



CHIHO ENVIRONMENTAL GROUP LIMITED
齊合環保集團有限公司

(incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立的有限公司)

Stock Code 股份代號 : 976



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VISION 願景

Becoming a global circular economy solution partner.
成為全球循環經濟解決方案合作夥伴。

MISSION 使命

To be a global market leader in resources recycling and environmental protection, earning a quality return to shareholders through the provision of quality products and services, by a group of motivated and diversified staff force.

我們高效多樣的團隊通過提供優質產品及服務，致力成為全球再生資源及環保行業的市場領導者，並為股東獲取理想回報。

CULTURE 文化

We are committed to building a longterm and win-win partnership with our customers including suppliers.

我們重視與客戶包括供應商建立長期合作關係並共同成長。

We provide a safe workplace and career development opportunities for our employees.

我們重視為員工提供安全的工作環境並創造職業增長空間。

We are devoted to achieving a quality, stable and continuous return for our shareholders.

我們重視為股東取得合理、穩定和持久的回報。

We meet our corporate social responsibility by making continuous contributions to social well-being and environmental protection.

我們重視企業社會責任，為社區福祉及環境保護不斷作出貢獻。

CONTENTS

目錄

		<i>Page</i> <i>頁次</i>
About Chiho	關於齊合	2
Our Worldwide Operations	我們的全球業務	3
Chairman's Statement	主席報告	7
Management Discussion and Analysis	管理層討論及分析	12
Profile of Directors and Senior Management	董事及高級管理人員履歷	26
Directors' Report	董事會報告	35
Corporate Governance Report	企業管治報告	51
Major Events of CEG in 2023	齊合環保二零二三年大事記	84
Independent Auditor's Report	獨立核數師報告	90
Consolidated Statement of Profit or Loss	綜合損益表	98
Consolidated Statement of Comprehensive Income	綜合全面收益表	99
Consolidated Balance Sheet	綜合資產負債表	100
Consolidated Statement of Changes in Equity	綜合權益變動表	102
Consolidated Statement of Cash Flows	綜合現金流量表	104
Notes to the Consolidated Financial Statements	綜合財務報表附註	106
5-Year Financial Summary	五年財務概要	264
Corporate Information	公司資料	265

ABOUT CHIHO

關於齊合

Chiho Environmental Group Limited (the "Company", and together with its subsidiaries, the "Group" or "Chiho") is one of the world's largest publicly listed metal recycling corporations with geographical presence covering Asia, Europe and North America.

齊合環保集團有限公司(「本公司」, 連同其子公司統稱「本集團」或「齊合」) 是全球最大的金屬回收上市公司之一, 其現時基地覆蓋亞洲、歐洲及北美洲。

Our extensive global operations comprise:

我們的廣泛全球業務包括:

 <p>Metal Scrap Recycling 再生金屬回收</p>	<p>Sourcing, processing and trading of ferrous and non-ferrous metals 採購、加工及買賣黑色金屬和有色金屬</p>	<p>We use state-of-the-art processing technologies to disassemble and sort mixed metal scrap into useful recycled metals, such as copper, aluminum, and ferrous metals, within a closed loop system 我們利用先進的處理技術在閉環系統內將混合金屬廢料分解及分類為可利用再生金屬, 如銅、鋁及黑色金屬</p>
 <p>End-Of-Life Vehicle (ELV) Processing 報廢汽車拆解</p>	<p>Recycling, dismantling and remanufacturing of ELV with advance post shredding technologies 回收、拆解及利用先進的破碎後處理技術進行報廢汽車的再製造</p>	<p>Our facilities achieve a total recovery rate for ELV and other scrap materials of approximately 97%, greater than the existing recovery target rate of 95% under the EU directive 我們的設備在處理報廢汽車和其他廢舊材料方面的總回收率約為97%, 超過現行歐盟汽車拆解規定的95%回收率</p>
 <p>Electronic Waste Recycling 電子廢料回收</p>	<p>Recycling of scrap electrical and electronic equipment and data destruction 廢棄電子電器設備回收及數據銷毀</p>	<p>As one of the most diversified and comprehensive e-waste recycling centre in Hong Kong, we recycle materials within a closed loop system 作為香港最多元化的綜合電子廢料回收中心之一, 我們於閉環系統內回收物料</p>
 <p>Waste Oil Recycling 廢油回收</p>	<p>Purification, distillation and additions of lubricant additives to produce lubricant base oil 淨化、蒸餾和添加潤滑油添加劑, 以生產潤滑油基礎油料</p>	<p>We have advanced technology and well equipped production line to produce various high quality lubricant oil 我們擁有先進技術及配置精良的生產線用來生產各種高質量的潤滑油</p>
 <p>Retired Lithium Batteries Recycling 廢棄鋰電池回收</p>	<p>Recycling of retired electric vehicle lithium batteries 回收廢棄動力鋰電池</p>	<p>Actively cooperating with European research institutes and universities to jointly develop power lithium battery recycling technology, which is suitable for the recycling of different types and models of lithium batteries 與歐洲研究機構及大學積極合作, 共同研發適用於回收各個種類及型號的鋰電池回收技術</p>
 <p>Process Optimisation Service 工序優化服務</p>	<p>Advisory service on waste management and recycling process optimisation 廢物管理及回收工序優化諮詢服務</p>	<p>As an expert in recycling process management and optimisation, we help our customers to achieve sustainable development in operation and business 作為回收工序管理及優化的專家, 我們幫助客戶實現營運及業務的可持續發展</p>

OUR WORLDWIDE OPERATIONS 我們的全球業務

HONG KONG 香港

A diversified, comprehensive and highly automotive e-waste recycling centre

多元、全面及高度自動化的電子廢物回收中心



MAINLAND CHINA 中國大陸

Beijing 北京

Head office of the Mainland China operations

中國大陸地區業務總辦事處



Taizhou 台州

Engaged in recycling and trading of metal scraps

從事再生金屬回收及貿易

A major metal importer and domestic metal trader

主要金屬進口商及國內金屬貿易商

Invested in the construction of end-of-life vehicles and electric lithium battery recovery projects, of which the first phase was officially kicked off in September 2022

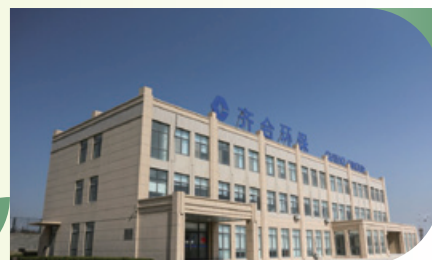
投資新建報廢汽車及動力鋰電池回收項目，其中項目一期已於二零二二年九月正式啟動



Yantai 煙台

Engaged in recycling and domestic trading of metal scraps, and recycling of waste oil

從事再生金屬回收及國內貿易，以及廢油回收



Our Worldwide Operations 我們的全球業務

Binzhou 濱州

Joint venture with Hongqiao Group, engaging in end-of-life vehicle dismantling, scrap metals recycling, secondary aluminium production and electric vehicle lithium batteries recycling
與宏橋集團成立合營企業，從事報廢汽車拆解、廢金屬回收、再生鋁生產及動力鋰電池回收



Shanghai 上海

Trading hub with focus on import of recycled metals
專注於再生金屬進口的交易中心



SOUTHEAST ASIA 東南亞

Thailand 泰國

Joint venture with Hidaka Yookoo Enterprises Co. Limited and Suzuki Shokai Co. Limited, engaging in dismantling of scrap motors and other mixed scrap metal
與Hidaka Yookoo Enterprises Co. Limited及Suzuki Shokai Co. Limited合作，從事廢舊電機及其他廢舊混合金屬拆解

Ferrous scraps are sold domestically while non-ferrous scraps are exported to other Asian markets
再生黑色金屬在國內銷售，而再生有色金屬出口至其他亞洲市場



Our Worldwide Operations 我們的全球業務

GERMANY 德國

Operating 88 yards, including joint ventures, covering South-West, Central and Eastern Germany

營運88個工場(包括合營企業), 覆蓋德國西南部、中部及東部

Covering full scope of collection, sorting and processing with all types of equipment including the most advanced post-shredder material recovery technology

設備齊全(包括最先進的破碎後物料回收技術), 涵蓋全面的收集、分類及處理服務



CZECH REPUBLIC 捷克共和國

Operating 43 yards mainly situated in northern Bohemia and Prague area

營運主要位於波希米亞北部及布拉格地區的43個工場

With a very strong market share in ferrous market, covering both old scrap and new scrap market

於黑色金屬市場所佔市場份額獨佔鰲頭, 涵蓋舊廢料及新廢料市場



ROMANIA 羅馬尼亞

Operating 40 yards, joint venture with two experienced local business partners

營運40個工場, 與兩位當地經驗豐富的業務夥伴成立合營企業

Covering the heavily populated and well industrialised areas in this country

覆蓋該國人口稠密及高度工業化的地區

Proximity to Turkey enables significant scrap export

鄰近土耳其, 可大量出口廢料

High non-metals share of sales, including significant portion of paper and plastics

非金屬(包括大量紙張及塑膠)的銷售額佔比高



Our Worldwide Operations 我們的全球業務

SLOVENIA 斯洛文尼亞

Operating 17 yards
營運17個工場

Well equipped with yard network, transportation assets and processing capabilities to cover all suppliers (industry and old scrap)
配備良好的工場網絡、運輸配套及加工設施以覆蓋全部供應商（工業廢料及舊廢料）

Strong non-ferrous operations, including paper and plastic recycling
有色金屬業務（包括紙張及塑膠回收）穩健



AUSTRIA 奧地利

Joint venture with steel mill Voestalpine Group, operating 13 yards with sourcing subsidiary in Hungary
與軋鋼廠奧鋼聯集團成立合營企業，與位於匈牙利的採購子公司營運13個工場

Market leader for ferrous scrap trading in the country with strong track record in project business (e.g. power plant dismantling)
當地再生黑色金屬買賣的市場領軍者，在發電廠拆卸等業務領域表現出眾



POLAND 波蘭

Operating 5 yards covering central and southern Poland, the most industrialised and scrap rich areas
營運5個工場，覆蓋波蘭工業化程度最高且廢棄物最多的中部及南部

Covering full scope of collection, sorting and processing with all types of equipment
設備齊全，營運範圍涵蓋全面的收集、分類及處理服務



USA 美國

Divestment of most of the loss-making operations in 2022
大部分虧損業務已於二零二二年出售

Currently, the focus is on trade business
現時重點將放在貿易業務上



CHAIRMAN'S STATEMENT

主席報告

In 2023, challenges and opportunities coexist for enterprises and investors in the field of recycled metals. On one hand, the intensified geopolitical conflicts and the uncertainty of the regional economy led to a series of market fluctuations and changes in demand in the commodity industry, that caused pressures to the metal trading industry. On the other hand, environmental protection, climate change, and energy consumption issues garnered increasing attention, and initiatives such as “low-carbon economy” and “industrial green transformation” gradually became important development concepts for various economies and had a positive impact on the environmental protection and resource reuse industries.

In the face of macro-economy pressure and the complex global trade environment, Chiho Environmental Group Co., Ltd. (“the Company” or “Chiho”) ensured the stable development of its business by implementing established strategies, steadily deriving business expansion in regional subsidiaries, and strengthening employee’s recycling process training and recycling technology research and development (“R&D”), to enhance Chiho’s market advantage.

At the same time, facing the opportunities of “low carbon” and “green development”, the Company deepened cooperation with upstream and downstream enterprises, improved the stability and efficiency of the supply chain to meet the demand for high-quality raw materials and sustainable development in the renewable resources industry.

REVIEW OF OPERATIONS

On behalf of the Board of Directors (the “Board”), I am pleased to present the audited annual results of the Company and its subsidiaries (the “Group”) for the year ended 31 December 2023. The Group’s total sales tonnage and revenue for the fiscal year of 2023 were 3.64 million and HK\$16,479.7 million, respectively, representing a year-on-year decrease of 4.2% and 15.8%. The performance in the European business, its tonnage accounting for more than 90% of the Group’s total tonnage, did not achieve sales tonnage and revenue growth due to the impact of rising energy prices and demand fluctuations. The total sales tonnage in Asia increased by 11.8% year-on-year, and the gross profit increased by 247.5% year-on-year.

二零二三年，對於再生金屬領域的企業和投資者來說，挑戰與機遇並存。一方面，地緣政治衝突的加劇、地區經濟的不確定性，使得大宗商品行業經歷了一系列市場波動和需求變化，給金屬貿易行業帶來一定的壓力。另一方面，環境、氣候保護和能源消耗等問題受到了越來越多的關注，「低碳經濟」和「工業綠色轉型」等倡議逐漸成為各經濟體的重要發展理念，並對環保和資源再利用行業產生積極的影響。

面對總體經濟壓力與複雜多變的國際貿易環境，齊合環保集團有限公司（「本公司」或「齊合」）在執行既定戰略和經營計劃的基礎上，努力確保本公司業務持續穩定發展，穩步推動各區域子公司的銷售拓展和業務擴張，並加強員工回收工藝培訓和再生利用技術研發，以提升齊合市場優勢。

面對「低碳」和「綠色發展」機遇，本公司在加強自身競爭力基礎上，加強與上下游企業的合作，提高供應鏈的穩定性和效率，以滿足再生資源行業對高品質原材料和可持續發展的需求。

營運回顧

本人謹代表齊合董事會（「董事會」），提呈本公司及其子公司（「本集團」）截至二零二三年十二月三十一日止年度的經審核全年業績。本集團二零二三年財政年度總銷量及營收分別為3.64百萬噸及16,479.7百萬港元，同比分別下滑4.2%和15.8%。其中，歐洲區域業務（佔本集團業績比例超過90%），受到能源價格上漲和較強需求波動的影響，未實現銷量和營收增長；亞洲區域業務總銷量同比增长11.8%，毛利同比增长247.5%。

REVIEW OF OPERATIONS (continued)

The metal sales tonnage of the European operations was 3.45 million tonnes, with revenue of HK\$14,960.9 million. In the past year, the external environment of the European market has been complex and changeable, and the impact of Russia Ukraine war was still ongoing. Many enterprises' production and operation were still under the pressure of the high inflation and high-cost environment. Facing these unfavorable factors, the Group's policy focused on stabilizing mature business module and deepening cooperation with the upstream and downstream, while promoting technology R&D, and laying out high growth commercial investments.

In the first half of 2023, the Group joined the Car2Car alliance team. The alliance was composed of original equipment manufacturers, recyclers, component processors, and universities, committed to collaborating on the development of innovative methods for dismantling and automatic sorting of scrapped cars. The team is working on using robots to partially or fully automate the dismantling process to achieve automatic execution and accelerate the recycling process. The team is also studying the recyclability of materials in the design process of the new car model, to reduce the carbon footprint of raw materials such as steel and aluminum. The Car2Car project had received support of 6.4 million euros from the Federal Ministry for Economic Affairs and Climate Action in Germany. This project will also drive Chiho's recycling technology to a new level.

In August 2023, the Group's metal recycling yard located in Plzen, Czech Republic was put into operation, and the groundbreaking ceremony was successfully held in October. This new yard built a solid foundation for promoting Chiho's business layout in Central Europe.

In November 2023, Scholz Recycling GmbH, (together with its subsidiaries, the "Scholz Group"), the subsidiary of Chiho, signed a long-term cooperation framework agreement with Voestalpine Group. The cooperative relationship aims to fully leverage the supply advantages of recycled steel raw materials of Scholz Group to assist Voestalpine Group in achieving the "Greentec Steel" steel production decarbonization strategy. This cooperation will further strengthen the Group's market influence in Europe.

營運回顧 (續)

歐洲業務的金屬銷量為3.45百萬噸，營收為14,960.9百萬港元。過去一年，歐洲市場的外部環境複雜多變，俄烏戰爭仍在持續，高通脹、高成本環境所造成的企業生產運營壓力並未減緩。本集團在穩定成熟業務模塊的前提下，著力於加強上下游合作，在推動技術研發的同時，佈局高增長、高回報型商業投資。

本集團在歐洲區域於2023年上半年加入Car2Car聯盟，該聯盟成員由著名的汽車製造商、回收利用商、零部件加工商和大學組成，致力於合作研發創新的報廢汽車拆卸和自動分揀方法，通過數位科技和人工智慧(AI)實現自動執行並加快回收過程，利用機器人將拆卸過程部分或高度自動化。以及，在新車型的設計過程中高度考慮資料的可回收性，減少鋼鐵和鋁等原材料的碳足跡。Car2Car項目已獲得德國聯邦經濟事務和氣候行動部提供的640萬歐元贈款支持。該項目也將助力齊合科研實力再上新台階。

於二零二三年八月份，本集團位於捷克皮爾森鎮的金屬回收料場投入運營，並於十月順利舉辦開工儀式，這為推動齊合在中歐地區業務佈局打下堅實基礎。

於二零二三年十一月，齊合歐洲子公司Scholz Recycling GmbH (連同其子公司，「順爾茨集團」) 和歐洲鋼鐵巨頭奧鋼聯集團共同簽署了長期合作框架協議。這一合作關係的確立旨在充分發揮順爾茨集團的再生鋼鐵原材料供應優勢，助力奧鋼聯集團實現「Greentec Steel」鋼鐵生產脫碳計畫。本次合作將繼續加強本集團在歐洲的市場影響力。

REVIEW OF OPERATIONS (continued)

The metal sales tonnage in Asian increased by 11.8% year-on-year, and the gross profit margin increased to 1.3%. Since the relaxation of the COVID-19 lockdown measures in China, the Group's sales, production, and operations in the region have progressed smoothly. The Group has made efforts to improve the quality and efficiency of business management for driving the development of subsidiaries in the region. In July 2023, Qishun Recycling Project located in Taizhou City, Zhejiang Province obtained the qualification for dismantling End-of-Life Vehicle ("ELV") and launched the recycling and dismantling business of ELV. At present, the collection and dismantling volume of the project are increasing month by month, and it is predicted that the business volume will continue to increase. In August 2023, our subsidiary in China obtained an invention for a waste aluminum shredding and sorting system. As of the end of December 2023, the Group had obtained a total of seven inventions and patents related to the recycling and utilization of waste lithium batteries, four patents related to the recycling of ELV, and four patents related to the recycling and utilization of aluminum in China, which are the technical support for the development of recycling business in Chiho's own investment projects and joint venture projects. In October 2023, the Group's joint venture project located in Binzhou City, Shandong Province launched the first batch of new energy scrapped vehicle recycling and utilization business, that was an important node in the field of green recycling and dismantling of the project.

營運回顧 (續)

亞洲業務的金屬銷量同比增長11.8%，毛利率改善至1.3%。自中國疫情封控措施解除後，本集團在該區域的相關銷售生產和運營進展順利，並努力提升了經營管理質效，以推動本區域子公司發展動力。於二零二三年七月份，本集團位於浙江省台州市的齊順循環再生項目順利取得報廢機動車折開資格，並於正式啟動報廢機動車回收折開業務。現時，該項目的收車量和拆車量正在逐月攀升，預測業務量將持續提升。於二零二三年八月份，本集團中國區域子公司取得《一種廢鋁破碎分選系統及方法》發明專利。截至二零二三年十二月底，該區域已取得廢舊鋰電池回收利用相關發明和專利共七項，報廢汽車回收相關專利共四項，鋁的回收利用相關專利共四項，為該區域自有投資項目和合資項目的循環再生業務發展提供了科技支撐。於二零二三年十月份，本集團位於山東省濱州市的宏順循環科技合資項目啟動第一批新能源報廢車回收利用業務，這成為該合資項目在綠色回收折開領域的一個重要節點。

Chairman's Statement 主席報告

PROSPECT

Despite the global economy in 2024 will still be full of challenges and risks, growth points such as technological innovation, green economy, sustainable development, and digital transformation will bring development space and opportunities to the world economy.

The 28th United Nations Climate Change Conference (COP28) held in 2023 continued to prioritize “accelerating green transformation” as a global climate action and invited nearly 200 countries that have signed the United Nations Framework Convention on Climate Change (UNFCCC) to convene a meeting to negotiate and develop action plans and rules for addressing climate change globally.

The urgency of climate change has made “low-carbon economy” a global consensus. At the institutional level, important economies in the world will continue to strengthen environmental regulations and policies, such as providing green financial support and creating a favorable market environment for low-carbon technological innovation. The green transformation of industries will also continue to be advanced, effectively reducing carbon emissions by improving the utilization of renewable materials and other measures. At the same time, important economies will continue to increase their investment in research and development in areas such as resource regeneration and energy-saving technologies, providing technical support for achieving low-carbon goals.

To achieve carbon neutrality, the European Union (“EU”) has proposed a “Fit for 55” emission reduction package, with the goal of reducing greenhouse gas emissions by 55% compared to 1990 by 2030 and achieving climate neutrality by 2050. As of the end of 2023, the plan includes a total of thirteen specific legislative proposals and action measures. In the regulatory proposal on ELVs, measures to strengthen the recyclability of the automotive industry (covering the design, production, and disposal of automobiles) are formally proposed to ensure that the design of new vehicles is conducive to their recycling and reuse after their lifecycle ends. The proposal emphasizes the requirement to increase the use of recycled materials in new cars, allowing the committee to set targets for recycled steel, recycled metals, and aluminum based on a feasibility evaluation. At the same time, the proposal also aims to increase the quantity, quality, and value of the reuse and recycling materials of scrapped vehicles, in order to achieve high-quality recycling.

展望

縱然，二零二四年的全球經濟依然充滿挑戰與風險。但科技創新、綠色經濟和可持續發展，以及數位化轉型等增長點，也將為世界經濟帶來發展空間和機遇。

二零二三年召開的第二十八屆聯合國氣候變化大會(COP28)將「加速綠色轉型」繼續列為全球氣候行動的重點，並邀請簽署了《聯合國氣候變化框架公約》(UNFCCC)的近200個國家召開會議，協商和制定全球應對氣候變化的行動計劃和規則。

氣候變化的緊迫性使低碳經濟成為全球共識。在制度層面，各重要經濟體會繼續加強環境法規和政策措施，比如，提供綠色金融支持，為低碳技術創新創造有利的市場環境。產業綠色轉型也將持續推進，通過提高可再生資料的利用等等管道有效降低碳排放。同時，各重要經濟體也將繼續加大對資源再生、節能技術等領域的研發投入，為實現低碳目標提供科技支撐。

為實現碳中和，歐洲聯盟（「歐盟」）提出「Fit for 55」減排一攬子計劃，目標是到二零三零年溫室氣體排放量較一九九零年減少55%，到二零五零年實現氣候中和。截止到二零二三年末，該計畫共包含十三項具體立法提案和行動措施。其中，在關於報廢車輛(End-of-Life Vehicles, ELVs)的法規提案中，正式提出加強汽車行業循環性(涵蓋汽車的設計、生產和報廢處理)的措施，以確保新車的設計管道有利於在其生命週期結束後回收和再利用。該提案強調要新增新車中回收資料的使用，允許委員會根據對其可行性的評估，設定再生鋼、再生金屬和鋁的目標。同時，該提案亦旨在提高報廢汽車再利用和回收資料的數量、質量和價值，以實現高品質回收。

PROSPECT (continued)

Faced with the dual carbon target, the Chinese government has launched multiple guidance documents. In December 2023, the Ministry of Industry and Information Technology of China and eight other departments issued the Guiding Opinions on Accelerating the Transformation and Upgrading of Traditional Manufacturing Industry, which clearly stated that by 2027, the comprehensive utilization rate of solid waste in China's bulk industry will exceed 57%. The Guiding Opinions emphasized to actively promote the resource recycling production model, vigorously develop the comprehensive utilization industry of waste steel, waste non-ferrous metals, waste power batteries, waste household appliances, and waste textiles, develop the high-value recycling of renewable resources, and promote efficient resource recycling.

Therefore, from the long-term perspective, the renewable resources industry has broad prospects and huge market potential. Chiho, as a multinational group, will face up to the pressure from macroeconomic and geopolitical influences, and seize the market trend of renewable resource demand as well. Chiho will insist on the policy of making progress while maintaining stability, maintaining strategic focus, strengthening technological innovation, enhancing development momentum, that is, stabilize existing businesses such as metal recycling and trade, recycling and dismantling of ELV, expand new businesses such as power lithium battery ladder utilization, invest in technological R&D, strengthen upstream and downstream cooperation and exchange, and better serve customers and repay shareholders with a sustainable and sound business philosophy.

The Group firmly believes that resource reuse is an important factor for high-quality development of the global economy. Chiho will combine the advantages of operation and technology, actively contribute to the global carbon reduction strategy, and assist more customers and partners to achieve carbon reduction goals and sustainable development globally.

Last but not least, I would like to extend my heartfelt gratitude to the loyal customers and partners who always trust and support Chiho's development, and my utmost respect to the hardworking employees in different regions. Wishing you all stay safe and healthy.

Qin Yongming
Chairman of the Board

展望 (續)

面對雙碳目標，中國政府陸續推出多項指導文件。於二零二三年十二月份，中國工業及信息部等八部門頒佈的《關於加快傳統製造業轉型升級的指導意見》中明確提出，到二零二七年，中國大宗工業固體廢物綜合利用率超過57%。該指導意見強調要積極推廣資源循環生產模式，大力發展廢鋼鐵、廢有色金屬、廢舊動力電池、廢舊家電、廢舊紡織品回收處理綜合利用產業，推進再生資源高值化循環利用，以推動資源高效循環利用。

因此，在長遠方向，循環再生行業前景廣闊，市場潛力可期。齊合作為跨國集團，將正視總體經濟和地緣政治等影響所帶來的壓力，也將緊抓可再生資源需求的市場風口，穩固現有的再生金屬回收和貿易、報廢汽車回收拆卸等業務，拓展動力鋰電池梯次利用等新增業務，持續投入技術研發，加強上下游合作交流，即繼續「堅持穩中求進、保持戰略定力、強化科技創新、增強發展動能」方針，以持續、健康的經營理念更好的服務客戶、回報股東。

本集團堅信，資源再利用是全球經濟體高品質發展的重要因素，齊合將繼續結合產業優勢、運營優勢、科技優勢，積極回應全球減碳戰略，助力全球更多區域實現減碳目標和可持續發展。

最後，本人謹向始終信任並支持齊合發展的忠實客戶、合作夥伴致以誠摯的感謝，以及向全球辛勤和敬業的員工致以深深的敬意。祝大家工作順利、身心安康。

秦永明
董事會主席

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL HIGHLIGHTS

財務摘要

		2023 二零二三年	2022 二零二二年	Increase/ (Decrease) 增加／(減少)
Operating results (HK\$M)	經營業績 (百萬港元)			
Segment revenue	分部收益			
Asia	亞洲	1,719.8	1,787.1	(3.8%)
Europe	歐洲	14,960.9	17,841.4	(16.1%)
North America	北美洲	4.1	35.7	(88.5%)
Inter-segment sales	分部間銷售	(205.1)	(89.9)	(128.1%)
Revenue	收益	16,479.7	19,574.3	(15.8%)
Gross profit	毛利	1,038.0	1,207.7	(14.1%)
Segment profit/(loss)	分部溢利／(虧損)			
Asia	亞洲	(128.7)	(104.0)	(23.8%)
Europe	歐洲	364.4	707.8	(48.5%)
North America	北美洲	(9.0)	(17.9)	49.7%
Unallocated	未分配	4.3	4.8	(10.4%)
Profit before interest and tax (EBIT)	除利息及稅項前溢利	231.0	590.7	(60.9%)
Finance costs, net	財務成本淨額	(181.7)	(186.7)	(2.7%)
Income tax expense	所得稅開支	(68.5)	(166.6)	(58.9%)
(Loss)/Profit for the year	年內(虧損)／溢利	(19.2)	237.4	(108.1%)
Financial position (HK\$M)	財務狀況 (百萬港元)			
Cash generated from operations	經營所得現金	309.6	902.9	(65.7%)
Cash, pledged and restricted bank deposits	現金、已抵押及受限制 銀行存款	371.5	766.0	(51.5%)
Total assets	資產總值	8,720.4	8,573.0	1.7%
Equity attributable to shareholders of the Company	本公司股東應佔權益	4,931.5	4,824.2	2.2%

MANAGEMENT DISCUSSION AND ANALYSIS

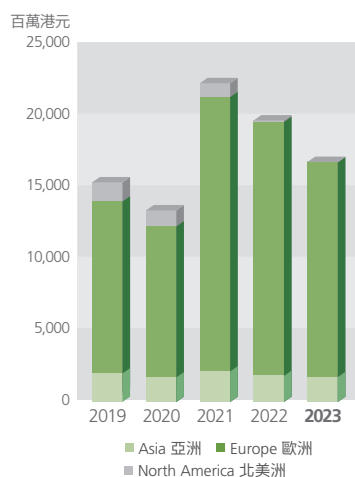
管理層討論及分析

FINANCIAL HIGHLIGHTS (continued)

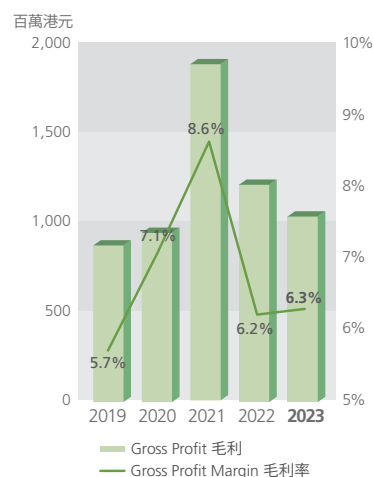
財務摘要 (續)

		2023 二零二三年	2022 二零二二年	Increase/ (Decrease) 增加/(減少)
Per share data (HK\$)	每股資料 (港元)			
(Loss)/earnings per share attributable to shareholders of the Company	本公司股東應佔每股 (虧損)/盈利	(0.01)	0.16	(106%)
Shareholders' funds per share	每股股東資金	3.07	3.01	2.0%
Key ratios (%)	主要財務比率(%)			
Gross profit margin	毛利率	6.3	6.2	1.61%
Net profit margin ¹	純利率 ¹	(0.06)	1.4	(104.3%)
EBIT/Revenue	除利息及稅項前溢利/收益	1.4	3.0	(53.1%)
Return on shareholders' funds ²	股東資金回報率 ²	(0.2)	5.5	(103.6%)

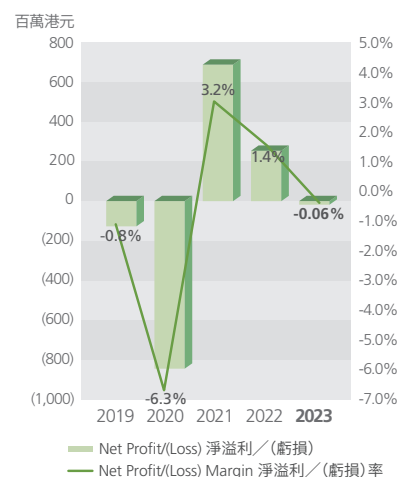
Revenue in Last 5 Years 過往五年收益



Gross Profit and Gross Profit Margin in Last 5 Years 過往五年毛利及毛利率



Net Profit (Loss) and Net Profit (Loss) Margin in Last 5 Years 過往五年淨溢利 (虧損) 及淨溢利 (虧損) 率



¹ Net profit margin is calculated as profit attributable to shareholders of the Company as a percentage of revenue

¹ 純利率是根據本公司股東應佔溢利佔收益的百分比計算

² Return on shareholders' fund is calculated based on the profit attributable to shareholders of the Company as a percentage of average shareholders' funds

² 股東資金回報率是根據本公司股東應佔溢利佔平均股東資金的百分比計算

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

In 2023, market demand from manufacturers and traders in downstream industry shrank while commodities prices declined under the influences of macroeconomic factors such as regional economic downturn, continuous rates hike by the Federal Reserve, frequent geopolitical conflicts as well as the Russian-Ukrainian war. The metal industry is highly sensitive to demand and supply landscape and economic volatilities, which resulted in slowdown in capacity growth. Global ferrous and non-ferrous metal prices fluctuated and edged down after experiencing short-term rebound. With increasing pressures from demand-side shrinkage and inflation, there was a decrease in sales volume and revenue of the Group.

The Group sold 3.64 million tonnes of recycled products in 2023, a 4.2% decrease compared to 3.80 million tonnes sold in 2022. Total external revenue for the year was HK\$16,479.7 million, a decrease of 15.8% as compared to HK\$19,574.3 million last year.

The European segment continues to be the key contributor in terms of revenue. The Asian segment has progressed smoothly with sales tonnage increasing by 11.8%. The contribution from the North American segments has dropped relatively as businesses and assets in these regions were under the divestment process, reflecting the continuous restructuring of the Group's business for more efficient use of our resources.

Gross Profit/Margin

Gross profit for the year was HK\$1,038.0 million, a decrease of 14.1% as compared to HK\$1,207.7 million recorded in the previous year. The decrease in gross profit was mainly due to the increasing freight cost and higher energy prices in Germany and decline in both sales volume and revenue as a result of weak demand for metals in Europe during 2023.

The gross profit margin was slightly increased from 6.2% to 6.3% during the year. The increase in the gross profit margin was a result of focusing on sales bargaining power and continued review of scrap price changes to adjust the structures to maintain higher gross margins.

財務回顧

二零二三年，由於地區經濟衰退、美聯儲持續加息、地緣政治衝突頻繁以及俄羅斯與烏克蘭戰爭等宏觀因素影響，生產商及貿易商的下游市場需求緊縮，大宗商品價格下滑。金屬行業對供需格局及經濟水平波動高度敏感，亦錄得產能增長放緩。全球黑色金屬及有色金屬的價格在短暫上漲後震盪下行。在需求端下行及通貨膨脹等壓力增加下，本集團銷售量及收入因而減少。

本集團二零二三年售出3.64百萬噸再生產品，較二零二二年的銷量3.80百萬噸減少4.2%。年內外部總收益為16,479.7百萬港元，較去年的19,574.3百萬港元減少15.8%。

歐洲分部仍然是主要收益貢獻來源。亞洲分部進展順利，銷量增加11.8%。北美洲分部的貢獻相對下降，原因為該等地區的業務及資產正處於撤資過程，反映出本集團持續重組業務，更有效率地運用資源。

毛利／毛利率

年內，毛利為1,038.0百萬港元，較去年的1,207.7百萬港元減少14.1%。毛利減少主要由於運費持續增加、德國能源價格上升及二零二三年歐洲金屬需求疲軟以致銷售量及收入均出現下跌。

毛利率由6.2%輕微上升至年內的6.3%。毛利率上升主要由於本集團專注於銷售議價能力及持續審視再生金屬價格變化以調整結構，藉以維持較高毛利率。

FINANCIAL REVIEW (continued)

Operating expenses

Total operating expenses for the year were HK\$955.4 million (2022: HK\$974.8 million), a decrease of 2.0% over the last financial year. The reduction in operating expenses was attributed to the Group's implementation of the "cost reduction and efficiency improvement" policy. This approach increased cost efficiency across the organization. The Group's commitment in transformation initiatives and optimization programs in previous years have resulted in continuous improvement in lean and efficient operations. These efforts have enabled the Group to continuously streamline processes and enhance resources utilization, ultimately contributing to reducing operating expenses.

(Loss)/Profit Attributable to Shareholders and (Loss)/Earnings Per Share

Loss attributable to shareholders of the Company for the year ended 31 December 2023 was HK\$9.3 million, as compared to a profit of HK\$264.5 million in the last financial year.

Loss per share for the year ended 31 December 2023 was a loss per share of HK\$0.01 as compared to earnings per share of HK\$0.16 in the last financial year.

Analysis of Cash Flow from Operations

The Group's cash generated from operations before changes in working capital for the year was HK\$543.2 million (2022: HK\$699.4 million). The Group has been prudent in managing the working capital to cope with the uncertainties in the market condition.

Liquidity and Financial Resources

Shareholders' funds as at 31 December 2023 were HK\$4,931.5 million (2022: HK\$4,824.2 million), an increase of 2.2% from as at 31 December 2022. Shareholders' funds per share increased from HK\$3.01 as at 31 December 2022 to HK\$3.07 as at 31 December 2023.

As at 31 December 2023, the Group had cash, various bank balances, pledged and restricted bank deposits amounting to HK\$371.5 million (2022: HK\$766.0 million), used mainly for repayment of external borrowings and working capital for the expansion of business operations.

財務回顧 (續)

經營費用

年內經營費用總額為955.4百萬港元(二零二二年：974.8百萬港元)，較上一財政年度減少2.0%。經營費用減少受惠於本集團落實「降本增效」政策的工作。此方法提高整個集團的成本效益。本集團於過往年度致力於轉型措施及優化計劃，持續改進精益高效營運。該等工作令本集團能夠繼續簡化流程及提高資源運用率，最終有助減少經營費用。

股東應佔(虧損)/溢利及每股(虧損)/盈利

截至二零二三年十二月三十一日止年度，本公司股東應佔虧損為9.3百萬港元，而上一財政年度溢利為264.5百萬港元。

截至二零二三年十二月三十一日止年度的每股虧損為0.01港元，而上一財政年度則為每股盈利0.16港元。

經營業務產生的現金流量分析

年內本集團營運資金變動前經營業務產生的現金為543.2百萬港元(二零二二年：699.4百萬港元)。本集團一直審慎管理營運資金，以應對市況的不確定性。

流動資金與財務資源

於二零二三年十二月三十一日，股東資金為4,931.5百萬港元(二零二二年：4,824.2百萬港元)，較二零二二年十二月三十一日上升2.2%。每股股東資金由二零二二年十二月三十一日的3.01港元增加至二零二三年十二月三十一日的3.07港元。

於二零二三年十二月三十一日，本集團持有的現金、多項銀行結餘、已抵押銀行存款及受限制銀行存款為371.5百萬港元(二零二二年：766.0百萬港元)，主要用於償還外部借款，以及業務營運擴張的營運資金。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW (continued)

Liquidity and Financial Resources (continued)

The current ratio improved from 1.31 as at 31 December 2022 to 1.33 as at 31 December 2023. Certain borrowings were classified as current liabilities as they will be maturing within the next twelve months. The management is in active discussions with lenders and potential lenders to refinance the maturing borrowings.

Total external borrowings as at 31 December 2023 were HK\$903.1 million (2022: HK\$1,142.1 million). A reduction of HK\$239.0 million as compared to 31 December 2022. Such borrowings were mainly utilized for the purchase of mixed recycle metal and working capital, and were denominated in Euro, US Dollar and Renminbi. Approximately HK\$390.0 million (2022: HK\$935.0 million) of borrowings are at fixed interest rates.

The gearing ratio of the Group as at 31 December 2023 was 10.4% (2022: 13.3%) which is calculated based on the total borrowings divided by our total assets. For details of the Group's liquidity position and management's measure and plans taken in relation to its borrowings, please refer to Note 2.1 and Note 30. Through the Group's cost reduction and efficiency improvement by strengthening management and control, the Group's gearing ratio decreased reasonably and continued to reduce the pressure on external debt.

Working Capital Change

Overall, our net operating cycle has remained healthy during the current year, showing our commitment to improve operational efficiency.

Inventories as at 31 December 2023 were HK\$1,712.2 million (2022: HK\$1,323.7 million). The inventory turnover days, which is calculated based on inventory balance as at year ended divided by cost of sales for the year, times three hundred and sixty five days, for the financial year was 40 days (2022: 26 days).

Provision for inventories as at 31 December 2023 were reversal of HK\$23.8 million (2022: provision of impairment HK\$33.6 million). The decrease of provision was due to the price volatility towards the end of the year.

財務回顧 (續)

流動資金與財務資源 (續)

流動比率由二零二二年十二月三十一日的1.31上升至二零二三年十二月三十一日的1.33。若干借款將於未來十二個月內到期，因而被分類為流動負債。管理層正積極與貸款人及潛在貸款人討論，為即將到期的借款再融資。

於二零二三年十二月三十一日，外部借款總額為903.1百萬港元（二零二二年：1,142.1百萬港元），較二零二二年十二月三十一日減少239.0百萬港元。該等借款主要用於購買混合再生金屬及營運資金，並以歐元、美元及人民幣計值。借款約390.0百萬港元（二零二二年：約935.0百萬港元）按固定利率計息。

於二零二三年十二月三十一日，本集團的資產負債比率為10.4%（二零二二年：13.3%）（根據借款總額除以我們的資產總值計算）。本集團的流動性狀況以及管理層對借款採取的措施和計劃的詳情，請參見附註2.1和附註30。通過集團加強管控以及降本增效，本集團資產負債比率出現較合理下降，持續減少外債壓力。

營運資金變動

整體而言，我們的淨經營週期於本年內保持穩健，體現了我們提升經營效益的承諾。

於二零二三年十二月三十一日，存貨為1,712.2百萬港元（二零二二年：1,323.7百萬港元）。本財政年度的存貨週轉日數（乃按年結日存貨結餘除以本年度銷售成本再乘以三百六十五日計算）為40天（二零二二年：26天）。

於二零二三年十二月三十一日，存貨撥備撥回23.8百萬港元（二零二二年：減值撥備33.6百萬港元）。撥備減少乃由於年末價格波動所致。

FINANCIAL REVIEW (continued)

Working Capital Change (continued)

Trade and bills receivables after netting loss allowance as at 31 December 2023 were HK\$1,417.6 million, increased from HK\$1,290.5 million as at 31 December 2022. Debtor turnover days, which is calculated based on trade and bill receivables balance after netting loss allowance as at year ended divided by revenue for the year, times three hundred and sixty five days, for the financial year increased from 24 days in last financial year to 31 days in this financial year.

Trade payables as at 31 December 2023 were HK\$1,644.8 million (2022: HK\$1,418.8 million). Creditor turnover days, which is calculated based on trade and bills payables balance as at year ended divided by cost of sales for the year, times three hundred and sixty five days, for the year ended 31 December 2023 were 39 days (2022: 28 days).

Treasury Policies

The Group's treasury policies are designed to mitigate the impact of fluctuations in commodity prices and foreign currency exchange rates arising from the Group's global operations. The Group principally uses future contracts to hedge the commodity risks, and forward foreign exchange contracts to hedge the foreign exchange risks in the ordinary course of business. It is the Group's policy not to enter into derivative transactions for speculative purposes.

Capital Expenditure

For the year ended 31 December 2023, the Group invested HK\$447.5 million (2022: HK\$453.8 million) in the purchase of tangible assets including land, buildings, plant, machinery and equipment, leasehold improvements, and office equipment for improving production efficiency. These capital expenditures were financed through internal resources and lease arrangements.

財務回顧 (續)

營運資金變動 (續)

扣除虧損撥備後的貿易及票據應收款項由二零二二年十二月三十一日的1,290.5百萬港元增加至二零二三年十二月三十一日的1,417.6百萬港元。應收賬款週轉日數(乃按年結日扣除虧損撥備後的貿易及票據應收款項結餘除以本年度收益再乘以三百六十五日計算)從上一財政年度的24天增加至本財政年度的31天。

貿易應付款項於二零二三年十二月三十一日為1,644.8百萬港元(二零二二年: 1,418.8百萬港元)。截至二零二三年十二月三十一日止年度的應付賬款週轉日數(乃按年結日貿易及票據應付款項結餘除以本年度銷售成本再乘以三百六十五日計算)為39天(二零二二年: 28天)。

財政政策

本集團的財政政策旨在紓緩本集團環球營運所造成的商品價格及外幣匯率波動影響。於日常業務過程中,本集團主要以期貨合約對沖商品風險及以外匯遠期合約對沖外匯風險。本集團的政策是不參與投機性的衍生交易。

資本開支

截至二零二三年十二月三十一日止年度,本集團投資447.5百萬港元(二零二二年: 453.8百萬港元)用於購置有形資產,包括土地、樓宇、廠房、機器及設備、租賃物業裝修及辦公室設備以提高生產效率。該等資本開支均以內部資源及租賃安排提供資金。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Operational Performance

In the face of weak recovery on the demand side, the Group continued to deepen its lean management and strengthen its market research during the year. In addition, the Group is committed to coordinating project layout based on the current industry and market conditions and existing production capacity, making progress while maintaining stability and preventing operational risks. Through the geographic diversification, we are in a good position to mitigate the risks of depending overly on a single market. We are among the processing and technology leaders in ferrous and non-ferrous metal recycling worldwide, and own many advanced processing technologies in scrap metal shredding and post-shredding processing.

Europe

In 2023, the European operations suffered from challenging economic conditions including skyrocketed energy prices, complex and volatile industry outlook and the impact of the Russia-Ukraine War as well as increasing trade deficit, facing the pressure of the high inflation and high-cost environment, resulting in a decrease in sales volume and revenue. The European segment sold 3.45 million tonnes of recycled products for the year ended 31 December 2023, a decrease of 5.0% compared to the last year of 3.63 million tonnes. Segment revenue was HK\$14,960.9 million for the year which decreased by 16.1% as against 2022.

European segment's gross profit for the year was HK\$1,031.4 million, a decrease of 16.9% as compared to last year. The European segment experienced significant increase in logistic and transportation costs from breakdown of global supply chain of scrap products in Europe due to high energy costs. However, the gross profit margin was 6.9% in 2023, as compared to 7.0% in 2022, resulting in an increase in sales bargaining power.

The Company benefited from its position on the market as a key competitor within the region as well as the high scrap prices during the period, which contributed to the profitability of the European segment. Segment profit for the year was HK\$364.4 million (2022: HK\$707.8 million), decreased by 48.5% as compared to last year.

業務回顧

營運表現

面對需求端恢復疲弱，本集團在年內持續深化精益管理、強化市場調研。此外，本集團致力於根據當前行業及市場狀況以及現有產能協調項目佈局，穩中求進，預防經營風險。地域多元化有利於本集團減輕過度依賴單一市場的風險。我們是全球黑色及有色金屬回收處理及技術領導者之一，擁有多項先進的再生金屬破碎和破碎後處理技術。

歐洲

歐洲區域的業務在二零二三年面臨高通脹及高成本的環境壓力，經歷了能源價格居高不下、工業前景複雜多變、俄烏戰爭影響、貿易逆差增大等充滿挑戰的經濟環境，導致銷售量及收入減少。截至二零二三年十二月三十一日止年度，歐洲分部售出3.45百萬噸再生產品，較去年的3.63百萬噸下降5.0%。於年內，分部收益為14,960.9百萬港元，較二零二二年減少16.1%。

歐洲分部於年內的毛利為1,031.4百萬港元，較去年減少16.9%。由於能源成本高增，歐洲廢棄產品全球供應鏈遭受巨大壓力，導致歐洲分部的物流及運輸成本大幅增加。然而，於二零二三年毛利率為6.9%，相比二零二二年則為7.0%，銷售議價能力的成效因而有所增強。

歐洲分部的利潤受益於本公司在行業內的市場地位和競爭力，以及期內再生金屬價格的提高。於年內，分部溢利為364.4百萬港元（二零二二年：707.8百萬港元），較去年減少48.5%。

BUSINESS REVIEW (continued)

North America

The North American segment has undergone a business transformation process starting from 2022 to better allocate resources to other businesses. As a result, the North American segment, reported revenue of HK\$4.1 million for the year (2022: HK\$35.7 million).

Segment gross loss for the year was HK\$1.7 million (2022: HK\$3.4 million) and gross loss margin was at 40.9% (2022: 9.6%). Segment loss for the year was HK\$9.0 million (2022: segment loss of HK\$17.9 million).

Asia

The Asian segment sold 0.19 million tonnes of recycled products in the current year, an increase of 11.8% against 2022 of 0.17 million tonnes sold. Since the relaxation of the COVID-19 lockdown measures in China, the business of metal trading in China is the key contributor to the Asian segment. The segment revenue has slightly decreased by 3.8% from HK\$1,787.1 million in 2022 to HK\$1,719.8 million in 2023.

With increasing sales volume in the Asian segment, the gross profit for the year was HK\$23.1 million, an increase of 247.5% as compared to segment gross loss HK\$15.7 million in 2022. In addition, the gross loss margin in 2022 was 0.9%, increased to gross profit margin 1.3% in 2023. As such, segment loss was HK\$128.7 million as compared to segment loss HK\$104.0 million in 2022.

As the Chinese government has launched multiple dual carbon target guidance documents, and stimulus plans to actively promote the resources recycling production model, develop the high-value recycling of renewable resources, and promote efficient resource recycling, the performance of the Asian segment will likely to recover in the near future.

業務回顧 (續)

北美洲

本集團自二零二二年開始對北美洲分部進行業務轉型，以更好地集中資源於其他業務。因此，北美洲分部於年內錄得收益為4.1百萬港元（二零二二年：35.7百萬港元）。

於年內錄得分部毛虧1.7百萬港元（二零二二年：3.4百萬港元），及毛虧率40.9%（二零二二年：9.6%）。於年內錄得分部虧損9.0百萬港元（二零二二年：分部虧損17.9百萬港元）。

亞洲

本年度，亞洲分部售出0.19百萬噸再生產品，較二零二二年售出的0.17百萬噸增加11.8%。自中國疫情封控措施解除後，中國的金屬貿易業務為亞洲分部的主要貢獻來源。該分部的收益由二零二二年的1,787.1百萬港元輕微減少3.8%至二零二三年的1,719.8百萬港元。

隨著亞洲分部的銷售量持續增加，本年度分部毛利為23.1百萬港元，較二零二二年的分部毛虧15.7百萬港元增加247.5%。此外，於二零二二年錄得毛虧率0.9%，於二零二三年則改善至毛利率1.3%。因此，分部虧損為128.7百萬港元，而二零二二年分部虧損為104.0百萬港元。

隨著中國政府推出多項雙碳目標指導文件及刺激計劃，以積極推廣資源循環生產模式及發展再生資源高價值回收，並促進高效資源回收，亞洲分部的表現有望在不久將來恢復。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2023, the Group had pledged certain property, plant, equipment, right-of-use assets, investment properties, inventories, trade receivables and bank deposits with an aggregate carrying value of approximately HK\$4,418.6 million (31 December 2022: HK\$3,722.9 million) to secure certain borrowings and general banking facilities granted to the Group.

As at 31 December 2023, the Group had capital commitments in respect of acquisition of property, plant, equipment and additions in construction in progress which are contracted for but not provided for in the amount of HK\$116.5 million (31 December 2022: HK\$72.9 million).

As at the date of this report, save as disclosed below, the Board is not aware of any material contingent liabilities.

The Group has provided financial guarantees to certain related party and joint ventures of HK\$20.3 million and HK\$50.9 million (31 December 2022: HK\$19.0 million and HK\$49.9 million), respectively. As the risk of default is very remote and there is no history of default, no financial guarantee liability was recognized.

A writ of summons was issued by Delco Participation B.V. ("Delco"), as plaintiff, on 21 December 2015 in the High Court of Hong Kong (the "Court") (High Court Action No. 3040 of 2015, "HCA 3040/2015"), followed by an amended writ on 5 December 2016, against the Company and Mr. Fang Ankong ("Mr. Fang") as defendants for a sum of HK\$57.8 million together with interest and costs. The claim relates to an alleged nonpayment of a portion of the loans advanced by Delco Asia Company Limited ("Delco Asia") to subsidiaries of the Company in accordance with the terms of a shareholders' loan assignment dated 24 June 2010 between, amongst others, Delco Asia and the Company. The Company filed its defence on 23 September 2016. An amended writ of summons was filed by Delco on 5 December 2016, adding Mr. Fang as a defendant to the proceedings. The parties subsequently filed amended pleadings. On Delco's application, the Court granted leave to Delco to discontinue its claim against the Company for the HK\$57.8 million, with certain issues still to be decided by the Court.

資本承擔及或然負債

於二零二三年十二月三十一日，本集團抵押賬面總值約4,418.6百萬港元（二零二二年十二月三十一日：3,722.9百萬港元）的若干物業、廠房、設備、使用權資產、投資物業、存貨、貿易應收款項及銀行存款，為授予本集團之若干借款及一般銀行融資作擔保。

於二零二三年十二月三十一日，本集團有關收購物業、廠房、設備及添置已訂約但未撥備的在建工程的資本承擔金額為116.5百萬港元（二零二二年十二月三十一日：72.9百萬港元）。

於本報告日期，除下文所披露者外，董事會概無知悉有任何重大或然負債。

本集團已分別向若干關聯方及合營企業提供金融擔保20.3百萬港元及50.9百萬港元（二零二二年十二月三十一日：19.0百萬港元及49.9百萬港元）。由於違約風險極小且無違約記錄，因此並無確認任何金融擔保負債。

Delco Participation B.V.（「Delco」）作為原告，於二零一五年十二月二十一日將本公司及方安空先生（「方先生」）作為被告，向香港高等法院（「法院」）提交訴狀（高院案例二零一五年第3040號，「HCA 3040/2015」）索償57.8百萬港元連同利息及成本，並於二零一六年十二月五日提交修訂傳票。該索償聲稱Delco Asia Company Limited（「Delco Asia」）未根據雙方（其中包括Delco Asia及本公司）於二零一零年六月二十四日訂立的股東貸款轉讓條款向本公司子公司支付墊付貸款的部分款項。本公司已於二零一六年九月二十三日提出抗辯。Delco於二零一六年十二月五日提交修訂訴狀，加入方先生為法律程序之被告。當事各方隨後提交經修訂訴狀。根據Delco的申請，法院准許Delco終止向本公司索償57.8百萬港元，若干事宜仍有待法院作定奪。

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES (continued)

Each of Mr. Fang, a former director of the Company, and HWH Holdings Limited (“HWH”), undertook to the Company to indemnify and hold harmless on demand (on an after-tax basis) the Company against all losses arising out of, inter alia, HCA 3040/2015 in accordance with the terms of a letter of indemnity signed by Mr. Fang and HWH in favour of the Company on 17 December 2015. The exact scope of the indemnity is yet to be determined.

A writ of summons was issued by Delco as plaintiff on 10 November 2016 in the Court (High Court Action No. 2939 of 2016, “HCA 2939/2016”) against the Company as the 1st defendant, Chiho-Tiande (HK) Limited (“CTHK”), a wholly-owned subsidiary of the Company, as the 2nd defendant, HWH as the 3rd defendant, and Mr. Fang as the 4th defendant. Delco claimed against the Company for damages for an alleged breach of a letter of undertaking dated 3 March 2015 in relation to a convertible bond issued by the Company and subscribed for by Delco on 1 March 2012. Delco further claimed against CTHK for a sum of US\$1.0 million, allegedly advanced by Delco Asia to CTHK on or around 16 April 2009. Delco further claims interests, costs and further or other relief. The Company and CTHK filed their defence on 24 March 2017 and the plaintiff filed its reply to the Company and CTHK’s defence on 20 June 2017. The parties subsequently filed amended pleadings and gave evidence at the trial in July 2021. The case is still in progress, with the parties having made closing submissions, and the parties are awaiting judgment from the Court.

Whilst the Board does not consider HCA 3040/2015 and HCA 2939/2016 to be claims of material importance for the reason set out above, details of HCA 3040/2015 and HCA 2939/2016 are disclosed herein for the sake of completeness.

資本承擔及或然負債 (續)

方先生 (本公司前任董事) 及HWH Holdings Limited (「HWH」) 各自向本公司承諾，根據方先生與HWH以本公司為受益人於二零一五年十二月十七日簽署的彌償函件的條款，彌償本公司因 (其中包括) HCA 3040/2015產生的所有損失及使本公司免受損失 (按除稅後基準)。彌償的具體範圍尚未確定。

Delco作為原告於二零一六年十一月十日將本公司作為第一被告；本公司的全資子公司齊合天地 (香港) 有限公司 (「齊合天地香港」) 作為第二被告；HWH作為第三被告；及方先生作為第四被告，向法院提交訴狀 (高院案例二零一六年第2939號，「HCA 2939/2016」)。Delco就指稱違反日期為二零一五年三月三日的承諾函 (內容關於二零一二年三月一日本公司發行及Delco認購可換股債券) 的損害向本公司索償。Delco進一步向齊合天地香港索償1.0百萬美元，其指稱由Delco Asia於二零零九年四月十六日或前後向齊合天地香港墊付該款項。Delco進一步索償利息、訴訟費及進一步或其他寬免。本公司及齊合天地香港於二零一七年三月二十四日提出抗辯，而原告於二零一七年六月二十日就本公司及齊合天地香港的抗辯提交答辯。當事各方隨後提交經修訂訴狀並於二零二一年七月之庭審上作證。案件仍在進行中，當事方已作出結案陳詞，惟須等候法庭作出判決。

董事會因上文所載理由認為HCA 3040/2015及HCA 2939/2016並非重大申索，於本報告中披露HCA 3040/2015及HCA 2939/2016的詳情僅為保持完整性。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Disclosure Pursuant to Rules 13.19 and 13.21 of the Listing Rules

Reference is made to the announcements (the “Loan Announcements”) of the Company dated 5 July 2018 and 3 April 2024.

A facility agreement was entered into between the Company and certain independent third party institutions in relation to a syndicated term loan of up to US\$300,000,000. Unless the context requires otherwise, capitalized terms used herein shall have the same meaning as those defined in the Loan Announcements.

The Loan was initially drawn down during the year ended 31 December 2018 with a loan principal of US\$220,000,000 (equivalent to HK\$1,691.5 million) and a repayment period of two years. Upon the maturity of its initial term, the repayment date of the Loan has been extended during each of the years ended 31 December 2020, 2021, 2022 and 2023 with the final repayment date of 30 March 2024 as last extended. Over the past years, the Group has repaid the majority of the Loan and the outstanding principal of the Loan amounted to US\$50,000,000 (equivalent to HK\$376.0 million) (the “Outstanding Loan Balance”) as at the final repayment date of 30 March 2024, which remained outstanding as at the date of this report (the “Default”). The Default constitutes an event of default under the Facility Agreement. As a result, the facility agent to the Facility Agreement is entitled to declare the Outstanding Loan Balance immediately due and repayable.

On 2 April 2024, the Company received a demand letter from the facility agent for immediate repayment of the Outstanding Loan Balance and the applicable default interest under the Facility Agreement. The management of the Group is in the course of negotiating with the facility agent for a further extension of the final repayment date to the Loan. Further announcement(s) will be made by the Company as and when necessary or appropriate if there is any material updates on the Outstanding Loan Balance and the Default.

根據上市規則第13.19條和第13.21條作出的公告

茲提述本公司的公告日期為二零一八年七月五日和二零二四年四月三日（「貸款公告」）。

本公司與若干獨立第三方機構就金額最高達300,000,000美元銀團定期貸款訂立融資協議。除文義另有所指，本公告所用詞彙與該貸款公告所界定者具有相同涵義。

於截至二零一八年十二月三十一日止年度，該貸款初步提取本金額為220,000,000美元（相當於1,691.5百萬港元），還款期為兩年。於初步期限到期後，於截至二零二零年、二零二一年、二零二二及二零二三年十二月三十一日止年度各年，該貸款的還款期已獲延期，最後的還款日期為二零二四年三月三十日。於過去數年，本集團已償還大部分貸款，於截至二零二四年三月三十日最後還款日期，該貸款的未償還本金為50,000,000美元（相當於376百萬港元）（「未償還貸款結餘」），該金額於本報告日期仍未償還（「違約」）。該違約構成該融資協議項下之違約事件。因此，該融資協議的融資代理人有權宣佈未償還貸款結餘即時到期並須即時償還。

於二零二四年四月二日，本公司已收到融資代理人的催款函要求即時償還融資協議項下之未償還貸款結餘及適用的違約利息。本集團管理層正與融資代理人商討，以進一步延長該貸款的最後還款日期。本公司將於需要時或適時就未償還貸款結餘及違約的重大更新刊發進一步公告。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

RISK MANAGEMENT

The Group in its ordinary course of business is exposed to market risks such as commodity price risk, foreign currency risk, interest rate risk, credit risk and liquidity risk. The Group's risk management strategy is to mitigate the adverse effects of these risks on its financial performance.

The Group adopted a commodity price risk hedging policy which has been subsequently updated to cater for the changing operating conditions of the Group.

As part of its foreign currency hedging strategy, the Board closely monitors the Group's foreign currency borrowings in view of the volatile exchange rates of Euro, Renminbi and other relevant currencies to US Dollar and considers various measures to minimise foreign currency risk.

Regarding credit risk, the Group continues to follow the best practices of cash collection for sales of most recycled products in order to minimise the carrying amounts of the financial assets in the Group's financial statements. In addition, the Group continues monitoring closely its trade debtors to minimise potential impairment losses.

Regarding liquidity risk, the Group continues maintaining a balance between the continuity of funding and flexibility through the use of bank borrowings.

風險管理

在日常業務過程中，本集團面臨的市場風險包括商品價格風險、外幣風險、利率風險、信貸風險及流動資金風險等。本集團的風險管理策略旨在降低該等風險對財務表現的不利影響。

本集團採納商品價格風險對沖政策，該政策其後已進行更新以迎合本集團不斷變化的營運狀況。

作為本集團的外幣對沖策略的一部分，鑒於歐元、人民幣及其他有關貨幣兌美元匯率波動，因此董事會將密切監察本集團的外幣借款，並考慮多項措施以減少外幣風險。

信貸風險方面，本集團就其大多數再生產品銷售繼續奉行貨到付現的最佳慣例，旨在減低本集團財務報表中的金融資產賬面值。此外，本集團繼續密切監察貿易應收賬情況，以減低潛在減值虧損。

至於流動資金風險方面，本集團繼續透過利用銀行借款，在持續獲取資金與保持靈活程度之間維持平衡。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2023, the Group had a workforce of 2,617 (31 December 2022: 2,748) employees. In addition, as at 31 December 2023, we engaged approximately 470 (31 December 2022: 459) workers and office staff through local contractors. We have not experienced any strikes, work suspension or significant labor disputes which have affected our operations in the past. We have not experienced any significant difficulties in recruiting and retaining qualified staff. We continue to maintain good relationships with our employees and we provide a variety of internal and external training programmes to our employees.

The Group's total staff costs for the year were approximately HK\$954.3 million (2022: HK\$975.6 million). The remuneration package of staff consists of basic salary, mandatory provident fund, insurances and other benefits as considered appropriate. Remuneration of employees of the Group is determined by the senior management of the Group by reference to market standards, individual performance, experience and their respective contribution to the Group so as to retain competent employees.

The emoluments of the Directors are recommended by the remuneration committee of the Company with reference to factors including the duties and responsibilities, backgrounds, qualifications and experience of the Directors, having regard to the Company's operating results, individual performance and comparable market statistics, subject to the Board's approval. Other emoluments including discretionary bonuses, are determined by the Board with reference to the Directors' duties, abilities, reputation and performance.

僱員及薪酬政策

於二零二三年十二月三十一日，本集團共有2,617名（二零二二年十二月三十一日：2,748名）僱員。此外，於二零二三年十二月三十一日，我們透過當地承包商僱用約470名（二零二二年十二月三十一日：459名）工人以及辦公人員。我們過去並無經歷任何影響經營的罷工、停工或重大勞資糾紛。我們在招聘及挽留合資格僱員方面亦無遇到任何重大困難。我們與僱員一直維持良好的關係，並且我們為僱員提供多項內部及外部培訓計劃。

本集團的本年度員工成本總額為約954.3百萬港元（二零二二年：975.6百萬港元）。員工薪酬組合包括基本薪金、強制性公積金、保險及其他合適福利。本集團僱員的薪酬乃由本集團高級管理人員參考市場標準、個人表現、經驗及其各自對本集團貢獻而定以留住能幹的員工。

董事酬金由本公司薪酬委員會經考慮因素包括職責、背景、董事資格和經驗，並且有關本公司的經營業績、個別表現和可比較的市場數據而推薦建議及須經董事會批准。其他酬金（包括酌情花紅）由董事會參考董事的職務、能力、名聲及表現釐定。

MANAGEMENT DISCUSSION AND ANALYSIS 管理層討論及分析

SIGNIFICANT INVESTMENTS, ACQUISITIONS AND DISPOSALS

On 10 August 2022, Liberty Iron & Metal, Inc. (“Seller”) (an indirect wholly-owned subsidiary of the Company) entered into a membership interest purchase agreement with American Iron & Metal (U.S.A.) Inc. (“AIM (USA)”) (“Disposal Agreement”), pursuant to which the Seller has conditionally agreed to sell and AIM (USA) has conditionally agreed to purchase 50% of the issued and outstanding membership interests in Kalischatarra Iron & Metal LLC (“Sales Interests I”) and Kalischatarra Iron & Metal NM LLC (“Sales Interests II”), respectively, at the aggregate consideration of the US\$3,500,000 (equivalent to approximately HK\$27,440,000) (“Disposal”).

The Disposal was completed on 5 January 2023. For details of the transaction, please refer to the announcement of the Company dated 23 December 2022.

Save as disclosed in this Annual Report, there were no other significant investments held, material acquisitions or disposals of subsidiaries, associates or joint ventures and any concrete future plans for material investment or capital assets.

INVESTOR RELATIONS AND COMMUNICATIONS WITH SHAREHOLDERS

For the Group, maintaining trusting relationships with investors has always been paramount. The Board accordingly continues to engage with them regularly and to keep them apprised of its latest corporate and business developments in a timely manner.

Looking to the future, the Group will be taking steps to increase transparency with both investors and shareholders to strengthen its corporate governance in line with their best interests. As part of this initiative, additional visibility will be provided around strategic plans and approaches, with the aim of eliciting feedback and reaffirming the collective understanding of the Group’s business, market activities and growth opportunities.

