Leeport

力豐（集團）有限公司
LEEPORT (HOLDINGS) LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 0387)

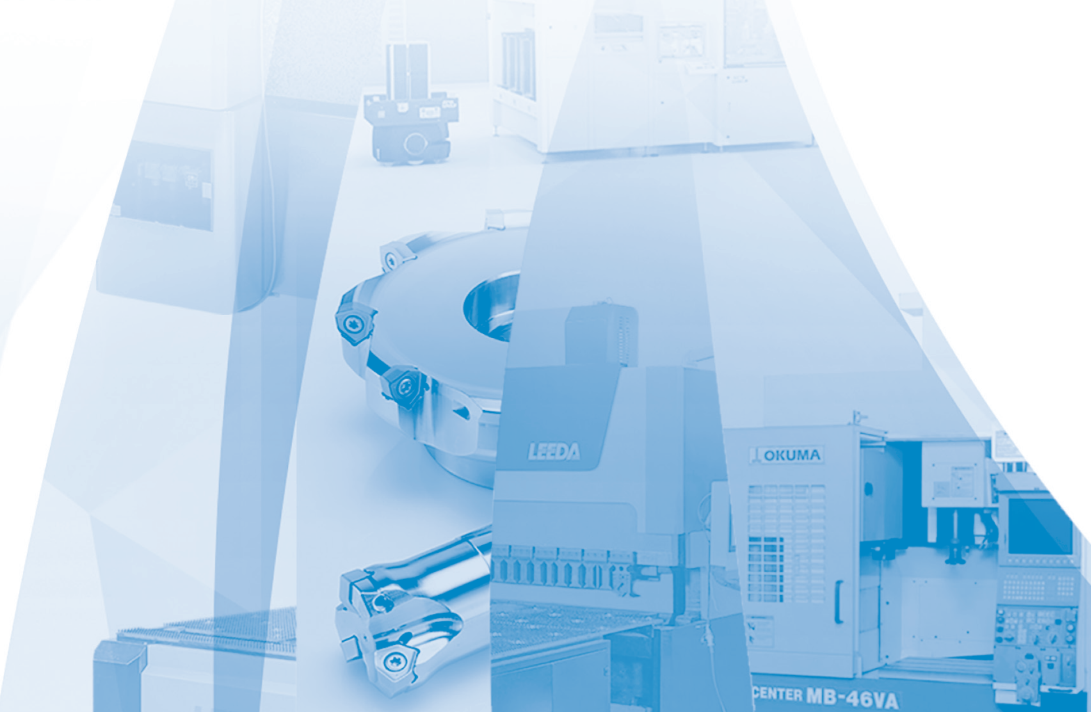
CERTIFICATE NO. FS 84667
ISO 9001:2015

ANNUAL REPORT 2024

ADVANCED MANUFACTURING TECHNOLOGIES

Since 1967

Contents



Corporate Information

DIRECTORS

Executive Directors

Mr. LEE Sou Leung, Joseph *(Chairman)*
Mr. CHAN Ching Huen, Stanley
Mr. POON Yiu Ming

Non-executive Director

Ms. TSE Sui Yin, Sally

Independent Non-executive Directors

Mr. ZAVATTI Salvatore
Mr. WONG Tat Cheong, Frederick
Mr. KRACHT Jurgen Ernst Max

COMPANY SECRETARY

Mr. CHAN Ching Huen, Stanley

MEMBERS OF AUDIT COMMITTEE

Mr. WONG Tat Cheong, Frederick *(Chairman)*
Mr. ZAVATTI Salvatore
Mr. KRACHT Jurgen Ernst Max

MEMBERS OF REMUNERATION COMMITTEE

Mr. ZAVATTI Salvatore *(Chairman)*
Mr. LEE Sou Leung, Joseph
Mr. WONG Tat Cheong, Frederick
Mr. KRACHT Jurgen Ernst Max

MEMBERS OF NOMINATION COMMITTEE

Mr. LEE Sou Leung, Joseph *(Chairman)*
Mr. ZAVATTI Salvatore
Mr. WONG Tat Cheong, Frederick
Mr. KRACHT Jurgen Ernst Max

SOLICITORS

Stevenson, Wong & Co

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

PRINCIPAL BANKERS

Hang Seng Bank Limited
Chong Hing Bank Limited
United Overseas Bank Limited
Standard Chartered Bank (Hong Kong) Limited
Industrial and Commercial Bank of China Limited

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

1st Floor, Block 1
Golden Dragon Industrial Centre
152-160 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Appleby Global Corporate Services
(Bermuda) Limited
Canon's Court, 22 Victoria Street,
PO Box HM 1179, Hamilton HM EX
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

WEBSITE

www.leeport.com.hk

Chairman's Statement

The Board of Directors (the "Directors") of Leeport (Holdings) Limited (the "Company") would like to present the consolidated annual results of the Company and its subsidiaries (collectively the "Group") for the year ended 31st December 2024, together with the comparative figures for the year ended 31st December 2023. The annual results have been reviewed by the Audit Committee of the Company.

FINANCIAL PERFORMANCE

Revenue

The Group's revenue amounted to HK$560,626,000 in 2024, compared with HK$701,552,000 in 2023, representing a decrease of 20.1%. The Group's gross profit amounted to HK$138,549,000, compared with HK$158,865,000 in 2023, representing a decrease of 12.8%. The gross profit was 24.7% of revenue in 2024, compared with 22.6% in 2023. The contrasting trend in year-over-year revenue growth versus change in gross profit % is attributable to the shift of some new business to the commission income model where only the net income is recognized as revenue.

Other Income and Gains – Net

The total value of other income and gains was HK$18,669,000 in 2024, compared with HK$8,464,000 in 2023, representing an increase of 120.6%.

The Group recorded a gain of HK$21,400,000 in 2024 from the fair value change of the Group's shareholding in the privatized Prima Industrie S.p.A., compared with a HK$5,533,000 gain in 2023.

The Group recorded a revaluation loss of investment properties of HK$7,347,000 in 2024, compared with a HK$3,970,000 loss in 2023.

The Group received HK$244,000 subsidies from the PRC Government in 2024, compared with HK$396,000 in 2023, representing a decrease of 38.4%.

In 2023, the Group recognized a gain of HK$2,402,000 on dissolution of our subsidiary company Grassinger Technologies GmbH whereas there was no such gain in 2024.

In 2023, the Group recorded a realized and unrealized net fair value loss on derivative instruments of HK$402,000 whereas the realized gain on derivative instruments of HK$585,000 in 2024 were classified under administrative expenses.

Operating Expenses

Selling and distribution costs were HK$19,143,000 in 2024, compared with HK$22,047,000 in 2023, representing a decrease of 13.2% contributed by the continuous effort in driving down operating cost through multiple initiatives.

Administrative expenses amounted to HK$96,835,000 in 2024, compared with HK$100,112,000 in 2023, representing a decrease of 3.3%.

Finance Expenses – Net

Finance expenses net of finance income were HK$8,254,000 in 2024, compared with HK$12,621,000 in 2023, representing a decrease of 34.6%. Finance income in 2024 was HK$1,160,000, compared with HK$1,200,000 in 2023, representing a decrease of 3.3%. Interest income derived from the loan to OPS Ingersoll Funkenerosion GmbH was HK$810,000 in 2024, compared with HK$760,000 in 2023.

Finance expenses were HK$9,414,000 in 2024, compared with HK$13,821,000 in 2023, representing a decrease of 31.9%. The decrease was contributed mainly by enhancement in cash flow and the resulting reduction in level of bank borrowing.

Share of Post-tax Losses of Associates

The Group's share of post-tax losses of OPS Ingersoll Funkenerosion GmbH and Prima Power Suzhou Company Limited in 2024 was HK$9,573,000, a year-over-year reduction compared with HK$15,916,000 in 2023.

Chairman's Statement (Continued)

Income Tax Expenses

Income tax expenses in 2024 were HK$3,769,000, compared with HK$1,915,000 in 2023, representing an increase of 96.8%.

Profit/Loss Attributable to Owners of the Company and Earnings Per Share

The operating profit for the Group was HK$42,503,000 in 2024, compared with an operating profit of HK$42,206,000 in 2023, representing a slightly increase of 0.7%. The profit attributable to owners of the Company was HK$20,909,000 in 2024, compared with the profit attributable to owners of the Company of HK$11,288,000 in 2023, representing an increase of 85.2% which was contributed by fair value gain of Prima Industrie S.p.A. as well as reduction in operating expenses and finance expenses.

The basic earnings per share was HK9.09 cents in 2024, compared with a basic earnings per share of HK4.91 cents in 2023, representing an increase of 85.1%.

Total Comprehensive Income Attributable to Owners of the Company

The total comprehensive income attributable to owners of the Company was HK$5,203,000 in 2024, compared with the total comprehensive income attributable to owners of the Company of HK$12,258,000 in 2023.

DIVIDEND

The Directors recommend the payment of a final dividend of HK3.0 cents per ordinary share for the year ended 31st December 2024 totaling HK$6,902,000. Including the special dividend of HK10 cents per ordinary share paid on 31st July 2024 and the interim dividend of HK3.0 cents per ordinary share paid on 27th September 2024, the total dividend for the year ended 31st December 2024 will amount to HK16 cents per share (2023: HK4.5 cents per share). This final dividend recommendation is subject to the approval of the shareholders at the forthcoming Annual General Meeting, which will be held on 25th June 2025 (Wednesday). Upon the approval of the shareholders, the final dividend warrant will be payable on or before 15th July 2025 (Tuesday) to the shareholders of the Company whose names appear on the register of members on 3rd July 2025 (Thursday).

BUSINESS REVIEW

Trading

In 2024, the Chinese economy faced a variety of challenges. The GDP growth rate of China for the year stood at 5.0%, a slight decrease from 5.4% in 2023. Despite a 5.7% growth in industrial value, intense competition in the Chinese market led to a 3.3% decline in overall industrial profitability compared to the previous year. The surge in industrial value in 2024 was mainly driven by the emergence of the "new quality productive forces", which included the upgrade in various sectors such as railways, shipbuilding, general equipment, new energy vehicles, solar light batteries, robots, medical equipment, aerospace and aircraft. Moreover, the export value of goods in 2024 recorded a satisfactory growth rate of 7.1% compared with 2023. The ASEAN, European Union, USA and China Hong Kong remained the major export regions, with notable growth in exports to the ASEAN region reaching 13.4% in 2024. However, the property market was at a low ebb and the sluggish demand for domestic consumption dragged down the economy.

In 2024, China's automobile production reached 31,436,000 units, including 12,888,000 new energy vehicles. This marked a 3.7% increase in automobile production compared with 2023, with new energy vehicle production experiencing a remarkable 34.4% surge over the previous year.

Throughout 2024, the Group maintained a strong sales volume with new energy vehicle manufacturing industry. This also yielded significant revenue from installation, part sales, and services. However, performance in other customer segments was not as remarkable. In 2024, China saw a 4.1% decrease in the import volume of machine tools compared to 2023. Despite this overall decline, Leeport's Japanese machine tools business excelled in the sales to the new energy vehicle manufacturing industry and achieved a very significant business volume. The import value of cutting tools to China decreased by 2.7% in 2024. Leeport's Japanese cutting tools business sustained a comparable level of performance to that of 2023. In addition, the demand for electronics equipment showed resilience throughout 2024. The Group's electronics equipment sector surpassed its performance in 2023. The overall business environment in 2024 posed ongoing challenges for the Group, particularly in maintaining the gross margins amidst the keen market competition. Moreover, we were cautious about the operating expenses, which contributed to an improvement in profitability.

In 2024, the total order intake of the Group was HK$1,261,718,000 as compared with HK$843,939,000 in 2023, representing an increase of 49.5%. The order intake amount including orders from sales of goods, service income and gross up orders from commission income.

Investment

The business of the associated companies, OPS Ingersoll Funkenerosion GmbH and Prima Power Suzhou Company Limited was unsatisfactory in 2024. The weakening economic conditions in Europe, especially Germany, contributed to the disappointing business performance of OPS Ingersoll Funkenerosion GmbH. In China, the lower demand and keen competition for sheet metal machinery, especially import machinery, resulted in a downturn in business for Prima Power Suzhou Company in 2024. The environment remains challenging for the associated companies in 2025.

FUTURE PLANS AND PROSPECTS

The Chinese Government set a target GDP growth rate of 5% for 2025. The driving force behind the growth will mainly stem from stimulating domestic consumption and further strengthening the development of high-tech industries, especially the artificial intelligence industry. The Chinese Government will continue to promote the "new quality productive forces" to drive more high-tech advancements across various industries. Emerging sectors such as artificial intelligence large language models, quantum computers, humanoid robots, and self-driving automobiles, will bring in additional demand for high-end manufacturing equipment and technology. Furthermore, the sales volume of the new energy vehicle in China (including exports) is estimated to be 16,500,000 units in 2025, representing a 30% increase from 2024.

The Group's high-end manufacturing equipment would still have good opportunities in the Chinese market. The Group continues to optimize the sales and service team by bringing in fresh and experienced talents. Considering the anticipated revenue growth from after-sales service, the Group has expanded its service team by recruiting more engineers to enhance its technical capabilities.

On the other hand, the recent situation of the tariff war between the US and the rest of the world (including China) has brought a high level of uncertainty into the global economy, casting a shadow over the business of the Group. The unsatisfactory performance of the associated companies in Germany and China is also adversely affecting the financial performance of the Group. Despite these challenges, the management of Leeport remains confident in its products and market. The Group also starts to introduce different grades of products to expand our market share. Through the enhancement of sales management and the addition of new products, the Group has confidence that we can achieve a better performance in 2025.

Finally, I would like to express my gratitude to our shareholders, customers, suppliers, bankers, business associates and staff. I thank you all sincerely to your continued support and contribution in 2024.

LEE Sou Leung, Joseph
Chairman

25th March 2025

Management's Discussion and Analysis

LIQUIDITY AND FINANCIAL RESOURCES

The balance of cash and cash equivalents of the Group as at 31st December 2024 was HK$26,048,000 (31st December 2023: HK$29,795,000). Lower cash balance is attributable to proactive repayment of bank borrowings to reduce finance costs.

The Group's inventory balance as at 31st December 2024 was HK$69,993,000 (31st December 2023: HK$80,209,000). The turnover days of inventory were 61 at the end of December 2024, compared with 54 at the end of December 2023. The decrease in inventory balance has reflected the Group's effort in actively accelerating sell-through of inventory to enhance cash flow and to reduce inventory risk.

The balance of trade receivable and bills receivable was HK$206,372,000 as at 31st December 2024 (31st December 2023: HK$209,795,000). The turnover days of trade receivable were 125 at the end of December 2024, compared with 135 at the end of December 2023. The change in trade receivable balance and receivable days is attributable to change in trade mix. As at 31st December 2024, past due amount of trade and bills receivables was HK$12,691,000 (2023: HK$29,184,000). Management has spent continuous efforts to chase up the receivable collection customer-by-customer. Among which, management assessed the balances of HK$2,013,000 was subject to relatively higher risk in receivable collection with reference to the financial position and past payment track records of these customers and fully impaired on individual basis. For the remaining balance of trade receivables, management assessed these balances were at relatively lower risk as they arose from customers with robust financial position and good payment track record. Management believed that the impairment provision estimated on the collective basis was adequate. Also, around 19.3% of trade and bills receivables are subsequently settled up to the reporting date. Management believed that the loss allowances as at 31st December 2024 were adequate.

The balance of trade payable and bills payable was HK$76,678,000 as at 31st December 2024 (31st December 2023: HK$78,770,000). The turnover days of trade payable were 66 at the end of December 2024, compared with 53 at the end of December 2023. The change in trade payable balance and payable days is attributable to change in purchase mix.

The balance of short-term borrowings was HK$128,071,000 as at 31st December 2024 (31st December 2023: HK$172,146,000). The lower level of bank borrowings was resulted from the Group's effort in cash flow enhancement.

The Group's net gearing ratio was approximately 21.7% as at 31st December 2024 (31st December 2023: 28.7%). The net gearing ratio was lower than in 2023, due to the lower borrowing level in 2024. The net gearing ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings less cash and cash equivalent and restricted bank deposits.

The Group generally finances its operations with internally generated resources and banking facilities provided by banks. As at 31st December 2024, the Group had aggregate banking facilities of approximately HK$226,538,000, of which approximately HK$140,281,000 was utilised, bearing interest at prevailing market rates and secured by certain land and buildings, investment property, restricted bank deposits and a financial asset at fair value through profit and loss of the Group in Hong Kong, Mainland China, with an aggregate carrying amount of HK$97,273,000 (31st December 2023: HK$148,961,000). The Directors are confident that the Group is able to meet its operational and capital expenditure requirements.

FINANCIAL KEY PERFORMANCE INDICATORS

The Group measures its business performance according to financial key performance indicators Gross Profit ratio ("GP ratio"), Net Profit ratio ("NP ratio"), Return on Equity ratio ("ROE ratio") and Net Gearing ratio ("NG ratio").

The GP ratio measures the Group's ability to cover its operational expenses by its gross profit. The GP ratio is calculated as gross profit divided by revenue. The Group's GP ratio was approximately 24.7% of 2024 (2023: 22.6%). The higher GP ratio was attributable to the shift of some new business to the commission income model where only the net income is recognized as revenue.

The NP ratio measures how effectively the Group can convert sales into net income. It reveals the remaining profit after the cost of goods sold, selling and distribution costs, administrative expenses, finance expenses and income tax expenses. It is calculated as profit for this year excluding share of post-tax losses of associates divided by revenue. The Group's NP ratio was approximately 5.4% in 2024 (2023: 3.9%). The improvement in the NP ratio was contributed by fair value gain on financial asset as well as enhancement in operating cost efficiency.

The ROE ratio measures the efficiency of the Group to utilise the funds from equity holders to generate profit and grow the company. The ROE ratio is calculated as profit for the year divided by average equity. The Group's ROE ratio was approximately 4.5% in 2024 (2023: 2.5%). The improvement in ROE was attributable primarily to the above-mentioned improvement in profit.

The NG ratio measures the Group's financial leverage regarding the degree to which its business activities are funded by bank loans. The NG ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings less cash and cash equivalent and restricted bank deposits. The Group's NG ratio was approximately 21.7% as at 31st December 2024 (31st December 2023: 28.7%). The decrease in the NG ratio was attributable to the decrease in bank borrowing to lower finance costs.

CAPITAL EXPENDITURE AND CONTINGENT LIABILITIES

During the year 2024, the Group spent a total of HK$759,000 (31st December 2023: HK$1,629,000) in capital expenditure, primarily consisting of leasehold improvement and plant and equipment. As at 31st December 2024 and 31st December 2023, the Group had no capital commitment. In the meantime, a total of HK$3,811,000 (31st December 2023: HK$18,107,000) in contingent liabilities in respect of letters of guarantee was given to customers.

EXPOSURE OF FLUCTUATIONS IN EXCHANGE RATES AND RELATED HEDGES

A substantial portion of the Group's revenue and purchases were denominated in foreign currencies, which are subject to exchange rate risks. The Group will use the foreign exchange received from its customers to settle payment to overseas suppliers. In the event that any material payment cannot be fully matched, the Group will consider entering into foreign currency forward contracts with its bankers to minimize the Group's exposure to foreign exchange rate risks.

As at 31st December 2024 and 31st December 2023, the Group had no outstanding gross-settled foreign currency forward contract.

Foreign exchange gains and losses are calculated on the settlement of monetary transactions and on the translation of monetary assets and liabilities at the exchange rates of the end of the year.

DETAILS OF THE CHARGES ON THE GROUP'S ASSETS

As at 31st December 2024, certain land and buildings, investment properties, restricted bank deposits and a financial asset at fair value through profit and loss in Hong Kong and Mainland China, with an aggregate carrying value of approximately HK$97,273,000 (31st December 2023: HK$148,961,000), were pledged to secure the banking facilities of the Group.

EMPLOYEES

As at 31st December 2024, the Group had 233 employees (31st December 2023: 226). Of these, 41 were based in Hong Kong, 180 were based in mainland China, and 12 were based in other offices around Asia. Competitive remuneration packages were structured to be commensurate with our employees' individual job duties, qualifications, performance and years of experience. In addition to basic salaries, pension scheme contribution in different countries, the Group offered staff benefits including medical schemes, education subsidies and discretionary performance bonuses.

Biographical Details of Directors and Senior Management

EXECUTIVE DIRECTORS

Mr. Lee Sou Leung, Joseph, aged 81, the founder and the Chief Executive Officer of the Group, and the Chairman of the Board, is responsible for the strategic planning, business development and overall management of the Group. Mr. Lee has more than 50 years of experience in the distribution of machine tools, advanced equipment and industrial products. Mr. Lee graduated from Wah Yan College, Hong Kong and Hong Kong Technical College (Certificate in Production Engineering), which was subsequently renamed as the Hong Kong Polytechnic University.

Mr. Chan Ching Huen, Stanley, aged 67, the Managing Director of the Trading Division, the Chief Investment Officer and the Company Secretary of the Group, is responsible for the business development and strategic investment of the Group. Mr. Chan has over 22 years of experience in the distribution business of manufacturing equipment and tools. Prior to joining the Group in October 2000, Mr. Chan held various managerial positions in the finance departments of several US based multi-national corporations in Hong Kong. Mr. Chan is a fellow member of the Association of Chartered Certified Accountants of the United Kingdom and the Hong Kong Institute of Certified Public Accountants, and an associate member of the Chartered Governance Institute in the United Kingdom. Mr. Chan graduated from the Hong Kong Polytechnic (which was subsequently renamed as the Hong Kong Polytechnic University) with a Higher Diploma in Accountancy, and he also holds a Master degree in Business Administration from the Brunel University in the United Kingdom and a Master degree of Arts in philosophy from the Chinese University of Hong Kong.

Mr. Poon Yiu Ming, aged 52, the Chief Financial Officer of the Group, is responsible for managing finance, IT, internal audit and human resources functions of the Group. He joined the Group in November 2022. Mr. Poon has over 20 years of corporate finance, commercial and strategic development experience through his chief financial officer and senior management positions held in leading conglomerates and multinational listed companies across retail, trading, manufacturing, banking and technology sectors. Mr. Poon is a member of CPA Australia. He holds a Bachelor degree in Environmental Science from the University of Hong Kong and a Master degree in Business Administration from Monash University in Australia.

NON-EXECUTIVE DIRECTOR

Ms. Tse Sui Yin, Sally aged 72, a non-executive director appointed on 23 December 2024, is a retired senior regional financial executive from major global financial institutions in banking and investment management. She has considerable experience in financial management, strategic planning, corporate governance, as well as business expansion and restructuring. Her regional knowledge covered key countries in Asia, and establishment of a Joint-Venture in China. Her prior working experience also included IT and systems consulting. After retiring from the private sector, Ms. Tse is contributing her experience to service charitable organizations. She is on the board of trustees of several NGO's, as well as the chairperson of the finance, hospitality and audit committees. Ms. Tse holds a Bachelor degree in Business Administration (with Honor) from California University at Long Beach, U.S.A.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Zavatti Salvatore, aged 78, is the founder of Sadella Advisory Services Limited. He has over 30 years of global experience in major financial institutions, providing managerial as well as executive advisory to management boards. Utilizing his financial expertise, he also provided advisory to senior executives in major multinational corporations throughout his career. Mr. Zavatti was the Vice Chairman of Global Financial Institutions in the Royal Bank of Scotland and ABN AMRO from 2005-2009. Prior to taking on the Vice Chairman role, Mr. Zavatti was the Global Head of Financial Institutions and Public Sector for ABN AMRO and was also a member of the Executive Committee of the Wholesale Banking Division. Before joining ABN AMRO in 2001, he had an extension international career with Bank of America, working in senior positions globally, including Athens, London, Cairo, Sydney and Hong Kong. He held his last position for Bank of America in Hong Kong as the Managing Director and Head of Asia Pacific Financial Institutions, which he set up in 1994. Mr. Zavatti graduated from the University of Colorado in 1969. He holds a Bachelor of Arts degree in History and Economics.

