉庫租賃付款		
— Ever Genius (Asia) Limited	— 永捷 (亞洲) 有限公司	(166)	-

31 關聯方交易 (續)

截至二零二四年十二月三十一日止年度，本集團與其關聯方進行以下交易。本公司董事認為，關聯方交易乃於日常業務過程中，按本集團與相關關聯方協商及相互協定的條款進行。

(a) 與關聯方結餘

於二零二四年十二月三十一日，應收／應付一名關聯方款項不計息、無抵押、還款期限為90日並以港元計值。由於到期日較短，賬面值與其公平值相若。

(b) 截至二零二四年十二月三十一日止年度本集團與關聯方之間的重大交易概要：

Notes to the Consolidated Financial Statements

綜合財務報表附註

31 RELATED PARTIES TRANSACTIONS (Continued)

(c) Key management compensation

Key management include executive directors and the senior management of the Group. The compensation paid or payable to key management for employee services is shown below:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	2,704	2,300
Discretionary bonuses	酌情花紅	202	159
Retirement benefit costs — defined contribution plans	退休福利成本 — 定額供款計劃	62	67
		2,968	2,526

31 關聯方交易 (續)

(c) 主要管理層薪酬

主要管理層包括本集團的執行董事以及高級管理層。就僱員服務已付或應付主要管理層的薪酬呈示如下：

32 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of profit before income tax to cash generated from operations

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash flows from operating activities	經營活動現金流量		
Profit before income tax	除所得稅前溢利	8,313	28,103
Adjustments for:	就以下各項調整：		
Depreciation	折舊	4,938	3,871
Amortisation	攤銷	27	-
Provision for slow moving inventories, net	滯銷存貨撥備淨額	1,139	146
(Gains)/losses on disposal of property, plant and equipment (note (c))	出售物業、廠房及設備的(收益)/虧損(附註(c))	(70)	220
Finance income	融資收入	(788)	(725)
Finance cost	融資成本	40	15
Changes in working capital	營運資金變動	13,599	31,630
Trade receivables	貿易應收款項	18,822	(3,368)
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	4,199	(3,427)
Inventories	存貨	(14,052)	(3,243)
Trade payables	貿易應付款項	6,825	3,818
Accruals and other payables	應計費用及其他應付款項	(60)	(128)
Contract liabilities	合約負債	4,084	-
Net cash generated from operations	經營所得現金淨額	33,417	25,282

32 綜合現金流量表附註

(a) 除所得稅前溢利與經營所得現金對賬

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(b) Reconciliation of liabilities arising from financing activities

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flow will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

32 綜合現金流量表附註 (續)

(b) 融資活動所產生負債之對賬

下表詳列本集團融資活動所產生負債的變動，包括現金及非現金變動。融資活動所產生負債為於本集團綜合現金流量表分類為融資活動所得現金流量之現金流量或未來現金流量。

		Liabilities from financing activities 融資活動產生的負債			Other asset 其他資產	Total 總計
		Bank borrowings	Lease liabilities	Subtotal	Pledged bank deposit	
		銀行借款	租賃負債	小計	已抵押 銀行存款	
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Net debt as at 1 January 2023	於二零二三年一月一日的淨債務	-	(180)	(180)	-	(180)
Cash flows	現金流量	(8,093)	182	(7,911)	5,028	(2,883)
Other non-cash movements	其他非現金變動					
— Additions	— 添置	-	(480)	(480)	-	(480)
— Accrued interest	— 應計利息	-	(15)	(15)	-	(15)
— Disposal	— 出售	-	102	102	-	102
Net debt as at 31 December 2023	於二零二三年十二月三十一日的淨債務	(8,093)	(391)	(8,484)	5,028	(3,456)
Net debt as at 1 January 2024	於二零二四年一月一日的淨債務	(8,093)	(391)	(8,484)	5,028	(3,456)
Cash flows	現金流量	(1,761)	424	(1,337)	10,048	8,711
Other non-cash movements	其他非現金變動					
— Additions	— 添置	-	(2,744)	(2,744)	-	(2,744)
— Accrued interest	— 應計利息	-	(40)	(40)	-	(40)
Net debt as at 31 December 2024	於二零二四年十二月三十一日的淨債務	(9,854)	(2,751)	(12,605)	15,076	12,471

