

China New Economy Fund Limited

中國新經濟投資有限公司

Stock Code 股份代號 : 80



2024
ANNUAL REPORT
年報

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Corporate Information

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Chan Cheong Yee

Non-Executive Directors

Mr. Chen Shengjie (*Chairman*)

(Appointed on 16 October 2024)

Mr. Huang Bin (*Co-Chairman*)

(Resigned on 17 September 2024)

Mr. Choi Chit Sze Jackson (*Co-Chairman*)

(Resigned on 16 October 2024)

Mr. Choi Koon Ming

Ms. Xiao Ruimei

Independent Non-Executive Directors

Mr. Tong Yun Lung

Mr. Sze Tak Chi

Mr. Sui Fuxiang

AUDIT COMMITTEE

Mr. Sze Tak Chi (*Chairman*)

Mr. Tong Yun Lung

Mr. Sui Fuxiang

REMUNERATION COMMITTEE

Mr. Sui Fuxiang (*Chairman*)

Mr. Tong Yun Lung

Mr. Sze Tak Chi

NOMINATION COMMITTEE

Mr. Tong Yun Lung (*Chairman*)

Mr. Sze Tak Chi

Mr. Sui Fuxiang

COMPANY SECRETARY

Mr. Tai Man Hin Tony (*CPA, FCA, FCCA*)

董事會

執行董事

陳昌義先生

非執行董事

陳勝杰先生 (*主席*)

(於2024年10月16日獲委任)

黃斌先生 (*聯席主席*)

(於2024年9月17日辭任)

蔡捷思先生 (*聯席主席*)

(於2024年10月16日辭任)

蔡冠明先生

肖瑞美女士

獨立非執行董事

唐潤農先生

施德誌先生

隋福祥先生

審核委員會

施德誌先生 (*主席*)

唐潤農先生

隋福祥先生

薪酬委員會

隋福祥先生 (*主席*)

唐潤農先生

施德誌先生

提名委員會

唐潤農先生 (*主席*)

施德誌先生

隋福祥先生

公司秘書

戴文軒先生 (*執業會計師 · FCA · FCCA*)

INVESTMENT MANAGER

Evergrande Securities (Hong Kong) Limited
(Service terminated on 4 October 2024)

ADMINISTRATOR

Amicorp Fund Services Asia Limited
Rooms 2103–4, 21/F.
Wing On Centre
111 Connaught Road Central
Hong Kong

CUSTODIAN

Bank of Communications Trustee Limited
1/F., Far East Consortium Building
121 Des Voeux Road Central
Hong Kong

REGISTERED OFFICE

P.O. Box 309, Ugland House
South Church Street, George Town
Grand Cayman KY1-1104
Cayman Islands

PRINCIPAL PLACE OF BUSINESS IN HONG KONG AND HEADQUARTERS

Room 1802B, 18/F.
Bank of America Tower,
12 Harcourt Road,
Admiralty,
Hong Kong

AUDITORS

Elite Partners CPA Limited
Unit 1503, 15/F.
Jubilee Centre
18 Fenwick Street
Wan Chai
Hong Kong

投資管理人

恒大證券(香港)有限公司
(於2024年10月4日終止服務)

行政管理人

Amicorp Fund Services Asia Limited
香港
干諾道中111號
永安中心
21樓2103–4室

託管人

交通銀行信託有限公司
香港
德輔道中121號
遠東發展大廈1樓

註冊辦事處

P.O. Box 309, Ugland House
South Church Street, George Town Grand
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Cayman Islands

於香港主要營業地點及總部

香港
金鐘
夏慤道12號
美國銀行中心
18樓1802B室

核數師

開元信德會計師事務所有限公司
香港
灣仔
分域街18號
捷利中心
15樓1503室

Corporate Information

公司資料

HONG KONG SHARE REGISTRAR

Union Registrars Limited
Suites 3301–04, 33/F.
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

LEGAL ADVISERS

as to Cayman Islands Law:

Maples and Calder
P.O. Box 309, Ugland House
South Church Street, George Town
Grand Cayman KY1-1104
Cayman Islands

as to Hong Kong Law:

CLKW Lawyers LLP
Room 1901A, 1902 & 1902A, 19/F.
New World Tower 1
16–18 Queen's Road Central
Central
Hong Kong

WEBSITE

www.chinaneweconomyfund.com

香港證券登記處

聯合證券登記有限公司
香港
北角
英皇道338號
華懋交易廣場2期
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法律顧問

開曼群島法律：

Maples and Calder
P.O. Box 309, Ugland House
South Church Street, George Town
Grand Cayman KY1-1104
Cayman Islands

香港法律：

CLKW Lawyers LLP
香港
中環
皇后大道中16–18號
新世界大廈1期
19樓1901A、1902及1902A室

網站

www.chinaneweconomyfund.com

Chairman's Statement

主席報告

On behalf of the board of directors (the “Board” or the “Directors”) of China New Economy Fund Limited (the “Company”), I am pleased to present the Company's annual results for the year ended 31 December 2024 (the “Year”).

The Company is a closed-ended investment company established on 1 February 2010. By investing substantially in both private and public enterprises within a diversified portfolio supported by the new economies of Greater China, the Company is devoted to achieving long-term capital appreciation for professional investors.

FINANCIAL HIGHLIGHTS

During the Year, the Company maintained a medium to long-term investment strategy in both public and private equities. The Company held one investment in a Hong Kong-listed company, three investments in private equity securities, one limited partnership fund and one open-ended fund as of 31 December 2024. One of our major investments is in the financial printing sector focusing on the Hong Kong IPO market. The Company reported net loss attributable to shareholders of HK\$28,978,531 during the Year, which consisted of the net change in fair value loss of HK\$17,515,762 taken on the investment positions in the portfolio.

The investment performance of the Company during the Year was affected by significant economic challenges in the Chinese economy, as well as increasing political risks in the Hong Kong and China stock markets. As at 31 December 2024, the Company reported an audited net asset value of approximately HK\$0.05 per share. The net loss is mainly attributable to net realised loss of HK\$3,541,193 and net unrealised loss of HK\$13,974,569 on financial assets at fair value through profit or loss mainly as a result of recent volatility in the Hong Kong stock market. The Company will continue to monitor its investments cautiously in view of the recent uncertain market conditions.

本人謹代表中國新經濟投資有限公司（「本公司」）董事會（「董事會」或「董事」）欣然提呈本公司截至2024年12月31日止年度（「本年度」）之年度業績。

本公司為一間於2010年2月1日成立之封閉式投資公司。透過大量投資獲大中華地區新經濟支持之私人及公眾企業多元組合，本公司致力於為專業投資者取得長期資本增值。

財務摘要

於本年度，本公司於上市及私募股票維持中長期投資策略。本公司截至2024年12月31日持有一項香港上市公司投資、三項私募股權證券投資、一隻有限合夥基金及一隻開放式基金。香港首次公開發售市場的金融印刷板塊為我們的主要投資項目之一。本公司於本年度錄得股東應佔虧損淨額28,978,531港元，其中包括投資組合中投資持倉公平值虧損變動淨額17,515,762港元。

本公司的投資表現於本年度受中國經濟的重大經濟挑戰及中港股市政治風險上升所影響。於2024年12月31日，本公司錄得經審核資產淨值約每股0.05港元。虧損淨額主要由於近期香港股市動盪以致按公平值透過損益列賬的金融資產已變現虧損淨額3,541,193港元及未變現虧損淨額13,974,569港元。鑑於最近市況不穩，本公司將繼續謹慎監控投資。

Chairman's Statement

主席報告

BUSINESS REVIEW AND PROSPECT

Throughout the Year, the investment market faced numerous significant challenges. The ongoing concerns in the Chinese property market significantly impacted the pace of China's economic recovery. However, recent policy measures showed signs of stabilization, with home sales picking up towards the end of the 2024. Moreover, the prolonged period of high interest rates in the United States (the "U.S.") also presented further economic challenges. The United States Federal Reserve Board (the "U.S. Federal Reserve") announced another 25 basis points cut to the federal funds rate in December 2024, bringing borrowing costs to the 4.25%–4.5% range. The market is particularly awaiting further potential interest rate cuts. Additionally, the U.S. presidential election at the end of 2024, which resulted in Donald Trump being re-elected and assuming the presidency, significantly impacted U.S.-China relations, directly influencing the performance of the Hong Kong stock market and the broader investment market.

In 2024, China faced significant economic challenges, including issues in the real estate sector and fluctuating global trade conditions. According to the National Bureau of Statistics of China, the country's gross domestic product ("GDP") for 2024 reached RMB134,908.4 billion, representing a 5.0% increase compared to the corresponding period in the previous year. Breaking down the quarterly GDP growth rates for 2024, the first quarter saw an increase of 5.3%. This was followed by 4.7% in the second quarter, 4.6% in the third quarter, and 5.4% in the fourth quarter, on a year-over-year basis, reflecting the ongoing economic adjustments and challenges.

Throughout the year 2024, the Hang Seng Index experienced a notable increase of 17.7%. More impressively, the Hang Seng China Enterprises Index surged by 26.4%, outperforming the broader Hang Seng Index. This robust performance highlights the strength and resilience of the Chinese enterprises sector. As of December 2024, the U.S. Federal Reserve maintained its interest rate within the 5.25% to 5.50% range following an increase in July. Throughout the year, the growth rate of inflation, which had previously reached a 40-year high, showed signs of deceleration. Market participants had anticipated potential rate cuts, with the first reduction occurring in September 2024. By the end of the year, the U.S. Federal Reserve implemented further rate adjustments, positioning the federal funds rate between 4.25% and 4.50%. These measures were closely monitored by investors, influencing market expectations and economic projections.

業務回顧及前景

在本年度，投資市場面臨多項重大挑戰。中國房地產市場的持續關注顯著影響了中國經濟復甦的步伐。然而，近期的政策措施顯示出平穩的跡象，房屋銷售在2024年年底有所回升。此外，美國（「美國」）長期的高利率亦為經濟帶來進一步的挑戰。美國聯邦儲備委員會（「美聯儲」）宣佈於2024年12月再次將聯邦基金利率下調25個基點，使借貸成本降至4.25%至4.5%的範圍內。市場尤其期待進一步的潛在降息。此外，2024年底的美國總統大選，唐納德·特朗普再次當選並就任總統，對中美關係造成重大影響，直接影響香港股市及更廣泛的投資市場表現。

2024年，中國面臨重大的經濟挑戰，包括房地產行業的問題及全球貿易狀況的波動。根據中國國家統計局的數據，2024年全國國內生產總值（「國內生產總值」）達人民幣1,349,084億元，較去年同期增長5.0%。按2024年各季度國內生產總值的增長率劃分，第一季度增長5.3%。其次是第二季度同比增長4.7%，第三季度同比增長4.6%，第四季度同比增長5.4%，反映出經濟持續調整及挑戰。

在整個2024年，恆生指數大幅上漲17.7%。更令人印象深刻的是，恆生中國企業指數飆升26.4%，表現優於整體恆生指數。此強勁表現突顯了中國企業的實力及復原能力。截至2024年12月，美聯儲7月加息後，將利率維持在5.25%至5.50%的範圍內。在整個年度，先前曾達到40年高點的通脹增速出現了放緩的跡象。在2024年9月第一次減息後，市場參與者曾預期可能會再減息。到年底，美聯儲進一步調整利率，將聯邦基金利率定位在4.25%到4.50%之間。該等措施受到投資者的密切關注，影響了市場預期及經濟預測。

Chairman's Statement 主席報告

The Company's strategic focus is to invest in listed securities over short to medium term, with an ongoing commitment to identifying investment opportunities in high-potential listed companies. Concurrently, the Company is dedicated to long-term investments in private equity securities and other unlisted assets. The Company had made investments in one listed company, two funds, and three private equity securities. This diversified investment approach reflects the Company's belief that incorporating funds and private equity within the portfolio can mitigate risks while potentially yielding greater returns over the long term. The Company remains vigilant in seeking additional investment opportunities, including unlisted investments, to enhance value for our investors and shareholders.

Moving forward, the Company will continue to execute its investment strategy, with a primary focus on Greater China and other significant global markets. Leveraging the expertise of our highly skilled investment and risk management team, we are confident in our ability to identify and seize valuable investment opportunities. Our objective is to maximize returns for our esteemed shareholders, ensuring sustainable and long-term growth.

Chen Shengjie

Chairman

Hong Kong, 27 March 2025

本公司的策略重點為中短期投資於上市證券，並持續致力於發掘高潛力上市公司的投資機會。同時，本公司致力於私募股權證券及其他非上市資產的長期投資。本公司已投資於一家上市公司、兩家基金及三家私募股權證券。該多樣化的投資方式反映本公司的信念，即在投資組合中納入基金及私募股權可以降低風險，同時長期來說有可能獲得更高的回報。本公司仍會保持警覺，尋求更多投資機會，包括非上市投資，為投資者及股東提升價值。

展望未來，本公司將繼續執行其投資策略，主要專注於大中華區及其他重要的全球市場。憑藉我們技藝精湛的投資及風險管理團隊的專業知識，我們有信心我們有能力發掘並把握寶貴的投資機會。我們的目標是為尊貴的股東創造最大回報，確保可持續的長期增長。

陳勝杰

主席

香港，2025年3月27日

Management Discussion and Analysis

管理層討論與分析

INVESTMENT REVIEW

The Company held six investments as of 31 December 2024, comprising one investment in a Hong Kong-listed company, three investments in private equity securities, one limited partnership fund and one open-ended fund.

Pursuant to the requirements stipulated in Rule 21.12 of the Rules (the “Listing Rules”) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), the Company discloses its ten largest investments and all individual investments with value exceeding 5% of the Company’s gross assets with brief description of the investee companies as follows:

At 31 December 2024

Listed Equity Security – Hong Kong

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset attributable to the Company	Dividend received/receivable during the Year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現收益／(虧損) (Note 1) (附註1)	本公司應佔資產淨值 (Note 2) (附註2)	於本年度已收／應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
(a) Strong Petrochemical Holdings Limited	The Cayman Islands	22,000 ordinary shares of HK\$0.025 each	0.00%	4	3	(1)	HK\$0.01 million	–	0.00
海峽石油化工控股有限公司	開曼群島	22,000 股每股面值 0.025 港元之普通股					10,000 港元		

投資回顧

本公司於 2024 年 12 月 31 日持有六項投資，當中包括一項香港上市公司投資、三項私募股權證券投資、一隻有限合夥基金及一隻開放式基金。

根據香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）第 21.12 條訂明的規定，本公司披露其十項最大投資及所有個別價值超逾本公司總資產 5% 的投資，連同所投資公司的資料簡述如下：

於 2024 年 12 月 31 日

上市權益證券－香港

Management Discussion and Analysis

管理層討論與分析

Private Equity Security – British Virgin Islands

私募股權證券－英屬處女群島

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset attributable to the Company	Dividend received/receivable during the Year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現收益／(虧損) (Note 1) (附註1)	本公司應佔資產淨值 (Note 2) (附註2)	於本年度已收／應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
(b) Gransing Financial Group Limited	British Virgin Islands	64 shares of USD1 each	18.08%	46,377	6,627	(39,750)	HK\$14.51 million	–	10.18
國投金融集團有限公司	英屬處女群島	64股每股面值1美元之股份					14,510,000港元		

Private Equity Securities – Hong Kong

私募股權證券－香港

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset attributable to the Company	Dividend received/receivable during the Year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現收益／(虧損) (Note 1) (附註1)	本公司應佔資產淨值 (Note 2) (附註2)	於本年度已收／應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
(c) iPro Financial Press Limited	Hong Kong	17,493 shares	19.97%	34,999	15,350	(19,649)	HK\$15.45 million	–	23.57
邁步財經印刷有限公司	香港	17,493股					15,450,000港元		
(d) Gransing Finance Limited	Hong Kong	2,779,570 shares	19.90%	16,876	2,723	(14,153)	HK\$4.52 million	–	4.18
國投信貸有限公司	香港	2,779,570股					4,520,000港元		

Management Discussion and Analysis

管理層討論與分析

Funds – Hong Kong

基金－香港

Name of investee	Place of incorporation	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset attributable to the Company	Dividend received/receivable during the Year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	擁有所投資公司資本比例	成本	市值	已確認未變現收益/(虧損) (Note 1) (附註1)	本公司應佔資產淨值 (Note 2) (附註2)	於本年度已收/應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
(e) Goldstone 1 LP	Hong Kong	43.63%	19,785	9,580	(10,205)	HK\$9.58 million	–	14.71
金石一號有限合夥基金	香港					9,580,000 港元		
(f) SWK Dynamic OFC	Hong Kong	10.59%	9,947	8,677	(1,270)	HK\$8.68 million	–	13.33
	香港					8,680,000 港元		

At 31 December 2023

於2023年12月31日

Listed Equity Securities – Hong Kong

上市權益證券－香港

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset/(liability) attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現收益/(虧損) (Note 4) (附註4)	本公司應佔資產/(負債)淨值 (Note 3) (附註3)	於本年度已收/應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
Tasty Concepts Holding Limited	The Cayman Islands	6,600,000 ordinary shares of HK\$0.1 each	3.43%	1,320	1,848	528	HK\$(0.66) million	–	1.94
賞之味控股有限公司	開曼群島	6,600,000股每股面值0.1港元之普通股					(660,000) 港元		

Management Discussion and Analysis

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Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset/(liability) attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現收益/(虧損) (Note 4) (附註4)	本公司應佔資產/(負債)淨值 (Note 3) (附註3)	於本年度已收/應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
Harvey Group Holdings Limited	The Cayman Islands	2,310,000 ordinary shares of HK\$0.1 each	1.40%	627	739	112	HK\$0.52 million	–	0.78
恒偉集團控股有限公司	開曼群島	2,310,000股 每股面值0.1港元 之普通股					520,000 港元		
Lerado Financial Group Company Limited	Bermuda	3,100,000 ordinary shares of HK\$0.01 each	1.35%	779	657	(122)	HK\$8.98 million	–	0.69
隆成金融集團有限公司	百慕達	3,100,000股 每股面值0.01港元 之普通股					8,980,000 港元		
China New Consumption Group Limited	The Cayman Islands	2,700,000 ordinary shares of HK\$0.01 each	0.67%	505	524	19	HK\$0.70 million	–	0.55
中國新消費集團有限公司	開曼群島	2,700,000股 每股面值0.01港元 之普通股					700,000 港元		

Private Equity Security – British Virgin Islands

私募股權證券－英屬處女群島

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現收益/(虧損) (Note 3) (附註3)	本公司應佔資產淨值 (Note 4) (附註4)	於本年度已收/應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		HK\$'000 千港元	
Gransing Financial Group Limited	British Virgin Islands	64 shares Of USD1 each	18.08%	46,377	9,724	(36,653)	HK\$20.90 million	–	10.21
國投金融集團有限公司	英屬處女群島	64股 每股面值1美元 之股份					20,900,000 港元		

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Private Equity Securities – Hong Kong

私募股權證券－香港

Name of investee	Place of incorporation	Particular of issued shares held	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	所持已發行股份詳情	擁有所投資公司資本比例	成本	市值	已確認未變現收益／(虧損) (Note 1) (附註1)	本公司應佔資產淨值 (Note 2) (附註2)	於本年度已收／應收股息	佔本公司總資產百分比
				HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
iPro Financial Press Limited	Hong Kong	17,493 shares	19.97%	34,999	17,602	(17,397)	HK\$25.60 million	–	18.48
邁步財經印刷有限公司	香港	17,493 股					25,600,000 港元		
Gransing Finance Limited	Hong Kong	2,779,570 shares	19.90%	16,876	8,103	(8773)	HK\$12.90 million	–	8.51
國投信貸有限公司	香港	2,779,570 股					12,900,000 港元		

Funds – Hong Kong

基金－香港

Name of investee	Place of incorporation	Proportion of investee's capital owned	Cost	Market value	Unrealised gain/(loss) recognised	Net asset attributable to the Company	Dividend received/receivable during the year	% of gross assets of the Company
所投資公司名稱	註冊成立地點	擁有所投資公司資本比例	成本	市值	已確認未變現收益／(虧損) (Note 4) (附註4)	本公司應佔資產淨值 (Note 3) (附註3)	於本年度已收／應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元		
Goldstone 1 LPF	Hong Kong	59.32%	23,748	16,858	(6,890)	HK\$16.86 million	–	17.70
金石一號有限合夥基金	香港					16,860,000 港元		
SWK Dynamic OFC	Hong Kong	12.21%	12,163	10,285	(1,878)	HK\$10.28 million	–	10.80
	香港					10,280,000 港元		

Notes:

附註：

- (1) The unrealised gain/(loss) recognised represented the changes in fair value of the respective investments during the Year.
- (2) The calculation of net assets/(liability) attributable to the Company is based on the latest published interim/annual reports of the respective investments at the end of each reporting period.

- (1) 已確認未變現收益／(虧損)指本年度各項投資之公平值變動。
- (2) 本公司應佔資產／(負債)淨值乃根據各項投資於各報告期末所刊發最近中期／年度報告計算。

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- (3) The calculation of net assets/(liability) attributable to the Company is based on the latest financial information/statements of the respective investments at the end of each reporting period.
- (4) The unrealised gain/(loss) recognised represented the changes in fair value of the respective investments during the year ended 31 December 2023.

- (3) 本公司應佔資產／(負債)淨值乃根據各項投資於各報告期末的最新財務資料／報表計算。
- (4) 已確認未變現收益／(虧損)指截至2023年12月31日止年度各項投資之公平值變動。

A brief description of the business and financial information of the investments is as follows:

投資項目之業務及財務資料的簡明概要如下：

- (a) Strong Petrochemical Holdings Limited (“Strong Petrochemical”) is a Hong Kong-based investment holding company principally engaged in the trading of oil products. The unaudited loss attributable to shareholders of Strong Petrochemical for the six months ended 30 June 2024 was approximately HK\$8,750,000 and the unaudited net assets attributable to shareholders of Strong Petrochemical as at 30 June 2024 was approximately HK\$1,284,433,000. The trading of shares of Strong Petrochemical has been suspended since 31 December 2024. Strong Petrochemical resumed the crude oil trading business and made headway to enter the oil and gas development and production sector. Strong Petrochemical will proactively seek for business opportunities. The fair value of the investment in Strong Petrochemical is based on quoted market bid prices.
- (b) Gransing Financial Group Limited (“Gransing Financial”) is principally engaged in provision of quality brokerage, corporate finance, asset management, money lending and financial adviser services to institutional and individual investors in Hong Kong and Mainland China through its subsidiaries. With the enhancement of artificial intelligence (“A.I.”) technology, Gransing Financial launched several new services including the online account opening services for new customers in Hong Kong and China. Moreover, by the help of advanced intelligent technology, Gransing Financial’s A.I. analyst would serve their clients with stock monitoring, investment strategies and stock scoring services. All the above would improve Gransing Financial’s operational efficiency and earn more new potential clients. The fair value of the investment in Gransing Financial is based on valuation by independent valuer.
- (c) iPro Financial Press Limited (“iPro”) is principally engaged in financial printing services, production of announcements such as IPO prospectus and financial reports, and provision of venues for financial related forums. The fair value of the investment in iPro is based on valuation by independent valuer.

