

超越界限

Beyond Boundaries



GIORDANO INTERNATIONAL LIMITED

佐丹奴國際有限公司

(Incorporated in Bermuda with limited liability 於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 709)

ANNUAL REPORT 2024 年報

GIORDANO

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十年財務與業務摘要

TEN-YEAR FINANCIAL AND OPERATION HIGHLIGHTS

(除特別註明外，以百萬港元為單位)

(In HK\$ million unless otherwise specified)

收入	Revenue
毛利	Gross profit
毛利率	Gross margin
經營溢利(虧損)(附註3)	Operating profit (loss) (Note 3)
經營利率(附註3)	Operating margin (Note 3)
EBITDA(附註3)	EBITDA (Note 3)
EBITDA溢利率(附註3)	EBITDA margin (Note 3)
本公司股東應佔溢利(虧損)(附註3)	Profit (loss) attributable to shareholders of the Company (Note 3)
淨利率(附註3)	Net profit margin (Note 3)
平均資產總額回報率(附註3及4)	Return on average total assets (Note 3 and 4)
平均本公司股東應佔權益回報率(附註3及5)	Return on average equity attributable to shareholders of the Company (Note 3 and 5)

現金及銀行結存減銀行貸款	Cash and bank balances less bank loans
營運資金(附註3)	Working capital (Note 3)
資產總額(附註3)	Total assets (Note 3)
負債總額(附註3)	Total liabilities (Note 3)
存貨	Inventories
存貨對成本流轉日數(日)(附註1)	Inventory turnover on costs (days) (Note 1)
流動比率(倍數)(附註3)	Current ratio (times) (Note 3)

每股盈利(虧損) — 基本(港仙)	Earnings (loss) per share — Basic (HK cents)
每股股息(港仙)	Dividend per share (HK cents)
派息比率	Dividend payout ratio
市場流通股份數目(千股)	Number of shares outstanding (in thousands)
市值總額	Market capitalization

年末門市數目	Stores as at year end
直營店	Direct-operated stores
加盟店(附註2)	Franchised stores (Note 2)

全球門市總數	Total stores worldwide
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附註：

1. 年末持有之存貨除以銷售成本乘以年內日數

2. 由一間南韓合營公司、科威特及卡塔爾(2015年及以前年度)、越南(2017年及以前年度)及第三者加盟商所營運之市場門市

3. 2018年及之前年度之數字並未因採納香港財務報告準則第16號租賃而作出調整

4. 本年度除所得稅後溢利除以期初及期末資產總值的平均結餘

5. 股東應佔所得稅後溢利除以期初及期末本公司股東應佔權益的平均結餘

Notes:

1. Inventory held at year end divided by cost of sales and multiplied by number of days in the year

2. Stores in markets operated by a joint venture in South Korea, Kuwait and Qatar (prior to year 2015), Vietnam (prior to year 2017), and third-party franchisees

3. The adoption impact of Hong Kong Financial Reporting Standards 16 Leases are not reflected in the years in and prior to 2018

4. Profit after income taxes for the year divided by average of opening and closing balance of total assets

5. Profit after income taxes for the year attributable to shareholders of the Company divided by average of opening and closing balance of equity attributable to shareholders of the Company

十年財務與業務摘要

TEN-YEAR FINANCIAL AND OPERATION HIGHLIGHTS

	2024	2023	2022	2021	2020	2019	2018	2017	2016	2015
	3,919	3,873	3,799	3,380	3,122	4,852	5,509	5,412	5,145	5,381
	2,234	2,263	2,146	1,930	1,736	2,846	3,250	3,221	3,055	3,097
	57.0%	58.4%	56.5%	57.1%	55.6%	58.7%	59.0%	59.5%	59.4%	57.6%
	377	503	425	263	(105)	397	625	689	568	556
	9.6%	13.0%	11.2%	7.8%	-3.4%	8.2%	11.3%	12.7%	11.0%	10.3%
	880	1,015	913	811	555	1,183	821	874	748	743
	22.5%	26.2%	24.0%	24.0%	17.8%	24.4%	14.9%	16.1%	14.5%	13.8%
	216	345	268	190	(112)	230	480	500	434	426
	5.5%	8.9%	7.1%	5.6%	-3.6%	4.7%	8.7%	9.2%	8.4%	7.9%
	6.6%	9.9%	8.0%	5.2%	-2.3%	6.2%	12.8%	13.5%	12.2%	11.5%
	10.3%	15.3%	11.4%	7.8%	-4.4%	8.5%	16.8%	17.5%	15.2%	14.5%
	810	905	948	875	1,104	994	1,017	1,167	1,095	1,076
	558	639	890	960	916	714	1,465	1,526	1,410	1,405
	3,766	3,856	4,008	4,208	4,383	5,196	4,124	4,322	4,114	3,847
	1,646	1,544	1,486	1,645	1,752	2,349	1,115	1,181	1,147	881
	508	474	612	606	434	548	552	524	447	491
	110	108	135	153	115	100	89	87	78	78
	1.5	1.6	1.8	1.9	1.8	1.4	2.5	2.5	2.4	2.9
	13.40	21.60	17.00	12.00	(7.10)	14.60	30.50	31.80	27.70	27.10
	14.00	30.50	23.50	16.50	10.00	14.60	33.50	35.00	27.50	27.00
	104.5%	141.3%	138.2%	137.5%	不適用NA	100.0%	109.8%	110.1%	99.3%	99.6%
	1,616,175	1,613,417	1,579,817	1,578,937	1,577,631	1,578,501	1,578,501	1,570,631	1,570,953	1,570,395
	2,715	4,259	2,733	2,353	1,798	3,709	5,840	6,534	6,582	5,701
	973	1,055	1,083	1,134	1,209	1,274	1,323	1,349	1,364	1,385
	759	767	791	922	976	1,101	1,103	1,065	1,033	986
	1,732	1,822	1,874	2,056	2,185	2,375	2,426	2,414	2,397	2,371

公司資料

CORPORATE INFORMATION

董事會

執行董事

Colin Melville Kennedy CURRIE (行政總裁)
陳嘉緯
羅學文
李志軒

非執行董事

曾安業(主席)
鄭志雯
鄭志亮

獨立非執行董事

黃旭
Alison Elizabeth LLOYD
黃偉德
周國榮

集團法律總監及公司秘書

羅學文

審核委員會

黃偉德(主席)
黃旭
Alison Elizabeth LLOYD

薪酬委員會

黃旭(主席)
李志軒
曾安業
Alison Elizabeth LLOYD
周國榮

提名委員會

曾安業(主席)
李志軒
黃旭
Alison Elizabeth LLOYD
黃偉德

管理委員會

Colin Melville Kennedy CURRIE(主席)
陳嘉緯
羅學文
李志軒
Ishwar Bhagwandas CHUGANI

授權代表

陳嘉緯
羅學文

BOARD OF DIRECTORS

Executive Directors

Colin Melville Kennedy CURRIE (Chief Executive)
CHAN Ka Wai
Mark Alan LOYND
LEE Chi Hin, Jacob

Non-Executive Directors

TSANG On Yip, Patrick (Chairman)
CHENG Chi-Man, Sonia
CHENG Chi Leong, Christopher

Independent Non-Executive Directors

WONG Yuk (alias, HUANG Xu)
Alison Elizabeth LLOYD
Victor HUANG
CHAU Kwok Wing Kelvin

GENERAL COUNSEL AND COMPANY SECRETARY

Mark Alan LOYND

AUDIT COMMITTEE

Victor HUANG (Chairman)
WONG Yuk (alias, HUANG Xu)
Alison Elizabeth LLOYD

REMUNERATION COMMITTEE

WONG Yuk (alias, HUANG Xu) (Chairman)
LEE Chi Hin, Jacob
TSANG On Yip, Patrick
Alison Elizabeth LLOYD
CHAU Kwok Wing Kelvin

NOMINATION COMMITTEE

TSANG On Yip, Patrick (Chairman)
LEE Chi Hin, Jacob
WONG Yuk (alias, HUANG Xu)
Alison Elizabeth LLOYD
Victor HUANG

MANAGEMENT COMMITTEE

Colin Melville Kennedy CURRIE (Chairman)
CHAN Ka Wai
Mark Alan LOYND
LEE Chi Hin, Jacob
Ishwar Bhagwandas CHUGANI

AUTHORIZED REPRESENTATIVES

CHAN Ka Wai
Mark Alan LOYND

獨立核數師

執業會計師及
註冊公眾利益實體核數師
羅兵咸永道會計師事務所

律師

香港律師
禮德齊伯禮律師行

中國律師
上海市高信德律師事務所

註冊辦事處

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股份過戶登記總處

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Clarendon House, 2 Church Street
Hamilton HM11
Bermuda

香港股份過戶登記分處

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香港夏慤道16號
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主要往來銀行

中國建設銀行(亞洲)股份有限公司
恒生銀行有限公司
渣打銀行(香港)有限公司
香港上海匯豐銀行有限公司

網址

www.giordano.com

INDEPENDENT AUDITOR

*Certified Public Accountants and
Registered Public Interest Entity Auditor*
PricewaterhouseCoopers

LAWYERS

Hong Kong lawyer
Reed Smith Richards Butler LLP

PRC lawyer
Gao Xin De Law Firm

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Hong Kong

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TRANSFER OFFICE**

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

**HONG KONG BRANCH SHARE REGISTRAR
AND TRANSFER OFFICE**

Tricor Investor Services Limited
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16 Harcourt Road, Hong Kong

PRINCIPAL BANKERS

China Construction Bank (Asia) Corporation Limited
Hang Seng Bank Limited
Standard Chartered Bank (Hong Kong) Limited
The Hongkong and Shanghai Banking Corporation Limited

WEBSITE

www.giordano.com

主席報告書

THE CHAIRMAN'S STATEMENT

過去一年，消費者期望不斷進化、消費模式轉變加上宏觀經濟的不確定性，為服裝業帶來重大挑戰。為適應這急速變化的形勢，我們必須具備韌性、重新專注於佐丹奴的核心優勢，並堅定不移地致力於我們的長期願景。

於2024年4月，隨著Colin CURRIE先生加入佐丹奴擔任行政總裁，管理團隊展開了新一頁。自此，在他的領導下，團隊努力不懈地轉型，為佐丹奴成為一家增長型公司奠定基礎，並為股東創造更多價值。

我們的「超越界限」五年策略提供了一個全面的路線圖，以重整、重振、重配及重建連繫佐丹奴業務的每一個層面。這策略體現了我們對創新、提高效率及加強與尊貴客戶連繫的承諾。儘管經濟環境充滿挑戰、內部轉變錯綜複雜，我們的適應能力及利用多元化市場的能力已有效地減低風險，帶來了充滿希望的新機會。在這新一頁中，佐丹奴亦完善其品牌標識，鞏固其於競爭激烈的時尚服裝行業的地位，同時繼續創新、適應並努力成長。

董事會全力支持Colin及其團隊所制定的策略方向。他的領導不僅在推動這次轉型中發揮了重要作用，在培養「*One team, One Giordano*」的動態文化以及在各個層面實現卓越營運及以客為先方面亦至關重要。

我們明白強大的領導才能在面對轉型時期的重要性，而我們相信Colin的遠見及專業知識對佐丹奴未來的成功十分關鍵。董事會將繼續致力於為團隊提供所需的堅定不移的支持及戰略指導，以實施這些關鍵措施。

The past year has presented significant challenges for the apparel sector, shaped by evolving consumer expectations, shifting spending patterns and macro-economic uncertainty. Adapting to this rapidly changing landscape requires resilience, a renewed focus on Giordano's core strengths and a steadfast commitment to our long-term vision.

In April 2024, the management team entered a new chapter with Mr. Colin CURRIE joining as the CEO of Giordano. Since then, under his leadership, the team has worked diligently towards transforming and laying the foundations for Giordano to become a growth company, and to create more value for shareholders.

Our '*Beyond Boundaries*' five-year strategy provides a comprehensive roadmap for resetting, revitalising, recalibrating, and reconnecting every facet of Giordano's business. This strategy embodies our commitment to innovation, driving efficiency, and fostering deeper engagement with our valued customers. Despite a challenging economic climate and the complexities of internal changes, our ability to adapt and leverage our diversified market presence has effectively mitigated risks and released promising, emerging opportunities. In this new chapter, Giordano is also refining its brand identity and solidifying its position within the competitive fashion apparel industry, while continuing to innovate, adapt, and strive for growth.

The Board of Directors fully supports the strategic direction set by Colin and his team. His leadership has been instrumental not only in driving this transformation, but also in fostering a dynamic culture of '*One team, One Giordano*' and embedding operational excellence and customer-centricity at every level.

We recognise the importance of strong leadership in navigating periods of change and we believe that Colin's vision and expertise are essential to Giordano's future success. The Board remains committed to providing the team with its unwavering support and strategic guidance required to implement these critical initiatives.

主席報告書 THE CHAIRMAN'S STATEMENT

展望將來，佐丹奴將繼續專注於未來的機遇。為股東創造長遠的價值仍為我們的首要任務，而我們相信嚴謹的投資方法及對卓越營運的承諾將推動可持續回報。這策略性的願景，加上團隊的承諾及奉獻，是開啟未來成功的關鍵。

最後，我誠心感謝我們的股東在這個重要的轉型時期所給予的持續信任與支持。你們對我們願景的相信是無價的，亦是整個佐丹奴團隊的動力來源。我亦衷心感謝我們敬業的員工及尊貴的合作夥伴，感謝他們的專業、持續的支持及不懈的努力。我們將攜手共建可持續增長與共同繁榮的未來。

曾安業
主席兼非執行董事

Moving forward, Giordano will maintain a sharp focus on the opportunities that lie ahead. Creating long-term value for our shareholders remains a top priority, and we believe that a disciplined approach to investment and a commitment to operational excellence will drive sustainable returns. This strategic vision, combined with the team's commitment and dedication, is key to unlocking future success.

Finally, I would like to extend my sincere appreciation to our shareholders for their continued trust and support during this important period of transformation. Your belief in our vision is invaluable and serves as a source of motivation for the entire Giordano team. I would also like to extend my heartfelt thanks to our dedicated employees and valued partners for their professionalism, continued support and tireless efforts. Together, we will build a future of sustainable growth and shared prosperity.

TSANG On Yip, Patrick
Chairman and Non-executive Director

行政總裁報告書

THE CEO'S STATEMENT

自大約一年前加入佐丹奴以來，我對這非凡公司的韌性及潛力留有深刻印象。正如之前所述，能夠擔任這家在香港及全球不同市場均深受喜愛的家庭品牌的行政總裁，我實在深感榮幸。

當我於去年四月上任時，我們的業務顯然面臨重大挑戰。由於缺乏對品牌及產品的投資，以及不再優先考慮大中華市場，我們的業務自2013年以來逐漸下滑。然而，憑藉我們品牌的實力、客戶的忠誠及團隊的奉獻精神，我們抓住了契機開啟了我們的轉型之旅—重新聚焦於我們業務的核心，即：設計、開發、採購及銷售優質產品。

這項使命成就我們「超越界限」的五年策略，該策略旨在引導我們的策略方向和重新定位，並將佐丹奴轉型為一家增長型公司。

這轉型之旅在我加入後不久開始。從2024年上半年銷售額增長有限，下降了3.4%，然而，在五月推出速效措施後，我們開始看到正增長，最終在2024年下半年實現了收入5.9%的增長。在此期間，我們精心重整了組織架構，並引進了各職能所需的領導人才，包括設計、產品、零售及電子商務。這使我們能夠再次專注於我們的市場進入策略，而更重要的是，採取了一個更以消費者為中心的方式。

我們對佐丹奴的願景已概括於遠大的「超越界限」策略中，此路線圖建基於以消費者為中心的支柱上，並著重於四個策略選擇：

1. 簡化我們的品牌組合，吸引新的消費者；
2. 以數字先導的方式與我們的消費者聯繫，同時亦提升我們在不同市場的電子商務業務發展；

Since joining Giordano nearly a year ago, I have been deeply impressed by the resilience of this remarkable company, and the potential that it holds. As I have mentioned previously, I am greatly honoured and privileged to be the CEO of this household brand that is loved not just in Hong Kong, but also in different markets around the world.

When I onboarded last April, it was clear that our business was facing significant challenges. There had been a gradual decline in our business since 2013 due to a lack of investment in the brand and products, as well as the deprioritisation of the Greater China market. However, thanks to the strength of our brand, the loyalty of our customers, and the dedication of our team, we seized the opportunity to begin our transformation – refocusing on the core of our business: designing, developing, sourcing and selling exceptional products.

This mission culminated in our '*Beyond Boundaries*' 5-year strategy, created to steer our strategic direction and reposition and transform Giordano into a growth company.

This transformation journey began soon after I joined. From having limited success in terms of sales growth, where we suffered a 3.4% decrease in the first half of 2024, we began to see positive growth through the implementation of our Quick Win initiatives launched in May. This led to a 5.9% growth in revenue in the second half of 2024. During this period, we meticulously reorganised our structure and brought in the leadership needed across functions, including design, product, retail and e-commerce. This allowed us to focus once again on our go-to-market strategy and, most importantly, to take a more consumer-centric approach.

Our vision for Giordano is encapsulated in our ambitious strategy, '*Beyond Boundaries*', a roadmap built on the pillars of consumer centricity that focus on four strategic choices:

1. Simplifying our brand portfolio and attracting new consumers;
2. Taking a digital-first approach to connect with our consumers, while also accelerating our e-commerce business across different markets;

3. 贏在大中華區，並將中國內地識別為我們的必勝戰場。這個龐大的市場（連同我們於香港的本土市場）為我們提供了最大的增長機會，對我們品牌的成功至關重要；及
4. 實施「*One Giordano*」，建立一個團隊共享人才及資源，以使佐丹奴能以整合方式工作，提高效率。

這個全面的方法旨在將佐丹奴轉型為一家充滿活力的增長型公司，使我們能夠重奪我們作為其中一家亞洲最佳服裝品牌的地位，並推動可持續長遠成功。

自「*超越界限*」推出以來，在我們管理團隊的全力支持下，佐丹奴找到了追求卓越的新承諾。我們對品質、客戶服務及品牌完整性的重視再次引導我們的策略性決策。我們對這些原則的堅持亦確保了在適應和轉型以滿足客戶不斷變化的需求時，仍能堅守我們的核心價值。

卓越並非終點，而是一個持續的旅程。其關鍵在於持續為我們的客戶、股東及持份者創造價值。佐丹奴是一個以人為本的品牌，而人正是我們成功背後的動力。我們擁有一支極具多元化的員工隊伍，他們充滿熱情，秉持著積極進取的態度和必勝的信念，這是我前所未有的體驗。換句話說，我們的員工是我們最重要的資產，也是我們成功並實現「*超越界限*」目標的「秘訣」。

我亦要感謝董事會對我們制定新戰略方向的大力支持。他們對管理團隊及我們的願景充滿信心，在推動本公司轉型的過程中發揮了重要作用，為我們提供了必要的基礎，使我們能夠有效並堅定地執行我們的戰略措施。

3. Winning in Greater China and identifying Mainland China as our must-win battlefield. This enormous market, along with our home market of Hong Kong, presents our greatest growth opportunity, which is crucial for the success of our brand; and
4. Implementing '*One Giordano*', which creates one team with shared talent and resources to enable Giordano to work together in an integrated manner, driving greater efficiencies.

This comprehensive approach is designed to transform Giordano into a dynamic growth company, allow us to reclaim our position as one of the best Asian apparel brands and drive sustainable long-term success.

Since the introduction of '*Beyond Boundaries*', and with the full support of our management team, Giordano has found a renewed commitment to excellence. Once again, our emphasis on quality, customer service, and brand integrity is guiding our strategic decisions. Our dedication to these principles also ensures that we stay true to our core values as we adapt and transform to meet the evolving needs of our customers.

Excellence is not a destination, but a continuous journey. It is about consistently delivering value to our customers, shareholders, and stakeholders. Giordano is a brand that is all about people, who are the driving forces behind our success. We have a very diverse workforce with a culture of passion, a can-do attitude, and a winning mentality that is unlike anything I have experienced before. In other words, our people are our most important asset and they are our "secret sauce" that will enable us to be successful and achieve our '*Beyond Boundaries*' objectives.

I would also like to extend my gratitude to the Board of Directors for their incredible support towards this new strategic direction we have set forth. Their confidence in the management team and our vision has been instrumental in driving the Company's transformation, providing the necessary foundation upon which we will execute our strategic initiatives effectively and with conviction.

行政總裁報告書

THE CEO'S STATEMENT

展望將來，「超越界限」提供了一條明確的發展路徑，專注於創新、市場開拓及卓越營運。我深信佐丹奴已準備就緒，迎接未來的挑戰與機遇。

總括而言，我要衷心感謝佐丹奴團隊的盡責與努力，以及股東們對佐丹奴堅定不移的支持與信心。你們對我們的願景和策略的信任是無價的。我亦要感謝我們忠實的商業夥伴對我們的支持。我們將攜手建設一個持續成長及成功的未來，共同帶領佐丹奴成為亞洲其中一家最領先的服裝品牌。

Colin Melville Kennedy CURRIE

行政總裁兼執行董事

Looking ahead, 'Beyond Boundaries' provides a clear path forward, with a focus on innovation, market expansion, and operational excellence. I am confident that Giordano is now well-positioned to navigate the challenges and opportunities that lie ahead.

In closing, I would like to express my deepest gratitude to the Giordano team for their commitment and hard work, and to our shareholders for their unwavering support and confidence in Giordano. Your trust in our vision and strategy is invaluable. I would also like to thank our loyal business partners for their support. Together, we are building a future of sustained growth and success where we can take Giordano to become one of the leading apparel brands in Asia.

Colin Melville Kennedy CURRIE

Chief Executive Officer and Executive Director

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

管理層對本集團經營業績及財務狀況之論述及分析

除非另行說明，以下論述均指本集團截至2024年及2023年12月31日止年度之按年比較。

概覽

- 在下半年銷售強勁反彈5.9%的推動下，本集團全年收入顯著增長1.2%。按固定匯率換算，全年收入上升3.2%，主要受惠於東南亞及澳洲（「東南亞」）和海灣阿拉伯國家合作委員會地區的表現改善，以及中國內地的線上業務。該增長突顯了我們於5月實施的速效策略措施的成效，以及我們適應市場動態的能力。
- 本集團的毛利率下降1.4個百分點至57.0%，部分原因是銷售渠道組合變動，即與線下渠道相比毛利率通常較低的線上業務對毛利率的貢獻較高，以及對過往數年累積的陳舊存貨進行了額外的策略性存貨清理。儘管如此，我們未來不同渠道之間的定價策略將平衡收入增長和毛利率，這與我們的全方位渠道策略一致。
- 經營費用佔收入百分比上升至48.7%（2023年：47.2%），主要由於上半年的非經常性開支所致，當中包括第二季初舉行的企業活動及本集團前任行政總裁的遣散待遇而產生的費用。儘管本公司為配合「超越界限」五年業務轉型策略而作出投資，下半年的經營費用比率與去年相比保持穩定，反映出我們嚴謹的開支管理方法。
- 本公司股東應佔淨溢利為2.16億港元（2023年：3.45億港元）。該跌幅主要由於2024年產生的非經常性開支（其主要於上半年出現，並已於中期業績中反映）、來自南韓合營公司的應佔溢利大幅減少及大中華的表現欠佳，加上與本公司「超越界限」五年轉型計劃相關的經營費用增加所致。儘管面對這些挑戰，我們的策略性投資使我們於2025年踏入「超越界限」五年策略的首年時，成為一家增長型公司。

MANAGEMENT DISCUSSION AND ANALYSIS OF GROUP RESULTS OF OPERATIONS AND FINANCIAL POSITION

Unless otherwise stated, the following commentaries refer to the year-on-year (“YOY”) comparison for the years ended December 31, 2024, and 2023.

OVERVIEW

- The Group achieved a notable 1.2% increase in revenue for the full year, driven by a robust sales rebound of 5.9% in the second half. On a constant exchange rate basis, revenue was up by 3.2% for the full year, fueled by improved performances in Southeast Asia and Australia (“SEA”) and the Gulf Cooperation Council (“GCC”) regions, as well as the online business in Mainland China. This growth underscores the effectiveness of our Quick Win strategic initiatives implemented in May and our ability to adapt to market dynamics.
- The Group’s gross profit margin declined by 1.4 percentage points to 57.0%, partly due to a shift in channel mix, with a higher contribution from the online business, which typically has a lower gross profit margin compared to offline channels, and from the additional strategic stock clearance of aged inventories built up from previous years. Despite this, our future pricing strategy between different channels will balance the revenue growth and gross margin, which aligns with our omni-channel strategy.
- Operating expenses as a percentage of revenue increased to 48.7% (2023: 47.2%), mainly driven by non-recurring expenses in the first half due to the corporate exercise held in the early second quarter and the resulting severance package to the Group’s former CEO. That said, the operating expense ratio in the second half remained stable as compared to the previous year, despite investments undertaken in association with the Company’s ‘Beyond Boundaries’ 5-year business transformation strategy, reflecting our disciplined approach to expense management.
- The net profit attributable to the shareholders of the Company was HK\$216 million (2023: HK\$345 million). This decline was primarily due to the non-recurring expenses incurred in 2024, which took place mainly in the first half and which were already reflected in the interim results, a substantial reduction in shared profit from the South Korean joint venture and the underperformance of Greater China, coupled with the increased operating expenses associated with the Company’s ‘Beyond Boundaries’ 5-year transformation program. Despite these challenges, our strategic investments are positioning us to become a growth company as we enter the first year of our ‘Beyond Boundaries’ 5-year strategy in 2025.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

- 本集團的存貨結餘為5.08億港元(2023年: 4.74億港元)，存貨對成本流轉日數為110天(2023年: 108天)。這突顯出我們有效的存貨管理，確保存貨情況按年穩健。
- 扣除銀行貸款後的現金及銀行結存為8.10億港元(2023年: 9.05億港元)。該減少主要由於非經常性開支按年上升導致溢利下跌。儘管如此，我們的財務狀況仍然穩健，為未來增長奠定穩固基礎。
- 董事會建議派發末期股息每股6.0港仙。如獲批准，末期股息應付金額將約為9,700萬港元，反映我們致力回饋股東價值，同時平衡對增長機會的投資。
- The Group's inventory balance closed at HK\$508 million (2023: HK\$474 million), with inventory turnover on cost (ITOC) at 110 days (2023: 108 days). This demonstrates our effective inventory management practices, ensuring a healthy inventory situation year on year.
- Cash and bank balances, net of bank loans, were HK\$810 million (2023: HK\$905 million). The decrease was primarily due to the profit decline on the back of higher non-recurring expenses YOY. Nevertheless, our financial position remains robust, providing a solid foundation for future growth.
- The Board of Directors has recommended a final dividend of 6.0 HK cents per share. If approved, the final dividend payable will amount to approximately HK\$97 million, reflecting our commitment to returning value to shareholders while balancing investment in growth opportunities.

經營業績

表1：本集團經營業績

RESULTS OF OPERATIONS

Table 1: Group results of operations

(以百萬港元為單位) (In HK\$ million)		2024		2023		變動 Change
		2024	% to revenue	2023	% to revenue	
本集團收入 ¹	Group revenue ¹	3,919	100.0%	3,873	100.0%	1.2%
毛利	Gross profit	2,234	57.0%	2,263	58.4%	(1.3%)
其他收入及其他收益， 淨額	Other income and other gains, net	52	1.3%	68	1.8%	(23.5%)
經營費用	Operating expense	(1,909)	(48.7%)	(1,828)	(47.2%)	4.4%
經營溢利	Operating profit	377	9.6%	503	13.0%	(25.0%)
應佔一間合營公司溢利	Share of profit of a joint venture	20	0.5%	45	1.2%	(55.6%)
融資費用	Finance expense	(46)	(1.2%)	(40)	(1.0%)	15.0%
所得稅	Income taxes	(99)	(2.5%)	(119)	(3.1%)	(16.8%)
非控制性權益應佔 除所得稅後溢利	Profit after income tax attributable to non-controlling interests	(36)	(0.9%)	(44)	(1.2%)	(18.2%)
股東應佔除所得稅後 溢利	Profit after income tax attributable to shareholders	216	5.5%	345	8.9%	(37.4%)
本集團同店銷售額 ²	Group same-store sales ²	2,858		2,793		2.3%
全球品牌銷售額 ³	Global brand sales ³	4,580		4,607		(0.6%)
全球品牌毛利 ³	Global brand gross profit ³	2,818		2,871		(1.8%)
年末現金及銀行結存 淨額	Cash and bank balances, net of bank loans at year-end	810		905		(10.5%)
年末存貨	Inventories at year-end	508		474		7.2%
存貨對成本流轉日數 ⁴	Inventory turnover on cost, days ⁴	110		108		2
年末門市數目	Stores at year-end	1,732		1,822		(90)

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

收入及毛利

本集團全年收入增長1.2%，乃由於下半年銷售強勁反彈5.9%所致。儘管上半年收入下降3.4%，但下半年收入顯著回升，達至我們於下半年實現增長的雄心，最終使本財政年度收入增長1.2%，即使於上半年對2024財政年度的收入表現作出了按年持平的展望。按固定匯率換算，由於東南亞及澳洲（「東南亞」）及海灣阿拉伯國家合作委員會地區的表現改善，以及中國內地線上業務的強勁增長，全年收入上升3.2%。同店銷售額亦按年增長2.3%，主要由於下半年同店銷售額正增長6.4%，而上半年則下跌1.4%。這一增長突顯了我們在中期業績中強調並於5月實施的策略性速效措施的成效。這些措施將重點放回我們的業務核心上，即店舖營運改善、電子商務推進、產品分配、品牌故事敘述及存貨管理。

具體而言，大中華的銷售額在上半年下跌8.3%的背景下，按年下跌0.8%，反映出市場環境充滿挑戰。相比之下，東南亞地區錄得2.5%的按年正增長，海灣阿拉伯國家合作委員會地區則錄得按年增長3.3%。值得注意的是，所有主要市場於下半年的增長較快，達到5.9%，而上半年則減少3.4%。下半年收入改善乃多項速效措施的成果，包括針對性的市場營銷活動、加強產品供應、改善零售營運及電子商務業務的加速。

本集團零售收入增加1.4%（按固定匯率換算為3.6%），這些數字令下半年錄得5.6%的正增長。由於店內產品種類的改善加上新產品推出計劃的執行良好，線下銷售額成功追上去年表現。此策略重點乃提升店內體驗及優化產品組合，有助於減輕早前的跌幅，並增加我們店舖人流。

Revenue and gross profit

The Group achieved full-year revenue growth of 1.2%, underscored by a strong 5.9% sales rebound in the second half. Despite a 3.4% decline in revenue during the first half, the second half saw a significant recovery, fulfilling our ambition to achieve growth in the latter part of the year and ultimately resulting in a 1.2% revenue growth for the fiscal year, and despite the flat year-on-year (“YOY”) revenue performance outlook for FY2024 given in the first half. On a constant exchange rate basis, full-year revenue increased by 3.2%, driven by improved performances in the Southeast Asia and Australia (“SEA”) and Gulf Cooperation Council (“GCC”) regions, as well as robust growth in the Mainland China online business. Same-store sales also increased by 2.3% YOY driven by a positive growth of 6.4% in same-store sales in the second half, as compared to a 1.4% decline in the first half. This growth underscores the effectiveness of our strategic Quick Win initiatives, which were highlighted in our interim results and implemented in May. These initiatives focus back on the core of our business; that is, store operations improvement, e-commerce acceleration, product allocation, storytelling and inventory management.

Specifically, Greater China’s YOY sales were down by 0.8% on the back of an 8.3% decline in the first half, reflecting the challenging market environment. In contrast, the SEA region achieved a 2.5% YOY positive growth, and the GCC region experienced an increase of 3.3% YOY. Notably, all key markets grew faster in the second half by 5.9%, as compared to the 3.4% decrease in the first half. The revenue improvement in the second half was the result of several Quick Win initiatives, including targeted marketing campaigns, enhanced product offerings, retail operations improvements, and acceleration of the e-commerce business.

Group retail revenue was up by 1.4% (3.6% on a constant exchange rate basis), with both figures resulting in a positive growth of 5.6% in the second half. Offline sales managed to catch up with last year’s performance, driven by improved product assortment in stores and a well-executed launch plan for new products. This strategic focus on enhancing the in-store experience and optimizing the product mix helped mitigate the earlier declines and drive increased foot traffic back to our stores.

受惠於中國內地不同平台推出的電子商務速效措施，例如雙十一等主要促銷活動，線上銷售顯著增長11.3%，下半年增長22.4%，而上半年則下跌0.9%。針對性的數碼市場營銷工作、改良的電子商務平台用戶體驗加上與主要線上市場的策略性合作，均支持此增長。儘管中國內地的表現強勁，我們在該地區以外的線上業務規模仍然相對較小，僅佔總線上業務收入的19.9%。然而，與大多數第三方平台的API整合將於下半年完成，預計將進一步加快其他市場的線上業務增長。此整合將加強我們利用數據分析的能力、改善存貨管理，以及為我們客戶提供跨地區且更完美的購物體驗。

批發銷售渠道微跌0.7%，主要受加盟店數目減少導致中國內地批發量下降所拖累。我們在簡化業務及集中於重點業務市場的策略抵銷了部分批發銷售的跌幅。相反，由於菲律賓和南韓等地區的需求強勁，海外市場的批發量達至6.4%的增長。若無任何無法預計的宏觀經濟問題，預期海外市場的正面趨勢將於2025年維持。我們致力於與主要加盟商及授權經營商建立穩固的關係、擴大產品種類，以及提升供應鏈效率，使我們能夠以更佳定位把握這些市場的增長機遇。

Online sales reported a significant growth of 11.3%, up 22.4% in the second half as compared to 0.9% decline in the first half, driven by the e-commerce Quick Win initiatives in Mainland China across various platforms for key promotions such as the Double Eleven sale. Targeted digital marketing efforts, improved user experience on our e-commerce platforms, and strategic collaborations with major online marketplaces supported this growth. Despite the strong performance in Mainland China, the size of our online business outside this region remained relatively small, contributing to only 19.9% of the total online revenue. However, the completion of the API integration with most third-party platforms in the second half is expected to further accelerate online business growth in other markets. This integration will enhance our ability to leverage data analytics, improve inventory management, and offer our customers a more seamless shopping experience across different regions.

Wholesale channels experienced a slight drop of 0.7%, primarily dragged by lower wholesale volumes in Mainland China due to a reduced number of franchised stores. This decline was partially offset by strategic efforts to streamline operations and focus on key accounts. In contrast, wholesale to overseas markets achieved a 6.4% growth, driven by strong demand in regions such as the Philippines and South Korea. This positive trend in overseas markets is expected to continue into 2025, barring any unexpected macroeconomic issues. Our commitment to building strong relationships with key franchisees and licensees, expanding our product range, and enhancing our supply chain efficiency has positioned us well to capitalize on growth opportunities in these markets.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

表2：收入分析

Table 2: Revenue analysis

(以百萬港元為單位)	(In HK\$ million)	2024	貢獻 Contribution	2023	貢獻 Contribution	變動 Change
大中華	Greater China	1,714	43.7%	1,727	44.6%	(0.8%)
東南亞及澳洲	Southeast Asia and Australia	1,508	38.5%	1,471	38.0%	2.5%
海灣阿拉伯國家合作 委員會	Gulf Cooperation Council	697	17.8%	675	17.4%	3.3%
按市場劃分之本集團 收入	Group revenue by market	3,919	100.0%	3,873	100.0%	1.2%
線下業務	Offline	2,976	76.0%	2,980	77.0%	(0.1%)
線上業務	Online	523	13.3%	470	12.1%	11.3%
零售	Retail	3,499	89.3%	3,450	89.1%	1.4%
對海外加盟商之批發	Wholesale to overseas franchisees	301	7.7%	283	7.3%	6.4%
對中國內地加盟商 之批發	Wholesale to franchisees in Mainland China	119	3.0%	140	3.6%	(15.0%)
加盟商之批發	Wholesale to franchisees	420	10.7%	423	10.9%	(0.7%)
按渠道劃分之本集團 收入	Group revenue by channel	3,919	100.0%	3,873	100.0%	1.2%

本集團於2024財政年度的毛利率下降1.4個百分點至57.0%。該下降的部分原因為渠道組合變動，線上業務按計劃貢獻了更顯著的增長，而與線下渠道相比，線上業務的毛利率一般較低。此外，按計劃進行的策略性陳舊存貨清理亦影響了整體毛利率。儘管面對這些挑戰，我們日後的定價策略將著重於平衡不同渠道的收入增長和毛利率，以配合我們的整體策略目標。

因此，我們的全年毛利錄得1.3%的輕微按年跌幅，較上半年錄得的3.1%跌幅有所改善。此改善乃由於下半年銷售額按年強勁增長5.9%，抵銷了毛利率的跌幅，令下半年毛利增加0.6%。這突顯了上述因素的影響，包括更專注於線上銷售及策略性的存貨清理計劃，尤其在中國內地。在東南亞及海灣阿拉伯國家合作委員會地區，受惠於有利的市場環境及更佳的品牌定位，毛利率保持相對穩定。隨著我們繼續優化營運，並專注於高利潤產品的供應，這些地區的表現突顯了利潤率改善的潛力。

Group's gross profit margin decreased by 1.4 percentage points to 57.0% for FY2024. This decline was partially attributed to a shift in channel mix, with the online business contributing more significant growth as planned, which generally has a lower gross profit margin compared to offline channels. Additionally, the planned strategic clearance of aged inventories from previous years also affected the overall gross margin. Despite these challenges, our future pricing strategy will focus on balancing revenue growth and gross margin across different channels, in alignment with our overall strategic objectives.

As a result, our full-year gross profit recorded a slight decrease of 1.3% YOY, improving from the 3.1% decline reported in the first half. This improvement was driven by a strong 5.9% YOY sales growth in the second half, which offset the decline in gross profit margin, and resulted in a 0.6% increase in the second-half gross profit. This underscores the impact of the aforementioned factors, including the increased focus on online sales and strategic inventory clearance strategies, especially in Mainland China. In the SEA and GCC regions, gross margins remained relatively stable, benefiting from favourable market conditions and better brand positioning. These regions' performance highlights the potential for margin improvement as we continue to optimize our operations and focus on higher-margin product offerings.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

表3：毛利分析

Table 3: Gross profit analysis

		2023年 毛利 2023 gross profit	產品成本 Product costs	售價 Selling prices	銷量 Volume	其他 Miscellaneous	匯率換算影響 Currency translation difference	2024年 毛利 2024 gross profit
(以百萬港元為單位)	(In HK\$ million)							
東南亞及澳洲	Southeast Asia and Australia	883	(43)	38	28	2	(25)	883
海灣阿拉伯國家合作 委員會	Gulf Cooperation Council	429	6	(1)	16	(1)	(2)	447
中國內地	Mainland China	320	-	(34)	21	(1)	(6)	300
台灣	Taiwan	277	(10)	14	(8)	-	(9)	264
香港及澳門	Hong Kong and Macau	285	1	(60)	36	-	-	262
市場組合	Market mix	-	6	(10)	4	-	-	-
零售及分銷	Retail and distribution	2,194	(40)	(53)	97	-	(42)	2,156
海外加盟商／附屬公司 之批發	Wholesale to overseas franchisees/subsidiaries	69						78
本集團	Group	2,263						2,234

其他收入及其他收益，淨額

其他收入及其他收益包括特許權收入、授權收入、利息收入、租金收入、政府援助及匯兌差額。其他收入減少的主要原因乃由於利息收入減少及匯兌差額。

Other income and other gains, net

Other income and other gains included royalties, licensing fees, interest, rental income, government assistance, and exchange differences. The decrease in other income was mainly due to the reduction in interest income and exchange differences.

經營費用及經營溢利

2024年經營費用佔收入百分比增至48.7%（2023年：47.2%）。此增長主要由於上半年因公司決議活動而產生的非經常性開支，以及與本公司五年業務策略轉型計劃－「超越界限」相關的額外經營費用所致。儘管面對這些挑戰，下半年的經營費用比率與去年相比仍保持穩定，反映出我們嚴謹的開支管理方法。由於缺乏去年的租金減免及與2019冠狀病毒病相關的政府寬免，經營費用增加。

Operating expenses and operating profit

The operating expenses as a percentage of revenue increased to 48.7% for 2024 (2023: 47.2%). This increase was mainly driven by non-recurring expenses incurred in the first half of the year due to a corporate resolution exercise, as well as the additional operating expenses associated with the Company's 5-year business strategy transformation program – 'Beyond Boundaries'. Despite these challenges, the operating expense ratio in the second half remained stable compared to the previous year, reflecting our disciplined approach to expense management. The absence of last year's rental concessions and government reliefs related to COVID-19 also contributed to the increase in operating expenses.

因此，本集團的經營溢利下跌25.0%至3.77億港元，經營利率為9.6%。然而，若撇除上段所述的非經常性項目，由於大中華所面對的挑戰，基本經營溢利僅下跌15.8%。整體而言，本集團在向前邁進的同時仍致力優化成本結構及提升營運效率。

As a result, the Group's operating profit was down by 25.0% to HK\$377 million, with an operating margin of 9.6%. However, if the unusual items referred to in the previous paragraph were excluded, the underlying operating profit would only have dropped by 15.8% due to the challenges in Greater China. Overall, the Group remains committed to optimizing our cost structure and improving our operating efficiency as we move forward.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

使用權資產與物業、機器及設備之淨減值

根據香港會計準則第36號的規定，本集團於本年度就使用權資產與物業、機器及設備作出減值撥備淨額400萬港元。

融資費用

融資費用增加至4,600萬港元(2023年：4,000萬港元)，主要由於租賃負債的推算利息較高。

股東應佔除所得稅後溢利

本公司股東應佔除所得稅後溢利(「股東應佔溢利」)為2.16億港元(2023年：3.45億港元)。跌幅導致淨溢利率收縮至5.5%(2023年：8.9%)。

大中華的經濟狀況仍然充滿挑戰，導致這個主要市場的表現持續疲弱。我們的南韓合營公司亦面臨經濟逆境，加上韓國債券的公允值收益按年減少，令其盈利能力下降，繼而影響我們應佔該合營公司的溢利。儘管如此，來自東南亞及海灣阿拉伯國家合作委員會市場的溢利貢獻維持穩定。

影響我們盈利能力的非經常性項目包括與公司決議活動、前任行政總裁的遣散待遇及實施五年業務策略轉型計劃有關的開支。雖然這些策略性措施對我們的長期增長至關重要，惟其暫時增加了我們的成本結構。

儘管面對這些挑戰，我們仍致力於繼續執行我們的策略性措施，並展開「超越界限」的五年策略，確保我們有嚴謹的開支管理，並專注於長期增長，為我們未來盈利能力的提升奠定良好的基礎。

Net impairment of right-of-use assets and property, plant, and equipment

The Group made a net impairment provision of HK\$4 million for the right-of-use assets and property, plant, and equipment for the year based on Hong Kong Accounting Standard 36.

Finance expense

The finance expense increased to HK\$46 million (2023: HK\$40 million), mainly due to higher imputed interest on lease liabilities.

Profit after income taxes attributable to shareholders

Profit after income taxes attributable to shareholders of the Company ("PATs") was HK\$216 million (2023: HK\$345 million). This decline led to a net margin contraction to 5.5% (2023: 8.9%).

The economic conditions in Greater China remained challenging, leading to a continued weaker performance in this key market. Our South Korean joint venture also faced economic headwinds together with YOY reduction in fair-value gain of Korean Bonds, which reduced its profitability and, consequently, our share of profit from this venture. That said, the profit contribution from SEA and GCC markets remained stable.

The unusual items affected our profitability included expenses related to the corporate resolution exercise, the severance payments to our former CEO, and the implementation of our 5-year business strategy transformation program. While crucial for our long-term growth, these strategic initiatives temporarily increased our cost structure.

Despite these challenges, we remain committed to continuing executing our strategic initiatives as we embark on our '*Beyond Boundaries*' 5-year strategy that ensures we have a disciplined approach to expense management and focus on long-term growth which will in turn position us well for future improvements in profitability.

管理層之論述及分析
MANAGEMENT DISCUSSION AND ANALYSIS

表4：股東應佔溢利變動

(以百萬港元為單位)	(In HK\$ million)	
2023年股東應佔溢利	2023 PATS	345
海灣阿拉伯國家合作委員會	Gulf Cooperation Council	11
台灣	Taiwan	(3)
東南亞及澳洲	Southeast Asia and Australia	(22)
南韓	South Korea	(24)
香港及澳門	Hong Kong and Macau	(25)
中國內地	Mainland China	(41)
對海外加盟商／附屬公司之批發	Wholesale to overseas franchisees/subsidiaries	15
總部費用、融資費用、所得稅及 非控制性權益	Headquarter expenses, finance expense, income taxes and non-controlling interests	(35)
股東應佔溢利變動	Changes in PATS	(124)
按固定匯率換算之2024年股東應佔溢利	2024 PATS, at constant exchange rates	221
貨幣換算差額	Currency translation difference	(5)
2024年股東應佔溢利	2024 PATS	216

市場分析

以下意見以當地貨幣為單位，倘若是以港元為單位，則按固定匯率計算，以撇除因換算財務報表所產生之扭曲。

大中華

表5：大中華之除所得稅前溢利

Table 4: Changes in PATS

MARKET ANALYSIS

The following comments are in local currencies, or, if in HK\$ terms, are at constant exchange rates to remove distortions from the translation of financial statements.

Greater China

Table 5: Greater China profit before income taxes

(以百萬港元為單位， 按固定匯率換算)		(In HK\$ million, translated at constant exchange rates)		2024	佔收入 百分比 % to revenue	2023	佔收入 百分比 % to revenue	變動 Change
收入	Revenue	1,482	100.0%	1,484	100.0%	(0.1%)		
毛利	Gross profit	841	56.7%	882	59.4%	(4.6%)		
其他收入及其他 收益，淨額	Other income and other gains, net	13	0.9%	14	1.0%	(7.1%)		
經營費用	Operating expense	(812)	(54.8%)	(785)	(52.9%)	3.4%		
經營溢利	Operating profit	42	2.8%	111	7.5%	(62.2%)		
融資費用	Finance expense	(10)	(0.7%)	(6)	(0.4%)	66.7%		
除所得稅前溢利	Profit before income taxes	32	2.1%	105	7.1%	(69.5%)		

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

香港和澳門

香港和澳門市場的表現反映上半年的趨勢。銷售額錄得按年低個位數的跌幅，主要由於消費者持續北移至中國內地消費的趨勢及缺少政府消費券，而去年政府消費券曾帶來一次性消費上升。

這些市場的盈利能力明顯受到多項因素的影響。2019冠狀病毒病疫情結束後，租金成本回復至2019冠狀病毒病前相若的水平，增加了我們的經營開支。此外，由於需要清理陳舊商品，因此導致毛利率下降，進一步影響了我們的盈利能力。

儘管面對這些挑戰，我們在本年度後期仍觀察到一些正面發展。我們在5月實施的速效措施繼續向好。這些措施著重於店舖營運，並透過更好的採購和購買扭轉局面。這些策略確保改善暢銷產品的供應，並加強於銷售點進行的品牌故事敘述，有助於提升人流、客戶參與度和銷售額。

展望未來，我們對銷售額及毛利率的改善潛力感到樂觀。新商品的推出，加上我們故事敘述的加持，以及專注改善零售運作，預期將能引起消費者的良好共鳴，推動未來更佳表現。值得注意的是，於12月，香港及澳門所有店舖均錄得盈利。

中國內地

我們在中國內地的表現呈現復甦跡象，主要由於下半年線上業務強勁反彈9.7%。相比之下，上半年收入下跌6.6%。全年收入成功使整體中國內地業務有1.5%的溫和增長。此正面轉變與我們推行的速效措施相符，該措施專注於加強我們在不同渠道的線上業務。

由於這些努力，線上銷售額對我們整體業務的貢獻顯著增加，達63%，而2023年則為55%。這轉變突顯了我們在中國內地的線上業務日益重要。然而，由於我們更加專注於線上渠道，加上按計劃進行的折扣策略以清理陳舊存貨及積存滯銷商品，導致整體毛利率下降。

Hong Kong and Macau

The performance in the Hong Kong and Macau markets mirrored the trends observed in the first half of the year. Sales reported a low-single-digit decline year-over-year, primarily driven by the continued trend of consumers shifting their spending northbound to Mainland China and the absence of government consumption vouchers, which had previously contributed to a one-time surge in spending.

The profitability in these markets was notably impacted by several factors. The post-COVID-19 period saw rental costs normalizing to pre-COVID levels, which has increased our operating expenses. Additionally, the need to clear aged merchandise from previous years led to a reduced gross margin, further affecting our profitability.

Despite these challenges, we observed some positive developments towards the latter part of the year. The implementation of our Quick Win initiatives in May continued to show promise. These initiatives focused on store operations, and turnaround through better merchandising and buying. These strategies ensure the improved availability of bestsellers and enhanced storytelling at points-of-sale, helping to drive traffic, customer engagement and sales.

Looking ahead, we are optimistic about the potential for sales and gross margin improvement. The launch of new merchandise, supported by our storytelling efforts, and focus on improved retail operations are expected to resonate well with consumers and drive better performance in the future. It should be noted that in December all stores in Hong Kong and Macau were profitable.

Mainland China

Our performance in Mainland China showed signs of recovery, driven primarily by a strong rebound in online business during the second half of the year of 9.7%. In comparison, the first half reported a revenue drop of 6.6%. The full-year revenue successfully swung the overall Mainland China business to a mild growth of 1.5%. This positive turnaround was aligned with the Quick Win initiatives implemented, which focused on accelerating our online business across various channels.

As a result of these efforts, the contribution of online sales to our overall business increased significantly, reaching 63% compared to 55% in 2023. This shift underscores the growing importance of our online presence in Mainland China. However, the increased focus on online channels, coupled with planned discounting strategies to flush out aged inventory and the build-up of slow-moving merchandise, led to a lower gross profit margin overall.

相反，我們的線下業務仍然面對挑戰。年初，由於賬齡高企的存貨和品牌概念減弱，導致線下銷售大幅下滑，突顯了我們需要付出極大努力重建增長動力。由於過去期間並非優先考慮以及缺乏品牌投資，我們必須採取更專注和更具策略性的方法重振我們的線下業務。正如我們的「超越界限」五年策略所概述，我們將集中精力首先發展南部地區的業務，充分利用現有的品牌知名度，並確保營運效率。一旦成功，我們計劃在中國內地其他地區採用該模式投資品牌和產品。儘管如此，中國內地的整體盈利能力仍受到銷售渠道組合業務變動所影響，導致毛利下降及與線上業務相關的營運開支上升。加上線下業務的持續虧損，我們因此在該市場錄得年度虧損。

展望未來，根據我們的五年策略計劃，中國內地仍然是「必勝」的戰場。我們致力於重整、重配及重振我們在這個關鍵市場的兩個渠道的業務，使其恢復盈利能力，從而推動本集團的長遠發展。

台灣

儘管經濟情況持續不明朗，台灣市場仍展現出韌性。今年上半年，我們的銷售額呈現中個位數跌幅，反映出經濟氣候不明朗所帶來的挑戰。然而，由於我們在5月實施了速效措施，下半年的銷售額顯著復甦，錄得中個位數增長，而上半年則下降4.4%。

下半年的反彈使我們能夠追上去年的收入數字，實現穩定的按年銷售表現。BSX及Giordano Ladies等子品牌具備十足韌性及強勁表現，在緩和整體溢利的下降及帶動銷售回升方面發揮了關鍵作用。

展望未來，我們對台灣市場保持審慎樂觀。我們將繼續密切監察經濟狀況，並視乎需要調整策略，以維持我們在台灣的市場地位及支持長期的增長。

Conversely, our offline business continues to face challenges. The significant decline in offline sales earlier in the year, driven by high-aged inventory and diminished brand perception highlighted the need for substantial efforts to rebuild growth momentum. The de-prioritization and the lack of brand investment in previous periods have necessitated a more focused and strategic approach to revitalizing our offline presence. As outlined in our 'Beyond Boundaries' 5-year strategy, we will concentrate on developing the business in the Southern region first, leveraging existing brand awareness and ensuring operating efficiencies. Once successful, we plan to adopt the model in other regions across Mainland China as we invest in the brand and products. Despite these efforts, the overall profitability in Mainland China has been impacted by the change in channel mix business leading to a lower gross profit and higher operating expenses associated with the online business. Consequently, coupled with the continued loss of our offline business we reported a loss for the year in this market.

Looking forward, Mainland China remains a "must-win" battlefield according to our five-year strategic plan. We are committed to resetting, recalibrating, and revitalizing our business back to profitability in both channels in this crucial market to drive the Group's long-term growth.

Taiwan

The Taiwanese market demonstrated resilience despite ongoing economic uncertainties. In the first half of the year, we experienced a mid-single-digit decline in sales, reflecting the challenges posed by the uncertain economic climate. However, the second half of the year saw a notable recovery, with sales reporting a mid-single-digit growth, as compared to a 4.4% decline in the first half, as a result of the implementation of our Quick Win initiatives in May.

This rebound in the latter half of the year enabled us to catch up to the previous year's revenue figure, achieving a stable sales performance YOY. The resilience and strong performance of our sub-brands, such as BSX and Giordano Ladies, played a crucial role in moderating the overall profit decline and driving the recovery in sales.

Looking forward, we remain cautiously optimistic about the Taiwanese market. We will continue to monitor the economic situation closely and adapt our strategies as needed to maintain our market position and support long-term growth in Taiwan.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

表6：大中華之收入及門市統計

Table 6: Greater China revenue and store count

		年未門市數目 Stores at year-end								
		收入 Revenue			加盟店 Franchised		直營店 Direct operated		總數 Total	
(以百萬港元為單位， 按固定匯率換算)	(In HK\$ million, translated at constant exchange rates)	2024	2023	變動 Change	2024	2023	2024	2023	2024	2023
中國內地	Mainland China	674	664	1.5%	294	343	107	143	401	486
台灣	Taiwan	442	440	0.5%	-	-	167	168	167	168
香港及澳門	Hong Kong and Macau	366	380	(3.7%)	-	-	41	41	41	41
總數	Total	1,482	1,484	(0.1%)	294	343	315	352	609	695

總括而言，大中華的表現受到過往非優先考慮之中國內地業務以及過往對產品及品牌投資不足所影響，導致區內業績未如理想。我們的「超越界限」五年計劃再次將大中華列為重點發展地區。我們深知這個市場的策略重要性，因此致力於重整、重配及重振這個市場，並調配更多資源發展這個地區的業務。

In summary, the performance in Greater China has been impacted by the former deprioritization of the business in Mainland China and previous underinvestment in products and the brand, leading to unsatisfactory results in the region. Again, our 'Beyond Boundaries' 5-year plan has identified Greater China as a key geographic focus to grow. Recognizing the strategic importance of this market, we are dedicated to resetting, recalibrating and revitalizing this market and deploying more resources to grow the business in this region.

展望未來，我們將實施有針對性的措施，以加強品牌投資、改善店舖表現及優化存貨管理。這些努力預期可解決過去所面對的挑戰，並為這個必勝市場的可持續增長奠定穩固的基礎。

Moving forward, we will implement targeted initiatives to enhance brand investment, improve store performance, and optimize inventory management. These efforts are expected to address the challenges faced in the past and set a solid foundation for sustainable growth in this must-win market.

東南亞及澳洲

Southeast Asia and Australia

表7：東南亞及澳洲之除所得稅前溢利

Table 7: Southeast Asia and Australia profit before income taxes

(以百萬港元為單位， 按固定匯率換算)	(In HK\$ million, translated at constant exchange rates)	2024	佔收入 百分比 % to revenue	2023	佔收入 百分比 % to revenue	變動 Change
收入	Revenue	1,555	100.0%	1,471	100.0%	5.7%
毛利	Gross profit	908	58.4%	883	60.0%	2.8%
其他收入及其他 收益，淨額	Other income and other gains, net	6	0.4%	19	1.3%	(68.4%)
經營費用	Operating expense	(665)	(42.8%)	(631)	(42.9%)	5.4%
經營溢利	Operating profit	249	16.0%	271	18.4%	(8.1%)
融資費用	Finance expense	(22)	(1.4%)	(21)	(1.4%)	4.8%
除所得稅前溢利	Profit before income taxes	227	14.6%	250	17.0%	(9.2%)

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

就收入及盈利能力而言，我們在區內的業務穩定。印尼繼續為區內最大的貢獻來源，在當地有效的市場營銷措施支持下，佐丹奴及非佐丹奴品牌的銷售均錄得強勁增長。於本年度，我們進行了品牌重組，以精簡非佐丹奴的業務，預期佐丹奴品牌在未來將有更多貢獻。此策略性調整預期可提升我們佐丹奴的市場地位，並推動此主要市場的進一步增長。

整體而言，該地區已展現出收入增長的機會，並努力落實速效措施，包括優化品牌表現、提升品牌表現及應對特定市場的挑戰。我們對東南亞及澳洲的未來前景保持樂觀，並致力於利用我們的戰略措施推動這些市場的持續增長和盈利能力。

表8：東南亞及澳洲之收入及門市統計

Our business in the region is stable in terms of revenue and profitability. Indonesia continued to be the largest contributor in the region, demonstrating robust sales growth for both Giordano and non-Giordano brands supported by effective local marketing initiatives. Throughout the year, we have undertaken brand reshuffling efforts to streamline the non-Giordano business, and we anticipate higher contributions from the Giordano brand going forward. This strategic adjustment is expected to enhance our market position of Giordano and drive further growth in this key market.

Overall, the region has demonstrated revenue growth opportunities, with efforts to implement Quick Win initiatives, including optimizing brand performance, improving brand performance and addressing market-specific challenges. We remain optimistic about the future prospects in Southeast Asia and Australia and are devoted to leveraging our strategic initiatives to drive continued growth and profitability in these markets.

Table 8: Southeast Asia and Australia revenue and store count

		收入 Revenue			年末門市數目 Stores at year-end	
(以百萬港元為單位， 按固定匯率換算)		(In HK\$ million, translated at constant exchange rates)		變動		
		2024	2023	Change	2024	2023
印尼	Indonesia	805	739	8.9%	210	238
泰國	Thailand	278	272	2.2%	155	156
新加坡	Singapore	210	195	7.7%	31	30
馬來西亞	Malaysia	159	164	(3.0%)	86	88
越南	Vietnam	77	75	2.7%	30	44
澳洲	Australia	22	20	10.0%	5	6
柬埔寨	Cambodia	4	6	(33.3%)	2	3
總數	Total	1,555	1,471	5.7%	519	565

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

海灣阿拉伯國家合作委員會

表9：海灣阿拉伯國家合作委員會之除所得稅前溢利及門市統計

The Gulf Cooperation Council

Table 9: The Gulf Cooperation Council profit before income taxes and store count

(以百萬港元為單位， 按固定匯率換算)		2024		2023		變動 Change
(In HK\$ million, translated at constant exchange rates)		佔收入 百分比 % to revenue		佔收入 百分比 % to revenue		
收入	Revenue	699	100.0%	675	100.0%	3.6%
毛利	Gross profit	449	64.2%	429	63.6%	4.7%
其他收入及其他 收益，淨額	Other income and other gains, net	5	0.7%	6	0.9%	(16.7%)
經營費用	Operating expense	(313)	(44.8%)	(305)	(45.2%)	2.6%
經營溢利	Operating profit	141	20.1%	130	19.3%	8.5%
融資費用	Finance expense	(16)	(2.3%)	(13)	(1.9%)	23.1%
除所得稅前溢利	Profit before income taxes	125	17.9%	117	17.4%	6.8%
加盟店	Franchised stores	44		40		4
直營店	Direct-operated stores	139		138		1
年末門市數目	Stores at year-end	183		178		5

儘管海灣阿拉伯國家合作委員會地區的地緣政治局勢緊張，該地區的收入仍取得正增長，並展現業務上升趨勢。在產品供應量增加及有效市場營銷的帶動下，收入及盈利能力均按年改善。

事實證明，我們致力推動產品創新及度身訂造的市場策略取得成功，為這個重要市場的整體增長作出貢獻。海灣阿拉伯國家合作委員會繼續成為本集團的主要溢利來源，我們將繼續專注於利用這些策略維持和進一步提升我們的市場地位。

The GCC region achieved positive revenue growth and has demonstrated a business uptrend, despite intense geopolitical tensions in the area. Both revenue and profitability have improved YOY, driven by enhanced product availability and effective marketing campaigns.

Our commitment to driving product innovation and tailored marketing strategies has proven successful, contributing to the overall growth in this vital market. The GCC continues to be a key profit driver for the Group, and we remain focused on leveraging these strategies to sustain and further enhance our market position.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

南韓（一間由獨立管理團隊管理之擁有48.5%權益的合營公司）

表10：南韓之應佔淨溢利及門市統計

South Korea (a 48.5% joint venture under an independent management team)

Table 10: South Korea’s share of net profit and store count

(以百萬韓圓為單位) (In Korean Won million)		2024	佔收入百分比 % to revenue	2023	佔收入百分比 % to revenue	變動 Change
收入	Revenue	147,825	100.0%	169,703	100.0%	(12.9%)
毛利	Gross profit	77,826	52.6%	88,873	52.4%	(12.4%)
淨溢利	Net profit	7,356	5.0%	15,709	9.3%	(53.2%)
應佔淨溢利	Share of net profit	3,571		7,619		(53.1%)
年末門市數目	Stores at year-end	123		120		3

我們分佔南韓合營公司的溢利按年大幅下降。下降乃主要因兩個因素：近期政局不穩導致經濟疲弱從而使銷售業績惡化，以及韓國債券的公允值收益減少。

Our shared profit from the South Korean joint venture experienced a significant year-over-year drop. This decline was primarily due to two factors: worsening sales performance driven by the weakening economy due to the recent political instability, as well as a decrease in fair valuation gains from Korean Bonds.

短期而言，商業環境波動將繼續阻礙我們在南韓市場的表現。然而，由於我們在產品供應和市場營銷措施方面擁有強大的品牌和有效的本地化策略，我們對長期前景仍持審慎樂觀的態度。

In the short term, the volatile business environment will continue to hinder our performance in the South Korean market. However, we remain cautiously optimistic about our long-term prospects due to our strong branding and effective localization strategy in terms of product offerings and marketing initiatives.

此外，我們將運用南韓的資源和知識（例如採購）到其他市場，以發揮協同效應，預期這將有利於我們在集團層面的業務。

Also, we will leverage our resources and knowledge of South Korea, such as merchandising, to other markets for synergy which is expected to be beneficial to our business at Group level.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

海外(大中華以外)加盟商及授權經營商

表11：海外加盟商之門市統計

Overseas (outside Greater China) franchisees and licensees

Table 11: Overseas franchised store count

		2024	2023
東南亞	Southeast Asia	190	190
南韓*	South Korea*	123	120
南亞	South Asia	102	69
非洲	Africa	27	24
其他市場	Other markets	23	21
總數	Total	465	424

* 本集團擁有48.5%權益的南韓合營公司，同時是本集團的加盟商。

* The Group owns a 48.5% equity interest in the South Korean joint venture, also the Group's franchisee.

我們的海外加盟商及授權經營商網絡經歷了顯著轉變。由於我們為加盟商及授權經營商提供了充足的支援，我們對這些市場的批發在下半年顯著反彈，有助於全年收入實現雙位數增長。

Our overseas franchised and licensed network experienced a notable turnaround. With adequate support provided to our franchisees and licensees, our wholesale to these markets significantly rebounded in the second half, helping to achieve double-digit growth in full-year revenue.

我們預期對成熟市場(例如菲律賓)的批發銷售量將持續穩定增長。此外，在店鋪數量方面，我們預期在各個新興市場(例如南亞)擴張的帶動下，將有所增長。

We expect the wholesale to mature markets, such as the Philippines, to continue increasing steadily. In addition, in terms of store count, we anticipate growth driven by expansion in various emerging markets such as South Asia.

這正面趨勢反映出我們的策略努力支撐著我們的海外據點，並支持我們的合作夥伴在充滿挑戰的市場環境中航行。我們將繼續致力於為我們的加盟商及授權經營商提供有力的支持，確保我們在海外市場的可持續增長和成功。

This positive trend reflects our strategic efforts to bolster our overseas presence and support our partners in navigating challenging market conditions. We remain committed to providing robust support to our franchisees and licensees, ensuring sustainable growth and success in our overseas markets.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務狀況

流動資金及財務資源

於2024年12月31日，現金及銀行結存(扣除銀行貸款後)為8.10億港元(2023年：9.05億港元)。現金減少主要由於經營現金流入減少，此乃部分由於前述較高的非經常性現金流出。誠如上半年報告所述，管理層繼續密切審視派息策略，以邁向更傳統的常規。儘管現金流量按年大幅減少，本公司的財務狀況維持穩健。

銀行貸款為2,600萬港元(2023年：3,000萬港元)。本集團之槓桿比率(按銀行借貸總額與權益總額之比率計算)為1.2%(2023年：1.3%)。本集團的流動比率為1.5(2023年：1.6)，以流動資產16.92億港元(2023年：17.35億港元)及流動負債11.34億港元(2023年：10.96億港元)計算。

物業、機器及設備

本年度資本開支為6,600萬港元(2023年：8,700萬港元)，主要用於店舖升級及店舖搬遷。

商譽及授出認沽期權負債

商譽及授出認沽期權負債來自2012年及2015年收購海灣阿拉伯國家合作委員會業務。本集團已進行所須的減值測試，並確認商譽並無出現減值。

於南韓合營公司之權益

我們佔股48.5%的南韓合營公司的賬面價值，按權益法計算，下跌16.2%至4.14億港元。減幅主要由於韓圓貶值及股息收入。

存貨

本集團存貨為5.08億港元(2023年：4.74億港元)。存貨對成本流轉日數穩定維持於110天。按計劃進行的策略性價格推廣有效地清理了往年積存的陳舊存貨，有助改善我們消費者未來的存貨組合。

FINANCIAL POSITION

Liquidity and financial resources

As of December 31, 2024, the cash and bank balance, net of bank loans, stood at HK\$810 million (2023: HK\$905 million). The reduction in cash was primarily due to decreased operating cash inflow partly due to a higher non-recurring cash outflow items stated previously. As discussed in the 1H report, management continues to closely examine the dividend payout strategy to align with more of the typical market norms. Despite the significant year-over-year cash flow reduction, the Company's financial position remains robust.

The bank borrowings amounted to HK\$26 million (2023: HK\$30 million). The Group's gearing ratio, defined as the total bank borrowings over total equity, was 1.2% (2023: 1.3%). The Group's current ratio was 1.5 (2023: 1.6), based on current assets of HK\$1,692 million (2023: HK\$1,735 million) and current liabilities of HK\$1,134 million (2023: HK\$1,096 million).

Property, plant, and equipment

Capital expenditure for the year was HK\$66 million (2023: HK\$87 million), primarily allocated for store upgrades and relocations.

Goodwill and put option liabilities

The goodwill and put option liability arose from the acquisition of our GCC operations in 2012 and 2015. The Group conducted the required impairment tests and confirmed no impairment on goodwill.

Interest in the South Korea joint venture

The carrying value of our 48.5% interest in the South Korea joint venture, accounted for using the equity method, experienced a decrease of 16.2% to HK\$414 million. This reduction was primarily attributed to the depreciation of the Korean Won and the receipt of dividends.

Inventories

Group inventories closed at HK\$508 million (2023: HK\$474 million). Inventory turnover on cost remained steady at 110 days. The planned strategic price promotion effectively cleared the build-up of aged inventory from previous years, which will help improve the composition of the inventory mix going forward for our consumers.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

為確保並無過多的「資產負債表外」存貨將於未來構成問題，本集團一直追蹤供應商及加盟商的存貨。供應商的製成品多於去年，主要由於2025年第一季較2024年第二季提早的農曆新年及提早的齋月做準備而備貨。總括而言，我們的系統存貨狀況仍屬良好。

管理層正積極檢討整個採購及供應鏈程序，以提升存貨效率。這項全面檢討預期可簡化運作、減少過剩存貨，並確保對市場需求作出更靈活的回應。透過優化這些流程，本集團旨在推動未來的業務增長，並改善整體存貨管理。

To ensure there is no excessive “off-balance sheet” inventory that could pose a problem in the future, the Group tracks the inventories at suppliers and franchisees. The finished goods at suppliers were higher than last year, primarily due to stock-up in preparation for the early Chinese New Year and early Ramadan in the first quarter of 2025 compared to the second quarter of 2024. In summary, our system inventories remain healthy.

Management is actively reviewing the entire sourcing and supply chain process with the aim of enhancing stock efficiency. This comprehensive review is expected to streamline operations, reduce excess inventory, and ensure a more agile response to market demands. By optimizing these processes, the Group aims to drive future business growth and improve overall inventory management.

表 12：系統存貨

Table 12: System inventories

		於12月31日 At December 31	
(以百萬港元為單位)	(In HK\$ million)	2024	2023
本集團擁有之存貨	Inventories owned by the Group	508	474
擁有48.5%權益的南韓合營公司持有之存貨	Inventories held by 48.5% South Korea joint venture	178	182
中國內地加盟商持有之存貨	Inventories held by franchisees in Mainland China	34	38
供應商之製成貨品	Finished goods at suppliers	28	15
非本集團擁有之存貨	Inventories not owned by the Group	240	235
系統存貨總額	Total system inventories	748	709

應收及應付賬款

應收及應付賬款流轉日數分別為44天(2023年：52天)及63天(2023年：45天)。應付賬款增加主要由於提早於12月收到農曆新年商品所致。

Trade receivables and payables

The turnover days for trade receivables and payables were 44 days (2023: 52 days) and 63 days (2023: 45 days), respectively. The increase in trade payables was primarily attributable to the earlier receipt of Chinese New Year merchandise in December.

股息

於2018年11月8日，本公司採納股息政策(「股息政策」)。股息政策旨在為透過派付股息向其股東回饋剩餘現金。根據股息政策，本公司一直將其大部分盈餘用於派付普通股息，至於派息金額則經考慮手頭現金、未來投資需要以及營運資金等因素而有所不同。

Dividends

The Company adopted a dividend policy on November 8, 2018 (the “Dividend Policy”). The Dividend Policy aims to return surplus cash to its shareholders through dividend payouts. In line with the Dividend Policy, the Company has been paying a substantial portion of its earnings as an ordinary dividend, which may vary depending on cash on hand, future investment requirements, and working capital considerations.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

正如中期報告所論及，管理層繼續密切檢視股息派付的決定，以更符合市場慣例及兼顧到長遠的可持續性和為未來發展所需的均衡資金分配。因此，董事會建議末期股息為每股6.0港仙（2023：每股13.5港仙）。連同於2024年9月20日（星期五）派付之中期股息每股8.0港仙（2023年：每股17.0港仙），全年股息將達每股14.0港仙（2023年：每股30.5港仙），派息比率為104.5%。待我們的股東於本公司應屆股東周年大會上批准後，末期股息將於2025年6月20日（星期五）向於2025年6月10日（星期二）名列於本公司股東名冊上之股東派付。

展望

過去一年是本集團轉型的一年，在新任行政總裁領導下，我們專注於集團基本要素。在新任行政總裁的高瞻遠矚下，我們展開了雄心勃勃的佐丹奴「超越界限」五年計劃。此策略路線圖建基於四項策略選擇：

1. 重振我們的品牌組合
2. 數字先導
3. 大中華
4. One Giordano

這些策略選擇讓我們重整、重振、重配，並與我們的客戶重建聯繫，讓我們實現將佐丹奴轉型為一家增長型企業，重奪亞洲最佳服裝品牌的地位。我們的目標為在大中華脫穎而出，並加速在海灣阿拉伯國家合作委員會及東南亞地區的擴展。我們將致力於2025年至2030年間實現高單位至低雙位數的複合年均增長率（CAGR），並追求趨向歷史水平的利潤率。

As discussed in the interim report, management continues to closely examine the dividend payout decision to align with more typical market norms, with consideration of long-term sustainability and balanced capital allocation for future growth. Therefore, the Board of Directors recommended a final dividend of 6.0 HK cents per share (2023: 13.5 HK cents per share). With the interim dividend of 8.0 HK cents per share (2023: 17.0 HK cents per share) paid on Friday, September 20, 2024, the full-year dividend will amount to 14.0 HK cents per share (2023: 30.5 HK cents per share) with a payout ratio of 104.5%. Subject to the approval of the shareholders at the forthcoming annual general meeting of the Company, the final dividend will be payable on Friday, June 20, 2025 to shareholders whose names appear on the register of members of the Company on Tuesday, June 10, 2025.

OUTLOOK

The past year has been a year of transition for the Group, marked by a renewed focus on the fundamentals of our business under the new leadership of our CEO. With his vision, we have embarked on our ambitious Giordano ‘Beyond Boundaries’ five-year plan. This strategic roadmap is built on four strategic choices:

1. Revitalize our Brand Portfolio
2. Digital First
3. Greater China
4. One Giordano

The strategic choices will allow us to reset, revitalize, recalibrate, and reconnect with our customers allowing us to achieve our goal to transform Giordano into a growth company, and reclaim our position as the best Asian apparel brand. We aim to win in Greater China and accelerate our expansion in the GCC and SEA regions. We strive to achieve revenue at a high single to low double-digit compound annual growth rate (CAGR) between 2025 and 2030 and pursue to achieve the profit margin trending towards historic levels.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

戰略成就及關鍵措施

我們曾承諾在2024年下半年實現增長，並維持全年收入與2023年持平，這一承諾已取得成功。在第三季4.4%和第四季7.3%的正增長轉虧為盈的帶動下，全年收入錄得按年增長1.2%，我們為此感到驕傲。這項成績突顯了去年5月份推出的速效措施的成效，以及我們適應不斷變化的市場環境的能力。

數項關鍵措施對於推動這些表現起了關鍵成效：

1. **速效措施：**於5月實施的該等措施對我們的復甦起了關鍵作用。我們專注於加速我們的線上業務、加強我們的產品種類、改善我們的零售營運，以及品牌故事敘述活動。這些努力使得銷售額在下半年強勁反彈。我們有針對性的市場營銷活動和策略夥伴關係，讓我們能夠接觸到更廣泛的受眾，並提高參與度。
2. **統一品牌：**我們成功統一了店內的男裝、女裝和童裝的設計和產品，確保了一致且連貫的品牌體驗。這項策略性舉措強化了我們的品牌形象，並改善了顧客的整體購物體驗。透過統一我們的產品線，我們創造了一個更簡潔、更吸引人的購物環境，深受顧客歡迎。
3. **提升零售體驗：**我們非常重視改善我們的零售營運，尤其在產品和商品銷售方面。由於了解到產品是最重要的，我們專注於透過資料導向的決策提高商品的銷售率。這種方法讓我們能夠優化產品組合，確保店內最暢銷的產品可供銷售。我們致力於完善存貨管理和強化店內陳列，這也是我們取得成功的原因之一。

Strategic Achievements and Key Initiatives

Our commitment to achieving growth in the second half of 2024 and maintaining flat full-year revenue compared to 2023 has been met with success. We are proud to report a 1.2% year-over-year (YOY) increase in full-year revenue driven by a turnaround in positive growth in the third quarter of 4.4% and the fourth quarter of 7.3%. This achievement underscores the effectiveness of Quick Win initiatives launched in May and our ability to adapt to evolving market conditions.