重大投資、收購及出售

於二零二二年八月十日，Liberty Iron & Metal, Inc. (「賣方」) (本公司的間接全資子公司) 與 American Iron & Metal (U.S.A.) Inc. (「AIM (美國)」) 訂立出售股東權益購買協議 (「出售協議」)，據此，賣方已有條件同意出售及 AIM (美國) 已有條件同意以合共 3,500,000 美元 (相當於約 27,440,000 港元) (「出售事項」) 的代價購買分別相當於 Kalischatarra Iron & Metal LLC (「銷售權益 I」) 及 Kalischatarra Iron & Metal NM LLC (「銷售權益 II」) 已發行及發行在外股東權益的 50%。

出售事項已於二零二三年一月五日完成，詳情請參閱本公司公告日期為二零二二年十二月二十三日。

除本年報所披露者外，概無持有其他重大投資，亦無重大收購或出售子公司、聯營公司或合營企業，以及任何重大投資或資本資產的具體未來計劃。

投資者關係及與股東的溝通

對本集團而言，與投資者保持信任關係一直至關重要。因此，董事會將繼續定期與投資者接觸，並及時向彼等通報最新的公司及業務發展情況。

展望未來，本集團將採取措施增加本公司與投資者及股東之間的透明度，加強企業管治，以符合彼等的最大利益。作為該計劃的一部分，我們將圍繞策略計劃和方針提供更多可視性資料，以期獲得反饋並加強對本集團業務、市場活動及增長機會的共同了解。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

EXECUTIVE DIRECTORS 執行董事

Mr. Tu Jianhua (“Mr. Tu”), aged 61, has been an executive director of the Company since 2015. Mr. Tu is a member of each of the executive committee and the strategy and investment committee of the Company. He also acts as a director of certain subsidiaries of the Company. Mr. Tu also acted as the chairman of the Board from 29 April 2015 to 17 July 2017, and as the chief executive officer of the Company from 16 February 2016 to 31 March 2016. He was the chairman of USUM Investment Group Limited from April 2014 to November 2019. He has been a director of Loncin Group Co., Ltd. (隆鑫集團有限公司) since January 1996 and a director of Loncin Holdings Co., Ltd (隆鑫控股有限公司) since January 2003. USUM Investment Group Limited, Loncin Group Co., Ltd. (隆鑫集團有限公司) and Loncin Holdings Co., Ltd. (隆鑫控股有限公司) are controlling shareholders of the Company.

He served as the chairman of the board of Loncin Holdings Co., Ltd. (隆鑫控股有限公司) in the period from January 2003 to July 2010 and from February 2013 to December 2013, an executive director of Loncin Group Co., Ltd. (隆鑫集團有限公司) from January 1996 to January 1997, and the chairman of the board of directors of Loncin Group Co., Ltd. (隆鑫集團有限公司) from January 1996 to December 2013. He served as a general manager of Chongqing Loncin Gasoline Engine Company (SinoAmerican Joint Venture) (中美合資重慶隆鑫汽油機公司), a company that used to be controlled by Mr. Tu during its existence, from 1995 to 1996, and served as the chief director of Chongqing Loncin Transportation and Machinery Factory (重慶隆鑫交通機械廠), a company that used to be controlled by Mr. Tu during its existence, from 1993 to 1996. He served as the factory director of Chongqing City Jiulongpo District Loncin Metal Factory* (重慶市九龍坡區隆鑫金屬廠), a company that used to be controlled by Mr. Tu during its existence, from 1991 to 1993 and the factory director of Chongqing Cinhua Metals Factory* (重慶鑫華金屬製品廠), from 1984 to 1990.

Pursuant to a decision on disciplinary actions ([2019] No. 124) 《上海證券交易所紀律處分決定書》[2019] 124號) issued by the Shanghai Stock Exchange, the Shanghai Stock Exchange has publicly condemned, among others, Mr. Tu in accordance with the relevant provisions of the Stock Listing Rules and the Measures for the Implementation of Disciplinary and Supervision Measures of the Shanghai Stock Exchange. The details of which were set out in the Company’s announcement dated 6 January 2020.

Mr. Tu graduated from the Economic Management (經濟管理專業) of the Open College in Chongqing City Municipal Party School (重慶市委黨校函授學院) in December 1998. Mr. Tu previously acted as the deputy to the 11th, 12th National People’s Congress, the deputy to the 2nd, 3rd and 4th Chongqing Municipal People’s Congress and the member of the Finance and Economic Affairs Committee of Chongqing Municipal People’s Congress. Mr. Tu’s term of office as a Member of the National Committee of the 13th Chinese People’s Political Consultative Conference, a Standing Committee Member of the Executive Committee of the 12th All China Federation of Industry & Commerce (全國工商聯), the president of Chongqing City Industry and Commerce Federation (重慶市工商聯), the President of Chongqing City General Chamber of Commerce (重慶市總商會), the president of Chongqing City Technology Equipment Industry Chamber of Commerce (重慶市科技裝備業商會), the vice president of Chongqing City Charity Federation (重慶市慈善總會) and the vice president of Chongqing City Private Entrepreneurs Confederation (重慶市民營企業家聯合會) expired in March 2023.

Mr. Tu is a director of Loncin Motor Co., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (stock code: 603766).

* For identification purpose only 僅供識別

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

涂建華先生（「涂先生」），61歲，彼自二零一五年起擔任本公司執行董事。涂先生為本公司執行委員會及戰略與投資委員會各自的成員。彼亦擔任本公司若干子公司之董事。涂先生亦於二零一五年四月二十九日至二零一七年七月十七日擔任董事會主席及於二零一六年二月十六日至二零一六年三月三十一日擔任本公司行政總裁。彼於二零一四年四月至二零一九年十一月擔任渝商投資集團股份有限公司董事長。彼自一九九六年一月至今擔任隆鑫集團有限公司董事，自二零零三年一月至今擔任隆鑫控股有限公司董事。渝商投資集團股份有限公司、隆鑫集團有限公司及隆鑫控股有限公司為本公司控股股東。

彼於二零零三年一月至二零一零年七月期間及自二零一三年二月至二零一三年十二月期間擔任隆鑫控股有限公司董事會主席，於一九九六年一月至一九九七年一月擔任隆鑫集團有限公司執行董事，於一九九六年一月至二零一三年十二月擔任隆鑫集團有限公司董事會主席。彼於一九九五年至一九九六年擔任中美合資重慶隆鑫汽油機公司（存在時由涂先生控制的公司）總經理，於一九九三年至一九九六年擔任重慶隆鑫交通機械廠（存在時由涂先生控制的公司）廠長。彼於一九九一年至一九九三年擔任重慶市九龍坡區隆鑫金屬廠（存在時由涂先生控制的公司）廠長，以及於一九八四年至一九九零年擔任重慶鑫華金屬製品廠廠長。

按上海證券交易所發出的《上海證券交易所紀律處分決定書》（[2019] 124號），上海證券交易所根據《股票上市規則》及《上海證券交易所紀律處分和監管措施實施辦法》的有關規定，對（其中包括）涂先生予以公開譴責。其詳情載於本公司日期為二零二零年一月六日的公告。

涂先生於一九九八年十二月畢業於重慶市委黨校函授學院經濟管理專業。涂先生曾擔任第十一屆、第十二屆全國人民代表大會代表，第二屆、第三屆及第四屆重慶市人民代表大會代表及重慶市人民代表大會財政經濟委員會委員。涂先生擔任第十三屆全國政協委員、第十二屆全國工商聯執行委員會常務委員、重慶市工商聯主席、重慶市總商會會長、重慶市科技裝備業商會會長、重慶市慈善總會副會長及重慶市民營企業家聯合會副會長的任期已於二零二三年三月屆滿。

涂先生為隆鑫通用動力股份有限公司（該公司股份於上海證券交易所上市（股票代號：603766））之董事。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

Mr. Qin Yongming (“Mr. Qin”), aged 60, was appointed as an executive director of the Company, the chairman of the Board and the chairman of each of the executive committee, the nomination committee, the strategy and investment committee, and the pricing committee of the Company on 21 March 2023. Mr. Qin is currently a senior executive of the Group primarily responsible for the management of the Group’s business in Germany. Mr. Qin also holds directorships in certain subsidiaries of the Group.

He has 35 years’ of working experience and extensive management experience in global manufacturing and recycling industries, as well as professional experience in corporate operation management, international capital operations, strategic risk control, financial management, international materials procurement and supplier management. He held a number of senior leadership positions at LafargeHolcim group, Tianjin Henkel Detergent Co. Ltd., etc. Mr. Qin joined the Group on 1 June 2016 as executive vice president and was appointed as an executive Director on 30 June 2016. He was re-designated to chief executive officer of the Company on 24 October 2016 and to the chairman of the Board on 17 July 2017. He ceased to be an executive Director and the chairman of the Board on 16 December 2020.

Mr. Qin graduated from Renmin University of China with a bachelor’s degree in finance and accounting and holds a Master of Business Administration from the University of Southampton, United Kingdom.

秦永明先生（「秦先生」），60歲，於二零二三年三月二十一日獲委任為本公司執行董事、董事會主席以及執行委員會主席、提名委員會主席、戰略與投資委員會主席和定價委員會主席職位。秦先生現時為本集團的資深行政人員，主要負責管理本集團於德國的業務。秦先生亦擔任本集團若干子公司之董事職位。

秦先生擁有35年的工作經驗，在全球製造與循環再生領域擁有豐富的國際管理經驗，在企業營運管理、國際資本運作、戰略風險控制、財務金融管理、全球採購以及供應商管理等方面擁有卓越的專業履歷，曾擔任拉法基豪瑞集團、天津漢高洗滌劑有限公司等高級領導職務。秦先生於二零一六年六月一日加入本集團並擔任常務副總裁，於二零一六年六月三十日獲委任為執行董事。彼於二零一六年十月二十四日調任為本公司行政總裁及二零一七年七月十七日調任為董事會主席。彼於二零二零年十二月十六日不再擔任執行董事和董事會主席。

秦先生畢業於中國人民大學財務會計專業本科並擁有英國南安普頓大學工商管理碩士學位。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

Mr. Miao Yu (“Mr. Miao”), aged 45, has been an executive director of the Company since 2020. He also serves as a member of each of the executive committee, the strategy and investment committee, the nomination committee, the remuneration committee and the pricing committee of the Company. He also acts as the president of USUM Investment Group Limited, a controlling shareholder of the Company.

Mr. Miao has extensive experience in investment management, corporate finance, financing structure and implementation. He served as the investment and financing director of China General Consulting and Investment Co., Ltd. from 2017 to 2019 and as the senior vice president of Tensant Securities Limited from 2015 to 2017. He was the vice general manager of Beijing Maosen Capital Management Ltd. from 2012 to 2015.

Mr. Miao holds a Bachelor of Finance degree from Hebei University of Economics and Business in the PRC.

苗雨先生（「苗先生」），45歲，彼自二零二零年起擔任本公司執行董事。彼亦為本公司執行委員會、戰略與投資委員會、提名委員會、薪酬委員會以及定價委員會各自的成員。彼亦擔任本公司控股股東渝商投資集團股份有限公司的總裁。

苗先生在投資管理、企業融資、融資結構及實施方面擁有豐富的經驗。彼於二零一七年至二零一九年擔任中國通用諮詢投資有限公司之投融資總監及於二零一五年至二零一七年擔任天晟證券有限公司之高級副總裁。彼於二零一二年至二零一五年曾擔任北京茂森資本管理有限公司之副總經理。

苗先生持有中國河北經貿大學金融學士學位。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理人員履歷

Mr. Yao Jietian (“Mr. Yao”), aged 31, has been an executive director of the Company since 2021. He also serves as a member of each of the executive committee, the strategy and investment committee and the pricing committee of the Company. He also acts as a director of certain subsidiaries of the Company.

Mr. Yao joined the Group as an assistant to the chief executive officer of the Company in 2020 and took up an additional role as a project officer in the Group subsequently. Before joining the Group, he served as a deputy general manager in Chongqing Chen Gong Technology Co., Ltd. in 2019. He also served as an investment analyst in USUM Investment Group Limited, an intermediate holding company and a controlling shareholder of the Company in 2015.

Mr. Yao has extensive knowledge in the Group’s business, and he is experienced in corporate management and project management.

Mr. Yao holds a Bachelor of Business Administration degree from Cardiff University in the United Kingdom and a Master of Finance degree from The London School of Economics and Political Science in the United Kingdom.

姚杰天先生（「姚先生」），31歲，彼自二零二一年起擔任本公司執行董事。彼亦擔任本公司執行委員會、戰略與投資委員會及定價委員會各自的成員。彼亦擔任本公司若干子公司之董事。

姚先生於二零二零年加入本集團，擔任本公司行政總裁助理，隨後兼任本集團之項目主任。於加入本集團前，彼於二零一九年擔任重慶辰共科技有限責任公司之副總經理。彼亦曾於二零一五年擔任本公司中間控股公司及控股股東渝商投資集團股份有限公司之投資分析員。

姚先生熟悉本集團業務，並於公司管理及項目管理方面擁有豐富經驗。

姚先生持有英國卡迪夫大學工商管理學士學位及英國倫敦政治經濟學院金融碩士學位。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

Mr. Wang Li (“Mr. Wang”), aged 36, has been an executive director of the Company since June 2022. Mr. Wang is currently the managing director of the Investment and Alternative Asset Management Department of Haitong International Securities Group Limited. Mr. Wang has resigned as an executive director of Millennium Pacific Group Holdings Limited, whose shares are listed on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) (stock code: 8147) with effect from 10 May 2023. Mr. Wang has extensive experience in asset management, corporate finance and merger and acquisition, corporate actions of listed company and derivatives trading, and has participated in a number of deals relating to such areas.

Mr. Wang holds a master’s degree from Rutgers, the State University of New Jersey, majoring in quantitative finance.

王歷先生（「王先生」），36歲，彼自二零二二年六月起為本公司執行董事。王先生現任海通國際證券集團有限公司之投資及另類資產管理部董事總經理。王先生已辭任為匯思太平洋集團控股有限公司（股份於香港聯合交易所（「聯交所」）創業板上市（股份代號：8147）之執行董事，自二零二三年五月十日起生效。王先生擁有豐富的資產管理、企業融資及併購、上市公司企業行動及衍生工具交易經驗，亦曾參與多項涉及有關方面之交易。

王先生持有新澤西州立羅格斯大學頒發之碩士學位，主修計量金融。

Mr. Liu Yongxin (“Mr. Liu”), aged 38, was appointed as an executive director of the Company on 19 December 2023. Since December 2017, Mr. Liu has joined ABC Financial Assets Investment Co., Ltd. as a senior manager and was subsequently promoted as an investment director. Prior to that, Mr. Liu had approximately seven years’ working experience at Beijing International Trust Co., Ltd. and Agricultural Bank of China, with expertise in asset management.

Mr. Liu holds a master’s degree from Renmin University of China Law School, majoring in Civil and Commercial Law. Mr. Liu is an intermediate economist of the PRC.

劉永欣先生（「劉先生」），38歲，於二零二三年十二月十九日獲委任為執行董事。自二零一七年十二月起，劉先生加入農銀金融資產投資有限公司擔任高級經理其後晉陞為投資總監。劉先生曾在北京國際信託有限公司和中國農業銀行擁有約7年工作經驗，在資產管理方面擁有專業知識。

劉先生持有中國人民大學法學院民商法碩士學位。劉先生為中華人民共和國中級經濟師。

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS 獨立非執行董事

Prof. Li Zhiguo ("Prof. Li"), aged 47, has been an independent non-executive director of the Company since 2021. He also serves as a member of each of the remuneration committee, the audit committee and the nomination committee of the Company.

Prof. Li has intimate knowledge of strategic management and business mechanism of the PRC, and has extensive experience in academic research, government policy research and consultation research. Prof. Li held senior positions at Shanghai Baosight Software Co., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (stock code: 600845), from 2008 to 2014, including serving as managing director of the research and development center of the Southwest region, deputy general manager and the secretary of the Southwest region. In 2014, Prof. Li joined Chongqing Wansuo Enterprise Management Consulting Co., Ltd.* (重慶市玩索企業管理諮詢有限公司) as the chief consultant to provide advice on strategic management. Prof. Li then moved to serve as associate professor at the Chongqing Technology and Business University in the PRC since 2018, and was promoted to professor since 2021. He has also been a researcher specialising in strategic management at the Chongqing Technology and Business University Enterprise Management Research Center* (重慶工商大學企業管理研究中心) since January 2019.

Prof. Li graduated with a Bachelor of Ferrous Metallurgy degree from Chongqing University in the PRC in 1999. He further obtained a Master of Metallurgical Automation degree, a Doctor of Computer Software and Theory degree and a Postdoctoral Fellowship in Management Science and Engineering from Chongqing University in the PRC in 2002, 2008 and 2017, respectively.

李志国教授 (「李教授」)，47歲，自二零二一年起擔任本公司獨立非執行董事。彼亦擔任本公司薪酬委員會、審核委員會及提名委員會各自的成員。

李教授對中國的戰略管理和機制十分熟悉，且具有豐富的學術研究、諮政研究和諮詢研究經驗。於二零零八年至二零一四年，李教授於上海寶信軟件有限公司（該公司股票在上海證券交易所上市（股票代碼：600845））擔任多個高級職位，歷任西南研發中心總監、西南平台副總經理及書記。於二零一四年，李教授作為首席諮詢專家加入重慶市玩索企業管理諮詢有限公司，提供戰略管理方面的建議。其後，李教授自二零一八年起轉職到中國重慶工商大學擔任副教授，並自二零二一年起獲擢升為教授。自二零一九年一月起，彼亦擔任重慶工商大學企業管理研究中心的特聘研究員，負責戰略管理研究。

李教授於一九九九年畢業於中國重慶大學，取得鋼鐵冶金學士學位。彼其後分別於二零零二年、二零零八年和二零一七年自中國重慶大學取得了冶金自動化碩士學位、電腦軟件與理論博士學位和管理科學與工程博士後。

* For identification purpose only 僅供識別

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

Prof. Yan Guowan (“Prof. Yan”), aged 52, has been an independent non-executive director of the Company since March 2022. She also serves as the chairman of the audit committee of the Company and a member of each of the remuneration committee and the nomination committee of the Company.

Prof. Yan is currently an associate professor in the School of Economics and Business Administration of Chongqing University in the PRC. She is mainly engaged in research on accounting and auditing issues relating to capital market as well as corporate finance, and lectures on Accounting, Accounting for Government and Non-Profit Organisations, Advanced Auditing Theory and Practice and other courses for undergraduate and master students. Prior to that, she served as an officer in the Chongqing Real Estate Administration Bureau Yuzhong District Branch* (重慶市房地產管理局渝中區分局) from 1992 to 1995.

Prof. Yan has obtained a Master of Construction Economics and Management degree and a Doctor of Technological Economics and Management degree from Chongqing University in the PRC and is a registered real estate appraiser and land appraiser in the PRC.

Since August 2021, Prof. Yan has served as an independent director of Chongqing Baiya Sanitary Products Co., Ltd., a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 003006). Since May 2022, Prof. Yan has served as an independent director of Loncin Motor Co., Ltd., a company whose shares are listed on the Shanghai Stock Exchange (stock code: 603766). Since December 2023, Prof. Yan has served as an independent director of Guizhou Bailing Group Pharmaceutical Co., Ltd., a company whose shares are listed on the Shenzhen Stock Exchange (stock code: 002424).

晏国菀教授 (「晏教授」)，52歲，自二零二二年三月起擔任本公司獨立非執行董事。彼亦擔任本公司審核委員會主席以及本公司薪酬委員會及提名委員會各自的成員。

晏教授現為中國重慶大學經濟與工商管理學院副教授，主要從事與資本市場有關的會計與審計問題、公司金融等領域的研究，及為本科、碩士等主講《會計學》、《政府與非營利組織會計》、《高級審計理論與實務》等課程。在此之前，彼於一九九二年至一九九五年在重慶市房地產管理局渝中區分局擔任幹部。

晏教授於中國重慶大學取得建築經濟及管理碩士學位以及技術經濟及管理博士學位，並為中國註冊房地產估計師及土地評估師。

自二零二一年八月起，晏教授於重慶百亞衛生用品股份有限公司（該公司股份於深圳證券交易所上市（股票代號：003006））擔任獨立董事。自二零二二年五月起，晏教授於隆鑫通用動力股份有限公司（該公司股份於上海證券交易所上市（股票代號：603766））擔任獨立董事。自二零二三年十二月起，晏教授於貴州百靈企業集團製藥股份有限公司（該公司股份於深圳證券交易所上市（股票代號：002424））擔任獨立董事。

* For identification purpose only 僅供識別

PROFILE OF DIRECTORS AND SENIOR MANAGEMENT 董事及高級管理人員履歷

Mr. Szeto Yuk Ting (“Mr. Szeto”), aged 57, has been an independent non-executive director of the Company since March 2022. He also serves as the chairman of the remuneration committee of the Company and a member of each of the audit committee and the nomination committee of the Company.

He was admitted as a solicitor in Hong Kong (PRC) in September 1992 and is currently a practising solicitor in Hong Kong (PRC). Mr. Szeto is the co-founder of Messrs. Y.T. Szeto & Co., Solicitors that was established in September 1996 and has served as the sole proprietor of Messrs. Szeto & Co., Y.T. since January 2001. Mr. Szeto worked for Messrs. Paul Chan & Co., Solicitors from October 1993 to August 1996 as an assistant solicitor. Prior to that, Mr. Szeto served as an articled clerk in Messrs. Norman Yung & Co., Solicitors from September 1990 to September 1992 and then as an assistant solicitor with the same firm from September 1992 to October 1993.

Since 2017 and 2019 respectively, Mr. Szeto has served as an independent non-executive director of Evergreen Products Group Limited (stock code: 1962) and Wise Ally International Holdings Limited (stock code: 9918), both of which are listed on the Main Board of the Stock Exchange.

Mr. Szeto graduated with a Bachelor of Laws degree from the University of Hong Kong in Hong Kong (PRC) in 1989 and was awarded the postgraduate certificate of laws by the University of Hong Kong in 1990.

司徒毓廷先生 (「司徒先生」)，57歲，自二零二二年三月起擔任本公司獨立非執行董事。彼亦擔任本公司薪酬委員會主席以及本公司審核委員會及提名委員會各自的成員。

彼於一九九二年九月獲認可為香港(中國)律師及現時為香港(中國)的執業律師。司徒先生為一九九六年九月成立的司徒毓廷律師行的共同創辦人，並自二零零一年一月起為該律師行的獨資經營者。並自二零零一年一月起為該律師行的獨資經營者。司徒先生自一九九三年十月至一九九六年八月任職於陳乃強律師行，擔任助理律師。在此之前，司徒先生自一九九零年九月至一九九二年九月於Messrs. Norman Yung & Co., Solicitors擔任見習律師，其後自一九九二年九月至一九九三年十月於該律師行擔任助理律師。

司徒先生分別自二零一七年起於訓修實業集團有限公司(股份代號：1962)及自二零一九年起於麗年國際控股有限公司(股份代號：9918)(兩家股份均於聯交所主板上市)擔任獨立非執行董事。

司徒先生於一九八九年畢業於香港(中國)之香港大學，獲得法學學士學位，並於一九九零年獲香港大學頒授法律深造文憑。

SENIOR MANAGEMENT 高級管理人員

Various businesses and functions of the Company are respectively under the direct responsibilities of the executive directors of the Company who are regarded as senior management of the Company.

本公司各項業務及職責分別由本公司執行董事直接負責，彼等被視為本公司之高級管理層。

DIRECTORS' REPORT

董事會報告

The directors of the Company are pleased to present their report and the audited consolidated financial statements of the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES AND GEOGRAPHICAL ANALYSIS OF OPERATIONS

The Company acts as an investment holding company. The principal activities of its principal subsidiaries are set out in Note 41 to the consolidated financial statements.

An analysis of the Group's performance by operating segments for the year ended 31 December 2023 is set out at in Note 5 to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Company for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss and the consolidated statement of comprehensive income of the Group on pages 98 to 99 of this annual report 2023 (the "Annual Report").

FINAL DIVIDEND

The Board did not recommend the payment of final dividend for the year ended 31 December 2023 (2022: Nil).

BUSINESS REVIEW

The review of the business of the Group for the year ended 31 December 2023 is set out in the Chairman's Statement and the Management Discussion and Analysis of this Annual Report which also form part of this Directors' Report.

本公司董事欣然提呈截至二零二三年十二月三十一日止年度的報告及本集團的經審核綜合財務報表。

主要業務及地區之營運分析

本公司為一間投資控股公司。主要子公司的主要業務載於綜合財務報表附註41。

以經營分部分析本集團截至二零二三年十二月三十一日止年度的表現載於綜合財務報表附註5。

業績及溢利分配

本公司截至二零二三年十二月三十一日止年度的業績載於本二零二三年年報（「本年報」）第98至99頁的本集團綜合損益表及綜合全面收益表。

末期股息

董事會不建議派付截至二零二三年十二月三十一日止年度的末期股息（二零二二年：無）。

業務回顧

有關本集團截至二零二三年十二月三十一日止年度的業務回顧載於本年報的「主席報告」及「管理層討論及分析」內（亦構成本董事會報告之一部分）。

DIRECTORS' REPORT 董事會報告

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Group has implemented a number of resources conservation initiatives in its operations and workplaces. It is our strategy to gradually embed sustainability into our daily management, thus, we will continue to improve environmental sustainability measures in all our facilities. During the reporting period, we complied with all relevant environmental regulations in PRC and Germany that have a significant impact on the Group's business. There were no significant fines and no non-monetary sanctions for non-compliance with environmental laws and regulations during the year ended 31 December 2023.

For details, please refer to the Environmental, Social and Governance Report published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chihogroup.com) respectively.

COMPLIANCE WITH LAWS AND REGULATIONS

The Group was not aware of any non-compliance with laws and regulations during the year ended 31 December 2023 that would have a significant impact on the Group in relation to issues such as environmental protection, employment and labour practices, operating practices and the community.

RELATIONSHIP WITH CUSTOMERS, SUPPLIERS AND EMPLOYEES

Maintaining and consolidating its relationship with customers is crucial to increasing the profits of the Company. When carrying out business with customers, the Group has adopted various methods to collect and report their needs and expectations and taken corresponding measures for improvement. The results of such measures were reviewed and feedbacks were provided to the customers. The main duties include conducting customer satisfaction survey by sending out questionnaires and having regular meetings with major customers to have their feedbacks, opinions, suggestions, complaints or praises to ensure the service quality and to make improvement.

The Group's raw materials are required to be purchased in both overseas and domestic markets. Maintaining a good relationship with our scrap metal suppliers is one of the most important tasks in scrap metal procurement. In addition, the Group continues to secure a group of quality scrap suppliers by conducting regular evaluations, so as to lay a solid foundation for the recycling and dismantling production of the Group.

環境政策及績效

本集團已在營運及工作場所實施多項資源節約措施。我們的策略是逐步將可持續發展納入日常管理中。因此，我們將繼續提升在所有設施內的環境可持續發展措施。於報告期間內，我們已遵守中國及德國所有與環境有關並且對本集團業務有重大影響的法規。於截至二零二三年十二月三十一日止年度內，並無因違反環境法律及法規而招致的大額罰款及非金錢性質的制裁。

詳情請參閱環境、社會及管治報告分別刊載於聯交所網站(www.hkexnews.hk)及本公司網站(www.chihogroup.com)。

遵守法律及法規

於截至二零二三年十二月三十一日止年度內，本集團並不知悉因違反任何法律及法規而對本集團有關環保、僱傭及勞工規範、經營規範及社區等議題構成重大影響。

與客戶、供應商及僱員的關係

維持及鞏固與客戶的關係，對提升本公司溢利而言至關重要。與客戶進行業務往來時，本集團已採納多種辦法以收集及報告彼等之需要及期望，並已採取相應措施加以改善。我們已就有關措施的結果作出檢討，並向客戶作出反饋。主要工作包括透過發出問卷進行客戶滿意度調查及定期與主要客戶會面，以徵集反饋、意見、提議、投訴或讚譽，藉此確保服務質素並加以改善。

本集團原材料須從海外及本地市場購買。與再生金屬供應商維持良好關係是再生金屬採購最重要的一環。此外，本集團繼續藉由定期評估覓得一批優質的再生金屬供應商，進而為本集團的回收及拆解生產打下穩固基礎。

RELATIONSHIP WITH CUSTOMERS, SUPPLIERS AND EMPLOYEES (continued)

The Group is committed to providing equal employment opportunities without regard to gender, age or nationality, which is in accordance with anti-discrimination laws. We endeavor to ensure employees are treated equally within our welfare system and are provided with effective channels to freely express and communicate their opinions.

Our Group is committed to maintaining the highest standard of ethical and responsible conduct when conducting business. A group-wide whistle-blowing policy is in place to deter corruption or any possible violation of law or company policy and to promote standards of good corporate practices.

CHANGE IN SHARE CAPITAL IN THE YEAR

Details of the changes in the Company's share capital in issue during the year ended 31 December 2023 are set out in Note 27 to the consolidated financial statements.

CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

There were no contracts of significance with any member of the Group as the contracting party and in which any of the controlling shareholders or any of its subsidiaries possessed direct or indirect material interests, and which were still valid as at 31 December 2023 or any time during such year and related to the business of the Group.

DIRECTORS

The Directors who held office during the year and as at the latest practicable date prior to the issue of this Annual Report are:

Executive Directors

Mr. Tu Jianhua

Mr. Qin Yongming (*Chairman*)
(appointed on 21 March 2023)

Mr. Miao Yu

Mr. Yao Jietian

Mr. Wang Li

Mr. Liu Yongxin

(appointed on 19 December 2023)

Mr. Zhang Wei (*Chief Executive Officer*)

(appointed on 21 March 2023

and resigned as an executive Director on 14 December 2023,
remains as the chief executive officer)

Mr. Li Linhui

(resigned on 21 March 2023)

與客戶、供應商及僱員的關係 (續)

本集團致力提供平等的就業機會，而不論其性別、年齡或國籍，並根據反歧視法例施行。我們竭力確保僱員在福利制度下獲平等對待，且設立有效途徑，供彼等自由發表及交流意見。

本集團在進行業務時，致力維持最高標準的道德操守及負責任的行為。我們已在集團層面設立告密政策，防止貪污或任何可能違反法律或公司政策的事宜，以及提倡良好的企業管治標準。

年內股本變動

於截至二零二三年十二月三十一日止年度內本公司已發行股本的變動詳情載於綜合財務報表附註27。

控股股東於合約之權益

本集團任何成員公司並無訂立任何控股股東或其子公司於當中直接或間接擁有重大權益，且於二零二三年十二月三十一日或於年內任何時間仍屬有效及與本集團業務有關的重大合約。

董事

年內及截至本年報刊發前之最後實際可行日期任職之董事包括：

執行董事

涂建華先生

秦永明先生 (*主席*)
(於二零二三年三月二十一日獲委任)

苗雨先生

姚杰天先生

王歷先生

劉永欣先生

(於二零二三年十二月十九日獲委任)

張偉先生 (*行政總裁*)

(於二零二三年三月二十一日獲委任

並於二零二三年十二月十四日辭任
為執行董事，繼續擔任行政總裁)

李林輝先生

(於二零二三年三月二十一日辭任)

DIRECTORS' REPORT 董事會報告

DIRECTORS (continued)

Independent Non-Executive Directors

Prof. Li Zhiguo
Prof. Yan Guowan
Mr. Szeto Yuk Ting

In accordance with Article 108 of the Articles of Association of the Company, Mr. Yao Jietian, Prof. Yan Guowan and Mr. Szeto Yuk Ting shall retire from office and, being eligible, offer themselves for re-election at the forthcoming annual general meeting of the Company. Mr. Liu Yongxin was appointed as an executive Director with effect from 19 December 2023. Pursuant to Article 112 of the Articles of Association of the Company, he shall hold office until the forthcoming annual general meeting and be subject to re-election at such meeting.

DIRECTORS' SERVICE CONTRACTS

Each of Mr. Tu Jianhua, Mr. Qin Yongming, Mr. Miao Yu and Mr. Yao Jietian has entered into a service contract with the Company and shall be subject to re-election as and when required under the Articles of Association, until terminated in accordance with the terms and conditions of the service contract by giving written notice for termination not exceeding 12 months to either party.

Each of Mr. Wang Li, Mr. Liu Yongxin and the independent non-executive Directors has entered into a letter of appointment with the Company for a term of one year and shall be subject to re-election as and when required under the Articles of Association, until terminated in accordance with the terms and conditions of the service contract by giving written notice for termination not exceeding 12 months to either party.

None of the Directors proposed for re-election at the forthcoming annual general meeting has any service contract with the Company and/or any of its subsidiaries which is not determinable within one year without payment of compensation other than statutory compensation.

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

Brief biographical details of Directors and Senior Management are set out from pages 26 to 34.

董事 (續)

獨立非執行董事

李志国教授
晏国苑教授
司徒毓廷先生

根據本公司組織章程細則第108條，姚杰天先生、晏国苑教授及司徒毓廷先生須予告退，惟彼等合資格並願意於本公司應屆股東週年大會上膺選連任。劉永欣先生獲委任為執行董事，於二零二三年十二月十九日起生效。根據本公司組織章程細則第112條，彼任期直至應屆股東週年大會止，並可於有關大會上膺選連任。

董事服務合約

涂建華先生、秦永明先生、苗雨先生及姚杰天先生均已與本公司訂立服務合約，並將按組織章程細則的規定重選連任，直至根據服務合約的條款及條件向任何一方發出不超過12個月的書面通知予以終止。

王歷先生、劉永欣先生及獨立非執行董事均已與本公司訂立為期一年的委任函，並將按組織章程細則的規定重選連任，直至根據服務合約的條款及條件向任何一方發出不超過12個月的書面通知予以終止。

擬於應屆股東週年大會上膺選連任的董事概無與本公司及／或其任何子公司訂有不可於一年內不付補償（法定補償除外）而終止的任何服務合約。

董事及高級管理人員履歷詳情

董事及高級管理人員的簡歷詳情載於第26至34頁。

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

Saved as disclosed in Note 37 to the consolidated financial statements, no transactions, arrangements or contracts of significance in relation to the Group's business (including those to which the Company's subsidiaries, fellow subsidiaries or its parent company was a party) in which a Director or an entity connected with a Director had material interest, whether directly or indirectly, subsisted at the end of 2023 or at any time during the year ended 31 December 2023.

PERMITTED INDEMNITY PROVISION

The Articles of Association of the Company provide that every Director shall be indemnified out of the assets and profits of the Company against liabilities (to the extent permitted by the Companies Ordinance (Cap 622)) incurred by him/her as such Director in the execution of his/her duties or otherwise in relation thereto, provided that such indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any such Director.

The Company has taken out insurance against the liabilities and costs associated with defending any proceeding which may be brought against the Directors.

EQUITY-LINKED AGREEMENTS

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

DIRECTOR'S RIGHT TO ACQUIRE SHARES OR DEBENTURES

During the year ended 31 December 2023, none of the Company, its parent company, or any of its subsidiaries or fellow subsidiaries was a party to any arrangements to enable the Directors to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

董事於有關本公司業務之重大交易、安排及合約中擁有的重大權益

除於綜合財務報表附註37所披露者外，於二零二三年底或截至二零二三年十二月三十一日止年度內任何時間，概無訂立董事或與董事有關連之實體於當中直接或間接擁有重大權益的有關本集團業務之重大交易、安排或合約（包括本公司子公司、同系子公司或其母公司為訂約方的有關本集團業務之重大交易、安排及合約）。

獲准許的彌償條文

本公司組織章程細則規定，每名董事有權就因執行其董事職務或相關的其他事宜而可能產生與此相關的債務（按公司條例（第622章）容許的最大程度），獲本公司從其資產及溢利中彌償，惟有關彌償不得延伸至任何與該董事欺詐或不忠誠有關之事宜。

本公司就可能對董事提起的任何法律訴訟相關的負債及成本投保。

股權掛鈎協議

概無於年內訂立股權掛鈎協議或於年底仍然生效的股權掛鈎協議。

董事購買股份或債券之權利

於截至二零二三年十二月三十一日止年度內，概無本公司、其母公司或其任何子公司或同系子公司訂立任何安排，致使董事可透過收購本公司或任何其他法人團體之股份或債券而獲益。

DIRECTORS' REPORT 董事會報告

PROPERTY, PLANT AND EQUIPMENT

Details of the movement in property, plant and equipment of the Group during the year are set out in Note 14 to the consolidated financial statements.

BORROWINGS

Details of the borrowings, including the maturity profile, currency and interest rate structure of the Group are set out in Note 30 to the consolidated financial statements.

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

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

PRE-EMPTIVE RIGHTS

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

TAX RELIEF

The Company is not aware of any relief from taxation available to the shareholders of the Company (the "Shareholders") by reason of their holding of the shares of the Company ("Shares").

RESERVES

Details of the movement in the reserves of the Group during the year are set out in the consolidated statement of changes in equity. As at 31 December 2023, the distributable reserves of the Company amounted to approximately HK\$3,079.7 million (2022: HK\$3,186.6 million).

DONATIONS

Donations to charitable organisations by the Group during the year amounted to HK\$0.48 million (2022: HK\$0.30 million).

物業、廠房及設備

有關本集團物業、廠房及設備於年內的變動詳情載於綜合財務報表附註14。

借款

有關本集團借款(包括到期情況、貨幣及利率架構)的詳情載於綜合財務報表附註30。

購買、出售或贖回本公司上市證券

於截至二零二三年十二月三十一日止年度內，本公司或其任何子公司均無購買、出售或贖回本公司或其任何子公司的任何上市證券。

優先購買權

本公司組織章程細則或開曼群島(即本公司註冊成立所在司法權區)法律並無有關優先購買權的任何條文，規限本公司須向其現有股東按持股比例發售新股份。

稅項減免

本公司概不知悉有任何因本公司股東(「股東」)持有本公司股份(「股份」)而向彼等提供之稅項減免。

儲備

於年內，本集團的儲備變動詳情載於綜合權益變動表。於二零二三年十二月三十一日，本公司的可分派儲備約為3,079.7百萬港元(二零二二年：3,186.6百萬港元)。

捐贈

於年內，本集團於慈善組織的捐款為0.48百萬港元(二零二二年：0.30百萬港元)。

MAJOR CUSTOMERS AND SUPPLIERS

During the year ended 31 December 2023, aggregate purchases attributable to the Group's five largest suppliers were less than 30% of total purchases.

During the year ended 31 December 2023, aggregate sales attributable to the Group's five largest customers were less than 30% of total revenue.

None of the Directors or any of their respective close associates or any shareholder of the Company (which, to the knowledge of the Directors, owns more than 5% of the Company's share capital) had any beneficial interest in the Group's five largest suppliers or five largest customers during the year ended 31 December 2023.

MANAGEMENT CONTRACTS

No contracts, other than employment contracts, concerning the management and administration of the whole or any substantial part of the Company's business were entered into or subsisted during the year.

CONNECTED TRANSACTIONS

The related party transactions set out in Note 37 to the consolidated financial statements entered into by the Group during the year ended 31 December 2023 with the related parties constitute "connected transactions" but such transactions are exempt from annual reporting under Chapter 14A of the Listing Rules. The Company confirms that it has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

主要客戶及供應商

於截至二零二三年十二月三十一日止年度內，本集團的五大供應商採購總額佔總採購少於30%。

於截至二零二三年十二月三十一日止年度內，本集團的五大客戶銷售總額佔總收益少於30%。

董事或彼等各自之任何緊密聯繫人或本公司任何股東（就董事所知擁有超過5%本公司股本）於截至二零二三年十二月三十一日止年度內概無於本集團五大供應商或五大客戶擁有任何實益權益。

管理合約

除僱傭合約外，於年內概無訂立或存續有關本公司業務整體或任何重要部分的管理及行政合約。

關連交易

本集團於截至二零二三年十二月三十一日止年度內與關聯方訂立載於綜合財務報表附註37的關聯方交易構成「關連交易」，但根據上市規則第14A章，該等交易獲豁免周年申報的規定。本公司確認其已遵守上市規則第14A章項下之適用披露規定。

DIRECTORS' REPORT 董事會報告

DIRECTORS' INTEREST IN COMPETING BUSINESS

During the year ended 31 December 2023, none of the Directors (except Mr. Tu Jianhua, details of which are set out below) has interests in any businesses which compete or are likely to compete, either directly or indirectly, with the businesses of the Group, pursuant to the Listing Rules:

董事於競爭業務中的權益

於截至二零二三年十二月三十一日止年度內，根據上市規則，概無董事（涂建華先生除外，其詳情載列如下）於與本集團業務直接或間接構成競爭或可能構成競爭的任何業務中擁有權益：

Name of Director 董事姓名	Name of entity which businesses are considered to compete or likely to compete with the business of the Group 被視為與本集團業務構成競爭或可能構成競爭的業務實體名稱	Description of businesses of the entity which are considered to compete or likely to compete with the business of the Group 被視為與本集團業務構成競爭或可能構成競爭的實體從事的業務的描述	Nature of interest of the Director in the entity 董事於實體的權益性質
Mr. Tu Jianhua	Chongqing USUM Recycling Resources Development Co., Ltd. ("Chongqing USUM")*	According to the business scope as registered with the State Administration For Industry & Commerce of the PRC, this entity may engage in, inter alia, recycling, processing, marketing and sale of recycling resources, scrap metal related businesses.	Controlling shareholder
涂建華先生	重慶渝商再生資源開發有限公司 (「重慶渝商」)	根據於中國國家工商行政管理局登記的經營範圍，此實體可從事(其中包括)再生資源回收、加工、營銷及銷售、再生金屬相關業務。	控股股東

* for identification purposes only

* 僅供識別

Although the scope of business of Chongqing USUM allows it to engage in businesses that are considered likely to compete with the business of the Group, Mr. Tu Jianhua reported to the Board that Chongqing USUM is currently mainly engaged in the disintegration of automobiles and trading of steel scrap in the PRC, which are neither the same as nor compete with the businesses of the Group. Further, Chongqing USUM has no intention to engage in businesses that compete with or are likely to compete with the Group's businesses.

儘管重慶渝商的業務範圍容許其從事被視為可能與本集團業務構成競爭的業務，涂建華先生向董事會報告，重慶渝商現時在中國主要從事汽車解體及廢鋼貿易業務，與本集團的業務不同，亦不構成競爭。再者，重慶渝商無意從事與本集團業務構成競爭或可能構成競爭的業務。

The Board and management team of the Company and Chongqing USUM do not overlap with each other and are independent of each other. Therefore, the Group is capable of carrying on its businesses independently of, and at arm's length from, the businesses of Chongqing USUM in which Mr. Tu Jianhua has declared interests.

本公司董事會及管理團隊與重慶渝商並不重疊且互相獨立於對方。因此，本集團有能力獨立於涂建華先生已申報於其中擁有利益之重慶渝商之業務公正地經營其業務。

DISCLOSURE OF INTERESTS

Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any specified undertaking of the Company and Its Associated Corporations

As at 31 December 2023, the interests or short positions of the Directors and chief executives of the Company ("Chief Executives") in the Shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 to the Listing Rules (the "Model Code"), were as follows:

Long positions in Shares:

Name of Director 董事姓名	Capacity/Nature of interest 身份／權益性質	Total number of Shares interested 持有權益的股份總數	Approximate percentage of shareholding in the Company (Note 1) 佔本公司股權 概約百分比 (附註1)
Mr. Tu Jianhua 涂建華先生	Interest in controlled corporations 於受控制法團之權益	978,383,181 (Note 2) (附註2)	60.95%

權益披露

董事及主要行政人員於本公司股份、相關股份及債券或本公司及其相聯法團的任何特定承擔中的權益及淡倉

於二零二三年十二月三十一日，董事及本公司主要行政人員（「主要行政人員」）於本公司或其任何相聯法團（定義見《證券及期貨條例》（「證券及期貨條例」）第XV部）的股份、相關股份及債券中擁有本公司根據證券及期貨條例第352條須予存置的登記冊中所記錄或根據上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）須知會本公司及聯交所的權益或淡倉如下：

股份的好倉：

DIRECTORS' REPORT 董事會報告

DISCLOSURE OF INTERESTS (continued) Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures of the Company or any specified undertaking of the Company and Its Associated Corporations (continued)

Long positions in Shares: (continued)

Notes:

- (1) As at 31 December 2023, the total number of issued Shares was 1,605,152,291 Shares.
- (2) The 978,383,181 Shares were held by the USUM Investment Group Hong Kong Limited ("USUMHK"), a company in which Mr. Tu Jianhua ("Mr. Tu") was indirectly interested. USUMHK is directly wholly owned by USUM Investment Group Limited ("USUM Group"), a limited liability company incorporated in the PRC. The single largest shareholder of USUM Group is Loncin Holdings Co., Ltd. ("Loncin Holdings"), with an equity interest in USUM Group of 53.29%. The remaining equity interests in USUM Group are held by 13 individuals and 27 companies, all of whom are independent third parties of Loncin Holdings and Mr. Tu, and they each hold between 0.29% to 10% equity interests in USUM Group. Loncin Holdings is 98% owned by Loncin Group Co., Ltd. ("Loncin Group") and 2% owned by Mr. Tu. Loncin Group is 98% owned by Mr. Tu; 1% owned by Ms. Tu Jianmin and 1% owned by Ms. Tu Jianrong, both being sisters of Mr. Tu. USUMHK held 978,383,181 Shares as at 31 December 2023. Therefore, Mr. Tu was deemed to be interested in the Shares held by USUMHK pursuant to the SFO.

Save as disclosed above, as at 31 December 2023, none of the Directors and Chief Executives had any interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

權益披露 (續)

董事及主要行政人員於本公司股份、相關股份及債券或本公司及其相聯法團的任何特定承擔中的權益及淡倉 (續)

股份的好倉：(續)

附註：

- (1) 於二零二三年十二月三十一日，已發行股份總數為1,605,152,291股股份。
- (2) 978,383,181股股份乃由渝商投資集團(香港)有限公司(「渝商香港」)持有，渝商香港為一間由涂建華先生(「涂先生」)間接擁有權益的公司。渝商香港由渝商投資集團股份有限公司(「渝商集團」)直接全資擁有，渝商集團為一間於中國註冊成立之有限公司。渝商集團的最大單一股東為隆鑫控股有限公司(「隆鑫控股」)，其於渝商集團的股權為53.29%。渝商集團的餘下股權由13名個人及27間公司(均為獨立於隆鑫控股及涂先生的第三方)持有。該等個人及公司分別持有渝商集團0.29%至10%之股權。隆鑫控股分別由隆鑫集團有限公司(「隆鑫集團」)擁有98%及涂先生擁有2%。隆鑫集團由涂先生擁有98%；由涂建敏女士及涂建容女士(均為涂先生的姊妹)分別擁有1%。於二零二三年十二月三十一日，渝商香港持有978,383,181股股份。因此，根據證券及期貨條例，涂先生被視為於渝商香港持有的股份中擁有權益。

除上文所披露者外，於二零二三年十二月三十一日，董事及主要行政人員概無於本公司或其任何相聯法團之股份、相關股份或債券中擁有須根據證券及期貨條例第XV部第7及8分部知會本公司及聯交所(包括根據證券及期貨條例有關條文規定，彼等被當作或視作擁有之權益或淡倉)；或本公司根據證券及期貨條例第352條須予存置之登記冊中所記錄；或根據標準守則須知會本公司及聯交所之任何權益或淡倉。

DISCLOSURE OF INTERESTS (continued)

Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company

As at 31 December 2023, the interests and short positions of the persons in the shares and underlying shares as recorded in the register required to be kept under Section 336 of the SFO were as follows:

Long positions in Shares:

Name of shareholder 股東名稱／姓名	Capacity/Nature of interest 身份／權益性質	Total number of Shares interested 持有權益的股份總數	Approximate percentage of shareholding in the Company (Note 1) 佔本公司股權概約百分比 (附註1)
USUM Investment Group Hong Kong Limited 渝商投資集團(香港)有限公司	Beneficial owner 實益擁有人	978,383,181 (Note 2) (附註2)	60.95%
USUM Investment Group Limited 渝商投資集團股份有限公司	Interest in controlled corporations 於受控制法團之權益	978,383,181 (Note 2) (附註2)	60.95%
Loncin Holdings Co., Ltd. 隆鑫控股有限公司	Interest in controlled corporations 於受控制法團之權益	978,383,181 (Note 2) (附註2)	60.95%
Loncin Group Co., Ltd. 隆鑫集團有限公司	Interest in controlled corporations 於受控制法團之權益	978,383,181 (Note 2) (附註2)	60.95%

權益披露 (續)

主要股東於本公司的股份及相關股份的權益及淡倉

於二零二三年十二月三十一日，以下人士於股份及相關股份中擁有根據證券及期貨條例第336條須予存置之登記冊中所記錄的權益及淡倉如下：

股份的好倉：

DIRECTORS' REPORT 董事會報告

DISCLOSURE OF INTERESTS (continued) Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

Long positions in Shares: (continued)

權益披露 (續)

主要股東於本公司的股份及相關股份的權益及淡倉 (續)

股份的好倉：(續)

Name of shareholder 股東名稱／姓名	Capacity/Nature of interest 身份／權益性質	Total number of Shares interested 持有權益的 股份總數	Approximate percentage of shareholding in the Company (Note 1) 佔本公司股權 概約百分比 (附註1)
Mr. Tu Jianhua 涂建華先生	Interest in controlled corporations 於受控制法團之權益	978,383,181 (Note 2) (附註2)	60.95%
Tai Security Holding Limited	Beneficial owner 實益擁有人	98,773,990 (Note 3) (附註3)	6.15%
Good Union Hong Kong Investment Limited 星滙香港投資有限公司	Beneficial owner 實益擁有人	44,700,000 (Note 4) (附註4)	2.79%
Mr. Zhang Mingjie 張明杰先生	Interest in controlled corporations 於受控制法團之權益	143,473,990 (Notes 3 & 4) (附註3及4)	8.94%

Notes:

- (1) As at 31 December 2023, the total number of issued Shares was 1,605,152,291 Shares.
- (2) The 978,383,181 Shares were held by the USUMHK, a company in which Mr. Tu was indirectly interested. USUMHK is directly wholly owned by USUM Group, a limited liability company incorporated in the PRC. The single largest shareholder of USUM Group is Loncin Holdings, with an equity interest in USUM Group of 53.29%. The remaining equity interests in USUM Group are held by 13 individuals and 27 companies, all of whom are independent third parties of Loncin Holdings and Mr. Tu, and they each hold between 0.29% to 10% equity interests in USUM Group. Loncin Holdings is 98% owned by Loncin Group and 2% owned by Mr. Tu. Loncin Group is 98% owned by Mr. Tu; 1% owned by Ms. Tu Jianmin and 1% owned by Ms. Tu Jianrong, both being sisters of Mr. Tu. USUMHK held 978,383,181 Shares as at 31 December 2023. Therefore, Mr. Tu was deemed to be interested in the Shares held by USUMHK pursuant to the SFO.

附註：

- (1) 於二零二三年十二月三十一日，已發行股份總數為1,605,152,291股股份。
- (2) 978,383,181股股份乃由渝商香港持有，渝商香港為一間由涂先生間接擁有權益的公司。渝商香港由渝商集團直接全資擁有，渝商集團為一間於中國註冊成立之有限公司。渝商集團的最大單一股東為隆鑫控股，其於渝商集團的股權為53.29%。渝商集團的餘下股權由13名個人及27間公司（均為獨立於隆鑫控股及涂先生的第三方）持有。該等個人及公司分別持有渝商集團0.29%至10%之股權。隆鑫控股分別由隆鑫集團擁有98%及涂先生擁有2%。隆鑫集團由涂先生擁有98%；由涂建敏女士及涂建容女士（均為涂先生的姊妹）分別擁有1%。於二零二三年十二月三十一日，渝商香港持有978,383,181股股份。因此，根據證券及期貨條例，涂先生被視為於渝商香港持有的股份中擁有權益。

DISCLOSURE OF INTERESTS (continued) Substantial Shareholders' Interests and Short Positions in Shares and Underlying Shares of the Company (continued)

Long positions in Shares: (continued)

Notes: (continued)

- (3) The 98,773,990 Shares were held by Tai Security Holding Limited ("Tai Security") as beneficial owner and Tai Security was wholly-owned by Mr. Zhang Mingjie ("Mr. Zhang") as at 31 December 2023. Therefore, Mr. Zhang was deemed to be interested in the same number of Shares as held by Tai Security pursuant to the SFO.
- (4) The 44,700,000 Shares were held by Good Union Hong Kong Investment Limited ("Good Union") as beneficial owner and Good Union was wholly-owned by Mr. Zhang as at 31 December 2023. Therefore, Mr. Zhang was deemed to be interested in the same number of Shares as held by Good Union pursuant to the SFO.

Save as disclosed above, as at 31 December 2023, the Company had not been notified by any persons who had interests or short positions in the shares or underlying Shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO.

EMOLUMENT POLICY

Details of the emolument policy of the Group are set out in the section headed "EMPLOYEES AND REMUNERATION POLICY" in the Management Discussion and Analysis and the section headed "Remuneration Committee" in the Corporate Governance Report.

權益披露 (續)

主要股東於本公司的股份及相關股份的權益及淡倉 (續)

股份的好倉：(續)

附註：(續)

- (3) 於二零二三年十二月三十一日，Tai Security Holding Limited (「Tai Security」) 作為實益擁有人持有98,773,990股股份，而Tai Security由張明杰先生 (「張先生」) 全資擁有。因此，根據證券及期貨條例，張先生被視為於Tai Security持有的相同股份數目中擁有權益。
- (4) 於二零二三年十二月三十一日，星滙香港投資有限公司 (「星滙」) 作為實益擁有人持有44,700,000股股份，而星滙由張先生全資擁有。因此，根據證券及期貨條例，張先生被視為於星滙持有的相同股份數目中擁有權益。

除上文所披露者外，於二零二三年十二月三十一日，本公司並不知悉任何人士於股份或相關股份中擁有根據證券及期貨條例第XV部第2及3分部條文規定須向本公司披露的權益或淡倉，或本公司根據證券及期貨條例第336條須予存置之登記冊中所記錄的權益或淡倉。

薪酬政策

本集團薪酬政策的詳情載於「管理層討論及分析」的「僱員及薪酬政策」一節內及「企業管治報告」的「薪酬委員會」一節內。

DIRECTORS' REPORT 董事會報告

SENIOR MANAGEMENT REMUNERATION BY BAND

The remuneration of the Company's senior management by band for the year ended 31 December 2023 are set out below:

		Number of individuals 人數
Remuneration Band:	薪酬範圍：	
HK\$0 to HK\$1,000,000	0港元至1,000,000港元	4
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	-
HK\$1,500,001 to HK\$2,500,000	1,500,001港元至2,500,000港元	-
HK\$2,500,001 to HK\$3,500,000	2,500,001港元至3,500,000港元	-
More than HK\$3,500,001	3,500,001港元以上	6

SIGNIFICANT LEGAL PROCEEDINGS

Except for the litigation mentioned in the Management Discussion and Analysis of this Annual Report, the Company was not engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against the Company.

CORPORATE GOVERNANCE

Principal corporate governance practices adopted by the Company are set out in the Corporate Governance Report contained in this Annual Report.

SUFFICIENCY OF PUBLIC FLOAT

Based on the information that is publicly available to the Company and within the knowledge of the Directors as at the latest practicable date prior to the issue of this Annual Report, the Company has maintained sufficient public float under the Listing Rules throughout the financial year ended 31 December 2023 and as at the date of this Annual Report.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and of the assets and liabilities of the Group for the last five financial years is set out on page 264 of this Annual Report.

高級管理人員之薪酬範圍

於截至二零二三年十二月三十一日止年度，本公司高級管理人員之薪酬範圍載列如下：

重大法律訴訟

除於本年報的「管理層討論及分析」內所述的訴訟外，本公司並未涉及任何重大訴訟或仲裁，且據董事所知悉，亦無針對本公司的任何未決或具有威脅的重大訴訟或索賠。

企業管治

本公司採用的主要企業管治常規載於本年報的「企業管治報告」內。

充足公眾持股量

根據本公司所擁有的公開可得資料並就董事於本年報刊發前的最後實際可行日期所知悉，截至二零二三年十二月三十一日止整個財政年度及於本年報日期，本公司已維持上市規則項下的充足公眾持股量。

五年財務概要

本集團過往五個財政年度之業績及資產與負債概要載於本年報第264頁。

EVENTS DURING AND AFTER THE REPORTING PERIOD

Potential Restructuring of the Controlling Shareholders

Reference is made to the announcements of the Company dated 30 December 2021, 7 February 2022, 21 March 2022, 22 April 2022, 22 July 2022, 31 October 2022, 18 November 2022, 23 November 2022, 23 December 2022, 19 January 2023, 17 February 2023, 6 March 2023 and 22 November 2023 in relation to the potential restructuring (the "Restructuring") of the Controlling Shareholders (as defined below) under the supervision of the Fifth Intermediate People's Court of Chongqing City (collectively, the "Announcements").

As disclosed in the Announcements, Loncin Group Co., Limited, Loncin Holdings Co., Limited and USUM Investment Group Limited (the "Controlling Shareholders"), which are intermediate controlling shareholders of the Company, and ten other companies related to the Controlling Shareholders (together with the Controlling Shareholders, the "Loncin Restructuring Companies") are in the course of implementing the Restructuring plan and the joint administrators of Loncin Restructuring Companies in relation to the Restructuring will continue to monitor the implementation of the Restructuring plan. There is uncertainty as to the progress and outcome of the Restructuring. If the Restructuring is not successfully implemented, there is a risk that the Controlling Shareholders will be declared bankrupt. In the event that the Restructuring is implemented, the ultimate beneficial owner of the Controlling Shareholders may be changed. The Company was informed by the leader of a consortium of investors that will participate in the Restructuring and will invest in and purchase assets from Loncin Restructuring Companies that, on 2 March 2023, it has obtained a confirmation from the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong that it will not trigger a mandatory general offer for the shares of the Company as a result of the Restructuring under Note 8 to Rule 26.1 of the Codes to Takeovers and Mergers.

報告期內及期後事項

控股股東之潛在重整

茲提述本公司日期為二零二一年十二月三十日、二零二二年二月七日、二零二二年三月二十一日、二零二二年四月二十二日、二零二二年七月二十二日、二零二二年十月三十一日、二零二二年十一月十八日、二零二二年十一月二十三日、二零二二年十二月二十三日、二零二三年一月十九日、二零二三年二月十七日、二零二三年三月六日及二零二三年十一月二十二日有關在重慶市第五中級人民法院的監督下對控股股東(定義見下文)進行潛在重整(「重整」)之公告(統稱「該等公告」)。

誠如該等公告所披露，本公司間接控股股東隆鑫集團有限公司、隆鑫控股有限公司及渝商投資集團股份有限公司(「控股股東」)以及控股股東關連之十間其他公司(連同控股股東統稱為「隆鑫重整公司」)正在實施重整計劃，而隆鑫重整公司的共同管理人將繼續就重整監察重整計劃的實施情況。重整後續進展和結果仍有不確定性。倘重整並無成功實施，則存在宣佈控股股東破產的風險。倘實施重整，則控股股東的最終實益擁有人可能發生變動。本公司獲將參與重整並將投資及購買隆鑫重整公司資產之投資者聯盟之牽頭人所告知，於二零二三年三月二日，該牽頭人已取得香港證券及期貨事務監察委員會企業融資部執行董事之確認，根據收購及合併守則規則26.1註釋8進行重整不會觸發對本公司股份的強制全面要約責任。

DIRECTORS' REPORT 董事會報告

On 21 November 2023, the Company received a notification from USUM Investment Group Limited that there was certain delay in the implementation of the Restructuring plan. The Loncin Restructuring Companies believed that such delay was due to the impact of the pandemic at the early execution stage of the Restructuring plan which had affected the fund raising process. The Loncin Restructuring Companies have applied to the Fifth Intermediate People's Court of Chongqing City for extension of execution of the Restructuring plan. On 20 November 2023, the Fifth Intermediate People's Court of Chongqing City has made a civil ruling approving the extension of the execution of the Restructuring plan for six months (until 21 May 2024).

Given that the Company is not one of the Loncin Restructuring Companies and is independent from the Controlling Shareholders in respect of business, personnel, assets and finance, the Board is of the view that the Restructuring mentioned above currently has no material adverse impact on the operation and the financial status of the Company.

The Company will closely monitor the subsequent development and effect of the Restructuring. Further announcement(s) will be made by the Company as and when appropriate or required in accordance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and/or the Securities and Futures Ordinance.

Disclosure Pursuant to Rules 13.19 and 13.21 of the Listing Rules

The disclosure is set out in the section headed "CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES" in the Management Discussion and Analysis of this Annual Report.

AUDITOR

The consolidated financial statements for the year ended 31 December 2023 have been audited by PricewaterhouseCoopers, Certified Public Accountants, who will retire and a resolution for its re-appointment as auditor of the Company will be proposed at the forthcoming annual general meeting of the Company.

For and on behalf of the Board

Qin Yongming
Chairman

Hong Kong, 23 April 2024

於二零二三年十一月二十一日，本公司接獲渝商投資集團股份有限公司的通知，重組計劃的執行存在一定的延遲。隆鑫重整公司認為該延遲是由於重整執行初期受新冠疫情影响的影響，影響了集資過程。隆鑫重整公司向重慶市第五中級人民法院申請延長重整計劃的執行期限。於二零二三年十一月二十日，重慶市第五中級人民法院作出了民事裁定，批准延長重整計劃執行期限六個月（至二零二四年五月二十一日）。

鑒於本公司並非隆鑫重整公司之一，且於業務、人員、資產及財務方面獨立於控股股東，董事會認為，上述重整目前對本公司的營運及財務狀況並無重大不利影響。

本公司會密切關注重整的後續發展及影響。本公司將根據香港聯合交易所有限公司證券上市規則及／或證券及期貨條例的規定，在適當或需要時另行發表公告。

根據上市規則第13.19條和第13.21條作出的公告

該披露載於本年報「管理層討論及分析」的「資本承擔及或然負債」一節內。

核數師

截至二零二三年十二月三十一日止年度之綜合財務報表已由執業會計師羅兵咸永道會計師事務所審核，其將任滿告退，一項有關其續聘為本公司核數師的決議案將於本公司應屆股東週年大會上提呈。

代表董事會

秦永明
主席

香港，二零二四年四月二十三日

CORPORATE GOVERNANCE REPORT

企業管治報告

INTRODUCTION

The Company recognises the importance of maintaining a high standard of corporate governance. The Company believes that an effective corporate governance practice is fundamental to enhancing shareholder value and safeguarding the interests of Shareholders and other stakeholders. The Board sets appropriate policies and implements corporate government practices appropriate to the conduct and growth of the Group's business. The code provisions set out in the Corporate Governance Code contained in Appendix C1 to the Listing Rules (the "CG Code") have been adopted to shape the Company's corporate governance structure. This corporate governance report describes how the principles of the CG Code have been applied during the year ended 31 December 2023 under different aspects.

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE

The Company recognises the importance of corporate transparency and accountability and is committed to achieving a high standard of corporate governance. Throughout the year ended 31 December 2023, the Company has complied with all the principles and the applicable code provisions of the CG code, contained in Appendix C1 to the Listing Rules, save and except as the code provision explained below:

C.2.1

Pursuant to code provision C.2.1 of the CG Code, the roles of chairman and chief executive officer should be separate and should not be performed by the same individual.

During the period from January 2023 to 20 March 2023, Mr. Li Linhui was the chairman of the Board and temporarily performed the responsibilities of the role of chief executive officer.

The Directors considered that the arrangement would not impair the balance of power and authority considering the background and experience of the Directors and the number of independent non-executive Directors on the Board. Accordingly, the Directors considered that the temporary deviation from provision C.2.1 of the CG Code was appropriate in such circumstances.

With effect from 21 March 2023, Mr. Li Linhui has resigned as an executive Director. He has ceased to be the chairman of the Board and has ceased to assume the responsibilities of chief executive officer of the Company. Mr. Qin Yongming has been appointed as an executive Director and the chairman of the Board. Mr. Zhang Wei ("Mr. Zhang") has been appointed as an executive Director and the chief executive officer of the Company. Mr. Zhang subsequently resigned as an executive Director due to job adjustment and he remains as the chief executive officer of the Company with effect from 14 December 2023. Given that the roles of chairman of the Board and chief executive officer are separate and are no longer performed by the same individual, as at the date of this annual report, the Company complies with all the applicable code provisions of the CG Code.

緒言

本公司深諳維持高水平企業管治之重要性。本公司相信有效之企業管治常規乃提升股東價值與保障股東及其他利益相關者權益之基本要素。董事會制定適當政策及實施適合本集團業務開展及增長之企業管治常規。上市規則附錄C1所載《企業管治守則》（「企業管治守則」）之守則條文已獲採納作為本公司之企業管治架構。本企業管治報告闡述截至二零二三年十二月三十一日止年度該等企業管治守則之原則如何在各不同方面獲應用。

遵守企業管治守則

本公司深知企業透明度及問責制之重要性，並致力於實現高標準企業管治。截至二零二三年十二月三十一日止年度全年，本公司已遵守上市規則附錄C1所載企業管治守則的所有適用的守則條文，惟以下守則條文所述例外情況除外：

C.2.1

根據企業管治守則之守則條文第C.2.1條，主席與行政總裁的角色應有所區分，並不應由一人同時兼任。

於二零二三年一月一日至二零二三年三月二十日期間內，李林輝先生為董事會主席並臨時承擔行政總裁的職責。

考慮到董事的背景和經驗及董事會中獨立非執行董事的人數，董事認為該安排不會損害權力和權限的平衡。因此，董事認為在此情況下暫時偏離企業管治守則條文第C.2.1條屬恰當。

自二零二三年三月二十一日起，李林輝先生已辭任執行董事。彼不再擔任董事會主席，以及停止承擔本公司行政總裁之職責。秦永明先生已獲委任為執行董事及董事會主席。張偉先生（「張先生」）已獲委任為執行董事和本公司行政總裁。張先生隨後因工作調整自二零二三年十二月十四日起辭任本公司執行董事，彼繼續擔任本公司行政總裁。鑒於董事會主席與行政總裁之角色已分開，且不再由同一個人擔任，截至本年報日期，本公司遵守企業管治守則的所有適用守則條文。

CORPORATE GOVERNANCE REPORT 企業管治報告

COMPLIANCE WITH THE CORPORATE GOVERNANCE CODE (continued)

The Company will, from time to time, review the effectiveness of the Group's corporate governance structure and consider whether any changes are necessary.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code as set out in Appendix C3 to the Listing Rules as its own code of conduct regarding securities transactions by the Directors. All Directors have confirmed, following specific enquiries made by the Company of all such Directors, that they had complied with the required standard set out in the Model Code during the year ended 31 December 2023.