Mr. Wong Tat Cheong, Frederick, aged 69, is a member of the Hong Kong Institute of Certified Public Accountants. He holds a Bachelor of Arts in Accountancy (with Honours) from the Hong Kong Polytechnic University and a Master of Public Administration (with Distinction) from the University of Hong Kong. Mr. Wong had extensive account and auditing experience in Hong Kong, Mainland China and United Kingdom. Mr. Wong was a former directorate civil servant of the HKSAR Government.

Mr. Kracht Jurgen Ernst Max, aged 78, is a management consultant with over 50 years of experience in China trade and investment. He is a co-founder of Fiducia Limited, which operates as Fiducia Management Consultants and specialises in China-focused consulting and outsourcing services. Since July 1982, he had served Fiducia Management Consultants as a managing director until July 2012 and as the chairman until his retirement in July 2022. From 1970 to 1980, Mr. Kracht worked for Jebsen & Company Limited, which is a conglomerate with a focus on China trade, initially as a manager in the Chemicals Division in the first four years. In 1974, Mr. Kracht was promoted to special assignments manager, whose job duties ranged from setting up and running an internal audit department to managing property projects in Hong Kong. From 1980 to 1982, Mr. Kracht served as the chief financial officer for Continental Engineering Products Limited and as an executive director of its group companies in Hong Kong and Germany. Continental Engineering Products Limited was a Hong Kong-based company which specialised in designing, manufacturing and exporting hard goods, especially hand tools to European markets. Mr. Kracht holds a bachelor’s degree in International Trade and Management from the German Academy of Foreign Trade and Logistics in Bremen, Germany. He has been appointed as an Investment Promotion Ambassador for the Hong Kong Government since September 2004 and an honorary advisor to the Management Consultancies Association of Hong Kong since 2015.

SENIOR MANAGEMENT

Mr. Chan Lai Ming, aged 66, the General Manager of Leeport Technology Limited. He has extensive experience in marketing CAD/CAM software, rapid prototyping equipment and metrology equipment. Mr. Chan is an associate member of the Hong Kong Rapid Prototyping & Manufacturing Society. Mr. Chan holds a Diploma and a Higher Certificate of Production and Industrial Engineering from the Hong Kong Polytechnic (which was subsequently renamed as the Hong Kong Polytechnic University) and a Master Degree in Commerce from the University of Strathclyde in the United Kingdom. Mr. Chan joined the Group in July 1979.

Mr. Zhao Wei, aged 46, the General Manager of Precision Machine Tool Division. He joined the Leeport Group in September 2021. Previously he worked at the Wolfsburg headquarters of Volkswagen AG in Germany, serving as the planning manager for Volkswagen's overseas China project, responsible for establishing the Volkswagen Dalian Engine Factory, a German Volkswagen overseas project. Subsequently, he worked at HELLER, a German machine tool manufacturer, as the manager of the crankshaft business unit in China, responsible for machine tool sales, technical communication, and after- sales service in the crankshaft business unit. Mr. Zhao has over 18 years of rich experience in automation and equipment matching in the automotive industry, especially in the field of German Industry 4.0 and intelligent manufacturing. Mr. Zhao holds a Bachelor degree in Mechanical Engineering from Qingdao University of Science and Technology and a Master degree in Mechanical Engineering from University of Paderborn in Germany.

Mr. Zhao Song Lin, aged 54, the General Manager of Measurement Division. He joined Leeport Group in February 2023. Mr. Zhao has more than 25 years of experience in the industry of industrial measurement and precision instruments. Prior to joining Leeport, Mr.Zhao worked in Beijing Danstin Ruihua Co., Ltd as the Channel Sales Director, Nikon Instruments (Shanghai) Co., Ltd as the National Sales Director, Bowers Eclipse Instruments (Shanghai) Co., Ltd as China Business Development Manager, and Hexagon Metrology (Qingdao) Co., Ltd as Sales Director of Greater China for Leitz Germany, responsible for the business development and marketing affairs for the brand in Greater China region. Mr. Zhao possesses comprehensive experience in sales management and business development. Mr. Zhao holds a Bachelor degree in Precision Instruments from Xian University of Technology.

Mr. Wang Guo Fang, aged 52, the General Manager of Cutting Tool Division. He joined Leeport Group in November 2023. Mr. Wang has more than 25 years of experience in production, application and sales in machine tool, cutting tool and automation of work-holding. Prior to joining Leeport Group, he had worked for various subsidiaries of the foreign companies in China. He worked for six years in the application department of Makino Machine Tool Co., LTD., and three years as Global Application Center Manager at Sandvik Coromant. Afterwards, he worked for 11 years at Kennametal Group as General Manager of Widia cutting tools and worked in Hainbuch as Sales director for two years. Mr. Wang holds a bachelor's degree in Plastic Forming from Shanghai Jiao Tong University.

Mr. Song Gang, aged 41, the General Manager of Electronics Division. He joined the Leeport Group in September 2009. Mr. Song has 19 years working experience in electronics industry. Prior to joining Leeport, Mr. Song worked for a number of manufacturer for electronics components and has had extensive experience in PCB manufacturing. Mr. Song is mainly in charge of sales management, business expansion and product development of Electronics Division. He holds a certificate in structural design and craftsmanship of electronics equipment.

Report of the Directors

The Directors submit their report together with the audited financial statements for the year ended 31st December 2024.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The principal activity of the Company is investment holding. The activities of the subsidiaries are set out in Note 9 to the consolidated financial statements.

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

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31st December 2024 are set out in the consolidated income statement on page 59.

The details of dividends paid and declared during the year are set out in Note 28 to the consolidated financial statements.

The Directors recommend the payment of a final dividend of HK3.0 cents per ordinary share for the year ended 31st December 2024 totaling HK$6,902,000. Including the special dividend of HK10 cents per ordinary share paid on 31st July 2024 and the interim dividend of HK3.0 cents per ordinary share paid on 27th September 2024, the total dividend for the year ended 31st December 2024 will amount to HK16 cents per share (2023: HK4.5 cents per share). This final dividend recommendation is subject to the approval of the shareholders at the forthcoming Annual General Meeting, which will be held on 25th June 2025 (Wednesday). Upon the approval of the shareholders, the final dividend warrant will be payable on or before 15th July 2025 (Tuesday) to the shareholders of the Company whose names appear on the register of members on 3rd July 2025 (Thursday).

The dividend policy of the Group is set out on page 29 of this report.

BUSINESS REVIEW

The business review of the Group for the year ended 31st December 2024 is set out in the sections headed "Chairman's Statement" and "Management's Discussion and Analysis" on pages 3 to 10 of this annual report.

Principal Risks and Uncertainties

The board of directors are aware that the Group is exposed to various risks, and have established a risk-management system and procedures to ensure that significant risks that might adversely affect the performance of the Group and its ability to implement its business strategies are identified and managed efficiently.

The following are the key risks that the Group considers to be significant and that could adversely affect the results of the business.

1) *Growth Strategy and Competition*

The risk of the growth strategy is that the Group may not be able to grow the business under the situation of keen competition, the weakening Sino-US relationship, the advancement of the local manufacturers, and the moving out of production facilities to other countries. The strategy for handling the competition is to enhance the value-added of the product and service. The company will strengthen the technical support and after sales service for customers. The weakening Sino-US relationship will cause the restriction of the import of some high-technology equipment and components to the country. The Group should source some of the products in other countries who are less volatile to this kind of political situation. The Group also will start to sell some of the local made machineries, equipment and tools. The level of quality and technology of the local made products become more competitive and this is a new source of supplies for the Company. It is the tendency for the relocation of some manufacturing facilities from China to other countries especially to South East Asia. The Group will consider to strengthen the business scale in South East Asia by investing more resources in the region. By expanding the business in this region the Group will enjoy the growing economy of the countries in this region. Further continuance of additional product range will increase the business scale of the Group, i.e. 3D products, electronics equipment etc.

2) *China Market*

The risk for the Group is too much dependence on China market. Any adverse change with China market will significantly affect the income of the Group. The expansion of the business in South East Asia is one of the measure to diverse the risk in one single market. The Group also explore the investment opportunity in other countries including Europe in the area of manufacturing equipment.

3) *Cyber security and Disaster Recovery*

The Group recognizes the significant role that cyber security and disaster recovery play in its business operations, particularly in relation to the IT Oracle System. The system contains sensitive and critical data that must be safeguarded against cyber threats and potential disasters that may arise.

To address these risks, the Group has implemented a comprehensive cyber security management mechanism to protect its IT infrastructure and data from unauthorized access or exploitation. This program includes regular vulnerability assessments, penetration testing, and security audits to identify and mitigate potential threats.

In addition, the Group has established a Disaster Recovery Program that includes both cyber security and disaster recovery elements. This program ensures daily backup and secure off-site storage of critical data, as well as the availability of a stand-by system that can be activated in case of a system failure or disaster. These measures enable the Group to quickly recover from any disruptions and ensure continuity of business operations.

ENVIRONMENTAL POLICY

Our commitment to protect the environment is well reflected by our continuous efforts in promoting green measures and awareness in our daily business operations. Our Group encourages environmental protection and promote awareness towards environmental protection to the employees. Our Group adheres to the principle of recycling and reducing. It implements green office practices such as double sided printing and copying, promoting using recycled paper and reducing energy consumption by switching off idle lightings and electrical appliance.

RELATIONSHIPS WITH KEY STAKEHOLDERS

Discussions on the Group's relationships with its employees, customers and suppliers is contained in the section headed "Environmental, Social and Governance Report" on pages 36 to 51 of this report.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

During the financial year, as far as the Company is aware, there was no material breach of or non-compliance with applicable laws and regulations by our Group that has a significant impact on the business and operations of our Group.

DONATIONS

Charitable and other donations amounted to HK$30,000 were made by the Group during the year (2023: HK$30,000).

SHARE ISSUED IN THE YEAR

Details of the shares issued in the year ended 31st December 2024 are set out in Note 17 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31st December 2024, calculated under the Companies Act 1981 of Bermuda (as amended), amounted to HK$103,622,000 (2023: HK$92,110,000).

PRE-EMPTIVE RIGHTS

There is no provision for pre-emptive rights under the Company's Bye-laws and there was no restriction against such rights under the laws of Bermuda, which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 142 of the annual report.

PURCHASE, SALE OR REDEMPTION OF SECURITIES

The Company has not redeemed its shares during the year. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the year.

The Company did not have any treasury shares (as defined under the Listing Rules) as at 31st December 2024 and as at the date of this report.

BORROWINGS

Details of the Group's borrowings, including secured bank loans, trust receipt loans and overdrafts as at 31st December 2024 are set out in Note 20 to the consolidated financial statements.

SHARE OPTIONS

The share option scheme of the Company has expired on 14th May 2023. As at 31st December 2024 and the date of this annual report, the Company has no share option scheme.

No share options were granted, cancelled, exercised or lapsed during the year ended 31st December 2024 and 2023.

DIRECTORS OF THE COMPANY

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

Executive Directors

Mr. LEE Sou Leung, Joseph *(Chairman and Group Chief Executive Officer)*
Mr. CHAN Ching Huen, Stanley
Mr. POON Yiu Ming

Non-executive Director

Ms. TSE Sui Yin, Sally *(appointed on 23rd December 2024)*

Independent Non-executive Directors

Mr. ZAVATTI Salvatore
Mr. WONG Tat Cheong, Frederick
Mr. KRACHT Jurgen Ernst Max

In accordance with Article 87(1) of the Company's Bye-Laws, one third of the directors (or if the number is not a multiple of three, then the number nearest to but not less than one third) will retire from office by rotation at each annual general meeting.

Mr. ZAVATTI Salvatore, Mr. KRACHT Jurgen Ernst Max and Ms. TSE Sui Yin, Sally are subject to re-election at the forthcoming annual general meeting.

DIRECTORS' SERVICE CONTRACTS

Each of the executive directors has entered into a service contract with the Company for a term of three years, and will continue thereafter until terminated by each party thereto giving to the other party three months' prior notice in writing, or three months' basic salary in lieu of notice.

Save as disclosed above, none of the directors who are proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable within one year without payment of compensation, other than statutory compensation.

DIRECTORS' MATERIAL INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS THAT ARE SIGNIFICANT IN RELATION TO THE COMPANY'S BUSINESS

Save as the connected transaction disclosed in this report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company, subsidiaries or its holding company was a party and in which a director of the Company and the directors' connected party had a material interest whether directly or indirectly subsisted at the end of the year or at any time during the year.

No contracts of significance for the provision of services to the Company or any of its subsidiaries by the controlling shareholder of the Company or any of its subsidiaries subsisted at the end of the year or at any time during the year.

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year, none of the directors had any interest in any businesses (other than the business of the Group), which compete or are likely to compete, either directly or indirectly, with the business of the Group or has any other conflict of interest with the Group which would be required to be disclosed under Rule 8.10 of the Listing Rules.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of directors and senior management are set out on pages 11 to 13.

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY ASSOCIATED CORPORATION

At 31st December 2024, the interests and short positions of each director and chief executive in the shares, underlying shares and debentures of the Company and its associated corporations and their associates (within the meaning of the Securities and Futures Ordinance ("SFO")), as recorded in the register maintained by the Company under Section 352 of Part XV of the SFO or as notified to the Company and The Stock Exchange of Hong Kong Limited, were as follows:

		Number of ordinary shares of HK$0.10 each held					
Director		Personal Interests	Corporate interests	Other Interests	Share Option	Total	Percentage
Mr. LEE Sou Leung, Joseph ("Mr. Lee")	Long Position	25,176,000 shares	1,500,000 shares (Note (b))	144,529,982 shares (Note (a))	Nil	171,205,982 shares	74.41%
Mr. CHAN Ching Huen, Stanley ("Mr. Chan")	Long Position	1,104,000 shares	Nil	Nil	Nil	1,104,000 share	0.48%
Mr. ZAVATTI Salvatore ("Mr. Zavatti")	Long Position	110,000 shares	Nil	Nil	Nil	110,000 shares	0.05%

(a) The 144,529,982 shares are held by Peak Power Technology Limited in its capacity as the trustee of The Lee Family Unit Trust holding the same for the benefit of holders of units issued by The Lee Family Unit Trust. HSBC International Trustee Limited is the trustee of the LMT Trust whose discretionary objects are Ms. Tan Lisa Marie and Mr. Lee's family members. The aforesaid shares that Mr. Lee and Ms. Tan are deemed to be interested refer to the same parcel of shares. Ms. Tan is deemed to be interested in all the interests held by Mr. Lee, her husband.

(b) 1,500,000 shares are registered in the name of J AND LEM Limited which is wholly-owned by Mr. Lee. Mr. Lee is deemed to be interested in these shares under SFO.

Other than as disclosed above, and other than those as disclosed in the Note 17 to the consolidated financial statements, at no time during the year was the Company, its subsidiaries or its holding company a party to any arrangement to enable the directors and chief executive of the Company to hold any interests or short positions in the shares or underlying shares in, or debentures of, the Company or its associated corporation.

No share options were granted, cancelled, exercised or lapsed during the review year.

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

At 31st December 2024, the register of substantial shareholders required to be kept under Section 336 of Part XV of the SFO shows that the Company had not been notified of any substantial shareholders' interests and short positions, being 5% or more of the Company's issued share capital, other than those of the directors as disclosed above.

MANAGEMENT CONTRACTS

No contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year.

MAJOR CUSTOMERS AND SUPPLIERS

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

Sales

– the largest customer	16.0%
– five largest customers combined	36.6%

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

Purchases

– the largest supplier	41.8%
– five largest suppliers combined	67.5%

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

CORPORATE GOVERNANCE

During the year ended 31st December 2024, the Company has complied with the code provisions set out in the Corporate Governance Code as stated in Part 2 of Appendix C1 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited except the following:

Code Provision C.2.1

The Board is of the view that although Mr. Lee Sou Leung, Joseph is the Chairman and Group Chief Executive Officer of the Company, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals and meet from time to time to discuss issues affecting operation of the company.

COMPLIANCE WITH MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS OF LISTED COMPANIES ("MODEL CODE")

For the year ended 31st December 2024, the Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules. The Company has made specific enquiry of all directors regarding any non-compliance with the Model Code during the year ended 31st December 2024 and they all confirmed that they have fully complied with the required standard set out in the Model Code.

AUDIT COMMITTEE

The Audit Committee, comprised of three independent non-executive directors of the Company, namely Mr. WONG Tat Cheong, Frederick, Mr. ZAVATTI Salvatore and Mr. KRACHT Jurgen Ernst Max has reviewed the accounting principles and practices adopted by the Group with the management and has discussed risk management and internal control systems and financial reporting matters, including a review of the consolidated financial statements for the year ended 31st December 2024 with the directors.

SUFFICIENCY OF THE PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the directors, it is confirmed that there is sufficient public float of at least 25% of the Company's issued shares at 25th March 2025.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Pursuant to rule 3.10(1) and 3.10(2) of the Listing Rules, the Company has appointed three independent non-executive directors. The Company confirms that it has received from each of the independent non-executive directors an annual confirmation of his independence pursuant to rule 3.13 and the Company considers all the existing independent non-executive directors to be independent.

PENSION SCHEME ARRANGEMENTS

The Group operated a defined contribution retirement scheme, an Occupational Retirement Scheme, for qualified employees, including executive directors of the Company, in Hong Kong prior to 1st December 2000. The cost charged to the income statement represents contributions payable or paid to the funds by the Group at the rate of 5% of the salary with a current ceiling of HK$1,500 per month for general staff and there is no ceiling for managerial staff. Where there are employees who leave the scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

With effect from 1st December 2000, a Mandatory Provident Fund scheme (the "MPF scheme") has been set up for employees in Hong Kong, in accordance with the Mandatory Provident Fund Scheme Ordinance. Commencing on 1st December 2000, the existing employees in Hong Kong may elect to join the MPF scheme, and all new employees in Hong Kong are required to join the MPF scheme. Under the rules of the MPF scheme, the employer and its employees in Hong Kong are each required to contribute 5% of their gross earnings with a current ceiling of HK$1,500 per month to the MPF scheme. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. No forfeited contribution is available to reduce the contribution payable in the future years. The MPF contributions charged to the income statement represent the contributions payable to the funds by the Group.

Employees of the Company's subsidiaries in the People's Republic of China (the "PRC") are required to participate in defined contribution retirement schemes operated by the local municipal governments. The retirement schemes for employees of the Company's overseas subsidiaries follow the local statutory requirements of the respective countries. Contributions are made to the schemes based on a certain percentage of the applicable employee payroll.

Details of the pension scheme contributions of the Group for the year ended 31st December 2024 are set out in Note 24(a) to the consolidated financial statements.

PERMITTED INDEMNITY PROVISION

The Company's Bye-laws provide that all directors and officers of the Company shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty. Directors' liability insurance is arranged to cover the directors of the Company against any potential costs and liabilities arising from claims brought against them.

MAJOR AND CONNECTED TRANSACTION

On 10th May 2024, Leeport Machine Tool Company Limited as vendor (the "Vendor") (an indirect wholly-owned subsidiary of the Company) and Mr. LEE Sou Leung, Joseph,a director of the Company, as purchaser (the "Purchaser"), entered into a sale and purchase agreement, pursuant to which the Vendor has conditionally agreed to sell and the Purchaser has conditionally agreed to purchase a property, which comprises a domestic unit for residential use together with a car parking space of Hong Kong Parkview (the "Property") at a consideration of HK$53,000,000 (the "Disposal"). It is believed that the Disposal would generate additional working capital for the Group, reduce gearing and finance costs of the Company and allow the Group to allocate more resources to the other existing businesses.

The Purchaser is an executive Director, the Chief Executive Officer of the Group and the Chairman of the Board. As such, under Chapter 14A of the Listing Rules, the Purchaser is a connected person of the Company. Accordingly, the Disposal constitutes a connected transaction for the Company under Chapter 14A of the Listing Rules. As at 30th June 2024, the Group received approximately HK$10,000,000 of the net proceeds as deposit and has been used as general working capital of the Group. The completion date of the disposal was set at 15th July 2024.

As at 22nd August 2024, the net proceeds from Disposal has been fully utilised as follows:

– approximately HK$29,612,000 has been used as general working capital of the Group

– approximately HK$23,008,000 has been be used for distribution of the special dividend to the shareholders of the Company

The net proceeds have been applied in the manner consistent with that in the circular of the Company dated 3rd June 2024 (the "Circular"). Details of the Disposal have been disclosed in the Circular.

RELATED PARTY TRANSACTION

Details of the major related party transactions undertaken in the normal course of business are provided under note 31 to the consolidated financial statements of this annual report, and save as the connected transaction disclosed above, which has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules, none of which constitutes a discloseable continuing connected transaction or connected transaction as defined under the Listing Rules.

AUDITOR

The consolidated financial statements have been audited by PricewaterhouseCoopers.

On behalf of the Board

LEE Sou Leung, Joseph
Chairman

Hong Kong, 25th March 2025

Corporate Governance Report

CORPORATE GOVERNANCE PRACTICES

The board of directors of the Company (the "Board") and the management of the Company and its subsidiaries (together, the "Group") are committed to establishing good corporate governance practices and procedures. The maintenance of high standard of business ethics and corporate governance practices have always been one of the Group's goals. The Company believes that good corporate governance provides a framework that is essential for effective management, successful business growth and a healthy corporate culture, thereby leading to the enhancement of shareholders' value.

The Board has adopted the Corporate Governance Code (the "CG Code") as set out in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules"). Continuous efforts are made to review and enhance the Group's risk management and internal controls and procedures in light of changes in regulations and developments in best practices. To us, maintaining high standards of corporate governance practices is not just complying with the provisions but also the intent of the regulations to enhance corporate performance and accountability.

The Board is pleased to report compliance with the code provisions of the CG Code for the year ended 31st December 2024, except where otherwise stated.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "Model Code") as its own code of conduct regarding securities transactions by Directors. Having made specific enquiry with all directors, the directors confirmed that they had complied with the required standard set out in the Model Code throughout the year.

Board of Directors

The Board comprises:

Executive Directors:	Mr. LEE Sou Leung, Joseph *(Chairman and Group Chief Executive Officer)* Mr. CHAN Ching Huen, Stanley Mr. POON Yiu Ming
Non-executive Director:	Ms. TSE Sui Yin, Sally
Independent Non-executive Directors:	Mr. ZAVATTI Salvatore Mr. WONG Tat Cheong, Frederick Mr. KRACHT Jurgen Ernst Max

Each independent non-executive director has given an annual confirmation of his independence to the Company, and the Company considers them to be independent under Rule 3.13 of the Listing Rules.