Several key initiatives have been instrumental in driving this performance:

1. **Quick Win Initiatives:** These initiatives implemented in May have been pivotal in our recovery. We focused on accelerating our online business, enhancing our product assortment, improving our retail operations and leveraging storytelling initiatives. These efforts resulted in a robust sales rebound in the latter half of the year. Our targeted marketing campaigns and strategic partnerships have enabled us to reach a broader audience and increase engagement.
2. **One-Brand Alignment:** We successfully unified our Men, Women, and Kids designs and products in our stores, ensuring a consistent and cohesive brand experience. This strategic move has strengthened our brand identity and improved the overall shopping experience for our customers. By harmonizing our product lines, we have created a more streamlined and appealing shopping environment, which has been well-received by our customers.
3. **Enhanced Retail Excellence:** We have placed a strong emphasis on improving our retail operations, particularly in product and merchandising. Recognizing that product is paramount, we have focused on enhancing the sell-through ratio of our merchandise by making data-driven decisions. This approach has enabled us to optimize our product mix and ensure the availability of best-sellers in our stores. Our efforts to refine our inventory management and enhance our in-store displays have also contributed to this success.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

市場營銷與客戶參與

在我們的市場營銷工作中，我們採用了以客戶為中心的方式，圍繞我們的產品創造引人注目的敘事，以滿足客戶的需求。例如，我們在1月份推出的農曆新年合作活動獲得了消費者的正面回應，整體銷售率達到70%。我們將繼續尋求與其他合作夥伴進行相關且有意義的合作，以吸引消費者的關注和參與。我們的目標是與顧客建立深厚的情感連結，提升他們對我們品牌的整體體驗。透過運用數碼市場營銷策略和社交媒體平台，我們希望能接觸到更廣泛的受眾，為我們的店面帶來人流，並與顧客建立持久的關係。

地域重點與增長策略

就地域而言，大中華，尤其是中國內地，仍然是我們五年計劃中的必勝戰場。儘管年初面對種種挑戰，我們在中國內地的業績在下半年出現復甦跡象，主要由於下半年線上業務強勁反彈所帶動。我們相信，透過提升產品、市場營銷、零售營運、人才及流程等方面的競爭力及能力，我們的品牌及業務將可重現活力。中國內地（連同我們於香港的本土市場）被指定為我們增長策略的樞紐。我們對這個市場的深厚根基和了解，將使我們能夠充分利用本地的洞察力，並在這個重要和充滿活力的市場中發展。

除大中華外，東南亞和海灣阿拉伯國家合作委員會對我們的業務亦至關重要，尤其在盈利能力方面。東南亞地區錄得按年2.5%的正增長，海灣阿拉伯國家合作委員會地區則錄得按年3.3%的增長。這些地區已展現了增長能力，尤其在下半年，我們通過有針對性的努力優化品牌表現和應對特定市場的挑戰。我們將繼續善用我們的當地知識，同時提升我們的能力，以維持及改善我們在這些市場的業務，尤其具有龐大增長潛力的線上業務。由於我們在所有市場的線上滲透率遠低於業界標準，我們的數碼優先策略將確保我們專注於發展電子商務渠道以加速增長。我們的擴張計劃包括加速線上及線下的佈局，提升我們的產品供應，以及加強與主要合作夥伴和經銷商的關係。

Marketing and Customer Engagement

In our marketing efforts, we have adopted a customer-centric approach, creating compelling narratives around our products to meet customer needs. For instance, our crossover campaigns launched in January for Chinese New Year received a positive response from consumers with a sell-thru of overall 70%. We will continue to pursue relevant and meaningful collaborations with other partners to attract consumer attention and engagement. Our goal is to create a strong emotional connection with our customers, enhancing their overall experience with our brand. By leveraging digital marketing strategies and social media platforms, we aim to reach a wider audience, drive traffic to our store and build lasting relationships with our customers.

Geographic Focus and Growth Strategies

Geographically, Greater China, especially Mainland China, remains the must-win battlefield in our five-year plan. Despite the challenges faced earlier in the year, our performance in Mainland China showed signs of recovery in the second half, driven primarily by a strong rebound in online business during the second half of the year. We believe our brand and business will be revitalized by improving competency and capabilities in areas such as product, marketing, retail operation, people and process. Mainland China, along with our home market of Hong Kong, is earmarked as the hub of our growth strategy. Our deep roots and understanding of this market, will enable us to leverage local insights and grow in this important and dynamic market.

In addition to Greater China, SEA and GCC are vital to our business, particularly in terms of profitability. The SEA region saw positive growth of 2.5% YOY, and the GCC region experienced an increase of 3.3% YOY. These regions have demonstrated the ability to grow especially in the second half with targeted efforts to optimize brand performance and address market-specific challenges. We will continue to leverage our local knowledge while enhancing our competency to sustain and improve our business in these markets, especially in the online business which has an enormous growth potential. Our digital-first approach will ensure we focus on developing the e-commerce channel for accelerating growth as our penetration across all markets in the online channel is far below industry norms. Our expansion plans include accelerating the online and offline footprints, enhancing our product offerings, and strengthening our relationships with key partners and distributors.

管理層之論述及分析 MANAGEMENT DISCUSSION AND ANALYSIS

員工與組織發展

我們的員工是我們最重要的資產，他們是強大的品牌擁護者，積極接受改變，並迅速適應新挑戰。2025年是我們五年旅程的第一年，我們已透過引進設計、產品與採購、數位與電子商務等領域的頂尖人才，重整我們的組織架構與營運模式。「超越界限」五年策略不僅是一項擴張計劃，更是一項以顧客為中心的共同努力。在我們向前邁進的同時，本集團仍然致力把投資投於我們的員工上，並了解到我們的文化對我們的成功至關重要。發展我們團隊的能力和才幹，對於推動我們的轉型和維持我們的增長軌跡至關重要。

為了進一步強化我們對關鍵市場的專注，我們已委任一位資深領導專門負責中國內地這個必勝戰場。我們已實施重置業務計劃，將業務由區域性轉型為以渠道為基礎的模式。我們有信心已確立引領中國內地邁向獲利的道路。另外，我們將繼續培養創新、合作及追求卓越的文化，確保我們的員工有足夠的裝備支持我們的策略目標。為了支持我們的員工，我們推出了各種獎勵和發展計劃，旨在提高他們的技能和知識。這些計劃包括領導才能發展計劃、技術訓練及專注於卓越的客戶服務的工作坊。透過投資於我們的員工，我們為未來的成長奠定堅實的基礎，並確保我們的團隊已準備好滿足客戶不斷變化的需求。

管理層亦要衷心感謝我們的員工，感謝他們堅定不移的奉獻精神和辛勤工作。他們的奉獻精神是我們成功的關鍵。正是他們的韌性和熱情，讓我們能夠充滿信心和樂觀地實踐「超越界限」的策略。我們對他們不懈追求卓越、不斷超越自我及服務我們的客戶表達謝意。他們的努力是我們公司的主幹，我們為擁有如此優秀且盡忠職守的團隊感到無比自豪。我們將齊心協力，繼續創造佳績，為公司塑造美好的未來。

Staff and Organizational Development

Our staff are our most important asset and are strong brand advocates who have positively embraced the changes and quickly adapted to new challenges. With the first year of our 5-year journey commencing in 2025, we have already reorganized our organizational structure and operating model by bringing in top talent in Design, Product & Merchandising, and Digital and e-commerce. The 'Beyond Boundaries' 5-year strategy is not merely a plan for expansion, but a concerted effort to place the customer at the centre of all our endeavors. As we move forward, the Group remains committed to investing in our staff, recognizing that our culture is paramount to our success. Developing the capabilities and competencies of our team is essential to drive our transformation and sustain our growth trajectory.

To further strengthen our focus on pivotal markets, we have appointed a senior leader to focus solely on the must-win battlefield of Mainland China. We have already implemented our reset business plan, which will transform our business into a channel-based model from a regional one. We are confident that we have established a path to guide Mainland China toward profitability. In addition, we will continue to foster a culture of innovation, collaboration, and excellence, ensuring that our staff are well-equipped to support our strategic goals. To support our staff, we have introduced various incentive and development programs aimed at enhancing their skills and knowledge. These initiatives include leadership development programs, technical training, and workshops focused on customer service excellence. By investing in our people, we are building a strong foundation for future growth and ensuring that our team is prepared to meet the evolving needs of our customers.

Management would also like to extend our heartfelt gratitude to our staff for their unwavering dedication and hard work. Their commitment has been instrumental in driving the success of our organization. It is their resilience and passion that empowers us to pursue our 'Beyond Boundaries' strategy with confidence and optimism. We thank them for their relentless pursuit of excellence and for continuously going above and beyond to serve our customers. Their efforts are the backbone of our company, and we are immensely proud to have such a talented and committed team. Together, we will continue to achieve great things and shape a bright future for our organization.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

財務表現與未來展望

預期新的營運方式將成為改善財務表現的催化劑。領導團隊將致力於2025年至2030年間實現高單位至低雙位的複合年均增長率(CAGR)，並努力使利潤率趨向歷史水平，從而創造更多股東價值。2025年，我們的目標是努力實現3-5%的收入增長，同時利潤增長速度需比收入增長速度更快。

我們在技術、流程改善和客戶參與方面的策略性投資，為我們的長期發展奠定了基礎。透過改進我們的定價策略、改善存貨控制，以及專注於高利潤率產品的推出，我們的目標是在未來數年穩定並提升我們的毛利率。儘管2024年面臨種種挑戰，我們的財務狀況依然穩健，為未來的成長奠定了堅實的基礎。

我們亦在尋找機會擴展我們的數位業務、加強我們的電子商務能力，並利用資料分析更好地瞭解客戶的喜好和行為。這些努力將使我們能夠做出更明智的決策，優化我們的市場營銷策略，並提供更個人化的購物體驗。

承諾創新及以客戶為中心

總括而言，「超越界限」不僅是一個策略，更是一個創新的承諾、一個成功的藍圖、一個為佐丹奴帶來繁榮與活力的未來願景，讓佐丹奴再次成為一家增長型的公司。佐丹奴的「超越界限」五年策略將在本報告的後半部分概述。管理層繼續感謝股東及持份者對本集團堅韌不拔的支持以及對成功前景的信任。

展望未來，我們致力於推動創新、加強以客戶為中心的方法，並利用我們的策略性措施實現可持續增長。我們深信，我們所採取的步驟和已制定的計劃，將讓我們能夠掌控不斷變化的市場環境，善用新機遇，為股東創造長期價值。

Financial Performance and Future Outlook

This new operational approach is expected to be a catalyst for improved financial performance. The leadership team will strive to achieve revenue at a high single to low double-digit compound annual growth rate (CAGR) between 2025 and 2030 and endeavour to achieve the profit margin trending towards historic levels, which in turn will create even more shareholder value. For 2025 our ambition is to strive to achieve a revenue growth between 3-5% with profit growing faster than the revenue growth.

Our strategic investments in technology, process improvements, and customer engagement are positioning us for long-term growth. By refining our pricing strategies, improving inventory control, and focusing on high-margin product introductions, we aim to stabilize and enhance our gross margins in the coming years. Despite the challenges faced in 2024, our financial position remains robust, providing a solid foundation for future growth.

We are also exploring opportunities to expand our digital presence, enhance our e-commerce capabilities, and leverage data analytics to better understand customer preferences and behaviours. These efforts will enable us to make more informed decisions, optimize our marketing strategies, and deliver a more personalized shopping experience.

Commitment to Innovation and Customer-Centricity

In conclusion, '*Beyond Boundaries*' is more than a strategy; it is a promise of innovation, a blueprint for success, and a vision for a prosperous and dynamic future for Giordano where it once again becomes a growth company. The Giordano '*Beyond Boundaries*' five-year strategy is summarized in the latter section of this Report. Management continues to extend our gratitude to our shareholders and stakeholders for their unwavering support and trust in the Group's resilience and prospects for success.

As we look to the future, we are committed to driving innovation, enhancing our customer-centric approach, and leveraging our strategic initiatives to achieve sustainable growth. We are confident that the steps we have taken and the plans we have in place will enable us to navigate the evolving market landscape, capitalize on new opportunities, and deliver long-term value to our shareholders.

管理層之論述及分析

MANAGEMENT DISCUSSION AND ANALYSIS

我們將繼續專注於客戶滿意度，確保與我們品牌的每一次互動都是正面和難忘的。透過傾聽客戶的聲音和回應他們的需求，我們將與客戶建立更緊密的關係，並培養客戶的忠誠度。我們對品質、創新和卓越的承諾將引領我們努力超越客戶的期望，實現我們的增長目標。

總括而言，佐丹奴的未來是光明的。憑藉明確的策略願景、策略性的五年計劃及名為「超越界限」的路線圖，加上一支充滿熱情、盡忠職守的優秀團隊，我們已準備就緒，踏上五年的征途，實現成為一家增長型公司的目標，為股東創造卓越價值。我們對未來的機遇感到興奮，並將繼續致力於以卓越、精準和熱情執行我們的「超越界限」策略。

對股東的感謝與承諾

最後，我們衷心感謝各位股東對佐丹奴堅定不移的支持與信心。你們對我們的願景和策略的信任和信念，對我們的發展歷程至關重要。我們將繼續堅定不移地以我們的策略路線圖為指引，致力於卓越營運，為股東爭取更高的價值。我們共同期待未來的持續增長、創新和成功，為我們尊敬的股東帶來卓越的價值和回報。

其他資料

人力資源

截至2024年12月31日，本集團有約6,627名員工。本集團針對不同級別的員工提供具有競爭力的薪酬待遇，並發放目標為本之優厚花紅。我們為高級管理人員提供基於按業績計算／酌情性的獎金計劃和購股權，以獎勵和保留一支高素質的領導團隊。我們還大力投資於銷售和客戶服務、管理、計劃和領導力發展方面的培訓，以保持熟練和積極進取的團隊。本集團協助年輕的行政人員擔任管理職務。於2024年12月31日，本集團的管理團隊的平均年齡為49歲。

We will continue to focus on customer satisfaction, ensuring that every interaction with our brand is positive and memorable. By listening to our customers and responding to their needs, we will build stronger relationships and foster loyalty. Our commitment to quality, innovation, and excellence will guide us as we strive to exceed customer expectations and achieve our growth objectives.

In summary, the future of Giordano is bright. With a clear strategic vision, a strategic 5-year plan and a roadmap called '*Beyond Boundaries*', coupled with a passionate, dedicated and talented team, we are well-positioned to start out on our 5-year journey and achieve our goal to become a growth company and deliver exceptional value to our shareholders. We are excited about the opportunities that lie ahead and remain committed to executing our '*Beyond Boundaries*' strategy with excellence, precision and passion.

Gratitude and Commitment to Shareholders

In closing, we would like to express our deepest gratitude to our shareholders for their unwavering support and confidence in Giordano. Your trust and belief in our vision and strategy have been instrumental in our journey. We remain steadfastly committed to striving for higher shareholder value, guided by our strategic roadmap and our dedication to operational excellence. Together, we look forward to a future of sustained growth, innovation, and success, delivering exceptional value and returns to our esteemed shareholders.

OTHER INFORMATION

Human Resources

As of December 31, 2024, the Group had approximately 6,627 employees. The Group offers competitive remuneration packages and generous, goal-oriented incentives targeted to different levels of staff. We provide senior managers with performance-based/discretionary bonus schemes and share options to reward and retain a high-calibre leadership team. We also invest heavily in training in sales and customer service, management, planning, and leadership development to maintain a skilled and motivated workforce. The Group facilitates the younger executives to take up management roles. On December 31, 2024, the average age of the Group's management team was 49.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

Colin Melville Kennedy CURRIE先生(行政總裁兼執行董事)，現年56歲，於2024年4月3日獲委任為本公司執行董事及於2024年4月5日獲委任為本公司行政總裁及本公司管理委員會主席。彼亦為本集團多間子公司及一間合營公司之董事。彼擁有超過30年國際綜合管理經驗及獲委任多個消費行業的董事會成員身份。

CURRIE先生曾於2024年1月1日至2024年4月5日期間任拿督鄭裕彤博士家族私人投資控股旗艦公司周大福企業有限公司(「周大福企業」)的顧問。由2021年11月至2023年11月期間，彼曾任AirAsia Digital Sdn Bhd的首席行政總裁兼集團商務官。此前，CURRIE先生自2005年獲委任為愛迪達香港有限公司的總經理後，彼於adidas AG工作16年。CURRIE先生隨後於其任期內擔任過多個重要管理職務，最近一段職務為阿迪達斯(體育)中國有限公司亞太及大中華區的董事總經理。於加入阿迪達斯之前，CURRIE先生曾於音樂及發行、移動電信、航空、信用卡及酒店等多個行業擔任市場營銷專業人員。

CURRIE先生，一名馬來西亞國民，持有英國利茲貝克特大學酒店業務管理學(榮譽)學士學位。彼亦持有英國特許市務學會頒發的市場學研究生文憑。

陳嘉緯博士(執行董事)，現年48歲，於2000年1月加入本集團，並於2014年6月20日獲委任為本公司執行董事。彼於2025年1月1日起擔任本集團首席財務總監及首席銷售總監。彼曾於2015年4月1日至2024年12月31日期間任本公司首席營運官。彼亦為本公司管理委員會成員及本集團多間子公司及一間合營公司之董事。陳博士負責本集團會計及財務管理以及銷售營運，以達致預算和其他財務目標，並且制訂目標、調配資源和評估政策，以推動本集團的業務表現。陳博士在服裝零售經銷業務及市場推廣已累積超過23年經驗。

Mr. Colin Melville Kennedy CURRIE (*Chief Executive Officer and Executive Director*), aged 56, was appointed as an Executive Director of the Company on April 3, 2024 and was appointed as the Chief Executive Officer of the Company and the chairman of the Management Committee of the Company on April 5, 2024. He is also a director of various subsidiaries and a joint venture of the Group. He has over 30 years of international general management experience and board memberships across multiple consumer industries.

Mr. CURRIE was a Consultant of Chow Tai Fook Enterprises Limited ("CTFE"), the flagship private investment holding company of Dato' Dr Cheng Yu Tung's family, between January 1, 2024 and April 5 2024. He was previously the Chief Executive Officer and Group Commercial Officer of AirAsia Digital Sdn Bhd during the period from November 2021 to November 2023. Previously, Mr. CURRIE spent 16 years at adidas AG since appointed as General Manager of adidas Hong Kong Limited in 2005. Mr. CURRIE subsequently held various key management roles during his tenure, most recently as Managing Director, Asia Pacific & Greater China of adidas Sports (China) Co., Ltd. Prior to joining adidas, Mr. CURRIE worked as marketing professionals in various industries including music and publishing, mobile telco, airlines, credit cards and hotels.

Mr. CURRIE, a Malaysian national, received an honours Bachelor degree in Hospitality Business Management from Leeds Beckett University in the United Kingdom. He also holds a post-graduate diploma in marketing from the United Kingdom's Chartered Institute of Marketing.

Dr. CHAN Ka Wai (*Executive Director*), aged 48, joined the Group in January 2000 and was appointed as an Executive Director of the Company on June 20, 2014. He took on the roles of the Chief Financial Officer and Chief Sales Officer of the Group on January 1, 2025. He was a Chief Operating Officer of the Company from April 1, 2015 to December 31, 2024. He is also a member of the Management Committee of the Company, and a director of various subsidiaries and a joint venture of the Group. Dr. CHAN is responsible for the accounting and financial management and the sales operations of the Group to meet budget and other financial goals, as well as establishing goals, allocating resources and assessing policies to drive the Group's performance. Dr. CHAN has over 23 years of experience in the apparel retailing and marketing business.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

陳博士為澳洲會計師公會資深會員、英國特許仲裁員學會資深會員及愛爾蘭註冊會計師協會會員。彼持有香港理工大學(「理大」)工商管理博士學位和紡織科學學士學位、香港城市大學(「城大」)環球企業管理文學碩士學位和法律碩士學位(仲裁與爭議解決)、香港浸會大學(「浸大」)會計碩士學位及數據分析與商業經濟學碩士學位。

羅學文先生(執行董事)，現年46歲，自2013年9月加入本集團，並於2017年3月9日獲委任為執行董事。羅先生現為本公司之集團法律總監及公司秘書，並於2025年1月1日起擔任首席人力資源總監及首席業務發展總監。彼監督本集團法律、監管、合規、企業管治、人力資源及人材發展，亦負責開拓新海外市場以及品牌與產品的發展事宜。羅先生亦為本公司風險管理委員會主席及管理委員會成員，以及本集團多間附屬公司之董事及公司秘書以及一間合營公司之董事。

羅先生於2007年獲認許香港大律師資格，並為英國特許仲裁員學會會員。羅先生亦為香港人力資源管理學會的專業會員及被委任為其香港僱傭相關法例及事務委員會委員、以及加拿大的Chartered Professionals in Human Resources of British Columbia and Yukon專業會員。

彼畢業於英國威爾斯亞伯里斯威斯大學，獲頒授法律學榮譽學士，並獲城大頒授仲裁及爭議解決學文學碩士(優異)及法學專業證書。彼為上市公司處理包括監管及合規事宜、收購合併、合資及其他商業法律事項，以至勞工及海商法等事項擁有23年以上之經驗。

Dr. CHAN is a fellow member of Certified Practicing Accountant Australia, a fellow of the Chartered Institute of Arbitrators in London and a member of the Institute of Certified Public Accountants in Ireland. He holds a Doctorate degree in Business Administration and Bachelor of Science in Textile from The Hong Kong Polytechnic University ("PolyU") and a Master of Arts in Global Business Management and a Master of Laws in Arbitration and Dispute Resolution from the City University of Hong Kong ("CityU"), a Master of Accountancy and a Master of Science (MSc) in Data Analytics and Business Economics from the Hong Kong Baptist University ("HKBU").

Mr. Mark Alan LOYND (*Executive Director*), aged 46, has been with the Group since September 2013 and was appointed as an Executive Director of the Company on March 9, 2017. Mr. LOYND is currently the General Counsel and Company Secretary of the Company, and took on the roles of the Chief Human Resources Officer and Chief Business Development Officer on January 1, 2025. He oversees legal, regulatory, compliance, corporate governance, human resources and talent development affairs, and also responsible for the development of new overseas markets as well as brand and product development of the Group. Mr. LOYND is also chairman of the Risk Management Committee and a member of the Management Committee of the Company as well as director and company secretary of various subsidiaries and a director of a joint venture of the Group.

Mr. LOYND was called to the Bar in Hong Kong in 2007 and is a Member of the Chartered Institute of Arbitrators in London, the United Kingdom. He is a professional member of the Hong Kong Institute of Human Resources Management, where he also sits on the Employment-Related Hong Kong Legislation and Issues Committee, and a member of the Chartered Professionals in Human Resources of British Columbia and Yukon.

He holds a Bachelor of Laws (Hons) from Aberystwyth University in the United Kingdom as well as a Master of Arts in Arbitration and Alternative Dispute Resolution (with distinction) and a Postgraduate Certificate in Laws, both from CityU. He possesses over 23 years of experience in handling regulatory and compliance matters for listed companies, mergers and acquisitions, joint ventures and other commercial law affairs, as well as labour and maritime law issues.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

李志軒先生(執行董事)，42歲，於2022年12月1日獲委任為本公司的非執行董事。彼於2024年4月5日起獲調任為執行董事及獲委任為本公司提名委員會、薪酬委員會及管理委員會各自之成員。彼現為周大福企業高級副總裁，負責全球策略和私募股權投資。李先生於2013年3月加入周大福企業，在企業融資、投資、國際資本市場和資產管理方面擁有逾15年的專業經驗。

彼曾在香港上海滙豐銀行有限公司及德意志銀行(香港)的投資銀行部門工作。李先生擁有英國倫敦政治經濟學院會計與金融理學碩士學位和美國安娜堡密歇根大學工商管理學士學位。彼為特許金融分析師特許資格認證持有人。李先生現為綜合環保集團有限公司(股份代號：923)及新時代集團控股有限公司(前稱新時代能源有限公司)(股份代號：166)的非執行董事，兩家公司的股份均於香港聯合交易所有限公司(「聯交所」)上市。

Mr. LEE Chi Hin, Jacob (*Executive Director*), aged 42, was appointed as a Non-executive Director of the Company on December 1, 2022. He was re-designated as Executive Director and was appointed as a member of each of the Nomination Committee, the Remuneration Committee and the Management Committee of the Company on April 5, 2024. He is currently a senior vice president of CTFE with responsibilities for making strategic and private equity investments globally. Mr LEE joined CTFE in March 2013 and has over 15 years of professional experience in corporate finance, investment, international capital markets and asset management.

He previously worked at the investment banking department of The Hongkong and Shanghai Banking Corporation Limited and Deutsche Bank AG in Hong Kong. Mr. LEE holds a Master of Science Degree in Accounting and Finance from The London School of Economics and Political Science in London, United Kingdom and a Bachelor of Business Administration degree from the University of Michigan in Ann Arbor, United States of America. He is also a Chartered Financial Analyst Charterholder. Mr. LEE is currently a non-executive director of Integrated Waste Solutions Group Holdings Limited (Stock Code: 923) and New Times Corporation Limited (formerly known as New Times Energy Corporation Limited) (Stock Code: 166), both the shares of which are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

曾安業先生，BBS(主席兼非執行董事)，現年53歲，於2022年12月1日獲委任為本公司非執行董事及於2024年4月5日獲委任為本集團主席、本公司提名委員會主席及薪酬委員會成員。彼現為周大福企業董事兼聯席行政總裁及本公司主要股東(按證券及期貨條例(香港法例第571章)第XV部所述)周大福(控股)有限公司之董事。曾先生於國際資本市場擁有逾25年經驗，其於2003年至2012年任職德意志銀行香港分行，擔任董事總經理，主管亞洲固定收益資本市場業務。

曾先生現擔任五家聯交所主板上市公司董事，包括有線寬頻通訊有限公司(股份代號：1097)副主席兼執行董事，聯合醫務集團有限公司(股份代號：722)及萬邦投資有限公司(股份代號：158)執行董事，以及澳門博彩控股有限公司(股份代號：880)及周大福創建有限公司(前稱新創建集團有限公司，股份代號：659)非執行董事。曾先生曾於2015年6月至2022年5月擔任綠心集團有限公司(股份代號：94)及2012年11月至2022年8月擔任綜合環保集團有限公司(股份代號：923)非執行董事。

曾先生為中華人民共和國人民政治協商會議第十四屆北京市委員會委員。彼亦為周大福企業社會方案有限公司創辦人及董事、周大福慈善基金有限公司理事、香港僱主聯合會副主席、香港特別行政區選舉委員會委員、青年發展委員會委員及團結香港基金顧問。

曾先生持有美國紐約哥倫比亞大學哥倫比亞學院經濟學學士學位。曾先生為本公司非執行董事鄭志雯女士及鄭志亮先生之表親。

Mr. TSANG On Yip, Patrick, BBS (*Chairman and Non-Executive Director*), aged 53, was appointed as a Non-executive Director of the Company on December 1, 2022 and was appointed as the Group's Chairman, the chairman of the Nomination Committee and a member of the Remuneration Committee of the Company on April 5, 2024. He is a director and the co-chief executive officer of CTFE and a director of Chow Tai Fook (Holding) Limited, a substantial shareholder (within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)) of the Company. Mr. TSANG has over 25 years of international capital markets experience, and was previously managing director, head of Asia Fixed Income Capital Markets at Deutsche Bank AG, Hong Kong Branch, where he worked from 2003 to 2012.

Mr. TSANG currently holds directorships in five companies listed on the Main Board of the Stock Exchange; namely, vice-chairman and executive director of i-Cable Communications Limited (Stock Code: 1097), executive director of UMP Healthcare Holdings Limited (Stock Code: 722) and Melbourne Enterprises Limited (Stock Code: 158), and non-executive director of SJM Holdings Limited (Stock Code: 880) and CTF Services Limited (formerly known as NWS Holdings Limited, Stock Code: 659). Mr. TSANG was a non-executive director of Greenheart Group Limited (Stock Code: 94) from June 2015 to May 2022 and a non-executive director of Integrated Waste Solutions Group Holdings Limited (Stock Code: 923) from November 2012 to August 2022.

Mr. TSANG is a member of the fourteenth Beijing Municipal Committee of the Chinese People's Political Consultative Conference of the People's Republic of China. Mr. TSANG is the founder and a director of CTFE Social Solutions Limited, a governor of Chow Tai Fook Charity Foundation Limited, a vice-chairman of Employers' Federation of Hong Kong, a member of the Election Committee and Youth Development Commission of the Hong Kong Special Administrative Region, and an advisor of Our Hong Kong Foundation.

Mr. TSANG obtained a Bachelor of Arts Degree in Economics from Columbia College of Columbia University in New York, USA. Mr. TSANG is the cousin-in-law of Ms. CHENG Chi-Man, Sonia and Mr. CHENG Chi Leong, Christopher, both the Non-executive Directors of the Company.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

鄭志雯女士(非執行董事)，現年44歲，於2024年4月3日獲委任為本公司非執行董事。鄭女士現為瑰麗酒店集團的首席行政總裁。彼亦為周大福珠寶集團有限公司(股份代號：1929)的副主席兼執行董事及新世界發展有限公司(股份代號：17)的執行董事，兩間公司均於聯交所上市。彼亦為香港上海滙豐銀行有限公司的獨立非執行董事。由2021年1月至2022年12月，鄭女士曾任Primavera Capital Acquisition Corporation(一間於紐約證券交易所上市之公司)的獨立董事。

鄭女士為香港中文大學校董會成員及其屬下拓展及社區關係委員會委員。彼為香港特別行政區紀律人員薪俸及服務條件常務委員會成員。彼亦為廣東省青少年發展基金會副理事長。此外，鄭女士為中華人民共和國人民政治協商會議第十三屆廣東省委員會委員。鄭女士曾擔任香港旅遊發展局成員和該局市場推廣及業務發展委員會主席，其任期於2024年10月屆滿。鄭女士曾任香港特別行政區人力資源規劃委員會委員，其任期於2024年12月屆滿。

鄭女士持有哈佛大學應用數學文學士學位，主修經濟。彼為本集團主席兼非執行董事曾安業先生的表親及本公司非執行董事鄭志亮先生的胞姐。

Ms. CHENG Chi-Man, Sonia (*Non-executive Director*), aged 44, was appointed as a Non-executive Director of the Company on April 3, 2024. She is currently the chief executive officer of Rosewood Hotel Group. Ms. CHENG is also a vice-chairman and executive director of Chow Tai Fook Jewellery Group Limited (Stock Code: 1929) and an executive director of New World Development Company Limited (Stock Code: 17), both companies listed on the Stock Exchange. She is also an independent non-executive director of The Hongkong and Shanghai Banking Corporation Limited. Ms. CHENG was an independent director of Primavera Capital Acquisition Corporation (a company listed on the New York Stock Exchange) from January 2021 to December 2022.

Ms. CHENG is a council member of The Chinese University of Hong Kong and a member of its Committee of Institutional Advancement and Community Relations. She is a member of The Standing Committee on Disciplined Services Salaries and Conditions of Service of the Hong Kong Special Administrative Region. She is also the Vice-Governor of Guangdong Youth Development Foundation. Furthermore, Ms. CHENG is a member of the Thirteenth Guangdong Provincial Committee of The Chinese People's Political Consultative Conference of the People's Republic of China. Ms. CHENG had served as a member of the Hong Kong Tourism Board and chairman of its Marketing and Business Development Committee until completion of the term in October 2024. She also served as a member of Human Resources Planning Commission of the Hong Kong Special Administrative Region until completion of the term in December 2024.

Ms. CHENG holds a Bachelor of Arts Degree in Applied Mathematics with a concentration in Economics from Harvard University. She is the cousin-in-law of Mr. TSANG On Yip, Patrick, the Group's Chairman and Non-executive Director, and the sister of Mr. CHENG Chi Leong, Christopher, a Non-executive Director of the Company.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

鄭志亮先生(非執行董事)，現年35歲，於2024年4月3日獲委任為本公司非執行董事。彼現為周大福創建有限公司(「周大福創建」)(前稱新創建集團有限公司，一間於聯交所上市之公司，股份代號：659)的執行董事。彼自2019年1月起加入周大福創建，主要負責掌管周大福創建的業務發展及策略性投資。鄭先生現為周大福企業董事兼聯席行政總裁，主管北亞洲業務。

此前，鄭先生在創投及對沖基金行業任職多年，在企業融資及環球股票投資組合管理(專注於亞洲已發展市場)擁有豐富經驗。

鄭先生為中華人民共和國人民政治協商會議第十三屆浙江省委員會委員。鄭先生持有哈佛大學經濟學文學士學位。彼為本集團主席兼非執行董事曾安業先生的表親及本公司非執行董事鄭志雯女士的胞弟。

Mr. CHENG Chi Leong, Christopher (*Non-executive Director*), aged 35, was appointed as a Non-executive Director of the Company on April 3, 2024. He is currently an executive director of CTF Services Limited (“CTFS”) (formerly known as NWS Holdings Limited, a company listed on the Stock Exchange, Stock Code: 659). He has been with CTFS since January 2019 and is mainly responsible for overseeing the business development and strategic investments of CTFS. Mr. CHENG is a director and the co-chief executive officer of CTFE, in charge of all investments in North Asia.

Previously, Mr. CHENG had worked in the venture capital and hedge fund industry, with in-depth experience in corporate finance, as well as portfolio management of global equities with focus on Asian developed markets.

Mr. CHENG is a member of the thirteenth Zhejiang Provincial Committee of the Chinese People’s Political Consultative Conference of the People’s Republic of China. Mr. CHENG holds a Bachelor of Arts in Economics Degree from Harvard University. He is the cousin-in-law of Mr. TSANG On Yip, Patrick, the Group’s Chairman and Non-executive Director, and the brother of Ms. CHENG Chi-Man, Sonia, a Non-executive Director of the Company.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

黃旭教授(獨立非執行董事)，現年54歲，於2015年11月11日獲委任為本公司獨立非執行董事。彼亦為本公司薪酬委員會主席，以及審核委員會及提名委員會成員。

Professor WONG Yuk (alias, HUANG Xu) (*Independent Non-executive Director*), aged 54, was appointed as an Independent Non-executive Director of the Company on November 11, 2015. He is also chairman of the Remuneration Committee and a member of both the Audit Committee and the Nomination Committee of the Company.

黃教授獲頒荷蘭格羅寧根大學(University of Groningen)之哲學博士、英國蘭卡斯特大學(Lancaster University)之文學碩士及香港嶺南大學之榮譽文憑。彼為浸大管理學系前系主任及為管理、市場及資訊系統學系講座教授。目前，彼亦為浸大工商管理學院(研究)副院長、工商管理博士課程主任及人力資源策略及發展研究中心主任。

Professor HUANG received his PhD from the University of Groningen (The Netherlands), Master of Arts from Lancaster University (England), and Honours Diploma from Lingnan University (Hong Kong). He is the former Head of Department of Management and the Chair Professor of Department of Management, Marketing, and Information Systems of HKBU. Currently, he also serves as the Associate Dean of the School of Business (Research & Impact), the Programme Director of Doctor of Business Administration and the Director of Centre for Human Resources Strategy and Development of HKBU.

自2010年起，彼出任Griffith University工作、組織及幸福中心(Centre for Work, Organization and Wellbeing)兼任教授。自2012年起，彼亦獲委任為上海財經大學客席教授。彼現為Management and Organization Review的副主編，以及Academy of Management Journal and Human Relations的編輯委員會成員。

Since 2010, he has served as an Adjunct Professor in the Centre for Work, Organization and Wellbeing, Griffith University. He has also been appointed as a Visiting Chair Professor in Shanghai University of Finance and Economics since 2012. He is Deputy Editor of the Management and Organization Review, and a member of editorial board for Academy of Management Journal and Human Relations.

黃教授之研究領域包括領導力、權力、主動和異常的工作行為、員工幸福感、跨文化心理，以及在中國之管理問題。彼曾於國際刊物包括Academy of Management Journal、Journal of Applied Psychology、Journal of International Business Studies、Journal of Management、Leadership Quarterly、Journal of Organizational Behavior, Human Relations等發表多於60篇文章。

Professor HUANG's research interests include leadership, power, proactive and abnormal work behaviors, employees' well-being; cross-cultural psychology and management issues in China. He has published more than 60 papers in international journals including Academy of Management Journal, Journal of Applied Psychology, Journal of International Business Studies, Journal of Management, Leadership Quarterly, Journal of Organizational Behavior, Human Relations and so forth.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

Alison Elizabeth LLOYD博士(獨立非執行董事)，現年49歲，於2019年3月7日獲委任為本公司獨立非執行董事及本公司審核委員會及提名委員會各自的成員。彼於2024年6月25日獲委任為本公司薪酬委員會成員。

自2023年5月，LLOYD博士獲委任為香港科技大學協理副校長(大學數據研究)。彼曾於2020年5月至2023年5月間任浸大協理副校長(校務研究及策劃)一職，領導以數據分析及商業智慧為基礎的決策，支援大學的重點項目。彼曾為理大國際事務總監，負責監督有關國際夥伴關係的策略發展及協調、國際招聘、學生交流機會及院校合作的事宜。彼也曾擔任理大大學策劃總監，負責策略規劃、績效監控、大學排名、商業智能及分析。

在加入學術界前，彼於香港的管理顧問公司工作，從事諮詢業務涵蓋香港及亞洲私營與公共部門的策略規劃、業務流程的審核及改進、企業績效管理框架和改革管理。LLOYD博士現正在多個國際高等教育顧問理事會及指導委員會中任職。

Dr. Alison Elizabeth LLOYD (*Independent Non-executive Director*), aged 49, was appointed as an Independent Non-executive Director of the Company and a member of each of the Audit Committee and the Nomination Committee of the Company on March 7, 2019. She was appointed as a member of the Remuneration Committee of the Company on June 25, 2024.

Dr. LLOYD is the Associate Provost (Institutional Data and Research) at The Hong Kong University of Science and Technology from May 2023. She previously served as the Associate Vice President (Institutional Research and Strategic Planning) at HKBU from May 2020 to May 2023, spearheading evidence-based decision-making using analytics and business intelligence to support key activities. She was a Director of International Affairs of PolyU, Dr. LLOYD oversaw the strategic development and coordination of international partnerships, international recruitment, mobility opportunities, and institutional relations. As Director of Institutional Research and Planning of PolyU, she steered strategic planning, performance monitoring, university rankings, business intelligence, and analytics.

Prior to joining academia, she worked in management consultancy in Hong Kong. Her previously consulting engagements cover strategy, business process review and improvement, performance management frameworks and change management for both private and public sector organizations in Hong Kong and Asia. Currently, Dr. LLOYD serves on a number of advisory boards and steering committees pertaining to international higher education.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

黃偉德先生(獨立非執行董事)，現年53歲，於2024年4月3日獲委任為本公司獨立非執行董事。彼於2024年4月5日獲委任為本公司審核委員會成員及於2024年5月17日獲委任為本公司提名委員會成員。彼進一步於2024年6月25日獲委任為本公司審核委員會主席。彼於專業會計、資本市場及併購方面擁有超過30年經驗。黃先生於1993年加入羅兵咸永道會計師事務所並自2005年成為該事務所的合夥人。彼離開羅兵咸永道會計師事務所並於2014年至2017年間加入畢馬威會計師事務所，擔任其合夥人。

黃先生現時為以下於聯交所上市之公司，即(i)中遠海運能源運輸股份有限公司(股份代號：1138)；(ii)萬寶盛華大中華有限公司(股份代號：2180)；(iii)思考樂教育集團(股份代號：1769)；(iv)滔搏國際控股有限公司(股份代號：6110)；(v)山高新能源集團有限公司(股份代號：1250)及(vi)新時代集團控股有限公司(前稱新時代能源有限公司)(股份代號：166)之獨立非執行董事。黃先生曾(i)於2018年8月至2024年7月任青島海爾生物醫療股份有限公司(於上海證券交易所科創板上市之公司，股份代號：688139.SH)之獨立非執行董事；(ii)於2018年2月至2024年2月任老百姓大藥房連鎖股份有限公司(於上海證券交易所上市之公司，股份代號：603883.SH)之獨立非執行董事；(iii)由2020年2月至2020年11月為煜盛文化集團(股份代號：1859)；及(iv)由2020年11月至2021年11月為恒大物業集團有限公司(股份代號：6666)之獨立非執行董事。

黃先生為香港會計師公會及香港獨立非執行董事協會會員。彼亦為上海證券交易所認證的獨立非執行董事。黃先生於1992年9月獲加州大學洛杉磯分校文學學士學位。

Mr. Victor HUANG (*Independent Non-executive Director*), aged 53, was appointed as an Independent Non-executive Director of the Company on April 3, 2024. He was appointed as a member of the Audit Committee of the Company on April 5, 2024 and a member of the Nomination Committee of the Company on May 17, 2024. He was further appointed as the chairman of the Audit Committee of the Company on June 25, 2024. He has over 30 years of experience in professional accounting, capital market and merger and acquisition. Mr. HUANG joined PricewaterhouseCoopers in 1993 and he was a partner in the firm since 2005. He left PricewaterhouseCoopers and joined KPMG as a partner from 2014 to 2017.

Mr. HUANG is currently an independent non-executive director of the following companies which are listed on the Stock Exchange, namely (i) COSCO SHIPPING Energy Transportation Co., Ltd. (Stock Code: 1138), (ii) ManpowerGroup Greater China Limited (Stock Code: 2180), (iii) Scholar Education Group (Stock Code: 1769), (iv) Topsports International Holdings Limited (Stock Code: 6110), (v) Shandong Hi-Speed New Energy Group Limited (Stock Code: 1250) and (vi) New Times Corporation Limited (formerly known as New Times Energy Corporation Limited) (Stock Code: 166). Mr. HUANG was an independent non-executive director of (i) QingDao Haier-Biomedical Co., Ltd. (Stock Code: 688139.SH), a company listed on the Sci-Tech Innovation Board of the Shanghai Stock Exchange from August 2018 to July 2024; (ii) Laobaixing Pharmacy Chain Joint Stock Company (Stock Code: 603883.SH), a company listed on the Shanghai Stock Exchange, from February 2018 to February 2024; (iii) China Bright Culture Group (Stock Code: 1859) from February 2020 to November 2020; and (iv) Evergrande Property Services Group Limited (Stock Code: 6666) from November 2020 to November 2021.

Mr. HUANG is a member of The Hong Kong Institute of Certified Public Accountants and The Hong Kong Independent Non-Executive Director Association. He is also a Certified Independent Non-executive Director by the Shanghai Stock Exchange. Mr. HUANG received a bachelor's degree of arts from the University of California, Los Angeles in September 1992.

董事及高級管理人員簡介

DIRECTORS AND SENIOR MANAGEMENT PROFILES

周國榮先生(獨立非執行董事)，現年62歲，於2024年6月25日獲委任為本公司獨立非執行董事及本公司薪酬委員會成員。彼為喜望利顧問(為香港一間家族辦公室及投資公司)的高級顧問。此前，彼於Rothschild & Co擔任高級顧問。彼於1987年加入N M Rothschild & Sons的企業融資部，於香港及倫敦工作逾30年。彼於1996年加入Rothschild & Co的香港管理委員會及董事會，並於2012年成為香港業務的主管。同年，彼獲委任為執行副主席，其後於2018年獲委任為香港區主席，直至彼於2022年退休為止。

於其職業生涯中，彼就併購以及債務及資本市場融資範疇向企業提供意見。彼亦為Rothschild Wealth Management的董事，向家族辦公室及高淨值客戶提供戰略意見。目前，彼為聯合集團有限公司(股份代號：373)、亞太資源有限公司(股份代號：1104)及專業旅運(亞洲)企業有限公司(股份代號：1235)的獨立非執行董事，該等公司均為於聯交所主板上市的公司。彼自2021年起亦任職於城大校董會財務委員會。

周先生持有英國白金漢大學的法律學士學位，並為獲香港證券及期貨事務監察委員會發牌進行第1、4及6類受規管活動的負責人員。

Mr. CHAU Kwok Wing Kelvin (*Independent Non-executive Director*), aged 62, was appointed as an Independent Non-executive Director of the Company and a member of Remuneration Committee of the Company on June 25, 2024. He is a Senior Advisor at Harmony Advisors, a family office and investment firm in Hong Kong. Prior to that he was a Senior Advisor at Rothschild & Co. He joined N M Rothschild & Sons in 1987 in the corporate finance division where he spent over 30 years working in both Hong Kong and London. He joined Rothschild's Management Committee and Board of Directors of Hong Kong in 1996 and became the Head of the Hong Kong operations in 2012. That same year he was appointed Executive Vice Chairman, and then Chairman of Hong Kong in 2018 up until his retirement in 2022.

During his career he provided advice to corporates in the areas of M&A as well as debt and capital markets financing. He was also on the Board of Rothschild Wealth Management where he gave strategic advice to family offices and High-Net-Worth clients. Currently he is an independent non-executive director of Allied Group Limited (Stock Code: 373), APAC Resources Limited (Stock Code: 1104) and Travel Expert (Asia) Enterprises Limited (Stock Code: 1235), all of which are listed on the Main Board of the Stock Exchange. He has also served on the University Council's Finance Committee of CityU since 2021.

Mr. CHAU holds a bachelor of laws degree from Buckingham University, UK and is a responsible officer licensed by the Securities and Futures Commission of Hong Kong to carry on types 1, 4 and 6 regulated activities.

企業管治報告書

CORPORATE GOVERNANCE REPORT

企業文化及策略

佐丹奴的願景是「成為亞洲最佳服裝品牌」，而我們的使命是「讓人們賞心悅目」。我們於2024年推出及宣佈5年戰略規劃，旨在將佐丹奴轉型為一家成長型公司。

在佐丹奴，我們深信我們文化和價值的力量，以及如何透過我們的員工體現出來—這是我們經營公司的核心價值。我們振奮人心的願景與使命，加上我們的員工實踐我們強大的文化與價值觀，使我們能夠為我們的願景注入生命力。佐丹奴的文化包括忠誠、承諾、關懷、團隊合作、企業家精神及執行力，再加上品質、知識、創新、精簡及優質服務(Q.KISS)的價值觀，是我們實現使命、願景及戰略目標的堅實基礎。

對「品質」的專注保證我們在全球所有市場提供的產品和服務都具有一致的高品質，從而維護品牌的國際形象。這意味著要專注於確保高效的溝通，並以一次到位的思維嚴格執行。「知識」可確保我們的團隊持續尋求瞭解可能影響我們業務的市場和消費者需求的最新趨勢。在我們執行和調整戰略的過程中，透過在整個企業內分享這些趨勢和最佳常規，可提供見解和資訊，作為知情且以事實為依據的決策基礎。「創新」注入了強大的驅動力，讓我們每天都在尋找不同的新方法，並持續為我們的工作注入新的生命力。探索新的零售模式，整合線上和線下渠道，一直專注於提升消費者的購買體驗。在我們和消費者生活的數碼世界中，我們能夠實現卓越的端對端(E2E)業務運作和數據驅動管理。「簡約」是指盡可能保持流程的效率和生產力，使我們能夠專注於實現核心目標。在具有明確形象和市場定位的品牌組合驅動下，與品牌定位相一致的定價策略、嚴謹明確的存貨管理方法提高了公司的整體營運效率。「服務」在我們所有的市場和整體業務中都至關重要。我們店舖內的團隊以真誠的熱情歡迎顧客，同時傳達我們的品牌和產品故事。提供這些個人化的購物體驗，能有效提升品牌的聲譽和忠誠度，同時推動財務業績。

CORPORATE CULTURE AND STRATEGY

Giordano's vision is "To be the best Asian apparel brand", and our mission is "To make people 'Feel Good' and 'Look Great'". Our 5-year strategic plan aims to transform Giordano into a growth company and was launched and communicated in 2024.

At Giordano we believe in the power of our culture and values and how that comes to life through our people – core to who we are as a company. The combination of our inspiring vision and mission and our people living our strong culture and values enables us to breathe life into our aspirations. The Giordano culture of loyalty, commitment, care, teamwork, entrepreneurialism and getting things done coupled with the values of Quality, Knowledge, Innovation, Simplicity and Service (Q.KISS) is the strong foundation from which we achieve our mission, vision and strategic goals.

The focus on QUALITY guarantees that our products and services available globally in all our markets are of consistently high quality, safeguarding the brand's international image. It means focusing on ensuring efficient communication and rigorous implementation with right the first-time mindset. KNOWLEDGE ensures that our teams will continually seek to understand the latest trends in market and consumer demands that can impact our business. The sharing of these trends and best practices across the business provides insights and information as a basis for well-informed, fact-based decision-making as we implement and adapt the strategy. INNOVATION injects the strong drive to seek new and different ways to do things every day and to continue to breathe new life into what we do. Exploring new retail models to integrate online and offline channels always focusing on enhancing the consumer buying experience. In the digital world where we and our consumers live, we can achieve E2E business operation excellence and data-driven management, SIMPLICITY is about keeping processes as efficient and productive as possible enabling us to focus on delivering our core targets. Driven by the brand portfolio with clear image and market positioning, an aligned pricing strategy to the brand's position, a rigorous and clear inventory management approach enhances the overall operational efficiency of the company. SERVICE is vital in all our markets and the total business. Teams in our stores welcome our customers with heartfelt enthusiasm whilst communicating our brand and product stories. Offering these personalized shopping experiences effectively enhances the brand's reputation and loyalty whilst driving financial results.

我們的客戶是我們實施五年增長戰略的核心所在。我們每天所展現的文化和價值觀也支持著這一承諾，同時，我們專注於不斷追蹤日新月異的市況，克服障礙，努力實現可持續發展，並為所有股東創造更多價值。

有關佐丹奴的宗旨、願景、價值觀和企業文化的更多資料載於本報告、本年報「業務回顧」一節，以及本年報附錄的環境、社會及管治報告書。

企業管治

董事會致力在合理可行的架構中保持最高水平的企業管治。董事會堅信，透明、問責和獨立的原則對於保障全體持份者的利益及提升股東的價值至為重要。

董事會一直致力提高企業管治水平，其負責制定及檢討本公司的企業管治以及在遵守法律及監管規定方面的政策及常規。董事會已採納香港聯合交易所有限公司證券上市規則（「上市規則」）附錄C1所載之企業管治守則（「企業管治守則」）內的良好企業管治的原則（「管治原則」）及守則條文（「守則條文」）作為本公司之企業管治守則。本公司繼續堅定地將原則應用於本集團的企業管治。本公司定期檢討其企業管治政策，以確保其保持更新並符合上市規則的規定。特別是本公司已於2024年11月7日審閱了董事會多元化政策及提名政策。

於本年度內，除偏離守則條文第B.2.2條及C.2.1條外，本公司已全面遵從企業管治守則的守則條文。而隨著主席及行政總裁變動於2024年4月5日生效，本公司自該日起已遵守守則條文第C.2.1條。有關詳情於下文相關段落說明。

Our customers lie at the heart of everything we do to deliver our five-year growth strategy. How our culture and values come to life every day supports this commitment as well as our focus on continuously keeping track of the changing market conditions, navigating obstacles, striving for sustainable development, and creating more value for all our shareholders.

More information about Giordano's purpose, vision, values and corporate culture is set out in this report, the "Business Review" section of this annual report, as well as the Environmental, Social and Governance ("ESG") Report annexed to this annual report.

Corporate Governance

The Board is dedicated to maintaining the highest standard of corporate governance within a sensible and practical framework. The Board firmly believes that the principles of transparency, accountability and independence are essential towards upholding the interests of all stakeholders and maximizing shareholder value.

The Board is committed to excellence in corporate governance. It is responsible for developing and reviewing the Company's policies and practices on corporate governance as well as compliance with legal and regulatory requirements. The Board has adopted the principles of good corporate governance (the "Principles") and the code provisions (the "Code Provisions") as stated in the Corporate Governance Code (the "CG Code") contained in Appendix C1 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") as the Corporate Governance Code of the Company. The Company remains resolute in its application of the Principles to the corporate governance of the Group. The Company regularly reviews its corporate governance policies to ensure that they remain updated and in compliance with the requirements with the Listing Rules. In particular, the Company reviewed the Board Diversity Policy and the Nomination Policy on November 7, 2024.

During the year, the Company fully complied with the Code Provisions in the CG Code save for the deviations from Code Provisions B.2.2 and C.2.1. Code Provision C.2.1 has been complied upon the change of Chairman and Chief Executive with effect from April 5, 2024. Details of which are explained in the relevant paragraphs below.

企業管治報告書

CORPORATE GOVERNANCE REPORT

董事會

角色及責任

董事會肩負有效率及盡責地領導本公司的職責。董事會訂立本集團之整體目標和策略、監管及評估其營運與財務上的表現，並檢討本公司之企業管治水平。董事會亦須就有關於全年及中期業績、須予公佈之交易、委任或重新委任董事、股息以及會計政策事宜作出決策。董事，無論個別或全體成員，都致力以誠，以本公司及其股東整體利益為最優先的考慮因素。董事會還將某些權力和職能授予於本報告「董事委員會」一節中及本年報附錄中的環境、社會及管治報告書詳述的各個董事委員會。除董事會或授予董事委員會所保留的職權外，董事會所訂立之策略及計劃，則由管理層負責執行。管理層就本集團的日常營運向董事會負上全責。

董事會已設立機制，以確保董事會可以獲得獨立的意見和建議。董事會目前的組成具有很強的獨立性，並在領導公司實現其目標方面充分平衡了技能、經驗和觀點的多樣性。獨立非執行董事亦對董事會的整體決策過程提供獨立判斷。董事會已審閱截至2024年12月31日止年度的董事會獨立機制之實施情況和成效，並認為其有效。

BOARD

Roles and Responsibilities

The Board is charged with providing effective and responsible leadership for the Company. It sets the Group's overall objectives and strategies, monitors and evaluates its operating and financial performance and reviews the corporate governance standards of the Company. It also decides on matters relating to annual and interim results, notifiable transactions, appointments or re-appointments of Directors, dividends and accounting policies. The Directors, individually and collectively, are committed to act in good faith and in the best interests of the Company and its Shareholders. The Board also delegates certain powers and functions to various board committees as detailed in the section titled "Board Committees" of this report and the ESG report annexed to the annual report. Save for the power reserved by the Board or delegated to Board committees, the strategies and plans as decided by the Board are implemented by Management. Management assumes full accountability to the Board for the day-to-day operation of the Group.

The Board has established a mechanism to ensure independent views and input are available to the Board. The current composition of the Board has a strong independence element and provides sufficient balance of skills, experience and diversity of perspectives in leading the Company to achieve its goal. The independent non-executive Directors also provide independent judgment in the Board's overall decision-making process. The Board has reviewed the implementation and effectiveness of the board independence mechanism for the year ended December 31, 2024 and considered it to be effective.

企業管治職能

董事會是負責履行下列的企業管治職責，亦可將責任指派予一個或多個委員會：

- 制定、檢討及更新本公司之企業管治政策及常規及提出變動及更新之建議；
- 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- 制定、檢討及監察適用於僱員及董事之操守準則及合規手冊(如有)；
- 檢討本集團遵守企業管治守則之情況及本報告內之披露；
- 檢討及監察本集團之披露程序，包括評估及核實內幕消息之準確性及重要性，並釐定任何須要作出披露之方式及內容；及
- 確定本集團為實現策略目標願意承擔的重大風險(包括環境、社會和管治風險)的性質和程度，並製定本集團的風險管理策略。

Corporate Governance Functions

The Board is responsible for performing the corporate governance duties set out below or it may delegate the responsibility to a committee or committees:

- Developing, reviewing and updating the Company's policies and practices on corporate governance and making recommendations on changes and updates;
- Reviewing and monitoring the training and continuous professional development of Directors and senior management;
- Reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements;
- Developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and Directors;
- Reviewing the Group's compliance with the CG Code and disclosure in this report;
- Reviewing and monitoring the Group's process of disclosure, including assessing and verifying the accuracy and materiality of inside information and determining the form and content of any required disclosure; and
- Determining the nature and extent of significant risks (including the environmental, social and governance ("ESG") risks) that the Group are willing to take in achieving the strategic objectives and formulate the Group's risk management strategies.

企業管治報告書

CORPORATE GOVERNANCE REPORT

組成

截至2024年12月31日止至本報告日期，董事會由四位獨立非執行董事、三位非執行董事以及四位執行董事組成。

獨立非執行董事及非執行董事帶來多方面的專業知識、技能和經驗，及為本集團提供有效指引，並為本集團面對重大決策帶來局外的觀點。為協助其履行職責，董事可隨時與本公司之內部審計師及外聘核數師直接接觸，而且本公司亦已訂立有關程序，讓董事尋求獨立的專業意見，相關費用將由本公司支付。

基於董事會的整體組合及每位董事之獨特專業知識、技能和經驗，本集團相信董事會架構能提供適當及足夠之監察及制衡，以保障本公司及其股東的利益。董事會將定期檢討其組合，確保其於專業知識、技能及經驗方面維持適當的平衡及多元化，以繼續有效地領導及監管本公司之業務。董事之個人資料詳情載於本年報第34頁至第43頁。

董事會重視本集團所有層面之多元化(包括性別多元化)。有關本集團之性別比例之詳情連同相關數據，請參閱本報告「職場性別多元化政策」一節及本年報第ESG.1至ESG.60頁之環境、社會及管治報告。提名委員會每年審閱一次董事會多元化政策，該政策最近於2024年11月7日審閱。

遵照原則，董事會成立了三個董事委員會：即審核委員會、提名委員會及薪酬委員會。此外，亦成立了管理委員會及風險管理委員會，為董事會及董事委員會提供支援。於2024年度內及直至本報告日期，董事會、審核委員會、提名委員會及薪酬委員會之組成載於下文，而管理委員會及風險管理委員會的組合於本報告的相關部分披露。

Composition

At as December 31, 2024 and up to the date of this report, the Board comprises four Independent Non-executive Directors, three Non-executive Directors and four Executive Directors.

The Independent Non-executive Directors and the Non-executive Directors bring a diverse range of expertise, skills and experience and provide effective guidance and an outside perspective on major decisions of the Group. To assist in the discharge of their duties, the Directors have free and direct access to both the Company's internal and external auditors and procedures are in place to allow the Directors to obtain independent professional advice at the Company's expense.

Given the overall composition of the Board and the expertise, skills and experience that each Director brings individually, the Group believes that the Board is appropriately structured to provide sufficient checks and balances to protect the interests of the Company and its Shareholders. The Board will regularly review its composition to maintain a proper balance and diversity of expertise, skills and experience to ensure continued effective leadership and oversight of the Company's businesses. Biographical details of the Directors are set out on pages 34 to 43 of this annual report.

The Board places emphasis on diversity (including gender diversity) across all levels of the Group. Details on the gender ratio of the Group together with relevant data can be found in the section titled "Gender Diversity of Workforce" of this report and the ESG Report on pages ESG.1 to ESG.60 of this annual report. The Nomination Committee reviews the Board Diversity Policy on an annual basis and the policy was last reviewed on November 7, 2024.

In accordance with the Principles, the Board has established three Board Committees: the Audit Committee, the Nomination Committee and the Remuneration Committee. In addition, a Management Committee and a Risk Management Committee are also in place to support the Board and the Board Committees. During the year of 2024 and up to the date of this report, the composition of the Board, the Audit Committee, the Nomination Committee and the Remuneration Committee are set out below. The composition of the Management Committee and Risk Management Committee are disclosed in the relevant sections of this report.

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截至2024年12月31日止至本報告日期，董事會之組成如下：

As at December 31, 2024 and up to the date of this report, the composition of the Board is set out as follows:

董事會成員	Members of the Board	審核委員會 Audit Committee	提名委員會 Nomination Committee	薪酬委員會 Remuneration Committee
執行董事	Executive Directors			
Colin Melville Kennedy CURRIE先生 (行政總裁)	Mr. Colin Melville Kennedy CURRIE (Chief Executive)	—	—	—
陳嘉緯博士	Dr. CHAN Ka Wai	—	—	—
羅學文先生	Mr. Mark Alan LOYND	—	—	—
李志軒先生	Mr. LEE Chi Hin, Jacob	—	M	M
非執行董事	Non-executive Directors			
曾安業先生(主席)	Mr. TSANG On Yip, Patrick (Chairman)	—	C	M
鄭志雯女士	Ms. CHENG Chi-Man, Sonia	—	—	—
鄭志亮先生	Mr. CHENG Chi Leong, Christopher	—	—	—
獨立非執行董事	Independent Non-executive Directors			
黃旭教授	Professor WONG Yuk (alias, HUANG Xu)	M	M	C
Alison Elizabeth LLOYD博士	Dr. Alison Elizabeth LLOYD	M	M	M
黃偉德先生	Mr. Victor HUANG	C	M	—
周國榮先生	Mr. CHAU Kwok Wing Kelvin	—	—	M

附註：

C 有關董事委員會的主席
M 有關董事委員會的成員

Notes:

C Chairman of the relevant Board Committees
M Member of the relevant Board Committees

於本回顧年度內，董事會及董事會轄下委員會之組成的變動如下：

During the year under review, the changes to the composition of the Board and Board Committees were as follows:

- 於2024年4月3日，劉國權博士被罷免董事一職，因此劉博士亦自動不再為董事會主席、提名委員會及管理委員會各自之主席以及薪酬委員會成員。於2024年4月5日，彼亦被終止行政總裁職務。
- 於2024年4月3日，Colin Melville Kennedy CURRIE先生獲委任為執行董事及於2024年4月5日獲委任為行政總裁以及管理委員會主席。

- On April 3, 2024, Dr. LAU Kwok Kuen, Peter was removed from his position as a Director, as a result of which he also automatically ceased to be the Chairman of the Board, the chairman of each of the Nomination Committee and the Management Committee as well as a member of the Remuneration Committee. On April 5, 2024 he was also terminated the position of Chief Executive.
- Mr. Colin Melville Kennedy CURRIE was appointed as Executive Director on April 3, 2024 and was appointed as Chief Executive and chairman of the Management Committee on April 5, 2024.

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3. 於2024年4月5日，李志軒先生由非執行董事獲調任為執行董事，並獲委任為提名委員會、薪酬委員會及管理委員會各自的成員。
4. 於2024年4月5日，非執行董事曾安業先生獲委任為董事會主席、提名委員會主席及薪酬委員會成員。
5. 於2024年4月3日，鄭志雯女士及鄭志亮先生均獲委任為非執行董事。
6. 於2024年5月17日，畢滌凡博士退任董事一職，此後，彼不再擔任獨立非執行董事、審核委員會主席以及提名委員會及薪酬委員會各自之成員。
7. 於2024年6月25日，Alison Elizabeth LLOYD博士獲委任為薪酬委員會成員。
8. 黃偉德先生於2024年4月3日獲委任為獨立非執行董事。彼於(i) 2024年4月5日獲委任為審核委員會成員及(ii)於2024年5月17日獲委任為提名委員會成員。於2024年6月25日，彼進一步獲委任為審核委員會主席。
9. 於2024年6月25日，周國榮先生獲委任為獨立非執行董事及薪酬委員會成員。
3. On April 5, 2024, Mr. LEE Chi Hin, Jacob was re-designated from Non-executive Director to Executive Director and was appointed as a member of each of the Nomination Committee, the Remuneration Committee and the Management Committee.
4. On April 5, 2024, Mr. TSANG On Yip, Patrick, a Non-executive Director, was appointed as the Chairman of the Board, chairman of the Nomination Committee and a member of the Remuneration Committee.
5. On April 3, 2024, both Ms. CHENG Chi-Man, Sonia and Mr. CHENG Chi Leong, Christopher were appointed as Non-executive Directors.
6. On May 17, 2024, Dr. Barry John BUTTIFANT retired as a Director, after which he ceased to be an Independent Non-executive Director, chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee.
7. On June 25, 2024, Dr. Alison Elizabeth LLOYD was appointed as a member of the Remuneration Committee.
8. Mr. Victor HUANG was appointed as an Independent Non-executive Director on April 3, 2024. He was appointed as (i) a member of the Audit Committee on April 5, 2024 and (ii) a member of the Nomination Committee on May 17, 2024. On June 25, 2024, he was further appointed as the chairman of the Audit Committee.
9. On June 25, 2024, Mr. CHAU Kwok Wing Kelvin was appointed as an Independent Non-executive Director and a member of the Remuneration Committee.

根據上市規則第3.09D條，於2024年4月獲委任加入董事會的Colin Melville Kennedy CURRIE先生、鄭志雯女士、鄭志亮先生及黃偉德先生；以及於2024年6月獲委任加入董事會的周國榮先生分別於2024年3月25日及2024年6月18日從一家外聘律師事務所獲取法律意見。彼等各人均確認明白其身為本公司董事之責任。

Pursuant to rule 3.09D of the Listing Rules, Mr. Colin Melville Kennedy CURRIE, Ms. CHENG Chi-Man, Sonia, Mr. CHENG Chi Leong, Christopher and Mr. Victor HUANG, who were appointed to the Board in April 2024; and Mr. CHAU Kwok Wing Kelvin, who was appointed to the Board in June 2024, had obtained legal advice from an external law firm on March 25, 2024 and June 18, 2024 respectively. Each of them has confirmed his/her understanding of the obligations as a director of the Company.

主席兼非執行董事曾安業先生(「曾先生」)為非執行董事鄭志雯女士(「鄭女士」)及鄭志亮先生(「鄭先生」)的表親。而鄭女士為鄭先生的胞姐。曾先生及鄭先生均為拿督鄭裕彤博士家族私人投資控股旗艦公司周大福企業有限公司(「周大福企業」)董事兼聯席行政總裁及均為周大福創建有限公司(股份代號：659.HK)董事會成員。鄭女士為周大福珠寶集團有限公司(股份代號：1929.HK)及新世界發展有限公司(股份代號：17.HK)董事會成員。曾先生現為周大福(控股)有限公司之董事。執行董事李志軒先生現為周大福企業高級副總裁。周大福企業、周大福創建有限公司、周大福珠寶集團有限公司、新世界發展有限公司及周大福(控股)有限公司由本公司主要股東(按證券及期貨條例(香港法例第571章)第XV部所述)Chow Tai Fook Capital Limited持有。

除上文所披露者外，各董事會成員之間並沒有根據企業管治守則披露的財務、業務、親屬或其他重大或相關之關係。

董事會認為，上述關係並不影響該等董事於執行其職務時之獨立判斷及個人誠信。倘若出現任何利益衝突，相關董事將被要求就適當之事項放棄表決。

董事之委任、重選及罷免

董事會經聽取提名委員會之建議委任新任董事。提名委員會評估董事會候選董事時會考慮一系列觀點(包括但不限於根據公司董事會多元化政策中的多元化)。

Mr. TSANG On Yip, Patrick (「Mr. TSANG」), the Chairman and Non-executive Director, is the cousin-in-law of Ms. CHENG Chi-Man, Sonia (「Ms. CHENG」) and Mr. CHENG Chi Leong, Christopher (「Mr. CHENG」), both Non-executive Directors. Ms. CHENG is the sister of Mr. CHENG. Both Mr. TSANG and Mr. CHENG are directors and co-chief executive officers of Chow Tai Fook Enterprises Limited (「CTFE」), the flagship private investment holding company of Dato' Dr Cheng Yu Tung's family and also serve on the board of CTF Services Limited (Stock Code: 659.HK). Ms. CHENG serves on the boards of Chow Tai Fook Jewellery Group Limited (Stock Code: 1929.HK) and New World Development Company Limited (Stock Code: 17.HK). Mr. TSANG serves as a director of Chow Tai Fook (Holding) Limited. Mr. LEE Chi Hin, Jacob, an Executive Director, serves as a senior vice president of CTFE. CTFE, CTF Services Limited, Chow Tai Fook Jewellery Group Limited, New World Development Company Limited and Chow Tai Fook (Holding) Limited are all held by Chow Tai Fook Capital Limited, a substantial shareholder (within the meaning of Part XV of the Securities and Futures Ordinance (「SFO」) (Chapter 571 of the Laws of Hong Kong)) of the Company.

Save as disclosed above, the Board members have no financial, business, family or other material or relevant relationships with each other required to be disclosed under the CG Code.

It is the Board's opinion that these relationships do not affect the Directors' independent judgment and integrity in executing their roles and responsibilities. The relevant Directors will be asked to abstain from voting on matters as appropriate if and when any conflicts of interests arise.

Appointment, Re-election and Removal of Directors

The appointment of a new Director is made by the Board upon recommendation by the Nomination Committee. The Nomination Committee considers a range of perspectives (including, but not limited to diversity in accordance with the Company's Board Diversity Policy) when assessing potential candidates for the Board.

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根據本公司於2023年5月19日採納之新公司細則(「公司細則」)，任何由董事會委任(以填補董事會臨時空缺或作為現有董事會新增成員)之新董事(主席或董事總經理除外)須於其獲委任後本公司舉行之下一次股東周年大會上(「股東周年大會」)退任及由股東重選。於每屆股東周年大會上，三分之一(或最接近但不少於三分之一)之董事(主席或董事總經理除外)須輪值告退，惟每位董事(主席或董事總經理除外)(包括有指定任期之董事)須最少每三年輪值告退一次。

公司細則亦准許以一項普通決議案罷免董事。

守則條文第B.2.2條規定，每名董事(包括有指定任期之董事)應輪值告退，至少每三年一次。

非執行董事的初始任期均為三年，之後將繼續連任，直至非執行董事或本公司發出不少於一個月之事先書面通知終止。此外，所有非執行董事亦須遵守公司細則及守則條文第B.2.2條之規定，每三年最少輪值告退一次及於股東周年大會上獲股東重選連任。

董事會認為，穩定性和持續性是成功實施本集團業務計劃的關鍵因素。董事會相信，主席及董事總經理的角色具連續性是對本集團有利。因此，董事會認為目前主席及董事總經理應獲豁免遵守這項安排。

According to the Company's New Bye-Laws adopted on May 19, 2023 (the "Bye-Laws"), any new Director (other than the Chairman or the Managing Director) appointed by the Board (either to fill casual vacancy on the Board or as an addition to the existing Board) is subject to retirement and re-election by Shareholders at the next annual general meeting of the Company (the "AGM") following their appointment. At each AGM, one-third (or the number nearest to, but not less than one-third) of the Directors (other than the Chairman or the Managing Director) will retire from office by rotation, and every Director (other than the Chairman or the Managing Director), including those appointed for a specific term, is subject to retirement by rotation at least once every three years.

The Bye-Laws also allow for removal of a Director by an ordinary resolution.

Code Provision B.2.2 provides that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Non-executive Directors have been appointed for an initial term of three years and will continue in office thereafter subject to termination by not less than one month's prior notice in writing by either the Non-executive Director or the Company. In addition, all Non-executive Directors are required to retire from office by rotation and are subject to re-election by Shareholders at the AGM at least once every three years pursuant to the Bye-Laws and Code Provision B.2.2.

In the opinion of the Board, stability and continuation are key factors to the successful implementation of business plans of the Group. The Board believes that it is beneficial to the Group that there is continuity in the role of the Chairman and Managing Director, therefore, the Board is of the view that both the Chairman and the Managing Director should be exempt from this arrangement at the present time.

獨立非執行董事

於本回顧年度內，董事會的組成一直遵守上市規則第3.10(1)及3.10(2)條之條文。

有關遵守上市規則第3.10A, 3.21及3.25條之條文，茲提述本公司日期為2024年5月17日的公佈，自本公司於2024年5月17日舉行之股東周年大會結束後，畢滌凡博士（「畢滌凡博士」）退任董事一職及不再擔任獨立非執行董事、審核委員會主席以及提名委員會及薪酬委員會各自之成員。畢滌凡博士退任後，獨立非執行董事黃偉德先生（「黃先生」）已獲委任為提名委員會成員，自2024年5月17日起生效。

於上述變更董事會及董事委員會之組成後，董事會包括四名執行董事、三名非執行董事及三名獨立非執行董事。審核委員會主席之職位亦懸空。薪酬委員會由獨立非執行董事擔任主席以及兩名非執行董事擔任成員。由於上述各項，本公司未能符合(i)上市規則第3.10A條要求本公司須委任佔董事會成員人數至少三分之一的獨立非執行董事；(ii)上市規則第3.21條要求審核委員會須由獨立非執行董事擔任主席；及(iii)上市規則第3.25條要求薪酬委員會須由大部分獨立非執行董事組成之規定。

誠如本公司於2024年6月25日公佈，於同日起，周國榮先生獲委任為獨立非執行董事及薪酬委員會成員；獨立非執行董事Alison Elizabeth LLOYD博士獲委任為薪酬委員會成員；及黃先生獲委任為審核委員會主席。

Independent Non-executive Directors

During the year under review, the composition of the Board at all times complied with rules 3.10(1) and 3.10(2) of the Listing Rules.

For the compliance of rules 3.10A, 3.21 and 3.25 of the Listing Rules, reference is made to the announcement of the Company dated May 17, 2024, with effect following the conclusion of the annual general meeting of the Company held on May 17, 2024, Dr. Barry John BUTTIFANT (“Dr. BUTTIFANT”) retired as Director and ceased to be an Independent Non-executive Director, chairman of the Audit Committee and a member of each of the Nomination Committee and the Remuneration Committee. Following Dr. BUTTIFANT’s retirement, Mr. Victor HUANG (“Mr. HUANG”), an Independent Non-executive Director, was appointed as a member of the Nomination Committee with effect from May 17, 2024.

Following the above changes to the composition of the Board and Board committees, the Board comprised four Executive Directors, three Non-executive Directors and three Independent Non-executive Directors. The chairman of the Audit Committee was also vacated. The Remuneration Committee comprised an Independent Non-executive Director as chairman and two Non-executive Directors as members. As a result of the foregoing, the Company was not in compliance with the requirements of (i) rule 3.10A of the Listing Rules that the Company must appoint Independent Non-executive Directors representing at least one-third of the Board; (ii) rule 3.21 of the Listing Rules that the Audit Committee must be chaired by an Independent Non-executive Director; and (iii) rule 3.25 of the Listing Rules that the Remuneration Committee must comprise a majority of Independent Non-executive Directors.

As announced by the Company on June 25, 2024, with effect from the same date, Mr. CHAU Kwok Wing Kelvin was appointed as an Independent Non-executive Director and a member of the Remuneration Committee; Dr. Alison Elizabeth LLOYD, an Independent Non-executive Director, was appointed as a member of the Remuneration Committee; and Mr. HUANG was appointed as the chairman of the Audit Committee.