Notes to the Consolidated Financial Statements

綜合財務報表附註

32 NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(c) Proceeds from disposal of property, plant and equipment, excluding right of use assets comprise:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Net book amount (Note 15)	賬面淨值 (附註15)	1,797	257
Gains/(losses) on disposal of property, plant and equipment	出售物業、廠房及設備的收益／(虧損)	70	(220)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備的所得款項	1,867	37

33 CAPITAL COMMITMENTS

Significant capital expenditure contracted for at the end of the reporting period but not recognised as liabilities is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Property, plant and equipment and intangible assets	物業、廠房及設備及無形資產		
— Not later than one year	— 不超過一年	-	650
— Later than one year but not later than five years	— 一年以上但不超過五年	-	-
		-	650

34 SUBSEQUENT EVENTS

On 15 January 2025, Best Linking, as the policyholder took out the life insurance policy with HSBC Life (International) Limited, ("HSBC Life") and placed an initial single premium, together with an initial single levy, in the sum of approximately US\$1,093,177.5 in aggregate (equivalent to approximately HK\$8,526,785). The policy is a life insurance policy of Mr. YP Chan as the insured person. Best Linking is the policyholder and the beneficiary.

32 綜合現金流量表附註 (續)

(c) 出售物業、廠房及設備 (不包括使用權資產) 的所得款項包括：

33 資本承擔

於報告期末已訂約但未確認為負債的重大資本開支如下：

34 期後事項

於二零二五年一月十五日，永聯豐 (作為保單持有人) 向滙豐人壽保險 (國際) 有限公司 (「滙豐人壽」) 投購人壽保單並繳付初步單筆保費連同初步單筆徵費，總金額約為1,093,177.5美元 (相等於約8,526,785港元)。該保單是陳煜彬先生作為受保人的人壽保險保單，永聯豐既是投保人亦為受益人。

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

	Note 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Assets			
Non-current assets			
Investment in subsidiaries		41,888	41,888
Current assets			
Amount due from a subsidiary		449	-
Loan to a subsidiary		-	9,615
Cash and cash equivalents		41	7,490
		490	17,105
Total assets		42,378	58,993
Equity and liabilities			
Equity attributable to owners of the Company			
Share capital		4,000	4,000
Reserves	(a)	5,577	23,935
Total equity		9,577	27,935
Liabilities			
Current liabilities			
Accruals		1,145	1,198
Amounts due to subsidiaries		31,656	29,860
Total liabilities		32,801	31,058
Total equity and liabilities		42,378	58,993

The balance sheet of the Company was approved by the Board of Directors on 21 March 2025 and was signed on its behalf.

Chan Yuk Pan
陳煜彬
Director
董事

本公司的資產負債表已由董事會於二零二五年三月二十一日批核，並代表董事會簽署。

Chan Lung Pan
陳龍彬
Director
董事

Notes to the Consolidated Financial Statements

綜合財務報表附註

35 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (Continued)

(a) Reserve movement of the Company

		Share capital 股本 HK\$'000 千港元	Other reserve 其他儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Reserves subtotal 儲備小計 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2023	於二零二三年一月一日的結餘	4,000	52,399	(29,765)	22,634	26,634
Profit for the year	年內溢利	-	-	17,301	17,301	17,301
Total comprehensive income	全面收益總額	-	-	17,301	17,301	17,301
Transactions with equity holders:	與權益持有人的交易：					
Dividends paid	已付股息	-	(16,000)	-	(16,000)	(16,000)
		-	(16,000)	-	(16,000)	(16,000)
Balance at 31 December 2023	於二零二三年十二月三十一日的結餘	4,000	36,399	(12,464)	23,935	27,935
Balance at 1 January 2024	於二零二四年一月一日的結餘	4,000	36,399	(12,464)	23,935	27,935
Loss for the year	年內虧損	-	-	(2,358)	(2,358)	(2,358)
Total comprehensive loss	全面虧損總額	-	-	(2,358)	(2,358)	(2,358)
Transactions with equity holders:	與權益持有人的交易：					
Dividends paid	已付股息	-	(16,000)	-	(16,000)	(16,000)
		-	(16,000)	-	(16,000)	(16,000)
Balance at 31 December 2024	於二零二四年十二月三十一日的結餘	4,000	20,399	(14,822)	5,577	9,577

35 本公司資產負債表及儲備變動 (續)

(a) 本公司儲備變動

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES

36.1 Subsidiaries

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

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

36.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Group on the basis of dividend received and receivable.