Mr. Tse Sui Yin, Sally, a non-executive Director appointed during the review year, confirm that she has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 19th December 2024 and understand her legal obligations as director of a listed issuer under the Listing Rules.

During the financial year ended 31st December 2024, a total of 5 Board meetings, one annual general meeting ("2024 AGM") and one special general meeting ("SGM") were held and the attendance of each director is set out as follows:

	Number of meetings attended in the year ended 31st December 2024		
Name of Director	**Board meetings**	**2024 AGM**	**SGM**
Mr. LEE Sou Leung, Joseph	5/5	1/1	1/1
Mr. CHAN Ching Huen, Stanley	5/5	1/1	1/1
Mr. POON Yiu Ming	5/5	1/1	1/1
Ms. TSE Sui Yin, Sally (appointed on 23rd December 2024)	N/A	N/A	N/A
Mr. ZAVATTI Salvatore	5/5	1/1	1/1
Mr. WONG Tat Cheong, Frederick	5/5	1/1	1/1
Mr. KRACHT Jurgen Ernst Max	5/5	1/1	1/1

RESPONSIBILITIES OF THE BOARD

The Board is responsible for leadership and control of the Group and be collectively responsible for promoting the success of the Group by directing and supervising the Group's affairs. The Board focuses on formulating the Group's overall strategies and operational goals; authorising the development plan and budget; monitoring financial and operating performance; reviewing the effectiveness of the risk management and internal control systems; supervising and managing management's performance of the Group; and setting the Group's values and standards. The Board delegates the day-to-day management, administration and operation of the Group to the management. The delegated functions are reviewed by the Board periodically to ensure that they accommodate the needs of the Group.

CORPORATE GOVERNANCE FUNCTIONS

No corporate governance committee has been established and the Board is responsible for performing the corporate governance functions such as developing and reviewing the Company's policies, practices on corporate governance, training and continuous professional development of directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, etc. The Board reviewed the Company's policies and practices on corporate governance as well as the Company's compliance with the corporate governance code.

The Board held meetings from time to time whenever necessary. The company secretary assists in preparing the agenda for meetings and ensures that all relevant rules and regulations are followed.

Minutes of every Board meeting are circulated to all directors for their perusal and comments prior to confirmation of the minutes at the following board meeting. The Board also ensures that it is supplied in a timely manner with all necessary information in a form and of a quality appropriate to enable it to discharge its duties.

Every Board member has full access to the advice and services of the company secretary with a view to ensuring that Board procedures, and all applicable rules and regulations are followed and they are also entitled to have full access to Board papers and related materials so that they are able to make an informed decision and to discharge their duties and responsibilities.

CHAIRMAN AND GROUP CHIEF EXECUTIVE OFFICER

Mr. Lee Sou Leung, Joseph is the Chairman and the Group Chief Executive Officer of the Company. Mr. Lee Sou Leung, Joseph has extensive experience in the industry which is beneficial and of great value to the overall development of the Company.

The Board is of the view that although the Chairman is also the Group Chief Executive Officer, the balance of power and authority is ensured by the operation of the Board, which comprises experienced individuals and meets from time to time to discuss issues affecting operation of the Company.

The Board also believes that the current structure is conducive to strong and consistent leadership, enabling the Company to make and implement decisions promptly and efficiently. The Board will regularly review the need to appoint different individuals to perform the roles of chairman and chief executive officer separately.

APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each executive director is appointed for an initial term which is renewable automatically each year. The non-executive director and all independent non-executive directors are appointed for a specific term which may be renewed as each director and the Company may agree. However, their appointments are subject to retirement by rotation and re-election at the annual general meetings of the Company in accordance with the provision of the Bye-laws of the Company (the "Bye-laws").

The Bye-laws of the Company provides that at each annual general meeting, one-third of the directors for the time being shall retire from office by rotation and that every director shall be subject to retirement by rotation at least once every 3 years.

PROFESSIONAL DEVELOPMENT

To assist directors' continuing professional development, the Company recommends directors to attend relevant seminars and webinar to develop and refresh their knowledge and skills. Directors also participate in continuous professional development programmes such as external seminars organised by qualified professionals, to develop and refresh their knowledge and skills in relation to their contribution to the Board. A record of the training received by the respective directors are kept and updated by the company secretary of the Company.

The directors have attended various seminars, webinar and meetings organised by such as The Hong Kong Chartered Governance Institute to develop and refresh their knowledge so as to ensure that their contribution to the Board remains informed and relevant. All the directors also understand the importance of continuous professional development and are committed to participating any suitable training to develop and refresh their knowledge and skills.

The individual training record of each director received for the year ended 31st December 2024 is summarized below:

	Attending seminar(s)/webinar(s)/forum(s)/ programme(s)/conference(s)relevant to the business or directors' duties
Mr. LEE Sou Leung, Joseph	✓
Mr. CHAN Ching Huen, Stanley	✓
Mr. POON Yiu Ming	✓
Ms. TSE Sui Yin, Sally	✓
Mr. ZAVATTI Salvatore	✓
Mr. WONG Tat Cheong, Frederick	✓
Mr. KRACHT Jurgen Ernst Max	✓

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy effective on 1st September 2013 which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company.

The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service. All board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Selection of candidates will be based on a range of diversity perspectives as stated in the above. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this report, the Board comprises 7 directors. Three of the directors are independent non-executive directors and independent of management, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of nationality, professional background and skills. Biographical details with the professional experience, skills and knowledge of the Directors are available in the section of "Biographical details of Directors and Senior Management" of this annual report.

To enhance gender diversity, the Board appointed Ms. Tse Sui Yin, Sally as a non-executive director of the Company with effect from 23 December 2024. The Board and the Nomination Committee will stay vigilant in identifying a pipeline of potential successors to the Board. The Company constantly implement recruitment and promotion policies which encourage and attract qualified incumbents to take up senior managerial and board roles.

The Board considers the current Board composition has provided the Company with a good balance of skills, experience and diversity of perspectives appropriate to the requirements of its business. The Board will continue to regularly review its composition taking into consideration board diversity for the needs and benefits of the Company's business.

The Nomination Committee reviews the implementation and effectiveness of the board diversity policy at least annually to ensure it remains effective and appropriate for the Company and in compliance with regulatory requirements and good corporate governance practices.

To achieve diversity at workforce level, the Group has put in place appropriate recruitment and selection practices such that a diverse range of candidates are considered and ensure that gender diversity is taken into account when recruiting staff members.

Details of the Group's gender diversity at workforce level are set out in the Environmental, Social and Governance report of this annual report.

The Company targets to avoid a single gender Board and to avoid a single gender workforce. The Company has not set any other measurable objectives for implementation of the diversity policy in relation to the Board members and the workforce of the Group (including gender diversity). However, the Company will consider and review from time to time such diversity policy (including gender diversity) and setting of any measurable objectives (if applicable).

DIVIDEND POLICY

The Dividend Policy of the Company aims at enhancing transparency of the Company and facilitating the shareholders and investors to make informed investment decisions relating to the Company. Under the dividend policy, the Company does not have any pre-determined dividend payout ratio. The declaration, payment and amount of dividends are subject to the board of directors of the Company ("Board")'s discretion having regard to the following factors:

(1) the Group's actual and expected financial performance;

(2) the Group's expected working capital requirements, capital expenditure requirements and future expansion plans;

(3) retained earnings and distributable reserves of the Company and each of the members of the Group;

(4) the Group's liquidity position;

(5) the general economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;

(6) the contractual restrictions on the payment of dividends by the Company to its shareholders (if any);

(7) the statutory and regulatory restrictions on the payment of dividends by the Company; and

(8) any other factors that the Board deems relevant.

The Company's dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Company in the future.

Such declaration and payment of the dividend by the Company is also subject to any restrictions under the Companies Act of Bermuda, any applicable laws, rule and regulations and the bye-laws of the Company.

Any declaration and payment of future dividends under the Dividend Policy are subject to the Board's determination that the same would be in best interests of the Group and the shareholders of the Company as a whole. The Board will review the Dividend Policy from time to time and may exercise at its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time as it deems fit and necessary. There is no assurance that dividends will be paid in any particular amount for any given period.

AUDIT COMMITTEE

The audit committee of the Company (the "Audit Committee") comprises of three independent non-executive directors, who have reviewed the financial statements for the year ended 31st December 2024. One member has accounting professional qualifications or related financial management expertise. Mr. Wong Tat Cheong, Frederick is the current chairman of the Audit Committee.

No member of the Audit Committee is a member of the former or existing auditor of the Company. The terms of reference of the Audit Committee are available at the Company's website and on the website of The Stock Exchange of Hong Kong Limited.

Our Audit Committee has primary responsibility for monitoring the quality of risk management and internal control and ensuring that the financial performance of the Company is properly measured and reported on, receiving and reviewing reports from management and the auditors relating to the annual and interim accounts, and monitoring the accounting and risk management and internal control systems in use throughout the Group.

According to the current terms of reference, meetings of the Audit Committee shall be held at least twice a year. Two meetings were held during the year ended 31st December 2024. The attendance of each member is set out as follows:

Name of members of Audit Committee	Number of meetings attended in the financial year ended 31st December 2024
Mr. WONG Tat Cheong, Frederick	2/2
Mr. ZAVATTI Salvatore	2/2
Mr. KRACHT Jurgen Ernst Max	2/2

At the meetings held during the year, in performing its duties in accordance with its terms of reference, the work performed by the Audit Committee included:

(a) review and supervise the financial reporting process and risk management and internal control systems of the Company and its subsidiaries;

(b) recommendation to the Board, for the approval by shareholders, of the re-appointment of PricewaterhouseCoopers as the external auditor and approval of their remuneration;

(c) determination of the nature and scope of the audit; and

(d) review the financial statements for the relevant periods.

REMUNERATION COMMITTEE

The remuneration committee of the Company (the "Remuneration Committee") was established on 10th September 2005 comprising the existing three independent non-executive directors and Mr. Lee Sou Leung, Joseph. Mr. Zavatti Salvatore is the current chairman of the Remuneration Committee. The terms of reference of the Remuneration Committee are available at the Company's website and on the website of The Stock Exchange of Hong Kong Limited.

The roles and functions of the Remuneration Committee include consulting the chairman of the Board about their remuneration proposals for other executive directors, making recommendation to the Board on the Company's remuneration policy and structure for all directors' and senior management and to review and/or approve matters relating to share schemes and the Remuneration Committee has adopted the approach under E.1.2(c)(ii) of the code provisions to make recommendations to the Board on the remuneration packages of individual executive directors and senior management.

Meeting of the Remuneration Committee shall be held at least once a year. One meeting was held during the year ended 31st December 2024. During the meeting, the committee has reviewed the remuneration policy of the Group and the directors' remuneration.

The attendance of each member is set out as follows:

Name of members of Remuneration Committee	Number of meetings attended in the financial year ended 31st December 2024
Mr. ZAVATTI Salvatore	1/1
Mr. LEE Sou Leung, Joseph	1/1
Mr. WONG Tat Cheong, Frederick	1/1
Mr. KRACHT Jurgen Ernst Max	1/1

The emolument payable to directors depends on their respective contractual terms under the service contracts and the appointment letters, and as recommended by the Remuneration Committee. Details of the directors' emolument are set out in note 33 to the consolidated financial statements. The remuneration of the members of the senior management (other than Directors) by band for the year ended 31st December 2024 is set out below:

HK$	Number of members of senior management
Not more than HK$1,000,000	5

NOMINATION COMMITTEE

The nomination committee of the Company (the "Nomination Committee") comprises Mr. Lee Sou Leung, Joseph ("Mr. Lee") and the existing three independent non-executive directors. Mr. Lee is the chairman of the Nomination Committee. The terms of reference of the Nomination Committee are available at the Company's website and on the website of The Stock Exchange of Hong Kong Limited.

The roles and functions of the Nomination Committee include reviewing the structure, size and composition of the Board at least annually, making recommendations on any proposed changes to the Board to complement the Company's corporate strategy, identifying individuals suitably qualified to become members of the Board and selecting individuals nominated for directorship (if necessary), assessing the independence of the independent non-executive directors and making recommendations to the Board on the appointment or re-appointment of directors and succession planning for directors, in particular the Chairman and the chief executive officer. In considering the nomination of new directors, the Board will take into account the qualification, ability, working experience, leadership and professional ethics of the candidates, especially their experience in the machinery industry and/or other professional areas.

The procedures for the election and appointment of director(s) are that the Nomination Committee may search for candidates for directors on an extensive scale in the Company, its subsidiaries and the job market, gather information of the preliminary candidates and then shall submit to the board of directors its recommendations on candidates for directors and relevant materials prior to the election of new directors.

Meeting of the Nomination Committee shall be held at least once a year. One meeting was held during the year ended 31st December 2024. Issues concerning the structure, size and composition of the board of directors and appointment of director were discussed.

The attendance of each member is set out as follows:

Name of members of Nomination Committee	Number of meetings attended in the financial year ended 31st December 2024
Mr. LEE Sou Leung, Joseph	1/1
Mr. ZAVATTI Salvatore	1/1
Mr. WONG Tat Cheong, Frederick	1/1
Mr. KRACHT Jurgen Ernst Max	1/1

ACCOUNTABILITY AND AUDIT

Financial Reporting

The management provides such explanation and information to the Board and reports regularly to the Board on financial position and prospects of the business of the Company so as to enable the Board to make an informed assessment of the financial and other performance of the Company. The directors acknowledge their responsibilities for preparing the consolidated financial statements of the Group. The consolidated financial statements prepared by the directors of the Company are prepared and presented to enable a balanced, clear and comprehensible assessment of the Company's performance, position and prospects. The directors are responsible for overseeing the preparation of consolidated financial statements of each financial period. The Board was not aware of any material uncertainties relating to events or conditions that might cast significant doubt upon the Group's ability to continue as a going concern and the Board has prepared the financial statements on a going concern basis. The responsibility of the external auditor is to form an independent opinion, based on their audit, on those consolidated financial statements prepared by the Board and to report their opinion to the shareholders of the Company. A statement by auditor about their reporting responsibility is set out in the Independent Auditor's Report.

Risk Management and Internal Control Systems

The Board is responsible for the risk management and internal control systems of the Company and reviewing their effectiveness. The Board oversees the overall risk management of the Group and endeavours to identify, control impact of the identified risks and facilitate implementation of coordinated mitigating measures. The risks and the relevant measures have been disclosed in the report of the directors of this annual report. The risk management and internal control systems of the Company are designed to manage rather than eliminate the risk of failures to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board, the Group's internal audit department and management review the effectiveness of the internal control system of the Company and its subsidiaries. The Audit Committee, reviews the findings and opinions of the Group's internal audit department and management on the effectiveness of the Company's system of internal control, and reports to the Board on such reviews.

The internal audit department of the Group should ensure that the Company maintains sound and effective internal controls to safeguard the shareholders' investments and the Group's assets. The main functions of the internal audit department are to audit the operating efficiencies of each of the operating units, to assist the Board in reviewing the effectiveness of the internal control systems of the Group and to review internal control of business processes and conduct project based auditing. Evaluation of the Group's internal controls covering financial, operational compliance controls and risk management functions will be conducted annually by the Board.

The management of the Company has established a set of comprehensive structure, standards and procedures in areas of operational, financial and risk controls for safeguarding assets against unauthorized use or disposition; for maintaining proper accounting records and a sound cash management system; and for ensuring the reliability of financial information to achieve a satisfactory level of assurance against the likelihood of the occurrence of fraud and errors.

The Board reviews the risk management and internal controls annually. The Board has conducted a review of, and is satisfied with the effectiveness of the risk management and internal control systems and the internal audit function for the year ended 31st December 2024 as well as the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function.

With respect to the monitoring and disclosure of inside information, the Company has formulated its guidelines, with an aim to ensure that the insiders abide by the confidentiality requirement and fulfill the disclosure obligation of the inside information.

AUDITORS' REMUNERATION

The amount of fees charged by the Group's auditors in respect of their audit services and non-audit services is disclosed in Note 23 to the consolidated financial statements. The non-audit services are related to tax services and professional services rendered in relation to the agreed-upon procedures on interim results announcement for nil (2023: HK$488,000) and HK$530,000 (2023: HK$450,000) respectively. The Audit Committee is responsible for reviewing the remuneration and terms of engagement of the external auditors and for making recommendation to the Board regarding any non-audit services to be provided to the Group by the external auditors.

COMPANY SECRETARY

Mr. Chan Ching Huen, Stanley was appointed as Company Secretary of the Company since 2003. The biographical details of Mr. Chan Ching Huen, Stanley are set out under the section headed "Biographical Details of Directors and Senior Management".

According to Rule 3.29 of the Listing Rules, Mr. Chan has taken no less than 15 hours of relevant professional training during the financial year ended 31st December 2024.

SHAREHOLDERS' RIGHTS

Shareholder(s) holding at the date of deposit of the requisition not less than one-tenth of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition sent to the company secretary of the Company, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two months after the deposit of such requisition.

Shareholder(s) of the Company holding (i) not less than one-twentieth of the total voting rights of all shareholders having the right to vote at the general meeting; or (ii) not less than 100 shareholders, can submit a written request to the company secretary of the Company stating the resolution intended to be moved at the general meeting or a statement of not more than 1,000 words with respect to the matter referred to in any proposed resolution or the business to be dealt with at a particular general meeting.

As regards proposing a person for election as a director, please refer to the procedures available on the website of the Company.

The above procedures are subject to the Company's Bye-laws, the Bermuda Companies Act 1981 and applicable legislation and regulation (as amended from time to time). Shareholders who have enquiries about the above procedures or have enquiries to put to the Board may write to the company secretary of the Company at the principal place of business at 1st Floor, Block 1, Golden Dragon Industrial Centre, 152-160 Tai Lin Pai Road, Kwai Chung, New Territories, Hong Kong or by e-mail to main@leeport.com.hk for the attention of the company secretary.

INVESTOR RELATIONS

Communication with Shareholders

The Company has established a shareholders' communication policy and the Board shall review it on a regular basis to ensure its effectiveness. The Company communicates with the shareholders and/or potential investors mainly by holding of annual general meeting ("AGM") and special general meeting which shall be convened for specific purposes (if any) which provide opportunities for the shareholders to communicate with the Board, by publication of announcements, annual reports, interim reports and/or circulars as required under the Listing Rules and the availability of information of the Group on the Company's website at www.leeport.com.hk.

Shareholders and investors are welcome to visit the Company's website where contact details are available on the Company's website for enquiries.

The chairman of the 2024 AGM and SGM and the chairman/members of the Board Committees and the external auditor or independent financial adviser were available at the 2024 AGM and SGM to answer questions from the shareholders. The procedures for conducting a poll have been explained during the meetings.

Shareholder communication is effective during the year because shareholders can raise questions to the management of the Company at the 2024 AGM and SGM and contact details are available for shareholders and stakeholders to contact the Company directly. The Board reviewed the implementation and effectiveness of the shareholders' communication policy and the results were satisfactory.

During the year ended 31st December 2024, The Company has adopted an amended and restated bye-laws of the Company by a special resolution passed on 26th June 2024 and effective on the same date. Save as disclosed, during the year ended 31st December 2024, there had been no change in the Company's constitutional documents. The bye-laws is available on the websites of the Company and of the Stock Exchange.

Environmental, Social and Governance Report

ABOUT THIS REPORT

Leeport Group ("the Group") is pleased to present our Environmental, Social and Governance ("ESG") Report (the Report") to outline our strategies and performance on our sustainable development.

REPORTING PERIOD AND SCOPE

Unless otherwise stated, the Report covers the business segments of trading of machine tools machinery, metalworking machinery, measuring instruments, cutting tools and electronics equipment in the PRC, Hong Kong and other countries and territories (principally Singapore, Germany, Malaysia, Indonesia and Taiwan) for the period form 1st January 2024 to 31st December 2024.

REPORTING STANDARD

The Report has been prepared in accordance with the disclosure requirements of the Environmental, Social and Governance Reporting Guide (the "ESG Reporting Guide") as set out in Appendix C2 to the Rules Governing the Listing of Securities issued by the Stock Exchange of Hong Kong Limited.

BOARD STATEMENT ON ESG MATTERS

The Board of Leeport ("the Board") is responsible for management of the ESG matters of the Group's operations. The Board is responsible for providing guidance for the development of the Group's ESG policies, approaches, strategies and values. The Board is also responsible for reviewing the identification, evaluation and management of ESG matters. In addition, the Board needs to review and monitor the progress made against ESG related goals and targets. The preparation of the ESG Report is delegated to the executive management to ensure balanced disclosure of ESG performance and compliance with all applicable Listing Rules.

The Board leads the Group to assess, identify and prioritise the ESG matters and their importance to Leeport and its stakeholders through engagement with internal and external stakeholders. ESG initiatives and measures are developed and implemented in accordance with the assessed materiality of various ESG matters, and reported in the ESG Report.

REPORTING PRINCIPLES

The reporting principles (namely materiality, quantitative, balance and consistency) outlined in the ESG Reporting Guide have been adopted during the preparation of the Report. Those reporting principles are applied in the Group as follows:

Reporting Principles	Our Application
Materiality	When identifying material sustainability issues of the Group, apart from considering our business nature and concerns of the Group, we also take into account the opinions of various key stakeholders.
Quantitative	The Group discloses its key environmental and social performance indicators with quantitative measures and to provide historical data for comparison.
Balance	The Group has identified and disclosed the ESG issues that have significant impact on the Group's business in this Report, which include our accomplishment and challenges.
Consistency	Consistent methodology has been use in the Report with necessary explanation on any changes to the methods used as compared to the previous year. Explanations have also been provided for changes in the reporting scope for the year.

Stakeholder Engagement

The Group has established a number of transparent and diverse communication channels, with the aim to understand the views and needs of various stakeholder groups. The Group gathers and understands their expectations on our sustainability performance and to ensure their opinions are effectively gathered and well considered through regular communication and engagement exercises. The key engagement channels for each stakeholder group are listed as follows:

Stakeholder Groups engaged		Methods of Engagement
Internal Stakeholders	Management	• Regular meetings • Ongoing engagement • Small group discussions
	General Employees	• Regular meetings • Orientation activities • Bulletin boards • Annual appraisal meetings • Employee engagement events • Staff newsletters

Stakeholder Groups engaged		Methods of Engagement
External Stakeholders	Community	• Hotline and email address in website and WeChat page
	Customers	• Guest satisfaction questionnaires • Daily communication with front-line staff • Customer feedback mechanism • Hotlines and email address in website and WeChat page
	Investors/Shareholders	• General meetings • Annual and interim reports • Press Release/announcements
	Industrial Associations	• Industry forums and gatherings • Showrooms • Exhibitions
	Suppliers/Contractors/ Business Partners	• On-site assessment visits and meetings • Regular meetings

Materiality Assessment

Leeport reviews the material sustainability issues related to its business operations regularly. The Group takes the outcome of the stakeholder engagement exercises as the basis for the materiality assessment. The prioritisation of the material topics and the steps taken in our materiality assessment are summarised as follows:

Step 1

ESG TOPICS IDENTIFICATION

Through conducting background review, including stakeholder interviews, documentation review and peer analysis, ESG team of the Group identified sustainability issues in Leeport's business operations.

Step 2

RANKING ESG TOPICS

Our ESG team ranked the identified sustainability issues from 1 (not important at all) to 6 (very important) based on their apparent importance to Leeport's business operations.