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於上述委任獨立非執行董事以及董事委員會成員及職務變動後，本公司符合上市規則第3.10A條、第3.21條及第3.25條。

雖然其中一位獨立非執行董事(即黃旭教授)自2015年11月11日起(即超過九年)出任董事會成員，而其任期可能與釐定獨立性有關，惟我們非常明白個別人士的獨立性不能只靠他們服務年期來釐定。在評估獨立非執行董事的獨立性時，董事會及提名委員會考慮到個別董事於服務年期內向董事會作出的貢獻所呈現出的個性及判斷，並會考慮其他相關因素。

儘管黃教授之服務年期，我們相信彼能提供寶貴的專業知識、經驗、持續性及穩定性予董事會。彼在本公司的服務年期並未影響其行使獨立判斷，及本公司更大大受惠於彼因對本公司之深入了解，以及彼在本公司以外的工作和經驗而對本公司作出的貢獻及寶貴的見解。在過去的多年，黃教授表達了客觀的觀點並為公司提供了獨立的指導。

根據公司細則第84(1)及84(2)條規定，黃教授須將於應屆股東周年大會上輪值告退，彼符合資格並願意於會上膺選連任。

所有獨立非執行董事已向本公司提供根據上市規則第3.13條之獨立性確認書。基於提名委員會進行之年度審閱，董事會認為，根據上市規則，所有獨立非執行董事均為獨立人士。

董事會會議

董事會每年召開四次定期會議，亦會在有需要時召開更多會議。董事會的定期會議舉行日期會預先訂定，致使全體董事會成員能安排出席。

Upon the above appointment of Independent Non-executive Director and the changes to the composition and roles of members of Board committees, the Company is in compliance with rules 3.10A, 3.21 and 3.25 of the Listing Rules.

Although one of our Independent Non-executive Directors; namely, Professor WONG Yuk (alias, HUANG Xu), has served as our Board members since November 11, 2015 (i.e. for more than nine years) and that may be relevant to the determination of independence, it is well-recognized that an individual's independence cannot be determined solely on the basis of their length of service. In assessing the independence of Independent Non-executive Directors, the Board and the Nomination Committee take into account the character and judgement demonstrated by the Directors' commitment and contribution to the Board during their years of service and other relevant factors.

We believe that, despite his length of service, Professor HUANG has continued to provide invaluable expertise, experience, continuity and stability to the Board. His term of service to the Company has not affected his exercise of independent judgement, and the Company has benefited from his contribution and the valuable insights derived from his in-depth knowledge of the Company and from his work and experience outside of the Company. Professor HUANG has expressed objective views and given independent guidance to the Company over the past years.

In accordance with Bye-Law 84(1) and 84(2) of the Bye-Laws, Professor HUANG shall retire by rotation at the forthcoming AGM and, being eligible, will offer himself for re-election.

The Company has received annual confirmation of independence from all Independent Non-executive Directors in accordance with rule 3.13 of the Listing Rules. Based on the annual review conducted by the Nomination Committee, the Board is of the view that all Independent Non-executive Directors are independent in accordance with the Listing Rules.

Board meetings

The Board holds four regular meetings a year while additional meetings are held as and when required. Regular Board meetings are scheduled in advance to facilitate the fullest possible attendance.

本公司公司秘書(「公司秘書」)協助主席擬訂董事會會議議程，而每位董事均獲邀提出任何擬在該會議中討論或動議的事項。董事會定期會議的通告均於會議舉行前至少14天前送交董事。至於其他董事會及委員會會議則於合理時間前發出通告。此外，全體董事可與公司秘書聯繫，要求公司秘書(其亦為集團法律總監)提供意見和服務，以確保董事會的程序和適用的法律、規則和規例得以遵守。董事會會議議程及文件在不少於董事會或委員會會議舉行前不少於三天，或如在較短通知期間安排召開會議的話，則儘快送予全體董事及其他列席人士，以確保彼等可及時地獲得一切有關會議之資料。董事會和委員會會議的會議記錄草稿將分發給所有董事或委員會成員以供批准，最終會議記錄由公司秘書保存並供所有董事查閱。

根據公司細則，任何董事未能親身出席任何董事會會議可以電子方式藉著電話會議或其他安排參與董事會會議。另按照公司細則，若未能召開董事會會議，則可藉著傳閱有關緊急事宜之書面決議案而取得董事會批准。當傳閱書面決議案之同時，本公司亦會向董事提供足夠的資料和說明材料。

截至2024年12月31日止年度內，舉行了八次董事會會議以檢討本集團季度業務最新資料和討論本集團之未來策略、政策及預算以及其他事務(包括董事會成員變動)。此外，董事會通過了七套書面決議案。

The company secretary of the Company (the “Company Secretary”) assists the Chairman in setting the agenda of the Board meetings and each Director is invited to present any business that they wish to discuss or propose at such meetings. Notices of regular Board meetings are served to the Directors at least 14 days before meetings. For other Board and committee meetings, reasonable notice is generally given. Furthermore, all Directors have access to the Company Secretary, who is also the Group’s General Counsel, for advice and services to ensure that board procedures and applicable laws, rules and regulations are adhered to. Agenda and accompanying Board papers are circulated to all Directors and other attendees not less than three days (or where meetings are called at short notice, as soon as practicable) before the Board or committee meetings to ensure timely access to relevant information. Draft minutes of the Board and committee meetings are circulated to all Directors or committee members for approvals and finalized minutes are kept by the Company Secretary and open for inspection by all Directors.

Any Director who is unable to physically attend any Board meeting may participate electronically by conference call or via alternate arrangements in accordance with the Bye-Laws. Moreover, pursuant to the Bye-Laws, Board approval may also be obtained by way of circulation of a resolution in writing on urgent matters when convening a Board meeting is not practicable. Sufficient information and explanatory materials will be provided to the Directors at the same time when a resolution in writing is circulated.

During the year ended December 31, 2024, eight Board meetings were held to review the quarterly operational updates of the Group, and to discuss the Group’s strategies, policies and budgets going forward, as well as other business (including change of Board members). In addition, seven sets of resolutions in writing were passed.

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CORPORATE GOVERNANCE REPORT

董事之出席率及所付出時間

各董事於截至2024年12月31日止年度的董事會、審核委員會、提名委員會、薪酬委員會會議及股東大會之出席率如下：

Directors' attendance and time commitment

Attendances of each Director at the meetings of the Board, Audit Committee, Nomination Committee, Remuneration Committee and the general meetings during the year ended December 31, 2024 are as follows:

		董事會會議	審核委員會會議	提名委員會會議	薪酬委員會會議	股東周年大會	股東特別大會
		Board Meeting	Audit Committee Meeting	Nomination Committee Meeting	Remuneration Committee Meeting	Annual General Meeting	Special General Meeting
執行董事	Executive Directors						
劉國權博士 ¹ (主席兼行政總裁)	Dr. LAU Kwok Kuen, Peter ¹ (Chairman and Chief Executive)	3/3	不適用N/A	不適用N/A	1/2	不適用N/A	1/1
Colin Melville Kennedy CURRIE先生 ² (行政總裁)	Mr. Colin Melville Kennedy CURRIE ² (Chief Executive)	5/5	不適用N/A	不適用N/A	不適用N/A	1/1	不適用N/A
陳嘉緯博士	Dr. CHAN Ka Wai	8/8	不適用N/A	不適用N/A	不適用N/A	1/1	1/1
羅學文先生	Mr. Mark Alan LOYND	8/8	不適用N/A	不適用N/A	不適用N/A	1/1	1/1
李志軒先生 ³	Mr. LEE Chi Hin, Jacob ³	8/8	不適用N/A	2/2	2/2	1/1	0/1
非執行董事	Non-executive Directors						
曾安業先生 ⁴ (主席)	Mr. TSANG On Yip, Patrick ⁴ (Chairman)	8/8	不適用N/A	1/2	1/2	1/1	0/1
鄭志雯女士 ⁵	Ms. CHENG Chi-Man, Sonia ⁵	4/5	不適用N/A	不適用N/A	不適用N/A	0/1	不適用N/A
鄭志亮先生 ⁵	Mr. CHENG Chi Leong, Christopher ⁵	5/5	不適用N/A	不適用N/A	不適用N/A	0/1	不適用N/A
獨立非執行董事	Independent Non-executive Directors						
畢滌凡博士 ⁶	Dr. Barry John BUTTIFANT ⁶	3/5	1/1	0/1	1/3	1/1	0/1
黃旭教授	Professor WONG Yuk (alias, HUANG Xu)	8/8	2/2	3/3	4/4	1/1	0/1
Alison Elizabeth LLOYD博士 ⁷	Dr. Alison Elizabeth LLOYD ⁷	7/8	2/2	3/3	不適用N/A	1/1	0/1
黃偉德先生 ⁸	Mr. Victor HUANG ⁸	5/5	1/1	2/2	不適用N/A	1/1	不適用N/A
周國榮先生 ⁹	Mr. CHAU Kwok Wing Kelvin ⁹	3/3	不適用N/A	不適用N/A	不適用N/A	不適用N/A	不適用N/A

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附註：

1. 被罷免董事一職，因此亦不再為董事會主席、提名委員會及管理委員會各自之主席以及薪酬委員會成員，自2024年4月3日起生效。彼亦於2024年4月5日被終止行政總裁職務。
2. 於2024年4月3日獲委任為執行董事及於2024年4月5日獲委任為行政總裁以及管理委員會主席。
3. 於2024年4月5日獲調任為執行董事，並獲委任為提名委員會、薪酬委員會及管理委員會各自的成員。
4. 於2024年4月5日獲委任為董事會主席、提名委員會主席及薪酬委員會成員。
5. 於2024年4月3日獲委任為非執行董事。
6. 於2024年5月17日退任董事並不再擔任獨立非執行董事、審核委員會主席以及提名委員會及薪酬委員會各自之成員。
7. 於2024年6月25日獲委任為薪酬委員會成員。
8. 於(i)2024年4月3日獲委任為獨立非執行董事；(ii) 2024年4月5日獲委任為審核委員會成員；(iii) 2024年5月17日獲委任為提名委員會成員；及於2024年6月25日進一步獲委任為審核委員會主席。
9. 於2024年6月25日獲委任為獨立非執行董事及薪酬委員會成員。

為了促進坦誠及公開討論事務，獨立非執行董事可不時在沒有執行董事出席下會面討論。

董事培訓

本公司鼓勵所有董事參與持續專業發展以發展並更新彼等之知識及技能。本公司向每名新委任的董事提供全面的就任資料文件，確保該等董事充份知悉其作為香港上市公司董事的職責及責任。

Notes:

1. was removed from his position as Director and ceased to be Chairman of the Board, chairman of each of the Nomination Committee and the Management Committee as well as member of the Remuneration Committee, with effect from April 3, 2024. He was also terminated the position of Chief Executive on April 5, 2024.
2. was appointed as Executive Director on April 3, 2024 and was appointed as Chief Executive and chairman of the Management Committee on April 5, 2024.
3. was re-designated as Executive Director and was appointed as member of each of the Nomination Committee, the Remuneration Committee and the Management Committee on April 5, 2024.
4. was appointed as Chairman of the Board, chairman of the Nomination Committee and member of the Remuneration Committee on April 5, 2024.
5. was appointed as Non-executive Director on April 3, 2024.
6. retired as Director and ceased to be Independent Non-executive Director, chairman of the Audit Committee and member of each of the Nomination Committee and the Remuneration Committee on May 17, 2024.
7. was appointed as member of the Remuneration Committee on June 25, 2024.
8. was appointed as (i) Independent Non-executive Director on April 3, 2024; (ii) member of the Audit Committee on April 5, 2024; (iii) member of the Nomination Committee on May 17, 2024; and was further appointed as chairman of the Audit Committee on June 25, 2024.
9. was appointed as Independent Non-executive Director and member of the Remuneration Committee on June 25, 2024.

In order to facilitate free and open discussion of issues, the Independent Non-executive Directors may also meet without the presence of the Executive Directors from time-to-time.

Training for Directors

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company provides a comprehensive induction package to each newly appointed Director to ensure that they are sufficiently aware of their responsibilities and obligations as directors of a company listed in Hong Kong.

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本公司定期就有關本集團業務的變動及發展提供更新及簡報。公司秘書不時向董事匯報上市規則、企業管治常規以及其他監管制度的最新變動及發展，並提供就董事職責及責任相關監管規定的最新發展閱讀資料。除(i)劉國權博士於2024年4月3日被罷免董事會職位及(ii)畢滌凡博士於2024年5月17日退任獨立非執行董事外，所有董事均向本公司提供本年度進行的相關培訓記錄，概述如下：

The Company provides regular updates and presentations on changes and developments relating to the Group's business and the Company Secretary reports from time-to-time on the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regimes to the Directors and provides them with reading materials relating to the latest development of regulatory requirements relevant to director's duties and responsibilities. Save for (i) Dr. LAU Kwok Kuen, Peter who was removed from the Board on April 3, 2024 and (ii) Dr. Barry John BUTTIFANT who retired as Independent Non-executive Director on May 17, 2024, all Directors have provided the Company with a record of the relevant training undertaken during the year as summarized below:

董事姓名	Name of Directors	閱讀監管方面 的最新資料	出席有關業務或 董事職責之簡報／ 研討會／會議 Attending expert briefings/seminars/ conferences relevant to the business or directors' duties
		Reading regulatory updates	
執行董事	Executive Directors		
劉國權博士 ¹ (主席兼行政總裁)	Dr. LAU Kwok Kuen, Peter ¹ (Chairman and Chief Executive)	X	X
Colin Melville Kennedy CURRIE先生(行政總裁)	Mr. Colin Melville Kennedy CURRIE (Chief Executive)	✓	✓
陳嘉緯博士	Dr. CHAN Ka Wai	✓	✓
羅學文先生	Mr. Mark Alan LOYND	✓	✓
李志軒先生	Mr. LEE Chi Hin, Jacob	✓	X
非執行董事	Non-executive Directors		
曾安業先生(主席)	Mr. TSANG On Yip, Patrick (Chairman)	✓	X
鄭志雯女士	Ms. CHENG Chi-Man, Sonia	✓	✓
鄭志亮先生	Mr. CHENG Chi Leong, Christopher	✓	✓
獨立非執行董事	Independent Non-executive Directors		
畢滌凡博士 ²	Dr. Barry John BUTTIFANT ²	X	X
黃旭教授	Professor WONG Yuk (alias, HUANG Xu)	✓	X
Alison Elizabeth LLOYD博士	Dr. Alison Elizabeth LLOYD	✓	X
黃偉德先生	Mr. Victor HUANG	✓	✓
周國榮先生	Mr. CHAU Kwok Wing Kelvin	✓	✓

附註：

1. 於2024年4月3日被罷免。
2. 於2024年5月17日退任。

Notes:

1. was removed on April 3, 2024.
2. retired on May 17, 2024.

董事及高級人員責任保險

本公司已安排合適之董事及高級人員責任保險，此舉符合企業管治守則。

主席與行政總裁

曾安業先生為董事會主席而 Colin Melville Kennedy CURRIE先生則為行政總裁，彼等各自之委任均於2024年4月5日起生效。

此前，董事會主席及行政總裁之職位自1994年起均由劉國權博士出任。此做法偏離了守則條文第C.2.1條，該條文列明主席及行政總裁之角色應有所區分，並不應由一人同時兼任。鑒於劉博士在業界具有豐富經驗及對本集團業務有深厚認識，在劉博士任職期間，董事會認為由劉博士同時兼任主席及行政總裁之職位能為本集團提供強勢之領導，並能更有效地策劃及推行長遠商業策略，以及提高決策之效率。

自2024年4月3日舉行的本公司股東特別大會結束起，劉博士被罷免董事一職及亦自動不再(a)為董事會主席及(b)擔任其被任命的董事會委員會中之所有職位。於2024年4月5日，劉博士的行政總裁職務亦被終止。

Directors' and Officers' Liabilities Insurance

The Company has arranged appropriate directors' and officers' liability insurance in line with the CG Code.

CHAIRMAN AND CHIEF EXECUTIVE

Mr. TSANG On Yip, Patrick is the Chairman of the Board and Mr. Colin Melville Kennedy CURRIE is the Chief Executive, their respective appointments were both effective from April 5, 2024.

Prior to that, the role of Chairman of the Board and the Chief Executive were both taken by Dr. LAU Kwok Kuen, Peter since 1994. Such practice deviated from Code Provision C.2.1, which stipulates that the role of chairman and chief executive should be separate and should not be performed by the same individual. In view of Dr. LAU's extensive experience in the industry and deep understanding of the Group's businesses, during Dr. LAU's tenure with the Company, the Board was of the view that vesting the roles of both Chairman and Chief Executive in Dr. LAU provided the Group with strong leadership, allowing for effective planning and execution of long term business strategies and enhanced efficiency in decision-making.

With effect from the conclusion of the special general meeting of the Company held on April 3, 2024, Dr. LAU was removed from his position as a Director and automatically ceased (a) to be the Chairman of the Board and (b) all roles in Board committees onto which he had been appointed. With effect from April 5, 2024, Dr. LAU's appointment as Chief Executive was also terminated.

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繼上述職位變動和分離之後，主席和行政總裁的職責不再由同一人履行，因此公司現符合企業管治守則守則條文第C.2.1條的要求。董事會相信，儘管有這些變動，公司一直擁有適合其實際情況的強大公司治理結構，確保對管理層進行有效監督。該架構的主要元素包括：

- 董事會十一位成員中有七位為非執行董事，當中四位為獨立非執行董事；
- 所有審核委員會成員均為獨立非執行董事；
- 確保全部獨立非執行董事可隨時與本公司之內部審計師及外聘核數師直接接觸，並在有需要時尋求獨立專業意見；及
- 設立「密函檢舉」及「反腐敗」機制。有關「密函檢舉」及「反腐敗」機制之詳情載於「風險管理及內部監控」一節作進一步討論。

董事會相信，上述措施能確保獨立非執行董事及非執行董事有效地督導本集團之管理層和就策略、風險和誠信等範疇提供有效的監管。董事會將不斷檢討本集團企業管治架構之成效，以評估是否需要作出任何修改。

Following the aforementioned changes and segregation, the role of the Chairman and the Chief Executive were no longer performed by the same individual, hence the Company is now in compliance with the requirement under Code Provision C.2.1 of the CG Code. The Board believes that, notwithstanding such changes, the Company has always maintained a strong corporate governance structure appropriate for its circumstances to ensure effective oversight of Management. The main elements of this structure include:

- Having seven Non-executive Directors out of eleven of the Board, and four of which are Independent Non-executive Directors;
- All Audit Committee members are Independent Non-executive Directors;
- Ensuring that all Independent Non-executive Directors have free and direct access to both the Company's internal and external auditors and independent professional advice where necessary; and
- Having "whistle-blowing" and "anti-corruption" mechanisms in place. Details of the "whistle-blowing" and "anti-corruption" mechanisms are further discussed under the section "Risk Management and Internal Control".

The Board believes that these measures enable our Independent Non-executive Directors and Non-executive Directors to rigorously supervise the Group's management and effectively control key issues relating to strategy, risk and integrity. The Board continually reviews the effectiveness of the Group's corporate governance structure to assess whether any changes are necessary.

董事委員會

審核委員會

審核委員會由獨立非執行董事組成，並現由黃偉德先生出任主席。畢滌凡博士於2024年5月17日退任董事會，亦不再擔任審核委員會主席，本公司因此未能符合上市規則第3.21條要求審核委員會由獨立非執行董事擔任主席之規定。繼於2024年6月25日委任黃偉德先生為審核委員會主席後，本公司符合上市規則第3.21條規定。

黃偉德先生及畢滌凡博士均為在財務匯報及監控方面具資深經驗的合資格會計師。

審核委員會主要負責委任、重新委任及罷免外聘核數師、審閱及監控外聘核數師之獨立客觀及審核程序之有效性，以及與外聘核數師討論審核之性質及範疇。該委員會同時負責審閱本集團之財務資料、監察本集團之財務匯報系統、風險管理及內部監控系統，並在評核本集團中期及末期業績後，向董事會作出建議批准相關業績。為此，審核委員會可不受限制地與本公司之內部審計師及外聘核數師接觸。審核委員會之職權範圍已載於本公司及香港交易及結算有限公司（「香港交易所」）之網頁。

審核委員會每年最少舉行兩次會議，以審閱財務匯報、檢討風險管理及內部監控事宜。風險管理委員會主席（其亦為執行董事及公司秘書）、集團內部審計（「內部審計」）副總監及集團財務職能主管連同內部審計顧問信永方略風險管理有限公司（「信永方略」）統稱（「內部審計團隊」）及本公司外聘核數師之代表應出席會議。審核委員會亦可酌情邀請其他管理層成員出席會議。

BOARD COMMITTEES

Audit Committee

The Audit Committee comprises Independent Non-executive Directors and is now chaired by Mr. Victor HUANG. Dr. Barry John BUTTIFANT ceased to be chairman of the Audit Committee upon his retirement from the Board on May 17, 2024 and therefore the Company was not in compliance with rule 3.21 of the Listing Rules which requires the Audit Committee must be chaired by an Independent Non-executive Director. Upon the appointment of Mr. Victor HUANG as the chairman of the Audit Committee on June 25, 2024, the Company is in compliance with rule 3.21 of the Listing Rules.

Both Mr. Victor HUANG and Dr. Barry John BUTTIFANT are qualified accountants with extensive experience in financial reporting and controls.

The Audit Committee is responsible for the appointment, re-appointment and removal of the external auditor, reviewing and monitoring the external auditor's independence and objectivity and the effectiveness of the audit process and discussing with the external auditor the nature and scope of the audit. It is also responsible for reviewing the Group's financial information, overseeing the Group's financial reporting system and risk management and internal control systems and reviewing the interim and final results of the Group prior to recommending them to the Board for approval. To this end, the Audit Committee has unrestricted access to both the Company's internal and external auditors. Its terms of reference are available on the websites of the Company and Hong Kong Exchanges and Clearing Limited (the "HKEX").

The Audit Committee meets at least twice a year to review financial reporting and risk management and internal control matters. The chairman of the Risk Management Committee (who is also an Executive Director and the Company Secretary), the Associate Director of Group Internal Audit ("IA"), the Head of the Group's Finance function together with the IA Advisor, SHINEWING Risk Services Limited ("SHINEWING") collectively, the ("IA Team"), and representatives of the external auditor of the Company are expected to attend the meetings. At the discretion of the Audit Committee, other members of management may also be invited to attend its meetings.

企業管治報告書

CORPORATE GOVERNANCE REPORT

於2024年，審核委員會舉行了兩次會議。於會上，審核委員會與外聘核數師審閱審核策略摘要、截至2023年12月31日止末期業績及截至2024年6月30日止六個月中期業績。審核委員會亦有檢討內部審計團隊的工作及其內部審計報告，並且與董事會討論其報告關於本集團業務運作的調查結果及建議。此外，審核委員會更與管理層共同評估本集團的風險管理及內部監控系統，以確保其成效，尤其關注負責本集團的會計及財務報告之員工是否具備足夠資源、資格和經驗，及其訓練課程和預算是否充足。

審核委員會亦審閱本集團於本年度內進行的持續關連交易的條款及條件，所有該等交易獲全面豁免遵守根據上市規則第14A章作出申報之規定。

於回顧年度內，董事會與審核委員會在外聘核數師的選擇、委任、辭任或解僱方面並無意見分歧。

提名委員會

董事會成立提名委員會，由五位董事會成員（主要為獨立非執行董事）組成，並現由董事會主席曾安業先生出任主席。劉國權博士繼2024年4月3日被罷免董事一職後，彼自動不再擔任提名委員會主席。

提名委員會之主要職責為定期檢討董事會架構、規模、組成及多元化（包括其技能、知識及經驗），並物色合適人選加入董事會。其職責亦包括評核獨立非執行董事之獨立性及就委任或重新委任董事及董事之繼任計劃等相關事宜向董事會提供建議。提名委員會之建議其後將提呈董事會考慮及採納（如適用）。提名委員會的職權範圍已載於本公司及香港交易所之網頁。

In 2024, the Audit Committee held two meetings. During the meetings, the Audit Committee, alongside the external auditor, reviewed the audit strategy summary, the final results for the year ended December 31, 2023 and the interim results for the six months ended June 30, 2024. The Audit Committee also reviewed the activities of the IA team and its internal audit report, and discussed with the Board the report's findings and recommendations on the Group's business operations. Furthermore, it also evaluated, together with Management, the Group's risk management and internal control systems to ensure its effectiveness, paying particular attention to the adequacy of resources, the qualifications and experience of the Group's accounting and financial reporting staff, as well as their training programs and budget.

The Audit Committee also reviewed the terms and conditions of continuing connected transactions of the Group which took place during the year, all of which were fully exempt from reporting requirements under Chapter 14A of the Listing Rules.

There was no disagreement between the Board and the Audit Committee on the selection, appointment, resignation or dismissal of the external auditor during the year under review.

Nomination Committee

The Board established the Nomination Committee comprising five Board members, the majority of which are Independent Non-executive Directors, and is now chaired by Mr. TSANG On Yip, Patrick (the Chairman of the Board). Dr. LAU Kwok Kuen, Peter automatically ceased to be chairman of the Nomination Committee upon his removal from his position as Director on April 3, 2024.

The main duties of the Nomination Committee are to review the structure, size, composition and diversity (including the skills, knowledge and experience) of the Board, on a regular basis, and to identify individuals qualified to become Board members. It is also responsible for assessing the independence of Independent Non-executive Directors and making recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors. The recommendations of the Nomination Committee are then put forward for consideration and, where appropriate, adoption by the Board. Its terms of reference are available on the websites of the Company and the HKEX.

於2024年，提名委員會舉行了三次會議，檢討董事會多元化政策及提名政策、檢討董事會的架構、規模、組成、技能和多元化矩陣、向董事會建議輪值告退董事名單，以及評核獨立非執行董事的獨立性。此外，提名委員會亦向董事會提出建議以批准委任董事、董事會主席、行政總裁及董事會委員會成員，以填補因辭任或罷免董事職務而衍生之相關空缺。

董事會多元化政策

本公司知悉董事會層面日益多元化將為達成本公司策略目標及可持續發展提供支持。本公司決定董事會最佳成員組合時，亦將不時考慮其本身業務模式及具體需要。有見及此，於2013年，董事會採納董事會多元化政策。提名委員會將按一系列多元化範疇為基準，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識、服務任期及其他特質。最終將按人選的長處及可為董事會提供的貢獻而作決定。最終決定將基於該選定候選人的優點和將為董事會帶來的貢獻而定。董事會多元化政策側重於以下領域：

- (i) 增加董事會層面的多元化，這被認為是保持競爭優勢的基本要素；
- (ii) 董事在技能、地區和行業經驗、背景、種族、性別和其他素質方面的差異；
- (iii) 確定董事會的最佳組成，並在可能的情況下適當平衡；和
- (iv) 董事的任命是根據績效，在董事會有效地作為一個整體需要的技能和經驗的背景下進行的。

提名委員會至少每年審閱董事會多元化政策，該政策最近於2024年11月7日經審閱。

In 2024, the Nomination Committee held three meetings to review the board diversity policy and the nomination policy, to review the structure, size, composition, skills and diversity matrix of the Board, to recommend the rotation list of Directors to the Board, to assess the independence of the Independent Non-executive Directors. In addition, the Nomination Committee also recommended the Board to approve the appointment of Directors, Chairman of the Board, Chief Executive and membership of Board committees in place of relevant vacancies arising from resignation and removal of directorship.

Board Diversity Policy

The Company recognizes that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company will also take into consideration its own business model and specific needs from time-to-time in determining the optimal composition of the Board. In view of this, a board diversity policy was adopted by the Board in 2013, the Nomination Committee has set measurable objectives based on a range of diversity perspectives, including, but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of service and other qualities. The ultimate decision will be based on merit and contribution that the selected candidate(s) will bring to the Board. The board diversity policy focuses on the following areas:

- (i) increasing diversity at the Board level, which is considered an essential element in maintaining a competitive advantage;
- (ii) differences in the skills, regional and industry experiences, background, race, gender and other qualities of Directors;
- (iii) determining the optimum composition of the Board, which, where and when possible, should be balanced appropriately; and
- (iv) appointments of directors being made on the basis of merit, in the context of the skills and experience that the Board as a whole requires in order to be effective.

The Nomination Committee at least annually reviews the Board Diversity Policy and the policy was last reviewed on November 7, 2024.

企業管治報告書

CORPORATE GOVERNANCE REPORT

目前的董事會組成反映了年齡、教育背景、專業知識、行業經驗和董事會服務年限的均衡組合，適合本集團的集務需要。截至2024年12月31日止至本報告日期，董事會的多元化組合總結如下：

截至2024年12月31日止至本報告日期，董事會由十一名成員組成，其中四名為執行董事，三名為非執行董事及四名獨立非執行董事。他們在董事會的任期由9個月至24年。現任董事會由擁有零售、市場推廣、房地產、投資、會計、財務、一般管理、學術及法律背景之專業人士組成。十一名董事中，一名成員年齡在30-39歲之間、五名成員年齡在40-49歲之間、四名成員年齡在50-59歲之間，及一名成員年齡在60-69歲之間。

截至2024年12月31日止至本報告日期，本公司有兩名女性董事（約18.2%董事會的女性代表），比去年多了一名。公司致力於隨著時間的推移逐步增加董事會中的女性代表。在考慮董事會新成員時，將根據客觀標準進行任命，並將適當考慮在董事會中實現和維持多元化的適當平衡，包括在性別方面。雖然董事會在考慮潛在候選人時有意識地實現董事會的性別多元化，但所有任命都將根據績效進行，同時考慮到集團在相關時間的需求和合適候選人的可用性。

職場性別多元化政策

截至2024年12月31日，集團擁有6,627名員工，其中約70%為女性。截至2024年12月31日，本集團高級行政人員中約有61.7%的女性成員，包括部門主管、不同市場的總經理、人才及文化總監、品牌總監及內部控制副總監。董事會定期評估集團各級員工的多元化概況，並考慮多元化政策以從盡可能廣泛的可用人才庫中吸引、留住和激勵員工。董事會認為本集團（包括高級行政人員）員工隊伍的性別比例適合本集團的營運，並將致力維持此比例。

The current Board composition reflects a balanced mix of age, educational background, professional knowledge, industry experience and length of service to the Board which is appropriate for the needs of the business of the Group. The diversity mix of the Board as at December 31, 2024 and up to the date of this report is summarized below:

As at December 31, 2024 and up to the date of this report, the Board consists of eleven members, four of whom are executive directors, three are non-executive directors and four are independent non-executive directors who have served on the Board for a period ranging from 9 months to 24 years. The Board is composed of professionals with retail, marketing, real estate, investment, accounting, finance, general management, academic and legal backgrounds. Of the eleven Directors, 1 member was aged between 30-39, five members were aged between 40-49, four members were aged between 50-59, and 1 member was aged between 60-69.

As at December 31, 2024 and up to the date of this report, the Company has two female directors (approximately 18.2% female representation at the Board) which increased by one as compared to last year. The Company is committed to increasing the female representation on the Board gradually over time. When considering new members for the Board, appointments will be made by considerations of objective criteria and due regard will be made to achieving and maintaining an appropriate balance in diversity, including in terms of gender, on the Board. Whilst the Board is conscious of achieving gender diversity on the Board when considering potential candidates, all appointments will be made on the basis of merit, taking into account the needs of the Group at the relevant time and the availability of suitable candidates.

Gender Diversity of Workforce

As at December 31, 2024, the Group had 6,627 employees, approximately 70% of whom were female. As at December 31, 2024, the senior executives of the Group comprised approximately 61.7% female members, including heads of departments, general managers in various markets, People & Culture Director, Brand Director and Associate Director of Internal Control. The Board regularly assesses the Group's diversity profile of all levels of employees and considers the diversity policy to attract, retain and motivate employees from the widest possible pool of available talent. The Board considers that the gender ratio of the workforce of the Group, including the senior executives, is appropriate for the operations of the Group and will strive to maintain this ratio.

提名政策

鑑於企業管治守則的修訂自2019年1月1日起生效，提名委員會於2018年11月8日採納了董事提名政策及於2022年11月3日作出更新，以訂立在考慮委任候選人或重選董事時的提名程序以及遴選準則。

按提名政策，提名委員會將遵循下列程序以遴選及推薦準則：

- 至少每年檢討董事會的架構、規模及多元化，並就任何為配合本公司的策略目標而擬對董事會組成作出的變動提出建議；
- 物色具備合適資格可擔任董事會成員的人選時，應考慮有關人選的長處，並根據客觀準則充分顧及董事會多元化的裨益。提名委員會根據上市規則、提名政策及董事會多元化政策以考慮該侯選人士的合適性，以及該侯選人士擔任獨立非執行董事的獨立性；及
- 因應本公司的企業策略及往後需要的技能、知識、經驗及多元化組合，挑選或就委任或重新委任董事會成員向董事會提出建議。

提名委員會將不時審閱提名政策，並可在相關時間採納適當的變更。該政策最近於2024年11月7日經審閱。

薪酬委員會

薪酬委員會由五位董事會成員（主要為獨立非執行董事）組成，並由獨立非執行董事黃旭教授出任主席。

Nomination Policy

In view of the amendments to the CG Code which took effect from January 1, 2019, on November 8, 2018, the Nomination Committee adopted a director nomination policy with updates on November 3, 2022, which sets out the selection criteria and nomination procedures and process when considering candidates to be appointed or re-appointed as Directors.

In the nomination policy, the Nomination Committee will follow the nomination procedures and the process and criteria as follows:

- Reviewing the structure, size and diversity of the Board at least annually and make recommendations on any proposed changes to the Board composition in line with the Company's strategic objectives;
- Identifying individuals suitably qualified to become Board members on merit and in accordance with the objective criteria, with due regard for the benefits of diversity on the Board. The Nomination Committee shall consider suitability of a candidate pursuant to the Listing Rules, the nomination policy and board diversity policy, and the independence of an individual for the position of independent non-executive director; and
- Selecting or making recommendations to the Board on the appointment or re-appointment of the Board members, taking into account the Company's corporate strategy and the mix of skills, knowledge, experience and diversity needed in the future.

The Nomination Committee will review the nomination policy from time-to-time and may adopt changes as appropriate at the relevant time. This policy was last reviewed on November 7, 2024.

Remuneration Committee

The Remuneration Committee comprises five Board members, the majority of which are Independent Non-executive Directors, and is chaired by Professor WONG Yuk (alias, HUANG Xu), an Independent Non-executive Director.

企業管治報告書

CORPORATE GOVERNANCE REPORT

本公司採納企業管治守則所建議之兩種模式其中之一守則條文第E.1.2(c)(i)條。薪酬委員會負責(i)就公司與所有董事和高級管理人員的薪酬和報酬有關的政策和結構向董事會提出建議，(ii)以授權責任確定個別執行董事和高級管理人員的薪酬待遇，以及(iii)制定就非執行董事的薪酬向董事會提出建議。薪酬委員會亦負責根據上市規則第17章審閱及／或批准有關股份計劃的事宜。當審閱個別董事之薪酬待遇時，相關董事為免涉及任何利益衝突須放棄表決。薪酬委員會的職權範圍根據股份計劃上市規則的修訂於2023年1月1日修訂，該已更新的職權範圍可在本公司網站和香港交易所網站查閱。

於2024年，薪酬委員會舉行了四次會議，以檢討及批准主席及行政總裁之薪酬，檢討及批准支付予個別執行董事和高級行政人員的薪酬待遇。此外，薪酬委員會亦向董事會提出建議以批准非執行董事及獨立非執行董事之薪酬待遇及批准執行董事作為高級管理人員的服務協議的條款。概無薪酬委員會成員參與訂定他們本身的薪酬。於本年內，並無有關本公司購股權計劃之重大事項需要薪酬委員會審議或批准。

The Company adopted Code Provision E.1.2(c)(i) out of the two models suggested by the CG Code. The Remuneration Committee is responsible for (i) making recommendations to the Board on the Company's policy and structure relating to remuneration and compensation for all Directors and senior management, (ii) determining, with delegated responsibility, the remuneration packages of individual executive Directors and senior management and (iii) making recommendations to the Board on the remuneration of non-executive Directors. The Remuneration Committee is also responsible for reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules. When the remuneration package of an individual Director is under review, the Director in question is required to abstain from voting to avoid any conflict of interest. The terms of reference of the Remuneration Committee were revised on January 1, 2023 in accordance with the amendments to Listing Rules relating to share schemes and the updated terms of reference are available on the websites of the Company and the HKEX.

In 2024, the Remuneration Committee held four meetings to review and approve the remuneration of the Chairman and Chief Executive and to review and approve the remuneration packages of individual Executive Directors and senior executives. In addition, the Remuneration Committee also recommended the Board to approve the remuneration package of Non-executive Directors and Independent Non-executive Directors and also approved terms of Executive Directors' service contracts as senior management. No member of the Remuneration Committee was involved in deciding their own remuneration. During the year, there were no material matters relating to the share option scheme of the Company which required review or approval by the Remuneration Committee.

薪酬政策

本公司明白合理而全面的薪酬待遇是吸引、挽留及激勵高質素人才的重要因素。因此，本公司致力確保薪酬具競爭力，並且符合本公司之目標和表現。本公司於釐定薪酬政策時考慮多項相關因素，包括同類型公司所支付之薪金、職責、職務和職權、本集團之聘用條件、市場慣例，以及本公司的財務和非財務表現。

薪酬委員會會考慮多方面因素，包括同類型公司所支付的袍金、有關董事所付出的時間、肩負的職責、預計的工作量，以及本公司的其他聘用條件，以確保獨立非執行董事及非執行董事乃按彼等於本公司付出之時間及職責而獲得適當的報酬。

本公司為其僱員（包括主席及行政總裁以及執行董事在內）之僱員訂出的薪酬組合，包括固定薪酬、現金績效花紅、浮動獎金、長期獎勵金以及退休計劃，詳情載於下文。

固定薪酬包括僱員的基本薪金、津貼及福利（例如醫療福利）。每個職位的基本薪金和津貼是考慮到本公司之薪酬政策、本公司業績和僱員的個人表現，以及市場情況和慣例後而訂出，並會每年作出檢討。考慮到集團業務遍報全球，本公司會定期檢討福利，並主要按照當地標準及慣例而釐定。

僱員亦可因應本集團、所屬業務單位及個人層面的表現而獲得該年度現金花紅。發放給主席及行政總裁、執行董事以及高級行政人員的花紅乃由薪酬委員會檢討及批准（惟薪酬委員會的任何成員不得參與審核和批准其個人獎金）。此外，本公司設有銷售額及業務相關獎勵計劃，藉此激勵某些員工，例如前線銷售人員，以達致本公司訂出的銷售額或其他業務目標。

Remuneration Policy

The Company understands that a reasonable and comprehensive remuneration package is an important factor in attracting, retaining and motivating high quality personnel. As such, the Company works to ensure that remuneration is competitive and aligned with the Company's objectives and performance. The Company takes into consideration a number of relevant factors in determining its remuneration policy, including the salaries paid by comparable companies, job responsibilities, duties and scope, employment conditions in the Group, market practices and the financial and non-financial performance of the Company.

The Remuneration Committee considers factors such as the fees paid by comparable companies, time commitment, the responsibilities and likely workload of the relevant Directors and other employment conditions in the Company to ensure that the Independent Non-executive Directors and the Non-executive Directors are appropriately remunerated for their time and responsibilities to the Company.

The Company's remuneration structure for its employees, (including the Chairman and Chief Executive and the Executive Directors), is composed of fixed compensation, cash performance bonuses, variable cash incentives, long-term incentives and retirement schemes, as discussed below.

Fixed compensation includes an employee's basic salary, allowances and benefits (e.g. medical). Basic salary and allowances are set and reviewed annually for each position, taking into consideration the Company's remuneration policy, the Company's and the individual's performance as well as market conditions and practices. Benefits are regularly reviewed and determined, given the global reach of the Group's business, largely on the basis of local standards and practices.

Employees may also be eligible to receive an annual cash bonus based on their performance at the Group, business unit and individual levels. The bonuses awarded to the Chairman and Chief Executive, the Executive Directors and senior executives are reviewed and approved by the Remuneration Committee (provided that any member of the Remuneration Committee shall not participate in review and approval of his own bonus). In addition, the Company operates sales and business-related incentive schemes to motivate certain staff such as front-line sales associates to achieve specific sales or other business targets of the Company.

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本公司購股權計劃（「2011年購股權計劃」）於2021年6月9日到期，但2011年購股權計劃在到期日前授出的購股權繼續有效，並可按照發行條款行權。2011年購股權計劃的詳情，以及截至2024年12月31日該計劃下董事和員工已行使和未行使購股權的詳情，載於本年報的「購股權資料」部分。

根據香港法例第485章強制性公積金計劃條例，本公司參與一項強積金計劃，該計劃已在強制性公積金計劃管理局登記。

董事及高級管理人員酬金之詳情已載列於本年報第158頁至第161頁之財務報表附註10內。

其他委員會

公司已成立其他委員會，以支持董事會和董事委員會履行其治理角色和職責。

風險管理委員會

董事會已將本集團風險管理和內部監控系統的權力和責任以及審閱其有效性的權力和責任授予風險管理委員會。有關風險管理委員會的組成及風險管理委員會開展的工作的進一步詳情載於以下「風險管理及內部監控」一節。風險管理委員會的主要職責包括監督本集團的風險敞口及提供意見、評估本集團的風險狀況及風險管理能力、發展及檢討本集團內部財務監控、內部監控及風險管理系統的成效，確保應急／危機計劃和程序到位等。

The share option scheme of the Company (the “2011 Share Option Scheme”) expired on June 9, 2021. However, the options granted before the expiry date under the 2011 Share Option Scheme continue to be valid and exercisable in accordance with the terms of issue. The details of the 2011 Share Option Scheme, together with information on options exercised and outstanding in respect of the Directors and employees as at December 31, 2024 under the scheme, are set out in the “Share Option Information” section of this annual report.

Pursuant to the Mandatory Provident Fund Schemes Ordinance (Cap. 485 of the Laws of Hong Kong), the Company participates in a MPF scheme registered with the Mandatory Provident Fund Schemes Authority.

Details of Directors’ and senior management’s emoluments are set out in Note 10 to the financial statements on pages 158 to 161 of this annual report.

OTHER COMMITTEES

The Company has established other committees to support the Board and the Board Committees in their governance roles and responsibilities.

Risk Management Committee

The Board has delegated the authority and responsibility for the Group’s risk management and internal control systems and the review of its effectiveness to the Risk Management Committee. Further details on the composition of the Risk Management Committee and the work carried out by the Risk Management Committee are set out under the section of “Risk Management and Internal Control” below. The principal duties of the Risk Management Committee include oversight and advising on risk exposure of the Group, assessment of the risk profile and risk management capabilities of the Group, development and review of the efficacy of the Group’s internal financial controls, internal controls and risk management systems, ensuring contingency/ crisis plans and procedures are in place, amongst other things.

管理委員會

董事會已授權管理委員會負責執行其業務策略及管理本集團之日常業務運作。管理委員會對董事會全面負責，由行政總裁及執行董事以及一名高級行政人員代表組成。管理委員會的職權範圍可在本公司網站查閱。

風險管理及內部監控

董事會全面負責評估及釐定本集團達成策略目標時其願意接納的風險性質及程度，並適當及有效地控制本集團的風險管理及內部監控系統（尤其是財務、營運及合規監控及風險管理功能），並持續監察其成效。

本公司已實行和制訂合適政策及程序，以保障資產不會於未獲授權下使用或處置；控制資本支出；備存妥善而準確之會計紀錄和提高財務報告之可靠性；以及確保營運效益及成效，並遵守適用之法律和法規。此等政策和程序旨在針對重大的失實報告、損失、錯誤或欺詐行為，以提供合理但並非絕對之保證，以及管理及減低而非完全消除本集團營運系統之失誤風險。

Management Committee

The Board has delegated the authority and responsibility for implementing its business strategies and managing the daily operations of the Group's businesses to the Management Committee. The Management Committee is fully accountable to the Board and comprises the Chief Executive and the Executive Directors together with one senior executives' representative. The terms of reference of the Management Committee are available on the website of the Company.

RISK MANAGEMENT AND INTERNAL CONTROL

The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, and maintaining appropriate and effective control of the Group's risk management and internal control systems, particularly in respect of financial, operational and compliance controls and risk management functions, and, as such, monitors the effectiveness on an ongoing basis.

Appropriate policies and procedures have been put in place to safeguard the assets against unauthorized use or disposition; control over capital expenditure; maintain proper and accurate accounting records and enhance the reliability of financial reporting; and to ensure efficiency and effectiveness of operations and compliance with the applicable laws and regulations. Such policies and procedures are designed to provide reasonable, but not absolute, assurance against material misstatement, loss, error or fraud, and to manage and minimize rather than eliminate the risk of failure in the Group's operational systems.

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本集團之風險管理及內部監控框架由以下主要部份組成：

- 具界定責任、適當職責劃分及授權的組織及管治架構；
- 財務監控、風險管理及內部監控等系統及程序，以識別及衡量風險，以及每半年進行風險評估以監察風險減輕之進展；
- 營運及財務預算及預測制度，以衡量績效，包括定期分析偏離預算及計劃的情況，及訂定業績指標並作出合適行動以修正不足之處；
- 對重大的合同、重大的資本及經常性支出的評估、檢討和批准有嚴謹的內部程序；
- 設立「密函檢舉」機制，允許以匿名及保密形式向內部審計部舉報欺詐或不當行為（包括董事及高級行政人員）。內部審計部將該等密函轉交予審核委員會主席，以作進一步行動；
- 設立「反腐敗」機制，促進和支持遵守反腐敗法律法規，及向員工提供關於他們防止欺詐的責任指導，幫助本集團抵禦腐敗行為，並向公司管理層或通過適當的報告渠道，報告任何懷疑的欺詐和腐敗案件或任何企圖。本集團不會容忍所有員工和代表本集團以代理或受託人身份行事的人員以及在與第三方打交道的業務中出現各種形式的欺詐和腐敗；及
- 嚴謹的內部程序和監控措施以處理及發佈內幕消息。

The Group's risk management and internal control framework includes the following major components:

- An organizational and governance structure with defined responsibility, proper segregation of duties and delegated authority;
- Systems and procedures of financial control, risk management and internal control to identify and measure risks and conduct bi-annual risk assessment to monitor the progress of risk mitigation;
- Operational and financial budgeting and forecasting systems for performance measurement, including regular variance analysis against budgets and plans, and setting key business performance targets with appropriate measures to rectify deficiencies;
- Stringent policies and procedures for the appraisal, review and approval of significant contracts, major capital and recurrent expenditures;
- A “whistle-blowing” mechanism to allow anonymously and confidentially report any suspected acts of fraud or gross misconduct (including that of the Directors and senior executives), to the Internal Audit Department which will refer the report to the chairman of the Audit Committee for further action;
- An “anti-corruption” mechanism in place to promote and support compliance with anti-corruption laws and regulations and provide guidelines to the employees about their responsibilities to prevent fraud, to help the Group defend against corrupt practices and to report any suspected case of fraud and corruption or any attempts thereof, to the management or through an appropriate reporting channel. The Group has a zero-tolerance approach to all forms of fraud and corruption among all employees and those acting in an agency or fiduciary capacity on behalf of the Group, and in its business dealing with third parties; and
- Strict internal procedures and controls for the handling and dissemination of inside information.

截至2024年12月31日止至本報告日期，風險管理委員會有四位成員，包括集團合規職能主管、集團內部審計職能主管、集團財務職能主管以及高級行政人員代表。年內，本公司已委任外聘專業顧問公司信永方略作為我們的內部審計顧問，以協助本公司的內部審計職能。風險管理委員會根據企業管治守則中有關風險管理及內部監控的守則條文檢討所有重要的監控，包括財務、營運和合規監控，並每年向董事會作出兩次匯報。風險管理委員對董事會負全責，以確保管理及監察風險管理及內部監控系統。

於本年內，風險管理委員會已評估並滿意本集團的會計及財務報告職能之資源充足度、有關僱員之資格及經驗，以及彼等之培訓計劃和會計、內部審計、財務報告職能以及與本公司環境、社會和管治績效和報告相關的預算，並就本集團營運風險管理及內部監控系統向董事會匯報所有重要範疇均為充足及恰當，並且持續地有效運作。

透過與風險管理委員會緊密合作，內部審計團隊於監管本集團的風險管理及內部監控事宜上扮演著重要角色。

As at December 31, 2024 and up to the date of this report, the Risk Management Committee comprises four members, including the Head of Group's Compliance function, the Head of the Group's Internal Audit function, the Head of the Group's Finance function and a senior executives' representative. During the year, the Company has engaged SHINEWING, an external professional firm, as our Internal Audit Advisor to assist the internal audit function of the Company. The Risk Management Committee reviews all material controls, including financial, operational and compliance controls, in accordance with the Code Provisions on risk management and internal control systems of the CG Code, and reports to the Board twice a year. The Risk Management Committee is fully accountable to the Board for providing assurance on managing and monitoring the systems of risk management and internal controls.

During the year, the Risk Management Committee has evaluated and was satisfied with the adequacy of resources, qualifications and experience of the staff of the Group's accounting and financial reporting function as well as their training programmes and budget for the accounting, internal audit, financial reporting functions, as well as those relating to the Company's ESG performance and reporting, and reported to the Board that in all material respects the systems of risk management and internal control over risks associated with the Group's operations was sufficient, appropriate and operated effectively on a continuing basis.

Co-operating closely with the Risk Management Committee, the IA team plays a major role in monitoring the risk management and internal controls of the Group.

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內部審計團隊可以不受限制地審查本集團主要活動、風險管理、監控和治理流程的所有方面，內部審計團隊的主要任務包括：

- 對業務及各支援單位及附屬公司之財務、營運及合規監控及風險管理功能進行獨立、全面及定期之審核，包括建議改善方法及監察各單位及附屬公司之糾正或補救措施，以盡量減低所承受之風險；
- 就管理層或審核委員會提出關注之範圍進行特別檢討；
- 調查商業道德、利益衝突及本集團其他政策之違規情況；及
- 監督「密函檢舉」機制。

內部審計團隊採取以風險法，實施審核委員會及管理層已批准之審計計劃，此乃以風險評估法為依據。內部審計團隊以內部審計報告形式向管理層提交獨立而客觀之評估及建議。內部審計團隊每年兩次向審核委員會直接匯報主要調查結果、糾正措施及管理層回應。審核委員會可隨時直接接觸內部審計團隊，而毋須知會主席或管理層。

於本年內，內部審計團隊向審核委員會及管理層提交了內部審計報告，涵蓋了本集團重大業務流程和活動。其與管理層合作制定有關行動計劃，以解決任何認定的監控弱點。審計過程中，並沒有發現重大的內部監控弱點，但內部審計團隊繼續保持警惕，密切留意集團的內部監控流程。而審計後進行的檢討，有助確保相關議定措施如期落實執行。

The IA team has unrestricted access to review all aspects of the Group's key activities, risk management, control and governance processes and the keys tasks of IA team include:

- Conduct independent, comprehensive and regular audits of financial, operational and compliance controls and risk management functions of business and support units and subsidiaries, including recommending improvements and monitoring corrective or remedial measures taken by the units and subsidiaries to minimize risk exposure;
- Conduct special reviews of areas of concern identified by Management or the Audit Committee;
- Investigation of business ethics, conflict of interest and other Group policy violations; and
- Oversee the "whistle-blowing" mechanism.

Adopting a risk-based approach, the IA Team implements the audit plan approved by the Audit Committee and Management, which is based on a risk assessment methodology. It furnishes independent and objective evaluations and recommendations in the form of an internal audit report to Management. The IA team reports directly to the Audit Committee twice a year on major findings, corrective actions and responses from Management. The Audit Committee has free and direct access the IA team without reference from the Chairman or Management.

During the year, the IA Team issued the internal audit reports to the Audit Committee and Management, which covered significant business processes and activities of the Group. It worked with Management to establish action plans to address any identified control weaknesses. During the review, there was no material internal control weaknesses identified, but the IA Team continues to be vigilant in monitoring the internal control processes of the Group. Post-audit reviews were performed to ensure those agreed actions have been implemented as intended.

董事及僱員進行之證券交易

本公司已採納本身有關董事進行證券交易的行為守則(「證券交易的行為守則」)。該守則條款不遜於上市規則附錄C3所載之上市發行人董事進行證券交易的標準守則(「標準守則」)之必守準則，並已不時更新。經向全體董事作出特定查詢後，全體董事均確認彼等於截至2024年12月31日止年度內任期期間的證券交易(如有)中均已遵守標準守則及證券交易的行為守則的必守準則。

此外，本公司已採納了相關員工進行證券交易的標準守則，以監管該等擁有及得悉內幕消息的員工之證券交易。該守則涵蓋包括禁止和進行本公司證券之買賣、避免利益衝突，以及對本公司的資料保密等範疇。我們每六個月就相關員工進行證券交易的標準守則的合規要求向所有相關員工發出提示。

董事及核數師就財務報表所承擔之責任

董事負責監督每個財政期間財務報表的編製，以確保該報表能夠真實和公平地反映該期間本集團之財務狀況、財務表現與現金流量。本集團合併財務報表之編製均符合所有有關之法定要求及適用的會計準則。董事有責任確保選擇及連貫地應用合適之會計政策，並作出審慎和合理的判決及估計。

本集團外聘核數師羅兵咸永道會計師事務所就本集團合併財務報表作出之申報責任聲明載於本年報第92頁至第98頁之獨立核數師報告書內。

SECURITIES TRANSACTIONS BY DIRECTORS AND EMPLOYEES

The Company has adopted its own Code of Conduct for Securities Transactions by Directors (the “Code of Conduct for Securities Transactions”). This is on terms no less exacting than the required standard set out in the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 to the Listing Rules, and has been updated from time-to-time. Having made specific enquiries with all Directors, all Directors confirmed that they had complied with the required standards set out in the Model Code and the Code of Conduct for Securities Transactions in respect of their securities transactions (if any) throughout their tenure during the year ended December 31, 2024.

In addition, the Company has adopted a Code of Conduct for Securities Transactions by Specified Employees, which governs the securities transactions of those employees who may possess or have access to inside information. The said code covers areas such as prohibitions and conduct in the dealing of the Company’s securities, avoidance of conflict of interests and confidentiality of the Company’s information, etc. All the specified employees are reminded of the compliance of the Code of Conduct for Securities Transactions by Specified Employees every six months.

DIRECTORS’ AND AUDITOR’S RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for overseeing the preparation of financial statements for each financial period to ensure that they give a true and fair view of the financial position of the Group, its financial performance and cash flows for that period. The Group’s consolidated financial statements are prepared in accordance with all relevant statutory requirements and applicable accounting standards. The Directors are responsible for ensuring that appropriate accounting policies are selected and applied consistently, and that where judgment has been applied and estimates made, they are prudent and reasonable.

The statement by the external auditor of the Group, Pricewaterhouse Coopers, regarding their reporting responsibilities on the consolidated financial statements of the Group is set out in the Independent Auditor’s Report on pages 92 to 98 of this annual report.

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核數師之酬金

本集團之外聘核數師羅兵咸永道會計師事務所和其關連機構就其非審核及法定審核服務收取之費用載列如下：

(以百萬港元為單位)

非審核服務
(包括有關稅務事宜、若干議定審核程序及其他申報服務)

法定審核

總數

AUDITOR'S REMUNERATION

The remuneration charged by the Group's external auditor, PricewaterhouseCoopers and its affiliated firms for non-audit and statutory audit services is set out below:

(In HK\$ million)

Non-audit services
(included tax-related matters, certain agreed-upon procedures work and other reporting services)

Statutory audit

Total

2024

2023

1

2

6

5

7

7

公司秘書

羅學文先生自2013年9月起擔任公司秘書。彼亦為執行董事、集團法律總監及本集團僱員。羅先生負責透過主席及行政總裁就管治事宜向董事會提供意見，並安排董事的就任須知及專業發展。

羅先生確認於2024年內遵守上市規則第3.29條並已接受不少於15小時之相關專業培訓。

憲章文件

年內，本公司的組織章程文件並無變動。本公司的組織章程大綱及公司細則的最新版本可於本公司及香港交易所網站查閱。

COMPANY SECRETARY

Mr. Mark Alan LOYND has been the Company Secretary since September 2013. He is also an Executive Director, the General Counsel and an employee of the Group. Mr. LOYND is responsible for advising the Board through the Chairman and Chief Executive on governance matters and facilitates induction and professional development of Directors.

Mr. LOYND confirmed that he has complied with rule 3.29 of the Listing Rules and received not less than 15 hours of relevant professional training in 2024.

CONSTITUTIONAL DOCUMENTS

During the year, there were no changes to the constitutional documents of the Company. An up to date set of the Company's Memorandum of Association and the Bye-Laws are available on the website of the HKEX and the website of the Company.

與投資者及股東之關係

爭取股東信任一直是本公司在投資者關係上的重點工作。本集團之高級管理人員透過公司專訪、電話會議、會議交流及參與大型投資者研討會，與投資界保持定期和公開的對話，以清晰地傳達本公司的業務策略、發展及前景。於2024年與機構投資者及研究分析員舉行之會議合計約十次。

本公司的股東廣泛而多元化，成員包括機構和散戶投資者。為確保所有股東平等及時地獲取公司重要信息，本公司積極運用互聯網和其他電子通訊方式，適時和高透明地提供資訊。為了讓股東在掌握本公司表現之餘又不會過份看重短期業績，本公司決定不依照企業管治守則之建議最佳常規刊發季度財務業績。本公司改為於本公司及香港交易所網頁刊登其首三個月及九個月期間之最新業務資料。本公司網頁上亦載有年報、中期報告、向交易所提交的資料、新聞稿以及其他資料。

董事會已制訂股東通訊政策，並每年檢討其有效推行，以鞏固本公司與股東之關係，並確保符合相關規則及企業管治守則。該政策旨在確保股東及有意投資者可方便和及時地獲得本公司無任何偏見及可理解之資料。

INVESTOR AND SHAREHOLDER RELATIONS

Earning Shareholders' trust and confidence has always been the major emphasis of the Company's efforts in investor relations. The Group's senior management keeps a constant and open dialogue with the investment community through company visits, conference calls, information sessions and participation in major investor conferences to communicate clearly the Company's business strategies, developments and prospects. About ten meetings with institutional investors and research analysts were held in 2024.

The Company has a wide and diverse Shareholder base of institutional and retail investors. To ensure all Shareholders have equal and timely access to important company information, the Company proactively utilizes the internet and other forms of electronic communication to deliver information in a timely and transparent manner. To strike a balance between keeping Shareholders abreast of the Company's performance on the one hand and avoiding an unhealthy focus on short-term results on the other, the Company decided against following the CG Code Recommended Best Practice of publishing quarterly financial results. Instead, the Company publishes operations updates for the first three and nine month periods on the websites of the Company and HKEX. Annual and interim reports, Stock Exchange filings, press releases and other materials are also accessible on the Company's website.

The Board has established a Shareholders Communication Policy and reviews this policy annually to ensure its effectiveness to enhance Shareholders' relationship with the Company and to comply with the relevant rules and the CG Code. Such policy aims at providing the Shareholders and potential investors with ready and timely access to balanced and understandable information of the Company.

企業管治報告書

CORPORATE GOVERNANCE REPORT

如股東通訊政策所述，本公司已建立以下多個途徑以維持與股東進行持續溝通：

- (i) 透過電子形式向股東發送或以其他方式提供如年報、中期報告及通函之公司通訊中英文版。公司通訊亦可在本公司網站及香港交易所網站查閱。股東亦可要求收取公司通訊的印刷版；
- (ii) 財務摘要、新聞稿及業績簡報亦刊載於本公司網站；
- (iii) 透過聯交所定期作出之公佈、公司資料及公司細則的任何變更，並分別於香港交易所及本公司網站刊發；
- (iv) 董事會成員及集團財務職能主管參與投資者研討會，與股東／投資者、傳媒及財經分析員會面；
- (v) 股東周年大會及／或股東大會為股東提供一個平台，向董事及高級管理人員發表意見及交流觀點；及
- (vi) 可透過電話(852) 2746 4668、傳真(852) 2370 8864、發送電子郵件至investorrelations@giordano.com或郵寄至本公司目前的主要營業地點，向公司提出查詢。

As set out in the Shareholders Communication Policy, the Company has established a number of channels for maintaining an on-going dialogue with its Shareholders as follows:

- (i) Corporate Communications such as annual reports, interim reports and circulars are provided to Shareholders in both English and Chinese by sending or otherwise making available to the Shareholders using electronic means. Corporate Communications are also available on the websites of the Company and the HKEX. Shareholders can also request to receive the corporate communications in printed form;
- (ii) financial highlights, press releases and results presentations are also posted on the Company's website;
- (iii) periodic announcements, corporate information and any changes to the Bye-Laws are made through the Stock Exchange and published on the respective websites of the HKEX and the Company;
- (iv) participation by the Board members and the Head of Group's Finance function in investors' conferences to meet Shareholders/investors, media and financial analyst;
- (v) AGMs and/or general meetings provide a forum for the Shareholders to make comments and exchange views with the Directors and senior management; and
- (vi) enquiries may be raised with the Company by telephone at (852) 2746 4668, by facsimile at (852) 2370 8864, by e-mail at investorrelations@giordano.com or by post to the Company's principal place of business for the time being.

所有董事和主要高級管理人員盡最大努力出席股東大會，並在出席會議期間，積極與希望和他們交換意見的股東進行對話。年內，董事會審閱了股東通訊政策。經考慮現有多種溝通途徑及參與途徑的實施和有效性，董事會信納，股東通訊政策於本年度已適當實施，且為有效。

All Directors and key senior management members use their best efforts to attend the Shareholder meetings and, during their attendance, they are actively engaged in dialogue, with the Shareholders who wish to exchange views with them. During the year, the Board has examined and reviewed the Shareholders Communication Policy. Having considered the implementation and effectiveness of multiple channels of communication and engagement in place, the Board is satisfied that the Shareholders Communication Policy has been properly implemented during the year and is effective.

董事會歡迎股東對影響本集團的事項提出意見，並鼓勵他們出席股東大會，藉以直接向董事會或管理層反映他們關注的事項。本公司之股東周年大會是尤其重要的平台。為了鼓勵及方便股東出席股東周年大會，本公司於大會舉行日期前最少足21日發出通知。為確保清楚達意，各項獨立議題是以獨立的決議案提出。

The Board welcomes Shareholders' views on matters affecting the Group, and encourages their attendance at Shareholders' meetings to communicate any concerns they may have with the Board or Management directly. The Company's AGM is an especially important forum. In order to encourage and facilitate shareholder attendance at its AGM, the Company gives at least 21 clear days' prior notice. To ensure clear communication, each substantially separate issue is proposed under a separate resolution.

投資者與股東如有意在股東大會上提出建議，又或向董事會提出查詢，可聯絡本公司之投資者關係部，其聯絡詳情載於本年報第208頁。

Investors and Shareholders who wish to put forward proposals at shareholders' meetings or to make enquiries of the Board may do so by contacting our Investor Relations Department whose contact details are listed on page 208 of this annual report.

股息政策

根據企業管治守則守則條文第F.1.1條，本公司於2018年11月8日已採納有關宣派股息之政策。該政策旨在讓股東參與本公司的利潤，並為本公司保留足夠的儲備以作未來增長之用。

Dividend Policy

Pursuant to Code Provision F.1.1 of the CG Code, the Company has adopted a policy with regard to the declaration of dividends on November 8, 2018. Such policy aims to allow Shareholders to participate in the Company's profits and for the Company to retain adequate reserves for future growth.

本公司擬透過派付股息向股東回饋剩餘現金。這視乎在宣派股息時本公司從累計和未來盈利、可用現金及未來之承擔之派付能力。

The Company intends to return surplus cash to the Shareholders through the payment of dividends, which is subject to the Company's capacity to pay from accumulated and future earnings, cash availability and future commitments at the time of declaration of dividend.

除每半年股息(如有)外，本公司亦會不時考慮宣派特別股息。

The Company may also consider declaring special dividends from time-to-time, in addition to the semi-annual dividends (if any).

企業管治報告書

CORPORATE GOVERNANCE REPORT

本公司之收入及其派發股息之能力乃根據(其中包括)，從本公司之附屬公司收取之股息，而這又根據該等附屬公司的可分配利潤、經營業績、財務狀況、資本開支計劃及其他因素。派付股息亦視乎任何根據百慕達法例及公司細則之限制。

董事會可酌情決定是否派付股息，惟在適當的情況下須經本公司股東批准。即使董事會決定建議並派付股息，其形式、次數和金額將根據營運及盈利、資本需要及盈餘、一般財務狀況、合約限制及其他影響本集團的因素而釐定。

股息政策反映了採納當時本公司在採取對本集團財務及現金流量要求的處理方法。董事會將不時審閱該政策，並可在相關時間採納適當的變更。

股東權利

股東召開股東特別大會的程序

股東有權要求董事會召開本公司的股東特別大會。

根據公司細則，於遞呈要求當日持有本公司已繳足股本(賦有於本公司股東大會上之投票權)不少於十分之一的股東有權透過向董事會或公司秘書發出書面要求，要求董事會根據百慕達1981年公司法(「公司法」)第74條召開股東特別大會，以處理有關要求中指明之任何事項。倘遞呈後21日內，董事會未有召開該大會，則遞呈要求人士可自發根據公司法第74(3)條之規定召開大會。

要求召開股東特別大會的書面要求可送達本年報「公司資料」一節所載的本公司註冊辦事處及其香港主要營業地點，收件人為公司秘書。

The Company's income and its ability to pay dividends are dependent upon, among other matters, the dividends received from the Company's subsidiaries, which, in turn, would depend on such subsidiaries' distributable profits, operating results, financial condition, capital expenditure plans and other factors. The payment of dividend is also subject to any restrictions under Bermuda law and the Bye-Laws.

The Board has complete discretion on whether to pay dividends, subject to the approval of the Shareholders of the Company, where applicable. Even if the Board decides to recommend and pay dividends, the form, frequency and amount will depend upon the operations and earnings, capital requirements and surplus, general financial condition, contractual restrictions and other factors of and affecting the Group.

The Dividend Policy reflects the Company's approach on the financial and cash flow requirements of the Group prevailing at the time of its adoption. The Board will review the policy from time-to-time and may adopt changes as appropriate at the relevant time.

SHAREHOLDERS' RIGHTS

Procedures for Shareholder(s) to convene a special general meeting

Shareholders shall have the right to request the Board to convene a special general meeting of the Company.

In accordance with the Bye-Laws, Shareholders holding at the date of deposit of the requisition not less than one-tenth (1/10) of the paid-up capital of the Company carrying the right of voting at general meetings of the Company shall have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition pursuant to Section 74 of the Companies Act 1981 of Bermuda (the "Companies Act"). If within 21 days of such deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with the provision of Section 74(3) of the Companies Act.

The written requisition requiring a special general meeting to be called can be sent to the Company's registered office and its principal place of business in Hong Kong as set out in the "Corporate Information" section of this annual report for the attention of the Company Secretary.

股東於股東大會提呈建議的程序

以下股東有權於本公司股東大會提呈建議(可於會議上正式提呈的提議)以供考慮：

- (a) 於請求日期佔本公司總投票權不少於二十分之一的任何股東，有權在該相關請求的會議上投票；或
- (b) 不少於100位持有本公司股份的股東。

有關所有請求人士簽妥並載列提議的請求書(如果是需要決議案通知的請求，則至少在會議召開前六週，如果是任何其他請求，則至少在會議前一週)連同該提議內的所述事宜的聲明須送交本公司註冊辦事處及其香港主要營業地點。本公司於接獲有效請求書時，將採取適當行動及作出必要安排，有關股東須根據公司法第79條及80條負責支付進行該等行動及安排所產生的任何開支。

如擬於股東大會上提名退任董事以外的人士參選董事，請查閱載於本公司網頁內之有關程序。

股東可隨時以書面方式透過公司秘書向董事會提出查詢及關注事宜，地址為香港九龍長沙灣道777至779號天安工業大廈5樓。

香港，2025年3月26日

Procedures for Shareholders to make a proposal at a general meeting

The following shareholders are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company:

- (a) any members representing not less than one-twentieth (1/20) of the total voting rights of the Company having, on the date of the requisition, a right to vote at the meeting to which the requisition relates; or
- (b) not less than 100 members holding shares in the Company.

The requisition specifying the proposal, duly signed by all the requisitionists concerned, together with a statement with respect to the matter referred to in the proposal must be deposited at the Company's registered office and its principal place of business in Hong Kong, in the case of a requisition requiring a notice of a resolution, not less than six weeks before the meeting and, in the case of any other requisition, not less than one week before the meeting. The Company will take appropriate action and make necessary arrangements, and the Shareholders concerned will be responsible for any expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act once valid documents are received.

As regards proposing a person other than the retiring Director for election as a Director in a general meeting, please refer to the procedures available on the Company's website.

Shareholders may at any time send their enquires and concerns to the Board in writing through the Company Secretary at 5th Floor, Tin On Industrial Building, 777-779 Cheung Sha Wan Road, Kowloon, Hong Kong.

Hong Kong, March 26, 2025

董事會報告書

DIRECTORS' REPORT

董事欣然提呈本集團截至2024年12月31日止年度之經審核合併財務報表。

主要業務

本公司為一間投資控股公司。本集團之主要業務為經營零售及分銷Giordano及Giordano Junior、Giordano Ladies、BSX以及其他自有及授權經營之品牌。儘管該等品牌以不同市場分部為銷售目標，皆致力為消費者提供優良品質、物有所值的服裝及服務。

分部資料

本集團截至2024年12月31日止年度以地區及品牌之表現分析載於財務報表附註5。

業務回顧

有關本集團業務的審視載於本年報第11頁至第33頁的「管理層之論述及分析」章節內。關於本集團面對的主要風險及不明朗因素的敘述已於本年報的不同部份披露，於財務報表附註3尤其詳盡。於本回顧財政年度結束後，並無發生對本集團有影響的重大事件。本集團的業務展望則載於本年報第28頁至第33頁的「管理層之論述及分析」內探討。財務狀況相關的關鍵表現指標以完善及補充財務披露載於第99頁至第200頁，以及「管理層之論述及分析」章節內。本公司與主要持份者關係之闡述及本集團的環境政策及表現的探討載於本年報第ESG.1頁至ESG.60頁的環境、社會及管治報告。

以上部分屬本董事會報告書的一部分。

The Directors are pleased to submit their report together with the audited consolidated financial statements of the Group for the year ended December 31, 2024.

PRINCIPAL ACTIVITIES

The Company is an investment holding company. The principal business of the Group is the retail and distribution of men's, women's and children's fashion apparel under Giordano and Giordano Junior, Giordano Ladies, BSX as well as other owned and licensed brands. Although targeting different market segments, the brands all strive to deliver excellent quality, value and service to consumers.

SEGMENT INFORMATION

An analysis of the Group's performance by geography and by brand for the year ended December 31, 2024 is set out in Note 5 to the financial statements.

BUSINESS REVIEW

A review of the Group's business is provided in the "Management Discussion and Analysis" (section on pages 11 to 33 of this annual report. Description of the principal risks and uncertainties facing the Group can be found throughout this annual report, particularly in Note 3 to the financial statements. No important event affecting the Group has occurred since the end of the financial year under review. The outlook of the Group's business is discussed in the "Management Discussion and Analysis" section on pages 28 to 33 of this annual report. Certain financial key performance indicators which complement and supplement our financial disclosures are set out on pages 99 to 200 as well as in the "Management Discussion and Analysis" section. An account of the Company's relationships with its key stakeholders and discussions on the Group's environmental policies and performance are included in the Environmental, Social and Governance Report on pages ESG.1 to ESG.60 of this annual report.

The above sections form part of the Directors' Report.

遵守適用法律及法規

我們已訂立合規程序以確保遵從與本集團有關的相關法律及規例。在法律及公司秘書部的支援及協助下，董事會負責檢討及監察本集團有關遵守法律及監管規定的政策及常規。

上市規則、公司條例(香港法例第622章)及證券及期貨條例及其附屬法例、守則及指引乃我們的合規責任的主要來源。其他司法權區的法律亦可能適用於我們的香港境外業務，而於香港及其他地區，我們均依賴外部律師事務所及專業顧問的協助，以管理我們的法律及合規風險。

我們向僱員傳達相關新法例或法律及規例的變動以確保合規，並定期提醒僱員須承擔合規責任。

業績

本集團截至2024年12月31日止年度之業績及本公司與本集團於該日之財務狀況載於本年報第99頁至第200頁之合併財務報表內。

股息

中期股息每股8.0港仙已於2024年9月20日向本公司股東派發。

董事會建議截至2024年12月31日止年度末期股息為每股6.0港仙。待本公司股東將於應屆股東周年大會上批准後，末期股息將於2025年6月20日向於2025年6月10日名列於本公司股東名冊上之股東派付。

可供分派儲備

於2024年12月31日，本公司之可供分派滾存溢利連同繳入盈餘為7.77億港元(2023年：6.73億港元)。

COMPLIANCE WITH THE APPLICABLE LAWS AND REGULATIONS

We have in place compliance procedures to ensure adherence to the relevant laws and regulations that are relevant to the Group. The Board is responsible for reviewing and monitoring the Group's policies and practices on compliance with legal and regulatory requirements, with the support and assistance of the legal and company secretarial department.

The Listing Rules, the Companies Ordinance (Cap. 622 of the laws of Hong Kong) and the SFO as well as their subsidiary legislation, codes and guidelines are the principal sources of our compliance obligations. Laws in other jurisdictions may also apply to our non-Hong Kong operations, and both in Hong Kong and elsewhere, we rely on the assistance of external law firms and professional advisers to manage our legal and compliance risks.

We communicate information on relevant new laws or changes in laws and regulations to our staff to ensure compliance, and also regularly remind our staff of their compliance obligations.

RESULTS

The results of the Group for the year ended December 31, 2024 and the financial position of the Company and of the Group as at that date are set out in the consolidated financial statements on pages 99 to 200 of this annual report.

DIVIDENDS

An interim dividend of 8.0 HK cents per share was paid to shareholders of the Company on September 20, 2024.

The Board has recommended a final dividend of 6.0 HK cents per share for the year ended December 31, 2024. Subject to the approval of the shareholders of the Company at the forthcoming AGM, the final dividend will be payable on June 20, 2025 to shareholders whose names appear on the register of members of the Company on June 10, 2025.

DISTRIBUTABLE RESERVES

As at December 31, 2024, the retained profits of the Company together with the contributed surplus available for distribution amounted to HK\$777 million (2023: HK\$673 million).