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

36.3 Segment reporting

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

36 其他潛在重大會計政策概要

36.1 附屬公司

附屬公司為本集團對其具有控制權的全部實體（包括結構性實體）。當本集團承受或享有參與實體所得之可變回報的風險或權利，且有能力透過其指導實體活動之權力影響該等回報時，則本集團控制該實體。附屬公司的賬目自控制權轉讓予本集團之日起全部綜合入賬，並自該控制權終止之日起停止綜合入賬。

集團內公司間交易、集團公司間之交易結餘及未變現收益須予對銷。未變現虧損亦予對銷，除非交易提供轉讓資產的減值憑證。附屬公司之會計政策已在必要時作出變動，以確保其與本集團所採納之政策一致。

36.2 獨立財務報表

於附屬公司之投資按成本值扣除減值入賬。成本值包括投資之直接應佔成本。附屬公司之業績在本集團賬目內按已收及應收股息入賬。

倘自附屬公司收取之股息超出宣派股息期間該附屬公司之全面收益總額，或倘獨立財務報表之投資賬面值超出綜合財務報表被投資公司之淨資產（包括商譽）之賬面值，則在接獲該等投資之股息時須對該等附屬公司之投資進行減值測試。

36.3 分部呈報

經營分部的呈報方式與提供予主要經營決策者的內部報告的方式一致。主要經營決策者（負責分配資源及評估經營分部的表現）已被識別為作出策略決定的執行董事。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.4 Foreign currency translation

(i) Functional and presentation currency

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

(ii) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognised in the consolidated statement of comprehensive income.

All foreign exchange gains and losses are presented in the consolidated statement of comprehensive income within “other (losses)/gains, net”.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

36 其他潛在重大會計政策概要 (續)

36.4 外幣換算

(i) 功能及呈列貨幣

本集團每個實體的綜合財務報表中所列的項目均以該實體營運所在的主要經濟環境的貨幣（「功能貨幣」）計量。綜合財務報表以港元呈列，港元為本公司之功能貨幣以及本公司及本集團之呈列貨幣。

(ii) 交易及結餘

外匯交易使用交易日期的現行匯率換算為功能貨幣。因結算有關交易及按年末匯率換算以外幣計值的貨幣資產及負債而產生的匯兌收益及虧損一般於綜合全面收益表內確認。

所有匯兌收益及虧損均於綜合全面收益表內呈列為「其他（虧損）／收益淨額」。

以外幣公平值計量的非貨幣項目，會以釐訂公平值當日的匯率進行匯兌。以公平值計量的資產與負債，其匯兌差額會視作公平值損益的一部分呈報。例如，按公平值計入損益的權益等非貨幣資產及負債，其匯兌差額會在損益中確認為公平值損益的一部分，而分類為按公平值計入其他全面收益的權益等非貨幣資產，其匯兌差額會在其他全面收益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.4 Foreign currency translation (Continued)

(iii) Group companies

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

- assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- income and expenses for each statement of comprehensive income are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- all resulting exchange differences are recognised in other comprehensive income

36.5 Intangible assets

Computer software has a finite useful life and is carried at cost less accumulated amortization. Amortisation is calculated using the straight-line method to allocate the cost of computer software over its estimated useful life of 5 years.

36 其他潛在重大會計政策概要 (續)

36.4 外幣換算 (續)

(iii) 集團公司

對於功能貨幣與呈列貨幣不同的所有本集團實體(該等實體概無極高通脹經濟的貨幣)，其業績及財務狀況按下列方式換算為呈列貨幣：

- 各資產負債表所呈列的資產及負債按該資產負債表日期的收市匯率換算；
- 各全面收益表的收入及開支按平均匯率換算(除非該匯率並非交易日期現行匯率累計影響的合理相似值，則在此情況下，有關收入及開支按交易日期的匯率換算)；及
- 所有因此產生的匯兌差額於其他全面收益內確認。

