



Oriental Explorer Holdings Limited

東方興業控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 0430)



**ANNUAL REPORT
2024**

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CORPORATE INFORMATION

BOARD OF DIRECTORS

Executive Directors

Mr. Lau Chi Yung, Kenneth (*Chairman*)
Mr. Lau Michael Kei Chi
(*Vice-Chairman and Managing Director*)
Ms. Leung Wei San Saskia
(*Appointed on 19 December 2024*)

Independent Non-executive Directors

Mr. Tsui Ka Wah
Mr. Lo Kam Cheung, Patrick
Mr. Lo Mun Lam, Raymond
Mr. Ng Sing Yip
(*Appointed on 19 December 2024*)

AUDIT COMMITTEE

Mr. Lo Kam Cheung, Patrick (*Chairman*)
Mr. Lo Mun Lam, Raymond
Mr. Tsui Ka Wah
Mr. Ng Sing Yip
(*Appointed on 19 December 2024*)

REMUNERATION COMMITTEE

Mr. Tsui Ka Wah (*Chairman*)
Mr. Lau Chi Yung, Kenneth
Mr. Lau Michael Kei Chi
Ms. Leung Wei San Saskia
(*Appointed on 19 December 2024*)
Mr. Lo Kam Cheung, Patrick
Mr. Lo Mun Lam, Raymond
Mr. Ng Sing Yip
(*Appointed on 19 December 2024*)

NOMINATION COMMITTEE

Mr. Lau Chi Yung, Kenneth (*Chairman*)
Mr. Lau Michael Kei Chi
Ms. Leung Wei San Saskia
(*Appointed on 19 December 2024*)
Mr. Tsui Ka Wah
Mr. Lo Kam Cheung, Patrick
Mr. Lo Mun Lam, Raymond
Mr. Ng Sing Yip
(*Appointed on 19 December 2024*)

COMPANY SECRETARY

Ms. Tang Cheung Kai, Kinnie

PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited
Bank of Communications (Hong Kong) Limited

SOLICITORS

Wong & Tang Solicitors

AUDITOR

Beijing Xinghua Caplegend CPA Limited
Certified Public Accountants
and Registered Public Interest Entity Auditor
1/F, GR8 Inno Tech Centre
46 Tsun Yip Street
Kwun Tong
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS

Units 22-28, 25/F
Tower A, Southmark
11 Yip Hing Street
Wong Chuk Hang
Hong Kong

PRINCIPAL SHARE REGISTRAR & TRANSFER OFFICE

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

HONG KONG BRANCH SHARE REGISTRAR & TRANSFER OFFICE

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

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

On behalf of the board (the “Board”) of directors (the “Directors”) of Oriental Explorer Holdings Limited (the “Company”) and its subsidiaries (collectively the “Group”), I am pleased to present the annual results of the Group for the year ended 31 December 2024.

REVIEW OF OPERATIONS

Property investment

The Group's investment properties mainly comprise commercial, industrial, residential units and car parks in Hong Kong. These investment properties contributed rental revenue of approximately HK\$25.4 million (2023: HK\$23.4 million) for the year ended 31 December 2024. The increase in rental revenue was mainly attributable to the increase in overall portfolio occupancy rates.

FINANCIAL REVIEW

During the year ended 31 December 2024, the Group recorded a loss of approximately HK\$37.9 million (2023: HK\$40.8 million), mainly caused by finance costs of approximately HK\$7.4 million (2023: HK\$7.6 million) and fair value loss of investment properties of approximately HK\$42.6 million (2023: HK\$44.6 million).

FOREIGN CURRENCY EXPOSURE

The Group is currently not exposed to any material foreign exchange risks as most of the monetary assets and liabilities are denominated in Hong Kong dollars. The management will consider suitable hedging instruments against significant foreign currency exposure should the need arises.

LIQUIDITY AND FINANCIAL RESOURCES

The Group generally finances its operations with internally generated cash flows and loan from a fellow subsidiary. The Group's cash and cash equivalents as at 31 December 2024 amounted to approximately HK\$8.2 million (2023: HK\$159.0 million).

As at 31 December 2024, total borrowings of the Group amounted to approximately HK\$164.9 million (2023: HK\$294.7 million), comprised amounts due to fellow subsidiaries of approximately HK\$164.9 million (2023: HK\$150.7 million), and interest-bearing bank borrowings of nil (2023: approximately HK\$144.0 million).

The Group's gearing ratio was approximately 11.56% (2023: 20.02%) calculated based on total borrowings divided by total equity as at 31 December 2024.

CHARGES ON GROUP ASSETS

Details of charges on Group assets are set out in Note 23 to the consolidated financial statements.

CONTINGENT LIABILITIES

As at 31 December 2024, the Group had no material contingent liabilities.

EVENTS AFTER THE REPORTING PERIOD

As at the date of this annual report, the Group has no material events after reporting period which are required to be disclosed.

CHAIRMAN'S STATEMENT AND MANAGEMENT DISCUSSION AND ANALYSIS

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2024, the Group had approximately 8 employees in Hong Kong. During the year, the staff costs (including directors' emoluments) amounted to approximately HK\$2.5 million (2023: HK\$2.6 million).

The objective of the Group's remuneration policy is to maintain fair and competitive packages based on business requirements and industry practice. In order to determine the level of remuneration paid to its employees (including directors and senior management), their performance, experience and the prevailing market condition are mainly considered. In addition to salaries, provident fund scheme, discretionary bonuses and tuition/training subsidies are available to employees. Level of remuneration is reviewed annually. During the review process, no individual director is involved in decisions relating to his/her own remuneration.

PROSPECT

Prolonged geopolitical tensions, high interest rates, and the potential escalation of trade conflicts have created significant uncertainty in the global economy. These impacts have altogether resulted in weakened business sentiment and slowed down the economic growth of both Mainland China and Hong Kong.

The residential leasing market remains slightly robust, supported by demand from talent schemes and high-income groups. However, the office and retail markets in Hong Kong are expected to face a complex landscape of challenges in 2025 due to influences from ongoing economic and political instability. Key factors include downward shifts in corporate demand, consumer demand and increased market supply.

The Group will closely monitor these market dynamics to respond effectively to the evolving environment. To strategically position ourselves, we have established a joint business initiative aimed at expanding our operations and investing in property development in Malaysia. The Group is actively pursuing opportunities to acquire high-quality properties and land banks to ensure sustained and steady long-term growth.

ACKNOWLEDGEMENT

On behalf of the Board and management team, I would like to thank our shareholders who have extended to us their trust and have been patient with our efforts on exploring business opportunities. Again, I would like to thank my fellow directors and staff for their loyalty and efforts during the past year. I believe that we will create greater value to our investors in the future.

Lau Chi Yung, Kenneth
Chairman

Hong Kong, 27 March 2025

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

Mr. LAU Chi Yung, Kenneth (“Mr. Kenneth Lau”), aged 64, joined the Group in 1995. He is the Chairman of the Company. He is also the Chairman and Director of Multifield International Holdings Limited (Stock Code: 898) (“Multifield International”), whose shares are listed on the main board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

Mr. LAU Michael Kei Chi (“Mr. Michael Lau”), aged 71, joined the Group in 2003. He is the Vice-Chairman and Managing Director of the Company. He is also the Vice-Chairman and Managing Director of Multifield International and is the elder brother of Mr. Kenneth Lau.

Ms. LEUNG Wei San Saskia (“Ms. Saskia Leung”), aged 65, serves as a director for several subsidiary companies within the Group. She previously held the position of executive Director of the Company from 1998 to 2003. She is an executive director of Multifield International and the spouse of Mr. Kenneth Lau.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. TSUI Ka Wah (“Mr. Tsui”), aged 72, joined the Group as an independent non-executive Director in 2010. He has 28 years of banking experience with United States and local banks, and has held various management positions in corporate, retail and private banking. Until 2009, he was the President of Great China Region for a U.S. bank, overseeing operations in Taiwan, the People’s Republic of China and Hong Kong. Since August 2013, he has held the position of Chief Executive Officer of SME Credit Company Limited. Mr. Tsui holds a Bachelor Degree and a Master Degree of Business Administration from the Chinese University of Hong Kong. He is also an independent non-executive director of Multifield International, Southeast Asia Properties & Finance Limited (Stock Code: 252) and Grand Ming Group Holdings Limited (Stock Code: 1271) respectively.

Mr. LO Mun Lam, Raymond (“Mr. Raymond Lo”), aged 71, joined the Group as an independent non-executive Director in 2021. He is a Chartered Accountant and Corporate Finance designate of the ICAEW (FCA/CF), a Chartered Surveyor (FRICS) and a Chartered Arbitrator (FCIArb.). He is also a Trust & Estate Practitioner (TEP). Mr. Raymond Lo held both directorate and executive positions with multinational corporations, advisory and financial institutions in the past 30 years.

Mr. Raymond Lo is currently an executive director of Amasse Capital Holdings Limited, a company listed on the Growth Enterprise Market of the Hong Kong Stock Exchange (Stock Code: 8168), and is also a responsible officer of Amasse Capital Limited for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (the “SFO”).

Mr. Raymond Lo has been an independent non-executive director of China Datang Corporation Renewable Power Co., Limited (Stock Code: 1798) and China CITIC Financial Asset Management Co., Ltd. (Stock Code: 2799), since August 2013 and December 2023, respectively. He is also currently an independent non-executive director of Multifield International.

Mr. LO Kam Cheung, Patrick (“Mr. Patrick Lo”), aged 71, joined the Group as an independent non-executive Director in 2021. He is a Chartered Accountant in the United Kingdom and Canada, a fellow member of the Hong Kong Institute of Certified Public Accountants, and a member of the Hong Kong Institute of Directors, with extensive experience in auditing and risk advisory. Mr. Patrick Lo had served with a big 4 accounting firm for over 10 years, and had managed the internal audit and risk management functions of a fully licensed bank and a mobile operator in Hong Kong respectively for a total of over 15 years. Mr. Patrick Lo joined RSM Hong Kong in 2007 as a partner overseeing its Risk Advisory Services Department. Before retiring from the firm in 2019, Mr. Patrick Lo had participated in initial public offering assignments of over 50 successfully listed companies. The team led by Mr. Patrick Lo at the firm had also provided internal audit, risk management and corporate governance advisory services to more than 20 companies listed in Hong Kong, Singapore, the United States, and the United Kingdom respectively. Mr. Patrick Lo is currently a Senior Advisor of RSM Hong Kong.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Mr. Patrick Lo was an independent non-executive director of Da Sen Holdings Group Limited (Stock Code: 1580) from May 2021 to March 2022. He is also currently an independent non-executive director of Multifield International and EGL Holdings Company Limited (Stock Code: 6882).

Mr. NG Sing Yip (“Mr. Ng”), aged 74, joined the Group as an independent non-executive Director in 2024. He has over 30 years of experience in legal profession. Since 1987, he was employed at The Hongkong and Shanghai Banking Corporation Limited as Assistant Group Legal Adviser. From 1993 to 1997, Mr. Ng served as the Deputy Head of Legal and Compliance Department. Before retiring in 2016, Mr. Ng held the position of Regional General Counsel Asia Pacific to oversee the management of legal and regulatory risks and manage the legal teams in the Asia Pacific Region.

Mr. Ng is currently a non-executive chairman of the Board of Supervision of HSBC Bank (Vietnam) Ltd. and an independent non-executive director of Multifield International and Ping An Insurance (Group) Company of China, Ltd. (Stock Code: 2318). Mr. Ng has been a member of Asian Institute of International Financial Law Advisory Board of the Faculty of Law of The University of Hong Kong since 1999.

SENIOR MANAGEMENT

Ms. SIU Wai King, Donna, aged 60, joined the Group in 1992. She is the General Manager of the Group. She is responsible for the Group’s Hong Kong property business and headquarter’s operations and has over 30 years’ experience in property business.

Ms. LAU Phoebe, aged 35, joined the Group in 2013. She is the Deputy General Manager of the Group’s Hong Kong business. She holds a Bachelor of Laws degree from University of Bristol and a Master of Science in Real Estate from The University of Hong Kong. She has over 10 years experience in the property business. She is the daughter of Mr. Kenneth Lau and Ms. Saskia Leung and the niece of Mr. Michael Lau.

Ms. TANG Cheung Kai, Kinnie, aged 43, was appointed as the Company Secretary of the Company in October 2023. She also served as Manager of Accounting Department of the Group. She holds a Bachelor Degree in Accounting and is a member of the Hong Kong Institute of Certified Public Accountants. She has over 15 years’ experience in accounting and auditing.

REPORT OF THE DIRECTORS

The Directors present herewith their report and the audited consolidated financial statements of the Group for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES

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

There were no significant changes in the nature of the Group's principal activities during the year.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2024 and the financial position of the Company and of the Group at that date are set out in the consolidated financial statements on pages 28 to 31 and pages 86 to 87 of this annual report.

The Board recommends a final dividend of HK0.6 cents per share which, together with the interim dividend of HK0.8 cent per share paid on 24 October 2024, makes a total of HK1.4 cents per share in respect of the year ended 31 December 2024. The proposed final dividend, if approved by the shareholders at the annual general meeting on 28 May 2025, will be paid on 26 June 2025 to shareholders whose names appear on the register of members on 5 June 2025.

SUMMARY FINANCIAL INFORMATION

The following is a summary of the published results and assets and liabilities of the Group for the last five financial years, as extracted from the audited consolidated financial statements and restated/reclassified as appropriate. This summary does not form any part of the audited consolidated financial statements.

RESULTS

	Year ended 31 December				
	2024	2023	2022	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
CONTINUING OPERATIONS					
REVENUE	25,383	23,437	24,612	26,532	14,709
Cost of services provided	(6,003)	(5,196)	(4,652)	(5,022)	(2,482)
Gross profit	<u>19,380</u>	<u>18,241</u>	<u>19,960</u>	<u>21,510</u>	<u>12,227</u>
(LOSS)/PROFIT BEFORE TAX					
FROM CONTINUING OPERATIONS	(35,439)	(38,068)	14,709	21,222	7,322
Income tax expense	(2,480)	(2,748)	(2,525)	(2,415)	(2,211)
(LOSS)/PROFIT FOR THE YEAR					
FROM CONTINUING OPERATIONS	<u>(37,919)</u>	<u>(40,816)</u>	<u>12,184</u>	<u>18,807</u>	<u>5,111</u>
DISCONTINUED OPERATION					
Loss for the year from a discontinued operation	—	—	—	—	(120,515)
(LOSS)/PROFIT FOR THE YEAR	<u>(37,919)</u>	<u>(40,816)</u>	<u>12,184</u>	<u>18,807</u>	<u>(115,404)</u>

REPORT OF THE DIRECTORS

ASSETS AND LIABILITIES

	As at 31 December				
	2024	2023	2022	2021	2020
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Total assets	1,636,266	1,815,307	1,875,848	1,872,079	1,855,831
Total liabilities	(210,247)	(343,596)	(355,621)	(353,604)	(344,376)
	<u>1,426,019</u>	<u>1,471,711</u>	<u>1,520,227</u>	<u>1,518,475</u>	<u>1,511,455</u>

BUSINESS REVIEW

The business review of the Group for the year ended 31 December 2024 are set out in the section headed “Chairman’s Statement and Management Discussion and Analysis” on pages 3 to 4 of this annual report and forms part of the “Report of the Directors”.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group is committed to support the environmental sustainability. The Group is committed to implementing policies and measures in our daily business operations to foster reduction of the Group’s environmental impact. The Group also strives to implement recycling and waste reducing measures in office premises where applicable.

COMPLIANCE WITH RELEVANT LAWS AND REGULATIONS

As far as the Board is aware, the Group has complied with the relevant laws and regulations that may cause a significant impact on the business and operation of the Group in the event of a material breach or non-compliance. During the year under review, there was no material breach or non-compliance with the applicable laws and regulations by the Group.

RELATIONSHIPS WITH STAKEHOLDERS

The Company recognises that employees are our valuable assets. Thus employee management focuses on recruiting and growing the right people. Staff performance is measured on a regular and structured basis to provide employees with appropriate feedback and to ensure their alignment with the Group’s corporate strategy.

The Group also understands that maintaining long-term good relationship with business partners is also one of the primary objectives of the Group. Accordingly, our management have kept good communication, promptly exchanged ideas and shared business update with them when appropriate. During the year under review, there was no material and significant dispute between the Group and its business partners.

PROPERTY, PLANT AND EQUIPMENT, AND INVESTMENT PROPERTIES

Details of the movements in the property, plant and equipment, and investment properties of the Group during the year are set out in Notes 13 and 15 to the consolidated financial statements, respectively. Further details of the Group’s investment properties are set out in the “Property Portfolio of the Group” of this annual report.

SHARE CAPITAL AND SHARE OPTION SCHEME

Details of the share capital and share option scheme of the Company are set out in Notes 26 and 27 to the consolidated financial statements, respectively.

REPORT OF THE DIRECTORS

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Company's bye-laws or the laws of Bermuda which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any listed securities of the Company during the year.

RESERVES

Details of movements in the reserves of the Company and of the Group during the year are set out in Note 35 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

As at 31 December 2024, the Company's reserves available for distribution, calculated in accordance with the Companies Act of Bermuda, amounted to approximately HK\$804,241,000.

MAJOR CUSTOMERS AND SUPPLIERS

During the year, revenue to the Group's five largest customers accounted for less than 30% of the Group's total revenue for the year.

During the year, purchases from the Group's five largest suppliers accounted for less than 30% of the Group's total purchases for the year.

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

DIRECTORS

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

Executive Directors

Mr. Lau Chi Yung, Kenneth	<i>(Chairman)</i>
Mr. Lau Michael Kei Chi	<i>(Vice-Chairman and Managing Director)</i>
Ms. Leung Wei San Saskia	<i>(Appointed on 19 December 2024)</i>

Independent Non-executive Directors

Mr. Tsui Ka Wah	
Mr. Lo Mun Lam, Raymond	
Mr. Lo Kam Cheung, Patrick	
Mr. Ng Sing Yip	<i>(Appointed on 19 December 2024)</i>

In accordance with the Company's bye-laws, Mr. Tsui Ka Wah will retire by rotation and, being eligible, will offer himself for re-election at the forthcoming annual general meeting.

The Company has received annual confirmation from each of the independent non-executive Directors as regards their independence to the Company and considers that each of the independent non-executive Directors is independent to the Company.

REPORT OF THE DIRECTORS

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors and senior management of the Group are set out on pages 5 and 6 of this annual report.

MANAGEMENT CONTRACTS

Save for contract of service with the executive Directors, no contract by which a person undertakes the management and administration of the whole or any substantial part of the Company's business was entered into or subsisted during the year.

DIRECTORS' SERVICE CONTRACTS

No Director proposed for re-election at the forthcoming annual general meeting has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

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

EMOLUMENT POLICY

The Remuneration Committee of the Company will review the Group's emolument policy and structure for all remuneration of the Directors and senior management of the Group, having regard to the Group's operating results, individual performance and comparable market practices.

The emoluments of the Directors are recommended by the Remuneration Committee of the Company for the Board's approval, having regard to the Group's operating results, individual performance and comparable market statistics. No Director or executive, nor any of his/her associates, is involved in deciding his/her own remuneration.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save as disclosed in Note 30 to the consolidated financial statements, no Director nor a connected entity of a Director had a material interest, either directly or indirectly, in any transactions, arrangements or contracts of significance to the Group's business to which the holding company of the Company, or any of the Company's subsidiaries or fellow subsidiaries was a party, at any time during the year.

EQUITY-LINKED AGREEMENTS

No equity-linked agreements were entered into by the Group during the year or subsisted at the end of the year.

PERMITTED INDEMNITY PROVISION

A permitted indemnity provision for the benefit of the Directors is currently in force and was in force throughout the financial year. The Company has taken out and maintained appropriate insurance cover in respect of potential legal actions against Directors and its officers.

CORPORATE GOVERNANCE

The Company's corporate governance principles and practices are set out in the "Corporate Governance Report" contained in this annual report.

REPORT OF THE DIRECTORS

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES OR DEBENTURES OF THE COMPANY AND ASSOCIATED CORPORATIONS

As at 31 December 2024, the interests and short positions of the Directors and the chief executive of the Company and each of their respective associates, in the shares, underlying shares and debentures of the Company and its associated corporations (within the meaning of Part XV of the SFO), which were required (i) to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code"), to be notified to the Company and the Hong Kong Stock Exchange, were as follows:

Long position in ordinary shares of the Company

Name of Director	Capacity and nature of interest	Number of shares held	Approximate percentage of the total issued share capital of the Company %
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Mr. Lau Chi Yung, Kenneth	Interest of controlled corporation	291,137,700*	75.00
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Long position in ordinary shares of associated corporation – Multifield International, an intermediate holding company of the Company

Name of Director	Capacity and nature of interest	Number of shares held	Approximate percentage of the total issued share capital of associated corporation %
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Mr. Lau Chi Yung, Kenneth	Interest of controlled corporation	559,411,142*	66.91
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* The above shares are ultimately controlled by Power Resources Holdings Limited which acts as the trustee under the Power Resources Discretionary Trust, a family discretionary trust, the discretionary objects of which include Mr. Kenneth Lau and his family.