- (a) 海峽石油化工控股有限公司(「海峽石油化工」)是一間總部位於香港的投資控股公司，主要從事石油產品貿易。截至2024年6月30日止六個月，海峽石油化工股東應佔未經審核虧損約為8,750,000港元，而於2024年6月30日，海峽石油化工股東應佔未經審核資產淨值約為1,284,433,000港元。海峽石油化工的股份自2024年12月31日起暫停買賣。海峽石油化工恢復原油貿易業務，並進軍石油及天然氣開發及生產領域。海峽石油化工將積極尋求商機。於海峽石油化工投資的公平值乃基於市場報價計算。
- (b) 國投金融集團有限公司(「國投金融」)主要透過其附屬公司向香港及中國內地機構及私人投資者提供優質經紀、企業融資、資產管理、借貸及財務顧問服務。隨著人工智能(「人工智能」)技術的增強，國投金融推出多項新服務，包括針對香港及中國新客戶的在線賬戶開設服務。此外，借助先進的智能技術，國投金融的人工智能分析師將為其客戶提供股份監控、投資策略及股份評分服務。上文所述者均會提高國投金融的營運效率，並獲得更多新的潛在客戶。於國投金融投資的公平值乃基於獨立估值師之估值計算。
- (c) 邁步財經印刷有限公司(「邁步」)主要從事金融印刷服務、製作首次公開發售招股章程及財務報告等公告，並提供金融相關論壇的場所。於邁步投資的公平值乃基於獨立估值師之估值計算。

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- (d) Gransing Finance Limited (“Gransing Finance”) is engaged in the provision of money lending. Gransing Finance is held by Gransing Financial which is the largest shareholder of Gransing Finance. The fair value of the investment in Gransing Finance is based on valuation by independent valuer.
- (e) Goldstone 1 LPF (“Goldstone 1”), is a limited partnership fund. Goldstone 1 seeks to achieve maximum capital appreciation over the life of the limited partnership fund through equity investments, specifically, investments in IPOs on securities to be listed on the Stock Exchange and in private placements by companies listed on the Stock Exchange. The fair value of the investment in Goldstone 1 is based on net asset value.
- (f) SWK Dynamic OFC (“SWK”) is private open-ended fund company with variable capital. The strategy of SWK is long-biased focusing on Hong Kong and China equity market. The fair value of the investment in SWK is based on net asset value.
- (d) 國投信貸有限公司(「國投信貸」)從事提供放債業務。國投信貸乃國投金融持股並為國投信貸的最大股東。於國投信貸投資的公平值乃基於獨立估值師之估值計算。
- (e) 金石一號有限合夥基金(「金石一號」)為一隻有限合夥基金。金石一號旨在透過股權投資，特別是投資於將於聯交所上市的證券的首次公開發售及聯交所上市公司的私募配售，於有限合夥基金的整個存續期內實現最大的資本增值。於金石一號投資的公平值乃基於資產淨值計算。
- (f) SWK Dynamic OFC(「SWK」)乃一家擁有可變資本的私人開放式基金公司。SWK的策略為長期偏向香港及中國股票市場。於SWK的投資公平值乃基於資產淨值計算。

The top investments with realised gain and loss for the Year are summarised as below:

於本年度錄得已變現收益及虧損之最大投資概述如下：

The top realised gain for the Year

本年度最大已變現收益

Name of investment

投資名稱

Realised gain

已變現收益

HK\$'000

千港元

China New Consumption Group Limited

中國新消費集團有限公司

105

Top three realised loss for the Year

本年度三大已變現虧損

Name of investment

投資名稱

Realised loss

已變現虧損

HK\$'000

千港元

Tasty Concepts Holding Limited

賞之味控股有限公司

554

Hanvey Group Holdings Limited

恆偉集團控股有限公司

373

Goldstone 1 LPF

金石一號有限合夥基金

296

LIQUIDITY, FINANCIAL RESOURCES AND GEARING

The Company has maintained a sufficient cash position which will allow it to capture opportunities with promising returns in both listed and private equities.

As at 31 December 2024, the gearing ratio, defined as total borrowings divided by shareholders' equities, was nil (31 December 2023: Nil). As at 31 December 2024, the Company has no margin payables to brokers (31 December 2023: Nil).

FINAL DIVIDEND

The Directors do not recommend the payment of any final dividend for the Year (2023: Nil).

CHARGES ON COMPANY'S ASSET AND CONTINGENT LIABILITIES

As at 31 December 2024, the Company had no pledged Hong Kong listed securities to secure the margin payables to the brokers (31 December 2023: Nil).

There were no significant contingent liabilities as at 31 December 2024 (31 December 2023: Nil).

CAPITAL STRUCTURE

On the listing date on 6 January 2011, the Company completed a share placement and a total of 303,000,000 ordinary shares of HK\$0.1 each were placed at a price of HK\$1.03 per share for a total cash consideration, excluding the related issue expenses, for approximately HK\$312.1 million. Subsequent to the listing, the Company had acquired additional capital by completion of rights issue and placing of new shares under general mandate. As at 31 December 2024, the share capital of the Company comprises of 1,319,700,274 ordinary shares of HK\$0.04 each.

流動資金、財務資源及資產負債比率

本公司維持充裕現金狀況，從而使本公司在上市及私募股權方面出現機遇時把握獲可觀回報之良機。

於2024年12月31日，資產負債比率（定義為借貸總額除以股東權益）為零（2023年12月31日：零）。於2024年12月31日，本公司並無應付經紀之保證金（2023年12月31日：零）。

末期股息

董事不建議就本年度派付任何末期股息（2023年：無）。

本公司的資產抵押及或然負債

於2024年12月31日，本公司並無已抵押香港上市證券作為應付經紀之保證金之擔保（2023年12月31日：零）。

於2024年12月31日，本公司並無重大或然負債（2023年12月31日：無）。

股本架構

於2011年1月6日上市之日，本公司完成股份配售及合共303,000,000股每股面值0.1港元之普通股以每股1.03港元的價格獲配售，總現金代價（扣除相關發行開支）約為312,100,000港元。上市後，本公司透過完成供股及根據一般授權配售新股份取得額外股本。於2024年12月31日，本公司股本由1,319,700,274股每股面值0.04港元之普通股組成。

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管理層討論與分析

EQUITY FUND RAISING

There was no equity fund raising activity by the Company for the Year, nor was there any unutilized proceeds brought forward from any issue of equity securities made in previous financial years.

CAPITAL EXPENDITURE AND COMMITMENT

As at 31 December 2024, the Company made no capital expenditure or any other commitments (31 December 2023: Nil).

MATERIAL ACQUISITION AND DISPOSAL

During the Year, the Company did not acquire or dispose of any subsidiaries, associates or joint ventures (2023: Nil).

USE OF PROCEEDS

The Company had six investments as of 31 December 2024, comprising of equity securities listed in Hong Kong, private equities, limited partnership fund and open-ended fund. The largest investment held by the Company was in the financial printing sector focusing on the Hong Kong IPO market.

The rest of the net proceeds gained will be applied by the Board and the Investment Manager in making investments according to the investment objective, policies and restrictions of the Company and the requirements of the articles of association of the Company, the Listing Rules and the investment management agreement. Any proceeds not deployed are placed in bank deposits or invested in money market instruments or money market funds.

股權籌資

於本年度，本公司概無進行任何股權籌資活動，亦無因過往財政年度發行任何股本證券而產生任何尚未動用的所得款項。

資本開支及承擔

於2024年12月31日，本公司並無資本開支或任何其他承擔(2023年12月31日：無)。

重大收購及出售

於本年度，本公司並無收購或出售任何附屬公司、聯營公司或合營企業(2023年：無)。

所得款項用途

本公司於2024年12月31日持有六項投資，其中包括於香港上市之權益證券、私募股權、有限合夥基金及開放式基金。本公司所持最大投資為專注於香港首次公開發售市場的金融印刷服務板塊。

剩餘所得款項淨額將由董事會及投資管理人根據本公司投資目標、政策及限制和本公司組織章程細則、上市規則及投資管理協議的規定進行投資。未動用的任何所得款項將存作銀行存款或投資於貨幣市場工具或貨幣市場基金。

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管理層討論與分析

EMPLOYEES AND REMUNERATION POLICY

As at 31 December 2024, the Company had five full-time employees (31 December 2023: eight full-time employees). All of the Company's employees were based in Hong Kong.

The Company establishes its remuneration policy by making reference to the prevailing market conditions and a performance-based reward system. The policy is periodically reviewed. Apart from mandatory provident fund, salaries increment, discretionary bonuses and share options may be awarded to employees according to the assessment of individual performance.

The total remuneration cost incurred by the Company for the Year was approximately HK\$2,738,910 (31 December 2023: HK\$4,132,184).

FOREIGN CURRENCY FLUCTUATION

The Board believes that foreign exchange risks are minimal as the Company mainly uses the Hong Kong dollar to carry out its business transactions.

EVENTS AFTER THE REPORTING PERIOD

There has been no material event affecting the Company since the end of reporting year. Details of significant events (if any) occurring after 31 December 2024 are set out in Note 29 to the financial statements.

AUDIT COMMITTEE

The Company has an audit committee (the "Audit Committee") established in compliance with Rule 3.21 of the Listing Rules. The Audit Committee currently comprises three independent non-executive Directors, namely Mr. Sze Tak Chi (being the chairman with professional qualifications in accountancy), Mr. Sui Fuxiang and Mr. Tong Yun Lung.

The summary of duties and works of the Audit Committee is set out in the "Corporate Governance Report" of this annual report.

僱員及薪酬政策

於2024年12月31日，本公司有五名全職僱員（2023年12月31日：八名全職僱員）。本公司所有僱員均以香港為根據地。

本公司於制訂薪酬政策時會參考現行市況及一套績效獎勵制度，並定期檢討該政策。除強制性公積金外，本公司亦可能根據個人表現評核而給予員工加薪、酌情花紅及購股權。

於本年度，本公司產生的總薪酬成本約為2,738,910港元（2023年12月31日：4,132,184港元）。

外幣波動

董事會認為，由於本公司主要使用港元進行業務交易，故外匯風險極微。

報告期後事項

自報告年度結束以來，並無任何重大事件影響本公司。於2024年12月31日後發生的重大事項（如有）的詳情載於財務報表附註29。

審核委員會

本公司已按照上市規則第3.21條設立審核委員會（「審核委員會」）。審核委員會現有三名獨立非執行董事，由施德誌先生（主席，具備會計師專業資格）、隋福祥先生及唐潤農先生組成。

審核委員會的職責及工作概要載於本年報「企業管治報告」。

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管理層討論與分析

CLOSURE OF REGISTER OF MEMBERS

The Board hereby announces that the register of members of the Company will be closed from Tuesday, 27 May 2025 to Friday 30 May 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the forthcoming annual general meeting ("AGM"), all transfers of shares, accompanied by the relevant share certificates must be lodged with the Company's share registrar in Hong Kong, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Monday, 26 May 2025.

暫停辦理股份過戶登記手續

董事會謹此宣佈，本公司將於2025年5月27日（星期二）至2025年5月30日（星期五）（包括首尾兩天）暫停辦理股份登記手續，期間將不會辦理任何股份過戶登記。為符合資格出席應屆股東週年大會（「股東週年大會」）並於會上投票，所有股份過戶文件連同有關股票須不遲於2025年5月26日（星期一）下午四時正前送達本公司之香港股份過戶登記處聯合證券登記有限公司，地址為香港北角英皇道338號華懋交易廣場2期33樓3301-04室，以辦理登記手續。

EXECUTIVE DIRECTORS

Mr. Chan Cheong Yee ("Mr. Chan"), aged 61, has been appointed as an executive Director since 1 June 2013. Mr. Chan is the representative of Sinolink Securities (Hong Kong) Limited. Mr. Chan is currently a licensed person to carry out type 4 (advising on securities) and type 9 (asset management) regulated activities under the SFO. Mr. Chan obtained a Bachelor of Science degree from the College of Business Administration of The University of South Florida in the United States of America. Mr. Chan is experienced in dealing in securities, fund management, corporate management, corporate finance and managing listed investment companies under Chapter 21 of the Listing Rules. Mr. Chan is currently an executive director of China Innovation Investment Limited (1217.HK), China Investment and Finance Group Limited (1226. HK), Capital Realm Financial Holdings Group Limited (204.HK), Capital VC Limited (2324. HK) Goldstone Investment Group Limited (901.HK) and Goldstone Capital Group Limited (1160.HK), the shares of which are listed on the Main Board of the Stock Exchange. He was an executive director of National Investments Fund Limited (in liquidation) (1227.HK) before the winding up order was granted against the company on 8 February 2021. He was also an executive director of Core Economy Investment Group Limited (339.HK) from January 2021 to June 2021.

Goldstone Investment Group Limited was ordered to be wound up by the Hong Kong court and provisional liquidator has been appointed. Mr. Chan confirmed that he is not one of the respondents of the winding-up order nor a party to such winding-up proceedings and is not aware of any actual or potential claim that has been or will be made against him because of the above. He also confirmed that he has no knowledge at the present time of the possible outcome of the winding-up order. Further details are set out in the announcement of the Company dated 30 May 2023.

執行董事

陳昌義先生（「陳先生」），61歲，自2013年6月1日起獲委任為執行董事。陳先生為國金證券（香港）有限公司之代表。陳先生乃證券及期貨條例下可從事第4類（就證券提供意見）及第9類（提供資產管理）受規管活動的持牌人士。陳先生持有美國南佛羅里達州大學工商管理學院理學學士學位。陳先生於證券交易、基金管理、企業管理、企業融資及管理上市規則第21章項下之上市投資公司方面經驗豐富。陳先生現為中國創新投資有限公司(1217.HK)、中國投融資集團有限公司(1226.HK)、資本界金控集團有限公司(204.HK)、首都創投有限公司(2324.HK)、金石投資集團有限公司(901.HK)及金石資本集團有限公司(1160.HK)（上述公司股份均於聯交所主板上市）之執行董事。於2021年2月8日國盛投資基金有限公司（清盤中）(1227.HK)獲授予清盤令前，彼亦為該公司之執行董事。彼亦自2021年1月至2021年6月起擔任核心經濟投資集團有限公司(339.HK)的執行董事。

香港法院已就金石投資集團有限公司授出清盤令，且臨時清盤人已獲委任。陳先生確認彼並非清盤令其中一名答辯人，亦並非有關清盤程序其中一方，且未知悉任何因上述理由而已對或將對彼提出之實際或潛在申索。彼亦確認，彼現時並不知悉清盤令之可能結果。有關進一步詳情載於本公司日期為2023年5月30日之公告。

Profiles of Directors

董事履歷

NON-EXECUTIVE DIRECTORS

Mr. Chen Shengjie (“Mr. Chen”), aged 63, had been appointed as a non-executive Director and the Chairman of the Company since 16 October 2024. Mr. Chen graduated from Capital University of Economics and Business (首都經濟貿易大學) (formerly known as Beijing Finance & Trade College) with a bachelor degree in business management. Mr. Chen is also a registered accountant in the People’s Republic of China (the “PRC”). Mr. Chen has over 30 years of experience in accounting and financial affairs and is currently the chairman of the board of 新華國通(北京)企業管理有限公司 since 2024. Prior to joining the Company, Mr. Chen served as the deputy head of the Commerce and Trade Audit Department (商貿司) under the National Audit Office of the PRC, the assistant to the general manager of China National Nonferrous Materials Corporation (中國有色金屬材料總公司), the chief accountant of China Chengtong Holdings Company (中國誠通控股集團有限公司), the general manager of China Chengtong Resources Recycling Development & Utilization Company (中國誠通資源再生開發利用公司), the chairman of Zhongchang Big Data Corporation Limited (中昌大數據股份有限公司, formerly known as Zhongchang Marine Company Limited (中昌海運股份有限公司), a company then listed on the Shanghai Stock Exchange), and the general manager of Wuhua Real Estate Corporation Limited (物華置業股份有限公司). In addition, Mr. Chen has served as directors and senior management of several listed companies in Hong Kong, including being a non-executive director of China Chengtong Development Group Limited (217.HK) between 2003 and 2005, an executive director and the vice-chairman of China Daye Non-Ferrous Metals Mining Limited (formerly known as China National Resources Development Holdings Limited) (661.HK) between 2004 and 2007, an executive director of Yunfeng Financial Group Limited (formerly known as Reorient Group Limited (376.HK) between 2011 and 2015 and the chief financial officer of Sunshine 100 China Holdings Ltd (2608.HK) between 2018 and 2020.)

非執行董事

陳勝杰先生(「陳先生」)，63歲，自2024年10月16日起獲委任為本公司非執行董事及主席。陳先生畢業於首都經濟貿易大學(前稱北京財貿學院)，獲得企業管理學士學位。陳先生亦為中華人民共和國(「中國」)註冊會計師。陳先生於會計及財務方面擁有逾30年經驗，自2024年起至今為新華國通(北京)企業管理有限公司董事會主席。於加入本公司前，陳先生曾擔任中國國家審計署商貿司副處長、中國有色金屬材料總公司總經理助理、中國誠通控股集團有限公司總會計師、中國誠通資源再生開發利用公司總經理、中昌大數據股份有限公司(前稱中昌海運股份有限公司，一間當時於上海證券交易所上市的公司)董事長及物華置業股份有限公司總經理。此外，陳先生曾擔任多間香港上市公司的董事及高級管理人員，包括於2003年至2005年期間擔任中國誠通發展公司(217.HK)非執行董事、於2004年至2007年期間擔任中國大冶有色金屬礦業有限公司(前稱中國資源開發集團有限公司)(661.HK)執行董事及副主席、於2011年至2015年期間擔任雲鋒金融集團有限公司(前稱瑞東集團有限公司)(376.HK)執行董事及於2018年至2020年期間擔任陽光100中國控股有限公司(2608.HK)財務總監。

Profiles of Directors 董事履歷

Mr. Choi Koon Ming (“Mr. Choi”), aged 56, has been appointed as a non-executive Director since 8 February 2022. He holds a Bachelor of Arts degree from the University of British Columbia. He has over 26 years of experience in the financing activities of corporate and property mortgage, real estate development and property investment, as well as over 24 years of experience in financial services. Mr. Choi has been an executive director of Sunwah Kingsway since 2000 and the chief executive officer of Sunwah Kingsway since 2010. Mr. Choi is also an independent non-executive director of EPS Creative Health Technology Group Limited (3860.HK), a company listed on the Main Board of the Stock Exchange, since 2021. He was also a director and chief executive officer of Sunwah International Limited (“SIL”), which was listed on the Toronto Stock Exchange (“TSX”). SIL was privatized and delisted from the TSX on 14 June 2021. Mr. Choi is a brother of Mr. Choi Koon Shum, one of the substantial shareholders of Sunwah Kingsway and the Company with the meaning of Part XV of the SFO.

Ms. Xiao Ruimei (“Ms. Xiao”), aged 60, has been appointed as a non-executive Director since 8 July 2022. Ms. Xiao graduated from Renmin University of China with a Bachelor of Laws in 1985. Ms. Xiao received a Master of Business Administration from Guanghua School of Management in Peking University in 2003. From 1999 to 2000, Ms. Xiao was a Senior Media Visiting Scholar at Guanghua School of Management, Peking University. Ms. Xiao was a visiting scholar at the School of International and Public Affairs, Columbia University, United States of America from 2017 to 2018. From 1985 to 2001, Ms. Xiao served as director and editorial board member of the Economic Department of China News Service. From 2001 to 2011, Ms. Xiao was the founder, deputy editor, and vice president of 經濟觀察報 (Economic Observers), and vice chairman of 經濟觀察報業有限公司 (Economic Observers Newspaper Company Limited). Since 2011, Ms. Xiao is the vice president of 中國評論通訊社 (China Review News Agency). Ms. Xiao received the “中國新聞獎” 評論獎 (“China News Award” Critic Award) in 1997.

蔡冠明先生（「蔡先生」），56歲，自2022年2月8日起已獲委任為非執行董事。彼擁有英屬哥倫比亞大學文學士學位。彼於企業及物業按揭融資活動、地產發展及物業投資擁有逾26年經驗，同時於金融服務領域積逾24年經驗。蔡先生自2000年及2010年起分別擔任新華滙富的執行董事及行政總裁。自2021年起，蔡先生亦出任EPS創健科技集團有限公司(3860.HK)（一間於聯交所主板上市的公司）的獨立非執行董事。彼亦擔任Sunwah International Limited（「SIL」，於多倫多證券交易所（「多倫多證券交易所」）上市）的董事及行政總裁。SIL於2021年6月14日實現私有化並自多倫多證券交易所撤銷上市。蔡先生為新華滙富及本公司主要股東（根據證券及期貨條例第XV部所界定）蔡冠深先生之兄弟。

肖瑞美女士（「肖女士」），60歲，自2022年7月8日起獲委任為非執行董事。肖女士於1985年畢業於中國人民大學並取得法學學士學位。肖女士於2003年取得北京大學光華管理學院工商管理碩士學位。自1999年至2000年，肖女士為北京大學光華管理學院的高級媒體訪問學者。自2017年至2018年，肖女士為美國哥倫比亞大學國際及公共事務學院的訪問學者。自1985年至2001年，肖女士擔任中國新聞社經濟部主任及編委委員。自2001年至2011年，肖女士為《經濟觀察報》的創始人、副主編兼副社長，以及經濟觀察報業有限公司的副董事長。自2011年起，肖女士擔任中國評論通訊社副社長。肖女士於1997年獲得「中國新聞獎」評論獎。

Profiles of Directors

董事履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tong Yun Lung (“Mr. Tong”) aged 62, has been appointed as an independent non-executive Director since 18 July 2022. He is the chairman of the Nomination Committee as well as a member of the Audit Committee and Remuneration Committee of the Company. Mr. Tong obtained a bachelor’s degree from the Department of Chinese Language in Nanjing University in the PRC in 1983. Mr. Tong has over 10 years of administrative experience in Government of the People’s Republic of China (the “PRC”). From 1983 to 1990, he was engaged in an administrative role in the General Office of the Yunnan Provincial Government of the PRC. From 1990 to 1997, he was transferred to the General Office of the Guangdong Provincial Government of the PRC. In 1997, he founded 廣東省東方紅實業有限公司 (Guangdong Dongfanghong Industrial Co., Ltd.). In 2020, he joined China Far Vision (HK) Think Tank Limited and is currently serving as its chairman.

Mr. Sze Tak Chi (“Mr. Sze”) aged 57, has been appointed as an independent non-executive Director since 15 June 2023. He is the chairman of Audit Committee as well as a member of the Nomination Committee and Remuneration Committee of the Company. Mr. Sze graduated from the Hong Kong Polytechnic University with a bachelor’s degree in Engineering in 1996 and from the Baruch College, City University of New York with a master’s degree in business administration (accountancy) in 2004. Mr. Sze is a holder of Chartered Financial Analyst (CFA), a Certified Public Accountant of the American Institute of Certified Public Accountants (AICPA) in the United States and is Accredited in Business Valuation (ABV) by the AICPA. Besides, he is a Registered Business Valuer registered with the Hong Kong Business Valuation Forum. He has also passed papers 1, 7, and 11 of the licensing examination of securities and futures intermediaries of the Hong Kong Securities and Investment Institute in December 2006. Mr. Sze has extensive experience in conducting in-depth company and industry research, and financial analyses for valuation purposes. Mr. Sze worked for investment banks, a hedge fund company and a tax consulting firm in the United States, primarily engaged in performing financial analyses and assessing taxation impacts on entities such as financial institutions, utility companies and power plants. Previously, he worked in the field of Civil Engineering and Environmental Engineering in Hong Kong for 5 years. Mr. Sze is also experienced in compliance of listed companies and have participated in a number of listings in Hong Kong.