36.5 無形資產

電腦軟件的使用年期有限，並以成本減累計攤銷列賬。攤銷採用直線法計算，將電腦軟件的成本按其估計可使用年期5年分配。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.6 Impairment of non-financial assets

Assets that are subject to amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

36.7 Financial assets

(i) Classification

The Group classifies its financial assets as those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

36 其他潛在重大會計政策概要 (續)

36.6 非金融資產減值

須作攤銷的資產會於有事件或情況變化顯示賬面值可能無法收回時就減值進行檢討。減值虧損按資產賬面金額超過其可收回金額予以確認。可收回金額為扣除出售成本後的資產公平值與使用價值中的較高者。就減值評估而言，資產按可單獨辨認的最小現金流量產生單位（現金產生單位）予以分組。經減值的非金融資產（不包括商譽）於各報告期末檢討撥回減值的可能性。

36.7 金融資產

(i) 分類

本集團將其金融資產分為按攤銷成本計量。

分類取決於實體管理金融資產的業務模式及現金流的合約條款而定。

當且僅當管理該等資產的業務模式變動時，本集團對債務工具重新分類。

(ii) 確認及取消確認

正常渠道的金融資產買賣於交易日期確認，交易日期即本集團承諾收購或出售資產的日期。金融資產在收取金融資產現金流的權利屆滿或已轉讓及本集團將擁有權絕大多數風險及回報轉讓時取消確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.7 Financial assets (Continued)

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (FVPL), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in consolidated statement of comprehensive income.

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. Assets that are held for collection of contractual cash flows where those cash flows represented solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in consolidated statement of comprehensive income and presented in "other (losses)/gains, net" together with foreign exchange gains and losses.

(iv) Impairment of financial assets

The Group assess on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 3 details how the Group determine whether there has been a significant increase in credit risk.

36 其他潛在重大會計政策概要 (續)

36.7 金融資產 (續)

(iii) 計量

初步確認金融資產時，本集團會按公平值計量，如該金融資產並非按公平值計入損益，則再加上收購金融資產直接招致的交易成本。按公平值計入損益的金融資產交易成本會於綜合全面收益表支銷。

債務工具的其後計量方式取決於本集團管理資產的業務模式及資產的現金流特點。倘資產持有目的為收取合約現金流，且該等現金流全部為本金及利息付款，則按攤銷成本計量。該等金融資產的利息收入使用實際利率法計入融資收入。取消確認的任何收益或虧損直接於綜合全面收益表確認及連同匯兌收益及虧損於「其他（虧損）／收益淨額」呈列。

(iv) 金融資產減值

本集團按前瞻性基準評估與其按攤銷成本列賬的債務工具相關的預期信貸虧損。所使用的減值方法取決於信貸風險是否大幅提高。附註3詳述本集團釐定信貸風險是否大幅提高的方式。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.8 Financial liabilities

(i) Classification and measurement

Financial liabilities are classified as measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in consolidated statement of comprehensive income. Any gain or loss on derecognition is also recognised in consolidated statement of comprehensive income.

(ii) Derecognition

The Group derecognises a financial liability when its contractual obligations are discharged, cancelled or expired. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in consolidated statement of comprehensive income.

36.9 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount is reported in the consolidated balance sheet where the Group currently has a legally enforceable right to offset the recognised amounts, and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The Group has also entered into arrangements that do not meet the criteria for offsetting but still allow for the related amounts to be set off in certain circumstances, such as bankruptcy or the termination of a contract.

36 其他潛在重大會計政策概要 (續)

36.8 金融負債

(i) 分類及計量

金融負債以有效利息法分類為按攤銷成本計量。利息開支及匯兌收益及虧損乃於綜合全面收益表內確認。取消確認的任何收益或虧損亦於綜合全面收益表內確認。

(ii) 取消確認

本集團於金融負債的合約責任已履行、註銷或到期時取消確認金融負債。本集團亦於金融負債的條款遭修訂及經修訂負債的現金流有實質變化時取消確認金融負債。在此情況下，以經修訂條款為基準的新金融負債按公平值確認。所取消金融負債的賬面值與修訂條款後的新金融負債之間的差額於綜合全面收益表內確認。

36.9 抵銷金融工具

當本集團現時有法定可執行權利可抵銷已確認金額，並擬按淨額基準結算或同時變現資產及結算負債時，金融資產與負債可互相抵銷，並於綜合資產負債表呈報其淨額。本集團亦已訂立不符合抵銷條件但允許在若干情況下（如破產或終止合約）撤銷有關金額的安排。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.10 Inventories

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Costs are assigned to individual items of inventory on the basis of weighted average costs. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

36.11 Cash and cash equivalents

For the purpose of presentation in the consolidated statement of cash flows, cash and cash equivalents include deposits held at call with banks and cash on hand.