BOARD OF DIRECTORS

Composition of the Board

As at the latest practicable date prior to the issue of this Annual Report, the Board comprised six executive Directors and three independent non-executive Directors, whose biographical details are set out in the Profile of Directors and Senior Management contained in this Annual Report, namely:

Executive Directors

Mr. Tu Jianhua
Mr. Qin Yongming (*Chairman*)
Mr. Miao Yu
Mr. Yao Jietian
Mr. Wang Li
Mr. Liu Yongxin

Independent Non-Executive Directors

Prof. Li Zhiguo
Prof. Yan Guowan
Mr. Szeto Yuk Ting

None of the Directors has any personal relationship (including financial, business, family or other material or relevant relationship) with any other Director or Chief Executive.

遵守企業管治守則 (續)

本公司將不時審閱本集團企業管治架構之效能及考慮是否需要作出任何修改。

董事進行證券交易

本公司已採納上市規則附錄C3所載之標準守則作為董事進行證券交易之行為守則。經本公司向所有董事作出特定查詢後，所有有關董事已確認，於截至二零二三年十二月三十一日止年度內彼等均一直遵守標準守則所載之規定準則。

董事會

董事會的組成

於本年報刊發前的最後實際可行日期，董事會成員由六名執行董事及三名獨立非執行董事組成。彼等之履歷詳情載於本年報的「董事及高級管理人員履歷」內，董事會成員包括：

執行董事

涂建華先生
秦永明先生 (*主席*)
苗雨先生
姚杰天先生
王歷先生
劉永欣先生

獨立非執行董事

李志国教授
晏国苑教授
司徒毓廷先生

概無董事與任何其他董事或主要行政人員擁有任何個人關係 (包括財務、業務、家庭或其他重大或相關關係)。

BOARD OF DIRECTORS (continued)

Roles and responsibilities of the Board

The Board is collectively responsible for overseeing the management of the business and affairs of the Group. The Board meets regularly to discuss the overall strategies as well as operational and financial performances of the Group. Certain matters are reserved for decisions by the Board, including matters relating to: (i) the formulation of the Group's overall strategy and directions; (ii) any material conflict of interest of substantial Shareholders or Directors; (iii) approval of the Group's annual results, annual budgets, interim results and other significant operational and financial transactions; (iv) changes to the Company's capital structure; and (v) major appointments to the Board. The Board has delegated the day-to-day management, administration and operation of the Group and implementation and execution of policies and strategies decided by the Board to the executive Directors and management of the Company.

The Board, through its board committees, is also responsible for performing corporate governance duties including risk management, internal controls, those under A.2.1 of the CG Code and relevant compliance issues relating to the business operation of the Group.

The Board reviews and monitors the training and continuous professional development of Directors and senior manager; develops, reviews and monitors the code of conduct and compliance manual applicable to employees and Directors.

The composition of the Board is well balanced with each Director having sound industry knowledge, extensive corporate and strategic planning experience and/or expertise relevant to the business of the Group. The Directors collectively bring a variety of experience and expertise to the Company.

董事會 (續)

董事會之角色及職責

董事會共同負責監督本集團業務及事務之管理工作。董事會定期會面，討論本集團整體策略以及營運與財務表現。董事會決定的若干事項包括有關(i)制定本集團整體策略及方向；(ii)主要股東或董事之任何重大利益衝突；(iii)批准本集團年度業績、年度預算、中期業績及其他重大營運與財務交易；(iv)更改本公司之股本結構；及(v)就董事會作出重大委任之事項。董事會已授權本公司執行董事及管理層負責本集團之日常管理、行政及營運，並實施及執行董事會決定之政策及策略。

董事會透過董事委員會亦負責執行企業管治職責，包括風險管理、內部監控，企業管治守則第A.2.1條提及之企業管治職責及關乎本集團業務營運的有關合規事宜。

董事會審閱及監督董事及高級經理的培訓情況及持續專業發展；制定、檢討及監察適用於僱員及董事的行為守則及合規手冊。

董事會的成員各有所長，而每名董事對於本集團所從事業務均具備充分行業知識、豐富的企業及策略規劃經驗及／或專業知識。董事整體為本公司帶來不同的經驗及專業知識。

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD OF DIRECTORS (continued)

Board meetings and Board practices

All Directors have been given sufficient time and support to understand the affairs of the Group and they have full and timely access to all relevant information regarding the Group's affairs and have unrestricted access to the advice and services of the company secretary of the Company (the "Company Secretary"). The Directors may seek independent professional advice at the Company's expenses in carrying out their duties and responsibilities.

During the year ended 31 December 2023, seven Board meetings, one annual general meeting of the Company were held. The meetings are structured to allow open discussion. At the Board meetings, the Directors participated in discussing the strategies, operational and financial performance, corporate governance policy and internal control of the Group.

Set out below is the attendance of the Directors at the Board and annual general meeting held during the year:

董事會 (續)

董事會會議及董事會常規

全體董事已付出足夠時間及支持以了解本集團事務，且彼等擁有及時接觸有關本集團事務之所有相關資料之一切權力，能夠獲得本公司公司秘書（「公司秘書」）之建議及服務而不受任何限制。董事在履行職責及職務時可尋求獨立專業意見，費用由本公司承擔。

於截至二零二三年十二月三十一日止年度內，本公司曾舉行七次董事會會議及一次股東週年大會。該等會議以公開討論形式進行。於董事會會議上，董事均會參與討論本集團之策略、營運及財務表現、企業管治政策以及內部監控。

董事於本年度舉行之董事會會議及股東週年大會的出席率載列如下：

Name of Director 董事姓名	No. of meetings attended/ eligible to attend 已出席/合資格出席會議次數	
	Regular Board Meeting 定期董事會會議	General Meeting 股東大會
Executive Directors	執行董事	
Tu Jianhua	涂建華	2/7
Qin Yongming (appointed on 21 March 2023)	秦永明 (於二零二三年三月二十一日獲委任)	6/6
Miao Yu	苗雨	7/7
Yao Jietian	姚杰天	7/7
Wang Li	王歷	4/7
Zhang Wei (appointed on 21 March 2023 and resigned on 14 December 2023)	張偉 (於二零二三年三月二十一日獲委任並於二零二三年十二月十四日辭任)	3/4
Liu Yongxin (appointed on 19 December 2023)	劉永欣 (於二零二三年十二月十九日獲委任)	0/0
Li Linhui (resigned on 21 March 2023)	李林輝 (於二零二三年三月二十一日辭任)	0/0
Independent Non-Executive Directors	獨立非執行董事	
Li Zhiguo	李志國	7/7
Yan Guowan	晏國苑	7/7
Szeto Yuk Ting	司徒毓廷	6/7

BOARD OF DIRECTORS (continued)

Board meetings and Board practices (continued)

The Company Secretary prepared and kept detailed minutes of each Board meeting and, within a reasonable time after each meeting, the draft minutes were circulated to all Directors for comment and the final and approved version of the minutes were sent to all Directors for their records. The same practices and procedures as used in the Board meetings had also been adopted and followed for the Board committees meetings. All the minutes of the meetings recorded sufficient details of the matters considered and decision reached are available for inspection by the Directors at any time.

Notices of Board meetings were given to the Directors at least 14 days prior to the date of the relevant meeting. Briefing papers were prepared for all substantive agenda items and were circulated to the Directors at least 3 days before each Board meeting. The Company Secretary is responsible for providing accurate, timely and clear information to the Directors prior to the Board meetings so as to ensure that the Directors are able to make informed decisions regarding the matters to be discussed in the meeting.

If any of the Directors has a potential conflict of interest in a matter being considered in the Board meeting, such Director(s) shall abstain from voting in relation to that particular matter. Independent non-executive Directors with no conflict of interest in such matters would be present at the Board meetings to deal with such conflict of interest issues.

Access to sufficient information of the Group

The management is committed to providing the Board with appropriate and sufficient explanation and information of the Group's affairs through financial reports, business and operational reports and budget statements, in a timely manner, to enable them to make informed decisions.

The Directors are also provided with access to the Group's management and the Company Secretary at all times to obtain relevant information for carrying out their duties as Directors of the Company.

董事會 (續)

董事會會議及董事會常規 (續)

公司秘書負責編製及備存每次董事會會議之詳細會議記錄，並於每次會議後之合理時間內向全體董事傳閱會議記錄初稿，以供董事提供意見，而會議記錄最終獲批准之版本會發給全體董事作記錄。董事委員會會議亦已採用及沿用董事會會議採用之相同常規及程序。所有會議記錄載有所考慮事項及所達致決定的充分詳情，並可供董事於任何時間查閱。

本公司須於相關會議日期前最少十四天向董事發出董事會會議的通知，就所有主要議程項目編製簡介文件並於每次董事會會議前至少三天向董事傳閱有關文件。為確保董事能夠就會議上討論的事項作出知情決定，公司秘書須於董事會會議前向董事提供準確、及時及清晰的資料。

倘任何董事與董事會會議上考慮之事項有潛在利益衝突，則有關董事須就該特定事項放棄投票，由出席董事會會議而於該等事項並無利益衝突之獨立非執行董事處理該等利益衝突事項。

取閱本集團之充分資料

管理層致力透過財務報告、業務及營運報告以及預算報表，就本集團事務適時地向董事會提供恰當及充分的說明及資料，從而讓彼等作出知情決定。

董事亦可於任何時間向本集團管理層及公司秘書取閱相關資料，以履行其作為本公司董事的職責。

CORPORATE GOVERNANCE REPORT 企業管治報告

BOARD OF DIRECTORS (continued)

Independent views and input to the Board

To ensure independent views and input are made available to the Board, the Board (or through its Board committees) ensures the following mechanisms are in place and reviews the implementation and effectiveness of such mechanisms annually:

- (1) all Directors should have the required character, integrity, perspectives, skills, expertise and experience to fulfill their roles and are encouraged to express their independent views through Board meetings;
- (2) all Directors are required to declare conflicts of interest (if any) in their roles as Directors and Directors who have material interests shall not vote or be counted in the quorum for the relevant Board resolutions;
- (3) the Chairman of the Board meets with independent non-executive Directors annually without the presence of the executive Directors; and
- (4) all independent non-executive Directors are required to confirm in writing on an annual basis their compliance of independence requirements pursuant to Rule 3.13 of the Listing Rules.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

During the period from 1 January 2023 to 20 March 2023, Mr. Li Linhui was the chairman of the Board and temporarily performed the responsibilities of the role of chief executive officer. From 21 March 2023, Mr. Li Linhui has ceased to be the chairman of the Board and has ceased to assume the responsibilities of chief executive officer of the Company.

Mr. Qin Yongming ("Mr. Qin") has been appointed as the chairman of the Board since 21 March 2023. Mr. Qin was responsible for providing leadership of the Board and ensuring that all Directors are properly informed on issues to be discussed at Board meetings. In addition, Mr. Qin was responsible for ensuring that all Directors receive, in a timely manner, adequate, complete, and reliable information in relation to the Group's affairs. He also encouraged Directors to actively participate in and to make a full contribution to the Board so that the Board functions effectively and acts in the best interest of the Company.

董事會 (續)

董事會之獨立觀點及意見

為確保董事會能夠獲得獨立觀點及意見，董事會 (或通過其董事委員會) 確保制定以下機制，並每年審閱此類機制的實施和有效性：

- (1) 所有董事均應具備履行職責所需的品格、誠信、觀點、技能、專業知識和經驗，並鼓勵通過董事會會議發表獨立意見；
- (2) 所有董事均須申報其擔任董事期間的利益衝突 (如有)，而擁有重大利益的董事均不得就有關董事會決議案投票或計入有關董事會會議的法定人數內；
- (3) 董事會主席每年在執行董事不在場的情況下與獨立非執行董事會面；及
- (4) 所有獨立非執行董事均須每年書面確認其遵守上市規則第3.13條的獨立性規定。

主席及行政總裁

於二零二三年一月一日至二零二三年三月二十日期間內，李林輝先生為董事會主席並臨時承擔行政總裁的職責。自二零二三年三月二十一日起，李林輝先生已不再擔任董事會主席及停止承擔本公司行政總裁之職責。

自二零二三年三月二十一日起，秦永明先生 (「秦先生」) 獲委任為董事會主席。秦先生負責領導董事會，並確保全體董事已適當知悉董事會會議上討論之事宜。此外，秦先生負責確保全體董事及時收到有關本集團事務之充分、完整及可靠資料。彼亦鼓勵董事積極參與董事會，全力為董事會作出貢獻，以使董事會有效運作，並能按本公司之最佳利益行事。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER (continued)

Mr. Zhang has been appointed as the chief executive officer of the Company since 21 March 2023. Mr. Zhang was responsible for the strategic planning, administration, and management of the business of the Group. Mr. Zhang was also responsible for the formulation and successful implementation of Group policies and assuming full accountability to the Board for all operations of the Group. He oversaw the Group's compliance and internal control matters and maintains an ongoing dialogue with all Directors to keep them fully informed of all major business developments and issues. He also focused on strategic planning and assessment of merger and acquisition opportunities for the Company.

INDEPENDENT NON-EXECUTIVE DIRECTORS

All independent non-executive Directors are appointed for a term of one year and shall be subject to re-election as and when required under the Articles of Association, until terminated in accordance with the terms and conditions of the letters of appointment by giving written notice for termination not exceeding 12 months to either party. None of them hold any other offices in the Company or any its subsidiaries or is interested in any Shares. In the Board meetings and Board committee meetings held during the year, constructive views and comments are given by the independent non-executive Directors, who have provided their independent judgement on the issues relating to the strategy, performance, conflict of interest and management process of the Group.

The Company has received from each of its independent non-executive Directors a written annual confirmation of his/her independence and the Board considers all of them, namely Prof. Li Zhiguo, Prof. Yan Guowan and Mr. Szeto Yuk Ting to be independent pursuant to Rule 3.13 of the Listing Rules.

主席及行政總裁 (續)

自二零二三年三月二十一日起，張先生獲委任為本公司行政總裁。張先生負責本集團業務的策略規劃、行政及管理。張先生亦負責制定及成功實施本集團的政策，並就本集團的所有營運向董事會承擔全部責任。彼監察本集團的合規及內部監控事宜，並與主席及所有董事保持溝通，讓彼等可全面知悉所有主要業務發展及事宜。彼亦專注於策略性計劃以及評估本公司之併購機會。

獨立非執行董事

全體獨立非執行董事獲委任年期為一年，並將按組織章程細則的規定重選連任，直至根據委任函的條款及條件向任何一方發出不超過12個月的書面通知予以終止。彼等概無於本公司或其任何子公司擔任任何其他職位，彼等亦無於任何股份中擁有權益。在本年度舉行的董事會會議以及董事委員會會議上，獨立非執行董事提供建設性意見及建議，並為有關本集團策略、業績、利益衝突及管理過程之事宜作出彼等的獨立判斷。

本公司已接獲各獨立非執行董事有關其獨立性之書面年度確認書，董事會認為，根據上市規則第3.13條，彼等全體（即李志国教授、晏国苑教授及司徒毓廷先生）均屬獨立人士。

CORPORATE GOVERNANCE REPORT 企業管治報告

COMPANY SECRETARY

Ms. So Shuk Yi Betty was the Company Secretary during the period from 1 January 2023 to 20 March 2023. She has resigned as the Company Secretary with effect from 21 March 2023.

Ms. Ng Mei Wah ("Ms. Ng"), a full-time employee of the Company, was appointed as the Company Secretary with effect from 21 March 2023. During the year ended 31 December 2023, Ms. Ng had received no less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

The Company Secretary plays an important role in supporting the Board by ensuring efficient and effective information flow within the Board and that the Board's policy and procedures are followed.

The Company Secretary has day-to-day knowledge of the Company's affairs. The Company Secretary reports to the Board through the Compliance Director, Chairman and CEO. All Directors may have access to the advice and services of the Company Secretary who regularly updates the Board on governance and regulatory matters and facilitates the induction and professional development of the Directors.

The Company Secretary is also responsible for ensuring the procedures of the Board meetings are observed and providing the Board with opinions on matters in relation to the compliance with the procedures of the Board meetings.

The Board is fully involved in the selection and appointment of the Company Secretary.

公司秘書

蘇淑儀女士於二零二三年一月一日至二零二三年三月二十日期間為公司秘書，並於二零二三年三月二十一日起，彼已辭任公司秘書。

吳美華女士（「吳女士」）為本公司之全職僱員，獲委任為公司秘書，於二零二三年三月二十一日起生效。於截至二零二三年十二月三十一日止年度，吳女士已遵照上市規則第3.29條接受不少於15小時相關專業培訓。

公司秘書在支援董事會方面擔當重要角色，確保董事會成員之間資訊交流的效率及功效，以及遵循董事會政策及程序。

公司秘書須熟悉本公司的日常事務。公司秘書透過合規董事、主席及行政總裁向董事會匯報。所有董事可獲得公司秘書的建議及服務，公司秘書會定期向董事會提供有關管治及監管事項的最新資料，亦會安排董事的入職培訓及專業發展。

公司秘書亦負責確保董事會會議依程序進行，並就有關遵守董事會會議程序的事項向董事會提供意見。

董事會全面參與公司秘書之甄選及委任程序。

BOARD COMMITTEES

To assist the Board in the execution of its duties, the Board has delegated specific functions to six Board committees, namely the Executive Committee, the Audit Committee, the Nomination Committee, the Remuneration Committee, the Strategy and Investment Committee and the Pricing Committee, details of the composition of which as at 31 December 2023 are as follows:

Name of Director		Executive Committee	Audit Committee	Nomination Committee	Remuneration Committee	Strategy and Investment Committee	Pricing Committee [#]
董事姓名		執行委員會	審核委員會	提名委員會	薪酬委員會	戰略與投資委員會	定價委員會 [#]
Executive Directors	執行董事						
Tu Jianhua	涂建華	M				M	
Qin Yongming (appointed on 21 March 2023)	秦永明 (於二零二三年三月二十一日獲委任)	C		C		C	C
Miao Yu	苗雨	M		M	M	M	M
Yao Jietian	姚杰天	M				M	M
Independent Non-Executive Directors	獨立非執行董事						
Li Zhiguo	李志国		M	M	M		
Yan Guowan	晏国苑		C	M	M		
Szeto Yuk Ting	司徒毓廷		M	M	C		

* C – Chairman
M – Member

[#] Other members of the Pricing Committee are certain senior management of the Company.

董事委員會

董事會向六個董事委員會(執行委員會、審核委員會、提名委員會、薪酬委員會、戰略與投資委員會及定價委員會)委派指定職責,以協助董事會執行職責,其於二零二三年十二月三十一日的組成詳情載列如下:

* C – 主席
M – 成員

[#] 定價委員會其他成員為本公司若干高級管理人員。

EXECUTIVE COMMITTEE

The Board established the Executive Committee in 2011 with written terms of reference, which is responsible for the management and administration of the business of the Company and any matters which are within the ordinary course of the Company's business under the control and supervision of the Board and in accordance with the provisions of the terms of reference of the Executive Committee for ensuring a high standard of corporate governance and compliance of the Company. The written terms of reference of the Executive Committee are available on the Stock Exchange's website and the Company's website.

執行委員會

董事會已於二零一一年成立執行委員會,並訂明書面職權範圍。執行委員會負責本公司的管理及行政事務,以及本公司日常業務過程中的任何事宜,受董事會控制及監管,並按執行委員會職權範圍之規定行事,以確保本公司高水準的企業管治及合規。執行委員會的書面職權範圍於聯交所網站及本公司網站可供閱覽。

CORPORATE GOVERNANCE REPORT 企業管治報告

EXECUTIVE COMMITTEE (continued)

As at 31 December 2023, members of the Executive Committee were as follows:

執行委員會 (續)

於二零二三年十二月三十一日，執行委員會之成員如下：

Name of committee member 委員會成員姓名	Position 職位	Role in Executive Committee 在執行委員會之職能
Qin Yongming (appointed on 21 March 2023) 秦永明 (於二零二三年三月二十一日獲委任)	Executive Director 執行董事	Chairman 主席
Tu Jianhua 涂建華	Executive Director 執行董事	Member 成員
Miao Yu 苗雨	Executive Director 執行董事	Member 成員
Yao Jietian 姚杰天	Executive Director 執行董事	Member 成員

The Board delegated certain corporate governance functions to the Executive Committee, which include to develop and review the Company's policies and practices on corporate governance and make recommendations to the Board; review and monitor (i) the training and continuous professional development of Directors and senior management of the Company; (ii) compliance with legal and regulatory requirements; and (iii) the code of conduct and Model Code applicable to the Directors or employees.

董事會已授權執行委員會若干企業管治職能，包括制定及檢討本公司企業管治政策及常規，並向董事會提出意見，檢討及監察(i)董事及本公司高級管理人員的培訓及持續專業發展；(ii)遵守法律及監管規定；及(iii)適用於董事或僱員的行為守則及標準守則。

Directors' Training and Professional Development

Every newly appointed Director is provided with information and a comprehensive induction to ensure that he/she has a proper understanding of the Company's operations and businesses as well as his/her responsibilities under the relevant statutes, laws, rules and regulations.

董事培訓及專業發展

每名新獲委任董事均獲提供有關資料及全面指引，以確保彼適當了解本公司之營運及業務以及彼於相關法規、法律、規則及規定下之職責。

EXECUTIVE COMMITTEE (continued)

Directors' Training and Professional Development (continued)

Development and training of Directors is an ongoing process to ensure that they can perform their duties appropriately. During the year ended 31 December 2023, all Directors were provided with regular 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 to ensure that they continue to make contribution to the Board. 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.

The training received by the Directors during the year ended 31 December 2023 is summarised as follows:

執行委員會 (續)

董事培訓及專業發展 (續)

本公司持續提供董事發展及培訓，以確保彼等能夠適當履行職責。於截至二零二三年十二月三十一日止年度內，本公司定期向全體董事提供有關本公司表現、狀況及前景之最新資料，以便全體董事會及每名董事履行其職責。此外，本公司鼓勵全體董事參與持續專業發展，以提升及更新彼等之知識及技能，從而確保彼等繼續對董事會作出貢獻。本公司不時向董事提供有關上市規則及其他適用監管規定之最新發展，以確保彼等遵守有關法規及加深彼等對良好企業管治常規之認識。

董事於截至二零二三年十二月三十一日止年度內所接受之培訓概述如下：

Directors 董事		Types of training 培訓類別
Tu Jianhua	涂建華	A, B
Qin Yongming (appointed on 21 March 2023)	秦永明 (於二零二三年三月二十一日獲委任)	A, B
Miao Yu	苗雨	A, B
Yao Jietian	姚杰天	A, B
Wang Li	王歷	A, B
Zhang Wei (appointed on 21 March 2023 and resigned on 14 December 2023)	張偉 (於二零二三年三月二十一日獲委任並於二零二三年十二月十四日辭任)	A, B
Liu Yongxin (appointed on 19 December 2023)	劉永欣 (於二零二三年十二月十九日獲委任)	A, B
Li Zhiguo	李志國	A, B
Yan Guowan	晏國苑	A, B
Szeto Yuk Ting	司徒毓廷	A, B
A	attending training session relevant to environmental, social and governance reporting and/or induction session for newly appointed Director	A 出席與環境、社會及管治報告相關及/或給予新委任董事的入職培訓
B	reading articles relevant to corporate governance, regulatory updates and Directors' duties and responsibilities	B 閱讀與企業管治、最新監管規定及董事職責及責任相關的刊物

CORPORATE GOVERNANCE REPORT 企業管治報告

AUDIT COMMITTEE

The Audit Committee was established in 2010 with written terms of reference in compliance with the CG Code as set out in Appendix C1 to the Listing Rules. The written terms of reference of the Audit Committee are available on the Stock Exchange's website and the Company's website. The Audit Committee has established a whistleblowing policy of the Company and set out the procedures on reporting possible improprieties in financial reporting matters of the Company.

The principal duties of the Audit Committee include monitoring the integrity of the financial statements of the Company, reviewing the effectiveness of Company's internal control (including the adequacy of resources, qualifications and experience of staff of the Company's accounting and financial reporting function, and their training programs and budget) and risk management systems as delegated by the Board, and making recommendations to the Board on the appointment and engagement of the external auditor for the audit and non-audit services. The Audit Committee is provided with sufficient resources enabling it to discharge its duties.

The Audit Committee held five meetings during the year ended 31 December 2023 with the attendance of each member as follows:

Name of committee member 委員會成員姓名	Position 職位	Role in Audit Committee 在審核委員會之職能	Meetings attended/ eligible to attend 已出席/ 合資格出席會議次數
Yan Guowan 晏国苑	Independent non-executive Director 獨立非執行董事	Chairman 主席	5/5
Li Zhiguo 李志国	Independent non-executive Director 獨立非執行董事	Member 成員	5/5
Szeto Yuk Ting 司徒毓廷	Independent non-executive Director 獨立非執行董事	Member 成員	5/5

During the year ended 31 December 2023, the Audit Committee reviewed, together with the management, the annual results, interim results and related announcements including the disclosures, financial reporting and the accounting policies adopted by the Group prior to the submission to the Board approval; discussed with management on significant judgements affecting Group's consolidated financial statements and approved the appointment of external auditor; reviewed and discussed non-audit service pre-approval policy; reviewed and discussed the internal audit report; reviewed and assessed the adequacy and effectiveness of the Company's internal control and risk management; and reviewed and monitored the external auditor's independence and objectivity and the effectiveness during the audit process.

審核委員會

本公司於二零一零年成立審核委員會，並已遵照上市規則附錄C1所載企業管治守則訂明書面職權範圍。審核委員會的書面職權範圍於聯交所網站及本公司網站可供閱覽。審核委員會已制定本公司的舉報政策，並列明舉報本公司的財務申報事宜中可能存在之不恰當行為的程序。

審核委員會之主要職責包括按董事會授權監督本公司財務報表是否完整全面、檢討本公司之內部監控(包括資源充足性、本公司會計及財務申報職能員工之資歷及經驗以及其培訓計劃及預算)及風險管理制度之成效，並就委聘外聘核數師進行審計及非審計服務向董事會作出推薦意見。審核委員會獲提供充足資源以履行其職責。

審核委員會於截至二零二三年十二月三十一日止年度內共舉行五次會議，各成員之出席率如下：

於截至二零二三年十二月三十一日止年度內，審核委員會連同管理層已於提呈董事會批准前審閱全年業績、中期業績及其相關公告，包括本集團採納的披露、財務申報及會計政策；與管理層討論影響本集團綜合財務報表的重要判斷及批准委聘外聘核數師；審閱及討論非鑒證服務預先許可政策審閱及討論內部審計報告；檢討及評估本公司內部監控及風險管理的充足性及有效性；以及檢討及監控外聘核數師的獨立性及於核數過程的客觀性及有效性。

AUDIT COMMITTEE (continued)

The Board is responsible for preparing the financial statements that give a true and fair view of the financial position of the Group on a going concern basis. The Audit Committee has reviewed the Company's annual results and consolidated financial statements for the year ended 31 December 2023. The Directors acknowledge their responsibilities for preparing a balanced, clear and comprehensive assessment in annual/interim reports, price-sensitive announcements and other financial disclosures. Save as disclosed in Note 2 to the consolidated financial statements, the Directors are not aware of any material uncertainties relating to events or conditions that may cast significant doubt upon the Company's ability to continue as a going concern.

Auditors' Remuneration

For the year ended 31 December 2023, the Group had engaged the Group's external auditor, PricewaterhouseCoopers, to provide the following services and their respective fees charged are set out as below:

		2023 二零二三年 HK\$M 百萬港元
Type of services	服務類別	
Audit services	審計服務	15.1
Non-audit services (Note)	非審計服務 (附註)	2.7
Total	總計	17.8

Note: The non-audit services were mainly advisory and other reporting review services.

審核委員會 (續)

董事會有責任以持續經營之基準編製財務報表，有關報表真實公平地反映本集團的財務狀況。審核委員會已審閱本公司截至二零二三年十二月三十一日止年度之全年業績及綜合財務報表。董事了解彼等之責任為對年報／中期報告、股價敏感資料公告及其他財務披露編製平衡、清晰及全面之評核。除綜合財務報表附註2所披露者外，董事並不知悉有關任何事項或情況之重大不明朗因素，而有關事項或情況可能使本公司持續經營之能力受到重大質疑。

核數師薪酬

於截至二零二三年十二月三十一日止年度，本集團聘用羅兵咸永道會計師事務所為本集團外聘核數師，所提供服務及相關費用如下：

附註：非審計服務主要為諮詢及其他申報審閱服務。

For the year ended 31 December 2023, the Group had also engaged other accounting firms to perform agreed-upon procedures in respect of the interim financial information of the Group for the six months ended 30 June 2023 and to provide audit services to certain subsidiaries of the Group and the aggregated fees charged were HK\$1.2 million.

截至二零二三年十二月三十一日止年度，本集團亦委聘其他會計事務所就本集團截至二零二三年六月三十日止六個月的中期財務資料進行商定程序及為本集團若干子公司提供審計服務，而彼等所收取的總費用為1.2百萬港元。

Board's Responsibilities for the Accounts

The Board is responsible for the preparation of accounts for each financial period, which gives a true and fair view of the state of affairs of the Group and of the results and cash flows for that period. In preparing these accounts for the year ended 31 December 2023, the Board has selected suitable accounting policies and applied them consistently, made judgements and estimates that are prudent and reasonable, and has prepared the accounts on a going concern basis.

董事會編製賬目之責任

董事會負責編製各財政期間之賬目，有關賬目真實公平地反映本集團於該期間之事務狀況、業績及現金流量。在編製截至二零二三年十二月三十一日止年度之該等賬目時，董事會已挑選合適會計政策並貫徹應用、作出審慎及合理的判斷及估計，並按持續基準編製賬目。

CORPORATE GOVERNANCE REPORT 企業管治報告

ACCOUNTABILITY AND AUDIT

The Directors acknowledge their responsibilities for preparing all information and representations contained in the consolidated financial statements of the Company for the year ended 31 December 2023 which give a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. The Directors consider that the financial statements have been prepared in conformity with all appropriate accounting standards and requirements and reflect amounts that are based on the best estimates and reasonable, informed and prudent judgement of the Board and the management. Save as disclosed in Note 2 to the consolidated financial statements, the Directors are not aware of any material uncertainties relating to events or conditions which may cast significant doubt upon the Company's ability to continue as a going concern. Accordingly, the Directors have prepared the consolidated financial statements of the Company on a going concern basis.

The statements of the auditor of the Group about its reporting responsibilities on the financial statements of the Group is set out in the Independent Auditor's Report contained in this Annual Report.

INTERNAL CONTROL

The primary duties of the Audit Committee include reviewing and supervising the financial reporting process, risk management and internal control procedures of the Group and nominating and monitoring external auditors. In compliance with Rule 3.21 of the Listing Rules, the chairman of the Audit Committee possesses the appropriate professional and accounting qualifications.

NOMINATION COMMITTEE

The Nomination Committee was established in 2010 with written terms of reference in compliance with the CG Code as set out in Appendix C1 to the Listing Rules. The written terms of reference of the Nomination Committee are available on the Stock Exchange's website and the Company's website.

問責及審核

董事了解彼等有責任編製本公司截至二零二三年十二月三十一日止年度的綜合財務報表所載的一切資料及陳述，有關報表真實公平地反映本集團的事務狀況以及該期間之業績及現金流量。董事認為財務報表已遵照所有適用會計準則及規定編製，並反映根據董事會及管理層的最佳估計、合理知情及審慎的判斷所得的數額。除綜合財務報表附註2所披露者外，董事並不知悉有關任何事項或情況之重大不明朗因素，而有關事項或情況可能使本公司持續經營之能力受到重大質疑。因此，董事已按照持續經營基準編製本公司的綜合財務報表。

本集團核數師就其對本集團財務報表的呈報責任作出的聲明載於本年報的「獨立核數師報告」內。

內部監控

審核委員會的主要職責包括檢討及監督本集團的財務報告程序、風險管理及內部監控程序，以及提名及監察外聘核數師。為符合上市規則第3.21條，審核委員會主席具備適當專業及會計資格。

提名委員會

本公司於二零一零年成立提名委員會，並已遵照上市規則附錄C1所載企業管治守則訂明書面職權範圍。提名委員會的書面職權範圍於聯交所網站及本公司網站可供閱覽。

NOMINATION COMMITTEE (continued)

The primary duties of the Nomination Committee include:

1. formulating the nomination policy for consideration by the Board and implementing the nomination policy laid down by the Board;
2. reviewing the structure, size and composition (including the skills, knowledge and experience) of the Board at least annually and making recommendations on any proposed changes to the Board to complement the Company's corporate strategy; and
3. identifying individuals suitably qualified to become Board members and selecting or making recommendations to the Board on the selection of individuals nominated for directorships.

The Nomination Committee held two meetings during the year ended 31 December 2023 with the attendance of each member as follows:

提名委員會 (續)

提名委員會的主要職責包括：

1. 制定提名政策供董事會考慮，實施董事會規定的提名政策；
2. 至少每年檢討董事會的架構、人數和組成 (包括技能、知識和經驗方面)，並就任何為配合本公司的企業策略而擬對董事會作出的變動提出建議；及
3. 物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提供意見。

提名委員會於截至二零二三年十二月三十一日止年度內共舉行兩次會議，各成員出席率如下：

Name of committee member 委員會成員姓名	Position 職位	Role in Nomination Committee 在提名委員會之職能	Meetings attended/ eligible to attend 已出席/ 合資格出席會議次數
Qin Yongming (appointed on 21 March 2023) 秦永明 (於二零二三年三月二十一日獲委任)	Executive Director 執行董事	Chairman 主席	2/2
Li Zhiguo 李志國	Independent non-executive Director 獨立非執行董事	Member 成員	2/2
Miao Yu 苗雨	Executive Director 執行董事	Member 成員	2/2
Yan Guowan 晏國苑	Independent non-executive Director 獨立非執行董事	Member 成員	2/2
Szeto Yuk Ting 司徒毓廷	Independent non-executive Director 獨立非執行董事	Member 成員	2/2

CORPORATE GOVERNANCE REPORT 企業管治報告

NOMINATION COMMITTEE (continued)

During the year ended 31 December 2023, the Nomination Committee has reviewed and discussed the composition, size and structure of the Board, the independence of the independent non-executive Directors, re-election of Directors and nomination of new Directors.

In considering the nomination of new Directors, the Company will propose the candidates to the Nomination Committee, which will review and make recommendation to the Board on the expertise, skills and experience of the candidates appropriate to the requirements of the business of the Company.

The composition of the Board has a significant element of diversity, in terms of skills, regional and industry experience, background and gender.

Board Diversity Policy

The Company has established a board diversity policy (the “Board Diversity Policy”) in 2013 which sets out the approach to achieve and maintain diversity on the Board in order to enhance the effectiveness of the Board.

The Company seeks to achieve Board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and education background, ethnicity, professional experience, skills, knowledge and length of service.

The Board sets measurable objectives to implement the Board Diversity Policy and reviews such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives. In 2023, there is one female Director (representing one-ninth to the total Board members) in the Board. The Board targets to maintain at least the current level of female representation, with the ultimate goal of achieving gender parity. The Board will continue to take opportunities to increase the proportion of female members over time as and when suitable candidates are identified.

提名委員會 (續)

於截至二零二三年十二月三十一日止年度內，提名委員會已檢討及討論董事會的組成、人數及架構、獨立非執行董事的獨立性、重選董事及提名新董事。

於考慮提名新董事時，本公司會向提名委員會建議候選人，而委員會將檢討符合本公司業務要求的候選人的專業知識、技能及經驗並就此向董事會提供推薦意見。

董事會組成須在技能、地區及行業經驗、背景及性別方面有多元化重要元素。

董事會成員多元化政策

本公司於二零一三年制定董事會成員多元化政策 (「董事會成員多元化政策」)，當中載列董事會為達致及維持成員多元化以提升董事會之有效性而採取之方針。

本公司為尋求達致董事會成員多元化會考慮眾多因素，包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識及服務任期。

董事會制定可衡量目標，以實施董事會成員多元化政策及不時審閱該等目標，確保其適用性及確定為達成該等目標而作出之進展。於二零二三年，董事會有一名女性董事 (佔董事會成員總數九分之一)。董事會希望其女性成員比例至少維持在現時的水平，並以達至性別均等為最終目標。日後若有適合人選，董事會將繼續增加女性成員的比例。

NOMINATION COMMITTEE (continued)

Board Diversity Policy (continued)

The Board currently has one female Director and thereby has achieved gender diversity at the Board level. As at 31 December 2023, the percentage of male and female in the Company's workforce (including the Directors and senior management) is 78% and 22%, respectively, representing a male-to-female ratio of 3.5 to 1. We will continue to strive to enhance female representation in the workforce and achieve an appropriate balance of gender diversity according to business needs and future development. We will also ensure that there is gender diversity when recruiting staff and are committed to providing career development opportunities for female staff so that we will have a pipeline of potential successors to our Board in the future.

The Board will review the implementation and effectiveness of the Board Diversity Policy on an annual basis in accordance with code provision B.1.3 of the CG Code.

REMUNERATION COMMITTEE

The Remuneration Committee was established in 2010 with written terms of reference in compliance with the CG Code as set out in Appendix C1 to the Listing Rules. The written terms of reference of the Remuneration Committee are available on the Stock Exchange's website and the Company's website.

The Remuneration Committee is responsible for making recommendations to the Board on, among other things, the Company's policy and structure for the remuneration of all Directors and senior management of the Company, and the remuneration packages for all executive Directors and senior management of the Company.

The remuneration for the executive Directors comprises basic salary, allowance and discretionary bonus.

Salary adjustments are made where the Remuneration Committee takes into account performance, contribution and responsibilities of the individual. Apart from basic salary, executive Directors and employees are eligible to receive a discretionary bonus taking into account factors such as market conditions as well as corporate and individual's performance during the year.

提名委員會 (續)

董事會成員多元化政策 (續)

董事會目前擁有一名女性董事，故在董事會層面已達致性別多元化。於二零二三年十二月三十一日，本公司勞動力（包括董事及高級管理層）的男女比例分別為78%及22%，即男女比例為3.5比1。我們將根據業務需求及未來發展，致力提升員工中的女性比例並實現性別多元化的適當平衡。我們亦將確保於招聘中促進性別多元化，並致力為女性員工提供職業發展機會，從而為將來董事會儲備潛在繼任人員。

董事會將根據企業管治守則之守則條文第B.1.3條每年審閱董事會成員多元化政策的實施及有效性。

薪酬委員會

本公司於二零一零年成立薪酬委員會，並已遵照上市規則附錄C1所載企業管治守則訂明書面職權範圍。薪酬委員會的書面職權範圍於聯交所網站及本公司網站可供閱覽。

薪酬委員會負責（其中包括）就本公司有關其所有董事及高級管理人員的薪酬政策及架構，以及全體執行董事及本公司高級管理人員的薪酬待遇向董事會提出建議。

執行董事的薪酬包括基本薪金、津貼及酌情花紅。

薪酬委員會乃按個人表現、貢獻及職責而作出薪金調整。經考慮於本年度之市況以及企業及個人表現，執行董事及僱員除基本薪金外符合資格收取酌情花紅。

CORPORATE GOVERNANCE REPORT 企業管治報告

REMUNERATION COMMITTEE (continued)

The following table illustrates the elements of remuneration of executive Directors and senior management.

薪酬委員會 (續)

下表闡釋執行董事及高級管理人員的薪酬要素。

Remuneration 薪酬	Purpose 目的	Reward 報酬	Policy details 政策詳情
Basic salary 基本薪金	To reflect the market value of each individual 反映各個人之市場價值	Monthly cash payment 每月現金付款	Reviewed with market trend annually 每年按市場趨勢作出檢討
Allowance 津貼	To attract and retain employees 吸引及挽留僱員	Reimbursement 補償	Market conditions 市場情況
Discretionary performance bonus 酌情表現花紅	To motivate employees to deliver high levels of performance of the Company and individual performance goals 激勵僱員為本公司作出高水準的表現以及達成個人表現目標	Cash payment 現金付款	Individual performance and Company performance 個人表現及公司表現

The following table shows the breakdown of the Directors' remuneration for the year ended 31 December 2023:

下表列示董事截至二零二三年十二月三十一日止年度之薪酬之明細：

	Fees 袍金 HK\$M 百萬港元	Salaries and allowances 薪金及津貼 HK\$M 百萬港元	Performance bonus 表現花紅 HK\$M 百萬港元	Retirement benefit scheme contributions 退休福利計劃供款 HK\$M 百萬港元 (Note (a)) (附註(a))	Other benefits 其他福利 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元
Year Ended 31 December 2023:	截至二零二三年十二月三十一日止年度：					
Executive Directors	執行董事					
Tu Jianhua	-	4.0	5.0	-	-	9.0
Qin Yongming	-	4.0	3.3	-	-	7.3
Miao Yu	-	0.6	0.3	-	-	0.9
Yao Jietian	-	3.2	1.8	0.2	0.1	5.3
Wang Li	-	-	-	-	-	-
Liu Yongxin	-	-	-	-	-	-
Zhang Wei	-	2.4	-	-	-	2.4
Li Linhui	-	0.8	-	-	-	0.8
Independent Non-Executive Directors	獨立非執行董事					
Li Zhiguo	0.25	-	-	-	-	0.25
Yan Guowan	0.25	-	-	-	-	0.25
Szeto Yuk Ting	0.25	-	-	-	-	0.25

Note a: During the year ended 31 December 2023, the Company made contributions to the Hong Kong Mandatory Provident Fund for Mr. Tu Jianhua, Mr. Zhang Wei, Mr. Li Linhui, Mr. Miao Yu, and Mr. Yao Jietian of HK\$18,000, HK\$15,000, HK\$4,500, HK\$18,000 and HK\$18,000, respectively.

附註a: 於截至二零二三年十二月三十一日止年度內，本公司分別為涂建華先生、張偉先生、李林輝先生、苗雨先生及姚杰天先生向香港強制性公積金作出供款18,000港元、15,000港元、4,500港元、18,000港元及18,000港元。

REMUNERATION COMMITTEE (continued)

The Remuneration Committee held two meetings during the year ended 31 December 2023, with the attendance of each member as follows:

薪酬委員會 (續)

薪酬委員會於截至二零二三年十二月三十一日止年度內共召開兩次會議，各成員之出席率如下：

Name of committee member 委員會成員姓名	Position 職位	Role in Remuneration Committee 在薪酬委員會之職能	Meetings attended/ eligible to attend 已出席/ 合資格出席會議次數
Szeto Yuk Ting 司徒毓廷	Independent non-executive Director 獨立非執行董事	Chairman 主席	2/2
Li Zhiguo 李志国	Independent non-executive Director 獨立非執行董事	Member 成員	2/2
Miao Yu 苗雨	Executive Director 執行董事	Member 成員	2/2
Yan Guowan 晏国苑	Independent non-executive Director 獨立非執行董事	Member 成員	2/2

During the year ended 31 December 2023, the Remuneration Committee has reviewed and recommended to the Board for approval of the remuneration packages for Directors and senior management of the Company for the year of 2023, the bonus payments to the Directors and senior management of the Company and the remuneration of new Directors.

於截至二零二三年十二月三十一日止年度內，薪酬委員會已檢討及建議董事會批准本公司董事及高級管理人員於二零二三年的薪酬待遇，向本公司董事及高級管理人員支付的花紅及新董事的薪酬。

CORPORATE GOVERNANCE REPORT 企業管治報告

STRATEGY AND INVESTMENT COMMITTEE

In order to cope with the Group's development needs, enhance scientific planning and decision-making, promote the effectiveness of material investment decision-makings and improve the corporate governance structure of the Group, the Company established the Strategy and Investment Committee in 2015. The written terms of reference of the Strategy and Investment Committee have been subsequently adopted in 2016 and are available on the Company's website.

As at 31 December 2023, members of the Strategy and Investment Committee were as follows:

Name of committee member	Position	Role in Strategy and Investment Committee
委員會成員姓名	職位	在戰略與投資委員會之職能
Tu Jianhua 涂建華	Executive Director 執行董事	Member 成員
Qin Yongming (<i>appointed on 21 March 2023</i>) 秦永明 (於二零二三年三月二十一日獲委任)	Executive Director 執行董事	Chairman 主席
Miao Yu 苗雨	Executive Director 執行董事	Member 成員
Yao Jietian 姚杰天	Executive Director 執行董事	Member 成員

The principal functions and responsibilities of the Strategy and Investment Committee are to (i) study on the development strategies and planning; and (ii) advise on the decision-makings on material investments and capital operation of the Company.

The duties of the Strategy and Investment Committee include the following aspects:

- (i) to act as a delegate for the Board generally;
- (ii) to make decisions and pass resolutions, and to exercise all powers of the Board on all matters of the Company in relation to its daily operations and investment activities, including any non-connected transaction if the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules less than 5%; and

戰略與投資委員會

為適應本集團的發展需求、增強規劃及決策的科學性、促進重大投資決策的有效性及改善本集團的企業管治架構，本公司於二零一五年成立戰略與投資委員會。戰略與投資委員會的書面職權範圍其後於二零一六年採納，於本公司網站可供閱覽。

於二零二三年十二月三十一日，戰略與投資委員會之成員如下：

戰略與投資委員會的主要職能及職責為：(i) 研究發展策略及規劃；及(ii)就本公司的重大投資及資本運作的決策提供建議。

戰略與投資委員會的職責包括以下方面：

- (i) 主要作為董事會的代表行事；
- (ii) 作出決策及通過決議，以及就有關本公司日常營運及投資活動的所有事宜（包括根據上市規則第14.07條所計算的適用百分比率低於5%的任何非關連交易）行使一切董事會權力；及

STRATEGY AND INVESTMENT COMMITTEE (continued)

- (iii) to make recommendations to the Board concerning matters of corporate significance not otherwise dealt by any other committees of the Board, recommendations must be submitted to the Board for approval in respect of all transactions if the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules equal to or are more than 5%.

Notwithstanding that the Strategy and Investment Committee is entitled to exercise all powers of the Board on all matters of the Company in relation to its daily operations and investment activities, recommendations must be submitted to the Board for approval for all transactions with a percentage ratio equal to or higher than 5% according to the size test(s) required by the Listing Rules.

PRICING COMMITTEE

The Pricing Committee has been established in 2010 and delegated with the operations of the Group's policy regarding dealings in metal futures contracts. It determines the range of metal futures contracts that the Group may enter into during the month. On regular basis, the Pricing Committee reviews the open positions of the Group and determines (i) the hedging requirements; (ii) the quantity and the price of the metal futures contracts that the Group is going to long and short; (iii) the risk management strategy and approach, making sure the Group has an effective risk monitoring system.

As at 31 December 2023, members of the Pricing Committee were as follows:

Name of committee member 委員會成員姓名	Position 職位	Role in Pricing Committee 在定價委員會之職能
Qin Yongming (appointed on 21 March 2023) 秦永明 (於二零二三年三月二十一日獲委任)	Executive Director 執行董事	Chairman 主席
Miao Yu 苗雨	Executive Director 執行董事	Member 成員
Yao Jietian 姚杰天	Executive Director 執行董事	Member 成員
Udo Langhans	Head of Commodity Risk Management 商品風險管理主管	Member 成員

戰略與投資委員會 (續)

- (iii) 就任何其他董事委員會未處理的重大企業事宜向董事會提供推薦建議，倘根據上市規則第14.07條所計算的適用百分比率相等於5%或以上之所有交易，必須提交有關推薦建議予董事會審批。

儘管戰略與投資委員會有權就本公司的日常營運及投資活動的所有事宜行使一切董事會權力，但根據上市規則規定的規模測試，百分比率等於或高於5%的所有交易，則必須提交有關推薦建議予董事會審批。

定價委員會

定價委員會於二零二零年成立，並獲授權營運本集團有關買賣金屬期貨合約的政策。其釐定本集團於該月可能訂立的金屬期貨合約的範圍。定價委員會定期審閱本集團的未平倉交易並釐定：(i)對沖要求；(ii)本集團準備買入或賣出的金屬期貨合約的數量和價格；(iii)風險管理策略及方法，確保本集團擁有有效的風險監察系統。

於二零二三年十二月三十一日，定價委員會之成員如下：

CORPORATE GOVERNANCE REPORT 企業管治報告

PRICING COMMITTEE (continued)

Following a review of the current business operations, internal controls, risk management and policies and practices regarding dealings in metal futures contracts of the Group, the Board adopted a commodity price risk hedging policy in 2018. The policy has subsequently been updated to cater for the changing operating conditions of the Group. The written terms of reference of the Pricing Committee have also been adopted in 2023 and are available on the Company's website.

During the year ended 31 December 2023, the Pricing Committee has reviewed the Group's physical stock price and hedging transactions.

RISK MANAGEMENT AND INTERNAL CONTROL

Responsibility of the Board and management

The Board is responsible for overseeing and ensuring the Group has established and maintained an appropriate and effective risk management and internal control systems, including reviewing their effectiveness whereas management is responsible for the design and implementation of the risk management and internal control systems.

The Company leverages on the expertise offered by internal and external professionals to develop its internal control system, which includes a well-established corporate structure and an organisation with clearly defined lines of responsibility and authority.

The Group's risk management and internal control systems are designed to assist the Group in meeting its strategic objectives. These systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

定價委員會 (續)

經審閱本集團目前業務營運、內部監控、風險管理及有關買賣金屬期貨合約的政策及常規後，董事會於二零一八年採納商品價格風險對沖政策。該政策其後獲更新以符合本集團不斷變動的營運狀況。定價委員會的書面職權範圍亦於二零二三年採納，並於本公司網站可供閱覽。

於截至二零二三年十二月三十一日止年度內，定價委員會已審閱本集團現貨價格及對沖交易。

風險管理及內部監控

董事會及管理層的責任

董事會負責監督並確保本集團已建立及維持適當有效的風險管理及內部監控系統（包括檢討其成效），而管理層則負責設計並執行風險管理及內部監控系統。

本公司憑藉公司內外的專業人員的專業知識發展其內部監控系統，包括良好的公司架構及職責與權力明確分立的組織。

本集團的風險管理及內部監控系統旨在協助本集團實現其策略目標。這些系統旨在管理而非消除未能實現業務目標的風險，並且只能對重大錯報或損失提供合理而非絕對的保證。

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Risk Management Framework

The Group has established an Enterprise Risk Management (“ERM”) framework to assist the Group in managing its risks. The Group’s ERM framework includes the following key elements:

- (1) Risk Identification – A Risk Universe fits for the Group’s business model has been established. Relevant risks faced by the Group have been identified and the risks are classified into four types, namely, strategic, operational, financial reporting and compliance risk;
- (2) Risk Assessment – A Risk Workshop amongst key management members was conducted to assess and priorities the risks of the Group. The risks are assessed in terms of the likelihood of their occurrence and the significance of their impact by the key management of the Group;
- (3) Risk Mitigation – A Risk Owner is assigned to each key risk identified. Each Risk Owner is responsible for the risk assigned. Risk mitigation actions are tailored and established to address the risks; and
- (4) Risk Monitoring and Reporting – Risk Owner is responsible for ensuring the risk mitigation plan is executed and implemented properly by appropriate parties (e.g. with appropriate measures/adequate policies and procedures in place). Internal Audit has a role to evaluate and assess if the risk mitigation plans are designed and operated effectively by management. The development and the status of the ERM program is reported to the Audit Committee on a regularly basis.

The implementation of the Group’s ERM framework was assisted by management, the Group’s Pricing Committee, Strategy and Investment Committee and Internal Audit Department. These framework and setup enables the Group to ensure any new and emerging risk relevant to the Group’s operation is promptly identified and managed.

風險管理及內部監控 (續)

風險管理框架

本集團建立了企業風險管理(「企業風險管理」)架構來協助本集團管理風險。本集團企業風險管理框架包括以下幾個重要方面：

- (1) 風險辨別—確定了適合本集團業務模式的風險圈。本集團辨別面臨的相關風險並將風險歸為四大類，即戰略風險、營運風險、財務報告風險及合規風險；
- (2) 風險評估—本集團採用了風險工作坊，主要管理成員通過該工作坊評估本集團面臨的風險並將其進行重要性排序。本集團主要管理層在評估風險時根據其發生的可能性及可能產生影響的重要性來評估；
- (3) 減輕風險—每個辨別出的主要風險都有一個風險負責人。各風險負責人對其被指定的風險負責。我們針對不同風險個別制定減輕措施以處理該風險；及
- (4) 風險監察和報告—風險負責人有責任確保風險緩解計劃由適當的各方正確執行和實施(例如，採取適當的措施/適當的政策和程序)。內部審核可以評估和評核風險緩解計劃是否由管理層有效設計和營運。企業風險管理計劃的發展和狀況定期向審核委員會報告。

本集團的企業風險管理框架的實施得到了管理層、本集團定價委員會、戰略與投資委員會和內部審核部門的協助。這些框架和設置使本集團能夠確保及時識別和管理與本集團營運相關的任何新的和新出現的風險。

CORPORATE GOVERNANCE REPORT 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Internal Audit

The Group's Internal Audit Department is to provide independent assurance to the Board and executive management on the adequacy and effectiveness of risk management and internal controls for the Group. The Group's Internal Audit Department adopts a risk-and-control based audit approach. The annual work plan of the Group's Internal Audit Department covers major activities and processes of the Group's business units whilst audit plan is reviewed and agreed by the Audit Committee. In addition to the agreed schedule of work, the Group's Internal Audit Department conducts other review and investigative work as may be required. All audit reports are communicated to the Audit Committee and key members of executive and senior management. Audit issues are tracked and followed up for proper implementation, with progress reported to the Audit Committee, executive and senior management periodically. The risk management and internal control system of the Group is reviewed and assessed on an on-going basis by the Executive Directors, and will be further reviewed and assessed at least once each year by the Audit Committee and the Board.

Review Effectiveness of Risk Management and Internal Control

Through the Audit Committee, the Board has conducted an annual review of the effectiveness of the Group's risk management and internal control systems for the year ended 31 December 2023, covering the material financial, operational and compliance controls, and considered the Group's risk management and internal control systems effective and adequate.

The Audit Committee has also conducted an annual review of the adequacy of resources, qualifications, experience and training programs of the Group's internal audit staff and accounting and financial reporting staff and considered that the staffing is adequate and the staffs are competent to carry out their roles and responsibilities.

- (a) The Board shall be ultimately responsible for ensuring that adequate and effective systems are present to maintain compliance with the continuous disclosure obligations of the Company.

風險管理及內部監控 (續)

內部審核

本集團內部審核部門就本集團風險管理及內部監控的充足性及有效性向董事會及執行管理層提供獨立保證。本集團內部審核部門採納以風險及控制為本的審核方式。本集團內部審核部門的年度工作計劃涵蓋本集團業務單位的主要活動及程序，而審核計劃則由審核委員會檢討及批准。除經同意的工作安排外，本集團的內部審核部門會按要求從事其他審閱及調查工作。所有審核報告均交予審核委員會及行政及高級管理層的主要成員。為求妥善實行審核事項，有關進展會定期匯報予審核委員會、行政及高級管理層，予以追查及跟進。本集團的風險管理及內部監控系統由執行董事持續檢討及評估，並由審核委員會及董事會至少每年一次進一步檢討與評估。

審閱風險管理及內部監控的有效性

董事會已透過審核委員會就本集團截至二零二三年十二月三十一日止年度的風險管理及內部監控系統的有效性進行年度審閱，該審閱涵蓋重大財務、經營及合規監控，並認為本集團的風險管理及內部監控系統有效且充足。

審核委員會亦已對本集團內部審核員工及會計及財務申報員工之資源、資歷、經驗及培訓計劃是否充足進行年度審閱，並認為人手充足，且員工均能勝任彼等角色及職責。

- (a) 董事會應負最終責任以確保有充足及有效的系統以維持履行本公司的持續披露責任。

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Review of Risk Management and Internal Control Effectiveness (continued)

- (b) The Board shall delegate the routine oversight of the Company's disclosure obligations to the Disclosure Team, which is responsible for:
- (i) ensuring proper systems and controls are in place to collect, review and verify potential inside information;
 - (ii) reviewing potential inside information and deciding which information must be disclosed;
 - (iii) deciding whether the Company may delay publication of inside information;
 - (iv) vetting and clearing announcements or other public disclosures (such as presentation materials for analysts' meetings);
 - (v) deciding whether other action, such as the seeking of suspension of trading pending clarification of uncertainties, as may be necessary;
 - (vi) keeping proper records of all the information received and decisions made;
 - (vii) where necessary, engaging financial, legal or other advisers to assist the Disclosure Team to carry out its duties;
 - (viii) ensuring that employees are educated on the policy and internal reporting process;
 - (ix) supervising the Company's compliance with continuous disclosure obligations; and
 - (x) establishing periodic financial reporting procedures so that key financial and operating data is identified and escalated in a structured and timely manner.

風險管理及內部監控 (續)

審閱風險管理及內部監控的有效性 (續)

- (b) 董事會應委派披露組為本公司之披露責任進行常規監管，負責：
- (i) 確保設有適當的系統及監控以收集、審閱及核證可能構成的內幕消息；
 - (ii) 審閱可能構成的內幕消息及決定必須披露的消息或資料；
 - (iii) 決定本公司可否延遲發佈內幕消息；
 - (iv) 審查及批准公告或其他公開披露（如分析師會議的匯報資料）；
 - (v) 決定是否需要採取其他行動，如因有待澄清的不明確因素而尋求暫停股份買賣（如有需要）；
 - (vi) 保存所有已接收及作出決定的消息或資料的完整記錄；
 - (vii) 於需要時，聘用財務、法律或其他顧問以協助披露組履行其職責；
 - (viii) 確保僱員知悉政策及內部匯報流程；
 - (ix) 監督本公司遵守持續披露責任；及
 - (x) 設立定期財務匯報程序，以便能有系統及適時地識別及上報關鍵的財務及營運數據。

CORPORATE GOVERNANCE REPORT 企業管治報告

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Review of Risk Management and Internal Control Effectiveness (continued)

- (c) The Disclosure Team comprises the following members or their delegates:
- (i) Executive Directors; and
 - (ii) Other members as the Board may designate from time to time.

As soon as the staff become aware of the potential inside information, they must immediately report to the compliance department who will then report to the Responsible Director of the Disclosure Team in writing. The report (the "Report") must be sent to the Responsible Director by hand or email and marked "Private and Confidential" on the cover. The Report should set out details of the inside information including:

- (a) a general description of the matter;
- (b) the name(s) of the party(ies) involved;
- (c) the relevant date(s) of the event(s) or transaction(s);
- (d) the status of the matter (e.g. negotiations still in progress/preliminary negotiations/final stage);
- (e) the amount and other major term(s) involved; and
- (f) if applicable, the Report should also attach the draft agreement to be entered into by any member of the Group as well as any other document which may be of relevance.

Upon receipt of the Report, the Responsible Director shall, forward the Report with relevant materials to the Disclosure Team. The Disclosure Team shall then conduct preliminary assessment of the information received, and after consultation with the relevant professional advisers of the Company and then report to the Board.

風險管理及內部監控 (續)

審閱風險管理及內部監控的有效性 (續)

- (c) 披露組由以下成員或彼等的代表組成：
- (i) 執行董事；及
 - (ii) 董事會可能不時委派之其他成員。

一旦員工知悉可能構成的內幕消息，彼等須立即向合規部門報告，合規部門其後須以書面形式向披露組的責任董事報告。該報告（「該報告」）必須親手或以電郵形式交給責任董事並在封面上註明「機密文件」。該報告應載列內幕消息的詳情，包括：

- (a) 該事項的一般描述；
- (b) 涉事方名稱；
- (c) 該事件或交易的有關日期；
- (d) 該事項的狀況（例如：仍在商議／初步商議／最後階段）；
- (e) 涉及金額及其他主要條款；及
- (f) 該報告亦應同時附上本集團任何成員公司將訂立之協議草稿以及任何可能相關的其他文件（如適用）。

一旦收到該報告，責任董事應提供該報告連同有關資料予披露組。披露組應對收到的消息或資料進行初步評估，於諮詢本公司相關專業顧問後向董事會報告。

RISK MANAGEMENT AND INTERNAL CONTROL (continued)

Anti-Corruption

The Company has also established policies and systems that promote and support anti-corruption laws and regulations. We require our employees to follow our employee manual and code of business conduct and ethics, which contains internal rules and guidelines regarding best commercial practice, work ethics, fraud prevention mechanisms, negligence and corruption. We also carry out on the job compliance training to our senior management and employees to maintain a healthy corporate culture and enhance their compliance perception and responsibility. Our staff can anonymously report any suspected corrupt incident to the Company.

COMMUNICATION WITH SHAREHOLDERS

Shareholders' Communication Policy

The Company is committed to pursuing active dialogue with shareholders as well as to provide timely disclosure of information concerning the Company's material developments to its shareholders, investors and other stakeholders.

Annual general meeting of the Company serves as an effective forum for communication between the Shareholders and the Board. All Directors, the chairmen of all Board Committees, senior management and external auditor will attend the annual general meeting of the Company to address Shareholders' inquiries. If the chairmen of the Board or each Board Committee fail to attend the meeting, then other members of each Board Committee will be invited to attend the annual general meeting and answer Shareholders' inquiries thereat. All resolutions proposed at general meetings will be voted by poll. The voting results will be posted on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.chihogroup.com) on the same day of the relevant general meetings.

風險管理及內部監控 (續)

反貪污

本公司亦已制定促進及支持反貪污法律法規的政策及系統。我們要求僱員遵從僱員手冊以及商業行為及道德守則，當中載列有關最佳商業實踐、職業操守、欺詐預防機制、疏忽及貪污的內部規則及指引。我們亦向高級管理層及僱員提供在職合規培訓，維持健康企業文化，並提高其合規意識及責任。員工可匿名向本公司舉報任何涉嫌貪污事件。

與股東的溝通

股東通訊政策

本公司致力尋求與股東開展積極對話，並及時向其股東、投資者及其他利益相關者披露本公司重大發展資料。

本公司的股東週年大會為股東與董事會提供一個有效的溝通平台。全體董事、所有董事委員會的主席、高級管理層及外聘核數師均會出席本公司股東週年大會，以應對股東查詢。如董事會或各董事委員會的主席未能出席大會，則各董事委員會的其他成員將獲邀出席股東週年大會並於會上回答股東查詢。股東大會上提呈的所有決議案將以投票方式表決。投票結果將於相關股東大會舉行同日刊載於聯交所網站(www.hkexnews.hk)及本公司網站(www.chihogroup.com)。

CORPORATE GOVERNANCE REPORT 企業管治報告

COMMUNICATION WITH SHAREHOLDERS (continued)

Shareholders' Communication Policy (continued)

To promote effective communication, the Company maintains a website (www.chihogroup.com), where the latest information and updates on its business operation and development, corporate governance practice, contact information of investor relations and other information of the Company (such as interim and annual reports, notices, circulars and announcements) are published for the public's access.

The Board has reviewed the implementation and effectiveness of the shareholders' communication policy as disclosed above during the year ended 31 December 2023, and is satisfied that it is effective for the Board to understand the views and opinion of the shareholders through the available channels.

Dividend Policy

The Company may declare and pay dividends to the Shareholders by way of cash or by other means that the Board considers appropriate. It is the policy of the Board, in recommending dividends, to allow the Shareholders to participate in the Company's profits, and at the same time, to ensure the Company to retain adequate reserves for future growth. The Company's decision to declare or to pay any dividends in the future, and the amount of such dividends will depend upon, among other things, the current and future operations, financial condition, liquidity position and capital requirements of the Group, as well as dividends received from the Company's subsidiaries and associates, which in turn will depend on the ability of those subsidiaries and associates to pay a dividend. In addition, any final dividends for a financial year will be subject to the approval of the Shareholders. The declaration and payment of dividends by the Company is also subject to any restrictions under the laws of Cayman Islands, the laws of Hong Kong, the Company's articles of association and any applicable laws, rules and regulations.

Whilst this Dividend Policy reflects the Board's current views on the financial and cash-flow position of the Group, the Board will continue to review this Dividend Policy from time to time and the Board may exercise its sole and absolute discretion to update, amend and/or modify this Dividend Policy at any time as it deems fit and necessary. There is no assurance that dividends will be declared or paid in any particular amount for any given period. The Dividend Policy shall in no way constitute a legally binding commitment by the Company that any dividend will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

與股東的溝通 (續)

股東通訊政策 (續)

為促進有效溝通，本公司設有網站 (www.chihogroup.com)，刊登有關其業務運營及發展、企業管治常規、投資者關係聯絡資料的最新資料及更新材料以及本公司其他資料 (如中期及年報、通告、通函及公告)，以供公眾人士閱覽。

董事會已審閱上文披露的股東通訊政策於截至二零二三年十二月三十一日止年度內的實施及有效性，並認為其乃有效讓董事會透過現有渠道瞭解股東的意見。

股息政策

本公司可以現金方式或董事會認為適當的其他方式向股東宣派及派付股息。董事會於推薦派付股息方面的政策乃為允許股東分享本公司溢利，並同時確保本公司留存充足儲備作未來發展。本公司宣派或派付任何未來股息的決定及有關股息的數額將取決於 (其中包括) 本集團的現時及未來營運、財務狀況、流動資金狀況及資本需求，以及自本公司子公司及聯營公司收取的股息 (這繼而將取決於該等子公司及聯營公司派付股息的能力)。此外，任何財政年度的任何末期股息將須遵守股東批准規定。本公司的股息宣派及派付亦須受開曼群島法例、香港法例、本公司的組織章程細則及任何適用法律、規則及法規項下的任何限制規限。

儘管該股息政策反映董事會現時有關本集團財務及現金流量狀況的觀點，惟董事會將繼續不時檢討該股息政策，且董事會可能行使其全權絕對酌情權於其認為適當且必要的任何時間更新、修訂及/或修改該股息政策。概不保證股息將於任何特定期間以任何特定數額予以宣派或派付。股息政策概不會構成本公司具法律約束力的承諾使本公司將以任何特定數額派付任何股息及/或概不會使本公司有義務於任何時間或不時宣派股息。

SHAREHOLDERS' RIGHTS

Shareholders general enquiries

Shareholders should direct their questions about their shareholdings to the Company's Hong Kong branch share registrar and transfer office, Computershare Hong Kong Investor Services Limited.