獨立非執行董事

唐潤農先生（「唐先生」），62歲，自2022年7月18日起獲委任為獨立非執行董事。彼為本公司提名委員會主席以及審核委員會及薪酬委員會成員。唐先生於1983年獲得中國南京大學中文系學士學位。唐先生於中華人民共和國（「中國」）政府擁有逾10年的行政經驗。1983年至1990年，彼於中國雲南省政府辦公廳擔任行政職務。1990年至1997年，彼調往中國廣東省政府辦公廳任職。彼於1997年創辦廣東省東方紅實業有限公司。彼於2020年加入中華遠略（香港）智庫有限公司，現任該公司董事長。

施德誌先生（「施先生」），57歲，自2023年6月15日起獲委任為獨立非執行董事。彼為本公司審核委員會主席以及提名委員會及薪酬委員會成員。於1996年畢業於香港理工大學，獲得工程學士學位，及於2004年畢業於紐約市立大學柏魯克分校，獲得工商管理（會計學）碩士學位。施先生為特許財務分析師（CFA）、美國註冊會計師協會（AICPA）的執業會計師，及獲AICPA頒發商業價值評估資格。此外，彼為香港商業價值評估公會註冊的註冊商業估值師。彼亦已於2006年12月通過香港證券及投資學會的證券及期貨從業員資格考試之卷一、卷七及卷十一。施先生在進行深入的公司及行業研究以及為估值目的進行財務分析方面擁有豐富的經驗。施先生曾於美國的投資銀行、對沖基金公司及稅務諮詢公司工作，主要從事財務分析及評估稅收對金融機構、公用事業公司及發電廠等實體的影響。此前，彼曾於香港土木工程及環境工程領域工作5年。施先生亦於上市公司合規方面擁有豐富經驗，並曾參與多間香港上市公司的上市事宜。

Profiles of Directors 董事履歷

Mr. Sui Fuxiang, aged 51, has been appointed as an independent non-executive Director since 15 June 2023. He is the chairman of Remuneration Committee as well as a member of Audit Committee and Nomination Committee of the Company. Mr. Sui has long been engaged in strategic research, financial investment and business collaboration. He has studied in a number of universities and has studied in the international economic and trade environment, especially in the field of equity investment. He is familiar with the economic and social conditions of Hong Kong and Macau, and is good at analysis for macro economy, as well as business models and cutting-edge technology research. Focusing on new energy, new infrastructure and specialized and new fields, Mr. Sui has organized and planned a number of developments and transactions regarding high-end equipment production, asset management, supply chain finance and comprehensive healthcare projects, underpinned by his rich relevant resources and experience. Since joining CITIC Merchant Co., Ltd. in 2019, he has been mainly responsible for internal coordination within the group, project development and client liaison. Mr. Sui was a non-executive director of GTI Holdings Limited (334.HK), a company listed on the Main Board of the Stock Exchange, from November 2019 to October 2020, and has been an independent non-executive director of China United Venture Investment Limited (8159.HK), a company listed on the GEM of the Stock Exchange, from 17 August 2022 to 15 April 2024.

隋福祥先生，51歲，於2023年6月15日起獲委任為獨立非執行董事。彼為本公司薪酬委員會主席以及審核委員會及提名委員會成員。長期從事戰略研究、金融投資和業務協同工作。彼先後在多所大學求學深造，對國際經貿環境尤其是股權投資領域有較深入研究，熟悉港澳地區經濟社會情況，擅長宏觀形勢分析，以及商業模式和前沿科技研究。隋先生重點關注新能源、新基建和專精特新領域，組織籌劃了多個高端裝備製造、資產管理、供應鏈金融和醫療大健康專案開發與交易，具有豐富的相關資源和經驗。於2019年加入中信國通企業管理公司以來，主要負責集團內部協同、項目開發和客戶聯絡工作。隋先生曾於2019年11月至2020年10月期間擔任共享集團有限公司(334.HK)(聯交所主板上市公司)之非執行董事，並自2022年8月17日至2024年4月15日期間擔任新華聯合投資有限公司(8159.HK)(聯交所GEM上市公司)之獨立非執行董事。

Report of the Directors

董事會報告

The Directors have pleasure in presenting their report and audited financial statements of the Company for the Year.

PRINCIPAL ACTIVITY

The Company is an exempted limited liability company, incorporated in the Cayman Islands on 1 February 2010 for the purpose of acting as a closed-ended investment company.

The Company is principally engaged in investing globally in both private and publicly listed enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of the mainland China, Hong Kong, Macau and Taiwan.

The shares of the Company are listed on the Main Board of the Stock Exchange with effect from 6 January 2011 (the "Listing Date"). The Company had not commenced any operation or business before the Listing Date.

BUSINESS REVIEW

Discussion and analysis of the business review as required by the Hong Kong Companies Ordinance, including risks facing by the Company, important events affecting the Company, that have occurred since the end of the Year, likely future development in the Company's business can be found in the sections headed "Chairman's Statement", "Management Discussion and Analysis" and "Environmental, Social and Governance Report" of this annual report. These discussions form part of this "Report of the Directors".

FINANCIAL RESULTS

The results of the Company for the Year are set out in the financial statements on pages 73 to 163.

DIVIDENDS

The Board does not recommend the payment of any dividends for the Year (31 December 2023: Nil).

FINANCIAL SUMMARY

A summary of the results and assets and liabilities of the Company for the Year is set out on page 164.

董事欣然提呈彼等之報告連同本公司本年度的經審核財務報表。

主要業務

本公司於2010年2月1日在開曼群島註冊成立為一間獲豁免有限責任公司，旨在建立封閉式投資公司。

本公司主要從事投資全球具能力生產及提供獲中國內地、香港、澳門及台灣經濟支持之產品或服務之私人及公眾上市企業。

本公司股份自2011年1月6日（「上市日期」）起於聯交所主板上市。上市日期前，本公司並無開始任何經營或業務。

業務回顧

香港公司條例要求進行之業務回顧討論及分析，包括本公司面臨之風險、在本年度結束後發生並對本公司造成影響的重要事件、本公司業務的可能未來發展，載於本年報「主席報告」、「管理層討論與分析」及「環境、社會及管治報告」章節。該等討論構成本「董事會報告」一部份。

財務業績

本公司於本年度之業績，載於第73至163頁的財務報表內。

股息

董事會不建議就本年度派付任何股息（2023年12月31日：無）。

財務概要

本公司於本年度的業績及資產與負債概要載於第164頁。

RESERVES

Details of the movements in reserves during the Year are set out in the statement of changes in equity to the financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2024, the Company's reserves available for distribution, calculated in accordance with the Companies Act, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands, amounted to approximately HK\$15.4 million.

SHARE CAPITAL

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

PURCHASE, SALE OR REDEMPTION OF THE LISTED SHARES OF THE COMPANY

The Company did not purchase, redeem or sell any of the Company's listed securities (including the sale of treasury shares) during the Year. As at 31 December 2024, there were no treasury shares (as defined under the Listing Rules) held by the Company.

DIRECTORS

The Directors who held office during the Year and up to the date of this report are:

Executive Directors

Mr. Chan Cheong Yee

Non-Executive Directors

Mr. Huang Bin (*Co-Chairman*)

(Resigned on 17 September 2024)

Mr. Choi Chit Sze Jackson (*Co-Chairman*)

(Resigned on 16 October 2024)

Mr. Chen Shengjie (*Chairman*)

(Appointed on 16 October 2024)

Mr. Choi Koon Ming

Ms. Xiao Ruimei

儲備

於本年度之儲備變動詳情載於財務報表的權益變動表。

可供分派儲備

於2024年12月31日，本公司的可供分派儲備（按開曼群島公司法第22章（1961年第3號法例，經綜合及修訂）計算）約為15.4百萬港元。

股本

股本於本年度之變動詳情載於財務報表附註22。

購買、出售或贖回本公司上市股份

於本年度，本公司並無購買、贖回或出售本公司任何上市證券（包括出售庫存股份）。於2024年12月31日，本公司並無持有庫存股份（定義見上市規則）。

董事

於本年度及直至本報告日期，在任董事如下：

執行董事

陳昌義先生

非執行董事

黃斌先生（聯席主席）

（於2024年9月17日辭任）

蔡捷思先生（聯席主席）

（於2024年10月16日辭任）

陳勝杰先生（主席）

（於2024年10月16日獲委任）

蔡冠明先生

肖瑞美女士

Report of the Directors

董事會報告

Independent Non-Executive Directors

Mr. Tong Yun Lung
Mr. Sze Tak Chi
Mr. Sui Fuxiang

In order to comply with the requirements of the code provision B.2.2 of the Corporate Governance Code ("CG Code") contained in Appendix C1 to the Listing Rules, Mr. Chan Cheong Yee and Mr. Choi Koon Ming shall retire at the AGM. In addition, according to Article 34.2 of the Articles, Mr. Chen Shengjie who was appointed by the Board on 16 October 2024 shall hold office until the AGM and then shall be subject to re-election at the AGM. Mr. Chan Cheong Yee, Mr. Choi Koon Ming and Mr. Chen Shengjie, being eligible, will offer themselves for re-election at the AGM.

In compliance with Rule 5.02D of the Listing Rules, Mr. Chen Shengjie obtained the legal advice referred to in Rule 5.02D of the Listing Rules on 16 October 2024 and he has confirmed that he understood his obligations as a director of a listed issuer.

The biographical details of the Directors as at the date of this report are set out in the section headed "Profiles of Directors" on pages 19 to 23 of this annual report.

EMOLUMENTS OF DIRECTORS

Details of the fee or emoluments of Directors during the Year are set out in Note 8 to the financial statements.

EQUITY-LINKED ARRANGEMENTS

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Company's operations. The Company has not entered into any equity-linked agreement during the Year or there was not any subsisting equity-linked agreement entered into by the Company at the end of the Year.

ENVIRONMENTAL POLICIES

The Company is devoted to promoting and maintaining the environmental and social sustainable development. As a responsible enterprise, the Company is in compliance with all the material relevant laws and regulations in Hong Kong in terms of the environmentally friendliness, health as well as safety and adopts effective measures, conserves energy and reduces waste.

獨立非執行董事

唐潤農先生
施德誌先生
隋福祥先生

為遵從上市規則附錄C1所載之企業管治守則（「企業管治守則」）之守則條文第B.2.2條的規定，陳昌義先生及蔡冠明先生須於股東週年大會上退任。此外，根據章程細則第34.2條，於2024年10月16日獲董事會委任之陳勝杰先生須任職至股東週年大會為止，屆時須於股東週年大會上膺選連任。陳昌義先生、蔡冠明先生及陳勝杰先生合資格並願意於股東週年大會上膺選連任。

遵照上市規則第5.02D條，陳勝杰先生已於2024年10月16日取得上市規則第5.02D條所述的法律意見，並已確認其瞭解作為上市發行人董事的責任。

於本報告日期，董事的履歷詳情載於本年報第19至23頁「董事履歷」一節。

董事酬金

本年度之董事袍金或酬金詳情載於財務報表附註8。

與權益掛鉤之安排

本公司設有一項購股權計劃，旨在獎勵及回報合資格參與者對本公司業務成功作出之貢獻。本公司於本年度並無訂立任何與權益掛鉤之協議，或於本年度末本公司並無已訂立的任何存續的與權益掛鉤之協議。

環保政策

本公司致力推廣及維持環境及社會可持續發展。作為一家負責任企業，本公司在環保、健康及安全方面遵守香港所有重大相關法例及法規，並採取有效措施、節約能源及減少廢物。

COMPLIANCE WITH LAWS AND REGULATIONS

The Company's operations are mainly carried out in Hong Kong and accordingly shall comply with material relevant laws and regulations in Hong Kong. During the Year and up to the date of this report, the Company has complied with all the material relevant laws and regulations in Hong Kong.

PERMITTED INDEMNITY

Pursuant to the Company's articles of association, every Director of the Company together with every former Director of the Company shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur in the execution of their office or otherwise in relation thereto. During the Year, appropriate Directors' and officers' liabilities insurance coverage had been arranged in respect of legal action that might be taken against the Directors and officers of the Company.

DIRECTORS' SERVICES CONTRACTS

None of the Directors who are proposed for re-election at the AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation other than statutory compensation (if any). Each of the non-executive Directors has been appointed for an initial fixed term of three years and shall be eligible for re-election in accordance with the articles of association of the Company.

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Other than the "Investment Management Agreement" and "Lease Agreement" mentioned in the sections headed "Exempt Continuing Connected Transactions" and "Non-Exempt Continuing Connected Transaction" below, no transactions, arrangements or contracts of significance, to which the Company and the controlling shareholder or any of its subsidiaries was a party and in which any Director or an entity connected with any Director had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

遵守法例及法規

本公司業務主要於香港進行，因此須遵守香港重大相關法例及法規。於本年度及直至本報告日期，本公司已遵守香港所有重大相關法例及法規。

獲准許彌償

根據本公司組織章程細則，本公司各董事及本公司各前董事就彼等或彼等任何一人於履行其職責或其他有關情況之過程中引致之任何責任、訴訟、法律程序、申索、要求、費用、損失或支出（包括法律開支）將獲得本公司以其資產作出彌償。於本年度，本公司已就本公司的董事及高級職員可能面對之法律行動投保合適董事及高級職員之責任保險。

董事之服務合約

概無於股東週年大會上被提名重選之董事與本公司訂立本公司不可於一年內終止而毋須賠償（法定賠償（如有）除外）之服務合約。各非執行董事的初步固定任期為三年，並符合資格根據本公司組織章程細則重選連任。

董事於重大交易、安排或合約的權益

除下文所述「豁免持續關連交易」及「非豁免持續關連交易」各節之「投資管理協議」及「租賃協議」外，於本年度末或本年度內任何時間，本公司及控股股東或其任何附屬公司概無訂立任何董事或與任何董事有關聯的實體於其中直接或間接擁有重大權益之重大交易、安排或合約。

Report of the Directors

董事會報告

DIRECTORS' INTERESTS IN COMPETING BUSINESS

None of the Directors and their respective associates (as defined in the Listing Rules) has an interest in any business which competes or may compete with the business of the Company.

MANAGEMENT CONTRACTS

Save the Investment Management Agreement and Potential Conflicts of Interest respectively disclosed on pages 24 to 37 of the Report of the Directors, the Company has not entered into any contract with any individuals, firms or corporate entities to manage or regulate the whole or any substantial part of the business of the Company.

DIRECTORS' RIGHT TO ACQUIRE SHARES AND DEBENTURES

At no time during the Year was the Company a party to any arrangements to enable the Directors of the Company or their respective spouse or children under 18 years of age to acquire benefits by means of acquisition of shares in, or debentures of, the Company or any other body corporate.

SHARE OPTION SCHEME

The Company has adopted a share option scheme (the "Share Option Scheme") on 1 June 2015, pursuant to an ordinary resolution passed at the extraordinary general meeting held on 28 May 2015.

The maximum number of shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 30% of the issued share capital of the Company in issue from time to time.

The Company operates the share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Company's operations. The eligible participants of the Share Option Scheme are full time or part time employees of the Company (including any directors, whether executive or non-executive and whether independent or not, of the Company); and any business or joint venture partners, contractors, agents or representatives, consultants, advisers, suppliers, producers or licensors, customers, licensees (including any sublicensee) or distributors, landlords or tenants (including any subtenants) of the Company or any person who, in the sole discretion of the Board, has contributed or may contribute to the Company.

董事於競爭業務的權益

董事及其各自的聯繫人(定義見上市規則)概無於與本集團業務競爭或可能競爭的任何業務中擁有權益。

管理合約

除董事會報告第24至37頁所分別披露之投資管理協議及潛在利益衝突外，本公司概無與任何個人、公司或企業實體訂立任何合約以管理或監管本公司業務之全部或任何主要部份。

董事購買股份及債券之權利

於本年度內任何時間，本公司概無訂立任何安排，致使本公司董事或彼等各自之配偶或18歲以下之子女可藉購入本公司或任何其他公司實體之股份或債權證而獲益。

購股權計劃

本公司已於2015年6月1日根據於2015年5月28日舉行的股東特別大會上通過的普通決議案採納一項購股權計劃(「購股權計劃」)。

於根據購股權計劃及本公司任何其他購股權計劃已授出但尚未行使的所有未行使購股權獲行使時可予發行的最大股份數目，合共不得超過本公司不時已發行股本的30%。

本公司設有一項購股權計劃，旨在獎勵及回報合資格參與者對本公司業務成功作出之貢獻。本購股權計劃的合資格參與者為本公司全職或兼職僱員(包括本公司任何董事，不論執行或非執行及不論是否獨立)；以及本公司任何業務或合營夥伴、承包商、代理或代表、諮詢人、顧問、供應商、生產商或特許權授予人、客戶、特許權承授人(包括任何分特許權承授人)或分銷商、業主或租戶(包括任何分租戶)或董事會全權酌情釐定對本公司作出或可能作出貢獻的任何人士。

The total number of shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option schemes of the Company must not in aggregate exceed 10% of shares in issue on 28 May 2021 as the Company has sought the approval of the shareholders in general meeting for refreshing the 10% limit under the Share Option Scheme. The total number of shares available for issue under the Share Option Scheme (including options granted but not yet exercised and options available for issue) is 47,225,910 Shares, representing approximately 3.58% of the total number of issued Shares as at the date of this annual report. The Share Option Scheme will remain in force for a period of 10 years commencing from 1 June 2015. The remaining life of the Share Option Scheme is approximately 1.5 months.

As disclosed in the circular of the Company dated 12 May 2015, the total number of shares issued and to be issued upon exercise of the options granted to each participant or grantee (including exercised and outstanding options) in any twelve month period up to the date of grant shall not exceed 1% of the shares in issue. Where it is proposed that any offer is to be made to a participant (or where approximate, and existing grantee) which would result in the Shares issued and to be issued upon exercise of all options granted and to be granted to such person (including exercised, cancelled and outstanding options) in the twelve month period up to the including the relevant date of grant to exceed such limit, such offer and any acceptance thereof must be conditional upon shareholders' approval in general meeting with such participant (or where appropriate, and existing grantee) and his, her or its associated abstaining from voting.

The subscription price for shares under the Share Option Scheme shall be a price determined by the Board, but shall not be lower than the highest of (i) the closing price of shares as stated in the daily quotation sheet of the Stock Exchange on the date on which the Board approves the making of the offer for the grant of options (the "Date of Grant"), which must be a trading day; (ii) the average closing price of shares as stated in the daily quotations sheets of the Stock Exchange for the five trading days immediately preceding the Date of Grant; and (iii) the nominal value of a share. The time of acceptance of an offer for the grant of options shall not be later than 21 days from the Date of Grant. A non-refundable nominal consideration of HK\$1.00 is payable by the grantee upon acceptance of an option. There is no specified minimum period under the Share Option Scheme for which an option must be held or the performance target which must be achieved before an option can be exercised under the terms of the Share Option Scheme.

Vesting of the options granted may be subject to the fulfillment of vesting conditions to be specified in the grant letters as approved by the Board.

由於本公司已於股東大會上尋求股東批准更新購股權計劃項下的10%限額，於根據購股權計劃及本公司任何其他購股權計劃已授出的所有購股權獲行使時可予發行的股份總數，合共不得超過於2021年5月28日已發行股份的10%。根據購股權計劃可供發行的股份總數（包括已授出但尚未行使的購股權及可供發行的購股權）為47,225,910股，佔於本年報日期已發行股份總數約3.58%。購股權計劃仍將有效，自2015年6月1日起計為期10年。購股權計劃的剩餘有效期約為1.5個月。

如本公司日期為2015年5月12日之通函所披露，每名參與者或承授人在截至授出當日止任何十二個月期間內，於行使獲授之購股權（包括已行使及尚未行使之購股權）後已發行及將予發行之股份總數，不得超過已發行股份之1%。倘向參與者（或如適用，現有承授人）提呈要約而導致在截至相關授出日期（包括該日）止任何十二個月期間內，於行使獲授或將獲授之所有購股權（包括已行使、已註銷及尚未行使之購股權）後已發行及將予發行之股份數目超逾該限額，則該要約及接納要約須經股東在股東大會上批准，而有關參與者（或如適用，現有承授人）及其聯繫人士均須放棄投票。

購股權計劃項下股份的認購價須由董事會釐定，但不得低於以下各項最高者：(i) 股份於董事會批准授出購股權建議日（「授出日期」）（須為交易日）在聯交所每日報價表所述的收市價；(ii) 股份於緊接授出日期前五個交易日在聯交所每日報價表所述的平均收市價；及(iii) 股份面值。接納授出購股權建議的時限不得遲於授出日期起計21日。於接納購股權時承授人須繳納不可退還名義代價1.00港元。購股權計劃並無訂明購股權於可根據購股權計劃之條款行使前必須持有之指定最短期限，或必須達致之表現目標。

已授出購股權的歸屬須符合經董事會批准的授出函件中指定的歸屬條件。

Report of the Directors 董事會報告

During the Year, there was no options granted or exercised under the Share Option Scheme. The number of options available for grant under the scheme mandate limit at the beginning and the end of the Year was 43,210,747.

Particulars to the Company's Share Option Scheme are set out in Note 21 to the financial statements.

年內，概無根據購股權計劃授出或行使購股權。於年初及年末根據計劃授權限額可供授出的購股權數目為43,210,747份。

本公司購股權計劃的詳情載於財務報表附註21。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at 31 December 2024, none of the Directors or chief executives of the Company had any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept 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").

董事及主要行政人員於股份、相關股份及債權證之權益及淡倉

於2024年12月31日，概無本公司董事或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第XV部）之股份、相關股份或債權證中擁有根據證券及期貨條例第352條登記本公司須予存置的登記冊內之任何權益或淡倉，或須根據上市規則附錄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」）另行知會本公司及聯交所之任何權益或淡倉。

SUBSTANTIAL SHAREHOLDERS'/OTHER PERSON'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

主要股東／其他人士於股份及相關股份之權益及淡倉

Shareholders' Interests in Shares

As at 31 December 2024, the following person (other than the Directors or chief executives of the Company) had interests or short positions in the shares or underlying shares of the Company which were recorded in the register required to be kept by the Company pursuant to Section 336 of the SFO:

股東於股份之權益

於2024年12月31日，以下人士（董事或本公司主要行政人員除外）於本公司之股份或相關股份中持有根據證券及期貨條例第336條登記於本公司須予存置之登記冊內之權益或淡倉：

Long positions in the ordinary shares of HK\$0.04 each of the Company

於本公司每股面值0.04港元之普通股股份之好倉

Name of shareholder	Capacity in which shares are held	Number of shares held (Direct Interests) 所持股份數目 (直接權益)	Number of shares held (Indirect Interests) 所持股份數目 (間接權益)	Approximate % of issued share capital of the Company 佔本公司已發行股本之概約百分比
CAS International Investment management Company Limited	Interest in controlled corporation 受控制法團權益		315,000,000 (Note 2) (附註2)	23.87

Report of the Directors

董事會報告

Name of shareholder 股東姓名／名稱	Capacity in which shares are held 於所持股份之身份	Number of shares held (Direct Interests) 所持股份數目 (直接權益)	Number of shares held (Indirect Interests) 所持股份數目 (間接權益)	Approximate % of issued share capital of the Company 佔本公司已發行 股本之概約百分比
CAS International Investments Holdings Co., Limited	Interest in controlled corporation 受控制法團權益		315,000,000 (Note 2) (附註2)	23.87
China Science International Investment Company Limited	Interest in controlled corporation 受控制法團權益		315,000,000 (Note 2) (附註2)	23.87
偉成科技投資控股(深圳)有限公司	Interest in controlled corporation 受控制法團權益		315,000,000 (Note 2) (附註2)	23.87
李坤錦	Interest in controlled corporation 受控制法團權益		315,000,000 (Note 2) (附註2)	23.87
蔣磊	Interest in controlled corporation 受控制法團權益		315,000,000 (Note 2) (附註2)	23.87
Radiant Goldstone International Group Limited	Beneficial Owner 實益擁有人	315,000,000 (Note 2) (附註2)		23.87
羅岩	Beneficial Owner 實益擁有人		190,790,000	15.00
Sunwah Tongfang Limited	Interest in controlled corporation 受控制法團權益		129,640,000	9.82
Gold Pond International Limited	Interest in controlled corporation 受控制法團權益	129,640,000		9.82
Choi Koon Shum 蔡冠深	Interest in controlled corporation 受控制法團權益		117,898,595 (Note 3) (附註3)	8.93

Report of the Directors

董事會報告

Name of shareholder	Capacity in which shares are held	Number of shares held (Direct Interests) 所持股份數目 (直接權益)	Number of shares held (Indirect Interests) 所持股份數目 (間接權益)	Approximate % of issued share capital of the Company 佔本公司已發行股本之概約百分比
股東姓名／名稱	於所持股份之身份			
Sunwah Kingsway Capital Holdings Limited 新華滙富金融控股有限公司	Interest in controlled corporation 受控制法團權益		117,898,595 (Note 3) (附註3)	8.93
Festival Developments Limited	Interest in controlled corporation 受控制法團權益		117,898,595 (Note 3) (附註3)	8.93
Kingsway Lion Spur Technology Limited	Beneficial Owner 實益擁有人	117,898,595 (Note 3) (附註3)		8.93
Wang Dingben 王丁本	Beneficial Owner 實益擁有人	68,330,000		5.18

Note:

1. As at 31 December 2024, the Company had 1,319,700,274 issued shares.

2. To the best information, knowledge and belief of the Directors, Radiant Goldstone International Group Limited is a wholly owned subsidiary of CAS International Investments Holdings Co., Limited ("CASIIH"). CASIIH is in turn wholly owned by CAS International Investment Management Company Limited ("CASIIM"). CASIIM is owned as to 36% by 偉成科技投資控股(深圳)有限公司("偉成科技") and as to 34% by China Science International Investment Company Limited ("CSII"). 偉成科技 is owned as to 90% by 李坤錦 and CSII is owned as to 85% by Mr. 蔣磊.