36.12 Share capital

Ordinary shares are classified as equity.

Incremental costs directly attributable to the issue of new shares are shown in equity as a deduction, net of tax, from the proceeds.

36.13 Trade and other payables

Trade and other payables represent liabilities for goods and services provided to the group prior to the end of financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

36 其他潛在重大會計政策概要 (續)

36.10 存貨

原材料及庫存、在製品及成品以成本值及可變現淨值兩者的較低者列賬。成本包括直接材料、直接勞動力及適當比例的可變及固定其他開支(後者按正常經營能力基準分配)。成本乃按加權平均成本基準分撥至個別存貨項目。可變現淨值為於日常業務過程內的估計售價減估計完成所需成本及銷售所需的估計成本計算。

36.11 現金及現金等價物

就綜合現金流量表的列示而言，現金及現金等價物包括存放於銀行的活期存款及手頭現金。

36.12 股本

普通股被分類為權益。

發行新股份直接應佔增加成本在權益內列為所得款項的扣減(除稅後)。

36.13 貿易及其他應付款項

貿易及其他應付款項指在財政年度結束前向本集團提供的貨物及服務的未支付負債。貿易及其他應付款項被列為流動負債，除非付款在報告期後12個月內未到期。其初步按公平值確認，其後以實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.14 Bank Borrowings

Bank borrowings are initially recognised at fair value, net of transaction costs incurred. Bank borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the bank borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a prepayment for liquidity services and amortised over the period of the facility to which it relates.

Bank borrowings are removed from the statement of financial position when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as finance costs.

Bank borrowings are classified as current liabilities unless the group has an unconditional right to defer settlement of the liability for at least 12 months after the reporting period.

36 其他潛在重大會計政策概要 (續)

36.14 銀行借款

銀行借款初步按公平值扣除已產生交易成本確認。銀行借款其後按攤銷成本計量。所得款項(扣除交易成本)與贖回金額之間的任何差額均採用實際利息法於銀行借款期間內在損益內確認。倘將有可能提取部分或全部融資，則設立貸款融資支付的費用會確認為貸款的交易成本。於此情況下，該項費用將遞延至提款發生時為止。倘並無證據表明將有可能提取部分或全部融資，則費用將被資本化作為流動資金服務的預付款項，並於其相關融資期間內攤銷。

當合約中訂明之責任已獲解除、取消或到期，銀行借款將自財務狀況表內剔除。金融負債賬面值(已消除或轉撥至另一方)與已付代價(包括已轉讓的任何非現金資產或所承擔負債)之間的差額於損益中確認為融資成本。

除非本集團有權無條件將負債的結算遞延至報告期末後至少十二個月，否則銀行借款分類為流動負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.15 Current and deferred income tax

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences.

Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

36 其他潛在重大會計政策概要 (續)

36.15 即期及遞延所得稅

期內所得稅開支或抵免為當前期間根據各司法權區的適用所得稅稅率的應課稅收入的應納稅項(就暫時性差額應佔遞延稅項資產及負債變動作出調整)。

即期所得稅

即期所得稅支出根據本公司及其附屬公司及聯營公司業務經營所在及產生應課稅收入的國家於報告期末已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例解釋所規限的情況定期評估報稅表的狀況，考慮稅務機構有否可能接納不確定稅務處理。本集團根據最有可能的金額或預期值衡量其稅收餘額，其取決於能更好地預測解決不確定性的方法。

遞延所得稅

遞延所得稅採用負債法就資產及負債的稅基與其在綜合財務報表中的賬面值之間的暫時差額予以悉數撥備。然而，若遞延稅項負債來自初步確認商譽時，則不予確認。若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初步確認，而在交易時不影響會計或應課稅損益，且不會招致等額的應課稅及可扣稅暫時差額則不作記賬。遞延所得稅採用在報告期末前已頒佈或實質上已頒佈，並在有關遞延所得稅資產實現或遞延所得稅負債結算時預期將會應用的稅率(及法例)而釐定。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.15 Current and deferred income tax (Continued)