Step 3

RESULT VALIDATION

The management studied and approved the results of materiality assessment. They also ensured that the identified topics align with the Group's strategy.

The following 15 issues are considered material and are discussed in detail throughout this report:

Environmental

- Environmental Management
- Energy Efficiency
- Greenhouse Gas Emissions
- Waste Management

Operating Practices

- Anti-corruption
- Product and Service Quality
- Customer Privacy
- Customer Feedback Mechanism
- Supply Chain Management

Employees

- Employment Relations
- Employee Retention
- Employee Training and Development
- Occupational Health and Safety
- Labour Standard Compliance

Community

- Community Investment and Engagement

Leeport is committed to reducing environmental impacts for a better future. The Group endeavors to enhance sustainable development of the communities by pursuing environmental protection measures which can reduce negative impacts on the environment.

Our environmental policy is implemented step by step ensuring that environmental considerations are vital priority in all our decisions to enhance sustainable development. We identify the potential risks of environmental impacts and adopt appropriate mitigating measures. Aligned with our future development and sustainability plan, the Group will continue to protect the environment by better management on wastes, energy consumption, water usage and natural resources.

EMPLOYEES

The Group complies strictly with all relevant, applicable local laws and regulations, including but not limited with the Employment Ordinance of Hong Kong, the Labor Law of the PRC, and the Special Rules on the Labor Protection of Female Employees of the PRC. We have established procedures to ensure that our operations comply fully with such laws and regulations. The Group enforces local working hours and arranges annual leave, casual leave, sick leave, maternity leave and all official public holidays for staff. As a leading distributor of advanced equipment and precision tools, we work around the clock to provide the best possible service to our valuable customers, so some of our employees are required to work overtime on holidays or after office hours. We pay an overtime salary for such overtime work in accordance with local regulations.

The Group regularly develops, reviews and improves its Human Resources administration policies and system. For example, it has implemented a performance appraisal system for all employees, and has established remuneration system based on position, capacity, attitude and performance.

The Group has published staff handbooks for employees in Hong Kong and the PRC, and regularly arranges training courses to ensure that staff members understand the company's policies and their benefits and responsibilities.

As at 31st December 2024, we had a total of 233 employees and the distribution of employees by gender, geographical region, employment type and age group is outlined below:

By Gender	
Male	151
Female	82

Geographical region	
Hong Kong	41
Mainland China	180
Others	12

Employment type	
Senior management	8
Middle management	32
General employees	193

Age Group	
Aged Below 30	9%
Between 30-50	71%
Above 50	20%

EMPLOYEE DISTRIBUTION

Employee Turnover

Staff turnover rate	
Male	9.9%
Female	8.5%

Geographical region	
Hong Kong	9.8%
Mainland China	9.4%

Age Group	
Aged Below 30	1.3%
Between 30-50	7.9%
Above 50	12.5%

Employee Welfare

The Group complies strictly with laws in connection with social security. Starting from 1st December 2000, the existing employees in Hong Kong were able to elect to join the Mandatory Provident Fund scheme ("MPF Scheme"), and all new employees in Hong Kong have been required to join the MPF Scheme. Prior to 1st December 2000, the Group opened a defined contribution retirement scheme, an Occupational Retirement Scheme, for qualified Hong Kong employees. For our operations in the PRC, we adhere strictly to The Social Insurance Law of the PRC, covering basic pension insurance, basic medical insurance, industrial injury insurance, unemployment insurance and maternity insurance. All our employees in the PRC have joined this national social insurance scheme. The retirement schemes for employees of other overseas subsidiaries follow the local statutory requirements of the respective countries.

Health and Safety

In 2024, there is no occupational accident incurred and occupational diseases were reported. We have achieved excellent results in controlling safety hazards in connection with machine installation and maintenance, and stock management in our warehouse.

We maintained zero work-related fatalities among our staff. The number of lost days due to work injury in the past three years was as follows:

	No. of lost days		
	2024	2023	2022
No. of lost days	**–**	56	–

* This is only the case for one of our technical support staff who broken a finger and received a medical treatment in 2023.

In order to have safety working environment, all new staff members are required to attend our in-house safety training course. Staff who are exposed to potentially risky working environments are required to attend regular safety trainings. We also arrange for our qualified engineers to educate new service staff and share their experience. The Group has created a safe and clean working environment in its offices, and displays warning signs in its warehouse to prevent the mishandling of equipment. Also, we arrange personal protective clothing, gear and equipment for service staff when they work in customers' factories.

The Group has fully satisfied its principal responsibility regarding safety and the prevention of occupational diseases, and implements all relevant local laws and regulations, including but not limited to the Prevention and Control of Occupational Diseases Law of the PRC and the Production Safety Law of the PRC.

Each subsidiary is required to investigate any weaknesses in operational safety and occupational health and to handle any safety issues immediately.

Development and Training

The Group considers that the growth of our employees is the key to the success of our business. In 2024, we organized various in-house job-related training programs in connection with team-building, leadership, technical skills, etc. Also, we regularly arrange for our technical people to attend training programs and seminars organized by our suppliers at their factories. To ensure that our key PRC staff understand the latest developments in local regulations and laws, we send them to seminars arranged by local authorities. We also offer a training subsidy to employees, in the hope of encourage them to pursue career opportunities within the Group.

The Group provides regular trainings to salespeople on product training, sales order system, new company policies if any and expenses reimbursement procedures. All the trainings are conducted by our suppliers, senior managers and department heads.

In addition to internal training, we encourage the Board and our employees to participate in external training and other educational events, such as conferences and seminars, to enhance their skills and observe diverse market practices. The Group subsidises the tuition as well as the related application and examination fees with case-by-case considerations.

	% of employees trained by gender
Male	72.5%
Female	27.5%

	% of employees trained by employment type
Senior management	0%
Middle management	8.1%
Below middle management	91.9%

	Training hours (Average)	
Male	4.4	total hours/total employee
Female	4.6	total hours/total employee
Senior management	—	total hours/total employee
Middle management	7.0	total hours/total employee
Below middle management	4.1	total hours/total employee

Labour Standards

The Group is committed to protecting human rights and complying with all relevant labour regulations and laws as stipulated by local authorities. We have no tolerance for the use of forced labour or child labour in our business operations, and we expect our business partners to behave in the same way.

Caring for Employees

To maintain long-term relationships with our employees, the Group has established a friendly and comprehensive working environment for our employees. All relevant employment practices of the Group are in line with the industrial benchmark and are regularly reviewed.

We aim to grow alongside with our employees and provide the support they need. Employees have access to a wide choice of training programs and materials, in addition to obtaining professional and close assistance from their superiors. These advantages are critical to the Group's ability to deliver high-quality services.

Recruitment, Retention and Benefits

As a responsible employer, the Group is committed to offering equal opportunity and valuing ones' experience, capability and skills in its recruitment and promotion. We have put in place an organised and fair system to ensure transparent and fair employment practices and hence protect our employees' rights.

The Group strictly prohibited the use of child and forced labour. We impose stringent background check on applicants during the hiring process. We will immediately terminate the concerned employment relationship and penalise the employees involved in the related hiring processes.

We strive to retain employees by offering them competitive remuneration packages to maintain our long-term relationships with employees. For example, discretionary bonus and yearly salary increment subject to performance are provided for employees of our business. We also value our employees' career and personal developments, assisting them to reach their full potentials through various training and performance enhancement programmes.

Our Employee Handbook outlines the general roles and obligations of employees, as well as the applicable norms for workplace behaviours and other employment related issues. Meanwhile, we value our employees' views and suggestions. We collect their comment and consider them in creating a supportive and pleasant workplace.

Employee Engagement

The Group endeavors to maintain an open and harmonious workplace and foster a culture of work-life balance by conducting active employee engagement activities and communication. Due to the social distancing regulations, we did not organize any festival celebrations and annual dinners in Hong Kong during 2024, to avoid gathering of employees. Instead, we organised staff conference by Voov Meeting and published newsletters to enhance internal communication. While the pandemic was relatively stable, we arranged Christmas party for employees to connect again after a long time. Moreover, in recognition of employees' contributions and loyalty to the Group over the years, we honour Best Staff Awards.

With the aim to improve the overall working experience, we emphasise mutual respect and understanding and therefore value our employees' feedback and views. To this end, various communication channels have been established for employees to express their concerns or suggestions. Regular staff meetings, half year staff conference and annual questionnaires are several examples, while a formal grievance mechanism is in place for employees to voice out any issues over the workplace and employment practices to their immediate supervisors and the management. The management must then coordinate follow-up actions and respond to the enquiries within a given timeframe.

PRODUCT RESPONSIBILITY

The Group is committed to provide an excellent customer experience and ensuring that our products and services are safe, user-friendly and environmentally friendly. We always think ahead on behalf our customers and work to satisfy their needs. We value customer service highly and have established a comprehensive after-sales service system. After a machine is installed, we provide a maintenance and training service. Our after-sales service team sends a questionnaire to customers, and takes the initiative to seek their feedback. If customers encounter any problems in connection with our machines or services, our professional technical staff solve the problem and ensure that our machines are operated effectively and are customized to meet our customers' requirements. We run a customized, online service systems, which improves the quality of our after-sales service, builds our corporate brand image, and increase customers' satisfaction with and loyalty to Leeport's products and services.

During periodical review meetings with suppliers, we consolidate our technical knowledge and our customers' feedback, and provide professional advice to suppliers about product enhancements so that we keep pace with the rapid developments in the marketplace.

We adhere to applicable laws in relation to health and safety standards, as well as those related to advertising and labeling. We strive to safeguard and protect intellectual property rights, and comply with local relevant privacy regulations.

In 2024, the Group was not involved in any material litigation or complaints due to product quality or service provision.

ISO

Leeport operates in accordance with the ISO 9001:2015 Quality Management System. The quality policy covers different areas including computer data control, document information procedure, customer satisfaction monitoring procedure, customer complaint and CAR Management procedure, tender management procedure and etc.

Certificate of Registration

QUALITY MANAGEMENT SYSTEM - ISO 9001:2015

This is to certify that: Leeport (Holdings) Ltd.
Block 1, 1/F.
Golden Dragon Industrial Centre
152-160 Tai Lin Pai Road
Kwai Chung
New Territories
Hong Kong

力豐(集團)有限公司
香港
新界
葵涌
大連排道152-160號
金龍工業中心第一期一樓

Holds Certificate No: **FS 84667**

and operates a Quality Management System which complies with the requirements of ISO 9001:2015 for the following scope:

The investment-holding of its subsidiaries in carrying out activity includes trading, installation (with application training) and maintenance of conventional and CNC machine tools, metalforming machinery, precise measuring instruments, cutting tools, CAD/CAM system digitizers, rapid-prototyping machines, electronics equipment and related industrial products.
提供各種傳統及電腦數控機床、板金機械、精密測量儀器、切削刀具、電腦輔助製造系統、抄數機、快速原型製造系統、電子設備及其他有關工業產品的貿易、安裝(與應用培訓)及維修服務。 提供抄數、電腦輔助製造及快速原型製造服務。

For and on behalf of BSI:

Michael Lam - Managing Director Assurance, APAC

Original Registration Date: 2004-06-02
Latest Revision Date: 2024-11-04

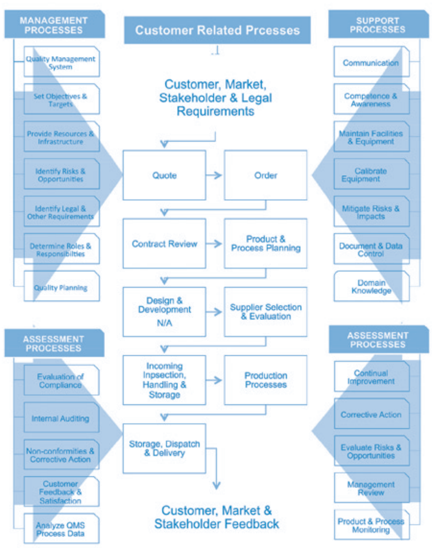
Effective Date: 2024-12-15
Expiry Date: 2027-12-14

Page: 1 of 4

...making excellence a habit.™

This certificate was issued electronically and remains the property of BSI and is bound by the conditions of contract.
An electronic certificate can be authenticated online.
Printed copies can be validated at www.bsi-global.com/ClientDirectory or telephone (852) 3149 3300.
Further clarifications regarding the scope of this certificate and the applicability of ISO 9001:2015 requirements may be obtained by consulting the organization.

ISO Certificate



Example: Customer Related Process

Quality assurance process and recall procedure

All disputes between the two parties in connection with contract or the execution thereof shall be settled through friendly negotiations. Where no settlement can be reached, the disputes shall be submitted for arbitration. The arbitration shall take place in Beijing and be conducted by China International Economic and Trade Arbitration Commission, Beijing Commission in accordance with its Rules of Arbitration. The decision of the Arbitration Commission shall be accepted as final and binding upon both parties. Neither party shall be seeking recourse to a law court or other authorities appeal for revision of the decision. Arbitration expense shall be borne by the losing party.

Customer Feedback

The Group believes the opinions from customers can drive our continuous improvement and are essential in our pursuit of excellence. We welcome the opinions from customers by establishing various communication channels with customers including email, Wechat, etc. After the completion of job, we will conduct a survey to find out what our customers think of our service and improvement to meet their needs.

Data Protection and Privacy

The Group places great importance on data protection of customers. We have strictly complied with the relevant provisions of the Personal Data (Privacy) Ordinance in Hong Kong. The Group stipulated the terms and conditions relating to confidentially of information in the employment contracts, requiring employees to undertake not to disclose any information to any third parties without written consent of the Group. Employee who breaches the terms is subject to instant dismissal without compensation or other legal actions necessary.

ANTI-CORRUPTION AND ANTI-MONEY LAUNDERING

The Group is committed to upholding a high standard of ethics, responsibility and integrity in our business operations. We refuse to accept or tolerate a form of bribery or corruption in connection with our business activities. All of our employees and directors are regularly advised of our policy against corruption. All new employees and directors are required to read our anti-corruption and bribery policy and are expected to commit themselves to complying with such policy.

We also provide channels for our stakeholders to report any suspicious case of corruption, fraud, dishonest practices and any similar matters in confidential manner, while every effort will be made to protect the whistle-blowers. All reported cased will be investigated thoroughly by a team led by Chief Financial Officer, department heads or senior management, and appropriate corrective, disciplinary or legal measures will be taken according to the investigation result. No legal case regarding corruption has incurred in FY2024 and FY2023.

SUPPLY CHAIN MANAGEMENT

While the global supply chain was disrupted in the midst of COVID-19 pandemic, it also impact on our daily business operations because of shortage of chips and chaos in ocean shipping.

There are growing expectations of stakeholders (including the government, customers, shareholders, employees, etc.) to take responsibility for its supplier's environmental, social and ethical practices. Leeport is increasingly making responsible sourcing an integral part of its procurement and supply chain management processes to understand and manage these risks in the supply chain.

The Group has formulated the Group Purchasing Policy (GPP) to include responsible business in the various processes and criteria for suppliers' selection and management.

Supplier Selection and Monitoring

To enable us to continuously improve quality management in our procurement process and achieve the highest standard of business practices and service offering.

All the potential suppliers are evaluated under stringent evaluation procedures. Potential suppliers are required to complete the vendor registration form, which assesses the suppliers on various aspects, such as quality assurance and corporate governance. Upon completion of the form, our purchasing department investigates the background of the company, focusing on their financial credibility. The department also conducts an assessment of the supplier's quality of delivery, environmental and social compliance and internal control.

In 2024, 370 suppliers were based in mainland China, 19 were based in Hong Kong and 36 were based outside China.

THE ENVIRONMENT

The Group has made continuous efforts to build a more sustainable business and help address the threat of climate change. As such, the Group adhere strictly to local environment protection laws and regulations. Moreover, we have developed a green office policy, which has been applied extensively in all our offices located in Hong Kong, PRC, Taiwan, Singapore and elsewhere.

ENERGY, AIR AND GHG EMISSION

The source of our air, GHG emission and energy consumption mainly originates from purchased electricity consumed for daily office operations. Extreme climate events are significantly affect the globe. We recognize the importance of enhancing energy efficiency in our daily business operation through measures highlighted below:

– Turning off electrical appliances including lights, computers and printer before leaving office

– Setting the temperature of air conditioners at designated degrees

– Using LED lights

– Steadily phase out legacy equipment by using energy saving system

– Cleaning the filters of air-conditioners regularly to maintain the cooling performance in lower energy mode

– Using glass doors prevent cool air from spreading wastefully to other office area

– Our building in Shanghai has been designed to make good use of natural light and natural air

Use of Water

Water management is not a material area for the Group. Much of our water consumption is for basic cleaning, sanitation and catering purposed in our office. It is our policy that we always remind our staff to use water responsibly.

Waste Management

The Group has set up a paperless data-storage system, which our staff use for the data warehousing and retrieval of electronic documents. A CRM system for the service department has been developed so that various departments can share and retrieve documents relate to service orders. A staff attendance record system has been developed so that staff members can apply online for leave, which reduces paper usage and optimized the approval process. A recycle paper tray is placed near every copier or printer, so that our staff members can easily re-use printing paper. Also all staff members are encouraged to print doublesided documents to reduce paper usage.

The Group is also committed to recycling resources used in its offices, to minimize or prevent the generation of waster during its operations. All empty ink cartridges, copier toner containers and printing consumables are sent to recycling factories. Waste-separation bins are placed in every office for the collection of recyclable items, e.g., disposed plastic items, metallic containers and waste paper. For our PRC offices, we have selected a qualified supplier to refill ink cartridges which extends the life of items.

Environmental and Natural Resources

The Group also promotes environmental awareness among our staff members and their families. We encourage our employees and their families to take the initiative to protect the environment. Employees and their families often share their views and suggestions about how we can go green and protect our natural environment.

The Group has a policy of encouraging customers to go green alongside us. We invite them to join us to maximise the social responsible utilization of resources. With the support of our professional and experienced technical team, we are able to provide a special repair service to customers so that they do not need to purchase a new Printed Circuit Board ("PCB"). The life of a PCB can be extended and a customer can resume operations more quickly, at a lower cost, and at the same level of quality. Electrical rubbish can also be eliminated.

We also provide a service package for customers, whereby our experienced technical people will periodically visit a customer's office or factory to check the machines on site and make sure they are operating optimally. This helps to extend the life of the machines and reduces the consumption of electricity during daily operations.

Overview of Environmental Performance Data

Environmental Performance	Unit	**Total 2024**	Total 2023
Greenhouse Gas Emissions*			
Carbon dioxide ("CO_2") equivalent emission for electricity consumption	tCO_2e	**213**	209
CO_2 equivalent emission for water used	tCO_2e	**0.7**	0.8
CO_2 equivalent emission for paper used	tCO_2e	**1.0**	0.9
Energy*			
Electricity consumption	KWh	**393,340**	387,460
Electricity Intensity	KWh per staff day	**4.8**	4.7
Water			
Water Consumption	M^3	**1,905**	2,191
Water Intensity	M^3 per staff month	**0.7**	0.8
Waste			
Paper	Kg	**1,064**	985
Paper Intensity	Kg per Staff month	**0.4**	0.4

TARGETS FOR ENVIRONMENTAL IMPROVEMENT

Leeport is aware of the global trends of environmental issues so we continuously endeavor to mitigate our environmental impacts by established environmental targets.

The Group has set an appropriate baseline for mid-term reduction targets after conducting a baseline assessment of our environmental performance.

Key Aspects	Targets	
Greenhouse Gases Emissions*	Mid-term	Reduce greenhouse gases emissions intensity by 10% by 2030 with 2021 as baseline year
Energy*	Mid-term	To incorporate energy efficiency as one of the criteria for the procurement of office equipment (e.g. Grade 1 energy label) by 2023 as a result reducing energy intensity by 10% by 2030 with 2021 as baseline year.
Water	Mid-term	Reduce water consumption and water intensity by 10% by 2030 with 2021 as baseline year
Waste	Mid-term	Target 1: 5% reduction on paper consumption intensity by 2025 as compared with 2021 Target 2: Staff continue to reduce the consumption of single-use plastics and aim to achieve zero plastic bottles by 2025

* Using the emission factor stated in the 2024 Sustainability Reports of The Hong Kong Electric Investments, which short-term target is yearly average GHG emissions not to exceed 0.6 kg of CO_2e per kWh of electricity sold by 2024. Mid-term target is to reduce Scope 1 GHG emissions by 68.4% per kWh of electricity generated by 2035 from a 2019 base year.

OUR COMMUNITY

Leeport is committed to fostering harmonious relationships with the communities where we operate, and has consistently kept its responsibility to return to society and endeavored to achieve sharing and winwin relationship between the Group and its stakeholders. We participate in a variety of charitable events every year.

– The Community Chest

– Love Teeth Day

Independent Auditor's Report

pwc 羅兵咸永道

To the Shareholders of Leeport (Holdings) Limited
(incorporated in Bermuda with limited liability)

OPINION

What we have audited

The consolidated financial statements of Leeport (Holdings) Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 57 to 141, comprise:

- the consolidated balance sheet as at 31st December 2024;
- the consolidated income statement for the year then ended;
- 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 cash flow statement 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.

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.

The key audit matter identified in our audit is related to assessment on provision for inventories.

Key Audit Matters	How our audit addressed the Key Audit Matters
Assessment on provision for inventories	
Refer to Note 4(a) Critical accounting estimates and judgements and Note 15 Inventories to the consolidated financial statements. As at 31st December 2024, the Group's gross inventories and provision for impairment of inventories amounted to HK$99.6 million and HK$29.6 million respectively. The management consistently apply a provisioning methodology for slow moving inventory and make specific provision for obsolete inventories. The estimations used in applying this methodology are subject to a higher degree of estimation uncertainty and subjectivity in management's judgement in respect of changes of economic condition, technology advancement and customer needs.	We obtained understanding of the management's internal control and assessment process of provision for inventories and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors associated with this accounting estimate. We evaluated the assumptions and estimation applied by management by comparing current year and historical sales trends of these inventories. We tested, on a sample basis, the net realisable value of inventory with reference to the actual selling price subsequent to the year-end and latest sales records. We also evaluated the outcome of management's estimations in prior year. Based on the procedures performed, we considered that management's judgements made in assessing the provision for inventories were supported by the evidence we gathered.

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.

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, in accordance with Section 90 of the Companies Act 1981 of Bermuda, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- 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.

Independent Auditor's Report (Continued)

- 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.