董事會報告書

DIRECTORS' REPORT

主要附屬公司

本公司於2024年12月31日之主要附屬公司之詳情載於財務報表附註41。

十年財務資料

本集團過去十個財政年度之業績、資產及負債摘要載於本年報第2頁及第3頁。

股本

本公司之股本於本年度內之變動詳情載於財務報表附註25。

股份優先購買權

公司細則中並無股份優先購買權之規定，惟百慕達法例則無限制該等權利。

股票掛鈎協議

除本年報「購股權資料」一節披露的本公司購股權計劃外，本公司概無於年內或年度結束時訂立或存在任何股票掛鈎協議將會或可導致本公司發行股份，或規定本公司訂立任何協議將會或可導致本公司發行股份。

主要供應商及客戶

於本年度內，本集團主要供應商所佔的購買總額百分比如下：

購買額

最大供應商	30%
五大供應商總額合計	53%

於本年度內，本集團首五大客戶所佔的銷售額均低於10%。

概無董事或其任何緊密聯繫人或就董事所深知擁有本公司已發行股本超過5%之任何股東擁有本集團五大供應商及五大客戶之任何實益權益。

PRINCIPAL SUBSIDIARIES

Particulars of the Company's principal subsidiaries as at December 31, 2024 are set out in Note 41 to the financial statements.

TEN-YEAR FINANCIAL INFORMATION

A summary of the results, assets and liabilities of the Group for the last ten fiscal years is set out on pages 2 and 3 of this annual report.

SHARE CAPITAL

Details of the movements in share capital of the Company during the year are shown in Note 25 to the financial statements.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-Laws although there are no restrictions against having such rights under the laws of Bermuda.

EQUITY-LINKED AGREEMENTS

Other than the Company's share option scheme as disclosed under "Share Option Information" section in this annual report, no equity-linked agreements that will or may result in the Company issuing shares or that require the Company to enter into any agreements that will or may result in the Company issuing shares were entered into by the Company during the year or subsisted at the end of the year.

MAJOR SUPPLIERS AND CUSTOMERS

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

Purchases

The largest supplier	30%
Five largest suppliers combined	53%

The percentage of the sales attributable to the Group's five largest customers is less than 10% during the year.

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

物業、機器及設備

本年度內物業、機器及設備之變動詳情載於財務報表附註22。

慈善捐款

本集團於本年度內並無慈善捐款(2023年：21,000港元)。

銀行貸款

本年度的銀行貸款載於財務報表附註29。

董事

由2024年12月31日止年度終結之時起至本報告日期止的期間，本公司之董事為：

執行董事

Colin Melville Kennedy CURRIE先生
(行政總裁)
陳嘉緯博士
羅學文先生
李志軒先生

非執行董事

曾安業先生(主席)
鄭志雯女士
鄭志亮先生

獨立非執行董事

黃旭教授
Alison Elizabeth LLOYD博士
黃偉德先生
周國榮先生

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment during the year are set out in Note 22 to the financial statements.

CHARITABLE DONATIONS

No charitable donation has been made by the Group during the year (2023: HK\$21,000).

BANK LOANS

Details of the bank loans for the year are set out in Note 29 to the financial statements.

DIRECTORS

During the period beginning with the end of the year ended December 31, 2024 and ending on the date of this report, the Directors are:

Executive Directors

Mr. Colin Melville Kennedy CURRIE
(Chief Executive)
Dr. CHAN Ka Wai
Mr. Mark Alan LOYND
Mr. LEE Chi Hin, Jacob

Non-executive Directors

Mr. TSANG On Yip, Patrick (Chairman)
Ms. CHENG Chi-Man, Sonia
Mr. CHENG Chi Leong, Christopher

Independent Non-executive Directors

Professor WONG Yuk (alias, HUANG Xu)
Dr. Alison Elizabeth LLOYD
Mr. Victor HUANG
Mr. CHAU Kwok Wing Kelvin

董事會報告書

DIRECTORS' REPORT

於本回顧年度內，董事會之組成的變動如下：

1. 於2024年4月3日，劉國權博士被罷免董事一職，因此劉博士亦自動不再為董事會主席。於2024年4月5日，彼亦被終止行政總裁職務。
2. 於2024年4月3日，Colin Melville Kennedy CURRIE 先生獲委任為執行董事，及於2024年4月5日獲委任為行政總裁。
3. 於2024年4月5日，李志軒先生由非執行董事獲調任為執行董事。
4. 於2024年4月5日，非執行董事曾安業先生獲委任為董事會主席。
5. 於2024年4月3日，鄭志雯女士及鄭志亮先生均獲委任為非執行董事。
6. 於2024年5月17日，畢滌凡博士退任董事一職，此後，彼不再擔任獨立非執行董事。
7. 黃偉德先生於2024年4月3日獲委任為獨立非執行董事。
8. 於2024年6月25日，周國榮先生獲委任為獨立非執行董事。

根據公司細則第84(1)及84(2)條規定，陳嘉緯博士、李志軒先生及黃旭教授須將於應屆股東周年大會上輪值告退，彼等均符合資格並願意於會上膺選連任。

During the year under review, the changes to the composition of the Board were as follows:

1. On April 3, 2024, Dr. LAU Kwok Kuen, Peter was removed from his position as a Director, as a result of which he also automatically ceased to be the Chairman of the Board. On April 5, 2024 he was also terminated the position of Chief Executive.
2. Mr. Colin Melville Kennedy CURRIE was appointed as Executive Director on April 3, 2024 and was appointed as Chief Executive on April 5, 2024.
3. On April 5, 2024, Mr. LEE Chi Hin, Jacob was re-designated from Non-executive Director to Executive Director.
4. On April 5, 2024, Mr. TSANG On Yip, Patrick, a Non-executive Director, was appointed as the Chairman of the Board.
5. On April 3, 2024, both Ms. CHENG Chi-Man, Sonia and Mr. CHENG Chi Leong, Christopher were appointed as Non-executive Directors.
6. On May 17, 2024, Dr. Barry John BUTTIFANT retired as a Director, after which he ceased to be an Independent Non-executive Director.
7. Mr. Victor HUANG was appointed as an Independent Non-executive Director on April 3, 2024.
8. On June 25, 2024, Mr. CHAU Kwok Wing Kelvin was appointed as an Independent Non-executive Director.

In accordance with Bye-Law 84(1) and 84(2) of the Bye-Laws, Dr. CHAN Ka Wai, Mr. LEE Chi Hin, Jacob and Professor WONG Yuk (alias, HUANG Xu) shall retire by rotation at the forthcoming AGM and, being eligible, will offer themselves for re-election.

根據公司細則第83(2)條規定，周國榮先生於上屆股東周年大會後獲董事會委任為董事，其任期僅直至應屆股東周年大會為止，而彼符合資格並願意膺選連任。

於本報告日期，董事之個人資料詳情載於本年報第34頁至第43頁。

董事資料變動

自本公司2024年中期報告日期起，除本年報第34至43頁「董事及高級管理人員簡介」一節所披露者外，概無其他董事履歷詳情之更新須根據上市規則第13.51B(1)條予以披露。

有關董事酬金之變動，請參閱財務報表附註十。

董事服務合約

擬將於應屆股東周年大會上膺選連任之董事，概無與本公司或其附屬公司訂立本集團不可於一年內毋須賠償(法定補償除外)而終止之服務合約。

獲准許的彌償條文

根據公司細則，本公司每名董事或其他主要職員在其執行職責或在其他方面與此有關之情況下可能蒙受或產生之所有損失或責任，有權獲得從本公司之資產及利潤中撥付彌償，惟此彌償保證不延伸至任何與上述任何人士欺詐或不忠誠有關的事宜。此外，本公司已就董事可能面對之有關法律行動安排適當的董事及主要職員責任保險。

In accordance with Bye-Law 83(2) of the Bye-Laws, Mr. CHAU Kwok Wing Kelvin, being a Director appointed by the Board as subsequent to the last AGM, shall hold office only until the forthcoming AGM and, being eligible, will offer himself for re-election.

Biographical details of the Directors as at the date of this report are set out on pages 34 to 43 of this annual report.

CHANGES IN INFORMATION OF DIRECTORS

Save as disclosed under “Directors and Senior Management Profiles” section on pages 34 and 43 to this annual report, there is no other change in the Directors’ biographical details which is required to be disclosed pursuant to rule 13.51(B)(1) of the Listing Rules since the report date of 2024 Interim Report of the Company.

In respect of the change in emoluments of Directors, please refer to note 10 to the financial statements.

DIRECTORS' SERVICE CONTRACTS

The Directors being proposed for re-election at the forthcoming AGM do not have any service contract with the Company or its subsidiaries which is not determinable by the Group within one year without payment of compensation, other than statutory compensation.

PERMITTED INDEMNITY

The Bye-Laws provides that each Director or other officers of the Company shall be entitled to be indemnified and secured harmless out of the assets and profits of the Company against all losses or liabilities which he or she may sustain or incur in or about the execution of the duties of his or her office or otherwise in relation thereto, provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons. In addition, the Company has maintained appropriate directors’ and officers’ liability insurance in respect of relevant legal actions against the Directors.

董事會報告書
DIRECTORS' REPORT

董事及最高行政人員於股份、相關股份及債權證的權益及淡倉

於2024年12月31日，本公司董事及最高行政人員在本公司或其任何相關法團（定義見證券及期貨條例第XV部）的股份、相關股份及債權證中擁有須記錄於證券及期貨條例第352條規定存置之登記冊內之權益及淡倉，或根據標準守則須知會本公司和聯交所之權益及淡倉如下：

於本公司股份及相關股份之好倉

Long positions in shares and underlying shares of the Company

INTERESTS AND SHORT POSITIONS OF DIRECTORS AND CHIEF EXECUTIVE IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at December 31, 2024, the interests and short positions of the Directors and chief executive of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), as recorded in the register required to be kept under section 352 of the SFO; or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code, were as follows:

董事姓名 Name of Directors	所持普通股數目 Number of ordinary shares held			佔已發行 具投票權股份 概約百分比 (附註3) Approximate percentage of issued voting shares (Note 3)
	個人權益 (附註1) Personal interests (Note 1)	衍生工具權益 (購股權) (附註1及2) Derivative interests (share options) (Notes 1 & 2)	合計 Total	
Colin Melville Kennedy CURRIE	880,000	—	880,000	0.05%
陳嘉緯 CHAN Ka Wai	756,000	6,700,000	7,456,000	0.46%
羅學文 Mark Alan LOYND	—	7,064,000	7,064,000	0.44%

附註：

Notes:

- | | | | |
|-----|--|-----|--|
| (1) | 該等權益乃指相關董事作為實益擁有人持有的權益。 | (1) | This represents interests held by the relevant Directors as beneficial owners. |
| (2) | 衍生工具權益之相關股份乃按本公司採納之購股權計劃而授予董事之購股權，有關資料載列於本年報第201頁至第207頁。 | (2) | Derivative interests are share options granted to the Directors pursuant to the share option scheme of the Company and details of which are set out on pages 201 to 207 of this annual report. |
| (3) | 按於2024年12月31日本公司已發行具投票權股份1,616,174,518股計算。 | (3) | Based on 1,616,174,518 issued voting shares of the Company as at December 31, 2024. |

除上述披露外，於2024年12月31日，本公司董事或最高行政人員概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中擁有須記錄於證券及期貨條例第352條規定存置之登記冊內之權益或淡倉，或須根據標準守則知會本公司及聯交所之權益或淡倉。

董事於重要交易、安排及合約中的權益

重大關聯人士交易的詳情已於本年報財務報表附註37中披露。

除上述者外，並無其他重要交易、安排或合約與本集團業務有關，且本公司或其任何附屬公司為其中一方，而本公司董事或與其有關聯的實體直接或間接於其中擁有重大權益的交易、安排或合約於年度結束時或年內任何時間仍然有效。

董事購買股份或債權證之權利

除於本年報第201頁至第207頁「購股權資料」一節所披露者外，於本回顧年度內任何時間，本公司或其任何控股公司、同系附屬公司或附屬公司概無參與訂立任何安排以使本公司董事（包括彼等配偶及未滿18歲的子女）可藉購入本公司或任何其他法團之股份或債權證而獲取利益。

管理合約

除僱員合約外，於本年度內，本公司並無訂立或進行任何與本公司全部或重大部份業務有關之管理及行政合約。

董事於競爭性業務中的權益

於本年度內，概無董事擁有與本集團業務上直接或間接構成競爭或可能構成競爭的任何業務權益。

Save as disclosed above, as at December 31, 2024, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Details of the material related party transactions are disclosed in Note 37 to the financial statements of this annual report.

Save for the above, no other transactions, arrangements or contracts of significance in relation to the Group's business to which the Company or any its subsidiaries was a party and in which a Director or his connected entity had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under "Share Option Information" section on pages 201 to 207 to this annual report, at no time during the year under review was the Company, or any of its holding companies, fellow subsidiaries or subsidiaries a party to any arrangements to enable the Directors (including their spouses and children under 18 years of age) to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

MANAGEMENT CONTRACTS

No contracts, other than employment 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.

DIRECTORS' INTERESTS IN COMPETING BUSINESS

During the year, none of the Directors is interested in any business, apart from the Group's businesses, which competes or is likely to compete, either directly or indirectly, with the Group's businesses.

董事會報告書
DIRECTORS' REPORT

主要股東及其他人士於股份及相關股份的權益及淡倉

就本公司董事或最高行政人員所知，於2024年12月31日，下列人士(除本公司董事及最高行政人員外)於本公司之股份或相關股份中擁有須記錄於證券及期貨條例第336條規定存置之登記冊內之權益或淡倉如下：

於本公司股份及相關股份之好倉

INTERESTS AND SHORT POSITIONS OF
SUBSTANTIAL SHAREHOLDERS AND OTHER PERSON
IN SHARES AND UNDERLYING SHARES

So far as is known to the Directors or chief executive of the Company, as at December 31, 2024, the following persons (other than Directors and chief executive of the Company) had interests or short positions in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Long positions in shares and underlying shares of the
Company

股東名稱 Name of shareholders	身份 Capacity	所持普通股數目 Number of ordinary shares held	合計 Total	佔已發行 具投票權股份 概約百分比 (附註3) Approximate percentage of issued voting shares (Note 3)
(a) 主要股東 Substantial shareholders				
Cheng Yu Tung Family (Holdings) Limited (附註Note 1)	受控制法團之權益 Interest of controlled corporation	388,180,000	388,180,000	24.02%
Cheng Yu Tung Family (Holdings II) Limited (附註Note 1)	受控制法團之權益 Interest of controlled corporation	388,180,000	388,180,000	24.02%
Chow Tai Fook Capital Limited (附註Note 1)	受控制法團之權益 Interest of controlled corporation	388,180,000	388,180,000	24.02%
周大福(控股)有限公司(「周大福控股」) Chow Tai Fook (Holding) Limited ("CTFH") (附註Note 1)	受控制法團之權益 Interest of controlled corporation	388,180,000	388,180,000	24.02%
周大福代理人有限公司(「周大福代理人」) Chow Tai Fook Nominee Limited ("CTFN") (附註Note 1)	受控制法團之權益 Interest of controlled corporation	388,180,000	388,180,000	24.02%
華富國際有限公司(「華富」) Sino Wealth International Limited (「Sino Wealth」)	實益擁有人 Beneficial owner	388,180,000	388,180,000	24.02%
(b) 其他人士 Other person				
David Michael WEBB	實益擁有人 Beneficial owner	33,627,600)		
	受控制法團之權益 Interest of controlled corporation	47,226,400) (附註Note 2)	80,854,000	5.00%

附註：

1. 於2024年12月31日，華富持有388,180,000股本公司股份，其由周大福代理人全資擁有，而周大福代理人則由周大福控股控制。Cheng Yu Tung Family (Holdings) Limited 及 Cheng Yu Tung Family (Holdings II) Limited 於 Chow Tai Fook Capital Limited 分別持有約48.98%及46.65%權益，而Chow Tai Fook Capital Limited則於周大福控股持有約81.03%權益，因此Cheng Yu Tung Family (Holdings) Limited、Cheng Yu Tung Family (Holdings II) Limited、Chow Tai Fook Capital Limited、周大福控股及周大福代理人被視為於華富所持本公司股份中擁有權益。

2. 47,226,400 股股份由 Preferable Situation Assets Limited 持有，其由 David Michael WEBB 全資擁有。

3. 按於2024年12月31日本公司已發行具投票權股份1,616,174,518股計算。

除上文所披露者外，於2024年12月31日，本公司並無獲悉本公司之股份及相關股份中擁有須記入本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

重大關聯人士交易

本集團於本年度內訂立的重大關聯人士交易（根據上市規則並不構成關連交易），其詳情載於財務報表附註37。

購股權資料

購股權計劃之摘要及本公司購股權於本年度內之變動詳情載於本年報第201頁至第207頁。

Notes:

1. As at December 31, 2024, 388,180,000 shares of the Company were held by Sino Wealth which is wholly-owned by CTFN, which in turn is controlled by CTFH. Cheng Yu Tung Family (Holdings) Limited and Cheng Yu Tung Family (Holdings II) Limited held approximately 48.98% and 46.65% interest in Chow Tai Fook Capital Limited respectively, which in turn held an approximate 81.03% interest in CTFH and accordingly each of Cheng Yu Tung Family (Holdings) Limited, Cheng Yu Tung Family (Holdings II) Limited, Chow Tai Fook Capital Limited, CTFH and CTFN is deemed to have an interest in the shares of the Company held by Sino Wealth.

2. The 47,226,400 shares were held by Preferable Situation Assets Limited, which is wholly-owned by David Michael WEBB.

3. Based on 1,616,174,518 issued voting shares of the Company as at December 31, 2024.

Save as disclosed above, as at December 31, 2024, the Company had not been notified of any interests or short positions in the shares and underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO.

MATERIAL RELATED PARTY TRANSACTIONS

Material related party transactions entered into by the Group during the year, which do not constitute connected transactions under the Listing Rules, are set out in Note 37 to the financial statements.

SHARE OPTION INFORMATION

A summary of the Company's share option scheme and details of the movement in share options of the Company during the year are set out on pages 201 to 207 of this annual report.

董事會報告書
DIRECTORS' REPORT

購買、出售或贖回本公司之上市證券

截至2024年12月31日止年度內，本公司於聯交所購回合共610,000股普通股。於本報告日期，本公司已註銷所有購回股份。董事認為，購回股份能反映本公司對其長遠業務前景之信心，最終將為本公司帶來裨益，並為本公司股東創造價值。有關本公司購回股份之詳情如下：

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

During the year ended December 31, 2024, a total of 610,000 ordinary shares were repurchased by the Company on the Stock Exchange. As at the date of this report, all the repurchased shares were cancelled by the Company. The Directors believe that the repurchases were made to reflect the Company's confidence in its long-term business prospects and would ultimately benefit the Company and create value for the shareholders of the Company. Details of the repurchases of shares of the Company were as follows:

購回月份 Month of repurchase	購回股份數目 Number of shares repurchased	每股最高價格 (港元) Highest price paid per share (HK\$)	每股最低價格 (港元) Lowest price paid per share (HK\$)	購回總價 (港元) (扣除開支前) Aggregate purchase price (HK\$) (before expenses)
2024年1月 January 2024	610,000	2.03	1.96	1,221,920

截至2024年12月31日止年度至本報告日期，本公司並無持有任何庫存股份。

During the year ended December 31, 2024 and up to the date of this report, no treasury shares were held by the Company.

公眾持股量

於本報告日期，根據本公司可以得悉之公開資料及董事知悉之情況下，本公司已按上市規則之要求，維持足夠公眾持股量。

PUBLIC FLOAT

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

企業管治

本公司致力維持高水平之企業管治，以確保提高透明度及更有效地保障股東權益。有關本公司企業管治常規的資料，載於本年報第44頁至第79頁企業管治報告書。

CORPORATE GOVERNANCE

The Company is committed to maintaining high standards of corporate governance so as to ensure better transparency and protection of shareholders' interests. Information on the Company's corporate governance practices is set out in the Corporate Governance Report on pages 44 to 79 of this annual report.

薪酬政策

本集團僱員乃按其表現、資格及能力獲甄選、訂定薪酬及晉升。本集團僱員退休福利的詳情載於財務報表附註2。

董事酬金由本公司薪酬委員會經考慮本公司經營業績、個人表現及可比較市場標準後釐定。董事之本年度酬金詳情以具名方式載於財務報表附註10。

獨立核數師

本年度之合併財務報表已由羅兵咸永道會計師事務所審核，其將退任，惟符合資格並願意應聘連任。本公司將於應屆股東周年大會上提呈一項決議案，以續聘羅兵咸永道會計師事務所為本公司之獨立核數師並授權董事釐定其酬金。

承董事會命
羅學文
執行董事兼公司秘書

香港，2025年3月26日

EMOLUMENT POLICY

The employees of the Group are selected, remunerated and promoted on the basis of their merit, qualifications and competence. Please refer to Note 2 to the financial statements for details of the retirement benefits provided to employees of the Group.

The emoluments of the Directors are decided by the Remuneration Committee of the Company, having regard to the Company's operating results, individual performance and comparable market standards. Particulars of the emoluments of Directors on a named basis for the year are set out in Note 10 to the financial statements.

INDEPENDENT AUDITOR

The consolidated financial statements for the year have been audited by PricewaterhouseCoopers who will retire and, being eligible, offer themselves for re-appointment. A resolution to re-appoint PricewaterhouseCoopers as independent auditor of the Company and to authorize the Directors to fix its remuneration will be proposed for approval at the forthcoming AGM.

On behalf of the Board
Mark Alan LOYND
Executive Director and Company Secretary

Hong Kong, March 26, 2025

獨立核數師報告書 INDEPENDENT AUDITOR'S REPORT



羅兵咸永道

致佐丹奴國際有限公司成員

(於百慕達註冊成立的有限公司)

意見

我們已審計的內容

佐丹奴國際有限公司(以下簡稱「貴公司」)及其附屬公司(以下統稱「貴集團」)列載於第99至200頁的合併財務報表，包括：

- 於2024年12月31日的合併資產負債表、
- 截至該日止年度的合併利潤表、
- 截至該日止年度的合併全面收益表、
- 截至該日止年度的合併權益變動表、
- 截至該日止年度的合併現金流量表及
- 合併財務報表附註，包括重大會計政策信息及其他解釋信息。

我們的意見

我們認為，該等合併財務報表已根據香港會計師公會頒布的《香港財務報告準則》真實而中肯地反映了貴集團於2024年12月31日的合併財務狀況及其截至該日止年度的合併財務表現及合併現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

**To the Members of
Giordano International Limited**

(incorporated in Bermuda with limited liability)

OPINION

What we have audited

The consolidated financial statements of Giordano International Limited (the “Company”) and its subsidiaries (the “Group”), which are set out on pages 99 to 200, comprise:

- the consolidated balance sheet as at 31 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.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

意見的基礎

我們已根據香港會計師公會頒布的《香港審計準則》進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計合併財務報表承擔的責任」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

根據香港會計師公會頒布的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期合併財務報表的審計最為重要的事項。這些事項是在我們審計整體合併財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項是關於商譽減值評估。

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 impairment assessment of goodwill.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

關鍵審計事項 Key Audit Matter

我們的審計如何處理關鍵審計事項 How our audit addressed the Key Audit Matter

商譽減值評估 Impairment assessment of goodwill

請參閱合併財務報表附註24「商譽」，會計政策中的附註2(j)及重要會計估計及判斷中的附註4(ii)。

Refer to note 24 "Goodwill", Accounting Policies note 2(j) and Critical Accounting Estimates and Judgements in note 4(ii) to the consolidated financial statements

列示於合併資產負債表的商譽共計5.41億港元，來自於收購佐丹奴海灣阿拉伯國家合作委員會業務（以下簡稱「海灣阿拉伯國家合作委員會業務」）。此部分商譽已被分攤至現金產生單元組（以下簡稱「現金產生單元」），以進行商譽減值測試。

Goodwill of HK\$541 million on the consolidated balance sheet arose from the acquisitions of the Giordano Gulf Cooperation Council businesses (the "Gulf Cooperation Council Business"), which has been allocated to a group of cash generating units ("CGUs") for the purpose of goodwill impairment testing.

海灣阿拉伯國家合作委員會業務現金產生單元組的可收回金額評估以管理層編製的現金流預測為基礎，並按公允價值減去銷售成本來計算。

The assessments of the recoverable amount of the group of CGUs for the Gulf Cooperation Council Business were based on the cash flow projections prepared by management, using fair value less costs of disposal calculations.

我們關注該等餘額是因為估值模型涉及管理層就海灣阿拉伯國家合作委員會業務的未來業績所作的重要判斷。

We focused on these balances because the valuation models involve significant judgements made by management about the future results of the Gulf Cooperation Council Business.

我們通過評估管理層制定估值模型時所採用的估值方法與估值流程的適當性來評估其估值模型，並將相關輸入與董事會批准的最新預算進行比較。同時，我們還將歷史實際結果與其之前的預算進行比較，以評估管理層的估計流程的效用。

We evaluated management's valuation models by assessing the appropriateness of the valuation methodology and the process by which the models were drawn up and compared the underlying inputs to the latest Board approved budget. We also compared historical actual results to those budgeted to assess the effectiveness of management's estimation process.

我們著重關注計算中採用的關鍵假設與輸入，特別是：

We have focused on the key assumptions and inputs used in the calculations, particularly:

- 採用的風險調整折現率，並根據相關公司和行業及國家特定的可比實體的資本成本對該等折現率進行評估；
the risk adjusted discount rates used, and assessed these against the cost of capital of the relevant companies and industry and country specific comparable entities;
- 預計年度銷售增長率與現金產生單元的最終增長率，因為這些因素被視為海灣阿拉伯國家合作委員會業務估值的核心部分。我們從各個方面將管理層所作的上述假設與外部零售行業前景報告和國家具體經濟增長預測進行了比較。
the projected annual sales growth rates and the terminal growth rates for the CGUs, as these were considered to be the key drivers of the valuation of the Gulf Cooperation Council Business. We compared management's assumptions of these against external retail industry outlook reports and country specific economic growth forecasts from different sources.

我們評估管理層對估值模型中所採用主要假設的合理可能變動對現金產生單元組可收回金額的敏感度。

We evaluated management's sensitivity of a reasonably possible change in the key assumptions adopted in the valuation models to the recoverable amounts of the group of CGUs.

我們根據適用財務報告準則評估有關減值評估的披露是否充足。

We assessed the adequacy of the disclosures relating to the impairment assessment in the context of applicable financial reporting standards.

基於現有證據，我們認為管理層於減值評估時採用的判斷和假設獲現有證據支持。

We found that management's judgements and assumptions used in the impairment assessment were supportable, based on the available evidence obtained.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

其他信息

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

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

結合我們對合併財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與合併財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。

基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及治理層就合併財務報表須承擔的責任

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

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

治理層須負責監督貴集團的財務報告過程。

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 THOSE CHARGED WITH GOVERNANCE 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.

Those charged with governance are responsible for overseeing the Group's financial reporting process.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

核數師就審計合併財務報表承擔的責任

我們的目標，是對合併財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照百慕達一九八一年《公司法》第90條向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。合理保證是高水平的保證，但不能保證按照《香港審計準則》進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或滙總起來可能影響合併財務報表使用者依賴合併財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

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

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.

獨立核數師報告書 INDEPENDENT AUDITOR'S REPORT

- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意合併財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
- 評價合併財務報表的整體列報方式、結構和內容，包括披露，以及合併財務報表是否中肯反映交易和事項。
- 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對合併財務報表發表意見。我們負責貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

我們還向治理層提交聲明，說明我們已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響我們獨立性的所有關係和其他事項，以及在適用的情況下，用以消除對獨立性產生威脅的行動或採取的防範措施。

We communicate with those charged with governance 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 those charged with governance 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.

獨立核數師報告書

INDEPENDENT AUDITOR'S REPORT

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

出具本獨立核數師報告的審計項目合夥人是陳翠敏。

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

The engagement partner on the audit resulting in this independent auditor's report is Chan Chui Man.

羅兵咸永道會計師事務所
執業會計師

香港，2025年3月26日

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 26 March 2025

合併利潤表

CONSOLIDATED INCOME STATEMENT

截至2024年12月31日止年度
For the year ended December 31, 2024

(除每股盈利外， 以百萬港元為單位)	(In HK\$ million, except earnings per share)	附註 Note	2024	2023
收入	Revenue	5	3,919	3,873
銷售成本	Cost of sales	7	(1,685)	(1,610)
毛利	Gross profit		2,234	2,263
其他收入及其他收益，淨額	Other income and other gains, net	6	52	68
分銷費用	Distribution expense	7	(1,670)	(1,630)
行政費用	Administrative expense	7	(239)	(198)
經營溢利	Operating profit	7	377	503
融資費用	Finance expense	8	(46)	(40)
應佔一間合營公司溢利	Share of profit of a joint venture	20	20	45
除所得稅前溢利	Profit before income taxes	5	351	508
所得稅	Income taxes	11	(99)	(119)
本年度除所得稅後溢利	Profit after income taxes for the year		252	389
應佔：	Attributable to:			
本公司股東	Shareholders of the Company		216	345
非控制性權益	Non-controlling interests		36	44
			252	389
本公司股東應佔之 每股盈利	Earnings per share attributable to shareholders of the Company	12		
基本(港仙)	Basic (HK cents)		13.4	21.6
攤薄(港仙)	Diluted (HK cents)		13.3	21.4

合併綜合收益表

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

截至2024年12月31日止年度

For the year ended December 31, 2024

(以百萬港元為單位)	(In HK\$ million)	附註 Note	2024	2023
本年度除所得稅後溢利	Profit after income taxes for the year		252	389
其他綜合收益：	Other comprehensive income:			
不會重新分類至損益賬之項目：	Items that will not be reclassified to profit or loss:			
於其他綜合收益按公允值處理之 金融資產公允值變動	Fair value change on financial asset at fair value through other comprehensive income	19	2	(2)
海外附屬公司非控制性權益 應佔之換算匯兌調整	Exchange adjustments on translation of overseas subsidiaries which are attributed to the non-controlling interests		(5)	–
或可重新分類至損益賬之項目：	Items that may be reclassified to profit or loss:			
海外附屬公司、一間合營公司及 分公司之換算匯兌調整	Exchange adjustments on translation of overseas subsidiaries, a joint venture and branches		(66)	(10)
本年度總綜合收益	Total comprehensive income for the year		183	377
應佔：	Attributable to:			
本公司股東	Shareholders of the Company		152	333
非控制性權益	Non-controlling interests		31	44
			183	377

合併資產負債表

CONSOLIDATED BALANCE SHEET

2024年12月31日
December 31, 2024

(以百萬港元為單位)	(In HK\$ million)	附註 Note	2024	2023
資產	ASSETS			
流動資產	Current assets			
現金及銀行結存	Cash and bank balances	14	836	935
應收賬款及其他應收款	Trade and other receivables	16	342	319
存貨	Inventories	17	508	474
租金預付款項	Rental prepayments	18	2	3
可收回所得稅款	Income tax recoverable		4	4
流動資產總額	Total current assets		1,692	1,735
非流動資產	Non-current assets			
於其他綜合收益按公允值處理 之金融資產	Financial asset at fair value through other comprehensive income	19	3	1
於損益賬按公允值處理 之金融資產	Financial asset at fair value through profit or loss	15	28	28
按金及其他應收款	Deposits and other receivables	16	88	74
一間合營公司權益	Interest in a joint venture	20	414	494
投資物業	Investment properties	21	14	16
物業、機器及設備	Property, plant and equipment	22	160	166
使用權資產	Right-of-use assets	23	805	762
商譽	Goodwill	24	541	541
遞延稅項資產	Deferred tax assets	32	21	39
非流動資產總額	Total non-current assets		2,074	2,121
資產總額	Total assets		3,766	3,856
負債及權益	LIABILITIES AND EQUITY			
流動負債	Current liabilities			
銀行貸款	Bank loans	29	26	30
應付賬款及其他應付款	Trade and other payables	30	611	552
租賃負債	Lease liabilities	23	328	329
授出認沽期權負債	Put option liabilities	31	81	81
應付所得稅	Income tax payables		88	104
流動負債總額	Total current liabilities		1,134	1,096

合併資產負債表（續）
CONSOLIDATED BALANCE SHEET (continued)

2024年12月31日
December 31, 2024

(以百萬港元為單位)		附註 Note	2024	2023
非流動負債	Non-current liabilities			
遞延稅項負債	Deferred tax liabilities	32	95	111
其他非流動負債	Other non-current liabilities	33	417	337
非流動負債總額	Total non-current liabilities		512	448
負債總額	Total liabilities		1,646	1,544
股本及儲備	Capital and reserves			
股本	Share capital	25	81	81
儲備	Reserves	28	1,820	1,890
擬派股息	Proposed dividends	13	97	218
本公司股東應佔權益	Equity attributable to shareholders of the Company		1,998	2,189
非控制性權益	Non-controlling interests	26	122	123
權益總額	Total equity		2,120	2,312
權益及負債總額	Total equity and liabilities		3,766	3,856
淨流動資產	Net current assets		558	639
資產總額減流動負債	Total assets less current liabilities		2,632	2,760

陳嘉緯
CHAN Ka Wai
董事
Director

羅學文
Mark Alan LOYND
董事
Director

合併現金流量表

CONSOLIDATED CASH FLOW STATEMENT

截至2024年12月31日止年度
For the year ended December 31, 2024

(以百萬港元為單位)	(In HK\$ million)	附註 Note	2024	2023
經營業務：	Operating activities:			
除所得稅前溢利	Profit before income taxes		351	508
調整：	Adjustments for:			
應佔一間合營公司溢利	Share of profit of a joint venture	20	(20)	(45)
於損益賬按公允值處理之 金融資產之公允值虧損	Fair value loss on financial asset at fair value through profit or loss	6	–	6
租金預付款項攤銷	Amortization of rental prepayments	18	1	1
利息收入	Interest income	6	(15)	(23)
物業、機器及設備和 投資物業折舊	Depreciation of property, plant and equipment and investment properties	7, 21, 22	62	53
使用權資產折舊	Depreciation of right-of-use assets	7, 23	420	412
出售物業、機器及設備之 淨虧損	Net loss on disposal of property, plant and equipment	6	4	1
物業、機器及設備之 減值虧損	Impairment of property, plant and equipment	7, 22	1	–
使用權資產之減值虧損	Impairment of right-of-use assets	7, 23	3	–
陳舊存貨撥備及 存貨撇銷淨額	Net provision for obsolete stock and stock written off	7	2	3
應收賬款虧損撥備變動	Change in loss allowance for trade receivables	7, 16	3	(4)
融資費用	Finance expense	8	46	40
營運資金、利息及所得稅 變動前之經營現金流入	Operating cash inflow before changes in working capital, interest and income taxes		858	952
存貨之(增加)減少	(Increase) decrease in inventories		(31)	135
應收賬款及其他應收款之 (增加)減少	(Increase) decrease in trade and other receivables		(49)	24
應付賬款及其他應付款之 增加(減少)	Increase (decrease) in trade and other payables		90	(18)
經營活動所產生之現金	Cash generated from operations		868	1,093
已付利息	Interest paid		(46)	(40)
已付香港利得稅	Hong Kong profits tax paid		(6)	(2)
已付海外稅項	Overseas tax paid		(106)	(109)
經營業務之現金流入淨額	Net cash inflow from operating activities		710	942

合併現金流量表(續)

CONSOLIDATED CASH FLOW STATEMENT (continued)

截至2024年12月31日止年度
For the year ended December 31, 2024

(以百萬港元為單位)	(In HK\$ million)	附註 Note	2024	2023
投資業務：	Investing activities:			
購買物業、機器及設備	Purchase of property, plant and equipment	22	(66)	(87)
按金及其他應收款之增加	Increase in deposits and other receivables		–	(4)
銀行定期存款之減少(增加)	Decrease (increase) in bank time deposits	14	163	(115)
已收利息	Interest received	6	15	23
已收一間合營公司股息	Dividends received from a joint venture	20	37	28
投資業務之現金流入 (流出)淨額	Net cash inflow (outflow) from investing activities		149	(155)
融資業務：	Financing activities:			
按金及其他應收款之 減少(增加)	Decrease (increase) in deposits and other receivable		6	(1)
租賃負債之本金部分之付款	Payment for principal elements of lease liabilities	36	(408)	(400)
發行股本所得款項	Proceeds from issue of shares		5	47
股份回購	Share repurchase		(1)	–
出售一間附屬公司之 部分權益之所得款項	Proceeds from disposal of partial interest in a subsidiary		–	2
收購一間附屬公司之 額外權益之付款	Payment for acquisition of additional interest in a subsidiary		–	(3)
已付非控制性權益股息	Dividends paid to non-controlling interests		(32)	(75)
已付股息	Dividends paid		(347)	(514)
新增銀行貸款	Addition of bank loans	36	138	123
償還銀行貸款	Repayment of bank loans	36	(140)	(105)
融資業務之現金流出淨額	Net cash outflow from financing activities		(779)	(926)
現金及現金等值之 增加(減少)	Increase (decrease) in cash and cash equivalents		80	(139)
年初現金及現金等值項目	Cash and cash equivalents at the beginning of the year		720	860
現金及現金等值外幣匯率 變動之影響	Effect of foreign exchange rate changes on cash and cash equivalents		(16)	(1)
年終現金及現金等值項目	Cash and cash equivalents at the end of the year		784	720
現金及現金等值結存之分析	ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
現金及銀行結存	Cash and bank balances	14	836	935
減：存款日起三個月以 上到期之銀行存款	Less: Bank deposits with maturity over three months, from date of deposit		(52)	(215)
			784	720

合併權益變動表

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

截至2024年12月31日止年度
For the year ended December 31, 2024

(以百萬港元為單位) (In HK\$ million)	本公司股東應佔權益 Attributable to shareholders of the Company										非控制性 權益 Non- controlling interests	權益總額 Total equity
	股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	匯兌儲備 Exchange reserve	其他儲備 Other reserves	於其他綜合收益 按公允值處理之 金融資產儲備 Financial asset at fair value through other comprehensive income reserve	滾存溢利 Retained profits	合計 Total		
於2024年1月1日 At January 1, 2024	81	383	3	1,028	16	(94)	124	(7)	655	2,189	123	2,312
本年度除所得稅後溢利 Profit after income taxes for the year	-	-	-	-	-	-	-	-	216	216	36	252
其他綜合收益： Other comprehensive income:												
— 於其他綜合收益按公允值處理之 金融資產公允值的變動 Fair value change on financial asset at fair value through other comprehensive income	-	-	-	-	-	-	-	2	-	2	-	2
— 海外附屬公司、一間合營公司及分公司 換算之匯兌調整 Exchange adjustment on translation of overseas subsidiaries, a joint venture and branches	-	-	-	-	-	(66)	-	-	-	(66)	(5)	(71)
總綜合收益 Total comprehensive income	-	-	-	-	-	(66)	-	2	216	152	31	183
與股東交易： Transactions with shareholders:												
儲備間撥轉 Transfer among reserves	-	-	-	-	(2)	-	1	-	1	-	-	-
購股權計劃 Share option scheme												
— 因行使購股權而發行之股份 Share issue upon exercise of share options	-	-	-	5	-	-	-	-	-	5	-	5
非控制性權益股息 Dividends to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(32)	(32)
2023年末期股息(附註13(b)) 2023 final dividend (Note 13(b))	-	-	-	-	-	-	-	-	(218)	(218)	-	(218)
2024年中期股息(附註13(a)) 2024 interim dividend (Note 13(a))	-	-	-	-	-	-	-	-	(129)	(129)	-	(129)
購回之股份(附註25(c)) Shares repurchased (Note 25(c))	-	-	-	-	-	-	-	-	(1)	(1)	-	(1)
	-	-	-	5	(2)	-	1	-	(347)	(343)	(32)	(375)
於2024年12月31日 At December 31, 2024	81	383	3	1,033	14	(160)	125	(5)	524	1,998	122	2,120

合併權益變動表（續）

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (continued)

截至2024年12月31日止年度
For the year ended December 31, 2024

(以百萬港元為單位) (In HK\$ million)	本公司股東應佔權益 Attributable to shareholders of the Company										非控制性 權益 Non- controlling interests	權益總額 Total equity
	股本 Share capital	撥入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	匯兌儲備 Exchange reserve	其他儲備 Other reserves	於其他綜合收益 按公允值處理之 金融資產儲備 Financial asset at fair value through other comprehensive income reserve	滾存溢利 Retained profits	合計 Total		
於2023年1月1日 At January 1, 2023	79	383	3	983	22	(84)	118	(6)	819	2,317	205	2,522
本年度除所得稅後溢利 Profit after income taxes for the year	-	-	-	-	-	-	-	-	345	345	44	389
其他綜合收益： Other comprehensive income:												
— 於其他綜合收益按公允值處理之 金融資產公允值的變動 Fair value change on financial asset at fair value through other comprehensive income	-	-	-	-	-	-	-	(2)	-	(2)	-	(2)
— 海外附屬公司、一間合營公司及分公司 換算之匯兌調整 Exchange adjustment on translation of overseas subsidiaries, a joint venture and branches	-	-	-	-	-	(10)	-	-	-	(10)	-	(10)
總綜合收益 Total comprehensive income	-	-	-	-	-	(10)	-	(2)	345	333	44	377
於其他綜合收益按公允值處理之金融資產的出售 Disposal of financial asset at fair value through other comprehensive income	-	-	-	-	-	-	-	1	(1)	-	-	-
與股東交易： Transactions with shareholders:												
儲備間撥轉 Transfer among reserves	-	-	-	-	(6)	-	-	-	6	-	-	-
購股權計劃 Share option scheme												
— 因行使購股權而發行之股份 Share issue upon exercise of share options	2	-	-	45	-	-	-	-	-	47	-	47
非控制性權益股息 Dividends to non-controlling interests	-	-	-	-	-	-	-	-	-	-	(75)	(75)
收購一間附屬公司之額外權益 Acquisition of additional interest in a subsidiary	-	-	-	-	-	-	6	-	-	6	(53)	(47)
出售一間附屬公司之部分權益 Disposal of partial interest in a subsidiary	-	-	-	-	-	-	-	-	-	-	2	2
2022年末期股息(附註13(b)) 2022 final dividend (Note 13(b))	-	-	-	-	-	-	-	-	(240)	(240)	-	(240)
2023年中期股息(附註13(a)) 2023 interim dividend (Note 13(a))	-	-	-	-	-	-	-	-	(274)	(274)	-	(274)
	2	-	-	45	(6)	-	6	1	(509)	(461)	(126)	(587)
於2023年12月31日 At December 31, 2023	81	383	3	1,028	16	(94)	124	(7)	655	2,189	123	2,312

財務報表附註

NOTES TO THE FINANCIAL STATEMENTS

2024年12月31日
December 31, 2024

1. 一般資料

佐丹奴國際有限公司(「本公司」)及其附屬公司(統稱「本集團」)透過一個擁有約1,700間店舖並遍布30多個國家及地區之零售網絡分銷及銷售 *Giordano* 及 *Giordano Junior*、*Giordano Ladies*、*Beau Monde* 及其他自有及授權經營之品牌。

本公司於1995年3月3日根據百慕達1981年公司法在百慕達註冊成立之獲豁免有限責任公司。其註冊辦事處位於 Clarendon House, 2 Church Street, Hamilton, Pembroke HM11, Bermuda。其香港主要營業地點位於香港九龍長沙灣道777至779號天安工業大廈5樓。本公司之股份主要於香港聯合交易所有限公司(「聯交所」)主板上市(股份代號：709)。

除特別註明外，本合併財務報表以百萬港元為單位。此合併財務報表已於2025年3月26日獲董事會(「董事會」)批准刊發。

1. GENERAL INFORMATION

Giordano International Limited (the “Company”) and its subsidiaries (together the “Group”) distribute and sell fashion apparel under the brand names of *Giordano* and *Giordano Junior*, *Giordano Ladies*, *Beau Monde* as well as other owned and licensed brands through an extensive network with approximately 1,700 shops spanning over 30 countries and regions.

The Company was incorporated in Bermuda on March 3, 1995 as an exempted company with limited liability under the Companies Act 1981 of Bermuda. The address of its registered office is Clarendon House, 2 Church Street, Hamilton, Pembroke HM11, Bermuda. The address of its principal place of business in Hong Kong is 5th Floor, Tin On Industrial Building, 777–779 Cheung Sha Wan Road, Kowloon, Hong Kong. The Company has its primary listing on the main board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (Stock Code: 709).

The consolidated financial statements have been presented in million of units of Hong Kong dollars (HK\$ million) unless otherwise stated. These consolidated financial statements have been approved for issue by the board of directors (the “Board”) on March 26, 2025.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

2. 重大會計政策

編製本合併財務報表採用的重大會計政策載於下文。除另有說明外，此等政策在所列報的所有年度內貫徹應用。

(a) 編製基準

本合併財務報表乃按照香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)編製。此外，合併財務報表包括聯交所證券上市規則(「上市規則」)及香港公司條例規定的適用披露資料。本合併財務報表按照歷史成本法編製，惟若干金融資產及負債(包括衍生工具)按公允值計量。

在遵照香港財務報告準則編製財務報表時需運用若干重要會計估計。管理層亦需要在應用本集團之會計政策時作出判斷。若干需要高度判斷或涉及複雜範疇，或對合併財務報表有重大影響之假設和估算於附註4披露。

2. MATERIAL ACCOUNTING POLICIES

The material accounting policies applied 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.

(a) Basis of preparation

The consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities (the “Listing Rules”) of the Stock Exchange and by the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, except for certain financial assets and liabilities (including derivative instruments) measured at fair value.

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(b) 經修訂之準則的影響

本集團應用以下香港會計師公會頒佈之經修訂之準則，並於2024年1月1日或之後開始之本集團財政年度生效：

- 香港會計準則第1號之修訂本 將負債分類為流動或非流動和附帶契諾之非流動負債
- 香港財務報告準則第16號之修訂本 售後租回中的租賃負債
- 香港詮釋第5號(經修訂) 財務報表的列報 – 借款人對含有按要求隨時付還條文的有期貸款的分類
- 香港會計準則第7號及香港財務報告準則第7號之修訂本 供應商融資安排

對採納上文經修訂的準則不會導致本集團的會計政策或財務業績或狀況出現重大變動。

(c) 已頒佈但尚未生效的經修訂之準則

本集團並無提前應用該等已頒佈但尚未生效的經修訂之準則。採納該等準則預期不會對本集團的財務業績或狀況構成重大影響。

2. MATERIAL ACCOUNTING POLICIES (continued)

(b) Impact of new and amended standard

The Group has applied the following amended standards issued by HKICPA, which were effective for the Group's financial year beginning on or after January 1, 2024:

- Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and Non-current liabilities with covenants
- Amendments to HKFRS 16 Lease liability in sales and leaseback
- HK Interpretation 5 (Revised) Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
- Amendments to HKAS 7 and HKFRS 7 Supplier Finance Arrangements

The adoption of the above amendments to standards did not result in substantial changes to the Group's accounting policies or financial results or position.

(c) Amended standards issued, but not yet effective

The Group has not early applied the amended standards that have been issued but not yet effective. The adoption of these is not expected to have a material impact on the financial results or position of the Group.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

2. 重大會計政策（續）

(d) 附屬公司

(i) 合併

附屬公司為本集團控制之實體（包括結構性實體）。當本集團對參與實體業務之浮動回報承擔風險或享有權利以及能透過對實體之權力影響該等回報時，即取得控制權。附屬公司在控制權轉移至本集團之日全面合併入賬。附屬公司在控制權終止之日起停止合併入賬。

業務合併

本集團應用購買法將業務合併入賬。購買附屬公司所轉讓的對價，為所轉讓資產、對被收購方的前所有人產生的負債，及本集團發行的股本權益的公允值。所轉讓的對價包括或有對價安排所產生的任何資產和負債的公允值。在業務合併中所購買可辨認的資產以及所承擔的負債及或有負債，首先以彼等於購買日期的公允值計量。

本集團按個別收購基準，確認在被購買方的任何非控制性權益。被購買方的非控制性權益為現時的擁有權權益，並賦予持有人一旦清盤時按比例應佔主體的淨資產，可按公允值或按現時擁有權權益應佔被收購方可識別淨資產的確認金額比例而計量。非控制性權益的所有其他組成部分按收購日期的公允值計量，除非香港財務報告準則規定必須以其他計量基準計算。

2. MATERIAL ACCOUNTING POLICIES (continued)

(d) Subsidiaries

(i) Consolidation

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

Business combination

The Group applies the acquisition method to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date.

The Group recognizes any non-controlling interests in the acquiree on an acquisition-by-acquisition basis. Non-controlling interests in the acquiree that are present ownership interests and entitle their holders to a proportionate share of the entity's net assets in the event of liquidation are measured at either fair value or the present ownership interests' proportionate share in the recognized amounts of the acquiree's identifiable net assets. All other components of non-controlling interests are measured at their acquisition date fair value, unless another measurement basis is required by HKFRSs.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(d) 附屬公司(續)

(i) 合併(續)

業務合併(續)

收購相關成本於產生時列為開支。

倘業務合併分階段進行，收購方過往於被收購方持有之股權按於收購日期之公允值價透過損益重新計量。上述重新計量時出現之收益及虧損均於損益賬內確認。

所轉讓對價、被收購方任何非控制性權益及被收購方任何過往股權於收購日期之公允值超出所收購資產淨值公允值之差額乃作為商譽列賬。若在折扣收購之情況下，所轉讓對價、已確認非控制性權益及已計量之過往持有權益少於所收購附屬公司之資產淨值公允值，差額直接於合併利潤表內確認。

集團內公司之間的交易、結餘及交易之未變現利得予以對銷。未變現損失亦予以對銷，除非該交易為所交易資產之減值提供憑據。附屬公司之會計政策在需要情況下已作修訂，以確保與本集團所採納之政策一致。

2. MATERIAL ACCOUNTING POLICIES (continued)

(d) Subsidiaries (continued)

(i) Consolidation (continued)

Business combination (continued)

Acquisition related costs are expensed as incurred.

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

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

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

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

2. 重大會計政策(續)

(d) 附屬公司(續)

(i) 合併(續)

不導致失去控制權的附屬公司權益變動

本集團將其與非控制性權益進行不導致失去控制權的交易入賬為權益交易—即與所有者以其作為所有者身份進行的交易。所支付任何對價的公允值與相關應佔所收購附屬公司淨資產賬面值的差額記錄為權益。處置非控制性權益的盈虧亦記錄在權益中。

出售附屬公司

當本集團不再持有控制權，在實體的任何保留權益重新計量至公允值，賬面值的變動在損益賬中確認。公允值為就保留權益的後續入賬而言為聯營公司、合營公司或金融資產的初始賬面值。此外，之前在其他綜合收入中確認與該實體有關的任何金額猶如本集團已直接出售相關資產和負債般入賬。這可能表示之前在其他綜合收入中確認的數額重新分類至損益賬。

2. MATERIAL ACCOUNTING POLICIES (continued)

(d) Subsidiaries (continued)

(i) Consolidation (continued)

Change in ownership interests in subsidiaries without change of control

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

Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognized in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as an associate, joint venture or financial asset. In addition, any amounts previously recognized 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 recognized in other comprehensive income are reclassified to profit or loss.

2. 重大會計政策(續)**(d) 附屬公司(續)****(ii) 獨立財務報表**

附屬公司投資按成本扣除減值列賬。成本亦包括投資的直接歸屬成本。附屬公司的業績由本公司按已收及應收股息入賬。

如股息超過宣派股息期內附屬公司的總綜合收益，或如在獨立財務報表的投資帳面值超過合併財務報表中被投資公司淨資產(包括商譽)的帳面值，則必須對附屬公司投資作減值測試。

(e) 合營安排

本集團應用香港財務報告準則第11號於所有合營安排。根據香港財務報告準則第11號，在合營安排的投資分類為共同經營或合營公司，視乎每名投資者擁有的合同權利和義務。本集團已評估其合營安排的性質，並釐定其為合營公司。合營公司使用權益法入賬。

根據權益法，合營公司權益初步以成本確認，其後經調整在其他綜合收益中確認本集團享有利潤或虧損的收購後份額和變動。當本集團享有某一合營公司的虧損超過或相等於在該合營公司的權益(包括任何實質上構成本集團在該合營公司的淨投資的長期權益)，則本集團不確認進一步虧損，除非本集團已產生義務或已代合營公司付款。

2. MATERIAL ACCOUNTING POLICIES (continued)**(d) Subsidiaries (continued)****(ii) Separate financial statements**

Investments in subsidiaries are accounted for at cost, less impairment. Cost also 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 dividends from these investments if the dividend exceeds the total comprehensive income of the subsidiary in the period the dividend is declared or if the carrying amount of the investment in the separate financial statements exceeds the carrying amount in the consolidated financial statements of the investee's net assets including goodwill.

(e) Joint arrangements

The Group has applied HKFRS 11 to all joint arrangements. Under HKFRS 11 investments in joint arrangements are classified as either joint operations or joint ventures depending on the contractual rights and obligations each investor have. The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method.

Under the equity method of accounting, interests in joint ventures are initially recognized at cost and adjusted thereafter to recognize the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures (which includes any long-term interests that, in substance, form part of the Group's net investment in the joint ventures), the Group does not recognize further losses, unless it has incurred obligations or made payments on behalf of the joint ventures.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(e) 合營安排(續)

本集團與其合營公司之間的未變現交易收益按集團在該等合營公司的權益予以對銷。未變現虧損也予以對銷，除非交易提供證據證明所轉讓的資產出現減值。合營公司的會計政策如有需要已改變以符合本集團採納的政策。

(f) 分部報表

營運分部報告要與向高級決策者匯報之內部報告一致。高級決策者是負責營運分部的資源分配及表現評估，被甄選為董事及高級管理層，以作出策略的決定。

(g) 外幣換算

(i) 功能性及呈列貨幣

本集團內各企業的財務報表內的項目均以該企業經營之主要經濟環境之通行貨幣(「功能性貨幣」)計量。合併財務報表以港元(HK\$)呈列，而該貨幣為本公司的功能性及本集團的呈列貨幣。

2. MATERIAL ACCOUNTING POLICIES (continued)

(e) Joint arrangements (continued)

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

(f) Segment reporting

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

(g) Foreign currency translation

(i) Functional and presentation currency

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(g) 外幣換算(續)

(ii) 交易及結餘

外幣交易採用交易或項目重新計量的估值日期的匯率換算為功能性貨幣。上述交易結算過程中以及按年終兌換匯率換算以外幣為單位之貨幣性資產和負債時出現的匯兌收益及虧損均於合併利潤表中確認。

非貨幣性金融資產及負債(例如以公允值計量且其變動計入損益賬的權益)的折算差額列報為公允值收益和虧損的一部份,並於損益賬中確認。非貨幣性金融資產(例如分類為於其他綜合收益按公允值處理的權益)的折算差額包括在其他綜合收益中。

(iii) 集團公司

所有本集團之公司若其功能性貨幣與呈列貨幣不同(各公司均無極高通脹經濟之貨幣),其業績及財務狀況均按以下方法換算為呈列貨幣:

- 每份呈列於資產負債表之資產及負債均以該資產負債表結算日之收市匯率換算;

2. MATERIAL ACCOUNTING POLICIES (continued)

(g) Foreign currency translation (continued)

(ii) Transactions and balances

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

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

(iii) Group companies

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

- assets and liabilities for each balance sheet presented are translated at the closing rate at balance sheet date;

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
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2. 重大會計政策(續)

(g) 外幣換算(續)

(iii) 集團公司(續)

- 每份利潤表之收入及支出項目乃按平均匯率換算(除非該平均匯率對交易日通行匯率之累計影響並非一個合理的接近匯率; 在此情況下, 收入及支出乃按交易當日的匯率換算); 及
- 所有兌換差異乃於其他綜合收益中確認。

購買境外主體產生的商譽及公允值調整視為該境外主體的資產和負債, 並按期末匯率換算。產生的匯兌差額在其他綜合收益中入賬。

(iv) 境外經營的處置

對於境外經營的處置(即處置本集團在境外經營中的全部權益, 或者處置涉及喪失對擁有境外經營的附屬公司的控制權, 或涉及喪失對擁有境外經營的合營公司的合營權, 或涉及喪失對擁有境外經營的聯營企業的控制權), 就該項經營累計計入權益的歸屬於公司權益持有者的所有匯兌差額均轉列至損益賬。

2. MATERIAL ACCOUNTING POLICIES (continued)

(g) Foreign currency translation (continued)

(iii) Group companies (continued)

- income and expenses for each income statement are translated at average exchange rates (unless this average rate 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 exchange rate on transaction dates); and
- all resulting exchange differences are recognized in other comprehensive income.

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

(iv) Disposal of foreign operation

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

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(h) 物業、機器及設備

樓宇、租賃物業裝修及其他固定資產以成本值扣除累積折舊及累積減值虧損列賬。成本值指資產之購買價及將資產達至現行用途之其他有關費用。

僅在與該項目相關之未來經濟效益有可能歸於本集團及能可靠地計算出該項目成本之情況下，其後之成本才會包括於資產賬面值或確認為獨立之資產(如適用)。已更換部件的賬面值已被終止確認。所有其他維修及保養支出於其產生之財務期內計入合併利潤表。

物業、機器及設備之折舊乃以資產成本值按其估計於本集團可使用年期或租賃期限以直線方式撇銷如下：

- 永久業權之土地不作攤銷。
- 位於永久業權土地上之樓宇是按估計可使用年期，以其完成日不多於50年計算折舊。
- 租賃物業裝修是按估計可使用年限或租賃期限，兩者之較短者計算折舊。
- 位於租賃土地上之樓宇是按估計剩餘租賃年期或其估計可使用年期，以完成日不多於50年計算，兩者之較短者折舊。
- 廠房及機器 5年
- 其他物業及設備 3至5年

2. MATERIAL ACCOUNTING POLICIES (continued)

(h) Property, plant and equipment

Buildings, leasehold improvements and other fixed assets are stated at cost less accumulated depreciation and any accumulated impairment losses. Cost represents the purchase price of the asset and other costs incurred to bring the asset into its existing use.

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

Depreciation of property, plant and equipment is calculated using the straight-line method to allocate cost over their estimated useful lives or lease term, as follows:

- Freehold land is not amortized.
- Buildings situated on freehold land are depreciated over their estimated useful lives, being no more than 50 years after the date of completion.
- Leasehold improvements are depreciated over the shorter of their estimated useful lives or lease term.
- Buildings situated on leasehold land are depreciated over the shorter of the unexpired term of lease or their estimated useful lives, being no more than 50 years after the date of completion.
- Plant and equipment 5 years
- Other property and equipment 3 – 5 years

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

2. 重大會計政策(續)

(h) 物業、機器及設備(續)

於每個結算日，資產之剩餘價值及可使用年期，會於適當情況重新審閱及作出調整。若資產的賬面值高於其估計可收回價值，其賬面值即時撇減至可收回金額。

出售物業、機器及設備之收益或虧損是指出售淨收益與有關資產賬面金額之差額，並於合併利潤表內列賬。

(i) 投資物業

投資物業是指持有以長期收租或資本增值或同時達成上述兩者之物業。以成本值扣除累積折舊及累積減值虧損列賬。成本值是指投資物業之購買價及將物業達至現行用途之其他有關費用。投資物業之折舊是按剩餘租賃年期將其成本值用直線折舊法撇銷計算。

僅在與該項目相關之未來經濟效益有可能歸於本集團及能可靠地計算出項目成本之情況下，其後的支出方會從資產賬面值中支銷。所有其他維修及保養支出於其產生之財務期內計入合併利潤表。

2. MATERIAL ACCOUNTING POLICIES (continued)

(h) Property, plant and equipment (continued)

Assets' residual values and useful lives are reviewed and adjusted if appropriate, at each balance sheet date. 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.

Gain or loss on disposal of property, plant and equipment is the difference between the net sales proceeds and the carrying amount of the relevant asset, and is recognized in the consolidated income statement.

(i) Investment property

An investment property is a property which is held for long term rental yield or for capital appreciation, or both. It is stated at cost less accumulated depreciation and any accumulated impairment losses. Cost represents the purchase price of the investment property and other costs incurred to bring the property into its existing use. Depreciation of investment property is calculated using straight-line method to write off its cost over the unexpired period of the lease.

Subsequent expenditure is charged to the asset's carrying amount 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. All other repairs and maintenance costs are expensed in the consolidated income statement during the financial period in which they are incurred.

NOTES TO THE FINANCIAL STATEMENTS (continued)

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2. 重大會計政策(續)

(i) 投資物業(續)

投資物業於其被出售或永久不再予使用且預期不會就其出售產生未來經濟利益時終止確認。終止確認該物業所產生之收益或損失(按出售收益淨額及資產賬面值之差額計算)於該物業終止確認之期間計入損益賬中。

(j) 商譽

商譽產生自收購附屬公司、聯營公司及合營公司，並相當於所轉讓對價，被收購方的非控制性權益金額以及享有的被收購方過往的權益在收購日的公允值超過本集團獲得的被收購方的可辨認淨資產公允值的數額。

就減值測試而言，在業務合併中購入的商譽會分配至每個現金產出單元(「現金產出單元」)或現金產出單元組(預期可從合併中獲取協同利益)。商譽被分配的每個單元或單元組指在主體內商譽被監控作內部管理用途的最底層次。商譽在經營分部層次進行監控。

對商譽的減值檢討每年進行，或如事件或情況轉變顯示可能存在減值，則更頻密地檢討。商譽的賬面值以成本扣除累計減值計算。出售個體的收益及虧損包含個體相關的商譽賬面結餘。

2. MATERIAL ACCOUNTING POLICIES (continued)

(i) Investment property (continued)

Investment properties are derecognized either when they have been disposed of or when the investment property is permanently withdrawn from use and no future economic benefit is expected from its disposal. Any gain or loss arising from derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognized.

(j) Goodwill

Goodwill arises on the acquisition of subsidiaries, associates and joint ventures and represents the excess of the consideration transferred, the amount of non-controlling interests in the acquiree and the acquisition-date fair value of any previous equity interest in the acquiree over the fair value of the net identifiable assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. Goodwill is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill related to the entity sold.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

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2. 重大會計政策(續)

(k) 非金融資產減值

使用壽命不限定的無形資產無需攤銷，但每年須就減值進行測試。須作攤銷的資產，當有事件出現或情況改變顯示賬面值可能無法收回時就進行減值檢討。減值虧損按資產的賬面值超出其可收回金額的差額確認。可收回金額以資產的公允值扣除銷售成本或使用價值兩者之間較高者為準。於評估減值時，資產按可分開辨認現金流量(現金產出單元)的最低層次組合。除商譽外，已蒙受減值的非金融資產在每個報告日期均就減值是否可以轉回進行檢討。

(l) 金融資產

(i) 分類

本集團按以下的計量類別將其金融資產分類：

- 其後按公允值計量(不論計入其他綜合收益或計入損益)；及
- 按攤銷成本計量。

分類取決於實體管理金融資產的業務模式及現金流量的合約條款。

就按公允值計量的資產而言，收益及虧損將於損益賬或其他綜合收益列賬。就並非持作買賣的股本工具投資而言，將取決於本集團是否於初始確認時作出不可撤回選擇，將股本投資以於其他綜合收益按公允值處理入賬。

本集團只限於當管理該等資產的業務模式改變時重新分類債務投資。

2. MATERIAL ACCOUNTING POLICIES (continued)

(k) Impairment of non-financial assets

Assets that have an indefinite useful life are not subject to amortization and are tested annually for impairment. Assets that are subject to amortization are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized 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 purpose of assessing impairment, assets are grouped at the lowest level for which there are separately identifiable cash flows (CGUs). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

(l) Financial assets

(i) 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 amortized 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 investments when and only when its business model for managing those assets changes.

NOTES TO THE FINANCIAL STATEMENTS (continued)

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2. 重大會計政策(續)

(I) 金融資產(續)

(ii) 認及取消確認

金融資產常規買賣乃於交易日確認，即本集團承諾購買或出售資產當日。當收取投資現金流量的權利已屆滿或轉讓，且本集團已轉讓所有權的絕大部分風險及回報時，則會終止確認金融資產。

(iii) 計量

於初步確認時，本集團按公允值計量金融資產。倘金融資產並非於損益賬按公允值處理(「於損益賬按公允值處理」)，則加上收購該金融資產直接應佔的交易成本。於損益賬按公允值處理的金融資產的交易成本於損益賬中列作開支。

在確定具有嵌入衍生工具的金融資產的現金流是否純粹為本金和利息付款時，需從金融資產的整體考慮。

債務工具

債務工具的後續計量取決於本集團管理資產之業務模式及該等資產的現金流量特徵。本集團將其債務工具分類為三種計量類別：

2. MATERIAL ACCOUNTING POLICIES (continued)

(I) Financial assets (continued)

(ii) Recognition and derecognition

Regular way purchases and sales of financial assets are recognized on the trade-date, the date on which the Group commits to purchase or sell the asset. Financial assets are derecognized when the rights to receive cash flows from the investments have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

(iii) Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss ("FVPL"), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in 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 instruments:

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

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2. 重大會計政策(續)

(I) 金融資產(續)

(iii) 計量(續)

債務工具(續)

- 攤銷成本：倘持有資產旨在收取合約現金流量，而該等資產的現金流量純粹為本金及利息付款，該等資產按攤銷成本計量。該等金融資產的利息收入以實際利率法計入財務收入。終止確認產生任何收益或虧損直接於損益賬中確認並連同匯兌收益及虧損於其他收益(虧損)中呈列。減值虧損於合併利潤表中呈列為獨立項目。
- 於其他綜合收益按公允值處理：倘持有資產目的為收取合約現金流量及銷售金融資產，且資產的現金流量純粹為本金及利息付款，則於其他綜合收益按公允值處理。賬面值變動計入其他綜合收益，惟減值損益、利息收入及匯兌損益於損益賬中確認。於終止確認金融資產時，先前於其他綜合收益確認的累計收益或虧損由權益重新分類至損益賬並於其他收益(虧損)確認。該等金融資產所產生利息收入乃使用實際利率法計入財務收入。匯兌收益及虧損於其他收益(虧損)呈列，而減值開支在利潤表中呈列為獨立項目。

2. MATERIAL ACCOUNTING POLICIES (continued)

(I) Financial assets (continued)

(iii) Measurement (continued)

Debt instruments (continued)

- Amortized 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 amortized 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 recognized directly in profit or loss and presented in other gains (losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated income statement.
- 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 recognized in profit or loss. When the financial asset is derecognized, the cumulative gain or loss previously recognized in OCI is reclassified from equity to profit or loss and recognized in other gains (losses). 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 gains (losses) and impairment expenses are presented as separate line item in the income statement.

NOTES TO THE FINANCIAL STATEMENTS (continued)

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2. 重大會計政策(續)

(I) 金融資產(續)

(iii) 計量(續)

債務工具(續)

- 於損益賬按公允值處理：不符合攤銷成本或於其他綜合收益按公允值處理標準的資產乃以於損益賬按公允值處理。隨後於損益賬按公允值處理的債務投資的損益於其產生期間在損益賬中確認並在其他收益(虧損)中呈列為淨值。

股本工具

本集團隨後就所有股本投資按公允值計量。當本集團管理層已選擇於其他綜合收益呈列股本投資的公允值收益及虧損，公允值收益及虧損於終止確認投資後不會重新分類至損益。該等投資的股息於本集團收取款項的權利確立時繼續於損益確認為其他收入。

於損益賬按公允值處理之金融資產公允值變動於利潤表確認為其他收益(虧損)(按適用情況)。於其他綜合收益按公允值處理的股本投資的減值虧損(及減值虧損撥回)不會因公允值其他變動而分開列報。

2. MATERIAL ACCOUNTING POLICIES (continued)

(I) Financial assets (continued)

(iii) Measurement (continued)

Debt instruments (continued)

- FVPL: Assets that do not meet the criteria for amortized cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognized in profit or loss and presented net within other gains (losses) in the period in which it arises.

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 OCI, 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 recognized in profit or loss as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognized in other gains (losses) in the income statement as applicable. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

2. 重大會計政策(續)

(I) 金融資產(續)

(iv) 減值

本集團對有關其按攤銷成本列賬及於其他綜合收益按公允值處理之債務工具的預期信貸虧損進行前瞻性評估。所應用的減值方法取決於信貸風險是否大幅增加。

就應收貿易款項而言，本集團應用香港財務報告準則第9號允許的簡化方法，其中要求全期預期虧損須自首次確認應收款項時確認。

(m) 存貨

存貨按成本值與可變現淨值兩者中之較低者入賬。成本值乃按加權平均之基準。購入貨品成本發票價加採購成本計算。

可變現淨值乃存貨在正常業務情況下之預計售價扣除變賣費用。

(n) 應收賬款及其他應收款

應收賬款為在日常經營活動中就商品銷售或服務執行而應收客戶的款項。如應收賬款及其他應收款的收回預期在一年或以內(如仍在正常經營週期中，則可較長時間)，其被分類為流動資產；否則分類為非流動資產。

應收賬款及其他應收款除非包含重大財務組成部分，以公允值確認，否則無條件以對價金額為初始確認，其後利用實際利率法按攤銷成本扣除虧損撥備計量。

2. MATERIAL ACCOUNTING POLICIES (continued)

(I) Financial assets (continued)

(iv) Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortized cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognized from initial recognition of the receivables.

(m) Inventories

Inventories are stated at the lower of cost and net realizable value. Cost is determined on the weighted average basis. Cost of purchased goods is invoiced prices plus procurement costs.

Net realizable value is the estimated selling price at which inventories can be sold in the normal course of business, less applicable variable selling expenses.

(n) 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 recognized initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognized at fair value and subsequently measured at amortized cost using the effective interest method, less loss allowance.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(o) 現金及現金等值

於合併現金流量表，現金及現金等值包括手頭現金、銀行通知存款、其他短期高度流通和於三個月內到期之投資及銀行透支。銀行透支於合併資產負債表流動負債之銀行貸款內呈列。

(p) 應付賬款

應付賬款為在日常經營活動中購買商品或服務而應支付的債務。如應付款的支付日期在一年或以內(如仍在正常經營週期中，則可較長時間)，其被分類為流動負債；否則分類為非流動負債。

應付賬款以公允值為初始確認，其後利用實際利率法按攤銷成本計量。

(q) 銀行貸款

銀行貸款按公允值並扣除產生的交易費用為初始確認，其後按攤銷成本列賬；所得款(扣除交易成本)與贖回價值的任何差額利用實際利率法於借款期間內在合併利潤表確認。

除非本集團可無條件將負債的結算遞延至結算日後最少12個月，否則借款分類為流動負債。

2. MATERIAL ACCOUNTING POLICIES (continued)

(o) Cash and cash equivalents

In the consolidated cash flow statement, cash and cash equivalents include cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts. Bank overdrafts are shown within bank loans in current liabilities on the consolidated balance sheet.

(p) 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 recognized initially at fair value and subsequently measured at amortized cost using the effective interest method.

(q) Bank loans

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

Bank loans 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 end of the reporting period.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

2. 重大會計政策（續）

(r) 授出認沽期權安排

與本集團就附屬公司的權益而發行的授出認沽期權，當該等期權或只可以固定現金款額或按被投資者權益之公允市場價值作為結算時，其有關的潛在現金付款列為金融負債。根據該期權或須支付的應付款，初步按攤銷成本確認，而相應數額則直接在權益中扣除。

本集團確認此等授出認沽期權的發出成本，釐定為期權的公允值超過任何收取對價的數額作為融資成本。隨後於各結算日，因預期結算金額之改變，簽出授出認沽期權負債將重新計量至公允值，所產生的任何變動將於權益中確認。如期權未經行使而到期，負債剔除確認，相應金額在權益中調整。

(s) 借貸成本

所有借貸成本於發生期間內於合併利潤表支銷，除非此等成本直接歸屬於收購、建造或生產資產，而該資產需要長時間達至其預設用途或用作出售，才可作資本化。

2. MATERIAL ACCOUNTING POLICIES (continued)

(r) Put option arrangements

The potential cash payments related to put options issued by the Group over the equity of subsidiary companies are accounted for as financial liabilities when such options may only be settled other than by exchange of a fixed amount of cash or at the fair market value of the equity interest of the investees. The amount that may become payable under the option on exercise is initially recognized at amortized costs with a corresponding charge directly to equity.

The Group recognizes the cost of writing such put options, determined as the excess of the fair value of the option over any consideration received, as a financing cost. Such options are subsequently re-measured at fair value as a result of the change in the expected settlement amount at each balance sheet date, with any resulting changes recognized in the equity. In the event that the option expires unexercised, the liability is derecognized with a corresponding adjustment to equity.

(s) Borrowing costs

Borrowing costs are expensed in the consolidated income statement in the period in which they are incurred, except to the extent that they are capitalized as being directly attributable to the acquisition, construction or production of an asset which necessarily takes a substantial period of time to get ready for its intended use or sale.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(t) 當期及遞延稅項

(i) 當期稅項

本期間的稅項支出包括當期和遞延稅項。稅項在合併利潤表中確認，但與在其他綜合收益中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他綜合收益或直接在權益中確認。

當期所得稅支出根據本公司的附屬公司及產生應課稅收入的國家及地區於資產負債表日已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例解釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定準備。

(ii) 遞延稅項

內在差異

遞延所得稅利用負債法確認資產和負債的稅基與資產和負債在合併財務報表的賬面值的差額而產生的暫時性差異。然而，若遞延所得稅負債來自對商譽的初始確認，以及若遞延所得稅來自在交易(不包括業務合併)中對資產或負債的初始確認，而在交易時不影響會計損益賬或應課稅損益賬，則不作記賬。遞延所得稅採用在資產負債表日前已頒佈或實質上已頒佈，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率(及法例)而釐定。

2. MATERIAL ACCOUNTING POLICIES (continued)

(t) Current and deferred tax

(i) Current tax

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

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 and regions where the Company's subsidiaries operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(ii) Deferred tax

Inside basis differences

Deferred income tax is recognized, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognized if they arise from the initial recognition of goodwill, the deferred income tax is not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the balance sheet date and are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

2. 重大會計政策(續)

(t) 當期及遞延稅項(續)

(ii) 遞延稅項(續)

內在差異(續)

遞延所得稅資產是就很可能有未來應課稅利潤而就此可使用暫時性差異而確認。

外在差異

遞延稅項就附屬公司、聯營公司及共同控制實體之權益產生的暫時性差異而準備，但假若本集團可以控制暫時性差異的轉回時間，而暫時性差異在可預見將來很可能不會轉回則除外。

遞延所得稅資產於附屬公司、聯營公司及共同安排所產生之可扣減暫時性差異中確認，惟該暫時性差異須將有可能在日後撥回，且有足夠應課稅溢利供有關暫時性差異所用。

(iii) 抵銷

當有法定可執行權力將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

2. MATERIAL ACCOUNTING POLICIES (continued)

(t) Current and deferred tax (continued)

(ii) Deferred tax (continued)

Inside basis differences (continued)

Deferred income tax assets are recognized only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilized.