Shareholders and the investment community may at any time make a request for the Company's information to the extent such information is publicly available.

Procedures for putting forward enquiries to the Board

Shareholders may at any time forward enquires to the Board in writing through the Company Secretary who will direct the enquiries to the Board for handling. The contact details of the Company Secretary are as follows:

The Company Secretary
48 Wang Lok Street
Yuen Long Industrial Estate
Hong Kong

Fax: (852) 2587 7799
Email: ComSec@chihogroup.com

Procedures for Shareholders to Convene General Meetings

Subject to the provisions of the articles of association of the Company ("Articles of Association"), the Listing Rules and the applicable laws and regulations, Shareholders may convene general meetings of the Company in accordance with the following procedures:

1. One or more Shareholders holding at the date of the deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company (the "Requisitionist(s)") may require the Board to convene an extraordinary general meeting of the Company (an "EGM") by depositing a written requisition (the "Requisition") at the registered office of the Company at Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands and a copy thereof at the principal place of business of the Company in Hong Kong at 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong, for the attention of the Board or the Company Secretary.

股東權利

股東一般查詢

股東如對名下股權有任何問題，應向本公司的香港股份登記及過戶分處香港中央證券登記有限公司提出。

股東及投資人士可隨時要求索取本公司可供公開查閱的資料。

向董事會提出查詢之程序

股東可隨時透過公司秘書向董事會提出書面查詢，而公司秘書會轉交有關查詢予董事會處理。公司秘書之聯絡詳情如下：

公司秘書
香港
元朗工業邨
宏樂街48號

傳真：(852) 2587 7799
電郵：ComSec@chihogroup.com

股東召開股東大會之程序

根據本公司組織章程細則（「組織章程細則」）、上市規則及適用法律和法規條文，股東可根據以下程序召開本公司股東大會：

1. 一名或多名於提出該請求日期持有不少於獲賦予權利於本公司股東大會上投票之本公司繳足股本十分之一的股東（「請求人」）可請求董事會召開本公司股東特別大會（「股東特別大會」），該請求須以書面請求形式（「請求書」）送至本公司註冊辦事處（地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman KY1-1111, Cayman Islands）及其副本須送至本公司香港主要營業地點（地址為香港元朗工業邨宏樂街48號），收件人為董事會或公司秘書。

CORPORATE GOVERNANCE REPORT 企業管治報告

SHAREHOLDERS' RIGHTS (continued)

Procedures for Shareholders to Convene General Meetings (continued)

2. The Requisition must clearly state the name(s) and shareholding in the Company of the Requisitionist(s), specify the purposes of the EGM and the details of the business proposed to be transacted in the EGM and be signed by the Requisitionist(s) and may consist of several documents in like form, each signed by one or more of the Requisitionists.
3. Upon receipt of the Requisition, the Directors shall verify the Requisition with the Company's branch share registrar and upon this confirmation that the Requisition is proper and in order, shall forthwith proceed duly to convene the EGM, and such EGM shall be held within two (2) months after the deposit of the Requisition.
4. If the Directors do not within twenty-one (21) days from the date of the deposit of the Requisition proceed duly to convene the EGM, the Requisitionist(s), may himself or themselves convene a physical EGM at only one location which will be the principal meeting place and all reasonable expenses incurred by the Requisitionist(s) as a result of the failure of the Board shall be reimbursed to the Requisitionist(s) by the Company.
5. Under the Articles of Association and pursuant to the requirements of the Listing Rules, a notice specifying the date, time and place and particulars of resolutions to be considered at the EGM shall be given to all Shareholders entitled to attend the EGM for consideration in the following manner:
 - (i) notice of not less than twenty-one (21) clear days or ten (10) clear business days, whichever is the longer, if a special resolution is to be passed at the EGM; and
 - (ii) notice of not less than fourteen (14) clear days or ten (10) clear business days, whichever is the longer, in all other cases, provided that an EGM may be called by a shorter notice if it is so agreed by a majority in number of the Shareholders having the right to attend and vote at the EGM, being a majority together holding not less than 95% in nominal value of the issued shares giving such right.

The notice period is exclusive of (i) the day on which the notice is served or deemed to be served; and (ii) the day on which the EGM is to be held.

股東權利 (續)

股東召開股東大會之程序 (續)

2. 請求書須清楚寫明請求人之姓名及於本公司之股權，列明股東特別大會之目的及擬於股東特別大會上處理之事項的詳情，並由請求人簽署；該請求書可包括多份相同形式之文件，每份由一名或多名請求人簽署。
3. 收到請求書後，董事須與本公司之股份登記分處核實該請求書，並於確認該請求書為妥善及適當時，應立即正式召開股東特別大會，該股東特別大會須於請求書送交後兩(2)個月內舉行。
4. 倘送交請求書後二十一(21)日內，董事未正式召開股東特別大會，則請求人可於一個地點(將為主要會議地點)召開實體股東特別大會，而請求人因董事會未有召開股東特別大會而合理產生之所有開支須由本公司向請求人作出償付。
5. 根據組織章程細則及上市規則之規定，一份指明日期、時間、地點及將於股東特別大會上考慮的決議案詳情之通告應按照以下方式向所有有權出席股東特別大會之股東發出，以供彼等考慮：
 - (i) 倘將於股東特別大會上通過特別決議案，則須發出不少於二十一(21)整日或十(10)個完整營業日的通告(以較長者為準)；及
 - (ii) 於所有其他情況下，須發出不少於十四(14)整日或十(10)個完整營業日的通告(以較長者為準)，惟倘獲大多數有權出席股東特別大會並於會上投票之股東(該大多數股東合共持有不少於賦予該權利之已發行股份之面值95%)同意，則可以較短期的通告召開股東特別大會。

通告期不包括(i)通告送達或被視為送達當日；及(ii)舉行股東特別大會當日。

SHAREHOLDERS' RIGHTS (continued)

Procedures for Shareholders to Make Proposals at General Meetings

Subject to the provisions of the Articles of Association, the Listing Rules and the applicable laws and regulations, Shareholders may propose a resolution at general meetings of the Company by following the "Procedures for Shareholders to Convene General Meetings" to convene an EGM and propose a resolution to be resolved at that EGM. Please refer to the document titled "Procedures for Shareholders to Convene General Meetings" on the Company's website.

Procedures for Shareholders to Propose a Person for Election as a Director

Subject to the provisions of the Articles of Association, the Listing Rules and the applicable laws and regulations, the Company may from time to time in general meeting elect any person to be a Director either to fill a casual vacancy or as an additional Director by an ordinary resolution.

1. Shareholder(s) may propose a person (the "Candidate") for election as a Director at general meeting in accordance with the following procedures:
 - (a) a Shareholder or a group of Shareholders holding not less than one-tenth (1/10) of the paid up capital of the Company carrying the right of voting at general meetings of the Company may requisition an EGM to propose the Candidate to be elected as a Director in the manner provided in "Procedures for Shareholders to Convene General Meetings"; or
 - (b) Election of directors whether by rotation or otherwise in the place of those retiring would be considered ordinary business at an annual general meeting of the Company (the "AGM") and if the notice of an AGM includes the election of Directors, any Shareholder may propose the election of any person as a Director at the AGM;

股東權利 (續)

股東於股東大會上提呈建議之程序

根據組織章程細則的條文、上市規則及適用法例及法規，股東可遵照「股東召開股東大會之程序」於本公司股東大會上提呈決議案，以召開股東特別大會及提呈將於股東特別大會上決議的決議案。請參考本公司網站「股東召開股東大會之程序」的文件。

股東建議推選一名人士為董事之程序

根據組織章程細則條文、上市規則及適用法律和法規，本公司可不時於股東大會通過普通決議案選出任何人士成為董事，以填補臨時空缺或作為新增董事。

1. 股東可根據以下程序於股東大會上建議推選一名人士（「候選人」）為董事：
 - (a) 持有不少於獲賦予權利於本公司股東大會上投票之本公司繳足股本十分之一(1/10)的一名或多名股東可按「股東召開股東大會之程序」所規定之方式要求召開股東特別大會，以建議推選候選人為董事；或
 - (b) 於本公司股東週年大會（「股東週年大會」）上選舉董事，不論通過輪席或以其他方式取代退任之董事，將被視為一般事務及倘股東週年大會通告包括選舉董事，任何股東可於股東週年大會上建議推選任何人士為董事；

CORPORATE GOVERNANCE REPORT 企業管治報告

SHAREHOLDERS' RIGHTS (continued)

Procedures for Shareholders to Propose a Person for Election as a Director (continued)

1. (continued)

Provided that, in each case, no Candidate other than a Director retiring at the meeting shall, unless recommended by the Directors for election, be eligible for election as a Director at any general meeting unless:

- (i) a notice signed by a Shareholder (other than the person to be proposed) duly qualified to attend and vote at the meeting for which such notice is given of his intention to propose such Candidate for election; and
- (ii) a notice signed by the Candidate of his willingness to be elected,

shall have been lodged to the Company at its principal place of business in Hong Kong at 48 Wang Lok Street, Yuen Long Industrial Estate, Hong Kong within the period of at least seven (7) days commencing on the day after the despatch of the notice of the general meeting and ending no later than seven (7) days prior to the date appointed for such general meeting.

2. In addition, the notice must contain the information as specified in Rule 13.51(2) of the Listing Rules about the Candidate, including but not limited to the following:

- (i) full name;
- (ii) age;
- (iii) business and residence addresses;
- (iv) principal occupation or employment;

股東權利 (續)

股東建議推選一名人士為董事之程序 (續)

1. (續)

於各情況下，除非獲董事推薦參選，否則除於股東大會上退任之董事外，概無候選人合資格於任何股東大會上參選，除非：

- (i) 由正式合資格出席有關大會並於會上表決之股東（除擬參選人士外）簽署，表示其有意建議提名該候選人參選之通告；及
- (ii) 由候選人簽署表示願意參選之通告，

於寄發股東大會通告後當日開始最少須為七(7)天至不遲於該股東大會指定舉行日期前七(7)天結束之期間內，送交至本公司香港主要營業地點（地址為香港元朗工業邨宏樂街48號）。

2. 此外，該通告須包含上市規則第13.51(2)條所指定有關候選人之資料，包括但不限於以下內容：

- (i) 全名；
- (ii) 年齡；
- (iii) 營業及居住地址；
- (iv) 主要職業或受僱工作；

SHAREHOLDERS' RIGHTS (continued)

Procedures for Shareholders to Propose a Person for Election as a Director (continued)

2. (continued)
- (v) experience including (a) other directorships held in the last three (3) years in public companies the securities of which are listed on any securities market in Hong Kong (PRC) or overseas, and (b) the major appointments and professional qualifications; and
 - (vi) interests in Shares within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 576 of the Laws of Hong Kong).

CONSTITUTIONAL DOCUMENTS

During the year ended 31 December 2023, the constitutional documents of the Company were amended. In order to (i) conform to Appendix A1 Core Shareholder Protection Standards to the Listing Rules; (ii) reflect certain updates in relation to the applicable laws of the Cayman Islands and the Listing Rules; and (iii) make other housekeeping amendments, a special resolution was passed by the Shareholders to amend the existing memorandum and articles of association of the Company by way of adopting a new set of memorandum and articles of association of the Company in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company at the annual general meeting held on 27 June 2023. A copy of the amended and restated memorandum and articles of association is available on the websites of the Stock Exchange and the Company.

股東權利 (續)

股東建議推選一名人士為董事之程序 (續)

2. (續)
- (v) 經驗，包括(a)過往三(3)年於其證券在香港(中國)或海外任何證券市場上市之公眾公司擔任之其他董事職務，及(b)主要的委任及專業資格；及
 - (vi) 股份權益(定義見證券及期貨條例(香港法例第576章)第XV部)。

章程文件

於截至二零二二年十二月三十一日止年度內，本公司章程文件已修訂。為了(i)符合上市規則附錄A1《核心的股東保障水平》；(ii)反映有關開曼群島適用法律及上市規則的若干更新；及(iii)進行其他內務修訂，一項特別決議案於二零二三年六月二十七日舉行之股東週年大會上獲股東通過修訂本公司之現有組織章程大綱及章程細則，通過採納新的組織章程大綱及細則，以取代及摒除修訂本公司之現有組織章程大綱及章程細則。經修訂及重述組織章程大綱及細則的副本可於聯交所及本公司網站查閱。

MAJOR EVENTS OF CEG IN 2023

齊合環保二零二三年大事記

APRIL 四月

Scholz Group joined Car2Car Alliance, together with the alliance members to drive European Automobile Carbon Reduction

Scholz Recycling GmbH, a subsidiary of the Group under Scholz Holding GmbH (together with its subsidiaries, the "Scholz Group"), joined Car2Car project, which is a union involving famous automakers, recyclers, component processors, and universities. The project is committed to collaborating on the development of innovations for dismantling and automatic sorting of scrapped vehicles, utilizing digital technology and artificial intelligence (AI) to automate and accelerate the recycling process, and utilizing robots to automate the dismantling process. The project aims to jointly improve the utilization rate of recycled materials in the design process of new vehicle models, and reduce the carbon footprint of raw materials such as steel and aluminum. Car2Car project has received 6.4 million euros in grant support from the Federal Ministry for Economic Affairs and Climate Action in Germany. This project will drive the Group's research and development to a new level.

順爾茨集團加入Car2Car聯盟，與聯盟成員共同助歐洲汽車減碳

Scholz Recycling GmbH為Scholz Holding GmbH旗下本集團的子公司(連同其子公司，「順爾茨集團」)於2023上半年加入Car2Car聯盟，該聯盟成員由著名的汽車製造商、回收利用商、零部件加工商和大學組成，該項目致力於合作研發創新的報廢汽車拆解和自動分揀方法，通過電子技術和人工智能(AI)實現自動化並加快回收過程，利用機器人將拆解過程自動化。該項目旨在共同提高新車型號設計過程中的再生材料利用率，減少鋼鐵和鋁等原材料的碳成份。Car2Car項目已獲得德國聯邦經濟事務和氣候行動部提供的640萬歐元贈款支持。該項目將有助本集團的研發邁向新階段。



MAJOR EVENTS OF CEG IN 2023 齊合環保二零二三年大事記

JULY 七月

Qishun Recycling Project obtained the qualification for ELV dismantling and officially started the ELV recycling business.

Qishun Recycling Project located in Taizhou City, Zhejiang Province obtained the qualification for end-of-life vehicle ("ELV") dismantling and officially started the ELV recycling business. At present, the collection and dismantling volumes of the project are increasing month by month, and it is predicted that the business volume will continue to increase.

浙江齊順報廢車回收項目取得機動車拆解資格，正式啟動報廢車回收業務

齊合位於浙江省台州市的齊順循環再生項目順利取得報廢機動車拆解資格，並於7月正式啟動報廢機動車回收拆解業務。目前，該項目的收車量和拆車量正在逐月攀升，預測業務量將持續提升。



MAJOR EVENTS OF CEG IN 2023 齊合環保二零二三年大事記

AUGUST 八月

Plzen Metal Recycling Yard in Czech Republic was put into operation

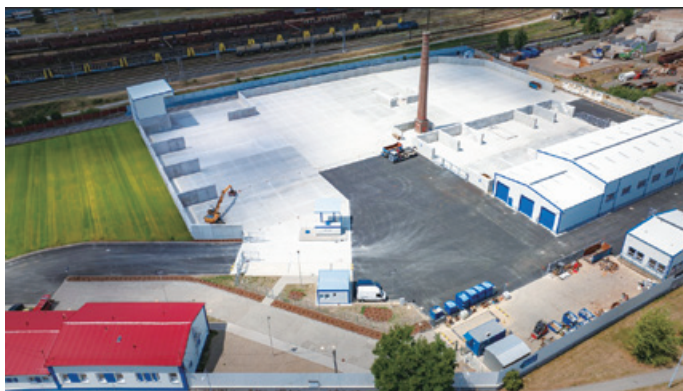
In light of the convenient transportation, long industrial tradition, and developed automobile manufacturing industry in Plzen State, the Group invested in the construction of a new metal recycling yard in this area. The construction of Plzen Metal Recycling Yard was completed in August 2023 and was officially put into operation. Its recycled metal recycling business will increase the annual metal recycling capacity of Scholz Group by 500,000 tons after reaching full capacity.

Plzen Metal Recycling Yard will combine with the Group's experience in resource reuse to inject new energy into the local circular economy.

新建於捷克的皮爾森金屬回收場啟動營運

鑑於皮爾森州交通便利、工業傳統悠久、且汽車製造業發達，本集團在當地投資新建了金屬回收場。該回收場在2023年8月完成建設，並正式啟動營運，其再生金屬回收業務達產後將為順爾茨集團的金屬回收年產能增加50萬噸。

皮爾森金屬回收場將憑著本集團的資源再利用經驗，為當地區域的循環經濟注入新動力。



MAJOR EVENTS OF CEG IN 2023 齊合環保二零二三年大事記

OCTOBER 十月

Shandong Hongshun Joint Venture Project Launches the First Batch of Recycling and Utilization of Scrapped EVs

In October 2023, Shandong Hongshun Recycling Technology Co., Ltd started the recycling line of the first batch of scrapped electric vehicles (“EVs”). That was an important node in the green recycling field of the Company’s joint venture project in Greater China.

This batch of EVs will be disassembled professionally and processed to achieve the reuse of components and the recycling of metal materials. This will help to reduce environmental pollution, improve resource utilization efficiency, and further implement the green circular development concept of the Group.

山東宏順合資項目啟動第一批新能源報廢車的回收利用

於2023年10月，山東宏順循環科技有限公司第一批新能源報廢車到廠，成為本公司大中華區合資項目在綠色回收拆解領域的一個重要節點。

這批新能源車將通過專業的拆解處理，實現零部件的再利用和金屬料的回收。這有助減少環境污染，提高資源利用效率，進一步實踐本集團的綠色循環發展理念。



MAJOR EVENTS OF CEG IN 2023 齊合環保二零二三年大事記

NOVEMBER 十一月

Taizhou Chiho-Tiande Metal Co., Ltd. was awarded as a key import platform unit in Zhejiang Province

On November 6th, the 6th China International Import Expo Zhejiang Province Key Import Platform Promotion Conference and the Zhejiang Province Trading Group Import Procurement Centralized Signing Ceremony were held in Shanghai. At the event, Taizhou Chiho Tiande Metal Co., Ltd. ("Chiho-Tiande") was awarded the fourth batch of provincial-level key import supply chain platform units in Zhejiang Province and received the award at the award ceremony.

Chiho-Tiande is designated by the Ministry of Environmental Protection of the PRC as a utilization enterprise for imported waste hardware, waste wires and cables, and waste motors. It is a leading enterprise in China engaged in mixed waste metal recycling, dismantling, processing, deep processing, and resource recycling. For a long time, Chiho-Tiande, while focusing on business, has adhered to green, low-carbon and sustainable development as the main direction of enterprise development, and has successively won the honors and certifications of China's Top 500 Foreign Trade Enterprises, Zhejiang Province's Demonstration Unit for Developing Circular Economy, the National Advanced Group of Nonferrous Metals Industry, exemplary organization for Energy Conservation and Consumption Reduction in Zhejiang Province, and Zhejiang Province's Civilized Unit.

台州齊合天地金屬有限公司獲授浙江省重點進口平台單位

於11月6日，第六屆進博會浙江省重點進口平台推介會暨浙江省交易團進口採購集中簽約儀式在上海舉行。活動現場，台州齊合天地金屬有限公司（「齊合天地」）榮獲浙江省第四批省級重點進口供應鏈平台單位，並在授牌儀式環節中接受授牌。

齊合天地是被國家環保部指定的進口廢五金、廢電線電纜和廢電機定點加工利用企業，是中國從事混合廢金屬回收、拆解加工、深加工及資源循環再利用的龍頭企業。一直以來，齊合天地在抓緊業務的同時，堅持以綠色、低碳、可持續發展作為企業發展的主要方向，並先後獲得中國對外貿易500強企業、浙江省發展循環經濟示範單位、全國有色金屬行業先進集團、浙江省節能降耗先進單位、浙江省文明單位等榮譽和認證。



MAJOR EVENTS OF CEG IN 2023 齊合環保二零二三年大事記

NOVEMBER 十一月

Scholz Group and Voestalpine jointly signed a long-term cooperation framework agreement

On November 27, Scholz Group and Voestalpine held a strategic cooperation signing ceremony in Linz, Austria, and jointly signed a long-term cooperation framework agreement, marking a solid step for both parties to drive green steel production in Austria and its surrounding areas. The partnership aims to fully leverage the supply advantages of recycled steel raw materials of Scholz Group and support from Voestalpine's "Greentec steel" strategy.

(Note: Greentec steel is a long-term decarbonization strategy implemented by Voestalpine to align with the EU climate goals. The strategic aims to reduce the group's carbon dioxide emissions by about 30% by 2030 and achieve carbon neutrality by 2050.)

順爾茨集團與鋼鐵巨頭奧鋼聯簽署一份長期合作框架協議

於11月27日，順爾茨集團和奧鋼聯集團在奧地利林茨舉辦了策略合作簽約儀式，共同簽署了長期合作框架協議，標誌著雙方為奧地利及周邊地區的綠色鋼鐵生產邁出堅實的一步。這合作夥伴關係的確立旨在充分發揮順爾茨集團的再生鋼鐵原材料供應優勢，支援來自奧鋼聯的「Greentec steel」策略。

(注釋：Greentec steel是奧鋼聯集團為實現歐盟氣候目標而執行的長期脫碳策略。該策略計劃目標是到2030年將奧鋼聯集團的二氧化碳排放量減少30%左右，到2050年實現碳中和。)



INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

To the Shareholders of Chiho Environmental Group Limited
(incorporated in the Cayman Islands with limited liability)

致齊合環保集團有限公司股東
(於開曼群島註冊成立的有限公司)

OPINION

What we have audited

The consolidated financial statements of Chiho Environmental Group Limited (the "Company") and its subsidiaries (the "Group"), which are set out on pages 98 to 263, comprise:

- the consolidated balance sheet as at 31 December 2023;
- the consolidated statement of profit or loss for the year then ended;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

意見

我們已審計的內容

齊合環保集團有限公司(以下簡稱「貴公司」)及其子公司(以下統稱「貴集團」)列載於第98至263頁的綜合財務報表,包括:

- 於二零二三年十二月三十一日的綜合資產負債表;
- 截至該日止年度的綜合損益表;
- 截至該日止年度的綜合全面收益表;
- 截至該日止年度的綜合權益變動表;
- 截至該日止年度的綜合現金流量表;及
- 綜合財務報表附註,包括重大會計政策信息及其他解釋信息。

Our opinion

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, 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.

我們的意見

我們認為,該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了貴集團於二零二三年十二月三十一日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量,並已遵照香港《公司條例》的披露規定妥為擬備。

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") 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.

意見的基礎

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

我們相信,我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

Independent Auditor's Report 獨立核數師報告

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

BASIS FOR OPINION (continued)

Independence

We are independent of the Group in accordance with the HKICPA's Code of Ethics for Professional Accountants ("the Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code.

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw your attention to Note 2.1 to the consolidated financial statements, which states that, the Group reported a net loss of HK\$19.2 million and a net cash outflow from operating activities of HK\$47.5 million for the year ended 31 December 2023 and as at 31 December 2023, the Group had total borrowings of HK\$903.1 million of which HK\$786.5 million were classified as current borrowings while the Group's cash and cash equivalents amounted to HK\$366.5 million. Included in the current borrowings as at 31 December 2023 was a secured syndicated term loan with an outstanding balance of HK\$376.0 million which became overdue on 30 March 2024. On 2 April 2024, the Company received a demand letter from the lender for immediate repayment of the outstanding syndicated term loan balance and the applicable default interest. Furthermore, in early 2024, trade credit insurance facility of HK\$172.5 million of the Group's European operation was cancelled by an insurer which caused some of the Group's suppliers to require advance payments for inventory purchases. In addition, the Group's subsidiary in Czech Republic could not meet certain restrictive financial undertakings of a current bank borrowing with outstanding balance of HK\$91.5 million as of 31 December 2023. These conditions, along with other matters as set forth in Note 2.1 to the consolidated financial statements, indicate the existence of a material uncertainty which may cast significant doubt over the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. In addition to the matters described in the Material Uncertainty Related to Going Concern section, we have determined the matter described below to be the key audit matter to be communicated in our report.

The key audit matter identified in our audit is related to impairment assessment of goodwill and intangible assets with indefinite useful lives.

意見的基礎 (續)

獨立性

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

與持續經營有關的重大不確定性

我們籲請關注綜合財務報表附註2.1, 當中載明, 於截至二零二三年十二月三十一日止年度, 貴集團錄得淨虧損19.2百萬港元, 經營活動產生的現金流出淨額為47.5百萬港元, 且於二零二三年十二月三十一日, 貴集團的借款總額為903.1百萬港元, 其中786.5百萬港元為流動借款, 而貴集團的現金及現金等值項目為366.5百萬港元。於二零二三年十二月三十一日, 貴集團之流動借款包括尚未償還之結餘為376.0百萬港元之有擔保銀團定期貸款, 其已於二零二四年三月三十日逾期。於二零二四年四月二日, 貴公司收到貸款人發出的催款函, 要求立即清償銀團定期貸款餘額及適用的違約利息。此外, 於二零二四年年初, 貴集團歐洲業務的貿易信用保險額度172.5百萬港元被保險公司取消, 導致貴集團部分供應商要求就貨物採購作出款項預付。另外, 截至二零二三年十二月三十一日, 貴集團位於捷克共和國之子公司未能達成未償還結餘為91.5百萬港元的流動銀行借款的若干限制性財務承諾。該等狀況以及綜合財務報表附註2.1所載的其他事項表明存在重大不確定性, 可能會對貴集團持續經營的能力構成重大疑慮。我們的意見未有就此事項作出修訂。

關鍵審計事項

關鍵審計事項是根據我們的專業判斷, 認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。除了與持續經營有關的重大不確定性部分所述事項外, 我們確定以下事項為需要在報告中溝通的關鍵審計事項。

我們在審計中識別的關鍵審計事項是關於商譽及具無限可使用年期之無形資產之減值評估。

Independent Auditor's Report 獨立核數師報告

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

Impairment assessment of goodwill and intangible assets with indefinite useful lives

商譽及具無限可使用年期之無形資產之減值評估

Refer to note 17 to the consolidated financial statements.
請參閱綜合財務報表附註17。

Majority of goodwill and intangible assets with indefinite useful lives arose from the acquisition of Scholz Group in December 2016. The net book amount of goodwill and intangible assets with indefinite useful lives of the Group as at 31 December 2023 was HK\$532.1 million and HK\$155.3 million, respectively.

大部分的商譽及具無限可使用年期之無形資產結餘源自於二零一六年十二月收購順爾茨集團之交易。貴集團於二零二三年十二月三十一日之商譽及具無限可使用年期之無形資產的賬面淨值分別為532.1百萬港元及155.3百萬港元。

Management performed an assessment on impairment of goodwill and intangible assets with indefinite useful lives as at 31 December 2023 to determine the recoverable amount using value-in-use calculations. These calculations used pre-tax cash flow forecast based on the financial budget covering a five-year period. Cash flows beyond the five-year period were extrapolated using an estimated long term growth rate.

管理層採用使用價值計算就二零二三年十二月三十一日之商譽及具無限可使用年期之無形資產進行減值評估，以釐定可收回金額。該計算使用以涵蓋五年期之財務預算為基礎之稅前現金流預測。五年期後之現金流採用估計長期增長率推算。

In assessing the appropriateness of the goodwill and intangible assets with indefinite useful lives impairment assessment performed by management, the following audit procedures have been performed by us:

為評估管理層之商譽及具無限可使用年期之無形資產減值評估之合適性，我們已進行以下審核程序：

Understanding and evaluating management's key controls over the impairment assessment process;

了解及評價管理層對減值評估過程的關鍵控制；

Comparing the current year actual cash flows with the prior year cash flow forecast to assess the reliability of management's forecast;

將本年度實際現金流量與上年度現金流量預測進行比較，以評估管理層預測的可靠性；

Evaluating management's financial budget and discounted cash flow forecast by understanding the process by which they were drawn up, and testing mathematical accuracy of the underlying calculations;

評核管理層之財務預算及貼現現金流量預測，了解箇中規劃程序，測試相關計算之算術準確性；

Independent Auditor's Report 獨立核數師報告

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

KEY AUDIT MATTERS (continued)

關鍵審計事項 (續)

Key Audit Matter

關鍵審計事項

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

The assessment required the use of significant management's judgements and estimates about future business performance including revenue growth (sales volume and metal commodity price forecast), gross profit margin and discount rate and accordingly, this was an area of our audit focus.

該評估需要管理層就未來業務表現作出重大判斷及估計，包括收益增長（銷量及金屬商品價格預測）、毛利率及貼現率，因此這為我們審核重心範疇之一。

Assessing the appropriateness of key assumptions used in the discounted cash flow forecast for the projected 5 years by comparing (i) projected sales volume to available production capacity and historical sales volume, (ii) metal commodity price forecast to market research and analyst reports, and (iii) projected gross profit margin to historical profit margin. We also checked these key assumptions against actual results in the period subsequent to the year end;

透過比較(i)預測銷量與可動用產能和以往銷量；(ii)金屬商品價格預測與市場研究及分析師報告；及(iii)預測毛利率與歷史毛利率，評估未來五年貼現現金流量預測中所用之主要假設之合適性。我們亦對照年度結算後期間之實際業績，檢查該等主要假設；

Evaluating the discount rate by assessing the cost of capital of the Group and referencing the cost of capital of other comparable companies in the industry;

透過評估 貴集團之資本成本，及參考行內其他可供比較公司的資本成本，評核貼現率；

Evaluating the sensitivity of the Group's discounted cash flow forecast by considering downside scenarios against reasonable possible changes to the key assumptions; and 考慮主要假設之合理可能變動之下行情況，評核 貴集團貼現現金流量預測之敏感度；及

Involving our internal experts to assess the appropriateness of the methodologies used in determining the recoverable amounts.

讓我們的內部專家參與評估確定可收回金額所用方法的適當性。

Based on the procedures performed, we found that the judgements and estimates made by management in respect of the goodwill and intangible assets with indefinite useful lives impairment assessment were supportable by available evidence. 根據上述已進程序，我們認為管理層在商譽及具無限可使用年期之無形資產減值評估中所作之判斷及估計有可查閱之憑證支持。

Independent Auditor's Report 獨立核數師報告

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises all of the information included in Chiho Environmental Group Limited 2023 Annual Report (the "annual report") other than the consolidated financial statements and our auditor's report thereon. We have obtained some of the other information including chairman's statement and management discussion and analysis prior to the date of this auditor's report. The remaining other information, including directors' report, corporate governance report and the other sections to be included in the annual report, is expected to be made available to us after that date.

Our opinion on the consolidated financial statements does not cover the other information and we do not and will 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 identified above 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 on the other information that we obtained prior to the date of this auditor's report, 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.

When we read the remaining other information to be included in the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action considering our legal rights and obligations.

其他信息

貴公司董事須對其他信息負責。其他信息包括所有包含在齊合環保集團有限公司2023年年報（「年報」）除綜合財務報表及我們的核數師報告外的信息。我們在本核數師報告日前已取得部份其他信息包括主席報告及管理層討論及分析。餘下的其他信息，包括董事會報告、企業管治報告及將包括在年報內的其他部分，將預期會在本核數師報告日後取得。

我們對綜合財務報表的意見並不涵蓋其他信息，我們既不也將不對該等其他信息發表任何形式的鑒證結論。

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

基於我們對在本核數師報告日期前取得的其他信息所執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

當我們閱讀該等將包括在年報內餘下的其他信息後，如果我們認為其中存在重大錯誤陳述，我們需要將有關事項與治理層溝通，並考慮我們的法律權利和義務後採取適當行動。

Independent Auditor's Report 獨立核數師報告

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. We report our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with 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.

董事及治理層就綜合財務報表須承擔的責任

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

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

治理層須負責監督 貴集團的財務報告過程。

核數師就審計綜合財務報表承擔的責任

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

Independent Auditor's Report 獨立核數師報告

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

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

As part of an audit in accordance with HKSA's, we exercise professional judgement and maintain professional scepticism throughout the audit. We also:

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

核數師就審計綜合財務報表承 擔的責任 (續)

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對 貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。

Independent Auditor's Report 獨立核數師報告

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

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

- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

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

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

The engagement partner on the audit resulting in this independent auditor's report is Yuen Shin Fong.

核數師就審計綜合財務報表承 擔的責任 (續)

- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

出具本獨立核數師報告的審計項目合夥人是袁善貺。

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 23 April 2024

羅兵咸永道會計師事務所
執業會計師

香港，二零二四年四月二十三日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Notes 附註	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Revenue	收益	5	16,479.7	19,574.3
Cost of sales	銷售成本	8	(15,441.7)	(18,366.6)
Gross profit	毛利		1,038.0	1,207.7
Other income	其他收入	6	91.7	74.4
Other gains, net	其他收益淨額	7	13.6	205.9
Impairments on non-financial assets	非金融資產減值	7	(35.6)	(74.3)
Reversal of impairments on financial assets, net	金融資產減值撥回淨額		23.7	15.9
Distribution and selling expenses	分銷及銷售開支	8	(48.2)	(47.1)
Administrative expenses	行政開支	8	(907.2)	(927.7)
			176.0	454.8
Finance income	財務收入	10	4.9	8.3
Finance costs	財務成本	10	(186.6)	(195.0)
Finance costs, net	財務成本淨額		(181.7)	(186.7)
Share of post-tax profit/(loss) of an associate	應佔聯營公司除稅後溢利／(虧損)	18	0.5	(1.6)
Share of post-tax profit of joint ventures	應佔合營企業除稅後溢利	18	54.5	137.5
Profit before income tax	除所得稅前溢利		49.3	404.0
Income tax expense	所得稅開支	11	(68.5)	(166.6)
(Loss)/Profit for the year	年內(虧損)／溢利		(19.2)	237.4
(Loss)/Profit attributable to: Shareholders of the Company	以下各方應佔(虧損)／溢利： 本公司股東		(9.3)	264.5
Non-controlling interests	非控股權益		(9.9)	(27.1)
			(19.2)	237.4
(Loss)/Earnings per share attributable to shareholders of the Company for the year (expressed in HK\$ per share)	本公司股東應佔年內每股(虧損)／盈利(以每股港元列示)			
Basic (loss)/earnings per share	每股基本(虧損)／盈利	13	(0.01)	0.16
Diluted (loss)/earnings per share	每股攤薄(虧損)／盈利	13	(0.01)	0.16

The above consolidated statement of profit or loss should be read in conjunction with the accompanying notes. 上述綜合損益表應與隨附的附註一併閱讀。

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
(Loss)/Profit for the year	年內(虧損)/溢利	(19.2)	237.4
Other comprehensive income/(loss)	其他全面收益/(虧損)		
<i>Item that may be reclassified to profit or loss:</i>	<i>可能重新分類至損益之項目：</i>		
Currency translation differences on foreign operations	海外業務之匯兌差額	108.8	(323.9)
<i>Items that will not be reclassified to profit or loss:</i>	<i>將不會重新分類至損益之項目：</i>		
Change in fair value of equity investments at fair value through other comprehensive income	按公平值計入其他全面收益之股權投資之公平值變動	1.8	(2.6)
Remeasurements of post-employment benefit obligations	重新計量僱員結束服務後之福利責任	0.8	0.8
Share of other comprehensive income of joint ventures	應佔合營企業之其他全面收益	1.6	3.8
Other comprehensive income/(loss) for the year, net of tax	年內其他全面收益/(虧損)，扣除稅項	113.0	(321.9)
Total comprehensive income/(loss) for the year	年內全面收益/(虧損)總額	93.8	(84.5)
Total comprehensive income/(loss) for the year attributable to:	以下各方應佔年內全面收益/(虧損)總額：		
Shareholders of the Company	本公司股東	107.3	(49.7)
Non-controlling interests	非控股權益	(13.5)	(34.8)
		93.8	(84.5)

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

上述綜合全面收益表應與隨附的附註一併閱讀。

CONSOLIDATED BALANCE SHEET

綜合資產負債表

As at 31 December 2023 於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
ASSETS	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	2,232.6	2,202.6
Right-of-use assets	使用權資產	15	635.2	618.0
Investment properties	投資物業	16	49.7	54.3
Intangible assets	無形資產	17	793.5	786.1
Investments accounted for using the equity method	使用權益法入賬之投資	18	738.3	710.7
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	19	0.8	0.8
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	20	87.6	84.8
Other non-current assets	其他非流動資產	23	7.5	10.8
Deferred income tax assets	遞延所得稅資產	21	62.3	52.5
			4,607.5	4,520.6
Current assets	流動資產			
Inventories	存貨	22	1,712.2	1,323.7
Trade, bills and other receivables	貿易、票據及其他應收款項	23	1,784.6	1,640.3
Amounts due from related parties	應收關聯方款項	37	85.3	82.7
Derivative financial instruments	衍生金融工具	25	16.5	17.1
Tax recoverable	可退回稅項		91.1	31.9
Pledged bank deposits and restricted bank deposits	已抵押銀行存款及受限制銀行存款	26	5.0	52.3
Cash and cash equivalents	現金及現金等值項目	26	366.5	713.7
			4,061.2	3,861.7
Assets held for sale	持作出售資產	24	51.7	190.7
			4,112.9	4,052.4
Total assets	資產總值		8,720.4	8,573.0
EQUITY AND LIABILITIES	權益及負債			
Equity attributable to shareholders of the Company	本公司股東應佔權益			
Share capital	股本	27	16.1	16.1
Other reserves	其他儲備	28	6,506.5	6,389.9
Accumulated losses	累計虧損		(1,591.1)	(1,581.8)
			4,931.5	4,824.2
Non-controlling interests	非控股權益	29	(57.0)	(43.5)
Total equity	總權益		4,874.5	4,780.7

Consolidated Balance Sheet 綜合資產負債表

As at 31 December 2023 於二零二三年十二月三十一日

	Notes 附註	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Non-current liabilities	非流動負債		
Borrowings	30	116.6	111.3
Lease liabilities	31	247.0	192.1
Retirement benefit obligations	32	9.8	11.1
Other payables	33	101.1	98.8
Deferred income tax liabilities	21	285.4	281.0
		759.9	694.3
Current liabilities	流動負債		
Trade and other payables	33	2,013.5	1,778.3
Current income tax liabilities		55.3	85.5
Borrowings	30	786.5	1,030.8
Lease liabilities	31	114.8	119.9
Amounts due to related parties and non-controlling interests	37	97.1	68.4
Derivative financial instruments	25	18.8	15.1
		3,086.0	3,098.0
Total liabilities	負債總額	3,845.9	3,792.3
Total equity and liabilities	權益及負債總額	8,720.4	8,573.0

The consolidated financial statements on pages 98 to 263 were approved and authorised for issue by the Board of Directors on 23 April 2024 and are signed on its behalf by:

載於第98至263頁的綜合財務報表於二零二四年四月二十三日獲董事會批准及授權刊發，並由下列董事代表簽署：

Mr. Tu Jianhua
涂建華先生
Director
董事

Mr. Qin Yongming
秦永明先生
Director
董事

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

上述綜合資產負債表應與隨附的附註一併閱讀。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the Year Ended 31 December 2022 截至二零二二年十二月三十一日止年度
 Attributable to shareholders of the Company
 本公司股東應佔

		Share capital	Other reserves (Note 28)	Accumulated losses	Total	Non-controlling interests	Total equity
		股本	其他儲備	累計虧損	總計	非控股權益	總權益
		HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
As at 1 January 2022	於二零二二年一月一日	16.1	6,704.1	(1,846.3)	4,873.9	(14.4)	4,859.5
Comprehensive income/(loss) Profit/(Loss) for the year	全面收益/(虧損) 年內溢利/(虧損)	-	-	264.5	264.5	(27.1)	237.4
Other comprehensive (loss)/income	其他全面(虧損)/收益						
Currency translation differences on foreign operations	海外業務之匯兌差額	-	(316.2)	-	(316.2)	(7.7)	(323.9)
Change in the fair value of financial assets at fair value through other comprehensive income, net of tax	按公平值計入其他全面收益之金融資產之公平值變動，扣除稅項	-	(2.6)	-	(2.6)	-	(2.6)
Remeasurement of post-employment benefit obligations, net of tax	重新計量僱員結束服務後之福利責任，扣除稅項	-	0.8	-	0.8	-	0.8
Share of other comprehensive income of joint ventures	應佔合營企業之其他全面收益	-	3.8	-	3.8	-	3.8
Total other comprehensive loss for the year, net of tax	年內其他全面虧損總額，扣除稅項	-	(314.2)	-	(314.2)	(7.7)	(321.9)
Total comprehensive (loss)/income for the year, net of tax	年內全面(虧損)/收益總額，扣除稅項	-	(314.2)	264.5	(49.7)	(34.8)	(84.5)
Transactions with shareholders in their capacity as shareholders	與股東(以股東身份)進行之交易	-	-	-	-	5.7	5.7
Contributions from non-controlling interests	非控股權益之注資	-	-	-	-	5.7	5.7
Total transactions with shareholders in their capacity as shareholders	與股東(以股東身份)進行之交易總額	-	-	-	-	5.7	5.7
As at 31 December 2022	於二零二二年十二月三十一日	16.1	6,389.9	(1,581.8)	4,824.2	(43.5)	4,780.7

Consolidated Statement of Changes in Equity 綜合權益變動表

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

		Attributable to shareholders of the Company 本公司股東應佔					
		Share capital	Other reserves (Note 28)	Accumulated losses	Total	Non-controlling interests	Total equity
		股本 HK\$M 百萬港元	其他儲備 (附註28) HK\$M 百萬港元	累計虧損 HK\$M 百萬港元	總計 HK\$M 百萬港元	非控股權益 HK\$M 百萬港元	總權益 HK\$M 百萬港元
As at 1 January 2023	於二零二三年一月一日	16.1	6,389.9	(1,581.8)	4,824.2	(43.5)	4,780.7
Comprehensive loss Loss for the year	全面虧損 年內虧損	-	-	(9.3)	(9.3)	(9.9)	(19.2)
Other comprehensive income/(loss) Currency translation differences on foreign operations	其他全面收益/(虧損) 海外業務之匯兌差額	-	112.4	-	112.4	(3.6)	108.8
Change in the fair value of financial assets at fair value through other comprehensive income, net of tax	按公平值計入其他全面 收益之金融資產之 公平值變動， 扣除稅項	-	1.8	-	1.8	-	1.8
Remeasurement of post- employment benefit obligations, net of tax	重新計量僱員結束服務後 之福利責任，扣除稅項	-	0.8	-	0.8	-	0.8
Share of other comprehensive income of joint ventures	應佔合營企業之其他全面 收益	-	1.6	-	1.6	-	1.6
Total other comprehensive income/ (loss) for the year, net of tax	年內其他全面收益/(虧損) 總額，扣除稅項	-	116.6	-	116.6	(3.6)	113.0
Total comprehensive income/(loss) for the year, net of tax	年內全面收益/(虧損)總額， 扣除稅項	-	116.6	(9.3)	107.3	(13.5)	93.8
Transactions with shareholders in their capacity as shareholders Contributions from non-controlling interests	與股東(以股東身份)進行之 交易 非控股權益之注資	-	-	-	-	-	-
Total transactions with shareholders in their capacity as shareholders	與股東(以股東身份)進行之 交易總額	-	-	-	-	-	-
As at 31 December 2023	於二零二三年十二月三十一日	16.1	6,506.5	(1,591.1)	4,931.5	(57.0)	4,874.5

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

上述綜合權益變動表應與隨附的附註一併閱讀。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Cash flows from operating activities 經營活動所得現金流			
Cash generated from operations 經營所得現金	39	309.6	902.9
Interest paid 已付利息		(185.0)	(204.2)
Tax paid, net 已支付稅項淨額		(172.1)	(301.8)
Net cash (used in)/generated from operating activities 經營活動(所用)/所得現金淨額		(47.5)	396.9
Cash flows from investing activities 投資活動所得現金流			
Purchases of property, plant and equipment 購置物業、廠房及設備		(211.5)	(299.4)
Purchases of intangible assets 購買無形資產		(0.8)	(1.0)
Proceeds from disposals of property, plant and equipment and right-of-use assets 出售物業、廠房及設備以及使用權資產之所得款項	39	45.0	40.6
Placement of pledged bank deposits 存入已抵押銀行存款		–	(58.8)
Withdrawal of pledged bank deposits 提取已抵押銀行存款		47.6	142.2
Investments in financial assets at fair value through profit or loss 按公平值計入損益之金融資產之投資		(0.1)	–
Investments in financial assets at fair value through other comprehensive income 按公平值計入其他全面收益之金融資產之投資		(0.1)	(1.0)
Proceeds from disposals of financial assets through profit or loss and financial assets through other comprehensive income 出售計入損益之金融資產及計入其他全面收益之金融資產之所得款項		–	3.2
Proceeds from disposal of intangible assets 出售無形資產所得款項		0.4	–
Proceeds from disposal of joint ventures 出售合營企業之所得款項		2.8	–
Dividends received from joint ventures 已收合營企業股息		30.3	72.5
Other dividends received 已收其他股息		0.7	5.7
Proceeds from disposals of assets held for sale 出售持作出售資產之所得款項	39	140.7	288.6
Interest received 已收利息		4.9	3.7
Net cash generated from investing activities 投資活動所得現金淨額		59.9	196.3

Consolidated Statement of Cash Flows 綜合現金流量表

For the Year Ended 31 December 2023 截至二零二三年十二月三十一日止年度

	Notes 附註	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Cash flows from financing activities 融資活動所得現金流			
Proceeds from bank borrowings 銀行借款之所得款項		249.6	242.0
Repayments of bank borrowings 償還銀行借款		(124.3)	(350.6)
Repayments of other borrowings 償還其他借款		(353.6)	(352.6)
Repayment of lease liabilities 償還租賃負債		(133.2)	(176.9)
Advance from non-controlling interests 非控股權益之預收款項		31.4	-
Contributions from non-controlling interests 非控股權益注資		-	5.7
Net cash used in financing activities 融資活動所用現金淨額		(330.1)	(632.4)
Cash and cash equivalents at beginning of the year 年初之現金及現金等值項目		713.7	782.3
Net decrease in cash and cash equivalents 現金及現金等值項目減少淨額		(317.7)	(39.2)
Exchange differences on cash and cash equivalents 現金及現金等值項目之匯兌差額		(29.5)	(29.4)
Cash and cash equivalents at end of the year 年末之現金及現金等值項目	26	366.5	713.7

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

上述綜合現金流量表應與隨附的附註一併閱讀。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION

Chiho Environmental Group Limited (“the Company”) is an investment holding company. The Company and its subsidiaries (together “the Group”) are mainly engaged in the principal business of resources recycling, involving recycling of mixed metal, end-of-life vehicle (“ELV”), waste electrical and electronic equipment (“WEEE”), wasted oil and Zorba in Asia, Europe and North America. The principal activities of its subsidiaries are set out in Note 41.

The Company is incorporated and registered as an exempted company in the Cayman Islands under the Companies Law of the Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands.

The Company’s ultimate holding company is Loncin Group Co., Ltd. (“Loncin Group”), a limited liability company incorporated in the People’s Republic of China (the “PRC”), and the Company’s immediate holding company is USUM Investment Group Hong Kong Limited (“USUMHK”), a company incorporated in Hong Kong with limited liability. Loncin Group is 98% owned by Mr. Tu Jianhua (“Mr. Tu”), an executive director of the Company.

The Company has its primary listing on The Stock Exchange of Hong Kong Limited.

These financial statements are presented in Hong Kong Dollar (“HK\$”), unless otherwise stated.

1 一般資料

齊合環保集團有限公司(「本公司」)為投資控股公司。本公司及其子公司(統稱「本集團」)主要於亞洲、歐洲及北美洲從事資源再生業務，涉及回收混合金屬、報廢汽車、廢電器電子產品、廢油及破碎鋁料(Zorba)。其子公司的主要業務載於附註41。

本公司根據開曼群島公司法於開曼群島註冊成立及註冊為獲豁免有限公司。其註冊辦事處位於Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。

本公司之最終控股公司為隆鑫集團有限公司(「隆鑫集團」)，一間於中華人民共和國(「中國」)註冊成立之有限責任公司。本公司之直接控股公司為渝商投資集團(香港)有限公司(「渝商香港」)，一間於香港註冊成立之有限公司。隆鑫集團之98%由本公司執行董事涂建華先生(「涂先生」)擁有。

本公司以香港聯合交易所有限公司為第一上市地。

除另有所指外，該等財務報表以港元(「港元」)呈列。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 BASIS OF PREPARATION

The principal accounting policies applied in the preparation of these consolidated financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

The consolidated financial statements of the Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“HKFRS”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and the applicable disclosure requirements of the Rules Governing the Listing of Securities on the Stock Exchange and the applicable disclosure requirements of the Hong Kong Companies Ordinance Cap. 622. The consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of financial assets at fair value through other comprehensive income, and financial assets and financial liabilities (including derivative instruments) at fair value through profit or loss, which are carried at fair value.

The preparation of financial statements in conformity with HKFRS requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies.

2.1 Going concern basis

The Group reported a net loss of HK\$19.2 million and a net cash outflow from operating activities of HK\$47.5 million for the year ended 31 December 2023. As at 31 December 2023, the Group held net assets and net current assets of HK\$4,874.5 million and HK\$1,026.9 million, respectively.

As at 31 December 2023, the Group had total borrowings of HK\$903.1 million of which HK\$786.5 million were classified as current borrowings, while the Group’s cash and cash equivalents amounted to HK\$366.5 million. Included in the current borrowings as of 31 December 2023 was a secured syndicated term loan (the “Syndicated Term Loan”) with an outstanding balance of HK\$376.0 million.

2 編製基準

編製該等綜合財務報表時應用的主要會計政策載於下文。除非另有說明，該等政策已於所有呈列年度貫徹應用。

本公司的綜合財務報表乃根據香港會計師公會（「香港會計師公會」）頒佈的所有適用的香港財務報告準則（「香港財務報告準則」）及聯交所證券上市規則及香港公司條例第622章之適用披露規定編製。綜合財務報表乃採用歷史成本法編製，並對按公平值列賬的按公平值計入其他全面收益之金融資產及按公平值計入損益之金融資產及金融負債（包括衍生工具）進行重估以作出修訂。

編製符合香港財務報告準則的財務報表須採用若干重大會計估計，亦需要管理層於應用本集團的會計政策過程中作出判斷。

2.1 持續經營基準

於截至二零二三年十二月三十一日止年度，本集團錄得淨虧損19.2百萬港元，經營活動產生的現金流出淨額為47.5百萬港元。於二零二三年十二月三十一日，本集團持有的淨資產及流動資產淨額分別為4,874.5百萬港元及1,026.9百萬港元。

於二零二三年十二月三十一日，本集團的借款總額為903.1百萬港元，其中786.5百萬港元已分類為流動借款，而本集團的現金及現金等值項目為366.5百萬港元。於二零二三年十二月三十一日之流動借款包括尚未償還之結餘為376.0百萬港元之有抵押銀團定期貸款（「銀團定期貸款」）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 BASIS OF PREPARATION (continued)

2.1 Going concern basis (continued)

The Syndicated Term Loan was initially drawn down during the year ended 31 December 2018 with a loan principal of HK\$1,691.5 million and a repayment period of two years. Upon the maturity of its initial term, the Syndicated Term Loan was extended during each of the years ended 31 December 2020, 2021, 2022 and 2023. Over the past years, the Group made repayments of loan principal, interests and arrangement fees totaling HK\$1,943.3 million under the Syndicated Term Loan and lowered its outstanding balance under the Syndicated Term Loan to HK\$376.0 million as at 31 December 2023.

During the year ended 31 December 2023, the Group repaid a repayment instalment of HK\$92.1 million after the due date, which constituted an event of default under the Syndicated Term Loan agreement. According to the loan agreement, such event of default gives the lender of the Syndicated Term Loan the right to demand for immediate repayment of any outstanding Syndicated Term Loan balances. Furthermore, the outstanding balance of Syndicated Term Loan amounted to HK\$376.0 million as of 31 December 2023 was due on 30 March 2024 for which the Group has not repaid and this also constituted another event of default under the Syndicated Term Loan agreement (Note 30). Consequently, on 2 April 2024, the Company received a demand letter (the "Demand Letter") from the lender of the Syndicated Term Loan for immediate repayment of the outstanding loan balance and the applicable default interest.

Despite the events of default mentioned above, management held prolonged continuous discussions with the lender of the Syndicated Term Loan both before and after the year end regarding further extension as well as the granting of waiver letters on the above-mentioned events of default. As of the date of approving these consolidated financial statements, no binding agreement has been entered into by the Group and the lender.

2 編製基準 (續)

2.1 持續經營基準 (續)

於截至二零一八年十二月三十一日止年度，本集團初次提取銀團定期貸款項下的貸款本金1,691.5百萬港元，還款期為兩年。於初次還款期到期後，該銀團定期貸款於截至二零二零年、二零二一年、二零二二及二零二三年十二月三十一日止的各年度內均已獲得續期。過往數年，本集團已償還銀團定期貸款項下的貸款本金、利息及安排費用總計1,943.3百萬港元，而於二零二三年十二月三十一日其銀團定期貸款項下的未償還結餘已降低至376.0百萬港元。

於截至二零二三年十二月三十一日止年度，本集團於到期日後償還一筆數額為92.1百萬港元的分期還款，構成銀團定期貸款協議項下的違約事件。根據貸款協議，該違約事件致使銀團定期貸款的貸款人有權要求立即清償剩餘的銀團定期貸款結餘。此外，截至二零二三年十二月三十一日銀團定期貸款的未償還結餘376.0百萬港元已於二零二四年三月三十日到期，而本集團未作償還，其亦構成銀團定期貸款協議項下的另一項違約事件(附註30)。因此，於二零二四年四月二日，本公司收到銀團定期貸款的貸款人發出的催款函(「催款函」)，要求立即清償未償還貸款餘額及相關的違約利息。

儘管發生上述違約事件，管理層與銀團定期貸款的貸款人就貸款的展期以及上述違約事件的豁免於結算日前後皆進行了長期持續的討論。於截至該等財務報表批准日期，本集團與貸款人尚未訂立任何具約束力的協議。

2 BASIS OF PREPARATION (continued)

2.1 Going concern basis (continued)

Furthermore, in early 2024, a trade credit insurance facility of HK\$172.5 million of the Group's European operation was cancelled by an insurer which caused some of the Group's suppliers to require advance payments for inventory purchases. In addition, the Group's subsidiary in Czech Republic could not meet certain restrictive financial undertakings of a current bank borrowing with outstanding balance of HK\$91.5 million as of 31 December 2023.

The above conditions indicated the existence of a material uncertainty with respect to going concern.

In view of such circumstances, the Directors have given careful consideration to the future liquidity and performance of the Group, taking into account its measures implemented to improve the financial condition of the Group's European operation, its available sources of financing for settling the Syndicated Term Loan, its ability to renegotiate the loan extension and to obtain the waiver for the events of default and its available sources of other financing in order to mitigate the liquidity pressure and to improve its financial position, which include but not limited to the following:

- I. The Group plans to continue the discussion with the lender of the Syndicated Term Loan on the extension of the Syndicated Term Loan and has proposed to extend the corresponding maturity to March 2025 with certain partial repayments in June, July and August 2024. Based on the Directors latest communication with the lender, the Directors confirmed that the lender of the Syndicated Term Loan is considering the extension proposal submitted by the Group and currently has no plan to take any further action to secure the repayment of the Syndicated Term Loan further to the Demand Letter. The Directors believe that the extension can be concluded in due course and the waiver letters will be granted in view of the historical renewal experience and the adequacy of collateral being held by the lender.

2 編製基準(續)

2.1 持續經營基準(續)

此外，於二零二四年年初，本集團歐洲業務的貿易信用保險額度172.5百萬港元被保險公司取消，導致本集團部分供應商要求本集團就貨物採購作出款項預付。另外，截至二零二三年十二月三十一日，本集團位於捷克共和國的子公司未能達成未償還結餘為91.5百萬港元的流動銀行借款的若干限制性財務承諾。

上述情況顯示存在有關持續經營之重大不確定性。

鑑於該等情況，董事已審慎考慮本集團的未來流動資金及表現，並計及其為改善本集團歐洲業務的財務狀況所採取的措施、其可動用的融資來源以償付銀團定期貸款、其重新磋商貸款續期以及一旦出現違約時獲得豁免的能力，以及其可動用的其他融資來源以減輕流動資金壓力及改善其財務狀況，包括(但不限於)以下各項：

- I. 本集團計劃繼續與銀團定期貸款的貸款人討論銀團定期貸款的展期事宜，並已建議將相應還款期限延長至二零二五年三月，並於二零二四年六月、七月及八月償還若干部分款項。根據董事與貸款人的最近期溝通，董事確認銀團定期貸款的貸款人正在考慮本集團提交的展期建議，除催款函外目前並無計劃採取任何進一步行動來保全銀團定期貸款的償還。董事相信，鑑於過往續期經驗及貸款人所持有抵押品的充足性，展期可適時達成，且將獲授相關違約事件的豁免書。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 BASIS OF PREPARATION (continued)

2.1 Going concern basis (continued)

I. (continued)

The Directors are of the view that repaying the instalments proposed by the Group during the year ending 31 December 2024 can be financed through measures set out below, including but not limited to:

- (i) repatriation of surplus funds on hand through transfer or dividends from overseas subsidiaries without affecting their normal operations, taking into account the local rules and regulations as well as any potential dividend tax or remittance tax with respect to the relevant countries in Asia and Europe.
- (ii) reduce inventories on hand, particularly in Europe, which was originally maintained strategically in bid of rising commodity price. The Directors are of the view that the Group can reduce its inventories in the normal course of operations without trading off margins to free up funds necessary as planned.
- (iii) dispose of certain land and buildings in Asia and Europe, and certain equity investments in Europe. The Group is actively looking for buyers and has received some non-binding offers from interested parties for certain land and buildings of the Group. Based on the latest negotiations with interested parties, the Directors are of the view that the Group has the ability to conclude and complete the disposals as planned to fulfil the scheduled repayments of the Syndicated Term Loan.

2 編製基準 (續)

2.1 持續經營基準 (續)

I. (續)

董事認為，本集團所建議的於截至二零二四年十二月三十一日止年度內需做出償貸的分期款項可透過下文所載措施提供資金，包括但不限於：

- (i) 在不影響海外子公司正常經營的情況下，透過海外子公司轉賬或宣派股息的方式匯回手頭盈餘資金，當中已考慮亞洲及歐洲相關國家的當地規則及法規以及任何潛在的股息稅或匯款稅。
- (ii) 減少手頭庫存，尤其是在歐洲，該等庫存最初乃本集團為應對大宗商品價格上升而策略性保留。董事認為，本集團可按計劃在正常業務過程中減少庫存，而毋須犧牲利潤以釋放所需資金。
- (iii) 出售亞洲及歐洲的若干土地及樓宇，以及歐洲的若干股權投資。本集團正積極物色買家，並已就本集團若干土地及樓宇收到有興趣人士發出的部分不具約束力的要約。根據與有興趣人士的最新磋商，董事認為，本集團有能力按計劃達成及完成出售事項，以履行銀團定期貸款的預定還款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 BASIS OF PREPARATION (continued)

2.1 Going concern basis (continued)

- II. The Group continues its efforts to implement measures to improve its working capital including further control of capital and operating expenditures as well as taking operating measures, such as expediting collection of accounts receivable and better utilization of supplier credit terms.
- III. The Group maintains continuous communications with other banks and trade credit insurers in Europe and Asia to obtain new bank and trade facilities. Subsequent to the year end date, the Group is finalising a new bank borrowing with the pledge of a land in Germany with an estimated valuation of HK\$75.9 million. The Directors believe that with the strong operating performance, the Group has the ability to obtain new borrowing and trade facilities and the existing other borrowings and trade credit facilities available to the Group will be maintained and successfully renewed with substantially the same terms upon expiration.
- IV. In early 2024, the Group's subsidiary in Czech Republic obtained a waiver letter from the relevant bank in respect of the non-compliance of restrictive financial undertakings for the outstanding current bank borrowing balance of HK\$91.5 million as at 31 December 2023.
- V. The Group plans to look for other sources of financing including debt or equity financing and other funds raising exercise.

The Directors have assessed the Group's cash flow projection covering a period of not less than twelve months from 31 December 2023. They are of the opinion that the Group will have sufficient working capital to finance its operations and to meet its financial obligations as and when they fall due within the next twelve months from 31 December 2023. Accordingly, the Directors are satisfied that it is appropriate to prepare the Group's consolidated financial statements on a going concern basis.

2 編製基準(續)

2.1 持續經營基準(續)

- II. 本集團繼續努力調整經營策略以改善營運資金，包括進一步控制資本及營運開支以及採取營運措施，例如加快收回應收賬款及更高效地利用供應商信貸條款。
- III. 本集團與歐洲及亞洲的其他銀行及貿易信貸保險公司保持持續溝通，以取得新的銀行及貿易信貸融資。年結日後，本集團正在透過抵押德國一幅估值為75.9百萬港元的土地落實一筆新的銀行借款。董事相信，憑藉強勁的經營表現，本集團有能力取得新的借款及貿易融資，且本集團可用的現有其他借款及貿易信貸融資將得以維持，並在到期時以大致相同的條款成功續期。
- IV. 於二零二四年年初，本集團位於捷克共和國之子公司就於二零二三年十二月三十一日的未償還流動銀行借款結餘91.5百萬港元未遵守限制性財務承諾事宜取得相關銀行發出的豁免書。
- V. 本集團計劃物色其他融資來源，包括債務或股權融資以及其他集資活動。

董事已評估本集團自二零二三年十二月三十一日起不少於十二個月期間之現金流預測。彼等認為，自二零二三年十二月三十一日起未來十二個月內，本集團將有足夠的營運資金來為其營運提供資金及履行其到期財務責任。因此，董事信納按持續經營基準編製本集團之綜合財務報表乃屬適當。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 BASIS OF PREPARATION (continued)

2.1 Going concern basis (continued)

Notwithstanding the above, a material uncertainty exists as to whether the Group can achieve the plans and measures described in I, II, III and V above, that it may be unable to realise its assets and discharge its liabilities in the normal course of business. Whether the Group will be able to continue as a going concern would depend upon:

- a. successful in negotiation with the lender to extend the due date of the Syndicated Term Loan and to agree on the repayment schedule as proposed, as well as obtaining the waivers from the lender on the above-mentioned events of default; and successful implementation of the measures set out in I(i) to I(iii) above to provide sufficient funds as and when needed to enable the Group to fulfil the repayment schedule and comply with all other undertaking requirements of the Syndicated Term Loan eventually agreed;
- b. successful implementation of measures to improve working capital by further control of capital and operating expenditures, expediting collection of accounts receivable and better utilisation of supplier credit terms;
- c. successful in obtaining new borrowing and trade credit facilities as and when needed and successful in maintaining and renewing existing other borrowings and trade credit facilities available to the Group with substantially the same terms upon expiration;
- d. successful in obtaining fundings from other sources of financing including debt or equity financing and other funds raising exercise.

Should the Group be unable to continue as a going concern, adjustments would have to be made to write down the carrying values of the Group's assets to their recoverable amounts, to provide for any further liabilities which might arise, and to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. The effects of these adjustments have not been reflected in these consolidated financial statements.

2 編製基準(續)

2.1 持續經營基準(續)

儘管如此，本集團能否實現上文 I、II、III 及 V 中所述的計劃及措施仍存在重大不確定性，本集團可能無法於正常業務中實現其資產及解除其負債。本集團能否持續經營將取決於：

- a. 成功與貸款人磋商銀團定期貸款的展期，並按建議協定還款時間表，以及取得貸款人對上述違約事件的豁免；及成功實施上文 I(i) 至 I(iii) 所列措施，以在需要時提供足夠的資金，令本集團能夠履行最終協定的銀團定期貸款的還款時間表及遵守所有其他承諾要求；
- b. 透過進一步控制資本及營運開支、加快收回應收賬款並更有效地利用供應商信貸條款，成功實施改善營運資金的措施；
- c. 在需要時成功取得新借款及貿易信貸融資，並在到期時以大致相同的條款成功維持及重續本集團可用的現有其他借款及貿易信貸融資；
- d. 成功從其他融資來源獲得資金，包括債務或股權融資以及其他集資活動。

倘若本集團無法持續經營，則須進行調整以將本集團資產的賬面值撇減至其可收回金額，以計提可能出現的任何其他負債，並分別重新分類非流動資產及非流動負債為流動資產及流動負債。該等調整的影響尚未反映在該等綜合財務報表中。

2 BASIS OF PREPARATION (continued)

2.2 Changes in accounting policy and disclosures

(a) New standard and amended standards

The following new standard and amended standards have been adopted by the Group for the first time for the financial year beginning on or after 1 January 2023:

HKAS 1 and HKFRS Practice Statement 2 (Amendments)

香港會計準則第1號及香港財務報告準則
實務報告第2號 (修訂本)

HKAS 8 (Amendments)

香港會計準則第8號 (修訂本)

HKAS 12 (Amendments)

香港會計準則第12號 (修訂本)

HKFRS 17

香港財務報告準則第17號

HKFRS 17 (Amendments)

香港財務報告準則第17號 (修訂本)

HKFRS 17 (Amendments)

香港財務報告準則第17號 (修訂本)

The new standard and amended standards, listed above did not have any significant impact on the amounts recognised in prior years and are not expected to significantly affect the current or future years.