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 Ng Hiu Tung.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 25 March 2025

Consolidated Balance Sheet

As at 31st December 2024

	Note	2024 HK$'000	2023 HK$'000
ASSETS			
Non-current assets			
Plant and equipment	6	**8,336**	9,808
Right-of-use assets	6	**177,729**	242,161
Investment properties	7	**73,643**	77,722
Investments in associates	10	**35,817**	47,061
Loan to an associate	31(c)	**16,803**	15,792
Financial assets at fair value through other comprehensive income	12	**7,389**	10,989
Financial asset at fair value through profit or loss	13	**76,718**	55,179
Deferred income tax assets	21	**4,534**	5,657
		400,969	464,369
Current assets			
Inventories	15	**69,993**	80,209
Trade and bills receivables	14	**206,372**	209,795
Other receivables, prepayments and deposits	14	**28,639**	31,556
Restricted bank deposits	16	**5,297**	5,059
Cash and cash equivalents	16	**26,048**	29,795
Total current assets		**336,349**	356,414
Total assets		**737,318**	820,783
EQUITY			
Capital and reserves attributable to owners of the Company			
Share capital	17	**23,007**	23,007
Other reserves	18	**210,639**	282,485
Retained earnings		**216,253**	177,167
		449,899	482,659
Non-controlling interests		**(4,851)**	(4,517)
Total equity		**445,048**	478,142

Consolidated Balance Sheet (Continued)

As at 31st December 2024

	Note	2024 HK$'000	2023 HK$'000
LIABILITIES			
Non-current liabilities			
Deferred income tax liabilities	21	**28,818**	30,249
Current liabilities			
Trade and bills payables	19	**76,678**	78,770
Other payables, accruals and contract liabilities	19	**47,291**	51,836
Borrowings	20	**128,071**	172,146
Lease liabilities	8	**98**	46
Tax payable		**11,314**	9,594
Total current liabilities		**263,452**	312,392
Total liabilities		**292,270**	342,641
Total equity and liabilities		**737,318**	820,783

The above consolidated balance sheet should be read in conjunction with the accompanying notes.

The financial statements on pages 57 to 141 were approved by the Board of Directors on 25th March 2025 and were signed on its behalf.

LEE Sou Leung, Joseph
Director

CHAN Ching Huen, Stanley
Director

Consolidated Income Statement

For the year ended 31st December 2024

	Note	2024 HK$'000	2023 HK$'000
Revenue	5	**560,626**	701,552
Cost of goods sold	23	**(422,077)**	(542,687)
Gross profit		**138,549**	158,865
Other income and gains - net	22	**18,669**	8,464
Selling and distribution costs	23	**(19,143)**	(22,047)
Administrative expenses	23	**(96,835)**	(100,112)
Net reversal of impairment losses/(impairment losses) on financial assets		**1,263**	(2,964)
Operating profit		**42,503**	42,206
Finance income	25	**1,160**	1,200
Finance expenses	25	**(9,414)**	(13,821)
Finance expenses - net		**(8,254)**	(12,621)
Share of post-tax losses of associates	10	**(9,573)**	(15,916)
Profit before income tax		**24,676**	13,669
Income tax expense	26	**(3,769)**	(1,915)
Profit for the year		**20,907**	11,754
Profit attributable to:			
Owners of the Company		**20,909**	11,288
Non-controlling interests		**(2)**	466
		20,907	11,754
Earnings per share for profit attributable to owners of the Company			
Basic earnings per share (Hong Kong cents)	27	**HK 9.09 cents**	HK 4.91 cents
Diluted earnings per share (Hong Kong cents)	27	**N/A**	N/A

The above consolidated income statement should be read in conjunction with the accompanying notes.

Consolidated Statement of Comprehensive Income

For the year ended 31st December 2024

	Note	2024 HK$'000	2023 HK$'000
Profit for the year		**20,907**	11,754
Other comprehensive (loss)/income			
Items that will not be reclassified subsequently to profit or loss			
(Loss)/gain on revaluation of land and buildings	6	**(7,249)**	3,396
Movement of deferred tax	21	**1,431**	(5)
Change in value of financial assets at fair value through other comprehensive income, net of tax		**(3,600)**	2,600
		(9,418)	5,991
Items that have been reclassified or may be subsequently reclassified to profit or loss			
Currency translation differences		**(6,620)**	(3,998)
Release of exchange reserve upon dissolution of a subsidiary		**–**	(893)
		(6,620)	(4,891)
Other comprehensive (loss)/income for the year, net of tax		**(16,038)**	1,100
Total comprehensive income for the year		**4,869**	12,854
Total comprehensive income attributable to owners of the company		**5,203**	12,258
Total comprehensive (loss)/income attributable to non-controlling interests		**(334)**	596
		4,869	12,854

The above consolidated statement of comprehensive income should be read in conjunction with the accompanying notes.

Consolidated Statement of Changes in Equity

For the year ended 31st December 2024

	Attributable to owners of the Company					
	Share capital (Note 17) HK$'000	Other reserves (Note 18) HK$'000	Retained earnings HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
Balance at 1st January 2024	23,007	282,485	177,167	482,659	(4,517)	478,142
Comprehensive income						
Profit for the year	–	–	20,909	20,909	(2)	20,907
Other comprehensive loss						
Loss on revaluation of right-of-use assets	–	(7,249)	–	(7,249)	–	(7,249)
Movement of deferred tax	–	1,431	–	1,431	–	1,431
Change of value of financial assets at fair value through other comprehensive income	–	(3,600)	–	(3,600)	–	(3,600)
Release of revaluation reserve upon disposal and transfer of right-of-use assets	–	(56,821)	56,821	–	–	–
Currency translation differences	–	(6,288)	–	(6,288)	(332)	(6,620)
Total other comprehensive loss, net of tax	–	(72,527)	56,821	(15,706)	(332)	(16,038)
Total comprehensive income	–	(72,527)	77,730	5,203	(334)	4,869
Transfer of revaluation reserve to retained earnings on depreciation of right-of-use assets	–	681	(681)	–	–	–
Transaction with owners of the Company recognised directly in equity						
Dividend paid relating to 2023	–	–	(8,053)	(8,053)	–	(8,053)
Interim dividend paid	–	–	(6,902)	(6,902)	–	(6,902)
Special dividend paid	–	–	(23,008)	(23,008)	–	(23,008)
Total transaction with owners, recognised directly in equity	–	–	(37,963)	(37,963)	–	(37,963)
Balance at 31st December 2024	23,007	210,639	216,253	449,899	(4,851)	445,048

Consolidated Statement of Changes in Equity (Continued)

For the year ended 31st December 2024

	Attributable to owners of the Company					
	Share capital (Note 17) HK$'000	Other reserves (Note 18) HK$'000	Retained earnings HK$'000	Total HK$'000	Non-controlling interests HK$'000	Total equity HK$'000
Balance at 1st January 2023	23,007	282,879	169,117	475,003	(5,113)	469,890
Comprehensive income						
Profit for the year	–	–	11,288	11,288	466	11,754
Other comprehensive income/(loss)						
Gain on revaluation of right-of-use assets	–	3,396	–	3,396	–	3,396
Movement of deferred tax	–	(5)	–	(5)	–	(5)
Change of value of financial assets at fair value through other comprehensive income	–	2,600	–	2,600	–	2,600
Release of exchange reserve upon dissolution of a subsidiary	–	(893)	–	(893)	–	(893)
Currency translation differences	–	(4,128)	–	(4,128)	130	(3,998)
Total other comprehensive income, net of tax	–	970	–	970	130	1,100
Total comprehensive income	–	970	11,288	12,258	596	12,854
Transfer of revaluation reserve to retained earnings on depreciation of right-of-use assets	–	(1,364)	1,364	–	–	–
Transaction with owners of the Company recognised directly in equity						
Dividend paid relating to 2022	–	–	(2,301)	(2,301)	–	(2,301)
Interim dividend paid	–	–	(2,301)	(2,301)	–	(2,301)
Total transaction with owners, recognised directly in equity	–	–	(4,602)	(4,602)	–	(4,602)
Balance at 31st December 2023	23,007	282,485	177,167	482,659	(4,517)	478,142

The above consolidated statement of change in equity should be read in conjunction with the accompanying notes.

Consolidated Cash Flow Statement

For the year ended 31st December 2024

	Note	2024 HK$'000	2023 HK$'000
Cash flows from operating activities			
Cash generated from operations	29	36,937	101,285
Interest paid		(9,414)	(13,819)
Income tax paid		(926)	(1,169)
Net cash generated from operating activities		26,597	86,297
Cash flows from investing activities			
Purchase of plant and equipment	6	(759)	(1,629)
Purchase of financial assets at fair value through profit or loss		—	(43,067)
Increase in loan to an associate		(2,575)	—
Interest received		1,160	927
Proceeds from disposal of right-of-use assets		53,000	—
Net cash generated from/(used in) investing activities		50,826	(43,769)
Cash flows from financing activities			
Proceeds from borrowings	29(a)	253,701	419,032
Repayment of borrowings	29(a)	(295,788)	(476,943)
Dividends paid to the Company's shareholders		(37,963)	(23,008)
(Increase)/decrease in restricted bank deposits		(238)	5,963
Principal elements of lease liabilities		(51)	(50)
Net cash used in financing activities		(80,339)	(75,006)
Net decrease in cash and cash equivalents		(2,916)	(32,478)
Cash and cash equivalents at beginning of the year		29,795	63,438
Effect of the exchange rate for the year		(831)	(1,165)
Cash and cash equivalents at end of the year		26,048	29,795
Analysis of the balances of cash and cash equivalents			
Balance included in cash and cash equivalents	16	26,048	29,795
		26,048	29,795

The above consolidated statement of cash flow should be read in conjunction with the accompanying notes.

Notes to the Consolidated Financial Statements

1 GENERAL INFORMATION

Leeport (Holdings) Limited (the "Company") and its subsidiaries (together the "Group") are principally engaged in the trading of metalworking machinery, measuring instruments, cutting tools and electronic equipment.

The Company is a limited liability company incorporated in Bermuda and domiciled in Hong Kong. The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda.

The Company is listed on the Main Board of The Stock Exchange of Hong Kong Limited.

These consolidated financial statements are presented in Hong Kong dollars ("HK$"), unless otherwise stated. These consolidated financial statements have been approved for issue by the Board of Directors on 25th March 2025.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the group consisting of Leeport (Holdings) Limited and its subsidiaries.

2.1 Basis of preparation

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards ("HKFRS") and requirements of the Hong Kong Companies Ordinance Cap.622. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of right-of-use assets, investment properties, financial assets through other comprehensive income, financial assets through profit or loss which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements, are disclosed in Note 4.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(a) Amended standards and interpretation adopted by the Group

The following amendments to standards and interpretation are adopted by the Group for the financial year beginning on 1st 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 Liability in a Sale and Leaseback
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 HKFRS 7 and HKAS 7	Supplier Finance Arrangements

These amendments to standards and interpretation did not have material impact on the Group's accounting policies and did not require any adjustments.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.1 Basis of preparation (Continued)

(b) The following standards, amendments and interpretations have been published but are not mandatory for 31st December 2024 reporting period and have not been early adopted by the Group:

		Effective for the accounting period beginning on or after
Amendments to HKAS 21 and HKFRS 1	Lack of Exchangeability	1st January 2025
Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments	1st January 2026
HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7	Annual Improvements to HKFRS Accounting Standards – Volume 11	1st January 2026
HKFRS 18	Presentation and Disclosure in Financial Statements	1st January 2027
HKFRS 19	Subsidiaries without Public Accountability: Disclosures	1st January 2027
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1st January 2027
Amendments to HKFRS 10 and HKAS 28	Sales or Contribution of Assets Between an Investor and its Associate or Joint Venture	To be determined

These standards, amendments and interpretations are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.2 Foreign currency translation

(a) Functional and presentation currency

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

(b) 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 consolidated income statement.

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.

(c) Group companies

The results and financial position of foreign operations (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:

(i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;

(ii) income and expenses for each income statement 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 dates of the transactions); and

(iii) all resulting exchange differences are recognised as other comprehensive income.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.2 Foreign currency translation (Continued)

(c) Group companies (Continued)

On consolidation, exchange differences arising from the translation of any net investment in foreign entities, and of borrowings and other financial instruments designated as hedges of such investments, are recognised in other comprehensive income. When a foreign operation is sold or any borrowings forming part of the net investment are repaid, the associated exchange differences are reclassified to profit or loss, as part of the gain or loss on sale.

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

2.3 Plant and equipment

All plant and equipment are stated at historical cost less depreciation and impairment losses. 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 replaced part is derecognised. All other repairs and maintenance are charged in the consolidated income statement during the financial period in which they are incurred.

Depreciation is calculated using the straight-line method to allocate their cost, net of their residual values, over their estimated useful lives or, in the case of leasehold improvements and certain leased plant and equipment, the shorter lease term as follows:

Leasehold improvements	10%
Plant, machinery, furniture and equipment	20%
Motor vehicles	20%

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at each reporting period.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 2.5).

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

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.4 Investment properties

Investment properties, principally comprising leasehold land and buildings, is held for long-term rental yields or for capital appreciation or both, and that is not occupied by the Group. Investment properties are initially measured at cost, including related transaction costs and where applicable borrowing costs. After initial recognition, investment properties are carried at fair value, representing open market value determined at each reporting date by external valuers. Fair value is based on active market prices, adjusted, if necessary, for any difference in the nature, location or condition of the specific asset. If the information is not available, the Group uses alternative valuation methods such as recent prices on less active markets or discounted cash flow projections. Changes in fair values are recorded in the income statement as part of a valuation gain or loss in "other income and gains - net".

2.5 Impairment of non-financial assets

Goodwill and intangible assets that have an indefinite useful life are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested 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 inflows which are largely independent of the cash inflows from other assets or groups of assets (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.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.6 Financial assets

(a) Classification

The Group classifies its financial assets in the following measurement categories: those to be measured subsequently at fair value (either through other comprehensive income (OCI) or through profit or loss), and 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.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or OCI. For investments in equity instruments that are not held for trading, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income ("FVOCI").

The Group reclassifies debt instruments when and only when its business model for managing those assets changes.

(b) 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.

(c) 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 ("FVTPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVTPL are expensed in profit or loss.

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

Debt instruments

Subsequent measurement of debt instruments depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Group classifies its debt instrument:

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.6 Financial assets (Continued)

(c) Measurement (Continued)

Debt instruments (Continued)

(i) Amortised cost

Assets that are held for collection of contractual cash flows where those cash flows represent 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 profit or loss and presented in "other income and gains - net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.

(ii) FVOCI

Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit or loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in "other income and gains - net". Interest income from these financial assets is included in finance income using the effective interest rate method. Foreign exchange gains and losses are presented in "other income and gains - net" and impairment expenses are presented as separate line item in the consolidated income statement.

(iii) FVTPL

Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVTPL. A gain or loss on a debt investment that is subsequently measured at FVTPL is recognised in profit or loss and presented net within "other income and gains - net" in the period in which it arises.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.6 Financial assets (Continued)

(c) Measurement (Continued)

Equity instruments

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments continue to be recognised in profit or loss as other income when the Group's right to receive payments is established.

Change in the fair value of financial assets at fair value through profit or loss are recognised in "other income and gains – net" in the consolidated income statement. Impairment losses (and reversal of impairment losses) on equity investments measured at fair value through other comprehensive income are not reported separately from other changes in fair value.

(d) Impairment

The Group has two types of financial assets that are subject to the expected credit loss model:

- trade and bills receivables, and
- other financial assets at amortised costs.

Trade and bills receivables

The Group applies the HKFRSs simplified approach to measure expected credit losses which uses a lifetime expected loss allowance for all trade and bills receivables.

Trade and bills receivables are written off when 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.

The Group categorises its trade and bills receivables, except those individually assessed, based on shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of revenue and the corresponding historical credit losses experienced within this period. 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.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.6 Financial assets (Continued)

(d) Impairment (Continued)

Other financial assets at amortised cost

The Group assesses on a forward looking basis the expected credit losses associated with other financial assets at amortised costs. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

2.7 Deferred income tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in the consolidated income statement, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case the tax is also recognised in other comprehensive income or directly in equity, respectively.

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 income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss 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 substantially 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.

The deferred tax liability in relation to investment property that is measured at fair value is determined assuming the property will be recovered entirely through sale.

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 Company 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 when there is a legally enforceable right to offset current tax assets and liabilities and when 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.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.8 Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average basis, comprising all direct costs of purchase. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

2.9 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 any one item included in the same class of obligations may be small.

Provisions are measured at the present value of the expenditures expected to be required to settle the obligation using a pre-tax that reflects current market assessments of the time value of money and the risks specific to the obligation. The increase in the provision due to passage of time is recognised as interest expense.

The Group recognises a warranty provision for repairs or replacement of products still under warranty period at the end of reporting period. The provision is calculated based on past historical experience of the level of repairs and replacements.

2.10 Revenue recognition

Sales of goods

The Group principally derives revenue from trading of metalworking machinery, measuring instruments, cutting tools and electronic equipment. Sales of products is recognised at a point in time when control of the products is transferred, being when the Group has delivered the products to the customers and the customers have accepted the products. The customers have full discretion over the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the product. Delivery occurs when the products have been transported to the specified location.

A receivable is recognised when the goods are delivered as this is the point in time that the consideration is unconditional because only the passage of time is required before the payment is due.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (CONTINUED)

2.10 Revenue recognition (Continued)

Commission income

Commission income is recognised when technical support and agency services, in respect of trading between certain business partners, are rendered and the commission fee is agreed with the customers, which is generally the time when the Group and its customers come into an agreement. At that time, the Group recognises the relevant revenue from commission income.

Service income

The Group provides after-sales services to customers, which the Group recognises revenue at a point in time when the services are rendered.

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk and cash flow and fair value interest rate risks), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

Risk management is carried out by the executive directors. The executive directors identify, evaluate and manage financial risks in close co-operation with the Group's operating units.

(a) Foreign exchange risk

Management has set up a policy to require group companies to manage their foreign exchange risk against their functional currency by using forward contracts. The functional currency of the entity should primarily be determined with reference to the primary economic environment in which an entity operates and this will normally be the one in which it primarily generates and expends cash.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk. Currency exposure arising from the net assets of the Group's foreign operations is managed primarily through borrowings denominated in the relevant foreign currencies.

Foreign exchange risk arises when future commercial transactions and net monetary assets and liabilities are denominated in a currency that is not the entity's functional currency.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(a) Foreign exchange risk (Continued)

The foreign exposure of group entities with functional currency of HK$ is mainly exposed to Japanese Yen ("JPY") and Renminbi ("RMB").

As at 31st December 2024, a 5% strengthening/weakening of the HK$ against JPY and RMB, the post-tax profit of the year would have decreased/increased by HK$4,213,000 (2023: HK$2,382,000), and decreased/increased by HK$1,524,000 (2023: HK$3,278,000) respectively, mainly as a result of foreign exchange gains/losses on translation of trade and other receivables, trade and other payables, borrowings and cash and bank balances which are not denominated in HK$.

This sensitivity analysis ignores any offsetting foreign exchange factors and has been determined assuming that the change in foreign exchange rates had occurred at the balance sheet date. The stated change represents management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual balance sheet date. Differences resulting from the translation of financial statements into the Group's presentation currency are not taken into consideration.

(b) Cash flow and fair value interest rate risk

The Group's income and operating cash flows are substantially independent of changes in market interest rates as the Group has no significant interest-bearing assets. The Group's exposures to changes in interest rates are mainly attributable to its borrowings.

Borrowings at variable rates exposed the Group to cash flow interest rate risk. Borrowings at fixed rates exposed the Group to fair value interest rate risk. Details of the Group's borrowings have been disclosed in Note 20.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(b) Cash flow and fair value interest rate risk (Continued)

During the year end, the borrowings of the Group at variable rates were denominated in HK$, JPY, RMB and no borrowings were at fixed rate. The Group endeavored to maintain the borrowings on a relatively short term basis which would be refinanced when considered as appropriate. The Group has not used any interest rate swaps to hedge its exposure to interest rate risk.

The impact on post-tax profit for the year of a 50 basis-point decrease/increase in interest rate would be an increase/decrease of HK$513,000 (2023: HK$698,000) for the year ended 31st December 2024.

(c) Credit risk

As at 31st December 2024, the Group had concentration of credit risk for trade receivables as 56% (2023: 65%) of the balance was to the largest two (2023: two) customer of the Group. The Group's credit risk arises from cash and cash equivalents, restricted bank deposits, trade and bills receivables as well as other receivables (including loan to an associate). The Group considers its maximum exposure to credit risk at the reporting date is the carrying value of each class of financial assets as disclosed in Note 11.

To manage the counter party risk and credit risk in respect of cash and cash equivalents and restricted bank deposits, cash and deposits are mainly placed with reputable banks which are all high-credit-quality financial institutions. In addition, the Group has policies in place to ensure that sales of products and services are made to customers with an appropriate credit history, appropriate percentage of down payment and to perform periodic credit evaluations of its customers or made in cash. Collection of outstanding receivable balances and authorisation of credit limits to individual customers are closely monitored on an ongoing basis. The Group reviews the recoverable amount of each individual trade receivables to ensure that adequate impairment loss is made for irrecoverable amounts.

The credit risk of the Group's financial assets, which mainly comprise cash and cash equivalents, trade, bills and other receivables, loan to an associate, with a maximum exposure equal to the carrying amounts of these instruments.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

(i) Credit risk of cash and cash equivalents

To manage this risk arising from bank balances, they are all placed with those reputable banks which are high-credit quality financial institutions.

(ii) Credit risk of trade and bills receivables

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and bills receivables.

Based on shared credit risk characteristics, the assessment of a significant increase in credit risk is performed on either an individual basis or a collective basis. When the assessment is performed on a collective basis, the expected loss rates are based on the corresponding historical credit losses experienced within this period.

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.

Measurement of expected credit loss in individual basis

The trade receivables relating to customers with known financial difficulties or with significant doubt on collection of receivables are assessed individually for provision for impairment allowance. As at 31st December 2024, these customers are fully impaired and the balance of loss allowance in respect of individually assessed receivables was HK$2,013,000.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

(ii) Credit risk of trade and bills receivables (Continued)

Measurement of expected credit loss in collective basis

Expected credit losses are also estimated by grouping the remaining receivables based on shared credit risk characteristics and collectively assessed for the likelihood of loss allowance for each group. As at 31st December 2024, the balance of loss allowance in respect of collectively assessed receivables was HK$347,000.

Provision for impairment	**Gross balance** HK$'000	**Provision for impairment** HK$'000	**Net balance** HK$'000
As at 31st December 2023			
Individual basis	5,610	(5,610)	–
Collective basis	210,103	(308)	209,795
Total	215,713	(5,918)	209,795
As at 31st December 2024			
Individual basis	**2,013**	**(2,013)**	**–**
Collective basis	**206,719**	**(347)**	**206,372**
Total	**208,732**	**(2,360)**	**206,372**

(iii) Credit risk of other receivables and loan to an associate

For other receivables and loan to an associate, the Group recognises a loss allowance equal to 12-month expected credit losses unless there has been a significant increase in credit risk of the financial assets since initial recognition, in which case the loss allowance is measured at an amount equal to lifetime expected credit losses. During the year ended 31st December 2024, the impairment provision on other receivables and loan to an associate, determined based on the 12-month expected credit losses, were HK$113,000 (2023: HK$73,000) and HK$1,000,000 (2023: HK$624,000) respectively.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

(iv) Movement of the impairment on financial assets

The movement of loss allowances for other receivables, loan to an associate and trade and bills receivables as at 31st December 2024 and 2023 are as follows:

	Loan to an associate HK$'000	Other receivables HK$'000	Trade and bills receivables HK$'000	Total HK$'000
Loss allowance as at 1st January 2023	165	63	3,469	3,697
Increase in loss allowance recognised in profit or loss	459	10	2,495	2,964
Write off of impaired trade and bills receivables	–	–	(46)	(46)
Loss allowance as at 31st December 2023 and 1st January 2024	624	73	5,918	6,615
Increase/(decrease) in loss allowance recognised in profit or loss	376	40	(1,679)	(1,263)
Write off of impaired trade and bills receivables	–	–	(1,879)	(1,879)
Loss allowance as at 31st December 2024	**1,000**	**113**	**2,360**	**3,473**

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(c) Credit risk (Continued)

(iv) Movement of the impairment on financial assets (Continued)

Trade and bills receivables are written off when 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.