Outside basis differences

Deferred income tax is provided on temporary differences arising on interests in subsidiaries, associates and joint ventures, except for deferred income tax liability where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

Deferred income tax assets are recognized on deductible temporary differences arising from investments in subsidiaries, associates and joint arrangements only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilized.

(iii) Offsetting

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(u) 僱員福利

(i) 終止服務款項撥備(「退休金責任」)

本集團運營各種退休後計劃，包括界定供款計劃和界定福利計劃以及退休後醫療計劃。

對於界定供款計劃，本集團按強制性、合同性或自願性基礎向公共或私營的養老保險計劃支付供款。供款支付後，本集團不再有其他付款責任。供款在到期時被確認為員工福利費用。預付供款在現金退款或未來付款減少可用的範圍內確認為資產。

在財務狀況表中確認的與界定福利計劃相關的負債或資產，是在報告期末界定福利計劃責任的現值減去計劃資產的公允價值。界定福利計劃責任由獨立精算師每年使用預計單位信貸法計算。

界定福利計劃責任的現值是通過使用以支付退休金計劃貨幣計價的高質量公司債券的利率折現估計的未來現金流出來確定的，這些債券的期限與相關責任的期限相近。在那些沒有此類債券深厚市場的國家，則使用政府債券的市場利率。

2. MATERIAL ACCOUNTING POLICIES (continued)

(u) Employee benefits

(i) End of Service Payment Provision (“Pension obligations”)

The group operates various post-employment schemes, including both defined contribution and defined benefit pension plans and post-employment medical plans.

For defined contribution plans, the group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

For defined benefit plan, the liability or asset recognised in the statement of financial position in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms approximating to the terms of the related obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

2. 重大會計政策(續)

(u) 僱員福利(續)

(i) 終止服務款項撥備(「退休金責任」)(續)

淨利息成本是通過將折現率應用於界定福利計劃責任的淨餘額和計劃資產的公允價值來計算的。這些成本包含在損益表中的員工福利費用中。

因經驗調整和精算假設變更產生的重測收益和虧損在發生的期間內直接確認在其他綜合收益中。這些收益和虧損包含在股本變動表和財務狀況表中的滾存溢利中。

某些界定福利計劃要求員工為公司分擔退休金計劃成本。員工的供款與服務年限相關，因此這些供款減少了服務成本。本集團按直線法將員工的供款分配至服務期內。

計劃修訂或縮減導致的界定福利計劃責任現值變動即時在損益中列為過往服務成本確認。

如果實體在報告期末沒有權利將結算遞延至少十二個月，則在財務狀況表中將退休金責任列為流動負債，無論實際結算預期何時發生。

2. MATERIAL ACCOUNTING POLICIES (continued)

(u) Employee benefits (continued)

(i) End of Service Payment Provision (“Pension obligations”) (continued)

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit or loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the statement of financial position.

Certain defined benefit schemes require employees to contribute to reduce the cost of the benefits to the Group. Contributions from employees are linked to service and hence, the contributions reduce service cost. The Group attributes the contributions from employees to periods of service on a straight-line basis.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service costs.

The pension obligations are presented as current liabilities in the statement of financial position if the entity does not have a right, at the end of the reporting period, to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(u) 僱員福利(續)

(ii) 以股份支付的補償

本集團設有一項以股權結算、以股份支付之補償計劃。本集團就授出購股權而取得僱員服務之公允值被確認並列作開支。購股權歸屬期間之支銷總額乃參考已授出購股權之公允值而釐定，惟不計及任何非市場歸屬情況之影響(例如盈利能力及銷售增長目標)。非市場歸屬情況包括於預期可予行使之購股權數目之假設內。於各結算日，本集團均會修訂其估計預期可予行使之購股權之數目。修訂原來估計數字如有影響，則於合併利潤表內確認，以及在餘下歸屬期間對股東權益作相應調整。

當購股權獲行使時，已收取所得款項於扣除任何直接交易成本後均列入股本(面值)及股份溢價中。

(v) 撥備

當本集團對已發生的事件須承擔法律性或推定性的責任，則會確認撥備，而解除該責任時可能有資源之流出，並可確實地估計該數額。

2. MATERIAL ACCOUNTING POLICIES (continued)

(u) Employee benefits (continued)

(ii) Share-based compensation

The Group operates an equity-settled, share-based compensation plan. The fair value of the employee services received in exchange for the grant of the options is recognized as an expense. The total amount to be expensed over the vesting period is determined by reference to the fair value of the options granted, excluding the impact of any non-market vesting conditions (for example, profitability and sales growth targets). Non-market vesting conditions are included in assumptions about the number of options that are expected to become exercisable. At each balance sheet date, the Group revises its estimates of the number of options that are expected to become exercisable. It recognizes the impact of the revision to original estimates, if any, in the consolidated income statement and a corresponding adjustment to equity over the remaining vesting period.

The proceeds received net of any directly attributable transaction costs are credited to share capital (nominal value) and share premium when the options are exercised.

(v) Provisions

Provisions are recognized 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 a reliable estimate of the amount can be made.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

2. 重大會計政策（續）

(w) 收入確認

收入按已收或應收對價的公允值計量，並相當於供應貨品的應收款項，扣除折扣、回扣、退貨和增值稅後列帳。當收入的金額能夠可靠計量；當未來經濟利益很可能流入有關主體；及當本集團每項活動均符合具體條件時（如下文所述），本集團便會將收入確認。本集團會根據退貨往績並考慮客戶類別、交易種類和每項安排的特點作出估計。

(i) 產品銷售－零售

貨品之銷售於出售產品予客戶時確認。零售銷售通常以現金或信用卡結算；而紀錄之收益為銷售總額，其中未扣減交易中應付的信用卡費用；此等費用包括在分銷成本中。銷售是已減去退貨，回扣及折扣。

(ii) 銷售貨品－客戶忠誠計劃（遞延收益）

本集團設立一項忠誠計劃，讓顧客能夠於購物時累積積分，以便在日後購物時享用折扣。獎賞積分於銷售時確認為合約負債。收益於積分兌換或於初始銷售後24個月失效時確認。

合約負債被確認直至積分兌換或失效。

2. MATERIAL ACCOUNTING POLICIES (continued)

(w) Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable, and represents amounts receivable for goods supplied, stated net of discounts, rebates, returns and value added taxes. The Group recognizes revenue when the amount of revenue can be reliably measured; when it is probable that future economic benefits will flow to the entity; and when specific criteria have been met for each of the Group's activities, as described below. The Group bases its estimates of return on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Sales of goods – retail

Sales of goods are recognized when products are sold to the customer. Retail sales are usually in cash or by credit card. The recorded revenue is the gross amount of sales, before netting off credit card fees payable for the transactions. Such fees are included in distribution costs. Revenue is shown net of returns, rebates and discounts.

(ii) Sales of goods – customer loyalty programme (deferred revenue)

The Group operates a loyalty programme where customers accumulate points for purchases made which entitle them to discounts on future purchases. A contract liability for the award points is recognized at the time of sale. Revenue is recognized when the points are redeemed or when they expire 24 months after the initial sale.

A contract liabilities is recognized until the points are redeemed or expired.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(w) 收入確認(續)

(iii) 產品銷售－分銷

貨品之銷售收益在貨品付運予客戶，而客戶已接納該貨品及有關應收款項已合理地確定收到時確認。

(iv) 利息收入

利息收入根據尚未償還之本金及適用之利率，按時間比例使用實際利率法確認。

(v) 特許權及授權收入

特許權及授權收入按照相關協議之實質以應計基準確認。

(vi) 股息收入

股息收入於擁有權利收取股息時確認。

(vii) 租金及分租收入

租金及分租收入乃按租賃年期以直線法入賬。

(x) 租賃

本集團在租賃資產可供其使用的當日將租賃確認為使用權資產和相應的負債。

2. MATERIAL ACCOUNTING POLICIES (continued)

(w) Revenue recognition (continued)

(iii) Sales of goods – wholesale

Sales of goods are recognized when products are delivered to the customer, the customer has accepted the products and collectability of the related receivables is reasonably assured.

(iv) Interest income

Interest income is recognized on a time-proportion basis using the effective interest method, taking into account the principal amount outstanding and the interest rates applicable.

(v) Royalty and licensing income

Royalty and licensing income are recognized on an accrual basis in accordance with the substance of the relevant agreements.

(vi) Dividend income

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

(vii) Rental and sub-lease rental income

Rental and sub-lease rental income is recognized on a straight-line basis over the lease term.

(x) Leases

Leases are recognized 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.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策（續）

(x) 租賃（續）

合同可能包含租賃組成部分和非租賃組成部分。本集團基於各租賃組成部分與非租賃組成部分的單獨價格相對比例分攤合同對價。

租賃產生的資產和負債按現值進行初始計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款（包括實質固定付款），扣除任何應收的租賃優惠；
- 基於指數或比率確定的可變租賃付款，採用租賃期開始日的指數或比率進行初始計量；
- 本集團根據餘值擔保預計應付的金額；
- 本集團合理確定將行使的購買選擇權的行權價格；及
- 在租賃期反映出本集團將行使選擇權的情況下終止租賃的罰款金額。

當合理確定將行使續租選擇權時，租賃付款也納入負債的計量中。

租賃付款按租賃內含利率貼現。本集團的租賃內含利率通常無法直接確定，在此情況下，應採用承租人的遞增借款利率，即承租人在類似經濟環境下獲得與使用權資產價值接近的資產，在類似期間以類似抵押條件借入資金而必須支付的利率。

2. MATERIAL ACCOUNTING POLICIES (continued)

(x) Leases (continued)

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices.

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.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

2. 重大會計政策(續)

(x) 租賃(續)

為確定遞增借款利率，本集團應：

- 在可能的情况下，以承租人最近收到的第三方融資為起點，並進行調整以反映融資條件自收到第三方融資後的變化；
- 對於近期未獲得第三方融資的本集團持有的租賃，採用以無風險利率為起點的累加法，並按照租賃的信用風險進行調整；並
- 針對租賃作出特定調整，如租賃期、國家、貨幣及抵押。

本集團未來可能會面臨基於指數或比率確定的可變租賃付款增加的風險，並只會在實際發生時才納入租賃負債中。當基於指數或比率對租賃付款進行調整時，租賃負債應予以重估並根據使用權資產調整。

租賃付款在本金和融資費用之間進行分攤。融資費用在租賃期內計入損益賬，以按照固定的週期性利率對各期間負債餘額計算利息。

2. MATERIAL ACCOUNTING POLICIES (continued)

(x) Leases (continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to 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.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

2. 重大會計政策(續)

(x) 租賃(續)

使用權資產按成本計量，包括下列各項：

- 租賃負債的初始計量金額；
- 在租賃期開始日或之前支付的租賃付款扣除收到的租賃優惠；
- 初始直接費用；及
- 復原成本。

使用權資產一般在資產的使用壽命與租賃期兩者孰短的期間內按直線法計提折舊。如本集團合理確定會行使購買權，該使用權資產則按其使用壽命計提折舊。

與短期設備和汽車租賃及所有低價值資產租賃相關的付款按直線法確認為費用並計入損益賬。短期租賃是指租賃期為12個月或更短的租賃。

本集團作為出租人收到的經營租賃收入在租賃期內按直線法確認為收入(附註6)。為獲取經營租賃所發生的初始直接費用計入該資產的帳面金額，並在租賃期內按照與租賃收入相同的基礎確認為費用。租賃資產按其性質在資產負債表中列示。

(y) 派息

向本公司股東派發之股息，於批准派息的財務期間被確認為本集團財務報表中的一項負債。

2. MATERIAL ACCOUNTING POLICIES (continued)

(x) Leases (continued)

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

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 recognized 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.

Lease income from operating leases where the Group is a lessor is recognized in income on a straight-line basis over the lease term (Note 6). Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognized as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

(y) Dividend distribution

Dividend distribution to the Company's shareholders is recognized as a liability in the Group's financial statements in the period in which the dividends are approved.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

3. 財務風險管理及公允價值

本集團的業務承受多種的財務風險：(a)(i) 匯兌風險、(a)(ii) 信貸風險、(a)(iii) 流動資金風險、(a)(iv) 現金流量利率風險、(b) 資金管理風險及(c) 公允價值估計。本集團整體風險管理計劃尋求將對本集團財務表現有不良影響之潛在風險減至最低。如需要時，本集團會使用金融衍生工具管理若干所面對的風險。

(a) 財務風險因素

(i) 匯兌風險

本集團國際營運業務面對之匯兌風險來自商業交易、已確認之資產及負債和海外業務投資淨額。匯兌風險主要來自未來商業交易及以本集團實體的功能性貨幣以外的貨幣計值的已確認貨幣資產及負債。

於年結時，本集團的匯兌風險來自以人民幣計價的採購但以有關實體在當地貨幣作銷售價格。已確認之資產及負債之匯兌風險對本集團之影響不大，因本集團之各有關實體一般皆準時結算以非功能貨幣作交易單位之結餘，而使於結算日時未償付的外幣結餘極少。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE

The Group's activities exposed it to a variety of financial risks: (a)(i) foreign exchange risk, (a)(ii) credit risk, (a)(iii) liquidity risk, (a)(iv) cash flow interest rate risk, (b) capital risk management and (c) fair value estimation. The Group's overall risk management program seeks to minimize potential adverse effects on the Group's financial performance. The Group uses derivative financial instruments to manage certain risk exposure when necessary.

(a) Financial risk factors

(i) Foreign exchange risk

The Group operates internationally and is exposed to foreign exchange risk arising from commercial transactions, recognized assets and liabilities and net investments in foreign operations. Foreign exchange risk arises when future commercial transactions or recognized assets or liabilities are denominated in a currency that is not the entity's functional currency.

As at year end, the foreign exchange risk of the Group mainly arises from purchases from a Renminbi-based supply chain and sales proceeds in local currencies of the relevant group entities. Foreign exchange risk arising from recognized assets and liabilities is considered to be insignificant. This is because the balances denominated in currencies other than the functional currency of the relevant group entities are generally settled promptly leaving minimal outstanding foreign currency position as at the balance sheet date.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

3. 財務風險管理及公允價值(續)

(a) 財務風險因素(續)

(i) 匯兌風險(續)

為管理來自商業交易和已確認之資產及負債的匯兌風險影響，當預期有關貨幣會有重大浮動時，本集團之公司將可能訂立遠期外匯兌換合約。

本集團擁有若干海外業務投資，其淨資產易受外匯換算風險。

(ii) 信貸風險

本集團之信貸風險主要來自銀行存款、應收賬款及其他應收款及租賃按金。該等結餘之賬面值為本集團就金融資產所面對的最高信貸風險。由於本集團的存款一般存於高信貸評級的銀行，故銀行存款的信貸風險有限。

零售銷售一般透過現金、銀行轉賬、信用卡或有信譽及分散之百貨公司付款。本集團僅與具備良好信貸記錄之批發及加盟客戶進行信貸銷售，信貸期為30至90日。此外，應收款結餘已予持續監察，故本集團所面對的壞賬風險並不重大。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(a) Financial risk factors (continued)

(i) Foreign exchange risk (continued)

To manage foreign exchange risk arising from commercial transactions, recognized assets and liabilities, companies in the Group may use forward foreign exchange contracts when major fluctuation in the relevant foreign currency is anticipated.

The Group has certain investments in foreign operations, whose net assets are exposed to foreign currency translation risk.

(ii) Credit risk

The credit risk of the Group is primarily attributable to balances with bank, trade and other receivables and rental deposits. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets. The credit risk on deposits with banks is limited as the Group mainly places the deposits in banks with high credit rating.

Retail sales are usually made in cash, bank transfer, through credit cards or through reputable and dispersed department stores. The Group's credit sales are only made to wholesale and franchise customers, with an appropriate credit history and on credit terms of 30 to 90 days. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

3. 財務風險管理及公允價值(續)

(a) 財務風險因素(續)

(ii) 信貸風險(續)

下表呈列於2024年及2023年12月31日之本集團主要債務人。

(以百萬港元為單位)

	(In HK\$ million)	2024	2023
訂約方：	Counterpart:		
百貨公司	Department stores	169	141
加盟商	Franchisees	45	52
應收信用卡賬款	Credit card receivables	15	19
其他	Others	20	22
應收賬款(附註16)	Trade receivables (Note 16)	249	234
業主	Landlords	139	142
		388	376

應收賬款

本集團應用香港財務報告準則第9號批准之簡化方法，其允許對所有貿易應收賬款使用預計使用年期虧損撥備。為計量預期信貸虧損，應收賬款已按共同信貸風險特性而分組。

至於應收賬款，對手方主要為大型公司及擁有穩健財務狀況，而管理層認為信貸風險不高。本集團與該等對手方維持頻繁溝通。管理層密切監察該等應收賬款的信貸質素及收回機會，並認為其預期信貸風險屬微小，此乃考慮到與彼等的過往合作及前瞻性資料。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(a) Financial risk factors (continued)

(ii) Credit risk (continued)

The table below shows the major types of debtors of the Group as at December 31, 2024 and 2023.

	(In HK\$ million)	2024	2023
Counterpart:			
Department stores		169	141
Franchisees		45	52
Credit card receivables		15	19
Others		20	22
Trade receivables (Note 16)		249	234
Landlords		139	142
		388	376

Trade receivables

The Group applies the simplified approach to provide for expected credit losses prescribed by HKFRS 9, which permits the use of lifetime expected loss provision for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on share credit risk characteristics.

For the trade receivables, the counterparties primarily are large corporation and have strong financial position and management considers the credit risk is not high. The Group maintains frequent communications with these counterparties. Management has closely monitored the credit qualities and the collectability of these receivables and consider that the expected credit risks of them are minimal in view of the history of cooperation with them and forward looking information.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

3. 財務風險管理及公允價值(續)

(a) 財務風險因素(續)

(ii) 信貸風險(續)

其他應收賬款

本集團董事於資產初始確認時考慮違約的可能性，及評估本年度信貸風險是否持續顯著增加。在評估信貸風險是否顯著增加時本集團將年結日時資產發生違約的風險與初始確認日期的違約風險進行比較。特別是結合了以下指標：

- 營業、財務及經濟狀況的實際或預期發生重大不利變化預期導致公司履行責任的能力產生重大變化；
- 公司經營業績實際或預期發生重大變化；
- 公司預期表現及行為發生重大變化，包括第三方付款情況的變化。

不論上述分析如何，倘涉及合約付款／按要求償還的債務人逾期超過30日，則假定信貸風險大幅增加。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(a) Financial risk factors (continued)

(ii) Credit risk (continued)

Other receivables

The directors of the Group consider the probability of default upon initial recognition of asset and whether there has been significant increase in credit risk on an ongoing basis during the year. To assess whether there is a significant increase in credit risk the Group compares risk of a default occurring on the assets as at year end date with the risk of default as at the date of initial recognition. Especially the following indicators are incorporated.

- Actual or expected significant adverse changes in business, financial economic conditions that are expected to cause a significant change to the company's ability to meet its obligations;
- Actual or expected significant changes in the operating results of the company;
- Significant changes in the expected performance and behavior of the company, including changes in the payment status of the third party.

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 30 days past due in making a contractual payment/repayable demand.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

3. 財務風險管理及公允價值(續)

(a) 財務風險因素(續)

(ii) 信貸風險(續)

其他應收賬款(續)

當交易對手方無法於到期365日內作出合約付款／按要求償還，則金融資產出現違約。

本集團定期審閱每項個別應收款項的可收回金額，以確保就無法收回金額作出足夠的減值虧損。至於金融資產的條款，本集團通過及時計提適當預期信貸虧損來說明其信貸風險。於計算預期信貸虧損率時，本集團考慮各類債務人的過往虧損率，並調整前瞻的宏觀經濟資料。

於2023年及2024年12月31日，管理層認為其他應收款項的信貸風險屬於低風險，因為交易對手方擁有雄厚實力應付短期內的合約現金流責任。本集團已評估其他應收款項的預期信貸虧損，本年度就該等結餘確認的虧損撥備並不重大。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(a) Financial risk factors (continued)

(ii) Credit risk (continued)

Other receivables (continued)

A default on a financial asset is when the counterparty fails to make contractual payments/repayable demanded within 365 days of when they fail due.

The Group reviews regularly the recoverable amount of each individual receivable to ensure that adequate impairment losses are made for irrecoverable amounts. Over the term of the financial assets, the Group accounts for its credit risk by appropriately providing for expected credit losses on a timely basis. In calculating the expected credit loss rates, the Group considers historical loss rates for each category of debtors, and adjusts for forward looking macroeconomic data.

As at December 31, 2023 and 2024, management consider other receivables as low credit risk as counterparties have a strong capacity to meet its contractual cash flow obligations in the near term. The Group has assessed that the expected credit losses for other receivables and the loss allowance provision recognized during the year for these balances is not material.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

3. 財務風險管理及公允價值（續）

(a) 財務風險因素（續）

(iii) 流動資金風險

本集團透過維持充裕銀行融資以及來自經營現金流量及融資現金流量的現金及現金等值物，來控制流動資金風險。

本集團及本公司於2024年12月31日及2023年12月31日之全部財務負債均於一年內到期，惟需注意下文所列者：

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(a) Financial risk factors (continued)

(iii) Liquidity risk

The liquidity risk of the Group is controlled by maintaining sufficient banking facilities and cash and cash equivalents, which is generated from the operating cash flow and financing cash flow.

As at December 31, 2024 and December 31, 2023, all of the Group's and Company's financial liabilities are due within one year, except to note followings:

		1年內 Within one year	1年後 但5年內 After one year but within five years	5年以上 Over five years	總合同 現金流量 Total contractual cash flows	賬面值 Carrying amount
(以百萬港元為單位)	(In HK\$ million)					
於2024年12月31日	As at December 31, 2024					
租賃負債	Lease liabilities	360	381	39	780	718
於2023年12月31日	As at December 31, 2023					
租賃負債	Lease liabilities	357	354	1	712	666

2024年12月31日
December 31, 2024

3. 財務風險管理及公允價值(續)

(a) 財務風險因素(續)

(iv) 現金流量利率風險

除銀行存款8.36億港元(2023年：9.35億港元)及銀行貸款2,600萬港元(2023年：3,000萬港元)，本集團並無其他重大計息資產及負債。以浮動息率計息之銀行存款及銀行借貸令本集團面對現金流量利率風險，惟該等風險對本集團之影響並不重大。本集團之收入及經營現金流量大致上不受市場利率變動影響。管理層預期來自利率變動的影響並不重大。

(b) 資金管理風險

本集團的資金管理目標，是保障本集團能持續營運之能力，以及為股東提供最大回報及令其他持份者獲益。

按合併財務狀況表所顯示，本集團的資本架構包括股本、現金及銀行結存以及銀行貸款。

為優化資本結構，本集團可能會增加長期借貸、調整派付予股東的股息金額、向股東發還資本及發行新股。

本集團在年內透過保持淨現金狀態監察資本。淨現金狀態乃以現金及銀行結存減計息銀行貸款計算得出。於2024年12月31日，本集團保持8.10億港元(2023年：9.05億港元)的淨現金狀態。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(a) Financial risk factors (continued)

(iv) Cash flow interest rate risk

Except for the bank balance of HK\$836 million (2023: HK\$935 million) and bank loan of HK\$26 million (2023: HK\$30 million); the Group has no other significant interest-bearing assets and liabilities. The bank balance and bank borrowings at floating rate expose the Group to cash flow interest rate risk which is insignificant to the Group. The Group's income and operating cash flows are substantially independent of changes in market interest rates. Management does not anticipate significant impact resulted from the changes in interest rates.

(b) Capital risk management

The Group's objectives on managing capital are to safeguard the Group's ability to continue as a going concern as well as maximizing returns for shareholders and benefits for other stakeholders.

The Group's capital structure consists of equity, cash and bank balances and bank loans as shown in the consolidated statement of financial position.

In order to improve the capital structure, the Group may raise long term debts, adjust the amount of dividends paid to shareholders, return capital to shareholders and issue new shares.

The Group monitors capital by maintaining a net cash position throughout the year. Net cash positions is calculated by cash and bank balances net of interest bearing bank loans. As at December 31, 2024, the Group maintained a net cash position of HK\$810 million (2023: HK\$905 million).

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

3. 財務風險管理及公允價值(續)

(c) 公允價值估計

按公允值計量之金融工具乃按下列公允值計量層級分級：

第一級 — 相同資產或負債於活躍市場的報價(未經調整)。

第二級 — 除了第一級所包括的報價外，該資產或負債的其他可觀察輸入數據，可為直接(即例如價格)或間接(即源自價格)。

第三級 — 資產或負債並非依據可觀察市場資料得出的輸入數據(即非可觀察輸入數據)。

於活躍市場交易的金融工具的公允值乃按財務狀況表日期之市場報價得出。倘報價可即時且定期自交易所、交易商、經紀、同業團體、報價服務或監管機構取得，且該等價格代表按公平基準實際及定期發生的市場交易，則市場會被視為活躍。本集團所持金融資產的市場報價為現行買入價。該等工具乃包括在第一級內。

並非於活躍市場交易的金融工具的公允值乃使用估值技術釐定。估值技術盡量利用可觀察市場數據(如有)，盡量少依賴主體的特定估計。如計算金融工具的公允值所需的全部重大輸入數據均可予觀察，則該金融工具乃列入第二級。於2024年及2023年12月31日，概無金融工具獲列入第二級。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(c) Fair value estimation

Financial instruments that are measured at fair value are disclosed by the level of the following fair value measurement hierarchy:

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

Level 2 – inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

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

The fair value of financial instruments traded in active markets is based on quoted market prices at the date of the statement of financial position. 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.

The fair value of financial instruments that are not traded in an active market is determined by using valuation techniques. These valuation techniques maximize 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. No financial instrument is included in Level 2 as at December 31, 2024 and 2023.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

3. 財務風險管理及公允價值(續)

(c) 公允價值估計(續)

倘一項或多項重大輸入數據並非根據可觀察市場資料得出，則該金融工具乃列入第三級。

本集團的於其他綜合收益按公允價值處理之金融資產和於損益賬按公允價值處理之金融資產乃按公允價值計量，故分別屬公允價值計量層級中的第一級及第三級(附註19和15)。

於2024年12月31日，倘於其他綜合收益按公允價值處理之金融資產及於損益賬按公允價值處理之金融資產的公允價值各自有5%的增加／減少，而其他可變因素均維持不變，則本集團之權益將增加／減少10萬港元(2023年：10萬港元)及淨溢利將增加／減少140萬港元(2023年：140萬港元)。

4. 重要會計估計及判斷

估計及判斷之評估會持續地進行，並以過往使用經驗及其他因素作為基礎，包括在目前情況下對未來事件的合理預期。

重要會計估計及假設

本集團對未來作出推算及假設。所得之會計估計理論上難以與相關的實際結果相同。以下所論述之估計及假設有相當風險引致須於下個財政年度對資產和負債之賬面值作重大調整。

3. FINANCIAL RISK MANAGEMENT AND FAIR VALUE (continued)

(c) Fair value estimation (continued)

If one or more of the significant inputs is not based on observable market data, the instrument is included in Level 3.

The Group's financial asset at FVOCI and FVPL measured at fair value are included in Level 1 and Level 3 of the fair value measurement hierarchy (Note 19 and 15).

As at December 31, 2024, if there had been a 5% increase/decrease in the fair value of financial asset at FVOCI and financial asset at FVPL with all other variables held constant, the Group's equity would have increased/decreased by HK\$0.1 million (2023: HK\$0.1 million) and net profit would have increased/decreased by HK\$1.4 million (2023: HK\$1.4 million).

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

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

Critical accounting estimates and assumptions

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

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

4. 重要會計估計及判斷(續)

(i) 存貨可變現淨值

存貨可變現淨值指日常業務估計售價扣除估計銷售開支。有關估計根據現行市況及過往出售類似產品之經驗而作出。相關估計可能因本集團經營地點之經濟狀況出現變動以及客戶口味及競爭對手就回應市況變動所採取措施而出現重大變動。管理層於各結算日重新評估此等估計。

(ii) 資產減值(債務工具投資以及應收賬款及其他應收款除外)

於各個報告期末，本集團審閱內部及外來資料來源以識別下列資產可能減值或(除商譽外)先前已確認的減值虧損不再存在或可能已經減少的跡象：

- 物業、機器及設備；
- 使用權資產；
- 一間合營公司的權益；及
- 商譽。

用以識別減值跡象的有關資料通常具有主觀性質，故本集團就其業務採用有關資料時須作出判斷。本集團對此等資料的詮釋會直接影響是否於任何指定報告期末進行減值評估。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(i) Net realizable value of inventories

Net realizable value of inventories is the estimated selling prices in the ordinary course of business less estimated selling expenses. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in economic conditions in places where the Group operates and changes in customer taste and competitor actions in response to changes in market conditions. Management reassesses these estimates at each balance sheet date.

(ii) Impairment of assets (other than investments in debt instruments and trade and other receivables)

At the end of each reporting period, the Group reviews internal and external sources of information to identify indications that the following assets may be impaired or, except in the case of goodwill, an impairment loss previously recognized no longer exists or may have decreased:

- Property, plant and equipment;
- Right-of-use assets;
- Interest in a joint venture; and
- Goodwill.

The sources utilized to identify indications of impairment are often subjective in nature and the Group is required to use judgement in applying such information to its business. The Group's interpretation of this information has a direct impact on whether an impairment assessment is performed as at the end of any given reporting period.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

4. 重要會計估計及判斷(續)

(ii) 資產減值(債務工具投資以及應收賬款及其他應收款除外)(續)

倘確定出現減值跡象，本集團會就有關資料進一步估計可收回金額，即資產的公允價值減出售成本或使用價值兩者的較高值。視乎本集團對檢討資產的整體重要性的評估及合理估算可收回金額的複雜性，本集團可能會利用內部資源進行有關評估或委聘外部顧問向本集團提供意見。無論利用何種資源，本集團於評估時均須作出眾多假設，包括有關資產的使用情況、將產生的現金流、適當的市場貼現率及預計市場及監管情況。該等假設如出現任何變動，可能會導致日後對任何資產可收回金額的估算出現重大變動。

(iii) 物業、機器及設備之折舊

物業、機器及設備乃按其預計使用年期以直線法折舊。本集團定期審閱該等資產之預計使用年期以釐定於任何報告期內支出之數額。使用年期乃根據本集團對相類似之資產之過往經驗而釐定。如過往之估計有重大改變，則調整在將來期間之折舊支出。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(ii) Impairment of assets (other than investments in debt instruments and trade and other receivables) (continued)

If an indication of impairment is identified, such information is further subject to an exercise that requires the Group to estimate the recoverable amount, representing the greater of the asset's fair value less costs of disposal or its value in use. Depending on the Group's assessment of the overall materiality of the asset under review and complexity of deriving a reasonable estimate of the recoverable amount, the Group may perform such assessments utilizing internal resources or the Group may engage external advisors to counsel the Group. Regardless of the resources utilized, the Group is required to make many assumptions to make these assessments, including the utilization of such asset, the cash flows to be generated, appropriate market discount rates and the projected market and regulatory conditions. Changes in any of these assumptions could result in a material change to future estimates of the recoverable amount of any asset.

(iii) Depreciation of property, plant and equipment

Property, plant and equipment are depreciated on a straight-line basis over the estimated useful lives of the assets. The Group reviews the estimated useful lives of the assets regularly in order to determine the amount of depreciation to be recorded during any reporting period. The useful lives are based on the Group's historical experience with similar assets. The depreciation for future periods is adjusted if there are material changes from previous estimates.

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4. 重要會計估計及判斷(續)

(iv) 簽出授出認沽期權負債的公允值

若干本集團的業務合併交易涉及由本集團所發出對附屬公司權益之授出認沽期權。本集團的相關簽出授出認沽期權負債按公允值確認，該等公允值乃根據相關協議的條款及參考該等已收購之附屬公司預期收購後之表現而釐定。釐定用作估計所收購附屬公司的收購後表現所採納的主要假設(如增長率、利潤率及貼現率)時，須作出判斷。主要假設的變動可對未來負債的金額造成重大影響。於收購日期後所發生的事項或因因素導致授出認沽期權負債需要重新計量公允值時，所產生的任何變動將於權益中確認。

(v) 應收賬款可收回性

集團會於預期無法收回所有到期款項時作出預期信用損失撥備。集團集合風險特徵相似的應收賬款，然後評估共同或個別賬款收回的可能性，從而確定撥備額。撥備反映全期預期信用損失，即應收賬款在預計還款期內的潛在違約事件，按發生違約的加權概率計算。在釐定預期信用損失撥備水平時須判斷客戶的信用風險特徵，及按情況以共同及個別組合評估收回的可能性。儘管撥備被視為恰當，但估算基準或經濟環境的變化，可能導致已列賬的撥備水平有變，因此影響扣除或計入損益賬的金額。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(iv) Fair value of written put option liabilities

Certain of the Group's business combination activities involved put options issued by the Group over the equity of subsidiary companies. The Group recorded such written put option liabilities at their fair values which are determined in accordance with the terms under those relevant agreements and with reference to the estimated post-acquisition performance of the acquired subsidiaries. Judgement is required to determine key assumptions (such as growth rate, margins and discount rate) adopted in the estimation of post-acquisition performance of the acquired subsidiaries. Changes to key assumptions can significantly affect the amounts of future liabilities. Put option liabilities shall be remeasured at their fair value resulting from events or factors emerged after the acquisition date, with any resulting changes recognized in the equity.

(v) Recoverability of trade receivables

Provision for expected credit losses is made when the Group does not expect to collect all amounts due. The provision is determined by grouping together trade debtors with similar risk characteristics and collectively or individually assessing them for likelihood of recovery. The provision reflects lifetime expected credit losses i.e. possible default events over the expected life of the trade receivables, weighted by the probability of that default occurring. Judgement has been applied in determining the level of provision for expected credit losses, taking into account the credit risk characteristics of customers and the likelihood of recovery assessed on a combination of collective and individual basis as relevant. While the provision is considered appropriate, changes in estimation basis or in economic conditions could lead to a change in the level of provision recorded and consequently on the charge or credit to profit or loss.

4. 重要會計估計及判斷(續)

(vi) 所得稅

本集團須於多個司法權區繳納所得稅。在為所得稅釐定全球準備時需要運用相當程度的判斷。於日常業務過程中有頗多未能確定最終稅項之交易及計算。本集團依據會否有到期應繳額外稅項之估計而確認預期稅務審計項目之負債。倘該等事項之最終稅務結果與初步記錄之金額不同，有關差異將影響作出釐定之期間內的所得稅及遞延稅項準備。

(vii) 釐定租賃條款及貼現率

在決定租賃租期時，管理層會考慮所有構成經濟誘因的動機，以行使延期選擇權或不行使終止選擇權。僅當本集團具有延展租賃期限的可執行權且合理確定租賃將被延期(或未終止)時，延期選擇權(或終止期權後的期間)才包括在租賃期限內。潛在的未來現金流出未計入租賃負債，因為無法合理確定租賃將被延長(或未終止)。

如果發生重大事件或重大變化，而此影響在承租人的控制範圍內，此評估會進行複核。

無論在租賃開始日和租賃修改生效日決定貼現率時，本集團需要作出重要的判斷去考慮基礎資產的性質以及租賃的條款和條件。

(viii) 界定福利退休金責任

退休金責任的現值取決於若干因素，這些因素是基於精算基礎和多項假設來確定的。任何假設的變更都將影響退休金責任的賬面金額。關鍵假設的詳細信息及可能變更的影響已披露在附註30。

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS (continued)

(vi) Income tax

The Group is subject to income taxes in numerous jurisdictions. Significant judgment is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

(vii) Determination of lease term and discount rate

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or periods after termination options) are only included in the lease term if the Group has enforceable right to extend the lease term and the lease is reasonably certain to be extended (or not terminated). Potential future cash outflows have not been included in the lease liability because it is not reasonably certain that the leases will be extended (or not terminated).

The assessment is reviewed if a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

In determining the discount rate, the Group is required to exercise considerable judgement in relation to determine the discount rates by taking into account the nature of the underlying assets and the terms and conditions of the leases, at both the commencement date and the effective date of the modification.

(viii) Defined benefit pension obligation

The present value of the pension obligations depends on a number of factors that are determined on an actuarial basis using a number of assumptions. Any changes in these assumptions will impact the carrying amount of pension obligations. Details of key assumptions and impact of possible changes in key assumptions are disclosed in note 30.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
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5. 銷售額及營運分部

本集團按發展策略以及營運控制以釐定其營運分部。主要分為兩個營運分部：零售及分銷分部及對海外加盟商之批發業務。管理層以地區及品牌之角度來管理零售及分銷之營運分部。

按照地區，零售及分銷營運分部於中國內地及海灣阿拉伯國家合作委員會包含直營店及加盟店。香港及澳門、台灣，東南亞及澳洲地區市場並沒有重大之當地加盟店。本集團門市遍佈在大部份東南亞以及海灣阿拉伯國家合作委員會地區。

品牌方面，本集團現時經營 *Giordano* 及 *Giordano Junior*、*Giordano Ladies*、*BSX* 以及其他自有及授權經營之品牌。

經調整EBITDA乃指未扣除融資費用、所得稅、使用權資產與物業、機器及設備之減值、折舊及攤銷、應佔一間合營公司溢利以及未分配之總部職能項目的溢利。分部業績乃未扣除融資費用、應佔一間合營公司溢利、所得稅及未分配之總部職能項目。此乃向管理層及高級決策者匯報以作資源分配及評估分部表現的計量基準。

5. SALES AND OPERATING SEGMENTS

The Group determines its operating segments based on its development strategies and operational control. There are two major operating segments: Retail and Distribution and Wholesales to Overseas Franchisees. Management manages the Retail and Distribution operating segment geographically and by brand.

Geographically, the Retail and Distribution operating segment in Mainland China and the Gulf Cooperation Council (the “GCC”) comprise both direct-operated and franchised stores. Hong Kong and Macau, Taiwan, Southeast Asia and Australia do not have material local franchised stores. Group stores span most of Southeast Asia and the GCC.

As for brands, the Group presently operates *Giordano* and *Giordano Junior*, *Giordano Ladies*, *BSX* as well as other owned and licensed brands.

Adjusted EBITDA is profit before finance expense, income taxes, impairment of right-of-use assets and property, plant and equipment, depreciation and amortization, share of profit of a joint venture and unallocated corporate items. Segment results are before finance expense, share of profit of a joint venture, income taxes and unallocated corporate items. This is the measurement basis reported to management and the senior decision-makers for the purpose of resource allocation and assessment of segment performance.

NOTES TO THE FINANCIAL STATEMENTS (continued)

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5. 銷售額及營運分部(續)

本集團之營運分部銷售額及經營溢利(虧損)按地區之分析如下。

5. SALES AND OPERATING SEGMENTS (continued)

Analysis of sales and operating profit (loss) of the Group's operating segment by geographic regions is as follows.

		2024						
		中國內地	香港及	台灣	東南亞	海灣阿拉伯	對海外	
		Mainland	HK and	Taiwan	Southeast	國家合作	加盟商之	
		China	Macau		Asia and	委員會	批發	
					Australia	Gulf	Wholesale	
						Cooperation	to	
						Council	Overseas	
							Franchisees	Total
(以百萬港元為單位)	(In HK\$ million)							
銷售額	Sales	661	366	427	1,508	697	260	3,919
經調整EBITDA	Adjusted EBITDA	(6)	122	86	443	264	28	937
折舊及攤銷	Depreciation and amortization							
— 使用權資產	– Right-of-use assets	(26)	(77)	(41)	(170)	(106)	–	(420)
— 物業、機器及設備和投資物業	– Property, plant and equipment and investment properties	(6)	(4)	(6)	(31)	(15)	–	(62)
減值	Impairment							
— 使用權資產	– Right-of-use assets	(1)	–	–	–	(2)	–	(3)
— 物業、機器及設備	– Property, plant and equipment	–	–	–	(1)	–	–	(1)
分部業績	Segment results	(39)	41	39	241	141	28	451
總部職能	Corporate functions							(74)
融資費用	Finance expense							(46)
應佔一間合營公司溢利	Share of profit of a joint venture							20
除所得稅前溢利	Profit before income taxes							351

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
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5. 銷售額及營運分部（續）

5. SALES AND OPERATING SEGMENTS
(continued)

		2023						合計 Total
		中國內地 Mainland China	香港及 澳門 HK and Macau	台灣 Taiwan	東南亞 及澳洲 Southeast Asia and Australia	海灣阿拉伯 國家合作 委員會 Gulf Cooperation Council	對海外 加盟商之 批發 Wholesale to Overseas Franchisees	
(以百萬港元為單位)	(In HK\$ million)							
銷售額	Sales	664	380	440	1,471	675	243	3,873
經調整EBITDA	Adjusted EBITDA	32	144	94	462	245	24	1,001
折舊及攤銷	Depreciation and amortization							
－使用權資產	－ Right-of-use assets	(25)	(75)	(44)	(165)	(103)	－	(412)
－物業、機器及設備和投資物業	－ Property, plant and equipment and investment properties	(6)	(3)	(6)	(26)	(12)	－	(53)
分部業績	Segment results	1	66	44	271	130	24	536
總部職能	Corporate functions							(33)
融資費用	Finance expense							(40)
應佔一間合營公司溢利	Share of profit of a joint venture							45
除所得稅前溢利	Profit before income taxes							508

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

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5. 銷售額及營運分部(續)

以品牌劃分之零售及分銷營運分部之進一步分析如下。

5. SALES AND OPERATING SEGMENTS (continued)

Further analysis of the Retail and Distribution operating segment by brand is as follows.

(以百萬港元為單位)		2024		2023	
(In HK\$ million)		銷售額	經營溢利 (虧損)	銷售額	經營溢利 (虧損)
		Sales	Operating profit (loss)	Sales	Operating profit (loss)
零售及分銷	Retail and Distribution				
Giordano及Giordano Junior	Giordano and Giordano Junior	3,064	367	3,011	407
Giordano Ladies	Giordano Ladies	248	35	268	48
BSX	BSX	8	(1)	8	(1)
其他	Others	339	22	343	58
		3,659	423	3,630	512

本公司駐於香港。其於香港及澳門(包括零售及批發銷售)錄得對外客戶之銷售額為6.26億港元(2023年: 6.23億港元); 於中國內地為6.61億港元(2023年: 6.64億港元); 而於其他市場對外客戶之銷售額為26.32億港元(2023年: 25.86億港元)。

The Company has its domicile in Hong Kong. Sales to external customers recorded in Hong Kong and Macau (including retail and wholesale sales) were HK\$626 million (2023: HK\$623 million), Mainland China was HK\$661 million (2023: HK\$664 million) and external customers from other markets were HK\$2,632 million (2023: HK\$2,586 million).

分部之間之銷售額為8.76億港元(2023年: 7.38億港元)已予合併對銷。

Inter-segment sales of HK\$876 million (2023: HK\$738 million) have been eliminated upon consolidation.

財務報表附註(續)
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

5. 銷售額及營運分部(續)

中國內地之所得稅費用為200萬港元(2023年:100萬港元),香港及澳門為1,400萬港元(2023年:1,300萬港元),台灣為700萬港元(2023年:800萬港元),東南亞及澳洲為5,500萬港元(2023年:6,300萬港元),而海灣阿拉伯國家合作委員會為1,100萬港元(2023年:500萬港元)。

本集團之資產按地區劃分之分析如下。

5. SALES AND OPERATING SEGMENTS
(continued)

Income taxes charged related to Mainland China was HK\$2 million (2023: HK\$1 million), Hong Kong and Macau were HK\$14 million (2023: HK\$13 million), Taiwan was HK\$7 million (2023: HK\$8 million), Southeast Asia and Australia were HK\$55 million (2023: HK\$63 million) and the GCC was HK\$11 million (2023: HK\$5 million).

Analysis of the Group's assets by geographic regions is as follows.

		分部資產 Segment assets	
(以百萬港元為單位)	(In HK\$ million)	2024	2023
分部資產	Segment assets		
東南亞及澳洲	Southeast Asia and Australia	974	1,089
海灣阿拉伯國家合作委員會	Gulf Cooperation Council	1,094	1,037
香港及澳門	Hong Kong and Macau	549	570
中國內地	Mainland China	474	365
台灣	Taiwan	209	233
		3,300	3,294
一間合營公司權益	Interest in a joint venture	414	494
於其他綜合收益按公允值處理之 金融資產	Financial asset at fair value through other comprehensive income	3	1
於損益賬按公允值處理之 金融資產	Financial asset at fair value through profit or loss	28	28
遞延稅項資產	Deferred tax assets	21	39
資產總額	Total assets	3,766	3,856

除金融工具及遞延稅項資產外,於香港及澳門之非流動資產總額為2.25億港元(2023年:1.79億港元),於中國內地為1.04億港元(2023年:4,900萬港元);及於其他市場為16.96億港元(2023年:18.26億港元)。

The total of non-current assets other than financial instruments and deferred tax assets located in Hong Kong and Macau were HK\$225 million (2023: HK\$179 million); Mainland China was HK\$104 million (2023: HK\$49 million); and other markets were HK\$1,696 million (2023: HK\$1,826 million).

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
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6. 其他收入及其他收益，淨額

6. OTHER INCOME AND OTHER GAINS, NET

(以百萬港元為單位)	(In HK\$ million)	2024	2023
利息收入	Interest income	15	23
特許權及授權收入	Royalty and licensing income	23	22
租金及分租收入	Rental and sub-lease rental income	9	8
股息收入	Dividend income	3	3
政府補貼	Government grants	3	2
索賠和賠償	Claims and compensation	—	2
出售物業、機器及設備之淨虧損	Net loss on disposal of property, plant and equipment	(4)	(1)
匯兌虧損淨額	Net exchange loss	(11)	(5)
於損益賬按公允值處理之金融資產之公允值虧損	Fair value loss on financial asset at fair value through profit or loss	—	(6)
其他	Others	14	20
		52	68

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

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7. 經營溢利

經營溢利已扣除(計入)：

(以百萬港元為單位)

7. OPERATING PROFIT

Operating profit is after charging (crediting):

(In HK\$ million)

		2024	2023
銷售成本	Cost of sales		
存貨銷售成本	Cost of inventories sold	1,683	1,607
陳舊存貨撥備及存貨撇銷淨額	Net provision for obsolete stock and stock written off	2	3
		1,685	1,610
分銷費用	Distribution expense		
員工成本	Staff cost	608	601
折舊支出	Depreciation expenses		
— 使用權資產	– Right-of-use assets	404	396
— 物業、機器及設備	– Property, plant and equipment	56	48
土地及樓宇之租賃費用	Rentals in respect of land and buildings		
— 最低租金支出	– Minimum lease payments	25	39
— 或然租金費用	– Contingent rent	194	192
物業管理費、	Building management fee,		
政府地租及差餉	government rent and rates and		
及公用事業費用	utilities	103	99
廣告宣傳、推廣及激勵措施	Advertising, promotion and incentives	92	89
包裝及運輸	Packaging and deliveries	63	53
銀行及信用卡收費	Bank and credit card charges	29	27
減值	Impairment		
— 使用權資產	– Right-of-use assets	3	–
— 物業、機器及設備	– Property, plant and equipment	1	–
應收賬款虧損撥備變動	Change in loss allowance for trade receivables	3	(4)
其他	Others	89	90
		1,670	1,630
行政費用	Administrative expense		
員工成本	Staff cost	157	134
折舊支出	Depreciation expenses		
— 使用權資產	– Right-of-use assets	16	16
— 物業、機器及設備和投資物業	– Property, plant and equipment and investment properties	6	5
法律及專業費用	Legal and professional fee	24	8
核數師酬金	Auditor's remuneration	7	7
電腦及通訊	Computer and telecommunication	6	6
差旅費	Travelling	4	3
營業及其他稅項	Business and other taxes	1	1
其他	Others	18	18
		239	198

NOTES TO THE FINANCIAL STATEMENTS (continued)

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8. 融資費用

8. FINANCE EXPENSE

(以百萬港元為單位)	(In HK\$ million)	2024	2023
租賃負債利息	Interest on lease liabilities	45	39
銀行貸款利息	Interest on bank loans	1	1
		46	40

9. 員工成本

9. STAFF COSTS

(以百萬港元為單位)	(In HK\$ million)	2024	2023
薪金及工資(包括董事酬金)	Salaries and wages (including Directors' emoluments)	707	676
退休金—界定供款計劃	Pension cost — defined contribution plans	58	59
		765	735

本年度內，本集團沒有運用未能領取之供款(2023年：無)以減低供款水平。於2024年及2023年12月31日，沒有可供來年使用之未能領取供款。

During the year, no unvested benefits were utilized by the Group to reduce the level of contributions (2023: Nil). As at December 31, 2024 and 2023, no unvested benefits were available to be utilized in future years.

財務報表附註(續)
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
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10. 董事的利益和權益
(a) 董事酬金

10. BENEFITS AND INTERESTS OF DIRECTORS
(a) Directors' emoluments

董事姓名	Name of Directors	業績計算／ 酌情性花紅⊕⊕				僱主 退休金供款 Employer's contribution to pension schemes	合計 Total
		袍金 Fees 港幣千元 HK\$'000	薪金 Salaries 港幣千元 HK\$'000	Performance- based⊕ Discretionary bonuses⊕⊕ 港幣千元 HK\$'000	其他收益# Other benefits# 港幣千元 HK\$'000	港幣千元 HK\$'000	
2024							
現任：	Current:						
Colin Melville Kennedy CURRIE ^{Δ†1}	Colin Melville Kennedy CURRIE ^{Δ†1}	-	3,458	2,437	1,630	443	7,968
陳嘉緯 ^Δ	CHAN Ka Wai ^Δ	-	2,458	1,720	118	18	4,314
羅學文 ^Δ	Mark Alan LOYND ^Δ	-	2,247	1,290	117	18	3,672
李志軒 ^{Δ2}	LEE Chi Hin, Jacob ^{Δ2}	215	-	-	-	-	215
曾安業 ^{Δ3}	TSANG On Yip, Partrick ^{Δ3}	222	-	-	-	-	222
鄭志雯 ^{Δ4}	CHENG Chi-Man, Sonia ^{Δ4}	149	-	-	-	-	149
鄭志亮 ^{Δ4}	CHENG Chi Leong, Christopher ^{Δ4}	149	-	-	-	-	149
黃旭*	WONG Yuk (alias, HUANG Xu)*	390	-	-	-	-	390
Alison Elizabeth LLOYD*	Alison Elizabeth LLOYD*	375	-	-	-	-	375
黃偉德 ^{Δ5}	Victor HUANG ^{Δ5}	295	-	-	-	-	295
周國榮 ^{Δ6}	CHAU Kwok Wing Kelvin ^{Δ6}	186	-	-	-	-	186
前任：	Former:						
劉國權 ^{Δ†7}	LAU Kwok Kuen, Peter ^{Δ†7}	-	950	-	30,206**	-	31,156
畢滌凡 ^{Δ8}	Barry John BUTTIFANT ^{Δ8}	175	-	-	-	-	175
		1,993	9,276	5,447	32,071	479	49,266
2023							
劉國權 ^{Δ†}	LAU Kwok Kuen, Peter ^{Δ†}	-	3,775	11,615	1,644	-	17,034
陳嘉緯 ^Δ	CHAN Ka Wai ^Δ	-	2,411	3,000	106	18	5,535
羅學文 ^Δ	Mark Alan LOYND ^Δ	-	2,130	1,700	105	18	3,953
畢滌凡*	Barry John BUTTIFANT*	420	-	-	-	-	420
黃旭*	WONG Yuk (alias, HUANG Xu)*	390	-	-	-	-	390
Alison Elizabeth LLOYD*	Alison Elizabeth LLOYD*	370	-	-	-	-	370
曾安業 ^Δ	TSANG On Yip, Partrick ^Δ	200	-	-	-	-	200
李志軒 ^Δ	LEE Chi Hin, Jacob ^Δ	200	-	-	-	-	200
		1,580	8,316	16,315	1,855	36	28,102
◇	主席	◇	Chairman				
†	行政總裁	†	Chief Executive				
Δ	執行董事	Δ	Executive directors				
^	非執行董事	^	Non-executive directors				
*	獨立非執行董事	*	Independent non-executive directors				
#	其他收益包括保險供款、購股權、房屋津貼、其他津貼及實物收益(「其他收益」)及實物收益(「其他收益」)	#	Other benefits include insurance premium, share options, housing allowances, other allowances and benefits in kind and termination benefits (“Other Benefits”) allowances, other allowances and benefits in kind (“Other Benefits”)				
⊕	業績計算花紅按溢利分配比率所決定	⊕	Performance-based bonus is determined based on profit sharing ratio				
⊕⊕	酌情性花紅按溢利分配比率或預先決定之溢利目標達成率所決定	⊕⊕	Discretionary bonus is determined based on profit sharing ratio or pre-determined achievement rate of profit targets				
**	包括離職福利3,000萬港元	**	Included termination benefit of HK\$30 million				
1	於2024年4月3日獲委任為執行董事及於2024年4月5日獲委任為行政總裁	1	Appointed as Executive Director on April 3, 2024 and appointed as Chief Executive on April 5, 2024				
2	於2024年4月5日由非執行董事獲調任為執行董事	2	Re-designated from Non-executive Director to Executive Director on April 5, 2024				
3	於2024年4月5日獲委任為董事會主席	3	Appointed as the Chairman of the Board on April 5, 2024				
4	於2024年4月3日獲委任為非執行董事	4	Appointed as Non-executive Director on April 3, 2024				
5	於2024年4月3日獲委任為獨立非執行董事	5	Appointed as an Independent Non-executive Director on April 3, 2024				
6	於2024年6月25日獲委任為獨立非執行董事	6	Appointed as an Independent Non-executive Director on June 25, 2024				
7	於2024年4月3日被罷免董事職務並不再擔任董事會主席；並於2024年4月5日被終止行政總裁職務	7	Was removed as Director and ceased to be Chairman of the Board on April 3, 2024; and was terminated as Chief Executive on April 5, 2024				
8	於2024年5月17日退任	8	Retired on May 17, 2024				

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

10. 董事的利益和權益(續)

(a) 董事酬金(續)

於本年度內，向董事支付之酬金總額如下：

(以港幣千元為單位)

袍金
其他酬金：
基本薪金及其他收益

退休金計劃供款

業績計算／酌情性花紅

10. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(a) Directors' emoluments (continued)

The aggregate amount of emoluments payable to Directors of the Company during the year is as follows:

(In HK\$'000)

Fees
Other emoluments:
Basic salaries and other benefits
Contribution to pension schemes
Performance-based/
discretionary bonuses

2024

2023

1,993

1,580

41,347

10,171

479

36

5,447

16,315

49,266

28,102

(b) 五位最高薪職員

於本年度內，本集團五位最高薪職員中包括3位(2023年：3位)董事，其酬金之詳情已於上文披露。本年度內，餘下2位(2023年：2位)最高薪職員之應付酬金如下：

(以港幣千元為單位)

基本薪金及
其他收益
退休金計劃供款

業績計算／酌情性花紅

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include 3 (2023: 3) Directors whose emoluments are reflected in the analysis presented above. The emoluments payable to the remaining 2 (2023: 2) individuals during the year are as follows:

(In HK\$'000)

Basic salaries and other benefits
Contribution to pension schemes
Performance-based/
discretionary bonuses

2024

2023

5,057

5,104

108

103

5,464

5,650

10,629

10,857

財務報表附註（續）
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

10. 董事的利益和權益（續）

(b) 五位最高薪職員（續）

餘下最高薪職員按酬金組別歸類如下：

酬金組別 Emolument bands	人數 Number of individuals	
	2024	2023
港幣 HK\$ 5,000,001 – 6,000,000	2	2

(c) 向董事、受該等董事控制的法人團體及該董事的關連主體提供的貸款、準貸款和其他交易的資料

本公司概無訂立或存在以本公司董事、或由該等董事控制的法人團體或與該等董事有關連的主體為受益人之貸款、準貸款及其他交易，無需根據香港公司條例第383(1)(d)條及第622G章第三部分作出披露（2023年：無）。

(d) 董事離職福利

在2024年4月3日，劉國權博士（「劉博士」）因被解除公司董事職務而自動停止擔任董事會主席。2024年4月5日，公司立即終止了劉博士於2023年7月18日簽署的服務協議（「服務協議」）及其作為集團首席執行官和集團子公司董事的任命。因此，公司需支付並已支付劉博士因服務協議提前終止而產生的合同及法定費用，總計港幣29,779,839元。

10. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(b) Five highest paid individuals (continued)

The emoluments of the remaining highest paid individuals fell within the following bands:

(c) Information about loans, quasi-loans and other dealings in favour of Directors, controlled bodies corporate by and connected entities with such Directors

There are no loans, quasi-loans or other dealings in favour of the Directors, their controlled bodies corporate and connected entities for disclosure pursuant to section 383(1)(d) of the Hong Kong Companies Ordinance and Part 3 of 622G (2023: Nil).

(d) Directors' termination benefits

On April 3, 2024, Dr. LAU Kwok Kuen, Peter (Dr. Lau), was removed from his position as a director of the Company, as a result of which he also automatically ceased to be the Chairman of the Board. On April 5, 2024, the Company terminated Dr. Lau's Service Agreement dated 18 July 2023 (the "Service Agreement") and appointment as Group Chief Executive Officer and director of the Group's subsidiaries all with immediate effect. Consequently, the Company was required to pay and paid Dr. Lau contractual and statutory payments totalling HKD 29,779,839 that accrued upon the early termination of his Service Agreement.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

10. 董事的利益和權益(續)

(d) 董事離職福利(續)

10. BENEFITS AND INTERESTS OF DIRECTORS (continued)

(d) Directors' termination benefits (continued)

(以港幣千元為單位)	(In HK\$'000)	支付或應收取： Paid by or receivable from:		
		公司 the company	附屬公司 the subsidiary undertakings	總額 Total
因喪失董事職位而給予的補償	For the loss of office as a director	-	-	-
因喪失與公司及／或其附屬公司事務管理相關的任何其他職位而給予的補償	For the loss of any other office in connection with the management of the affairs of the company and/or its subsidiaries	18,013	11,767	29,780

11. 所得稅

香港利得稅是根據本年度之估計應課稅溢利按16.5%(2023年：16.5%)之稅率計算。香港以外溢利之應繳所得稅乃按個別司法地區適用之稅率計算。

11. INCOME TAXES

Hong Kong profits tax is calculated at the rate of 16.5% (2023: 16.5%) on the estimated assessable profits for the year. Income taxes on profits assessable outside Hong Kong are calculated at the rates applicable in the respective jurisdictions.

(以百萬港元為單位)	(In HK\$ million)	2024	2023
本年度所得稅	Current income taxes		
香港	Hong Kong	4	2
香港以外	Outside Hong Kong	61	70
扣繳稅項	Withholding taxes	22	30
		87	102
遞延所得稅	Deferred income taxes		
短暫性差異之衍生及撥回	Origination and reversal of temporary differences	12	17
		99	119

此支出不包括本年度應佔合營公司之所得稅500萬港元(2023年：1,300萬港元)。於合併利潤表中之應佔一間合營公司溢利乃扣除該司法地區適當之所得稅計提。

This charge excludes the share of joint venture's income taxes of HK\$5 million (2023: HK\$13 million) for the year. The share of profit of a joint venture in the consolidated income statement is after income taxes accrued in the appropriate income tax jurisdictions.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

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11. 所得稅(續)

按香港稅率而計算之本集團除所得稅前溢利與所得稅支出之調節表如下。

(以百萬港元為單位)

除所得稅前溢利
(不包括應佔一間合營公司溢利)

按所得稅率16.5%(2023年: 16.5%)計算

其他國家不同稅率之影響

不可扣稅之支出

遞延稅項資產撇減

未確認之遞延稅項資產

毋須課稅之收入

使用早前未有確認之稅損

扣繳稅項

所得稅支出

11. INCOME TAXES (continued)

Reconciliation of the Group's profit before income taxes at the tax rate of Hong Kong to the income tax charges is as follows.

(In HK\$ million)

Profit before income taxes
(before share of profit of
a joint venture)

Calculated at an income tax rate
of 16.5% (2023: 16.5%)

Effect of different tax rates in
other regions

Expenses not deductible for
tax purposes

Deferred tax assets written
down

Deferred tax assets not
recognized

Income not subject to tax

Utilization of previously
unrecognized tax losses

Withholding tax

Income tax charges

2024

2023

331

463

55

76

(4)

(1)

16

12

—

6

25

13

(14)

(15)

(1)

(2)

22

30

99

119

12. 每股盈利

每股基本及攤薄盈利乃按本年度公司股東應佔除所得稅後盈利2.16億港元(2023年: 3.45億港元)計算。

每股基本盈利乃按本年度內已發行股份之加權平均股數1,614,555,002股(2023年: 1,598,745,713股)計算。

每股攤薄盈利乃按年內已發行股份之加權平均股數1,614,555,002股(2023年: 1,598,745,713股)加上假設根據本公司購股權計劃授出之所有尚未行使購股權皆獲行使而發行之股份之加權平均股數6,807,881股(2023年: 13,646,324股)計算。

12. EARNINGS PER SHARE

The calculations of basic and diluted earnings per share are based on the profit after income taxes attributable to shareholders of the Company for the year of HK\$216 million (2023: HK\$345 million).

The basic earnings per share is based on the weighted average of 1,614,555,002 shares (2023: 1,598,745,713 shares) in issue during the year.

The diluted earnings per share is calculated by adjusting the weighted average of 1,614,555,002 shares (2023: 1,598,745,713 shares) in issue during the year by the weighted average of 6,807,881 shares (2023: 13,646,324 shares) deemed to be issued if all outstanding share options granted under the share option scheme of the Company had been exercised.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

13. 股息

(a) 本年度股息如下：

(以百萬港元為單位)	(In HK\$ million)	2024	2023
已宣派之中期股息為每股8.0港仙 (2023年：每股17.0港仙)	Interim dividend declared and paid of 8.0 HK cents per share (2023: 17.0 HK cents per share)	129	274
於結算日後建議之末期股息為 每股6.0港仙 (2023年：每股13.5港仙)	Final dividend proposed after the balance sheet date of 6.0 HK cents per share (2023: 13.5 HK cents per share)	97	218
		226	492

於2025年3月26日，董事會建議末期股息為每股6.0港仙，須待於應屆本公司股東周年大會上取得股東批准。此項擬派股息在結算當日並無確認為負債。擬派股息之金額乃基於報告日之本公司已發行股份數目計算。

On March 26, 2025, the Board has recommended a final dividend of 6.0 HK cents per share and is subject to the approval of the Company's shareholders at the forthcoming annual general meeting. The proposed dividend has not been recognized as a liability at the balance sheet date. The amount of proposed dividend was based on the shares of the Company in issue as of the reporting date.

(b) 屬於上一年度，並於本年度內已批准及派發的股息：

(以百萬港元為單位)	(In HK\$ million)	2024	2023
已批准及派發2023年末期股息為 每股13.5港仙 (2022年：每股15.0港仙)	2023 final dividend approved and paid of 13.5 HK cents per share (2022: 15.0 HK cents per share)	218	240

2023年末期股息乃按本公司於2024年6月3日之已發行股份總數派付。

The payment for 2023 final dividend was based on the total number of issued shares of the Company on June 3, 2024.

財務報表附註（續）
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
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14. 現金及銀行結存

14. CASH AND BANK BALANCES

(以百萬港元為單位)	(In HK\$ million)	2024	2023
現金及現金等值	Cash and cash equivalents	784	720
存款日起三個月以上到期之銀行存款	Bank deposits with maturity over three months from date of deposits	52	215
		836	935

本集團以上之現金及銀行結存包括等值1.44億港元(2023年：1.32億港元)之人民幣現金及銀行結存。

Included in the cash and bank balances of the Group were cash and bank balances totaling HK\$144 million (2023: HK\$132 million) denominated in Renminbi.

本集團定期存款的實際利率為每年3.9%(2023年：4.8%)，年末該等存款之平均到期期限約為二個月。

The effective interest rate on bank deposits of the Group was 3.9% (2023: 4.8%) per annum; these deposits have an average maturity of around 2 months as at year end.

15. 於損益賬按公允值處理之金融資產

15. FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS

(以百萬港元為單位)	(In HK\$ million)	優先股 Preference Shares	其他 Other	合計 Total
於2023年1月1日之公允值	Fair value at January 1, 2023	28	6	34
公允值變動	Fair value change	-	(6)	(6)
於2023年12月31日、 2024年1月1日及 2024年12月31日之公允值	Fair value at December 31, 2023, January 1, 2024 and December 31, 2024	28	-	28

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

15 於損益賬按公允值處理之金融資產(續)

於2008年6月27日，本集團訂立買賣協議出售 Placita Holdings Limited (「Placita」) 21.0% 權益。根據該協議，6,055,440 股普通股代表本集團持有餘下30.0% 已發行之股本總數被重新分類為6,055,440 股 Placita 之優先股(「優先股」)。此外，本集團亦被授予優先股之認沽期權。

該優先股連同有關期權會於損益賬以公允值估量。公允值已於去年末估值，及將於其後之每年年末由獨立專業估值公司重新評估。

於損益賬按公允值處理之金融資產之公允值變動會於合併利潤表記錄為其他收入。

有關優先股的於損益賬按公允值處理之金融資產公允值是根據貼現現金流，決定於對該投資的各項於不可觀察市場上取得的資料(不可觀察輸入)，根據香港財務報告準則第13號的公允值的層級分類為第三級。

15 FINANCIAL ASSET AT FAIR VALUE THROUGH PROFIT OR LOSS (continued)

On June 27, 2008, the Group entered into a sale and purchase agreement to dispose of its 21.0% interest in Placita Holdings Limited ("Placita"). As part of the agreement, 6,055,440 ordinary shares representing the Group's remaining 30.0% of the total issued share capital of Placita were redesignated into 6,055,440 preference shares of Placita (the "Preference Shares"). Furthermore, the Group was granted a put option on the Preference Shares.

The Preference Shares and the related options are measured at FVPL. The fair value has been and will be re-assessed by an independent professional valuation firm at year end and the end of each subsequent period.

Changes in the fair values of financial asset at FVPL are recorded in other income in the consolidated income statement.

The fair value of the financial asset at FVPL in respect of Preference Shares are determined based on discounted cash flow, using inputs that are not based on observable market data (unobservable inputs), which is categorized as Level 3 under the fair value hierarchy pursuant to HKFRS 13.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

16. 應收賬款及其他應收款

16. TRADE AND OTHER RECEIVABLES

(以百萬港元為單位)	(In HK\$ million)	2024	2023
應收賬款	Trade receivables	249	234
減：虧損撥備	Less: Loss allowance	(40)	(37)
應收賬款淨值	Trade receivables, net	209	197
其他應收款，包括訂金及預付款項	Other receivables, including deposits and prepayments	133	122
應收賬款及其他應收款	Trade and other receivables	342	319
按金及其他應收款	Deposits and other receivables	88	74

應收賬款主要來自加盟商、授權經營商及百貨公司之零售收入。本集團在正常情況下給予30至90日信貸期。應收賬款及其他應收款之賬面值與其公允值相若。

Trade receivables mainly comprise amounts due from franchisees, licensees and retail proceeds due from department stores. The Group normally allows a credit period of 30–90 days. The carrying amounts of trade and other receivables approximate to their fair values.

(a) 賬齡分析

從發票日計已扣除虧損撥備之賬齡分析如下：

(a) Ageing analysis

Ageing analysis from the invoice date net of loss allowance is as follows:

(以百萬港元為單位)	(In HK\$ million)	2024	2023
0至30日	0 – 30 days	142	153
31至60日	31 – 60 days	48	33
61至90日	61 – 90 days	13	3
逾90日	Over 90 days	6	8
		209	197

因本集團之顧客分散於世界各地，故有關應收賬款並無集中性之信貸風險。

There is no concentration of credit risk with respect to trade receivables as the Group has a large number of internationally dispersed customers.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

16. 應收賬款及其他應收款(續)

(b) 應收賬款的虧損撥備

應收賬款的虧損撥備，乃以撥備賬戶入賬，除非本集團認為收回賬款的機會極微，在此情況下，虧損撥備將直接在應收賬款中撇銷。

本年內壞賬撥備之變動(包括特定及整體虧損部分)如下：

(以百萬港元為單位)

於1月1日
換算差額
虧損撥備撥回

本年撥備

於12月31日

個別應收賬款之虧損撥備涉及出現財政困難的客戶，經管理層評估預期只可收回部份應收賬款，因此確認為特定壞賬撥備。本集團就欠款持有約600萬港元(2023年：700萬港元)抵押品。

本集團採用香港財務報告準則第9號簡化法計量預期信用損失，該方法就所有應收賬款採用全期預期損失撥備。為計量預期信用損失，應收賬款根據共同信用風險特色及逾期日數進行分組。預期損失率是以過往損失率為基準，該比率已調整以反映影響客戶償還應收款項能力的宏觀經濟因素的當前及前瞻性資訊。

16. TRADE AND OTHER RECEIVABLES (continued)

(b) Loss allowance of trade receivables

Loss allowance in respect of trade receivables is recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the loss allowance is written off against trade receivables directly.

The movement in the allowance for doubtful debts during the year, including both specific and collective loss components, is as follows:

(In HK\$ million)

2024

2023

At January 1

37

42

Translation difference

–

(1)

Reversal of provision for
loss allowance

(1)

(6)

Provision for the year

4

2

At December 31

40

37

The individually accessed loss allowance for receivables relate to customers that are in financial difficulties and management assesses that only a portion of the receivables is expected to be recovered. Consequently, specific allowances for doubtful debts were recognized. The Group holds a collateral amounted approximately of HK\$6 million (2023: HK\$7 million) over the balances.

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime expected loss allowance for all trade receivables. To measure the ECL, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on the historical loss rates as adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables.

財務報表附註（續）
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

16. 應收賬款及其他應收款（續）
(b) 應收賬款的虧損撥備（續）

16. TRADE AND OTHER RECEIVABLES (continued)
(b) Loss allowance of trade receivables (continued)

(以百萬港元為單位) (In HK\$ million)		加權平均全期預期 信貸虧損比率 Weighted average lifetime expected credit loss rate	帳面總值 Gross carrying amount	全期預期信貸虧損 Lifetime expected credit loss	帳面淨值 Net carrying amount
於2024年12月31日	At December 31, 2024				
未逾期	Not yet due	0%	185	-	185
逾期1至30日	1 to 30 days past due	0%	13	-	13
逾期31至60日	31 to 60 days past due	0%	3	-	3
逾期61至90日	61 to 90 days past due	0%	4	-	4
逾期90日	Over 90 days past due	89%	44	(40)	4
			249	(40)	209

(以百萬港元為單位) (In HK\$ million)		加權平均全期預期 信貸虧損比率 Weighted average lifetime expected credit loss rate	帳面總值 Gross carrying amount	全期預期信貸虧損 Lifetime expected credit loss	帳面淨值 Net carrying amount
於2023年12月31日	At December 31, 2023				
未逾期	Not yet due	0%	169	-	169
逾期1至30日	1 to 30 days past due	0%	11	-	11
逾期31至60日	31 to 60 days past due	0%	3	-	3
逾期61至90日	61 to 90 days past due	0%	3	-	3
逾期90日	Over 90 days past due	77%	48	(37)	11
			234	(37)	197

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

17. 存貨

17. INVENTORIES

(以百萬港元為單位)	(In HK\$ million)	2024	2023
製成品	Finished goods	508	474

存貨值已確認為費用並記賬在銷售成本中為16.83億港元(2023年: 16.07億港元)。

The cost of inventories recognized as expense and included in cost of goods sold amounted to HK\$1,683 million (2023: HK\$1,607 million).

18. 租金預付款項

18. RENTAL PREPAYMENTS

(以百萬港元為單位)	(In HK\$ million)	2024	2023
於1月1日之賬面淨值	Net book value at January 1	3	4
添置	Additions	6	4
出售	Disposal	(6)	(4)
本年度攤銷	Amortization for the year	(1)	(1)
於12月31日之賬面淨值	Net book value at December 31	2	3

19. 於其他綜合收益按公允值處理之金融資產

19. FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

(以百萬港元為單位)	(In HK\$ million)	2024	2023
於1月1日之期初之公允值	Opening fair value at January 1	1	3
公允值之變動轉入 於其他綜合收益按公允值處理之 金融資產儲備	Change in fair value transferred to financial asset at FVOCI reserve	2	(2)
於12月31日之期末公允值	Closing fair value at December 31	3	1

財務報表附註(續)
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

19. 於其他綜合收益按公允值處理之金融資產(續)

於2024年12月31日，於其他綜合收益按公允值處理之金融資產指於迅捷環球控股有限公司(「迅捷環球」)2.96% (2023年：2.96%)之權益。該資產是以港元計值。迅捷環球從事成衣製造業務，是本集團的主要供應商之一。

於2024年12月31日，於其他綜合收益按公允值處理之金融資產之公允值是根據聯交所所載之股價釐定，根據香港財務報告準則第13號之公允值層級分類為第一級。

20. 一間合營公司權益

下文載列之合營公司之股本全為普通股股份，非上市合營公司之資料如下：

合營公司名稱 Name of joint venture	成立及經營地點 Place of incorporation and operation	持有股份百分比率 Percentage of equity holding		已發行及全數繳足股本或註冊資本 Issued and fully paid share capital or registered capital	主要業務 Principal activities
		2024	2023		
Giordano Corporation Limited*	大韓民國 Republic of Korea	48.5	48.5	5,150,000,000韓圓 KRW5,150,000,000	經營零售服裝及配襯用品 Retail of apparel and accessories

* 一間間接持有之合營公司

* A joint venture held indirectly

(以百萬港元為單位)	(In HK\$ million)	2024	2023
於1月1日	At January 1	494	490
應佔溢利	Share of profit	20	45
已收一間合營公司股息	Dividends received from a joint venture	(37)	(28)
換算差額	Translation difference	(63)	(13)
於12月31日	At December 31	414	494

19. FINANCIAL ASSET AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (continued)

As at December 31, 2024, financial asset at FVOCI represented 2.96% (2023: 2.96%) interests in Speedy Global Holdings Limited ("Speedy") are denominated in Hong Kong dollars. Speedy is engaged in garment manufacturing business and is one of the key suppliers of the Group.

As at December 31, 2024, the fair value of the financial asset at FVOCI is determined using its quoted price on the Stock Exchange, which is categorized as Level 1 under the fair value hierarchy pursuant to HKFRS 13.