2 編製基準 (續)

2.2 會計政策變動及披露

(a) 新訂準則及經修訂準則

本集團已於二零二三年一月一日或之後開始的財政年度首次採納下列新訂準則及經修訂準則：

Disclosure of Accounting
Policies
會計政策披露

Definition of Accounting
Estimates
會計估計的定義
International Tax Reform –
Pillar Two Model Rules
國際稅務改革－第二支柱
示範規則

Insurance Contracts
保險合約

Amendments to HKFRS 17
香港財務報告準則
第17號的修訂

Initial Application of
HKFRS 17 and
HKFRS 9 – Comparative
Information

首次應用香港財務報告
準則第17號及香港財務
報告準則第9號－比較
資料

上文所列新訂準則及經修訂準則並無對過往年度所確認之金額造成任何重大影響，且預期不會對當前或未來年度造成重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

2 BASIS OF PREPARATION (continued)

2.2 Changes in accounting policy and disclosures (continued)

(b) Amended standards and interpretation to be effective

The following amended standards and interpretation have been issued but are not effective for the financial year beginning on 1 January 2023 and have not been applied by the Company:

HKAS 1 (Amendments)
香港會計準則第1號(修訂本)
HKAS 1 (Amendments)
香港會計準則第1號(修訂本)
HKFRS 16 (Amendments)
香港財務報告準則第16號(修訂本)
Hong Kong Interpretation 5 (Revised)
香港詮釋第5號(經修訂)
HKAS 7 and HKFRS 7 (Amendments)
香港會計準則第7號及
香港財務報告準則第7號(修訂本)
HKAS 21 (Amendments)
香港會計準則第21號(修訂本)
HKFRS 10 and HKAS 28
(Amendments)
香港財務報告準則第10號及
香港會計準則第28號(修訂本)

The above amended standards and interpretation are not expected to have a material impact on the consolidated financial statements of the Group.

2 編製基準(續)

2.2 會計政策變動及披露(續)

(b) 待生效的經修訂準則及詮釋

以下經修訂準則及詮釋已於二零二三年一月一日開始的財政年度頒佈但未生效，且尚未獲本公司應用：

Effective for annual periods beginning on or after
於以下日期或之後
開始的年度期間生效

Classification of Liabilities as Current or Non-current	1 January 2024
將負債分類為流動或非流動	二零二四年一月一日
Non-current Liabilities with Covenants	1 January 2024
附帶契諾的非流動負債	二零二四年一月一日
Lease Liability in a Sale and Leaseback	1 January 2024
售後租回的租賃負債	二零二四年一月一日
Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause	1 January 2024
財務報表的呈列—借款人對包含按要求償還條款的定期貸款的分類	二零二四年一月一日
Supplier Finance Arrangements	1 January 2024
供應商融資安排	二零二四年一月一日
Lack of Exchangeability	1 January 2025
缺乏可兌換性	二零二五年一月一日
Sale or Contribution of Assets between an Investor and its Associate or Joint Venture	To be determined
投資者與其聯營公司或合營企業之間的資產出售或注資	待釐定

以上經修訂準則及詮釋預期不會對本集團的綜合財務報表造成重大影響。

3 FINANCIAL RISK MANAGEMENT

3.1 Financial risk factors

The Group's major financial instruments include trade and other receivables, financial assets at fair value through profit or loss, financial assets at fair value through other comprehensive income, derivative financial assets, pledged bank deposits, cash and cash equivalents, trade and other payables, derivative financial liabilities and borrowings, etc. Details of the financial instruments by category are disclosed in Note 34.

The risks associated with these financial instruments include market risk (foreign exchange risk, interest rate risk and price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Market risk

(i) Foreign exchange risk

The Group has foreign currency sales, purchases, trade, bills and other receivables, pledged bank deposits, cash and cash equivalents, trade, bills and other payables, derivative financial instruments, borrowings and amounts due from/(to) related parties which expose the Group to market risk arising from changes in foreign exchange rates. The Group currently does not have a specific foreign currency hedging policy. However, the management closely monitors its foreign currency risk exposure and considers any foreign currency forward contracts should the need arise.

3 金融風險管理

3.1 金融風險因素

本集團的主要金融工具包括貿易及其他應收款項、按公平值計入損益之金融資產、按公平值計入其他全面收益之金融資產、衍生金融資產、已抵押銀行存款、現金及現金等值項目、貿易及其他應付款項、衍生金融負債及借款等。該等金融工具按類別劃分之詳情於附註34披露。

有關該等金融工具的風險包括市場風險（外匯風險、利率風險及價格風險）、信貸風險及流動資金風險。為減輕該等風險而制訂的政策載於下文。管理層管理及監控該等風險以確保及時有效地採取適當措施。

(a) 市場風險

(i) 外匯風險

本集團因有外幣買賣、貿易、票據及其他應收款項、已抵押銀行存款、現金及現金等值項目、貿易、票據及其他應付款項、衍生金融工具、借款及應收／（應付）關聯方款項而面對外匯匯率變動帶來的市場風險。本集團現時並無特定的外幣對沖政策。然而，管理層仍密切監控外幣風險，並會於需要時考慮任何外幣遠期合約。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

In addition, the Group had entered into several foreign currency forward contracts with banks to reduce its exposure to currency fluctuation risk. The derivatives were not accounted for under hedge accounting. The Group was required to estimate the fair value of the foreign currency forward contracts at the end of the reporting period, which therefore also exposed the Group to foreign exchange risk.

As at 31 December 2023, if Renminbi (“RMB”) had strengthened/weakened by 5% (2022: 7%) against the HK\$ with all other variables held constant, pre-tax profit for the year would have been HK\$34.8 million (2022: HK\$24.6 million) lower/higher, mainly as a result of foreign exchange losses/gains on translation of RMB denominated trade, bills and other payables/receivables and cash and bank deposits.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

此外，本集團與銀行訂立多項外幣遠期合約，以降低貨幣波動風險。衍生工具未按對沖會計法列賬。本集團須於報告期末估計外幣遠期合約之公平值，由此導致本集團亦承受外匯風險。

於二零二三年十二月三十一日，倘人民幣（「人民幣」）兌港元升值／貶值5%（二零二二年：7%），而所有其他參數保持不變，則年內除稅前溢利減少／增加34.8百萬港元（二零二二年：24.6百萬港元），主要由於換算以人民幣計值之貿易、票據及其他應付款項／應收款項及現金及銀行存款之匯兌虧損／收益。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

As at 31 December 2023, if Euro ("EUR") had strengthened/weakened by 5% (2022: 8%) against the HK\$ with all other variables held constant, pre-tax profit for the year would have been HK\$9.9 million (2022: HK\$11.8 million) lower/higher, mainly as a result of foreign exchange losses/gains on translation of EUR denominated trade, bills and other receivables/payables and cash and bank deposits.

As at 31 December 2023, if EUR had strengthened/weakened by 5% (2022: 7%) against the US\$ with all other variables held constant, pre-tax profit for the year would have been HK\$27.6 million (2022: HK\$57.2 million) higher/lower, mainly as a result of foreign exchange gains/losses on translation of US\$ denominated trade, bills and other receivables/payables, borrowings, derivative financial instruments, amounts due from/to related parties and cash and bank deposits.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

於二零二三年十二月三十一日，倘歐元(「歐元」)兌港元升值／貶值5% (二零二二年：8%)，而所有其他參數保持不變，則年內除稅前溢利減少／增加9.9百萬港元(二零二二年：11.8百萬港元)，主要由於換算以歐元計值之貿易、票據及其他應收款項／應付款項以及現金及銀行存款之匯兌虧損／收益。

於二零二三年十二月三十一日，倘歐元兌美元升值／貶值5% (二零二二年：7%)，而所有其他參數保持不變，則年內除稅前溢利將增加／減少27.6百萬港元(二零二二年：57.2百萬港元)，主要由於換算以美元計值之貿易、票據及其他應收款項／應付款項、借款、衍生金融工具、應收／付關聯方款項以及現金及銀行存款之匯兌收益／虧損。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(i) Foreign exchange risk (continued)

The Directors considered the foreign exchange risk between HK\$ and US\$ is minimal as HK\$ has been linked to US\$.

(ii) Interest rate risk

The Group's interest rate risk mainly arises from borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk.

Based on the simulations performed, with a 100 basis points shift in interest rate, the pre-tax profit would have a maximum increase by the following magnitude:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Impact on profit before income tax	對除所得稅前溢利的影響	10.8	14.1

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

因港元與美元掛鈎，董事認為港元與美元之間的外匯風險極微。

(ii) 利率風險

本集團的利率風險主要來自借款。按浮動利率取得的借款讓本集團承受現金流利率風險。

根據所進行的模擬，若利率變動100個基點，除稅前溢利的最大增加幅度如下：

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(a) Market risk (continued)

(iii) Price risk

Commodity price risks

The scrap/recycled metal prices are affected by numerous factors and events that are beyond the control of the Group. These metal prices change on a daily basis and can vary significantly up and down over time. The factors impacting metal prices include both broader macro-economic developments and micro-economic considerations relating more specifically to the particular metal concerned.

During the year ended 31 December 2023, the Group entered into various commodity futures to hedge the fair value of scrap/recycled metals. Certain hedges will be settled in 2024 and the fair value of such derivatives is disclosed in Note 25.

All of the metal commodities future contracts outstanding as at 31 December 2023 and 2022 are designated and qualified as fair value hedges. Any change in the fair value of the metal commodities future contracts in relation to commodity price change will be offset by corresponding change in the fair value of the hedged item.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(a) 市場風險 (續)

(iii) 價格風險

商品價格風險

廢料／再生金屬價格均受本集團無法控制的多項因素及事件影響。該等金屬價格每日變動，且可能不時會大幅漲跌。影響金屬價格的因素包括廣泛的宏觀經濟發展以及與特定金屬更具體相關的微觀經濟考量。

於截至二零二三年十二月三十一日止年度，本集團訂立多項商品期貨以對沖廢料／再生金屬的公平值。若干對沖將於二零二四年結算，而有關衍生工具的公平值於附註25披露。

所有於二零二三年及二零二二年十二月三十一日未結束的金屬商品期貨合約被指定為及符合資格作為公平值對沖。任何與商品價格變動相關的金屬商品期貨合約的公平值變動將由對沖項目的公平值的相應變動所抵銷。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk

(i) Risk management

The credit risk of the Group mainly arises from cash and cash equivalents, derivative financial instruments, amounts due from related parties, trade, bills and other receivables and deposits with banks and financial institutions. The carrying amounts of these balances represent the Group's maximum exposure to credit risk in relation to financial assets.

Credit risk is managed on a group basis. Management has policies in place to monitor the exposures to these credit risks on trade, bills and other receivables on an on-going basis.

To manage credit risk arising from cash and cash equivalents, derivative financial instruments and deposits with banks and financial institutions, the Group only transacts with reputable and creditworthy commercial financial institutions and investment counterparties. Management does not expect any losses from non-performance by these financial institutions, therefore, the expected credit loss for such financial assets is minimal. The Group has no policy to limit the amount of credit exposure to any financial institutions.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險

(i) 風險管理

本集團的信貸風險主要來自現金及現金等值項目、衍生金融工具、應收關聯方款項、貿易、票據及其他應收款項及銀行及金融機構存款。該等結餘的賬面值為本集團就金融資產承擔的最大信貸風險。

信貸風險按組合基準管理。管理層已制訂政策持續監控有關貿易、票據及其他應收款項的該等信貸風險敞口。

為管理現金及現金等值項目、衍生金融工具及銀行及金融機構存款的信貸風險，本集團僅會與信譽良好的商業金融機構及投資對手方進行交易。管理層預計該等金融機構違約將不會造成任何損失，因此，有關金融資產的預期信貸虧損極小。本集團並無制訂對任何金融機構的信貸風險金額的政策限制。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(i) Risk management (continued)

The Group generally grants credit terms ranging from 30 to 90 days to customers upon the approval of management according to the credit quality of individual customers. The Group has policies in place to ensure that sales of products are made to customers with an appropriate credit history. The Group also has policies on granting different settlement methods to different customers to monitor the credit exposure. The Group measures expected credit losses and applies lifetime expected loss allowances for all trade and bills receivables. As at 31 December 2023, the Group held trade and bills receivables amounted to approximately HK\$1,444.9 million (2022: HK\$1,328.8 million) and loss allowances of HK\$27.3 million (2022: HK\$38.3 million) has been provided for such trade and bills receivables.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險 (續)

(i) 風險管理 (續)

在獲得管理層批准後，本集團一般根據個別客戶的信貸質素，向客戶授出介乎30至90日的信貸期。本集團已制定政策以確保向具有適當信貸記錄的客戶進行產品銷售。本集團亦有政策授予不同客戶不同的結算方式以監察信貸風險。本集團就全部貿易及票據應收款項計量預期信貸虧損及應用使用年期預期虧損撥備。於二零二三年十二月三十一日，本集團持有的貿易及票據應收款項為約1,444.9百萬港元（二零二二年：1,328.8百萬港元），並已為該等貿易及票據應收款項計提虧損撥備27.3百萬港元（二零二二年：38.3百萬港元）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(i) Risk management (continued)

Amounts due from related parties and other receivables are considered to have low credit risk. These balances are continuously monitored by assessing the credit quality of the counterparties, taking into account its financial position, past experience and other factors. Individual risk limits are set based on internal or external ratings in accordance with limits set by the Board. The compliance with credit limit by customers and counter-parties is regularly monitored by management.

As at 31 December 2023, the Group had concentration of credit risk as 8% and 20% (2022: 6% and 18%) of its total trade receivables was due from its largest trade debtors and the five largest trade debtors, respectively. The five largest trade debtors have good repayment history and credit quality with reference to the track records of these customers under internal assessment by the Group.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險 (續)

(i) 風險管理 (續)

應收關聯方款項及其他應收款項均被視為具低信貸風險。該等結餘透過評估對手方的信貸質素 (計及其財務狀況、過往經驗及其他因素)，以作持續監控。根據董事會設定的限制，個別風險限制根據內部或外部評級來設置。管理層定期監控客戶及對手方對信貸額度的遵守情況。

於二零二三年十二月三十一日，本集團承受信貸集中風險，因為其貿易應收款項總額中有8%及20% (二零二二年：6%及18%) 分別來自其最大債務人及五大債務人。經參考根據本集團內部評估的該等客戶的往績記錄，五大債務人的償款記錄及信貸質素良好。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets

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

- Trade and bills receivables

- Other financial assets at amortised costs

While cash and cash equivalents and deposits with banks are also subject to the impairment requirements of HKFRS 9, as all banks are rated with a high credit rating, the identified impairment loss is immaterial.

Trade and bills receivables

The Group applies the HKFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade and bills receivables. Details of the quantification in respect of the Group's exposure to credit risk on trade and bills receivables are set out in Note 23(b).

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值

本集團持有兩類需遵循預期信貸虧損模型的金融資產：

- 貿易及票據應收款項

- 按攤銷成本計量的其他金融資產

儘管現金及現金等值項目及銀行存款亦需遵守香港財務報告準則第9號的減值規定，因為所有銀行均被評為高信用等级，故已界定的減值虧損並不重大。

貿易及票據應收款項
本集團採用香港財務報告準則第9號的簡化方法計量預期信貸虧損，該方法就所有貿易及票據應收款項使用年期預期虧損撥備。有關本集團面臨的貿易及票據應收款項信貸風險的量化詳情載於附註23(b)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

- (ii) *Impairment of financial assets (continued)*
Trade and bills receivables (continued)

To measure the ECL, trade and bills receivables have been grouped based on the settlement profiles of customers, shared credit risk characteristics and the days past due. The expected loss rates are based on the payment profiles of sales over a period of 24 months before 31 December 2023 or 31 December 2022, respectively, and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factor affecting the ability of the customers to settle the receivables. The Group has identified the gross domestic product ("GDP") and unemployment rate of the countries in which it sells its goods and services to be the most relevant factors, and accordingly adjusts the historical loss rates on expected changes in these factors.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險 (續)

- (ii) *金融資產減值 (續)*
貿易及票據應收款項 (續)

為計量預期信貸虧損，貿易及票據應收款項已根據客戶的結算狀況、共同信貸風險特徵及逾期天數分組。預期虧損率分別基於二零二三年十二月三十一日或二零二二年十二月三十一日前24個月的銷售支付概況以及此期間內相應的歷史信貸虧損。歷史虧損率會進行調整，以反映影響客戶結算應收款項能力的宏觀經濟因素的當前及前瞻性資料。本集團已識別其銷售商品及服務所在國家的國內生產總值（「國內生產總值」）及失業率為最相關因素，並根據該等因素的預期變動相應調整歷史虧損率。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

Other financial assets at amortised cost

Other financial assets at amortised cost include amounts due from related parties and other receivables (except for prepayments). Management assesses the credit quality of the counterparties, taking into account the historical risk of default and capacity to meet its contractual cash flow obligations in the near term.

The Group considers the probability of default upon initial recognition of an asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal credit rating
- external credit rating (as far as available)

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值 (續)

按攤銷成本計量的
其他金融資產

按攤銷成本計量的其他金融資產包括應收關聯方款項及其他應收款項(預付款項除外)。管理層經考慮歷史違約風險及在短期內履行合約現金流義務的能力評估對手方的信貸質量。

本集團會考慮在初始確認資產時出現違約的可能性以及在各報告期內持續存在的信貸風險是否顯著增加。為評估信貸風險是否顯著增加，本集團將資產在報告日期發生違約的風險與初始確認日期的違約風險進行比較。本集團考慮可用的合理和支持性前瞻性資料，尤其是納入以下指標：

- 內部信用評級
- 外部信用評級
(盡可能)

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

Other financial assets at amortised cost (continued)

- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant increases in credit risk on other financial instruments of the same borrower
- significant changes in the value of the collateral supporting the obligation or in the quality of third-party guarantees or credit enhancements
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower.

Macroeconomic information (such as market interest rates or growth rates) is incorporated as part of the internal rating model.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值 (續)

按攤銷成本計量的其他金融資產 (續)

- 預計將導致借款人履行義務的能力發生重大變動的商業、財務或經濟狀況的實際或預期重大不利變動
- 借款人經營業績的實際或預期重大變動
- 同一借款人的其他金融工具的信貸風險顯著增加
- 支持債務的抵押品價值或第三方擔保或信用增強的質素發生重大變動
- 借款人的預期表現及行為發生重大變動，包括本集團借款人的付款狀況發生變化以及借款人的經營業績發生變化。

宏觀經濟資料 (如市場利率或增長率) 被納入內部評級模型的一部分。

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

Other financial assets at amortised cost (continued)

Regardless of the analysis above, a significant increase in credit risk is presumed if a debtor is more than 90 days past due in making a contractual payment.

A default on a financial asset is when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Financial assets are written off when there is no reasonable expectation of recovery, such as a debtor failing to engage in a repayment plan with the Group. Where loans or receivables have been written off, the Group continues to engage in enforcement activity to attempt to recover the receivable due. Where recoveries are made, these are recognised in consolidated statement of profit or loss.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值 (續)

按攤銷成本計量的其他金融資產 (續)

無論上文分析如何，倘債務人合約付款逾期90日以上，則假設信貸風險顯著增加。

金融資產的違約指內部產生或從外部來源獲得的信息表明債務人不大可能向其債權人(包括本集團)全額償還欠款(不考慮本集團持有的任何抵押品)。

當無合理的收回預期時(如債務人未與本集團簽訂還款計劃)，則撇銷金融資產。撇銷貸款或應收款項後，本集團會繼續從事收款活動，以試圖收回到期的應收款項。收回的款項將在綜合損益表中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(b) Credit risk (continued)

(ii) Impairment of financial assets (continued)

Other financial assets at amortised cost (continued)

As at 31 December 2023, provision for impairment on other receivables, excluding prepayment, amounted approximately to HK\$3.3 million (2022: HK\$2.8 million). Other financial assets at amortised cost are considered to be of low credit risk primarily because historically they had no history of default and the debtors had a strong capacity to meet its contractual cash flow obligations in the near term.

(c) Liquidity risk

Cash flow forecasting is performed in the operating entities of the Group and aggregated by group finance. Group finance monitors rolling forecasts of the Group's liquidity requirements to ensure it has sufficient cash to meet operational needs. Such forecasting takes into consideration the Group's debt financing plans, covenant compliance, compliance with internal balance sheet ratio targets and, if applicable external regulatory or legal requirements – for example, currency restrictions.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(b) 信貸風險 (續)

(ii) 金融資產減值 (續)

按攤銷成本計量的其他金融資產 (續)

於二零二三年十二月三十一日，其他應收款項 (不包括預付款項) 的減值撥備為約3.3百萬港元 (二零二二年：2.8百萬港元)。按攤銷成本計量的其他金融資產被認為具有較低的信貸風險，主要是因為彼等一直以來並無違約歷史且債務人具有強大能力可在短期內履行其合約現金流義務。

(c) 流動資金風險

現金流預測乃於本集團經營實體進行並由本集團財務部合併計算。本集團財務部監控本集團流動資金需求的滾動預測，確保其擁有充足現金以滿足經營需要。該等預測乃經考慮本集團的債務融資計劃及須遵守的契據，並符合內部資產負債表比率的目標及 (如適用) 外部監管或法律規定，例如貨幣限制。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

The table below analyses the Group's and the Company's non-derivative financial liabilities and net-settled derivative financial liabilities into relevant maturity groupings based on the remaining period at the balance sheet date to the contractual maturity date. Derivative financial liabilities are included in the analysis if their contractual maturities are essential for an understanding of the timing of the cash flows. The amounts disclosed in the table are the contractual undiscounted cash flows.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(c) 流動資金風險 (續)

下表分析本集團及本公司的非衍生金融負債及淨額結算的衍生金融負債，此乃按照相關的到期組別，根據由資產負債表日至合約到期日的剩餘期間進行分析。倘衍生金融負債的合約到期情況對了解現金流時機至關重要，則會計入分析中。在下表內披露的金額為合約未貼現的現金流量。

		On demand or less than 1 month 按要求或 少於一個月 HK\$M 百萬港元	Between 1 and 3 months 一至三個月 HK\$M 百萬港元	Between 3 months and 1 year 三個月至一年 HK\$M 百萬港元	Between 1 and 5 years 一至五年 HK\$M 百萬港元	Over 5 years 五年以上 HK\$M 百萬港元
As at 31 December 2023	於二零二三年 十二月三十一日					
Non-derivative financial liabilities	非衍生金融負債					
Borrowings	借款	592.9	56.5	161.7	124.2	-
Lease liabilities	租賃負債	10.6	21.2	179.5	233.3	56.8
Trade and other payables	貿易及其他應付款項	1,199.5	399.3	161.5	30.0	0.2
Amounts due to related parties and non-controlling interests	應付關聯方及非控股 權益款項	54.9	25.2	8.0	0.6	9.9
		1,857.9	502.2	510.7	388.1	66.9
As at 31 December 2022	於二零二二年 十二月三十一日					
Non-derivative financial liabilities	非衍生金融負債					
Borrowings	借款	1,028.6	1.4	84.9	132.3	-
Lease liabilities	租賃負債	10.9	21.7	97.8	176.4	45.0
Trade and other payables	貿易及其他應付款項	1,117.9	370.1	53.2	27.4	2.9
Amounts due to related parties	應付關聯方款項	21.2	25.7	21.5	-	-
		2,178.6	418.9	257.4	336.1	47.9

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.1 Financial risk factors (continued)

(c) Liquidity risk (continued)

Bank borrowings with a repayment on demand clause are included in the “on demand or less than 1 month” time band in the above maturity analysis. As at 31 December 2023, the aggregate carrying amounts of these bank borrowings amounted to HK\$190.1 million (2022: HK\$185.4 million). Taking into account the Group’s financial position, the Directors do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The Directors believe that such bank borrowings will be repaid within five years after the reporting date in accordance with the scheduled repayment dates set out in the loan agreements. At that time, the aggregate principal and interest cash outflows of HK\$192.4 million (2022: HK\$188.8 million) will be repaid within five year.

The amounts included above for the variable interest rate instruments are subject to change if changes in actual interest rates differ to those estimated at the end of the reporting period.

3.2 Capital management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group’s overall strategy remained unchanged from prior years.

The capital structure of the Group consists of debt, which includes bank and other borrowings and lease liabilities as disclosed in Notes 30 and 31 and, net of cash and cash equivalents and equity attributable to shareholders of the Company, comprising capital, various reserves and accumulated losses.

3 金融風險管理 (續)

3.1 金融風險因素 (續)

(c) 流動資金風險 (續)

須按要求償還之銀行借款計入上述到期日分析之「按要求或少於一個月」時間範圍內。於二零二三年十二月三十一日，該等銀行借款之賬面值總額達190.1百萬港元(二零二二年：185.4百萬港元)。經計及本集團之財務狀況後，董事相信銀行不可能將行使其酌情權以要求即時還款。董事相信，該等銀行借款將於報告日期後五年內根據貸款協議所載預定還款日期償還。屆時，本金總額及利息現金流出192.4百萬港元(二零二二年：188.8百萬港元)將於五年內償還。

倘實際利率之變動有別於報告期末釐定之估計利率變動，上述浮息工具之金額或會出現變動。

3.2 資本管理

本集團之資本管理旨在確保本集團內所有個體均可持續經營，同時透過優化債務及股本結構為利益相關者爭取最大回報。本集團的整體策略與往年相比保持不變。

本集團資本結構包括債務(包括披露於附註30及31的銀行及其他借款以及租賃負債，扣除現金及現金等值項目)及本公司股東應佔權益(包括資本、各種儲備及累計虧損)。

Notes to the Consolidated Financial Statements
綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.2 Capital management (continued)

During the year ended 31 December 2023, the Group monitor capital on basis of gearing ratio, which is calculated based on total borrowings divided by our total assets.

The Group's gearing ratio as at 31 December 2023 and 2022 was as follows:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Total borrowings	總借款	903.1	1,142.1
Total assets	總資產	8,720.4	8,573.0
Gearing ratio	資產負債比率	10.4%	13.3%

The Directors review the capital structure periodically. The Directors also balance the overall capital structure through the payment of dividends, new share issues and share repurchases as well as the issue of new debt or the redemption of existing debt. No changes were made in the objectives, policies or processes during the year ended 31 December 2023.

3 金融風險管理 (續)

3.2 資本管理 (續)

於截至二零二三年十二月三十一日止年度，本集團根據資產負債比率監控資本，資產負債比率根據借款總額除以我們的資產總值計算。

本集團於二零二三年及二零二二年十二月三十一日的資產負債比率如下：

董事定期審閱資本架構。董事亦透過支付股息、發行新股及股份購回以及發行新債務或贖回現有債務平衡整體資本架構。於截至二零二三年十二月三十一日止年度，有關目標、政策或程序並無變動。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation

Fair value measurements and valuation process

The directors of the Company determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where Level 1 and 2 inputs are not available, the Group engages third party qualified valuers to perform the valuation for financial instruments that are measured at fair value on a recurring basis. The Directors and the senior management team work closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model.

Information about the valuation techniques and inputs used in determining the fair value of various assets and liabilities are disclosed below.

The following table analyses the Group's financial instruments carried at fair value as at 31 December 2023 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

3 金融風險管理 (續)

3.3 公平值估計

公平值計量及估值程序

本公司董事就公平值計量釐定合適的估值方法及輸入數據。

於估計資產或負債的公平值時，本集團運用其獲得的市場觀察數據。倘第一及第二級輸入數據不可用，本集團委聘第三方合資格估值師對按經常性基準以公平值計量之金融工具進行估值。董事及高級管理層團隊與外聘合資格估值師密切合作以制定合適的估值技術及輸入數據模式。

有關釐定不同資產及負債公平值所使用的估值方法及輸入數據資料披露於下文。

下表分析本集團於二零二三年十二月三十一日按公平值列賬之金融工具，透過計量公平值所用之估計方法之輸入數據層級劃分。有關輸入數據在公平值層級內分為以下三個級別：

- 活躍市場上相同資產或負債的報價(未經調整)(第一級)。
- 除第一級所包括的報價外，資產或負債的可直接(即價格)或間接(即從價格得出)觀察所得輸入值(第二級)。
- 並非根據可觀察市場數據釐定的資產或負債輸入值(即不可觀察輸入值)(第三級)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

Fair value measurements and valuation process (continued)

Financial assets/(liabilities) 金融資產/(負債)

	Fair value as at 於以下日期的公平值		Fair value hierarchy 公平值層級
	31 December 2023 二零二三年 十二月三十一日 HK\$M 百萬港元	31 December 2022 二零二二年 十二月三十一日 HK\$M 百萬港元	
1) Publicly traded metal commodities future contracts classified as derivative financial instruments in the consolidated balance sheet 於綜合資產負債表中分類為衍生金融工具之公開交易金屬商品期貨合約	(0.3)	(1.9)	Level 1 第一級
2) Metal commodities future contracts classified as derivative financial instruments in the consolidated balance sheet 於綜合資產負債表中分類為衍生金融工具之金屬商品期貨合約	8.1 (16.8)	6.1 (13.0)	Level 2 第二級
3) Foreign currency forward contracts classified as derivative financial instruments in the consolidated balance sheet 於綜合資產負債表中分類為衍生金融工具之外幣遠期合約	8.4 (1.1)	11.0 (0.2)	Level 2 第二級
4) Interest rate swap contracts classified as derivatives financial instruments in the consolidated balance sheet 於綜合資產負債表中分類為衍生金融工具之利率掉期合約	(0.6)	-	Level 2 第二級
5) Financial assets at fair value through profit or loss 按公平值計入損益之金融資產	0.8	0.8	Level 3 第三級
6) Financial assets at fair value through other comprehensive income 按公平值計入其他全面收益之金融資產	87.6	84.8	Level 3 第三級

Financial instruments in level 1

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

第一級金融工具

於活躍市場公開交易的衍生金融工具的公平值以資產負債表日的市場報價為基礎。若可以從交易所、交易商、經紀人、行業團體、定價服務或監管機構隨時獲得定期報價，則該市場被認為是活躍市場，且有關價格代表了公平交易的實際和定期發生的市場交易。本集團持有的金融資產所使用的市場報價為投標商品期貨的報價。該等工具屬於第一級，主要包括在倫敦金屬交易所公開交易的金屬商品期貨合約。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

Fair value measurements and valuation process (continued)

Financial instruments in level 2

The Group's metal commodities future contracts represented the Group's derivative financial instruments which are included in level 2. The basis of fair value measurement and valuation technique of such derivative financial instruments are par method and taking actively traded future prices into account.

The Group's foreign currency forward contracts represented the Group's derivative financial instruments which are included in level 2. The basis of fair value measurement and valuation technique of such derivative financial instruments are discount cash flow method and present value of the future cash flows estimated based on forward exchange rates. The unobservable input is expected future cash flow, therefore lower cash flow results in lower present value.

Financial instruments in level 3

The Group's equity interests in unlisted entities represented the Group's financial assets at fair value through other comprehensive income and financial assets at fair value through profit or loss which are included in level 3. The basis of fair value measurement and valuation technique of such financial assets are discount cash flow method and present value of the estimated future cash flows of the investee entities. The unobservable input is expected future cash flow, therefore lower cash flow results in lower present value.

3 金融風險管理 (續)

3.3 公平值估計 (續)

公平值計量及估值程序 (續)

第二級金融工具

本集團的金屬商品期貨合約代表本集團的衍生金融工具，屬於第二級。此類衍生金融工具的公平值計量和估值技術的基準為面值法，並考慮活躍交易的未來價格。

本集團的外幣遠期合約代表本集團的衍生金融工具，屬於第二級。此類衍生金融工具的公平值計量和估值技術的基準為折現現金流量法及根據遠期匯率估計的未來現金流的現值。不可觀察輸入值為預期未來現金流，因此現金流量減少會導致現值降低。

第三級金融工具

本集團於非上市實體中的股權代表本集團按公平值計入其他全面收益之金融資產及按公平值計入損益之金融資產，屬於第三級。此類金融資產的公平值計量和估值技術的基準為折現現金流量法及被投資實體估計未來現金流的現值。不可觀察輸入值為預期未來現金流，因此現金流量減少會導致現值降低。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

Fair value measurements and valuation process (continued)

Fair value measurements recognised in the consolidated balance sheet:

3 金融風險管理 (續)

3.3 公平值估計 (續)

公平值計量及估值程序 (續)

於綜合資產負債表確認的公平值計量：

		Level 1 第一級 HK\$M 百萬港元	Level 2 第二級 HK\$M 百萬港元	Level 3 第三級 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元
As at 31 December 2023	於二零二三年 十二月三十一日				
Assets	資產				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	-	-	0.8	0.8
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	-	-	87.6	87.6
Hedging derivatives	對沖衍生工具				
– metal commodities futures	– 金屬商品期貨	-	8.1	-	8.1
Trading derivatives	交易衍生工具				
– foreign currency forwards	– 外幣遠期	-	8.4	-	8.4
Liabilities	負債				
Hedging derivatives	對沖衍生工具				
– metal commodities futures	– 金屬商品期貨	(0.3)	(16.8)	-	(17.1)
– interest rate swap contracts	– 利率掉期合約	-	(0.6)	-	(0.6)
Trading derivatives	交易衍生工具				
– foreign currency forwards	– 外幣遠期	-	(1.1)	-	(1.1)
As at 31 December 2022	於二零二二年 十二月三十一日				
Assets	資產				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	-	-	0.8	0.8
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之金融資產	-	-	84.8	84.8
Hedging derivatives	對沖衍生工具				
– metal commodities futures	– 金屬商品期貨	-	6.1	-	6.1
Trading derivatives	交易衍生工具				
– foreign currency forwards	– 外幣遠期	-	11.0	-	11.0
Liabilities	負債				
Hedging derivatives	對沖衍生工具				
– metal commodities futures	– 金屬商品期貨	(1.9)	(13.0)	-	(14.9)
Trading derivatives	交易衍生工具				
– foreign currency forwards	– 外幣遠期	-	(0.2)	-	(0.2)

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.3 Fair value estimation (continued)

Fair value measurements and valuation process (continued)

The following table presents the changes in level 3 instruments for the years ended 31 December 2023 and 2022:

		Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Total 2023	Financial assets at fair value through profit or loss	Financial assets at fair value through other comprehensive income	Total 2022
		按公平值 計入損益之 金融資產 HK\$'M 百萬港元	按公平值 計入其他 全面收益之 金融資產 HK\$'M 百萬港元	二零二三年 合計 HK\$'M 百萬港元	按公平值 計入損益之 金融資產 HK\$'M 百萬港元	按公平值 計入其他 全面收益之 金融資產 HK\$'M 百萬港元	二零二二年 合計 HK\$'M 百萬港元
As at 1 January	於一月一日	0.8	84.8	85.6	0.8	91.3	92.1
Additions	添置	0.1	0.1	0.2	-	1.0	1.0
Disposals	出售	-	-	-	(3.2)	-	(3.2)
Fair value (loss)/gain	公平值 (虧損)/收益	(0.1)	1.8	1.7	3.2	(2.6)	0.6
Currency translation differences	匯兌差額	-	0.9	0.9	-	(4.9)	(4.9)
As at 31 December	於十二月三十一日	0.8	87.6	88.4	0.8	84.8	85.6

There were no transfers among the three levels during either of the years ended 31 December 2023 or 2022.

The management considers that the carrying amounts of financial assets and financial liabilities measured at amortised cost in the consolidated financial statements approximate their fair values.

3 金融風險管理 (續)

3.3 公平值估計 (續)

公平值計量及估值程序 (續)

下表載列截至二零二三年及二零二二年十二月三十一日止年度第三級工具的變動：

於截至二零二三年或二零二二年十二月三十一日止年度，三個層級之間並無轉移。

管理層認為，於綜合財務報表內按攤銷成本計量的金融資產及金融負債的賬面值與其公平值相若。

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Offsetting financial assets and financial liabilities (continued)

(a) Financial assets (continued)

		Gross amount of recognised financial assets	Gross amount of recognised financial liabilities net off in the consolidated balance sheet	Net amounts of financial assets presented in the consolidated balance sheet	Related amounts not net off in the consolidated balance sheet		
		未於綜合資產負債表扣除的相關金額	於綜合資產負債表扣除的	於綜合資產負債表呈列的金融資產淨額	Financial instruments	Cash collateral received	Net amount
As at 31 December 2022		已確認金融資產總額	已確認金融負債總額	金融資產淨額	金融工具	已收取現金抵押品	淨額
		HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Pledged and restricted bank deposits	已抵押及受限制銀行存款	52.3	-	52.3	-	(43.0)	9.3
Cash and cash equivalents	現金及現金等值項目	713.7	-	713.7	-	(8.1)	705.6
Derivative financial instruments	衍生金融工具						
- Foreign currency forward contracts	- 外幣遠期合約	11.0	-	11.0	-	-	11.0
- Metal commodities future contracts	- 金屬商品遠期合約	6.1	-	6.1	-	-	6.1

3 金融風險管理 (續)

3.4 抵銷金融資產及金融負債 (續)

(a) 金融資產 (續)

		Gross amount of recognised financial assets	Gross amount of recognised financial liabilities net off in the consolidated balance sheet	Net amounts of financial assets presented in the consolidated balance sheet	Related amounts not net off in the consolidated balance sheet		
		未於綜合資產負債表扣除的相關金額	於綜合資產負債表扣除的	於綜合資產負債表呈列的金融資產淨額	Financial instruments	Cash collateral received	Net amount
As at 31 December 2022		已確認金融資產總額	已確認金融負債總額	金融資產淨額	金融工具	已收取現金抵押品	淨額
		HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Pledged and restricted bank deposits	已抵押及受限制銀行存款	52.3	-	52.3	-	(43.0)	9.3
Cash and cash equivalents	現金及現金等值項目	713.7	-	713.7	-	(8.1)	705.6
Derivative financial instruments	衍生金融工具						
- Foreign currency forward contracts	- 外幣遠期合約	11.0	-	11.0	-	-	11.0
- Metal commodities future contracts	- 金屬商品遠期合約	6.1	-	6.1	-	-	6.1

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Offsetting financial assets and financial liabilities (continued)

(b) Financial liabilities

The following financial liabilities are subject to offsetting, enforceable master netting arrangements and similar agreements:

		Gross amount of recognised financial assets net off in the consolidated balance sheet		Net amounts of financial liabilities presented in the consolidated balance sheet		Related amounts not net off in the consolidated balance sheet	
		Gross amounts of recognised financial liabilities	已確認金融負債總額	Net amounts of financial liabilities presented in the consolidated balance sheet	未於綜合資產負債表扣除的相關金額	Cash collateral received	Net amount
		HK\$M	已確認金融負債總額	HK\$M	金融工具	已收取現金抵押品	淨額
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
As at 31 December 2023							
於二零二三年十二月三十一日							
Borrowings	借款	903.1	-	903.1	-	(1.2)	901.9
Derivative financial instruments	衍生金融工具						
- Foreign currency forward contracts	- 外幣遠期合約	1.1	-	1.1	-	-	1.1
- Interest rate swap contracts	- 利率掉期合約	0.6	-	0.6	-	-	0.6
- Metal commodities future contracts	- 金屬商品遠期合約	17.1	-	17.1	-	-	17.1

3 金融風險管理 (續)

3.4 抵銷金融資產及金融負債 (續)

(b) 金融負債

以下金融負債受抵銷、可強制執行統一淨額結算安排及類似協議規限：

Notes to the Consolidated Financial Statements 綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (continued)

3.4 Offsetting financial assets and financial liabilities (continued)

(b) Financial liabilities (continued)

		Gross amount of recognised financial assets net off in the consolidated balance sheet	Gross amount of recognised financial liabilities	Net amounts of financial liabilities presented in the consolidated balance sheet	Related amounts not net off in the consolidated balance sheet		
		於綜合資產負債表扣除的已確認金融負債總額	於綜合資產負債表呈列的已確認金融負債總額	於綜合資產負債表呈列的金融負債淨額	金融工具	Cash collateral received	Net amount
		HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
As at 31 December 2022							
於二零二二年十二月三十一日							
Borrowings	借款	1,142.1	-	1,142.1	-	(43.0)	1,099.1
Derivative financial instruments	衍生金融工具						
- Foreign currency forward contracts	—外幣遠期合約	0.2	-	0.2	-	-	0.2
- Metal commodities future contracts	—金屬商品遠期合約	14.9	-	14.9	-	(8.1)	6.8

The gross amounts of the recognised financial assets and financial liabilities as presented in the Group's consolidated balance sheet, both of which have been disclosed in the above tables, are measured as fair value.

The disclosures set out in the tables above include commodities futures contracts traded through brokers, and foreign currency forward/swap contracts contracted with banks. If a default event (included but not limited to default payment, liquidation, bankruptcy or insolvency) occurs, the brokers and the banks are able to exercise the right to offset against any favourable contracts and/or the collaterals placed.

3 金融風險管理 (續)

3.4 抵銷金融資產及金融負債 (續)

(b) 金融負債 (續)

本集團綜合資產負債表內呈列的已確認金融資產及金融負債的總額 (均已披露於上表) 按公平值計量。

上表所述披露包括透過經紀人交易的商品期貨合約及與銀行訂約的外幣遠期/掉期合約。倘出現違約事件 (包括但不限於拖欠付款、清盤、破產或無力償債)，經紀人及銀行可行使權利抵銷任何有利合約及/或抵押品。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

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

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

(a) Impairment of non-financial assets

The Group tests at least annually whether goodwill and other assets that have indefinite useful lives have suffered any impairment in accordance with the accounting policy stated in Note 17. Other assets that are subject to depreciation and amortisation are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of the asset exceeds its recoverable amount. The recoverable amounts of an asset or a cash-generating unit have been determined based on value-in-use calculations or its fair value less costs of disposal, whichever is higher. These calculations require the use of estimates. The value-in-use calculations primarily use cash flow projections. Judgement is required to determine key assumptions adopted in the cash flow projections and changes to key assumptions can significantly affect these cash flow projections and therefore the results of the impairment reviews.

4 重要會計估計及判斷

估計及判斷經持續評估，並以過往經驗及其他因素為基礎，包括在現實情況下相信對未來事件的合理預期。

本集團會就未來作出估計及假設。由此產生之會計估計顯然很少與相關實際結果相符。具有重大風險於下一財政年度引致資產及負債賬面值之重大調整的估計及假設於下文載述。

(a) 非金融資產減值

本集團根據附註17所列的會計政策至少每年就商譽及其他沒有確定使用年期的資產進行測試，以確定是否出現減值。其他需折舊及攤銷的資產則在當有事件出現或情況改變顯示賬面值超出其可收回金額時就減值進行檢討。資產或現金產生單位的可收回金額按照使用價值或其公平值減出售成本（以較高者為準）計算方法予以釐定。該等計算方法需要利用估算。使用價值計算方法主要使用現金流量預測。於現金流量預測中所採用的主要假設須作出判斷才能確定，主要假設的變化可能對此等現金流量預測產生重大影響，並最終影響減值檢討的結果。

Notes to the Consolidated Financial Statements 綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(b) Asset retirement obligations

Various pieces of land was leased by the Group for operating scrap yards and preparation of the land might be needed to make it appropriate for operation as scrap yards.

It was the Group's contractual obligation to bring the land to its original condition as the Group is not the owner of the land. The Group estimates the expected costs necessary to dismantle the scrap yards by assessing the discount rate as well as expected increment in future cost which might lead to changes in the provisions recognised.

(c) Estimation of provision for impairment of receivables

The loss allowances for receivables are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the allowances calculation, based on the Group's historical credit loss experience, existing market conditions as well as forward looking estimates at the end of each reporting period. Where the expectations are different from the original estimates, such differences will impact the carrying values of receivables and the impairment loss on receivable is recognised in the years in which such estimates have changed.

(d) Current and deferred income tax

The Group is subject to income taxes in numerous jurisdictions. Significant judgement is required in determining the worldwide provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain, such as deductibility of compensation payments to customers. The Group recognises liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences would impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

4 重要會計估計及判斷 (續)

(b) 資產報廢責任

本集團租用多幅土地營運廢料工場，因此需要將土地打造成適合營運廢料工場。

由於本集團並非土地的業主，因此本集團有合約責任須將土地恢復原貌。本集團透過評估貼現率及預測可能導致已確認撥備改變的未來成本增幅，估算清拆廢料工場所必需的估計成本。

(c) 應收款項減值撥備之估計

應收款項虧損撥備乃按照有關違約風險及預期虧損率的假設計提。本集團在作出該等假設及篩選減值計算輸入數據時，根據本集團於各報告期末的歷史信貸虧損經驗、現有市況以及前瞻性估計作出判斷。當預期有別於原始估計時，該等差額將影響應收款項的賬面值，而應收款項減值虧損於有關估計已改變的年度內確認。

(d) 即期及遞延所得稅

本集團須繳付多個司法權區的所得稅。釐定世界各地的所得稅撥備時需要作出重大判斷。有諸多難以確定最終稅項的交易及計算方法，例如支付予客戶的補償的可扣稅程度。本集團根據估計會否有額外稅款到期而確認預測稅項審核事宜的負債。倘該等事宜的最終稅務結果與最初記賬的金額不同，有關差額將會影響作出有關決定期間的即期及遞延所得稅資產及負債。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(d) Current and deferred income tax (continued)

Deferred tax assets relating to certain temporary differences and tax losses are recognised when management considers it is probable that future taxable profit will be available against which the temporary differences or tax losses can be utilised. Where the expectation is different from the original estimates, such difference will impact the recognition of deferred tax assets and income tax in the period in which such estimates are changed.

(e) Net realisable value of inventories

Net realisable value of inventories is the estimated selling price in the ordinary course of business, less estimated cost to completion and selling expenses. Management of the Group reviews the inventories listing on a category-by-category basis at the end of the reporting period, and assesses whether the cost of the finished products will exceed their net realisable value. Management estimates the net realisable value for such inventories based primarily on the latest resale value and quoted prices on applicable commodity exchanges. If the market price of inventories is to decline, additional write down may be required. Management reassesses the estimation at the end of each reporting period.

(f) Fair value of derivatives and other financial assets

The fair value of financial instruments and other financial assets (including embedded derivative components of convertible bonds and options over shares in joint ventures to joint venture partners, if any) that are not traded in an active market is determined by using appropriate valuation techniques and making assumptions that are based on market conditions existing at each reporting date.

The fair value of options over shares of non-listed entities are determined using discounted cash-flow method, which requires the determination of an appropriate discount rate as well as assumptions regarding the cash-flow projections.

4 重要會計估計及判斷 (續)

(d) 即期及遞延所得稅 (續)

倘管理層認為日後可能有應課稅溢利用作抵銷暫時差額及稅項虧損，則會確認有關若干暫時差額或稅項虧損的遞延稅項資產。倘預期與最初估計不同，則有關差額會影響估計更改期間的遞延稅項資產及所得稅確認。

(e) 存貨之可變現淨值

存貨之可變現淨值為日常業務過程中的估計售價減估計完成成本及銷售開支。本集團管理層於報告期末按類別檢討存貨清單，並估計製成品的成本會否超逾可變現淨值。管理層主要按最新轉售價值及相關商品交易所報價估計有關存貨的可變現淨值。倘存貨市價下跌，則或須作出額外撇減。管理層於各報告期末重新評估有關估計。

(f) 衍生工具及其他金融資產之公平值

並非於活躍市場買賣的金融工具及其他金融資產(包括可換股債券之嵌入式衍生部分及向合營企業合夥人發出之合營企業股份購股權(如有))之公平值乃透過採用適合估值方法及根據各報告日期存在的市況作出的假設釐定。

就非上市實體股份的購股權的公平值乃採用貼現現金流量法釐定，當中需要就現金流量預測釐定適當的貼現率以及假設。

Notes to the Consolidated Financial Statements 綜合財務報表附註

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (continued)

(g) Useful lives of property, plant and equipment and intangible assets

The Group's management determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment and intangible assets by reference to the estimated periods that the Group intends to derive future economic benefits from the use of these assets. These estimates are based on the historical experience of the actual useful lives of property, plant and equipment and intangible assets of similar nature and functions. Management will adjust useful lives as appropriate.

The Group periodically reassesses the useful lives of its property, plant and equipment, taking into consideration past usage and performance, prior repair and maintenance efforts, current physical and operating conditions of these assets, industry practices as well as future usage plans. Periodic review could result in a change in useful lives and therefore depreciation and amortisation expense in the future periods.

(h) Determination of the lease term

In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options (or not periods after termination options) are only included in the lease term if the lease is reasonably certain to be extended (or not terminated). The assessment is reviewed when a significant event or a significant change in circumstances occurs which affects this assessment and that is within the control of the lessee.

4 重要會計估計及判斷 (續)

(g) 物業、廠房及設備以及無形資產的可使用年期

本集團管理層參考本集團擬自利用該等資產產生未來經濟利益的估計期間來釐定其物業、廠房及設備以及無形資產的估計可使用年期及有關折舊及攤銷費用。此等估計以相似性質及功能的物業、廠房及設備以及無形資產過往的實際可使用年期為基準。管理層將適時調整可使用年期。

經考慮物業、廠房及設備的過往用途及表現、過往維修及保養投入、現時實質及營運狀況、行業慣例以及未來使用計劃，本集團定期重新評估其該等資產的可使用年期。定期檢討可能導致可使用年期出現變動，因而產生未來期間的折舊及攤銷開支。

(h) 釐定租賃期限

於釐定租賃期限時，管理層考慮導致行使延期選擇權或不行使終止選擇權經濟動機的所有事實及情況。延期選擇權（或非終止選擇權後期間）僅於可合理肯定有關租賃將予延長（或非終止）的情況下納入租賃期限。倘發生重大事件或情況出現重大變動而影響有關評估，且於承租人的控制範圍內，則須檢討該評估。

5 SEGMENT INFORMATION

The Group's CODM, which has been identified as the Executive Committee that makes strategic decisions, assesses the Group's performance from geographic perspective and has identified three reportable segments of its business: Asia, Europe and North America. The operating segments are assessed based on the measure of segment profit. This measurement basis excludes the effects of non-operating gains/losses, such as impairments on non-financial assets, fair value gain/loss on trading derivative financial instruments, and gain/loss on disposals of assets held for sale, joint ventures, property, plant and equipment, right-of-use assets and intangible assets. The measure also excludes centralised costs such as the Group's key managements' remunerations and other central administrative expenses. Finance income, finance costs, income tax expenses and those unallocated income and expenses are not included in the result for each operating segment that is reviewed by the Group's CODM. Inter-segment sales are charged at prevailing market price.

Total segment assets exclude deferred income tax assets, tax recoverable, derivative financial instruments and cash and cash equivalents which are managed centrally. Information relating to segment liabilities is not disclosed as such information is not regularly reported to the CODM.

5 分部資料

本集團的主要營運決策者（其已識別為作出戰略性決定之執行委員會）根據地理角度評估本集團的表現，並已確定三個可呈報分部業務：亞洲、歐洲及北美洲。經營分部根據分部溢利的計量方法作評估。此計量基礎不包括非經營收益／虧損的影響，例如非金融資產減值、交易性衍生金融工具之公平值收益／虧損及出售持作出售資產、合營企業、物業、廠房及設備、使用權資產及無形資產的收益／虧損。計量亦不包括中央成本，例如本集團主要管理層的薪酬及其他中央行政開支。財務收入、財務成本、所得稅開支及該等未分配收入及開支並不包括在本集團的主要營運決策者所審閱的各個經營分部的業績中。分部間銷售按當前市價收費。

總分部資產不包括集中管理的遞延所得稅資產、可退回稅項、衍生金融工具以及現金及現金等值項目。有關分部負債的資料並不披露，由於該等資料並非定期向主要營運決策者報告。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (continued)

The following table presents revenue and segment profit information regarding the Group's reportable segments for the years ended 31 December 2023 and 2022, respectively:

		31 December 2023 二零二三年十二月三十一日					31 December 2022 二零二二年十二月三十一日				
		Asia 亞洲 HK\$M 百萬港元	Europe 歐洲 HK\$M 百萬港元	North 北美洲 HK\$M 百萬港元	Unallocated 未分配 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元	Asia 亞洲 HK\$M 百萬港元	Europe 歐洲 HK\$M 百萬港元	North 北美洲 HK\$M 百萬港元	Unallocated 未分配 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元
Revenue	收益										
Total segment revenue	分部收益總額	1,719.8	14,960.9	4.1	-	16,684.8	1,787.1	17,841.4	35.7	19,664.2	
Inter-segment sales	分部間銷售	-	(205.1)	-	-	(205.1)	(3.9)	(86.0)	-	(89.9)	
External sales	外部銷售	1,719.8	14,755.8	4.1	-	16,479.7	1,783.2	17,755.4	35.7	19,574.3	
Segment (loss)/profit	分部(虧損)/溢利	(128.7)	364.4	(9.0)	4.3	231.0	(104.0)	707.8	(17.9)	4.8	
Finance income	財務收入					4.9				8.3	
Finance costs	財務成本					(186.6)				(195.0)	
Profit before income tax	除所得稅前溢利					49.3				404.0	
Income tax expense	所得稅開支					(68.5)				(166.6)	
(Loss)/Profit for the year	年內(虧損)/溢利					(19.2)				237.4	
Depreciation and amortisation expenses	折舊及攤銷開支	(62.1)	(326.6)	-	(1.5)	(390.2)	(69.3)	(277.4)	(0.5)	(61.1)	
Fair value (loss)/gain on trading derivative financial instruments (Note)	交易性衍生金融工具之公平值(虧損)/收益(附註)	-	-	-	(4.5)	(4.5)	-	-	-	15.7	
Fair value (loss)/gain on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值(虧損)/收益	-	-	-	(0.1)	(0.1)	-	3.2	-	3.2	
(Loss)/Gain on disposals of property, plant and equipment and right-of-use assets	出售物業、廠房及設備及使用權資產之(虧損)/收益	(0.5)	13.1	-	-	12.6	17.8	17.5	-	35.3	
Gain on disposals of assets held for sale	出售持作出售資產之收益	-	6.0	-	-	6.0	82.7	74.0	-	156.7	
Provision for impairments on property, plant and equipment and right-of-use assets	物業、廠房及設備以及使用權資產之減值撥備	(10.2)	(0.8)	-	-	(11.0)	-	-	-	(1.0)	
Provision for impairment on intangible assets	無形資產之減值撥備	(9.4)	-	-	-	(9.4)	-	-	-	-	
Provision for impairment on investment in a joint venture	投資合營企業之減值撥備	-	-	-	-	-	(12.0)	(61.3)	-	(73.3)	
Provision for impairment on asset held for sale	持作出售資產之減值撥備	-	(15.2)	-	-	(15.2)	-	-	-	-	

Note: The fair value (loss)/gain on trading derivative financial instruments for the year ended 31 December 2023 and 2022 represented the fair value (loss)/gain related to those trading derivative financial instruments that were not subject to hedge accounting.

5 分部資料(續)

下表分別載列有關本集團截至二零二三年及二零二二年十二月三十一日止年度可呈報分部的收益及分部溢利的資料：

For the year ended
截至以下日期止年度

附註：截至二零二三年及二零二二年十二月三十一日止年度的交易性衍生金融工具之公平值(虧損)/收益指毋須進行對沖會計處理的該等交易性衍生金融工具有關的公平值(虧損)/收益。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (continued)

Segment assets

Reconciliation of segment assets to total assets as at 31 December 2023 and 31 December 2022 are provided as follows:

		31 December 2023 二零二三年十二月三十一日				31 December 2022 二零二二年十二月三十一日			
		Asia 亞洲 HK\$M 百萬港元	Europe 歐洲 HK\$M 百萬港元	North America 北美洲 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元	Asia 亞洲 HK\$M 百萬港元	Europe 歐洲 HK\$M 百萬港元	North America 北美洲 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元
Segment assets	分部資產	1,313.5	6,844.6	25.9	8,184.0	1,337.6	6,273.5	146.7	7,757.8
Deferred income tax assets	遞延所得稅資產				62.3				52.5
Tax recoverable	可退回稅項				91.1				31.9
Derivative financial instruments	衍生金融工具				16.5				17.1
Cash and cash equivalents	現金及現金等值項目				366.5				713.7
Total assets	資產總值				8,720.4				8,573.0

Geographical information

Non-current assets, other than financial instruments and deferred income tax assets, are analysed by geographic regions as follows:

		As at 於	
		31 December 2023 二零二三年 十二月三十一日 HK\$M 百萬港元	31 December 2022 二零二二年 十二月三十一日 HK\$M 百萬港元
Asia	亞洲	486.1	604.2
Europe	歐洲	3,967.1	3,774.2
Total	總計	4,453.2	4,378.4

5 分部資料 (續)

分部資產

於二零二三年十二月三十一日及二零二二年十二月三十一日分部資產與資產總值的對賬如下：

		As at 於			
		31 December 2023 二零二三年 十二月三十一日 HK\$M 百萬港元	31 December 2022 二零二二年 十二月三十一日 HK\$M 百萬港元		
Segment assets	分部資產	1,313.5	6,844.6		
Deferred income tax assets	遞延所得稅資產	62.3	52.5		
Tax recoverable	可退回稅項	91.1	31.9		
Derivative financial instruments	衍生金融工具	16.5	17.1		
Cash and cash equivalents	現金及現金等值項目	366.5	713.7		
Total assets	資產總值	8,720.4	8,573.0		

地區資料

非流動資產不包括金融工具及遞延所得稅資產，按地區分析如下：

		As at 於	
		31 December 2023 二零二三年 十二月三十一日 HK\$M 百萬港元	31 December 2022 二零二二年 十二月三十一日 HK\$M 百萬港元
Asia	亞洲	486.1	604.2
Europe	歐洲	3,967.1	3,774.2
Total	總計	4,453.2	4,378.4

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (continued)

Revenue recognition

Revenue comprises the fair value of the consideration received or receivable for the sales of goods and services in the ordinary course of the Group's activities. Revenue is shown net of value-added tax, returns (if any) and after eliminating sales within the Group.

Sales of goods

Revenue is recognised when or as the control of the goods is transferred to the customers in accordance with relevant shipping terms, the customers have full discretion over the goods and there is no unfulfilled obligation that could affect the customers' acceptance of the goods. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to customers, and either customers have accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

Revenue from these sales is recognised based on the price specified in the contract. Accumulated experience is used to estimate and provide for the returns, if any, using the expected value method, and revenue is only recognised to the extent that it is highly probable that a significant reversal will not occur. A refund liability (included in trade and other payables) is recognised for expected returns in relation to sales made until the end of the reporting period. No element of financing is deemed present as the sales are made with credit terms that are consistent with market practice.

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

5 分部資料 (續)

收益確認

收益包括於本集團日常業務過程中就銷售商品和服務已收或應收代價的公平值。收益於扣除增值稅、退貨(如有)及抵銷集團內部銷售後呈列。

銷售貨品

收益於貨品的控制權根據相關貨運條款轉移至客戶，客戶對貨品擁有完全酌情權且並無任何未履行義務會影響客戶接受貨品時予以確認。當產品被運送至特定位置，過時和損失的風險轉移至客戶，且客戶按照銷售合約已接受產品及驗收條文已失效或本集團有客觀證據顯示已滿足所有接收標準時，即發生交貨。

來自該等銷售的收益根據合約中指定的價格確認。本集團利用累積的經驗使用預期價值法估計及對退貨(如有)作出撥備，並僅在極有可能不會發生重大逆轉的情況下確認收益。退款負債(計入貿易及其他應付款項)就與報告期末前作出的銷售有關的預期退貨予以確認。由於銷售所用的信貸條款與市場慣例一致，因此認為並無任何融資因素。

應收款項於貨品的控制權轉移至客戶時確認，原因為此時乃代價成為無條件的時間點，於付款到期前僅須隨時間推移即可收取付款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

5 SEGMENT INFORMATION (continued)

Sales of goods (continued)

If the services rendered or products delivered by the Group exceed the payments made by the counter parties, a contract asset is recognised. If the payments exceed the services rendered or products delivered, a contract liability is recognised.

The Group's revenue mainly represents the amounts received or receivable for the sales of recycled scraps and wastes, net of sales related taxes, during the year. The Group derives revenue mainly from transfer of these goods at a point in time.

Analysis of revenue by category

		For the year ended 截至以下日期止年度	
		31 December 2023 二零二三年 十二月三十一日 HK\$M 百萬港元	31 December 2022 二零二二年 十二月三十一日 HK\$M 百萬港元
Metal recycling	金屬回收		
– Ferrous metal	– 黑色金屬	10,358.4	12,624.8
– Non-ferrous metal	– 有色金屬	5,629.9	6,272.7
Forging and foundry	鍛造及鑄造	–	86.2
Others	其他	491.4	590.6
Total	總計	16,479.7	19,574.3

Information about major customers

No single customer contributed 10% or more to the Group's revenue during the years ended 31 December 2023 and 2022.

5 分部資料 (續)

銷售貨品 (續)

倘本集團提供的服務或交付的產品超過對手方的付款，則確認合約資產。倘付款超過所提供的服務或交付的產品，則確認合約負債。

本集團收益主要指年內銷售再生物料及廢物之已收或應收款項，扣除銷售相關稅項。本集團主要於轉讓該等貨物的時間點產生收益。

按業務類別分類之收益分析

		For the year ended 截至以下日期止年度	
		31 December 2023 二零二三年 十二月三十一日 HK\$M 百萬港元	31 December 2022 二零二二年 十二月三十一日 HK\$M 百萬港元
Metal recycling	金屬回收		
– Ferrous metal	– 黑色金屬	10,358.4	12,624.8
– Non-ferrous metal	– 有色金屬	5,629.9	6,272.7
Forging and foundry	鍛造及鑄造	–	86.2
Others	其他	491.4	590.6
Total	總計	16,479.7	19,574.3

主要客戶的資料

於截至二零二三年及二零二二年十二月三十一日止年度，並無單一客戶貢獻本集團收益10%或以上。

Notes to the Consolidated Financial Statements
綜合財務報表附註

6 OTHER INCOME

6 其他收入

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Rental income for short-term operating leases	短期經營租賃租金收入	7.2	7.7
Rental income from investment properties (Note 16)	投資物業租金收入 (附註16)	12.1	13.3
Government grants/subsidies	政府補助／補貼	17.6	4.3
Dividend income	股息收入	0.7	5.7
Other income from related parties (Note 37(a))	來自關聯方的其他收入 (附註37(a))	5.6	5.3
Compensation from insurance coverage	保險補償	26.9	19.1
Tax subsidies received	已收稅收補貼	11.3	8.1
Service income	服務收入	1.8	2.8
Others	其他	8.5	8.1
		91.7	74.4

Notes to the Consolidated Financial Statements
綜合財務報表附註

7 OTHER GAINS, NET AND IMPAIRMENTS ON NON-FINANCIAL ASSETS **7 其他收益淨額及非金融資產減值**

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
(Loss)/Gain on fair value change of:	公平值變動(虧損)／收益：		
– trading derivative financial instruments not subject to hedge accounting	– 毋須進行對沖會計處理的交易性衍生金融工具	(4.5)	15.7
– financial assets at fair value through profit or loss (Note 19)	– 按公平值計入損益之金融資產(附註19)	(0.1)	3.2
Foreign exchange losses, net	匯兌虧損淨額	(10.8)	(15.1)
Gain on disposals of property, plant and equipment and right-of-use assets	出售物業、廠房及設備及使用權資產之收益	12.6	35.3
Gain on disposals of assets held for sale (Note 24)	出售持作出售資產之收益(附註24)	6.0	156.7
Impairments on non-financial assets:	非金融資產減值：		
– provision for impairments on property, plant and equipment and right-of-use assets (Notes 14, 15)	– 物業、廠房及設備及使用權資產之減值撥備(附註14及15)	(11.0)	(1.0)
– provision for impairment on intangible assets (Note 17)	– 無形資產之減值撥備(附註17)	(9.4)	–
– provision for impairment on investment in a joint venture	– 投資合營企業之減值撥備	–	(73.3)
– provision for impairment on assets held for sale	– 持作出售資產之減值撥備	(15.2)	–
Others	其他	10.4	10.1
		(22.0)	131.6

Notes to the Consolidated Financial Statements 綜合財務報表附註

8 EXPENSES BY NATURE

8 按性質劃分之開支

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Changes in inventories of work-in-progress and finished goods	在製品及製成品存貨之變動	199.3	177.4
Raw materials and consumables used	所用原料及消耗品	13,098.1	16,005.2
(Reversal of)/Provision for impairments on inventories, net (Note 22)	存貨減值(撥回)/撥備淨額(附註22)	(23.8)	33.6
Freight cost	運費	813.0	780.8
Utilities and waste disposal cost	水電費及廢物處理成本	361.4	395.5
Employee benefit expenses (Note 9)	僱員福利開支(附註9)	954.3	975.6
Depreciation and amortisation expenses of property, plant and equipment, intangible assets, right-of-use assets and investment properties	物業、廠房及設備、無形資產、使用權資產及投資物業之折舊及攤銷開支	390.2	363.3
Legal and professional expenses	法律及專業開支	33.3	32.3
Auditors' remuneration	核數師薪酬		
– audit services	– 核數服務	16.3	18.6
– non-audit services	– 非核數服務	2.7	3.7
Repair and maintenance expenses	維修及維護費用	185.1	165.4
Lease expenses	租賃開支		
– short-term leases	– 短期租賃	4.8	3.2
– low-value leases	– 低價值租賃	6.9	6.8
Administrative services provided by related parties (Note 37(a))	關聯方提供的行政服務(附註37(a))	11.5	18.0
Other expenses	其他開支	344.0	362.0
Total cost of sales, distribution and selling expenses and administrative expenses	銷售成本、分銷及銷售開支以及行政開支總額	16,397.1	19,341.4

Notes to the Consolidated Financial Statements 綜合財務報表附註

9 EMPLOYEE BENEFIT EXPENSE

Employee benefit expenses during the year are as follows:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Wages and salaries	工資及薪金	763.3	794.2
Other termination benefits	其他離職福利	1.1	-
Social security costs	社保成本	47.7	42.5
Pension costs – defined contribution plans (Note (a))	退休金成本—界定供款計劃 (附註(a))	52.6	50.9
Other employee benefits	其他僱員福利	89.6	88.0
Total employee benefit expense	僱員福利開支總額	954.3	975.6

Notes:

(a) Pensions – defined contribution plans

Contributions totalling HK\$0.1 million (2022: HK\$0.1 million) were payable to the fund as at 31 December 2023.