During the year ended 31st December 2024, management assessed the collectability of long-aged trade receivables and has written off trade receivables in the aggregate amount of approximately HK$1,879,000.

Impairment losses on trade and bills receivables are presented as net impairment losses within operating profit. Subsequent recoveries of amounts previously written off are credited against the same line item.

(d) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and cash equivalents, the availability of funding through an adequate amount of committed credit facilities and the ability to close out market positions. Due to the dynamic nature of the underlying businesses, the Group aims to maintain flexibility in funding by keeping committed credit lines available from banks.

The Group had the following banking facilities with banks:

	As at 31st December	
	2024	2023
	HK$'000	HK$'000
Banking facilities available	**226,538**	301,846
Banking facilities utilised	**(140,281)**	(206,425)
Undrawn banking facilities	**86,257**	95,421

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.1 Financial risk factors (Continued)

(d) Liquidity risk (Continued)

The table below analyses the Group's non-derivative financial liabilities and derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. Derivative financial liabilities are included in the analysis if their contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

	On demand or less than 1 year HK$'000	Between 1 and 2 years HK$'000	Between 2 and 5 years HK$'000
At 31st December 2024			
Trust receipt loans and interest payment	**76,480**	**–**	**–**
Term loan from bank and interest payment	**52,757**	**–**	**–**
Trade and bills payables (Note 19)	**76,678**	**–**	**–**
Other payables	**11,328**	**–**	**–**
Lease liabilities	**98**	**–**	**–**
	217,341	**–**	**–**
At 31st December 2023			
Trust receipt loans and interest payment	80,413	–	–
Term loan from bank and interest payment	93,015	–	–
Trade and bills payables (Note 19)	78,770	–	–
Other payables	23,833	–	–
Lease liabilities	46	–	–
	276,077	–	–

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.2 Capital risk management (Continued)

In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total equity. Net debt is calculated as total borrowings less restricted bank deposits and cash and cash equivalents.

The gearing ratio at 31st December 2024 and 2023 were as follows:

	As at 31st December	
	2024	2023
	HK$'000	HK$'000
Total borrowings (Note 20)	**128,071**	172,146
Less: restricted bank deposits (Note 16)	**(5,297)**	(5,059)
Less: cash and cash equivalents (Note 16)	**(26,048)**	(29,795)
Net debt	**96,726**	137,292
Total equity	**445,048**	478,142
Gearing ratio	**21.7%**	28.7%

3.3 Fair value estimation

The carrying amounts of the Group's financial assets including trade and bills receivables, other receivables, loan to an associate, restricted bank deposits and cash and bank balances; and financial liabilities including trade and bills payables, other payables and borrowings approximate their fair values due to their short maturities. The fair values of financial instruments that are not traded in an active market are determined by using valuation techniques.

The method by which the fair values of financial instruments are categorised as follows:

(i) Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

(ii) Level 2: inputs other than quoted prices that are observable for the asset or liability, either directly (for example, as prices) or indirectly (for example, derived from prices).

(iii) Level 3: inputs for the asset or liability that are not based on observable market data.

See Notes 6 and 7 for disclosure of the right-of-use assets and investment properties that are measured at fair value.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

The Group's financial assets that are measured at fair values at 31st December 2024:

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Total HK$'000
Assets				
Financial assets at fair value through other comprehensive income				
- unlisted securities	–	–	7,389	7,389
Financial asset at fair value through profit or loss				
- unlisted securities	–	–	70,000	70,000
- unlisted key management insurance	–	–	6,718	6,718
	–	–	84,107	84,107

The Group's financial assets that are measured at fair values at 31st December 2023:

	Level 1 HK$'000	Level 2 HK$'000	Level 3 HK$'000	Total HK$'000
Assets				
Financial assets at fair value through other comprehensive income				
- unlisted securities	–	–	10,989	10,989
Financial asset at fair value through profit or loss				
- unlisted securities	–	–	48,600	48,600
- unlisted key management insurance	–	–	6,579	6,579
	–	–	66,168	66,168

The fair values of financial instruments traded in active markets are based on quoted market prices at the balance sheet date. A market is regarded as active if quoted prices are readily and regularly available from an exchange, dealer, broker, industry group, pricing service, or regulatory agency, and those prices represent actual and regularly occurring market transactions on an arm's length basis. The quoted market price used for financial assets held by the Group is the current bid price. These instruments are included in level 1.

3 FINANCIAL RISK MANAGEMENT (CONTINUED)

3.3 Fair value estimation (Continued)

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities and key management insurance. The fair value estimation of unlisted securities is disclosed in Notes 12 and 13 to the consolidated financial statements.

There were no significant transfers of financial assets between level 1 and level 2 fair value hierarchy classifications.

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The Group makes estimates and assumptions concerning the future. The resulting estimate will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below.

(a) Provision for impairment of inventories

The Group reviews the carrying value of its inventories to ensure that they are stated at the lower of cost and net realisable value. In assessing the net realisable value and making appropriate allowances, management identifies inventories that are moving or obsolete, considers their physical conditions, market conditions and market price for similar items.

(b) Provision for impairment of financial assets

The provision for impairment of financial assets are based on assumptions about risk of default and expected credit loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forwardlooking estimates at the end of each reporting period. Details of the key assumptions and inputs used are disclosed in Note 3.

(c) Fair value of financial assets - unlisted equity securities

The fair value of unlisted equity securities, which are recognised as financial assets at fair value, is determined by using valuation techniques. Details of the judgement and assumptions used in the valuation have been disclosed in Note 12 and Note 13 to the consolidated financial statements.

5 SEGMENT INFORMATION

Management has determined the operating segments based on the reports reviewed by the chief operating decision maker ("CODM"), the Board of Directors, that are used to make strategic decisions.

The Board considers the business from a geographic perspective. Geographically, management considers the performance in the Mainland China, Hong Kong and other countries.

The Group is principally engaged in the trading of metalworking machinery, measuring instruments, cutting tools and electronic equipment in three main geographical areas, namely Mainland China, Hong Kong and other countries (principally Singapore, Taiwan, Malaysia and Indonesia).

The Board assesses the performance of the operating segments based on a measure of segment result, total assets and total capital expenditure. The Group's revenue by geographical location are determined by the country in which the customer is located.

	For the year ended 31st December 2024			
	Mainland China HK$'000	Hong Kong HK$'000	Others HK$'000	Total HK$'000
Revenue	522,847	15,281	22,498	560,626
Segment results	37,647	2,783	2,073	42,503
Finance income				1,160
Finance expenses				(9,414)
Share of post-tax losses of associates				(9,573)
Profit before income tax				24,676
Income tax expenses				(3,769)
Profit for the year				20,907

5 SEGMENT INFORMATION (CONTINUED)

	For the year ended 31st December 2023			
	Mainland China HK$'000	Hong Kong HK$'000	Others HK$'000	Total HK$'000
Revenue	603,703	19,002	78,847	701,552
Segment results	28,688	3,449	10,069	42,206
Finance income				1,200
Finance expenses				(13,821)
Share of post-tax losses of associates				(15,916)
Profit before income tax				13,669
Income tax expenses				(1,915)
Profit for the year				11,754

Disaggregation of revenue

Revenue is derived from the sales of goods, provision of agency services and other after-sales services.

Revenue recognised during the year is disaggregated as follows:

	2024 HK$'000	2023 HK$'000
Sales of goods	**464,800**	626,121
Commission income	**89,698**	68,509
Service income	**6,128**	6,922
	560,626	701,552

5 SEGMENT INFORMATION (CONTINUED)

Disaggregation of revenue (Continued)

During the year ended 31st December 2024, revenues of approximately HK$89,536,000 (2023: HK$237,238,000) were derived from one customer (2023: one customer), which individually accounted for over 10% of the Group's total revenue.

Contract liabilities of HK$29,503,000 (2023: HK$23,513,000) were classified within "other payables, accruals and contract liabilities". It represents advanced payments received from customers for goods that have not been transferred to the customers. During the year ended 31st December 2024, all brought-forward contract liabilities at the beginning of the financial year were fully recognised as revenue. Decrease in contract liabilities is mainly due to the decrease in sales orders with advanced payments.

The reversal of provision for slow moving inventories credited for the year ended 31st December 2024 are HK$1,563,000 (2023: provision for slow moving inventories charged HK$3,660,000).

The net reversal of impairment losses on financial assets credited for the year ended 31st December 2024 are HK$1,263,000 (2023: net impairment losses on financial assets charged HK$2,964,000).

The total depreciation of plant and equipment and right-of-use assets for the year ended 31st December 2024 are HK$7,307,000 (2023: HK$8,038,000).

Segment assets

	2024 **HK$'000**	2023 HK$'000
Segment assets:		
Mainland China	**382,717**	409,020
Hong Kong	**290,351**	325,749
Other countries and territories (Note (a))	**64,250**	86,014
	737,318	820,783

Segment assets are allocated by reference to the principal markets in which the Group and its associates operate.

5 SEGMENT INFORMATION (CONTINUED)

Segment liabilities

	2024 HK$'000	2023 HK$'000
Segment liabilities:		
Mainland China	**207,087**	233,277
Hong Kong	**59,154**	54,036
Other countries and territories (Note (a))	**26,029**	55,328
	292,270	342,641

Segment liabilities are allocated by reference to the principal markets in which the Group operate.

Capital expenditure:

	2024 HK$'000	2023 HK$'000
Capital expenditure:		
Mainland China	**660**	281
Hong Kong	**–**	1,341
Other countries and territories (Note (a))	**99**	7
	759	1,629

Capital expenditure is allocated based on where the assets are located.

Capital expenditure comprises mainly additions to plant and equipment.

Note:

(a) Other countries and territories include Taiwan, Singapore, Indonesia and Malaysia.

6 PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

	Right-of-use assets			Plant and equipment			
	Land and buildings HK$'000	Properties HK$'000	Total HK$'000	Leasehold improvements HK$'000	Plant, machinery furniture and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
At 1st January 2023							
Cost or valuation	249,134	93	249,227	29,102	45,218	1,474	75,794
Accumulated depreciation	–	–	–	(20,903)	(43,097)	(989)	(64,989)
Net book amount	249,134	93	249,227	8,199	2,121	485	10,805
Year ended 31st December 2023							
Opening net book amount	249,134	93	249,227	8,199	2,121	485	10,805
Exchange differences	(264)	1	(263)	(14)	(17)	–	(31)
Revaluation gain (Note 18)	3,396	–	3,396	–	–	–	–
Transfer to investment properties	(4,400)	–	(4,400)	–	–	–	–
Additions	–	–	–	1,429	200	–	1,629
Written off upon dissolution of a subsidiary	–	–	–	–	(356)	–	(356)
Depreciation (Notes 23)	(5,750)	(49)	(5,799)	(1,570)	(547)	(122)	(2,239)
Closing net book amount	242,116	45	242,161	8,044	1,401	363	9,808
At 31st December 2023							
Cost or valuation	242,116	45	242,161	30,467	44,699	1,471	76,637
Accumulated depreciation	–	–	–	(22,423)	(43,298)	(1,108)	(66,829)
Net book amount	242,116	45	242,161	8,044	1,401	363	9,808

6 PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (CONTINUED)

	Right-of-use assets			Plant and equipment			
	Land and buildings HK$'000	Properties HK$'000	Total HK$'000	Leasehold improvements HK$'000	Plant, machinery furniture and equipment HK$'000	Motor vehicles HK$'000	Total HK$'000
Year ended 31st December 2024							
Opening net book amount	242,116	45	242,161	8,044	1,401	363	9,808
Exchange differences	4,095		4,095	(14)	(19)	–	(33)
Revaluation loss (Note 18)	(7,249)	–	(7,249)	–	–	–	–
Transfer to investment properties	(3,271)	–	(3,271)	–	–	–	–
Additions	–	102	102	580	179		759
Depreciation (Notes 23)	(5,060)	(49)	(5,109)	(1,517)	(559)	(122)	(2,198)
Disposal	(53,000)	–	(53,000)	–	–	–	–
Closing net book amount	177,631	98	177,729	7,093	1,002	241	8,336
At 31st December 2024							
Cost or valuation	177,631	98	177,729	30,916	44,722	1,458	77,096
Accumulated depreciation	–	–	–	(23,823)	(43,720)	(1,217)	(68,760)
Net book amount	177,631	98	177,729	7,093	1,002	241	8,336

The Group's land and buildings were revalued at 31st December 2024 on the basis of an open market valuation performed by Jones Lang LaSalle Limited, a member of the Hong Kong Institute of Surveyors.

The valuation was derived using the direct comparison approach, assuming sale of the property interest in their existing state with the benefit of immediate vacant possession and by making reference to comparable sales transactions as available in the relevant market.

The fair value measurement of these land and buildings are categorised into level 3 in the fair value hierarchy based on the inputs to valuation techniques used.

The Group's policy is to recognise transfers into/out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no such transfers during the year.

6 PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS (CONTINUED)

Below is a summary of the key inputs to the valuation of land and buildings for own use:

	Significant unobservable inputs	Market price per square foot (weighted average)	Relationship of unobservable inputs to fair value
As at 31st December 2024			
Land and buildings in Hong Kong	Market price per square foot	HK$4,111 - HK$24,581 (HK$14,782)	The higher the price per square foot, the higher the fair value
Land and buildings in the PRC		HK$1,355 - HK$2,363 (HK$1,961)	
Land and building in Indonesia		HK$1,871	
As at 31st December 2023			
Land and buildings in Hong Kong	Market price per square foot	HK$4,317 - HK$25,874 (HK$18,726)	The higher the price per square foot, the higher the fair value
Land and buildings in the PRC		HK$1,432 - HK$3,283 (HK$2,190)	
Land and building in Indonesia		HK$1,695	

The valuation of the Group's properties under right-of-use assets are estimated by making reference to market rates of similar leases and is also categorised into level 3 in the fair value hierarchy.

Depreciation expense of HK$7,307,000 (2023: HK$8,038,000) has been charged in administrative expenses (Note 23).

If land and buildings were stated at the historical cost basis, the amounts would be as follows:

	2024 HK$'000	2023 HK$'000
Cost	**53,185**	65,819
Accumulated depreciation	**(15,085)**	(19,157)
Net book amount	**38,100**	46,662

Bank borrowings are secured on land and buildings with a carrying amount of HK$68,398,000 (2023: HK$72,673,000) (Note 20).

7 INVESTMENT PROPERTIES

At fair value	2024 HK$'000	2023 HK$'000
Opening balance at 1st January	**77,722**	77,123
Transfer from right-of-use assets (Note 6)	**3,271**	4,400
Net loss from fair value adjustment (Note 22)	**(7,347)**	(3,970)
Exchange difference	**(3)**	169
Closing balance at 31st December	**73,643**	77,722

Amounts recognised in the consolidated income statement for investment properties

	2024 HK$'000	2023 HK$'000
Rental income	**3,653**	3,305

The investment properties situated in Hong Kong and Singapore are held on leases of between 10 to 50 years.

The investment property located in Hong Kong and Beijing was revalued as at 31st December 2024 (2023: Hong Kong) by Jones Lang LaSalle Limited, a member of the Hong Kong Institute of Surveyors. The investment property of the Group located in Singapore was revalued as at 31st December 2024 by PropNex Reality Ltd, an independent firm of professional valuers (2023: Dickson Property Consultants Pte Ltd, an independent firm of professional valuers).

The valuation was derived using the direct comparison approach, assuming sale of the property interest in their existing state with the benefit of immediate vacant possession and by making reference to comparable sales transactions as available in the relevant market.

The fair value measurement of the Group's investment properties are categorised into level 3 in the fair value hierarchy based on the inputs to valuation techniques used.

The Group's policy is to recognise transfers into/out of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer. There were no such transfers during the year.

7 INVESTMENT PROPERTIES (CONTINUED)

Below is a summary of the key inputs to the valuation of investment properties:

	Significant unobservable inputs	Market price per square foot (Weighted average)	Relationship of unobservable inputs to fair value
As at 31st December 2024			
Land and buildings in Hong Kong	Market price per square foot	HK$2,861 - HK$7,614 (HK$6,163)	The higher the price per square foot, the higher the fair value
Land and buildings in PRC	Market price per square foot	HK$2,902	The higher the price per square foot, the higher the fair value
Land and buildings in Singapore	Market price per square foot	HK$1,025	The higher the price per square foot, the higher the fair value
As at 31st December 2023			
Land and buildings in Hong Kong	Market price per square foot	HK$3,070 - HK$8,728 (HK$7,056)	The higher the price per square foot, the higher the fair value
Land and buildings in Singapore	Market price per square foot	HK$1,026	The higher the price per square foot, the higher the fair value

Bank borrowings are secured on investment properties with a carrying amount of HK$16,860,000 (2023: HK$64,650,000) (Note 20).

8 LEASES

This note provides information for leases where the Group is a lessee.

	2024 **HK$'000**	2023 HK$'000
Lease liabilities		
Current	**98**	46

	2024 **HK$'000**	2023 HK$'000
Expenses relating to short term lease	**1,136**	1,893
Interest expenses on lease liabilities	**1**	2

For the year ended 31st December 2024, the total cash outflow for leases amounted to HK$1,187,000 (2023: HK$1,943,000).

The Group's leasing activities

The Group leases various offices, warehouses, showrooms, car park spaces and staff quarters. Rental contracts for properties and land and buildings are typically made for fixed periods of 1-5 years and 30-68 years respectively.

Lease terms for properties are negotiated of an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants other than the security interests in the leased assets that are held by the lessor.

9 SUBSIDIARIES

The following is a list of principal subsidiaries at 31st December 2024:

Company name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Issued/ registered and fully paid capital	Percentage of equity interest attributable to the Company 2024	2023
Shares held directly by the Company					
Leeport Group Limited	British Virgin Islands, limited liability company	Investment holding in Hong Kong	US$50,000	**100%**	100%
Shares held indirectly by the Company					
Leeport Machinery (Taiwan) Co., Limited	Taiwan, limited liability company	Trading of metal forming machines and tools in Taiwan	NT$8,000,000	**100%**	100%
Leeda Machinery Limited	Hong Kong, limited liability company	Inactive	HK$10,000	**100%**	100%
Leeport Cutting Tools Corporation	British Virgin Islands, limited liability company	Inactive	US$10,000	**100%**	100%
Leeport Electronics Limited	Hong Kong, limited liability company	Trading of electronic equipment in Hong Kong	HK$2,000,000	**100%**	100%
Leeport Machine Tool Company Limited	Hong Kong, limited liability company	Investment holding in Hong Kong	HK$10,000,000	**100%**	100%
Leeport (Malaysia) Sdn. Bhd.	Malaysia, limited liability company	Inactive	RM350,000	**100%**	100%
Leeport Machine Tool (Shenzhen) Company Limited	PRC, limited liability company	Trading of machines, tools and measuring instruments in the PRC	HK$10,000,000	**100%**	100%
Leeport Machine Tool Trading (China) Limited	PRC, limited liability company	Trading of machines, tools and measuring instruments in the PRC	RMB22,000,000	**100%**	100%

9 SUBSIDIARIES (CONTINUED)

The following is a list of principal subsidiaries at 31st December 2024: (Continued)

Company name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Issued/ registered and fully paid capital	Percentage of equity interest attributable to the Company	
				2024	2023
Shares held indirectly by the Company (Continued)					
Leeport (Singapore) Pte Ltd	Singapore, limited liability company	Trading of machine tools and related products in Singapore	S$1,000,000	**100%**	100%
Leeport Machinery (Shanghai) Company Limited	PRC, limited liability company	Trading of machines, tools and measuring instruments in the PRC	US$1,000,000	**100%**	100%
Leeport Metalforming Machinery Limited	Hong Kong, limited liability company	Trading of metalforming machines in Hong Kong	HK$500,000	**100%**	100%
Leeport Precision Machine Tool Company Limited	Hong Kong, limited liability company	Trading of metalcutting machines in Hong Kong	HK$1,000,000	**100%**	100%
Leeport Technology Limited	Hong Kong, limited liability company	Trading of Measuring instruments in Hong Kong	HK$5,000,000	**100%**	100%
Leeport Tools Limited	Hong Kong, limited liability company	Trading of cutting tools in Hong Kong	HK$1,000,000	**100%**	100%
Rapman Limited	Hong Kong, limited liability company	Trading of rapid prototypes in Hong Kong	HK$1,000,000	**100%**	100%
World Leader Limited	Hong Kong, limited liability company	Property holding in Hong Kong and the PRC	HK$1	**100%**	100%

9 SUBSIDIARIES (CONTINUED)

The following is a list of principal subsidiaries at 31st December 2024: (Continued)

Company name	Place of incorporation and kind of legal entity	Principal activities and place of operation	Issued/ registered and fully paid capital	Percentage of equity interest attributable to the Company 2024	2023
Shares held indirectly by the Company (Continued)					
Leeport International (BVI) Company Limited	British Virgin Islands, limited liability company	Investment holding in British Virgin Islands	HK$50,000	**100%**	100%
Leeport International (Hong Kong) Company Limited	Hong Kong, limited liability company	Investment holding in Hong Kong	HK$10,000	**100%**	100%
Leeport Automation Company Limited	Hong Kong, limited liability company	Investment holdings in Hong Kong	HK$1	**100%**	100%
Screw & Fastener (Hong Kong) Co., Ltd	Hong Kong, limited liability company	Trading of screw and machine cutting tools in Hong Kong	HK$10,000	**100%**	100%
深圳市螺總機械設備有限公司	PRC, limited liability company	Trading of screw and machine cutting tools in PRC	RMB2,000,000	**100%**	100%
Pt. Leeport Machine Tool Indonesia	Indonesia, limited liability company	Investment Holdings in Indonesia	Rp4,050,900,000	**100%**	100%
Ricoseiki Limited	Hong Kong Limited liability company	Inactive	HK$10,000	**75%**	75%
德勝格科技(深圳)有限公司	PRC, limited liability company	Inactive	HK$1,000,000	**100%**	100%

10 INVESTMENTS IN ASSOCIATES

Movements of investments in associates are as follows:

	2024 HK$'000	2023 HK$'000
At 1st January	**47,061**	62,243
Share of post-tax losses of associates	**(9,573)**	(15,916)
Currency translation difference	**(1,671)**	734
At 31st December	**35,817**	47,061

Set out below are the associates held by the Group. The associates as listed below have share capital consisting solely of ordinary shares.

Details of investment in associates as at 31st December 2024 and 2023 are as follows:

Company name	Place of business/ country of incorporation	Effective % of ownership interest		Principal activities and place of operation
		2024	2023	
OPS-Ingersoll Holding GmbH ("OPS")	Germany/Germany	**33.84**	33.84	Manufacturing of metal working machinery
Prima Power Suzhou Co., Ltd. ("Prima")	The PRC/The PRC	**30**	30	Manufacturing of metal forming machinery

There are no contingent liabilities relating to the Group's interest in the associates.

Summarised financial information of associates

Set out below is the summarised financial information of OPS and Prima, which in the opinion of the directors, are material to the Group during the year ended 31st December 2024.