3. To the best information, knowledge and belief of the Directors, Kingsway Lion Spur Technology Limited ("KLSTL") is a wholly owned subsidiary of Festival Developments Limited ("FDL"). FDL is wholly owned by Sunwah Kingsway Capital Holdings Limited. As at 31 December 2024, Mr. Choi Koon Shum was interested and/or deemed to be interested in 56.82% of the issued share capital of Sunwah Kingsway.

附註：

1. 於2024年12月31日，本公司擁有1,319,700,274股已發行股份。

2. 據董事所深知、全悉及確信，Radiant Goldstone International Group Limited為CAS International Investments Holdings Co., Limited(「CASIIH」)的全資附屬公司。CASIIH則由CAS International Investment Management Company Limited(「CASIIM」)全資擁有。CASIIM由偉成科技投資控股(深圳)有限公司(「偉成科技」)及China Science International Investment Company Limited(「CSII」)分別擁有36%及34%權益。偉成科技由李坤錦擁有90%權益及CSII由蔣磊先生擁有85%權益。

3. 據董事所深知、全悉及確信，Kingsway Lion Spur Technology Limited(「KLSTL」)為Festival Developments Limited(「FDL」)的全資附屬公司。FDL由新華滙富金融控股有限公司全資擁有。於2024年12月31日，蔡冠深先生於新華滙富之56.82%已發行股本中擁有權益及／或被視為擁有權益。

Save as disclosed above, as at 31 December 2024, the Company has not been notified by any other persons (other than the Directors or chief executive of the Company, whose interests are set out in the section "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures") who had interests or short positions in the shares or underlying shares of the Company which are required to be recorded in the register required to be kept by the Company under Section 336 of the SFO.

除上文所披露外，於2024年12月31日，本公司並未獲知會有任何其他人士(董事或本公司主要行政人員除外，彼等之權益載於「董事及主要行政人員於股份、相關股份及債權證之權益及淡倉」一節)於本公司股份或相關股份中擁有根據證券及期貨條例第336條規定登記於本公司須存置之登記冊之權益或淡倉。

RELATED PARTY TRANSACTION

Details of related party transaction of the Company, i.e. the Investment Management Agreement, during the Year are set out in Note 24 to the consolidated financial statements in this annual report and constitutes a continuing connected transaction as defined under Chapter 14A of the Listing Rules during the Year. The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules. Details of the continuing connected transactions are summarised in the sections headed “Continuing Connected Transactions” below.

CONTINUING CONNECTED TRANSACTIONS

During the Year, the Company had the following continuing connected transactions, details of which were disclosed in compliance with the requirements of Chapter 14A of the Listing Rules.

EXEMPT CONTINUING CONNECTED TRANSACTION

Custodian Agreement

The Company had appointed Bank of Communications Trustee Limited (the “Custodian”) as custodian since 2019. The custodian agreement with Bank of Communications Trustee Limited (the “Custodian Agreement”) is effective and will continue to be in force until terminated by either the Company or the Custodian by giving the other party not less than 30 days advance notice in writing.

Pursuant to the Custodian Agreement, the Company will pay the Custodian a monthly fee of the higher of (a) the net asset value of the portfolio of the Company at each month equal to the rate 0.04% per annum, or (b) HK\$12,500 per month.

During the Year, the total custodian fee of HK\$150,000 was paid by the Company to the Custodian.

The Custodian is regarded as a connected person of the Company under Rule 14A.08 of the Listing Rules. Accordingly, the service provided by the Custodian to the Company under the Custodian Agreement constituted a continuing connected transaction of the Company.

關聯方交易

本公司於本年度的關聯方交易（即投資管理協議）詳情載於本年報綜合財務報表附註24，及該交易於本年度屬於上市規則第14A章所界定的持續關連交易。本公司已遵守上市規則第14A章的披露規定。持續關連交易的詳情概述於下文「持續關連交易」一節。

持續關連交易

於本年度，本公司有下列持續關連交易，其詳情已根據上市規則第14A章之規定予以披露。

豁免持續關連交易

託管協議

本公司自2019年起已委任交通銀行信託有限公司（「託管人」）為託管人。與交通銀行信託有限公司之託管協議（「託管協議」）已生效，並將繼續生效至本公司或託管人向另一方事先發出不少於30日之書面通知書予以終止。

根據託管協議，本公司將向託管人支付月費，以下列兩者的較高者為準：(a)相等於按年利率0.04%計算的本公司每月投資組合的資產淨值；或(b)每月12,500港元。

本公司於本年度向託管人支付或應付的託管費合共150,000港元。

根據上市規則第14A.08條，託管人被視為本公司的關連人士。因此，託管人根據託管協議向本公司提供的服務構成本公司的持續關連交易。

Report of the Directors

董事會報告

Lease Agreement

The Company had signed a 26-months lease agreement for the rights to use the office premises commencing on 1 January 2023 (the "Lease Agreement") with China State Ventures Group Limited (the "Landlord"), a private company whose director is Mr. Huang Bin, the former co-chairman and non-executive Director of the Company. Pursuant to the Lease Agreement, the Company will pay the Landlord a monthly lease payment (including management fee) of HK\$100,000.

During the Year, the anticipated lease payment (including management fee) was HK\$1,200,000.

The Landlord is regarded as a connected person of the Company under Chapter 14A of the Listing Rules. The Directors anticipate that the fees payable to the Landlord under the Lease Agreement will not exceed HK\$3 million and the applicable percentage ratios calculated for the purpose of Chapter 14A of the Listing Rules will be, on an annual basis, less than 5%. Accordingly, the Lease Agreement constitutes a de minimis continuing connected transaction and is exempt from, reporting, annual review, announcement and independent shareholders approval requirements under Rule 14A.76 of the Listing Rules. Accordingly, the Lease Agreement constitutes an exempt continuing connected transaction of the Company.

NON-EXEMPT CONTINUING CONNECTED TRANSACTION

Investment Management Agreement

The Investment Manager, Evergrande Securities (Hong Kong) Limited ("ESHK") is entitled to receive from the Company a management fee accruing monthly at the annual amount of HK\$600,000 and payable monthly in advance.

On 11 September 2024, the Company received a notice for termination of the Investment Management Agreement from ESHK, informing the Company that ESHK will cease to serve as the Company's investment manager with effect from 4 October 2024. The reason for termination is that ESHK had decided to discontinue investment management services to all investment companies listed under Chapter 21 of the Listing Rules.

During the Year, the management fee of HK\$454,839 was paid by the Company.

租賃協議

本公司與中國新華企業集團有限公司（「業主」，為私營公司，其董事為本公司前聯席主席兼非執行董事黃斌先生）就自2023年1月1日起開始的辦公室使用權訂立為期26個月的租賃協議（「租賃協議」）。根據租賃協議，本公司將向業主支付每月租金（包括管理費）100,000港元。

於本年度，預期租賃付款（包括管理費）為1,200,000港元。

根據上市規則第14A章，業主被視為本公司關連人士。董事預期，根據租賃協議應付業主之費用將不超過3百萬港元及就上市規則第14A章而言所計算之適用百分比率按年度基準將低於5%。因此，租賃協議構成最低限額持續關連交易，並獲豁免遵守上市規則第14A.76條有關申報、年度審閱、公告及獨立股東批准之規定。因此，租賃協議構成本公司的豁免持續關連交易。

非豁免持續關連交易

投資管理協議

投資管理人恒大證券（香港）有限公司（「恒大證券（香港）」）有權向本公司收取按月累計、每年金額為600,000港元、須每月預先支付的管理費用。

於2024年9月11日，本公司接獲恒大證券（香港）終止投資管理協議的通知，通知本公司恒大證券（香港）將於2024年10月4日起終止擔任本公司的投資管理人。終止原因為恒大證券（香港）已決定根據上市規則第21章停止向所有上市的投資公司提供投資管理服務。

本公司於本年度支付管理費454,839港元。

The Investment Manager is regarded as a connected person of the Company under Rule 14A.08 of the Listing Rules. Mr. Chan Cheong Yee, an executive Director, is also a director of the Investment Manager. Accordingly, the service provided by the Investment Manager to the Company under the Investment Management Agreement constituted a continuing connected transaction of the Company.

DIRECTORS' OPINION ON CONTINUING CONNECTED TRANSACTIONS

In the opinion of the Directors, including the independent non-executive Directors, the terms of and the transactions contemplated under the Investment Management Agreement, the Custodian Agreement and the Lease Agreement have been entered into after arm's length negotiation, on normal commercial terms, and in the ordinary and usual course of business of the Company, and are fair and reasonable and in the interest of the Company and the shareholders as a whole.

The Company's auditor was engaged to report on the Company's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" and with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued an unqualified letter containing the findings and conclusions in respect of the non-exempt continuing connected transaction disclosed above by the Company in accordance with Rule 14A.56 of the Listing Rules.

POTENTIAL CONFLICTS OF INTEREST

The Investment Manager and their directors, officers and employees provide management and advisory services to a number of hedge funds, mutual funds and managed discretionary accounts with similar investment objectives to the Company.

From time to time conflicts of interest may arise between the interest of the Company and those of other clients. In such situations, the Investment Manager will have regard to its obligations to the Company to act in the best interests of the Company, so far as is practicable having regard also to its obligations to the other clients.

Mr. Chan Cheong Yee is a Director and had been a director of the Investment Manager and is involved in the day-to-day operations of each of these entities. This may give rise to conflicts of interest.

根據上市規則第14A.08條，投資管理人被視為本公司的關連人士。執行董事陳昌義先生亦為投資管理人的董事。因此，投資管理人根據投資管理協議向本公司提供的服務構成本公司的持續關連交易。

董事對持續關連交易之意見

董事（包括本公司獨立非執行董事）認為，投資管理協議、託管協議及租賃協議的條款及其項下擬進行之交易乃按一般商業條款於本公司一般及日常業務過程中經公平磋商後訂立，屬公平合理並符合本公司及股東的整體利益。

本公司核數師已獲聘根據香港會計師公會頒佈之香港核證工作聘用準則第3000號「審核或審閱歷史財務資料以外之核證工作」及參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」報告本公司之持續關連交易。核數師已根據上市規則第14A.56條發出無保留意見函件，當中載有對上文本公司所披露之非豁免持續關連交易之發現及結論。

潛在利益衝突

投資管理人及彼等的董事、高級職員及僱員向多個與本公司投資目標類似的對沖基金、互惠基金及管理的全權委託賬戶提供管理及諮詢服務。

本公司與其他客戶的利益可能會不時出現衝突。於該等情況下，投資管理人將會根據其對本公司的責任，作出符合本公司最佳利益的行動，只要該行動就其對其他客戶的責任而言為可行。

陳昌義先生為董事及曾為投資管理人的董事，參與各該等實體的日常營運。這或會導致利益衝突。

Report of the Directors

董事會報告

As the overall interests of the Company and Investment Manager are aligned, the Directors are of the view that Mr. Chan will be able to act in the best interests of the Company and its shareholders. In addition, all major decisions of each of these companies will be made by their respective board of directors of these companies as a whole and not at the sole discretion of Mr. Chan. In the case of the Company, this includes the independent non-executive Directors and the non-executive Directors.

Mr. Chan will maintain confidentiality in respect of the information of each of the funds managed by the Investment Manager. They are also aware of their obligations under the Securities and Futures Commission of Hong Kong's Internal Control Guidelines that they are required to establish and ensure the integrity and security of all information relevant to the business operations of the respective entities.

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights in respect of the shares of the Company under the articles of association of the Company although there are no restrictions against such rights under the laws of Cayman Islands.

TAX RELIEF

The Company is not aware of any relief from taxation available to shareholders by reason of their holding of the Company's shares.

CORPORATE GOVERNANCE

Save as disclosed in the Corporate Governance Report on pages 38 to 54, the Company has complied with all applicable code provisions set out in the CG Code contained in Appendix C1 to the Listing Rules during the Year and up to the date of this report.

AUDITORS

HLB Hodgson Impey Cheng Limited resigned as auditors of the Company with effect from 16 December 2022. Elite Partners CPA Limited, has been appointed as the auditors of the Company with effect from 16 December 2022, to fill the casual vacancy following the resignation of HLB Hodgson Impey Cheng Limited and to hold office until the conclusion of the next annual general meeting of the Company. Elite Partners CPA Limited will retire at the forthcoming AGM of the Company and, being eligible, offer themselves for re-appointment.

由於本公司及投資管理人的整體利益一致，董事認為，陳先生將可以本公司及其股東的最佳利益行事。此外，各該等公司的所有重大決策將由其各自的董事會共同作出，並非由陳先生全權決定。就本公司而言，這包括獨立非執行董事及非執行董事。

陳先生將會對投資管理人管理的各個基金的資料保密。彼等亦知悉彼等於香港證券及期貨事務監察委員會內部監控指引下的責任，彼等須建立及確保各有關實體業務經營的所有資料完整及安全。

優先購買權

雖然開曼群島法例並無任何優先購買權限制，本公司組織章程細則並無有關本公司股份的優先購買權的條文。

稅務寬免

本公司並不知悉股東可由於持有本公司股份而享有任何稅務寬免。

企業管治

除第38至54頁企業管治報告所披露者外，本公司於本年度直至本報告日期一直遵守上市規則附錄C1所載之企業管治守則的所有適用守則條文。

核數師

國衛會計師事務所有限公司已辭任本公司核數師，自2022年12月16日起生效。開元信德會計師事務所有限公司已獲委任為本公司核數師，自2022年12月16日起生效，以填補國衛會計師事務所有限公司辭任後之臨時空缺，並任職至本公司下屆股東週年大會結束為止。開元信德會計師事務所有限公司將於本公司應屆股東週年大會上退任，並符合資格並願意膺選連任。

Report of the Directors 董事會報告

Save as disclosed above, there was no other change in the auditors of the Company in the preceding three years.

除上文所披露者外，本公司之核數師於過去三年並無其他變動。

HUMAN RESOURCES AND REMUNERATION INFORMATION

As at 31 December 2024, the Company had five full-time employees, one executive Director, three non-executive Directors and three independent non-executive Directors. Details of the fees or emoluments of Directors in respect of their services rendered to the Company and staff cost during the Year are set out in Note 8 and Note 9 respectively to the financial statements.

人力資源及薪酬資料

於2024年12月31日，本公司有五名全職僱員，一名執行董事、三名非執行董事及三名獨立非執行董事。於本年度，董事就其向本公司提供服務而收取之袍金或酬金及員工成本之詳情分別載於財務報表附註8及附註9。

SUFFICIENCY OF PUBLIC FLOAT

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

充足公眾持股量

根據本公司公開所得資料及據董事所知悉，於本報告日期，本公司根據上市規則之規定維持充足公眾持股量。

On behalf of the Board

代表董事會

Chen Shengjie
Chairman

陳勝杰
主席

Corporate Governance Report

企業管治報告

CORPORATE GOVERNANCE REPORT

The Board of the Company has committed to maintaining good corporate governance standards. The Board believes that a good corporate governance standard will provide a framework for the Company to formulate its business strategies and policies, and manage the associated risks through effective internal control procedures. It will also enhance the transparency and accountability of the Company to safeguard the interests of the shareholders and creditors.

CORPORATE GOVERNANCE PRACTICES

The Company has applied most of the principles set out in the Corporate Governance Code (the “CG Code”) contained in Part 2 of Appendix C1 to the Listing Rules. The Board is of the view that throughout the year ended 31 December 2024, the Company was in compliance with the code provisions as set out in the CG Code.

MODEL CODE FOR SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuer (the “Model Code”) as set out in Appendix C3 to the Listing Rules as its own code of conduct for dealing in securities of the Company by the Directors. Having made specific enquiry to all the Directors of the Company, all the Directors confirmed that they had complied with the required standard of dealings as set out in the Model Code throughout the year ended 31 December 2024.

企業管治報告

本公司董事會致力維持高水平的企業管治標準。董事會相信，高水平的企業管治標準可為本公司提供制訂其業務策略及政策的大綱，並可透過有效的內部監控程序管理相關風險，同時亦可提高本公司的透明度及問責性，以保障股東及債權人的利益。

企業管治常規

本公司已採納上市規則附錄C1第二部分所載企業管治守則（「企業管治守則」）內所載之大部份原則。董事會認為，截至2024年12月31日止整個年度，本公司遵守企業管治守則所載守則條文。

證券交易的標準守則

本公司已採納上市規則附錄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」）作為董事進行本公司證券交易的操守守則。經向本公司全體董事作出具體查詢後，全體董事確認，彼等於截至2024年12月31日止整個年度一直遵守標準守則所載的交易標準規定。

BOARD OF DIRECTORS

As at the date of this annual report, the Board comprises seven members, one of which is executive Director, namely Mr. Chan Cheong Yee. The other six members comprise three non-executive Directors, namely Mr. Chen Shengjie, who is the Chairman of the Company, Mr. Choi Koon Ming, and Ms. Xiao Ruimei and three independent non-executive Directors, namely Mr. Tong Yun Lung, Mr. Sze Tak Chi and Mr. Sui Fuxiang. There is no relationship (including financial, business, family or other material/relevant relationship) among other members of the Board. The biographical details of the Directors are set out in the section headed "Profiles of Directors" on pages 19 to 23 of this annual report.

The Board held seven meetings during the year ended 31 December 2024. The Board is responsible, inter alia, for establishing the investment objective and policies of the Company, for complying with the Company's investment restrictions, for monitoring the Company's performance and for the appointing, supervising, directing and, if necessary, removing any of the Company's service providers, including the Investment Manager.

Current composition of the Board, including names of the independent non-executive Directors, is disclosed in all corporate communications to shareholders of the Company.

All Directors have full and timely access to all the information and accounts of the Company. The Directors may seek independent professional advice in appropriate circumstances, at the expense of the Company. The Company will, upon request, provide separate independent professional advice to the Directors to assist them to discharge their duties to the Company.

董事會

於本年報日期，董事會共有七名成員，其中一名為執行董事，為陳昌義先生，而另外六名成員則包括三名非執行董事（即陳勝杰先生（本公司主席）、蔡冠明先生及肖瑞美女士）及三名獨立非執行董事（即唐潤農先生、施德誌先生及隋福祥先生）。董事會其他成員間並無任何關係（包括財務、業務、家庭或其他重大／相關關係）。董事之履歷詳情載於本年報第19至23頁「董事履歷」一節內。

截至2024年12月31日止年度，董事會已舉行七次會議。董事會負責（其中包括）制訂本公司的投資目標及政策，遵守本公司的投資限制，監督本公司的表現以及委任、監督、指導及（倘必要）罷免本公司任何服務供應商，包括投資管理人。

董事會之現有成員名單（包括獨立非執行董事之姓名）已於向本公司股東發出之所有企業通訊中披露。

全體董事均可及時全面查閱本公司所有資料及賬目。董事可於適當情況下徵求獨立專業意見，開支由本公司承擔。本公司將應要求向董事個別提供單獨的獨立專業意見，以協助彼等履行彼等於本公司之職責。

Corporate Governance Report

企業管治報告

RESPONSIBILITIES, ACCOUNTABILITIES AND CONTRIBUTIONS OF THE BOARD

The Board is responsible for leadership and control of the Company and oversees the Company's businesses, strategic decisions and performance and is collectively responsible for directing and supervising the Company's affairs. The Board directly, and indirectly through its committees, leads and provides direction to management by laying down strategies and overseeing their implementation, monitors the Company's operational and financial performance, and ensures that sound internal control and risk management systems are in place. All Directors, including independent non-executive Directors, have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective functioning. The independent nonexecutive Directors are responsible for ensuring a high standard of regulatory reporting of the Company and providing a balance in the Board for bringing effective independent judgement on corporate actions and operations.

The Board reserves for its decision on all major matters relating to policy matters, strategies and budgets, internal control and risk management, material transactions (in particular those that may involve conflict of interests), financial information, appointment of Directors and other significant operational matters of the Company. Responsibilities relating to implementing decisions of the Board, directing and co-ordinating the daily operation and management of the Company are delegated to the management.

CONTINUOUS PROFESSIONAL DEVELOPMENT OF DIRECTORS

Directors shall keep abreast of regulatory developments and changes in order to effectively perform their responsibilities and to ensure that their contribution to the Board remains informed and relevant.

Every newly appointed Director has received induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

董事會職責、問責及貢獻

董事會負責領導及監控本公司並監管本公司之業務、策略決策和表現，以及集體負責指導及監管本公司之事務。董事會直接和間接通過其委員會，通過制定策略及監督其實施，為管理層提供引導及方向、監督本公司的營運及財務績效，並確保建立健全的內部監控和風險管理制度。全體董事（包括獨立非執行董事）均為董事會帶來多種領域之寶貴業務經驗、知識及專長，使其高效及有效地運作。獨立非執行董事負責確保本公司的高標準監管報告，並保障董事會得到平衡，就企業行動及營運提出有效的獨立判斷。

董事會負責決定所有重大事宜，當中涉及政策事宜、策略及預算、內部監控及風險管理、重大交易（尤以可能牽涉利益衝突者為然）、財務資料、委任董事及本公司其他重大營運事宜。有關執行董事會決策、指導及協調本公司日常營運及管理之職責乃轉授予管理層。

董事之持續專業發展

董事應緊隨監管發展和變化，以有效履行其職責，並確保其對董事會的貢獻保持知情且相關。

每名新委任的董事均於其獲委任之初接受入職培訓，以確保彼等適當了解本公司業務及營運以及充份認識到上市規則及相關法定規定項下董事的職責及責任。

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Directors should participate in appropriate continuous professional development to develop and refresh their knowledge and skills. All Directors are encouraged to attend relevant training courses at the Company's expenses.