No forfeiture of contributions were used to reduce the existing level of contributions during the year ended 31 December 2023 (2022: Nil).

(b) Five highest paid individuals

The five individuals whose emoluments were the highest in the Group for the year include three (2022: three) Directors whose emoluments are reflected in the analysis shown in Note 38. The emoluments payable to the remaining two (2022: two) individuals during the year are as follows:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Salaries, bonus and other allowances	薪金、花紅及其他津貼	10.6	13.3
Pension Costs – defined contribution plan	退休金成本—界定供款計劃	0.2	0.2
		10.8	13.5

The emoluments fell within the following bands:

		Number of individual 人數	Number of individual 人數
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	1	-
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	1	1
HK\$7,000,001 to HK\$7,500,000	7,000,001港元至7,500,000港元	-	1

9 僱員福利開支

年內的僱員福利開支如下：

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Wages and salaries	工資及薪金	763.3	794.2
Other termination benefits	其他離職福利	1.1	-
Social security costs	社保成本	47.7	42.5
Pension costs – defined contribution plans (Note (a))	退休金成本—界定供款計劃 (附註(a))	52.6	50.9
Other employee benefits	其他僱員福利	89.6	88.0
Total employee benefit expense	僱員福利開支總額	954.3	975.6

附註：

(a) 退休金—界定供款計劃

供款合共0.1百萬港元(二零二二年：0.1百萬港元)須於二零二三年十二月三十一日劃撥至公積金。

於截至二零二三年十二月三十一日止年度，概無動用已被沒收的供款以減低現有的供款水平(二零二二年：無)。

(b) 五位最高薪酬人士

年內本集團之五位最高薪酬人士包括酬金已載列於附註38所述分析之三位(二零二二年：三位)董事。年內應付予餘下兩位(二零二二年：兩位)人士之酬金如下：

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Salaries, bonus and other allowances	薪金、花紅及其他津貼	10.6	13.3
Pension Costs – defined contribution plan	退休金成本—界定供款計劃	0.2	0.2
		10.8	13.5

酬金介乎以下範圍：

		Number of individual 人數	Number of individual 人數
HK\$4,000,001 to HK\$4,500,000	4,000,001港元至4,500,000港元	1	-
HK\$6,000,001 to HK\$6,500,000	6,000,001港元至6,500,000港元	1	1
HK\$7,000,001 to HK\$7,500,000	7,000,001港元至7,500,000港元	-	1

Notes to the Consolidated Financial Statements
綜合財務報表附註

10 FINANCE COSTS, NET

10 財務成本淨額

		2023	2022
		二零二三年	二零二二年
		HK\$M	HK\$M
		百萬港元	百萬港元
Interest income from bank deposits	銀行存款之利息收入	4.0	7.0
Interest income from related parties (Note 37(a))	來自關聯方之利息收入 (附註37(a))	0.9	1.3
Finance income	財務收入	4.9	8.3
Interest expense on bank loans, overdrafts and bills payables	銀行貸款、透支及應付票據 之利息開支	(92.5)	(61.1)
Interest expense on other borrowings	其他借款之利息開支	(78.2)	(122.1)
Interest expense on lease liabilities (Note 31)	租賃負債之利息開支 (附註31)	(14.3)	(11.2)
Interest expense on loans from related parties (Note 37(a))	來自關聯方的貸款之利息開支 (附註37(a))	(0.6)	(0.6)
Interest expense on loan from non-controlling interest	來自非控股權益的貸款之利 息開支	(1.0)	-
Finance costs	財務成本	(186.6)	(195.0)
Finance costs, net	財務成本淨額	(181.7)	(186.7)

Notes to the Consolidated Financial Statements 綜合財務報表附註

11 INCOME TAX EXPENSE

For the year ended 31 December 2023, Hong Kong profits tax has not been provided for as the Group's estimated assessable profit for the period are set off by tax loss carried forward from prior years.

Hong Kong profits tax has been provided at the rate of 16.5% on the estimated assessable profit for the year ended 31 December 2022.

Under the law of the PRC on Enterprise Income Tax (the "EIT") and the relevant EIT Implementation Regulations, the tax rate of PRC EIT has been provided at the rate of 25% (2022: 25%) on the estimated assessable profit for the year.

Germany income taxes have been provided at the rate of approximately 30% (2022: 30%) on the estimated assessable profit for the year.

Taxation on profits from other jurisdictions has been calculated on the estimated assessable profit for the year at the rates of taxation prevailing in the countries in which the Group operates.

11 所得稅開支

於截至二零二三年十二月三十一日止年度，由於本集團期內估計應課稅溢利乃與往年度結轉之稅項虧損所抵銷，故並未計提香港利得稅撥備。

於截至二零二二年十二月三十一日止年度，香港利得稅乃根據期內估計應課稅溢利按16.5%稅率計提撥備。

根據中國企業所得稅（「企業所得稅」）法及相關企業所得稅實施條例，中國企業所得稅乃根據年內估計應課稅溢利按稅率25%（二零二二年：25%）計提撥備。

德國所得稅乃根據年內估計應課稅溢利分別按稅率約30%（二零二二年：30%）計提撥備。

來自其他司法權區溢利之稅項乃根據年內估計應課稅溢利按本集團經營所在國家之現行稅率計算。

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Current income tax expense:	即期所得稅開支：		
Germany	德國	(79.4)	(111.9)
PRC EIT	中國企業所得稅	(0.5)	(12.6)
Other jurisdictions	其他司法權區	(4.3)	(31.8)
		(84.2)	(156.3)
Over/(Under) provision in prior years:	過往年度超額撥備／ (撥備不足)：		
Germany	德國	1.6	1.8
Hong Kong	香港	-	(0.6)
Other jurisdictions	其他司法權區	6.0	1.6
		7.6	2.8
Deferred income tax credit/(expense) (Note 21)	遞延所得稅抵免／(開支) (附註21)	8.1	(13.1)
Income tax expense	所得稅開支	(68.5)	(166.6)

Notes to the Consolidated Financial Statements 綜合財務報表附註

11 INCOME TAX EXPENSE (continued)

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

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Profit before income tax	除所得稅前溢利	49.3	404.0
Tax calculated at domestic tax rates applicable to profits in the respective countries	按適用於相關國家溢利的本地稅率計算的稅項	43.5	133.4
Tax effect of expenses not deductible for tax purpose	不可扣稅開支的稅務影響	74.3	85.5
Tax effect of income not taxable for tax purpose	毋須課稅收入的稅務影響	(43.0)	(45.5)
Tax effect of temporary differences not recognised	未確認的暫時差額的稅務影響	(5.7)	5.4
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	24.5	40.0
Tax effect of utilisation of tax losses previously not recognised	使用之前未確認稅項虧損的稅務影響	(2.0)	(10.9)
Tax impact on share of results from an associate and joint ventures	對應佔一間聯營公司及合營企業業績的稅務影響	(15.5)	(38.5)
Over provision in respect of prior years	過往年度超額撥備	(7.6)	(2.8)
Income tax expense for the year	年內所得稅開支	68.5	166.6

OECD Pillar Two model rules

The Group is within the scope of the OECD Pillar Two model rules. Pillar Two legislation was enacted in certain countries, where the Group entities are incorporated or registered, and will come into effect on or after 1 January 2024. Since the Pillar Two legislation was not effective at the reporting date, the Group has no related current tax exposure. The Group applies the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes, as provided in the amendments to HKAS 12 issued in July 2023.

11 所得稅開支 (續)

本集團除所得稅前溢利的稅項與使用適用於綜合實體溢利的加權平均稅率而產生的理論金額之差別如下：

OECD第二支柱示範規則

本集團屬OECD第二支柱示範規則的範圍內。第二支柱立法已在本集團實體註冊成立或註冊的若干國家頒佈，並將於二零二四年一月一日或之後生效。由於第二支柱立法於報告日期尚未生效，本集團不存在相關即期稅項風險。根據於二零二三年七月頒佈的香港會計準則第12號修訂本的規定，本集團應用該例外情況以確認及披露與第二支柱所得稅有關的遞延稅項資產及負債資料。

11 INCOME TAX EXPENSE (continued)

OECD Pillar Two model rules (continued)

Under the legislation, the Group is liable to pay a top-up tax for the difference between the Global Anti-Base Erosion Proposal ('GloBE') effective tax rate for each jurisdiction and the 15% minimum rate. Majority of the subsidiaries within the Group have an effective tax rate that exceeds 15%, except for a few subsidiaries in European countries such as Germany and Austria.

The Group is in the process of assessing its exposure to the Pillar Two legislation for when it comes into effect. The tax implications in these countries arising from Pillar Two legislation remain uncertain. This is due to the impact of specific adjustments envisaged in the Pillar Two legislation which give rise to different effective tax rates compared to those calculated in accordance with paragraph 86 of HKAS 12.

Due to the complexities in applying the legislation and calculating GloBE income, the quantitative impact of the enacted or substantively enacted legislation is not yet reasonably estimable. Therefore, even for those entities with an accounting effective tax rate above 15%, there may still be Pillar Two tax implications. The Group is continuing to assess the impact of the Pillar Two income taxes legislation on its future financial performance.

11 所得稅開支 (續)

OECD第二支柱示範規則 (續)

根據法例，本集團有責任就各司法權區的全球反侵蝕稅基規則（「GloBE」）實際稅率與15%最低稅率之間的差額繳納補充稅。除位於德國及奧地利等歐洲國家之少數子公司外，本集團內大部分子公司之實際稅率均超過15%。

本集團正在評估其在第二支柱立法生效後所面臨的風險。該等國家來自第二支柱立法之稅務影響仍不確定。此乃由於第二支柱立法中設想的具體調整的影響導致實際稅率與根據香港會計準則第12號第86段計算的稅率不同。

由於應用法例及計算GloBE收入的複雜性，已頒佈或實質頒佈的立法的定量影響尚未能合理作出估計。因此，即使就會計實際稅率高於15%的實體而言，仍可能存在第二支柱稅務影響。本集團正在繼續評估第二支柱所得稅立法對其未來財務表現造成的影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

12 DIVIDENDS

No dividend was paid or proposed during 2023 and 2022, nor has any dividend been proposed by the Company since the end of the reporting period in respect of the years ended 31 December 2023 and 2022.

13 LOSS/EARNINGS PER SHARE

(a) Basic

Basic (loss)/earnings per share is calculated by dividing the (loss)/profit for the year attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the year.

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
(Loss)/Profit	(虧損)／溢利		
(Loss)/Profit for the year attributable to shareholders of the Company	本公司股東應佔 本年度(虧損)／溢利	(9.3)	264.5
Number of shares	股份數目		
Weighted average number of ordinary shares in issue (thousands)	已發行普通股加權平均數目 (千股)	1,605,152	1,605,152
Basic (loss)/earnings per share (expressed in HK\$)	每股基本(虧損)／盈利 (以港元列報)	(0.01)	0.16

(b) Diluted

The Group has no potentially dilutive shares outstanding during the years ended 31 December 2023 and 2022.

12 股息

本公司於二零二三年及二零二二年均無派付或建議派付任何股息，自截至二零二三年及二零二二年十二月三十一日止年度的報告期末亦無建議派付任何股息。

13 每股虧損／盈利

(a) 基本

每股基本(虧損)／盈利乃按本公司股東應佔本年度(虧損)／溢利除以本年度已發行普通股加權平均數目計算得出。

(b) 攤薄

於截至二零二三年及二零二二年十二月三十一日止年度本集團並無已發行潛在攤薄股份。

14 PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment

Land and buildings comprise mainly factories and offices. Property, plant and equipment is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

Depreciation is calculated using the straight-line method to allocate their cost over their estimated useful lives as follows:

Land and buildings	12-50 years
Plant and machinery	5-20 years
Office furniture and equipment	3-13 years

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

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'other gains, net' in the consolidated statement of profit or loss.

14 物業、廠房及設備

物業、廠房及設備

土地及樓宇主要包括廠房及辦公室。物業、廠房及設備按歷史成本減折舊列賬。歷史成本包括收購項目直接應佔的開支。

後續成本僅會在與項目有關之未來經濟利益很可能會流向本集團，而且能可靠計量該項目成本之情況下，方會適當地計入資產賬面值或確認為一項獨立資產。已重置部分之賬面值則終止確認。所有其他維修保養費用在產生之財務期間內於綜合損益表中支銷。

折舊乃採用直線法計算，以在其估計可使用年內分配成本。具體如下：

土地及樓宇	12至50年
廠房及機器	5至20年
辦公室傢俱及設備	3至13年

資產剩餘價值及可使用年期於各報告期末檢討，並在適當情況下作出調整。

倘一項資產之賬面值高於其估計可收回金額，則該項資產之賬面值會即時撇減至其可收回金額。

出售之收益及虧損乃透過比較所得款項與賬面值而釐定，並於綜合損益表內「其他收益淨額」中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT (continued)

Construction in progress

Construction in progress represents buildings, plant and machinery under construction and pending installation and is stated at cost. Cost includes the costs of construction of buildings and the costs of plant and machinery. No provision for depreciation is made on construction-in-progress until such time as the relevant assets are completed and ready for intended use. When the assets concerned are brought into use, the costs are transferred to other property, plant and equipment and depreciated in accordance with the policy as Property, plant and equipment.

Impairment of non-financial assets

Intangible assets that have an indefinite useful life or intangible assets not ready to use are not subject to amortisation and are tested annually for impairment, or more frequently if events or changes in circumstances indicate that they might be impaired. Other assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

14 物業、廠房及設備 (續)

在建工程

在建工程指在建及有待進行安裝的樓宇、廠房及機器，按成本列賬。成本包括樓宇建築成本及廠房和機器的成本。在建工程在相關資產完工及準備就緒可供作擬定用途時方會計提折舊撥備。倘有關資產投入使用時，成本會轉移至其他物業、廠房及設備，並根據「物業、廠房及設備」所述的政策折舊。

非金融資產減值

具有無限可使用年期之無形資產或未達致可使用狀態之無形資產毋須攤銷，但須每年進行減值測試，或倘有事件或情況變化顯示其可能出現減值時，則更頻密地進行減值測試。每當有事件或情況變化顯示可能無法收回賬面值時，則對其他資產進行減值測試。減值虧損按資產賬面值超出其可收回金額之金額確認。可收回金額為資產之公平值減出售成本與使用價值之較高者。就評估減值而言，資產按可單獨識別之現金流量（現金產生單位）之最低水平歸類。出現減值之非金融資產（商譽除外）於各報告日期就減值是否有機會撥回進行檢討。

Notes to the Consolidated Financial Statements
綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT
(continued)

14 物業、廠房及設備 (續)

		Land and buildings	Plant and machinery	Office furniture and equipment 辦公傢俱及 設備	Construction in progress	Total
		土地及樓宇 HK\$M 百萬港元	廠房及機器 HK\$M 百萬港元	設備 HK\$M 百萬港元	在建工程 HK\$M 百萬港元	總計 HK\$M 百萬港元
As at 1 January 2022	於二零二二年一月一日					
Cost	成本	2,206.4	1,089.7	212.0	47.1	3,555.2
Accumulated depreciation and impairment loss	累計折舊及減值虧損	(509.1)	(659.8)	(129.3)	(0.4)	(1,298.6)
Net book amount	賬面淨值	1,697.3	429.9	82.7	46.7	2,256.6
Year ended 31 December 2022	截至二零二二年十二月三十一日 止年度					
Opening net book amount	年初賬面淨值	1,697.3	429.9	82.7	46.7	2,256.6
Additions	添置	16.1	95.0	35.5	152.8	299.4
Transfer upon completion	於完成後轉讓	17.6	43.6	2.8	(64.0)	-
Transfer to investment properties (Note 16)	轉至投資物業 (附註16)	(6.6)	-	-	-	(6.6)
Impairment loss (Notes 7 & (iv))	減值虧損 (附註7及(iv))	(0.9)	-	-	(0.1)	(1.0)
Disposals	出售	(1.2)	(14.8)	(2.0)	(0.9)	(18.9)
Depreciation charge	折舊開支	(70.9)	(102.3)	(33.4)	-	(206.6)
Currency translation differences	匯兌差額	(90.3)	(25.0)	(3.9)	(1.1)	(120.3)
Closing net book amount	年末之賬面淨值	1,561.1	426.4	81.7	133.4	2,202.6
As at 31 December 2022	於二零二二年十二月三十一日					
Cost	成本	2,110.5	1,091.9	237.4	133.8	3,573.6
Accumulated depreciation and impairment loss	累計折舊及減值虧損	(549.4)	(665.5)	(155.7)	(0.4)	(1,371.0)
Net book amount	賬面淨值	1,561.1	426.4	81.7	133.4	2,202.6

Notes to the Consolidated Financial Statements
綜合財務報表附註

14 PROPERTY, PLANT AND EQUIPMENT
(continued)

14 物業、廠房及設備 (續)

		Land and buildings	Plant and machinery	Office furniture and equipment 辦公傢俱及 設備	Construction in progress	Total
		土地及樓宇 HK\$M 百萬港元	廠房及機器 HK\$M 百萬港元	設備 HK\$M 百萬港元	在建工程 HK\$M 百萬港元	總計 HK\$M 百萬港元
Year ended 31 December 2023	截至二零二三年十二月三十一日 止年度					
Opening net book amount	年初賬面淨值	1,561.1	426.4	81.7	133.4	2,202.6
Additions	添置	57.9	75.3	83.5	55.7	272.4
Transfer	於完成後轉讓	59.8	68.2	-	(128.0)	-
Transfer from assets held for sale (Note 24 & (iii))	轉自持作出售資產 (附註24及(iii))	6.4	-	-	-	6.4
Impairment loss (Note (iv))	減值虧損 (附註(iv))	(0.8)	(7.9)	-	-	(8.7)
Disposals	出售	(6.7)	(17.9)	(7.7)	(0.1)	(32.4)
Depreciation charge	折舊開支	(72.4)	(133.4)	(52.9)	-	(258.7)
Currency translation differences	匯兌差額	30.1	15.3	(3.3)	8.9	51.0
Closing net book amount	年末之賬面淨值	1,635.4	426.0	101.3	69.9	2,232.6
As at 31 December 2023	於二零二三年十二月三十一日					
Cost	成本	3,435.5	1,779.4	501.0	70.3	5,786.2
Accumulated depreciation and impairment loss	累計折舊及減值虧損	(1,800.1)	(1,353.4)	(399.7)	(0.4)	(3,553.6)
Net book amount	賬面淨值	1,635.4	426.0	101.3	69.9	2,232.6

14 PROPERTY, PLANT AND EQUIPMENT (continued)

Notes:

- (i) Construction in progress as at 31 December 2023 mainly comprises new yard (2022: new sewage treatment plant) being constructed in Europe.
- (ii) As at 31 December 2023, property, plant and equipment with a net book value of HK\$1,895.9 million (2022: HK\$1,507.9 million) were pledged to secure certain borrowings and general banking facilities granted to the Group (Note 35).
- (iii) During the year ended 31 December 2023, HK\$6.4 million property, plant and equipment were transferred from assets held for sale (2022: Nil).
- (iv) During the year ended 31 December 2023, the Group recognised a provision for impairments on property, plant and equipment of HK\$8.7 million (2022: HK\$1.0 million) related to certain idle assets in Asia (2022: Europe), which their recoverable amounts are below their carrying values based on management's assessment.

The recoverable amounts of performing property, plant and equipment is determined through value-in-use. Recoverable amounts for non-performing property, plant and equipment is determined based on fair value less cost of disposal.

14 物業、廠房及設備 (續)

附註：

- (i) 於二零二三年十二月三十一日的在建工程主要包括在歐洲建設中的新工場(二零二二年：新污水處理廠)。
- (ii) 於二零二三年十二月三十一日，賬面淨值為1,895.9百萬港元(二零二二年：1,507.9百萬港元)的物業、廠房及設備已抵押，作為本集團獲授若干借款及一般銀行融資的抵押(附註35)。
- (iii) 於截至二零二三年十二月三十一日止年度，6.4百萬港元的物業、廠房及設備乃轉自持作出售資產(二零二二年：零)。
- (iv) 於截至二零二三年十二月三十一日止年度內，本集團就物業、廠房及設備確認減值撥備8.7百萬港元(二零二二年：1.0百萬港元)與亞洲(二零二二年：歐洲)的若干閑置資產有關，基於管理層評估其可收回金額低於其賬面值。

正常物業、廠房及設備的可收回金額根據使用價值釐定。不良物業、廠房及設備的可收回金額根據公平值減出售成本釐定。

Notes to the Consolidated Financial Statements 綜合財務報表附註

15 RIGHT-OF-USE ASSETS

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life (Notes 14).

Payments associated with short-term leases of equipment, vehicles, offices, warehouse and all leases of low-value assets are recognised on a straight-line basis as an expense in the consolidated statement of profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

15 使用權資產

租賃確認為使用權資產，並在租賃資產可供本集團使用之日確認相應負債。

使用權資產按成本計量，包括以下各項：

- 租賃負債的初步計量金額；
- 於開始日期或之前所作的任何租賃付款，減去已收的任何租賃優惠；
- 任何初始直接成本；及
- 修復成本。

使用權資產一般於資產的可使用年期及租賃期（以較短者為準）內按直線法予以折舊。倘本集團合理確定行使購買選擇權，則使用權資產於相關資產的可使用年期內予以折舊（附註14）。

與設備、車輛、辦公室、倉庫的相關短期租賃及所有低價值資產租賃相關的付款以直線法於綜合損益表中確認為開支。短期租賃指租賃期為12個月或少於12個月的租賃。低價值資產包括資訊科技設備及小型辦公傢俱。

Notes to the Consolidated Financial Statements
綜合財務報表附註

15 RIGHT-OF-USE ASSETS (continued)

15 使用權資產(續)

		Land and buildings 土地及樓宇 HK\$M 百萬港元	Plant and machinery 廠房及機器 HK\$M 百萬港元	Office furniture and equipment 辦公傢俱及設備 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元
As at 1 January 2022	於二零二二年一月一日				
Cost	成本	678.5	425.0	283.4	1,386.9
Accumulated depreciation, amortisation and impairment loss	累計折舊、攤銷及減值虧損	(270.1)	(284.0)	(131.3)	(685.4)
Net book amount	賬面淨值	408.4	141.0	152.1	701.5
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度				
Opening net book amount	年初賬面淨值	408.4	141.0	152.1	701.5
Additions	添置	39.8	59.6	55.0	154.4
Disposals	出售	(16.9)	(46.7)	7.7	(55.9)
Depreciation and amortisation charge	折舊及攤銷開支	(52.4)	(33.0)	(48.9)	(134.3)
Currency translation differences	匯兌差額	(18.2)	(15.2)	(14.3)	(47.7)
Closing net book amount	年末之賬面淨值	360.7	105.7	151.6	618.0
As at 31 December 2022	於二零二二年十二月三十一日				
Cost	成本	613.8	401.6	297.7	1,313.1
Accumulated depreciation, amortisation and impairment loss	累計折舊、攤銷及減值虧損	(253.1)	(295.9)	(146.1)	(695.1)
Net book amount	賬面淨值	360.7	105.7	151.6	618.0
Year ended 31 December 2023	截至二零二三年十二月三十一日止年度				
Opening net book amount	年初賬面淨值	360.7	105.7	151.6	618.0
Additions	添置	15.7	82.8	76.6	175.1
Impairment (Note (iii))	減值(附註(iii))	(2.3)	-	-	(2.3)
Disposals	出售	(9.7)	(11.8)	(49.7)	(71.2)
Depreciation and amortisation charge	折舊及攤銷開支	(45.8)	(31.6)	(41.4)	(118.8)
Currency translation differences	匯兌差額	2.1	5.6	26.7	34.4
Closing net book amount	年末之賬面淨值	320.7	150.7	163.8	635.2
As at 31 December 2023	於二零二三年十二月三十一日				
Cost	成本	601.9	461.5	315.8	1,379.2
Accumulated depreciation, amortisation and impairment loss	累計折舊、攤銷及減值虧損	(281.2)	(310.8)	(152.0)	(744.0)
Net book amount	賬面淨值	320.7	150.7	163.8	635.2

Notes to the Consolidated Financial Statements 綜合財務報表附註

15 RIGHT-OF-USE ASSETS (continued)

Notes:

- (i) As at 31 December 2023, certain leasehold land and land use rights with a net book value of HK\$136.7 million (2022: HK\$142.6 million) were pledged to secure certain borrowings and general banking facilities granted to the Group (Note 35).
- (ii) Expenses relating to short-term leases of HK\$4.8 million (2022: HK\$3.2 million) and expenses relating to leases of low-value assets that are not classified as short-term leases of HK\$6.9 million (2022: HK\$6.8 million) were charged to the consolidated statement of profit and loss for the year ended 31 December 2023 (Note 8).
- (iii) During the year ended 31 December 2023, the Group recognised a provision for impairments on right-of-use assets of HK\$2.3 million (2022: Nil) related to certain idle assets in Asia, which their recoverable amounts are below their carrying values based on management's assessment.

15 使用權資產 (續)

附註：

- (i) 於二零二三年十二月三十一日，賬面淨值為136.7百萬港元(二零二二年：142.6百萬港元)之若干租賃土地及土地使用權已抵押，作為本集團獲授予若干借款及一般銀行融資的抵押(附註35)。
- (ii) 有關短期租賃之開支4.8百萬港元(二零二二年：3.2百萬港元)及有關並無分類為短期租賃之低價值資產租賃之開支6.9百萬港元(二零二二年：6.8百萬港元)已自截至二零二三年十二月三十一日止年度之綜合損益表扣除(附註8)。
- (iii) 截至二零二三年十二月三十一日止年度，本集團就亞洲若干閒置資產確認使用權資產減值撥備2.3百萬港元(二零二二年：無)，根據管理層評估，其可收回金額低於其賬面值。

16 INVESTMENT PROPERTIES

Investment properties, principally comprising land and buildings, are held for long-term rental yields or for capital appreciation or both, and that are not occupied by the Group. Investment property is initially measured at cost, including related transaction costs and where applicable borrowing costs. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in profit or loss in the period in which the property is derecognised.

16 投資物業

投資物業（主要包括土地和樓宇）乃持有為獲得長期租金收益或作為資本增值或兩者兼備，同時並非由本集團佔用。投資物業初始按成本計量，包括相關的交易成本及借款成本（如適用）。在初始確認後，投資物業按成本減其後累計折舊及任何累計減值虧損列賬。折舊乃使用直線法於估計可使用年期內撇銷投資物業的成本，並計及其估計剩餘價值後確認。

投資物業於出售或投資物業永久退出使用及預計其出售將不會產生未來經濟利益時取消確認。取消確認物業產生之任何收益或虧損（按出售所得款項淨額與資產賬面值之間的差額計算）於取消確認物業期間計入損益。

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
As at 1 January	於一月一日	54.3	56.3
Depreciation charge	折舊開支	(3.9)	(3.7)
Transfer from property, plant and equipment (Note 14)	轉自物業、廠房及設備 (附註14)	-	6.6
Currency translation differences	匯兌差額	(0.7)	(4.9)
As at 31 December	於十二月三十一日	49.7	54.3

Notes:

- (i) The above investment properties, which are situated in the PRC, are depreciated on a straight-line basis over the remaining useful lives.
- (ii) The fair value of the Group's investment properties as at 31 December 2023 was HK\$172.1 million (2022: HK\$219.3 million).

附註：

- (i) 上述於中國的投資物業按餘下使用年期以直線基準折舊。
- (ii) 本集團投資物業於二零二三年十二月三十一日的公平值為172.1百萬港元（二零二二年：219.3百萬港元）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

16 INVESTMENT PROPERTIES (continued)

Notes: (continued)

- (iii) Rental income from these investment properties recognised in the consolidated statement of profit or loss for the year ended 31 December 2023 amounted to HK\$12.1 million (2022: HK\$13.3 million) (Note 6).
- (iv) As at 31 December 2023, investment properties with a net book value of HK\$49.7 million (2022: HK\$54.3 million) were pledged to secure certain borrowings and general banking facilities granted to the Group (Note 35).

17 INTANGIBLE ASSETS

Goodwill

Goodwill arises on the acquisition of subsidiaries represents 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 identified net assets acquired.

For the purpose of impairment testing, goodwill acquired in a business combination is allocated to each of the cash-generating units ("CGUs"), or groups of CGUs, that is expected to benefit from the synergies of the combination. Each unit or group of units to which the goodwill is allocated represents the lowest level within the entity at which the goodwill is monitored for internal management purposes. Goodwill is monitored at the operating segment level.

Goodwill impairment reviews are undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment. The carrying value of the CGU containing the goodwill is compared to the recoverable amount, which is the higher of value in use and the fair value less costs of disposal. Any impairment is recognised immediately as an expense and is not subsequently reversed.

16 投資物業 (續)

附註：(續)

- (iii) 於截至二零二三年十二月三十一日止年度在綜合損益表內確認的來自該等投資物業的租金收入為12.1百萬港元(二零二二年：13.3百萬港元)(附註6)。
- (iv) 於二零二三年十二月三十一日，賬面淨值為49.7百萬港元(二零二二年：54.3百萬港元)之投資物業已抵押，以作為本集團獲授予若干借款及一般銀行融資的抵押(附註35)。

17 無形資產

商譽

商譽於收購子公司時產生，即已轉讓代價、任何被收購方非控股權益之款額及被收購方任何過往股權之收購日期公平值超出收購之已識別淨資產公平值之差額。

就減值測試而言，因業務合併所得之商譽乃分配至各現金產生單位(「現金產生單位」)或多組現金產生單位，而該等現金產生單位預期會受惠於合併帶來之協同效益。商譽所分配至之各單位或一組單位反映實體內部管理監控商譽之最基層。商譽於經營分部層面進行監控。

商譽每年或於有事件或情況變動顯示有減值跡象時更頻密檢討有否出現減值。包含商譽之現金產生單位賬面值與可收回金額比較，可收回金額按使用價值與公平值減出售成本兩者較高者計算。任何減值立即確認為開支，且不會於隨後期間撥回。

17 INTANGIBLE ASSETS (continued)

Computer software

Computer software acquired is capitalised on the basis of the costs incurred to acquire and bring to use the specific software. These costs are amortised over their estimated useful lives of 5 years.

Brand names, patents and licenses

Separately acquired brand names, patents and licences are shown at historical cost. Brand names, patents and licences acquired in a business combination are recognised at fair value at the acquisition date. Certain brand names, patents and licences which have a finite useful life are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method to allocate the cost of certain brand names, patents and licenses over their estimated useful lives of 8 to 20 years. Certain brand names have indefinite useful life and carried at cost less accumulated impairment losses. Impairment assessment is undertaken annually or more frequently if events or changes in circumstances indicate a potential impairment.

Customers' relationship and suppliers' relationship

Customers' relationship and suppliers' relationship acquired in a business combination are recognised at fair value at the acquisition date. The customers' relationship and suppliers' relationship which have a finite useful life are carried at cost less accumulated amortisation and impairment losses. Amortisation is calculated using the straight-line method over the expected life of the customers' relationship and suppliers' relationship of 5 to 20 years.

17 無形資產 (續)

電腦軟件

購入電腦軟件按獲得及使用有關軟件所產生之成本為基準予以資本化。該等成本乃按估計可使用年期為5年攤銷。

品牌名稱、專利及牌照

獨立收購的品牌名稱、專利及牌照按歷史成本列示。於業務合併中收購的品牌名稱、專利及牌照按收購日期的公平值確認。擁有有限可使用年期的若干品牌名稱、專利及牌照按成本減累計攤銷及減值虧損列賬。攤銷採用直線法計算，以於8至20年的估計可使用年期內分配若干品牌名稱、專利及牌照的成本。若干品牌名稱具無限可使用年期，且按成本減累計減值虧損列賬。減值評估須每年進行，倘有事件或情況變化顯示可能出現減值時，則會更頻密地進行減值評估。

客戶關係及供應商關係

於業務合併中收購的客戶關係及供應商關係按收購日期的公平值確認。擁有有限可使用年期的客戶關係及供應商關係按成本減累計攤銷及減值虧損列賬。攤銷採用直線法於客戶關係及供應商關係的預期年期5至20年內計算。

Notes to the Consolidated Financial Statements 綜合財務報表附註

17 INTANGIBLE ASSETS (continued)

17 無形資產(續)

		Goodwill	Computer software	Brand names, patents and licenses 品牌名稱、專利及牌照	Customers' relationship and suppliers' relationship 客戶關係及供應商關係	Total
		商譽	電腦軟件	專利及牌照	客戶關係及供應商關係	總計
		HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
As at 1 January 2022	於二零二二年一月一日					
Cost	成本	554.0	6.6	271.7	96.8	929.1
Accumulated amortisation	累計攤銷	-	(1.4)	(45.0)	(33.8)	(80.2)
Net book amount	賬面淨值	554.0	5.2	226.7	63.0	848.9
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	554.0	5.2	226.7	63.0	848.9
Additions	添置	-	1.0	-	-	1.0
Amortisation charges	攤銷開支	-	(2.5)	(9.2)	(7.0)	(18.7)
Currency translation differences	匯兌差額	(29.6)	(0.2)	(11.9)	(3.4)	(45.1)
Closing net book amount	年末賬面淨值	524.4	3.5	205.6	52.6	786.1
As at 31 December 2022	於二零二二年十二月三十一日					
Cost	成本	524.4	4.9	257.5	91.7	878.5
Accumulated amortisation	累計攤銷	-	(1.4)	(51.9)	(39.1)	(92.4)
Net book amount	賬面淨值	524.4	3.5	205.6	52.6	786.1

Notes to the Consolidated Financial Statements
綜合財務報表附註

17 INTANGIBLE ASSETS (continued)

17 無形資產 (續)

		Goodwill	Computer software	Brand names, patents and licenses	Customers' relationship and suppliers' relationship	Total
		商譽	電腦軟件	品牌名稱、專利及牌照	客戶關係及供應商關係	總計
		HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Year ended 31 December 2023	截至二零二三年十二月三十一日止年度					
Opening net book amount	年初賬面淨值	524.4	3.5	205.6	52.6	786.1
Additions	添置	-	0.8	-	-	0.8
Disposals	出售	-	(0.4)	-	-	(0.4)
Amortisation charges	攤銷開支	-	(1.2)	(7.6)	-	(8.8)
Impairment	減值	(9.4)	-	-	-	(9.4)
Currency translation differences	匯兌差額	17.1	0.1	6.3	1.7	25.2
Closing net book amount	年末賬面淨值	532.1	2.8	204.3	54.3	793.5
As at 31 December 2023	於二零二三年十二月三十一日					
Cost	成本	532.1	4.6	265.6	94.6	896.9
Accumulated amortisation	累計攤銷	-	(1.8)	(61.3)	(40.3)	(103.4)
Net book amount	賬面淨值	532.1	2.8	204.3	54.3	793.5

Notes to the Consolidated Financial Statements 綜合財務報表附註

17 INTANGIBLE ASSETS (continued)

Impairment tests for goodwill and intangible assets with indefinite useful lives

Goodwill is recognised through the acquisition of Scholz Holding GmbH (“Scholz Holding”) in 2016. Intangible assets with indefinite useful lives represented brand names, amounted to HK\$155.3 million as at 31 December 2023 (2022: HK\$150.4 million).

Management reviews the business performance based on geographic regions. It has identified Asia and Europe regions as the main regions. Goodwill arising from the acquisition of Scholz Holding is allocated to metal recycling CGU in Asia and Europe regions. Brand names have been allocated to CGUs in Europe region.

The recoverable amount of a CGU is determined based on value-in-use calculations. These calculations use pre-tax cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period are extrapolated using the estimated growth rates stated below. The growth rate does not exceed the long-term average growth rate for the recycling businesses in which the CGU operates.

* For identification only

17 無形資產 (續)

商譽及具無限可使用年期之無形資產之減值測試

商譽乃透過於二零一六年收購Scholz Holding GmbH順爾茨控股有限公司* (「順爾茨控股」) 而確認。具無限可使用年期之無形資產指品牌名稱，於二零二三年十二月三十一日為155.3百萬港元 (二零二二年：150.4百萬港元)。

管理層根據地理位置審閱業務表現。其已識別亞洲及歐洲地區作為主要地區。來自收購順爾茨控股的商譽被分配至亞洲及歐洲地區的金屬回收現金產生單位。品牌名稱已被分配至歐洲地區的現金產生單位。

現金產生單位可收回金額根據使用價值計算法釐定，而有關計算乃使用基於管理層批准的五年期財政預算的除稅前現金流預測。超出五年期的現金流則使用下文所述的估計增長率推算。增長率不會超過再生業務(現金產生單位經營所在的業務)的長期平均增長率。

* 僅供識別

Notes to the Consolidated Financial Statements 綜合財務報表附註

17 INTANGIBLE ASSETS (continued)

Impairment tests for goodwill and intangible assets with indefinite useful lives (continued)

For the impairment test for goodwill and intangible assets with indefinite useful lives, the key assumptions, long term growth rate and discount rate used in the value-in-use calculations are disclosed below:

		Metal recycling 金屬回收	
		Asia 亞洲	Europe 歐洲
2023	二零二三年		
Long term growth rate	長期增長率	2.0%	2.0%
Pre-tax discount rate (Note (i))	除稅前折現率 (附註(i))	20.7%	17.4%
Gross profit margin	毛利率	2.0%-8.0%	8.6%-9.0%
Revenue growth rate	收益增長率	1.1%-10.2%	2.0%-26.2%
		Metal recycling 金屬回收	
		Asia 亞洲	Europe 歐洲
2022	二零二二年		
Long term growth rate	長期增長率	2.0%	2.0%
Pre-tax discount rate (Note (i))	除稅前折現率 (附註(i))	22.0%	17.7%
Gross profit margin	毛利率	3.8%-7.8%	6.2%-8.3%
Revenue growth rate	收益增長率	6.0%-27.0%	4.5%-6.8%

Note:

(i) Pre-tax discount rate applied to the pre-tax cash flow forecast.

17 無形資產 (續)

商譽及具無限可使用年期之無形資產之減值測試 (續)

就商譽及具無限可使用年期之無形資產之減值測試，使用價值計算中使用的主要假設、長期增長率及折現率披露於下文：

附註：

(i) 應用於除稅前現金流預測的除稅前折現率。

Notes to the Consolidated Financial Statements 綜合財務報表附註

17 INTANGIBLE ASSETS (continued)

Impairment tests for goodwill and intangible assets with indefinite useful lives (continued)

An impairment loss of HK\$9.4 million was recognised on metal recycling CGU in Asia's goodwill during the year ended 31 December 2023 based on management's cash flow forecast. No other class of assets other than goodwill was impaired.

The recoverable amounts for Europe CGU would still exceed their remaining carrying amounts if the assumptions were changed as follows:

- lowering long term growth rate by 1 percentage point;
- raising pre-tax discount rate by 0.5 percentage point; or
- lowering revenue growth rate by 5% of the expected growth rate.

17 無形資產 (續)

商譽及具無限可使用年期之無形資產之減值測試 (續)

於截至二零二三年十二月三十一日止年度，根據管理層的現金流預測，本集團已就亞洲金屬回收現金產生單位的商譽確認減值虧損9.4百萬港元。除商譽外，概無就其他類別資產計提減值。

倘假設變動如下，歐洲現金產生單位的可收回金額仍將超過彼等的餘下賬面值：

- 將長期增長率降低1個百分點；
- 將除稅前折現率提升0.5個百分點；或
- 將收益增長率降低預期增長率的5%。

Notes to the Consolidated Financial Statements
綜合財務報表附註

18 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD

18 使用權益法入賬的投資

(a) Interest in an associate

(a) 於一間聯營公司之權益

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Cost of unlisted investment in an associate (Note)	於一間聯營公司之非上市投資成本 (附註)	2.3	2.3
Share of post-acquisition accumulated losses	應佔收購後累計虧損	(1.0)	(1.5)
		1.3	0.8

Notes:

附註：

Details of the Group's associate at the end of the reporting period are as follows:

本集團於報告期末的聯營公司詳情如下：

Name of entity 實體名稱	Place of principal business 主要營業地點	Proportion of ownership interest held by the Group 本集團所持擁有權益比例	Principal activity 主要業務
Poly Metals Company Limited ("Poly Metals") 寶勵金屬有限公司 (「寶勵」)	Hong Kong 香港	20%	Trading of metal scrap 再生金屬交易

Poly Metals is a private company and there is no quoted market price available for its shares.

寶勵為私人公司及其股份並無可得的市場報價。

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

並無有關本集團於聯營公司之權益之或然負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

18 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

(a) Interest in an associate (continued)

Summarised financial information for an associate

Set out below is the summarised financial information for Poly Metals which is accounted for using the equity method.

Summarised balance sheet

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Total current assets	流動資產總值	15.1	20.2
Total non-current assets	非流動資產總值	0.9	0.9
Total current liabilities	流動負債總額	(17.2)	(24.8)
Total non-current liabilities	非流動負債總額	-	-

Summarised statement of comprehensive income

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Revenue	收益	402.6	269.3
Profit/(Loss) and total comprehensive income/(loss)	溢利／(虧損) 及全面 收益／(虧損) 總額	2.5	(8.0)

18 使用權益法入賬的投資 (續)

(a) 於一間聯營公司之權益 (續)

一間聯營公司之財務資料概要
下文列載寶勵之財務資料概要，
其使用權益法入賬。

資產負債表概要

全面收益表概要

Notes to the Consolidated Financial Statements
綜合財務報表附註

18 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

(a) Interest in an associate (continued)

Summarised statement of comprehensive income (continued)

Reconciliation of the above summarised financial information to the carrying amount of the interest in Poly Metals recognised in the consolidated financial statements:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Net liabilities of Poly Metals as at 31 December	寶勵於十二月三十一日的負債淨額	(1.2)	(3.7)
Proportion of the Group's ownership interest in Poly Metals	本集團於寶勵之擁有權益比例	20%	20%
Share of net liabilities of Poly Metals	應佔寶勵負債淨額	(0.2)	(0.7)
Goodwill	商譽	1.5	1.5
Closing carrying value	年末賬面值	1.3	0.8

The information above reflects the amounts presented in the financial statements of the associate adjusted for differences in accounting policies between the Group and the associate.

18 使用權益法入賬的投資 (續)

(a) 於一間聯營公司之權益 (續)
全面收益表概要 (續)

上述財務資料概要與於寶勵權益之賬面值 (於綜合財務報表內確認) 之對賬如下：

上述資料反映就本集團與該聯營公司之會計政策差異作調整後於該聯營公司之財務報表呈列之金額。

Notes to the Consolidated Financial Statements 綜合財務報表附註

18 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

(b) Interests in joint ventures

Particulars of the significant joint ventures are set out below:

Name of entity 實體名稱	Place of establishment/ principal place of business 成立地點/ 主要營業地點	% of ownership interest 擁有權益百分比		Principal activities 主要業務	Measurement method 計量方法	Carrying amount 賬面值	
		2023 二零二三年	2022 二零二二年			2023 二零二三年	2022 二零二二年
						HK\$M 百萬港元	HK\$M 百萬港元
Schrott und Metallhandel M. Kaatsch GmbH	Germany 德國	75%	75%	Note (i) 附註(i)	Equity 權益	159.3	148.9
Scholz Austria GmbH	Austria 奧地利	63.35%	63.35%	Note (ii) 附註(ii)	Equity 權益	349.0	318.0
Kalischatarra, S.de R.L. de C.V.	Mexico 墨西哥	-	50%	Note (iii) 附註(iii)	Equity 權益	-	-
Rematholding Co. s.r.l	Romania 羅馬尼亞	50%	50%	Note (iv) 附註(iv)	Equity 權益	70.9	76.1
Individually immaterial joint ventures 個別非重大合營企業				Note (v) 附註(v)	Equity 權益	157.8	166.9
						737.0	709.9

Notes:

- (i) Schrott und Metallhandel M. Kaatsch GmbH is a private company and there is no quoted market price for its shares. It is engaged in collection, processing and trading of scrap metal in Germany.
- (ii) Scholz Austria GmbH is a private company and there is no quoted market price for its shares. It is engaged in metal recycling business in Austria.
- (iii) Kalischatarra, S.de R.L. de C.V. is a private company and there is no quoted market price for its shares. It is engaged in collection, processing and trading of scrap metal in Mexico. Such investment was disposed of during the year ended 31 December 2023.

附註：

- (i) Schrott und Metallhandel M. Kaatsch GmbH為一間私人公司及其股份並無市場報價。該公司於德國從事收集、加工及買賣再生金屬。
- (ii) Scholz Austria GmbH為一間私人公司及其股份並無市場報價。該公司於奧地利從事再生金屬業務。
- (iii) Kalischatarra, S.de R.L. de C.V.為一間私人公司及其股份並無市場報價。該公司於墨西哥從事收集、加工及買賣再生金屬。有關投資已於截至二零二三年十二月三十一日止年度出售。

18 使用權益法入賬的投資 (續)

(b) 於合營企業之權益

主要合營企業之詳情載列如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

18 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

(b) Interests in joint ventures (continued)

Notes: (continued)

- (iv) Rematholding Co. s.r.l is a private company and there is no quoted market price for its shares. It is engaged in collection, processing and trading of scrap metal in Romania.
- (v) In addition to the interests in joint ventures as disclosed above, the Group also has interests in a number of individually immaterial joint ventures that are accounted for using the equity method:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Aggregate carrying amount of individually immaterial joint ventures	於個別非重大合營企業之賬面值總額	157.9	233.1
Aggregate amount of the Group's share of:			
Profit for the year	本集團應佔之總額： 年內溢利	19.8	38.0
Other comprehensive loss	其他全面虧損	-	-
Total comprehensive income	全面收益總額	19.8	38.0

Commitments and contingent liabilities in respect of joint ventures

The Group provided guarantees for borrowings of approximately HK\$50.9 million (2022: HK\$49.9 million) to certain joint ventures as at 31 December 2023 (Note 42 (c)).

There are no other contingent liabilities relating to the Group's interests in the joint ventures.

18 使用權益法入賬的投資 (續)

(b) 於合營企業之權益 (續)

附註：(續)

- (iv) Rematholding Co. s.r.l為一間私人公司及其股份並無市場報價。該公司於羅馬尼亞從事收集、加工及買賣再生金屬。
- (v) 除上文披露之於合營企業之權益外，本集團亦於數間個別非重大合營企業擁有權益，並使用權益法入賬：

有關合營企業之承擔及或然負債

本集團於二零二三年十二月三十一日向若干合營企業就借款提供約50.9百萬港元(二零二二年：49.9百萬港元)之擔保(附註42(c))。

並無有關本集團於合營企業之權益之其他或然負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

18 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

(b) Interests in joint ventures (continued)

Summarised financial information for joint ventures

Set out below is the summarised financial information for Schrott und Metallhandel M. Kaatsch GmbH, Scholz Austria GmbH, Kalischatarra S.de R.L. de C.V. and Rematholding Co. s.r.l which are accounted for using the equity method. In the opinion of the Directors, these joint ventures are material to the Group.

Summarised statement of comprehensive income

		Schrott und Metallhandel M. Kaatsch GmbH		Scholz Austria GmbH		Kalischatarra, S.de R.L. de C.V.		Rematholding Co. s.r.l	
		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Revenue	收益	1,407.4	1,538.5	3,089.8	3,894.5	-	937.4	812.8	1,011.1
Depreciation and amortisation	折舊及攤銷	(33.3)	(27.7)	(62.5)	(64.2)	-	(13.7)	(22.0)	(15.8)
Interest income	利息收入	0.9	0.7	0.2	0.1	-	-	-	-
Interest expense	利息開支	(6.1)	(7.4)	(16.0)	(10.0)	-	(7.0)	(4.5)	(2.6)
Income tax expense	所得稅開支	(3.3)	(9.1)	(9.4)	(20.1)	-	(31.6)	(0.1)	(3.6)
Profit/(loss) for the year	年內溢利/(虧損)	10.6	24.8	53.7	74.9	-	58.9	(14.5)	8.0
Other comprehensive income	其他全面收益	0.3	-	2.1	5.5	-	0.7	-	-
Dividends received from joint ventures	已收合營企業股息	-	9.6	13.4	21.5	-	-	-	12.8

18 使用權益法入賬的投資 (續)

(b) 於合營企業之權益 (續)

合營企業之財務資料概要

下文列載Schrott und Metallhandel M. Kaatsch GmbH、Scholz Austria GmbH、Kalischatarra S.de R.L. de C.V.及Rematholding Co. s.r.l的財務資料概要，其按權益法入賬。董事認為，該等合營企業對本集團而言屬重大。

全面收益表概要

Notes to the Consolidated Financial Statements
綜合財務報表附註

18 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued) 18 使用權益法入賬的投資 (續)

(b) Interests in joint ventures (continued)

Summarised balance sheet

(b) 於合營企業之權益 (續)

資產負債表概要

		Schrott und Metallhandel M. Kaatsch GmbH		Scholz Austria GmbH		Kalischatarra, S.de R.L. de C.V.		Rematholding Co. s.r.l	
		2023	2022	2023	2022	2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
		HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Current	流動								
Cash and cash equivalents	現金及 現金等值項目	5.2	7.3	236.9	236.6	-	-	10.5	4.3
Other current assets	其他流動資產	283.4	209.8	339.4	354.6	-	-	185.3	205.9
Total current assets	流動資產總值	288.6	217.1	576.3	591.2	-	-	195.8	210.2
Current financial liabilities (excluding trade payables)	流動金融負債 (不包括貿易 應付款項)	(43.3)	(37.0)	(174.4)	(221.6)	-	-	(64.7)	(40.2)
Other current liabilities	其他流動負債	(140.1)	(103.2)	(250.2)	(217.3)	-	-	(63.2)	(41.9)
Total current liabilities	流動負債總額	(183.4)	(140.2)	(424.6)	(438.9)	-	-	(127.9)	(82.1)
Total net current assets	流動資產淨值 總額	105.2	76.9	151.7	152.3	-	-	67.9	128.1
Non-current	非流動								
Total non-current assets	非流動資產總值	298.1	217.5	423.4	384.2	-	-	79.2	34.1
Non-current financial liabilities (excluding trade payables)	非流動金融負債 (不包括貿易 應付款項)	(194.4)	(99.6)	(50.3)	(55.2)	-	-	(13.3)	(8.1)
Other non-current liabilities	其他非流動負債	(5.1)	(8.2)	(43.9)	(47.1)	-	-	(3.1)	(12.8)
Total non-current liabilities	非流動負債總額	(199.5)	(107.8)	(94.2)	(102.3)	-	-	(16.4)	(20.9)
Net assets	資產淨值	203.8	186.6	480.9	434.2	-	-	130.7	141.3

Notes to the Consolidated Financial Statements 綜合財務報表附註

18 INVESTMENTS ACCOUNTED FOR USING THE EQUITY METHOD (continued)

(b) Interests in joint ventures (continued)

Summarised balance sheet (continued)

	Schrott und Metallhandel M. Kaatsch GmbH		Scholz Austria GmbH		Kalischatarra, S.de R.L. de C.V.		Rematholding Co. s.r.l		
	2023	2022	2023	2022	2023	2022	2023	2022	
	二零二三年 HK\$M 百萬港元	二零二二年 HK\$M 百萬港元	二零二三年 HK\$M 百萬港元	二零二二年 HK\$M 百萬港元	二零二三年 HK\$M 百萬港元	二零二二年 HK\$M 百萬港元	二零二三年 HK\$M 百萬港元	二零二二年 HK\$M 百萬港元	
Reconciliation to carrying amounts:	賬面值對賬：								
Operating net assets as at 1 January	於一月一日的 營運資產淨值	186.6	184.6	434.2	407.2	-	328.0	141.3	167.2
Profit for the year	年內溢利	10.6	24.8	53.7	74.9	-	58.9	(14.5)	8.0
Other comprehensive income	其他全面收益	0.3	-	2.1	5.5	-	0.7	-	-
Dividend paid	已付股息	-	(12.7)	(21.2)	(34.0)	-	-	-	(25.5)
Currency translation differences	匯兌差額	6.3	(10.1)	12.1	(19.4)	-	10.7	3.9	(8.4)
Impairment	減值	-	-	-	-	-	(123.4)	-	-
Transfer	轉讓	-	-	-	-	-	(274.9)	-	-
Closing net assets	期末資產淨值	203.8	186.6	480.9	434.2	-	-	130.7	141.3
Group's share in %	本集團應佔百分比	75%	75%	63.35%	63.35%	0%	50%	50%	50%
Group's share in HK\$M	本集團應佔 百萬港元	152.9	140.0	304.7	275.1	-	-	65.4	70.7
Goodwill	商譽	6.3	8.9	44.3	42.9	-	-	5.5	5.4
Closing carrying value	年末賬面值	159.2	148.9	349.0	318.0	-	-	70.9	76.1

The information above reflects the amounts presented in the consolidated financial statements of the joint ventures adjusted for differences in accounting policies between the Group and the joint ventures.

上述資料反映就本集團與該等合營企業之會計政策差異作調整後於該等合營企業之綜合財務報表呈列之金額。

Notes to the Consolidated Financial Statements
綜合財務報表附註

19 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Financial assets at fair value through profit or loss are all held for trading and include the following:

19 按公平值計入損益之金融資產

按公平值計入損益之金融資產均持作買賣，包括以下：

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Unlisted equity securities	非上市股本證券		
As at 1 January	於一月一日	0.8	0.8
Additions	添置	0.1	–
Disposal	出售	–	(3.2)
Fair value change	公平值變動	(0.1)	3.2
As at 31 December	於十二月三十一日	0.8	0.8

Notes to the Consolidated Financial Statements 綜合財務報表附註

20 FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

Financial assets at fair value through other comprehensive income comprise equity securities of unlisted entities mainly located in Czech Republic, Slovenia, Poland and Germany. They are all held as long-term strategic investments that are not expected to be sold in the short to medium term and include the following:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Unlisted equity securities	非上市股本證券		
As at 1 January	於一月一日	84.8	91.3
Additions	添置	0.1	1.0
Fair value change	公平值變動	1.8	(2.6)
Currency exchange differences	匯兌差額	0.9	(4.9)
As at 31 December	於十二月三十一日	87.6	84.8

Upon disposal of these unlisted equity securities, any related balances with the financial assets at fair value through other comprehensive income are reclassified to the retained earnings.

Dividend income of HK\$0.7 million (2022: HK\$5.7 million) from these unlisted equity securities are recognised in "other income" in the consolidated statement of profit or loss for the year ended 31 December 2023 (Note 6).

20 按公平值計入其他全面收益之金融資產

按公平值計入其他全面收益之金融資產包括主要位於捷克共和國、斯洛文尼亞、波蘭及德國的非上市實體的股本證券。該等金融資產均持作預計短期至中期內不會出售之長期策略性投資，包括以下各項：

出售該等非上市股本證券時，按公平值計入其他綜合收益的金融資產的任何相關結餘均重新分類至保留盈利。

截至二零二三年十二月三十一日止年度，該等非上市股本證券所得股息收入0.7百萬港元（二零二二年：5.7百萬港元）於綜合損益表「其他收入」中確認（附註6）。

21 DEFERRED TAXATION

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

(a) Current income tax

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

(b) Deferred income tax

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

21 遞延稅項

本期間稅項開支包括即期及遞延稅項。稅項在綜合損益表中確認，但與其他全面收益中或直接在權益中確認的項目有關者則除外。在該情況下，稅項亦分別在其他全面收益或直接在權益中確認。

(a) 即期所得稅

即期所得稅支出根據本公司的子公司、聯營公司及合營企業經營及產生應課稅收入的國家於資產負債表日期已頒佈或實質上已頒佈的稅務法例計算。管理層就適用稅務法例解釋所規限的情況定期評估報稅表的狀況，並在適用情況下根據預期須向稅務機關支付的稅款設定撥備。

(b) 遞延所得稅

遞延所得稅乃就資產與負債之稅基及有關資產與負債在綜合財務報表中的賬面值兩者的暫時差額，以負債法作出全數撥備。然而，若遞延稅項負債產生自初步確認商譽，則不會確認遞延稅項負債。若遞延所得稅來自在交易（不包括業務合併）中對資產或負債的初始確認，而在交易時不影響會計損益或應課稅損益，亦不作記賬。遞延所得稅採用在報告期末前已頒佈或實質上已頒佈，並在有關的遞延所得稅資產實現或遞延所得稅負債結算時預期將會適用的稅率（及法例）釐定。

Notes to the Consolidated Financial Statements 綜合財務報表附註

21 DEFERRED TAXATION (continued)

(b) Deferred income tax (continued)

Deferred tax assets are recognised only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax liabilities and assets are not recognised for temporary differences between the carrying amount and tax bases of investments in foreign operations where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

Investment allowances and similar tax incentives

Companies within the Group may be entitled to claim special tax deductions for investments in qualifying assets or in relation to qualifying expenditure. The Group accounts for such allowances as tax credits, which means that the allowance reduces income tax payable and current tax expense. A deferred tax asset is recognised for unclaimed tax credits that are carried forward as deferred tax assets.

21 遞延稅項 (續)

(b) 遞延所得稅 (續)

遞延稅項資產僅在未來應課稅金額將可用於動用該等暫時差額及虧損時予以確認。

倘本公司能控制撥回暫時差額的時間及該等差額可能不會於可見將來撥備，則不會就海外業務投資賬面值與稅基之間的暫時差額確認遞延稅項負債及資產。

當有可依法強制執行的權利將即期稅項資產與負債抵銷，而遞延稅項結餘與同一稅務機構相關時，則可將遞延稅項資產與負債抵銷。當實體有可依法強制執行抵銷權利且有意按淨額基準結算或同時變現資產及清償負債時，則即期稅項資產與稅項負債抵銷。

即期及遞延稅項於損益確認，惟與其他全面收益中或直接在權益中確認的項目有關者則除外。在此情況下，稅項亦分別於其他全面收益或直接於權益確認。

投資補貼及類似稅收優惠

本集團內公司或有權要求就合資格資產投資或合資格支出獲得特殊稅收減免。本集團將該等補貼作為稅收抵免入賬，意味著該津貼可削減應付所得稅及即期稅項支出。遞延稅項資產就未認領並結轉為遞延稅項資產的稅項抵免進行確認。

Notes to the Consolidated Financial Statements
綜合財務報表附註

21 DEFERRED TAXATION (continued)

(b) Deferred income tax (continued)

Investment allowances and similar tax incentives
(continued)

The analysis of deferred income tax assets and deferred income tax liabilities is as follows:

21 遞延稅項 (續)

(b) 遞延所得稅 (續)

投資補貼及類似稅收優惠 (續)

遞延所得稅資產及遞延所得稅負債之分析如下：

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Deferred income tax assets:	遞延所得稅資產：		
Deferred tax assets to be recovered after 12 months	將於12個月後收回的遞延稅項資產	20.1	4.5
Deferred tax assets to be recovered within 12 months	將於12個月內收回的遞延稅項資產	42.2	48.0
		62.3	52.5
Deferred income tax liabilities:	遞延所得稅負債：		
Deferred tax liabilities to be settled after 12 months	將於12個月後結算的遞延稅項負債	(252.9)	(257.3)
Deferred tax liabilities to be settled within 12 months	將於12個月內結算的遞延稅項負債	(32.5)	(23.7)
		(285.4)	(281.0)
Deferred income tax liabilities, net	遞延所得稅負債淨額	(223.1)	(228.5)

Notes to the Consolidated Financial Statements 綜合財務報表附註

21 DEFERRED TAXATION (continued)

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

Deferred income tax liabilities		Accelerated tax depreciation	Others	Total
遞延所得稅負債		加速稅項折舊	其他	總計
		HK\$M	HK\$M	HK\$M
		百萬港元	百萬港元	百萬港元
As at 1 January 2022	於二零二二年一月一日	264.4	41.4	305.8
Credited to the consolidated statement of profit or loss	於綜合損益表計入	(1.9)	(6.4)	(8.3)
Currency translation differences	匯兌差額	(14.5)	(2.0)	(16.5)
As at 31 December 2022	於二零二二年十二月三十一日	248.0	33.0	281.0
(Credited)/charged to the consolidated statement of profit or loss	於綜合損益表(計入)/扣除	(5.1)	4.4	(0.7)
Currency translation differences	匯兌差額	5.6	(0.5)	5.1
As at 31 December 2023	於二零二三年十二月三十一日	248.5	36.9	285.4

21 遞延稅項(續)

年內遞延所得稅資產及負債之變動(未計及同一稅務司法權區內的結餘抵銷)如下:

Notes to the Consolidated Financial Statements 綜合財務報表附註

21 DEFERRED TAXATION (continued)

21 遞延稅項 (續)

Deferred income tax assets		Tax losses	Decelerate tax depreciation	Provisions	Unrealised profit on inventories	Others	Total
遞延所得稅資產		稅項虧損	減速稅項 折舊	撥備	未變現 存貨溢利	其他	總計
		HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
As at 31 January 2022	於二零二二年一月三十一日	-	(9.2)	(12.1)	(1.6)	(56.0)	(78.9)
(Credited)/charged to the consolidated statement of profit or loss	於綜合損益表 (計入) / 扣除	-	(0.1)	7.8	1.0	12.7	21.4
Charged to the consolidated statement of other comprehensive income	於綜合其他全面收益表 扣除	-	-	-	-	-	-
Currency translation differences	匯兌差額	-	0.5	0.9	0.3	3.3	5.0
As at 31 December 2022	於二零二二年十二月三十一日	-	(8.8)	(3.4)	(0.3)	(40.0)	(52.5)
(Credited)/charged to the consolidated statement of profit or loss	於綜合損益表 (計入) / 扣除	-	(2.7)	(2.0)	0.1	(2.8)	(7.4)
Charged to the consolidated statement of other comprehensive income	於綜合其他全面收益表 扣除	-	-	-	-	-	-
Currency translation differences	匯兌差額	-	5.6	(0.1)	0.2	(8.1)	(2.4)
As at 31 December 2023	於二零二三年十二月三十一日	-	(5.9)	(5.5)	-	(50.9)	(62.3)

The Company controls the dividend policy of its subsidiaries and the Directors do not have an intention to distribute the retained earnings of certain subsidiaries such that deferred income tax liabilities of HK\$495.7 million (2022: HK\$230.3 million) have not been recognised for the withholding tax and other taxes that would be payable on the unremitted earnings of these subsidiaries. Unremitted earnings amounted to HK\$2,002.9 million (2022: HK\$1,033.6 million) as at 31 December 2023.

本公司可控制子公司的派息政策及董事無意分派若干子公司之保留盈利，故尚未就該等子公司的未匯出盈利應繳納的預扣稅及其他稅項確認遞延所得稅負債495.7百萬港元(二零二二年：230.3百萬港元)。於二零二三年十二月三十一日，未匯出盈利為2,002.9百萬港元(二零二二年：1,033.6百萬港元)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

21 DEFERRED TAXATION (continued)

Deferred income tax assets are recognised for tax losses carried forward to the extent that the realisation of the related tax benefit through future taxable profits is probable. The Group did not recognise deferred income tax assets of HK\$227.1 million (2022: HK\$410.5 million) in respect of tax losses amounting to HK\$1,180.3 million (2022: HK\$1,931.9 million). Unrecognised tax losses of HK\$796.8 million (2022: HK\$782.6 million) have no expiry date and the remaining tax losses will expire at various dates up to and including 2028 (2022: 2028).

22 INVENTORIES

Inventories are stated at the lower of cost and net realisable value. Cost is determined using the weighted average method. The cost of finished goods comprises raw materials, direct labour, other direct costs and related production overheads. It excludes borrowing costs. Cost of inventories also includes gains and losses on qualifying fair value hedge in respect of inventories designated as hedged items. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

Raw materials	原材料
Finished goods	製成品

The cost of inventories recognised as expense and included in cost of sales amounted to HK\$13,273.6 million (2022: HK\$16,216.2 million), which included a net reversal of impairments on inventory of HK\$23.8 million (2022: provision of impairment HK\$33.6 million) (Note 8).

As at 31 December 2023, the Group has pledged inventories with a net book value of HK\$1,098.6 million (2022: HK\$1,006.1 million) to secure certain borrowings and general facilities to the Group (Note 35).