10 INVESTMENTS IN ASSOCIATES (CONTINUED)

Summarised Balance Sheet

	OPS		Prima	
	2024	2023	**2024**	2023
	HK$'000	HK$'000	**HK$'000**	HK$'000
Current assets	**114,017**	175,745	**380,829**	494,671
Non-current assets	**68,835**	77,048	**36,210**	41,654
Current liabilities	**(103,580)**	(132,708)	**(354,213)**	(465,090)
Non-current liabilities	**(26,958)**	(28,140)	**(419)**	(2,034)
Non-controlling interests	**(19,058)**	(32,479)	**–**	–
Net assets	**33,256**	59,466	**62,407**	69,201
Group's share of net assets	**11,236**	20,128	**18,722**	20,760
Goodwill	**3,913**	4,185	**1,946**	1,988
Carrying amount	**15,149**	24,313	**20,668**	22,748

Summarised Income Statement

	OPS		Prima	
	2024	2023	**2024**	2023
	HK$'000	HK$'000	**HK$'000**	HK$'000
Revenue	**185,224**	300,413	**300,295**	408,086
Loss for the year attributable to equity holders	**(35,351)**	(32,749)	**(5,404)**	(28,641)
Group's share of loss for the year	**(7,952)**	(7,324)	**(1,621)**	(8,592)

11 FINANCIAL INSTRUMENTS BY CATEGORY

	Financial assets at amortised cost HK$'000	Financial assets at FVOCI HK$'000	Financial asset at FVPL HK$'000	Total HK$'000
Assets as per consolidated balance sheet				
At 31st December 2024				
Trade and bills receivables (Note 14)	**206,372**	**–**	**–**	**206,372**
Other receivables and deposits	**9,384**	**–**	**–**	**9,384**
Loan to an associate	**16,803**	**–**	**–**	**16,803**
Financial assets at fair value through other comprehensive income (Note 12)	**–**	**7,389**	**–**	**7,389**
Financial asset at fair value through profit or loss (Note 13)	**–**	**–**	**76,718**	**76,718**
Restricted bank deposits (Note 16)	**5,297**	**–**	**–**	**5,297**
Cash and cash equivalents (Note 16)	**26,048**	**–**	**–**	**26,048**
Total	**263,904**	**7,389**	**76,718**	**348,011**
Assets as per consolidated balance sheet				
At 31st December 2023				
Trade and bills receivables (Note 14)	209,795	–	–	209,795
Other receivables and deposits	7,298	–	–	7,298
Loan to an associate	15,792	–	–	15,792
Financial assets at fair value through other comprehensive income (Note 12)	–	10,989	–	10,989
Financial asset at fair value through profit or loss (Note 13)	–	–	55,179	55,179
Restricted bank deposits (Note 16)	5,059	–	–	5,059
Cash and cash equivalents (Note 16)	29,795	–	–	29,795
Total	267,739	10,989	55,179	333,907

11 FINANCIAL INSTRUMENTS BY CATEGORY (CONTINUED)

	Liabilities at amortised cost HK$'000	Liability at FVPL HK$'000	Total HK$'000
Liabilities as per consolidated balance sheet			
At 31st December 2024			
Borrowings (Note 20)	**128,071**	**–**	**128,071**
Trade and bills payables (Note 19)	**76,678**	**–**	**76,678**
Other payables	**11,149**	**–**	**11,149**
Lease liabilities	**98**	**–**	**98**
Total	**215,996**	**–**	**215,996**
Liabilities as per consolidated balance sheet			
At 31st December 2023			
Borrowings (Note 20)	172,146	–	172,146
Trade and bills payables (Note 19)	78,770	–	78,770
Other payables	25,081	–	25,081
Lease liabilities	46	–	46
Total	276,043	–	276,043

12 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Financial assets at fair value through other comprehensive income ("FVOCI") comprise equity securities which are not held for trading, and which the Group has irrevocably elected at initial recognition to recognise in this category. These are strategic investments and the Group considers this classification to be more relevant. The equity investments at FVOCI comprise the following investments:

	2024 HK$'000	2023 HK$'000
Unlisted securities		
– Equity securities – Europe	**7,389**	10,989

All of these investments were also held in the previous year.

Unlisted equity securities were included in level 3 in the fair value hierarchy.

As at 31st December 2024 and 2023, valuations were undertaken by APAC Appraisal and Consulting Limited, an independent qualified professional valuer. The revaluation gains or losses are included in other comprehensive income in the consolidated statement of comprehensive income.

The Group's policy is to recognise transfers in/(out) of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

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

There was no transfer between levels 1, 2 and 3 during the year.

The following table presents the changes in unlisted securities with fair value measurements using significant unobservable inputs (level 3) for the years ended 31st December 2024 and 2023.

	2024 HK$'000	2023 HK$'000
Opening balance	**10,989**	8,389
Net (loss)/gain from fair value adjustment	**(3,600)**	2,600
Closing balance	**7,389**	10,989

Valuation process of the Group

The Group's finance department reviews the valuations performed by the independent valuer for financial reporting purposes. Discussions of valuation processes and results are held between the CODM, finance department and the independent valuer annually. At each financial year end the finance department:

– Verifies all major inputs to the independent valuation report;

– Assesses valuations movements when compared to the prior year valuation report; and

– Holds discussions with the independent valuer.

Valuation techniques

Fair values of unlisted securities of the Group are generally determined by the market approach. The key unobservable data includes price-to-revenue ratios of the comparable companies and discount for lack of marketability.

Key unobservable input	**Value** **2024**	2023
Price-to-revenue ratios of the comparable companies	**3.49**	3.7
Discount for lack of marketability	**25%**	25%

13 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2024 HK$'000	2023 HK$'000
Financial assets at fair value through profit or loss		
– Unlisted equity securities – Europe	**70,000**	48,600
– Key management insurance contracts	**6,718**	6,579
	76,718	55,179

Unlisted investments represent unlisted key management insurance contracts which are debt instruments and unlisted equity securities which are not held for trading. They are classified as financial assets at FVTPL.

During the year ended 31st December 2023, the group completed acquisition of 2.5% equity interest in the company Femto S.à.r.l., a limited liability company incorporated under the laws of Luxembourg ("Femto") which indirectly held 100% equity interests in Prima Industrie S.p.A., the issuer of listed equity securities previously invested by the Group. The investment is measured at fair value and classified as financial assets at FVTPL as at 31st December 2024.

Unlisted equity securities and unlisted key management insurance contracts were included in level 3 in the fair value hierarchy.

The Group's policy is to recognise transfers in/(out) of fair value hierarchy levels as of the date of the event or change in circumstances that caused the transfer.

There was no transfer between levels 1, 2 and 3 during the year.

As at 31st December 2024 and 2023, the fair value of unlisted insurance policy investment that was not traded in an active market was considered to be the cash surrender value of the insurance policy.

As at 31st December 2024, valuations of the fair value of the unlisted equity securities were undertaken by APAC Appraisal and Consulting Limited, an independent qualified professional valuer. The revaluation gains or losses are included in other comprehensive income in the consolidated statement of comprehensive income.

13 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (CONTINUED)

Valuation process of the Group

The Group's finance department reviews the valuations performed by the independent valuer for financial reporting purposes. Discussions of valuation processes and results are held between the finance department and the independent valuer annually. At each financial year end the finance department:

– Verifies all major inputs to the independent valuation report;

– Assesses valuations movements when compared to the prior year valuation report; and

– Holds discussions with the independent valuer.

Valuation techniques

Fair values of unlisted securities of the Group are determined by the market approach. The key unobservable data includes enterprise value-to-earnings before interest, taxes, depreciation, and amortisation (EV-to-EBITDA) of comparable companies of 11.26% and discount for lack of marketability of 25%.

The following table presents the changes in unlisted securities with fair value measurements using significant unobservable inputs (level 3) for the years ended 31st December 2024 and 2023.

	2024 HK$'000	2023 HK$'000
Opening balance	55,179	6,408
Addition	–	43,067
Net gain from fair value adjustment (Note 22)	21,539	5,704
Closing balance	76,718	55,179

Bank borrowings are secured on financial assets at FVTPL with a carrying amount of HK$6,718,000 (2023: HK$6,579,000) (Note 20).

14 TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS

	2024 HK$'000	2023 HK$'000
Current assets		
Trade and bills receivables	**208,732**	215,713
Less: provision for impairment (Note 3.1(c))	**(2,360)**	(5,918)
Trade and bills receivables - net	**206,372**	209,795
Other receivables, prepayments and deposits	**28,752**	31,629
Less: provision for impairment (Note 3.1(c))	**(113)**	(73)
Other receivables, prepayments and deposits - net	**28,639**	31,556
	235,011	241,351

The carrying amounts of trade and bills receivables, other receivables and deposits approximated their fair values.

As at 31st December 2024 and 2023, the ageing analysis of trade and bills receivables by invoice date are as follows:

	2024 HK$'000	2023 HK$'000
Within 3 months	**145,397**	177,823
4 – 6 months	**31,902**	7,443
7 – 12 months	**1,795**	14,564
Over 12 months	**29,638**	15,883
	208,732	215,713
Less: provision for impairment (Note 3.1(c))	**(2,360)**	(5,918)
	206,372	209,795

14 TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (CONTINUED)

As at 31st December 2024 and 2023, the ageing analysis of trade and bills receivables by payment due date are as follows:

	2024 HK$'000	2023 HK$'000
Current	**196,041**	186,529
1 – 3 months	**9,266**	12,510
4 – 6 months	**611**	5,871
7 – 12 months	**501**	4,918
Over 12 months	**2,313**	5,885
	208,732	215,713
Less: provision for impairment (Note 3.1(c))	**(2,360)**	(5,918)
	206,372	209,795

The Group generally grants credit terms of a range 30 to 90 days to its customers. Longer payment terms might be granted to those customers who have good payment history and long-term business relationship with the Group.

Retention receivables of HK$29,266,000 (2023: HK$81,159,000) are included in trade and bills receivables, which are expected to be recovered within 12 months. Retention receivables are settled in accordance with the terms of respective contracts. The terms and condition in relation to the release of retention vary from contract to contract, which is subject to the expiry of the defect liability period or a pre-agreed time period.

The carrying amounts of the Group's trade and bills receivables, other receivables, prepayments and deposits are denominated in the following currencies:

	2024 HK$'000	2023 HK$'000
EUR	**617**	12,916
HK$	**3,489**	6,792
JPY	**111,840**	87,116
USD	**8,087**	10,191
RMB	**108,740**	122,108
Other currencies	**2,238**	2,228
	235,011	241,351

14 TRADE AND BILLS RECEIVABLES, OTHER RECEIVABLES, PREPAYMENTS AND DEPOSITS (CONTINUED)

As at 31st December 2024, trade receivables of HK$2,360,000 (2023: HK$5,918,000) were provided for impairment. Movements of provision for impairment of trade and bills receivables are as follows:

	2024 HK$'000	2023 HK$'000
At beginning of the year	**5,918**	3,469
Write off of receivables	**(1,879)**	(41)
(Reversal of)/provision for impairment of trade and bills receivables	**(1,679)**	2,490
At end of the year	**2,360**	5,918

The creation and release of provision for impaired receivables has been included in the consolidated income statement. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The maximum exposure to credit risk at the reporting date is the carrying values of each class of receivable mentioned above. The Group does not hold any collateral as security.

15 INVENTORIES

	2024 HK$'000	2023 HK$'000
Trading stock	**99,562**	111,857
Less: provision for impairment of inventories	**(29,569)**	(31,648)
Inventories, net	**69,993**	80,209

The reversal of provision for slow moving inventories credited for the year ended 31st December 2024 are HK$1,563,000 (2023: provision for slow moving inventories charged HK$3,660,000) (Note 23).

The cost of inventories recognised as expense and included in cost of goods sold amounted to HK$421,837,000 (2023: HK$535,664,000) (Note 23).

16 RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

	2024 HK$'000	2023 HK$'000
Restricted bank deposits (Note (a))	**5,297**	5,059
Cash at bank and in hand (Note (b))	**26,048**	29,795

(a) Restricted bank deposits of the Group are pledged to secure banking facilities granted to the Group. The effective interest rate on restricted bank deposits was 3.73% (2023: 3.8%) and these deposits have an average renewal period of 46 days (2023: 25 days). The carrying amounts of the Group's restricted bank deposits are mainly denominated in HK$ (2023: HK$).

(b) The table below shows the bank deposits balance as of 31st December 2024 and 2023.

	2024 HK$'000	2023 HK$'000
Cash at banks and bank deposits	**26,033**	29,687
Cash in hand	**15**	108
Cash and cash equivalents	**26,048**	29,795

The carrying amounts of the Group's cash at bank and in hand are denominated in the following currencies:

	2024 HK$'000	2023 HK$'000
EUR	**111**	464
HK$	**2,267**	5,870
JPY	**5,009**	3,562
USD	**1,258**	176
RMB	**15,657**	18,702
Other currencies	**1,746**	1,021
	26,048	29,795

Renminbi is not a freely convertible currency in the international market. The conversion of Renminbi into foreign currencies and remittance of Renminbi out of the PRC are subject to the rules and regulations of foreign exchange control promulgated by the government of the PRC.

17 SHARE CAPITAL

	2024 **HK$'000**	2023 HK$'000
Authorised:		
1,000,000,000 ordinary shares of HK$0.10 each	**100,000**	100,000

	Number of shares (in thousand)	Share capital HK$'000
Issued and fully paid:		
At 1st January 2023 and 31st December 2023 and 2024	230,076	23,007

Share options

At the annual general meeting held on 15th May 2013, a share option scheme (the "Scheme") was adopted by the Company. The Scheme would remain in force for 10 years from the date of its adoption on 15th May 2013 and has expired on 14th May 2023. As at 31st December 2024 and the date of this report, the Company has no share option scheme.

No share options were granted, cancelled, exercised or lapsed during the year ended 31st December 2024 and 2023.

18 OTHER RESERVES

	Share premium HK$'000	Revaluation reserve HK$'000	Exchange Reserve HK$'000	Other reserve HK$'000	Merger reserve HK$'000	Total HK$'000
Balance at 1st January 2023	37,510	241,645	(8,325)	739	11,310	282,879
Currency translation differences	–	(996)	(3,132)	–	–	(4,128)
Revaluation of right-of-use assets (Note 6)	–	3,396	–	–	–	3,396
Movement of deferred tax (Note 21)	–	(5)	–	–	–	(5)
Transfer of property revaluation reserve to retained earnings on depreciation of right-of-use assets	–	(1,364)	–	–	–	(1,364)
Change of value of financial assets at fair value through other comprehensive income (Note 12)	–	–	–	2,600	–	2,600
Release of exchange reserve on dissolution of a subsidiary	–	–	(893)	–	–	(893)
Balances at 1st January 2024 and 31st December 2023	37,510	242,676	(12,350)	3,339	11,310	282,485
Currency translation differences	**–**	**4,478**	**(10,766)**	**–**	**–**	**(6,288)**
Revaluation of right-of-use assets (Note 6)	**–**	**(7,249)**	**–**	**–**	**–**	**(7,249)**
Movement of deferred tax (Note 21)	**–**	**1,431**	**–**	**–**	**–**	**1,431**
Transfer of property revaluation reserve to retained earnings on depreciation of right-of-use assets	**–**	**681**	**–**	**–**	**–**	**681**
Change of value of financial assets at fair value through other comprehensive income (Note 12)	**–**	**–**	**–**	**(3,600)**	**–**	**(3,600)**
Release of revaluation reserve upon disposal and transfer of right-of-use assets	**–**	**(56,821)**	**–**	**–**	**–**	**(56,821)**
Balance at 31st December 2024	**37,510**	**185,196**	**(23,116)**	**(261)**	**11,310**	**210,639**

19 TRADE AND BILLS PAYABLES, OTHER PAYABLES, ACCRUALS AND CONTRACT LIABILITIES

	2024 HK$'000	2023 HK$'000
Current liabilities		
Trade and bills payables	**76,678**	78,770
Other payables, accruals and contract liabilities (Note)	**47,291**	51,836
	123,969	130,606

The carrying amounts of trade and bill payables, other payables, accruals and contract liabilities approximate their fair values.

Note:

Contract liabilities of HK$29,503,000 (2023: HK$23,513,000) were classified within "other payables, accruals and contract liabilities". It represents advanced payments received from customers for goods that have not been transferred to the customers.

19 TRADE AND BILLS PAYABLES, OTHER PAYABLES, ACCRUALS AND CONTRACT LIABILITIES (CONTINUED)

At 31st December, the ageing analysis of trade and bills payables based on suppliers' payment due dates are as follows:

	2024 HK$'000	2023 HK$'000
Current	**61,494**	60,599
1 - 3 months	**4,158**	6,361
4 - 6 months	**6,113**	5,616
7 - 12 months	**1,237**	–
Over 12 months	**3,676**	6,194
	76,678	78,770

The carrying amounts of the trade and bills payables, other payables, accruals and contract liabilities are denominated in the following currencies:

	2024 HK$'000	2023 HK$'000
JPY	**12,627**	31,082
EUR	**1,895**	11,385
USD	**8,558**	1,770
RMB	**80,958**	60,908
HK$	**16,698**	24,079
Others	**3,233**	1,382
	123,969	130,606

20 BORROWINGS

As at 31st December 2024, the Group's borrowings were repayable as follows:

	2024 HK$'000	2023 HK$'000
Current		
Trust receipt loans	**75,963**	80,300
Term loans from banks due for repayment within one year	**52,108**	91,846
Total borrowings	**128,071**	172,146

20 BORROWINGS (CONTINUED)

As at 31st December 2024, certain land and buildings, investment properties, restricted bank deposits and a financial asset at fair value through profit or loss in Hong Kong and Mainland China with an aggregate carrying value of approximately HK$97,273,000 (2023: HK$148,961,000) were pledged to secure the banking facilities of the Group.

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at the end of the reporting period are all within one year.

The fair values of the Group's borrowings approximate their carrying amounts at each balance sheet date.

The effective interest rates per annum at the balance sheet date are as follows:

	2024					2023				
	HK$	**US$**	**EUR**	**JPY**	**RMB**	HK$	US$	EUR	JPY	RMB
Trust receipts loans	**5.6%**	**–**	**–**	**2.52%**	**–**	7.06%	6.84%	6.01%	4.01%	–
Bank loans	**5.98%**	**–**	**–**	**–**	**3.55%**	7.04%	6.23%	–	–	3.59%

The carrying amounts of the borrowings are denominated in the following currencies:

	2024	2023
	HK$'000	HK$'000
EUR	**–**	1,010
HK$	**95,150**	138,100
JPY	**19,963**	11,955
USD	**–**	6,736
RMB	**12,958**	14,345
	128,071	172,146

The Group has complied with the financial covenants of its borrowing facilities during the year ended 31st December 2024 and 2023.

21 DEFERRED INCOME TAX

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to the same tax jurisdiction. The following amounts, determined after appropriate offsetting, are shown in the consolidated balance sheet:

The deferred income tax assets and liabilities are to be recovered/settled as follows:

	2024 HK$'000	2023 HK$'000
Deferred income tax assets to be settled after more than 12 months	**4,534**	5,657
Deferred income tax liabilities to be settled after more than 12 months	**(28,818)**	(30,249)

The movement of net deferred income tax assets/(liabilities) is as follows:

	2024 HK$'000	2023 HK$'000
At 1st January	**(24,592)**	(30,244)
(Charged)/credited to consolidated income statement	**(1,123)**	5,657
Credited/(debited) directly to equity (Note 18)	**1,431**	(5)
At 31st December	**(24,284)**	(24,592)

The movement in deferred income tax assets and liabilities during the year, without taking into consideration the offsetting of balances within the same tax jurisdiction, is as follows:

Deferred income tax assets

	Tax loss HK$'000	**Total** HK$'000
At 1st January 2023	–	–
Credited to consolidated income statement	5,657	5,657
At 31st December 2023	5,657	5,657
Charged to consolidated income statement	(1,123)	(1,123)
At 31st December 2024	4,534	4,534

21 DEFERRED INCOME TAX (CONTINUED)

Deferred income tax liabilities

	Accelerated depreciation HK$'000	Right-of-use assets HK$'000	Total HK$'000
At 1st January 2023	(1,187)	(29,057)	(30,244)
Debited directly to equity (Note 18)	–	(5)	(5)
At 31st December 2023	(1,187)	(29,062)	(30,249)
Credited directly to equity (Note 18)	–	1,431	1,431
At 31st December 2024	(1,187)	(27,631)	(28,818)

The deferred income tax credited/(debited) to equity during the year is as follows:

	2024 HK$'000	2023 HK$'000
Revaluation of land and building	**1,431**	(5)
	1,431	(5)

Deferred income tax assets are recognised for tax losses carried forward to the extent that realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of HK$6,620,000 (2023: HK$12,249,000) in respect of losses amounting to HK$35,878,000 (2023: HK$70,302,000) that can be carried forward against future taxable income.

	2024 HK$'000	2023 HK$'000
With no expiry date	**63,357**	104,454

22 OTHER INCOME AND GAINS – NET

	2024 HK$'000	2023 HK$'000
Derivative instruments - forward contracts:		
– Realised and unrealised net fair value loss	–	(402)
Rental income	3,653	3,305
Reward income	451	423
Net fair value losses on investment properties (Note 7)	(7,347)	(3,970)
Net fair value gains on financial assets at FVTPL	21,539	5,704
Government grants (Note i)	244	396
Gain on dissolution of a subsidiary	–	2,402
Others	129	606
	18,669	8,464

Note:

(i) Government grants were granted by the respective governmental authorities in Hong Kong and Mainland China. During the year ended 31st December 2024, HK$244,000 (2023: HK$396,000) were granted by Mainland China government for import encouragement and support to the enterprises. There are no unfulfilled conditions and other contingencies attached to the receipts of these subsidies.

23 EXPENSES BY NATURE

Expenses included in cost of goods sold, selling and distribution costs and administrative expenses are analysed as follows:

	2024 HK$'000	2023 HK$'000
Auditors' remuneration		
– Audit services	1,163	1,390
– Non-audit services	530	938
Cost of inventories sold	421,837	535,664
Depreciation on plant and equipment	2,198	2,239
Depreciation on right-of-use assets	5,109	5,799
Short-term leases	1,136	1,893
(Reversal of provision)/provision for slow moving inventories	(1,563)	3,660
Foreign exchange loss	5,200	1,515
Employee benefits expenses (including directors' remuneration) (Note 24)	59,364	60,952
Other expenses	43,081	50,796
Total cost of goods sold, selling and distribution costs and administrative expenses	538,055	664,846

24 EMPLOYEE BENEFITS EXPENSES

	2024 HK$'000	2023 HK$'000
Wages and salaries	**50,534**	52,809
Pension costs - defined contribution plans (Note (a))	**8,830**	8,143
	59,364	60,952

(a) Pensions - defined contribution plans

The Group operated a defined contribution retirement scheme, an Occupational Retirement Scheme, for qualified employees, including executive directors of the Company, in Hong Kong prior to 1st December 2000. The cost charged to the consolidated income statement represents contributions payable or paid to the funds by the Group at the rate of 5% of the salary with a current ceiling of HK$1,500 per month for general staff and there is no ceiling for managerial staff. Where there are employees who leave the scheme prior to vesting fully in the contributions, the contributions payable by the Group are reduced by the amount of forfeited contributions.