The interests of the Directors in the share options of the Company are separately disclosed in Note 27 to the consolidated financial statements.

Other than certain nominee shares in subsidiaries held by a Director in trust for the companies in the Group, no Director held an interest in the share capital of the Company's subsidiaries during the year.

Save as disclosed above, as at 31 December 2024, none of the Directors and chief executive of the Company had any interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which (i) are required to be notified to the Company and the Hong Kong Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he is taken or deemed to have under such provisions of SFO); or (ii) are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) are required, pursuant to the Model Code to be notified to the Company and the Hong Kong Stock Exchange.

REPORT OF THE DIRECTORS

DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

Save as disclosed under the paragraph headed “Directors’ and chief executive’s interests and short positions in the shares, underlying shares or debentures of the Company and associated corporations” above and in the share option schemes disclosures in Note 27 to the consolidated financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, or any of its holding companies, subsidiaries or fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

SUBSTANTIAL SHAREHOLDERS’ AND OTHER PERSONS’ INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES OF THE COMPANY

So far as was known to the Directors, as at 31 December 2024, the following interests of 5% or more of the issued share capital of the Company were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Long positions in ordinary shares of the Company

Name of Shareholders	Capacity and nature of interest	Number of shares held	Approximate percentage of the total issued share capital of the Company %
Limitless Investment Limited	Directly beneficially owned	291,137,700 [#]	75.00
Multifield International Holdings (B.V.I.) Limited	Interest of controlled corporation	291,137,700 [#]	75.00
Multifield International	Interest of controlled corporation	291,137,700 [#]	75.00
Lucky Speculator Limited	Interest of controlled corporation	291,137,700 [#]	75.00
Desert Prince Limited	Interest of controlled corporation	291,137,700 [#]	75.00
Power Resources Holdings Limited	Interest of controlled corporation	291,137,700 [#]	75.00

[#] *Power Resources Holdings Limited was deemed to have a beneficial interest in 291,137,700 ordinary shares of the Company by virtue of its indirect interests in Lucky Speculator Limited, Desert Prince Limited, Multifield International, Multifield International Holdings (B.V.I.) Limited and Limitless Investment Limited.*

Save as disclosed above, as at 31 December 2024, so far as was known to the Directors or chief executive of the Company, no person, other than a Director and chief executive of the Company, whose interests are set out in the section “Directors’ and chief executive’s interests and short positions in the shares, underlying shares or debentures of the Company and associated corporations” above, had registered an interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

REPORT OF THE DIRECTORS

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year ended 31 December 2024 and up to the date of this report, interests of the Directors in businesses which were considered to compete or were likely to compete, either directly or indirectly, with the businesses of the Group as required to be disclosed pursuant to the Rules Governing the Listing of Securities on Hong Kong Stock Exchange ("Listing Rules") are as follows:

Name of Director	Name of company	Competing business	Nature of interest
Mr. Lau Chi Yung, Kenneth	Multifield International Holdings Limited group of companies	Property investment	Director and controlling shareholder
Mr. Lau Michael Kei Chi	Multifield International Holdings Limited group of companies	Property investment	Director
Ms. Leung Wei San Saskia	Multifield International Holdings Limited group of companies	Property investment	Director

Save as disclosed above, as at 31 December 2024 and up to the date of this report, none of the Directors or their respective associates was interested in any business which was considered to compete or was likely to compete, either directly or indirectly, with business of the Group.

CONNECTED TRANSACTIONS

Details of material related party transactions of the Group for the year ended 31 December 2024 are set out in Note 30 to the consolidated financial statements.

None of the related party transactions disclosed in Note 30 to the consolidated financial statements constituted a connected transaction or a continuing connected transaction of the Company which is subject to any of the reporting, annual review, announcement, circular and independent shareholders' approval requirements under Chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

To the best knowledge of the Directors and based on information available to the Company, the Directors confirm that the Company maintained a sufficient public float of at least 25% in the Company's issued share capital as required under the Listing Rules during the year ended 31 December 2024 and as at the latest practicable date prior to the issue of this annual report.

AUDITOR

Following the resignation of Elite Partners CPA Limited as the auditor of the Company on 31 October 2024, Beijing Xinghua Caplegend CPA Limited was appointed by the Board as the new auditor of the Company on 31 October 2024 to fill the casual vacancy.

The consolidated financial statements of the Company for the year ended 31 December 2024 were audited by Beijing Xinghua Caplegend CPA Limited, who is proposed for re-appointment at the forthcoming annual general meeting.

On behalf of the Board

Lau Chi Yung, Kenneth
Chairman

Hong Kong
27 March 2025

CORPORATE GOVERNANCE REPORT

The Group is committed to achieving and upholding high standards of corporate governance. The Board believes that effective corporate governance practices are key to obtaining and maintaining the trust of the shareholders of the Company and other stakeholders. These practices are essential for encouraging accountability and transparency to sustain the success of the Group and to create long-term value for the shareholders of the Company.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

In the opinion of the Directors, the Company has applied the principles and complied with code provisions of the Corporate Governance Code (the “CG Code”) as set out in Appendix C1 of the Listing Rules throughout the year ended 31 December 2024, save as disclosed below.

Under code provision B.2.2, every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Under the bye-laws of the Company, at each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office by rotation save any Director holding office as chairman and managing director. The Board considers that the exemption of both the chairman and the managing director of the company from such retirement by rotation provisions would provide the Group with strong and consistent leadership, efficient use of resources, effective planning, formulation and implementation of long-term strategies and business plans. The Board believes that it would be in the best interest of the Company for such Directors to continue to be exempted from retirement by rotation provisions. The Company intends to propose any amendment of relevant bye-laws of the Company, if necessary, in order to ensure compliance with the CG Code.

BOARD COMPOSITION AND BOARD PRACTICE

The Board is responsible for overseeing all major matters of the Company, including but not limited to formulating and approving overall strategies and business performance, monitoring financial performance and internal controls, overseeing the risk management system, and evaluating the performance of senior executives. In addition, the Board performs corporate governance duties, including developing and reviewing the Company’s policies and practices on corporate governance.

The composition of the Board as at the date of this annual report is set out as follows:

Executive Directors

Mr. Lau Chi Yung, Kenneth (*Chairman*)
 Mr. Lau Michael Kei Chi (*Chief Executive Officer*)
 Ms. Leung Wei San Saskia
 (*Appointed on 19 December 2024*)*

Independent Non-executive Directors

Mr. Tsui Ka Wah
 Mr. Lo Mun Lam, Raymond
 Mr. Lo Kam Cheung, Patrick
 Mr. Ng Sing Yip
 (*Appointed on 19 December 2024*)**

* Ms. Leung confirms that she (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 5 December 2024, and (ii) understands her obligations as a Director.

** Mr. Ng confirms that he (i) has obtained the legal advice referred to under Rule 3.09D of the Listing Rules on 7 November 2024, and (ii) understands his obligations as a Director.

CORPORATE GOVERNANCE REPORT

Currently, the Board comprises of three executive Directors and four independent non-executive Directors. The positions of chairman and managing director are held by separate individuals. The chairman provides leadership for the Board and the managing director, supported by the management team, provides planning and implementation. The Board, led by Mr. Kenneth Lau is responsible for the approval and monitoring of the Group's overall strategies and policies, approval of annual budgets and business plans, evaluating the performance of Group, and oversight of management. The chairman ensures that the Board works effectively and discharges its responsibilities. All Directors have been consulted on all major and material matters of the Company. With the support of the company secretary, the chairman seeks to ensure that all Directors are properly briefed on issues arising at Board meetings and receive adequate and reliable information in a timely manner.

To implement the strategies and plans approved by the Board, executive Directors and senior management meet on a regular basis to review the performance of the Group and make financial and operational decisions.

Under the Listing Rules, every listed issuer is required to have at least three independent non-executive directors, at least one of whom must have appropriate professional qualifications, or accounting or related financial management expertise. Currently, the number of independent non-executive Directors represents more than one-third of the total Board members.

Biographical details of the Directors are set out in "Biographical Details of Directors and Senior Management" on pages 5 to 6 of this annual report. Save as disclosed in the aforesaid, there are no financial, business, family or other material/relevant relationships among the members of the Board.

The Company has arranged directors and officers liability and company reimbursement insurances for its Directors and officers. The insurance coverage is reviewed on an annual basis.

Consideration was given to the independence of Mr. Tsui Ka Wah, who has served on the Board for more than 14 years. Mr. Tsui has been serving as an independent non-executive Director since 2010. The Nomination Committee of the Company has evaluated the performance of Mr. Tsui and found he has not engaged in any executive management of the Group, but has consistently contributed independent judgement and critical mindset to the Board over the past years, in particular in areas including banking, financing, and financial management. Both the Board and the Nomination Committee are of the view that the independence of Mr. Tsui has not been affected despite he has served as an independent non-executive Director for more than 14 years.

The Company has received from each independent non-executive Director an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with the criteria set out in Rule 3.13 of the Listing Rules. Review will be made regularly on the Board composition to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company.

CORPORATE GOVERNANCE REPORT

The Board has scheduled regular meetings per year and meets more frequently as and when required to discuss and formulate the Group's overall business strategies, monitor financial performance and discuss the annual results, interim results and other significant matters. The Directors can attend meetings in person or through other means of electronic communication. During the financial year ended 31 December 2024, the attendance of individual Director to the Board meeting and general meeting is summarized below:

	Number of meetings attended/held	
	Board meetings	General meetings
Executive Directors		
Mr. Lau Chi Yung, Kenneth	5/5	1/1
Mr. Lau Michael Kei Chi	5/5	1/1
Ms. Leung Wei San Saskia (Appointed on 19 December 2024)	0/5	0/1
Independent Non-executive Directors		
Mr. Tsui Ka Wah	5/5	1/1
Mr. Lo Mun Lam, Raymond	5/5	1/1
Mr. Lo Kam Cheung, Patrick	5/5	1/1
Mr. Ng Sing Yip (Appointed on 19 December 2024)	0/5	0/1

The company secretary keeps the minutes of meetings of the Board for inspection by the Directors and all Directors have full access to information of the Company.

BOARD DIVERSITY POLICY

The Board has adopted a Board Diversity Policy in December 2013 which sets out the approach to achieve diversity on the Board.

The Company recognises that increasing diversity at the Board level will support the attainment of the Company's strategic objectives and sustainable development. The Company seeks to achieve Board diversity through the consideration of a number of factors, include and make good use of differences in the talents, skills, regional and industry experience, background, gender and other qualities of the members of the Board. All appointments of the members of the Board are made on merit, in the content of the talents, skills and experience the Board as a whole requires to be effective.

The Nomination Committee has set measurable objectives based on talents, skills, regional and industry experience, background, gender and other qualities to implement the Board Diversity Policy. Such objectives will be reviewed from time to time to ensure their appropriateness and the progress made towards achieving those objectives will be ascertained. The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its continued effectiveness from time to time.

As at 31 December 2024, the gender ratio of the Group's senior management (whose biographies are set out on page 6 of this annual report) was 100% female. For details of the gender ratio in the workforce, please refer to the "Environmental, Social and Governance Report" in this annual report.

CORPORATE GOVERNANCE REPORT

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the Model Code set out in Appendix C3 to the Listing Rules as the code of conduct regarding directors' securities transactions. Based on specific enquiry of all Directors, all Directors confirmed that they have complied with the required standard set out in the Model Code for the year ended 31 December 2024. The interests held by individual Directors in the Company's securities as at 31 December 2024 are set out in the "Report of the Directors" on pages 7 to 13 of this annual report.

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

With the assistance from the Finance Department, which is under the supervision of the Qualified Accountant of the Company, the Directors ensure that preparation of the financial statements of the Group are in accordance with statutory requirements and applicable accounting standards. The Directors also ensure that the publication of the financial statements of the Group is in a timely manner.

The statement of the external auditor of the Company, Beijing Xinghua Caplegend CPA Limited, with regard to its reporting responsibilities on the Group's consolidated financial statements, is set out in the "Independent Auditor's Report" included in this annual report.

The Directors confirm that, to the best of their knowledge, having made all reasonable enquiries, they are not aware of any material uncertainties relating to events or conditions which may cause the Group not to continue as a going concern.

DIRECTORS' CONTINUING PROFESSIONAL DEVELOPMENT PROGRAMME

Each newly appointed Director is provided with necessary induction and information to ensure that such Director has a proper understanding of the Company's operations and businesses as well as responsibilities of a director under the relevant statutes, laws, rules and regulations.

Directors' training is an ongoing process. During the year, Directors are provided with monthly updates on the Company's performance, position and prospects to enable the Board as a whole and each Director to discharge their duties. In addition, all Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company updates Directors on the latest development regarding the Listing Rules and other applicable regulatory requirements from time to time to ensure compliance and enhance their awareness of good corporate governance practices.

Briefings were organised for Directors in 2024 to update the Directors on the duties of directors and roles and function of board committees, risk management and internal control, environmental, social and governance reporting and corporate governance were given to the Directors.

During the year, according to the records provided by the Directors, a summary of training is as follows:

Type of continuous professional development programmes

Executive Directors

Mr. Lau Chi Yung, Kenneth	A, B
Mr. Lau Michael Kei Chi	A, B
Ms. Leung Wei San Saskia (Appointed on 19 December 2024)	A, B

Independent Non-executive Directors

Mr. Tsui Ka Wah	A, B
Mr. Lo Mun Lam, Raymond	A, B
Mr. Lo Kam Cheung, Patrick	A, B
Mr. Ng Sing Yip (Appointed on 19 December 2024)	A, B

Notes:

- A: attending training sessions, including but not limited to briefing, seminars, webinars, conferences and workshops
 B: reading relevant news alerts, newspapers, journals, magazines and relevant publications

CORPORATE GOVERNANCE REPORT

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Mr. Kenneth Lau serves as the Chairman of the Company, and the role of Chief Executive Officer of the Company is served by our Managing Director, Mr. Michael Lau. They have separate defined responsibilities whereby the Chairman is primarily responsible for leadership and effective functioning of the Board, ensuring key issues are promptly addressed by the Board, as well as providing strategic direction of the Company, and also take primary responsibility for ensuring good corporate governance practices and procedures are established. The Managing Director is responsible for the day-to-day management of the Company's business and the effective implementation of corporate strategy and policies.

BOARD COMMITTEES

The Board has established three Board committees, namely the Audit Committee, the Remuneration Committee and the Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the website of the Hong Kong Stock Exchange at www.hkexnews.hk and the website of the Company at www.irasia.com/listco/hk/orientalexplorer/index.htm. All the Board committees should report to the Board on their decisions or recommendations.

The Board is responsible for performing the corporate governance duties as set out in CG Code provision A.2.1 which include (i) developing and reviewing the Company's policies and practices on corporate governance and making recommendations; (ii) reviewing and monitoring the training and continuous professional development of Directors and senior management; (iii) reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; (iv) developing, reviewing and monitoring the code of conduct and compliance manual; and (v) reviewing the Company's compliance with the CG Code and disclosure in the Corporate Governance Report.

Audit Committee

The Company has established an Audit Committee in accordance with the Listing Rules. The Audit Committee's terms of reference includes those specific duties as set out in the code provision D.3.3 of the CG Code. Pursuant to its terms of reference, the Audit Committee is required, amongst other things, to consider and recommend to the Board the appointment, re-appointment and removal of the external auditor and to approve their remuneration, to review the interim and annual financial statements, to review the Group's financial controls, internal controls and risk management system, the effectiveness of the Group's internal audit function and to consider any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response. The Audit Committee should meet at least twice each year and when the need arises. Details of the attendance of Audit Committee meetings are as follows:

Members	Number of meetings attended/held
Mr. Lo, Kam Cheung, Patrick (<i>Chairman</i>)	5/5
Mr. Tsui Ka Wah	5/5
Mr. Lo Mun Lam, Raymond	5/5
Mr. Ng Sing Yip (<i>Appointed on 19 December 2024</i>)	0/5

The Company has complied with Rule 3.21 of the Listing Rules, which requires the Audit Committee to consist of a minimum of three members, all of whom must be non-executive Directors. The majority of the Audit Committee members must be independent non-executive Directors, and it must be chaired by an independent non-executive Director. Additionally, at least one member of the Audit Committee must possess appropriate professional qualifications or expertise in accounting-related financial management.

CORPORATE GOVERNANCE REPORT

During the year ended 31 December 2024, the Audit Committee held five meetings to review and discuss the Company's 2024 annual results, interim results, and the relevant arrangements for the 2024 annual audit, as well as the Company's internal control procedures and risk management system.

The Group's consolidated financial statements for the year ended 31 December 2024 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the year ended 31 December 2024 comply with applicable accounting standards and the Listing Rules, and that adequate disclosures have been made.

Remuneration Committee

The main responsibilities of the Remuneration Committee are to consider and recommend to the Board the Company's remuneration policy and structure and to review and determine the remuneration and compensation packages of the Directors and senior management of the Company. The Remuneration Committee reviews and proposes the management's remuneration proposals with reference to considerations factors such as the Group's performance and profitability, Directors' experience, responsibilities and time commitment, existing market environment, salaries paid by comparable companies, employment conditions elsewhere in the Group, and considers the reasonableness on remuneration based on performance. The Remuneration Committee also reviews and/or approves matters relating to share schemes under Chapter 17 of the Listing Rules. The model code under code provision E.1.2(c)(ii) of the CG Code has been adopted.

The Remuneration Committee was established on 16 September 2005 comprises three executive Directors and four independent non-executive Directors. Details of the attendance of the committee are as follows:

Members	Number of meetings attended/held
Mr. Tsui Ka Wah (<i>Chairman</i>)	1/1
Mr. Lau Chi Yung, Kenneth	1/1
Mr. Lau Michael Kei Chi	1/1
Ms. Leung Wei San Saskia	
(<i>Appointed on 19 December 2024</i>)	0/1
Mr. Lo Mun Lam, Raymond	1/1
Mr. Lo Kam Cheung, Patrick	1/1
Mr. Ng Sing Yip	
(<i>Appointed on 19 December 2024</i>)	0/1

During the year ended 31 December 2024, the Remuneration Committee held one meeting to review the remuneration packages and emoluments of Directors. The Remuneration Committee considered these packages to be fair and reasonable and recommended the remuneration for the proposed appointments of Ms. Saskia Leung as an executive Director and Mr. Ng as an independent non-executive Director. During the year ended 31 December 2024, there were no material matters relating to the share option scheme of the Company which required review or approval by the Remuneration Committee. No Director, nor any of his/her associates, participated in decisions regarding his/her own remuneration.

CORPORATE GOVERNANCE REPORT

Nomination Committee

The role of Nomination Committee was established on 28 March 2012 is to advise on and propose to appoint any person as a Director either to fill a casual vacancy on or as an additional member of the Board. The selection criteria are mainly based on the professional qualification and experience of the candidate. Any Director so appointed by the Board shall hold office until the first annual general meeting after his/her appointment and shall then be eligible for re-election. At each annual general meeting, one-third of the Directors for the time being, or, if their number is not a multiple of three, the number nearest to but not greater than one-third, shall retire from office by rotation. A retiring director shall be eligible for re-election. Details of the attendance of the committee are as follows:

Members	Number of meetings attended/held
Mr. Lau Chi Yung, Kenneth (<i>Chairman</i>)	2/2
Mr. Lau Michael Kei Chi	2/2
Ms. Leung Wei San Saskia (<i>Appointed on 19 December 2024</i>)	0/2
Mr. Tsui Ka Wah	2/2
Mr. Lo Mun Lam, Raymond	2/2
Mr. Lo Kam Cheung, Patrick	2/2
Mr. Ng Sing Yip (<i>Appointed on 19 December 2024</i>)	0/2

The Nomination Committee periodically reviews the structure, size and composition of the Board, and make recommendations on any proposed changes to the Board to complement the Company's corporate strategy. Its duties include identifying individuals suitably qualified to become Board members, and select or make recommendations to the Board on the selection of individuals nominated for directorships, and assess the independence of independent non-executive Directors.

During the year ended 31 December 2024, the Nomination Committee held two meetings to review and recommend the re-election of Directors and make recommendations to the Board on proposed appointment of Ms. Saskia Leung as an executive Director and Mr. Ng as an independent non-executive Director.

Nomination Procedures

The evaluation, recommendation, nomination, selection and appointment or re-appointment of each proposed Director shall be assessed and considered by the Nomination Committee and the Board against the above-mentioned selection criteria, the Board Diversity Policy, and (in cases of independent-non executive Directors) the independence guidelines set out in Rule 3.13 of the Listing Rules.