Deferred income tax (Continued)

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

36 其他潛在重大會計政策概要 (續)

36.15 即期及遞延所得稅 (續)

遞延所得稅 (續)

遞延稅項資產僅在未來應課稅金額將可用於利用該等暫時差異及虧損時予以確認。

倘本集團能控制撥回暫時差額的時間及該等差異很可能不會於可見將來撥回，則不會就海外業務投資賬面值與稅基之間的暫時差額確認遞延稅項負債及資產。

倘若存在可依法強制執行的權利將即期稅項資產與負債抵銷，及倘遞延稅項結餘與同一稅務機構相關，則可將遞延稅項資產與負債抵銷。倘實體有可依法強制執行抵銷權利且有意按淨額基準清償或同時變現資產及清償負債時，則即期稅項資產與稅項負債抵銷。

當期及遞延稅項於損益中確認，惟有關於其他全面收益或直接於權益確認的項目除外。在此情況下，稅項亦分別於其他全面收益或直接於權益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.16 Employee benefits

(i) Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated balance sheet.

(ii) Retirement benefits plans

The Group contributed to a mandatory provident fund scheme (the "MPF Scheme") which is a defined contribution plan and is available to all employees in Hong Kong. Contributions to the MPF Scheme by the Group and employees are calculated as a percentage of employees' basic salaries. The MPF Scheme cost charged to profit or loss represents contributions payable by the Group to the MPF Scheme.

The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund.

Full time employees of the Group's PRC entity participate in a government mandated multi-employer defined contribution plan pursuant to which certain pension benefits, medical care, unemployment insurance, employee housing fund and other benefits based on certain percentage of the employees' salaries. Full time employees who have passed the probation period are entitled to such benefits.

36 其他潛在重大會計政策概要 (續)

36.16 僱員福利

(i) 短期債務

薪金 (包括非金錢利益) 及累積病假的負債預期將於僱員提供有關服務的期末後十二個月內悉數償付 (其中僱員所提供的有關服務將就彼等截至報告期末止的服務予以確認)，並按清償負債時預期將予支付的金額計量。有關負債在綜合資產負債表呈列為即期僱員福利債務。

(ii) 退休福利計劃

本集團向強制性公積金計劃 (「強積金計劃」) 供款，強積金計劃為一項界定供款計劃，而香港所有僱員均可享有。本集團及僱員於強積金計劃的供款乃按僱員的基本薪金的百分比計算。計入損益的強積金計劃成本指本集團於強積金計劃的應付供款。

強積金計劃的資產與本集團的資產分開，由獨立管理的基金持有。

本集團中國實體的全職僱員參與政府強制性多邊僱主界定供款計劃，據此，僱員享有若干退休金福利、醫療福利、失業保險、僱員住房津貼及其他根據僱員薪金的若干比例計付的福利。通過試用期的全職僱員有權享有該等福利。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.16 Employee benefits (Continued)

(ii) Retirement benefits plans (Continued)

The Group has no further payment obligations once the contributions have been paid. The contribution are recognised as employee benefit expenses when they are due and are reduced by contributions forfeited by those employees who leave the scheme prior to vesting fully in the contributions. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available. The Group did not have defined benefit plans.

(iii) Bonus plans

The Group recognises a liability and an expense for bonuses based on a formula that takes into consideration the profit attributable to the company's shareholders after certain adjustments. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

36.17 Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount has been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to anyone item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

36 其他潛在重大會計政策概要 (續)

36.16 僱員福利 (續)

(ii) 退休福利計劃 (續)

支付供款後，本集團並無其他付款責任。供款在到期時確認為僱員福利開支，並扣除在供款完全歸屬前離開計劃的僱員沒收的供款。預付供款確認為資產，以可獲得現金退款或可從未來付款中扣除者為限。本集團並無定額福利計劃。