20. INTEREST IN A JOINT VENTURE

The joint venture listed below has share capital consisting solely of ordinary shares, particulars of the unlisted joint venture is as follows:

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

20. 一間合營公司權益(續)

合營公司之財務資料摘錄

下文載列一間合營公司之財務資料摘錄。

資產負責表摘錄

(以百萬港元為單位)

流動

現金及現金等值結存
其他流動資產

流動資產總額

其他流動負債

流動負債總額

非流動

資產
負債

資產淨值

20. INTEREST IN A JOINT VENTURE (continued)

Summarized financial information for joint venture

Set out below is the summarized financial information for a joint venture.

Summarized balance sheet

(In HK\$ million)

Current

Cash and cash equivalents
Other current assets

Total current assets

Other current liabilities

Total current liabilities

Non-current

Assets
Liabilities

Net assets

2024

2023

55

71

569

591

624

662

(88)

(127)

(88)

(127)

400

518

(83)

(35)

853

1,018

綜合收益表摘錄

(以百萬港元為單位)

收益

折舊及攤銷
費用

除所得稅前溢利
所得稅

除所得稅後溢利
其他綜合虧損

總綜合(虧損)收益

Summarized statement of comprehensive income

(In HK\$ million)

Revenue

Depreciation and amortization
Expense

Profit before income taxes
Income taxes

Profit after income taxes
Other comprehensive loss

Total comprehensive
(loss) income

2024

2023

843

1,014

(93)

(96)

(697)

(798)

53

120

(11)

(26)

42

94

(131)

(26)

(89)

68

財務報表附註（續）
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

20. 一間合營公司權益（續）
財務資料摘錄調節表

一間合營公司賬面價值之財務資料摘錄調節表。

(以百萬港元為單位)

1月1日資產淨值
本年度溢利
股息
換算差額

12月31日資產淨值

應佔一間合營公司權益

租賃承擔

本集團所持有之一間合營公司之權益並沒有涉及任何或然負債及資本承擔，而該合營公司本身亦無重大或然負債及資本承擔。

20. INTEREST IN A JOINT VENTURE (continued)
Reconciliation of summarized financial information

Reconciliation of the summarized financial information presented to the carrying amount of the interest in a joint venture.

(In HK\$ million)

Opening net assets at January 1
Profit for the year
Dividends
Translation difference

Closing net assets at
December 31

Share of interest in a
joint venture

Lease commitments

2024 2023

1,018 1,008
42 94
(76) (58)
(131) (26)

853 1,018

414 494

- -

There are no material contingent liabilities and capital commitments relating to the Group's interest in a joint venture, and the joint venture have no contingent liabilities and capital commitments themselves.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

21. 投資物業

本集團持有物業作長期收租。

(以百萬港元為單位)

成本值
於1月1日
換算差額

於12月31日

累積折舊
於1月1日
換算差額
折舊

於12月31日

於12月31日之賬面淨值

21. INVESTMENT PROPERTIES

The Group had properties which held for long-term rental yields.

(In HK\$ million)

Cost
At January 1
Translation difference

At December 31

Accumulated depreciation
At January 1
Translation difference
Depreciation

At December 31

Net book value at
December 31

2024

2023

59

(2)

57

43

(1)

1

43

14

61

(2)

59

43

(1)

1

43

16

該投資物業於2024年12月31日之公允值由獨立專業之估值公司評估。估值乃根據收益資本化方法，透過利用從分析銷售交易及估值師對現行投資者的需求和期望而得出的合適資本化比率，對淨收入及發展潛力予以資本化。估值所採用的現行市場租金已參考有關物業和其他可類比的物業近期的租務狀況。於2024年12月31日，該物業(包括租賃土地及樓宇部分)之總公允值為2,600萬港元(2023年：2,800萬港元)。在合併利潤表中已包括投資物業之租金收入為460萬港元(2023年：430萬港元)。

The fair value of the investment properties at December 31, 2024 was assessed by an independent professional valuation firm. Valuation was based on income capitalization method which is based on the capitalization of the net income and reversionary income potential by adopting appropriate capitalization rates, which are derived from analysis of sale transactions and valuers' interpretation of prevailing investor requirements or expectations. The prevailing market rents adopted in the valuation have reference to recent lettings, within the subject properties and other comparable properties. The total fair value of the properties, including leasehold land and the building portion, was HK\$26 million (2023: HK\$28 million) as at December 31, 2024. In the consolidated income statement, rental income relating to investment properties of HK\$4.6 million (2023: HK\$4.3 million) was included.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

21. 投資物業（續）

於估計物業之公允值時，以物業之最高及最佳用途作為其現時用途。

上述投資物業按直線法按以下年率折舊：

租賃土地 租賃期限
樓宇 租賃期限或不多於50年
 （以較短者為準）

投資物業之賬面淨值分析如下：

（以百萬港元為單位）

在香港以外持有
10年至50年租約

投資物業的公允值所根據的數據乃基於不可觀察市場上取得的資料（不可觀察輸入），根據香港財務報告準則第13號的公允值的層級分類為第三級。

21. INVESTMENT PROPERTIES (continued)

In estimating the fair value of the properties, the highest and best use of the properties is their current use.

The above investment properties are depreciated on a straight-line basis at the following rates per annum:

Leasehold Land Over the term of the lease
Buildings Over the shorter of the term of the lease
 or no more than 50 years

The net book value of the investment properties is analyzed as follows:

(In HK\$ millions)	2024	2023
Outside Hong Kong, held on lease of between 10 and 50 years	14	16

The fair value of the investment properties was based on inputs that are not based on observable market data (unobservable inputs), which is categorized as Level 3 under the fair value hierarchy pursuant to HKFRS 13.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

22. 物業、機器及設備

22. PROPERTY, PLANT AND EQUIPMENT

(以百萬港元為單位) (In HK\$ million)		永久業權 之土地 及樓宇 Freehold land & buildings	樓宇 Buildings	機器及設備 Plant & equipment	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	汽車 Motor vehicles	合計 Total
成本值	Cost						
於2024年1月1日	At January 1, 2024	54	19	50	1,003	15	1,141
換算差額	Translation difference	(3)	(1)	-	(26)	-	(30)
添置	Additions	-	-	-	63	3	66
出售	Disposals	-	-	-	(92)	(2)	(94)
於2024年12月31日	At December 31, 2024	51	18	50	948	16	1,083
累積折舊及減值	Accumulated depreciation and impairment						
於2024年1月1日	At January 1, 2024	16	5	49	892	13	975
換算差額	Translation difference	(1)	-	-	(23)	-	(24)
減值	Impairment	-	-	-	1	-	1
本年度折舊	Depreciation charge for the year	-	-	-	59	2	61
出售	Disposals	-	-	-	(88)	(2)	(90)
於2024年12月31日	At December 31, 2024	15	5	49	841	13	923
於2024年12月31日 之賬面淨值	Net book value at December 31, 2024	36	13	1	107	3	160

財務報表附註（續）
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

22. 物業、機器及設備（續）
22. PROPERTY, PLANT AND EQUIPMENT
(continued)

(以百萬港元為單位) (In HK\$ million)		永久業權 之土地 及樓宇 Freehold land & buildings	樓宇 Buildings	機器及設備 Plant & equipment	租賃物業 裝修、傢俬及 辦公室設備 Leasehold improvements, furniture & office equipment	汽車 Motor vehicles	合計 Total
成本值	Cost						
於2023年1月1日	At January 1, 2023	54	12	51	980	17	1,114
換算差額	Translation difference	-	-	-	(8)	-	(8)
添置	Additions	-	7	-	79	1	87
出售	Disposals	-	-	(1)	(48)	(3)	(52)
於2023年12月31日	At December 31, 2023	54	19	50	1,003	15	1,141
累積折舊及減值	Accumulated depreciation and impairment						
於2023年1月1日	At January 1, 2023	16	5	50	896	14	981
換算差額	Translation difference	-	-	-	(7)	-	(7)
本年度折舊	Depreciation charge for the year	-	-	-	50	2	52
出售	Disposals	-	-	(1)	(47)	(3)	(51)
於2023年12月31日	At December 31, 2023	16	5	49	892	13	975
於2023年12月31日 之賬面淨值	Net book value at December 31, 2023	38	14	1	111	2	166

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

23. 使用權資產及租賃負債

資產負債表呈列以下對租賃相關的金額：

23. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES

The balance sheet shows the following amounts relating to leases:

使用權資產： (以百萬港元為單位)	Right-of-use assets (In HK\$ million)	2024	2023
成本值	Cost		
於1月1日	At January 1	2,501	2,155
換算差額	Translation difference	(58)	(5)
增加	Additions	159	162
租賃修改	Lease modifications	328	323
出售	Disposals	(204)	(134)
於12月31日	At December 31	2,726	2,501
累積折舊及減值	Accumulated depreciation and impairment		
於1月1日	At January 1	1,739	1,465
換算差額	Translation difference	(37)	(4)
減值	Impairment	3	—
本年度折舊	Depreciation charge for the year	420	412
出售	Disposals	(204)	(134)
於12月31日	At December 31	1,921	1,739
於12月31日 之賬面淨值	Net book value at December 31	805	762
		2024	2023
租賃負債：	Lease liabilities:		
流動	Current	328	329
非流動	Non-current	390	337
		718	666

租賃的現金流出總額為6.76億港元(2023年：6.74億港元)。

The total cash outflow for leases was HK\$676 million (2023: HK\$674 million).

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

23. 使用權資產及租賃負債(續)

本集團租賃各種物業，包括辦公室、租賃土地、倉庫和零售商鋪。租賃合同一般固定為1年至50年。

租賃條款是根據個別情況協商確定的，當中包含不同的條款和條件。除了出租人持有的租賃資產中的擔保權益外，租賃協議不施加任何其他條款。租賃資產不得用作借貸擔保。

部分物業租賃包含與門市所產生銷售額掛勾之可變付款條款。對於個別門市，最高可為100%的租賃付款是基於可變租賃付款條款釐定，百分比範圍為銷售額的7.0%-30%(2023年：7.0%-27.5%)。使用可變付款條款的原因有多種，包括可減低新設門市的固定成本。根據銷售額釐定的可變租賃付款，若符合該等付款條件將於期內在損益賬予以確認。

本集團的多項物業租賃包含延期及終止選擇權。該等條款乃用於盡量提高管理本集團資產方面的經營靈活性。所持有的大部份延期及終止選擇權僅可由本集團行使，而不得由有關出租人行使。

23. RIGHT-OF-USE ASSETS AND LEASE LIABILITIES (continued)

The Group leases various properties, including offices, leasehold land, warehouses and retail stores. Rental contracts are made for periods of 1 to 50 years.

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

Some property leases contain variable payment terms that are linked to sales generated from a store. For individual stores, up to 100% of lease payments are on the basis of variable payment terms with percentages ranging from 7.0% to 30% (2023: 7.0% to 27.5%) of sales. Variable payment terms are used for a variety of reasons, including minimizing the fixed costs base for newly established stores. Variable lease payments that depend on sales are recognized in profit or loss in the period in which the condition that triggers those payments occurs.

Extension and termination options are included in a number of property leases across the Group. These are used to maximize operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

24. 商譽

24. GOODWILL

(以百萬港元為單位)	(In HK\$ million)	2024	2023
於1月1日 減值	At January 1 Impairment	541 —	541 —
於12月31日	At December 31	541	541

商譽減值測試

海灣阿拉伯國家合作委員會地區的商譽已分配至海灣阿拉伯國家合作委員會營運分部，乃指在主體內商譽被監控作內部管理用途的最底層次商譽。現金產生單元之組別之可收回金額乃按使用公允價值減出售成本計算，所使用作公允價值估計的輸入可能包括非可觀察的市場數據(第三級—見附註3(c))。該項計算方法以管理層批准之5年財務預算以計算稅後現金流量。管理層根據過往海灣阿拉伯國家合作委員會業務及其對市場發展之預期來釐定預算。於海灣阿拉伯國家合作委員會，在預估期間，預估加權平均年銷售增長率3.4%(2023年：3.9%)。5年期間以後之現金流量，按估計終端增長率每年3%(2023年：3%)估算。所使用之稅後貼現率為12.4%(2023年：11.9%)，已反映有關經營分部之特定風險。

董事認為於2024年及2023年12月31日海灣阿拉伯國家合作委員會地區並無商譽減值。

本集團履行對商譽年度減值測試的關鍵假設進行敏感性分析。假若現金產生單元的預估年銷售增長率降低1.0個百分點或稅後貼現率提高1.0個百分點，並且以上改變單獨發生，則有足夠的空間。

Impairment test for goodwill

The Gulf Cooperation Council ("GCC") goodwill has been allocated to GCC operating segment, which represents the lowest level at which goodwill is monitored internally. The recoverable amount of the group of CGUs is determined based on fair value less costs of disposal, using inputs for the fair value estimation that may include unobservable market data (Level 3 – see Note 3(c)). These calculations use post-tax cash flow projections based on financial budgets approved by management covering a five-year period. Management determines the financial budgets of GCC business based on past performance and its expectations of market development. The weighted average annual sales growth rate in the forecast period is estimated to be 3.4% (2023: 3.9%). Cash flows beyond the five-year period are extrapolated using the estimated terminal growth rate of 3% (2023: 3%) per annum. The post-tax discount rate used is 12.4% (2023: 11.9%) which reflect specific risks relating to the current market assessment of risks specific to such assets.

The Directors are of the opinion that there was no impairment of GGC goodwill as at December 31, 2024 and 2023.

The Group has performed a sensitivity analysis on key assumptions used for the annual impairment test for the GCC goodwill. There would be sufficient headroom if the CGUs' forecasted annual sales growth rate had been lower by 1.0 percentage point or the post-tax discount rate had been higher by 1.0 percentage point, with all changes taken in isolation.

財務報表附註(續)
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

25. 股本

25. SHARE CAPITAL

(除股份數目外， 以百萬港元為單位)	(In HK\$ million, except number of shares)	股份數目 Number of shares	股本 Share capital
法定每股面值5港仙之普通股：	Authorized ordinary shares of HK\$0.05 each:		
於2023年1月1日、2023年12月31日、 2024年1月1日及2024年12月31日	At January 1, 2023, December 31, 2023, January 1, 2024, December 31, 2024	2,000,000,000	100
已發行及全數繳足：	Issued and fully paid:		
於2023年1月1日	At January 1, 2023	1,579,816,518	79
因行使股權而發行之股份	Issue of shares pursuant to exercise of share options	34,000,000	2
年內註銷之股份	Share cancelled during the year	(400,000)	—
於2023年12月31日及2024年1月1日	At December 31, 2023 and January 1, 2024	1,613,416,518	81
因行使股權而發行之股份	Issue of shares pursuant to exercise of share options	3,368,000	—
年內購回及註銷之股份	Share repurchased and cancelled during the year	(610,000)	—
於2024年12月31日	At December 31, 2024	1,616,174,518	81

(a) 發行股份

根據本公司之購股權計劃，本公司已向購股權持有人(已於年內行使其購股權之權利)發行3,368,000股(2023年：34,000,000股)新普通股，每股面值5港仙。年內未獲行使其購股權數目變動載於本年報第201頁至207頁標題為「購股權計劃」內。

本公司發行之所有新普通股與本公司當時之現有股份在各方面均享有同等權益。

(a) Issue of shares

Pursuant to the share option scheme of the Company, the Company issued 3,368,000 (2023: 34,000,000) new ordinary shares of HK\$0.05 each in the capital of the Company to option-holders who exercised their rights attached to share options during the year. Movements in the number of the outstanding share options during the year is set out on pages 201 to 207 under the heading “SHARE OPTION SCHEME” of this annual report.

All the new ordinary shares issued by the Company ranked pari passu with the then existing shares of the Company in all respects.

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

25. 股本(續)

(b) 購股權資料

「購股權計劃」之摘要及本公司購股權於本年度內之變動詳情載於本年報第201頁至207頁。

(c) 購回及註銷股份

截至2024年12月31日止年度，根據本公司股東向董事會授出的一般授權，本公司已於聯交所購回合共610,000股本公司普通股股份，總代價為120萬港元，該等已購回股份其後已註銷及本公司已發行股本已按該等股份之面值削減。就購回已付及應付之溢價已計入本公司之滾存溢利。相同於已註銷股份面值之款額已由滾存溢利轉撥至資本贖回儲備。

截至2023年12月31日止年度，本公司沒有於聯交所購回其普通股股份。

(d) 一間合營公司所持有的股份

於2024年12月31日，一間合營公司持有本公司1,800,000普通股股份(2023年：1,800,000普通股股份)。

25. SHARE CAPITAL (continued)

(b) Share option information

Summary of the “SHARE OPTION SCHEME” and details of the movement in share options of the Company during the year are set out on pages 201 to 207 of this annual report.

(c) Repurchase and cancellation of shares

During the year ended December 31, 2024, pursuant to the general mandate granted by the shareholders of the Company to the Board, the Company repurchased a total of 610,000 of its ordinary shares on the Stock Exchange at a total consideration of HK\$1.2 million, these repurchased shares were subsequently cancelled and the issued share capital of the Company was reduced by the nominal value of the cancelled shares accordingly. The premium paid and payable on repurchase was charged against the retained profits of the Company. An amount equivalent to the nominal value of the shares cancelled was transferred from retained profits to the capital redemption reserve.

During the year ended December 31, 2023, the Company did not repurchase its ordinary shares on the Stock Exchange.

(d) Shares held by a joint venture

As at December 31, 2024, 1,800,000 ordinary shares (2023: 1,800,000 ordinary shares) were held by a joint venture.

財務報表附註（續）
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

26. 重大非控制性權益

截至2024年12月31止之非控股權益總額為1.22億港元(2023年：1.23億港元)，其中PT. Giordano Indonesia(「Giordano Indonesia」)佔1.42億港元(2023年：1.34億港元)，而Textile and Garments Co. Ltd.(「Giordano KSA」)佔1,500萬港元(2023年：1,700萬港元)。其他公司之非控股權益不重大。

資產負債表摘錄

(以百萬港元為單位) (In HK\$ million)		Giordano Indonesia		Giordano KSA	
		2024	2023	2024	2023
流動資產	Current Assets	244	278	106	106
流動負債	Current Liabilities	(105)	(131)	(61)	(62)
流動淨資產總額	Total current net assets	139	147	45	44
非流動資產	Non-current Assets	207	222	81	65
非流動負債	Non-current Liabilities	(63)	(75)	(24)	(4)
非流動淨資產總額	Total non-current net assets	144	147	57	61
淨資產總額	Total net assets	283	294	102	105

26. MATERIAL NON-CONTROLLING INTEREST

The total non-controlling interests as at December 31, 2024 are HK\$122 million (2023: HK\$123 million), of which HK\$142 million (2023: HK\$134 million) is for PT. Giordano Indonesia (“Giordano Indonesia”) and HK\$15 million (2023: HK\$17 million) is for Textile and Garments Co. Ltd. (“Giordano KSA”). The non-controlling interests in respect of the rest of the companies are not material.

Summarized balance sheet

		Giordano Indonesia		Giordano KSA	
		2024	2023	2024	2023
流動資產	Current Assets	244	278	106	106
流動負債	Current Liabilities	(105)	(131)	(61)	(62)
流動淨資產總額	Total current net assets	139	147	45	44
非流動資產	Non-current Assets	207	222	81	65
非流動負債	Non-current Liabilities	(63)	(75)	(24)	(4)
非流動淨資產總額	Total non-current net assets	144	147	57	61
淨資產總額	Total net assets	283	294	102	105

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

26. 重大非控制性權益(續)

26. MATERIAL NON-CONTROLLING INTEREST
(continued)

綜合收益表摘錄

Summarized statement of comprehensive income

(以百萬港元為單位)	(In HK\$ million)	Giordano Indonesia		Giordano KSA	
		2024	2023	2024	2023
收入	Revenue	767	739	298	293
除所得稅前溢利	Profit before income taxes	114	145	21	23
所得稅	Income taxes	(26)	(34)	(4)	(4)
除所得稅後溢利	Profit after income taxes	88	111	17	19
其他綜合(虧損)收益	Other comprehensive (loss) income	(18)	3	(1)	—
總綜合收益	Total comprehensive income	70	114	16	19
非控制性權益總綜合收益	Total comprehensive income allocated to non-controlling interests	25	46	4	5
非控制性權益已付股息	Dividends paid to non-controlling interests	27	66	5	5

現金流量表摘錄

Summarized cash flows

(以百萬港元為單位)	(In HK\$ million)	Giordano Indonesia		Giordano KSA	
		2024	2023	2024	2023
經營業務之現金流入淨額	Net cash inflow from operating activities	48	160	80	89
投資業務之現金流入(流出)淨額	Net cash inflow (outflow) from investing activities	47	(87)	(5)	(8)
融資業務之現金流出淨額	Net cash outflow from financing activities	(82)	(203)	(81)	(77)
現金及現金等值之增加(減少)	Increase (decrease) in cash and cash equivalents	13	(130)	(6)	4
於1月1日之現金及現金等值結存	Cash and cash equivalents at January 1	28	156	59	55
外幣匯率變動之影響	Effect of foreign exchange rate changes	(2)	2	—	—
於12月31日之現金及現金等值結存	Cash and cash equivalents at December 31	39	28	53	59

上述資料為未計集團公司之間對銷前的金額。

The information above is the amount before inter-company eliminations.

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

27 公司資產負債表及權益變動表

公司資產負債表

(以百萬港元為單位)

資產

流動資產

現金及銀行結存
應收賬款及其他應收款
應收所得稅
應收附屬公司款項

非流動資產

於損益賬按公允值處理之
金融資產
使用權資產
應收附屬公司款項
附屬公司權益
其他應收款

資產總額

負債及權益

流動負債

應付賬款及其他應付款
應付附屬公司款項

負債總額

股本及儲備

股本
儲備
擬派股息

權益總額

權益及負債總額

淨流動資產

資產總額減流動負債

27 BALANCE SHEET AND EQUITY MOVEMENTS OF THE COMPANY

Balance sheet of the Company

(In HK\$ million)

ASSETS

Current assets

Cash and bank balances	17	25
Trade and other receivables	8	3
Income tax receivable	1	—
Amounts due from subsidiaries	2,424	2,160

	2,450	2,188
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Non-current assets

Financial asset at fair value through profit or loss	28	28
Right-of-use assets	77	81
Amounts due from subsidiaries	136	155
Interest in subsidiaries	816	816
Other receivables	6	—

	1,063	1,080
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Total assets	3,513	3,268
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LIABILITIES AND EQUITY

Current liabilities

Trade and other payables	25	9
Amounts due to subsidiaries	1,580	1,458

Total liabilities	1,605	1,467
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Capital and reserves

Share capital	81	81
Reserves	1,730	1,502
Proposed dividends	97	218

Total equity	1,908	1,801
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Total equity and liabilities	3,513	3,268
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Net current assets	851	721
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Total assets less current liabilities	1,908	1,801
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陳嘉緯
CHAN Ka Wai
董事
Director

羅學文
Mark Alan LOYND
董事
Director

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
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27 公司資產負債表及權益變動表(續) 27 BALANCE SHEET AND EQUITY MOVEMENTS OF THE COMPANY (continued)

公司權益變動表

Equity movements of the Company

		股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	滾存溢利 (累計虧損) Retained profits (Accumulated losses)	權益總額 Total equity
(以百萬港元為單位)	(In HK\$ million)							
於2024年1月1日	At January 1, 2024	81	540	3	1,028	16	133	1,801
本年度溢利	Profit for the year	-	-	-	-	-	450	450
總綜合收益	Total comprehensive income	-	-	-	-	-	450	450
儲備間撥轉	Transfer among reserves	-	-	-	-	(2)	2	-
購股權計劃	Share option scheme	-	-	-	-	-	-	-
— 因行使購股權而發行之股份	— Share issue upon exercise of share options	-	-	-	5	-	-	5
2023年末期股息(附註13(b))	2023 final dividend (Note 13(b))	-	-	-	-	-	(218)	(218)
2024年中期股息(附註13(a))	2024 interim dividend (Note 13(a))	-	-	-	-	-	(129)	(129)
購回及註銷之股份(附註25(c))	share repurchase and cancelled (Note 25(c))	-	-	-	-	-	(1)	(1)
		-	-	-	5	(2)	(346)	(343)
於2024年12月31日	At December 31, 2024	81	540	3	1,033	14	237	1,908

2023年之比較數字如下：

The comparative figures for 2023 are set out as follows:

		股本 Share capital	繳入盈餘 Contributed surplus	資本 贖回儲備 Capital redemption reserve	股份溢價 Share premium	購股權 儲備 Share options reserve	滾存溢利 (累計虧損) Retained profits (Accumulated losses)	權益總額 Total equity
(以百萬港元為單位)	(In HK\$ million)							
於2023年1月1日	At January 1, 2023	79	540	3	983	22	(117)	1,510
本年度溢利	Profit for the year	-	-	-	-	-	758	758
總綜合收益	Total comprehensive income	-	-	-	-	-	758	758
儲備間撥轉	Transfer among reserves	-	-	-	-	(6)	6	-
購股權計劃	Share option scheme	-	-	-	-	-	-	-
— 因行使購股權而發行之股份	— Share issue upon exercise of share options	2	-	-	45	-	-	47
2022年末期股息(附註13(b))	2022 final dividend (Note 13(b))	-	-	-	-	-	(240)	(240)
2023年中期股息(附註13(a))	2023 interim dividend (Note 13(a))	-	-	-	-	-	(274)	(274)
		2	-	-	45	(6)	(508)	(467)
於2023年12月31日	At December 31, 2023	81	540	3	1,028	16	133	1,801

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
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28. 儲備

於2024年及2023年12月31日，本集團之儲備分析如下：

(以百萬港元為單位)

繳入盈餘
資本贖回儲備
股份溢價
購股權儲備
匯兌儲備
其他儲備
於其他綜合收益按公允值處理之
金融資產儲備

滾存溢利

28. RESERVES

The reserves of the Group as at December 31, 2024 and 2023 are analyzed as follows:

(In HK\$ million)

Contributed surplus
Capital redemption reserve
Share premium
Share options reserve
Exchange reserve
Other reserves
Financial asset at fair value
through other comprehensive
income reserve
Retained profits

擬派末期股息(附註13(a))

儲備總額

Proposed final dividends
(Note 13(a))

Total reserves

2024	2023
383	383
3	3
1,033	1,028
14	16
(160)	(94)
125	124
(5)	(7)
524	655
1,917	2,108
(97)	(218)
1,820	1,890

本集團之繳入盈餘乃指因集團重組而產生之進賬額，而集團重組乃根據於1995年5月29日完成之協議計劃而進行。根據百慕達1981年公司法(經修訂)，繳入盈餘可分派予股東。

The contributed surplus of the Group represents a credit arising from a group reorganization pursuant to a scheme of arrangement which was completed on May 29, 1995. Under the Companies Act 1981 of Bermuda (as amended), the contributed surplus is distributable to the shareholders.

其他儲備之主要項目詳情如下：

Details of the main items in other reserves are as follows:

- 根據中國內地有關法律及財務法規，中國內地之附屬公司之法定儲備基金可用於彌補往年虧損(如有)及用以增加該等附屬公司之資本額。
- 根據韓國稅務獎勵限制法例及韓國商業準則，大韓民國之合營公司之法定儲備基金及其他儲備只可以用作抵銷未來虧損或轉作資本，而不可用作現金股息派發。
- 根據阿聯酋商業公司法例，阿聯酋之附屬公司之法定儲備基金，除聯邦法規外，不可作分配之用。
- 授出認沽期權之確認財務負債8,100萬港元(2023年：8,100萬港元)(附註31)。

- According to the relevant laws and financial regulations, the statutory reserve funds of the subsidiaries in Mainland China are used to make up prior years' losses, if any, and to increase the capital of the subsidiaries.
- In accordance with the Korean Tax Incentive Limitation Law and Korean Commercial Code, the statutory reserve fund and other reserves of the joint venture in the Republic of Korea may only be used to offset a future deficit or be transferred to capital stock, but not for cash dividends.
- According to the UAE Commercial Companies Law, the statutory reserve fund of the subsidiary in the UAE is not available for distribution except as provided in the Federal Law.
- Put option financial liability recognized of HK\$81 million (2023: HK\$81 million) (Note 31).

NOTES TO THE FINANCIAL STATEMENTS (continued)

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29. 銀行貸款

29. BANK LOANS

(以百萬港元為單位)	(In HK\$ million)	2024	2023
銀行貸款包括以下各項：	Bank loans comprise the following:		
短期，有抵押	Short-term, secured	3	5
短期，無抵押	Short-term, unsecured	23	25
		26	30
銀行貸款須於下列期間償還：	The bank loans are repayable as follows:		
即期或一年內	On demand or within one year	26	30
本集團之銀行貸款以下列貨幣計值：	The Group's bank loans are denominated in the following currencies:		
(以百萬港元為單位)	(In HK\$ million)	2024	2023
— 新台幣	— New Taiwan dollar	23	25
— 越南盾	— Vietnamese Dong	3	5
		26	30

於2024年12月31日，本集團之銀行貸款的實際利率為3.0%(2023年：3.3%)。銀行貸款的浮動利率取決於市場。

The effective interest rate of the Group's bank loans as at December 31, 2024 was 3.0% (2023: 3.3%). The bank loans bear interest at floating rate that are market dependent.

銀行貸款300萬港元(2023年：500萬港元)以非全資附屬公司的一名非控股股東的物業作抵押。

The bank loan of HK\$3 million (2023: HK\$5 million) is secured by property of a non-controlling shareholder of non-wholly owned subsidiary.

於2024年及2023年12月31日，附屬公司取得的無抵押銀行貸款乃以本公司提供的公司擔保為抵押。

The unsecured bank loan as at December 31, 2024 and 2023 obtained by the subsidiaries are secured by the corporate guarantees provided by the Company.

銀行貸款的賬面值與其公允值相若。

The carrying amounts of bank loans approximate to their fair values.

財務報表附註（續）
NOTES TO THE FINANCIAL STATEMENTS (continued)

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December 31, 2024

30. 應付賬款及其他應付款

30. TRADE AND OTHER PAYABLES

(以百萬港元為單位)	(In HK\$ million)	2024	2023
應付賬款	Trade payables	292	199
退休金責任	Pension obligation	36	41
其他應付款及應付費用	Other payables and accrued expense	283	312
		611	552

以下為從發票日計之應付賬款之賬齡分析：
The ageing analysis of trade payables from the invoice date is as follows:

(以百萬港元為單位)	(In HK\$ million)	2024	2023
0至30日	0 – 30 days	262	185
31至60日	31 – 60 days	19	4
61至90日	61 – 90 days	4	4
逾90日	Over 90 days	7	6
		292	199

應付賬款及其他應付款之賬面值與其公允值相若。
The carrying amounts of trade and other payables approximate to their fair values.

NOTES TO THE FINANCIAL STATEMENTS (continued)

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December 31, 2024

30. 應付賬款及其他應付款(續)

退休金責任

本集團主要於海灣阿拉伯國家合作委員會設有確定福利計劃。根據當地勞動法的相關規定，該計劃下的離職福利支付乃依據員工於僱傭終止當日的最終薪金及津貼，以及其累計服務年資計算而成。員工的離職福利計劃為無資金提撥計劃，相關福利支付責任將於僱傭終止時按需求支付。責任的現值評估採用預測單位信用法計算。

此外，本集團亦營運數個確定供款計劃，這些計劃接受來自本集團內部公司的固定供款。本集團對這些計劃的法律或推定責任僅限於已支付的供款。本年度與這些供款相關的支出已確認為5,900萬港元(2023年：6,000萬港元)。

30. TRADE AND OTHER PAYABLES (continued)

Pension obligations

The Group operates defined benefit plans mainly in GCC. The end-of-service benefit payments under the plan are based on the employees' final salaries and allowances and their cumulative years of service at the date of their termination of employment, as defined by the conditions stated in the respective local labour laws. Employees' end-of-service benefit plans are unfunded plans and the benefit payment obligation are met when they fall due upon termination of employment. Projected unit credit method is used to assess the present value of the obligations.

The group also operates a couple of defined contribution plans which receive fixed contributions from group companies. The group's legal or constructive obligation for these plans is limited to the contributions made. The expense recognised for the year in relation to these contributions was HK\$59 million (2023: HK\$60 million).

		2024		2023	
		UAE	Saudi	UAE	Saudi
主要確定福利計劃的精算假設如下：	The key significant actuarial assumptions of defined benefit plans were as follows:				
折現率	Discount rate	5.00%	5.10%	4.83%	4.75%
薪金增長率	Salary growth rate	4.00%	2.38%	1.00%	3.54%

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

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31. 授出認沽期權負債

於2012年，本集團就向Giordano UAE及Giordano KSA之非控股股東授出認沽期權，以供其出售於此等公司之餘下權益予本集團所產生的財務負債而確認負債約1.02億港元。該授出認沽期權於本集團完成收購Giordano UAE及Giordano KSA之股份3年後隨時可行使，而且無到期日期。該等財務負債初步按其攤銷成本確認，即估計贖回金額的現值。授出認沽期權負債以美元(「美元」)計值及列為流動負債。

於2015年，本集團就向Giordano Fashions Co. W.L.L. (「Giordano KW」)及GIO Fashions W.L.L. (「Giordano QA」)之非控股股東授出認沽期權，以供其出售於此等公司之餘下權益予本集團所產生的財務負債而確認負債約1,900萬港元。該授出認沽期權於本集團完成收購Giordano KW及Giordano QA之股份3年後隨時可行使，而且無到期日期。該等財務負債初步按其攤銷成本確認，即估計贖回金額的現值。授出認沽期權負債以美元計值及列為流動負債。

於2019年，本集團與Giordano UAE，Giordano KW及Giordano QA的非控股股東訂立協議，其行使認沽期權，以代價分別約2,100萬港元、1,100萬港元及500萬港元出售Giordano UAE的20%經濟權益、Giordano KW的31%的經濟權益及Giordano QA的41%的經濟權益。而在進一步收購Giordano UAE、Giordano KW及Giordano QA經濟權益的同時，因所授出的認沽期權而確認的相關認沽期權負債已相應地失效。

該授出認沽期權贖回金額是以固定現金金額或根據貼現現金流的權益投資公允值之孰高而釐定，決定於對該投資的各項於不可觀察市場上取得的資料(不可觀察輸入)，根據香港財務報告準則第13號之公允值的層級分類為第三級。

31. PUT OPTION LIABILITIES

In 2012, the Group recognized financial liabilities of approximately HK\$102 million in relation to the financial liabilities arising from the put option granted to the non-controlling shareholders of Giordano UAE and Giordano KSA to sell their remaining interests in these companies to the Group. Such put option is exercisable any time after 3 years from completion of the Group's acquisition of the shares in Giordano UAE and Giordano KSA and has no expiry date. Such financial liabilities are initially recognized at their amortized costs, which is measure at the present value of the estimated redemption amount. The put option liabilities are denominated in United States dollars ("US\$") and are classified under current liabilities.

In 2015, the Group recognized financial liabilities of approximately HK\$19 million in relation to the financial liabilities arising from the put option granted to the non-controlling shareholders of Giordano Fashions Co. W.L.L. ("Giordano KW") and GIO Fashions W.L.L. ("Giordano QA") to sell their remaining interests in these companies to the Group. Such put option is exercisable any time after 3 years from completion of the Group's acquisition of the shares in Giordano KW and Giordano QA and has no expiry date. Such financial liabilities are initially recognized at their amortized cost, which is the present value of the estimated redemption amount. The put option liabilities are denominated in U.S. dollars and are classified under current liabilities.

In 2019, the Group entered into agreements with the non-controlling shareholder of Giordano UAE, Giordano KW and Giordano QA who exercised the put option to sell 20% economic interests in Giordano UAE, 31% economic interest in Giordano KW and 41% economic interest in Giordano QA at considerations of approximately HK\$21 million, HK\$11 million and HK\$5 million respectively. The associated put option liabilities recognized arising from the put option granted had been lapsed accordingly at the time of further acquisition of Giordano UAE, Giordano KW and Giordano QA economic interest.

"The redemption amount of the put option liabilities is determined at higher of fixed amount of cash or fair value of the equity investment based on discounted cash flows, using inputs that are not based on observable market data (unobservable inputs), which is categorized as Level 3 under the fair value hierarchy pursuant to HKFRS 13.

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32. 遞延稅項負債

遞延稅項負債採用負債法就短暫性差異按適用於各司法權區之稅率而作全數撥備。

本集團於年內之遞延稅項資產及負債之變動(在同一徵稅地區之結餘抵銷前)如下：

遞延稅項(資產)負債

(以百萬港元為單位)	(In HK\$ million)	使用權資產 Right-of-use assets	租賃負債 Lease liabilities	加速會計 折舊 Accelerated accounting depreciation	未分派之 滾存溢利 Unremitted profits	其他 Others	合計 Total
於2024年1月1日	At January 1, 2024	108	(120)	5	110	(31)	72
換算差額	Translation difference	-	1	-	(12)	1	(10)
於利潤表中(抵免)列支 (附註11)	(Credited) charged to income statement (Note 11)	(15)	15	2	(3)	13	12
於2024年12月31日	At December 31, 2024	93	(104)	7	95	(17)	74
於2023年1月1日	At January 1, 2023	101	(113)	(2)	111	(40)	57
換算差額	Translation difference	-	-	-	(2)	-	(2)
於利潤表中列支(抵免) (附註11)	Charged (credited) to income statement (Note 11)	7	(7)	7	1	9	17
於2023年12月31日	At December 31, 2023	108	(120)	5	110	(31)	72

本集團有未確認稅損5.27億港元(2023年：4.32億港元)。此等未確認稅損中3.60億港元(2023年：2.72億港元)將於2024年12月31日起5年內屆滿。餘下部分主要由澳洲及德國附屬公司之無限期稅損引致。

32. DEFERRED TAX LIABILITIES

Deferred tax liabilities are calculated in full on temporary differences under the liability method at the rates applicable in the respective jurisdictions.

The movement in the Group's deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

Deferred tax (assets) liabilities

The Group has unrecognized tax losses of HK\$527 million (2023: HK\$432 million). These unrecognized tax losses to the extent of HK\$360 million (2023: HK\$272 million) will expire within 5 years from December 31, 2024. The remaining portion is mainly related to the losses of subsidiaries in Australia and Germany which have no expiry date.

財務報表附註(續)
NOTES TO THE FINANCIAL STATEMENTS (continued)

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32. 遞延稅項負債(續)

遞延稅項(資產)負債(續)

在法定權利許可下，若遞延所得稅涉及同一財政機關，遞延稅項資產可與遞延稅項負債互相抵銷。下列金額在計入適當抵銷後，於合併資產負債表內列賬。

(以百萬港元為單位)	(In HK\$ million)	2024	2023
遞延稅項資產	Deferred tax assets	(21)	(39)
遞延稅項負債	Deferred tax liabilities	95	111
		74	72

32. DEFERRED TAX LIABILITIES (continued)

Deferred tax (assets) liabilities (continued)

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

33. 其他非流動負債

(以港幣百萬元為單位)

(以港幣百萬元為單位)	(In HK\$ million)	2024	2023
租賃負債(附註23)	Lease liabilities (Note 23)	390	337
其他	Others	27	—
		417	337

33. OTHER NON-CURRENT LIABILITIES

其他包括資產退役撥備及退休金責任撥備。

Other consist of provision for asset retirement and pension obligations.

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34. 租賃承擔

- (a) 於2024年12月31日，本集團就零售店舖、辦公室及貨倉之不可於未來撤銷之租賃的最低應付租賃費用於一年內到期的金額為1,100萬港元(2023年：1,000萬港元)。

租賃合約包含不同種類條款，租金遞升協定及續租權。若干門市之租賃租金乃根據最低保證租金或以銷售額計算之租金(以較高者為準)。上述承擔乃按最低保證租金計算。

- (b) 於2024年12月31日，本集團就零售店舖及辦公室之不可於未來撤銷之經營租賃的最低應收租賃收入如下：

(以百萬港元為單位)

1年內
1年後但5年內

34. LEASES COMMITMENTS

- (a) As at December 31, 2024, the Group had future aggregate minimum lease charges payable under non-cancellable leases in respect of retail shops, office premises and warehouses which were due within one year amounted to HK\$11 million (2023: HK\$10 million).

The leases contracts have varying terms, escalation clauses and renewal rights. The lease rentals of certain outlets are based on the higher of a minimum guaranteed rental or a sales level based rental. The minimum guaranteed rental has been used to arrive at the above commitments.

- (b) As at December 31, 2024, the Group had future aggregate minimum lease income receivable under non-cancellable operating leases in respect of retail shops and office premises as set out below:

(In HK\$ million)

Within one year
After one year but
within five years

2024

2023

8

6

14

1

22

7

財務報表附註（續）
NOTES TO THE FINANCIAL STATEMENTS (continued)

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35. 資本承擔

於2024年及2023年12月31日，本集團並無重大關於租賃物業裝修、傢俬及辦公室設備之資本承擔。

36. 融資活動產生之負債對賬

下表詳述本集團來自融資活動的負債變動，包括現金及非現金變動。融資活動所產生的負債乃為現金流量所致，或未來現金流量將本集團綜合財務報表中分類為融資活動所產生的現金流量。

35. CAPITAL COMMITMENT

As at December 31, 2024 and 2023, the Group had no material capital commitment in respect of leasehold improvement, furniture and fixtures.

36. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below shows details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flow were, or future cash flows will be classified in the Group's consolidated statement of cash flows from financing activities.

(以百萬港元為單位)	(In HK\$ million)	融資業務之負債 Liabilities from financing activities	
		租賃負債 Lease liabilities	銀行貸款 Bank loans
於2023年1月1日之淨債務	Net debt as at January 1, 2023	613	12
償還銀行貸款	Repayment of bank loans	–	(105)
增加銀行貸款	Addition of bank loans	–	123
租賃負債之本金部分付款	Payment for principal element of lease liabilities	(400)	–
租賃負債之利息部分付款 (於經營業務內)	Payment for interest element of lease liabilities in operating activities	(39)	–
非現金變動	Non-cash movements	492	–
於2023年12月31日之結餘	Balance as at December 31, 2023	666	30
償還銀行貸款	Repayment of bank loans	–	(140)
增加銀行貸款	Addition of bank loans	–	138
租賃負債之本金部分付款	Payment for principal element of lease liabilities	(408)	–
租賃負債之利息部分付款 (於經營業務內)	Payment for interest element of lease liabilities in operating activities	(45)	–
非現金變動	Non-cash movements	505	(2)
於2024年12月31日之結餘	Balance as at December 31, 2024	718	26

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37. 重要關聯人士交易

關聯人士指可直接或間接控制另一方，或在作出財務及營運決策時對另一方行使重大影響力之人士。共同受他人控制或受他人重大影響力之人士亦視為有關聯人士。

(a) 與關聯人士之交易

於本年度內，若干附屬公司按一般及日常業務過程與一間合營公司進行正常商業條款交易。有關該等交易詳述如下：

(以百萬港元為單位)

銷售予一間合營公司
採購自一間合營公司
特許權收入自一間合營公司

37. MATERIAL RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence.

(a) Transactions with related party

During the year, certain subsidiaries traded with a joint venture in the ordinary and usual course of business on normal commercial terms. Details relating to these transactions are as follows:

(In HK\$ million)

	2024	2023
Sales to a joint venture	144	130
Purchases from a joint venture	1	1
Royalty income from a joint venture	19	22

(b) 與關聯人士之結餘

於12月31日應收關聯人士款項：

(以百萬港元為單位)

應收一間合營公司款項

(b) Balances with related party

Amount due from a related party at December 31 is:

(In HK\$ million)

	2024	2023
Amount due from a joint venture	4	10

於2024年及2023年12月31日，上述應收關聯人士款項已反映在應收賬款及其他應收款。應收款項均為無抵押、免息及須於要求時還款。

As at December 31, 2024 and 2023, the above amount due from a related party is reflected in trade and other receivables. The receivable is unsecured in nature, bear no interest and is repayable on demand.

財務報表附註(續)
NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

37. 重要關聯人士交易(續)

(c) 主要管理層報酬

所有執行董事均被視為主要管理層，彼等的酬金已於財務報表附註10內披露。其他主要管理層應付的酬金如下：

(以港幣千元為單位)	(In HK\$'000)	2024	2023
基本薪金及其他收益	Basic salaries and other benefits	7,002	7,049
退休金計劃供款	Contribution to pension schemes	126	121
業績計算／酌情性花紅	Performance-based/discretionary bonuses	5,609	5,800
		12,737	12,970

本集團的「超越邊界」五年戰略將於2025年正式開始。因此，為了關聯方交易的目的，「關鍵管理層」(不包括執行董事)的數量和／或組成可能會在未來進行更新。

37. MATERIAL RELATED PARTY TRANSACTIONS (continued)

(c) Key management compensation

Executive Directors are considered as key management and their emoluments have been disclosed in Note 10 to the financial statements. The emoluments payable to other key management are as follows:

The Group's "Beyond Boundaries" 5-year strategy will officially commence in 2025. As such, the number of and/or composition of 'key management' (excluding Executive Directors) for the purposes of related party transactions may be updated in future.

38. 資產質押

於2024年及2023年12月31日，本集團並無質押任何資產。

38. PLEDGE OF ASSETS

The Group did not pledge any assets as of December 31, 2024 and 2023.

39. 或然事項

於資產負債表日，以下或有負債未於財務報表中撥備：

(以百萬港元為單位)	(In HK\$ million)	2024	2023
代替租用物業按金之銀行擔保	Bank guarantees given in lieu of property rental deposits	10	11

於報告期間結束日，董事並不認為有就任何該等擔保而可能向本公司提出之申索。因此，並無於2024年及2023年12月31日就該等申索作出任何撥備。

39. CONTINGENCY

At the balance sheet date, contingent liabilities not provided for in the financial statement were as follows:

As at the end of the reporting period, the directors do not consider it is probable that a claim will be made against the Company under any of the guarantees. No provision was therefore made in this respect at December 31, 2024 and 2023.

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日

December 31, 2024

40. 與非控制性權益的交易

本集團於2023年6月收購PT Retail Kreatif Amerta Internasional的全部已發行股份，其唯一重大資產為其持有一間本集團非全資擁有的附屬公司PT Giordano Indonesia(「GID」)的14.80%權益，總代價為100萬新加坡元(折合約590萬港元)。收購後，本集團對GID的有效持股比例由52.06%增加11.84%至63.90%。

由於收購GID的額外權益，本集團確認非控制性權益及非控制性權益應收款項減少，導致本公司股東應佔權益增加600萬港元。

40. TRANSACTION WITH NON-CONTROLLING INTERESTS

In June 2023, the Group acquired the entire issued share capital of PT Retail Kreatif Amerta Internasional, whose sole material asset is its ownership of 14.80% in PT Giordano Indonesia ("GID"), a non-wholly owned subsidiary of the Group, for a total consideration of SG\$1 million (equivalent to approximately HK\$5.9 million). The Group's effective shareholding in GID increased by 11.84% from 52.06% to 63.90% after the acquisition.

As a result of the acquisition of an additional interest in GID, the Group recognized a decrease in non-controlling interests and receivables from the non-controlling interests, resulting in an increase in equity attributable to shareholders of the Company of HK\$6 million.

41. 主要附屬公司

本公司於2024年12月31日之主要附屬公司如下：

41. PRINCIPAL SUBSIDIARIES

The following is a list of the principal subsidiaries of the Company as at December 31, 2024:

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding		已發行及全數繳足股本／ 註冊資本／份額資本 Issued and fully paid share capital/ registered capital/ quota capital	主要業務／經營地區 Principal activities/ place of operation
		2024	2023		
寶斯特有限公司* Bluestar Exchange Limited*	香港 Hong Kong	100	100	3,000,000港元 HK\$3,000,000	投資控股及提供公司顧問服務／香港 Investment holding and provision of company consultancy services/ Hong Kong
East Jean Limited*	香港 Hong Kong	100	100	1,000,000港元 HK\$1,000,000	經營零售服裝及配襯用品／台灣 Retail of apparel and accessories/ Taiwan
GIO Fashions W.L.L.*	卡塔爾 State of Qatar	49	49	200,000卡塔爾里亞爾 QAR200,000	經營零售服裝及配襯用品／卡塔爾 Retail of apparel and accessories/ State of Qatar

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

41. 主要附屬公司（續）

41. PRINCIPAL SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding		已發行及全數繳足股本／ 註冊資本／份額資本 Issued and fully paid share capital/ registered capital/ quota capital	主要業務／經營地區 Principal activities/ place of operation
		2024	2023		
GIOR Fashion Company Limited*	越南 Vietnam	60	60	26,000,000,000越南盾 VND\$26,000,000,000	經營零售服裝及配襯用品／越南 Retail of apparel and accessories/ Vietnam
Giordano (Australia) Pty. Limited*	澳洲 Australia	92.8	92.8	700,000澳元 AUD700,000	經營零售服裝及配襯用品／澳洲 Retail of apparel and accessories/ Australia
Giordano Fashions L.L.C.*	阿聯酋 UAE	100	100	3,000,000阿聯酋迪拉姆 AED 3,000,000	經營零售服裝及配襯用品／阿聯酋 Retail of apparel and accessories/ UAE
Giordano Fashions W.L.L.*	科威特 State of Kuwait	49	49	300,000科威特第納爾 KWD300,000	經營零售服裝及配襯用品／科威特 Retail of apparel and accessories/ State of Kuwait
佐丹奴有限公司* Giordano Limited*	香港 Hong Kong	100	100	5,000,000港元 HK\$5,000,000	經營零售及分銷服裝及 配襯用品／香港 Retail and distribution of apparel and accessories/Hong Kong
Giordano (Thai) Co., Ltd.*	泰國 Thailand	100	100	10,000,000泰銖 Baht10,000,000	經營零售服裝及配襯用品／泰國 Retail of apparel and accessories/ Thailand
Giordano (M) Sdn. Bhd.	馬來西亞 Malaysia	100	100	500,000馬來西亞令吉 RM500,000	經營零售服裝及配襯用品／馬來西亞 Retail of apparel and accessories/ Malaysia
佐丹奴澳門有限公司* Giordano (Macau) Limited*	澳門 Macau	100	100	50,000澳門幣 MOP50,000	經營零售服裝及配襯用品／澳門 Retail of apparel and accessories/ Macau

財務報表附註(續)

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

41. 主要附屬公司(續)

41. PRINCIPAL SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding		已發行及全數繳足股本/ 註冊資本/份額資本 Issued and fully paid share capital/ registered capital/ quota capital	主要業務/經營地區 Principal activities/ place of operation
		2024	2023		
Giordano Middle East FZE*	阿聯酋 – 杜拜 Dubai – UAE	100	100	1,000,000阿聯酋迪拉姆 AED1,000,000	經營分銷服裝及 配襯用品/阿聯酋 – 杜拜 Distribution of apparel and accessories/Dubai – UAE
Giordano Originals (Singapore) Private Limited	新加坡 Singapore	100	100	1,900,002新加坡元 SGD1,900,002	經營零售及貿易服裝及 配襯用品/新加坡 Retailing and trading of apparel and accessories/Singapore
Giordano Vietnam Limited*	香港 Hong Kong	60	60	802,000美元 USD802,000	投資控股/香港 Investment holding/Hong Kong
Giordano (Cambodia) Enterprises Limited*	柬埔寨 Cambodia	80	80	4,000,000柬埔寨里爾 KHR\$4,000,000	經營零售服裝及配襯用品/柬埔寨 Retail of apparel and accessories/ Cambodia
PT. Giordano Indonesia*	印尼 Indonesia	64	64	2,500,000,000印尼盾 IDR2,500,000,000	經營零售服裝、配襯用品及 其有關產品/印尼 Retail of apparel, accessories and related products/Indonesia
深圳虎威製衣有限公司* # Shenzhen Tiger Garment Ltd.* #	中華人民共和國 People's Republic of China	100	100	260,100,000元人民幣 RMB260,100,000	投資控股、製造及銷售服裝及 配襯用品/中國內地 Investment holding, manufacturing and retailing of apparel and accessories/Mainland China
虎威企業有限公司 Tiger Enterprises Limited	香港 Hong Kong	100	100	60,001,000港元 HK\$60,001,000	投資控股、成衣貿易及 提供管理服務/中國內地 Investment holding, trading of garment products, and provision of management services/Mainland China

財務報表附註（續）

NOTES TO THE FINANCIAL STATEMENTS (continued)

2024年12月31日
December 31, 2024

41. 主要附屬公司（續）

41. PRINCIPAL SUBSIDIARIES (continued)

附屬公司名稱 Name of subsidiary	成立地點 Place of incorporation	持有股份之 實際百分率 Effective percentage of equity holding		已發行及全數繳足股本／ 註冊資本／份額資本 Issued and fully paid share capital/ registered capital/ quota capital	主要業務／經營地區 Principal activities/ place of operation
		2024	2023		
Textile and Garments Co. Ltd.*	沙特阿拉伯王國 Kingdom of Saudi Arabia	75	75	27,000,000 沙特里亞 SR27,000,000	經營零售服裝及配襯用品／ 沙特阿拉伯王國 Retail of apparel and accessories/ Kingdom of Saudi Arabia
Walton International Ltd.*	開曼群島 Cayman Islands	100	100	102 美元 USD102	批授商標專利權／香港 Licensing of trademarks/ Hong Kong

附註：

- # 外商獨資企業
- * 間接持有之附屬公司

Notes:

- # A foreign owned enterprise
- * Subsidiaries held indirectly

42. 財務報表之批准

本財務報表已於2025年3月26日獲董事會批准。

42. APPROVAL OF FINANCIAL STATEMENTS

The financial statements were approved by the Board on March 26, 2025.

購股權計劃

於2011年6月9日，本公司採納新購股權計劃（於2012年5月22日經修訂）（「2011年購股權計劃」），該計劃已於2021年6月9日屆滿。於屆滿日期起，不得亦並無購股權根據2011年購股權計劃授出，惟於屆滿日期之前授出之購股權根據發行條款繼續有效及可予以行使。在上文所述規限下，2011年購股權計劃之條文維持十足效力及效用至2028年12月31日，儘管該計劃已告屆滿。

2011年購股權計劃之主要條款摘錄如下：

(1) 目的

該計劃旨在鼓勵及獎勵對本集團作出貢獻或將可作出貢獻之選定合資格參與者。

(2) 合資格參與者

- (i) (a) 任何董事或擬委任董事（不論是執行或非執行，包括任何獨立非執行董事）、僱員或擬聘請之僱員（不論是全職或兼職），或
- (b) 其時借調之任何人；而屬於本集團任何成員或任何控股股東或由控股股東控制之任何公司；或
- (ii) 持有本集團任何成員或任何控股股東或任何控股股東控制公司所發行之任何證券之持有人；或

SHARE OPTION SCHEME

On June 9, 2011, the Company adopted a new share option scheme (as amended on May 22, 2012) (the “2011 Share Option Scheme”). No options may be and have been granted under the 2011 Share Option Scheme from June 9, 2021, the expiry date, but the options granted before the expiry date continue to be valid and exercisable in accordance with the terms of issue. Subject to the aforesaid, the provisions of the 2011 Share Option Scheme remained in full force and effect until December 31, 2028, notwithstanding the expiry of the scheme.

A summary of the principal terms of the 2011 Share Option Scheme is as follows:

(1) Purpose

As incentives or rewards for the contribution or potential contribution to the Group from the selected eligible participants.

(2) Eligible participants

- (i) (a) any Director or proposed Director (whether executive or non-executive, including any independent non-executive Director), employee or proposed employee (whether full time or part time) of, or
- (b) any individual for the time being seconded to work for; any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; or
- (ii) any holder of any securities issued by any member of the Group or any controlling shareholder or any company controlled by a controlling shareholder; or

購股權資料

SHARE OPTION INFORMATION

(iii) 本集團任何成員或任何控股股東或由控股股東控制之任何公司的：

- (a) 任何業務或合作夥伴、加盟商、承包商、代理或代表，
- (b) 任何人士或個體提供研究、發展或其他技術支援或任何諮詢、顧問、專業或其他服務，
- (c) 任何貨品或服務供應商，
- (d) 任何客戶，或
- (e) 任何業主及租客（包括分租租客）；

及，就2011年購股權計劃而言，將包括由一位或多位隸屬以上任何合資格參與者所控制之任何公司。

(3) 根據該計劃可予發行之股份總數

因該計劃已於2021年6月9日屆滿，不得亦並無購股權根據2011年購股權計劃授出。

於2025年3月26日，根據2011年購股權計劃已授出而尚未行使的所有購股權獲行使而可發行的股份總數為83,082,000股（相等於本公司已發行股份之約5.14%）。本公司並無持有任何庫存股份。

(iii) any member of the Group or any controlling shareholder or a company controlled by a controlling shareholder of;

- (a) any business or joint venture partner, franchisee, contractor, agent or representative of,
- (b) any person or entity that provides research, development or other technological support or any advisory, consultancy, professional or other services to,
- (c) any supplier of goods or services to,
- (d) any customer of, or
- (e) any landlord or tenant (including any sub-tenant) of;

and, for the purposes of the 2011 Share Option Scheme, shall include any company controlled by one or more persons belonging to any of the above classes of eligible participants.

(3) TOTAL NUMBER OF SHARES AVAILABLE FOR ISSUE UNDER THE SCHEME

No options may be and have been granted under the 2011 Share Option Scheme from June 9, 2021, the expiry date.

As at March 26, 2025, a number of shares available for issue under the 2011 Share Option Scheme is 83,082,000 shares (representing approximately 5.14% of the shares in issue) that may be issued upon exercise of all options which had been granted and yet to be exercised under the 2011 Share Option Scheme. No treasury shares were held by the Company.

(4) 每名合資格參與者可獲授權益上限

除非獲本公司股東在股東大會上批准，每名合資格參與者在任何12個月內獲授或將獲授之購股權（包括已行使、已註銷及尚未行使之購股權）予以行使時，所發行及將予發行之股份數目上限不得超過本公司已發行股份之1%。

此外，授予本公司主要股東及／或獨立非執行董事或彼等其各自之任何聯繫人以及倘導致在任何12個月內因行使已授予或將授予該等人士之所有購股權而發行或將予發行之股份超過本公司已發行股份之0.1%（按授出日期之股份價格計算）總值超過500萬港元之購股權，須待本公司股東於股東大會上批准後，方可作實。

(5) 購股權行使期

根據2011年購股權計劃授出之購股權，可於授出購股權當日或董事釐定的其後日子開始行使，直至董事授出購股權時釐定之日期營業時間結束時屆滿；惟於任何情況下，由授出購股權當日起計不可超過10年。

(6) 於行使購股權前必須持有的最短期限

由董事會於授出購股權時釐定。

(7) 接受授出購股權之要約

授出購股權之要約必須於提出要約之日起30日內（包括提出要約當日）接納。於接納授出購股權之要約時，須支付1港元。

(4) MAXIMUM ENTITLEMENT OF EACH ELIGIBLE PARTICIPANTS

The maximum number of shares issued and to be issued upon exercise of the share options granted or to be granted to each participant (including exercised, cancelled and outstanding options) in any 12-month period must not exceed 1% of the Company's shares in issue unless the same is approved by the Company's shareholders in general meeting.

In addition, any share options to a substantial shareholder and/or an Independent Non-executive Director of the Company or any of their respective associates, and where the total number of shares issued and to be issued upon exercise of all options granted or to be granted to such person in any 12-month period exceed 0.1% of the Company's shares in issue and with an aggregate value (based on the price of the shares on the date of grant) in excess of HK\$5 million, are subject to the Company's shareholders' approval in general meeting.

(5) TIME OF EXERCISE OF OPTION

An option may be exercised under the terms of the 2011 Share Option Scheme at any time during a period commencing on such date on or after the date on which the option is granted as the Board may determine in granting the option and expiring at the close of business on such date as the directors may determine in granting the option but in any event shall not exceed 10 years from the date of grant.

(6) THE MINIMUM PERIOD FOR WHICH AN OPTION MUST BE HELD BEFORE IT CAN BE EXERCISED

As determined by the Board upon the grant of an option.

(7) ACCEPTANCE OF OFFERS

An offer for the grant of options must be accepted within 30 days inclusive of the day on which such offer was made. The amount payable on acceptance of the offer for the grant of an option is HK\$1.

購股權資料

SHARE OPTION INFORMATION

(8) 釐定行使價之基準

行使價由董事會釐定，惟須以下列較高者釐定：

- (i) 股份於提出授予購股權要約當日在聯交所日報表所報的股份收市價；
- (ii) 股份於緊接提出授予購股權要約當日前五個營業日在聯交所日報表的平均收市價；及
- (iii) 每股股份之面值。

(9) 該等計劃餘下之有效期

2011年購股權計劃自採納後日期起計10年內有效，並已於2021年6月9日屆滿。

(8) BASIS OF DETERMINING THE EXERCISE PRICE

The exercise price is determined by the Board which shall be at least the highest of:

- (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date when an option is offered;
- (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five business days immediately preceding the date on which an option is offered; and
- (iii) the nominal amount of a share.

(9) THE REMAINING LIFE OF THE SCHEME

The 2011 Share Option Scheme shall be valid for a period of 10 years from the date of adoption, and was expired on June 9, 2021.

購股權資料

SHARE OPTION INFORMATION

購股權之變動

根據2011年購股權計劃之購股權於截至2024年12月31日止年度內之變動載列如下：

MOVEMENT OF SHARE OPTIONS

Movements of share options under the 2011 Share Option Scheme during the year ended December 31, 2024 are set out below:

2011年股權計劃

2011 Share Option Scheme

	購股權數目 Number of share options						每股行使價 Exercise price 港元 HK\$	授出日期 Date of grant (年/月/日) (YYYY/MM/DD)	行使期 Exercisable period/ Vesting period (年/月/日) (YYYY/MM/DD)
	於2024年 1月1日 As at 2024/01/01	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內失效 Lapsed during the year	於年內註銷 Canceled during the year	於2024年 12月31日 As at 2024/12/31			
合資格人士 Eligible person									
董事 Directors	陳嘉緯 CHAN Ka Wai	100,000	-	-	100,000	-	5.000	2014/03/24	2015/03/04 - 2024/03/23
		150,000	-	-	150,000	-	5.000	2014/03/24	2016/03/04 - 2024/03/23
		200,000	-	-	200,000	-	5.000	2014/03/24	2017/03/10 - 2024/03/23
		250,000	-	-	250,000	-	5.000	2014/03/24	2018/03/09 - 2024/03/23
		300,000	-	-	300,000	-	5.000	2014/03/24	2019/03/08 - 2024/03/23
		1,366,000	-	-	-	1,366,000	4.180	2017/01/06	2017/08/11 - 2025/12/31
		1,666,000	-	-	-	1,666,000	4.180	2017/01/06	2018/03/09 - 2025/12/31
		1,668,000	-	-	-	1,668,000	4.180	2017/01/06	2018/08/10 - 2025/12/31
		1,000,000	-	-	-	1,000,000	1.390	2020/09/09	2021/08/11 - 2028/12/31
		1,000,000	-	-	-	1,000,000	1.390	2020/09/09	2022/03/11 - 2028/12/31
		7,700,000	-	-	1,000,000	-	6,700,000		
羅學文 Mark Alan LOYND		200,000	-	-	200,000	-	5.000	2014/03/24	2015/03/04 - 2024/03/23
		300,000	-	-	300,000	-	5.000	2014/03/24	2016/03/04 - 2024/03/23
		400,000	-	-	400,000	-	5.000	2014/03/24	2017/03/10 - 2024/03/23
		500,000	-	-	500,000	-	5.000	2014/03/24	2018/03/09 - 2024/03/23
		600,000	-	-	600,000	-	5.000	2014/03/24	2019/03/08 - 2024/03/23
		64,000	-	-	-	64,000	3.792	2015/04/09	2017/03/10 - 2025/03/31
		1,332,000	-	-	-	1,332,000	4.180	2017/01/06	2017/08/11 - 2025/12/31
		1,332,000	-	-	-	1,332,000	4.180	2017/01/06	2018/03/09 - 2025/12/31
		1,336,000	-	-	-	1,336,000	4.180	2017/01/06	2018/08/10 - 2025/12/31
		1,000,000	-	-	-	1,000,000	1.390	2020/09/09	2021/03/12 - 2028/12/31
		1,000,000	-	-	-	1,000,000	1.390	2020/09/09	2021/08/11 - 2028/12/31
		1,000,000	-	-	-	1,000,000	1.390	2020/09/09	2022/03/11 - 2028/12/31
		9,064,000	-	-	2,000,000	-	7,064,000		

購股權資料

SHARE OPTION INFORMATION

合資格人士 Eligible person	購股權數目 Number of share options						每股行使價 Exercise price 港元 HK\$	授出日期 Date of grant (年/月/日) (YYYY/MM/DD)	行使期 Exercisable period/ Vesting period (年/月/日) (YYYY/MM/DD)
	於2024年	於年內授出	於年內行使	於年內失效	於年內註銷	於2024年			
	1月1日	Granted	Exercised	Lapsed	Canceled	12月31日			
	As at	during	during	during	during	As at			
	2024/01/01	the year	the year	the year	the year	2024/12/31			

已授予和將授予購股權超過個人限額1%的參與者
 Participants with options granted and to be granted in excess of 1% individual limit

不適用
 Not applicable

年內已授予和將授予超過相關類別已發行股份的0.1%的購股權的關連實體參與者或服務提供者
 Related entity participants or service providers with options granted and to be granted during the year exceeding 0.1% of the relevant class of shares in issue

不適用
 Not applicable

其他參與者
 Other participants

-其他連續合約僱員	2,964,000	-	-	2,964,000	-	-	5.000	2014/03/24	2015/03/04 – 2024/03/23
- Other Continuous	4,426,000	-	-	4,426,000	-	-	5.000	2014/03/24	2016/03/04 – 2024/03/23
Contract Employees	5,946,000	-	-	5,946,000	-	-	5.000	2014/03/24	2017/03/10 – 2024/03/23
	7,466,000	-	-	7,466,000	-	-	5.000	2014/03/24	2018/03/09 – 2024/03/23
	8,928,000	-	-	8,928,000	-	-	5.000	2014/03/24	2019/03/08 – 2024/03/23
	2,528,000	-	-	26,000	-	2,502,000	3.792	2015/04/09	2016/03/04 – 2025/03/31
	2,924,000	-	-	28,000	-	2,896,000	3.792	2015/04/09	2017/03/10 – 2025/03/31
	250,000	-	-	-	-	250,000	4.090	2015/07/10	2016/03/04 – 2025/06/30
	250,000	-	-	-	-	250,000	4.090	2015/07/10	2017/03/10 – 2025/06/30
	942,000	-	-	-	-	942,000	4.340	2016/09/19	2017/03/10 – 2026/06/30
	946,000	-	-	-	-	946,000	4.340	2016/09/19	2018/03/09 – 2026/06/30
	9,386,000	-	-	188,000	-	9,198,000	4.180	2017/01/06	2017/08/11 – 2025/12/31
	10,236,000	-	-	200,000	-	10,036,000	4.180	2017/01/06	2018/03/09 – 2025/12/31
	12,170,000	-	-	388,000	-	11,782,000	4.180	2017/01/06	2018/08/10 – 2025/12/31
	2,592,000	-	-	-	-	2,592,000	4.050	2017/06/09	2017/08/11 – 2025/12/31
	2,592,000	-	-	-	-	2,592,000	4.050	2017/06/09	2018/03/09 – 2025/12/31
	2,616,000	-	-	-	-	2,616,000	4.050	2017/06/09	2018/08/10 – 2025/12/31
	6,362,000	-	862,000	148,000	-	5,352,000	1.390	2020/09/09	2021/03/12 – 2028/12/31
	6,638,000	-	844,000	148,000	-	5,646,000	1.390	2020/09/09	2021/08/11 – 2028/12/31
	9,704,000	-	1,090,000	154,000	-	8,460,000	1.390	2020/09/09	2022/03/11 – 2028/12/31
	99,866,000	-	2,796,000	31,010,000	-	66,060,000			

購股權資料

SHARE OPTION INFORMATION

合資格人士 Eligible person	購股權數目 Number of share options					每股行使價 Exercise price per share 港元 HK\$	授出日期 Date of grant (年/月/日) (YYYY/MM/DD)	行使期 Exercisable period/ Vesting period (年/月/日) (YYYY/MM/DD)
	於2024年 1月1日 As at 2024/01/01	於年內授出 Granted during the year	於年內行使 Exercised during the year	於年內失效 Lapsed during the year	於年內註銷 Canceled during the year			
其他參與者 Other participants								
-其他關連實體 - Other related entity								
				不適用 Not applicable				
-其他服務提供者(附註1) - Other service providers (Note 1)	410,000	-	-	410,000	-	5.000	2014/03/24	2015/03/04 - 2024/03/23
	610,000	-	-	610,000	-	5.000	2014/03/24	2016/03/04 - 2024/03/23
	820,000	-	-	820,000	-	5.000	2014/03/24	2017/03/10 - 2024/03/23
	1,030,000	-	-	1,030,000	-	5.000	2014/03/24	2018/03/09 - 2024/03/23
	1,230,000	-	-	1,230,000	-	5.000	2014/03/24	2019/03/08 - 2024/03/23
	200,000	-	-	-	-	4.180	2017/01/06	2017/08/11 - 2025/12/31
	266,000	-	-	-	-	4.180	2017/01/06	2018/03/09 - 2025/12/31
	436,000	-	-	-	-	4.180	2017/01/06	2018/08/10 - 2025/12/31
	1,368,000	-	126,000	-	-	1.390	2020/09/09	2021/03/12 - 2028/12/31
	1,432,000	-	190,000	-	-	1.390	2020/09/09	2021/08/11 - 2028/12/31
	1,512,000	-	256,000	-	-	1.390	2020/09/09	2022/03/11 - 2028/12/31
	9,314,000	-	572,000	4,100,000	-	4,642,000		
合計 Total:	125,944,000	-	3,368,000	38,110,000	-	84,466,000		

附註：

Notes:

- 授權經銷商及加盟商的擁有人、及法律顧問
- 於緊接購股權各自行使日期前之股份加權平均收市價為每股2.078港元。
- Owners of the authorized dealers/franchisees and a legal consultant
- The weighted average closing price per share immediately before the respective exercise date of the options was HK\$2.078.

投資者參考資料

INFORMATION FOR INVESTORS

重要日期

暫停辦理股東登記手續

股東周年大會 : 2025年5月27日至
2025年5月30日
(首尾兩天包括在內)
末期股息 : 2025年6月6日至
2025年6月10日
(首尾兩天包括在內)

股東周年大會

2025年5月30日

股息

中期股息 : 每股8.0港仙
已派付日期 : 2024年9月20日
建議末期股息 : 每股6.0港仙
派發日期 : 2025年6月20日

股份代號

香港聯合交易所 : 709
彭博 : 709 HK
路透社 : 0709.HK

投資者聯絡

佐丹奴國際有限公司
香港九龍
長沙灣道777至779號
天安工業大廈5樓
電話 : (852) 2746 4668
傳真 : (852) 2370 8864
電子郵件 : investorrelations@giordano.com

網址

www.giordano.com

IMPORTANT DATES

Closure of Register of Members

Annual General Meeting : May 27, 2025 to May 30, 2025
(both days inclusive)
Final Dividend : June 6, 2025 to June 10, 2025
(both days inclusive)

Annual General Meeting

May 30, 2025

Dividends

Interim Dividend : HK8.0 cents per share
Paid on : September 20, 2024
Proposed Final Dividend : HK6.0 cents per share
Payable on : June 20, 2025

STOCK CODE

Stock Exchange : 709
Bloomberg : 709 HK
Reuters : 0709.HK

INVESTOR RELATIONS CONTACT

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777-779 Cheung Sha Wan Road
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WEBSITE

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附錄 Appendix

GIORDANO

World Without Strangers



2024 年環境、社會及管治報告書
Environmental, Social and Governance Report

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關於本報告

About this report

歡迎閱覽佐丹奴國際有限公司(「佐丹奴」)的2024年環境、社會及管治報告(「ESG報告」)，本報告闡述我們在可持續性方面的最新措施和業績。您也許知道，在佐丹奴成立之初，我們就以「沒有陌生人的世界」為經營理念，我們的願景是希望世界沒有種族、國籍及文化之分，彼此可以生活在一個大同的世界中，此願景貫徹於我們的管理和業務運作層面之中。

佐丹奴一直以來致力於成為一個負責任的企業公民，並於2005年正式採納企業社會責任政策聲明。自此，我們一直恪守「為善者諸事順」的原則，於我們經營的社區發放正能量，特別關注與持份者的關係、社區參與和環境保護這些範疇。

隨著香港聯合交易所有限公司(「聯交所」)提高對此報告的合規要求，以及普遍持份者對增加公司透明度有殷切需求，本報告主要涵蓋了我們對環境、社會及管治的政策及表現，包括我們對環境和社區所造成的影響、我們如何以公平及透明的方式為客戶提供優質產品及卓越服務、如何投放資源於員工的發展及致力營造融洽及樂於支援員工的工作環境。與此同時，如何發展強健的管治、有效的風險管理系統以及嚴密的監控亦是我們重點關注的項目。

Welcome to the 2024 Environmental, Social and Governance (the “ESG”) Report of Giordano International Limited (“Giordano”), which updates our latest initiatives and achievements with respect to sustainability. As you may be aware, ‘World Without Strangers’ has been Giordano’s credo since its inception and reflects our vision to create a sense of familiarity, regardless of ethnicity, nationality or culture, which transcends our operations and management.

Giordano has long been committed to being a responsible corporate citizen, and formally adopted its Corporate Social Responsibility policy statement in 2005. Since then, we have continued to focus on “doing well by doing good” in order to make a positive impact in the communities where we do business, paying particular attention to stakeholder relations, community involvement and environmental protection.

With the onset of enhanced compliance requirements set by The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on ESG Reports and growing demand for corporate disclosure from stakeholders in general, this Report primarily addresses our approach and performance against ESG metrics, including the impact that we are making on the environment and communities, the way we deliver responsible products and exceptional service to our customers in fairly and transparently, how we invest in our employees’ development and foster an inclusive and supportive working environment, as well as our framework to develop strong governance, effective risk management systems and robust controls.