In the context of appointment of any proposed candidate to the Board, after the Nomination Committee receives the proposal to appoint a new Director or the nomination from a shareholder, the Nomination Committee shall evaluate the candidate's eligibility to serve as a Director based on the all relevant criteria in combination with his or her personal profile. If multiple candidates are involved, the Nomination Committee shall prioritize them according to the Company's needs and candidates' respective qualification.

In the case of the re-appointment of a Director at the forthcoming annual general meeting of the Company, the Nomination Committee shall review the overall contribution of the Directors and their services, their participation and performance within the Board and whether such Director still meets the above selection criteria.

REMUNERATION OF MEMBERS OF SENIOR MANAGEMENT BY BAND

Pursuant to paragraph E.1.5 of the CG Code, the remuneration of the members of the senior management by band for the year ended 31 December 2024 is set out in Note 9 to the consolidated financial statements.

CORPORATE GOVERNANCE REPORT

RISK MANAGEMENT AND INTERNAL CONTROLS

The Directors acknowledge that they have overall responsibility for overseeing the Company's internal control, financial control and risk management system and shall monitor its effectiveness on an ongoing basis. A review of the effectiveness of the risk management and internal control systems has been conducted by the Board at least annually.

A review on the internal control systems of the Company, including financial, operational and compliance controls and risk management functions has been carried out by an independent consultancy company with staff in possession of relevant expertise to conduct an independent review.

The Audit Committee reviewed the internal control review report issued by the independent consultancy company and the Company's risk management and internal control systems for the financial year 2024 and considered that they are effective and adequate. The Board assessed the effectiveness of internal control systems by considering the internal control review report and reviews performed by the Audit Committee and concurred the same.

Due to the relatively simple corporate and operational structure of the Group, establishing a separate internal audit department may divert resources. Consequently, the Group has not established its internal audit function as required under code provision D.2.5 of the CG Code for the year ended 31 December 2024. The Audit Committee and the Board have reviewed the internal control report prepared by the independent consultancy firm, as well as communications with the Company's external auditor regarding any material control deficiencies identified during the financial statement audit. This review serves as the basis for assessing the adequacy and effectiveness of the Group's risk management and internal control systems. The Audit Committee and the Board will continue to evaluate the need for an internal audit function on an annual basis.

PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with all relevant laws and regulations in relation to the handling and dissemination of inside information. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the Safe Harbours as provided in the SFO. Before any inside information being fully disclosed to the public, the Group ensures such information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensuring that information contained in relevant announcements is not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

BUSINESS MODEL AND STRATEGY

The Group has the mission to maintain long term profitability and assets growth with adoption of flexible business model and strategy and prudential risk and capital management framework. The Board has played and will continue to play a proactive role in the Group's development of business model to preserve the culture of the Group in serving customers well with premium service quality; the Group's business strategic drive for business expansion and opportunities; and the Group's setting of strategic goals, priorities and initiatives undertaken to motivate staff to achieve business and financial targets. Details of the Group's Business Review and financial review in the year 2024 are set out in the "Chairman's Statement and Management Discussion and Analysis" section of this annual report.

CORPORATE GOVERNANCE REPORT

DIVIDEND POLICY

Pursuant to the Dividend Policy of the Company, in deciding whether to propose/declare dividends and in determining the dividend amount, the Board shall take into account, inter alia, the following factors:

- (a) the overall results of operation and financial performance of the Group;
- (b) the Group's expected working capital requirements, capital expenditure requirements and future development plans;
- (c) the Group's financial position, retained earnings and distributable reserves;
- (d) any restrictions on payment of dividends by the Company that may be imposed by the Group's lenders or creditors;
- (e) the interests of the Company's shareholders;
- (f) taxation considerations;
- (g) possible effects on the Company's creditworthiness;
- (h) the general economic and other external factors that may have an impact on the future business and financial performance of the Group; and
- (i) any other factors that the Board may consider relevant and appropriate.

Any recommendation, declaration and payment of dividends are also subject to the compliance with any applicable laws and regulations, including but not limited to the laws of Bermuda and the Company's bye-laws.

The Company's dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid in future. There is no assurance that dividends will be paid in any particular manner or amount for any given period.

AUDITOR'S REMUNERATION

In line with the sound practice that the independence of external auditor should not be impaired by other non-audit assignments, the Group ensures that assignments other than statutory audits undertaken by external auditor should not have an adverse impact on their independence.

For the year ended 31 December 2024, the auditor of the Company received approximately HK\$380,000 for audit services.

COMPANY SECRETARY

Ms. Tang Cheung Kai, Kinnie is the Company Secretary of the Company. She is responsible to the Board and reports to the Chairman from time to time. All Directors have access to the advice and services of the Company Secretary to ensure that Board procedures, and all applicable laws, rules and regulations are followed.

According to Rule 3.29 of the Listing Rules, the Company Secretary is required to take no less than 15 hours of relevant professional training during the year ended 31 December 2024. Ms. Tang fulfilled the requirement during the year under review.

CORPORATE GOVERNANCE REPORT

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convene a special general meeting ("SGM")

The Board shall, on the requisition in writing of the shareholders of not less than one-tenth of the paid-up capital of the Company upon which all calls or other sums then due have been paid, forthwith proceed to convene a SGM.

If within twenty-one days of such deposit the Board fails to proceed to convene a SGM, the requisitionists or any of them representing more than one half of the total voting rights of all of them, may themselves convene a SGM, but any meeting so convened shall not be held after three months from the date of the original deposit.

Procedures for directing shareholders' enquiries to the Board

Shareholders may at any time send their enquiries and concerns to the Board in writing through the company secretary whose contact details are as follows:

Units 22-28, 25/F., Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong.
Email: contact@multifield.com.hk

Shareholders may also make enquiries with the Board at the general meetings of the Company.

Procedures for putting forward proposals at shareholders' meeting

Shareholders can submit a written requisition to move a resolution at shareholders' meeting. The number of shareholders shall represent not less than one-twentieth of the total voting rights of all shareholders having at the date of the requisition a right to vote at the shareholders' meeting, or who are no less than one hundred shareholders.

The written requisition must state the resolution, accompanied by a statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at the shareholders' meeting. It must also be signed by all of the shareholders concerned and be deposited at the Company's principal place of business in Hong Kong at Units 22-28, 25/F., Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong, for the attention of the company secretary not less than six weeks before the shareholders' meeting in case of a requisition requiring notice of a resolution and not less than one week before the shareholders' meeting in case of any other requisition.

The shareholders concerned must deposit a sum of money reasonably sufficient to meet the Company's expenses in serving the notice of the resolution and circulating the statement submitted by the shareholders concerned under applicable laws and rules.

CONSTITUTIONAL DOCUMENTS

There are no changes in the Company's constitutional documents during the year.

INVESTOR RELATIONS AND COMMUNICATION

The Company establishes different communication channels with shareholders and investors. These include (i) the publication of interim and annual reports; (ii) the annual general meeting or SGM providing a forum for shareholders of the Company to raise comments and exchange views with the Board; (iii) the Company replies to enquiries from shareholders timely; and (iv) the Company's share registrar in Hong Kong serves the shareholders regarding all share registration matters.

In fact, the Company's annual general meeting is one of the principal channels of communication with its shareholders. It provides an opportunity for shareholders to ask questions about the Group's performance. A separate resolution is proposed for each substantially separate issue at annual general meetings.

INDEPENDENT AUDITOR'S REPORT



To the Shareholders of Oriental Explorer Holdings Limited
(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Oriental Explorer Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 28 to 87, which comprise the consolidated statement of financial position as at 31 December 2024; the consolidated statement of profit or loss for the year then ended; the consolidated statement of profit or loss and other comprehensive income for the year then ended; the consolidated statement of changes in equity for the year then ended; and the consolidated statement of cash flows for the year then ended; and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing (“HKSAs”) issued by the HKICPA. Our responsibilities under those standards are further described in the *Auditor’s Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the HKICPA’s *Code of Ethics for Professional Accountants* (the “Code”), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

INDEPENDENT AUDITOR'S REPORT

KEY AUDIT MATTERS

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

Valuation of investment properties

Refer to Note 15 to the consolidated financial statements.

We identified the valuation of investment properties as a key audit matter due to the significance of the balance to the consolidated financial statements as a whole, combined with the estimates associated with determining the fair value.

As at 31 December 2024, the Group had investment properties at a carrying amount of approximately HK\$1,611,210,000, with a loss arising on change in fair value of investment properties amounting to approximately HK\$42,610,000 recognised in the consolidated statement of profit or loss for the year then ended.

The Group's investment properties are stated at fair value based on valuations performed by an independent qualified professional valuer not connected with the Group.

Our procedures to the valuation of investment properties included the following:

- Obtained an understanding of the management's internal control and assessment process of valuation and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as significant judgements involved in determining assumptions to be applied;
- Assessed the competence, independence and integrity of the external valuer engaged by client;
- Obtained the external valuation reports and meeting with the external valuer to discuss and challenge the valuation process, methodologies used and market evidence to support significant judgments and assumptions applied in the valuation model;
- Checked key assumptions and input data in the valuation model to supporting evidence;
- Checked arithmetical accuracy of the valuation model; and
- Assessed the disclosure of the fair value measurement in the consolidated financial statements.

Based on the procedures above, we consider that the Group's fair value measurement of the investment properties is supported by the available evidence.

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.

INDEPENDENT AUDITOR'S REPORT

RESPONSIBILITIES OF DIRECTORS AND AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the disclosure requirements of the Hong Kong Companies Ordinance and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, the directors of the Company are responsible for assessing the Group's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors of the Company either intend to liquidate the Group or to cease operations, or have no realistic alternative but to do so.

The Audit Committee is responsible for overseeing the Group's financial reporting process.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made 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 HKSAAs 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 HKSAAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

INDEPENDENT AUDITOR'S REPORT

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

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities of business units within the Group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with the Audit Committee regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide the Audit Committee with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, actions taken to eliminate threats or safeguards applied.

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

Beijing Xinghua Caplegend CPA Limited
Certified Public Accountants

Lee See Hei
Practising Certificate Number P07720

Hong Kong, 27 March 2025

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

Year ended 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
REVENUE	5	25,383	23,437
Cost of services provided		<u>(6,003)</u>	<u>(5,196)</u>
Gross profit		19,380	18,241
Other income and gains	5	816	1,244
Fair value changes on equity investments at fair value through profit or loss, net		(18)	(19)
Fair value changes on investment properties, net	15	(42,610)	(44,600)
Operating and administrative expenses		(5,394)	(5,307)
Finance costs	7	(7,403)	(7,627)
Share of result of investment accounted for using the equity method	16	<u>(210)</u>	<u>—</u>
LOSS BEFORE TAX	6	(35,439)	(38,068)
Income tax expense	10	<u>(2,480)</u>	<u>(2,748)</u>
LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY		<u>(37,919)</u>	<u>(40,816)</u>
LOSS PER SHARE			
Basic and diluted	12	<u>HK(9.77) cents</u>	<u>HK(10.51) cents</u>

The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

Year ended 31 December 2024

	2024 <i>HK\$'000</i>	2023 <i>HK\$'000</i>
LOSS FOR THE YEAR	(37,919)	(40,816)
OTHER COMPREHENSIVE (LOSS)/INCOME		
<i>Other comprehensive (loss)/income that may be reclassified to profit or loss in subsequent periods:</i>		
Exchange differences on translation of foreign operations	<u>(10)</u>	<u>63</u>
TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE COMPANY	<u>(37,929)</u>	<u>(40,753)</u>

The above consolidated statement of profit or loss and other comprehensive income should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
NON-CURRENT ASSETS			
Property, plant and equipment	13	45	51
Investment properties	15	1,611,210	1,653,820
Right-of-use assets	14(a)	322	331
Club debenture		330	330
Investment accounted for using the equity method	16	—*	—
Total non-current assets		1,611,907	1,654,532
CURRENT ASSETS			
Amount due from investment accounted for using the equity method	17	14,350	—
Trade receivables	18	371	224
Prepayments, deposits and other receivables	19	1,436	1,506
Equity investments at fair value through profit or loss	20	35	53
Cash and cash equivalents	21	8,167	158,992
Total current assets		24,359	160,775
CURRENT LIABILITIES			
Other payables and accruals	22	15,252	16,528
Interest-bearing bank borrowings	23	—	144,000
Amounts due to fellow subsidiaries	24	164,844	150,701
Tax payable		2,314	5,488
Total current liabilities		182,410	316,717
NET CURRENT LIABILITIES		(158,051)	(155,942)
TOTAL ASSETS LESS CURRENT LIABILITIES		1,453,856	1,498,590
NON-CURRENT LIABILITIES			
Deferred tax liabilities	25	27,837	26,879
Total non-current liabilities		27,837	26,879
Net assets		1,426,019	1,471,711

* Less than HK\$1,000

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

31 December 2024

	<i>Notes</i>	2024 HK\$'000	2023 <i>HK\$'000</i>
EQUITY			
Equity attributable to owners of the Company			
Share capital	26	38,818	38,818
Reserves	26	1,387,201	1,432,893
Total equity		1,426,019	1,471,711

The consolidated financial statements were approved and authorised for issue by the board of directors on 27 March 2025.

Lau Chi Yung, Kenneth
Chairman

Lau Michael Kei Chi
Vice-Chairman

The above consolidated statement of financial position should be read in conjunction with the accompanying notes.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

Year ended 31 December 2024

	Attributable to owners of the Company					
	Share capital HK\$'000	Share premium account HK\$'000	Capital redemption reserve HK\$'000 (Note (a))	Exchange fluctuation reserve HK\$'000 (Note (b))	Retained profits HK\$'000	Total equity HK\$'000
At 1 January 2023	38,818	579,126	546	47	901,690	1,520,227
Loss for the year	–	–	–	–	(40,816)	(40,816)
Other comprehensive income for the year:						
Exchange differences on translation of foreign operations	–	–	–	63	–	63
Total comprehensive income/(loss) for the year	–	–	–	63	(40,816)	(40,753)
Final 2022 dividend declared	–	–	–	–	(4,658)	(4,658)
Interim 2023 dividend (Note 11)	–	–	–	–	(3,105)	(3,105)
At 31 December 2023	<u>38,818</u>	<u>579,126</u>	<u>546</u>	<u>110</u>	<u>853,111</u>	<u>1,471,711</u>
At 1 January 2024	38,818	579,126	546	110	853,111	1,471,711
Loss for the year	–	–	–	–	(37,919)	(37,919)
Other comprehensive loss for the year:						
Exchange differences on translation of foreign operations	–	–	–	(10)	–	(10)
Total comprehensive loss for the year	–	–	–	(10)	(37,919)	(37,929)
Final 2023 dividend declared (Note 11)	–	–	–	–	(4,658)	(4,658)
Interim 2024 dividend (Note 11)	–	–	–	–	(3,105)	(3,105)
At 31 December 2024	<u>38,818</u>	<u>579,126</u>	<u>546</u>	<u>100</u>	<u>807,429</u>	<u>1,426,019</u>

Notes:

- (a) The capital redemption reserve represents the aggregate par value of shares which have been repurchased and cancelled.
- (b) The exchange fluctuation reserve of the Group comprises exchange differences arising from the translation of the financial statements of foreign operations.

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

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2024

	2024 HK\$'000	2023 HK\$'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Loss before tax	(35,439)	(38,068)
Adjustments for:		
Finance costs	7,403	7,627
Interest income	(488)	(981)
Depreciation of property, plant and equipment	6	5
Depreciation of right-of-use assets	9	8
Fair value changes on investment properties, net	42,610	44,600
Fair value changes on equity investments at fair value through profit or loss, net	18	19
Share of result of investment accounted for using the equity method	210	–
Operating cash flows before movements in working capital	14,329	13,210
(Increase)/decrease in trade receivables	(147)	1,301
Decrease/(increase) in prepayments, deposits and other receivables	70	(171)
Increase/(decrease) in other payables and accruals	586	(73)
Cash generated from operations	14,838	14,267
Income tax paid	(4,551)	(2,055)
Net cash flows generated from operating activities	10,287	12,212
CASH FLOWS FROM INVESTING ACTIVITIES		
Payment for investment in investment accounted for using the equity method	(213)	–
Advance to investment accounted for using the equity method	(14,350)	–
Purchases of property, plant and equipment	–	(10)
Interest received	488	981
Net cash flows (used in)/generated from investing activities	(14,075)	971

CONSOLIDATED STATEMENT OF CASH FLOWS

Year ended 31 December 2024

	Notes	2024 HK\$'000	2023 HK\$'000
CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of interest-bearing bank borrowings		(144,000)	(3,000)
Interest paid		(1,527)	(7,398)
Advance from a director		—	5
Repayment to a director		—	(1,596)
Advance from fellow subsidiaries		144,000	203,936
Repayment to fellow subsidiaries		(136,197)	(212,504)
Dividends paid		(9,148)	(7,405)
Net cash flows used in financing activities		(146,872)	(27,962)
NET DECREASE IN CASH AND CASH EQUIVALENTS			
		(150,660)	(14,779)
Cash and cash equivalents at beginning of the year		158,992	173,781
Effect of foreign exchange rate changes, net		(165)	(10)
CASH AND CASH EQUIVALENTS AT END OF THE YEAR		8,167	158,992
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS			
Cash and bank balances	21	8,167	8,017
Non-pledged deposits with original maturity of less than three months when acquired	21	—	150,975
Cash and cash equivalents		8,167	158,992

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

1. GENERAL INFORMATION

Oriental Explorer Holdings Limited (the “Company”) is a limited liability company incorporated in Bermuda. The registered office of the Company is situated at Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and the principal place of business of the Company is located at Units 22-28, 25/F., Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong. The shares of the Company are listed on Main Board of The Stock Exchange of Hong Kong Limited (the “Hong Kong Stock Exchange”).

During the year, the Company and its subsidiaries (collectively referred to as the “Group”) were involved in the following principal activities:

- property investment; and
- investment holding.

In the opinion of the directors, the holding company of the Company is Limitless Investment Limited, which is incorporated in the British Virgin Islands, and the ultimate holding company of the Company is Power Resources Holdings Limited, which is incorporated in the British Virgin Islands. Its ultimate controlling party is Mr. Lau Chi Yung, Kenneth, who is also a director of the Company.

These consolidated financial statements are presented in Hong Kong dollars (“HK\$”) and all values are rounded to the nearest thousand (HK\$’000) except when otherwise indicated. The consolidated financial statements for the year ended 31 December 2024 were approved for issue by the board of directors on 27 March 2025.

Information about subsidiaries

Particulars of the Company’s principal subsidiaries are as follows:

Name	Place of incorporation/ registration and business	Nominal value of issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company				Principal activities
			Direct		Indirect		
			2024 %	2023 %	2024 %	2023 %	
Conrad Shipping Limited	Hong Kong	HK\$1	–	–	100	100	Property investment
Golden Charter International Limited	Hong Kong	HK\$2	–	–	100	100	Property investment
Goodrich Properties Limited	Hong Kong	HK\$2	–	–	100	100	Property investment
Grandfield Nominees Limited	Hong Kong	HK\$1,000,000	–	–	100	100	Property investment
Keen2learn.com International Limited	Hong Kong	HK\$2	–	–	100	100	Property investment
Lau & Partners Consultants Limited	Hong Kong/ Mainland China	HK\$10,000	–	–	100	100	Property investment
Linkful Management Services Limited	Hong Kong	HK\$2	–	–	100	100	Provision of management services

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

1. GENERAL INFORMATION (continued)

Information about subsidiaries (continued)

Particulars of the Company's principal subsidiaries are as follows: (continued)

Name	Place of incorporation/ registration and business	Nominal value of issued ordinary/ registered share capital	Percentage of equity interest attributable to the Company				Principal activities
			Direct		Indirect		
			2024 %	2023 %	2024 %	2023 %	
Linkful Properties Company Limited	Hong Kong/ Mainland China	HK\$2	–	–	100	100	Investment and property holding
Linkful Secretarial Services Limited	Hong Kong	HK\$10,000	–	–	100	100	Property investment
Maxlord Limited	Hong Kong	HK\$10,000	–	–	100	100	Property investment
Multifield Contracting Limited	Hong Kong	HK\$10,000	–	–	100	100	Property investment
Multifield Property Agency Limited	Hong Kong	HK\$2	–	–	100	100	Property investment
Power Earning Limited	Hong Kong	HK\$1	–	–	100	100	Property investment
Reach Profit Investments Limited	British Virgin Islands	United States dollars (“US\$”) 1	100	100	–	–	Investment holding
Rich Century Development Limited	Hong Kong	HK\$1	–	–	100	100	Property investment
Silver Nominees Limited	Hong Kong	HK\$2	–	–	100	100	Property investment
Tellink Development Limited	Hong Kong	HK\$100	–	–	100	100	Property investment
Verywell Properties Limited	British Virgin Islands/ Hong Kong	US\$1	–	–	100	100	Property investment

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.1 STATEMENT OF COMPLIANCE AND BASIS OF PREPARATION

(a) Statement of compliance

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. These consolidated financial statements also comply with the applicable disclosure provisions of the Rules Governing the Listing of Securities on the Hong Kong Stock Exchange (the “Listing Rules”).