Commencing on 1st December 2000, the existing employees in Hong Kong may elect to join the Mandatory Provident Fund Scheme ("MPF Scheme"), and all new employees in Hong Kong are required to join the MPF Scheme. Under the MPF Scheme, the employer and its employees in Hong Kong are each required to contribute 5% of their gross earnings with a ceiling of HK$1,500 per month to the MPF Scheme. The only obligation of the Group with respect to the MPF Scheme is to make the required contributions under the scheme. The MPF contributions charged to the consolidated income statement represent the contributions payable or paid to the funds by the Group.

No contributions (2023: Nil) were payable to the funds at the year end.

Employees in the subsidiaries operating in the Mainland China are required to participate in defined contribution retirement schemes operated by the local municipal governments. The retirement schemes for employees of the overseas subsidiaries follow the local statutory requirements of the respective countries. Contributions are made to the schemes based on a certain percentage of the applicable employee payroll.

There is no forfeited contributions utilised during the year (2023: Nil).

24 EMPLOYEE BENEFITS EXPENSES (CONTINUED)

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year included three (2023: three) directors whose emoluments are reflected in the analysis shown in Note 33. The emoluments payable to the remaining two (2023: two) individuals during the year are as follows:

	2024 HK$'000	2023 HK$'000
Salaries, allowances and benefits in kind	**1,252**	1,515
Pension costs - defined contribution plans	**36**	36
	1,288	1,551

The emoluments fell within the following bands:

	Number of individuals	
	2024	2023
Emolument bands (in HK dollar)		
Not more than HK$1,000,000	**2**	2
HK$1,000,001 - HK$1,500,000	**–**	–
	2	2

25 FINANCE INCOME AND EXPENSES

	2024 HK$'000	2023 HK$'000
Finance expenses		
Interest expense on:		
– bank overdrafts, trust receipt loans and bank borrowings	**(9,413)**	(13,819)
– lease liabilities	**(1)**	(2)
	(9,414)	(13,821)
Finance income		
Interest income on short-term bank deposits	**350**	440
Interest income on loan to an associate	**810**	760
	1,160	1,200
Finance expenses - net	**(8,254)**	(12,621)

26 INCOME TAX EXPENSE

The amount of taxation charged to the consolidated income statement represents:

	2024 HK$'000	2023 HK$'000
Current income tax		
– Hong Kong profits tax	**2,591**	7,412
– PRC and overseas taxation	**55**	138
Deferred income tax (Note 21)	**1,123**	(5,635)
	3,769	1,915

Hong Kong profits tax has been provided at the rate of 16.5% (2023: 16.5%) on the estimated assessable profit for the year.

Enterprise income tax ("EIT") in the PRC has been provided at the rate of 25% (2023: 25%) on the estimated assessable profit for the year with certain preferential provisions.

Taxation on other overseas profits has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the subsidiaries of the Group operate.

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the domestic tax rates applicable to profit of the consolidated entities are as follows:

	2024 HK$'000	2023 HK$'000
Profit before income tax	**24,676**	13,669
Share of post-tax losses of associates	**9,573**	15,916
Adjusted profit before income tax	**34,249**	29,585
Tax calculated at domestic tax rates applicable to profit in the respective countries	**2,142**	2,568
Income not subject to taxation	**(5,003)**	(1,315)
Expenses not deductible for taxation purposes	**851**	1,986
Tax losses for which no deferred income tax asset was recognised	**9,508**	643
Utilisation of previous unrecognised temporary difference	**(4,229)**	(3,639)
Withholding tax	**500**	1,672
Income tax expense	**3,769**	1,915

27 EARNINGS PER SHARE

(a) Basic

Basic earnings per share is calculated by dividing the profit attributable to equity owners of the Company by the weighted average number of ordinary shares in issue during the year.

	2024	2023
Profit attributable to owners of the Company (HK$'000)	**20,909**	11,288
Weighted average number of ordinary shares in issue (in thousands)	**230,076**	230,076
Basic earnings per share attributable to equity owners of the Company (HK cents per share)	**9.09**	4.91

(b) Diluted

Diluted earnings per share is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The Company has one category of dilutive potential ordinary share: share options. There are no share options issued/outstanding during the year ended 31st December 2024 and 2023, hence no diluted earnings per share was presented.

28 DIVIDENDS

A final dividend in respect of the year ended 31st December 2024 at HK3.0 cents (2023: HK3.5 cents), per share amounting to a total dividend of HK$6,902,000 (2023: HK$8,053,000), is to be proposed at the annual general meeting on 25th June 2025 (2023: 26th June 2024). These financial statements do not reflect this dividend payable.

	2024 **HK$'000**	2023 HK$'000
Special dividend, paid, HK10 cents during the year (2023: Nil) per ordinary share	**23,008**	–
Interim dividend, paid, HK3.0 cents (2023: HK1.0 cent) per ordinary share	**6,902**	2,301
Final dividend, proposed, of HK3.0 cents (2023: HK3.5 cents) per ordinary share	**6,902**	8,053

29 CASH GENERATED FROM OPERATIONS

	2024 HK$'000	2023 HK$'000
Profit before income tax	**24,676**	13,669
Adjustments for:		
– Depreciation of plant and equipment (Note 23)	**2,198**	2,239
– Depreciation of right-of-use assets (Note 23)	**5,109**	5,799
– Fair value loss of investment properties (Note 22)	**7,347**	3,970
– Unrealised fair value loss on derivative financial instruments	**–**	823
– Net fair value gain on financial asset at FVTPL (Note 22)	**(21,539)**	(5,704)
– Interest income (Note 25)	**(1,160)**	(927)
– Interest expense (Note 25)	**9,414**	13,821
– Unrealised exchange loss/(gain)	**5,200**	(1,754)
– (Reversal of provision)/provision for slow moving inventories (Note 23)	**(1,563)**	3,660
– Net (reversal of impairment losses)/impairment losses on financial assets (Note 3.1(c))	**(1,263)**	2,964
– Share of losses of associates (Note 10)	**9,573**	15,916
– Gain on disposal of a subsidiary	**–**	(3,034)
Operating cash inflow before working capital changes:	**37,992**	51,442
Changes in working capital (excluding the effects of exchange differences on consolidation):		
– Inventories	**11,147**	6,472
– Trade and bills receivables, other receivables, prepayments and deposits	**(5,381)**	145,347
– Trade and bills payables, other payables, accruals and contract liabilities	**(6,821)**	(101,976)
Cash generated from operations	**36,937**	101,285

29 CASH GENERATED FROM OPERATIONS (CONTINUED)

Note:

(a) Reconciliation of liabilities arising from financing activities

This section sets out an analysis of liabilities arising from financing activities and the movements in liabilities arising from financing activities for each of the years presented.

	Lease liabilities HK$'000	Borrowing due within 1 year HK$'000	Total HK$'000
As at 1st January 2024	**46**	**172,146**	**172,192**
Cash flows- financing activities	**(51)**	**(42,087)**	**(42,138)**
Non-cash transactions:			
Addition of Lease liabilities	**102**	**–**	**102**
Exchange difference	**1**	**(1,988)**	**(1,987)**
As at 31st December 2024	**98**	**128,071**	**128,169**

	Lease liabilities HK$'000	Borrowing due within 1 year HK$'000	Total HK$'000
As at 1st January 2023	96	231,948	232,044
Cash flows- financing activities	(50)	(57,911)	(57,961)
Non-cash transactions:			
Exchange difference	–	(1,891)	(1,891)
As at 31st December 2023	46	172,146	172,192

30 CONTINGENT LIABILITIES

	2024 HK$'000	2023 HK$'000
Letters of guarantee given to customers	**3,811**	18,107

Certain subsidiaries have given undertakings to banks that they will perform certain contractual non-financial obligations to third parties. In return, the banks have provided letters of guarantee to third parties on behalf of these subsidiaries.

31 RELATED PARTY TRANSACTIONS

The Group is controlled by Peak Power Technology Limited (incorporated in the British Virgin Island), which owns 62.8% of the Company's shares. The remaining 37.2% of the shares are widely held.

In addition to those disclosed elsewhere in the financial statements, the following transactions were care:

(a) Key management compensation

Key management includes directors (executive and non-executive) and senior management. The compensation paid or payable to key management for employee services is shown below:

	2024 HK$'000	2023 HK$'000
Salaries and other short-term employee benefits	**8,101**	9,359
Pension costs – defined contribution plans	**63**	75
	8,164	9,434

31 RELATED PARTY TRANSACTIONS (CONTINUED)

(b) Purchases of goods and services:

	2024 HK$'000	2023 HK$'000
Purchase of goods from associates		
– Prima	**5,379**	4,516

The transactions were conducted in the normal course of business at price and terms mutually agreed between both parties.

(c) Loan to an associate

The balance represents loan made to an associate – OPS. The loan is arranged for best support OPS to maximise benefit of all shareholders, the loan is unsecured, interest bearing at 6% per annum and will not repaid within the next twelve months from the reporting date (2023: the terms of loan agreement is under negotiation). During the year, interest received from OPS amounted to HK$810,000 (2023: HK$760,000).

As at 31st December 2024, the carrying value of the loan to an associate was HK$16,803,000 (2023: HK$15,792,000). Expected credit loss of HK$1,000,000 (2023: HK$624,000) was recognised as of 31st December 2024.

(d) Disposal of property to a key management

On 10th May 2024, the Group entered into the Sale and Purchase Agreement to sell a property to a key management at consideration HK$53,000,000. The Disposal will generate additional working capital for the Group, reduce gearing and finance costs of the Company and allow the Group to allocate more resources to the other existing businesses. Details of the transaction have been disclosed on 10th May 2024 and 3rd June 2024 announcement and circular.

32 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY

Balance sheet of the Company

		As at 31st December	
		2024	2023
		HK$'000	HK$'000
ASSETS			
Non-current assets			
Investments in subsidiaries		**92,327**	92,327
Amounts due from subsidiaries		**74,948**	63,334
		167,275	155,661
Current assets			
Other receivables and prepayments		**315**	349
Cash and cash equivalents		**110**	342
		425	691
Total assets		**167,700**	156,352
EQUITY			
Capital and reserves attributable to the owners of the Company			
Share capital		**23,007**	23,007
Other reserves	Note (a)	**131,761**	131,761
Retained earnings	Note (a)	**12,177**	665
Total equity		**166,945**	155,433
LIABILITIES			
Current liabilities			
Other payables		**755**	919
Total liabilities		**755**	919
Total equity and liabilities		**167,700**	156,352

The balance sheet of the Company was approved by the Board of Directors on 25th March 2025 and were signed on its behalf.

LEE Sou Leung, Joseph
Director

CHAN Ching Huen, Stanley
Director

32 BALANCE SHEET AND RESERVE MOVEMENT OF THE COMPANY (CONTINUED)

Note (a) Reserve movement of the Company

	Share premium HK$'000	Contributed surplus HK$'000	Exchange reserve HK$'000	Other reserve HK$'000	Retained earnings HK$'000	Total HK$'000
At 1st January 2023	37,510	91,445	(1,676)	4,482	5,853	137,614
Loss for the year	–	–	–	–	(586)	(586)
Dividend paid	–	–	–	–	(4,602)	(4,602)
At 31st December 2023	37,510	91,445	(1,676)	4,482	665	132,426
At 1st January 2024	**37,510**	**91,445**	**(1,676)**	**4,482**	**665**	**132,426**
Profit for the year	**–**	**–**	**–**	**–**	**49,475**	**49,475**
Dividend paid	**–**	**–**	**–**	**–**	**(37,963)**	**(37,963)**
At 31st December 2024	**37,510**	**91,445**	**(1,676)**	**4,482**	**12,177**	**143,938**

33 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES)

(a) Directors' and chief executive's emoluments

The remuneration of every director is set out below:

For the year ended 31st December 2024

Name of Director	Fees	Salary (Note a)	Discretionary bonuses	Allowances and benefits in kind (Note b)	Employer's contribution to retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Chairman and Group Chief Executive Officer							
Lee Sou Leung, Joseph	–	1,200	–	1,254	–	–	2,454
Executive Directors							
Chan Ching Huen, Stanley	–	1,556	320	364	18	–	2,258
Poon Yiu Ming (c)	–	1,920	240	–	18	–	2,178
Independent Non-Executive Directors							
Zavatti Salvatore (e)	150	–				–	150
Wong Tat Cheong, Frederick	150	–				–	150
Kracht Jurgen Ernst Max	150	–				–	150
Total	450	4,676	560	1,618	36	–	7,340

33 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (CONTINUED)

(a) Directors' and chief executive's emoluments (Continued)

For the year ended 31st December 2023

Name of Director	Fees	Salary (Note a)	Discretionary bonuses	Allowances and benefits in kind (Note b)	Employer's contribution to retirement benefit scheme	Other emoluments paid or receivable in respect of director's other services in connection with the management of the affairs of the Company or its subsidiary undertaking	Total
	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000	HK$'000
Chairman and Group Chief Executive Officer							
Lee Sou Leung, Joseph	–	1,200	–	1,774	–	–	2,974
Executive Directors							
Chan Ching Huen, Stanley	–	1,560	240	360	18	–	2,178
Poon Yiu Ming (c)	–	1,920	160	–	18	–	2,098
Lee Ee Sian (d)	–	180	–	–	3	–	183
Independent Non-Executive Directors							
Zavatti Samuel (e)	150	–	–	–	–	–	150
Wong Tat Cheong, Frederick	150	–	–	–	–	–	150
Kracht Jurgen Ernst Max	150	–	–	–	–	–	150
Total	450	4,860	400	2,134	39	–	7,883

33 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (CONTINUED)

(a) Directors' and chief executive's emoluments (Continued)

Notes:

(a) Salary paid to a director is generally an emolument paid or receivable in respect of that person's other services in connection with the management of the affairs of the Company or its subsidiary undertakings.

(b) Includes housing allowances and sundry expenses borne by the Group and estimated value of other non-cash benefits: accommodation provided by the Group.

(c) Appointed on 1st July 2023.

(d) Resigned on 15th February 2023.

(e) Zavatti Samuel changed his name to Zavatti Salvatore.

There was no remuneration paid or receivable in respect of accepting office as director and director's other services in connection with the management of the affairs of the Company during the year (2023: Nil). None of the directors have waived any of the emoluments during the year ended 31st December 2024 and 2023.

(b) Directors' material interests in transactions, arrangement or contracts

No significant transactions, arrangements and contracts in related to the Company's business in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2023: Nil).

(c) Directors' retirement benefits

None of the directors received or will receive any retirement benefits under defined benefit scheme during the year (2023: Nil).

(d) Directors' termination benefits

None of the directors received or will receive any termination benefits during the year (2023: Nil).

(e) Consideration provided to third parties for making available directors' services

During the year ended 31st December 2024, the Company did not pay consideration to any third parties for making available directors' services (2023: Nil).

33 BENEFITS AND INTERESTS OF DIRECTORS (DISCLOSURES REQUIRED BY SECTION 383 OF THE HONG KONG COMPANIES ORDINANCE (CAP. 622), COMPANIES (DISCLOSURE OF INFORMATION ABOUT BENEFITS OF DIRECTORS) REGULATION (CAP. 622G) AND HK LISTING RULES) (CONTINUED)

(f) 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 31st December 2024, there is 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).

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES

This note provides a list of other potentially material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated. The financial statements are for the group consisting of Leeport (Holdings) Limited and its subsidiaries.

34.1 Principles of consolidation and equity accounting

(i) Subsidiaries

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

The acquisition method of accounting is used to account for business combinations by the Group (refer to Note 34.2).

Intercompany 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.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated income statement, statement of comprehensive income, statement of changes in equity and balance sheet respectively.

(ii) Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (see (iii) below), after initially being recognised at cost.

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (CONTINUED)

34.1 Principles of consolidation and equity accounting (Continued)

(iii) Equity accounting

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses of the investee in profit or loss, and the Group's share of movements in other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and are recognised as a reduction in the carrying amount of the investment.

When the Group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in these entities. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the Group.

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 2.5.

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (CONTINUED)

34.1 Principles of consolidation and equity accounting (Continued)

(iv) Changes in ownership interests

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. A change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised in a separate reserve within equity attributable to owners of Leeport (Holdings) Limited.

When the Group ceases to consolidate or equity account for an investment because of a loss of control, joint control or significant influence, any retained interest in the entity is remeasured to its fair value with the change in carrying amount recognised in profit or loss. This fair value becomes the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. This may mean that amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS.

If the ownership interest in an associate is reduced but significant influence is retained, only a proportionate share of the amounts previously recognised in other comprehensive income are reclassified to profit or loss where appropriate.

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (CONTINUED)

34.2 Business combinations

The acquisition method of accounting is used to account for all business combinations, regardless of whether equity instruments or other assets are acquired. The consideration transferred for the acquisition of a subsidiary comprises the:

- fair values of the assets transferred,
- liabilities incurred to the former owners of the acquired business,
- equity interests issued by the Group,
- fair value of any asset or liability resulting from a contingent consideration arrangement, and
- fair value of any pre-existing equity interest in the subsidiary.

Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are, with limited exceptions, measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

Acquisition-related costs are expensed as incurred.

The excess of the

- consideration transferred,
- amount of any non-controlling interest in the acquired entity, and
- acquisition-date fair value of any previous equity interest in the acquired entity

over the fair value of the net identifiable assets acquired is recorded as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised directly in profit or loss as a bargain purchase.

Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss.

If the business combination is achieved in stages, the acquisition date carrying value of the acquirer's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date. Any gains or losses arising from such remeasurement are recognised in profit or loss.

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (CONTINUED)

34.3 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 Company on the basis of dividend received and receivable.

Impairment testing of the investments in subsidiaries is required upon receiving a 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.

34.4 Segment reporting

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

34.5 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

34.6 Dividend income

Dividend income is recognised when the right to receive payment is established.

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (CONTINUED)

34.7 Leases

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.

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 Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the Group, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

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 comprise mainly offices, warehouses, showrooms and directors' quarters. Right-of-use assets are shown at fair value, based on periodic valuations. Any accumulated depreciation at the date of revaluation is eliminated against the gross carrying amount of the assets and the net amount is restated to the revalued amount of the asset.

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (CONTINUED)

34.7 Leases (Continued)

Increases in the carrying amount arising on revaluation of right-of-use assets are credited to other reserves in shareholders' equity. To the extent that the increase reverses a decrease previously recognised in profit or loss, the increase is first recognised in profit or loss. Decreases that offset previous increases of the same asset are charged against fair value reserves directly in equity; all other decreases are charged to the consolidated income statement. Each year the difference between depreciation based on the revalued carrying amount of the asset charged to the consolidated income statement and depreciation based on the asset's original cost is transferred from other reserves to retained earnings.

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.

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.

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognised within "other income and gains – net", in the consolidated income statement. When revalued right-of-use assets are sold, the amounts included in other reserves are transferred to retained earnings.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining a lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the consolidated balance sheet based on their nature. The Group did not need to make any adjustments to the accounting for assets held as lessor as a result of adopting the new leasing standard.

34.8 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and Company's financial statements in the period in which the dividends are approved by the Company's shareholders or directors, where appropriate.

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (CONTINUED)

34.9 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.

Government grants relating to costs are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate.

34.10 Trade and other receivables

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection of trade and other receivables is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment. See Note 2.6 for a description of the Group's impairment policies.

34.11 Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents include cash in hand, deposits held at call with banks, and bank overdrafts. In the consolidated balance sheet, bank overdrafts are shown within borrowings in current liabilities.

34.12 Trade payables

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Trade payables are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method.

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (CONTINUED)

34.13 Borrowings

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost; any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the consolidated income statement over the period of the borrowings using the effective interest method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least 12 months after the balance sheet date.

Borrowing costs are recognised in the consolidated income statements in the period in which they are incurred.

34.14 Current income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the balance sheet date in the countries where the Company and its subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (CONTINUED)

34.15 Employee benefits

(a) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the balance sheet date.

Employee entitlements to sick leave and maternity or paternity leave are not recognised until the time of leave.

(b) 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.

(c) Pension obligations

Group companies participate in various defined contribution pension schemes, which are available to all qualified employees, the assets of which are held in separate trustee administered funds. The pension plans are funded by payments from employees and by the relevant Group companies. Contributions to the schemes by the Group are charged to the consolidated income statement as incurred.

34 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (CONTINUED)

34.15 Employee benefits (Continued)

(d) Share-based payments

Equity-settled share-based payment transactions

The Group operates a number of equity-settled, share-based compensation plans, under which the entity receives services from employees as consideration for equity instruments (options) of the Group. The fair value of the employee services received in exchange for the grant of the options is recognised as an expense. The total amount to be expensed is determined by reference to the fair value of the options granted:

- including any market performance conditions (for example, an entity's share price);
- excluding the impact of any service and non-market performance vesting conditions (for example, profitability, revenue growth targets and remaining an employee of the entity over a specified time period);
- and including the impact of any non-vesting conditions (for example, the requirement for employees to save).

Non-market performance and service conditions are included in assumptions about the number of options that are expected to vest. The total expense is recognised over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. In addition, in some circumstances employees may provide services in advance of the grant date and therefore the grant date fair value is estimated for the purposes of recognising the expense during the period between service commencement period and grant date. At the end of each reporting period, the Group revises its estimates of the number of options that are expected to vest based on the non-marketing performance and service conditions. It recognises the impact of the revision to original estimates, if any, in the consolidated income statement, with a corresponding adjustment to equity.

When the options are exercised, the Company issues new shares. The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium.

Five Year Financial Summary

The following table summarises the consolidated results, assets and liabilities of the Group for the five years ended 31st December:

	2024 HK$'000	2023 HK$'000	2022 HK$'000	2021 HK$'000	2020 HK$'000
Results					
Revenue	**560,626**	701,552	874,011	707,752	617,937
Profit/(loss) before income tax	**24,676**	13,669	11,543	(35,122)	6,301
Income tax expense	**(3,769)**	(1,915)	(3,355)	(4,625)	(4,132)
Profit/(loss) for the year	**20,907**	11,754	8,188	(39,747)	2,169
Profit/(loss) attributable to equity shareholders	**20,909**	11,288	8,317	(38,984)	4,451
Non-controlling interest	**(2)**	466	(129)	(763)	(2,282)
Assets					
Property, plant and equipment	**8,336**	9,808	10,805	11,893	5,582
Right-of-use assets	**177,729**	242,161	249,227	260,962	261,465
Prepayments for acquisition of financial asset	**–**	–	42,095	–	–
Financial assets at fair value through other comprehensive income	**7,389**	10,989	8,389	8,689	9,289
Financial asset at fair value through profit or loss	**76,718**	55,179	6,408	–	–
Investments in associates	**35,817**	47,061	62,243	63,009	61,397
Loan to an associate	**16,803**	15,792	16,673	17,717	19,166
Current assets	**336,349**	356,414	524,564	451,813	388,048
Investment properties	**73,643**	77,722	77,123	69,789	70,205
Deferred income tax assets	**4,534**	5,657	–	–	–
Assets classified as held for sale	**–**	–	–	1,451	31,377
Total assets	**737,318**	820,783	997,527	885,323	846,529
Liabilities					
Current liabilities	**263,452**	312,392	496,131	383,529	341,714
Non-current liabilities	**28,818**	30,249	31,506	34,772	42,547
Liabilities directly associated with assets classified as held for sale	**–**	–	–	277	–
Total liabilities	**292,270**	342,641	527,637	418,578	384,261
Net assets	**445,048**	478,142	469,890	466,745	462,268