董事應參與合適的持續專業發展以提升及更新彼等的知識及技能。本公司鼓勵全體董事出席相關培訓課程，費用由本公司承擔。

A summary of training received by the Directors during the year ended 31 December 2024 according to the records provided by the Directors is as follows:

根據董事所提供之記錄，截至2024年12月31日止年度，董事已接受的培訓概要如下：

Name of Directors	Seminar and training on corporate governance, regulatory development and other relevant topics 關於企業管治、監管發展及其他相關主題的講座及培訓	
董事姓名		
Executive Directors	執行董事	
Mr. Chan Cheong Yee	陳昌義先生	✓
Non-executive Directors	非執行董事	
Mr. Huang Bin (Resigned on 17 September 2024)	黃斌先生 (於2024年9月17日辭任)	✓
Mr. Choi Chit Sze Jackson (Resigned on 16 October 2024)	蔡捷思先生 (於2024年10月16日辭任)	✓
Mr. Chen Shengjie (Appointed on 16 October 2024)	陳勝杰先生 (於2024年10月16日獲委任)	✓
Mr. Choi Koon Ming	蔡冠明先生	✓
Ms. Xiao Ruimei	肖瑞美女士	✓
Independent Non-executive Directors	獨立非執行董事	
Mr. Tong Yun Lung	唐潤農先生	✓
Mr. Sze Tak Chin	施德誌先生	✓
Mr. Sui Fuxiang	隋福祥先生	✓

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INDEPENDENT NON-EXECUTIVE DIRECTORS

During the Year, the Board has at all times complied with the requirements of the Listing Rules relating to having a minimum of three independent non-executive Directors (representing at least one-third of the Board) with one of them possessing appropriate professional qualifications or accounting or related financial management expertise.

The Company has received a written annual confirmation from each of the independent non-executive Directors in respect of his independence in accordance with the independence guidelines set out in Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors are independent.

Board Independence Evaluation

The Company has established a Board Independence Evaluation Mechanism which sets out the processes and procedures to ensure a strong independent element on the Board, which allows the Board effectively exercises independent judgement to better safeguard Shareholders' interests.

The objectives of the evaluation are to improve Board effectiveness, maximise strengths, and identify the areas that need improvement or further development. The evaluation process also clarifies what actions of the Company need to be taken to maintain and improve the Board performance, for instance, addressing individual training and development needs of each Director.

Pursuant to the Board Independence Evaluation Mechanism, the Board will conduct annual review on its independence. The Board Independence Evaluation Report will be presented to the Board which will collectively discuss the results and the action plan for improvement, if appropriate.

During the Year, the Board reviewed the implementation and effectiveness of the Board Independence Evaluation Mechanism and the results were satisfactory.

獨立非執行董事

於本年度，董事會一直遵守上市規則規定，擁有最少三名獨立非執行董事（至少佔董事會三分之一），其中一名擁有合適專業資格或會計或相關財政管理專長。

本公司接獲各獨立非執行董事根據上市規則第3.13條所載之獨立性指引就其獨立性發出的年度書面確認書。本公司認為所有獨立非執行董事均為獨立人士。

董事會獨立性評估

本公司已設立董事會獨立性評估機制，其載列確保董事會具備強大獨立性的流程及程序，使董事會可有效行使獨立判斷，以更好地維護股東權益。

評估的目標為提升董事會效率、最大限度地發揮優勢，並確定需要改進或進一步發展的領域。評估過程亦闡明本公司需要採取的行動以維持及改善董事會績效，例如，滿足各董事的個人培訓及發展需求。

根據董事會獨立性評估機制，董事會將對其獨立性進行年度審閱。董事會獨立性評估報告將提交予董事會，董事會將在適當情況共同討論結果及改進行動計劃。

於本年度，董事會已檢討董事會獨立評估機制的執行情況及成效，結果均屬滿意。

BOARD COMMITTEES

The Board established three committees, namely, the Audit Committee, Remuneration Committee and Nomination Committee, for overseeing particular aspects of the Company's affairs. All Board committees of the Company are established with defined written terms of reference which deal clearly with their authority and duties. The terms of reference of the Board committees are available to the shareholders on the websites of the Company and the Stock Exchange.

All members of each Board committee consist of non-executive Director and independent non-executive Directors only and the list of the chairman and members of each Board committee is set out in the section headed "Corporate Information" on pages 2 to 4 of this annual report.

AUDIT COMMITTEE

The main duties of the Audit Committee are to assist the Board in reviewing the financial information and reporting process, risk management and internal control systems, audit plan and relationship with external auditors, and arrangements to enable employees of the Company to raise, in confidence, concerns about possible improprieties in financial reporting, risk management system, internal control or other matters of the Company. The terms of reference of the Audit Committee are of no less exacting terms than those set out in the CG Code.

The Audit Committee held two meetings during the year ended 31 December 2024 to review interim and annual financial results and reports and significant issues on the financial reporting, operational and compliance controls, the effectiveness of risk management and internal control systems, scope of work and appointment of external auditors, and arrangements for employees to raise concerns about possible improprieties. The Audit Committee has reviewed the accounting principles and policies adopted by the Company and the annual results and audited financial statement for the Year.

董事委員會

董事會已成立三個委員會，即審核委員會、薪酬委員會及提名委員會，以監察本公司事務之特定範疇。本公司所有董事委員會均已訂明書面職權範圍，明確規範其職權及職責。董事委員會之職權範圍已刊登於本公司及聯交所網站供股東閱覽。

各董事委員會之所有成員僅包括非執行董事及獨立非執行董事，各董事委員會之主席及成員名單載於本年報第2至4頁「公司資料」一節。

審核委員會

審核委員會之主要職責為協助董事會審閱財務資料及申報程序、風險管理及內部監控制度、審核計劃及與外聘核數師之關係，以及讓本公司之僱員可私下就本公司之財務申報、風險管理制度、內部監控或其他事宜可能發生之不正當行為提出關注之安排。審核委員會的職權範圍不遜於企業管治守則所載的職權範圍。

截至2024年12月31日止年度，審核委員會已舉行兩次會議，藉以審閱中期及全年財務業績及報告以及有關財務申報、營運及合規監控、風險管理及內部監控制度的成效、工作範圍及委任外聘核數師以及僱員舉報潛在不當行為的安排等重大事宜。審核委員會已審閱本公司採納之會計原則及政策，以及本年度全年業績及經審核財務報表。

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REMUNERATION COMMITTEE

The primary functions of the Remuneration Committee include (but without limitation) (i) making recommendations to the Board on the Company's policy and structure of all remuneration of the Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration; (ii) determining the terms of the specific remuneration package of the Directors and senior management; (iii) reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Directors from time to time; and (iv) reviewing and approving matters relating to share schemes under Chapter 17 of the Listing Rules. The terms of reference of the Remuneration Committee are of no less exacting terms than those set out in the CG Code.

The Remuneration Committee held two meetings during the year ended 31 December 2024 to consider the relevant matters regarding the remuneration policy and structure of the Company and the remuneration packages of the executive Directors and senior management and other related matters. No material matters relating to share schemes under Chapter 17 of the Listing Rules were required to be reviewed or approved by the Remuneration Committee during the Year.

NOMINATION COMMITTEE

The principal duties of the Nomination Committee include reviewing the structure, size and composition of the Board and making recommendations to the Board on the proposed changes to the Board to complement the Company's corporate strategies, developing and formulating relevant procedures for the nomination and appointment of Directors, making recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, and assessing the independence of independent non-executive Directors. The terms of reference of the Nomination Committee are of no less exacting terms than those set out in the CG Code.

In assessing the Board composition, the Nomination Committee would take into account various aspects set out in the Company's Board Diversity Policy. The Nomination Committee would also discuss and make recommendations to the Board on measurable objectives for achieving diversity on the Board.

薪酬委員會

薪酬委員會的主要職能包括(但不限於)(i)就本公司董事及高級管理層所有薪酬方面的政策及架構，並就為制定薪酬政策訂立高透明度及正式的程序向董事會提供參考意見；(ii)釐定董事及高級管理人員的具體薪酬待遇條款；(iii)參照董事不時決定的企業目標及宗旨而審議並批准按表現釐定的報酬；及(iv)審議及批准有關上市規則第十七章項下股份計劃的事宜。薪酬委員會的職權範圍不遜於企業管治守則所載的職權範圍。

截至2024年12月31日止年度，薪酬委員會曾舉行兩次會議，考慮有關本公司的薪酬政策及架構及執行董事及高級管理人員的薪酬待遇的相關事宜以及其他相關事宜。於本年度，概無有關上市規則第十七章項下股份計劃的重大事宜須由薪酬委員會審閱或批准。

提名委員會

提名委員會之主要職責包括檢討董事會之架構、規模及組成並對董事會就董事會之變動建議作出推薦，以完善本公司企業策略、制定及擬定提名及委任董事之相關程序、就董事委任或連任及繼任計劃向董事會提供意見，以及評估獨立非執行董事之獨立性。提名委員會的職權範圍不遜於企業管治守則所載的職權範圍。

於評估董事會組成時，提名委員會將考慮本公司董事會多元化政策所載各個方面。提名委員會亦就達至董事會多元化的可量化目標進行討論並就此向董事會提出建議。

In identifying and selecting suitable candidates for directorships, the Nomination Committee would consider the candidate's relevant criteria as set out in the Director Nomination Policy that are necessary to complement the corporate strategy and achieve Board diversity, where appropriate, before making recommendation to the Board.

The Nomination Committee held one meeting during the year ended 31 December 2024 to review the structure, size and composition of the Board and the independence of the independent non-executive Directors, and to consider the qualifications of the retiring Directors standing for election at the AGM.

BOARD DIVERSITY POLICY

The Company has adopted an updated Board Diversity Policy which sets out the approach to achieve diversity of the Board. The Company recognises and embraces the benefits of having a diverse Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Pursuant to the Board Diversity Policy, the Nomination Committee will review annually the structure, size and composition of the Board and where appropriate, make recommendations on changes to the Board to complement the Company's corporate strategy and to ensure that the Board maintains a balanced diverse profile. In relation to reviewing and assessing the Board composition, the Nomination Committee is committed to achieving diversity at all levels and will consider a number of aspects, including but not limited to gender, age, cultural and educational background, professional qualifications, skills, knowledge and regional and industry experience.

於物色及甄選合適董事人選時，提名委員會將於適當情況下考慮對完善企業策略及達至董事會多元化必須之候選人相關準則（有關準則載於董事提名政策內）才向董事會提出建議。

截至2024年12月31日止年度，提名委員會曾舉行一次會議，以檢討董事會的架構、規模及組成以及獨立非執行董事的獨立性，以及審議於股東週年大會上膺選連任的退任董事資格。

董事會多元化政策

本公司已採納已更新之董事會多元化政策，當中載列達至董事會多元化之方法。本公司了解及認同具有多元化董事會之裨益，並視提升董事會層面的多元化為維持本公司競爭優勢之重要元素。

根據董事會多元化政策，提名委員會將每年檢討董事會之架構、規模及組成，並於適當情況下就董事會之變動提出建議，以完善本公司企業策略及確保董事會保持適度之多元性。於檢討及評估董事會組成時，提名委員會致力在各個層面實現多元化，並將考慮多個方面，包括但不限於性別、年齡、文化及教育背景、專業資格、技能、知識以及地域及行業經驗。

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The Company aims to maintain an appropriate balance of diverse perspectives that are relevant to the Company's business growth and is also committed to ensuring that recruitment and selection practices at all levels (from the Board downwards) are appropriately structured so that a diverse range of candidates are considered. The Board will consider setting measurable objectives to implement the Board Diversity Policy and review such objectives from time to time to ensure their appropriateness and ascertain the progress made towards achieving those objectives.

At present, there is at least one female member in the Board. The Nomination Committee considered that the Board is sufficiently diverse and will review the Board Diversity Policy, as appropriate, to ensure its effectiveness. The Company targets to maintain at least the current level of female representation on the Board or adjust as appropriate.

Gender Diversity

The Company values gender diversity across all levels of the Company and considers that the current gender diversity is satisfactory. The following table sets out the gender ratio in the workforce of the Company, including the Board and senior management as at the date of this Annual Report.

		Female 女性	Male 男性
Board	董事會	14% (1)	86% (6)
Senior Management	高級管理層	0% (0)	100% (2)
Other employees	其他僱員	50% (2)	50% (2)
Overall workforce	整體勞動力	23% (3)	77% (10)

The Company targets to maintain at least the current level of female representation in the workforce (including senior management). The Company is not aware of any mitigating factors or circumstances which make achieving gender diversity across the workforce (including senior management) more challenging or less relevant.

本公司旨在保持適度與本公司業務發展相關之多元觀點，並致力確保於招聘及甄選常規之各個層面（由董事會而下）具適當架構，以考慮不同人選。董事會將考慮為執行董事會成員多元化政策而設立可量化的目標，並不時檢討有關目標，以確保其屬恰當，且確定已就達致有關目標取得進展。

目前，董事會中有至少一位女性成員。提名委員會認為，董事會具充分多元性，並將於適當情況下檢討董事會多元化政策，以確保其成效。本公司的目標是至少維持董事會目前的女性代表比例，或適當調整。

性別多元化

本公司重視本公司各層面的性別多元化並認為目前的性別多元化屬滿意。下表載列於本年報日期本公司全體員工（包括董事會及高級管理層）的性別比例。

本公司的目標是至少保持目前女性在員工（包括高級管理層）中所佔的比例。本公司不知悉令實現全體僱員（包括高級管理層）性別多元化更有難度或不太相關的緩和因素或情況。

DIRECTOR NOMINATION POLICY

The Board has delegated its responsibilities and authority for selection and appointment of Directors to the Nomination Committee of the Company.

The Company has adopted a Director Nomination Policy which sets out the selection criteria and process and the Board succession planning considerations in relation to nomination and appointment of Directors of the Company and aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the Company and the continuity of the Board and appropriate leadership at Board level.

The Director Nomination Policy sets out the factors for assessing the suitability and the potential contribution to the Board of a proposed candidate, including but not limited to the following:

- Character and integrity;
- Qualifications including professional qualifications, skills, knowledge and experience that are relevant to the Company's business and corporate strategy;
- Diversity in all aspects, including but not limited to gender, age (18 years or above), cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service;
- Requirements of independent non-executive Directors on the Board and independence of the proposed independent non-executive Directors in accordance with the Listing Rules; and
- Commitment in respect of available time and relevant interest to discharge duties as a member of the Board and/or Board committee(s) of the Company.

The Director Nomination Policy also sets out the procedures for the selection and appointment of new Directors and re-election of Directors at general meetings.

董事提名政策

董事會已將其甄選及委任董事之職責及權力授予本公司提名委員會。

本公司已採納董事提名政策，當中載列有關提名及委任本公司董事之甄選準則及程序以及董事會繼任計劃考慮因素，旨在確保董事會成員具備切合本公司所需之技能、經驗及多元觀點，並確保董事會持續穩定及在董事會層面維持適當領導。

董事提名政策載列評估建議人選是否合適及對董事會之潛在貢獻之因素，包括但不限於以下各項：

- 品格與誠信；
- 與本公司業務及企業策略相關的資格（包括專業資格、技能、知識及經驗）；
- 各方面之多元性，包括但不限於性別、年齡（18歲或以上）、文化及教育背景、種族、專業經驗、技能、知識及服務年資；
- 根據上市規則有關董事會之獨立非執行董事及候選獨立非執行董事之獨立性之規定；及
- 就可用時間及相關利益之承諾，以履行作為本公司董事會及／或董事委員會成員之職務。

董事提名政策亦載列甄選及委任新董事以及在股東大會上重選董事之程序。

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CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the functions as set out in the code provision A.2.1 of the CG Code. During the Year, the Board had reviewed the Company's corporate governance policies and practices, training and continuous professional development of Directors and senior management, the Company's policies and practices on compliance with legal and regulatory requirements, the compliance of the Model Code and Written Employee Guidelines, and the Company's compliance with the CG Code and disclosures in this Corporate Governance Report.

DIRECTORS' RE-ELECTION

Code provision B.2.2 of the CG Code states that every director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years. The independent non-executive Directors of the Company are appointed for a specific term of 3 years, subject to renewal after the expiry of the current term.

The circular to shareholders of the Company with notice of the AGM contains biographical details of all the Directors proposed to be re-elected at the meeting to enable shareholders of the Company to make an informed decision on re-election of Directors.

企業管治職能

董事會負責履行企業管治守則之守則條文第A.2.1條所載之職能。於本年度，董事會已檢討本公司之企業管治政策及常規、董事及高級管理層之培訓及持續專業發展、本公司在遵守法律及監管規定、遵守標準守則及僱員書面指引以及本公司在遵守企業管治守則方面之政策及常規，並於本企業管治報告中披露。

重選董事

企業管治守則之守則條文第B.2.2條列明每名董事（包括有指定任期之董事）應至少每三年一次輪值退任。本公司獨立非執行董事之任期為三年，須於當前任期屆滿後重續。

向本公司股東寄發之通函連同股東週年大會通告已包括建議於大會上重選之所有董事之履歷詳情，以使本公司之股東可於重選董事時作出知情決定。

ATTENDANCE RECORD OF DIRECTORS AT MEETINGS

The attendance record of each Director at the Board and Board Committee meetings and the general meetings of the Company held during the year ended 31 December 2024 is set out in the table below:

董事出席會議情況

各董事出席本公司於截至2024年12月31日止年度舉行的董事會及董事委員會會議以及股東大會的情況載於下表：

		Meeting attended/held 出席／舉行會議次數				Annual/ Extraordinary General Meetings 股東週年／ 特別大會
		Board 董事會	Audit Committee 審核委員會	Remuneration Committee 薪酬委員會	Nomination Committee 提名委員會	
Executive Directors	執行董事					
Mr. Chan Cheong Yee	陳昌義先生	7/7	–	–	–	1/1
Non-executive Directors	非執行董事					
Mr. Huang Bin (Resigned on 17 September 2024)	黃斌先生 (於2024年9月17日辭任)	2/2	–	–	–	1/1
Mr. Choi Chit Sze Jackson (Resigned on 16 October 2024)	蔡捷思先生 (於2024年10月16日辭任)	2/3	–	–	–	1/1
Mr. Chen Shengjie (Appointed on 16 October 2024)	陳勝杰先生 (於2024年10月16日獲委任)	4/4	–	–	–	0/0
Mr. Choi Koon Ming	蔡冠明先生	3/7	–	–	–	1/1
Ms. Xiao Ruimei	肖瑞美女士	7/7	–	–	–	0/1
Independent Non-executive Directors	獨立非執行董事					
Mr. Tong Yun Lung	唐潤農先生	7/7	2/2	2/2	2/2	0/1
Mr. Sze Tak Chi	施德誌先生	4/7	2/2	1/2	1/2	1/1
Mr. Sui Fuxiang	隋福祥先生	7/7	2/2	2/2	2/2	1/1

Note: Mr. Chen Shengjie was appointed as non-executive Directors on 16 October 2024. The Board had not held any annual/extraordinary general meeting after his appointment.

附註：陳勝杰先生於2024年10月16日獲委任為非執行董事。董事會於彼獲委任後並無召開任何股東特別大會。

Apart from regular Board meetings, the Chairman also held meeting with the independent non-executive Directors without the presence of other Directors during the Year.

於本年度，除定期舉行董事會會議外，主席亦在沒有其他董事出席的情況下與獨立非執行董事舉行會議。

Although some Directors were unable to attend the annual general meeting due to other personal or business commitments, there were sufficient number of Directors present at the annual general meeting to enable the Board to develop a balanced understanding of the views of the shareholders of the Company.

儘管部分董事因其他個人或業務承擔而未能出席股東週年大會，但出席股東週年大會的董事人數足以讓董事會均衡地了解本公司股東的意見。

DIRECTORS' RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

The Directors acknowledge their responsibility to prepare financial statements which give a true and fair view of the state of affairs of the Company in accordance with International Financial Reporting Standards and the disclosure requirements of the Hong Kong Companies Ordinance for each financial year and to present the interim results, annual financial statements, and related announcements to shareholders.

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. The statement of the independent auditors of the Company about their reporting responsibilities on the financial statements is set out in the Independent Auditors' Report on pages 67 to 72.

RISK MANAGEMENT AND INTERNAL CONTROLS

The Board acknowledges its responsibility for the risk management and internal control systems and reviewing their effectiveness. Such 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.

The Board has the overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Company's strategic objectives, and establishing and maintaining appropriate and effective risk management and internal control systems.

The risk management and internal control systems are in place both at the Company and the Investment Manager level. The Investment Manager has in place a comprehensive risk management and internal control policy which includes procedures requiring regular performance of various risk analysis on the Company's portfolio and close monitoring of the portfolio against the Company's investment objective, policies and restrictions.

董事就財務報表須承擔的責任

董事確認彼等有責任根據國際財務報告準則及香港公司條例之披露規定就各財政年度編製可真實及公平地反映本公司事務狀況之財務報表，以及向股東呈報中期業績、全年財務報表及相關公告。

董事並不知悉有任何與重大不明朗因素相關之事件或情況可對本公司持續經營之能力構成重大疑問。本公司獨立核數師有關其對財務報表負有的申報責任的聲明，乃載於第67至72頁的獨立核數師報告。

風險管理及內部監控

董事會確認其有關風險管理及內部監控制度，以及檢討其成效之責任。該等制度乃旨在管理而非消除未能達成業務目標之風險，而且只能就不會有重大失實陳述或損失作出合理而非絕對保證。

董事會全權負責評估及釐定本公司實現戰略目標時願意承擔之風險性質及程度，並建立及維持適當而有效之風險管理及內部監控制度。

本公司及投資管理人層面均設有風險管理及內部監控制度。投資管理人已制定綜合風險管理及內部監控政策，其中包括需要定期進行多項有關本公司投資組合風險分析的程序及按本公司的投資目標、政策及限制密切監察投資組合。

At the Company level, a risk committee (the “Risk Committee”) which consists of Mr. Chan Cheong Yee, an executive Director, relevant staffs and consultants, is responsible for monitoring the operational and portfolio risks to the Company and monitoring the Investment Manager including reviewing whether the investment objectives, policies and restrictions are being followed by the Investment Manager. In case of any deviation, the Risk Committee will discuss deviations with the Investment Manager immediately and monitor remedial action. For all material deviations, the Risk Committee will formulate recommendations to the Board on the appropriate remedial actions to be taken. The Risk Committee meets on a monthly basis, or more regularly if a meeting is requested by any risk committee member.

The Board, as supported by the Risk Committee, the Audit Committee as well as the management, reviewed the risk management and internal control systems, including the financial, operational and compliance controls, for the Year, and taking into account the internal audit review performed the Company. considered that such systems are effective and adequate. The annual review also covered the financial reporting and staff qualifications, experiences and relevant resources.

ANTI-CORRUPTION AND WHISTLE-BLOWING MECHANISMS

The Company has a whistleblowing mechanism in place for employees and relevant third parties who deal with the Company to raise concerns and report any misconduct and violation of rules in confidence and anonymity to any member of the Audit Committee. Investigation will be made on such reported incidents and an appropriate course of action will be determined in response. Regular review of the whistleblowing mechanism is conducted to monitor its effectiveness from time to time. The Company also adopts a zero tolerance approach against all forms of bribery and corruption, and abides by the applicable laws and regulations to prevent bribery, corruption, money laundering and fraud in its business operation.