The HKICPA has issued certain amendments to HKFRSs that are first effective or available for early adoption for the current accounting period of the Group. Note 2.2 provides information on any changes in accounting policies resulting from initial application of these developments to the extent that they are relevant to the Group for the current accounting period reflected in these consolidated financial statements.

(b) Basis of preparation

The measurement basis used in the preparation of the consolidated financial statements is the historical cost basis except for investment properties and certain financial assets which are measured at fair value.

The preparation of consolidated financial statements in conformity with HKFRSs requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making the judgements about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Judgements made by management in the application of HKFRSs that have significant effect on the consolidated financial statements and major sources of estimation uncertainty are discussed in Note 3.

(c) Going concern basis

During the year ended 31 December 2024, the Group incurred a loss for the year of approximately HK\$37,919,000 (2023: HK\$40,816,000), and as of that date, the Group had net current liabilities of approximately HK\$158,051,000 (2023: HK\$155,942,000). In view of such circumstances, the directors of the Company have given careful consideration to the future liquidity of the Group in assessing whether the Group will have sufficient financial resources to continue as a going concern. Having regard to the continuing financial support received from an intermediate holding company of the Group, the directors are of the opinion that the Group is able to meet its financial obligations when they fall due in the foreseeable future. Accordingly, the consolidated financial statements of the Group have been prepared on a going concern basis.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.2 ADOPTION OF NEW OR AMENDED HKFRSS AND CHANGES IN OTHER ACCOUNTING POLICIES

(i) Changes in accounting policies

The Group has applied the following amendments to HKFRSs issued by the HKICPA to these consolidated financial statements for the current accounting period:

- Amendments to HKAS 1, Presentation of financial statements – Classification of liabilities as current or non-current and amendments to HKAS 1, Presentation of financial statements – Non-current liabilities with covenants
- Amendments to HKFRS 16, Leases – Lease liability in a sale and leaseback
- Amendments to HKAS 7, Statement of cash flows and HKFRS 7, Financial instruments: Disclosures – Supplier finance arrangements
- Hong Kong Interpretation 5 (Revised), Presentation of financial statements – Classification by the borrower of a term loan that contains a repayment on demand clause

The adoption of new or amended HKFRSs did not have material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future period.

(ii) Possible impact of amendments, new standards and interpretations issued but not yet effective for the year ended 31 December 2024

Up to the date of issue of these consolidated financial statements, the HKICPA has issued a number of new or amended standards, which are not yet effective for the year ended 31 December 2024 and which have not been adopted in these consolidated financial statements. These developments include the following which may be relevant to the Group.

	Effective for accounting periods beginning on or after
Amendments to HKAS 21, The effects of changes in foreign exchange rates – Lack of exchangeability	1 January 2025
Amendments to HKFRS 9, Financial instruments and HKFRS 7, Financial instruments: Disclosures – Amendments to the classification and measurement of financial instruments	1 January 2026
Annual improvements to HKFRSs – Volume 11	1 January 2026
HKFRS 18, Presentation and disclosure in financial statements	1 January 2027
HKFRS 19, Subsidiaries without public accountability: Disclosures	1 January 2027
Amendments to HK-Int 5, Presentation of financial statements – Classification by the borrower of a term loan that contains a repayment on demand clause	1 January 2027
Amendments to HKFRS 10 and HKAS 28, Sale or contribution of assets between an investor and its associate or joint venture	To be determined

The directors of the Group are in the process of making an assessment of what the impact of these developments is expected to be in the period of initial application. So far it has concluded that the adoption of them is unlikely to have a significant impact on the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION

Subsidiaries

(a) 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 right to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

(i) Business combinations

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.

Acquisition-related costs are expensed as incurred.

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

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

(ii) Changes in ownership interests in subsidiaries without change of control

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

(iii) Disposal of subsidiaries

When the Group ceases to have control, any retained interest in the entity is re-measured to its fair value at the date when control is lost, with the change in carrying amount recognised in profit or loss. The fair value is the initial carrying amount for the purposes of subsequently accounting for the retained interest as a joint venture or financial asset. In addition, any amounts previously recognised in other comprehensive income in respect of that entity are accounted for as if the Group had directly disposed of the related assets or liabilities. It means the amounts previously recognised in other comprehensive income are reclassified to profit or loss or transferred to another category of equity as specified/ permitted by applicable HKFRSs.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Subsidiaries *(continued)*

(b) Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

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

Fair value measurement

The Group measures its investment properties and financial instruments at fair value at the end of each reporting period. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either in the principal market for the asset or liability, or in the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorised within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly

Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by reassessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets and investment properties), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs. In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

An impairment loss is recognised only if the carrying amount of an asset exceeds its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is charged to the consolidated statement of profit or loss in the period in which it arises in those expense categories consistent with the function of the impaired asset.

An assessment is made at the end of each reporting period as to whether there is an indication that previously recognised impairment losses may no longer exist or may have decreased. If such an indication exists, the recoverable amount is estimated. A previously recognised impairment loss of an asset other than goodwill is reversed only if there has been a change in the estimates used to determine the recoverable amount of that asset, but not to an amount higher than the carrying amount that would have been determined (net of any depreciation/amortisation) had no impairment loss been recognised for the asset in prior years. A reversal of such an impairment loss is credited to the consolidated statement of profit or loss in the period in which it arises.

Related parties

A party is considered to be related to the Group if:

- (a) the party is a person or a close member of that person's family and that person
 - (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Group or of a parent of the Group;

or

- (b) the party is an entity where any of the following conditions applies:
 - (i) the entity and the Group are members of the same group;
 - (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
 - (iii) the entity and the Group are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Related parties *(continued)*

- (b) the party is an entity where any of the following conditions applies: *(continued)*
- (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

Expenditure incurred after items of property, plant and equipment have been put into operation, such as repairs and maintenance, is normally charged to the consolidated statement of profit or loss in the period in which it is incurred. In situations where the recognition criteria are satisfied, the expenditure for a major inspection is capitalised in the carrying amount of the asset as a replacement. Where significant parts of property, plant and equipment are required to be replaced at intervals, the Group recognises such parts as individual assets with specific useful lives and depreciates them accordingly.

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. The principal annual rates used for this purpose are as follows:

Buildings	5% or over the lease terms, if shorter
Furniture, fixtures and office equipment	20% – 33 $\frac{1}{3}$ %
Motor vehicles	20% – 25%

Where parts of an item of property, plant and equipment have different useful lives, the cost of that item is allocated on a reasonable basis among the parts and each part is depreciated separately. Residual values, useful lives and the depreciation method are reviewed, and adjusted if appropriate, at least at each financial year end.

An item of property, plant and equipment including any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss on disposal or retirement recognised in the consolidated statement of profit or loss in the year the asset is derecognised is the difference between the net sales proceeds and the carrying amount of the relevant asset.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Investment properties

Investment properties are interests in land and buildings (including the leasehold property held as a right-of-use asset which would otherwise meet the definition of an investment property) held to earn rental income and/or for capital appreciation, rather than for use in the production or supply of goods or services or for administrative purposes; or for sale in the ordinary course of business. Such properties are measured initially at cost, including transaction costs. Subsequent to initial recognition, investment properties are stated at fair value, which reflects market conditions at the end of the reporting period.

Gains or losses arising from changes in the fair values of investment properties are included in the consolidated statement of profit or loss in the year in which they arise.

Any gains or losses on the retirement or disposal of an investment property are recognised in the consolidated statement of profit or loss in the year of the retirement or disposal.

Leases

The Group assesses at contract inception whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Group as a lessee

The Group applies a single recognition and measurement approach for all leases, except for short-term leases and leases of low-value assets. The Group recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses. Right-of-use assets are depreciated on a straight-line basis over the shorter of the lease terms and the estimated useful lives of the assets as follows:

Leasehold land	Over the lease terms
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If ownership of the leased asset transfers to the Group by the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Leases *(continued)*

Group as a lessee (continued)

(b) Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to its short-term leases of office premises (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the recognition exemption for leases of low-value assets to leases of office equipment and laptop computers that are considered to be of low value. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis over the lease term.

Group as a lessor

When the Group acts as a lessor, it classifies at lease inception (or when there is a lease modification) each of its leases as either an operating lease or a finance lease.

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset are classified as operating leases. When a contract contains lease and non-lease components, the Group allocates the consideration in the contract to each component on a relative stand-alone selling price basis. Rental income is accounted for on a straight-line basis over the lease term and is included in revenue in the consolidated statement of profit or loss due to its operating nature. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases that transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee are accounted for as finance leases.

Joint arrangements

The Group has applied HKFRS 11 – Joint Arrangements 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 of each investor. The Group has assessed the nature of its joint arrangement and determined it to be a joint venture. The joint venture is accounted for using the equity method.

Under the equity method of accounting, interest in joint venture is initially recognised at cost and adjusted thereafter to recognise the Group's share of the post-acquisition profits or losses and movements in other comprehensive income. The Group's investment in joint venture includes goodwill identified on acquisition. Upon the acquisition of the ownership interest in a joint venture, any difference between the cost of the joint venture and the Group's share of the net fair value of the joint venture's identifiable assets and liabilities is accounted for as goodwill. When the Group's share of losses in a joint venture equals or exceeds its interests in the joint ventures, including any other unsecured receivables, the Group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the joint venture.

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

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Investments and other financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income, and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flows characteristics and the Group's business model for managing them. With the exception of trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient of not adjusting the effect of a significant financing component, the Group initially measures a financial asset at its fair value plus in the case of a financial asset not at fair value through profit or loss, transaction costs. Trade receivables that do not contain a significant financing component or for which the Group has applied the practical expedient are measured at the transaction price determined under HKFRS 15 in accordance with the policies set out for "Revenue recognition" below.

In order for a financial asset to be classified and measured at amortised cost or fair value through other comprehensive income, it needs to give rise to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows, while financial assets classified and measured at fair value through other comprehensive income are held within a business model with the objective of both holding to collect contractual cash flows and selling. Financial assets which are not held within the aforementioned business models are classified and measured at fair value through profit or loss.

Purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace are recognised on the trade date, that is, the date that the Group commits to purchase or sell the asset.

Subsequent measurement

The subsequent measurement of financial assets depends on their classification as follows:

Financial assets at amortised cost (debt instruments)

Financial assets at amortised cost are subsequently measured using the effective interest method and are subject to impairment. Gains and losses are recognised in the consolidated statement of profit or loss when the asset is derecognised, modified or impaired.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Investments and other financial assets *(continued)*

Financial assets at fair value through profit or loss

Financial assets at fair value through profit or loss are carried in the consolidated statement of financial position at fair value with net changes in fair value recognised in the consolidated statement of profit or loss.

This category includes financial instruments which the Group had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on listed equity investments classified as financial assets at fair value through profit or loss are also recognised as revenue and gains in the consolidated statement of profit or loss when the right of payment has been established.

Derecognition of financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is primarily derecognised (i.e., removed from the Group's consolidated statement of financial position) when:

- the rights to receive cash flows from the asset have expired; or
- the Group has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a "pass-through" arrangement; and either (a) the Group has transferred substantially all the risks and rewards of the asset, or (b) the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Group has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if, and to what extent, it has retained the risk and rewards of ownership of the assets. When it has neither transferred nor retained substantially all the risks and rewards of the asset nor transferred control of the asset, the Group continues to recognise the transferred asset to the extent of the Group's continuing involvement. In that case, the Group also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Group has retained.

Continuing involvement that takes the form of a guarantee over the transferred asset is measured at the lower of the original carrying amount of the asset and the maximum amount of consideration that the Group could be required to repay.

Impairment of financial assets

The Group recognises an allowance for expected credit losses ("ECL") for all debt instruments not held at fair value through profit or loss. ECL are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Group expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Impairment of financial assets *(continued)*

General approach

ECL are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECL are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information.

The Group considers a financial asset in default when contractual payments are 90 days past due. However, in certain cases, the Group may also consider a financial asset to be in default when internal or external information indicates that the Group is unlikely to receive the outstanding contractual amounts in full before taking into account any credit enhancements held by the Group. A financial asset is written off when there is no reasonable expectation of recovering the contractual cash flows.

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECL except for trade receivables which apply the simplified approach as detailed below.

- Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECL
- Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECL
- Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECL

Simplified approach

For trade receivables that do not contain a significant financing component or when the Group applies the practical expedient of not adjusting the effect of a significant financing component, the Group applies the simplified approach in calculating ECL. Under the simplified approach, the Group does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECL at each reporting date. The Group has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Group's financial liabilities include other payables and accruals and amounts due to fellow subsidiaries.

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows:

Financial liabilities at amortised cost (other payables and accruals, and amounts due to fellow subsidiaries)

After initial recognition, other payables and accruals and amounts due to fellow subsidiaries are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the consolidated statement of profit or loss when the liabilities are derecognised as well as through the effective interest rate amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate. The effective interest rate amortisation is included in finance costs in the consolidated statement of profit or loss.

Financial guarantee contracts

Financial guarantee contracts issued by the Group are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. A financial guarantee contract is recognised initially as a liability at its fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequent to initial recognition, the Group measures the financial guarantee contracts at the higher of: (i) the ECL allowance determined in accordance with the policy as set out in "Impairment of financial assets"; and (ii) the amount initially recognised less, when appropriate, the cumulative amount of income recognised.

Derecognition of financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged or cancelled, or expired.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and a recognition of a new liability, and the difference between the respective carrying amounts is recognised in the consolidated statement of profit or loss.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, and short-term highly liquid investments that are readily convertible into known amounts of cash, are subject to an insignificant risk of changes in value, and have a short maturity of generally within three months when acquired, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

For the purpose of the consolidated statement of financial position, cash and cash equivalents comprise cash on hand and at banks, including term deposits, and assets similar in nature to cash, which are not restricted as to use.

Provisions

A provision is recognised when a present obligation (legal or constructive) has arisen as a result of a past event and it is probable that a future outflow of resources will be required to settle the obligation, provided that a reliable estimate can be made of the amount of the obligation.

When the effect of discounting is material, the amount recognised for a provision is the present value at the end of the reporting period of the future expenditures expected to be required to settle the obligation. The increase in the discounted present value amount arising from the passage of time is included in finance costs in the consolidated statement of profit or loss.

Income tax

Income tax comprises current and deferred tax. Income tax relating to items recognised outside profit or loss is recognised outside profit or loss, either in other comprehensive income or directly in equity.

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period, taking into consideration interpretations and practices prevailing in the countries in which the Group operates.

Deferred tax is provided, using the liability method, on all temporary differences at the end of the reporting period between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- when the deferred tax liability arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss; and
- in respect of taxable temporary differences associated with investments in subsidiaries and a joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Income tax *(continued)*

Deferred tax assets are recognised for all deductible temporary differences, and the carryforward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carryforward of unused tax credits and unused tax losses can be utilised, except:

- when the deferred tax asset relating to the deductible temporary differences arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences; and
- in respect of deductible temporary differences associated with investments in subsidiaries and a joint venture, deferred tax assets are only recognised to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are reassessed at the end of each reporting period and are recognised to the extent that it has become probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax assets and deferred tax liabilities are offset if and only if the Group has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and liabilities relate to income tax levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Government grants

Government grants are recognised at their fair value where there is reasonable assurance that the grant will be received and all attaching conditions will be complied with. When the grant relates to an expense item, it is recognised as income on a systematic basis over the periods that the costs, for which it is intended to compensate, are expensed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Revenue recognition

Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of goods or services is transferred to the customers at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services.

When the consideration in a contract includes a variable amount, the amount of consideration is estimated to which the Group will be entitled in exchange for transferring the goods or services to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal in the amount of cumulative revenue recognised will not occur when the associated uncertainty with the variable consideration is subsequently resolved.

When the contract contains a financing component which provides the customer a significant benefit of financing the transfer of goods or services to the customer for more than one year, revenue is measured at the present value of the amount receivable, discounted using the discount rate that would be reflected in a separate financing transaction between the Group and the customer at contract inception. When the contract contains a financing component which provides the Group with a significant financial benefit for more than one year, revenue recognised under the contract includes the interest expense accreted on the contract liability under the effective interest method. For a contract where the period between the payment by the customer and the transfer of the promised goods or services is one year or less, the transaction price is not adjusted for the effects of a significant financing component, using the practical expedient in HKFRS 15.

Revenue from other sources

Rental income is recognised on a time proportion basis over the lease terms. Variable lease payments that do not depend on an index or a rate are recognised as income in the accounting period in which they are incurred.

Interest income is recognised on an accrual basis using the effective interest method by applying the rate that exactly discounts the estimated future cash receipts over the expected life of the financial instrument or a shorter period, when appropriate, to the net carrying amount of the financial asset.

Dividend income is recognised when the shareholders' right to receive payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Group and the amount of the dividend can be measured reliably.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services in exchange for equity instruments ("equity-settled transactions"). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted. The fair value is determined using an appropriate option pricing model.

The cost of equity-settled transactions is recognised in employee benefit expense, together with a corresponding increase in equity, over the period in which the performance and/or service conditions are fulfilled. The cumulative expense recognised for equity-settled transactions at the end of each reporting period until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The charge or credit to the consolidated statement of profit or loss for a period represents the movement in the cumulative expense recognised as at the beginning and end of that period.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

For awards that do not ultimately vest because non-market performance and/or service conditions have not been met, no expense is recognised. Where awards include a market or non-vesting condition, the transactions are treated as vesting irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

Where the terms of an equity-settled award are modified, as a minimum an expense is recognised as if the terms had not been modified, if the original terms of the award are met. In addition, an expense is recognised for any modification that increases the total fair value of the share-based payments, or is otherwise beneficial to the employee as measured at the date of modification.

Where an equity-settled award is cancelled, it is treated as if it had vested on the date of cancellation, and any expense not yet recognised for the award is recognised immediately. This includes any award where non-vesting conditions within the control of either the Group or the employee are not met. However, if a new award is substituted for the cancelled award, and is designated as a replacement award on the date that it is granted, the cancelled and new awards are treated as if they were a modification of the original award, as described in the previous paragraph.

The dilutive effect of outstanding options, if any, is reflected as additional share dilution in the computation of diluted earnings per share.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Employee benefits

(a) Pension obligation

The Group operates defined contribution plan. The schemes are generally funded through payments to insurance companies or trustee-administered funds.

A defined contribution plan is a pension plan under which the Group pays fixed contributions. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

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.

(b) Termination benefits

Termination benefits are payable when employment is terminated by the Group before the normal retirement date, or whenever an employee accepts voluntary redundancy in exchange for these benefits. The Group recognises termination benefits when it is demonstrably committed to a termination when the entity has a detailed formal plan to terminate the employment of current employees without possibility of withdrawal. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. Benefits falling due more than 12 months after the end of the reporting period are discounted to their present value.

(c) Bonus plans

The Group recognises a liability and an expense for bonus. The Group recognises a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

(d) Employee leave entitlements

Employee entitlements to annual leave are recognised when they accrue to employees. A provision is made for the estimated liability for annual leave as a result of services rendered by employees up to the reporting date. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave.

(e) Long service payments

The Group's net obligation in respect of long service payments to its employees upon termination of their employment or retirement when the employees fulfil certain circumstances under the Hong Kong Employment Ordinance is the amount of future benefit that employees have earned in return for their service in the current and prior periods.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, i.e., assets that necessarily take a substantial period of time to get ready for their intended use or sale, are capitalised as part of the cost of those assets. The capitalisation of such borrowing costs ceases when the assets are substantially ready for their intended use or sale. All other borrowing costs are expensed in the period in which they are incurred.

Dividends

Interim dividends are simultaneously proposed and declared, because the Company's memorandum and articles of association grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the Note 11 to the consolidated financial statements.

Foreign currencies

These financial statements are presented in Hong Kong dollars, which is the Company's functional currency. Each entity in the Group determines its own functional currency and items included in the financial statements of each entity are measured using that functional currency. Foreign currency transactions recorded by the entities in the Group are initially recorded using their respective functional currency rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rates of exchange ruling at the end of the reporting period. Differences arising on settlement or translation of monetary items are recognised in the consolidated statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was measured. The gain or loss arising on translation of a non-monetary item measured at fair value is treated in line with the recognition of the gain or loss on change in fair value of the item (i.e., translation difference on the item whose fair value gain or loss is recognised in other comprehensive income or profit or loss is also recognised in other comprehensive income or profit or loss, respectively).