報告標準、原則和範圍

ESG報告是根據聯交所證券上市規則附錄C2中的「環境、社會及管治報告指引」編制的，並符合其「不遵守就解釋」的規定。詳細請參考本報告的後部的聯交所的ESG報告指引，以幫助讀者閱覽並提高透明度。

ESG報告的內容是通過本集團的持份者參與和重要性評估過程確定的，包括識別環境、社會及管治相關問題、收集和審查管理層和持份者的意見、評估問題的相關性和重要性，以及準備和驗證已報告的信息相關問題。選擇重要的環境、社會及管治因素的源自持份者參與和重要性評估。

ESG報告中披露了量化的環境和社會關鍵績效指標（「KPI」），使持份者可全面瞭解本集團的環境、社會及管治表現。這些已報告KPI中使用的標準、方法、參考和主要排放源和轉換因子的信息在適當的地方進行了說明。為提高和保持每年的ESG報告的可比性，本集團盡可能採用一致的報告和計算方法。如果方法和具體標準有任何變化，已在相應部分提供了說明，以便資料解讀。

本報告將佐丹奴在2024年於環境、社會及管治方面的表現展現出來。報告內容覆蓋了我們在中國內地、香港、澳門、台灣和新加坡的業務（統稱「匯報市場」），佔佐丹奴在2024年42.5%的銷售額，但不包括我們的加盟商和授權經銷商所經營的店鋪。本報告匯報範疇與2023年的ESG報告相若。

環境、社會及管治治理

有效的環境、社會及管治在推動本集團走向可持續發展的道路中發揮著明確的作用。為確保環境、社會及管治能正確實施，董事會已責成本集團的風險管理委員會協助審核委員會監督本公司環境、社會及管治的發展和執行，並幫助確定環境、社會及管治策略和未來方向，跟進潛在的環境、社會及管治相關風險。在董事會的監督下，本集團管理層制定並執行環境、社會及管治相關政策和策略。

董事會聲明

良好的公司治理與環境和社會問題的積極治理密不可分。為確保集團內的環境、社會及管治良好，集團董事會（「董事會」）肩負監督集團環境、社會及管治表現的最終責任，而權力已適當下放至集團各管理層。為確保建立適當有效的環境、社會及管治風險管理措施和內部控制系統，風險管理委員會及本集團內部審計部負責監督本集團的環境、社會及管治策略和績效，評估和識別環境、社會及管治相關風險。

Reporting Standard, Principles and Scope

The ESG Report was prepared in accordance with the “Environmental, Social and Governance Reporting Guide” under Appendix C2 to the Rules Governing the Listing of Securities on the Stock Exchange and in compliance with the “comply or explain” provision thereof. Detailed references to the “Stock Exchange’s ESG Reporting Guide” have been included at the back of this Report to aid readers and facilitate greater transparency.

The content of the ESG Report is determined through the Group’s stakeholder engagement and materiality assessment processes, which include identifying ESG-related issues, collecting and reviewing management and stakeholders’ opinions, assessing the relevance and materiality of the issues, and preparing and validating the information reported. The selection of material ESG factors are derived from stakeholder engagement and materiality assessments.

Quantitative environmental and social KPIs are disclosed in the ESG Report so that stakeholders can have a comprehensive understanding of the Group’s ESG performance. Information on the standards, methodologies, references and source of key emission and conversion factors used on these KPIs reporting are stated wherever appropriate. To enhance and maintain the comparability of the ESG Reports between years, the Group adopts consistent reporting and calculation methodologies as far as practicable. In case of any changes in the methodologies and specific standards, explanations have provided in corresponding sections to facilitate information interpretation.

This ESG Report provides an annual update of Giordano’s ESG performance for the year of 2024, which covers our operations in Mainland China, Hong Kong, Macau, Taiwan and Singapore (collectively, the “Reporting Markets”), which contributed to 42.5% of Giordano’s sales in 2024 excluding shops operated by our franchisees and licensees. There are no significant changes in the reporting scope of this Report from that of the last one in 2023.

ESG Governance

Effective ESG plays a definite role in driving the Group’s pathway toward sustainable development. To ensure proper implementation of ESG, the Board has charged the Group’s Risk Management Committee (the “RM Committee”) with assisting the Audit Committee to oversee the Company’s ESG development and execution, as well as to help determine the ESG strategies and direction ahead, to keep track of potential ESG-related risks. With the Board’s supervision, the management of the Group formulates and executes ESG-related policies and strategies.

Board Statement

Good corporate governance inextricably linked to positive governance of environmental and social issues. With the aim to ensure proper ESG governance within the Group, the Group’s board of directors (the “Board”) shoulders the ultimate accountability for the supervision of the Group’s ESG performance, while authority has been properly delegated to each management of the Group. In a bid to ensure the establishment of appropriate and effective ESG risk management measures and internal control systems, the RM Committee and the Group’s Internal Audit department are responsible for overseeing the Group’s ESG strategies and performance, as well as assessing and identifying ESG-related risks.

風險管理委員會審查和評估內部運營，以確定重大環境、社會及管治問題，包括與氣候相關的風險（例如供應鏈上的自然災害），並通過重要性評估對ESG風險進行優先排序。他們審查和監督集團的ESG政策和環境目標的進展。

為降低可持續發展和環境、社會及管治相關風險，以及跟蹤本公司的環境、社會及管治發展，風險管理委員會審閱本集團的表現，並與行業領導者和同等規模的同行比較，以確保滿足最新的要求和合規狀態。本集團將適時調整可能影響本集團業務運營的環境、社會及管治相關問題，以迎合新興市場趨勢。

風險管理委員會還將通過董事會會議、專門報告和其他溝通渠道定期向董事會通報環境、社會及管治表現的發展情況、願景和策略的發展。本集團已建立業務部門與持份者之間的溝通渠道，以更好地溝通環境、社會及管治相關事項。本集團定期檢討溝通渠道，以便確保本集團與其持份者之間進行有效溝通。於報告期內，董事會已委派獨立諮詢公司進行重要性評估，以更好地識別與業務及其持份者相關的潛在和重大環境、社會及管治事項。持份者參與是為了與相關持份者進行接觸，以更準確地識別重大事項，並可以將持份者的意見內化。具有更高重要性的事項將被視為重大事項，並將優先考慮這些問題。董事會亦會定期檢討重大事項，以確保制定適當的環境、社會及管治的管理政策，以促進迅速作出回應，以滿足持份者的期望。

集團提名委員會審閱董事會的多元化、結構和規模、提名政策和董事會多元化政策，以實現董事會的性別和種族多元化，鼓勵在招聘方法和政策中納入更廣泛的多元化觀點。他們監督董事和高級管理人員的任免計劃，並評估獨立非執行董事的獨立性。

審計委員會監督和評估公司的風險管理、公司治理職能和內部審計程序。他們確保公司遵守適用的環境和勞動法律法規。

為提升環境、社會及管治表現，本集團致力檢討有關其營運及可持續發展的計劃及表現。董事會將就擬定的計劃和目標跟進環境、社會及管治相關工作的執行情況，以製定本集團環境、社會及管治發展的未來計劃。環境、社會及管治相關員工培訓的質量和數量也受到監控，以確保本集團就環境、社會及管治相關問題和市場趨勢的信息得到很好的傳達。

The RM committee review and assess the internal operations to identify material ESG issues, including climate related risk (e.g. natural disaster on supply chain), and prioritize the ESG risks through materiality assessment. They review and monitor the Group's ESG policies and progress against environmental targets.

In order to mitigate sustainability and ESG-related risks, as well as to keep track of the Company's ESG development, the RM Committee reviews the Group's performances against industry leaders and peers of comparable size to ensure the latest requirements and compliance status are met. Timely adjustments will be made to cater for the emerging market trends regarding ESG-related issues that may potentially impact the business operations of the Group.

The RM Committee will also inform the Board of developments vis-à-vis in ESG performances, visions and strategies through Board meetings, dedicated reports and other communication channels on a regular basis. The Group has established communication channels, between business divisions and its stakeholders for better communication of ESG-related issues. The communication channels are reviewed regularly to ensure that effective communications are made between the Group and its stakeholders. During the Reporting Period, the Board has assigned an independent consulting firm to conduct a materiality assessment for better identification of potential and material ESG issues relevant to the business and its stakeholders. Stakeholder engagement has been conducted to engage with relevant stakeholders for more precise identification of the material issues that could internalise the opinions of the stakeholders. The issues would be prioritised and those with higher significance will be considered material. The Board would also review the material issues regularly to ensure appropriate ESG management policies are in place, so as to promote prompt responses to meet stakeholders' expectations.

The Nomination Committee of the Group reviews the diversity, structure and size of the board, Nomination Policy and Board Diversity Policy to achieve gender and race diversity in the board, which encourage inclusion of a broader spectrum of diverse perspective within the recruitment approach and policies. They oversee the planning for the appointment and resignation of the Directors and senior management, as well as evaluate the independence of the independent non-executive.

The Audit Committee monitor and evaluate the Company's risk management, corporate governance functions, and internal auditing process. They ensures that Company complies with applicable environmental and labour laws and regulations.

In an effort to enhance ESG performance, the Group endeavours to review plans and performances regarding its operation and sustainable development. The Board would keep track of ESG-related work execution with respect to the proposed plans and targets, to formulate future plans on the Group's ESG development. The quality and quantity of ESG-related staff training are also monitored to ensure the Group's message on ESG-related issues and market trends are well conveyed.

持份者參與和重要性評估

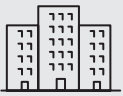
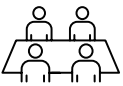
本集團相信持份者的參與和支持對本集團的業務成功至關重要。通過瞭解持份者對可持續發展的期望和關注，本集團可以更全面地把握制定可持續發展目標和完善可持續發展策略的視角。本集團建立了多種溝通渠道，包括對環境、社會及管治相關問題的問卷調查，以在整個業務範圍內聽取不同持份者的意見並促進表達建議。然後，在評估集團的可持續發展目標和策略時，將反映和考慮持份者的期望和關注。

在本年度的ESG報告中，本集團已聘請獨立第三方諮詢公司協助收集持份者對本集團環境、社會及管治問題的意見。意見是通過各種溝通渠道收集的，包括問卷調查。參考對持份者意見的定量和定性分析得出的結果，以瞭解他們的期望和需求，並改進本集團對環境、社會及管治相關問題的管理。同時，持份者的意見也將被納入重要性評估過程，以識別本集團的重大環境、社會及管治問題。通過承認持份者意見和建議所產生的價值觀的重要性，本集團將繼續實踐持份者參與，以修改可持續發展目標和策略。

Stakeholder Engagement & Materiality Assessment

The Group believes that stakeholder engagement and support are crucial to the Group's business success. By understanding stakeholders' expectations and concerns about sustainable development, the Group can grasp a more comprehensive perspective for developing the sustainable development goal and improving the sustainable development strategy. The Group has established various communication channels, including surveys with ESG-related questions, to receive opinions and to promote expressions of suggestions from different stakeholders across the entire business. Stakeholders' expectations and concerns will then be reflected and considered while evaluating the Group's sustainable development goals and strategies.

For this year's ESG Report, the Group has engaged an independent third-party consulting firm to assist in the collection of stakeholders' opinions regarding the Group's ESG issues. Opinions are collected via various communication channels, including questionnaires. Results derived from quantitative and qualitative analysis of the stakeholders' opinions are referenced to understand their expectations and needs, and to improve the Group's management of ESG-related issues. Meanwhile, the stakeholders' opinions will also be incorporated into the materiality assessment process to identify material ESG issues of the Group. By acknowledging the importance of the values induced by the stakeholders' opinions and suggestions, the Group will continue practising stakeholder engagement for modification of sustainable development goals and strategies.

持份者 Stakeholders	期望和需求 Expectations and Needs	溝通和回應方式 Means of Communication and Response
 政府和監管機構 Government and Regulators	- 遵守國家政策、法律法規 Compliance with national policies, laws and regulations - 按時足額納稅 Pay taxes in full and on time - 確保生產安全 Ensure production safety	- 定期信息報告 Information reporting regularly - 定期與監管機構會面 Meet the regulators regularly - 檢查 Examinations and inspections
 股東 Shareholders	- 回報 Returns - 合規經營 Compliant operation - 提升公司價值 Rise in company value - 信息透明和有效溝通 Transparency in information and effective communication	- 股東大會 Shareholders conferences - 公佈 Announcements - 電子郵件、電話溝通和公司網站 Email, telephone communication and company website

持份者 Stakeholders	期望和需求 Expectations and Needs	溝通和回應方式 Means of Communication and Response
 商業合作夥伴 Business Partners	- 誠信經營 Operation with integrity - 平等競爭 Equal Rivalry - 合同履行 Performance of contracts - 互利共贏 Mutual benefits and win-win results	- 審查和評估會議 Review and appraisal meetings - 商務溝通 Business communications - 參與與合作 Engagement and cooperation
 顧客 Customers	- 卓越的產品和服務 Outstanding products and services - 健康與安全 Health and safety - 履行合約 Performance of contracts - 誠信經營 Operate with integrity	- 客戶服務中心及熱線電話 Customer service centre and hotlines - 客戶反饋調查 Customer feedback survey - 社交媒體平台 Social Media Platforms
 環境監管部門 Environmental Regulatory Authorities	- 合規排放 Compliant emission - 節能減排 Energy saving and emission reduction - 生態系統保護 Ecosystem protection	ESG報告 ESG Reporting
 行業 Industry	- 建立行業標準 Establishment of industry standards - 推動行業發展 Drive industry development	參加行業論壇 Participation in industry forums
 僱員 Employees	- 保護權利 Protection of rights - 職業健康 Occupational health - 薪酬福利 Remunerations and benefits - 職業發展 Career development - 人文關懷 Humanity cares	- 員工溝通會議 Employee communication meetings - 內刊和內聯網 House journal and intranet - 員工郵箱 Employee mailbox - 培訓和工作坊 Training and workshops - 員工活動 Employee activities
 社區和公眾 Community and the Public	參與慈善 Participation in charity	- 公司網站 Company's website - 公司公佈 Company's announcements

在ESG報告編制過程中，本集團已委託獨立第三方顧問協助本集團以公平公正的方式進行全面的重要性評估。重要性評估分三個主要階段實施，具體如下：

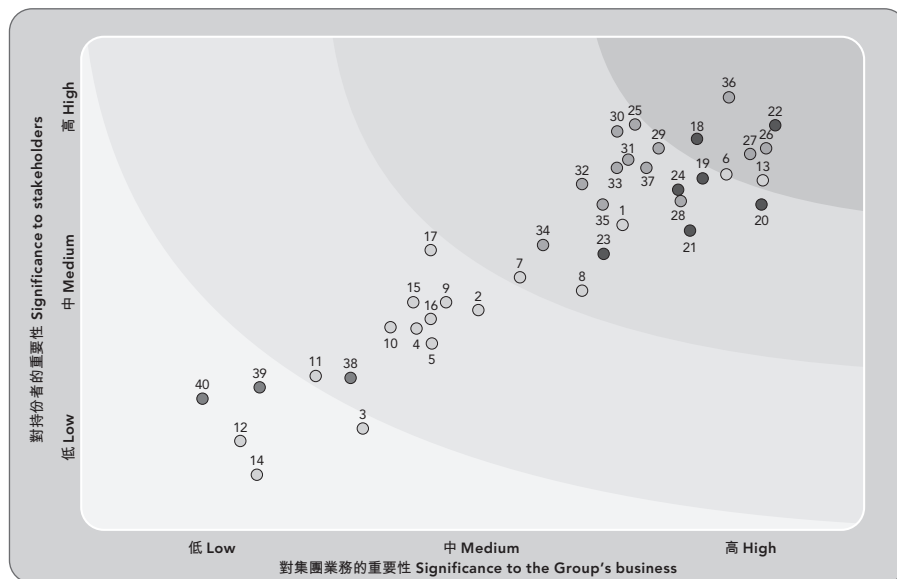
- (i) 根據國家和地方相關標準和政策、行業特點和本集團發展情況，識別出可能對本集團業務或持份者產生影響的環境、社會及管治潛在重大事項40項；
- (ii) 我們已邀請內部和外部持份者（包括員工、管理層、董事、客戶、供應商和社區）填寫調查問卷，以收集和確定他們對每個此類問題的關注程度；及
- (iii) 我們通過對有效問卷進行分析，建立了「對公司業務的重要性」和「對利益相關方的重要性」的二維矩陣，以確定潛在重大事項的優先級。

下圖表示基於問卷調查結果的重要性矩陣。

During the preparation of the ESG report, the Group has commissioned an independent third-party consultant to assist us in conducting the comprehensive materiality assessment in a fair and equitable manner. The materiality assessment has been implemented in three main phases as follows:

- (i) Based on the relevant national and local standards and policies, industry characteristics and the development of the Group, we have identified 40 potential material issues in respect of ESG that may have an impact on the Groups business or the stakeholders;
- (ii) We have invited internal and external stakeholders (including employees, management, directors, clients, suppliers and communities) to fill in questionnaires online, so as to collect and identify their level of concern for each of such issues;
- (iii) We have established the two-dimensional matrix as "significance to the Company's business" and "significance to stakeholders" by conducting analysis on valid questionnaires, so as to determine the priority of the potential material issues.

The following chart represents the materiality matrix based on the findings from the questionnaire survey.



環境 Environmental	勞工實踐 Labour Practices	運營實踐 Operating Practices	社區投資 Community Investment
1 環境合規 Environmental Compliance	18 僱傭合規 Employment Compliance	25 營運合規 Operational Compliance	38 公益慈善 Charity
2 廢氣管理 Air Pollutant Management	19 薪酬及福利 Remuneration and Benefits	26 管理供應鏈的環境風險 Managing Environmental Risks of Supply Chain	39 推動社區發展 Promotion of Community Development
3 車輛排放管理 Fleet Emissions Management	20 工作時數及假期 Working Hours and Rest Periods	27 管理供應鏈的社會風險 Managing Social Risks of Supply Chain	40 鄉村振興 Rural Revitalisation
4 廢水管理 Wastewater Management	21 多元化與平等機會 Diversity and Equal Opportunity	28 採購常規 Procurement Practices	
5 噪聲管理 Noise Management	22 職業健康與安全 Occupational Health and Safety	29 品質管理 Quality Management	

環境 Environmental	勞工實踐 Labour Practices	運營實踐 Operating Practices
6 溫室氣體排放 Greenhouse Gas Emission	23 培訓與發展 Training and Development	30 客戶健康與安全 Customer Health and Safety
7 廢棄物管理 Waste Management	24 防止童工與強制勞工 Prevention of Child Labour and Forced Labour	31 客戶服務管理 Customer Service Management
8 能源管理 Energy Consumption		32 負責任的行銷及推廣 Responsible Sales and Marketing
9 水資源使用 Use of Water Resources		33 保護知識產權 Intellectual Property Protection
10 綠色辦公室 Green Office		34 研究及開發 Research and Development
11 綠色能源項目 Green Energy Project		35 資訊安全 Information Security
12 綠色建築 Green Building		36 客戶隱私保護 Customer Privacy Protection
13 原材料及包裝材料使用 Use of Raw Materials and Packaging Materials		37 反貪污 Anti-corruption
14 土壤污染管理 Soil Contamination Management		
15 生態保護 Ecological Protection		
16 應對氣候變化 Responding to Climate Change		
17 環境事故預防處理 Prevention and Handling of Environmental Incidents		

鑑於ESG報告與本集團的環境及社會表現的相關性及有效性，本集團已進行重要性評估以識別對本集團及其持份者的業務具有重大意義的環境、社會及管治議題。該評估基於持份者調查、外部知名機構提供的重要性圖譜、管理層的判斷以及第三方環境、社會及管治專業人士的專業意見。識別出的重大環境、社會及管治事項如下：

In view of the relevance and validity of the ESG Report with the Group's environmental and social performance, the Group has conducted a materiality assessment to identify ESG issues that are material to the business of the Group and its stakeholders. The assessment is based on stakeholder surveys, materiality maps provided by well-known external institutions¹, the judgement from management, as well as professional opinions from third-party ESG professionals. The material ESG issues identified are as follows:

方面 Aspects	重大事項 Material Issues
環境 Environment	溫室氣體排放 Greenhouse Gas Emission 原材料及包裝材料使用 Use of Raw Materials and Packaging Materials
勞工實踐 Labour Practices	僱傭合規 Employment Compliance 職業健康與安全 Occupational Health and Safety
運營實踐 Operating Practices	管理供應鏈的環境風險 Managing Environmental Risks of Supply Chain 管理供應鏈的社會風險 Managing Social Risks of Supply Chain 客戶隱私保護 Customer Privacy Protection

1 重要性評估中參考的重要性圖譜包括分別由明晟(MSCI)和可持續發展會計準則委員會("SASB")製作的环境、社會及管治行業重要性圖譜和SASB重要性圖譜。

1 The materiality maps referenced in the materiality assessment include the ESG Industry Materiality Map and the SASB Materiality Map produced respectively by MSCI and the Sustainability Accounting Standards Board ("SASB").

環境管理、目標與過程

本集團致力擁抱綠色發展，並將日常業務營運對環境的影響減至最低。本集團深知將綠色措施和實踐融入業務以實現可持續發展的重要性，制定了一系列可持續發展策略以及多項環保目標，以推動本集團對保護環境的承諾。

本年度內，本集團已設定初步方向目標，專注於減少(i)空氣及溫室氣體排放；(ii)能源和水的使用；及(iii)在業務運營和發展中產生的廢物。本集團希望通過積極實施節能、節水及減少用紙等不同環境方面的措施，逐步減少電力和水的消耗，以及溫室氣體排放和廢物產生。

除了制定策略及設定目標以促進可持續發展外，本集團亦有責任嚴格遵守有關環境保護的法律法規，包括但不限於《空氣污染管制條例》、《水污染管制條例》、《香港廢物處置條例》和《中華人民共和國環境保護法》。本集團定期檢討其營運以確保遵守法律及法規。年內，本集團並不知悉任何與環境法律法規相關的重大違規行為。

Environmental Management, Objectives and Progress

The Group is committed to embracing green development, as well as to minimising the environmental impacts from the daily business operations. Understanding the importance of incorporating green measures and practices into the business to achieve sustainable development, the Group has developed a series of sustainable development strategies together with a number of environmental targets to push forward the Group's commitment to protecting the environment.

During the Year, the Group has set preliminary directional targets to focus on mitigating (i) air and greenhouse gas emissions; (ii) energy and water use; and (iii) waste generation during business operations and development. The Group looks to gradually reduce power and water consumption, as well as greenhouse gas emissions and waste generation, through actively implementing measures on different environmental aspects, such as power saving, water conservation, and paper use reduction.

Apart from developing strategies and setting targets to promote sustainable development, the Group is also obligated to strictly comply with laws and regulations regarding environmental protection, including but not limited to the Air Pollution Control Ordinance, Water Pollution Control Ordinance, Waste Disposal Ordinance of Hong Kong, and the Environmental Protection Act the Environmental Protection Law of the People's Republic of China. The Group reviews its operations regularly to assure that the laws and regulations are complied with. During the Year, the Group was not aware of any material non-compliance relevant to environmental laws and regulations.

方面 Aspects	目標 Our Goals	進度 Progress
溫室氣體 Greenhouse Gas	減少空氣污染和溫室氣體排放 Mitigating air pollutants and greenhouse gas emissions	範疇1及2的溫室氣體排放量從5,516公噸二氧化碳當量減少到3,916公噸二氧化碳當量（以2021年為基準） Scope 1 and Scope 2 greenhouse gas emission reduce from 5,516 tCO ₂ e to 3,916 (using 2021 as baseline)
用水 Water Use	減少用水 Mitigating water use	耗水量從50,164立方米減少到26,507立方米（以2021年為基準） Water consumption reduced from 50,164 m ³ to 26,507 m ³ (using 2021 as baseline)
能源使用 Energy Use	減少能源使用 Mitigating energy use	用電量從10,427兆瓦時減少到7,659兆瓦時（以2021年為基準） Electricity consumption reduced from 10,427 MWh to 7,659 MWh (using 2021 as baseline)
廢棄物 Waste	減少業務運營過程中的廢棄物產生和發展 Mitigating waste generation during business operations and development	無害廢物的強度降低27.43%（以2021年為基準） Non-hazardous waste and hazardous waste reduced 27.43% in term of intensity (using 2021 as baseline)



關顧著我們的環境

Caring for our Environment

環境層面A1：致力環保的營運以減少排放

Environmental Aspect A1: Minimised Emissions through Green-Minded Operations

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|---|--|
| <p>(1) 在佐丹奴，我們致力確保營運結合環保理念。我們商業活動中的每一環節，由供應商的生產至我們的營運，都會盡一切努力減少產生廢物及排放。</p> <p>(2) 我們相信，有關的商業活動和整體營運設施均符合相關的環保法規。</p> | <p>(1) At Giordano, we seek to ensure that our business operations are environmentally friendly, making every effort to reduce waste and emissions from every aspect of our business activities, from production at our suppliers through to our business operations.</p> <p>(2) We believe that our business activities and the facilities of our overall operations comply with the relevant laws and regulations on environmental protection.</p> |
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環境層面A2：節約資源

Environmental Aspect A2: Conserving Resources

- | | |
|--|---|
| <p>(1) 為積極響應香港政府推行的減少「碳足跡」政策，我們致力高效地善用資源和減少消耗能源、水資源、紙張及原材料，以減少碳排放、保護及保育環境。如：</p> <ul style="list-style-type: none">• 在業務方針上納入可持續的環保措施；• 明智和有效地使用資源，例如減少使用原材料和包裝；• 在業務範圍內減少廢物的產生；• 藉著供應鏈管理和智慧型店鋪營運，以促進環保；及• 提升客戶和業務夥伴的環保意識。 | <p>(1) In active alignment with the Hong Kong governmental policy of reducing “carbon footprint”, we are committed to reducing carbon emissions and protecting and sustaining the environment through efficient use of resources and reduced consumption of electrical power, water, paper and raw materials by:</p> <ul style="list-style-type: none">• Incorporating sustainable environmental practices into our business principles;• Using resources wisely and efficiently, such as cutting the volume of raw materials and packaging consumed;• Reducing waste generation within our operations;• Promoting environmental protection, via supply chain management and smart shop operations; and• Promoting environmental awareness among our customers and business associates. |
|--|---|

(2) 為股東創造價值的同時，我們也關注生態資源的保育及推動環保。建基於5Rs原則－取代、減少使用、物盡其用、恢復再用和循環再用，佐丹奴透過在內部推行不同的措施，力求減少資源消耗、回收物料，以及減少廢物的產生：

- 在辦公室和店舖張貼節約用水告示和海報；
- 定期檢查水龍頭，並盡快處理任何滴水情況；
- 提倡「無紙化會議」，使用電子文檔；
- 將印表機預設成雙面及黑白列印的模式；
- 回收廢棄的紙張；
- 循環再用及回收紙箱；
- 循環再用店舖的傢俱；及
- 將塑料包裝袋循環再用為垃圾袋。

(2) Striving to create shareholders' value, we are also concerned with the conservation of ecological resources and driving environmental protection. Based on the 5Rs principle – to Replace, Reduce, Reuse, Recover and Recycle – Giordano spares no effort to cut down on the use of resources, recycle materials, as well as to reduce the generation of waste by implementing different practices internally:

- Displaying notices and posters of water conservation at offices and shops;
- Inspecting taps regularly and repairing any dripping promptly;
- Promoting the concept of "paperless meetings" with the use of electronic copies of documents;
- Pre-setting printers for double-sided and black-and-white printing;
- Recycling used paper;
- Reusing and recycling carton boxes;
- Reusing shop furniture; and
- Reusing plastic packaging bags as bin bags.

節約能源

由於電力消耗是佐丹奴產生溫室氣體的主因，我們在大部份的辦公室和店舖已採取了以下各種節約能源和提高能源效益的措施：

Saving Energy

As electricity consumption is the biggest contributor to our greenhouse gas ("GHG") emissions, various energy saving and efficiency measures have been undertaken in most of our office premises and shops:



節約能源措施 Energy-Saving Initiatives

照明系統

Lighting

- 自2008年起，集團倡議為旗下店舖轉用節能燈
A group-wide initiative to convert lighting in all shops to energy-saving lights commenced since 2008
- 2022年，本集團香港市場參與由中華電力的節能設備升級計劃及香港電燈公司提供的設備資助計劃，為香港總部寫字樓及多間香港門市更換更環保的照明設備。
In 2022, the Hong Kong Market of the Group participated in the Electrical Equipment Upgrade Scheme of CLP Hong Kong and the Energy-efficient Equipment Subsidy Programme of HK Electric.

空調系統

Air-conditioning

- 以更省電的分體式空調取代水冷空調系統
Replace chilled water air-conditioning with more efficient
- 縮減空調系統的運營時間
Shorten the operating time of air-conditioning
- 維持室內平均溫度在25 – 26℃
Maintain an average indoor temperature of 25-26℃
- 定期維修保養空調，令系統性能表現更有效率
Maintain and repair air-conditioners regularly for better performance

(3) 綠色工作間

地球面對的威脅正在逐年地增加，為了我們和下一代著想，無疑我們是有責任和義務讓地球成為一個更潔淨和更安全的家。佐丹奴集團深信，社區參與和保護環境並不只是法律上的責任，我們除了鼓勵員工為環境出多一分力，更在工作間推廣環保訊息。2010年我們在香港總部成立的「綠色團隊」就是其中一個很好的例子，由不同部門的代表共同參與，共同組織活動項目，致力提倡低碳生活。此外，集團亦推行以下措施，以啟發和鼓勵員工參與綠色行動：

- 不時安排慈善賣物會
 - 鼓勵同事把有剩餘的物品，捐贈至公司的慈善賣物會，作慈善義賣。除了可以籌款幫助勢弱的社群，也可以送給有需要的人，對環境和社會會有所貢獻。2024年，公司旗下的WWS Charity舉辦樣品銷售活動，公司最終通過該活動捐出15,710港元善款。

(3) Going Green at Work

Faced with the increasing threat to the environment over the years, all of us undoubtedly owe a duty and responsibility to make Mother Earth a cleaner and safer place to live in for ourselves and for future generations. Acting in a socially and environmentally responsible way is more than just a legal duty, and here at Giordano, we encourage our staff to adopt environmentally responsible behaviour and promote environmental protection in the workplace. The "Green Team" set up in our Hong Kong Headquarters in 2010 is a vivid example, which brings together representatives from different departments to initiate programs for promoting low carbon living. Moreover, to inspire and encourage staff's green actions, we have also launched the following initiatives:

- Arrange charity bazaars from time to time
 - Encourage colleagues to donate surplus items to the Company's charity bazaar for charity sale. Besides, it can raise funds to help disadvantaged groups or be given to those in need, which will contribute to the environment and society. In 2024, Giordano WWS Charity held the Sample Sale Activity, and donated HKD15,710 through the event.

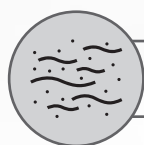


綠色成效概覽

下圖總結佐丹奴在環保節能方面的表現，涵蓋了報告市場在店鋪、辦公室和倉庫的運作：

Green Performance

Overview: Below is a summary of our environmental performance with respect to our operations in shops, offices and warehouses in the Reporting Markets:



空氣污染物^(附註1) AIR POLLUTANT ^(Note 1)

2024
氮氧化物(千克)
Nitrogen oxides (NO_x) (kg)

汽車
Vehicles

Total
63.69

硫氧化物(千克)
Sulphur oxides (SO_x) (kg)

汽車
Vehicles

Total
0.27

顆粒物(千克)
Particulate matter (PM) (kg)

汽車
Vehicles

Total
5.97

2023
129.49

0.25

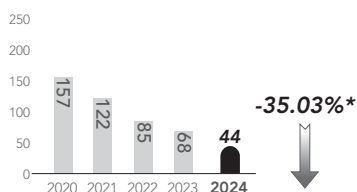
12.56



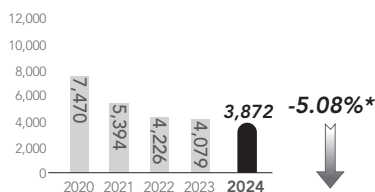
溫室氣體排放量^(附註2) GREENHOUSE GAS (GHG) EMISSIONS ^(Note 2)

* 2024 比對 2023 百分比變動
2024 vs 2023 Change

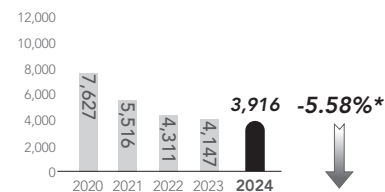
範疇一(公噸二氧化碳當量)
Scope 1 (tCO₂e)



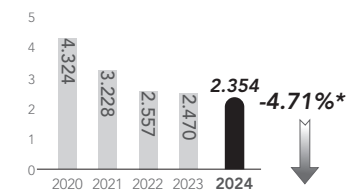
範疇二(公噸二氧化碳當量)
Scope 2 (tCO₂e)



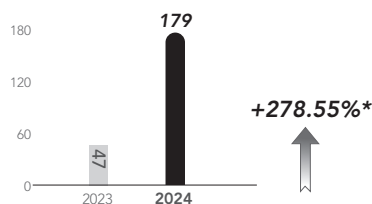
總計(範疇一+範疇二)
Total (Scope 1+2) (tCO₂e)



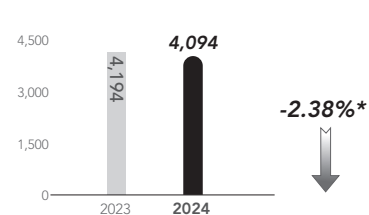
範疇一+範疇二強度(公噸二氧化碳當量/每一百萬港元銷售額)
Intensity (Scope 1+2)
(tCO₂e/HK\$1m sales)



範疇三(公噸二氧化碳當量)
Scope 3 (tCO₂e)
(Other indirect emissions)



總計(範疇一+範疇二+範疇三)
Total (Scope 1+2+3) (tCO₂e)





按來源劃分的溫室氣體排放總量 (單位：公噸二氧化碳當量)

TOTAL GHG EMISSIONS BY CATEGORY (Unit: tCO₂e)

相關消耗佔佐丹奴 2024 年度溫室氣體排放總量的百分比

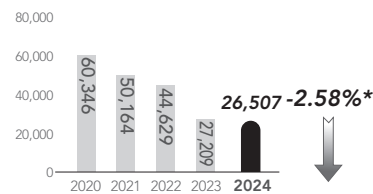
Percentage contribution of the subject consumption towards our total GHG emissions in 2024

外購電力
Purchased
Electricity3,872
(94.56%)#用水處理的電力消耗
Electricity used for
fresh water and
sewage processing14
(0.35%)#公司車輛燃油消耗量
Corporate Vehicle
Fuel Consumption44
(1.08%)#廢紙棄置所產生的甲烷
Methane gas
generation at landfill
due to disposal of
paper waste27
(0.67%)#商務航空旅行
Business air travel137
(3.35%)#

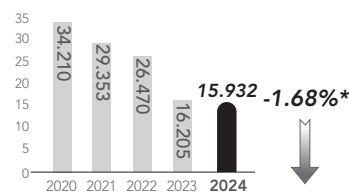
耗水量 (附註3、4) WATER USE (Note 3, 4)

* 2024 比對 2023 百分比變動 Usage 2024 vs 2023 Change

總計 (立方米)

Total (m³)

強度 (立方米／每一百萬港元銷售額)

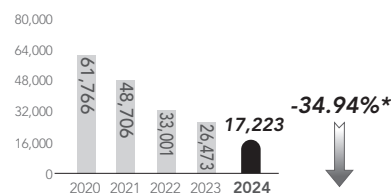
Intensity (m³/HK\$1m sales)

車輛燃油消耗量 VEHICLE FUEL CONSUMPTION

* 2024 比對 2023 百分比變動 2024 vs 2023 % Change

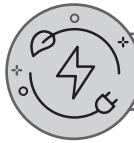
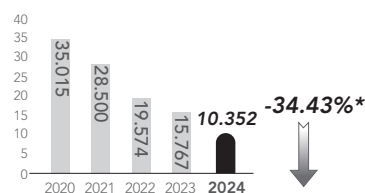
總計 (公升)

Total (Litre)



強度 (公升／每一百萬港元銷售額)

Intensity (Litre/HK\$1m sales)

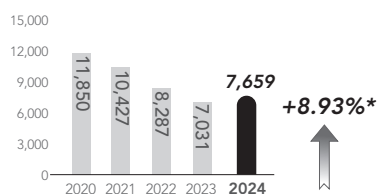


耗電量 ELECTRICITY CONSUMPTION

* 2024 比對 2023 百分比變動 2024 vs 2023 % Change

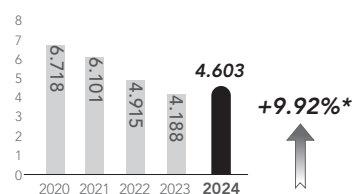
總計 (兆瓦時)

Total (MWh)



強度 (兆瓦時／每一百萬港元銷售額)

Intensity (MWh/HK\$1m sales)

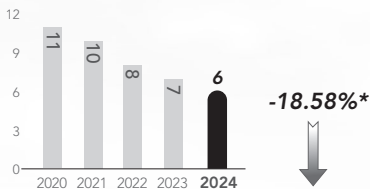




紙張消耗量 (附註5) PAPER USE (Note 5)

* 2024 比對 2023 百分比變動 2024 vs 2023 % Change

總計 (公噸)
Total (Tonne)



強度 (公噸/每一百萬港元銷售額)
Intensity (Tonne/HK\$1m sales)

2020 | 0.00598
2021 | 0.00585
2022 | 0.00471
2023 | 0.00417
2024 | **0.00343**

-17.85%*

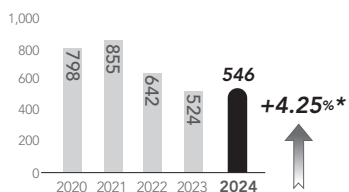


無害廢棄物排放量 (紙張+購物袋+包裝物料) (附註7)

NON-HAZARDOUS WASTE GENERATION (Paper + Shopping Bags + Packaging Material) (Note 7)

* 2024 比對 2023 百分比變動
2024 vs 2023 % Change

總計 (公噸)
Total (Tonne)



強度 (公噸/每一百萬港元銷售額)
Intensity (Tonne/HK\$1m sales)

2020 | 0.503
2021 | 0.452
2022 | 0.500
2023 | 0.312
2024 | **0.328**

5.17%*



包裝物料消耗量 PACKAGING MATERIAL CONSUMPTION

* 2024 比對 2023 百分比變動 2024 vs 2023 % Change

價格標籤 (公噸)
Price Tag (Tonne)

-6.50%*

2020 | 34
2021 | 37
2022 | 32
2023 | 30
2024 | **28**

塑料包裝袋 (公噸)
Plastic Packaging Bag (Tonne)

+32.99%*

2020 | 164
2021 | 179
2022 | 132
2023 | 114
2024 | **152**

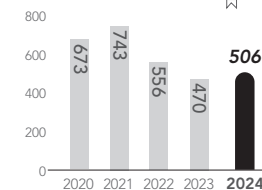
紙箱 (公噸)
Carton Box (Tonne)

-0.07%*

2020 | 475
2021 | 527
2022 | 392
2023 | 327
2024 | **326**

總計 (公噸)
Total (Tonne)

+7.54%*



強度 (公噸/每件製成品)
Intensity (Tonne/Piece of Finished Product)

持平
Flat

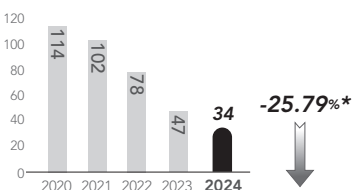
2020 | 0.00004
2021 | 0.00004
2022 | 0.00004
2023 | 0.00004
2024 | **0.00004**



購物袋消耗量 (附註8) SHOPPING BAG CONSUMPTION (Note 8)

* 2024 比對 2023 百分比變動
2024 vs 2023 % Change

總計 (公噸)
Total (Tonne)



強度 (公噸/每一百萬港元銷售額)
Intensity (Tonne/HK\$1m sales)

2020 | 0.065
2021 | 0.060
2022 | 0.046
2023 | 0.028
2024 | **0.021**

-25.12%*

附註：

1. 空氣污染物：
 - 本年度，我們對歷史數據進行了重新統計核算，故2023年數據已重述。
 - 公司一個分部出售了自有車輛，故2024年氮氧化物與顆粒物排放量下降。
2. 溫室氣體排放
 - 基於業務性質，匯報市場的氣體排放以溫室氣體為主，主要源自使用由化石燃料轉化而成的電力及燃料。
 - 溫室氣體排放的數據是按二氧化碳當量的方式呈列(以公噸為單位)，並根據：
 - (i) 政府間氣候變化專門委員會(「IPCC」)發布的《2006年IPCC國家溫室氣體清單指南》
 - (ii) 世界資源研究所及世界可持續發展工商理事會刊發在《溫室氣體議定書：企業核算與報告準則》的國際報告框架；
 - (iii) 香港特別行政區政府機電工程署及環境保護署刊發的《香港建築物(商業、住宅或公共用途)的溫室氣體排放及減除的核算和報告指引(2010年版)》；
 - (iv) 香港電燈有限公司、中華電力有限公司及澳門電力有限公司的年度報告；及
 - (v) 國際能源署發布的數值計算。
 - 為了更全面展示佐丹奴溫室氣體排放的情況，我們根據世界資源研究所及世界可持續發展工商理事會刊發在《溫室氣體議定書：企業核算與報告準則》的國際報告框架，進一步將佐丹奴的溫室氣體排放劃分為以下三個範疇：
 - (i) 「範疇1」涵蓋在匯報市場擁有或監控的業務直接產生的溫室氣體排放，主要源自公司車輛的燃油消耗(不包括我們承包商的車隊)；
 - (ii) 「範疇2」涵蓋在匯報市場內消耗的外購電力而引致的「間接溫室氣體」排放(不包括部分在百貨公司和/或商場內的零售點，其電費並非單獨收取)。
 - (iii) 「範疇3」涵蓋在匯報市場以外的其他間接溫室氣體排放，包括棄置廢紙所產生的甲烷和用水處理的電力。2024年起，我們亦將商務航空出行排放數據包括在範疇三範圍之中，以更好履行企業責任。這一改變也導致了範疇三排放量的大幅增加。棄置廢紙排放乃根據香港聯交所提供的附錄二《環境關鍵績效指標匯報指引》計算所得。水處理的電力乃根據香港水務署與渠務署的標準計算所得。商務航空旅行排放乃使用國際民用航空組織的碳排放計算器計算所得。
3. 一些零售點在百貨公司和/或商場經營，該處的用水供應及排污由大廈管理管控，故收集有關資料是不可行。
4. 佐丹奴在匯報市場的日常營運中，並無尋求適用水源的問題。
5. 紙張消耗量等同於匯報市場日常營運中購買的紙張量(不包括紙質購物袋和包裝物料)。
6. 鑑於業務性質，佐丹奴沒有發現產生任何重要的有害廢棄物。
7. 由於對無害廢棄物總量的重新核算，2023年的數據已被重述。
8. 購物袋消耗量等同在匯報市場購買供店舖使用的紙質和塑料購物袋用量。

Notes:

1. Air pollutants:
 - This year, we have recalculated the historical data, so the data for 2023 has been restated.
 - One of our division sold the company owned vehicle, resulting in a decrease in the amount of nitrogen oxides and particulate matter emissions in 2024.
2. GHG Emissions
 - Due to our business nature, the significant air emissions of the Reporting Markets are the GHG emissions arising mainly from the use of electricity and fuels derived from fossil fuels.
 - GHG emissions data is presented in carbon dioxide equivalent (in tonnes) and is computed with reference to:
 - (i) the "2006 IPCC Guidelines for National Greenhouse Gas Inventories" issued by the Intergovernmental Panel on Climate Change ("IPCC");
 - (ii) the international reporting framework published by the World Resources Institute and the World Business Council for Sustainable Development, as reported in "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard";
 - (iii) the "Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purposes) in Hong Kong (2010 Edition)" issued by the Electrical and Mechanical Services Department and the Environmental Protection Department in Hong Kong;
 - (iv) the sustainability reports of the Hong Kong Electric Company Ltd, the China Light and Power Company Ltd and the Companhia de Electricidade de Macau; and
 - (v) the data published by the International Energy Agency.
 - In order to provide a more comprehensive view of our GHG impact, we have further classified the GHG emissions of Giordano into 3 scopes (as below), which are defined in accordance with the international reporting framework published by the World Resources Institute and the World Business Council for Sustainable Development, as reported in "The Greenhouse Gas Protocol: A Corporate Accounting and Reporting Standard":
 - (i) "Scope 1" covers direct emissions from operations that are owned or controlled by the Reporting Markets, arising mainly from fuel used by our own corporate vehicles (excluding the vehicle fleets of our contractors);
 - (ii) "Scope 2" covers "energy indirect" emissions resulting from the generation of purchased electricity consumed within the Reporting Markets (excluding electricity consumed in some retail outlets in departmental stores and/or shopping malls where electricity is not separately charged).
 - (iii) "Scope 3" covers other indirect emissions include other indirect emissions that occurs outside the Reporting Market, including methane gas generation at landfill due to disposal of paper waste and electricity for water treatment. From 2024, we also include business air travel in our scope 3 coverage, to improve accountability. This change also led to a significant increase in our Scope 3 emissions. The calculation of methane gas generation at landfill due to disposal of paper waste is based on Appendix II "Reporting Guidance on Environmental KPIs" provided by the Stock Exchange. The calculation of electricity for water treatment is based on the standard of the Water Supplier Department and the Drainage Services Department of Hong Kong. Carbon emissions from employee business air travel are calculated using the carbon emissions calculator of the International Civil Aviation Organisation.
3. Some retail stores operate in shopping malls and/or departmental stores where water supply and discharge are controlled by the building management. Thus, the retrieval of the relevant data is not feasible.
4. There is no issue in sourcing water that is fit for the purpose during the daily operations of the Reporting Markets.
5. The amount of paper use is the amount of paper purchased to support the daily operation of the Reporting Markets (excluding those of paper shopping bags and packaging material).
6. In view of our business nature, Giordano is not aware of any significant generation of hazardous waste.
7. Due to the re-accounting of the total amount of non-hazardous waste, the 2023 data has been restated.
8. The amount of shopping bags consumed is the amount of paper and plastic shopping bags purchased for store use in the Reporting Markets.

減少紙張

本集團繼續鼓勵無紙化的工作環境，不僅可減少對環境的破壞，亦具有多重商業裨益，包括節省空間、促進資訊科技網絡信息共享及減省繁複的文書程序。近年來，本集團已實行內部人力資源無紙化流程，例如僱員工時表、糧單、假期申請、意見調查、評估報告、檢查表格及其他。此外，財務部門對非貿易發票的支付和小額現金索取的核准採用無紙化審批流程。

另外，雙面列印及複印已成為本集團內部慣例，大大減少紙張消耗及節省成本。本集團定期收集及評估辦公室打印機使用數據，以監控無紙化環境之成效。

安全拍卡列印

本集團與其列印方案供應商合作，在辦公室採用安全拍卡列印方案，透過智能列印有助本集團達致更佳的成本效益。由於作出列印指示的指定員工於列印時需要出示員工證方能進行打印，因此能減少無人認領列印的情況，從而有助本集團達到環保的目的。

公司通訊

本公司極力推動股東利用香港交易所及本公司網站獲取公司通訊，包括財務報告並取代收取印刷版本。通過向股東提供電子版公司通訊，印刷量可大幅減少。此無紙化的做法既可保護環境，亦可節約印刷及行政費用等。

佐丹奴(迪拜)City Centre Deira商店榮獲環保和可持續發展之「綠色之星」4星獎

於2020年，佐丹奴(迪拜)City Centre Deira商店在「綠色之星」頒獎典禮上榮獲4星獎獎項，該頒獎典禮在迪拜City Centre Deira的「INDOORS」期間限定店位置舉行。「綠色之星」以參照美國「能源與環境設計領導力」標準(LEED)作為藍本，LEED是根據分數作為評級標準。而評分準則以綠色建築、購物中心和社區的設計、建造、營運以及維修保養。

Paper Reduction

The Group continues to encourage a paperless working environment which not only reduces environmental damage but also fits commercial goals, as it can save physical space, facilitate information sharing via IT networks, and reduce complicated documentation procedures. In recent years, the Group has implemented paperless internal human resources processing such as employee timesheets, payrolls, leave applications, surveys, assessment papers, inspection forms and many more. In addition, the Finance department adopts a non-paper approval process for approving the payment of non-trade invoices and the claim of petty cash.

Moreover, duplex printing and copying have become the norm within the Group, greatly reducing paper consumption and saving costs. Usage data of office printing machines are regularly collected and assessed for monitoring the efficiency of the paperless environment.

Secure Printing with Tap & Print

The Group has adopted a “Secure Printing with Tap & Print” printing solution in the office, helping the Group become more cost-efficient through smarter printing. The print solution enables the Group to achieve environmental objectives by reducing unclaimed printing, as printing is released only upon presentation of a staff card from that particular staff who gives the printing instruction.

Corporate Communications

The Company strongly recommends shareholders access its corporate communications, including financial reports, through the websites of the Stock Exchange and the Company, instead of receiving printed form. By introducing electronic means of corporate communications to shareholders, the quantity of printed materials has been considerably reduced. This paperless practice thus helps to protect the environment, as well as save costs for printing and administrative charges, etc.

Giordano's City Centre Deira Store Awarded 4-Stars in Green Star Awards for Environmental Efforts and Sustainability

In 2020, Giordano's City Centre Deira store has been awarded 4 Stars in the Green Star Awards ceremony, which was held at the vibrant 'INDOORS' pop-up space in City Centre Deira, Dubai. Green Star is modelled on the United States 'Leadership in Energy and Environmental Design' standards (LEED), the points-based rating standard that concerns the design, construction, operation, and maintenance of green buildings, malls and neighbourhoods.



環境層面A3：減少對環境與自然資源的影響，以促進可持續發展

Environmental Aspect A3: Minimising impact on the Environment and Natural Resources for Sustainable Development

- | | |
|--|---|
| <p>(1) 佐丹奴十分關注保護環境與自然資源。我們竭力提高技術訣竅，減少在生產和營運過程中對環境帶來負面影響。我們：</p> <ul style="list-style-type: none">(i) 在營運和決策時，會考慮對環境所帶來的影響；(ii) 不斷改善環保措施，加強對目標和責任的評估以及對環保的監督和管理；及(iii) 嚴格地控制對環境帶來的風險。 <p>(2) 佐丹奴在整個營運過程中依循嚴格的可持續發展措施，並把環保作為供應鏈管理的首要任務之一。我們十分關注生產過程中對環境帶來的風險因素，如廢料的排放等。因此，在揀選我們的供應商時，他們如何維護周遭環境是我們重要的考慮因素之一。</p> <p>(3) 此外，我們引入綠色環保元素於我們的產品中，其中一個例子是使用丙綸作為我們G-Warmer系列極暖衣的其中一種主要成分，丙綸會在熱能和紫外光照射下氧化降解，而且可完全回收、循環再用。我們的高端運動品牌Silvermark by G-Motion於2017年開始在布料使用Teflon-Eco Elite防潑水劑，這種化學劑能令布料防潑水的功效更持久，却不含有毒的氟，而且百分之六十的原材料是可再生的。</p> <p>(4) 與此同時，為支持環保、減少使用塑膠袋及鼓勵客人自備購物袋，我們的店舖收取塑膠購物袋徵費定為HK\$2，超過香港特別行政區政府的「塑膠購物袋徵費計劃」所規定。</p> <p>(5) 另外，國內華東地區的門市全面使用紙袋代替塑膠購物袋。</p> | <p>(1) Giordano places great emphasis on protecting the environment and natural resources. We strive to improve our technical know-how to minimise the negative impact on the environment during production and operations. We:</p> <ul style="list-style-type: none">(i) take into account the environmental impact of our activities and decisions;(ii) continuously improve the environmental protection initiatives and strengthen target and responsibility assessments, environmental protection supervision and management; and(iii) strictly control environmental risks. <p>(2) Giordano follows strict sustainable development practices throughout its operations, and places environmental protection as one of its top priorities in the process of supply chain management. We are concerned with the environmental risk factors in production, such as emissions and waste discharge. Thus, in the selection of our suppliers, their measure of protecting the surrounding environment is one of our key selection criteria.</p> <p>(3) Moreover, we introduce green elements into our products. For example, we use polypropylene as one of the major components of our G-Warmer thermal base layer collection. Polypropylene is degradable when exposed to heat and UV radiation, and is also fully recyclable. For our premium activewear brand, Silvermark by G-Motion, we began using fabrics treated with Teflon-EcoElite finishing since 2017, which is a non-fluorinated fabric treatment for durable water repellency with 60% of its raw materials being renewably sourced.</p> <p>(4) Furthermore, in support of environmental protection, we opted to charge more per plastic shopping bag than that requested under the Environmental Levy Scheme on Plastic Shopping Bags of the Government of the HKSAR; that is HK\$2, to discourage the use of plastic bags and to encourage customers to bring their own bags.</p> <p>(5) In addition, stores in the East China region are using paper shopping bags instead of plastic shopping bags.</p> |
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環境層面A4：應對氣候變化

Environmental Aspect A4: Responding to Climate Change

為了提高向利益相關者傳達氣候相關資訊的透明度和一致性，集團致力於使我們的氣候風險披露與《國際財務報告準則S2—氣候相關披露》IFRS S2的建議保持一致。2024年，我們聘請了專業的外部顧問進行差距分析，以確定我們需要在當前的IFRS S2披露框架內改進的領域。

In an effort to enhance transparency and consistency in communicating climate-related information to our stakeholders, the Group is committed to aligning our climate risk disclosures with the recommendations of the IFRS S2 Climate-related Disclosures (IFRS S2). In 2024, we engaged with a professional external consultant to conduct Gap Analysis to identify areas where we need to improve within the current IFRS S2 disclosure framework.

(1) 管治

我們的董事會和風險管理委員會負責監督與氣候相關的風險和機會。他們將與氣候相關的業務活動的執行委託給指定的工作人員，確保我們應對氣候變化的協調和有效。

(1) Governance

Our Board and RM Committee oversee climate-related risks and opportunities. They regularly conduct comprehensive assessments of relative matters and delegate the execution of climate-related operational activities to designated staff members, ensuring that our response to climate change is coordinated and effective.

(2) 策略

我們堅定地認識到，氣候變化是一個多方面、影響深遠的問題，對我們的業務產生了重大影響。因此，我們已將氣候相關因素無縫綜合到公司戰略決策過程的核心中。

對於物理風險，例如極端天氣對我們供應鏈的影響，我們正在加強我們的供應鏈彈性。我們正在使採購地點多樣化，以減少對易受極端天氣事件影響的地區的依賴，如經常遭受洪水或乾旱的地區。此外，我們正在投資先進的預測系統，以更好地預測中斷並相應地調整我們的庫存水準。

關於轉型風險，隨著圍繞氣候變化的監管環境收緊，我們正在積極適應。我們正在新增對環保服裝產品的研發投資。這不僅有助於我們滿足不斷發展的環境法規，而且使我們成為可持續時尚的領導者，為吸引越來越多的重視環保理念的消費者提供了機會。

天氣模式的變化，包括降水和極端變化，可能會重塑客戶對我們服裝產品的偏好，從而間接影響我們的銷售。長期的極端天氣也可能推高我們的運營和維護成本，例如更高的運輸和保險費。我們敏銳地意識到這些潛在影響，並正在進行戰略規劃來管理它們。

(2) Strategy

We firmly recognise that climate change is a multifaceted and far-reaching issue that significantly impacts our business. As such, we have seamlessly integrated climate-related factors into the core of the Company's strategic decision-making process.

For physical risks, such as the impact of extreme weather on our supply chain, we are strengthening our supply chain resilience. We are diversifying our sourcing locations to reduce the reliance on regions prone to extreme weather events, like areas frequently hit by floods or droughts. Additionally, we are investing in advanced forecasting systems to better anticipate disruptions and adjust our inventory levels accordingly.

Regarding transitional risks, as the regulatory environment around climate change tightens, we are proactively adapting. We are increasing our R&D investment in sustainable materials for our apparel products. This not only helps us meet the evolving environmental regulations but also positions us as a leader in sustainable fashion, offering the opportunity to attract increasing number of environmentally-conscious consumers.

Changes in weather patterns, including precipitation and extreme variability, could potentially reshape customer preferences for our apparel products, thus indirectly affecting our sales. Prolonged extreme weather could also drive up our operating and maintenance costs, such as higher transportation and insurance premiums. We are acutely aware of these potential impacts and are strategically planning to manage them.

(3) 風險管理

我們擁有健全的流程來識別、評估、管理和監控氣候相關風險。這包括定期進行風險評估，以評估我們業務營運的脆弱性。我們也檢視我們的風險清單，以確定任何可能被忽視的氣候相關風險領域。

(4) 指標與目標

我們致力於減少對環境的影響，並採取措施減輕氣候相關風險。其中包括為容易因極端天氣條件而損壞的資產提供全面的保險，這有助於最大限度地減少潛在的維護和維修成本。如果發生極端氣候事件，我們會制定特殊的工作安排，以保護員工的健康和安全。

我們意識到現有產品和服務的排放報告義務和法規不斷加強，這可能會增加我們的整體營運成本。我們正在積極規劃這些變化，並致力於提高氣候相關資訊揭露的透明度。

(3) Risk Management

We have a robust process in place to identify, assess, manage, and monitor climate-related risks. This includes regular risk assessments to evaluate the vulnerability of our business operations, more specifically, identifying whether the risk is physical or transitional, the timeline of its impact on the business, and the relevant affected business departments. We also review our risk inventory to identify any areas of climate-related risk that may have been overlooked.

(4) Metrics & Targets

We are committed to reducing our environmental impact and have implemented measures to mitigate climate-related risks. These include maintaining comprehensive insurance coverage for assets that are prone to damage by extreme weather conditions, which helps to minimise potential maintenance and repair costs. In the event of extreme climate events, we take special actions in accordance with the pre-set response plan to protect the health and safety of our workforce.

We are aware of the ongoing enhancement of emissions-reporting obligations and regulations of existing products and services, which may increase our overall operating costs. We are actively taking action to adapt to these changes and continuously improve the transparency of climate-related information disclosure.

關顧著我們的員工

Caring for our Employees

社會層面B1：僱傭

Social Aspect B1: Employment

- (1) 作為國際性的服裝零售商，佐丹奴的零售網絡遍佈五大洲。截至2024年12月31日，我們約有1,732個銷售點，讓我們能夠在世界各地宣揚「沒有陌生人的世界」的信念。截至2024年12月31日，我們在匯報市場內的員工人數為2,523人，與2023年基本持平。
- (2) 佐丹奴相信，要獲得長遠成功，全賴機構內每一位成員的貢獻。因此，佐丹奴以公平及尊重的態度對待員工。我們相信，通力合作、上下一心和互相信賴是佐丹奴之根基所在。我們在評選應徵者時會考慮其能力和長處，並按照員工的個人表現決定酬報和擢升。
- (1) As an international apparel retailer, Giordano's retail network spans five continents operating through approximately 1,732 point of sales as of December 31, 2024, which enables us to deliver our 'World Without Strangers' credo globally. As of December 31, 2024, the number of employees in our reporting market was 2,523, basically unchanged from 2023.
- (2) Giordano believes that its long-term success depends on the contribution of each and every individual in the organisation. As such, Giordano is committed to treating its staff with fairness and respect. We believe in cooperation, teamwork and trust as the foundation of Giordano. We hire based on ability and merit, reward and promote based on performance.

匯報市場的員工分布 TALENT DISTRIBUTION BY THE REPORTING MARKETS

中國大陸 Mainland China

2020	2021	2022	2023	2024
1,515	1,427	1,176	1,210	1,134

香港及澳門 Hong Kong & Macau

2020	2021	2022	2023	2024
537	527	417	432	455

台灣 Taiwan

2020	2021	2022	2023	2024
893	802	758	737	747

新加坡 Singapore

2020	2021	2022	2023	2024
177	149	152	145	187



尊重和落實多元化

我們認同並致力維護一個多元化的工作環境，可見於下圖我們的員工組合：

Respecting and Reflecting Diversity

We believe in diversity and endeavour to safeguard a diverse working environment, which is reflected in the composition of our staff as demonstrated below:

僱傭類別分布 Employment Type Distribution

全職 Full-time



2020	2,626 (84.11%)
2021	2,295 (79.00%)
2022	2,052 (81.98%)
2023	1,943 (76.98%)
2024	1,878 (74.44%)

兼職 / 合約 Part-time / Contract



2020	496 (15.89%)
2021	610 (21.00%)
2022	451 (17.10%)
2023	581 (23.02%)
2024	645 (25.56%)

年齡分布 Age Distribution

2020	1,017 (32.6%)	小於 30 歲 < 30 years old
2021	829 (28.54%)	
2022	615 (24.57%)	2024 576 (22.83%)
2023	562 (22.27%)	

2020	1,912 (61.2%)	30-50 歲 30-50 years old
2021	1,882 (64.78%)	
2022	1,677 (67.00%)	2024 1,690 (66.98%)
2023	1,726 (68.38%)	

2020	193 (6.2%)	大於 50 歲 > 50 years old
2021	194 (6.68%)	
2022	211 (8.43%)	2024 257 (10.19%)
2023	236 (9.35%)	

男女員工佔比 Staff Composition by Gender



男性 Male



女性 Female

19.60%	2020	80.40%
19.14%	2021	80.86%
19.70%	2022	80.30%
21.32%	2023	78.68%
19.54%	2024	80.46%

僱員流失比率 Turnover rate

年齡 By Age

2024	
小於 30 歲 < 30 years old	92.44%
30-50 歲 30-50 years old	18.97%
大於 50 歲 > 50 years old	25.26%

性別 By Gender

2024	
男性 Male	42.87%
女性 Female	34.46%

地區 By Region

2024	
香港 Hong Kong	15.78%
台灣 Taiwan	74.53%
中國 China	11.18%
新加坡 Singapore	95.78%

- (3) 佐丹奴有一系列僱傭政策、員工手冊和守則，以確保我們的員工可以在一個公平及公正的環境下工作，讓他們的權利和利益受到保障，包括：

(i) 員工手冊

佐丹奴嚴格遵守相關勞工法規，對待所有員工都會一視同仁。他們的受聘、薪酬和晉升不受他們的社會身份，如種族、國籍、性別、宗教、年齡、性取向、政治黨派或婚姻狀況所影響。所有員工均須簽收員工手冊。

(ii) 紀律守則

佐丹奴相信誠信、正直和公平是重要的資產，亦是我們賴以長遠發展及成功的基石。因此，紀律守則的建立旨在向員工傳達我們對其職業操守的準則，從而要求他們堅守最高的業務和專業道德標準，以贏取業務夥伴和客戶的信任，使業務持續增長。

(iii) 密函檢舉政策

為創建一個公開、透明和安全的工作環境，讓員工能夠坦言，我們一直設有密函檢舉的政策，容許員工提出任何疑慮，並使佐丹奴能有系統地在保密的環境下跟進事情。密函檢舉政策會定期作出更新。

- (4) 佐丹奴有一系列的人力資源管理措施，為我們員工提供更佳的工作環境。

(i) 薪酬

佐丹奴給予各職級員工具競爭力的薪酬待遇、購股權和以業績或表現為基礎的優厚獎金，以獎勵和留住高質素的領導團隊。

(ii) 增加有薪年假

於2017年，我們大幅增加了港澳區員工的有薪年假日數，這不僅使他們有更均衡的工作和生活模式以及提升他們的工作表現，也幫助留住和招聘人才，從而提高佐丹奴的競爭力。

- (3) A series of policies, handbooks and protocols are in place in Giordano to help build a workplace where our staff are treated fairly and equally, with their rights and interests being protected. These include:

(i) Staff Handbook

Giordano strictly complies with relevant labour laws and regulations. All staff are treated equally, and their employment, remuneration and promotion will not be affected by their social identities such as ethnicity, race, nationality, gender, religion, age, sexual orientation, political faction or marital status. All staff are required to acknowledge receipt of the staff handbook.

(ii) Code of Conduct

Giordano believes that honesty, integrity and fairness are important values, and are crucial to our long-term development and success. Thus, the Code of Conduct has been established to convey our expected standards of conduct and practices to all staff, who are required to adhere to the highest standards of business and professional ethics so that we can earn the trust of our business partners and customers and grow our business.

(iii) Whistle-Blowing Policy

To create an open, transparent and safe working environment where staff can speak up, we have a longstanding whistleblowing policy in place that allows them to raise concerns and for Giordano to follow up cases in a systematic yet protective setting. The Company regularly updates the whistleblowing policy.

- (4) The following people management arrangements are in place in Giordano to provide our staff with a better environment to work.

(i) Remuneration

Giordano offers competitive remuneration packages, share options and generous goal-oriented or performance-based bonuses tailored to different levels of staff, in order to reward and retain a high-calibre leadership team.

(ii) Increasing Annual Leave Entitlement

In 2017, we largely increased the annual leave entitlement of staff in the Hong Kong and Macau markets. This not only allows them to have a better work-life balance and work performance, but also helps retain and recruit talent as well as enhance Giordano's competitiveness.

(iii) 家庭友善僱傭措施

a. 彈性上班時間

我們希望員工可以同時兼顧工作及家庭，這是留住高質素員工並讓他們茁壯成長的關鍵。因此，我們致力營造一個能滿足員工及其家人需要的工作環境，並自2016年起率先在香港及台灣的辦公室實施彈性上班時間。與此同時，就店鋪營運而言，我們亦調整了前線員工的工作時間，更針對性地吸引某類人士加入，例如：家庭主婦和退休人士。

b. 居家辦公

於Covid-19大流行嚴峻的時刻，公司為著我們的同事的健康著想，已鼓勵同事多安排在家工作，減少外出的需要，從而以減少受感染風險。鑒於我們發現在家工作安排已成為一些員工的選擇，因此，在家工作的安排於2024年依然開放予同事。

c. 支持母乳喂養

為令我們的在職母親能在工作間抽取母乳，我們在香港總部的辦公室特別為她們開闢了一個指定的私人空間，以便抽取母乳。

d. 率先推行延長至14周產假

早於政府實施之前，我們香港總部由2018年10月23日起，率先實施延長至14周有薪產假政策，以便香港寫字樓及前線同事照顧新生嬰兒的需要。

e. 率先推行5天侍產假

與此同時，由2018年11月13日起，我們也領先地為香港的男性員工提供為期5天的侍產假，遠遠早於本地立法。

f. 縮短每天工作時間(辦公室)

為使員工進一步達致工作與生活的平衡，我們香港總部於2018年8月推出辦公室每天工作時間縮短一小時(即9:00a.m.至5:00p.m.)的試驗計劃後，已於2018年10月轉為永久性的措施，以滿足員工個人及專業目標。

(iii) Family-Friendly Employment Practices

a. *Flexi-Time Arrangement at Work*

We want our staff to both enjoy and succeed at work and at home. This is one of the keys to both retaining high-quality staff and allowing them to thrive. That is why we strive to create a working environment which caters for the needs of our staff and their families, with the introduction of flexitime work arrangements for office staff in Hong Kong and Taiwan from 2016. Concurrently, for our shop operations, we also adjust the front-line staff's working hours to attract certain targeted manpower, e.g. homemakers and retirees.

b. *Working from home*

During the Covid-19 pandemic and for the sake of the health of our colleagues, the Company has encouraged staff to arrange more work from home, to reduce the need for going out and, thereby, reduce the risk of infection. We have realized that working from home has become a preference for some employees, so we have been offering this office option to our staff as an option until 2024.

c. *Supporting Breastfeeding*

In support of our working mothers' needs of pumping milk in the workplace, we have specially designated private space in the office of our Hong Kong Headquarters for breast milk extraction.

d. *Early Introduction of 14-Week Extended Maternity Leave*

In advance of government enforcement, our Hong Kong Headquarters implemented an extended 14-week paid maternity leave policy from October 23, 2018, taking care of the needs of parents working in our Hong Kong offices and on the front-line to look after their new-born babies.

e. *Early Introduction of 5-Day Paternity Leave*

Effective from November 13, 2018, we also took an early lead in introducing the 5-day paternity leave for our male staff in Hong Kong, which is far ahead of the local legislation.

f. *Shortened Daily Working Hours (Office)*

To further address staff's work-life balance needs, a trial program first introduced in August 2018 to reduce working hours in the office of Hong Kong Headquarters by 1-hour per working day (i.e. from 9:00 a.m. to 5:00 p.m.) has been made permanent to fulfil individual employees' personal and professional goals, effective from October 2018.

台灣佐丹奴榮獲擁有領先地位的招聘網站頒發的幸福企業金獎

於2022年，台灣佐丹奴憑藉其積極的企業文化和相互支援的工作氛圍方面的成就，在綫民投票支持下，獲得由1111人力銀行頒發了幸福企業金獎的殊榮。該獎項旨在表揚那些分別在人才策略管理方面有突破性的機構及個人取得卓越成就的參選者。當中評審的考慮因素包括對員工的支持和關懷，以及領導和管理模式。

Giordano Taiwan was awarded the Blessed Enterprise Gold Award conferred by 1111 Manpower Bank

In 2022, Giordano Taiwan won the Blessed Enterprise Gold Award issued by 1111 Manpower Bank with the support of online voters for its positive corporate culture and mutually supportive working atmosphere. This award aims to recognise those candidates who have made breakthroughs in talent strategy management and individuals who have achieved outstanding achievements. Factors considered in the review include the support and care for employees, and leadership and management.



(iv) 嘉許員工

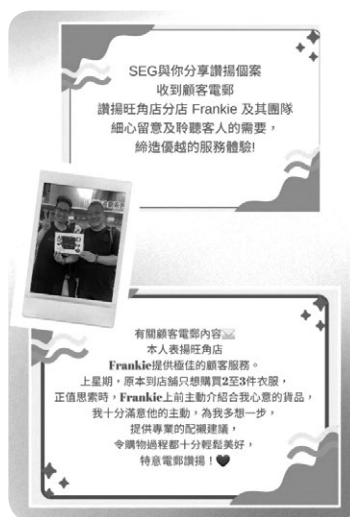
a. 員工嘉許獎勵計劃

除了傳閱客戶贊揚員工的個案外，我們香港總部自2016年9月起亦增設「員工嘉許獎勵計劃」，以鼓勵及表揚在工作上有卓越表現及／或顯著貢獻的員工。每季部門主管及店舖主任會提名杰出表現的員工，經審核後員工會獲頒贈嘉許證書及現金券，以示鼓勵。

(iv) Acknowledging Our Staff

a. Staff Commendation Award Scheme

Not only do we circulate commendations from our customers who acknowledged our staff's good performance, but our Hong Kong Headquarters has also implemented a "Staff Commendation Award Scheme" since September 2016 to encourage and award staff with outstanding performance and/or significant contributions. Outstanding staff will be nominated every quarter and the winners will be awarded a Staff Commendation Certificate and a cash coupon as a token of our appreciation.



b. 優秀員工典禮

佐丹奴集團舉行線上致謝優秀員工典禮原意是在此充滿挑戰性的時刻表揚工作表現出眾的員工，由集團管理層公開嘉許他們高於預期的工作表現，令佐丹奴員工增添歸屬感。



b. Employee Recognition Ceremonies

The Employee Recognition Ceremonies were introduced to recognise employees that have gone above and beyond the call of duty at work during these challenging times. The event allows the Group's executive management to publicly acknowledge the staff that has exceeded expectations, as well as to foster a greater sense of belonging among Giordano employees.



c. 長期服務獎

為了表揚在香港總部長期服務的忠誠盡責的員工，我們每年均會頒發長期服務獎予在公司服務滿五年、十年及三十年之員工。



c. Long Service Award

In recognition of the loyalty and commitment of our long-serving staff, we present Long Service Awards annually to staff who have served the Company for 5 years, 10 years and 30 years, respectively.



(v) 員工活動

為加強員工對佐丹奴的歸屬感及讓他們擁有健康均衡的工作和生活模式，我們每年都安排了一系列員工活動。今年，我們組織了若干活動，讓員工參加。

(v) Staff Activities

To reinforce the staff's sense of belonging to Giordano with a healthy work-life balance, we arrange a wide range of staff activities every year. This year, we organized various interest group activities for staff to participate in.



中國大陸市場 Mainland China Market

東莞地區－員工戶外團建活動

Dongguan – Outdoor team building activities



東莞地區－女神節永生花手工DIY活動

Dongguan – Women's Day Event, Eternal Flower Handmade DIY



Hong Kong Market – Participation in Together Run For National Day 2024

A large group of young people, many in wheelchairs, are gathered on a paved plaza. They are dressed in casual clothing, including t-shirts and shorts. Some individuals are standing, while others are seated in wheelchairs. The group is spread out across the plaza, with some people in the foreground and others further back. In the background, a city skyline is visible, featuring various buildings and a large, ornate structure that resembles a trophy or monument. The scene is brightly lit, suggesting a sunny day.

社會層面B2：職業健康與安全(職安健)

Social Aspect B2: Occupational Health and Safety (OHS)

- (1) 職安健是佐丹奴整體安全框架的重要部分，故在工作場所減少健康和 safety 風險是一項重要和長期的目標。除了歷史悠久的無吸煙政策外，我們在2024年繼續加強領導、管理系統和培訓，以強化安全文化和提升整體的職安健表現。於報告期內，佐丹奴沒有發現任何與職安健有關的違規事件。

於2022-2024年年度，有關因工身亡及受傷的資料如下：

- (1) OHS is a crucial component of Giordano's overall safety framework, and reducing health and safety risks in the workplace is an important and constant objective. In addition to a long history of no-smoking policy at the workplace, we continued to reinforce our strong leadership, management system and training programs in 2024, so as to strengthen our safety culture and enhance our overall OHS performance. During the Reporting Period, Giordano is not aware of any non-compliant cases relating to OHS.

Information related to work-related fatalities and injuries cases from 2022 to 2024 are as follows:

因工身亡及受傷 Work-related fatalities and injuries	2024	2023	2022
已發生因工身亡事故的人數 Number of work-related fatalities occurred	0	0	0
已發生工傷次數 Number of work-related injuries occurred	21	25	24
因工傷已損失的工作日數 Number of working days lost due to work-related injuries	844	1,362	713

- (2) 為確保一個安全的工作環境，我們：

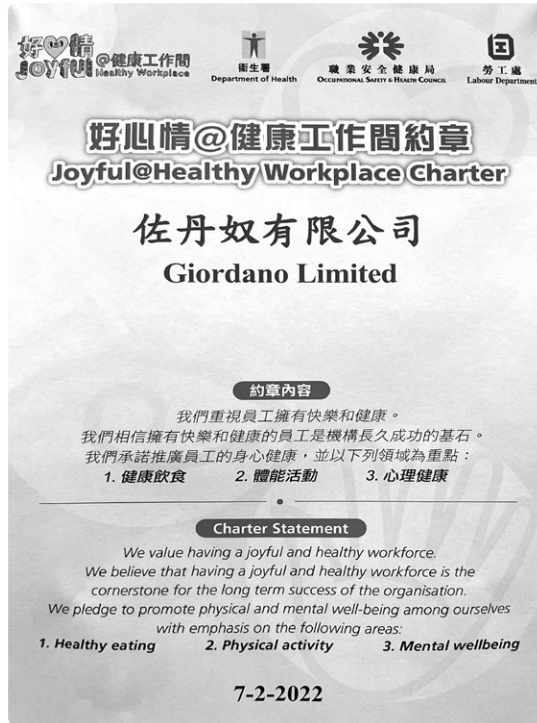
- 提供密集培訓，以提高員工的安全意識；
- 定期監察工作場所的安全，特別是分派區域主任指導和監督店舖及倉庫營運，並提供所需的器具和安全的工作環境，以確保每個階段都操作安全；和
- 在辦公室、倉庫和店舖執行工作場所整潔大行動，以減少工作場所的潛在風險。
 - 公司內聯網上設有「職業安全及健康小百科」的專頁
 - 定時檢查辦公室工作環境以提高清潔，防火安全及職業安全。
- 開展員工滿意度調查。每年，佐丹奴均會進行員工滿意度調查，以取得有用的回饋，作為制訂公司政策時的參考。

- (2) To ensure a safe working environment, we:

- provide intensive training programs for our staff to improve their safety awareness;
- regularly monitor workplace safety, particularly with District Supervisors allocated to supervise and monitor shop and warehouse operations, to ensure each phase of which operates safely by facilitating necessary tools with a safe working environment; and
- carry out workplace tidiness at our offices, warehouses and shops to reduce workplace hazards.
 - Hosting the webpage "Tips on Occupational Health & Safety" on the Company's Intranet
 - Conduct regular office working environment inspection to promote cleanliness, fire safety and work safety.
- conduct Staff Satisfaction Surveys. Each year, Giordano conducts staff satisfaction surveys to collect useful feedback as reference for improving our policies.