(iii) 花紅計劃

本集團按照計及本公司股東應佔溢利的方程式在作出若干調整後確認花紅負債及開支。本集團於有合約責任或過往慣例已產生推定責任時確認撥備。

36.17 撥備

當本集團因過往事件而產生現有法定或推定責任，而很可能需要資源流出以履行責任，且金額能可靠估計時，則確認撥備，但不會就未來經營損失確認撥備。

如有多項類似責任，在結算中需要資源流出的可能性乃通過整體考慮責任的類別而定。即使與計入同一類別責任的任何一個項目相關的資源流出可能性極微，惟仍須確認撥備。

撥備乃按管理層對於報告期末清償現有債務所需開支的最佳估計的現值計量。用於釐定現值的貼現率為稅前利率，反映當前市場對貨幣時間價值的評估及負債的特定風險。因時間推移而增加的撥備確認為利息開支。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.18 Interest income

Interest income is recognised on a time-proportion basis using the effective interest method.

36.19 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

36.20 Leases

The Group leases production factory in the PRC and office in Hong Kong. Property leases are typically made for fixed periods of two to ten years. Lease terms are negotiated on an individual basis and contain various terms and conditions. The lease agreements do not impose any covenants, but leased assets may not be used as security for borrowing purposes.

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

36 其他潛在重大會計政策概要 (續)

36.18 利息收入

利息收入採用實際利息法按時間比例基準確認。

36.19 政府補助

當能夠合理地保證將可收取政府補助，而本集團將會符合所有附帶條件時，政府補助會按其公平值確認。

36.20 租賃

本集團租賃中國廠房及香港辦事處。物業租賃一般按兩年至十年的固定期間作出。租賃條款按個別基準磋商並載有不同條款及條件。租賃協議並無施加任何契約，惟租賃資產未必用作借款用途的擔保。

租賃於租賃資產可供本集團使用當日確認為使用權資產及相關負債。

合約可能包含租賃及非租賃組成部分。本集團按照租賃及非租賃組成部分相應的獨立價格，將合約代價分配至租賃及非租賃組成部分。然而，就本集團作為承租人的房地產租賃而言，其選擇將租賃及非租賃組成部分入賬為單一租賃組成部分，並無將兩者區分。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.20 Leases (Continued)

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

36 其他潛在重大會計政策概要 (續)

36.20 租賃 (續)

租賃產生的資產及負債初步按現值計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款（包括實質固定付款）減任何租賃獎勵應收款項；
- 按指數或利率計算的浮動租賃付款，採用於開始日期的指數或利率初步計量；
- 本集團預期根據剩餘價值保證應付的金額；
- 認購期權的行使價（倘承租人合理確定行使該期權）；及
- 終止租賃罰款（倘租期反映承租人行使該期權）。

根據合理確定延續選擇權支付的租賃付款亦計入負債計量之內。

租賃付款使用租賃中隱含的利率進行貼現。倘無法輕易確定該利率（為集團租賃的一般情況），則使用承租人的增量借款利率，即個別承租人在類似經濟環境中按類似條款、抵押及條件借入獲得與使用權資產具有類似價值的資產所需資金而必須支付的利率。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.20 Leases (Continued)

To determine the incremental borrowing rate, the Group, where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received.

If a readily observable amortising loan rate is available to the individual lessee (through recent financing or market data) which has a similar payment profile to the lease, then the Group entities use that rate as a starting point to determine the incremental borrowing rate.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets included the rights to use certain properties under leases which are measured at cost. The initial costs of right-of-use assets include the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

36 其他潛在重大會計政策概要 (續)

36.20 租賃 (續)

為釐定增量借款利率，本集團在可能情況下，使用個別承租人最近獲得的第三方融資作為出發點作出調整，以反映自獲得第三方融資以來融資條件的變動。

如個別承租人有現成的可觀察攤銷貸款利率（透過近期融資或市場資料），而該利率與租賃的付款情況相若，本集團實體會以該利率作為起點釐訂增量借款利率。

本集團未來可能根據指數或利率增加可變租賃付款額，而有關指數或利率在生效前不會計入租賃負債。當根據指數或利率對租賃付款作出的調整生效時，租賃負債會根據使用權資產進行重新評估及調整。

租賃付款於本金及財務成本之間作出分配。財務成本在租賃期限內計入損益，以令各期負債餘額產生的利率保持一致。

使用權資產包括租賃項下若干按成本計量的物業之使用權。使用權資產的初始成本包括以下各項：

- 租賃負債的初始計量金額；
- 在開始日期或之前支付的任何租賃付款減去已收任何租賃優惠；
- 任何初始直接成本；及
- 修復費用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.20 Leases (Continued)

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the Group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

36.21 Earnings per share

(i) Basic earnings per share

Basic earnings per share is calculated by dividing:

- the profit attributable to owners of the Company, excluding any costs of servicing equity other than ordinary shares
- by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year and excluding treasury shares.