In determining the exchange rate on initial recognition of the related asset, expense or income on the derecognition of a non-monetary asset or non-monetary liability relating to an advance consideration, the date of initial transaction is the date on which the Group initially recognises the non-monetary asset or non-monetary liability arising from the advance consideration. If there are multiple payments or receipts in advance, the Group determines the transaction date for each payment or receipt of the advance consideration.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

2.3 MATERIAL ACCOUNTING POLICIES INFORMATION *(continued)*

Foreign currencies *(continued)*

The functional currencies of certain overseas subsidiaries and a joint venture are currencies other than the Hong Kong dollar. As at the end of the reporting period, the assets and liabilities of these entities are translated into Hong Kong dollars at the exchange rates prevailing at the end of the reporting period and their statements of profit or loss are translated into Hong Kong dollars at the exchange rates that approximate to those prevailing at the dates of the transactions.

The resulting exchange differences are recognised in other comprehensive income and accumulated in the exchange fluctuation reserve, except to the extent that the differences are attributable to non-controlling interests. On disposal of a foreign operation, the accumulative amount in the reserve relating to that particular foreign operation is recognised in the consolidated statement of profit or loss.

For the purpose of the consolidated statement of cash flows, the cash flows of overseas subsidiaries are translated into Hong Kong dollars at the exchange rates ruling at the dates of the cash flows. Frequently recurring cash flows of overseas subsidiaries which arise throughout the year are translated into Hong Kong dollars at the weighted average exchange rates for the year.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

The preparation of the Group's consolidated financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and their accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that could require a material adjustment to the carrying amounts of the assets or liabilities affected in the future.

Judgements

In the process of applying the Group's accounting policies, management has made the following judgements, apart from those involving estimations, which have the most significant effect on the amounts recognised in the consolidated financial statements:

Property lease classification – Group as lessor

The Group has entered into commercial property leases on its investment property portfolio. The Group has determined, based on an evaluation of the terms and conditions of the arrangements, such as the lease term not constituting a major part of the economic life of the commercial property and the present value of the minimum lease payments not amounting to substantially all the fair value of the commercial property, that it retains all the significant risks and rewards of ownership of these properties which are leased out and accounts for the contracts as operating leases.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES *(continued)*

Judgements *(continued)*

Deferred taxation on investment properties

For the purposes of measuring deferred tax liabilities arising from investment properties that are measured using the fair value model, management has reviewed the Group's investment property portfolios and concluded that the certain of the Group's investment properties situated in Hong Kong and the People's Republic of China ("PRC") are not held under a business model whose objective is to consume substantially all of the economic benefits embodied in the investment properties over time rather than through sale. Therefore, the presumption that the carrying amounts of investment properties are recovered entirely through sale is not rebutted. However, the Group has not recognised any deferred taxes on changes in fair value of these investment properties located in Hong Kong as the Group is not subject to any income tax on disposal of these investment properties whereas the Group has recognised the deferred taxes on changes in fair value of these investment properties located in the PRC according to the relevant tax rules.

Estimation uncertainty

The key assumptions concerning the future and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below.

Estimation of fair value of investment properties

As described in Note 15 to the consolidated financial statements, the investment properties were revalued at the end of the reporting period based on the appraised market value provided by an independent professional valuer. Such valuations were based on certain assumptions, which are subject to uncertainty and might materially differ from the actual results. In making the estimation, the Group considers information from current prices in an active market for similar properties and uses assumptions that are mainly based on market conditions existing at the end of each reporting period.

Impairment of receivables

The Group estimates the amount of loss allowance for trade receivables, deposits and other receivables, and amount due from investment accounted for using the equity method by assessing the ECL. The ECL for trade receivables, deposits and other receivables, and amount due from investment accounted for using the equity method are based on assumptions about risk of default and expected loss rates. The Group makes these assumptions and selects the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period. The information about the ECL on the Group's trade receivables, deposits and other receivables, and amount due from investment accounted for using the equity method is disclosed in Notes 18, 19 and 33 to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Income taxes and deferred taxation

Significant judgement is required in determining the provision for income tax. There are many transactions and calculations for which the ultimate determination is uncertain during the ordinary course of business. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers to be probable that future taxable profit will be available against which the temporary differences or tax losses can be recognised. The outcome of their actual recognition may be different.

4. OPERATING SEGMENT INFORMATION

For management purposes, the Group has only one (2023: one) reportable operating segment which is the property investment segment that mainly comprises rental income from investment properties and therefore no further discrete financial information nor analysis of this single segment is presented.

Geographical information

(a) Revenue from external customers

	2024 HK\$'000	2023 HK\$'000
Hong Kong	25,383	23,390
Mainland China	—	47
	<u>25,383</u>	<u>23,437</u>

The revenue information of operations above is based on the locations of the customers. No single external customer accounted for 10% or more of the total revenue for the years ended 31 December 2024 and 2023.

(b)

	Hong Kong		Mainland China		Total	
	2024	2023	2024	2023	2024	2023
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
Non-current assets	<u>1,589,154</u>	<u>1,631,871</u>	<u>22,423</u>	<u>22,331</u>	<u>1,611,577</u>	<u>1,654,202</u>

The non-current assets information above is based on the locations of assets and excludes club debenture and investment accounted for using the equity method.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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5. REVENUE, OTHER INCOME AND GAINS

	2024 HK\$'000	2023 HK\$'000
<i>Revenue from other sources</i>		
Rental income from property letting under fixed lease payments	25,383	23,437
Other income and gains		
Interest income on bank deposits	109	981
Interest income from amount due from investment accounted for using the equity method	379	—
Others	328	263
	816	1,244

6. LOSS BEFORE TAX

The Group's loss before tax is arrived at after charging/(crediting):

	2024 HK\$'000	2023 HK\$'000
Auditor's remuneration – audit services	380	380
Depreciation of property, plant and equipment	6	5
Depreciation of right-of-use assets	9	8
Expense relating to short-term leases not included in the measurement of lease liabilities	900	900
Direct operating expenses (including repairs and maintenance) arising on rental-earning investment properties	6,003	5,196
Foreign exchange differences, net	(392)	2
Employee benefit expense (including directors' and chief executive's remuneration):		
Salaries, wages and other benefits	2,405	2,476
Pension scheme contributions (defined contribution scheme) (Note (i))	100	99
Total staff costs	2,505	2,575

Note:

- (i) At 31 December 2024, the Group had no forfeited contributions available to reduce its contributions to the pension scheme in future years (2023: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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7. FINANCE COSTS

	2024 HK\$'000	2023 HK\$'000
Interest on bank loans	1,050	7,627
Interest on loan from a fellow subsidiary	6,353	—
	<u>7,403</u>	<u>7,627</u>

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

Directors' and chief executive's remuneration for the year, disclosed pursuant to the Listing Rules, section 383(1)(a), (b), (c) and (f) of the Hong Kong Companies Ordinance and Part 2 of the Companies (Disclosure of Information about Benefits of Directors) Regulation, is as follows:

	2024 HK\$'000	2023 HK\$'000
Fees	<u>263</u>	<u>252</u>
Other emoluments:		
Salaries, allowances and other benefits	—	—
Pension scheme contributions	—	—
	<u>—</u>	<u>—</u>
	<u>263</u>	<u>252</u>

(a) Independent non-executive directors

The fees paid to the independent non-executive directors during the years were as follows:

	2024 HK\$'000	2023 HK\$'000
Mr. Tsui Ka Wah	85	84
Mr. Lo Mun Lam, Raymond	85	84
Mr. Lo Kam Cheung, Patrick	85	84
Mr. Ng Sing Yip (<i>Appointed on 19 December 2024</i>)	8	—
	<u>263</u>	<u>252</u>

The independent non-executive directors' emoluments shown above were for their services as directors of the Company.

There were no other emoluments payable to the independent non-executive directors during the year (2023: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

8. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION (continued)

(b) Executive directors and the chief executive

	Fees HK\$'000	Salaries, allowances and other benefits HK\$'000	Pension scheme contributions HK\$'000	Total remuneration HK\$'000
2024				
Executive directors:				
Mr. Lau Chi Yung, Kenneth	—	—	—	—
Mr. Lau Michael Kei Chi (Chief executive)	—	—	—	—
Ms. Leung Wei San Saskia (Appointed on 19 December 2024)	—	—	—	—
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
2023				
Executive directors:				
Mr. Lau Chi Yung, Kenneth	—	—	—	—
Mr. Lau Michael Kei Chi (Chief executive)	—	—	—	—
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>
	<u>—</u>	<u>—</u>	<u>—</u>	<u>—</u>

The executive directors' emoluments shown above were for their services in connection with the management of the affairs of the Company and the Group.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year (2023: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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9. FIVE HIGHEST PAID EMPLOYEES

During the year, there is no director and chief executive (2023: Nil) are included in five highest paid employees, details of whose remuneration are set out in Note 8 above. Details of the remuneration for the year of the five (2023: five) highest paid employees who are neither a director nor chief executive of the Company are as follows:

	2024 HK\$'000	2023 HK\$'000
Salaries, allowances and other benefits	1,476	1,557
Pension scheme contributions	68	72
	<u>1,544</u>	<u>1,629</u>

The number of non-director and non-chief executive highest paid employees whose remuneration fell within the following band is as follows:

	Number of employees 2024	2023
Nil to HK\$1,000,000	<u>5</u>	<u>5</u>

10. INCOME TAX EXPENSE

The provision for Hong Kong Profits Tax for 2024 is calculated at 16.5% (2023: 16.5%) of the estimated assessable profits for the year, except for one subsidiary of the Group which is a qualifying corporation under the two-tiered profits tax rates regime. For this subsidiary, the first HK\$2 million of assessable profits are taxed at 8.25% (2023: 8.25%) and the remaining assessable profits are taxed at 16.5% (2023: 16.5%) in 2024.

Taxes on profits assessable in Mainland China have been calculated at the rate of tax prevailing in Mainland China, in which the Group operates. Pursuant to the relevant PRC tax laws and regulations, a non-resident enterprise is generally subject to a 10% Enterprise Income Tax on PRC-sourced income if such non-resident enterprise does not have an establishment or place in the PRC. The Group's subsidiaries incorporated in Hong Kong and engaged in the property investment in the PRC do not have an establishment or place in the PRC. As a result, those subsidiaries are subject to a 10% Enterprise Income Tax on PRC-sourced income.

Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the jurisdictions in which the Group operates.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

10. INCOME TAX EXPENSE (continued)

	2024 HK\$'000	2023 HK\$'000
Current tax – Hong Kong		
Charge for the year	1,978	1,538
Over-provision in prior years	(601)	–
	<u>1,377</u>	<u>1,538</u>
Current tax – Mainland China		
Charge for the year	–	504
Deferred tax (Note 25)	<u>1,103</u>	<u>706</u>
Total tax charge for the year	<u><u>2,480</u></u>	<u><u>2,748</u></u>

A reconciliation of the tax expense applicable to (loss)/profit before tax at the applicable rates for the countries (or jurisdictions) in which the Company and the majority of its subsidiaries are determined to the tax expenses at the effective tax rate is as follows:

2024	Hong Kong HK\$'000	Mainland China HK\$'000	Malaysia HK\$'000	Total HK\$'000
(Loss)/profit before tax	<u>(34,965)</u>	<u>100</u>	<u>(574)</u>	<u>(35,439)</u>
Tax at the applicable tax rate	(5,769)	25	(138)	(5,882)
Income not subject to tax	(80)	(25)	–	(105)
Expenses not deductible for tax	8,276	–	138	8,414
Tax effect of temporary differences not recognised	287	–	–	287
Tax losses utilised from previous periods	(107)	–	–	(107)
Tax losses not recognised	474	–	–	474
Over-provision in prior years	<u>(601)</u>	<u>–</u>	<u>–</u>	<u>(601)</u>
Tax charge at the Group's effective rate	<u><u>2,480</u></u>	<u><u>–</u></u>	<u><u>–</u></u>	<u><u>2,480</u></u>
2023		Hong Kong HK\$'000	Mainland China HK\$'000	Total HK\$'000
Loss before tax		<u>(37,687)</u>	<u>(381)</u>	<u>(38,068)</u>
Tax at the applicable tax rate		(6,219)	(95)	(6,314)
Income not subject to tax		(1,338)	–	(1,338)
Expenses not deductible for tax		9,708	599	10,307
Tax effect of temporary differences not recognised		(441)	–	(441)
Tax losses utilised from previous periods		(64)	–	(64)
Tax losses not recognised		708	–	708
Effect of PRC land appreciation tax		–	(110)	(110)
Tax charge at the Group's effective rate		<u><u>2,354</u></u>	<u><u>394</u></u>	<u><u>2,748</u></u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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11. DIVIDENDS

	2024 HK\$'000	2023 HK\$'000
Interim dividend – HK0.8 cent per ordinary share of par value HK\$0.1 each (2023: HK0.8 cent per ordinary share of par value HK\$0.1 each)	3,105	3,105
Proposed final dividend – HK0.6 cent per ordinary share of par value HK\$0.1 each (2023: HK1.2 cents per ordinary share of par value HK\$0.1 each)	2,329	4,658
	<u>5,434</u>	<u>7,763</u>

Subject to shareholders' approval at the forthcoming annual general meeting of the Company to be held on 28 May 2025, dividend warrants will be posted on or about 26 June 2025 to shareholders whose names appear on the register of members of the Company on 5 June 2025.

12. LOSS PER SHARE

The calculation of the basic loss per share amounts is based on the loss for the year attributable to ordinary equity holders of the Company of approximately HK\$37,919,000 (2023: HK\$40,816,000), and the weighted average number of ordinary shares of 388,183,600 (2023: 388,183,600 shares) in issue for the year.

The diluted loss per share is equal to the basic loss per share as there is no potential dilutive ordinary shares in issue for the years ended 31 December 2024 and 2023.

13. PROPERTY, PLANT AND EQUIPMENT

	Buildings HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
31 December 2024				
At 1 January 2024:				
Cost	748	42	5,430	6,220
Accumulated depreciation	(748)	(23)	(5,398)	(6,169)
Net carrying amount	<u>–</u>	<u>19</u>	<u>32</u>	<u>51</u>
At 1 January 2024, net of accumulated depreciation	–	19	32	51
Depreciation provided during the year	–	(6)	–	(6)
At 31 December 2024, net of accumulated depreciation	<u>–</u>	<u>13</u>	<u>32</u>	<u>45</u>
At 31 December 2024:				
Cost	748	42	5,430	6,220
Accumulated depreciation	(748)	(29)	(5,398)	(6,175)
Net carrying amount	<u>–</u>	<u>13</u>	<u>32</u>	<u>45</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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13. PROPERTY, PLANT AND EQUIPMENT (continued)

	Buildings HK\$'000	Furniture, fixtures and office equipment HK\$'000	Motor vehicles HK\$'000	Total HK\$'000
31 December 2023				
At 1 January 2023:				
Cost	748	32	5,430	6,210
Accumulated depreciation	(748)	(18)	(5,398)	(6,164)
Net carrying amount	<u>–</u>	<u>14</u>	<u>32</u>	<u>46</u>
At 1 January 2023, net of accumulated depreciation	–	14	32	46
Additions	–	10	–	10
Depreciation provided during the year	–	(5)	–	(5)
At 31 December 2023, net of accumulated depreciation	<u>–</u>	<u>19</u>	<u>32</u>	<u>51</u>
At 31 December 2023:				
Cost	748	42	5,430	6,220
Accumulated depreciation	(748)	(23)	(5,398)	(6,169)
Net carrying amount	<u>–</u>	<u>19</u>	<u>32</u>	<u>51</u>

14. LEASES

The Group as a lessee

(a) Right-of-use assets

The carrying amounts of the Group's right-of-use assets and the movements during the year are as follows:

	Leasehold land HK\$'000
As at 1 January 2023	339
Depreciation charge	(8)
As at 31 December 2023 and 1 January 2024	<u>331</u>
Depreciation charge	(9)
As at 31 December 2024	<u>322</u>

Lump sum payments were made upfront to acquire the leased land from the owners with lease periods of 36 years (2023: 37 years), and no ongoing payments will be made under the terms of these land leases.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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14. LEASES (continued)

The Group as a lessee (continued)

(b) The amounts recognised in profit or loss in relation to leases are as follows:

	2024 HK\$'000	2023 HK\$'000
Depreciation charge of right-of-use assets	9	8
Expense relating to short-term leases	<u>900</u>	<u>900</u>
Total amounts recognised in profit or loss	<u><u>909</u></u>	<u><u>908</u></u>

The Group regularly entered into short-term leases for office premise. The Group does not recognise right-of-use assets and lease liabilities in regard of these short-term leases. The Group recognises the lease payments associated with those leases as an expense on a straight-line basis over the lease terms. There is no renewal options and variable lease payments included in the lease agreement.

For the year ended 31 December 2024, total cash outflow for leases amounts to approximately HK\$900,000 (2023: HK\$900,000).

The Group as a lessor

The Group leases its investment properties (*Note 15*) under operating lease arrangements. The terms of the leases generally require the tenants to pay security deposits and provide for periodic rent adjustments according to the then prevailing market conditions. Rental income recognised by the Group during the year was approximately HK\$25,383,000 (2023: HK\$23,437,000), details of which are included in Note 5 to the consolidated financial statements.

At 31 December 2024 and 2023, the undiscounted lease payments receivable by the Group in the future periods under non-cancellable operating leases with its tenants are as follows:

	2024 HK\$'000	2023 HK\$'000
Within one year	17,502	20,598
After one year but within two years	6,356	9,558
After two years but within three years	<u>609</u>	<u>1,673</u>
	<u><u>24,467</u></u>	<u><u>31,829</u></u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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15. INVESTMENT PROPERTIES

	2024 HK\$'000	2023 HK\$'000
Fair value		
Carrying amount at 1 January	1,653,820	1,698,420
Net loss from fair value adjustments	<u>(42,610)</u>	<u>(44,600)</u>
Carrying amount at 31 December	<u><u>1,611,210</u></u>	<u><u>1,653,820</u></u>

The directors of the Company have determined that the investment properties consist of four classes of asset, i.e., car parking spaces, commercial properties, residential properties and industrial properties, based on the nature, characteristics and risk of each property.

The fair value of the Group's investment properties situated in Hong Kong and the PRC at 31 December 2024 and 2023 had been arrived at based on a valuation carried out by Ravia Global Appraisal Advisory Limited, the independent professional qualified valuer not connected to the Group.

The fair value of the Group's investment properties were revalued by Ravia Global Appraisal Advisory Limited on 31 December 2024 and 2023. The valuation was determined using the direct comparison method by making reference to comparable market observable transactions of similar properties and adjusted to reflect the conditions and locations of the subject properties. There has been no change from the valuation techniques used in the prior year.

The key input was the market price per square feet or per car parking space. The valuation takes into account the characteristics which include the location, size, shape, view, floor level, year of completion and other factors collectively, to arrive at the market price.

Management reviews the valuation performed by the independent valuer for financial reporting purposes on a yearly basis. The review includes verification of all major inputs to the valuation, assessing property valuation movements and discussions with the independent valuer. Management considers that the current use of investment properties equates the highest and best use.

The investment properties are leased to third parties under operating leases, further summary details of which are included in Note 14 to the consolidated financial statements.

At 31 December 2023, the Group's investment properties with a carrying value of approximately HK\$598,000,000 were pledged to secure general banking facilities granted to the Group (*Note 23*).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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15. INVESTMENT PROPERTIES (continued)

Fair value hierarchy

The following table illustrates the fair value measurement hierarchy of the Group's investment properties:

	Fair value measurement as at 31 December using			Total HK\$'000
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	
Recurring fair value measurement for:				
2024				
Car parking spaces	—	—	55,200	55,200
Commercial properties	—	—	823,900	823,900
Residential properties	—	—	193,200	193,200
Industrial properties	—	—	538,910	538,910
	<u>—</u>	<u>—</u>	<u>1,611,210</u>	<u>1,611,210</u>
2023				
Car parking spaces	—	—	55,800	55,800
Commercial properties	—	—	849,000	849,000
Residential properties	—	—	204,200	204,200
Industrial properties	—	—	544,820	544,820
	<u>—</u>	<u>—</u>	<u>1,653,820</u>	<u>1,653,820</u>

During the year ended 31 December 2024, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2023: Nil).