21 遞延稅項 (續)

本公司已就結轉之稅項虧損確認遞延所得稅資產，惟僅以有關稅項福利可能透過日後之應課稅溢利變現者為限。本集團並無就稅項虧損1,180.3百萬港元(二零二二年：1,931.9百萬港元)確認遞延所得稅資產227.1百萬港元(二零二二年：410.5百萬港元)。未確認稅項虧損796.8百萬港元(二零二二年：782.6百萬港元)並無屆滿日期，而餘下稅項虧損將於二零二八年(二零二二年：二零二八年)(包括該年)或之前之不同日期屆滿。

22 存貨

存貨按成本與可變現淨值兩者中之較低者列賬。成本以加權平均法釐定。成品之成本包括原材料、直接勞工及其他直接成本及相關生產日常開支，不包括借貸成本。存貨成本亦包括指定為對沖項目的存貨之合資格公平值對沖的收益及虧損。可變現淨值是以日常業務過程中之估計售價減去適用之變動銷售開支後所得之數額。

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Raw materials	原材料	159.5	210.2
Finished goods	製成品	1,552.7	1,113.5
		1,712.2	1,323.7

確認為開支並計入銷售成本的存貨成本為13,273.6百萬港元(二零二二年：16,216.2百萬港元)，包括存貨減值撥回淨額23.8百萬港元(二零二二年：減值撥備33.6百萬港元)(附註8)。

於二零二三年十二月三十一日，本集團有賬面淨值為1,098.6百萬港元(二零二二年：1,006.1百萬港元)之已抵押存貨，以擔保本集團獲授的若干借款及一般融資(附註35)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

23 TRADE, BILLS AND OTHER RECEIVABLES

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

The Group holds trade, bills and other receivables with the objective to collect the contractual cash flows. Accordingly, trade, bills and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less loss allowance.

Trade, bills and other receivables are written off when there is no reasonable expectation of recovery.

Impairment losses on trade, bills and other receivables are presented as net impairment losses in the consolidated statement of profit or loss. Subsequent recoveries of amounts previously written off are credited against the same line item.

23 貿易、票據及其他應收款項

貿易及票據應收款項為在日常業務過程中就商品銷售或提供服務而應收客戶的款項。倘貿易、票據及其他應收款項的收回預期在一年或以內（或倘較長，則為業務正常經營週期內），其被分類為流動資產，否則分類為非流動資產。

本集團持有貿易、票據及其他應收款項，旨在收取合約現金流量。因此，貿易、票據及其他應收款項以公平值初始確認，其後利用實際利率法按攤銷成本扣除虧損撥備計量。

當不存在可收回的合理預期時，貿易、票據及其他應收款項會予以撇銷。

貿易、票據及其他應收款項的減值虧損於綜合損益表呈列為減值虧損淨額。其後收回先前已撇銷的款項則計入同一項目。

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Trade receivables	貿易應收款項	1,434.7	1,312.5
Less: loss allowance	減：虧損撥備	(27.3)	(38.3)
Trade receivables, net	貿易應收款項淨額	1,407.4	1,274.2
Bills receivables	應收票據	10.2	16.3
Deposits and prepayments	按金及預付款項	134.6	123.7
Deposits paid for purchase of raw materials	購買原材料之已付按金	20.9	18.9
VAT recoverable	可退回增值稅	105.9	108.1
Other receivables (Note)	其他應收款項 (附註)	113.1	109.9
		1,792.1	1,651.1
Less: non-current portion	減：非流動部分		
Other deposits and receivables	其他按金及應收款項	(7.5)	(10.8)
		1,784.6	1,640.3

Notes to the Consolidated Financial Statements 綜合財務報表附註

23 TRADE, BILLS AND OTHER RECEIVABLES (continued)

Note: As at 31 December 2023, the balance included a receivable of HK\$41.9 million (2022: HK\$42.5 million) from the Taizhou Bay Committee, a government authority in the PRC.

As at 31 December 2023, the Group has pledged trade receivables with a net book value of HK\$1,236.5 million (2022: HK\$969.0 million) to secure certain borrowings and general banking facilities to the Group (Note 35).

As at 31 December 2023 and 2022, the aging analysis of the gross trade receivables based on invoice date was as follows:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
0 – 90 days	0至90日	1,350.5	1,258.6
91 – 180 days	91至180日	36.4	18.1
Over 180 days	超過180日	47.8	35.8
		1,434.7	1,312.5

(a) Fair values of trade receivables

Due to the short-term nature of the current receivables, their carrying amounts are considered to approximate their fair values.

23 貿易、票據及其他應收款項 (續)

附註：於二零二三年十二月三十一日，結餘包括來自中國政府當局台灣管委會應收款項41.9百萬港元（二零二二年：42.5百萬港元）。

於二零二三年十二月三十一日，本集團有賬面淨值為1,236.5百萬港元（二零二二年：969.0百萬港元）之已抵押貿易應收款項，以擔保本集團獲授的若干借款及一般銀行融資（附註35）。

於二零二三年及二零二二年十二月三十一日，貿易應收款項總額按發票日期的賬齡分析如下：

(a) 貿易應收款項公平值

由於流動應收款項的短期性質，其賬面值被視為與其公平值相若。

23 TRADE, BILLS AND OTHER RECEIVABLES (continued)

(b) Impairment and risk exposure

The Group measures the expected credit losses on the trade and bills receivables by grouping them based on shared credit risk characteristics and the days past due. The Group has divided the trade and bills receivables into three groups shared with similar credit risk characteristics based on geographical locations which are Asia, Europe and North America. The expected loss rates are estimated based on the historical credit losses experienced, adjusted to reflect differences between economic conditions during the period over which the historic data has been collected, current conditions and the Group's view of forward-looking economic conditions. On that basis, the loss allowances as at 31 December 2023 and 2022 were determined as follows:

		Expected credit loss rate	Gross carrying amount – trade and bills receivables	Loss allowances
		預期信貸 虧損率	總賬面值 – 貿易及票據 應收款項 HK\$M 百萬港元	虧損撥備 HK\$M 百萬港元
As at 31 December 2023	於二零二三年十二月三十一日			
Active accounts	活躍賬戶			
Current	流動	0.1%	1,075.8	0.5
Past due 1 – 30 days	逾期1至30天	1.7%	221.1	3.8
Past due 31 – 90 days	逾期31至90天	2.5%	35.4	0.9
Past due over 90 days	逾期超過90天	18.6%	98.7	18.4
Terminated accounts	終止賬戶	100%	3.7	3.7
Total	總計		1,434.7	27.3

23 貿易、票據及其他應收款項 (續)

(b) 減值及風險承擔

本集團根據共同信貸風險特徵及逾期天數就貿易及票據應收款項的預期信貸虧損進行分組計量。本集團已根據亞洲、歐洲及北美洲的地理位置將貿易及票據應收款項分為具有相似信貸風險特徵的三類。預期虧損率按過往信貸虧損經驗估計，並經調整以反映收集歷史資料期間之經濟狀況、現時狀況及本集團前瞻性經濟狀況意見之差異。根據此基準，於二零二三年及二零二二年十二月三十一日的虧損撥備釐定如下：

Notes to the Consolidated Financial Statements
綜合財務報表附註

23 TRADE, BILLS AND OTHER RECEIVABLES
(continued)

(b) Impairment and risk exposure (continued)

		Expected credit loss rate	Gross carrying amount – trade and bills receivables 總賬面值 – 貿易及票據 應收款項 HK\$M 百萬港元	Loss allowances 虧損撥備 HK\$M 百萬港元
		預期信貸 虧損率		
As at 31 December 2022	於二零二二年十二月 三十一日			
Active accounts	活躍賬戶			
Current	流動	0.2%	993.2	2.2
Past due 1 – 30 days	逾期1至30天	5.2%	238.5	12.4
Past due 31 – 90 days	逾期31至90天	12.4%	25.9	3.2
Past due over 90 days	逾期超過90天	32.0%	50.6	16.2
Terminated accounts	終止賬戶	100%	4.3	4.3
Total	總計		1,312.5	38.3

Loss allowances on terminated accounts are mostly from the Asia region and majority of the loss allowances on active accounts are from the Europe and North America regions.

Movements on the Group's loss allowance of trade receivables are as follows:

終止賬戶的虧損撥備大部分來自亞洲地區，而活躍賬戶的虧損撥備大部分來自歐洲和北美洲地區。

本集團貿易應收款項之虧損撥備之變動情況如下：

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
As at 1 January	於一月一日	38.3	55.4
Reversal in loss allowance recognised	已確認的虧損撥備撥回	(5.9)	(0.6)
Receivables written off during the year as uncollectable	年內撇銷作不可收回之 應收款項	–	(12.6)
Currency translation differences	匯兌差額	(5.1)	(3.9)
As at 31 December	於十二月三十一日	27.3	38.3

Notes to the Consolidated Financial Statements 綜合財務報表附註

23 TRADE, BILLS AND OTHER RECEIVABLES (continued)

(b) Impairment and risk exposure (continued)

As at 31 December 2023, provision for impairments on other receivables and prepayments amounted to approximately HK\$18.7 million (2022: HK\$18.5 million).

The other classes within trade, bills and other receivables do not contain impaired assets. The Group does not hold any collateral as security.

The carrying amounts of the Group's trade receivables, net of provision, are denominated in the following currencies:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Renminbi ("RMB")	人民幣(「人民幣」)	70.7	101.6
Euro ("EUR")	歐元(「歐元」)	1,078.1	957.1
United States dollar ("US\$")	美元(「美元」)	189.8	130.0
Other currencies	其他貨幣	68.8	85.5
		1,407.4	1,274.2

The carrying amounts of the Group's other receivables are mainly denominated in RMB, EUR, US\$ and Polish Zloty ("PLN") (2022: RMB, EUR, US\$ and PLN) as at 31 December 2023.

23 貿易、票據及其他應收款項 (續)

(b) 減值及風險承擔(續)

於二零二三年十二月三十一日，其他應收款項及預付款項減值撥備為約18.7百萬港元(二零二二年：18.5百萬港元)。

貿易、票據及其他應收款項內其他類別並不包含已減值資產。本集團並無持有任何抵押品作擔保。

本集團之貿易應收款項(扣除撥備)之賬面值乃以下列貨幣計值：

於二零二三年十二月三十一日，本集團其他應收款項之賬面值主要以人民幣、歐元、美元及波蘭茲羅提(「茲羅提」)(二零二二年：人民幣、歐元、美元及茲羅提)計值。

Notes to the Consolidated Financial Statements 綜合財務報表附註

24 ASSETS HELD FOR SALE

Non-current assets are classified as held for sale if their carrying amounts will be recovered principally through a sales transaction rather than through continuing use. For this to be the case, the asset must be available for immediate sale in its present condition subject only to terms that are usual and customary for the sale of such assets or disposal groups and its sale must be highly probable. All assets and liabilities of a subsidiary classified as a disposal group are reclassified as held for sale regardless of whether the Group retains a non-controlling interest in its former subsidiary after the sale.

Non-current non-financial assets classified as held for sale are measured at the lower of their carrying amounts and fair values less costs to sell. Property, plant and equipment, intangible assets and right-of-use assets classified as held for sale are not depreciated or amortised.

24 持作出售資產

倘非流動資產的賬面值將主要通過出售交易而非通過持續使用來收回，則分類為持作出售資產。於此種情況下，資產須能夠在現況下可供立即出售（僅須遵守出售此類資產或出售組別的一般和習慣條款）且其出售的可能性極大。分類為出售組別的子公司的所有資產及負債均重新分類為持作出售，無論本集團是否於出售后保留其前子公司的非控制性權益。

分類為持作出售的非流動非金融資產，按其賬面值與公平值減出售成本中的較低者計量。分類為持作出售的物業、廠房及設備、無形資產及使用權資產無需進行折舊或攤銷。

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Property, plant and equipment (Note (i))	物業、廠房及設備 (附註(i))	49.4	59.3
Right-of-use assets (Note (ii))	使用權資產 (附註(ii))	2.3	2.3
Interests in joint ventures (Note (iii))	於合營企業之權益 (附註(iii))	-	129.1
		51.7	190.7
Representing:	指：		
Assets held for sale	持作出售資產	51.7	190.7
		51.7	190.7

Notes to the Consolidated Financial Statements 綜合財務報表附註

24 ASSETS HELD FOR SALE (continued)

Movements on the Group's assets and liabilities held for sales are as follows:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
As at 1 January	於一月一日	190.7	167.0
Transfers from:	轉撥自：		
– Investment accounted for using the equity method (Note 18)	– 使用權益法入賬之投資 (附註18)	–	152.5
Transfers to:	轉撥至：		
– Property, plant and equipment, net of impairments	– 物業、廠房及設備，扣除減值	(6.4)	–
Disposals	出售	(134.7)	(113.2)
Impairment	減值	(15.2)	–
Currency translation differences	匯兌差額	17.3	(15.6)
		51.7	190.7

24 持作出售資產 (續)

本集團持作出售資產及負債之變動情況如下：

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
As at 1 January	於一月一日	190.7	167.0
Transfers from:	轉撥自：		
– Investment accounted for using the equity method (Note 18)	– 使用權益法入賬之投資 (附註18)	–	152.5
Transfers to:	轉撥至：		
– Property, plant and equipment, net of impairments	– 物業、廠房及設備，扣除減值	(6.4)	–
Disposals	出售	(134.7)	(113.2)
Impairment	減值	(15.2)	–
Currency translation differences	匯兌差額	17.3	(15.6)
		51.7	190.7

Notes to the Consolidated Financial Statements 綜合財務報表附註

24 ASSETS HELD FOR SALE (continued)

Notes:

- (i) The balance as at 31 December 2023 represented certain plant and equipment located in Asia with a net book value of HK\$51.7 million (2022: HK\$50.2 million and HK\$9.1 million in Asia and Europe respectively).

During the year ended 31 December 2023, the Group disposed of certain plant and equipment located in Europe with a net book value of HK\$3.1 million (2022: HK\$9.5 million). Remaining assets held for sale located in Europe with a net book value of HK\$6.4 million was transferred back to property, plant and equipment (Note 14) as at 31 December 2023.

- (ii) The balance represented certain leased lands with a net book value of HK\$2.3 million (2022: HK\$2.3 million) located in Asia as at 31 December 2023.
- (iii) The balance represented the investments in joint ventures located in Mexico with a net book value of HK\$129.1 million as at 31 December 2022. Such asset held for sales was disposed of during the year ended 31 December 2023 with a sales price of HK\$140.7 million.
- (iv) For the year ended 31 December 2023, the Group recognised a gain on disposals of assets held for sale of HK\$6.0 million (2022: HK\$156.7 million) in "other gain, net" in the consolidated statement of profit or loss (Note 7).

24 持作出售資產(續)

附註：

- (i) 於二零二三年十二月三十一日的結餘指位於亞洲的若干廠房及設備，賬面淨值為51.7百萬港元(二零二二年：亞洲及歐洲分別50.2百萬港元及9.1百萬港元)。

於截至二零二三年十二月三十一日止年度，本集團已出售位於歐洲的若干廠房及設備，賬面淨值為3.1百萬港元(二零二二年：9.5百萬港元)。於二零二三年十二月三十一日，賬面淨值為6.4百萬港元的位於歐洲持作出售的剩餘資產轉回至物業、廠房及設備(附註14)。

- (ii) 結餘指於二零二三年十二月三十一日賬面淨值為2.3百萬港元(二零二二年：2.3百萬港元)的位於亞洲的若干租賃土地。
- (iii) 結餘指於墨西哥的合營企業的投資，於二零二二年十二月三十一日賬面淨值為129.1百萬港元。有關持作出售的資產已於截至二零二三年十二月三十一日止年度出售，售價為140.7百萬港元。
- (iv) 於截至二零二三年十二月三十一日止年度，本集團於綜合損益表「其他收益淨額」中確認出售持作出售資產收益6.0百萬港元(二零二二年：156.7百萬港元)(附註7)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

25 DERIVATIVE FINANCIAL INSTRUMENTS

25 衍生金融工具

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Derivative financial assets	衍生金融資產		
Hedging derivatives – metal commodities future contracts (Note (i))	對沖衍生工具—金屬商品期貨合約 (附註(i))	8.1	6.1
Trading derivatives – foreign currency forward contracts (Note (ii))	交易衍生工具—外幣遠期合約 (附註(ii))	8.4	11.0
		16.5	17.1
Derivative financial liabilities	衍生金融負債		
Hedging derivatives – metal commodities future contracts (Note (i))	對沖衍生工具—金屬商品期貨合約 (附註(i))	(17.1)	(14.9)
– Interest rate swap contracts (Note (iii))	– 利率掉期合約 (附註(iii))	(0.6)	–
Trading derivatives – foreign currency forward contracts (Note (ii))	交易衍生工具—外幣遠期合約 (附註(ii))	(1.1)	(0.2)
		(18.8)	(15.1)

Notes:

(i) Hedging derivatives – metal commodities future contracts

The Group enters into copper and other metal future contracts in order to manage its exposure to the price risk of inventories. All these metal commodities future contracts are designated as hedges of the fair values of the commodities held by the Group (fair value hedges). These contracts are actively traded in an active market and are measured at fair values based on quoted price as at reporting date, with gain or loss recognised directly in consolidated statement of profit or loss, together with any changes in the fair value of the hedged commodities that are attributable to the hedged risk.

The notional principal amount of the outstanding metal commodities future contracts was approximately HK\$284.3 million (2022: HK\$135.7 million) as at 31 December 2023.

附註：

(i) 對沖衍生工具—金屬商品期貨合約

本集團訂立銅及其他金屬期貨合約，以管理其存貨的價格風險。所有該等金屬商品期貨合約被指定為本集團所持商品公平值的對沖（公平值對沖）。該等合約於活躍市場交投活躍並根據於報告日期之報價按公平值計量，相關損益連同對沖風險相關的獲對沖商品之任何公平值變動，直接於綜合損益表確認。

於二零二三年十二月三十一日，未結算金屬商品期貨合約的名義本金額為約284.3百萬港元（二零二二年：135.7百萬港元）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

25 DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Notes: (continued)

(i) Hedging derivatives – metal commodities future contracts (continued)

The following table contains details of the hedging instrument used in the Group's hedging strategy as at 31 December 2023:

		Term 年期	Carrying amount of hedging instrument, net 對沖工具賬面淨值 HK\$M 百萬港元	Hedging gain adjusted against inventories 按存貨調整的對沖收益 HK\$M 百萬港元	Hedge ineffectiveness recognised in profit or loss 於損益確認的對沖失效 HK\$M 百萬港元
As at 31 December 2023 於二零二三年十二月三十一日					
Fair value hedges	公平值對沖	3 months 三個月	(8.9)	8.9	-
As at 31 December 2022 於二零二二年十二月三十一日					
Fair value hedges	公平值對沖	3 months 三個月	(8.8)	8.0	-

The following table contains details of the hedged items under the Group's hedging strategy as at 31 December 2023:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Carrying amount of the hedged item	獲對沖項目之賬面值		
Accumulated amount of fair value hedge adjustments on the hedged item included in the carrying amount of the hedged item	獲對沖項目公平值對沖調整的累計金額(計入獲對沖項目賬面值)	8.9	8.0
Net carrying amount of the hedged item included in the inventories as recognised in the consolidated balance sheet	計入存貨的獲對沖項目賬面淨值(於綜合資產負債表中確認)	465.8	334.2

25 衍生金融工具 (續)

附註：(續)

(i) 對沖衍生工具—金屬商品期貨合約 (續)

下表包含於二零二三年十二月三十一日本集團的對沖策略所用的對沖工具詳情：

下表包含於二零二三年十二月三十一日本集團的對沖策略項下的獲對沖項目詳情：

25 DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Notes: (continued)

(ii) Trading derivatives – foreign currency forward contracts

The Group entered into foreign currency forward contracts in order to mitigate its exposure to the foreign currency risk. These contracts were measured at fair value using quoted forward exchange rates at the end of the reporting period, with gain or loss recognised directly in consolidated statement of profit or loss within 'other gains, net'.

The notional principal amount of the outstanding foreign currency forward contracts were approximately HK\$536.6 million (2022: HK\$327.5 million).

(iii) Interest swap contracts

The Group entered into interest rate swap contracts in order to mitigate its exposure to the interest risk. These contracts were measured at fair value using observed yield curves at the end of the reporting period, with gain or loss recognised directly in consolidated statement of profit or loss. The notional principle amount of the outstanding interest rate swap contracts was approximately HK\$86.3 million for the year ended 31 December 2023 (2022: Nil).

26 PLEDGED BANK DEPOSITS, RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS

Cash and cash equivalents comprise cash at banks and on hand, demand deposits with banks and other financial institutions, short-term highly liquid investments that are readily convertible to cash, subjected to insignificant risk of change in value and with a maturity of three months or less from date of investment, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities on the statement of financial position.

Pledged bank deposits represent deposits pledged to banks to secure general banking facilities granted to the Group. Deposits amounting to HK\$1.2 million (2022: HK\$43.0 million) have been pledged to secure bank borrowings, and are therefore classified as current assets (Note 35).

Restricted bank deposits represent the restricted cash of HK\$3.8 million (2022: HK\$9.3 million) placed in bank accounts in Polska. These funds are specifically designated as restricted cash for the settlement of tax related issues.

25 衍生金融工具 (續)

附註：(續)

(ii) 交易衍生工具—外幣遠期合約

本集團訂立外幣遠期合約以減低外匯風險。該等合約於報告期末使用遠期報價匯率按公平值計量，相關損益直接於綜合損益表「其他收益淨額」中確認。

未結算外幣遠期合約的名義本金額約為536.6百萬港元(二零二二年：327.5百萬港元)。

(iii) 利率掉期合約

本集團已訂立利率掉期合約，以減低利率風險。該等合約於報告期末使用觀察所得孳息曲線按公平值計量，相關損益直接於綜合損益表確認。截至二零二三年十二月三十一日止年度，未結算的利率掉期合約的名義本金額約為86.3百萬港元(二零二二年：無)。

26 已抵押銀行存款、受限制銀行存款及現金及現金等值項目

現金及現金等值項目包括銀行及手頭現金，銀行及其他財務機構之活期存款，短期、高流動性之投資，而該投資可隨時轉換為現金、價值變動風險不大且由投資日期起計三個月或更短時間內到期，以及銀行透支。銀行透支計入財務狀況表之流動負債項下之借款內。

已抵押銀行存款指向銀行抵押以為本集團獲授的一般銀行信貸作擔保的存款。存款1.2百萬港元(二零二二年：43.0百萬港元)已抵押作銀行借款的擔保，因此被分類為流動資產(附註35)。

受限制銀行存款指存入波蘭銀行賬戶中的受限制現金3.8百萬港元(二零二二年：9.3百萬港元)。該等資金被特別指定為受限制現金，用以解決稅務相關問題。

Notes to the Consolidated Financial Statements 綜合財務報表附註

26 PLEDGED BANK DEPOSITS, RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS (continued)

Cash and cash equivalents represent cash and short-term bank deposits with an original maturity of three months or less.

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Cash at bank and on hands	銀行及手頭現金	366.5	705.6
Security deposit (Note)	保證金 (附註)	-	8.1
Total cash and cash equivalents as per consolidated statement of cash flows	綜合現金流量表之現金及現金等值項目總額	366.5	713.7

Note: The balance represents deposits placed with financial institutions as security for open metal commodity future contracts. The security deposits are non-interest bearing.

26 已抵押銀行存款、受限制銀行存款及現金及現金等值項目 (續)

現金及現金等值項目指原到期日為三個月或以下的現金及短期銀行存款。

附註：結餘指存入金融機構作為未結算金屬商品期貨合約擔保的按金。保證金為不計息。

27 SHARE CAPITAL

	Numbers of shares 股份數目 (Thousands) (千股)	Share capital 股本 HK\$M 百萬港元
Authorised share capital		
Ordinary shares of HK\$0.01 each as at		
1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023		
法定股本		
於二零二二年一月一日、 二零二二年十二月三十一日、 二零二三年一月一日及 二零二三年十二月三十一日之 每股面值0.01港元之普通股	5,000,000	50
Issued and fully paid		
As at 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023		
已發行及繳足		
於二零二二年一月一日、 二零二二年十二月三十一日、 二零二三年一月一日及 二零二三年十二月三十一日	1,605,152	16.1

Notes to the Consolidated Financial Statements 綜合財務報表附註

28 OTHER RESERVES

28 其他儲備

		Share premium	Capital redemption reserve	Capital reserve	Statutory general reserve	Enterprise expansion fund	Remeasurement on financial assets	Remeasurement of pension plans	Foreign currency translation reserve	Total
		股份溢價 HK\$M 百萬港元	股本贖回儲備 HK\$M 百萬港元	股本儲備 HK\$M 百萬港元 (Note (i)) (附註(i))	法定一般儲備 HK\$M 百萬港元 (Note (ii)) (附註(ii))	企業發展基金 HK\$M 百萬港元 (Note (iii)) (附註(iii))	重新計量 金融資產 HK\$M 百萬港元	重新計量 退休金計劃 HK\$M 百萬港元	外幣匯兌儲備 HK\$M 百萬港元	總計 HK\$M 百萬港元
As at 1 January 2022	於二零二二年一月一日	5,911.9	0.3	221.4	107.1	107.1	(3.9)	(1.3)	361.5	6,704.1
Currency translation differences on foreign operations	海外業務之匯兌差額	-	-	-	-	-	-	-	(316.2)	(316.2)
Change in fair value of financial assets at fair value through other comprehensive income, net of tax	按公平值計入其他全面收益之金融資產之公平值變動，扣除稅項	-	-	-	-	-	(2.6)	-	-	(2.6)
Remeasurement of post-employment benefit obligations, net of tax	重新計量僱員結束服務後之福利責任，扣除稅項	-	-	-	-	-	-	0.8	-	0.8
Share of other comprehensive income of joint ventures	應佔合營企業之其他全面收益	-	-	-	-	-	-	3.8	-	3.8
As at 31 December 2022	於二零二二年十二月三十一日	5,911.9	0.3	221.4	107.1	107.1	(6.5)	3.3	45.3	6,389.9
As at 1 January 2023	於二零二三年一月一日	5,911.9	0.3	221.4	107.1	107.1	(6.5)	3.3	45.3	6,389.9
Currency translation differences on foreign operations	海外業務之匯兌差額	-	-	-	-	-	-	-	112.4	112.4
Change in fair value of financial assets at fair value through other comprehensive income, net of tax	按公平值計入其他全面收益之金融資產之公平值變動，扣除稅項	-	-	-	-	-	1.8	-	-	1.8
Remeasurement of post-employment benefit obligations, net of tax	重新計量僱員結束服務後之福利責任，扣除稅項	-	-	-	-	-	-	0.8	-	0.8
Share of other comprehensive income of joint ventures	應佔合營企業之其他全面收益	-	-	-	-	-	-	1.6	-	1.6
As at 31 December 2023	於二零二三年十二月三十一日	5,911.9	0.3	221.4	107.1	107.1	(4.7)	5.7	157.7	6,506.5

Notes:

- (i) Capital reserve represents the sum of (a) the difference between the nominal value of the aggregate share capital and share premium of the subsidiaries acquired by the Company upon a group reorganisation in 2008 and the nominal value of the Company's shares issued in exchange and (b) a capitalisation of shareholders' loans in 2010.
- (ii) Statutory general reserve and enterprise expansion fund represent the appropriation of 10% of profit after tax determined based on the relevant accounting rules and regulations of the PRC as required by the Articles of Association of the Company's PRC subsidiaries. The appropriation may cease to apply if the balance of the statutory general reserve and enterprise expansion fund has reached 50% of the PRC subsidiaries' registered capital. The statutory general reserve and enterprise expansion fund can be used to make up prior year losses or to increase share capital.

附註：

- (i) 股本儲備指(a)本公司於二零零八年集團重組時所收購子公司股本及股份溢價總額之面值與本公司交換股權所發行股份之面值的差額及(b)二零一零年資本化股東貸款之總和。
- (ii) 本公司中國子公司的組織章程細則規定，須根據中國相關會計規則及法規釐定將除稅後溢利10%撥入法定一般儲備及企業發展基金。倘法定一般儲備及企業發展基金餘額達中國子公司註冊資本的50%，則可終止撥備。法定一般儲備及企業發展基金可用於彌補過往年度虧損或增加股本。

Notes to the Consolidated Financial Statements 綜合財務報表附註

29 NON-CONTROLLING INTERESTS

29 非控股權益

		Share of net liabilities of subsidiaries 應佔子公司負債淨額	
		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
As at 1 January	於一月一日	(43.5)	(14.4)
Transactions with non-controlling interests	與非控股權益進行之交易	-	5.7
Share of loss for the year, net	年內應佔虧損淨額	(9.9)	(27.1)
Share of other comprehensive loss, net	應佔其他全面虧損淨額	(3.6)	(7.7)
As at 31 December	於十二月三十一日	(57.0)	(43.5)

30 BORROWINGS

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

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

30 借款

借款初步按公平值扣除所產生之交易成本確認。借款其後按攤銷成本列賬；所得款項（扣除交易成本）與贖回價值間任何差額乃以實際利率法按借款期於綜合損益表確認。

倘部分或全部信貸很可能將被提取，則設立貸款信貸時支付之費用確認為貸款之交易費用。在此情況下，費用遞延至貸款被提取為止。如沒有證據證明部分或全部信貸很可能將被提取，則該費用資本化為流動資金服務之預付款，並於有關信貸期間攤銷。

Notes to the Consolidated Financial Statements 綜合財務報表附註

30 BORROWINGS (continued)

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

30 借款(續)

借款分類為流動負債，惟本集團有無條件權利遞延償還負債日期至報告期末後最少12個月者除外。

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Non-current	非流動		
Bank borrowings	銀行借款	116.6	111.3
Current	流動		
Bank borrowings	銀行借款	410.5	286.1
Other borrowings (Note i)	其他借款 (附註i)	376.0	744.7
		786.5	1,030.8
Total borrowings	借款總額	903.1	1,142.1

Bank borrowings mature at various dates up to 2028 (2022: 2025) and bear average coupons ranging from 0.9% to 12% per annum (2022: 0.9% to 12% per annum).

銀行借款於不同日期到期，直至二零二八年為止（二零二二年：二零二五年），平均票面年利率介乎0.9%至12%（二零二二年：年利率0.9%至12%）。

As at 31 December 2023 and 2022, the Group's bank and other borrowings were repayable as follows:

於二零二三年及二零二二年十二月三十一日，本集團銀行及其他借款之還款情況如下：

		Bank borrowings 銀行借款		Other borrowings 其他借款		Total 總計	
		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Within 1 year	一年內	410.5	286.1	376.0	744.7	786.5	1,030.8
Between 1 and 2 years	一至兩年	81.3	88.8	-	-	81.3	88.8
Between 2 and 5 years	兩至五年	35.3	22.5	-	-	35.3	22.5
		116.6	111.3	-	-	116.6	111.3
		527.1	397.4	376.0	744.7	903.1	1,142.1

Notes to the Consolidated Financial Statements 綜合財務報表附註

30 BORROWINGS (continued)

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

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
EUR	歐元	74.2	45.2
US\$	美元	376.0	768.2
RMB	人民幣	187.6	163.6
Czech Koruna ("CZK")	捷克克朗 (「捷克克朗」)	235.4	164.9
PLN	茲羅提	29.9	0.2
		903.1	1,142.1

As at 31 December 2023, the Group had aggregate facilities of approximately HK\$3,379.4 million (2022: HK\$3,541.7 million) for loans, factoring and guarantees. Unused facilities as at the same date amounted to approximately HK\$1,207.0 million (2022: HK\$1,135.8 million) which were uncommitted facilities. These facilities are secured/guaranteed by certain properties, plant and equipment, right-of-use assets, investment properties, inventories, trade receivables, assets held for sale and bank deposits with an aggregate amount of HK\$4,418.6 million (2022: HK\$3,722.9 million) (Note 35).

30 借款 (續)

銀行及其他借款之賬面值乃以下列貨幣計值：

	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
EUR	74.2	45.2
US\$	376.0	768.2
RMB	187.6	163.6
Czech Koruna ("CZK")	235.4	164.9
PLN	29.9	0.2
	903.1	1,142.1

於二零二三年十二月三十一日，本集團就貸款、保理及擔保之信貸總額約為3,379.4百萬港元（二零二二年：3,541.7百萬港元）。同日未動用信貸約為1,207.0百萬港元（二零二二年：1,135.8百萬港元），其為未承諾信貸。該等信貸乃由若干物業、廠房及設備、使用權資產、投資物業、存貨、貿易應收款項、持作出售資產及銀行存款總額4,418.6百萬港元（二零二二年：3,722.9百萬港元）作抵押／擔保（附註35）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

30 BORROWINGS (continued)

Note i: Included in other borrowings was a Syndicated Term Loan drawn down in 2018 with a principal balance of HK\$376.0 million (2022: HK\$742.4 million) as at 31 December 2023. During the year ended 31 December 2023, the Group repaid a repayment instalment of HK\$92.1 million after the due date, which constituted an event of default under the Syndicated Term Loan agreement. According to the loan agreement, such event of default gives the lender of the Syndicated Term Loan the right to demand for immediate repayment of any outstanding Syndicated Term Loan balances. Furthermore, the outstanding balance of Syndicated Term Loan amounted to HK\$376.0 million as of 31 December 2023 was due on 30 March 2024 for which the Group has not repaid and this also constituted another event of default under the Syndicated Term Loan agreement. Consequently, on 2 April 2024, the Company received a Demand Letter from the lender of the Syndicated Term Loan for immediate repayment of the outstanding loan balance and the applicable default interest.

Note ii: As at 31 December 2023, the Group's subsidiary in Czech Republic could not meet certain restrictive financial undertakings of a current bank borrowing with outstanding balance of HK\$91.5 million. In early 2024, the aforesaid subsidiary obtained a waiver letter from the relevant bank in respect of such non-compliance of restrictive financial undertakings.

The carrying amounts of the borrowings approximate their fair values.

30 借款(續)

附註i: 其他借款包括於二零一八年提取的銀團定期貸款，於二零二三年十二月三十一日本金結餘為376.0百萬港元(二零二二年：742.4百萬港元)。於截至二零二三年十二月三十一日止年度，本集團於到期日後償還分期還款92.1百萬港元，其構成銀團定期貸款協議項下的違約事件。根據貸款協議，該違約事件致使銀團定期貸款的貸款人有權要求立即償還銀團定期貸款任何未償還結餘。此外，截至二零二三年十二月三十一日，銀團定期貸款的未償還結餘為376.0百萬港元，已於二零二四年三月三十日到期，而本集團尚未償還，其亦構成銀團定期貸款協議項下的另一項違約事件。因此，於二零二四年四月二日，本公司收到銀團定期貸款的貸款人發出的催款函，要求立即償還未償還貸款餘額及適用的違約利息。

附註ii: 於二零二三年十二月三十一日，本集團位於捷克共和國之子公司無法履行即期銀行借款的若干限制性財務承諾，未償還結餘為91.5百萬港元。於二零二四年年初，上述子公司就該等限制性財務承諾違規獲得相關銀行的豁免函件。

借款的賬面值與其公平值相若。

Notes to the Consolidated Financial Statements 綜合財務報表附註

31 LEASE LIABILITIES

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate;
- amounts expected to be payable by the lessee under residual value guarantees;
- the exercise price of a purchase option if the lessee is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the lessee exercising that option.

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

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be determined, the lessee's incremental borrowing rate is used, being the rate that the lessee would have to pay to borrow the funds necessary to obtain an asset of similar value in a similar economic environment with similar terms and conditions.

31 租賃負債

租賃產生的資產及負債初步以現值計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 基於指數或費率的可變租賃付款；
- 剩餘價值擔保下的承租人預期應付款項；
- 購買選擇權的行使價格(倘承租人合理地確定行使該項選擇權)；及
- 支付終止租賃的罰款(倘租賃條款反映承租人行使該項選擇權)。

根據合理確定延長選擇權將予作出的租賃付款亦計入負債之計量內。

租賃付款採用租賃所隱含的利率予以貼現。倘無法釐定該利率，則使用承租人的增量借款利率，即承租人在類似條款及條件的類似經濟環境中借入獲得類似價值資產所需資金所必須支付的利率。

31 LEASE LIABILITIES (continued)

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group entity, which does not have recent third-party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

The lease liability is remeasured when there is a change in future lease payments arising from a change in an index or rate, or there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or there is a change arising from the reassessment of whether the Group will be reasonably certain to exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in the consolidated statement of profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The lease liability is also remeasured when there is a change in the scope of a lease or the consideration for a lease that is not originally provided for in the lease contract ("lease modification") that is not accounted for as a separate lease. In this case the lease liability is remeasured based on the revised lease payments and lease term using a revised discount rate at the effective date of the modification.

31 租賃負債(續)

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點作出調整以反映融資條件自獲得第三方融資後的變動；
- 對於近期未獲得第三方融資下本集團實體所持有的租賃，使用以無風險利率為出發點的累加法，並就租賃的信貸風險作出調整；及
- 對租賃進行特定調整，例如期限、國家、貨幣及抵押。

租賃付款於本金及財務成本之間作出分配。財務成本在租賃期間內計入損益，以計算各期間負債餘額的固定週期利率。

倘指數或利率變動引致未來租賃付款變動，或本集團根據剩餘價值擔保預期應付之款項估計有變，或當有關本集團會否合理確定行使購買、延期或終止選擇權的重新評估出現變動，則重新計量租賃負債。當租賃負債以此方式重新計量，就使用權資產的賬面值作出相應調整，或倘使用權資產的賬面值減至零，則於綜合損益表中入賬。

當租賃範圍發生變動或未作為單獨租賃入賬的租賃合約中原先並無計提的租賃代價發生變動（「租賃修訂」）時，則亦會重新計量租賃負債。在此情況下，租賃負債根據經修訂租賃付款及租賃期限，使用經修訂的貼現率於修訂生效日重新計量。

Notes to the Consolidated Financial Statements 綜合財務報表附註

31 LEASE LIABILITIES (continued)

The Group leases various land and land use rights, property, plant and equipment (Note 15). Rental contracts are typically made for fixed periods of 1 to 62 years but may have extension options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants.

The following table shows the remaining contractual maturities of the Group's lease liabilities as at 31 December 2023 and 2022:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Gross lease liabilities	租賃負債總額		
– minimum lease payments	– 最低租賃付款		
No later than 1 year	不遲於一年	127.2	130.4
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	233.3	176.4
Later than 5 years	遲於五年	56.8	45.0
		417.3	351.8
Future finance charges on leases	租賃的未來融資支出	(55.5)	(39.8)
Present value of lease liabilities	租賃負債的現值	361.8	312.0
The present value of lease liabilities is as follows:	租賃負債的現值如下：		
No later than 1 year	不遲於一年	114.8	119.9
Later than 1 year	遲於一年	247.0	192.1
		361.8	312.0

31 租賃負債 (續)

本集團租賃各類土地及土地使用權、物業、廠房及設備(附註15)。租賃合約通常訂有一至六十二年的固定期限，惟可擁有延期選擇權。租賃條款按個別基準進行磋商，包含多種不同的條款及條件。租賃協議並無施加任何契諾。

下表列示本集團租賃負債於二零二三年及二零二二年十二月三十一日之餘下合約到期情況：

Notes to the Consolidated Financial Statements 綜合財務報表附註

31 LEASE LIABILITIES (continued)

Interest expenses on lease liabilities of HK\$14.3 million (2022: HK\$11.2 million) was charged to finance cost for the year ended 31 December 2023 (Note 10).

The total cash outflow for leases was HK\$123.5 million (2022: HK\$194.7 million) for the year ended 31 December 2023.

32 RETIREMENT BENEFIT PLANS

The table below outlines where the Group's post-employment amounts and activity are included in the consolidated financial statements.

31 租賃負債(續)

租賃負債之利息開支14.3百萬港元(二零二二年: 11.2百萬港元)已計入截至二零二三年十二月三十一日止年度之財務成本(附註10)。

截至二零二三年十二月三十一日止年度之租賃現金流出總額為123.5百萬港元(二零二二年: 194.7百萬港元)。

32 退休福利計劃

下表概述本集團計入綜合財務報表之僱員結束服務後之金額及活動。

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Consolidated balance sheet obligations for: 綜合資產負債表就以下各項之責任:			
Defined benefit plans (Note (b))	界定福利計劃(附註(b))	9.8	11.1
Consolidated statement of profit or loss charges included in operating profit for: 綜合損益表就以下各項計入經營溢利之支出:			
Defined contribution plans (Note (a))	界定供款計劃(附註(a))	(52.6)	(50.9)
Defined benefit plans (Note (b))	界定福利計劃(附註(b))	-	-
		(52.6)	(50.9)
Remeasurements for: 就以下各項之重新計量:			
Defined benefit plans (Note (b))	界定福利計劃(附註(b))	0.8	0.8

Notes to the Consolidated Financial Statements 綜合財務報表附註

32 RETIREMENT BENEFIT PLANS (continued)

(a) Defined contribution plans

The Group operates a couple of defined contribution plans which receive fixed contributions from group companies. The Group's legal or constructive obligation for these plans is limited to the contributions. The expense recognised in the current year in relation to these contributions was HK\$52.6 million (2022: HK\$50.9 million).

(b) Defined benefit plans

The Group operates several defined benefit pension plans for selected former and active employees of the Group's certain subsidiaries in Germany. The plans provide benefits in the form of a guaranteed level of pension payable for life. The plans are mostly financed by the Group's internal resources. A part of the plans is covered by plans assets in the form of reinsurance policies.

The Group's major plans are valued by qualified actuaries annually using the projected unit credit method. The amounts recognised in the consolidated balance sheet are determined as follows:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Present value of funded obligations	有補助責任的現值	-	-
Present value of unfunded obligations	無補助責任的現值	9.8	11.1
Fair value of plan assets	計劃資產的公平值	-	-
Liabilities in the consolidated balance sheet	綜合資產負債表的負債	9.8	11.1

32 退休福利計劃 (續)

(a) 界定供款計劃

本集團設有多個界定供款計劃，其自集團公司收取定額供款。本集團就該等計劃之法定或推定責任以供款為限。本年度就該等供款確認之開支為52.6百萬港元（二零二二年：50.9百萬港元）。

(b) 界定福利計劃

本集團就本集團於德國的若干子公司的經選定前任及在任僱員運作若干界定福利退休金計劃。該等計劃提供有保障之終身養老金福利。該等計劃大部分由本集團內部資源撥資。而該等計劃部分由以再保險保單形式的計劃資產保障。

本集團之主要計劃每年由合資格精算師使用預期單位記賬法估值。於綜合資產負債表內確認之金額乃按以下方式釐定：

Notes to the Consolidated Financial Statements
綜合財務報表附註

32 RETIREMENT BENEFIT PLANS (continued)

(b) Defined benefit plans (continued)

The movement in the present values of defined benefit obligations and fair value of plan assets over the year is as follows:

32 退休福利計劃 (續)

(b) 界定福利計劃 (續)

年內界定福利責任的現值與計劃資產的公平值變動如下：

		2023 二零二三年		
		Present value of defined benefit obligations 界定福利責任的現值 HK\$M 百萬港元	Fair value of plan assets 計劃資產的公平值 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元
As at 1 January	於一月一日	11.1	-	11.1
Current service cost	當期服務成本	-	-	-
Interest expense	利息開支	0.3	-	0.3
Interest income	利息收入	-	-	-
(Gain)/loss on settlement	結算 (收益) / 虧損	-	-	-
		11.4	-	11.4
Remeasurements:	重新計量：			
Effects from change in discount rates	貼現率變動的影響	-	-	-
Effect from changes in financial assumptions	財務假設變動的影響	(0.4)	-	(0.4)
Effect from other experienced based adjustments	其他按經驗作出的調整的影響	(0.4)	-	(0.4)
Return on plan assets, excluding amounts included in interest income	計劃資產的回報，不包括計入利息收入的金額	-	-	-
		(0.8)	-	(0.8)
Currency translation differences	匯兌差額			
		0.3	-	0.3
Contributions	供款			
- Employers	- 僱主	-	-	-
Payments from plans:	計劃付款：			
- Benefit payments	- 福利付款	(1.1)	-	(1.1)
As at 31 December	於十二月三十一日	9.8	-	9.8

Notes to the Consolidated Financial Statements
綜合財務報表附註

32 RETIREMENT BENEFIT PLANS (continued)
(b) Defined benefit plans (continued)

32 退休福利計劃 (續)
(b) 界定福利計劃 (續)

		2022 二零二二年		
		Present value of defined benefit obligations 界定福利 責任的現值 HK\$M 百萬港元	Fair value of plan assets 計劃資產的 公平值 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元
As at 1 January	於一月一日	26.2	(7.3)	18.9
Current service cost	當期服務成本	–	–	–
Interest expense	利息開支	0.1	–	0.1
Interest income	利息收入	–	–	–
(Gain)/loss on settlement	結算 (收益) / 虧損	(11.3)	6.8	(4.5)
		15.0	(0.5)	14.5
Remeasurements:	重新計量：			
Effects from change in discount rates	貼現率變動的影響	(0.3)	–	(0.3)
Effect from changes in financial assumptions	財務假設變動的影響	(0.8)	–	(0.8)
Effect from other experienced based adjustments	其他按經驗作出的調整的影響	0.3	–	0.3
Return on plan assets, excluding amounts included in interest income	計劃資產的回報，不包括計入利息收入的金額	–	–	–
		(0.8)	–	(0.8)
Currency translation differences	匯兌差額	(2.0)	0.5	(1.5)
Contributions	供款			
– Employers	– 僱主	–	–	–
Payments from plans:	計劃付款：			
– Benefit payments	– 福利付款	(1.1)	–	(1.1)
As at 31 December	於十二月三十一日	11.1	–	11.1

Notes to the Consolidated Financial Statements 綜合財務報表附註

32 RETIREMENT BENEFIT PLANS (continued)

(b) Defined benefit plans (continued)

The principal actuarial assumptions used are as follows:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Discount rate	貼現率	3.75%	3.10%
Future pension increase rate	未來退休金增加比率	1.25-1.9%	1% – 2%
Future salary increase rate	未來加薪比率	–	–

The sensitivity of the defined benefit plans to changes in the weighted principal assumptions is:

32 退休福利計劃 (續)

(b) 界定福利計劃 (續)

所採用的主要精算假設如下：

界定福利計劃對加權主要假設變動之敏感度如下：

Impact on defined benefit liabilities 對界定福利責任的影響

		2023 二零二三年			2022 二零二二年		
		Change in assumption 假設變動	Increase in assumption 假設增加	Decrease in assumption 假設減少	Change in assumption 假設變動	Increase in assumption 假設增加	Decrease in assumption 假設減少
		HK\$M 百萬港元			HK\$M 百萬港元		
Discount rate	貼現率	0.50%	decrease by 0.2 減少0.2	increase by 0.4 增加0.4	0.50%	decrease by 0.4 減少0.4	increase by 0.4 增加0.4
Pension increase rate	退休金增加比率	0.25%	increase by 0.2 增加0.2	decrease by 0.1 減少0.1	0.25%	increase by 0.2 增加0.2	decrease by 0.2 減少0.2

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligations to significant actuarial assumptions the same method (present value of the defined benefit obligations calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the pension liabilities recognised within the consolidated balance sheet.

上述敏感度分析乃基於一項假設出現變動而所有其他假設維持不變。實際上，這不大可能發生，且若干假設的變動可能互有關連。計算界定福利責任對重大精算假設之敏感度時，已應用與在綜合資產負債表計算確認之退休金責任相同之方法，即以預期單位記賬法計算於報告期末之界定福利責任現值。

Notes to the Consolidated Financial Statements 綜合財務報表附註

33 TRADE AND OTHER PAYABLES

Trade and bills payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

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

33 貿易及其他應付款項

貿易及票據應付款項為在日常業務過程中購買商品或服務而應支付供應商的責任。

貿易及票據應付款項以公平值為初始確認，其後利用實際利率法按攤銷成本計量。

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Trade payables	貿易應付款項	1,644.8	1,418.8
Contract liabilities (Note (i))	合約負債 (附註(i))	90.2	57.9
Other taxes payable	其他應付稅項	31.0	38.0
Accrued salaries and employee benefits	應計薪金及僱員福利	132.0	138.8
Provision for claims and contingencies	索償及或然事項撥備	-	2.4
Accrued professional expenses	應計專業開支	27.7	39.1
Asset retirement obligations	資產報廢責任	70.9	68.5
Other payables and accruals	其他應付款項及應計費用	118.0	113.6
		2,114.6	1,877.1
Less: non-current portion	減：非流動部分		
Asset retirement obligations	資產報廢責任	(70.9)	(68.5)
Other payables	其他應付款項	(30.2)	(30.3)
		2,013.5	1,778.3

Notes to the Consolidated Financial Statements 綜合財務報表附註

33 TRADE AND OTHER PAYABLES (continued)

Notes:

- (i) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	57.9	40.0

The aging analysis of the trade payables based on invoice date was as follows:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
0 – 90 days	0至90日	1,529.1	1,374.0
91 – 180 days	91至180日	12.5	25.6
Over 180 days	超過180日	103.2	19.2
		1,644.8	1,418.8

The carrying amounts of the trade and other payables approximate their fair values.

33 貿易及其他應付款項 (續)

附註：

- (i) 就合約負債確認的收益

下表列示於本報告期間內確認的與結轉合約負債相關的收益。

貿易應付款項根據發票日期之賬齡分析如下：

貿易及其他應付款項之賬面值與其公平值相若。

Notes to the Consolidated Financial Statements
綜合財務報表附註

34 FINANCIAL INSTRUMENTS BY CATEGORY

34 按類別劃分之金融工具

		Assets at amortisation cost	Assets at fair value through profit or loss	Assets at fair value through the other comprehensive income	Total
		按攤銷成本 列賬之資產	按公平值計入 損益之資產	按公平值計入 其他全面 收益之資產	總計
		HK\$M	HK\$M	HK\$M	HK\$M
		百萬港元	百萬港元	百萬港元	百萬港元
31 December 2023	二零二三年十二月三十一日				
Assets as per consolidated balance sheet	綜合資產負債表之資產				
Trade, bills and other receivables excluding non-financial assets	貿易、票據及其他應收款項， 不包括非金融資產	1,665.2	-	-	1,665.2
Amounts due from related parties	應收關聯方款項	85.3	-	-	85.3
Derivative financial instruments	衍生金融工具	-	16.5	-	16.5
Pledged bank deposits and restricted bank deposits	已抵押銀行存款及 受限制銀行存款	5.0	-	-	5.0
Cash and cash equivalents	現金及現金等值項目	366.5	-	-	366.5
Financial assets at fair value through profit or loss	按公平值計入損益之 金融資產	-	0.8	-	0.8
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之 金融資產	-	-	87.6	87.6
Other non-current assets	其他非流動資產	3.6	-	-	3.6
Total	總計	2,125.6	17.3	87.6	2,230.5

Notes to the Consolidated Financial Statements
綜合財務報表附註

34 FINANCIAL INSTRUMENTS BY CATEGORY
(continued)

34 按類別劃分之金融工具 (續)

	Assets at amortisation cost	Assets at fair value through profit or loss	Assets at fair value through the other comprehensive income	Total
	按攤銷成本 列賬之資產	按公平值計入 損益之資產	按公平值計入 其他全面 收益之資產	總計
	HK\$M 百萬港元	HK\$M 百萬港元	HK\$M 百萬港元	HK\$M 百萬港元
31 December 2022				
Assets as per consolidated balance sheet	綜合資產負債表之資產			
Trade, bills and other receivables excluding non-financial assets	貿易、票據及其他應收款項， 不包括非金融資產			
	1,481.4	-	-	1,481.4
Amounts due from related parties	應收關聯方款項			
	82.7	-	-	82.7
Derivative financial instruments	衍生金融工具			
	-	17.1	-	17.1
Pledged bank deposits and restricted bank deposits	已抵押銀行存款及 受限制銀行存款			
	52.3	-	-	52.3
Cash and cash equivalents	現金及現金等值項目			
	713.7	-	-	713.7
Financial assets at fair value through profit or loss	按公平值計入損益之 金融資產			
	-	0.8	-	0.8
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收益之 金融資產			
	-	-	84.8	84.8
Other non-current assets	其他非流動資產			
	4.1	-	-	4.1
Total	2,334.2	17.9	84.8	2,436.9
	總計			

Notes to the Consolidated Financial Statements
綜合財務報表附註

34 FINANCIAL INSTRUMENTS BY CATEGORY
(continued)

34 按類別劃分之金融工具 (續)

		Other financial liabilities at amortised cost 按攤銷成本 列賬之 其他金融負債 HK\$M 百萬港元	Liabilities at fair value through profit or loss 按公平值 計入損益之 負債 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元
31 December 2023	二零二三年十二月三十一日			
Liabilities as per consolidated balance sheet	綜合資產負債表之負債			
Borrowings	借款	903.1	–	903.1
Lease liabilities	租賃負債	361.8	–	361.8
Derivative financial instruments	衍生金融工具	–	18.8	18.8
Trade, bills and other payables, excluding non-financial liabilities	貿易、票據及其他 應付款項，不包括 非金融負債	1,957.3	–	1,957.3
Amounts due to related parties and non-controlling interests	應付關聯方款項及 非控股權益	97.1	–	97.1
Total	總計	3,319.3	18.8	3,338.1
31 December 2022	二零二二年十二月三十一日			
Liabilities as per consolidated balance sheet	綜合資產負債表之負債			
Borrowings	借款	1,142.1	–	1,142.1
Lease liabilities	租賃負債	312.0	–	312.0
Derivative financial instruments	衍生金融工具	–	15.1	15.1
Trade, bills and other payables, excluding non-financial liabilities	貿易、票據及其他 應付款項，不包括 非金融負債	1,710.3	–	1,710.3
Amounts due to related parties	應付關聯方款項	68.4	–	68.4
Total	總計	3,232.8	15.1	3,247.9

Notes to the Consolidated Financial Statements
綜合財務報表附註

35 PLEDGES OF ASSETS

At the end of the reporting period, the Group has pledged the following assets to secure certain borrowings and general banking facilities granted to the Group:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Property, plant and equipment	物業、廠房及設備	1,895.9	1,507.9
Right-of-use assets	使用權資產	136.7	142.6
Investment properties	投資物業	49.7	54.3
Inventories	存貨	1,098.6	1,006.1
Trade receivables	貿易應收款項	1,236.5	969.0
Pledged bank deposits	已抵押銀行存款	1.2	43.0
		4,418.6	3,722.9

35 資產抵押

於報告期末，本集團已抵押以下資產，以擔保授予本集團之若干借款及一般銀行融資：

36 COMMITMENTS

(a) Capital commitments

As at 31 December 2023 and 2022, significant capital expenditure contracted for but not yet incurred is as follows:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Capital expenditure contracted for but not provided in the consolidated financial statements in respect of:	已訂約但未於綜合財務報表中撥備的資本開支：		
– acquisition of property, plant and equipment	– 收購物業、廠房及設備	105.5	63.4
– additions in construction in progress	– 添置在建工程	11.0	9.5
		116.5	72.9
Authorised but not contracted for:	已授權但尚未訂約：		
– additions in construction in progress	– 添置在建工程	7.4	11.5
– additions of property, plant and equipment	– 添置物業、廠房及設備	2.2	2.0

36 承擔

(a) 資本承擔

於二零二三年及二零二二年十二月三十一日，已訂約但未產生之重大資本開支如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

36 COMMITMENTS (continued)

(b) Operating lease commitments – as lessor

The future aggregate minimum lease payments receivable under non-cancellable operating leases are as follows:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
No later than 1 year	不遲於一年	12.1	11.7
Later than 1 year and no later than 5 years	遲於一年但不遲於五年	36.4	11.6
Later than 5 years	遲於五年	9	17.2
		57.5	40.5

37 RELATED PARTIES TRANSACTIONS

Related parties are individuals and companies, including subsidiaries, fellow subsidiaries, joint ventures, associates and key management personnel, where the individual or company has the ability, directly or indirectly, to control or jointly control the other party or exercise significant influence over the other party in making financial and operating decisions. A close family member of any such individual is considered to be a related party.

The Group is controlled by USUMHK which owns 60.95% of the Company's shares. The remaining 39.05% of the shares are widely held. The ultimate holding company of the Group is Loncin Group Co., Ltd. (incorporated in the PRC). The ultimate controlling party of the Group is Mr. Tu.

(a) Transactions

In addition to those disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties which mainly comprises of joint ventures, associates, Loncin International Limited, USUMHK and their subsidiaries during the years ended 31 December 2023 and 2022.

36 承擔 (續)

(b) 經營租賃承擔—作為承租人

根據不可撤銷經營租賃之未來應收最低租賃付款總額如下：

37 關聯方交易

關聯方是指在作出財政及營運決定時，有能力直接或間接控制，或共同控制，或能夠重大影響另一方的個別人士或公司，包括子公司、同系子公司、合營企業、聯營及主要管理人員。此等個別人士的密切家庭成員也被視為關聯方。

本集團由渝商香港控制，渝商香港擁有本公司60.95%股份。其餘39.05%股份由廣泛持有人持有。本集團最終控股公司為隆鑫集團有限公司（於中國註冊成立）。本集團最終控制方為涂先生。

(a) 交易

除已在綜合財務報表其他部分披露者外，本集團於截至二零二三年及二零二二年十二月三十一日止年度曾與其關聯方（主要包括合營企業、聯營公司、隆鑫國際有限公司、渝商香港及彼等的子公司）進行以下交易。

Notes to the Consolidated Financial Statements
綜合財務報表附註

37 RELATED PARTIES TRANSACTIONS
(continued)

(a) Transactions (continued)

All of the transactions were carried out in the normal course of the Group's business and on terms as agreed between the transacting parties. They are summarised as follows:

37 關聯方交易 (續)

(a) 交易 (續)

所有交易均於本集團日常業務過程中按交易雙方所協定的條款進行，概述如下：

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Sales of goods to	向以下各方銷售商品		
– Joint ventures	– 合營企業	241.6	328.1
– Related parties	– 關聯方	100.8	28.6
Purchases of goods from	從以下各方採購商品		
– Joint ventures	– 合營企業	442.8	514.1
– Related parties	– 關聯方	109.9	147.4
Interest income from	來自以下各方之利息收入		
– Joint ventures	– 合營企業	0.7	0.7
– Related parties	– 關聯方	0.2	0.6
Interest expense to	支付予以下各方之利息開支		
– Related parties	– 關聯方	0.6	0.6

Notes to the Consolidated Financial Statements
綜合財務報表附註

37 RELATED PARTIES TRANSACTIONS
(continued)

(a) Transactions (continued)

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Other income from (Note (i))	來自以下各方之其他收入 (附註(i))		
– Joint ventures	– 合營企業	5.2	1.9
– Related parties	– 關聯方	0.4	3.4
Administrative expenses to (Note (ii))	支付予以下各方之行政開支 (附註(ii))		
– Joint ventures	– 合營企業	(0.1)	–
– Related parties	– 關聯方	(11.4)	(18.0)

Notes:

- (i) Other income mainly comprised management fee income, rental income, service income and commission income.
- (ii) Administrative expenses mainly comprised management fee, lease expense and service fee.

附註：

- (i) 其他收入主要包括管理費收入、租金收入、服務收入及佣金收入。
- (ii) 行政開支主要包括管理費、租賃開支及服務費。

37 關聯方交易 (續)

(a) 交易 (續)

Notes to the Consolidated Financial Statements
綜合財務報表附註

37 RELATED PARTIES TRANSACTIONS
(continued)

(b) Key management compensation

Key management includes chairman of the Company, all directors and other senior managements. The compensations paid or payable to key management for employee services are shown below:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Wages and salaries, including restructuring costs and other termination benefits	工資及薪金，包括重組成本及其他終止僱傭福利	35.9	35.1
Pension costs – defined contribution plans	退休金成本—界定供款計劃	0.5	0.5
Other employee benefits	其他僱員福利	0.1	0.3
Total	總計	36.5	35.9

(c) Year-end balances

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Receivables from:	應收以下各方款項：		
– Joint ventures (Note (i))	– 合營企業 (附註(i))	74.6	65.1
– Related parties (Note (i))	– 關聯方 (附註(i))	10.7	17.6
		85.3	82.7
Payables to:	應付以下各方款項：		
– Joint ventures (Note (ii))	– 合營企業 (附註(ii))	(37.6)	(33.1)
– Related parties (Note (ii))	– 關聯方 (附註(ii))	(28.1)	(35.3)
– Non-controlling interests (Note (iii))	– 非控股權益 (附註(iii))	(31.4)	–
		(97.1)	(68.4)

37 關聯方交易 (續)

(b) 主要管理層薪酬

主要管理層包括本公司主席、全體董事及其他高級管理人員。就提供僱員服務而已付或應付主要管理層的薪酬列示如下：

(c) 年終結餘

Notes to the Consolidated Financial Statements 綜合財務報表附註

37 RELATED PARTIES TRANSACTIONS (continued)

(c) Year-end balances (continued)

Notes:

- (i) The receivables from joint ventures and related parties include trade receivables and other receivables. Trade receivables are repayable within 60 days, and other receivables are repayable on demand. Both are unsecured and non-interest bearing.
- (ii) The payables to joint ventures and related parties include trade payables and other payables. Trade payables are repayable within 60 days, and other payable are repayable on demand. Both are unsecured and non-interest bearing.
- (iii) The balance with non-controlling interests is unsecured, repayable on demand and bearing interest rate of 3.5% per annum.

38 BENEFITS AND INTERESTS OF DIRECTORS

(a) Directors' emoluments

The remuneration of the directors for the years ended 31 December 2023 and 2022 is set out below:

	Fees	Salaries and allowances	Performance bonus	Retirement benefit	Other benefits	Total
				contributions		
Year ended 31 December 2023	袍金	薪金及津貼	表現花紅	退休福利	其他福利	總計
截至二零二三年十二月三十一日止年度	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M	HK\$M
	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Executive directors:						
Mr. Tu Jianhua		4.0	5.0	-	-	9.0
Mr. Li Linhui (Note (i))		0.8	-	-	-	0.8
Mr. Miao Yu		0.6	0.3	-	-	0.9
Mr. Yao Jietian		3.2	1.8	0.2	0.1	5.3
Mr. Wang Li (Note (ii))		-	-	-	-	-
Mr. Qin Yongming (Chairman) (Note (iii))		4.0	3.3	-	-	7.3
Mr. Liu Yongxin (Note (iv))		-	-	-	-	-
Mr. Zhang Wei (Chief Executive Officer) (Note (v))		2.4	-	-	-	2.4
Non-executive directors:						
Prof. Li Zhiguo	0.3	-	-	-	-	0.3
Prof. Yan Guowan (Note (vi))	0.3	-	-	-	-	0.3
Mr. Szeto Yuk Ting (Note (vii))	0.3	-	-	-	-	0.3
	0.9	15.0	10.4	0.2	0.1	26.6

37 關聯方交易 (續)

(c) 年終結餘 (續)

附註：

- (i) 應收合營企業及關聯方款項包括貿易應收款項及其他應收款項。貿易應收款項須於60日內償還，其他應收款項則須按要求償還。該兩類款項均為無抵押及不計息。
- (ii) 應付合營企業及關聯方款項包括貿易應付款項及其他應付款項。貿易應付款項須於60日內償還，其他應付款項則須按要求償還。該兩類款項均為無抵押及不計息。
- (iii) 非控股權益結餘為無抵押、按要求償還及按年利率3.5%計息。

38 董事福利及權益

(a) 董事酬金

截至二零二三年及二零二二年十二月三十一日止年度之董事薪酬載列如下：

Notes to the Consolidated Financial Statements 綜合財務報表附註

38 BENEFITS AND INTERESTS OF DIRECTORS (continued)

(a) Directors' emoluments (continued)

Year ended 31 December 2022 截至二零二二年十二月三十一日止年度	Fees	Salaries and allowances	Performance bonus	Retirement benefit scheme contributions 退休福利 計劃供款	Other benefits	Total
	袍金 HK\$M 百萬港元	薪金及津貼 HK\$M 百萬港元	表現花紅 HK\$M 百萬港元	計劃供款 HK\$M 百萬港元	其他福利 HK\$M 百萬港元	總計 HK\$M 百萬港元
Executive directors:	執行董事：					
Mr. Tu Jianhua	-	4.0	3.0	-	-	7.0
Mr. Li Linhui (Note (i))	-	2.8	1.8	-	0.1	4.7
Mr. Miao Yu	-	0.6	0.3	-	-	0.9
Mr. Yao Jietian	-	3.3	1.8	0.2	0.1	5.4
Mr. Wang Li (Note (ii))	-	-	-	-	-	-
Non-executive directors:	非執行董事：					
Prof. Li Zhiguo	0.2	-	-	-	-	0.2
Prof. Yan Guowan (Note (vi))	0.2	-	-	-	-	0.2
Mr. Szeto Yuk Ting (Note (vii))	0.2	-	-	-	-	0.2
	0.6	10.7	6.9	0.2	0.2	18.6

Notes:

- (i) Mr. Li Linhui was appointed as an executive director and the chairman of the board of director with effect from 13 December 2021 and resigned as an executive director and ceased to be chairman of the Board and the chairman of each of the Executive Committee, the Nomination Committee, the Strategy and Investment Committee and the Pricing Committee and ceased to assume the responsibilities of a chief executive officer of the Company with effect from 21 March 2023.
- (ii) Mr. Wang Li was appointed as an executive director of the Company with effect from 9 June 2022.