AUDITORS’ REMUNERATION

The statement of the independent auditors of the Company about their reporting responsibilities for the Company’s financial statements for the Year is set out in the section headed “Independent Auditors’ Report” in this annual report.

During the Year, the remuneration paid or payable to the Company’s independent auditors, Elite Partners CPA Limited, for audit services is HK\$450,000, and non-audit service is HK\$50,000 respectively.

本公司已成立風險委員會（「風險委員會」），由執行董事陳昌義先生、有關員工及顧問組成，負責監察本公司的營運及投資組合風險，以及監察投資管理人，包括審視投資管理人是否有否遵循投資目標、政策及限制。倘有任何偏離，風險委員會將即時與投資管理人商討偏離情況並監察補救行動。對於所有重大的偏離情況，風險委員會將向董事會提出採取適當補救行動的建議。風險委員會每月開會一次，或如任何風險委員會成員要求則會增加開會次數。

董事會在風險委員會、審核委員會及管理層的幫助下檢討本年度的風險管理及內部監控制度，包括財務、營運及合規控制，並經考慮本公司所進行的內部審計檢討，認為有關制度有效及充分。年度檢討亦涵蓋財務報告及員工資歷、經驗及相關資源。

反貪污及舉報機制

本公司設有舉報機制，員工及與本公司有業務往來的相關第三方可在保密及匿名的情況下向審核委員會的任何成員提出疑慮，並舉報任何不當行為及違反規則的事件。本公司將對此類舉報事件進行調查，並決定採取適當的行動。本公司定期檢討舉報機制，不時監察其成效。本公司亦對所有形式的賄賂及貪污採取零容忍的態度，同時遵守適用的法律及法規，以防止業務運作中的賄賂、貪污、洗錢及欺詐行為。

核數師酬金

本公司獨立核數師有關對本公司本年度財務報表的申報責任的聲明載於本年報「獨立核數師報告」一節。

於本年度，就本公司獨立核數師開元信德會計師事務所有限公司所提供之審核服務及非審核服務已付或應付之酬金分別為450,000港元及50,000港元。

Corporate Governance Report

企業管治報告

COMPANY SECRETARY

Mr. Tai Man Hin Tony, Chief Financial Officer of the Company, is the company secretary of the Company.

All Directors have access to the advice and services of the company secretary on corporate governance and board practices and matters.

For the year ended 31 December 2024, Mr. Tai has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convening extraordinary general meeting

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Law (2013 Revision). However, shareholders are requested to follow Article 25.3 of the Articles of Association of the Company. Pursuant to Article 25.3 of the Articles of Association of the Company, general meetings shall be convened on the written requisition of any members of the Company specifying the objects of the meeting and signed by the requisitionist(s), provided that such requisitionist(s) hold(s) as at the date of deposit of the requisition not less than ten per cent in the Net Asset Value of the shares of the Company which carries the right of voting at general meetings of the Company. If the Board does not within 21 days from the date of deposit of the requisition proceed duly to convene the meeting to be held within a further 21 days, the requisitionist(s) themselves or any of them representing more than one-half of the total voting rights of all of them, may convene the general meeting in the same manner, as nearly as possible, as that in which meetings may be convened by the Board provided that any meeting so convened shall not be held after the expiration of three months after the 21 days from the date of deposit of the requisition, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to them by the Company.

公司秘書

本公司財務總監戴文軒先生為本公司之公司秘書。

全體董事均可就企業管治及董事會常規和事項向公司秘書尋求意見及服務。

截至2024年12月31日止年度，戴先生已根據上市規則第3.29條接受不少於15小時之相關專業培訓。

股東權利

股東召開股東特別大會之程序

開曼群島公司法（2013年修訂本）並無條文批准股東於股東大會上提呈新決議案。然而，股東須遵守本公司組織章程細則第25.3條細則。根據本公司組織章程細則第25.3條細則，股東大會可由本公司任何股東書面要求，列明會議目的及由呈請人簽署後召開，惟在提交上述要求當日，該等呈請人須持有不少於有權在本公司股東大會上投票的本公司股份之資產淨值百分之十。倘在提交要求當日起計21日內董事會並無召開將於隨後21日內舉行之會議，呈請人或彼等中持有一半以上總投票權人士可按相同方式召開股東大會，猶如董事會召開大會一樣，惟就此召開的任何會議不得在提交要求當日起計21日後的三個月到期之後舉行，而因董事會未有召開大會導致呈請人產生之一切合理開支由本公司向彼等償付。

Procedures for shareholders to propose a person for election as a Director

The provisions for a shareholder to propose a person for election as a Director of the Company are laid down in Article 34.3 of the Company's Articles of Association. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election as a Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the registered office of the Company. The minimum length of the period during which such notices are given shall be at least seven (7) days and the period for lodgement of such notices shall commence on the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting.

PUTTING FORWARD ENQUIRIES TO THE BOARD

Shareholders may send written enquiries or request to the Company, for the attention of Company Secretary, by fax: (852) 2706 9544, or mail to Room 1802B., 18/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong.

COMMUNICATION WITH SHAREHOLDERS

The Company considers that effective communication with shareholders is essential for enhancing investor relations and investor understanding of the Company's business performance and strategies. The Company has adopted a shareholders' communication policy which sets out various communication channels to maintain transparency, ensure that the Shareholders and other investors have timely access to any information on material developments of the Company, thereby facilitating their understanding of the Company's performance and prospects. The Company endeavours to maintain an on-going dialogue with shareholders and in particular, through annual general meetings or other general meetings.

股東提名人選參選為董事之程序

有關股東提名人選參選為本公司董事之規定載列於本公司組織章程細則第 34.3 條細則。概無任何人士(除該人士為將於大會上退任之董事外)合資格在任何股東大會上獲委任為董事，除非該人士為董事會所推薦參選或由正式合資格出席會議及於會上投票的一名股東(並非為該被提名參選董事之人士)以其所簽署的書面通知提名，被提名人士亦須簽署通知以表明願意接受委任，有關通知須送交本公司註冊辦事處。提交通知之期間必須不少於七(7)天，提交通知之期間由選舉董事之股東大會之通告發送後之日開始，至該股東大會舉行日期前七(7)天結束。

向董事會作出查詢

股東可將書面查詢或要求透過傳真至 (852) 2706 9544，或郵寄至香港金鐘夏慤道 12 號美國銀行中心 18 樓 1802B 室，發送給本公司(註明公司秘書為收件人)。

與股東溝通

本公司認為，與股東有效溝通乃促進投資者關係及投資者了解本公司業務表現及策略所必需。本公司已採納股東溝通政策，訂明多種溝通渠道以保持透明度，確保股東及其他投資者及時獲取有關本公司重大發展的任何資料，從而有利於彼等了解本公司的表現及前景。本公司盡力保持與股東的持續對話，尤其是透過股東週年大會或其他股東大會的形式。

Corporate Governance Report

企業管治報告

The Chairman of the Board and Chairman of the Audit Committee, Remuneration Committee and Nomination Committee will make themselves available at the annual general meeting to meet with the shareholders and answer their enquiries.

To promote effective communication, the Company maintains a website at www.chinaneweconomyfund.com, where up-to-date information and updates on the Company's financial information, corporate governance practices and other information are available for public access.

During the Year, the Company has reviewed the implementation and effectiveness of the shareholders' communication policy through discussions amongst Board members during board meetings. The Company has reviewed communication activities and engagement with Shareholders conducted in 2024 and was satisfied with the implementation and effectiveness of the shareholders' communication policy which allowed Shareholders to engage actively with the Company.

DIVIDEND POLICY

The Company has adopted a Dividend Policy on payment of dividends. The Company does not have any pre-determined dividend payout ratio. Depending on the financial conditions of the Company and the conditions and factors as set out in the Dividend Policy, dividends may be proposed and/or declared by the Board during a financial year and any final dividend for a financial year will be subject to the shareholders' approval.

CONSTITUTIONAL DOCUMENTS

During the Year, the Company has not made any changes to its Memorandum and Articles of Association. An up-to-date version of the Company's Memorandum and Articles of Association is available on the websites of the Company and the Stock Exchange.

董事會主席以及審核委員會、薪酬委員會及提名委員會主席將會出席股東週年大會與股東會晤並回答彼等的詢問。

為促進有效溝通，本公司設有網站 www.chinaneweconomyfund.com，刊載最新有關本公司財務資料、企業管治常規及其他資料及更新，供公眾查閱。

於本年度內，本公司已透過董事會成員於董事會會議上討論，檢討股東溝通政策的實施及有效性。本公司已審查2024年與股東進行的溝通活動及接洽，並滿意股東溝通政策的實施及有效性，該政策使股東能夠積極與本公司接洽。

股息政策

本公司已採納有關派付股息之股息政策。本公司並無預先釐定之任何派息率。根據本公司之財務狀況以及股息政策所載條件及因素，董事會可於各財政年度建議派付及／或宣派股息，而各財政年度之任何末期股息將須經股東批准。

章程文件

於本年度，本公司並無對其組織章程大綱及細則作出任何修改。本公司組織章程大綱及細則之最新版本可於本公司及聯交所網站供查閱。

Environmental, Social and Governance Report

環境、社會及管治報告

This Environmental, Social and Governance (“ESG”) report (the “ESG Report”) has been prepared in accordance with the Environmental, Social and Governance Reporting Guide (“ESG Reporting Guide”) as set out in Appendix C2 to the Listing Rules issued by the Stock Exchange. In respect of the information concerning “corporate governance”, please refer to the relevant parts of the Company’s annual report.

The ESG Report describes the ESG performance made by the Company during the Year. The scope of the ESG Report covers the business operation in the management head office at Hong Kong.

The Board recognises the importance of ESG in meeting the changing expectations of stakeholders while enhancing the value and performance of the Company. Hence, the Board working together with the management have taken on the overall responsibility of assessing and identifying risks associated with ESG matters of the Company, and engage in the mission to promote environmentally and socially sustainable culture among all its employees to maintain long-term growth of the Company.

This culture enables the Company to formulate appropriate ESG policies and procedures, to monitor and measure the progress of the ESG efforts, and also to report on its performances to investors and key stakeholders. The Board has continuously reviewed its ESG strategies and targets to ensure that they are in line with the Company’s strategic goals and vision, and the latest ESG trends and issues that may affect the Company’s operations. The Company values its stakeholders and their views relating to its businesses and environmental, social and governance issues. In order to understand and address stakeholders’ concerns, the Company communicates with its key stakeholders including but not limited to investors, customers, government bodies, employees, suppliers and communities through different channels.

In formulating operational strategies and ESG measures, the Company takes into account the stakeholders’ expectations and strives to improve its performance through mutual cooperation with the stakeholders, resulting in creating greater value for the community.

本環境、社會及管治（「環境、社會及管治」）報告（「環境、社會及管治報告」）乃按照聯交所頒佈之上市規則附錄C2所載環境、社會及管治報告指引（「環境、社會及管治報告指引」）編製。有關「企業管治」的資料，請參閱本公司之年度報告中之相關部份。

環境、社會及管治報告載述本公司於本年度之環境、社會及管治表現。環境、社會及管治報告之範圍涵蓋香港管理總辦事處之業務營運。

董事會認識到環境、社會及管治對滿足持份者不斷變化之期望及提高本公司價值和表現方面之重要性。因此，董事會連同管理層已全面負責評估及識別本公司環境、社會及管治事項之相關風險，並在全體僱員之間弘揚環境及社會可持續發展文化，以維持本公司之長遠發展。

此文化有助本公司制定適當環境、社會及管治政策及程序，監察及計量環境、社會及管治工作進展，以及向投資者及主要持份者報告其表現。董事會持續檢討其環境、社會及管治策略與目標，以確保其符合本公司的策略目標與願景，以及可能影響本公司營運的最新環境、社會及管治趨勢與議題。本公司重視持份者及其對本公司業務及環境、社會及管治事宜之意見。為了解及回應持份者關注的事項，本公司與主要持份者（包括但不限於投資者、客戶、政府機構、僱員、供應商及地區團體等）以不同渠道溝通。

在制訂營運策略及環境、社會及管治措施時，本公司考慮持份者之期望，透過彼此合作使本公司不斷改善其表現，為社會締造更大價值。

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REPORTING PRINCIPLES

Materiality: Through regular discussions with the stakeholders of various aspects, the Company identifies ESG-related topics, assesses their materiality and relevance, and prioritises the ESG issues based on feedback from stakeholders. Our key stakeholders include investors, employees, investee companies, government and regulatory bodies, and the community. The management also reviews the material ESG issue to identify the focus for the Company's ESG efforts and ensure that stakeholder's opinions are reflected.

Quantitative: This ESG Report discloses relevant key performance indicators supported by quantitative information within the environmental and social categories, and if applicable, comparisons with past performance.

Balance: The Company followed the principles of accuracy, objectivity, and fairness in reporting the sustainability performance and challenges related to the Company and stakeholders.

Consistency: The Company adheres to the ESG Reporting Guide in its disclosures. As far as reasonably practicable, the Company has adopted consistent methodologies when calculating the key performance indicators or any changes that affect a meaningful comparison would be stated.

The aspects and key performance indicators as defined in the ESG Reporting Guide which were considered to be relevant and material to the Company will be presented below.

報告原則

重要性：本公司通過與各方面持份者開展定期討論，識別環境、社會及管治相關議題，評估其重要性及相關性，並依據持份者的反饋，排定環境、社會及管治議題的優先順序。我們的主要持份者包括投資者、員工、被投資公司、政府與監管機構，以及社區。管理層亦審閱重要環境、社會及管治議題以確定本公司在環境、社會及管治方面的工作重點，以及確保持份者的意見得到反映。

量化：本環境、社會及管治報告披露相關主要績效指標，並附有環境及社會類別的量化資料，以及與過往表現的比較（如適用）。

平衡：本公司遵循準確、客觀、公平的原則報告與本公司及持份者相關的可持續發展表現及挑戰。

一致性：本公司於披露時遵守環境、社會及管治報告指引。在合理可行的情況下，本公司在計算關鍵績效指標時採用一致方法，如有任何影響實質比較效果的改變，均會特別註明。

環境、社會及管治報告指引所界定且被視為對本公司而言屬相關及重大之層面及關鍵績效指標將於下文呈列。

A. ENVIRONMENTAL AREA

Aspect A1: Emissions and Waste

The Company integrates environmental responsibility into its business operation and office management. We also adhere to the principles of recycling and waste reduction to minimise our ecological footprint. During the Year, the Company has complied with relevant environmental laws and regulations, including Air Pollution Control Ordinance (Chapter 311 of the Laws of Hong Kong), Waste Disposal Ordinance (Chapter 354 of the Laws of Hong Kong), Water Pollution Control Ordinance (Chapter 358 of the Laws of Hong Kong) and Noise Control Ordinance (Chapter 400 of the Laws of Hong Kong).

The Company was not aware of any non-compliance with the relevant laws and regulations that has an impact relating to air and greenhouse gas (“GHG”) emissions, discharges into water and land, generation of hazardous and non-hazardous waste of the Company during the Year (2023: Nil).

No fines or non-monetary sanctions for non-compliance with relevant laws and regulations had been reported during the Year (2023: Nil).

Due to nature of the Company's business, it produces no direct air or direct GHG emissions. A small amount of GHG were emitted indirectly during the Year from the consumption of electricity in the office, which was supplied by power station where GHG were directly emitted. We strive to maintain the Company's emissions at a low level.

By the same reason of the nature of the Company's business, no hazardous waste was produced and there was no discharge into water and land during the Year (2023: Nil). An insignificant small amount of non-hazardous wastes were collected at the office, which were primarily waste paper, office supplies, and domestic wastes. Despite minimal impact to the environment, the Company has implemented environmental-friendly measures to manage GHG emissions and waste production as described in the later section titled “environmental-friendly measures” in order to meet its target set for reduction on paper consumption intensity and waste production.

A. 環境範疇

層面A1：排放物及廢棄物

本公司將環境責任融入業務營運及辦公室管理。我們同時堅持回收及減少廢棄物的原則，以盡量減少生態足跡。於本年度，本公司遵守相關環境法例及法規，包括空氣污染管制條例（香港法例第311章）、廢物處置條例（香港法例第354章）、水污染管制條例（香港法例第358章）及噪音管制條例（香港法例第400章）。

於本年度，本公司並不知悉與本公司在廢氣及溫室氣體（「溫室氣體」）排放、向水及土地之排污、有害及無害廢棄物之產生方面有關，並構成影響之任何違反相關法例及法規之情況（2023年：無）。

於本年度，概無因違反相關法例及法規而被判處罰款或非金錢處罰（2023年：無）。

基於本公司之業務性質，本公司並無直接排放廢氣或直接排放溫室氣體。於本年度，辦公室由於消耗電力間接排放少量溫室氣體，而該電力由發電廠供應。溫室氣體直接於發電廠排放。我們致力將本公司的排放量維持在低水平。

同樣基於本公司之業務性質的原因，於本年度，本公司並無產生有害廢棄物，且無向水及土地排污（2023年：無）。本公司於辦公室收集極少量無害廢棄物，主要為廢紙、辦公用品及日常廢棄物。儘管本公司對環境產生之影響甚微，本公司已採取下文「環保措施」一節所述之環保措施管理溫室氣體排放及廢棄物產生以達到降低紙張消耗密度及廢棄物產生的目標。

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Scopes of GHG emissions

Scope 1 – Direct emissions from operations that are owned or controlled by the Company, such as the use of company vehicle;

Scope 2 – Energy indirect emissions resulting from purchased electricity consumed by the Company;

Scope 3 – Other indirect emissions that occur outside the Company, including both upstream and downstream emissions, such as methane gas generation at landfill due to disposal of paper waste, GHG emissions due to electricity used for processing fresh water and sewage by government departments and business air travel by employees.

The amount of emissions under these different GHG scopes in CO₂ equivalent (“CO₂e”) during the Year was as follows:

溫室氣體排放之範疇

範疇1 – 自本公司所擁有或控制之業務產生之直接排放，如使用公司車輛；

範疇2 – 自本公司消耗外購電力所產生之能源間接排放；

範疇3 – 本公司以外產生之其他間接排放，包括上游及下游之排放，如在堆填區丟棄廢紙所產生之甲烷，政府部門處理食水及污水時耗用電力而引致的溫室氣體排放，以及僱員因商務旅行乘搭飛機。

於本年度，該等不同溫室氣體範疇下之排放量（以二氧化碳當量（「二氧化碳當量」表示）如下：

(Units: Tonnes of CO ₂ e) (單位：噸二氧化碳當量)		2024 2024 年		2023 2023 年	
GHG emissions 溫室氣體排放	Major sources 主要來源	Emission volume 排放量	Intensities 密度 (Note) (附註)	Emission volume 排放量	Intensities 密度 (Note 1) (附註 1)
Scope 1 範疇 1					
Direct emissions 直接排放	Nil 無	–	–	–	–
Scope 2 範疇 2					
Energy indirect emissions 能源間接排放	Purchased electricity 購買電力	–	–	4.36	0.55
Scope 3 範疇 3					
Other indirect emissions 其他間接排放	Disposal of paper 丟棄廢紙	0.24	0.05	0.28	0.04
Total GHG emissions 溫室氣體排放總量		0.24	0.05	4.65	0.58

Note: Intensity is measured by dividing the relevant emissions by the number of employees as at the end of the Year.

附註：密度按於本年度末之相關排放量除以僱員數目計量。

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The Company generated no scope 1 and scope 2 emissions and an insignificant amount of scope 3 emissions during the Year. The cost of electricity consumption of the Company is inclusive in the monthly rent and the landlord does not measure the electricity of each tenant individually and hence no relevant data can be collected.

於本年度，本公司並無產生範疇1及範疇2之排放物，及產生少量範疇3之排放物。本公司用電成本包含於月租內，房東並不單獨計量各租戶之用電量，故無法收集相關數據。

Aspect A2: Use of Resources

層面 A2：資源使用

As detailed in the section headed “Emissions and Waste”, electricity consumption was a major source of indirect GHG emission during the Year. The consumption of electricity was similar to that in the same period in previous year. The amount of consumption by types of energy or resources during the Year was as follows:

如「排放物及廢棄物」一節所詳述，用電為本年度間接溫室氣體排放之主要來源。用電量與去年同期相若。於本年度，按能源或資源類別劃分之消耗量如下：

Energy and resources 能源及資源	Unites 單位	2024 2024 年		2023 2023 年	
		Amount 數量	Intensities 密度 (Note) (附註)	Amount 數量	Intensities 密度 (Note) (附註)
Electricity 電力	kWh 千瓦時	—	—	6,415	916
Paper 紙張	Kilograms 千克	50	10	59	7

Note: Intensity is measured by dividing the relevant emissions by the number of employees as at the end of the Year.

附註：密度按於本年度末之相關排放量除以僱員數目計量。

The Company consumes water in the office from a centralised water and sanitation system implemented in the building. The cost of water consumption of the Company is inclusive in the monthly rent, and the building management does not individually measure the water consumption of each tenant and hence no relevant data can be collected. No issue arises in sourcing water that is fit for the purpose of the Company's operation as the water supply is managed by the building management.

本公司辦公室用水來自於大廈內設置之中央供水及清潔系統。本公司用水成本包含於月租內。由於大廈管理部並不單獨計量各租戶之用水量，故無法收集相關數據。由於供水由大廈管理部負責管理，因此在採購適合本公司營運目的的水源方面並無任何問題。

The cost of electricity consumption of the Company is inclusive in the monthly rent and the landlord does not measure the electricity of each tenant individually and hence no relevant data can be collected.

本公司用電成本包含於月租內，房東並不單獨計量各租戶之用電量，故無法收集相關數據。

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Due to the nature of the Company's business no packaging material was used.

Paper was primarily used for office printing. During the Year, a total of approximately 50 kg of paper was consumed, there was no material change in the usage pattern of paper compared to previous years.

The Company has set the target to keep energy and water consumption at a minimal level. Despite minimal impact to the environment, energy and resource conservation are essential parts of the Company's ESG strategy which will be detailed in the later section titled "environmental-friendly measures".

Aspect A3: Environment and Natural Resources

The Company does not use any natural resources in the process of its business, and hence the impact on the environment or natural resources was minimal during the Year. Nonetheless the Company is well aware of the importance in environmental protection, and has adopted policies and a range of measures to minimise current impact and manage any potential adverse impact in the future, persisting in conducting our business in an environmentally responsible manner. These policies and measures are described below.

Environmental-friendly measures

The Company has always put great emphasis on energy and resource conservation, which is shown by its engagement in energy savings and implementation of workplace strategies to reduce energy and water consumptions. Accordingly, the Company has the following measures which are regularly carried out to achieve its ESG strategy in the course of the Company's operations:

1. Employees are encouraged to use video/telephone conferencing system to reduce business travel and take public transportation wherever possible to lower environmental impact from the burning of fossil fuel.
2. The Company has also implemented energy and water saving practices, such as maintaining workplace temperature at a comfortably low level with reference to the relevant standard recommended by the Electrical and Mechanical Services Department of the Hong Kong Government to reduce energy use.