Reconciliation of fair value measurements categorised within Level 3 of the fair value hierarchy:

	Car parking spaces HK\$'000	Commercial properties HK\$'000	Residential properties HK\$'000	Industrial properties HK\$'000	Total HK\$'000
Carrying amount at 1 January 2023	51,000	900,000	202,600	544,820	1,698,420
Fair value changes on investment properties	<u>4,800</u>	<u>(51,000)</u>	<u>1,600</u>	<u>—</u>	<u>(44,600)</u>
Carrying amount at 31 December 2023 and 1 January 2024	55,800	849,000	204,200	544,820	1,653,820
Fair value changes on investment properties	<u>(600)</u>	<u>(25,100)</u>	<u>(11,000)</u>	<u>(5,910)</u>	<u>(42,610)</u>
Carrying amount at 31 December 2024	<u>55,200</u>	<u>823,900</u>	<u>193,200</u>	<u>538,910</u>	<u>1,611,210</u>

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15. INVESTMENT PROPERTIES (continued)

The following table gives information about how the fair values of these investment properties are determined (in particular, the valuation technique and inputs used):

Investment properties	Valuation technique	Significant unobservable input(s)	Relationship of unobservable inputs to fair value
Car parking spaces 2024: HK\$55,200,000 2023: HK\$55,800,000	Direct comparison	<p>Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property.</p> <p>Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, ranging from 0% – 2.02% (2023: 0% – 1.70%).</p>	<p>A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.</p> <p>A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa.</p>
Commercial properties 2024: HK\$823,900,000 2023: HK\$849,000,000	Direct comparison	<p>Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property, which ranged from HK\$9,852 to HK\$12,902 per square foot (“sqft”) (2023: HK\$10,945 to HK\$12,902 per sqft).</p> <p>Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, ranging from 0% – 1.89% (2023: 0% – 1.94%).</p>	<p>A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.</p> <p>A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa.</p>
Residential properties 2024: HK\$193,200,000 2023: HK\$204,200,000	Direct comparison	<p>Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property, which ranged from HK\$6,983 to HK\$21,375 per sqft (2023: HK\$7,147 to HK\$22,908 per sqft).</p> <p>Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, ranging from 1.14% – 3.32% (2023: 0% – 2.75%).</p>	<p>A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.</p> <p>A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa.</p>
Industrial properties 2024: HK\$538,910,000 2023: HK\$544,820,000	Direct comparison	<p>Market unit rate, taking into account the recent transaction prices for similar properties adjusted for nature, location and conditions of the property, which ranged from HK\$5,929 to HK\$5,943 per sqft (2023: HK\$6,000 to HK\$6,004 per sqft).</p> <p>Capitalisation rate, taking into account the capitalisation of rental income potential, nature of the property, and prevailing market condition, ranging from 0% – 2.34% (2023: 0% – 2.31%).</p>	<p>A significant increase in the market unit rate used would result in a significant increase in fair value, and vice versa.</p> <p>A slight increase in the capitalisation rate used would result in a significant decrease in fair value, and vice versa.</p>

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16. INVESTMENT ACCOUNTED FOR USING THE EQUITY METHOD

Set out below is a joint venture of the Group as at 31 December 2024. The entity listed below has share capital consisting solely of ordinary shares, which are held directly by the Group.

Details of the principal investment in a joint venture as at 31 December 2024 and 2023 are as follows:

Name of entity	Place of business/ country establishment/ incorporation	Percentage of ownership interest		Nature of the relationship	Measurement method	Carrying amount	
		2024	2023			2024 HK\$'000	2023 HK\$'000
Torus Development Sdn. Bhd. ("Torus")	Malaysia	49%	–	Joint venture (Note i)	Equity method	–*	–
Total investment accounted for using the equity method						–*	–

Torus is a private entity with no quoted price available.

Note:

- (i) Torus is principally engaged in property investment in Malaysia and is owned as to 49% by Rich Return Development Sdn. Bhd. ("Rich Return", an indirect wholly-owned subsidiary of the Company). As at 31 December 2024, Rich Return has contributed capital, aggregated to RM122,000, equivalent to approximately HK\$213,000 (2023: Nil).

The movements of investment in a joint venture are as follows:

	2024 HK\$'000	2023 HK\$'000
At the beginning of year	–	–
Share of result of investment accounted for using the equity method	(210)	–
Investment in Torus	213	–
Exchange realignment	(3)	–
At the end of year	–*	–

The following table illustrates the aggregate financial information of the Group's joint venture:

	2024 HK\$'000	2023 HK\$'000
Share of result of investment accounted for using the equity method	(210)	–
Aggregate carrying amount of the Group's investments in the joint venture	–*	–

* Less than HK\$1,000

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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17. AMOUNT DUE FROM INVESTMENT ACCOUNTED FOR USING THE EQUITY METHOD

As at 31 December 2024, amount due from investment accounted for using the equity method is unsecured, interest-bearing at average lending rate of Bank Negara Malaysia and repayable on demand.

18. TRADE RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Trade receivables	<u>371</u>	<u>224</u>

Trade receivables mainly consist of rental receivables, the tenants are usually required to settle the rental payments on the first day of the rental period, and are required to pay rental deposits with amount ranging from two to three months' rentals in order to secure any default in their rental payments. The Group does not hold any other collateral or other credit enhancements over its trade receivables balances.

An ageing analysis of the trade receivables as at the end of the reporting period, based on the invoice dates and net of loss allowance, is as follows:

	2024 HK\$'000	2023 HK\$'000
Within 1 month	290	202
1 to 2 months	37	18
2 to 3 months	—	—
3 to 12 months	44	3
Over 1 year	—	1
	<u>371</u>	<u>224</u>

At 31 December 2024 and 2023, the allowance for credit loss represents lifetime ECL recognised for trade receivables under simplified approach. Details of impairment assessment of trade receivables for the years ended 31 December 2024 and 2023 are set out in Note 33 to the consolidated financial statements. No loss allowance on trade receivables is recognised as at 31 December 2024 (2023: Nil).

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

	2024 HK\$'000	2023 HK\$'000
Deposits	896	909
Prepayments	492	466
Other receivables	<u>48</u>	<u>131</u>
	<u>1,436</u>	<u>1,506</u>

As at 31 December 2024 and 2023, the allowance for credit loss represents a 12-month ECL recognised for deposits and other receivables under general approach. Details of impairment assessment of deposits and other receivables for the year ended 31 December 2024 and 2023 are set out in Note 33 to the consolidated financial statements. No loss allowance on deposits and other receivables is recognised as at 31 December 2024 (2023: Nil).

None of the above assets is either past due or impaired. The financial assets included in the above balances relate to other receivables for which there was no recent history of default.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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20. EQUITY INVESTMENTS AT FAIR VALUE THROUGH PROFIT OR LOSS

	2024 HK\$'000	2023 HK\$'000
Listed equity investments, at fair value	<u>35</u>	<u>53</u>

The above listed equity investments at 31 December 2024 and 2023 were classified as equity investments at fair value through profit or loss as they were held for trading.

21. CASH AND CASH EQUIVALENTS

	2024 HK\$'000	2023 HK\$'000
Cash and bank balances	8,167	8,017
Time deposits with original maturity of less than three months	<u>—</u>	<u>150,975</u>
Cash and cash equivalents	<u>8,167</u>	<u>158,992</u>

Cash at banks earns interest at floating rates based on daily bank deposits rates. Short term time deposits are made for varying periods of between one day and three months depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and time deposits are deposited with creditworthy banks with no recent history of default.

22. OTHER PAYABLES AND ACCRUALS

	2024 HK\$'000	2023 HK\$'000
Accruals	911	846
Other payables	6,178	7,660
Rental deposits received	<u>8,163</u>	<u>8,022</u>
	<u>15,252</u>	<u>16,528</u>

Other payables are non-interest-bearing and repayable on demand.

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23. INTEREST-BEARING BANK BORROWINGS

	2023		HK\$'000
	Contractual interest rate (%)	Maturity	
Current liabilities			
Secured bank loans denominated in Hong Kong dollars	HIBOR + 0.95%	2026 or on demand	144,000

The scheduled principal repayment dates of the Group with reference to the loan agreements and ignore the effect of any repayment on-demand clause are as follows:

	2023 HK\$'000
Analysed into:	
Interest-bearing bank borrowings repayable:	
Within one year	3,000
In the second year	3,000
In the third to fifth years, inclusive	138,000
	144,000

The Group's bank loans are secured by:

- (i) mortgages over the Group's certain investment properties situated in Hong Kong, which had an aggregate carrying value of approximately HK\$598,000,000 as at 31 December 2023; and
- (ii) the Company has guaranteed the Group's bank loans up to HK\$280,000,000 as at 31 December 2023.

Interest-bearing bank borrowings are denominated in Hong Kong dollars as at 31 December 2023.

24. AMOUNTS DUE TO FELLOW SUBSIDIARIES

As of 31 December 2024, the Group has an outstanding balance due to its fellow subsidiaries amounting to approximately HK\$164,844,000 (2023: HK\$150,701,000), including HK\$144,000,000 (2023: Nil) are unsecured, interest-bearing at HIBOR plus 1.05% and repayable within one year. The remaining balances are unsecured, interest-free, and repayable on demand.

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25. DEFERRED TAX LIABILITIES

The movements in deferred tax liabilities during the year are as follows:

	Depreciation allowance in excess of related depreciation HK\$'000	Revaluation of properties HK\$'000	Total HK\$'000
At 1 January 2023	21,760	4,486	26,246
Deferred tax charged/(credited) to the consolidated statement of profit or loss during the year (<i>Note 10</i>)	816	(110)	706
Exchange realignment	—	(73)	(73)
At 31 December 2023 and 1 January 2024	22,576	4,303	26,879
Deferred tax charged to the consolidated statement of profit or loss during the year (<i>Note 10</i>)	814	289	1,103
Exchange realignment	—	(145)	(145)
At 31 December 2024	23,390	4,447	27,837

The Group has tax losses arising in Hong Kong of approximately HK\$125,035,000 (2023: HK\$122,806,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets have not been recognised in respect of these losses as they have arisen in subsidiaries that have been loss-making for some time and it is not considered probable that taxable profits will be available against which the tax losses can be utilised.

26. SHARE CAPITAL AND RESERVES

Shares

	2024 HK\$'000	2023 HK\$'000
Authorised: 2,000,000,000 ordinary shares of par value HK\$0.1 each	200,000	200,000
Issued and fully paid: 388,183,600 ordinary shares of par value HK\$0.1 each	38,818	38,818

Reserves

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity.

Share options

Details of the Company's share option scheme (the "Scheme") and the share options issued under the Scheme are included in Note 27 to the consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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27. SHARE OPTION SCHEME

The Scheme was adopted pursuant to a resolution passed on 25 May 2023 as to provide incentives and rewards to eligible participants who contribute to the success of the business of the Group.

Under the Scheme, the directors of the Company may at their absolute discretion and subject to the terms of the Scheme, grant options to any employees (full-time or part-time), directors, shareholders, advisers, consultants or service providers of the Group, to subscribe for shares of the Company. The eligibility of any participants to the grant of any options shall be determined by the directors from time to time on the basis of the directors' opinion as to their contribution to the development and growth of the Group.

The maximum number of unexercised share options currently permitted to be granted under the Scheme is an amount equivalent, upon their exercise, to 10% of the shares of the Company in issue at any time.

The maximum number of shares issuable under share options to each eligible participant in the Scheme within any 12-month period is limited to 1% of the shares of the Company in issue at any time. Any further grant of share options in excess of this limit is subject to shareholders' approval in a general meeting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the grantee). Where any share options granted to a substantial shareholder or an independent non-executive director of the Company, or any of their respective close associates would result in the total number of shares issued and to be issued upon exercise of all options already granted and to be granted (including options exercised, cancelled and outstanding) under the Scheme and any other share option schemes of the Company to such person in any 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the shares of the Company in issue must be approved by the Company's shareholders at the general meeting of the Company, with such participant and his/her close associates abstaining from voting.

The exercise period of the share options granted is determinable by the directors, commences after a certain vesting period and ends on a date which is not later than 10 years from the date of grant of the option.

The subscription price shall be a price determined by the board of directors and notified to a participant and shall be at least the higher of: (i) the closing price of the Company's shares as stated in the Hong Kong Stock Exchange's daily quotations sheet on the offer date, which must be a business day; (ii) the average closing prices of the Company's shares as stated in the Hong Kong Stock Exchange's daily quotations sheets for the 5 business days immediately preceding the offer date; and (iii) the nominal value of the Company's share on the offer date.

The Scheme shall be valid and effective for a period of ten years commencing on 25 May 2023 subject to early termination provisions contained in the Scheme.

No share options were granted since the adoption of the Scheme and there were no share option outstanding as at 31 December 2024 (2023: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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28. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

Changes in liabilities arising from financing activities:

	Dividend payables* HK\$'000	Interest- bearing bank borrowings HK\$'000	Amounts due to fellow subsidiaries HK\$'000	Total HK\$'000
At 1 January 2024	1,400	144,000	150,701	296,101
Cash inflow/(outflow):				
Repayment of interest-bearing bank borrowings	–	(144,000)	–	(144,000)
Interest paid	–	(1,527)	–	(1,527)
Advance from fellow subsidiaries	–	–	144,000	144,000
Repayment to fellow subsidiaries	–	–	(136,197)	(136,197)
Dividends paid	(9,148)	–	–	(9,148)
Non-cash transactions:				
Dividends	7,763	–	–	7,763
Interest expenses	–	1,050	6,353	7,403
Accrued interest	–	477	–	477
Exchange realignment	–	–	(13)	(13)
At 31 December 2024	<u>15</u>	<u>–</u>	<u>164,844</u>	<u>164,859</u>

	Dividend payables* HK\$'000	Interest- bearing bank borrowings HK\$'000	Amount due to a director HK\$'000	Amounts due to fellow subsidiaries HK\$'000	Total HK\$'000
At 1 January 2023	1,042	147,000	1,591	159,269	308,902
Cash inflow/(outflow):					
Repayment of interest-bearing bank borrowings	–	(3,000)	–	–	(3,000)
Interest paid	–	(7,398)	–	–	(7,398)
Advance from a director	–	–	5	–	5
Repayment to a director	–	–	(1,596)	–	(1,596)
Advance from fellow subsidiaries	–	–	–	203,936	203,936
Repayment to fellow subsidiaries	–	–	–	(212,504)	(212,504)
Dividends paid	(7,405)	–	–	–	(7,405)
Non-cash transactions:					
Dividends	7,763	–	–	–	7,763
Interest expenses	–	7,627	–	–	7,627
Accrued interest	–	(229)	–	–	(229)
At 31 December 2023	<u>1,400</u>	<u>144,000</u>	<u>–</u>	<u>150,701</u>	<u>296,101</u>

* Included in other payables and accruals

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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29. CORPORATE GUARANTEES

At 31 December 2023, the Company has given corporate guarantees in favour of banks for banking facilities granted to its subsidiary to the extent of approximately HK\$280,000,000 of which approximately HK\$150,000,000 was utilised.

In the opinion of the directors, no material liabilities will arise from the above corporate guarantees which arose in the ordinary course of business of the Group and the fair values of the corporate guarantees granted by the Company are immaterial.

30. RELATED PARTY TRANSACTIONS

A summary of related party transactions is set out below:

Name of related party	Relationship with the Group
Silver Properties Limited	Controlled by Mr. Lau Chi Yung, Kenneth, an executive director
Marriott Logistics Limited	Controlled by Mr. Lau Chi Yung, Kenneth, an executive director
Ever Ford Development Limited (“Ever Ford”)	Fellow subsidiary
Multifield Property Management Limited (“MPML”)	Fellow subsidiary
Chater Land Limited (“Chater Land”)	Fellow subsidiary
Torus	Joint venture

(a) Transactions with related parties

	2024 HK\$'000	2023 HK\$'000
Entities controlled by Mr. Lau Chi Yung, Kenneth		
– Management fee income	240	120
Ever Ford		
– Interest expenses on loan from a fellow subsidiary	6,353	–
MPML		
– Management fee expenses	84	84
Chater Land		
– Rental expenses	900	900
Torus		
– Interest income	379	–

The above transactions with related parties were calculated in the ordinary course of business of the Group based on the terms mutually agreed between the relevant parties.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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30. RELATED PARTY TRANSACTIONS (continued)

- (b) Outstanding balances with related parties
- (i) Details of amount due from investment accounted for using the equity method as at the end of the reporting period are included in Note 17.
- (ii) Details of amounts due to fellow subsidiaries as at the end of the reporting period are included in Note 24.
- (c) Compensation of key management personal of the Group

The directors' and chief executive's emoluments are included in Note 8 to the consolidated financial statements.

31. FINANCIAL INSTRUMENTS BY CATEGORY

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows:

2024

Financial assets

	Financial assets at fair value through profit or loss HK\$'000	Financial assets at amortised cost HK\$'000	Total HK\$'000
Amount due from investment accounted for using the equity method	–	14,350	14,350
Trade receivables	–	371	371
Deposits and other receivables	–	944	944
Equity investments at fair value through profit or loss	35	–	35
Cash and cash equivalents	–	8,167	8,167
	<u>35</u>	<u>23,832</u>	<u>23,867</u>

Financial liabilities

	Financial liabilities at amortised cost HK\$'000
Other payables and accruals	12,499
Amounts due to fellow subsidiaries	164,844
	<u>177,343</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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31. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

The carrying amounts of each of the categories of financial instruments at the end of the reporting period are as follows: (continued)

2023

Financial assets

	Financial assets at fair value through profit or loss HK\$'000	Financial assets at amortised cost HK\$'000	Total HK\$'000
Trade receivables	–	224	224
Deposits and other receivables	–	1,040	1,040
Equity investments at fair value through profit or loss	53	–	53
Cash and cash equivalents	–	158,992	158,992
	<u>53</u>	<u>160,256</u>	<u>160,309</u>

Financial liabilities

	Financial liabilities at amortised cost HK\$'000
Other payables and accruals	14,030
Interest-bearing bank borrowings	144,000
Amounts due to fellow subsidiaries	150,701
	<u>308,731</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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32. FAIR VALUE MEASUREMENTS OF FINANCIAL INSTRUMENTS

Management has assessed that the fair values of cash and cash equivalents, amount due from investment accounted for using the equity method, trade receivables, deposits and other receivables, other payables and accruals, and interest-bearing bank borrowings approximate to their carrying amounts largely due to the short-term maturities of these instruments.

As detailed in the following table, the directors consider that the carrying amounts of financial assets and financial liabilities recognised in the consolidated financial statements approximate to their fair values:

	Fair value as at 2024 HK\$'000	2023 HK\$'000	Fair value hierarchy	Valuations technique(s) and key inputs
Assets				
Listed equity securities	<u>35</u>	<u>53</u>	Level 1	Quoted bid prices in an active market

Fair value hierarchy

The following tables illustrate the fair value measurement hierarchy of the Group's financial instruments:

Assets measured at fair value:

	Fair value measurement using			
	Quoted prices in active markets (Level 1) HK\$'000	Significant observable inputs (Level 2) HK\$'000	Significant unobservable inputs (Level 3) HK\$'000	Total HK\$'000
At 31 December 2024				
Equity investments at fair value through profit or loss	<u>35</u>	<u>—</u>	<u>—</u>	<u>35</u>
At 31 December 2023				
Equity investments at fair value through profit or loss	<u>53</u>	<u>—</u>	<u>—</u>	<u>53</u>

The Group did not have any financial liabilities measured at fair value at 31 December 2024 and 2023.

During the year ended 31 December 2024, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for both financial assets and financial liabilities (2023: Nil).

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments comprise amounts due to fellow subsidiaries, equity investments at fair value through profit or loss, and cash and bank balances. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various financial assets and liabilities such as trade receivables, other receivables and other payables, which arise directly from its operations.

The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk and equity price risk. The board of directors reviews and agrees policies for managing each of these risks and they are summarised below.

Interest rate risk

The Group is exposed to cash flow interest rate risk in relation to variable-rate financial assets of amount due from investment accounted for using the equity method (Note 17), amounts due to fellow subsidiaries (Note 24) and interest-bearing bank borrowings (Note 23).

To manage the interest rate risk, the Group may use interest rate swaps to achieve an appropriate mix of fixed and floating rate exposure consistent with the Group's policy. At 31 December 2024 and 2023, the Group did not have any outstanding interest rate swaps.

Sensitivity analysis

At 31 December 2024, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would have decreased/increased the Group's profit before tax by approximately HK\$648,000 (2023: HK\$720,000). Other components of consolidated equity would have increased/decreased by Nil (2023: Nil) in response to the general increase/decrease in interest rates.

The sensitivity analysis above indicates the instantaneous change in the Group's profit before tax and other components of consolidated equity that would arise assuming that the change in interest rates had occurred at the end of the reporting period and had been applied to re-measure those financial instruments held by the Group which expose the Group to fair value interest rate risk at the end of the reporting period. In respect of the exposure to cash flow interest rate risk arising from floating rate non-derivative instruments held by the Group at the end of the reporting period, the impact on the Group's profit before tax and other components of consolidated equity is estimated as an annualised impact on interest expense or income of such a change in interest rates. The analysis is performed on the same basis as 2023.

Foreign currency risk

The Group has minimal exposure to foreign currency risk as most of its business transactions, assets and liabilities are principally denominated in Hong Kong dollars. The Group currently does not have a foreign currency hedging policy in respect of foreign currency transactions, assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider hedging significant foreign currency exposure should the need arise.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Credit risk

As at 31 December 2024 and 2023, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties is equal to the carrying amount of respective recognised financial assets as stated in the consolidated statement of financial position. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets, except that the Group holds rental deposits from tenants for leasing of properties. The Group has no significant concentration of credit risk as credits are granted to a large population of clients.