附註：

- (i) 李林輝先生自二零二一年十二月十三日起獲委任為執行董事兼董事會主席，並自二零二三年三月二十一日起辭任執行董事且不再擔任董事會主席以及提名委員會、戰略與投資委員會及定價委員會各自之主席且不再承擔本公司行政總裁的職責。
- (ii) 王歷先生自二零二二年六月九日起獲委任為本公司執行董事。

Notes to the Consolidated Financial Statements 綜合財務報表附註

38 BENEFITS AND INTERESTS OF DIRECTORS (continued)

(a) Directors' emoluments (continued)

Notes: (continued)

- (iii) Mr. Qin Yongming was appointed as an executive director and the chairman of the board of director with effect from 21 March 2023.
- (iv) Mr. Liu Yongxin was appointed as an executive director of the Company with effect from 19 December 2023.
- (v) Mr. Zhang Wei was appointed as an executive Director and the chief executive officer of the Company with effect from 21 March 2023 and resigned as an executive director and he remains as the chief executive officer of the Company with effect from 14 December 2023.
- (vi) Prof. Yan Guowan was appointed as an independent non-executive director of the Company with effect from 4 March 2022.
- (vii) Ms. Szeto Yuk Ting was appointed as an independent non-executive director of the Company with effect from 4 March 2022.
- (viii) During both years, no emoluments were paid by the Group to any of the directors or the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office. None of the directors waived any emoluments during both years.

(b) Directors' retirement benefits

During the year ended 31 December 2023, the Company made contributions to the Hong Kong Mandatory Provident Fund for Mr. Tu Jianhua, Mr. Zhang Wei, Mr. Li Linhui, Mr. Miao Yu, and Mr. Yao Jietian of HK\$18,000, HK\$15,000, HK\$4,500, HK\$18,000 and HK\$18,000, respectively.

During the year ended 31 December 2022, the Company made contributions to the Hong Kong Mandatory Provident Fund Scheme for Mr. Tu Jianhua, Mr. Miao Yu, Mr. Li Linhui, and Mr. Yao Jietia in the amount of HK\$18,000, HK\$18,000, HK\$18,000 and HK\$18,000, respectively.

38 董事福利及權益 (續)

(a) 董事酬金 (續)

附註：(續)

- (iii) 秦永明先生獲委任為執行董事及董事會主席，自二零二三年三月二十一日起生效。
- (iv) 劉永欣先生獲委任為本公司執行董事，自二零二三年十二月十九日起生效。
- (v) 張偉先生獲委任為本公司執行董事及行政總裁，自二零二三年三月二十一日起生效。彼已辭任執行董事但仍擔任本公司行政總裁一職，自二零二三年十二月十四日起生效。
- (vi) 晏國苑教授自二零二二年三月四日起獲委任為本公司獨立非執行董事。
- (vii) 司徒毓廷先生自二零二二年三月四日起獲委任為本公司獨立非執行董事。
- (viii) 於兩個年度，本集團概無向任何董事或五名最高薪人士支付酬金作為吸引加入或於加入本集團時的獎勵或作為離職補償。概無董事於兩個年度放棄任何酬金。

(b) 董事退休福利

於截至二零二三年十二月三十一日止年度內，本公司分別為涂建華先生、張偉先生、李林輝先生、苗雨先生及姚杰天先生向香港強制性公積金作出供款18,000港元、15,000港元、4,500港元、18,000港元及18,000港元。

於截至二零二二年十二月三十一日止年度，本公司分別為涂建華先生、苗雨先生、李林輝先生及姚杰天先生向香港強制性公積金計劃作出供款18,000港元、18,000港元、18,000港元及18,000港元。

38 BENEFITS AND INTERESTS OF DIRECTORS (continued)

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

During the year ended 31 December 2023, the Company did not pay consideration to any third parties for making available directors' services (2022: Nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and controlled entities with such directors

As at 31 December 2023 and 2022, there were no loans, quasi-loans and other dealing arrangements in favour of directors, controlled bodies corporate by and controlled entities with such directors.

(e) Directors' material interests in transactions, arrangements or contracts

No significant transactions, arrangements and contracts in relation to the Group's business to which the Company was a party and in which a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the financial year (2022: Nil).

38 董事福利及權益 (續)

(c) 就提供董事服務而向第三方提供之代價

於截至二零二三年十二月三十一日止年度，本公司並無就提供董事服務而向任何第三方支付代價（二零二二年：無）。

(d) 有關以董事、由有關董事控制的團體公司及與有關董事共同控制的實體為受益人的貸款、類似貸款及其他交易的資料

於二零二三年及二零二二年十二月三十一日，概無以董事、由有關董事控制的團體公司及與有關董事共同控制的實體為受益人的貸款、類似貸款及其他交易安排。

(e) 董事於交易、安排或合約中之重大權益

本公司概無訂立任何與本集團業務有關而本公司董事於當中擁有重大權益（不論直接或間接），且於年末或財政年度內任何時間存續之重大交易、安排及合約（二零二二年：無）。

Notes to the Consolidated Financial Statements 綜合財務報表附註

39 CASH GENERATED FROM OPERATIONS

Reconciliation from profit before income tax to cash generated from operations:

39 經營所得現金

除所得稅前溢利與經營所得現金對賬：

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Cash flows from operating activities	經營活動所得現金流		
Profit before income tax	除所得稅前溢利	49.3	404.0
Adjustments for:	就以下各項調整：		
Finance costs (Note 10)	財務成本 (附註10)	186.6	195.0
Finance income (Note 10)	財務收入 (附註10)	(4.9)	(8.3)
Dividend income (Note 6)	股息收入 (附註6)	(0.7)	(5.7)
Depreciation and amortisation (Note 8)	折舊及攤銷 (附註8)	390.2	363.3
Fair value loss/(gain) on derivative financial instruments, net (Note 7)	衍生金融工具之公平值虧損／(溢利) 淨額 (附註7)	4.5	(15.7)
Fair value loss/(gain) on financial assets at fair value through profit or loss (Note 7)	按公平值計入損益之金融資產之公平值虧損／(溢利) (附註7)	0.1	(3.2)
Gain on disposals of property, plant and equipment and right-of-use assets (Note 7)	出售物業、廠房及設備以及使用權資產之收益 (附註7)	(12.6)	(35.3)
Gain on disposals of assets held for sale (Note 7)	出售持作出售資產之收益 (附註7)	(6.0)	(156.7)
Reversal of for impairments on financial assets, net	金融資產減值撥回淨額	(23.7)	(15.9)
(Reversal of)/provision for impairments on inventories, net (Note 8)	存貨減值 (撥回)／撥備淨額 (附註8)	(23.8)	33.6
Provision for impairments on property, plant, and equipment and right-of-use assets (Note 7)	物業、廠房及設備以及使用權資產之減值撥備 (附註7)	11.0	1.0
Provision for impairment on investments in joint ventures (Note 7)	投資合營企業之減值撥備 (附註7)	-	73.3
Provision for impairments on intangible assets (Note 7)	無形資產之減值撥備 (附註7)	9.4	-
Share of post-tax (profit)/loss of an associate	應佔聯營公司除稅後(溢利)／虧損	(0.5)	1.6
Share of post-tax profit of joint ventures	應佔合營企業除稅後溢利	(54.5)	(137.5)
Non-cash post-employment benefit expenses	非現金僱員結束服務後之福利開支	(1.1)	(1.1)
Net foreign exchange losses	外匯虧損淨額	19.9	7.0
		543.2	699.4
Changes in working capital	營運資金變動		
(Increase)/Decrease in inventories	存貨 (增加)／減少	(350.3)	51.5
(Increase)/Decrease in trade, bills and other receivables	貿易、票據及其他應收款項 (增加)／減少	(115.1)	445.2
Change in derivative financial instruments	衍生金融工具變動	(0.4)	4.0
Increase/(Decrease) in trade, bills and other payables	貿易、票據及其他應付款項增加／(減少)	232.2	(297.2)
		309.6	902.9

Notes to the Consolidated Financial Statements 綜合財務報表附註

39 CASH GENERATED FROM OPERATIONS (continued)

In the consolidated statement of cash flows, proceeds from disposals of property, plant and equipment and right-of-use assets comprise:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Net book amount of property, plant and equipment (Note 14)	物業、廠房及設備之賬面淨值 (附註14)	32.4	18.9
Net book amount of right-of-use assets (Note 15)	使用權資產之賬面淨值 (附註15)	13.1	55.9
Gain on disposal of property, plant and equipment and right-of-use assets (Note 7)	出售物業、廠房及設備以及使用權資產之收益 (附註7)	12.6	35.3
Decrease in proceeds receivable	應收所得款項減少	(13.1)	(62.9)
Reduction in lease liabilities	租賃負債減少	-	(6.6)
Proceeds from disposals of property, plant and equipment and right-of-use assets	出售物業、廠房及設備以及使用權資產之所得款項	45.0	40.6

In the consolidated statement of cash flows, proceeds from disposals of assets held for sale comprise:

		2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
Net book amount of assets held for sale (Note 24)	持作出售資產之賬面淨值 (附註24)	134.7	113.2
Gain on disposals of assets held for sale (Note 7)	出售持作出售資產之收益 (附註7)	6.0	156.7
Related tax expenses refunded by buyers	買家退回之相關稅項開支	-	18.7
Proceeds from disposals of assets held for sale	出售持作出售資產之所得款項	140.7	288.6

39 經營所得現金 (續)

於綜合現金流量表，出售物業、廠房及設備以及使用權資產之所得款項包括：

於綜合現金流量表，出售持作出售資產之所得款項包括：

Notes to the Consolidated Financial Statements 綜合財務報表附註

39 CASH GENERATED FROM OPERATIONS (continued)

This section sets out an analysis of net debt and the movements in net debt for each of the years presented.

39 經營所得現金 (續)

本節載列債務淨額分析及所呈列各年度債務淨額變動。

		Liabilities from financing activities 融資活動產生的負債					Total 總計
		Lease liabilities due within 1 year 於一年內到期的 租賃負債	Lease liabilities due after 1 year 於一年後到期的 租賃負債	Bank borrowings due within 1 year 於一年內到期的 銀行借款	Bank Borrowing due after 1 year 於一年後到期的 銀行借款	Other borrowings due within 1 year 於一年內到期的 其他借款	
Net debt as at 1 January 2022	於二零二二年一月一日的債務淨額	177.1	190.1	493.9	50.8	1,117.2	2,029.1
Proceeds/additions	所得款項/添置	120.1	34.6	161.5	80.5	-	396.7
Reversals	撥回	(6.6)	-	-	-	-	(6.6)
Repayments	償還款項	(176.1)	(0.8)	(337.9)	(12.7)	(352.6)	(880.1)
Other non-cash movement	其他非現金變動	26.5	(29.9)	-	-	(20.8)	(24.2)
Currency translation differences	匯兌差額	(21.1)	(1.9)	(31.4)	(7.3)	0.9	(60.8)
Net debt as at 31 December 2022	於二零二二年十二月三十一日的 債務淨額	119.9	192.1	286.1	111.3	744.7	1,454.1
Proceeds/additions	所得款項/添置	114.1	52.8	177.6	72.0	-	416.5
Repayments	償還款項	(133.2)	-	(105.9)	(18.4)	(353.6)	(611.1)
Other non-cash movement	其他非現金變動	4.8	(4.8)	49.0	(49.0)	(15.1)	(15.1)
Currency translation differences	匯兌差額	9.2	6.9	3.7	0.7	-	20.5
Net debt as at 31 December 2023	於二零二三年十二月三十一日的 債務淨額	114.8	247.0	410.5	116.6	376.0	1,264.9

Notes to the Consolidated Financial Statements
綜合財務報表附註

40 BALANCE SHEET AND RESERVE MOVEMENT 40 資產負債表及儲備變動
Balance sheet of the Company 本公司之資產負債表

	Note 附註	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
ASSETS			
Non-current assets			
Investment in subsidiaries, unlisted		3,500.4	3,500.4
Right-of-use assets		2.5	4.0
Other deposit		0.5	0.5
		3,503.4	3,504.9
Current assets			
Other receivables		16.9	18.0
Amounts due from subsidiaries		827.2	1,219.3
Cash and cash equivalents		0.1	1.9
		844.2	1,239.2
Total assets		4,347.6	4,744.1
EQUITY AND LIABILITIES			
Equity attributable to shareholders of the Company			
Share capital	27	16.1	16.1
Reserves		3,079.7	3,186.6
Total equity		3,095.8	3,202.7

Notes to the Consolidated Financial Statements
綜合財務報表附註

40 BALANCE SHEET AND RESERVE MOVEMENT
(continued)

Balance sheet of the Company (continued)

40 資產負債表及儲備變動(續)

本公司之資產負債表(續)

	Note 附註	2023 二零二三年 HK\$M 百萬港元	2022 二零二二年 HK\$M 百萬港元
LIABILITIES			
Non-current liabilities			
Lease liabilities		1.2	2.8
		1.2	2.8
Current liabilities			
Accruals and other payables		25.4	32.7
Amounts due to subsidiaries		847.5	762.0
Lease liabilities		1.7	1.5
Other borrowings		376.0	742.4
		1,250.6	1,538.6
Total liabilities		1,251.8	1,541.4
Total equity and liabilities		4,347.6	4,744.1

The balance sheet of the Company was approved by the Board of Directors on 23 April 2024 and was signed on its behalf:

本公司之資產負債表已獲董事會於二零二四年四月二十三日批准並由以下董事代表簽署：

Mr. Tu Jianhua
涂建華先生
Director
董事

Mr. Qin Yongming
秦永明先生
Director
董事

Notes to the Consolidated Financial Statements
綜合財務報表附註

40 BALANCE SHEET AND RESERVE MOVEMENT (continued) 40 資產負債表及儲備變動 (續)

Reserves movement of the Company

本公司之儲備變動

		Share premium 股份溢價 HK\$M 百萬港元	Capital redemption reserve 股本贖回 儲備 HK\$M 百萬港元	Capital reserve 股本儲備 HK\$M 百萬港元 (Note (i)) (附註(i))	Accumulated losses 累計虧損 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元
As at 1 January 2022	於二零二二年 一月一日	5,911.9	0.3	216.2	(2,726.5)	3,401.9
Loss for the year	年內虧損	-	-	-	(215.3)	(215.3)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	(215.3)	(215.3)
As at 31 December 2022	於二零二二年 十二月三十一日	5,911.9	0.3	216.2	(2,941.8)	3,186.6

Notes to the Consolidated Financial Statements
綜合財務報表附註

40 BALANCE SHEET AND RESERVE MOVEMENT (continued) **40 資產負債表及儲備變動 (續)**

Reserves movement of the Company (continued)

本公司之儲備變動 (續)

		Share premium 股份溢價 HK\$M 百萬港元	Capital redemption reserve 股本贖回儲備 HK\$M 百萬港元	Capital reserve 股本儲備 HK\$M 百萬港元 (Note (i)) (附註(i))	Accumulated losses 累計虧損 HK\$M 百萬港元	Total 總計 HK\$M 百萬港元
As at 1 January 2023	於二零二三年一月一日	5,911.9	0.3	216.2	(2,941.8)	3,186.6
Loss for the year	年內虧損	–	–	–	(106.9)	(106.9)
Total comprehensive loss for the year	年內全面虧損總額	–	–	–	(106.9)	(106.9)
As at 31 December 2023	於二零二三年十二月三十一日	5,911.9	0.3	216.2	(3,048.7)	3,079.7

Note:

- (i) Capital reserve represents the sum of (a) the difference between the nominal value of the aggregate share capital and share premium of the subsidiaries acquired by the Company upon a group reorganisation in 2008 and the nominal value of the Company's shares issued in exchange and (b) a capitalisation of shareholders' loans in 2010.

附註：

- (i) 股本儲備指(a)本公司於二零零八年集團重組時所收購子公司股本及股份溢價總額之面值與本公司交換股權所發行股份之面值的差額及(b)二零一零年資本化股東貸款之總和。

Notes to the Consolidated Financial Statements 綜合財務報表附註

41 PARTICULARS OF SUBSIDIARIES OF THE COMPANY

(a) General information of principal subsidiaries

The table below shows the subsidiaries as at 31 December 2023, which in the opinion of the Directors, principally affect the revenue, net assets or business aspects of the Group. To give details of all subsidiaries would, in the opinion of the Directors, result in particulars of excessive length.

Name of subsidiary 子公司名稱	Place of operation 經營地點	Place of incorporation/ establishment 註冊成立/成立地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊股本	Attributable equity interest and voting power held by the Group 本集團所持應佔股本權益及投票權		Principal activities 主要業務
				2023 二零二三年	2022 二零二二年	
Chiho-Tiande (HK) Limited 齊合天地(香港)有限公司	Hong Kong 香港	Hong Kong 香港	HK\$1 1港元	100%	100%	Purchasing agent of the Group and providing services to group companies 本集團採購代理及提供服務予集團公司
Chiho Eco Protection Limited 齊合綠色環保有限公司	Hong Kong 香港	Hong Kong 香港	HK\$10,000 10,000港元	100%	100%	Processing and sales of metal scrap and WEEE 加工及銷售再生金屬及廢電器電子產品
Chiho Environmental Recycling Industry Limited 齊合環保再生工業有限公司	Hong Kong 香港	Hong Kong 香港	HK\$80,000,000 80,000,000港元	100%	100%	Purchasing agent of the Group and wholesales of metal scrap without processing 本集團採購代理及批發未經加工之再生金屬
Chiho Environmental (Beijing) Company Limited** 齊合環保(北京)有限公司*	The PRC 中國	The PRC 中國	RMB50,000,000 人民幣50,000,000元	100%	100%	Providing services to group companies 提供服務予集團公司
Taizhou Chiho-Tiande Metals Company Limited** 台州齊合天地金屬有限公司*	The PRC 中國	The PRC 中國	US\$108,000,000 108,000,000美元	100%	100%	Processing and sales of metal scrap 加工及銷售再生金屬
Chiho-Tiande (YanTai) Resources Recycling Company Limited** 齊合天地(煙台)再生資源有限公司*	The PRC 中國	The PRC 中國	US\$22,000,000 22,000,000美元	100%	100%	Processing and sales of metal scrap 加工及銷售再生金屬
Yantai Liheng Environmental Protection Technology Company Limited** 煙台立衡環保科技有限公司*	The PRC 中國	The PRC 中國	RMB55,150,000 人民幣55,150,000元	60%	60%	Processing and sales of lubricating oil 加工及銷售潤滑油

[△] All these subsidiaries are indirectly held by the Company
^{*} For identification purpose only
⁺ Limited liability company

[△] 所有該等子公司均由本公司間接持有
^{*} 僅供識別
⁺ 有限責任公司

Notes to the Consolidated Financial Statements 綜合財務報表附註

41 PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

(a) General information of principal subsidiaries (continued)

Name of subsidiary 子公司名稱	Place of operation 經營地點	Place of incorporation/ establishment 註冊成立/成立地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊股本	Attributable equity interest and voting power held by the Group 本集團所持應佔股本權益及投票權		Principal activities 主要業務
				2023 二零二三年	2022 二零二二年	
Yantai Qisheng Petrochemical Co., Ltd.** 煙台齊盛石油化工有限公司*	The PRC 中國	The PRC 中國	RMB50,000,000 人民幣50,000,000元	60%	60%	Processing and sales of lubricating oil 加工及銷售潤滑油
Dalian New Green Recycle & Resources Corporation** 大連新綠再生資源加工有限公司*	The PRC 中國	The PRC 中國	JPY8,556,011,000 8,556,011,000日圓	100%	100%	Processing and sales of metal scrap 加工及銷售再生金屬
Schol Recycling (Beijing) Co., Ltd** 順爾茨環保(北京)有限公司*	The PRC 中國	The PRC 中國	RMB50,000,000 人民幣50,000,000元	100%	100%	Providing services to group companies 提供服務予集團公司
Heng Hup Chiho Recycling (Malaysia) SDN. BND.	Malaysia 馬來西亞	Malaysia 馬來西亞	RM5,000,000 5,000,000馬來亞令吉	51%	51%	Processing of metal scrap 加工再生金屬
Hidaka-Chiho Metal Recycling (Thailand) Company Limited#	Thailand 泰國	Thailand 泰國	Baht298,451,250 298,451,250泰銖	45.7%	45.7%	Processing and sales of metal scrap 加工及銷售再生金屬
Delco Europe B.V.	The Netherlands 荷蘭	The Netherlands 荷蘭	EUR18,151 18,151歐元	100%	100%	Purchasing agent of the Group 本集團之採購代理
Fegert Recycling GmbH	Germany 德國	Germany 德國	EUR84,000 84,000歐元	100%	100%	Processing and sales of metal scrap 加工及銷售再生金屬
Schol Industrieservice GmbH	Germany 德國	Germany 德國	EUR50,000 50,000歐元	100%	100%	Providing industrial and logistic services 提供工業及物流服務
Schol Recycling GmbH	Germany 德國	Germany 德國	EUR100,000,000 100,000,000歐元	100%	100%	Processing and sales of metal scrap 加工及銷售再生金屬
SIV Immobilien Verwaltungs GmbH	Germany 德國	Germany 德國	EUR25,000 25,000歐元	100%	100%	Purchase and administration of real estate 購買及管理房地產

[△] All these subsidiaries are indirectly held by the Company

* For identification purpose only

+ Limited liability company

The Group controls the board of directors

41 本公司之子公司詳情 (續)

(a) 主要子公司的一般資料 (續)

[△] 所有該等子公司均由本公司間接持有

* 僅供識別

+ 有限責任公司

本集團控制其董事會

Notes to the Consolidated Financial Statements 綜合財務報表附註

41 PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

(a) General information of principal subsidiaries (continued)

Name of subsidiary 子公司名稱	Place of operation 經營地點	Place of incorporation/ establishment 註冊成立/成立地點	Issued and fully paid share capital/ registered capital 已發行及繳足股本/ 註冊股本	Attributable equity interest and voting power held by the Group 本集團所持應佔股本權益及投票權		Principal activities 主要業務
				2023 二零二三年	2022 二零二二年	
Schol Management Service GmbH	Germany 德國	Germany 德國	EUR25,000 25,000歐元	100%	100%	Providing services to group companies 提供服務予集團公司
SRW metalfloat GmbH	Germany 德國	Germany 德國	EUR1,000,000 1,000,000歐元	100%	100%	Processing and sales of metal scrap 加工及銷售再生金屬
Liberty Iron & Metal, Inc.	US 美國	US 美國	US\$3,100 3,100美元	100%	100%	Processing and sales of metal scrap 加工及銷售再生金屬
Schol Polska Sp. z o.o.	Poland 波蘭	Poland 波蘭	PLN88,501,000 88,501,000茲羅提	100%	100%	Processing and sales of metal scrap 加工及銷售再生金屬
Schol Austria Holding GmbH	Republic of Austria 奧地利共和國	Republic of Austria 奧地利共和國	EUR35,000 35,000歐元	100%	100%	Holding company 控股公司
Kovosrot Group CZ s.r.o.	Czech Republic 捷克共和國	Czech Republic 捷克共和國	CZK499,834,000 499,834,000捷克克朗	100%	100%	Processing and sales of metal scrap 加工及銷售再生金屬
Sberne suroviny, a.s.	Czech Republic 捷克共和國	Czech Republic 捷克共和國	CZK61,217,000 61,217,000捷克克朗	79.6%	79.6%	Processing and sales of metal scrap 加工及銷售再生金屬
DINOS d.d.	Republic of Slovenia 斯洛文尼亞共和國	Republic of Slovenia 斯洛文尼亞共和國	EUR2,279,700 2,279,700歐元	100%	100%	Processing and sales of metal scrap 加工及銷售再生金屬

^Δ All these subsidiaries are indirectly held by the Company

^Δ 所有該等子公司均由本公司間接持有

Notes to the Consolidated Financial Statements 綜合財務報表附註

41 PARTICULARS OF SUBSIDIARIES OF THE COMPANY (continued)

(b) Significant restrictions

Cash and short-term deposits held in the PRC are subject to local exchange control regulations. These regulations provide for restrictions on exporting capital from the PRC, other than through normal dividend.

The carrying amount of the assets included within the consolidated balance sheet to which these restrictions apply is HK\$63.7 million (2022: HK\$116.2 million).

(c) Details of non-wholly owned subsidiaries that have material non-controlling interest

The non-controlling interests of all non-wholly owned subsidiaries are individually not material to the Group.

42 CONTINGENCIES

- (a) The Company is one of the defendants to a legal claim by Delco Participation B.V. ("Delco") regarding an alleged non-payment of a portion of the loans advanced by Delco Asia Company Limited ("Delco Asia") to subsidiaries of the Company, amounting to approximately HK\$57.8 million together with interest and costs. Delco alleged that it acquired the assets and liabilities of Delco Asia in 2011. Delco Asia was dissolved by deregistration in 2012. Each of Mr. Fang Ankong ("Mr. Fang"), a former director of the Company, and HWH Holdings Limited ("HWH") undertook to the Company to indemnify and hold the Company harmless on demand against all losses arising out of, inter alia, this claim in accordance with the terms of a letter of indemnity signed by Mr. Fang and HWH in favour of the Company on 17 December 2015 (the "Indemnity"). The exact scope of the indemnity is yet to be determined.

41 本公司之子公司詳情 (續)

(b) 重大限制

於中國持有之現金及短期存款須遵守當地外匯管制法規。該等法規對自中國匯出資本施加限制，惟以正常股息方式除外。

綜合資產負債表內適用該等限制之資產賬面值為63.7百萬港元(二零二二年：116.2百萬港元)。

(c) 擁有重大非控股權益之非全資子公司之詳情

全部非全資子公司之非控股權益對本集團單獨而言並不重大。

42 或然事項

- (a) 本公司為Delco Participation B.V. (「Delco」) 就聲稱未償還Delco Asia Company Limited (「Delco Asia」) 墊付予本公司子公司的部份貸款金額約57.8百萬港元連同利息及成本而提起的法律索賠的被告人之一。Delco聲稱其已於二零一一年收購Delco Asia的資產及負債。於二零一二年，Delco Asia以撤銷註冊方式解散。本公司前董事方安空先生(「方先生」)及HWH Holdings Limited (「HWH」) 各自向本公司承諾，根據方先生與HWH以本公司為受益人於二零一五年十二月十七日簽署的彌償函件的條款，彌償本公司因(其中包括)此索賠產生的所有損失及使本公司不受到損失(「彌償」)。彌償的具體範圍尚未確定。

42 CONTINGENCIES (continued)

(a) (continued)

The court case is still in progress, with the parties filing amended pleadings and evidence. On Delco's application, the Court granted leave to Delco to discontinue its claim against the Company for the HK\$57.8 million, with certain issues still to be decided by the High Court of Hong Kong. The directors of the Company, after taking legal advice from its legal advisers and in review of the Indemnity, are of the opinion that it is not probable that an outflow of resources embodying economic benefits will be required to settle this claim. Accordingly, no provision for this claim has been made.

- (b) The Company and Chiho-Tiande (HK) Limited ("CTHK"), a wholly-owned subsidiary of the Company, are two of the defendants to another legal claim by Delco regarding an alleged breach of a letter of undertaking in relation to a convertible bond issued by the Company and subscribed for by Delco. Delco further claimed against CTHK for a sum of US\$1.0 million, allegedly advanced by Delco Asia to CTHK. Delco further claimed interests, costs and further or other relief of approximately HK\$6.3 million.

The parties subsequently filed amended pleadings and gave evidence at the trial in July 2021. The case is still in progress, with the parties having made closing submissions, and the parties are awaiting judgment from the Court. The directors of the Company, after taking legal advice from its legal advisers, are of the opinion that it is not probable that an outflow of resources embodying economic benefits will be required to settle this claim. Accordingly, no provision for this claim has been made.

- (c) As at 31 December 2023, the Group has provided financial guarantees to certain related parties and joint ventures of HK\$20.3 million and HK\$50.9 million (2022: HK\$19.0 million and HK\$49.9 million), respectively. As the risk of default is very remote and there is no history of default, no financial guarantee liability was recognised.

42 或然事項 (續)

(a) (續)

訴訟現正在進行中，當事各方已提交經修訂訴狀和證據。根據Delco的申請，法院准許Delco終止向本公司索償57.8百萬港元，若干事宜仍有待香港高等法院作定奪。經考慮本公司法律顧問的法律意見及審閱彌償後，本公司董事認為清償此索賠不可能導致經濟利益的流出。因此，並無就此索賠作出撥備。

- (b) 本公司及本公司之全資子公司齊合天地(香港)有限公司(「齊合香港」)為Delco就聲稱違反本公司所發行及Delco所認購之可換股債券所涉及之承諾函件而提起的另一宗法律索賠的其中兩名被告人。Delco進一步向齊合香港申索金額1.0百萬美元，該款項聲稱是由Delco Asia墊付予齊合香港。Delco再申索利息、訟費及進一步或其他寬免，涉及金額約6.3百萬港元。

當事各方隨後提交經修訂訴狀及於二零二一年七月之庭審上作證。案件仍在進行中，當事各方已作出結案陳詞，惟當事各方正待法院作出判決。經考慮本公司法律顧問的法律意見後，本公司董事認為清償此索賠不可能導致經濟利益的流出。因此，並無就此索賠作出撥備。

- (c) 於二零二三年十二月三十一日，本集團已分別向若干關聯方及合營企業提供金融擔保20.3百萬港元及50.9百萬港元(二零二二年：19.0百萬港元及49.9百萬港元)。由於違約風險極小且無違約歷史，因此並無確認任何金融擔保負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES

43.1 Principles of consolidation and equity accounting

43.1.1 Subsidiaries

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

The acquisition method of accounting is used to account for business combinations by the Group (Note 43.2).

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

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

43 其他潛在重大會計政策概要

43.1 綜合原則及權益會計法

43.1.1 子公司

子公司指本集團對其具有控制權之實體(包括結構性實體)。當本集團因參與實體而承擔可變回報之風險或享有可變回報之權益，並有能力透過其對該實體之權力影響此等回報時，本集團即控制該實體。子公司乃於控制權轉移至本集團當日起綜合入賬，並於控制權終止當日起不再綜合入賬。

本集團使用收購會計法為業務合併入賬(附註43.2)。

集團內公司間的交易、結餘及未變現交易收益均予以抵銷。未變現虧損亦會抵銷，除非有證據顯示交易中已轉讓資產出現減值。子公司之會計政策已作出必要更改，以確保與本集團採納之政策一致。

子公司業績及股本中之非控股權益分別於綜合損益表、綜合全面收益表、綜合權益變動表及綜合資產負債表內單獨呈列。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.1 Principles of consolidation and equity accounting (continued)

43.1.2 Separate financial statements

Investments in subsidiaries are accounted for at cost less impairment. Cost includes direct attributable costs of investment. The results of subsidiaries are accounted for by the 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.

43.1.3 Associates

Associates are all entities over which the Group has significant influence but not control or joint control. This is generally the case where the Group holds between 20% and 50% of the voting rights. Investments in associates are accounted for using the equity method of accounting (Note 43.1.5), after initially being recognised at cost.

43.1.4 Joint arrangements

The Group's joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement.

43 其他潛在重大會計政策概要 (續)

43.1 綜合原則及權益會計法 (續)

43.1.2 單獨財務報表

子公司之投資乃以成本扣除減值入賬。成本包括投資之直接應佔成本。子公司業績乃由本公司按已收及應收股息入賬。

當收到投資子公司的股息時，而股息超過子公司在股息宣派期間的全面收益總額，或在單獨財務報表的投資賬面值超過在綜合財務報表內被投資方淨資產（包括商譽）的賬面值，則必須對有關投資進行減值測試。

43.1.3 聯營公司

聯營公司指本集團對其有重大影響力而無控制權或共同控制權之所有實體。一般情況下，本集團持有20%至50%投票權。於聯營公司之投資於初步按成本確認後，使用權益會計法入賬（附註43.1.5）。

43.1.4 合營安排

本集團的合營安排分類為合營業務或合營企業。分類乃視乎各投資方之合約權利及責任，而非合營安排之法律架構。

Notes to the Consolidated Financial Statements 綜合財務報表附註

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.1 Principles of consolidation and equity accounting (continued)

43.1.4 Joint arrangements (continued)

The Group has assessed the nature of its joint arrangements and determined them to be joint ventures. Joint ventures are accounted for using the equity method. Interests in joint ventures are accounted for using the equity method (Note 43.1.5), after initially being recognised at cost in the consolidated balance sheet.

43.1.5 Equity method

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

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

43 其他潛在重大會計政策概要 (續)

43.1 綜合原則及權益會計法 (續)

43.1.4 合營安排 (續)

本集團已評估其合營安排之性質，並釐定該等合營安排為合營企業。合營企業使用權益法入賬。於合營企業之權益於初步按成本在綜合資產負債表內確認後，使用權益法入賬(附註43.1.5)。

43.1.5 權益法

根據權益會計法，投資初步按成本確認，隨後作出調整以在損益中確認本集團應佔被投資方之收購後溢利或虧損以及在其他全面收益中確認本集團應佔被投資方之其他全面收益變動。已收或應收聯營公司及合營企業之股息確認為投資賬面值扣減。

倘本集團應佔以股權入賬之投資之虧損等於或超過其於該實體之權益(包括任何其他無抵押長期應收款項)，本集團不會確認額外虧損，除非本集團產生負債或代表其他實體付款，則作別論。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.1 Principles of consolidation and equity accounting (continued)

43.1.5 Equity method (continued)

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

The carrying amount of equity-accounted investments is tested for impairment in accordance with the policy described in Note 14.

43.1.6 Changes in ownership interests

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

43 其他潛在重大會計政策概要 (續)

43.1 綜合原則及權益會計法 (續)

43.1.5 權益法 (續)

本集團與其聯營公司及合營企業交易之未變現收益均予以抵銷，惟以本集團於該等實體之權益為限。未變現虧損亦會抵銷，除非有證據顯示交易中已轉讓資產出現減值。以股權入賬之被投資方會計政策已作出必要更改，以確保與本集團採納之政策一致。

以股權入賬之投資之賬面值乃根據附註14所述之政策進行減值測試。

43.1.6 所有權權益變動

本集團將與非控股權益之交易(其不會導致喪失控制權)視為與本集團權益擁有人之交易。所有權權益變動導致控股權益與非控股權益賬面值之間作出調整，以反映彼等於子公司之相關權益。非控股權益調整數額與任何已付或已收代價之間的任何差額於本公司股東應佔權益中的獨立儲備內確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.1 Principles of consolidation and equity accounting (continued)

43.1.6 Changes in ownership interests (continued)

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

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

43 其他潛在重大會計政策概要 (續)

43.1 綜合原則及權益會計法 (續)

43.1.6 所有權權益變動 (續)

倘本集團因喪失控制權、共同控制權或重大影響力而不再將一項投資綜合入賬或以股權入賬，則於該實體之任何保留權益重新計量為其公平值，而賬面值變動於損益內確認。就隨後入賬列作聯營公司、合營企業或金融資產之保留權益而言，該公平值為初步賬面值。此外，先前於其他全面收益內確認與該實體有關之任何金額按猶如本集團已直接出售有關資產或負債之方式入賬。其可能代表先前於其他全面收益內確認之金額重新分類為溢利或虧損。

倘於合營企業或聯營公司之所有權權益減少，惟保留共同控制權或重大影響力，則先前於其他全面收益內確認之金額僅有一定比例份額重新分類為溢利或虧損 (如適用)。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.2 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.

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

Acquisition-related costs are expensed as incurred.

Any contingent consideration to be transferred by the Group is recognised at fair value at the acquisition date. Contingent consideration is classified either as equity or a financial liability. Amounts classified as a financial liability are subsequently remeasured to fair value with changes in fair value recognised in profit or loss. Contingent consideration that is classified as equity is not remeasured, and its subsequent settlement is accounted for within equity.

43 其他潛在重大會計政策概要 (續)

43.2 業務合併

本集團採用收購法將業務合併入賬。收購一間子公司的轉讓代價為所轉讓資產、對被收購方的前擁有人所產生之負債及本集團所發行之股權之公平值。所轉讓代價包括或然代價安排產生之任何資產或負債之公平值。於業務合併中所收購之可識別資產及所承擔之負債及或然負債，初始按其於收購日期之公平值計量。

本集團按個別收購基準確認於被收購方之任何非控股權益。屬現時所有權權益且於清盤時賦予其持有人按比例分佔實體資產淨值之被收購方非控股權益，按公平值或現時所有權權益應佔被收購方可識別資產淨值之已確認金額比例而計量。除非香港財務報告準則要求以其他基準計量，否則非控股權益之所有其他組成部分均按其於收購日期之公平值計量。

與收購相關之成本於產生時支銷。

本集團將予轉讓之任何或然代價於收購日期按公平值確認。或然代價分類為股權或金融負債。分類為金融負債之金額隨後按公平值重新計量，而公平值變動於損益內確認。分類為股權之或然代價並無重新計量，而其後結算於權益中入賬。

Notes to the Consolidated Financial Statements 綜合財務報表附註

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.2 Business combinations (continued)

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 consolidated statement of profit or loss.

Where businesses are acquired and fair values of the net assets of the acquired business are finalised within 12 months of the acquisition date, all fair value adjustments are recorded with effect from the date of acquisition and consequently may result in the restatement of previously reported financial results.

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

43 其他潛在重大會計政策概要 (續)

43.2 業務合併 (續)

所轉讓代價、於被收購方之任何非控股權益金額及被收購方之任何先前股權於收購日期之公平值超逾所收購可識別資產淨值公平值之差額確認為商譽。倘轉讓之代價總額、所確認之非控股權益及先前持有之權益計量為低於在議價購買中所收購子公司資產淨值之公平值，則該差額直接於綜合損益表內確認。

倘收購業務而所收購業務資產淨值之公平值於收購日期12個月內落實，則自收購日期起將所有公平值調整入賬，或會因此導致重列過往匯報之財務業績。

倘業務合併分階段進行，則收購方先前於被收購方持有之股權於收購日期之賬面值按收購日期之公平值重新計量。該重新計量產生之任何收益或虧損於損益內確認。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.3 Foreign currency translation

(a) Functional and presentation currency

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

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the consolidated statement of profit or loss. They are deferred in equity if they relate to qualifying cash flow hedges and qualifying net investment hedges or are attributable to part of the net investment in a foreign operation.

Foreign exchange gains and losses are presented in the consolidated statement of profit or loss within 'other gains, net'.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value was determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss. For example, translation differences on non-monetary assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss and translation differences on non-monetary assets such as equities classified as fair value through other comprehensive income are recognised in other comprehensive income.

43 其他潛在重大會計政策概要 (續)

43.3 外幣換算

(a) 功能和呈報貨幣

本集團旗下各實體之財務報表項目均以該實體經營所在之主要經濟環境之貨幣(「功能貨幣」)計量。綜合財務報表乃以港元呈列，而港元為本公司之功能貨幣及本集團之呈報貨幣。

(b) 交易及結餘

倘項目進行重新計量時，外幣交易按交易或估值當日之匯率換算為功能貨幣。該等交易結算的匯兌損益，以及外幣計值的貨幣資產和負債按年結日匯率換算產生的匯兌損益，均於綜合損益表內確認。倘與合資格現金流量對沖或合資格淨投資對沖有關或歸屬於海外業務淨投資的一部分，則於股權遞延。

匯兌收益及虧損於綜合損益表內「其他收益淨額」下呈列。

以外幣按公平值計量的非貨幣項目按釐定公平值當日的匯率換算。按公平值計量的資產及負債的換算差額作為公平值收益或虧損的一部分呈報。例如，非貨幣資產及負債(如所持有按公平值計入損益的股權)作為公平值收益或虧損的一部分於損益確認，而非貨幣資產(如分類為按公平值計入其他全面收益的股權)的換算差額則於其他全面收益確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.3 Foreign currency translation (continued)

(c) Group companies

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

- (i) assets and liabilities for each balance sheet presented are translated at the closing rate at the date of that balance sheet;
- (ii) income and expenses for each statement of profit or loss are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

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

43 其他潛在重大會計政策概要 (續)

43.3 外幣換算 (續)

(c) 集團公司

本集團旗下所有實體如持有與呈報貨幣不同的功能貨幣(其中並無任何實體持有惡性通貨膨脹經濟體的貨幣)，其業績和財務狀況均按以下方法換算為呈報貨幣：

- (i) 每項資產負債表的資產及負債均按照該資產負債表日期的收市匯率換算；
- (ii) 各項損益表的收入和支出均按照平均匯率換算(但若此平均匯率未能合理地反映交易日之現行匯率所帶來的累計影響，則按照交易日之匯率換算此等收入和支出)；及
- (iii) 所有由此產生的匯兌差額均於其他全面收益確認。

於綜合入賬時，換算境外實體任何投資淨額以及指定為該等投資之對沖項目之借貸及其他金融工具產生之匯兌差額於其他全面收益內確認。於出售境外業務或償還組成投資淨額一部分之任何借款時，相關匯兌差額重新分類至損益，作為出售損益之一部分。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.3 Foreign currency translation (continued)

(c) Group companies (continued)

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

43.4 Investments and other financial assets

43.4.1 Measurement

Equity instruments

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

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

43 其他潛在重大會計政策概要 (續)

43.3 外幣換算 (續)

(c) 集團公司 (續)

收購海外實體產生的商譽及公平值調整被視為該海外實體的資產及負債，並按收市匯率換算。所產生的匯兌差額會在其他全面收益中確認。

43.4 投資及其他金融資產

43.4.1 計量

權益工具

本集團其後按公平值計量所有股權投資。倘本集團管理層已選擇於其他全面收益呈列股權投資的公平值收益及虧損，則於終止確認有關投資後，公平值收益及虧損其後不再重新分類至損益。當本集團收取付款的權利確立時，有關投資的股息繼續於損益內確認為其他收入。

按公平值計入損益的金融資產之公平值變動於綜合損益表確認為「其他收益淨額」（如適用）。按公平值計入其他全面收益（「按公平值計入其他全面收益」）計量之股權投資的減值虧損（及減值虧損撥回）不會與公平值的其他變動分開呈報。

Notes to the Consolidated Financial Statements 綜合財務報表附註

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.4 Investments and other financial assets (continued)

43.4.2 Impairment

The Group assesses on a forward looking basis the expected credit losses associated with its debt instruments carried at amortised cost. The impairment methodology applied depends on whether there has been a significant increase in credit risk. For trade and bills receivables, the Group applies the simplified approach in accordance with HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables (Note 23).

43.5 Offsetting financial instruments

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis or realise the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the company or the counterparty.

43.6 Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into, and they are subsequently remeasured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument and, if so, the nature of the item being hedged. The Group designates certain derivatives as hedges of the fair value of recognised assets or liabilities or a firm commitment (fair value hedges).

43 其他潛在重大會計政策概要 (續)

43.4 投資及其他金融資產 (續)

43.4.2 減值

本集團按前瞻性基準評估與其按攤銷成本列賬的債務工具相關的預期信貸虧損。所應用的減值方法取決於信貸風險是否顯著增加。就貿易及票據應收款項而言，本集團根據香港財務報告準則第9號採用簡化方法，該方法規定預期使用年期虧損將自初步確認應收款項起確認（附註23）。

43.5 抵銷金融工具

金融資產及負債會作抵銷，而於有法律上可強制執行權利抵銷已確認金額及有意以淨額基準清償或同時變現資產及清償負債時，在資產負債表列報淨額。法律上可強制執行權利不得為或然日後事件及必須為正常業務中及於公司或對手方拖欠款項、無力償債時或破產時方可強制執行。

43.6 衍生金融工具

於衍生工具合約訂立當日按公平值初始確認，其後於各報告期末按公平值重新計量。公平值後續變動的會計處理取決於衍生工具是否被指定為對沖工具及如有，則取決於被對沖項目的性質。本集團指定若干衍生工具為已確認資產或負債或一項公司承擔的公平值對沖（公平值對沖）。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.6 Derivative financial instruments (continued)

At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items, including whether changes in the fair values of the hedging instruments are expected to offset changes in the fair value of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions.

The fair values of derivative financial instruments designated in hedge relationships are disclosed in Note 25. The full fair value of a hedging derivative is classified as a non-current asset or liability when the remaining maturity of the hedged item is more than 12 months; it is classified as a current asset or liability when the remaining maturity of the hedged item is less than 12 months. Trading derivatives are classified as a current asset or liability.

Fair value hedges

Changes in the fair value of derivatives that are designated and qualify as fair value hedges are recorded in the consolidated statement of profit or loss, together with any changes in the fair value of the hedged asset or liability that are attributable to the hedged risk. The gain or loss relating to the ineffective portion is recognised in the consolidated statement of profit or loss within 'other gains, net'.

43 其他潛在重大會計政策概要 (續)

43.6 衍生金融工具 (續)

於訂立對沖關係時，本集團記錄對沖工具與被對沖項目之間的經濟關係，包括是否預期以對沖工具的公平值變動抵銷被對沖項目的公平值變動。本集團記錄其進行對沖交易的風險管理目標及策略。

於對沖關係被指定的衍生金融工具的公平值於附註25內披露。倘被對沖項目的剩餘期限超過12個月，對沖衍生工具的全數公平值會分類為非流動資產或負債；倘被對沖項目的剩餘期限少於12個月，則會分類為流動資產或負債。交易衍生工具分類為流動資產或負債。

公平值對沖

指定及合資格作為公平值對沖之衍生工具之公平值變動連同對沖風險相關的獲對沖資產或負債之任何公平值變動記入綜合損益表。與無效部分有關的收益或虧損則在綜合損益表中「其他收益淨額」內確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.6 Derivative financial instruments(continued)

Derivative financial instruments not subject to hedge accounting

Certain derivative financial instruments do not qualify for hedge accounting. Changes in the fair value of any derivative financial instruments that does not qualify for hedge accounting are recognised immediately in the consolidated statement of profit or loss within 'other gains, net' without any adjustment to the hedge items.

Method for assessing effectiveness of hedging

The Group assesses whether the hedging relationship conforms to the hedge effectiveness requirements at the inception date of the hedge and the subsequent periods continuously. A hedge is regarded as conforming to the hedge effectiveness requirement if all of the following conditions are met:

- An economic relationship exists between the hedged items and the hedging instruments.
- The effect of credit risk is not dominant in the changes in value arising from the economic relationship between the hedged items and the hedging instruments.
- The hedge ratio of hedging relationship is equal to the ratio between the quantity of actual hedged items of the Group and the actual quantity of hedging instruments to hedge them.

43 其他潛在重大會計政策概要 (續)

43.6 衍生金融工具 (續)

不作對沖會計的衍生金融工具

若干衍生金融工具不符合對沖會計資格。不符合對沖會計資格之任何衍生金融工具之公平值變動，將即時於綜合損益表內「其他收益淨額」確認，而不對對沖項目作出任何調整。

對沖有效性評估方法

本集團於對沖開始日及其後期間持續對對沖關係是否符合對沖有效性要求作出評估。對沖同時滿足下列條件的，本集團將認定對沖關係符合對沖有效性要求：

- 被對沖項目與對沖工具之間存在經濟關係。
- 被對沖項目與對沖工具經濟關係產生的價值變動中，信貸風險的影響不佔主導地位。
- 對沖關係的對沖比率，將等於本集團實際對沖的被對沖項目數量與對其進行對沖的對沖工具實際數量之比。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.6 Derivative financial instruments(continued)

Method for assessing effectiveness of hedging (continued)

Where the hedging relationship no longer conforms to the hedging effectiveness requirement due to hedge ratio, but the risk management objective for such set of hedging relationship designated by the Group stays unchanged, the Group will rebalance the hedging relationship and adjust the quantity of the hedged items or hedging instruments having existed in the hedging relationship to make the hedge ratio conform to the hedge effectiveness requirement again.

Any gain or loss relating to the ineffective portion is recognised immediately in the consolidated statement of profit or loss within 'other gains, net' without any adjustment to the hedge items.

43.7 Borrowing costs

Borrowing costs include interest expense, finance charges in respect of borrowings and lease liabilities, and exchange differences arising from foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs. The exchange gains and losses that are an adjustment to interest costs include the interest rate differential between borrowing costs that would be incurred if the entity had borrowed funds in its functional currency, and the borrowing costs actually incurred on foreign currency borrowings. Such amounts are estimated based on interest rates on similar borrowings in the entity's functional currency.

43 其他潛在重大會計政策概要 (續)

43.6 衍生金融工具 (續)

對沖有效性評估方法 (續)

對沖關係由於對沖比率的原因而不再符合對沖有效性要求，但本集團指定該對沖關係的風險管理目標並無改變者，本集團將進行對沖關係再平衡，對已存在的對沖關係中被對沖項目或對沖工具的數量進行調整，以使對沖比率重新符合對沖有效性要求。

與無效部分有關的任何收益或虧損，將即時於綜合損益表內「其他收益淨額」確認，而不對對沖項目作出任何調整。

43.7 借款成本

借款成本包括利息開支、借款及租賃負債之財務成本及外幣借款產生之匯兌差額，以其被視為利息成本之調整為限。屬於利息成本之調整之匯兌收益及虧損包括在實體以其功能貨幣借入資金的情況下產生的借款成本與外幣借款實際產生的借款成本之間的利率差異。有關金額根據以實體功能貨幣作出的類似借款的利率估計。

Notes to the Consolidated Financial Statements 綜合財務報表附註

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.8 Employee benefits

43.8.1 Short-term obligations

Liabilities for wages and salaries, including non-monetary benefits and accumulating sick leave that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the consolidated balance sheet.

43 其他潛在重大會計政策概要 (續)

43.8 僱員福利

43.8.1 短期責任

僱員直至報告期末之服務獲確認工資及薪金負債(包括預期在僱員提供相關服務期間結束後12個月內悉數結算的非貨幣福利及累計病假)並按結算有關負債之預期金額計量。負債於綜合資產負債表內呈列為即期僱員福利責任。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.8 Employee benefits (continued)

43.8.2 Other long-term employee benefit obligations

The liabilities for long service leave and annual leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. Consideration is given to expected future wage and salary levels, experience of employee departures and periods of service. Expected future payments are discounted using market yields at the end of the reporting period of high-quality corporate bonds with terms and currencies that match, as closely as possible, the estimated future cash outflows. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

43.8.3 Post-employment obligations

The Group operates various post-employment schemes, including defined benefit plans and defined contribution pension plans.

(a) *Pension obligations*

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. 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. A defined benefit plan is a pension plan that is not a defined contribution plan.

43 其他潛在重大會計政策概要 (續)

43.8 僱員福利 (續)

43.8.2 其他長期僱員福利責任

預期將不會於僱員提供相關服務的期末後12個月內悉數結清的長期服務假期及年假的負債，乃按預期將就直至報告期末僱員所提供服務支付的未來款項現值使用預計單位貸計法計量。當中考慮預期未來工資和薪金水平、員工離職記錄和服務期間。預期未來付款將於報告期末採用條款及貨幣盡可能與估計日後現金流出一致的優質公司債券的市場收益率貼現。因經驗調整及精算假設變動導致的重新計量於損益確認。

43.8.3 僱員結束服務後之責任

本集團營運多項僱員結束服務後之計劃，包括界定福利計劃及界定供款退休金計劃。

(a) *退休金責任*

界定供款計劃乃本集團向一家獨立實體支付固定界定退休金供款的退休金計劃。若該基金並無持有足夠資產向所有員工就其在當期及以往期間的服務支付福利，本集團無法定亦無推定責任支付進一步供款。界定福利計劃乃一項並非界定供款計劃的退休金計劃。

Notes to the Consolidated Financial Statements 綜合財務報表附註

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.8 Employee benefits (continued)

43.8.3 Post-employment obligations (continued)

(a) *Pension obligations (continued)*

Typically, defined benefit plans define an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the consolidated balance sheet in respect of defined benefit pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent certified actuaries from Heubeck AG and Kölner Spezial Beratungs-GmbH using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used.

43 其他潛在重大會計政策概要 (續)

43.8 僱員福利 (續)

43.8.3 僱員結束服務後之責任 (續)

(a) *退休金責任 (續)*

界定福利計劃一般會釐定僱員在退休時可收取的退休福利金額，通常視乎年齡、服務年資和薪酬補償等一個或多個因素而定。

於綜合資產負債表內就界定福利退休計劃確認的負債為界定福利責任於報告期末的現值（扣除計劃資產的公平值）。界定福利責任每年均由Heubeck AG及Kölner Spezial Beratungs-GmbH的獨立註冊精算師以預測單位信貸法計算。界定福利責任的現值乃以使用支付福利的貨幣計值，且到期條款與相關退休責任的條款相約的高質企業債券的利率貼現預計未來現金流出額釐訂。倘於欠缺該等企業債券深廣市場的國家，則採用政府債券的市場率。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.8 Employee benefits (continued)

43.8.3 Post-employment obligations (continued)

(a) *Pension obligations (continued)*

The current service cost of the defined benefit plan, recognised in the consolidated statement of profit or loss in employee benefit expense, except where included in the cost of an asset, reflects the increase in the defined benefit obligation results from employee service in the current year, benefit changes, curtailments and settlements.

Past-service costs are recognised immediately in consolidated statement of profit or loss. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service costs.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the consolidated statement of profit or loss.

Remeasurement arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

43 其他潛在重大會計政策概要 (續)

43.8 僱員福利 (續)

43.8.3 僱員結束服務後之責任 (續)

(a) *退休金責任 (續)*

界定福利計劃的當期服務成本於綜合損益表確認為僱員福利開支(已包括在資產成本內除外)，反映在本年度因為僱員服務而產生的界定福利責任增加、利益變動、縮減及結算。

過往服務成本即時於綜合損益表確認。因修訂或減省計劃而產生的界定福利責任的現值變動即時於損益確認為過往服務成本。

淨利息成本採用界定福利責任的淨結餘之貼現率及計劃資產的公平值計算。此項成本列入綜合損益表的僱員福利開支內。

因按經驗作出調整及精算假設改變而產生的重新計量於產生期間扣除自或計入其他全面收益。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.8 Employee benefits (continued)

43.8.3 Post-employment obligations (continued)

(a) *Pension obligations (continued)*

For defined contribution plans, the Group pays contributions to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

(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 at the earlier of the following dates: (a) when the Group can no longer withdraw the offer of those benefits; and (b) when the entity recognises costs for a restructuring that is within the scope of HKAS 37 and involves the payment of termination benefits. 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.

43 其他潛在重大會計政策概要 (續)

43.8 僱員福利 (續)

43.8.3 僱員結束服務後之責任 (續)

(a) *退休金責任 (續)*

對於界定供款計劃，本集團以強制性、合同性或自願性方式向公開或私人管理的退休保險計劃供款。本集團作出供款後，即無進一步付款義務。供款到期時則會確認為僱員福利開支。預付供款按照現金退款或可減少未來付款而確認為資產。

(b) *終止福利*

終止福利在本集團於正常退休日期前終止僱用僱員，或當僱員接受自願遣散以換取此等福利時支付。本集團在以下較早日期發生時確認終止福利：(a)當本集團不再能夠撤回該等福利要約時；及(b)當主體確認的重組成本屬於香港會計準則第37號的範圍並涉及支付終止福利時。在鼓勵僱員自動遣散的要約情況下，終止福利按預期接受要約的僱員數目計算。在報告期末後超過12個月支付的福利應貼現至其現值。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.9 Rental income and service income

Rental income

Rental income from investment property is recognised in the consolidated statement of profit or loss on a straight-line basis over the term of the lease.

Service income

Service income is recognised in the consolidated statement of profit or loss when a service is transferred to the customer and the customer obtains control of that service.

43.10 Interest income

Interest income from financial assets at FVPL is included in the net fair value gains/(losses) on these assets.

Interest income on financial assets at amortised cost and financial assets at FVOCI calculated using the effective interest method is recognised in the consolidated statement of profit or loss as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Any other interest income is included in other income.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit-impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

43 其他潛在重大會計政策概要 (續)

43.9 租金收入及服務收入

租金收入

投資物業租金收入於租期內按直線基準在綜合損益表內確認。

服務收入

服務收入於服務轉移至客戶及客戶取得該服務之控制權時於綜合損益表內確認。

43.10 利息收入

按公平值計入損益之金融資產的利息收入計入該等資產的公平值收益／(虧損)淨值。

有效利息法計算的以攤銷成本入賬之金融資產之利息收入及按公平值計入其他全面收益之金融資產在綜合損益表中確認為部分其他收入。

利息收入呈列為持作現金管理用途的金融資產所賺取的融資收入。任何其他利息收入計入其他收入。

利息收入是用實際利率乘以金融資產賬面總額計算得出，惟後續已發生信用減值的金融資產除外。就信用減值的金融資產而言，實際利率適用於金融資產的賬面淨值(經扣除虧損撥備)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.11 Dividend income

Dividends are received from financial assets measured at FVPL and at FVOCI. Dividends are recognised as other income in profit or loss when the right to receive payment is established. This applies even if they are paid out of pre-acquisition profits, unless the dividend clearly represents a recovery of part of the cost of an investment. In this case, the dividend is recognised in other comprehensive income if it relates to an investment measured at FVOCI. However, the investment may need to be tested for impairment as a consequence.

43.12 Leases

43.12.1 As the lessor

A lease is an agreement whereby the lessor conveys to the lessee in return for a payment, or series of payments, the right to use an asset for an agreed period of time.

When assets are leased out under an operating lease, the asset is included in the balance sheet based on the nature of the asset.

Lease income on operating leases is recognised over the term of the lease on a straight-line basis.

43.13 Dividend distribution

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

43 其他潛在重大會計政策概要 (續)

43.11 股息收入

股息自按公平值計入損益及按公平值計入其他全面收益之金融資產收取。當收款權利獲確立時股息確認為其他收益。即使其乃使用收購前溢利支付，本條仍然適用，除非股息明確表示為收回部分投資成本。在此情況下，倘股息與按公平值計入其他全面收益計量的投資有關，則股息於其他全面收益確認。然而，投資可能需相應進行減值測試。

43.12 租賃

43.12.1 作為出租人

租賃為一份協議，據此出租人向承租人轉讓於協定期間內使用資產的權利，以換取一筆款項或一系列款項。

當資產根據經營租賃租出，該資產按資產性質計入資產負債表。

經營租賃產生的租金收入於租賃期內以直線法確認。

43.13 股息分派

向本公司股東分派股息乃於股息經本公司股東或董事(如適用)批准期間於本集團綜合財務報表內確認為一項負債。

43 SUMMARY OF OTHER POTENTIALLY MATERIAL ACCOUNTING POLICIES (continued)

43.14 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Group will comply with all attached conditions.

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

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

43 其他潛在重大會計政策概要 (續)

43.14 政府補助金

倘能合理確定將收取的補助及本集團將遵守所有附帶的條件，則按公平值確認政府補助金。

有關成本之政府補助金均會於對應擬彌償成本所需之期間遞延並在綜合損益表中確認。

與購買物業、廠房及設備有關的政府補助金作為遞延收入計入非流動負債並於相關資產的預期年期內按直線基準計入損益。

5-YEAR FINANCIAL SUMMARY

五年財務概要

Summary of selected items of consolidated statement of profit and loss

綜合損益表選定項目概要

		For the year ended 31 December 截至十二月三十一日止年度				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Revenue	收益	16,479.7	19,574.3	21,950.4	13,368.1	15,363.4
Profit/(loss) before income tax	除所得稅前溢利／(虧損)	49.3	404.0	883.7	(809.8)	(99.5)
Income tax expense	所得稅開支	(68.5)	(166.6)	(191.7)	(54.4)	(34.3)
Profit/(loss) attributable to:	以下各方應佔溢利／(虧損)：					
Shareholders of the Company	本公司股東	(9.3)	264.5	702.0	(848.1)	(128.7)
Non-controlling interests	非控股權益	(9.9)	(27.1)	(10.0)	(16.1)	(5.1)
		(19.2)	237.4	692.0	(864.2)	(133.8)

Summary of selected items of consolidated balance sheet

綜合資產負債表選定項目概要

		As at 31 December 於十二月三十一日				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		HK\$'M	HK\$'M	HK\$'M	HK\$'M	HK\$'M
		百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Assets	資產					
Current assets	流動資產	4,112.9	4,052.4	5,001.6	4,510.1	4,039.4
Non-current assets	非流動資產	4,607.5	4,520.6	4,956.9	5,362.8	6,150.6
Total assets	資產總值	8,720.4	8,573.0	9,958.5	9,872.9	10,190.0
Liabilities	負債					
Current liabilities	流動負債	3,086.0	3,098.0	4,426.6	4,392.0	3,996.5
Non-current liabilities	非流動負債	759.9	694.3	672.4	1,016.7	1,262.5
Total liabilities	負債總額	3,845.9	3,792.3	5,099.0	5,408.7	5,259.0
		4,874.5	4,780.7	4,859.5	4,464.2	4,931.0
Equity attributable to:	以下各方應佔權益：					
Shareholders of the Company	本公司股東	4,931.5	4,824.2	4,873.9	4,477.6	4,941.3
Non-controlling interests	非控股權益	(57.0)	(43.5)	(14.4)	(13.4)	(10.3)
		4,874.5	4,780.7	4,859.5	4,464.2	4,931.0

CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Tu Jianhua
Mr. Qin Yongming (*Chairman*)
(appointed on 21 March 2023)
Mr. Miao Yu
Mr. Yao Jietian
Mr. Wang Li
Mr. Liu Yongxin
(appointed on 19 December 2023)
Mr. Zhang Wei (*Chief Executive Officer*)
(appointed on 21 March 2023
and resigned as an executive Director on 14 December 2023,
remains as the chief executive officer)
Mr. Li Linhui
(resigned on 21 March 2023)

Independent Non-Executive Directors

Prof. Li Zhiguo
Prof. Yan Guowan
Mr. Szeto Yuk Ting

EXECUTIVE COMMITTEE

Mr. Tu Jianhua
Mr. Qin Yongming (*Chairman*)
(appointed on 21 March 2023)
Mr. Miao Yu
Mr. Yao Jietian
Mr. Li Linhui
(resigned on 21 March 2023)

AUDIT COMMITTEE

Prof. Yan Guowan (*Chairlady*)
Prof. Li Zhiguo
Mr. Szeto Yuk Ting

NOMINATION COMMITTEE

Mr. Qin Yongming (*Chairman*)
(appointed on 21 March 2023)
Mr. Miao Yu
Prof. Li Zhiguo
Prof. Yan Guowan
Mr. Szeto Yuk Ting
Mr. Li Linhui
(resigned on 21 March 2023)

董事會

執行董事

涂建華先生
秦永明先生 (*主席*)
(於二零二三年三月二十一日獲委任)
苗雨先生
姚杰天先生
王歷先生
劉永欣先生
(於二零二三年十二月十九日獲委任)
張偉先生 (*行政總裁*)
(於二零二三年三月二十一日獲委任
並於二零二三年十二月十四日辭任
為執行董事，繼續擔任行政總裁)
李林輝先生
(於二零二三年三月二十一日辭任)

獨立非執行董事

李志国教授
晏国苑教授
司徒毓廷先生

執行委員會

涂建華先生
秦永明先生 (*主席*)
(於二零二三年三月二十一日獲委任)
苗雨先生
姚杰天先生
李林輝先生
(於二零二三年三月二十一日辭任)

審核委員會

晏国苑教授 (*主席*)
李志国教授
司徒毓廷先生

提名委員會

秦永明先生 (*主席*)
(於二零二三年三月二十一日獲委任)
苗雨先生
李志国教授
晏国苑教授
司徒毓廷先生
李林輝先生
(於二零二三年三月二十一日辭任)

CORPORATE INFORMATION 公司資料

REMUNERATION COMMITTEE

Mr. Szeto Yuk Ting (*Chairman*)
Mr. Miao Yu
Prof. Li Zhiguo
Prof. Yan Guowan

STRATEGY AND INVESTMENT COMMITTEE

Mr. Tu Jianhua
Mr. Qin Yongming (*Chairman*)
(*appointed on 21 March 2023*)
Mr. Miao Yu
Mr. Yao Jietian
Mr. Li Linhui
(*resigned on 21 March 2023*)

PRICING COMMITTEE

Mr. Qin Yongming (*Chairman*)
(*appointed on 21 March 2023*)
Mr. Miao Yu
Mr. Yao Jietian
M. Udo Langhans
Mr. Li Linhui
(*resigned on 21 March 2023*)

AUTHORISED REPRESENTATIVES

Mr. Tu Jianhua
Ms. Ng Mei Wah
(*appointed on 21 March 2023*)
Ms. So Shuk Yi Betty
(*resigned on 21 March 2023*)

COMPANY SECRETARY

Ms. Ng Mei Wah
(*appointed on 21 March 2023*)
Ms. So Shuk Yi Betty
(*resigned on 21 March 2023*)

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor

薪酬委員會

司徒毓廷先生 (*主席*)
苗雨先生
李志國教授
晏國苑教授

戰略與投資委員會

涂建華先生
秦永明先生 (*主席*)
(*於二零二三年三月二十一日獲委任*)
苗雨先生
姚杰天先生
李林輝先生
(*於二零二三年三月二十一日辭任*)

定價委員會

秦永明先生 (*主席*)
(*於二零二三年三月二十一日獲委任*)
苗雨先生
姚杰天先生
Udo Langhans先生
李林輝先生
(*於二零二三年三月二十一日辭任*)

授權代表

涂建華先生
吳美華女士
(*於二零二三年三月二十一日獲委任*)
蘇淑儀女士
(*於二零二三年三月二十一日辭任*)

公司秘書

吳美華女士
(*於二零二三年三月二十一日獲委任*)
蘇淑儀女士
(*於二零二三年三月二十一日辭任*)

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師

LEGAL ADVISORS

Conyers Dill & Pearman (Cayman Islands)
Chiu & Partners (Hong Kong)
Bird & Bird (Hong Kong)
DLA Piper (Hong Kong)
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LC Lawyers LLP (Hong Kong)
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Kingpound Law Firm (China)
Aber-Law (Thailand)
Latham & Watkins LLP (Germany)
CMS Hasche Sigle (Germany)
Menold Bezler (Germany)
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Withers Worldwide

PRINCIPAL BANKERS

Agricultural Bank of China
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主要往來銀行

中國農業銀行
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