36 其他潛在重大會計政策概要 (續)

36.20 租賃 (續)

使用權資產一般於資產可於使用年期或租賃期(以較短者為準)按直線法計算折舊。倘本集團合理確定行使購買選擇權,則使用權資產於相關資產的可使用年期內予以折舊。儘管本集團重估呈列於物業、廠房及設備的土地及樓宇,其選擇不重估本集團持有的使用權樓宇。

設備及汽車的短期租賃相關付款及所有租賃低價值資產租賃按直線基準於損益確認為開支。短期租賃為租期12個月或以下的租約。低價值資產包括資訊科技設備及小型辦公室傢俱。

36.21 每股盈利

(i) 每股基本盈利

每股基本盈利乃按下列數據計算:

- 除以本公司擁有人應佔利潤,不包括任何普通股以外的服務權益成本
- 除以該財政年度期間已發行普通股的加權平均股份數目,並根據年內發行的普通股的股利調整(扣除庫存股)。

Notes to the Consolidated Financial Statements

綜合財務報表附註

36 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (Continued)

36.21 Earnings per share (Continued)

(ii) Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after-income tax effect of interest and other financing costs associated with dilutive potential ordinary shares; and
- the weighted average number of additional ordinary shares that would have been outstanding assuming the conversion of all dilutive potential ordinary shares.

36.22 Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

36.23 Research and development costs

Research and development expenditure is recognised as an expense as incurred and classified under cost of sales when it does not fulfill the criteria of capitalisation.

36 其他潛在重大會計政策概要 (續)

36.21 每股盈利 (續)

(ii) 每股攤薄盈利

每股攤薄盈利調整計算每股基本盈利所用的數據，計入：

- 與潛在攤薄普通股相關的利息及其他融資成本的除所得稅後影響；及
- 在所有潛在攤薄普通股獲轉換的情況下所發行額外普通股的加權平均數。

36.22 股息分派

對於在報告期結束時或之前宣佈的任何股利（已獲適當授權且不再由實體酌情釐定），但在報告期結束時仍未分派的金額作出撥備。

36.23 研發成本

當研發支出不符合資本化標準時，其於產生及分類為銷售成本後確認為開支。

Financial Summary

財務概要

A summary of the results and of the assets, equity and liabilities of the Group for the published financial years is as follows:

本集團過往刊發財政年度的業績及資產、權益及負債概要列載如下：

RESULTS

業績

		Year ended 31 December 截至十二月三十一日止年度			
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Revenue	收益	114,644	143,779	127,730	132,250
Profit before taxation	除稅前溢利	8,313	28,103	41,432	41,866
Income tax expense	所得稅開支	(2,023)	(6,064)	(6,503)	(6,780)
Profit for the year	年內溢利	6,290	22,039	34,929	35,086
Attributable to: Shareholders of the Company	應佔： 本公司股東	6,290	22,039	34,929	35,086

Financial Summary

財務概要

ASSETS AND LIABILITIES

資產與負債

		As at 31 December 於十二月三十一日			
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元
Assets	資產				
Non-current assets	非流動資產	22,879	24,863	26,422	19,045
Current assets	流動資產	145,088	139,994	122,766	125,155
Total assets	資產總值	167,967	164,857	149,188	144,200
Equity and liabilities	權益及負債				
Total equity	權益總額	(135,430)	(147,660)	(143,565)	(129,531)
Non-current liabilities	非流動負債	(2,162)	(148)	(79)	-
Current liabilities	流動負債	(30,375)	(17,049)	(5,544)	(14,669)
Total liabilities	負債總額	(32,537)	(17,197)	(5,623)	(14,669)
Total equity and liabilities	權益及負債總額	(167,967)	(164,857)	(149,188)	(144,200)



BEST LINKING GROUP HOLDINGS LIMITED
永聯豐集團控股有限公司