- (v) 提供一系列衛生和清潔措施，以保護員工的身體健康，包括：
- 提供酒精噴霧劑和濕紙巾、便攜消毒液及口罩等。
 - 為前線門市同事提供口罩等防護和消毒用具，保障同事及客人的健康。
 - 加強消毒：公司已加強洗手間、茶水間清潔，以及定時噴灑消毒地毯。

- (v) provide series of hygiene and cleaning measures implemented to protect the physical health of our employees, including:
- Providing alcohol sprays and wipes, hand sanitiser and face masks, etc.
 - Providing protective and sanitisation equipment, such as masks for frontline store colleagues to protect the health of colleagues and customers.
 - Strengthening disinfection and sanitisation: The Company has strengthened the cleaning of toilets and the pantry, and regularly sprays and disinfects carpets.



組別	收縮壓 (上壓)	舒張壓 (下壓)
正常	<120 mmHg	<80 mmHg
前期高血壓	120-129 mmHg	<80 mmHg
第一期高血壓	130-139 mmHg	80-89 mmHg
第二期高血壓	≥140 mmHg	≥90 mmHg

血壓沒有年齡對照表

任何年齡層的血壓都應該控制在收縮壓 / 舒張壓是 120/80mmHg

社會層面B3：人才發展及挽留策略

Social Aspect B3: Talent Development and Retention Strategy

- (1) 佐丹奴鼓勵員工學習一向不遺餘力，我們認為價值觀、公平、持續的專業及個人發展機會是成功者致勝的關鍵。因此，我們不僅著重員工在銷售和客戶服務方面的全面培訓和發展，也在管理、規劃和領導才能方面提供訓練，以迎合員工的職業和個人發展需要，並挽留有經驗及積極進取的工作團隊。
 - (2) 配合3E(即經濟、效率和果效)政策，佐丹奴於2016年展開了由部門主管進行的團隊檢視，以識別人才作來年重點培育發展。這仍在進行中。
 - (3) 佐丹奴非常重視培育人才，使其具備國際視野、洞察國際慣例和具有強勁的競爭力。
 - (i) 自九零年代起，佐丹奴透過管理實習生(「MT」)計劃，積極培育零售人才，成果令人滿意。
 - (ii) 在2014年，我們在香港總部恢復MT計劃，並大幅度修改及提升課程內容，以確保參與者得到一個整全的培訓經驗，令畢業生能直接被委任至中層管理角色。隨著改稱實習生為速成者(「FTs」)，這次改革包括提高速成者在學術水平的要求及調整培訓大綱，以涵蓋公司內各部門和職能的實際職務。這批成功畢業的速成者現已擔任一些重要的角色，包括產品開發和管理以及品牌管理，且有些已進駐海外。
 - (iii) 自2017年，我們也將這個香港模式的速成者課程擴展至中國內地，為我們未來的發展培養更多的零售人才。
 - (4) 全球人才發展與人才留任計劃是我們未來主要策略項目之一。我們除了從外部聘請FT，還在所有區域內選定集團業務中現有的人才，重點培訓他們。區域總經理會提名選出1至3名人才，他們必需是(i)對業務有所貢獻；及(ii)有潛質於日後成為高級管理層。他們會加入為他們量身訂造，為期一年的發展計劃，計劃包含參與海外活動和執行短期任務。
- (1) Giordano encourages learning and recognises that values and fairness, as well as opportunities for continuous professional and personal development, are equally important drivers for high achievers. As such, we invest heavily not only in comprehensive staff training and development programs in sales and service, but also in management, planning and leadership programs, to address staff's professional and personal development needs and to retain a skilled and motivated workforce.
 - (2) Pursuant to our 3E (i.e. Economy, Efficiency and Effectiveness) policy, Giordano conducted a review of the team structure by department heads in 2016 and identified talents for focused development in the coming years. This remains ongoing.
 - (3) Giordano has always placed a strong focus on cultivating talent with an international perspective, insight into international practices and strong competitiveness.
 - (i) Ever since the 1990's, Giordano has operated a Management Trainee (the "MT") program to nurture retailing talents, with satisfactory results.
 - (ii) In 2014, we modified and upgraded our MT Scheme in the Hong Kong Headquarters to ensure that participants received a holistic and comprehensive training experience, such that upon graduation, successful graduates could be placed directly into mid-management roles. With the renaming of MTs as Fast-Trackers (the "FTs"), this reform included a tightening in our admission requirements in terms of academic results and a restructuring of the syllabus to include real business tasks in various departments and functions within Giordano. Successful graduates have now taken on a number of important roles, including product development and management as well as brand management. Some of them have even been stationed in overseas regions.
 - (iii) Since 2017, we also extended this Hong Kong-style FT program to our Mainland China market to cultivate more retailing talents for our future growth.
 - (4) Global Talent Development & Retention Initiative ("TDRI") is one of our key strategic programmes in the coming years. Apart from hiring FTs externally, we have turned to pinpoint and groom our existing talents within the Group's business across all regions. Further to the nomination by regional General Managers of between 1 to 3 talents with (i) proven contribution towards their business; and (ii) potential to become a future member of senior management, bespoke and role-specific 1-year development program involving overseas events and short-term postings have been devised and executed.

(5) 實習計劃

在2021年，佐丹奴沙特阿拉伯與企業家組織吉達分會聯手推出實習計劃。

- (i) 這創新的實習計劃是專為沙特市場定制，為參與者提供全方位的實地考察和參觀，然後在佐丹奴的零售店和公司區域總部的部門作自選職能工作並獲取經驗；及在公司區域總部進行授課，包括銷售和市場營銷以及視覺採購領域，並進行最終評估並頒發參與證書。
 - (ii) 我們的目標是促進公司與學員之間的互動，在傳達我們的核心價值和讓實習生儘早做出參與決策之間取得平衡，以發掘每位學員的潛質並作長期的發展。
- (6) 佐丹奴一向致力投資於員工學習和發展，以維持其競爭優勢。我們相信「持續更新專業才能，不斷分享新知」才能與時並進。我們投放了很多資源在員工的培訓和發展上，來維持一個能幹、專業和具職業操守的工作團隊，以助公司邁向成功。於2024年，我們為匯報市場的前線員工和非前線員工分別提供了30,869小時及4,967小時的內部培訓。本年度匯報市場的員工培訓總時數為35,918小時。

(5) Internship Programme

In 2021, Giordano Saudi Arabia recently rolled-out its new internship programme, in conjunction with the Jeddah Chapter of the Entrepreneur Organisation.

- (i) The innovative internship programme has been tailor-made for the Saudi market, offering participants a full range of site visits and tours, followed by work experience in both Giordano's retail stores and in their preferred functional departments at the Company's regional headquarters, taught sessions in the realms of sales and marketing and visual merchandising, and culminating with a final assessment and the issuance of a completion certificate.
 - (ii) The aim is to maximize the interaction between the Company and the participants, striking a balance between conveying our core values while allowing the interns to make decisions about their participation early on, to identify potential talent for long term development.
- (6) Giordano invests heavily in learning and development to maintain its competitive edge. We believe that continuous updating of professional skills and the sharing of knowledge will allow the Company to grow with the times. We, therefore, allocate ample resources to staff training and development with the aim of sustaining a competent, professional and ethical staff force that will contribute to the success of the Company. In 2024, we have provided in-house training to our frontline staff and non-frontline staff of the Reporting Markets for 30,869 hours and 4,967 hours, respectively. The total number of training hours delivered during the Year is 35,918 hours.



員工接受內部培訓的總時數 (附註1、2、3、4、5)

TOTAL IN-HOUSE TRAINING HOURS RECEIVED BY STAFF (Note 1, 2, 3, 4, 5)

年份 Year	前線員工 Frontline Staff	非前線員工 Non-Frontline Staff	員工接受培訓的總時數 Total in-house Training Hours Received
2020	15,534	4,288	19,822
2021	13,560	1,609	15,169
2022	17,598	2,224	19,882
2023	8,738	1,953	10,691
2024	30,869 小時 Hours	4,967 小時 Hours	35,836 小時 Hours

附註：

- 於2024年，按員工類別劃分的受訓前線員工及非前線員工百分比分別為66.88%及42.24%。
- 於2024年，按雇員類別劃分，每名前線及非前線員工完成受訓的平均時數分別為20.2小時及5.0小時。
- 於2024年，按性別劃分的受訓男性及女性雇員百分比分別為38.95%及61.63%。
- 於2024年，按性別劃分，每名男性及女性雇員完成受訓的平均時數分別為6.3小時及16.1小時。
- 部分市場不斷完善線上培訓體系搭建，故整體培訓時長提升。

Notes:

- The percentage of employees trained by employee category in 2024 was 66.88% and 42.24% for frontline staff and non-frontline staff, respectively.
- The average training hours completed per employee by employee category in 2024 were 20.2 hours and 5.0 hours for frontline staff and non-frontline staff respectively.
- The percentage of employees trained by gender in 2024 was 38.95% and 61.63% for male and female employees, respectively.
- The average training hours completed per employee by gender category in 2024 were 6.3 hours and 16.1 hours for male and female employees, respectively.
- Some divisions continuously improve the online training systems, resulting in an overall increase in training hours.

佐丹奴參與由僱員再培訓局舉辦的人才企業嘉許計劃

佐丹奴自2012年起參與僱員再培訓局舉辦的才企業嘉許計劃，榮獲該計畫的Super MD獎項，並收到了僱員再培訓局的感謝信。

Giordano's Participation in the Manpower Developer Award Scheme

Giordano has participated in the Manpower Developer Award Scheme organized by Employees Retraining Board since 2012. In addition, the Company was honoured the Super MD in the scheme and received letter of appreciation from Employees Retraining Board.



(7) 以人為本、培育成功特質

我們針對不同的工作需要，定期為各個崗位的員工舉辦內部培訓及在職進修課程，務求提升員工工作表現外，亦藉此讓他們自我增值，迎接新挑戰。

(i) 入職培訓

公司為新員工提供多樣化和實用的入職培訓，包括但不限於公司介紹、組織結構、企業文化、人力資源和出勤率。入職培訓的安排可以幫助員工更快更好地適應工作環境。

(ii) 招聘渠道開發

台灣佐丹奴因應人才需求持續開發招聘人員管道，除不斷透過104人力銀行、1111人力銀行招募外，亦報名大型就業博覽會，積極開拓徵才渠道，增加多元的招募管道，提高徵才的彈性運用。

(iii) 複修培訓

除了鞏固員工的基本技能外，複修培訓也使員工具備最新的資訊和知識，以便履行職責時達致最高水平。

(7) People-Oriented Staff Development

Based on our staff's different needs, we regularly organize internal training and on-job training for staff in different roles – this not only improves our staff's work performance, but also helps equip them with new skills to face new challenges.

(i) Onboarding Training

The Company provides diverse and practical onboarding training for new employees, including but not limited to company introduction, organisational structure, corporate culture, human resources, and attendance. The arrangement of onboarding training can help employees adapt to the work environment faster and better.

(ii) Recruitment channel development

In response to talent needs, Giordano Taiwan continues to develop recruitment channels. In addition to continuously recruiting through 104 Manpower Bank and 1111 Manpower Bank, Giordano Taiwan also signs up for large-scale job fairs, actively explores talent recruitment channels, increases multiple recruitment channels, and improve talent recruitment flexible use.

(iii) Refresher Training

In addition to strengthening the basic skills, we equip staff with the latest information and knowledge, so that they could carry out their duties to the highest standards.



多元培訓計劃 Diversified Training Programmes



香港市場 Hong Kong Market

「AI時代的工作體驗與個人創意」培訓研討會

集團獨立非執行董事黃旭教授帶來了「AI時代的工作體驗與個人創意」研討會，來自香港和中國大陸的150名員工以線上或下方式參加了研討會。黃教授分享了在現今AI的年代，我們如何提高個人的創造力及靈活運用新科技，讓AI成為輔助好幫手，使我們能有更多時間專注做好工作。

The “Work Experience and Individual Creativity in the Age of AI” Training Seminar

Professor WONG Yuk (alias, HUANG Xu), an Independent Non-executive Director of the Group, presented a seminar on “Work Experience and Individual Creativity in the Age of AI”, which was attended by 150 employees from Hong Kong and Mainland China both online and offline. Professor HUANG shared how can we enhance individual creativity and flexibly utilise new technologies in the current era of AI, making AI a helpful assistant and allowing us to have more time to focus on doing our work well.

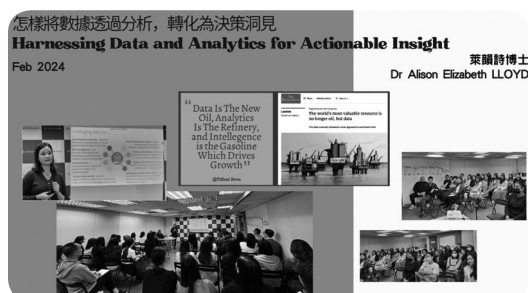


「怎樣將數據透過分析，轉化為決策洞見」培訓研討會

集團獨立非執行董事 Alison Elizabeth LLOYD博士分享了她在數據分析方面的專業知識，以激勵員工瞭解數據在當今世界的價值。來自香港、臺灣和中國大陸的200多名同事線上或線下參加了研討會。

The “How to Transform Data into Decision Insights through Analysis” Training Seminar

Dr. Alison Elizabeth LLOYD, an Independent Non-executive Director of the Group shared her expertise in data analysis, to inspire employees on how valuable the data is in today's world. The seminar was attended by over 200 colleagues from Hong Kong, Taiwan, and Mainland China, online or offline.





台灣市場 Taiwan Market

— 「佐丹奴前進之路」培訓活動

— “The Way Forward” Training



— ESG綠色講座

林才群先生帶來了一場關於低碳飲食和綠色生活的分享講座，提醒員工注意節能減排和飲食健康，同時也帶來了一些省錢的技巧。

— ESG Green Lecture

Mr. LIN brought a sharing lecture on low-carbon diet and green living, reminding employees to pay attention to energy conservation, emission reduction, and dietary health, while also bringing some money saving tips.





中國大陸市場 Mainland China Market

華西地區

— 產品知識培訓(直播)

來自華西地區的講師通過線上直播講解了最新產品的特點。這種培訓不僅節省了資源，而且提升了員工在產品方面的知識儲備，提高了整體業務水準。



West China Region

— Product knowledge training (Live-streaming)

Lecturers from the West China region explain the features of the latest products through online live streaming. This training not only saves resources, but also increases colleagues' knowledge reserves in product aspects, and improves overall business level.



(i) 內部培訓

其他內部培訓課程旨在協助員工發揮潛力、發展事業和提高他們的管理和人際技巧。

(ii) 培訓需求問卷調查

我們每年都進行培訓需求問卷調查，以瞭解各職級員工的培訓期望和需要，從而於來年為他們設計合適的課程，提高課程的實用性。

(iii) 進修津貼

a. 「進修津貼計劃」

為鼓勵員工增進知識及技能，促進個人成長，使其在工作表現及未來事業發展上均獲得裨益，香港總部設立了「進修津貼計劃」，以資助員工報讀與工作相關的外間訓練課程。

b. 「學術進修資助計劃」

「學術進修資助計劃」已於2016年9月實施，為香港總部分資格及有志於進修的現任管理人員及有潛質的未來管理人才提供資助，以修讀更高學歷，如學位課程、碩士學位課程或其他專業資格課程等。

(i) Internal Training

Other internal training programs are designed to help staff develop their capabilities, advance their careers and enhance their management and interpersonal skills.

(ii) Survey on Training Needs

Each year, we conduct a survey to understand our staff's expectations and needs for training, which aids in designing the useful and practical training programs for them in the following year.

(iii) Training Subsidies

a. Study Allowance Scheme

To encourage our staff to enhance their knowledge and skills for personal growth, which benefits their work performance and future career development, Hong Kong Headquarters has set up a "Study Allowance Scheme" to subsidise our staff in taking external work-related training courses.

b. Management Academic Assistance Scheme

The "Management Academic Assistance Scheme" has been implemented since September 2016, which is designed to develop existing and potential management talent at Hong Kong Headquarters through financial support to successful applicants who wish to pursue higher education, such as studying undergraduate, or postgraduate degrees or attainment of professional qualifications or accreditation.



社會層面B4：勞工標準和人權政策

Social Aspect B4: Policies on Labour Standards and Human Rights

保障僱員的權利並為僱員創造一個相互尊重、誠實及公平的環境乃本集團的重中之重。在營運的過程中，包括我們供應商的生產設施，佐丹奴禁止僱用童工、強迫或強制勞動。

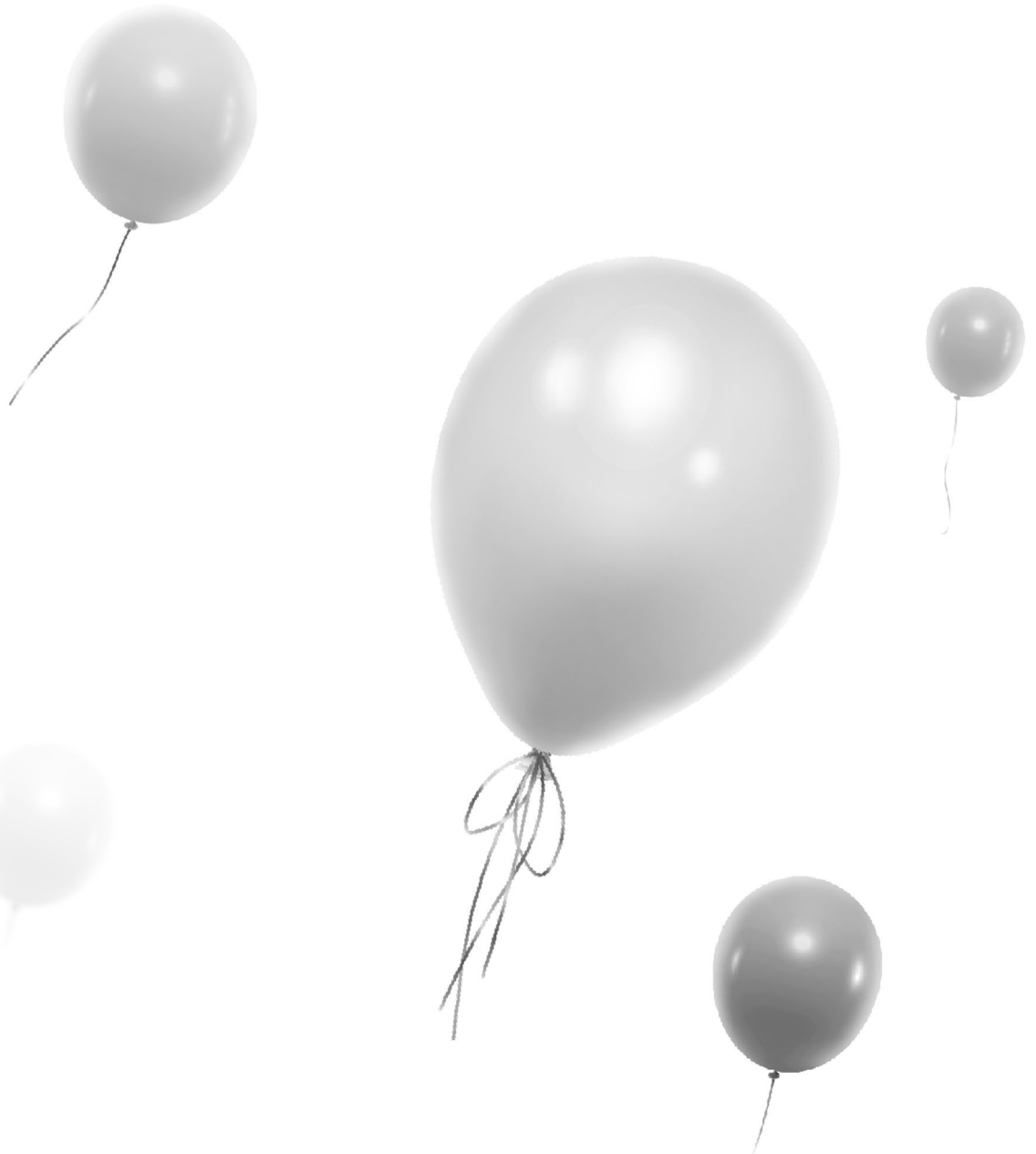
於招聘過程中，內部審計、品質保證及人力資源部實施全面檢查制度，以確保遵守有關僱傭及勞工準則之所有適用法律及法規。於任何生產場所發現童工或強制勞工，本集團將對該供應商提出警告。如果一再發生違規行為，本集團將終止與有關供應商之所有業務。

在2024年，我們沒有發現任何營運過程或供應商有僱用童工、迫使工人執行危險工作、強迫或強制勞動。

Safeguarding the rights of employees and creating an environment of respect, integrity and fairness for employees is of paramount importance to the Group. Giordano prohibits the employment of child, forced or compulsory labour in any of its operations, including at suppliers' production facilities.

The Internal Audit, Quality Assurance and Human Resources departments implement a comprehensive checking systems during the recruitment process to ensure compliance with all the applicable laws and regulations regarding employment and labour standards. If child or forced labour is found in any place of production, the Group will warn the particular supplier. If repeated violations occur, the Group will terminate all business with the supplier concerned.

In 2024, we did not identify any operation or suppliers having significant risks of child labour, workers exposed to hazardous works, or forced or compulsory labour.





關顧著我們的供應商

Caring for our Suppliers

社會層面B5：高效的供應鏈管理

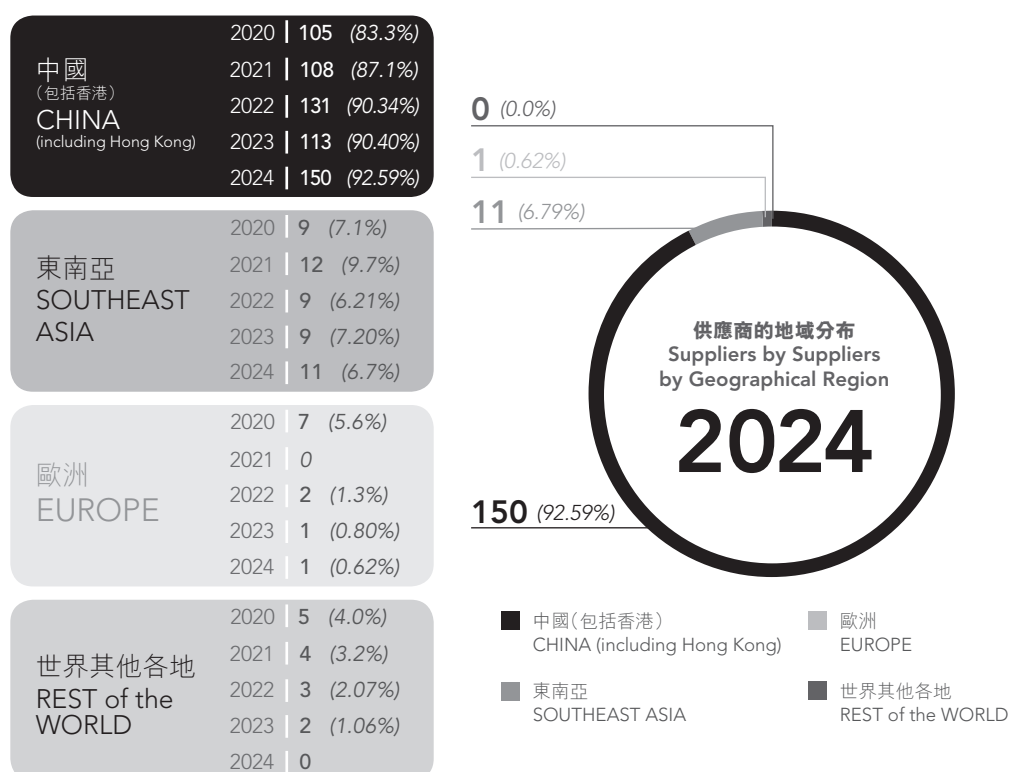
Social Aspect B5: Efficient Supply Chain Management

佐丹奴的供應鏈管理是以滿足顧客需要為大前題，藉著完善的計劃和信息共享，充分地協調供應、製造、倉儲、配送等各環節。當資源能更有效地整合起來時，我們就能降低成本，使效益最大化。

截至2024年12月31日，佐丹奴共有162家供應商，分布在世界各地：

At Giordano, supply chain management is based on the premise of satisfying customers' needs, and better coordination among the various functions of our business, such as the supplies, manufacturing, warehousing and distribution through better planning and information sharing. With more effective integration of resources, we thus reduce costs and maximise efficiency.

As of December 31, 2024, Giordano had a total of 162 suppliers, located in different parts of the world:



我們已建立完整的供應商品質監控機制，包括對供應商的審核和評估、品質檢驗及監督、針對供應商發展的策略性計劃和物料採購。我們亦積極促進供應鏈的可持續發展，並與我們的合作夥伴聯合履行企業社會責任，為公眾提供高品質的產品和服務。因此，供應鏈管理在佐丹奴的品質監控系統中是其中一個關鍵環節。

(1) 道德採購

供應鏈管理是佐丹奴的成功關鍵，因此我們與供應商緊密合作，確保他們符合我們對品質、表現及勞工準則的要求。我們更特別要求他們遵守以下「核心道德採購規定」：

- 聘用的員工必須符合當地法定的最低工作年齡；
- 不會在其生產設施的任何部份或任何方面強迫或禁錮勞工；
- 不得虐待或威嚇員工；
- 不得抵觸當地環保法律和法規；
- 須為員工提供安全健康的工作環境；及
- 需符合我們的各種標準，並致力於跟進糾正。

我們旨在與持有相似價值觀和原則之供應商合作。只有那些能遵守我們「核心道德採購規定」之供應商，同時亦致力改善其勞務、職業健康與安全以及環境措施，我們才會向他們採購。因此，在聘用前，新供應商必須完成並通過我們的「道德審計問卷」。

(2) 品質監控機制

- 佐丹奴一直以嚴謹的審查系統來揀選供應商。我們的品質監控團隊將會評估供應商的資格，並會即場測試和審查產品品質、適用性和品質一致性。當他們通過我們的審查和評估後，方被納入「合格供應商名單」，以便日後採購。而且，為了保障產品的質素，我們也會長期監察和定期審查所有供應商的質素。若供應商的資格有重大變化或有嚴重的品質問題，我們或會立即暫停接收供應商的交貨；如有需要，甚至取消其供應商的資格。此外，我們會不時進行突擊審查，以確保供應商符合我們各方面的標準。

We have established a complete supplier quality assurance mechanism, which covers the approval and evaluation of suppliers, quality inspection and supervision, strategic supplier development and materials procurement. Furthermore, we actively promote the sustainable development of our supply chain and the joint fulfilment of corporate social responsibility with our partners to provide the public with high quality products and services. As such, supply chain management is always one of the key links in Giordano's quality control system.

(1) Ethical Sourcing

As supply chain management is critical for Giordano's success, we work closely with suppliers to ensure that they comply with our quality, performance and not least labour standards. In particular, we expect them to comply with the below "Core Ethical Sourcing Requirements":

- only employs workers that are above the local legal minimum age;
- does not use forced or prison labour in any part or aspects of its facilities;
- does not, or threaten to, physically abuse its workers;
- does not contravene local environmental laws and regulations;
- provides a safe and healthy work environment for its workers; and
- compliant with our various standards and committed to following up on corrective actions.

We aim to do business with those suppliers sharing similar values and principles, and intend to purchase from those who meet our above "Core Ethical Sourcing Requirements" and have improving their standards on labour, health and safety, and environmental demonstrated a commitment to practices. Thus, prior to engagement, new suppliers are required to complete and pass our "Ethical Audit Questionnaire".

(2) Quality Assurance Mechanism

- Giordano exercises a high level of scrutiny over the selection of suppliers. Apart from eligibility checking, suppliers are also subject to assessment and on-site audits on product quality as well as suitability and quality consistency tests conducted by our Quality Assurance Team. Only those who pass our audits and assessments will be included in the "Qualified Supplier List" for bulk purchases. Also, to ensure our product quality, we carry out long-term quality monitoring and regular audits/reviews on all suppliers. Should there be any significant change in a supplier's eligibility or any serious quality issue, we may suspend its deliveries immediately and, if necessary, cancel its status as our qualified supplier. Moreover, our unannounced inspections from time-to-time will ensure our suppliers comply with our various standards.

(ii) 為了減輕供應鏈對環境和社會帶來的風險，以及推動供應商的可持續發展，我們會向主要的供應商派發「品質手冊」，包括以下的指導性文件：

- 「供應商行為守則」；
- 「工作場所標準」；
- 「產品安全和管制物料規管」；及
- 「接受和饋贈政策」。

(3) 創新技術提高競爭力

佐丹奴會用心檢視生產過程中的每個環節，提出當中可能出現的問題，與供應商共同找出可以進一步改善的地方。透過優化過程、提升技術、精進工藝，供應商不但大大提高自身的生產效率及產品質素，亦有助他們提升自身能力，以面對更具挑戰的市場環境，並加強競爭力。雙方在這緊密的合作關係之下，彼此關係更穩固且互惠互利。

(4) 庫存管理

- (i) 庫存管理是促銷效率的關鍵指標，亦是佐丹奴的核心競爭力。截至2024年12月31日的庫存周轉天數為110天，與2023年基本持平。大部分商品都是常青和當季款式，存貨穩健。
- (ii) 除了統籌自己的庫存，佐丹奴也負責任地監控供應商及中國內地加盟商的庫存，以確保不會囤積帳外庫存而危及我們銷售規劃的靈活性和未來的批發業務。

(ii) In order to mitigate environmental and social risks within our supply chain, and to promote the sustainable development of our suppliers, a "Quality Manual" which covers below guiding documents is also distributed to our key suppliers:

- "Suppliers Code of Conduct";
- "Workplace Standards";
- "Product Safety and Regulated Substances Specification"; and
- "Accepting and Offering Policy".

(3) Enhancing Competitiveness by Technological Innovation

Giordano will carefully examine every detail of the production process and raise any issues that may be discovered, to work with its suppliers to identify possible areas for further improvement. By optimizing the process, upgrading the technology and improving the workmanship, our suppliers not only greatly improve their production efficiency and product quality, but also help upgrade their capabilities in response to more challenging markets and enhance their competitiveness. This close-knit working relationship between both sides allows the parties to maintain more stable and mutually beneficial cooperation.

(4) Inventory Control

- (i) Inventory control is a key indicator of merchandising efficiency and remains a core competence of Giordano. The inventory turnover days as of December 31, 2024 were 110 days, basically flat compared to 2023. Most of the merchandise is evergreen and in-season styles. Our inventory level remains healthy.
- (ii) In addition to our own consolidated inventory, Giordano responsibly monitors inventory held at our suppliers and the franchisees in Mainland China to ensure that we do not build up off-balance-sheet inventory that would jeopardize our merchandising flexibility and wholesale business in future.

關顧著我們的客戶

Caring for our Customers

社會層面B6：服務和產品責任

Social Aspect B6: Service and Product Liability

佐丹奴不斷努力為客戶提供最意想不到的購物體驗。我們「讓人們賞心悅目」這個使命，已直接充分展示了我們對提供卓越服務和高品質的承諾。

At Giordano, we continuously strive to provide our customers with the most enlightening shopping experience. Giordano's straight-forward mission, "To Make People 'FEEL GOOD' and 'LOOK GREAT'", fully illustrates our total commitment to superior service and outstanding quality.

(1) 「佐丹奴就是服務」承諾

佐丹奴對提供卓越服務的承諾源於1989年首次推出的「佐丹奴就是服務」承諾，當時每位員工都配戴印有「佐丹奴就是服務」的黃色徽章。從那時起，提供優質服務就成為佐丹奴的宗旨之一。

為了確保每位員工提供優質的客戶服務，我們邀請神秘顧客來評核各店鋪整體的表現以及個別前線員工的服務水平。我們致力為客戶提供優質服務，成績有目共睹，多年來獲得多項與服務相關的獎項。

「超越顧客期望」是多年來佐丹奴秉承的一個簡單宗旨，至於如何「超越」顧客期望，具體可透過「為顧客多想一步」、「度身訂造的服務」來達成。我們的店員能提供專業意見、靈活而迅速地回應顧客，幫助客人選購他們需要的貨品。與此同時，為方便客戶，我們也允許售後退換產品。

於報告年度，本集團並沒有發生因安全與健康理由而須召回產品的情況。然而，本集團於匯報市場確實收到107個與產品及服務有關之投訴。所有投訴均通過換貨或溝通得以妥善解決。本集團持續為新員工、高級銷售人員及主管提供培訓，以使彼等更瞭解客戶需求，以滿足客戶期望。

(1) "Giordano Means Service" Campaign

Giordano's commitment to superior service stems from the "Giordano Means Service" campaign which was first launched in 1989, at which time every staff wore a yellow badge bearing the words "Giordano Means Service". Since then, quality service has become one of the tenets of Giordano.

To ensure every shop staff offers excellent customer service, we conduct performance evaluations frequently at the store level, as well as for frontline staff by mystery shoppers. Our efforts to provide excellent customer service have been recognised by a long list of service-related awards we have received over the years.

"Exceeding customers' expectations" is a simple objective that Giordano has upheld for many years, which we achieve through "thinking one step ahead for customers' needs" and "providing tailor-made services". Our frontline staff provide professional advice and flexible and rapid response to customers, helping them choose the right products in need. Meanwhile, to satisfy our customers, we also allow them to return and exchange products after purchases.

During the Reporting Year, the Group did not recall any products for safety and health reasons. It did, however, receive 107 product and service-related complaints in the reporting markets. All complaints have been resolved by product exchange or communication. The Group continues to provide training to new employees, senior sales and supervisors, enabling them to better understand customer needs and excel in their performance to meet customer's expectations.

獎項及肯定

- 佐丹奴榮獲由IMAGES RetailME頒發卓越顧客服務公司獎項

在沙特阿拉伯零售論壇聯合舉辦的2023年IMAGES RetailME Awards KSA頒獎典禮上，佐丹奴榮獲卓越顧客服務公司獎項。這獎項證明佐丹奴致力在當地提供優質服裝和卓越的客戶服務體驗。在中東和北非競爭激烈的零售環境中，品牌在同行中建立了優質標準及令客人滿意度的承諾。

- 佐丹奴海灣阿拉伯國家合作委員會獲得由Retail & Leisure International(以下稱為「RLI」)頒發的RLI年度全球零售商獎。

RLI 年度全球零售商獎項充分肯定了佐丹奴在零售業務各方面的卓越表現。這是對佐丹奴多年來不懈打造獨特購物體驗、提供優質產品，積極順應行業趨勢進化的高度認可，鞏固了佐丹奴世界級經營者地位。

- 佐丹奴海灣阿拉伯國家合作委員會獲得由中東購物中心和零售商協會(以下稱為「MECS+R」)頒發的最佳中東和北非(「MENA」)零售品牌金獎。

2022年MENA零售品牌旨在表彰那些表現出無與倫比的能力、不斷制定卓越標準的購物中心、零售商和專業人士，在整個行業實踐著創新和創造力。2024年，佐丹奴亦榮獲2024年中東和北非年度零售商特別嘉許大獎。

- 佐丹奴榮獲2019傑出優質商戶獎

由香港旅遊發展局舉辦「傑出優質商戶獎項」，旨在嘉許有持續傑出表現的零售商戶。Giordano榮獲2019傑出優質商戶獎(成衣及配飾組別)銀獎。此外，佐丹奴已連續17年獲得香港旅遊發展局「優質旅遊服務」計劃的認證。

- 佐丹奴網站榮獲十大電子商務網站大獎

佐丹奴電商網站榮獲亞洲零售博覽會選為2018年度十大電子商務網站之一。這十大電子商務網站大獎(以表揚和嘉許提升顧客購物體驗、促進業務發展的電子商務網站)，認可了佐丹奴電商網站致力推動及提供最佳電子商貨水準，為顧客提供優秀的購物網站，提升顧客購物體驗。

- Giordano Junior榮獲「2018父母最愛信心家庭品牌獎」

在2018年，Giordano Junior榮獲「2018父母最愛信心家庭品牌獎」的幼兒服裝組別，該獎項由香港的重量級親子平台BabyKingdom頒發。經過BabyKingdom會員以及專業評審的投票，Giordano Junior在四大入選品牌中突圍而出，證明Giordano Junior一直以來充滿創意的設計、高質量的服裝產品均獲得本地家庭及專業評審的認同。

Awards and Recognition

- Giordano Named Company with Most Admired Customer Service by IMAGES RetailME

Giordano was conferred the Most Admired Customer Service award at the prestigious IMAGES RetailME Awards KSA 2023, held in conjunction with the Saudi Retail Forum. The award lays testament to Giordano's unwavering dedication to providing quality clothing and exceptional customer service experience in the region. In the fiercely competitive retail landscape in the Middle East and North Africa, the brand's commitment to customer satisfaction has established a noteworthy standard among industry peers.

- Giordano GCC Receives MENA Retailer of the Year Commendation Award bestowed by Retail & Leisure International (RLI).

The RLI Annual Global Retailer Award fully recognizes Giordano's outstanding performance in all aspects of its retail business. This is a high degree of recognition for Giordano's unrelenting efforts over the years to create a unique shopping experience, provide high-quality products, and actively adapt to the evolution of industry trends, thus consolidating its status as a world-class operator.

- Giordano GCC won the Best Middle East and North Africa (MENA) Retail Brand Gold Award, awarded by the Middle East Council of Shopping Centres & Retailers (MECS+R).

The 2022 MENA awards identify and honour the shopping centres, retailers and individuals that have demonstrated an unparalleled ability to succeed, continually set standards of excellence, and implement innovation and creativity throughout the industry. In 2024, Giordano also awarded by RLI the MENA Retailer of the Year Commendation Award 2024.

- Giordano won 2019 Outstanding QTS Merchant & Service Staff Awards

Hosted by Hong Kong Tourism Board to award the retailers for their outstanding services, Giordano won a silver award in 2019. In addition, Giordano has continuously been recognized as a Quality Merchant by the Hong Kong Tourism Board for 17 years.

- Giordano Website won Top 10 eCommerce Website Award

The Retail Asia Expo has awarded Giordano's eCommerce website as one of the "Top 10 eCommerce websites" for 2018. This "Top 10 eCommerce Website Award", which recognised and awards websites that have raised the bar for user experience and achieved outstanding operation growth, has acknowledged Giordano's eCommerce website for fostering and delivering continuous and exemplary e-commerce standards as well as enhancing user experience with an outstanding shopping platform.

- Giordano Junior was awarded with "2018 Parents' Favorite Family Brand"

Giordano Junior was awarded "2018 Parents' Favorite Family Brand" under the "Children Clothing" category in 2018. This Award was presented by Baby Kingdom, a popular online parent-child platform in Hong Kong. Further to the assessment by the members of Baby Kingdom and a panel of professional judges, Giordano Junior stood out from the other 3 finalists, being in recognition of its creative designs and high-quality products.

(2) 安全與健康

- (i) 除了專業的顧客服務外，一個舒適及安全的購物環境也是愉快購物體驗所必需的。因此，我們致力(a)為員工和顧客提供安全及健康的環境，以及(b)在營商場所排除可避免的意外及危害健康的事故。
- (ii) 如前述社會層面B5(2)(ii)，我們為供應商提供一份「品質手冊」作參考，說明對產品品質和安全的標準及要求。
- (iii) 我們要求供應商遵守有關產品安全的適用法規，並定期更新佐丹奴禁用的有害物質和不人道生產過程，例如「噴砂」和「生拔鵝毛」。
- (iv) 本集團規定所有產品及包裝供應商及製造商符合本集團政策。本集團會定期檢討及更新採購協議，力求保持產品優質及安全，讓顧客稱心滿意。本集團僅與能夠提供高質量產品之供應商進行合作，並檢查是否存在缺陷以確保產品質量。
- (v) 我們也聘請獨立和認可的第三方實驗室測試我們的物料和產品，以確保符合國際安全標準。
- (vi) 「我們在意，只因您在意」。我們為確保產品安全而努力不懈，這是我們的核心價值之一。例如Giordano Junior服裝中的所有拉繩，我們均會確保拉繩完全固定在腰帶上，以免兒童意外拉出。我們也不會使用金屬拉鍊，即使金屬拉鍊的使用在業內十分普遍。
- (vii) 佐丹奴讓不同年齡及背景的顧客都能找到適合自己的產品，並會以產品的質量及安全為首位。有賴產品發展、品質管理、採購、前線銷售以至顧客服務的整個團隊共同努力，以確保每一款產品的品質和安全。在過去一年，沒有產品因安全或健康問題而需要回收的個案，也沒有觸犯任何相關規例的事件。

(2) Safety and Health

- (i) In addition to professional customer service, a pleasant shopping experience also requires a comfortable and safe shopping environment. We are committed to (a) ensuring a safe and healthy environment for our staff and customers, and (b) Eliminating preventable accidents and health hazards in our business locations.
- (ii) As mentioned earlier Social Aspect B5(2)(ii), we have a Quality Manual setting forth our standards and specification regarding product quality and safety for our suppliers' compliance.
- (iii) We demand our suppliers to comply with all applicable laws and regulations on product safety, and regularly update them on the hazardous substance and inhumane production processes banned by Giordano, such as the "sandblasting" process and the "live-plucking" goose down process.
- (iv) The Group requires all suppliers and manufacturers of its products and packaging to comply with the Group's policy. The Group keeps its sourcing protocols reviewed regularly and up-to-date in order to maintain the high quality and safety standards of its products and customer satisfaction. The Group cooperates only with suppliers which can provide products of high quality and checks if flaws are found to ensure the product quality.
- (v) We also engage independent and accredited third-party laboratories to test our materials and products, to ensure compliance with international safety standards.
- (vi) "We care because you care". Much effort has been spent on product safety, which is one of our core values. For instance, we make sure that all drawstrings in our Giordano Junior clothing are fixed to the waistband to avoid pulling out by children accidentally. We also will not use metal zippers, which are however commonly used by our counterparts.
- (vii) Giordano keeps up with the needs of customers of all ages and backgrounds and puts product quality and safety first. Our teams in product development, quality assurance, sourcing, frontline sales and customer service go the extra mile to ensure the quality and safety of each and every product we carry. Over the past year, there are no incidents of product recall or non-compliance due to safety or health issues.

(3) 保護知識產權

(i) 「知識產權管理人員培訓課程」

現今，知識產權被視為業務發展的關鍵因素。在佐丹奴，保護知識產權是我們的首要任務之一。為了提高知識產權的意識及積極保護集團的知識產權免受侵犯，我們兩家子公司於2017年參加了香港知識產權署的「知識產權管理人員計劃」。在員工完成知識產權署的「知識產權管理人員培訓課程」後，我們獲發嘉許狀。

(ii) 個人資料(私隱)條例－直播「法例系列」講座

我們位於香港的全球法律及公司秘書部法律事務經理於2021年6月以網上課堂形式舉行了2場「個人資料(私隱)條例」，分別以英語及廣東話授課，藉此讓各市場的員工認識該條例基本概念，行業實用資料及保障個人及顧客私隱。所有寫字樓及店舖同事必須參加，並須完成小測。

(4) 消費者資料保障及私隱政策

客戶私隱的議題一直是城中熱話，不容忽視。為遵守本地法規及歐盟的通用數據保障條例(2018年5月25日生效，「GDPR」)，我們已修訂本集團的「隱私政策及收集個人資料聲明」及私隱聲明(中英文版本)，並上載至我們的官方網站及／或網店(如適用)，供公眾及客戶參考。除此之外，我們也邀請了一所國際律師行為獨立第三方，審查並最終確認我們已經符合GDPR的要求。我們亦不時提醒員工遵守政策要求。

(3) Protecting intellectual property rights

(i) "IP Manager Training Program"

Nowadays, intellectual property ("IP") is recognised as a key element in business development and, here at Giordano, protecting IP rights is one of our top priorities. To enhance awareness of IP protection within Giordano and to proactively protect our IP from infringement, two of our subsidiaries participated in the IP Manager Scheme organized by the Intellectual Property Department of Hong Kong in 2017. After completion of its "IP Manager Training Program" by our staff, we were awarded a Certificate of Commendation.

(ii) The Personal Data (Privacy) Ordinance (the "PDPO") Seminar

The Legal Manager of our global Legal and Company Secretarial Department based in Hong Kong held two rounds of Data Privacy Regulation in Asia seminar in English and Cantonese via online lecture in June 2021, striving to train our staff in various markets can understand the basic concepts of the Ordinance, practical industry information and protection of personal and customer privacy. All office and shop colleagues must participate and complete a quiz.

(4) Consumer Data Protection and Privacy Policies

Customer privacy has become a hot topic that we cannot overlook. In compliance with the local laws and the European Union's General Data Protection Regulations (effective from May 25, 2018, "GDPR"), we have updated our Group-wide "Privacy Policy and Personal Information Collection Statement" and "Privacy Notice" (both in English and Chinese, as uploaded onto our official websites and/or e-shops, where appropriate) for the public and customers' reference. We invited an independent third-party global law firm to audit our practices and confirmed our compliance with the GDPR. Furthermore, staff are kept reminded to fully observe the policy from time to time.

社會層面B7：反貪污

Social Aspect B7: Anti-Corruption

- (1) 我們絕對不容忍賄賂和貪污，而我們的「員工手冊」及「紀律守則」(已上載於公司的內聯網)讓員工明確瞭解到佐丹奴嚴格的反貪污、反賄賂和利益衝突的標準、饋贈政策、採購和密函檢舉政策，以及如何處理佐丹奴股份之交易及投資的政策。
- (2) 為了確保員工恪守我們的嚴格要求及保持高道德水平，所有員工均須每年至少填報一次「利益申報書」。如遇有任何利益衝突的情況，有關員工須立即更新此「利益申報書」。
- (3) 為提升員工的商業誠信和道德操守，我們恒常舉辦有關反貪污的研討會。此類研討會是強制性的，每位香港總部員工必須最少出席一次。
- (4) 本集團內部定期進行培訓，包括入職培訓和進修培訓，以支持遵守各種政策和做法(包括與反貪污有關)。
- (5) 我們的密函檢舉渠道使我們的員工能夠在保護我們的業務方面發揮積極作用。他們可以尋求指導並向其部門主管或審核委員會匿名舉報不當行為。所有舉報都經過謹慎和公平的處理，以確保舉報人免受不公平解僱、傷害和無理的紀律處分。
- (6) 此外，我們與供應商的合同要求他們完全遵守我們的「品質手冊」，包括前述社會層面B5(2)(ii)中提及的「收受及提供利益政策」。此外，我們亦會恒常地致函予所有相關員工、業務夥伴及供應商，提醒他們有關的集團政策(每年兩次，分別在中秋節前及中國農曆新年前)。佐丹奴於2024年沒有發現任何有關反腐法規的違例情況。
- (1) We adopt a zero-tolerance approach towards bribery and corruption, and our Staff Handbook and Code of Conduct (as uploaded onto the Company's Intranet) clearly inform our staff of Giordano's strict standards regarding anti-corruption, anti-bribery, conflicts of interest, gift, procurement and whistle-blowing policies, as well as our policies on dealings and investment in Giordano's shares.
- (2) To ensure that our staff comply with the requirements imposed and uphold high ethical standards, all staff are required to complete and submit a "Declaration of Interests" at least once a year. If there are any cases of conflict of interest, the relevant staff are required to update their declaration immediately.
- (3) We also proactively promote business integrity and ethics among our staff by organizing seminars on anti-corruption regularly. These types of seminars are compulsory to be attended at least once by each Hong Kong Headquarters staff.
- (4) A series of training, including orientation training and refresher training, are conducted regularly within the Group to support adherence to various policies and practices including those related to anti-corruption.
- (5) Our whistleblowing channels empower our employees to play an active role in protecting our business. They can seek guidance and report misconduct anonymously to their department heads or the Audit Committee. All reports are handled with care and fairness to ensure that whistleblowers are protected against unfair dismissal, victimisation and unwarranted disciplinary actions.
- (6) Furthermore, our contracts with suppliers require their full compliance with our Quality Manual, including "Advantage Solicitation and Acceptance" as quoted in earlier Social Aspect B5(2)(ii). In addition, we regularly issue reminders to all relevant staff, business associates and suppliers reminding them of our Group Policy on Accepting and Offering Advantages (i.e. twice a year, before the Mid-Autumn Festival and Chinese Lunar New Year). We are not aware of any incidents of noncompliance in relation to anti-corruption in 2024.



關顧著我們的社區

Caring for our Community

社會層面B8：社區參與

Social Aspect B8: Community Involvement

「回饋社會」是佐丹奴非常重要的經營宗旨。秉承「沒有陌生人的世界」這個信念，佐丹奴積極支持各慈善機構及慈善活動，特別關注與教育、兒童及弱勢社群有關的項目。佐丹奴參與了一些持續性的教育項目：

- (1) 在2018年，馬來西亞佐丹奴舉辦「We Love Orangutans」和「Amazing Ocean」兩個圍繞保護野生動植物的活動。
- (2) 在2019年，台灣佐丹奴舉辦了幾項社區活動，包括舊衣捐贈和海灘清潔活動。
- (3) 在2020年，泰國佐丹奴義工隊參加Prasingh寺廟前地清潔日。
- (4) 在2021年，新加坡佐丹奴一班義工隊參加了由新加坡的非牟利組織TOUCH Community Services主辦的社區活動。佐丹奴義工們指導長者如何使用智能手機，並向有需要的長者派送了便當。印尼佐丹奴與印尼的Aksi Cepat Tanggap (ACT)專業慈善機構聯合開辦成立了「佐丹奴印尼關懷計劃」，為印尼Bekasi和Karawang地區的水災災民籌集資金。佐丹奴華南與星星畫室和移動圖書館建立合作夥伴關係，舉辦了慈善T-Shirt拍賣與圖書捐贈活動。另外，佐丹奴華北指揮中心與北京大學博雅田徑長跑隊和戶外隊建立合作夥伴關係，為其提供G-motion正式隊服和比賽服裝。

Contributing to our communities is a very important part of Giordano's ethos. Acting on our belief in a 'World Without Strangers', Giordano actively supports various charitable organisations and causes, especially those associated with education, children and the underprivileged. Giordano has engaged in a number of ongoing educational projects:

- (1) In 2018, Giordano Malaysia launched the "We Love Orangutans" and "Amazing Ocean" campaigns revolving around wildlife conservation.
- (2) In 2019, Giordano Taiwan had several community activities, including second-hand clothing donations and beach cleaning activities.
- (3) In 2020, Giordano Thailand Volunteer Team participated in Prasingh Temple Grounds Cleaning Day.
- (4) In 2021, a volunteer team from Giordano Singapore participated in a community event organized by the non-profit organisation TOUCH Community Services. Volunteers from Giordano guided the elderly on how to use smartphones and delivered boxed meals to those in need. Giordano Indonesia and the professional philanthropic organisation Aksi Cepat Tanggap (ACT) established the "Giordano Berbagi Programme" to raise funds for flood victims in Bekasi and Karawang areas of Indonesia. Giordano South China established an official partnership with Star Studios and Mobile Library to hold charity T-shirt auction and book donation event. In addition, Giordano North China Command Centre established a partnership with the Peking University's outdoor sports team and track racing team to supply them with official G-motion team uniforms and competition attire.

(5) 在2022年，上海佐丹奴團隊攜手上海張志勇公益服務社開展愛心捐獻活動，捐贈衣物通過同事們整理打包裝箱後，捐贈到雲南、新疆、西雙版納州三個地區的貧困家庭。佐丹奴台灣與KPMG安侯建業會計事務所合作，透過公司電子商務團隊的協助，提供優質童裝外套商品讓KPMG內部認購，讓台灣9所地理位置較偏遠、資源相較缺乏的小學，共606位學童們能在KPMG全體同仁的認養下，擁有一雙運動鞋、一件保暖外套或一個背包作為聖誕禮物。佐丹奴台灣與台東縣食(實)物銀行合作，進行內部捐助及外部捐助活動，當中包括舊衣捐助。佐丹奴毛裏求斯參與了由馬爾他騎士會舉辦的慈善高爾夫球錦標賽急救及志願者活動。

(6) 在2023年，佐丹奴中國定期舉辦WWS慈善義賣活動，籌得2.9萬元人民幣。此外，員工還以義工身份參加了當地社區的馬拉松比賽。佐丹奴香港推出恆常計劃，定期安排向救世軍進行衣物捐贈。佐丹奴香港進行內部募款活動與員工聚會，並舉辦了內部樣品銷售慈善募捐活動。在香港愛護動物協會(SPCA)舉辦的「Chill『毛』海濱走走」寵物友善聖誕嘉年華活動中，佐丹奴特意贊助了一批T恤作客制化手繪T恤籌款之用，攤位收益用於支持待家毛孩的醫療及日常開支。佐丹奴沒有陌生人的世界慈善基金與慈善組織嗎哪全面合作，為弱勢群體提供食物援助，並為有需要和低收入家庭提供免費衣物。佐丹奴馬來西亞團隊在Free Tree Society旗下營運的Taman Tugu Jungle Nursery擔任義工。Free Tree Society是一個環保組織，透過免費贈送樹木來綠化地球並傳遞環境管理的訊息。他們更分享環保知識和方法，帮助大家提升可持續性的生活。在12月下旬，佐丹奴馬來西亞企業社會責任團隊的志願者向3所不同的孤兒院送去了禮物。佐丹奴團隊為住在這些孤兒院的孩子們提供了捐贈的新衣服。

(5) In 2022, the Shanghai Giordano team joined hands with Shanghai Zhang Zhiyong Public Welfare Service Association to carry out a charity donation activity. The donated clothes were sorted, packaged, and boxed by Giordano colleagues, and then donated to impoverished families in Yunnan, Xinjiang, and Xishuangbanna prefecture. Giordano Taiwan cooperated with KPMG. Through the assistance of the Company's e-commerce team, total of 606 school children received a pair of sports shoes, a warm jacket or a backpack as Christmas gifts to school children. Giordano Taiwan cooperated with Taitung Food Bank to carry out both internal donations and external donations, including donation of used clothing. Giordano Mauritius participated in Charity Golf Trophy organized by Order of Malta (Mauritius) first aid and volunteer service.

(6) In 2023, Giordano China regularly held WWS charity sales events, raised RMB29,000. In addition, employees also participated as volunteers in local community marathon races. Giordano Hong Kong launched the regular based program to arrange clothing donations to the Salvation Army. Giordano Hong Kong conducted internal fundraising campaign and for staff gathering, and held internal sample sales charity fundraising events. In the "Chill Waterfront Walk" pet-friendly Christmas carnival organized by the Society for the Prevention of Cruelty to Animals (SPCA) of Hong Kong, Giordano specially sponsored a batch of T-shirts for customised hand-painted T-shirts for fundraising, and all proceeds from the booth will be used to support the medical and daily expenses of the homeless animals. The Giordano World Without Strangers Charitable Fund establishes Comprehensive Cooperation with the Manna Grace Charitable Organization to provide food aid to vulnerable groups and offer free clothing to families in need and low-income families. Giordano Malaysia team volunteered at the Taman Tugu Jungle Nursery in Kuala Lumpur, which operates under the Free Tree Society. The Free Tree Society is an environmental organisation that spreads the environmental stewardship message by giving away trees for free to green our Earth. They also share knowledge and skills to empower people to live more sustainably. In late December, the volunteers from Giordano Malaysia's CSR team delivered gifts to 3 different orphanages. The children staying at these orphanages were provided with new, donated clothing gathered by the Giordano team.

(7) 佐丹奴WWS慈善基金

佐丹奴沒有陌生人的世界慈善基金(「WWS慈善基金」或「基金」)已經成立數年，該基金的背景資料、使命、捐款詳情和每月報表現已登載於公司企業網站<https://corp.giordano.com.hk/tc/index.html>。WWS慈善基金將籌集的資金分配給有需要的人。過去的项目包括初等教育計劃，分發教育教材和文具贈送禦寒衣物，幫助中國農村實現可持續發展、支持香港少數民族學生、為貧困人士提供餐券、支持孤兒和殘疾兒童等所有項目。並為因遇到意外，家庭收入突然陷入困境的人士在未得到其他支援時，提供緊急援助金等。

(8) 全球體育項目

佐丹奴傳統上選擇經營中或打算進入市場的體育組織合作，與當地社區接觸並共同努力以產生協同效應。

佐丹奴贊助服裝對所有持份者來說是一個雙贏的局面：集團可以通過這方式向市場的客戶或潛在客戶展示我們的優質服裝，而體育機構可以為他們的發展騰出資源投放在教練、球員福利和發展計劃方面的投資。

佐丹奴與來自世界各地的欖球隊、足球隊、行山隊和越野賽跑隊建立過合作，包括中國、日本、烏干達、埃及、突尼西亞及哈薩克斯坦；從基層到通往所有精英國家隊的道路，包括兒童、女子和男子運動。

佐丹奴目前是哈薩克斯坦男子和女子國家欖球隊、埃及男子和女子國家欖球隊，以及馬耳他欖球聯盟的男子和女子國家欖球隊的冠名贊助商。

(7) WWS Charitable Fund

The Giordano World Without Strangers Charitable Fund (the “WWS Charitable Fund” or the “Fund”) has established for several years, with the Fund’s background information, mission, donation details and monthly statements are available on the Company’s corporate website at <https://corp.giordano.com.hk/>. The WWS Charitable Fund allocates funds raised to make a difference for people in need. Past projects have ranged from primary education initiatives involving the printing and distribution of educational materials and stationery, distributing warm clothes, helping remote villages in rural China to achieve sustainable development, supporting local ethnic minority students, meal tickets for the underprivileged, supporting orphans and children with disabilities, all the way through to rapid response to individuals who have found themselves in emergency financial crisis for which other sources of help may not be available.

(8) Global Sports Programs

Giordano has traditionally chosen to work with sports organisations in the markets it operates in, or aims to be in, engaging with local communities and working together to make an actual difference.

Giordano’s sponsorship of apparel represents a win-win situation for all stakeholders involved: the Group can showcase its brand and quality apparel to customers or future customers in those markets through an authentic and practical medium, while allowing the sporting bodies to free up resources to invest in coaching, player welfare and development initiatives.

Giordano has worked with Rugby, Football, Hiking and Trail running teams from all over the world, including China, Japan, Uganda, Egypt, Tunisia and Kazakhstan, from grassroots level all the way through to elite national teams, in children’s, women’s and men’s sports.

Giordano is currently the title apparel sponsor for the Kazakhstan men’s and women’s national Rugby teams, the Egypt men’s and women’s national Rugby teams, as well as the Malta Rugby League men’s and women’s national Rugby teams.

(9) 於2024年，佐丹奴各市場舉辦以下活動：

(i) 佐丹奴香港

Giordano Ladies與非牟利社會服務組織「懷智匡業」合作出品手工杯套。購買2000港元／澳門幣2000元或以上任何產品的客戶都可獲贈此杯套。我們希望通過這些禮物為環境保護出一份力，同時也支持社會中的不同群體，為生活注入一點愛與藝術氣息。

(9) In 2024, Giordano held the following activities in different markets:

(i) Giordano Hong Kong

Giordano Ladies collaborates with non-profit social service organisation "Wai Ji Hong Yip" to produce handmade cup covers. Customers who purchased any product of HKD\$2,000/MOP\$2,000 or more can receive it as a gift. We hope to contribute to environmental protection through these gifts, while also support different kind of people in the society, colouring the life with love and art.



(iii) 佐丹奴台灣

台灣佐丹奴舉辦白沙灣沙灘清潔活動，旨在保護環境，增強團隊凝聚力。活動期間，共收集了81公斤垃圾，並進行了妥善處理／回收。

(iii) Giordano Taiwan

Giordano Taiwan held the Baisha Bay beach cleaning activity which aim to protect the environment and enhancing team cohesion. During the event, a total amount of 81kg of garbage was collected and wad properly disposed/recycled.





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Causeway Bay, Hong Kong.

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香港銅鑼灣禮頓道77號
禮頓中心17樓

驗證聲明

VERIFICATION STATEMENT

信永方略可持續發展諮詢服務有限公司(「信永方略可持續發展」)獲佐丹奴國際有限公司(股票代码：709)連同其附屬公司(合稱「佐丹奴」)委託，對其二零二四年環境、社會及管治報告(「ESG報告」)進行獨立驗證。該ESG報告載列了佐丹奴在二零二四年一月一日至二零二四年十二月三十一日期間的環境和社會績效。驗證聲明的範圍僅限於ESG報告的數據和資料。佐丹奴在ESG報告中選定多項特定績效資料進行驗證，其中包括範圍1，範圍2及範圍3溫室氣體排放數據¹、耗電量數據²和耗水量數據³(統稱「特定績效資料」)。

報告標準

特定績效資料根據ESG報告中「報告標準、原則和範圍」所載標準(「報告標準」)呈列。該報告標準專為編製ESG報告中的特定績效資料而設，因此，特定績效資料未必適用於其他用途。

佐丹奴的責任

佐丹奴負責ESG報告的數據收集、計算、估算和編製。佐丹奴也負責實施健全的內部控制程序，以確保ESG報告的內容和表述不存在重大錯誤。

信永方略可持續發展的責任

信永方略可持續發展負責根據所描述的範圍和方法向持份者提供獨立的驗證聲明。我們概不就本報告的內容，對任何其他人士負責或承擔法律責任。

SHINEWING Sustainability Advisory Services Limited (“SHINEWING Sustainability”) has been engaged by Giordano International Limited (HKSE Stock Code: 709) and its subsidiaries (collectively referred to as the “Giordano”) to undertake an independent verification on Environmental, Social and Governance Report 2024 (“ESG Report”). The ESG Report set out the environmental and social performance of the Giordano from 1 January 2024 to 31 December 2024. The scope of the verification statement is limited to the data and information in the ESG Report. The Giordano selected several specified performance information in the ESG Report for the verification purpose, which included the Scope 1, Scope 2, and Scope 3 greenhouse gas emissions data¹, electricity consumption data² and water consumption data³ (collectively referred to as “Specified Performance Information”).

Reporting Criteria

The Specified Performance Information are presented in accordance with the criteria set out under “Reporting Standard, Principles and Scope” in the ESG Report (“Reporting Criteria”). Such Reporting Criteria are specifically designed for the purpose of the preparation of the Specified Performance Information included in the ESG Report and, as a result, those Specified Performance Information may not be suitable for another purpose.

Responsibilities of Giordano

Giordano is responsible for the data collection, calculation, making estimates and preparation of the ESG Report. Giordano is also responsible for implementing sound internal control procedures to ensure the content and presentation of the ESG Report are free from material errors.

Responsibilities of SHINEWING Sustainability

SHINEWING Sustainability is responsible to provide an independent verification statement to stakeholders based on the scope and methodology described. We do not assume responsibility or accept liability to any other person for the contents of this report.

註釋：

- ¹ 請參閱ESG報告綠色成效概覽：溫室氣體排放量數據
- ² 請參閱ESG報告綠色成效概覽：耗電量數據
- ³ 請參閱ESG報告綠色成效概覽：耗水量數據

Footnote:

- ¹ Refer to ESG Report Green Performance: Data of Greenhouse Gas Emission
- ² Refer to ESG Report Green Performance: Data of Electricity Consumption
- ³ Refer to ESG Report Green Performance: Data of Water Consumption

獨立性及質量控制

信永中和可持續發展參考由香港會計師公會頒布的《專業會計師道德守則》保持獨立性。我們也參考了《香港質量管理第1號—會計師事務所進行財務報表審核及審閱，以及其他鑒證及相關業務實施的質量管理》，並因此設有一套完整的質量控制系統，包括有明文規定的政策及程序以遵守道德要求、專業標準及適用法律法規。我們具有所需的能力及經驗來進行該驗證。

固有限制

由於非財務資料未有評估和計量的國際公認通用標準，故此不同但均為可予接受的指標和計量技術，或會影響與其他機構的可比性。此外，基於未有完備的科學知識可予採用以確定結合不同氣體的排放因子和排放值，因此溫室氣體排放的量化存在固有的不確定性。

報告框架及執行程序

我們參考國際審計與驗證準則理事會發布的《國際驗證業務準則》第3000號(修訂本)「歷史財務信息審計或審閱以外的驗證業務」(「ISAE3000(修訂本)」)進行有限保證的驗證業務。該準則要求我們規劃及執行工作，以就選定特定績效資料是否存在重大錯誤陳述獲得有限保證的驗證。

參考ISAE3000(修訂本)進行的有限保證驗證業務涉及評估佐丹奴使用適用標準作為編製特定績效資料基礎的適用性，評估特定績效資料因欺詐或錯誤而導致重大錯誤陳述的風險，按情況對評估的風險做出必要的回應，並評估特定績效資料的整體呈現。就風險評估程序(包括對內部控制的理解)及為應對評估的風險而執行的程序而言，有限保證的驗證業務的範圍遠小於合理保證的驗證業務。

Independence and Quality Control

SHINEWING Sustainability have maintained our independence with reference to the Code of Ethics for Professional Accountants issued by the Hong Kong Institute of Certified Public Accountants. We have also taken reference to Hong Kong Standard on Quality Management 1 (HKSQM 1), Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements, and maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements. We have the required competencies and experienced to conduct this engagement.

Inherent Limitation

The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between entities. Further, greenhouse gas quantification is subject to inherent uncertainty because of incomplete scientific knowledge used to determine emissions factors and the values needed to combine emissions of different gases.

Reporting Framework and Procedures Performed

We conducted our verification under limited assurance engagement with reference to International Standard on Assurance Engagements 3000 (Revised), Assurance Engagements Other than Audits or Reviews of Historical Financial Information ("ISAE 3000 (Revised)") issued by the International Auditing and Assurance Standards Board. The standard requires that we plan and perform this engagement to obtain limited assurance about whether the Specified Performance Information is free from material misstatement.

A limited assurance engagement undertaken with reference to ISAE 3000 (Revised) involves assessing the suitability in the circumstances of the Giordano's use of applicable criteria as the basis for the preparation of the Specified Performance Information, assessing the risks of material misstatement of the Specified Performance Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances, and evaluating the overall presentation of the Specified Performance Information. A limited assurance engagement is substantially less in scope than a reasonable assurance engagement in relation to both the risk assessment procedures, including an understanding of internal control, and the procedures performed in response to the assessed risks.

在我們的工作範圍內，信永中和可持續發展執行了以下程序：

- 訪談負責可持續發展績效和資料收集的經理；
- 檢視特定績效資料的準備過程，包括持份者參與和重要性評估；
- 對選定的代表性數據和資訊的樣本進行驗證，包括對換算數據和計算的審查，以及在驗證過程中檢查原始數據和所選數據的支持證據；
- 對特定績效資料執行分析程序；及
- 將報告標準中包含的定義與佐丹奴用於編製特定績效資料的定義進行比較。

結論

根據信永中和可持續發展已執行的程序及獲得的證據，我們沒有發現任何內容導致我們相信特定績效資料在各重大方面未有根據ESG報告的報告標準編製。

信永中和可持續發展

Within the scope of our work, SHINEWING Sustainability performed amongst others the following procedures:

- Interview the managers responsible for sustainability performance and data collection;
- Review the preparation process of the Specified Performance Information, including stakeholders engagement and materiality assessment;
- Verify the samples of the representative data and information selected, including review on conversion data and calculation as well as inspect the original data and supporting evidence of the data selected during the verification process;
- Perform analytical procedures over the Specified Performance Information; and
- Compare the definition as included in the Reporting Criteria against the definitions used by the Giordano to prepare the Specified Performance Information.

Conclusion

Based on the procedures that SHINEWING Sustainability has performed and the evidence we have obtained, nothing has come to our attention that causes us to believe that the Specified Performance Information is not prepared, in all material respects, in accordance with Reporting Criteria of the ESG Report.

SHINEWING Sustainability



香港交易所《環境、社會及管治報告指引》內容索引

HKEX ESG Reporting Guide Content Index

層面、一般披露及 關鍵績效指標	描述	《2024年環境、社會 及管治報告》 2024 ESG Report
Aspects, General Disclosure and KPIs	Description	
A1 排放物 A1 Emissions		
一般披露 General Disclosure	有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	A1
A1.1	排放物種類及相關排放數據。 The types of emissions and respective emissions data.	A2
A1.2	直接(範圍1)及能源間接(範圍2)溫室氣體排放量及密度。 Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions and intensity.	A2
A1.3	所產生有害廢棄物總量及密度。 Total hazardous waste produced and intensity.	A2 附註3 Note 3
A1.4	所產生無害廢棄物總量及密度。 Total non-hazardous waste produced and intensity.	A2
A1.5	描述所訂立的排放量目標及為達到這些目標所採取的步驟。 Description of emission target(s) set and steps taken to achieve them.	A2
A1.6	描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。 Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	A2
A2 資源使用 A2 Use of Resources		
一般披露 General Disclosure	有效使用資源(包括能源、水及其他原材料)的政策。 Policies on the efficient use of resources, including energy, water and other raw materials.	A2
A2.1	按類型劃分的直接及／或間接能源總耗量及密度。 Direct and/or indirect energy consumption by type in total and intensity.	A2
A2.2	總耗水量及密度。 Water consumption in total and intensity.	A2
A2.3	描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。 Description of energy use efficiency target(s) set and steps taken to achieve them.	A2
A2.4	描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。 Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	A2 附註6 Note 6
A2.5	製成品所用包裝材料的總量及每生產單位佔量。 Total packaging material used for finished products and per unit produced.	A2

層面、一般披露及 關鍵績效指標		描述	《2024年環境、社會 及管治報告》 2024 ESG Report
Aspects, General Disclosure and KPIs		Description	
A3 環境及天然資源 A3 The Environment and Natural Resources			
一般披露 General Disclosure	減低發行人對環境及天然資源造成重大影響的政策。	A3	
A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	A3	
	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.		
A4 氣候變化 A4 Climate Change			
一般披露 General Disclosure	識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	A4	
A4.1	描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	A4(2)	
	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.		
B1 僱傭 B1 Employment			
一般披露 General Disclosure	有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：	B1	
	(a) 政策；及		
	(b) 遵守對發行人有重大影響的相關法律及規例的資料。		
	Information on:		
	(a) the policies; and		
	(b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.		
B1.1	按性別、僱傭類型、年齡組別及地區劃分的僱員總數。	B1	
	Total workforce by gender, employment type, age group and geographical region.		
B1.2	按性別、年齡組別及地區劃分的僱員流失比率。	B1	
	Employee turnover rate by gender, age group and geographical region.		

層面、一般披露及 關鍵績效指標		描述	《2024年環境、社會 及管治報告》 2024 ESG Report
Aspects, General Disclosure and KPIs		Description	
B2 健康與安全 B2 Health and Safety			
一般披露 General Disclosure	有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to providing a safe working environment and protecting employees from occupational hazards.	B2	
B2.1	過去三年(包括匯報年度)每年因工亡故的人數及比率。 Number and rate of work-related fatalities occurred in each of the past three years including the reporting year.	B2(1)	
B2.2	因工傷損失工作日數。 Lost days due to work injury.	B2(1)	
B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。 Description of occupational health and safety measures adopted, and how they are implemented and monitored.	B2(2)	
B3 發展及培訓 B3 Development and Training			
一般披露 General Disclosure	有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。 Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	B3	
B3.1	按性別及僱員類別劃分的受訓僱員百分比。 The percentage of employees trained by gender and employee category.	B3	
B3.2	按性別及僱員類別劃分，每名僱員完成受訓的平均時數。 The average training hours completed per employee by gender and employee category.	B3	
B4 勞工準則 B4 Labour Standards			
一般披露 General Disclosure	有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	B4	
B4.1	描述檢討招聘慣例的措施以避免童工及強制勞工。 Description of measures to review employment practices to avoid child and forced labour.	B4	
B4.2	描述在發現違規情況時消除有關情況所採取的步驟。 Description of steps taken to eliminate such practices when discovered.	B4	

層面、一般披露及 關鍵績效指標 Aspects, General Disclosure and KPIs	描述 Description	《2024年環境、社會 及管治報告》 2024 ESG Report
B5 供應鏈管理 B5 Supply Chain Management		
一般披露 General Disclosure B5.1 B5.2 B5.3 B5.4	管理供應鏈的環境及社會風險政策。 Policies on managing environmental and social risks of the supply chain. 按地區劃分的供應商數目。 Number of suppliers by geographical region. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。 Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關識別供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監察方法。 Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監察方法。 Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	B5 B5 B5(1)&(2) B5(2) B5(1)&(2)
B6 產品責任 B6 Product Responsibility		
一般披露 General Disclosure B6.1 B6.2 B6.3 B6.4 B6.5	有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。 Percentage of total products sold or shipped subject to recalls for safety and health reasons. 接獲關於產品及服務的投訴數目以及應對方法。 Number of products and service-related complaints received and how they are dealt with. 描述與維護及保障知識產權有關的慣例。 Description of practices relating to observing and protecting intellectual property rights. 描述質量檢定過程及產品回收程序。 Description of quality assurance process and recall procedures. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。 Description of consumer data protection and privacy policies, and how they are implemented and monitored.	B6 B6(2) B6(1) B6(3) B6(2) B6(4)

B7 反貪污

B7 Anti-corruption

一般披露 General Disclosure	有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。 Information on: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	B7
B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。 Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	B7(6)
B7.2	描述防範措施及舉報程序，以及相關執行及監察方法。 Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	B7(5)
B7.3	描述向董事及員工提供的反貪污培訓。 Description of anti-corruption training provided to directors and staff.	B7(4)

B8 社會投資

B8 Community Investment

一般披露 General Disclosure	有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。 Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	B8
B8.1	專注貢獻範疇。 Focus areas of contribution.	B8
B8.2	在專注範疇所動用資源。 Resources contributed to the focus area.	B8

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