Trade receivables from rental receivables

In order to minimise the credit risk, the management of the Group will internally assess the credit quality of the potential tenants before accepting any new tenants. Other monitoring procedures are in place to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model on trade balances from rental receivables based on provision matrix.

Deposits and other receivables

No allowance for impairment was made for deposits and other receivables since the directors of the Company consider the probability of default is minimal after assessing the counter-parties' financial background and creditability.

Amount due from investment accounted for using the equity method

The Group has amount due from investment accounted for using the equity method, primarily representing funding provided for land acquisitions and ongoing development projects. The carrying value of this amount represents the Group's maximum credit exposure. While this receivable is subject to credit risk, the Group has not recognised any impairment losses or ECL as of the reporting date, as there are no indicators of default or significant deterioration in the financial condition of the investees.

Short-term bank deposits, fixed bank deposits and bank balances

The credit risk on short-term bank deposit, fixed bank deposits and bank balances are limited because the majority of the counterparties are banks with high credit-ratings assigned by international credit-rating agencies. The Group has no other significant concentration of credit risk.

The Group uses four categories for those receivables which reflect their credit risk and how the loss provision is determined for each of those categories.

Category	Group definition of category	Basis for recognition of ECL
Performing	The counterparty has a low risk of default and does not have any past due amounts	12-month ECL
Doubtful	There has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit impaired
Default	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES *(continued)*

Credit risk *(continued)*

The Group applies the simplified approach to provide for ECL prescribed by HKFRS 9, which permits the use of the lifetime ECL for trade receivables from rental receivables. To measure the ECL, these trade receivables have been based on past due status, historical credit loss experience based on the past default experience of the Group and are adjusted with forward-looking information. On that basis, the Group assessed that there is no loss allowance recognised in accordance with HKFRS 9 at 31 December 2024 and 2023.

For the purpose of impairment assessment for deposits and other receivables, the management considered that the credit risk of these financial assets have not significantly increased since initial recognition. The Group has assessed and concluded that the expected credit loss rate for these receivables is immaterial under 12-month ECL method after taken into account the historical default experience, historical settlement records, collateral values as well as the loss upon default in each case and are adjusted with forward-looking information.

For the impairment assessment for amount due from investment accounted for using the equity method, the Group considers the credit risk to be low, given its influence over investees (as an equity method investor) and the recoverability of amounts through project cash flows or the intrinsic value of the land holdings.

Liquidity risk

In the management of its liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

The following table details the Group's remaining contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on-demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk (continued)

The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate at the end of the reporting period.

	On demand and less than 3 months HK\$'000	3 to less than 12 months HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amount HK\$'000
At 31 December 2024						
Other payables and accruals	12,499	–	–	–	12,499	12,499
Amounts due to fellow subsidiaries	164,844	–	–	–	164,844	164,844
	<u>177,343</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>177,343</u>	<u>177,343</u>

	On demand and less than 3 months HK\$'000	3 to less than 12 months HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amount HK\$'000
At 31 December 2023						
Other payables and accruals	14,030	–	–	–	14,030	14,030
Interest-bearing bank borrowings	168,123	–	–	–	168,123	144,000
Amounts due to fellow subsidiaries	150,701	–	–	–	150,701	150,701
	<u>332,854</u>	<u>–</u>	<u>–</u>	<u>–</u>	<u>332,854</u>	<u>308,731</u>

Interest-bearing bank borrowings with a repayment on-demand clause are included in the “on demand and less than 3 months” time band in the above maturity analysis. As at 31 December 2023, the aggregate carrying amounts of these borrowings amounted to approximately HK\$144,000,000. Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such borrowings will be repaid in accordance with the scheduled repayment dates set out in the loan agreements. Aggregate principal and interest cash outflows are set out below:

	Less than 3 months HK\$'000	3 months to 12 months HK\$'000	1 to 5 years HK\$'000	Over 5 years HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amount HK\$'000
As at 31 December 2023						
Interest-bearing bank borrowings	<u>2,258</u>	<u>9,844</u>	<u>156,021</u>	<u>–</u>	<u>168,123</u>	<u>144,000</u>

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Group is exposed to equity price risk arising from listed equity securities classified as equity investments at fair value through profit or loss (*Note 20*) as at 31 December 2024 and 2023. The Group's listed investments are mainly listed on the Hong Kong Stock Exchange and are valued at quoted market prices at the end of the reporting period.

The market equity indices for the Hong Kong Stock Exchange, at the close of business of the nearest trading day in the year to the end of the reporting period, and their respective highest and lowest points during the year were as follows:

	31 December 2024	High/low 2024	31 December 2023	High/low 2023
Hong Kong – Hang Seng Index	20,060	23,242 14,794	17,047	22,689 16,201

The following table demonstrates the sensitivity to every 10% change in the fair values of the listed equity investments, with all other variables held constant and before any impact on tax, based on their carrying amounts at the end of the reporting period.

	Carrying amount of equity investments HK\$'000	Increase/ (decrease) in profit before tax HK\$'000
2024		
Investments listed in Hong Kong		
– equity investments at fair value through profit or loss	35	4 (4)
2023		
Investments listed in Hong Kong		
– equity investments at fair value through profit or loss	53	5 (5)

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33. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2024 and 2023.

The Group monitors capital using a debt-to-equity ratio, which is total debt (including interest-bearing bank borrowings and amounts due to fellow subsidiaries) divided by the shareholders' equity. The debt-to-equity ratios at the end of the reporting periods were as follows:

	2024 HK\$'000	2023 HK\$'000
Interest-bearing bank borrowings	–	144,000
Amounts due to fellow subsidiaries	<u>164,844</u>	<u>150,701</u>
Total debt	<u><u>164,844</u></u>	<u><u>294,701</u></u>
Equity attributable to owners of the Company	<u><u>1,426,019</u></u>	<u><u>1,471,711</u></u>
Debt-to-equity ratio	<u><u>11.56%</u></u>	<u><u>20.02%</u></u>

34. EVENTS AFTER THE REPORTING PERIOD

As at the date of this annual report, the Group has no material events after the reporting period which are required to be disclosed.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

Information about the statement of financial position of the Company at the end of the reporting period is as follows:

	2024 HK\$'000	2023 HK\$'000
NON-CURRENT ASSETS		
Investments in subsidiaries	1,067,178	1,067,178
Club debenture	330	330
	<hr/>	<hr/>
Total non-current assets	1,067,508	1,067,508
	<hr/>	<hr/>
CURRENT ASSETS		
Amounts due from subsidiaries	589,495	589,495
Prepayments and other receivables	474	441
Equity investments at fair value through profit or loss	35	53
Cash and cash equivalents	55	1,499
	<hr/>	<hr/>
Total current assets	590,059	591,488
	<hr/>	<hr/>
CURRENT LIABILITIES		
Amounts due to subsidiaries	234,967	227,636
Other payables and accruals	415	1,434
	<hr/>	<hr/>
Total current liabilities	235,382	229,070
	<hr/>	<hr/>
NET CURRENT ASSETS	354,677	362,418
	<hr/>	<hr/>
TOTAL ASSETS LESS CURRENT LIABILITIES	1,422,185	1,429,926
	<hr/> <hr/>	<hr/> <hr/>
EQUITY		
Share capital	38,818	38,818
Reserves (<i>Note</i>)	1,383,367	1,391,108
	<hr/>	<hr/>
TOTAL EQUITY	1,422,185	1,429,926
	<hr/> <hr/>	<hr/> <hr/>

The statement of financial position of the Company was approved by the board of directors on 27 March 2025 and was signed on its behalf:

Lau Chi Yung, Kenneth
Chairman

Lau Michael Kei Chi
Vice-Chairman

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

31 December 2024

35. STATEMENT OF FINANCIAL POSITION OF THE COMPANY *(continued)*

Note:

A summary of the Company's reserves is as follows:

	Share premium account <i>HK\$'000</i>	Capital redemption reserve <i>HK\$'000</i>	Contributed surplus <i>HK\$'000</i>	Retained profits <i>HK\$'000</i>	Total <i>HK\$'000</i>
At 1 January 2023	579,126	546	88,380	730,815	1,398,867
Final 2022 dividend declared	–	–	–	(4,658)	(4,658)
Interim 2023 dividend	–	–	–	(3,105)	(3,105)
Total comprehensive income for the year	–	–	–	4	4
At 31 December 2023 and 1 January 2024	579,126	546	88,380	723,056	1,391,108
Final 2023 dividend declared	–	–	–	(4,658)	(4,658)
Interim 2024 dividend	–	–	–	(3,105)	(3,105)
Total comprehensive income for the year	–	–	–	22	22
At 31 December 2024	579,126	546	88,380	715,315	1,383,367

The Company's contributed surplus represents the difference arising between the nominal value of the Company's shares issued in exchange for the issued share capital of the subsidiaries and the value of the net assets of the subsidiaries acquired at the time of the Group's reorganisation in prior years. Under the Companies Act of Bermuda, the contributed surplus is distributable to shareholders in certain circumstances prescribed by Section 54 thereof.

36. COMPARATIVE FIGURES

Certain comparative figures have been reclassified to conform to the current year's presentation. The new classification was considered to provide a more appropriate presentation of the state of affairs of the Group.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

1. ABOUT THIS REPORT

Oriental Explorer Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”, “we/our” or “us”) engage in property investment and investment holdings. This report (this “ESG Report”) is prepared in accordance with the Environmental, Social and Governance (“ESG”) Reporting Guide (the “ESG Reporting Guide”) set out in Appendix C2 to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”) to present those aspects and key performance indicators (“KPIs”) which are relevant to the Group’s businesses and operations for the year ended 31 December 2024 (the “Reporting Period”).

BOARD STATEMENT ON ESG GOVERNANCE

The board of directors of the Company (the “Board”) takes the overall responsibility for the Group’s sustainability strategy and reporting, evaluating and determining the Group’s ESG-related risks and ensuring that appropriate and effective ESG risk management and internal control systems are in place.

The Board has established a sustainability committee which comprises directors and senior management. The sustainability committee evaluates, prioritizes and advises on the effectiveness of the Group’s sustainability strategy and policies and reports regularly to the Board for reviewing on its operations and the progress made against ESG-related goals and targets.

REPORTING PRINCIPLES

The following reporting principles have been applied in the preparation of this ESG Report:

Materiality: The Group communicates with its major stakeholder groups on a regular basis to identify and assess ESG-related issues that matter most from their perspectives. Details of significant stakeholders identified, and the process and results of the Group’s stakeholder engagements are set out in the section headed “STAKEHOLDER ENGAGEMENT”.

Quantitative: Quantitative information/KPIs presented in this ESG Report are accompanied by narrative, explanation and comparison wherever applicable.

Balance: This ESG Report aims to disclose data in an objective way, which aims to provide stakeholders with a balance overview of the Group’s overall ESG performance.

Consistency: Unless otherwise stated, the Group adopts consistent methodologies and retrieves social and environmental KPIs from the Group’s internal record system. The scope of reporting and KPIs are consistent with those of the previous report to allow meaningful comparison over time.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

SCOPE OF REPORTING

The disclosures on environmental aspects in this ESG Report cover majority of the key revenue generating activities of the Group, including the operations of the Group's headquarter office in Hong Kong and Multifield Centre, an office building wholly owned by the Group located at Yau Ma Tei, Kowloon.

The scope of reporting of this ESG Report is the same as that of the Company's ESG report for 2023.

This ESG Report covers the Group's ESG performance in environmental and social aspects. For details of the Group's corporate governance practices during the Reporting Period, please refer to the Corporate Governance Report included in the Company's 2024 Annual Report.

STAKEHOLDERS' FEEDBACK

We sincerely welcome your feedback on this ESG Report and our ESG performance. Please contact us by any of the following means to share your comments with us:

Address: Units 22-28, 25/F, Tower A, Southmark, 11 Yip Hing Street, Wong Chuk Hang, Hong Kong.
 Phone: (852) 2802 2668
 Fax: (852) 2802 2178

2. STAKEHOLDER ENGAGEMENT

Our stakeholders play a crucial role in sustaining the success of our business, we make use of various communication channels to understand and engage our stakeholders. Expectations and demands of our stakeholders and the communication channels are as follows:

Stakeholders	Communication channels	Expectations
Stock Exchange	<ul style="list-style-type: none"> Meetings Training and workshops Company website Announcements 	<ul style="list-style-type: none"> Compliance with Listing Rules Timely and accurate disclosures
Government and regulatory authorities	<ul style="list-style-type: none"> Interaction and visits Inspections Statutory filings 	<ul style="list-style-type: none"> Compliance with laws and regulations Fulfilment of tax obligation
Employees	<ul style="list-style-type: none"> Training programmes Interviews Internal memos Employee suggestion boxes 	<ul style="list-style-type: none"> Work hours, benefits and compensation Working environment Career development
Customers	<ul style="list-style-type: none"> Company website Contract signing E-mail and phone 	<ul style="list-style-type: none"> Service quality Service value Personal data protection
Investors	<ul style="list-style-type: none"> Shareholders' meetings Financial reports Announcements Company website 	<ul style="list-style-type: none"> Corporate governance Business strategies Investment returns
Suppliers	<ul style="list-style-type: none"> Site visits Business meetings Company website E-mail and phone 	<ul style="list-style-type: none"> Payment schedule Stable demand
Community	<ul style="list-style-type: none"> Community activities Company website Email and phone 	<ul style="list-style-type: none"> Community environment Employment opportunities

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

3. MATERIALITY ASSESSMENT

During the Reporting Period, we engaged our internal stakeholders to conduct a materiality assessment to identify ESG issues which are material with respect to our operations. Adopting the KPI numbering used in the ESG Reporting Guide, the materiality matrix illustrating prioritisation of issues along internal and external dimensions is set out below:

IMPORTANCE TO STAKEHOLDER	High			<ul style="list-style-type: none"> • B1.1 • B1.2 • B2.1 • B2.2 • B2.3 • B4.1 • B4.2
	Middle	<ul style="list-style-type: none"> • A1.1 • A1.2 • A2.4 • B3.1 • B3.2 	<ul style="list-style-type: none"> • B6.2 • B6.5 • B8.1 • B8.2 	<ul style="list-style-type: none"> • B7.1 • B7.2 • B7.3
	Low	<ul style="list-style-type: none"> • A1.3 • A1.4 • A1.6 • A2.5 • A3.1 • B5.1 • B5.2 • B5.3 • B6.1 • B6.4 	<ul style="list-style-type: none"> • A1.5 • A2.1 • A2.2 • A2.3 • A4.1 • B5.4 • B6.3 	
		Low	Middle	High
		IMPORTANCE TO BUSINESS		
		Less important	Important	Very Important

We will develop strategies and allocate resources to address concerns over material ESG issues identified, and will also look for ways to engage different stakeholders such as investors, customers, or local communities, so as to gain a wider understanding of ESG material issues.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

4. ENVIRONMENTAL ASPECTS

4.1 EMISSIONS

We are dedicated to protecting the environment and integrating environmental considerations into our daily operations. We strive to minimise all forms of emissions associated with our business activities, primarily by implementing and providing sufficient resources for effective emissions reduction measures.

We strictly comply with all applicable laws and regulations that are considered to have a significant impact on us, including:

- Air Pollution Control Ordinance (Cap. 311 of the Laws of Hong Kong)
- Waste Disposal Ordinance (Cap. 354 of the Laws of Hong Kong)
- Water Pollution Control Ordinance (Cap. 358 of the Laws of Hong Kong)
- Noise Control Ordinance (Cap. 400 of the Laws of Hong Kong)

During the Reporting Period, no cases of non-compliance with any of the above laws and regulations were noted.

AIR AND GREENHOUSE GAS EMISSIONS

Majority of the air emissions we generated during the Reporting Period were air pollutants and greenhouse gases associated with the consumption of purchased electricity and use of vehicles.

Types of emissions and the respective emissions data of the Group for the Reporting Period are as follows:

Air pollutants

Emission type	Unit	2024	Intensity (per facility ¹)
Nitrogen Oxides (NOx)	kg	N/A	N/A
Sulphur Oxides (SOx)	kg	0.0067	0.0034
Particulate Matter (PM)	kg	N/A	N/A

Note:

1. There were 2 investment properties within the reporting boundary of this ESG Report during the Reporting Period.

Greenhouse gas¹

Emission type	Carbon dioxide equivalent (tonnes)	
	2024	2023
Scope 1 ²	1.1	1.8
Scope 2 ³	60.0	57.4
Scope 3 ⁴	0.7	N/A
Total greenhouse gas emission	61.8	59.2
Intensity ⁵ (per vehicle ⁶)	1.1	0.9
Intensity ⁷ (per facility)	30.0	28.7

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Notes:

1. Greenhouse gas emissions are calculated in accordance with “How to prepare an ESG Report Appendix 2: Reporting Guidance on Environmental KPIs” published by HKEX.
2. Scope 1 includes all direct greenhouse gas emissions.
3. Scope 2 includes energy indirect greenhouse gas emissions.
4. Scope 3 includes other indirect greenhouse gas emissions including emissions due to paper waste disposed at landfill, electricity used for fresh water and sewage processing. Insignificant emission amounts are neglected in calculations.
5. The intensity is calculated by dividing Scope 1 emission with the number of vehicles in services during the Reporting Period.
6. There was 1 vehicle in services for the Group during the Reporting Period (2023: 2 vehicles).
7. The intensity is calculated by dividing Scope 2 emission with the number of properties owned by the Group during the Reporting Period.

We have set a target of 20% reduction in absolute emissions by 2030 from the base year of 2020. In order to reach this goal, we strive to reduce electricity consumption through various measures as described in the section headed “USE OF RESOURCES” below.

WASTE MANAGEMENT

Non-hazardous waste produced by our business activities comprises mainly waste paper and general garbage associated with the operations of our offices. We have implemented measures to reduce non-hazardous waste, such as placing recycling bins in the Group’s buildings and offices to facilitate recycling of recyclable waste, and displaying notices in common areas of these buildings and offices enhance awareness to the importance of waste reduction and recycling. We consider the amount of non-hazardous waste the Group produced during the Reporting Period was immaterial.

Due to our business nature, we are not aware of any hazardous waste produced by the Group’s operations during the Reporting Period.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

4.2 USE OF RESOURCES

Resources we consume are primarily energy, water, and paper. We consider we do not have heavy reliance on the availability of natural resources compared with businesses such as manufacturing, construction, or refinery, etc. Nevertheless, we are committed to minimise our consumption of natural resources.

Information on our energy and water consumption during the Reporting Period is as follows:

Direct energy consumption

Energy type	Unit	2024
Diesel	kWh'000	4.5
Total direct energy consumption	kWh'000	4.5

Indirect energy consumption

Energy type	Unit	2024
Electricity	kWh'000	152.4
Total indirect energy consumption	kWh'000	152.4
Total energy consumption	kWh'000	156.9
Intensity (per facility)	kWh'000	78.4

Note:

1. Energy consumption is calculated in accordance with "How to prepare an ESG Report Appendix 2: Reporting Guidance on Environmental KPIs" published by HKEX.

We have set a target to reduce our energy consumption intensity from fossil fuels to 20% below the 2020 level by 2030 and have implemented, among others, the following energy conservation measures to reach this goal:

- 1) procure energy-efficient appliances;
- 2) turn on power saving mode for office equipment if not in use;
- 3) switch off air conditioning and lighting systems after office hours;
- 4) advise employees to put their computers in hibernation mode and turn off all other office equipment when not in use;
- 5) keep all the doors and windows closed when the air conditioners are in operation;
- 6) set the air conditioning at 25 degrees Celsius; and
- 7) arrange electronic meetings in place of physical meetings when permissible.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Water usage

Total water consumption	Unit	2024	Intensity (per facility)
Water consumed	m ³	1,118	559

During the Reporting Period, we did not have any issue in sourcing water that is fit for our purpose.

The Company aims to generate minimal quantities of water consumption in the coming year, the following water conservation measures to reach this goal:

- 1) inspect taps regularly and repair any dripping promptly;
- 2) inspect water mains regularly and rectify leakage promptly;
- 3) install flow controllers in plumbing fixtures; and
- 4) retrofit aged appliances and fixtures with high water use efficiency models.

4.3 THE ENVIRONMENT AND NATURAL RESOURCES

Our impacts on the environment and natural resources are primarily associated with the abovementioned air and greenhouse gas emissions, non-hazardous waste produced, and the consumption of energy and other resources and therefore we consider the Group's operations do not have a significant impact on the environment and natural resources.

In addition to the targets set and measures implemented in relation to emissions reduction and resources conservation mentioned in the above sections, we will continue to explore ways to further reduce our impacts on environment and natural resources, and will continue to operate in strict compliance with all relevant laws and regulations.

4.4 CLIMATE CHANGE

Global warming has been one of the utmost concerned issues in recent years, which might induce extreme weather conditions such as extreme heavy rainfalls, flooding and typhoons etc.