基於本公司之業務性質，本公司並無使用包裝物料。

紙張主要用於辦公室列印。於本年度，共消耗約50千克紙張，紙張使用模式與去年相比並無重大變動。

本公司已設定將能源及水資源消耗控制在最低水平的目標。儘管本公司對環境產生之影響甚微，節約能源及資源為本公司環境、社會及管治策略之重要一環，有關詳情將於下文「環保措施」一節概述。

層面A3：環境及天然資源

本公司於其業務過程中並無使用任何天然資源，故本年度對環境或自然資源之影響甚微。儘管如此，本公司深明保護環境之重要性，並已採納政策及一系列措施，以盡量減少當前影響及管理未來可能產生之任何不利影響，堅持以對環境負責之方式進行業務。該等政策及措施載述如下。

環保措施

本公司一直十分重視節約能源及資源，已進行節能工作及於工作場所實施策略，以降低能源消耗及用水量。因此，本公司在其日常營運過程中執行以下措施以實現其環境、社會及管治策略：

1. 本公司鼓勵僱員使用視頻／電話會議系統，以減少商務旅行，並盡可能乘坐公共交通工具以降低燃燒化石燃料對環境之影響。
2. 本公司亦踐行節能節水，例如，參考香港政府機電工程署建議之相關標準，將工作場所溫度一直維持在舒適之低能耗水平以降低能耗。

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3. The Company engaged in environmental-friendly measures in the workplace in the effort to lower energy consumption, for instance, employees of the Company are reminded to minimise their impact on the environment and the use of natural resources when conducting business.
4. Waste reduction measures include monitoring and recording paper usage on a monthly basis, and promoting the use of recycled paper and double-sided printing are actively adopted wherever possible.
5. The Company's efficient use of resources and waste reduction initiatives and guidelines are stipulated in the Staff Handbook and policies where appropriate to educate and promote ESG to employees.

Aspect A4: Climate Change

As climate change emerges as a critical global challenge, the Company recognise its potential impact on the performance of our investments. The Company has proactively sought to identify and mitigate climate risks to ensure portfolio resilience and sustainable returns. During the Year, there is no significant climate-related issues which had impacted, and which may impact the Company.

B. SOCIAL SUBJECT AREAS

Aspect B1: Employment

Employees are regarded as the most important and valuable assets of the Company. The Remuneration Committee was set up to providing a fair and equitable workplace environment for employees, and ensures that they are reasonably remunerated.

The Company has incorporated guidelines into the Staff Handbook, covering all aspects of employment, including working hours, rest periods, salary and welfare, code of conduct, and anti-bribery. Employment policies in the Staff Handbook have been reviewed and regularly updated.

3. 本公司於工作場所採取環保措施以努力降低能源消耗。例如，提醒本公司僱員於開展業務時盡量減少對環境之影響及減少使用天然資源。
4. 減少廢物之措施包括每月監測及記錄紙張之使用情況，並推廣盡可能使用再造紙及積極使用雙面列印。
5. 本公司的員工手冊及政策（如適用）中列載有效使用資源及減少廢物之舉措及指引，以教育僱員及推廣環境、社會及管治文化。

層面 A4：氣候變化

由於氣候變化已成為全球面臨的重大挑戰，本公司意識到其對本公司投資表現的潛在影響。本公司已積極識別及緩解氣候風險，以確保投資組合的韌性及可持續回報。於本年度，並無任何與氣候相關的重大問題影響或可能影響本公司。

B. 社會主要範疇

層面 B1：僱傭

本公司視僱員為最重要及珍貴的資產。薪酬委員會的成立以為僱員提供公平及公正之工作環境，確保彼等享有合理薪酬。

本公司已將涵蓋僱傭所有方面之指引納入員工手冊，包括工時、休息時間、薪酬及福利、行為準則及反貪污，並檢討及定期更新員工手冊中之僱員政策。

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The Company has fully complied with the Employment Ordinance, the Sex Discrimination Ordinance (Chapter 480), the Disability Discrimination Ordinance (Chapter 487), the Family Status Discrimination Ordinance (Chapter 527) and the Race Discrimination Ordinance (Chapter 602). The Company was not aware of any non-compliance with the relevant laws and regulations that has an impact relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare during the Year (2023: Nil).

As at the end of the Year, there were five (included three males and two females) full-time employees employed by the Company (2023: Eight). There were five employees at the age range 30–50 years old. The Company is based in Hong Kong and all of its employees work at the Hong Kong office. The employee turnover rates of the Company's employees are summarised as follows:

本公司完全遵守僱傭條例、性別歧視條例（第480章）、殘疾歧視條例（第487章）、家庭崗位歧視條例（第527章）及種族歧視條例（第602章）。於本年度，本公司並不知悉與本公司在薪酬及解僱、招聘及晉升、工時、休息時間、平等機會、多元化、反歧視以及其他待遇及福利方面有關，並構成影響之任何違反相關法例及法規之情況（2023年：無）。

於本年度末，本公司僱用五名（包括三名男性及兩名女性）全職僱員（2023年：八名）。有五名僱員的年齡介乎30至50歲。本公司總部位於香港，其全體僱員之工作地點均為香港辦公室。本公司僱員的僱員流動率概述如下：

		2024 2024年 %
Employee turnover	僱員流動	
Total turnover rate	總流動率	46
By gender	按性別劃分	
Male	男性	29
Female	女性	67
By age	按年齡劃分	
Aged 30-40	30至40歲	67
Aged 40-50	40至50歲	0
Aged 50-60	50至60歲	100
By geographical region	按地區劃分	
Hong Kong	香港	46

Aspect B2: Health and Safety

The Company is committed to providing a safe and healthy working environment for all of its employees, protecting them from any potential occupational hazards. The tasks of the employees are mainly office-based, and thus safety issues are not as pertinent to the job nature. The Company also offers coverage on medical insurance (including in-patient and out-patient) and compensation to employees in the event of sickness and work-related injury.

層面 B2：健康及安全

本公司致力為全體僱員提供安全及健康之工作環境，保護彼等免受任何潛在之職業性危害。僱員主要於辦公室工作，因此安全問題與工作性質無關。本公司亦為僱員提供醫療保險（包括留診及門診）以及疾病及工傷補償。

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During the Year, the Company complied with all relevant laws and regulations including but not limited to the Occupational Safety and Health Ordinance (Chapter 509) in Hong Kong and did not record any work-related fatality, injury or lost day in the past three years.

Aspect B3: Development and Training

The Company attaches great importance to the staff development and quality of employee. The Company has offered training opportunities from external organisations, and offers flexible training time to facilitate all employees to reinforce skill sets and to keep up-to-date with the latest knowledge in their profession.

We have provided training specific to the needs of the management, such as training on corporate governance to enhance the efficiency and effectiveness of the management of the Company. We also equip other employees with hands-on training required for their daily work.

The percentage of employees of the Company receiving training and the average training hours per employee during the Reporting Year are summarised as follows:

於本年度，本公司已遵守相關法例及法規，包括但不限於香港職業安全及健康條例（第509章），且於過往三年概無錄得任何工傷死亡、工傷個案及損失天數。

層面 B3：發展及培訓

本公司非常重視員工發展及僱員質素。本公司提供外部機構之培訓機會，並提供靈活之培訓時間以協助全體僱員加強技能，及時更新彼等專業之最新知識。

我們針對管理層的需求提供特定培訓，例如有關公司治理的培訓，以提升本公司管理層的效率及效能。我們同時亦為其他員工提供日常工作所需的實務培訓。

本公司於報告年度內接受培訓的僱員百分比及每名僱員的平均培訓時數概述如下：

Employee training		2024 2024 年
Percentage of employees trained	受訓僱員百分比	
Total	總計	60%
<i>By gender</i>	<i>按性別劃分</i>	
Male	男性	67%
Female	女性	50%
<i>By employee category</i>	<i>按僱員類別劃分</i>	
Senior management	高級管理層	100%
General staff	一般員工	50%
Average training hours per employee	每名僱員平均培訓時數	
Total	總計	18.2 hours 小時
<i>By gender</i>	<i>按性別劃分</i>	
Male	男性	18.3 hours 小時
Female	女性	18 hours 小時
<i>By employee category</i>	<i>按僱員類別劃分</i>	
Senior management	高級管理層	16.5 hours 小時
General staff	一般員工	19 hours 小時

Environmental, Social and Governance Report

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Aspect B4: Labour Standards

The Company is committed to preventing child and forced labour in the workplace and complying with all applicable labour laws and regulations on employment in Hong Kong including those relating to preventing child and forced labour.

The Company respects human rights and treats this as an important factor when making investment in human capital in comprehensive screening process in order to recruit employees with good quality. The Company requires all job applicants to provide valid identity documents and personal data and background information will be collected and verified in details to ensure that they are lawfully employable prior to confirmation of any employment and preventing illegal workers, child labour and forced labor. If the use of forced labour or child labour is discovered, the Company will terminate the employment contract and investigate if further action is needed.

Employee work schedules are set up fairly to keep within standard work hours and the employees are entitled to annual leave, sick leave, marriage leave, maternity leave, paternity leave and compassionate leave.

Aspect B5: Supply Chain Management

The Company's principal activity is investment holding. Unlike those companies which manufacture, trade or provide services, the Company has relatively few suppliers and a very simplistic supply chain. The environmental and social impacts with regards to supplier chain is relatively low.

The Company's suppliers are mainly those third-party suppliers providing services such as information technology, property management, advertising, legal and consulting, and third-party suppliers of goods such as office equipment, and printing and stationery. During the Year, the Company has 11 key suppliers, and all of the suppliers are based in Hong Kong.

層面 B4：勞工準則

本公司致力防止工作場所的童工及強制勞工並遵守與香港僱傭相關之所有適用勞工法例及法規，包括與防止童工及強制勞工有關的法律法規。

本公司尊重人權，並視之為於投資人力資本方面採用全面篩選流程招聘高素質僱員之重要因素。本公司要求所有求職者提供有效的身份證件，並收集及詳細核實個人數據及背景資料，以確保於確認僱用前可合法僱用，並防止非法勞工、童工及強制勞工。一旦發現使用強制勞工或童工，本公司將終止僱傭合約，並調查是否需要採取進一步行動。

本公司合理設定僱員工作時間表，以確保不超過標準工時，僱員均有權享有年假、病假、婚假、產假、侍產假及喪假。

層面 B5：供應鏈管理

本公司之主要業務為投資控股。有別於從事製造、貿易或提供服務之公司，本公司擁有之供應商相對較少及供應鏈較為簡單，故供應鏈對環境及社會之影響亦相對較低。

本公司供應商主要為提供資訊科技、物業管理、廣告、法律及諮詢等服務之第三方供應商，以及提供辦公室設備、印刷及文具等貨品之第三方供應商。本公司於本年度有 11 名主要供應商，且所有供應商總部均位於香港。

Environmental, Social and Governance Report

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The Company maintains practices that build up positive relationships with its suppliers as well as focusing on service quality when selecting suppliers. We closely evaluate all suppliers against our ethical and ESG standards and avoid those suppliers who are known to have significant ESG non-compliances. The Company purchases from a list of approved suppliers that have been awarded for their quality of goods and services through the selection process. With this practice, we believe the environmental social risks of our supply chain are properly managed and are kept to minimal. Feedbacks are provided regarding their ESG performance whenever it is possible and suitable.

Aspect B6: Product Responsibility

Due to the Company's business nature, it does not deliver any product or service and hence product responsibility is not applicable to the Company.

When evaluating our investments, comprehensive due diligence inclusive of ESG risk assessments and business prospects analysis is conducted to ensure the quality of such investments. Although the Company does not provide product or service to stakeholders, any kind of intellectual property infringement including any use of pirated software is prohibited in our office.

The Company has complied with relevant law and regulations with regards to data protection and privacy when transacting with third-party and dealing with member share registration matters.

Unauthorised copying, dissemination or disclosure of confidential information, including identities and records of transactions of registered members, are strictly prohibited. During the Year, the Company has not received any significant complaint from any stakeholders (2023: Nil).

本公司保持慣例，與其供應商建立良好之關係，並於挑選供應商時專注服務質素。我們會依據道德及環境、社會及管治標準嚴格評估所有供應商，並避開傳聞具有嚴重環境、社會及管治違規行為的供應商。本公司從經過挑選、以其產品及服務質素著稱、受認可之供應商中進行採購。透過此種做法，我們認為供應鏈的環境社會風險已得到妥善管理，並保持在最低水平。在可能及適當的情況下，我們會就供應商的環境、社會及管治表現提供反饋。

層面 B6：產品責任

基於本公司之業務性質，本公司並無提供任何產品或服務，因此產品責任並不適用於本公司。

在評估我們的投資時，我們會進行全面的盡職調查，包括環境、社會及管治風險評估及商業前景分析，以確保相關投資的品質。儘管本公司不向持份者提供產品或服務，但禁止在辦公室內進行任何形式的知識產權侵權行為，包括使用任何盜版軟件。

與第三方交易及處理股東股份登記事宜時，本公司遵守資料保護及私隱相關之法例及法規。

本公司嚴禁未授權拷貝、散佈或披露保密資料（包括註冊股東之身份及交易記錄）。於本年度，本公司概無收到任何持份者之任何重大投訴（2023年：無）。

Environmental, Social and Governance Report

環境、社會及管治報告

Aspect B7: Anti-corruption

The Company has strict policies that ensures adherence to the highest ethical standards and maintains a corporate culture of integrity and justice to prevent, detect and report all types of corruption, including bribery, extortion, fraud and money laundering. The Company also has a whistle-blowing mechanism in place for employees and relevant third parties to report suspicious misconduct and violation of rules under strict confidentiality. Regular review of such mechanism is conducted to monitor its effectiveness from time to time. In complying with provisions included in the Staff Handbook, employees at all levels are expected to conduct in an appropriate manner, with integrity, impartiality and honesty. Support for training on anti-corruption is provided to the employees and directors of the Company as necessary.

The Company has complied with the Prevention of Bribery Ordinance (Chapter 201 of the Laws of Hong Kong) and the Anti-Money Laundering and Counter-Terrorist Financing (Financial Institutions) Ordinance (Chapter 615 of the Laws of Hong Kong) and other relevant laws in regions in which the Company invests. The Company was not aware of any significant matter related to corruption during the Year (2023: Nil) and there was no concluded legal cases regarding corrupt practices brought against the Company or its employees during the Year.

Aspect B8: Community Investment

The Company acknowledges the influence we may have in society and focuses on the surrounding communities. The Company encourages employees to devote time in participating in various local community activities and events on a voluntary basis on the focus areas, including social welfare and environmental concerns, and will consider making relevant community investment in the future. The Company will make the best use of its influence to address the community needs and will continue to act socially responsible in the future.

層面 B7：反貪污

本公司訂有嚴謹政策確保遵循最高水準之道德準則並保持誠信公正之企業文化，以防範、偵測及報告所有類別之貪污行為，包括賄賂、勒索、欺詐及洗黑錢。本公司亦設有舉報機制，讓員工及相關第三方在嚴格保密的情況下舉報可疑的不當行為及違規行為。本公司會定期檢討有關機制，以隨時監控其成效。為遵守員工手冊所載條文，所有級別之僱員均需以誠信、公正及誠實方式妥善行事。必要時將為本公司員工及董事提供反貪腐培訓方面的支持。

本公司已遵守防止賄賂條例（香港法例第201章）、打擊洗錢及恐怖分子資金籌集（金融機構）條例（香港法例第615章）及本公司投資所在地區之其他相關法律。於本年度，本公司並不知悉貪污相關之任何重大事項（2023年：無）及本年度內並無任何針對本公司或其員工貪污行為的已審結法律案件。

層面 B8：社區投資

本公司深明我們可能對社會造成的影響，同時關注周邊社區。本公司鼓勵僱員投入時間以志願者身份參加關注範疇（包括社會福利及環境問題）的各類當地社區行動及活動，並將考慮在未來進行相關的社區投資。本公司將充分發揮其影響力以滿足社區需求，於日後將繼續履行社會責任。



To the shareholders of China New Economy Fund Limited

(An exempted company incorporated in the Cayman Islands with limited liability)

OPINION

We have audited the financial statements of China New Economy Fund Limited (the "Company") set out on pages 73 to 163, which comprise the statement of financial position as at 31 December 2024, and the statement of profit or loss and other comprehensive income, statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a material accounting policy information.

In our opinion, the financial statements give a true and fair view of the financial position of the Company as at 31 December 2024, and of its financial performance and its cash flows for the year then ended in accordance with International Financial Reporting Standards ("IFRSs") issued by the International Accounting Standards Board ("IASB") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

We conducted our audit in accordance with Hong Kong Standards on Auditing ("HKSA") issued by the International Auditing and Assurance Hong Kong Institute of Certified Public Accountant (the "HKICPA"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the HKICPA's Code of Ethics for Professional Accountants (the "Code"), and we have fulfilled our other ethical responsibilities in accordance with the Code. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

致中國新經濟投資有限公司股東

(於開曼群島註冊成立的獲豁免有限公司)

意見

吾等已審核列載於第73至163頁中國新經濟投資有限公司(「貴公司」)的財務報表，此財務報表包括於2024年12月31日的財務狀況表、截至該日止年度的損益及其他全面收益表、權益變動表及現金流量表，以及財務報表附註，包括重大會計政策資料。

吾等認為，財務報表已根據國際會計準則委員會(「國際會計準則委員會」)頒佈的國際財務報告準則(「國際財務報告準則」)真實而公平地反映 貴公司於2024年12月31日的財務狀況及其截至該日止年度的財務表現及現金流量，並已遵照香港公司條例的披露規定妥為編製。

意見基準

吾等已根據香港會計師公會(「香港會計師公會」)頒佈的香港審計準則(「香港審計準則」)進行吾等之審核工作。吾等就該等準則承擔之責任於本報告核數師就審核財務報表章節承擔的責任中進一步闡述。根據香港會計師公會頒佈的專業會計師職業道德守則(「守則」)，吾等獨立於 貴公司及吾等已履行守則中的其他道德責任。吾等認為吾等所獲得的審核憑證屬充足及適當，以為吾等的意見提供基礎。

Independent Auditor's Report

獨立核數師報告

KEY AUDIT MATTERS

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

Key audit matter

關鍵審核事項

Carrying amounts of unlisted investments

非上市投資賬面值

As disclosed in Note 16 to the financial statements, the investment portfolio includes investments in unlisted investments.

誠如財務報表附註16所披露，投資組合包括於非上市投資的投資。

We identified the carrying amounts of unlisted investments as a key audit matter due to the significance of these investments in the financial statements, and because determining the valuation methodology and the inputs involved estimation uncertainty and required significant judgement to be applied by the investment manager and the board of directors.

吾等確定非上市投資的賬面值為一項關鍵審核事項，原因為考慮到該等投資在財務報表中重要性，以及釐定估值方法及輸入值涉及高度的估計不確定性且需要投資管理人及董事會運用重要判斷。

關鍵審核事項

關鍵審核事項乃根據吾等的職業判斷，對當前期間的財務報表的審核最為重要的事項。此等事項乃於吾等審核整體財務報表及出具意見時進行處理，而吾等不會對此等事項提供單獨意見。

How our audit addressed the key audit matter

如何審核關鍵審核事項

Our procedures in relation to the carrying amounts of unlisted investments included:

吾等關於非上市投資賬面值的程序包括：

- Obtained understanding the design and operating effectiveness of the financial reporting controls we considered significant in the valuations and model approval process;
- 瞭解吾等認為在估值及模型批准流程中屬重要的財務報告監控的設計及實施效果；
- Assessed the valuation methodologies applied for appropriateness against accepted market practice;
- 評估所應用的估值方法是否符合公認的市場慣例；

Key audit matter

關鍵審核事項

How our audit addressed the key audit matter

如何審核關鍵審核事項

- Compared the assumptions used in the Company's models and methodologies to independent external sources where possible;
- 比較 貴公司模型及方法所用假設與獨立的外部來源（如有可能）；
- Assessed the valuation techniques and inputs used, particularly where valuation inputs were unobservable;
- 評估所用估值技術及輸入值，特別是當估值輸入值不可觀察時；
- Reconciled input data to supporting evidence, such as latest financial information/statements approved by independent auditors;
- 對比輸入數據與支持證據，例如經獨立核數師批准的最新財務資料／報表；
- Compared the recent transaction price with the valuation basis provided by management; and
- 比較近期的交易價格與管理層提供的估值基礎；及
- Evaluated the adequacy of financial statement disclosures.
- 評估財務報表之披露是否充分。

Independent Auditor's Report

獨立核數師報告

OTHER INFORMATION

The directors of the Company are responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The directors of the Company are responsible for the preparation of the financial statements that give a true and fair view in accordance with IFRSs issued by the IASB 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 financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the Company'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 Company or to cease operations, or have no realistic alternative but to do so.

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

其他資料

貴公司董事對其他資料負責。其他資料包括年度報告所載的資料，惟財務報表及吾等就此發出的核數師報告除外。

吾等就財務報表的意見並不涵蓋其他資料，吾等並未就其他資料發表任何形式的鑒證結論。

於吾等審核財務報表時，吾等的責任乃閱讀其他資料，及在此過程中，考慮其他資料是否與財務報表或吾等在審核過程中所瞭解的情況有重大抵觸，或者似乎存在重大錯誤陳述。基於吾等已執行的工作，如果吾等認為其他資料存在重大錯誤陳述，吾等須報告該事實。於此方面，吾等並無任何報告。

董事及負責管治人員就財務報表須承擔的責任

貴公司的董事須負責根據國際會計準則委員會頒佈的國際財務報告準則及香港公司條例的披露規定編製表達真實而公平意見的財務報表，以及維持董事認為必要的有關內部控制，以確保編製財務報表時不存在由於欺詐或錯誤而導致的重大錯誤陳述。

於編製財務報表時，董事負責評估 貴公司持續經營的能力，並披露與持續經營有關的事項（如適用），除非董事擬將 貴公司清盤或停止營運，或除此之外並無其他實際可行的辦法，否則須採用以持續經營為基礎的會計法。

負責管治人員負責監督 貴公司的財務報告流程。

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the 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 solely to you, as a body, in accordance with our agreed terms of engagement, 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 ISAs 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 financial statements.

As part of an audit in accordance with ISAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 Company's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.

核數師就審核財務報表承擔的責任

吾等的目標乃就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，並向閣下出具包括吾等意見的核數師報告。本報告僅按照我們協定的委聘條款向整體股東報告，除此之外本報告別無其他目的。吾等不就本報告的內容向任何其他人士負責或承擔責任。合理保證屬高水平的核證，惟根據國際審計準則進行的審核工作不能保證總能察覺所存在的重大錯誤陳述。錯誤陳述可因欺詐或錯誤引起，倘個別或整體在合理預期情況下可影響使用者根據財務報表作出的經濟決定時，則被視為重大錯誤陳述。

於根據國際審計準則進行審核的過程中，吾等運用職業判斷，保持職業懷疑態度。吾等亦：

- 識別及評估由於欺詐或錯誤而導致財務報表存在重大錯誤陳述的風險，設計及執行審核程序以應對此等風險，以及取得充足及適當的審核憑證，作為吾等意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險較因錯誤而導致的重大錯誤陳述的風險為高。
- 瞭解與審核相關的內部監控，以設計適當的審核程序，但目的並非對貴公司內部監控的有效性發表意見。
- 評估董事所採用會計政策的恰當性及作出會計估計及相關披露的合理性。

Independent Auditor's Report

獨立核數師報告

- 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 Company'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 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 Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- 就董事採用持續經營會計基礎的恰當性作出結論。根據所得的審核憑證，確定是否存在與事件或情況有關的重大不確定性，從而可能對 貴公司持續經營的能力產生重大疑慮。倘吾等認為存在重大不確定性，則有必要於核數師報告中提請注意財務報表中的相關披露。假如有關披露不足，則須修訂吾等之意見。吾等的結論乃基於截至核數師報告日期止所取得的審核憑證。然而，未來事件或情況可能導致 貴公司無法持續經營。
- 評估財務報表的整體列報方式、結構及內容，包括披露資料，以及財務報表是否以達致公允陳述之方式反映相關交易及事項。

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.