During the Reporting Period, we have not been seriously affected by the extreme weather conditions as we have adopted various emergency plans to prevent the disruption of our operation such as working arrangement in black rainstorm warning and/or typhoon signal 8 situation.

Even though we expect that potential extreme weather condition and sustained high temperature do not have a material impact on our operations, we will continue to monitor the climate-related risks and implement relevant measures to minimise the potential impact of climate change.

4.5 PACKAGING MATERIAL

Due to our business nature, during the Reporting Period, we do not use packaging material in our ordinary course of business.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

5. EMPLOYMENT AND LABOUR PRACTICES

5.1 EMPLOYMENT

Employees are our most valuable assets and the success of the Group's business depends on our workforce. We highly appreciate the contributions from employees and are determined to reward and maintain our employees through provision of attractive remuneration package, a safe working environment, and a harmonious workplace which is free from any form of discrimination and improper treatment.

It is our policy to give everyone equal opportunities in our recruitment and promotion process regardless of race, social class, age, nationality, religion, disability, gender, or sexual orientation, etc.

Matters in relation to compensation, dismissal, recruitment, promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare are structured to comply with all applicable laws and regulations, which include but not limited to:

- Employment Ordinance (Cap. 57 of the Laws of Hong Kong)
- Employees' Compensation Ordinance (Cap. 282 of the Laws of Hong Kong)
- Minimum Wage Ordinance (Cap. 608 of the Laws of Hong Kong)
- Sex Discrimination Ordinance (Cap. 480 of the Laws of Hong Kong)
- Disability Discrimination Ordinance (Cap. 487 of the Laws of Hong Kong)

During the Reporting Period, no cases of non-compliance with any of the above laws and regulations were noted.

Information on our total workforce by gender, age group, employment type, and geographical region as at 31 December 2024 is illustrated as follows:

		Number of employees	Proportion
Overall		8	100%
By gender	Male	4	50.0%
	Female	4	50.0%
By age	Aged below 30	2	25.0%
	Aged between 31 and 40	2	25.0%
	Aged between 41 and 60	4	50.0%
	Aged above 60	0	0.0%
By employment type	Junior	7	87.5%
	Middle	0	0.0%
	Senior	1	12.5%
	Contract or short term	0	0.0%
By geographical region	Hong Kong	8	100%

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Information on our employee turnover rate by gender, age group, and geographical region for the Reporting Period is illustrated as follows:

		Employee turnover rates
Overall		14.3%
By gender	Male	28.6%
	Female	0.0%
By age	Aged below 30	0.0%
	Aged between 31 and 40	40.0%
	Aged between 41 and 60	0.0%
	Aged above 60	N/A
By geographical region	Hong Kong	14.3%

5.2 WORKPLACE HEALTH AND SAFETY

Our operations do not involve high-risk activities. We attach great importance to occupational safety, hygiene and health of our employees and make all efforts to build a safe and comfortable working environment for our employees.

Matters relating to health and safety of our employees are structured to comply with all relevant laws and regulations such as the Occupational Safety and Health Ordinance (Cap. 509 of the Laws of Hong Kong).

During the Reporting Period, no cases of non-compliance with any laws and regulations relating to health and safety of employees were noted.

Information on the number and rate of work-related fatalities occurred in each of the past three years including the Reporting Period is illustrated as follows:

	Year ended 31 December		
	2024	2023	2022
Number of work-related fatalities	0	0	0
Rate of work-related fatalities (%)	0	0	0

There was not any lost day due to work injury during the Reporting Period.

To protect our employees from occupational hazards, we have adopted, among others, the following occupational health and safety measures:

- 1) Put in place sufficient first aid kits and fire extinguishers are made available at workplaces for emergency preparedness;
- 2) Provide medical insurance benefits to eligible full-time employees;
- 3) Install air purifier to improve air quality and working environment for our employees;
- 4) Provide protective and disinfection products such as face masks and alcohol-based hand sanitizer to employees; and
- 5) Encourage our employees to participate in rescue, fire and evacuation drills to enhance safety awareness.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

5.3 DEVELOPMENT AND TRAINING

Competence of our employees are crucial to the continuous growth and success of our businesses. We are committed to providing our employees with opportunities to acquire job-related knowledge by receiving relevant training and development programs, which include on-the-job training, seminars, workshops, site visits and formal training programs. We have implemented policies to encourage our employees to participate in job related continuing education and professional development programs, such as making available to them paid examination leave and reimbursement of tuition, seminar or workshop fees.

Information on training and development of our employees is illustrated as follows:

Percentage of employees trained		2024	2023
Overall		42.9%	50.0%
By gender	Male	33.3%	57.1%
	Female	66.7%	40.0%
By employment type	Junior	100.0%	66.7%
	Middle	0.0%	50.0%
	Senior	0.0%	0.0%
Average training hours		2024	2023
Overall		7.1	17.8
By gender	Male	5.7	22.0
	Female	8.6	12.0
By employment type	Junior	8.3	21.7
	Middle	N/A	21.0
	Senior	N/A	N/A

5.4 LABOUR STANDARDS

We strictly prohibit the use of child and forced labour. We are committed to comply with all laws and regulations relevant to the prevention of child and forced labour such as the Employment of Children Regulation (Cap. 57B of the Laws of Hong Kong).

During the Reporting Period, no cases of non-compliance with any laws and regulations relating to the prevention of child and forced labour were noted.

We have implemented measures to effectively avoid child and forced labour. For example, a comprehensive identity checking and screening process is always conducted during recruitment process to confirm the identity of every candidate.

We consider our risk of using child or forced labour is minimal. Nevertheless, upon discovery of any use of child or forced labour, such person's employment with us will be terminated immediately. All issue of child or forced labour must be reported to the Board, which is responsible for determining need for any further action such as reporting the issue to relevant authorities.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

6 OPERATING PRACTICES

6.1 SUPPLY CHAIN MANAGEMENT

Our business activities do not involve significant procurement of materials for consumption, processing, or resale and therefore supply chain management is not material to us from the ESG perspective according to the materiality analysis carried out during the Reporting Period. The suppliers/service providers we come across in our daily operations are primarily retailers that provide office or household supplies for our back offices and properties, or contractors that provide property management or maintenance services to our properties.

We take into consideration environmental and social risk factors in selection of suppliers/contractors. Our measures in this respect include conducting desktop search on suppliers'/contractors' track record on their environmental and labour practices. Our senior management is responsible for reviewing the qualification of potential suppliers/contractors, those who are questionable with regards to ESG practices will not be selected.

We have implemented measures to promote environmentally preferable products and services when selecting suppliers. For example, we prohibit contractors from using materials that do not meet relevant environmental and safety standards. Any contractor who does not meet or who has a record of breaching our ESG standard will not be considered for award of a contract.

6.2 PRODUCT RESPONSIBILITY

We are committed to providing services of top quality to our tenants and other users of our properties. In particular, we strive to ensure our properties are free from any preventable hazards.

It is our commitment to comply with all laws and regulations relating to health and safety, advertising, labelling and, privacy matters relating to products and services provided, which include and not limited to the Personal Data (Privacy) Ordinance (Cap. 486 of the Laws of Hong Kong). During the Reporting Period, no cases of non-compliance with any of such laws and regulations were noted.

Complaints against our services can be lodged via various channel, including but not limited to phone, email, and instant messaging. Over the past years, complaints we received were primarily related to repair and maintenance of our properties and a majority of such cases could be resolved by our in-house technicians. There were no material products and service-related complaints received during the Reporting Period.

We are committed to ensuring we do not infringe any intellectual property rights of others in the course of our operations. Appropriate licenses are obtained for all software installed on our computer systems. To prevent any risk of unintentional infringement of intellectual property rights, any installation of software on our computer systems can only be done by authorised persons.

We recognise of the importance of consumer data and privacy protection. Visitors of buildings we manage may sometimes be requested to provide certain of their personal data for crime prevention purpose. Such personal data will not be retained for longer than necessary and can only be accessed by authorised persons (being designated property managers), who are also responsible for the implementation and monitoring of these measures.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

6.3 ANTI-CORRUPTION

We are committed to upholding the highest ethical standard. We have formulated and implemented the required conducts of our employees as well as anti-fraud and whistleblowing policies to prevent, detect and report each and every form of bribery, extortion, fraud and money laundering. Any such kind of fraudulent acts is prohibited and we will not tolerate any fraudulent business activities. In particular, all directors and employees should avoid conflict of personal interest relating to their professional duties and are required to declare any conflict of interest by disclosure form to ensure appropriate assurance for us in matters of conflict of interest, professional and scientific integrity, and to protect the Group from regulatory and reputational risk.

Our whistleblowing procedures apply to all parties including internal as well as external informers. Any complaint of suspected misconduct, malpractice or impropriety can be made either verbally or by confidentially writing to the audit committee of the Company; all issues will be treated promptly and fairly. In cases of suspected corruption or other criminal offences, a report may be made to the appropriate authority. We promise that whistleblowers will not be dismissed or mistreated due to the reporting. Investigation work for whistleblowing reports will be handled with strict confidentiality under any circumstances to preserve anonymity.

To ensure our employees are aware of the regulatory obligations and the possible consequences of breaching the obligations, we provide training to our employees on anti-corruption and encourage our employees to study publicly available materials on anti-corruption prevention such as those available on the website of The Hong Kong Business Ethics Development Centre.

It is our commitment to comply with all laws and regulations relating to bribery, extortion, fraud and money laundering, which include the Prevention of Bribery Ordinance (Cap. 201 of the Laws of Hong Kong). There were no concluded legal cases regarding corrupt practices brought against us or our employees during the Reporting Period.

7 COMMUNITY INVESTMENT

We are aware of the importance of interacting with the wider community in fulfilling corporate social responsibility. In this regard, we would explore the possibility to identify suitable partners and support community and environmental programs that align with our missions and values.

We believe the best way to serve the community is to drive positive impact through our investment portfolio. To create shared values with the community and stakeholders. We will continue to consider ESG factors in selecting future investment projects.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

APPENDIX 1 HKEX ESG REPORTING GUIDE CONTENT INDEX TABLE

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
A. Environmental		
Aspect A1: Emissions		
General Disclosure	Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	4.1 EMISSIONS
KPI A1.1	The types of emissions and respective emissions data.	4.1 EMISSIONS
KPI A1.2	Greenhouse gas emissions in total (in tonnes) and, where appropriate, intensity.	4.1 EMISSIONS
KPI A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity.	Due to our business nature, we do not generate hazardous waste in our ordinary course of business.
KPI A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity.	Due to our business nature, we do not generate significant amount of non-hazardous waste in our ordinary course of business.
KPI A1.5	Description of emission target(s) set and steps taken to achieve them.	4.1 EMISSIONS
KPI A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them.	Due to our business nature, we do not generate hazardous waste or significant amount of non-hazardous waste in our ordinary course of business.
Aspect A2: Use of Resources		
General Disclosure	Policies on the efficient use of resources, including energy, water and other raw materials.	4.2 USE OF RESOURCES
KPI A2.1	Direct and/or indirect energy consumption by type in total and intensity.	4.2 USE OF RESOURCES

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
KPI A2.2	Water consumption in total and intensity.	4.2 USE OF RESOURCES
KPI A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them.	4.2 USE OF RESOURCES
KPI A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them.	4.2 USE OF RESOURCES
KPI A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Due to our business nature, we do not use packaging material in our ordinary course of business.
Aspect A3: The Environment and Natural Resources		
General Disclosure	Policies on minimizing the issuer's significant impact on the environment and natural resources.	4.3 THE ENVIRONMENT AND NATURAL RESOURCES
KPI A3.1	Description of the significant impacts of activities on the environment and natural resources and the actions taken to manage them.	4.3 THE ENVIRONMENT AND NATURAL RESOURCES
Aspect A4: Climate Change		
General Disclosure	Policies on minimizing the issuer's significant impact on climate-related issues.	4.4 CLIMATE CHANGE
KPI A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them.	4.4 CLIMATE CHANGE

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
B. Social		
Aspect B1: Employment		
General Disclosure	<p>Information on:</p> <ul style="list-style-type: none"> a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer <p>relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti- discrimination, and other benefits and welfare.</p>	5.1 EMPLOYMENT
KPI B1.1	Total workforce by gender, employment type, age group and geographical region.	5.1 EMPLOYMENT
KPI B1.2	Employee turnover rate by gender, age group and geographical region.	5.1 EMPLOYMENT
Aspect B2: Health and Safety		
General Disclosure	<p>Information on:</p> <ul style="list-style-type: none"> a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer <p>relating to providing a safe working environment and protecting employees from occupational hazards.</p>	5.2 HEALTH AND SAFETY
KPI B2.1	Number and rate of work-related fatalities occurred in each of the past three years, including the reporting year.	5.2 HEALTH AND SAFETY
KPI B2.2	Lost days due to work injury.	5.2 HEALTH AND SAFETY
KPI B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	5.2 HEALTH AND SAFETY

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
Aspect B3: Development and Training		
General Disclosure	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities.	5.3 DEVELOPMENT AND TRAINING
KPI B3.1	The percentage of employees trained by gender and employee category.	5.3 DEVELOPMENT AND TRAINING
KPI B3.2	The average training hours completed per employee by gender and employee category.	5.3 DEVELOPMENT AND TRAINING
Aspect B4: Labour Standards		
General Disclosure	Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to preventing child and forced labour.	5.4 LABOUR STANDARDS
KPI B4.1	Description of measures to review employment practices to avoid child and forced labour.	5.4 LABOUR STANDARDS
KPI B4.2	Description of steps taken to eliminate such practices when discovered.	5.4 LABOUR STANDARDS

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
Aspect B5: Supply Chain Management		
General Disclosure	Policies on managing environmental and social risks of the supply chain.	6.1 SUPPLY CHAIN MANAGEMENT
KPI B5.1	Number of suppliers by geographical region.	Due to our business nature and according to the materiality assessment carried out, these KPIs is considered immaterial within the reporting boundary of this ESG Report for the Reporting Period.
KPI B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored.	
KPI B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored.	
KPI B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored.	6.1 SUPPLY CHAIN MANAGEMENT
Aspect B6: Product Responsibility		
General Disclosure	Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	6.2 PRODUCT RESPONSIBILITY
KPI B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons.	Due to our business nature, we do not sell or ship products in our ordinary course of business.
KPI B6.2	Number of products and service related complaints received and how they are dealt with.	6.2 PRODUCT RESPONSIBILITY
KPI B6.3	Description of practices relating to observing and protecting intellectual property rights.	6.2 PRODUCT RESPONSIBILITY

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Subject Areas, Aspects, General Disclosures and KPIs	Description	Section/Declaration
KPI B6.4	Description of quality assurance process and recall procedures.	Due to our business nature, we do not have products subject to quality assurance process and recall procedures in our ordinary course of business.
KPI B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	6.2 PRODUCT RESPONSIBILITY
Aspect B7: Anti-corruption		
General Disclosure	Information on: a) the policies; and b) compliance with relevant laws and regulations that have a significant impact on the issuer relating to bribery, extortion, fraud and money laundering.	6.3 ANTI-CORRUPTION
KPI B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	6.3 ANTI-CORRUPTION
KPI B7.2	Description of preventive measures and whistle-blowing procedures, and how they are implemented and monitored.	6.3 ANTI-CORRUPTION
KPI B7.3	Description of anti-corruption training provided to directors and staff.	6.3 ANTI-CORRUPTION
Aspect B8: Community Investment		
General Disclosure	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests.	7. COMMUNITY INVESTMENT
KPI B8.1	Focus areas of contribution.	7. COMMUNITY INVESTMENT
KPI B8.2	Resources contributed to the focus areas.	7. COMMUNITY INVESTMENT

PROPERTY PORTFOLIO OF THE GROUP

No.	Property	Use	Group's effective holding	Gross Floor Area (Approx. sq.ft.)	Gross Floor Area attributable to the Group (Approx. sq.ft.)	Lease Term
Hong Kong						
1	Ground Floor of Block 1B, Pine Villas, Nos. 118 & 118A Castle Peak Road, Castle Peak Bay, Tuen Mun, New Territories, Hong Kong	Residential	100%	1,833	1,833	Up to 30 June 2047
2	Multifield Centre, No. 426 Shanghai Street, Kowloon, Hong Kong	Commercial	100%	46,351	46,351	150 years from 25 December 1887
3	Flat B on the 30th Floor of Tower 6 and Private Car Car Park No. 58 on Car Park Level 2, Bel-Air on the Peak of Island South, No. 68 Bel-Air Peak Avenue, Hong Kong	Residential/ Car park	100%	913	913	50 years from 22 May 2000
4	Flat E, 18th Floor, Block H-9, Fu Yip Yuen, Chi Fu Fa Yuen, No. 9 Chi Fu Road, Hong Kong	Residential	100%	518	518	75 years from 19 October 1976 renewable for a further term of 75 years
5	Flat H, 18th Floor, Block H-14, Fu Chun Yuen, Chi Fu Fa Yuen, No. 14 Chi Fu Road, Hong Kong	Residential	100%	518	518	75 years from 19 October 1976 renewable for a further term of 75 years
6	Flat H, 21st Floor, Block H-12, Fu Yar Yuen, Chi Fu Fa Yuen, No. 12 Chi Fu Road, Hong Kong	Residential	100%	518	518	75 years from 19 October 1976 renewable for a further term of 75 years
7	Units 1 to 3, 5, 6, 21 to 23 and 25 to 28 on 19th Floor, Pacific Link Tower, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Hong Kong	Commercial	100%	11,439	11,439	A term from 17 December 1991 to 30 June 2047
8	Units 1 to 3, 5, 6, 21 to 23 and 25 to 28 on 20th Floor, Pacific Link Tower, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Hong Kong	Commercial	100%	11,438	11,438	A term from 17 December 1991 to 30 June 2047

PROPERTY PORTFOLIO OF THE GROUP

No.	Property	Use	Group's effective holding	Gross Floor Area (Approx. sq.ft.)	Gross Floor Area attributable to the Group (Approx. sq.ft.)	Lease Term
9	Car Parking Space (Private Carpark) No. P101 on 1st Floor and Nos. P201 and P202 on 2nd Floor, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Hong Kong	Car Park	100%	N/A	N/A	A term from 17 December 1991 to 30 June 2047
10	Car Parking Space (Private Carpark) Nos. P229 and P230 on 2nd Floor, Southmark, No. 11 Yip Hing Street, Wong Chuk Hang, Hong Kong	Car Park	100%	N/A	N/A	A term from 17 December 1991 to 30 June 2047
11	Flat A (Including the Bay Window, the Balcony, the Utility Platform thereof and the Air-Conditioning Plant Room Appertaining thereto) on the 12th Floor, Tower 2, Larvotto, No. 8 Ap Lei Chau Praya Road, Hong Kong	Residential	100%	2,423	2,423	A term from 25 January 1995 to 30 June 2047
12	Flat A (Including the Balcony thereof) on the 12th Floor, Tower 8, Larvotto, No. 8 Ap Lei Chau Praya Road, Hong Kong	Residential	100%	1,317	1,317	A term from 25 January 1995 to 30 June 2047
13	Flat A (Including the Bay Window, the Balcony, the Utility Platform thereof and the Air-Conditioning Plant Room Appertaining thereto) on the 30th Floor, Tower 1 and Car Parking Space No. 16 on the Ground Floor, Larvotto, No. 8 Ap Lei Chau Praya Road, Hong Kong	Residential/ Car Park	100%	2,545	2,545	A term from 25 January 1995 to 30 June 2047
14	Car Parking Space No. 1071 on 1st Floor, Larvotto, No. 8 Ap Lei Chau Praya Road, Hong Kong	Car Park	100%	N/A	N/A	A term from 25 January 1995 to 30 June 2047
15	Whole of 4th, 5th, 8th and 9th Floor, Units B1 and B2 on 2nd and 14th Floor and Car Parking Space Nos. 1-4 and 10-21, Blue Box Factory Building, No. 25 (Formerly No. 15) Hing Wo Street, Hong Kong	Industrial/ Car Park	100%	90,800	90,800	75 years from 23 March 1970 renewable for a further term of 75 years

PROPERTY PORTFOLIO OF THE GROUP

No.	Property	Use	Group's effective holding	Gross Floor Area (Approx. sq.ft.)	Gross Floor Area attributable to the Group (Approx. sq.ft.)	Lease Term
The PRC						
16	Units A to F on Level 16, Tower II, Innotect Tower, No. 239 Nanjing Road, Heping District, Tianjin, The PRC	Residential	100%	8,620	8,620	A term from 25 May 1992 to 24 May 2062
17	Unit No. 7-10-I on Level 10 of Block No. 7, No. 68 Xinzhong Street, Dongcheng District, Beijing, The PRC	Residential	100%	1,132	1,132	Up to 1 November 2063

Note: N/A – Not Applicable