The engagement partner on the audit resulting in the independent auditor's report is Mr. Siu Jimmy with practising certificate number: P05898.

吾等與負責管治人員就(其中包括)審核的計劃範圍、時間安排及重大審核發現溝通，該等發現包括吾等在審核過程中識別的內部監控的任何重大缺失。

吾等亦向負責管治人員作出聲明，確認吾等已符合有關獨立性的相關道德要求，並與彼等溝通可能被合理認為會影響吾等獨立性的所有關係及其他事項，以及為消除威脅而採取的行動或適用的防範措施(如適用)。

出具本獨立核數師報告的審核項目合夥人為蕭俊武先生(執業證書編號：P05898)。

Elite Partners CPA Limited
Certified Public Accountants

Hong Kong, 27 March 2025

Unit 1503, 15/F,
Jubilee Centre,
18 Fenwick Street,
Wan Chai,
Hong Kong

開元信德會計師事務所有限公司
執業會計師

香港，2025年3月27日

香港
灣仔
分域街18號
捷利中心
15樓1503室

Statement of Profit or Loss and Other Comprehensive Income

損益及其他全面收益表

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

		Notes 附註	2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
REVENUE	收入	5	759,920	126,339
Net loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產之虧損淨額	6	(17,515,762)	(35,365,185)
Other operating expenses	其他營運開支		(12,065,736)	(17,015,757)
OPERATING LOSS	營運虧損		(28,821,578)	(52,254,603)
Finance costs	財務成本	7(a)	(156,953)	(182,240)
LOSS BEFORE TAX	除稅前虧損	7(b)	(28,978,531)	(52,436,843)
Income tax expense	所得稅開支	12	—	—
LOSS AND TOTAL COMPREHENSIVE LOSS FOR THE YEAR ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔年內虧損及全面虧損總額		(28,978,531)	(52,436,843)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔每股虧損	13		
– Basic	– 基本		(0.02)	(0.04)
– Diluted	– 攤薄		(0.02)	(0.04)

Statement of Financial Position

財務狀況表

As at 31 December 2024 於2024年12月31日

		Notes 附註	2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
NON-CURRENT ASSETS	非流動資產			
Right-of-use assets	使用權資產	14(a)	181,847	1,419,547
Deposits	按金	15	–	200,000
Total non-current assets	非流動資產總值		181,847	1,619,547
CURRENT ASSETS	流動資產			
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	15	893,418	1,623,057
Amount due from brokers	應收經紀人款項	15	8,074,074	8,350,713
Financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產	16	42,960,053	66,340,464
Cash and cash equivalents	現金及現金等值	18	13,007,593	17,309,428
Total current assets	流動資產總值		64,935,138	93,623,662
CURRENT LIABILITIES	流動負債			
Other payables and accruals	其他應付款項及應計費用	19	3,459,664	2,847,326
Amount due to a related party	應付一名關聯方款項	20	600,000	1,100,000
Lease liabilities	租賃負債	14(b)	197,899	1,260,032
Total current liabilities	流動負債總值		4,257,563	5,207,358
NET CURRENT ASSETS	流動資產淨值		60,677,575	88,416,304
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		60,859,422	90,035,851
NON-CURRENT LIABILITIES	非流動負債			
Lease liabilities	租賃負債	14(b)	–	197,898
Total non-current liabilities	非流動負債總值		–	197,898
Net assets	資產淨值		60,859,422	89,837,953
EQUITY	權益			
Issued capital	已發行股本	22	52,788,011	52,788,011
Reserves	儲備		8,071,411	37,049,942
Total equity	權益總值		60,859,422	89,837,953
NET ASSET VALUE PER SHARE	每股資產淨值	23	0.05	0.07

Director
董事

Director
董事

Statement of Changes in Equity

權益變動表

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

		Issued capital 已發行股本 HK\$ 港元 (Note 22) (附註22)	Share premium 股份溢價 HK\$ 港元 (Note 22) (附註22)	Distributable reserve 可供分派儲備 HK\$ 港元 (Note) (附註)	Share options reserve 購股權儲備 HK\$ 港元 (Note 21) (附註21)	Accumulated losses 累計虧損 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2023	2023年1月1日	52,788,011	256,798,043	15,427,143	1,777,000	(184,515,401)	142,274,796
Lapsed of equity-settled share-based payment	以權益結算的股份付款 失效	-	-	-	(1,218,500)	1,218,500	-
Loss and total comprehensive loss for the year	本年度虧損及全面虧損 總額	-	-	-	-	(52,436,843)	(52,436,843)
At 31 December 2023 and at 1 January 2024	於2023年12月31日及 2024年1月1日	52,788,011	256,798,043*	15,427,143*	558,500*	(235,733,744)*	89,837,953
Loss and total comprehensive loss for the Year	本年度虧損及全面虧損 總額	-	-	-	-	(28,978,531)	(28,978,531)
At 31 December 2024	於2024年12月31日	52,788,011	256,798,043*	15,427,143*	558,500*	(264,712,275)*	60,859,422

* These reserve accounts comprise the reserve of HK\$8,071,411 (2023: HK\$37,049,942) in the statement of financial position.

* 此等儲備賬目包括財務狀況表內之儲備8,071,411港元(2023年: 37,049,942港元)。

Note: Distributable reserve is a balance of credit derived from capital reduction which may be utilised by the directors of the Company. It gives greater flexibility to the Company to declare dividends and/or to undertake any corporate exercise which requires the use of distributable reserves in the future.

附註: 可供分派儲備為本公司董事可動用因股本削減而產生之進賬餘額。此為本公司於未來宣派股息及/或進行任何須動用可供分派儲備之企業活動時帶來更大靈活度。

Statement of Cash Flows

現金流量表

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

	Notes 附註	2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
CASH FLOWS FROM OPERATING ACTIVITIES	營運活動所得之現金流量		
Loss before tax	除稅前虧損	(28,978,531)	(52,436,843)
Adjustment for:	就以下項目調整：		
Finance cost	財務成本	156,953	182,240
Bank interest income	銀行利息收入	(55,509)	(26,339)
Depreciation of right-of-use asset	使用權資產折舊	1,237,700	1,462,791
Net realised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產已變現虧損淨額	6 3,541,193	59,123,751
Net unrealised loss/(gain) on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產未變現虧損／(收益)淨額	6 13,974,569	(23,758,566)
Operating cash flows before movements in working capital	營運資金變動前經營現金流量	(10,123,625)	(15,452,966)
Payment for purchase of financial asset at fair value through profit or loss	購買按公平值透過損益列賬之金融資產之付款	(4,840,093)	(6,596,627)
Proceeds from sale of financial assets at fair value through profit or loss	出售按公平值透過損益列賬之金融資產所得款項	10,704,742	18,895,783
Change in prepaid expenses and other receivable	預付開支及其他應收款項變動	929,639	220,806
Change in amount due to related companies	應付關聯公司款項變動	(500,000)	—
Change in amount due from brokers	應收經紀人款項變動	276,639	(8,340,710)
Change in accruals and other payable	應計費用及其他應付款項變動	612,338	1,345,936
Cash used in operations	營運所用現金	(2,940,360)	(9,927,778)
Interest received	已收利息	55,509	26,339
Net cash flows used in operating activities	營運活動所用現金流量淨值	(2,884,851)	(9,901,439)

Statement of Cash Flows

現金流量表

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

		Notes 附註	2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
CASH FLOWS FROM FINANCING ACTIVITIES	融資活動所得之現金流量			
Interest paid	已付利息		(85,273)	(1,944)
Repayment of principal portion of lease liability	償還租賃負債的本金部分	14(b)	(1,331,711)	(617,521)
Net cash flows used in financing activities	融資活動所用現金流量淨值		(1,416,984)	(619,465)
NET DECREASE IN CASH AND CASH EQUIVALENTS	現金及現金等值減少淨值		(4,301,835)	(10,520,904)
Cash and cash equivalents at beginning of year	本年度初現金及現金等值		17,309,428	27,830,332
CASH AND CASH EQUIVALENTS AT END OF YEAR	本年度末現金及現金等值		13,007,593	17,309,428
ANALYSIS OF BALANCES OF CASH AND CASH EQUIVALENTS	現金及現金等值結餘分析			
– Cash at banks	– 銀行現金	18	13,007,593	17,309,428

Notes to Financial Statements

財務報表附註

1. CORPORATION INFORMATION

The Company was incorporated in the Cayman Islands on 1 February 2010 under the Companies Law of the Cayman Islands as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited. The Company was established for the purpose of acting as a closed-ended investment company.

The Company's registered office is at P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands. The principal place of business of the Company is at Room 1802B., 18/F., Bank of America Tower, 12 Harcourt Road, Admiralty, Hong Kong.

The principal investment objective of the Company is to achieve long-term capital appreciation through investing globally in both private and public enterprises that have demonstrated the ability to manufacture a product or deliver a service that is supported by the economies of Mainland China, Hong Kong, Macau and Taiwan.

During the Year, the Company's investment activities are managed by Evergrande Securities (Hong Kong) Limited (the "Investment Manager"). The Investment Manager ceased to serve as the Company's investment manager with effect from 4 October 2024. Moreover, during the period from the resignation of the Investment Manager effective on 4 October 2024 to the date of appointment of the new investment manager, the Board had full responsibility for the investment activities of the Company. The Board considers that there is no material impact on the Company's operation due to the resignation of the Investment Manager.

1. 公司資料

本公司根據開曼群島公司法於2010年2月1日在開曼群島註冊成立為一間獲豁免有限責任公司，其股份於香港聯合交易所有限公司上市。本公司以作為封閉式投資公司而建立。

本公司註冊辦事處地址為P.O. Box 309, Ugland House, South Church Street, George Town, Grand Cayman KY1-1104, Cayman Islands。本公司主要營業地點為香港金鐘夏慤道12號美國銀行中心18樓1802B室。

本公司主要投資目標為透過投資全球具能力生產及提供獲中國內地、香港、澳門及台灣經濟支持之產品或服務之私人及公眾企業，以取得長期資本增值。

於本年度，本公司的投資活動由恒大證券（香港）有限公司（「投資管理人」）管理。投資管理人自2024年10月4日起不再擔任本公司的投資管理人。此外，自2024年10月4日投資管理人辭任起至新投資管理人委任日期止期間，董事會全權負責本公司的投資活動。董事會認為，投資管理人的辭任不會對本公司經營造成重大影響。

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRSs”) as issued by the International Accounting Standards Board (“IASB”) and the disclosure requirements of Appendix D2 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”). They have been prepared under the historical cost convention, except for financial assets at fair value through profit or loss which have been measured at fair values. The financial statements are presented in Hong Kong dollar (“HK\$”) except when otherwise indicated.

2.2 APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”)

Amendments to IFRSs that are mandatorily effective for the current year

In the current year, the Company has applied the following amendments to IFRSs issued by the IASB for the first time, which are mandatorily effective for the Company’s annual period beginning on 1 January 2024 for the preparation of the financial statements:

Amendments to IFRS 16	Lease Liability in a Sale and Leaseback
Amendments to IAS 1	Classification of Liabilities as Current or Non-current
Amendments to IAS 1	Non-current Liabilities with Covenants
Amendments to IAS 7 and IFRS 7	Supplier Finance Arrangements

The application of the amendments to IFRSs in the current year has had no material impact on the Company’s financial positions and performance for the current and prior years and/or on the disclosures set out in these financial statements.

2.1 編製基準

此等財務報表乃根據國際會計準則委員會（「國際會計準則委員會」）頒佈之國際財務報告準則（「國際財務報告準則」）及香港聯合交易所有限公司證券上市規則（「上市規則」）附錄D2的披露規定而編製。除按公平值透過損益列賬之金融資產已以公平值計量外，此等財務報表已按歷史成本慣例編製。除另有指明外，此等財務報表以港元（「港元」）呈列。

2.2 應用國際財務報告準則（「國際財務報告準則」）之修訂本

於本年度強制生效的新訂及國際財務報告準則之修訂本

於本年度，本公司已首次應用由國際會計準則理事會發佈的以下國際財務報告準則之修訂本（於2024年1月1日開始的本公司年度期間強制生效），以編製財務報表：

國際財務報告準則第16號之修訂本	售後租回的租賃負債
國際會計準則第1號之修訂本	將負債分類為流動或非流動
國際會計準則第1號之修訂本	附帶契諾的非流動負債
國際會計準則第7號及國際財務報告準則第7號之修訂本	供應商融資安排

於本年度應用經修訂國際財務報告準則對本公司於本年度及過往年度的財務狀況及表現及／或財務報表所載之披露並無重大影響。

2.2 APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS ("IFRSs") (Continued)

Impacts on application of Amendments to IFRS 16 Lease Liability in a Sale and Leaseback

The Company has applied the amendments for the first time in the current year.

The amendments add subsequent measurement requirements for sale and leaseback transactions that satisfy the requirements of IFRS 15 Revenue from Contracts with Customers to be accounted for as a sale. The amendments require a seller-lessee to determine "lease payments" or "revised lease payments" such that the seller-lessee would not recognise a gain or loss that relates to the right of use retained by the seller-lessee. The amendments also clarify that applying the requirements does not prevent the seller-lessee from recognising in profit or loss any gain or loss relating to subsequent partial or full termination of a lease.

According to the transitional provisions, the Company has applied the new accounting policy retrospectively to the sale and leaseback transactions entered into by the Company as the seller-lessee after the initial application of IFRS 16. The application of the amendments has no material impact on the Company's financial position and performance.

2.2 應用國際財務報告準則(「國際財務報告準則」)之修訂本(續)

應用國際財務報告準則第16號之修訂本 售後租回的租賃負債的影響

本公司於本年度首次應用該等修訂本。

該等修訂本新增了售後租回交易的後續計量規定，以滿足國際財務報告準則第15號客戶合約收入計作銷售入賬的要求。該修訂要求賣方－承租人確認「租賃付款」或「經修訂租賃付款」，以便賣方－承租人不會確認與其所保留使用權有關的任何損益金額。該修訂案亦澄清，應用該等規定並不阻礙賣方－承租人在損益中確認與隨後部分或全部終止租賃相關的任何損益。

依過渡性條文，本公司於首次應用國際財務報告準則第16號後，以賣方－承租人身分進行之售後租回交易，追溯應用新會計政策。應用該等修訂本對本公司的財務狀況及表現並無重大影響。

2.2 APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

Impacts on application of Amendments to IAS 1 Classification of Liabilities as Current or Non-current (the “2020 Amendments”) and Amendments to IAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The Company has applied the amendments for the first time in the current year.

The 2020 Amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the classification should not be affected by management intentions or expectations to settle the liability within 12 months.
- clarify that the settlement of a liability can be a transfer of cash, goods or services, or the entity's own equity instruments to the counterparty. If a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity's own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying IAS 32 Financial Instruments: Presentation.

2.2 應用國際財務報告準則（「國際財務報告準則」）之修訂本（續）

應用國際會計準則第1號修訂本將負債分類為流動或非流動（「2020年修訂本」）及國際會計準則第1號修訂本附帶契諾的非流動負債（「2022年修訂本」）的影響

本公司於本年度首次應用該等修訂本。

2020年修訂本為自報告日期起至少十二個月的遞延結算權利的評估提供澄清及額外指引，以將負債分類為流動或非流動，其中：

- 規定將負債分類為流動或非流動應基於報告期末已存在的權利。具體而言，分類不應受到管理層意圖或期望在12個月內清償債務的影響。
- 澄清結清負債可透過向對手方轉讓現金、貨品或服務，或實體本身的股本工具等方式進行。倘負債之條款可以由交易方選擇，則可以通過轉讓實體自身之權益工具來結算，僅當該實體將選擇權單獨確認為適用於國際會計準則第32號金融工具：呈列下之權益工具時，這些條款才不會影響其分類為流動或非流動。

2.2 APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

Impacts on application of Amendments to IAS 1 Classification of Liabilities as Current or Non-current (the “2020 Amendments”) and Amendments to IAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

For rights to defer settlement for at least twelve months from reporting date which are conditional on the compliance with covenants, the 2022 Amendments specifically clarify that only covenants that an entity is required to comply with on or before the end of the reporting period affect the entity's right to defer settlement of a liability for at least twelve months after the reporting date, even if compliance with the covenant is assessed only after the reporting date. The 2022 Amendments also specify that covenants with which an entity must comply after the reporting date (i.e. future covenants) do not affect the classification of a liability as current or non-current at the reporting date. However, if the entity's right to defer settlement of a liability is subject to the entity complying with covenants within twelve months after the reporting period, an entity discloses information that enables users of financial statements to understand the risk of the liabilities becoming repayable within twelve months after the reporting period. This would include information about the covenants, the carrying amount of related liabilities and facts and circumstances, if any, that indicate that the entity may have difficulties complying with the covenants.

2.2 應用國際財務報告準則(「國際財務報告準則」)之修訂本(續)

應用國際會計準則第1號修訂本將負債分類為流動或非流動(「2020年修訂本」)及國際會計準則第1號修訂本附帶契諾的非流動負債(「2022年修訂本」)的影響(續)

就將清償期限延遲至報告日期後至少十二個月之權利(以遵守契諾為條件)而言，2022年修訂本特別澄清，只有實體在報告期末當時或之前須遵守之契諾，方會影響該實體將償還負債延遲至報告日期後至少十二個月之權利，即使契諾之遵守情況僅於報告日期後評估。2022年修訂本亦訂明，實體於報告日期後必須遵守之契諾(即未來契諾)不會影響於報告日期將負債分類為流動或非流動。然而，倘實體延遲清償負債之權利受限於實體於報告期後十二個月內遵守契諾，則實體須披露資料以使財務報表使用者能夠了解該等負債於報告期後十二個月內要償還之風險。該等資料將包括契諾、相關負債之賬面值以及表明實體可能難以遵守契諾之事實及情況(如有)。

2.2 APPLICATION OF AMENDMENTS TO INTERNATIONAL FINANCIAL REPORTING STANDARDS (“IFRSs”) (Continued)

Impacts on application of Amendments to IAS 1 Classification of Liabilities as Current or Non-current (the “2020 Amendments”) and Amendments to IAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

In accordance with the transition provision, the Company has applied the new accounting policy to the classification of liability as current or non-current retrospectively. The application of the amendments in the current year had no material impact on the consolidated financial statements.

Impacts on application of Amendments to IAS 7 and IFRS 7 Supplier Finance Arrangements

The Company has applied the amendments for the first time in the current year. The amendments add a disclosure objective to IAS 7 Statement of Cash Flows stating that an entity is required to disclose information about its supplier finance arrangements that enables users of financial statements to assess the effects of those arrangements on the entity's liabilities and cash flows. In addition, IFRS 7 Financial Instruments: Disclosures was amended to add supplier finance arrangements as an example within the requirements to disclose information about an entity's exposure to concentration of liquidity risk. In accordance with the transition provision, the entity is not required to disclose comparative information for any reporting periods presented before the beginning of the annual reporting period in the first year of application as well as the information required by IAS 7:44 (b)(ii) and (b)(iii) above as at the beginning of the annual reporting period in which the entity first applies those amendments. The application of the amendments in the current year had no material impact on the consolidated financial statements.

2.2 應用國際財務報告準則（「國際財務報告準則」）之修訂本（續）

應用國際會計準則第1號修訂本將負債分類為流動或非流動（「2020年修訂本」）及國際會計準則第1號修訂本附帶契諾的非流動負債（「2022年修訂本」）的影響（續）

根據過渡條文，本集團已對將負債分類為流動或非流動追溯應用新會計政策。於本年度應用該等修訂本對綜合財務報表並無重大影響。

應用國際會計準則第7號及國際財務報告準則第7號之修訂本供應商融資安排的影響

本公司於本年度首次應用該等修訂本。該等修訂本為國際會計準則第7號現金流量表增加一項披露目標，指出實體須披露有關其供應商融資安排之資料，使財務報表使用者可評估該等安排對實體負債及現金流量之影響。此外，國際財務報告準則第7號金融工具：披露已作出修訂，以在有關實體所面對流動資金集中風險之披露資料的規定內加入供應商融資安排作為例子。根據過渡條文，實體毋須披露於首個應用年度之年度報告期間開始前所呈列之任何報告期間之比較資料，以及於實體首次應用該等修訂本之年度報告期間開始時之上文國際會計準則第7:44(b)(ii)及(b)(iii)條所規定之資料。於本年度應用該等修訂本對綜合財務報表並無重大影響。

2.3 NEW AND AMENDMENTS TO IFRS IN ISSUE BUT NOT YET EFFECTIVE

The Company has not early applied the following new and amendments to IFRSs that have been issued but are not yet effective:

Amendments to IFRS 9 and IFRS 7	Amendments to the Classification and Measurement of Financial Instrument ³
Amendments to IFRS 10 and IAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ³
Amendments to IFRS Accounting Standards	Annual Improvements to IFRS Accounting Standards ¹
Amendments to IAS 21	Lack of Exchangeability ²
IFRS 18	Presentation and Disclosure in Financial Statements ⁴

¹ Effective for annual periods beginning on or after a date to be determined.

² Effective for annual periods beginning on or after 1 January 2025.

³ Effective for annual periods beginning on or after 1 January 2026.

⁴ Effective for annual periods beginning on or after 1 January 2027.

The directors of the Company anticipate that the application of all new and amendments to IFRSs will have no material impact on the financial statements in the foreseeable future.

2.3 已頒佈但尚未生效的新訂及國際財務報告準則之修訂本

本公司並未提早應用以下已頒佈但尚未生效之新訂及國際財務報告準則之修訂本：

國際財務報告準則第9號及國際財務報告準則第7號之修訂本	金融工具分類及計量的修訂 ³
國際財務報告準則第10號及國際會計準則第28號之修訂本	於投資者與其聯營公司或合營企業之間出售或注入資產 ³
國際財務報告準則會計準則之修訂本	國際財務報告準則會計準則年度改進 ¹
國際會計準則第21號之修訂本	缺乏可兌換性 ²
國際財務報告準則第18號	財務報表的呈列及披露 ⁴

¹ 於待定期或之後開始的年度期間生效。

² 於2025年1月1日或之後開始的年度期間生效。

³ 於2026年1月1日或之後開始的年度期間生效。

⁴ 於2027年1月1日或之後開始的年度期間生效。

本公司董事預期應用所有新訂及國際財務報告準則之修訂本於可預見未來不會對財務報表造成重大影響。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION

Fair value measurement

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use. The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

2.4 重大會計政策資料

公平值計量

本公司於各報告期末按公平值計量其股本工具。公平值為於計量日期在市場參與者進行之有序交易所出售資產可收取或轉讓負債須支付之價格。公平值計量乃基於假設於資產或負債的主要市場，或倘無主要市場，則於資產或負債最有利的市場進行出售資產或轉讓負債的交易而釐定。主要或最有利市場須為本公司可接觸者。一項資產或負債的公平值乃採用市場參與者於對資產或負債定價時採用的假設，假設市場參與者以其最佳經濟利益行事。

非金融資產的公平值計量計及市場參與者透過以最佳方式盡可能利用該資產或將該資產售予會以最佳方式盡可能利用該資產的另一名市場參與者產生經濟利益的能力。本公司採用適合相關情況的估值技術，對於該等估值技術，具有充分的數據用於計量公平值，盡可能利用相關可觀察輸入數據，並盡可能減少對不可觀察輸入數據的使用。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Fair value measurement (Continued)

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

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

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

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

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

2.4 重大會計政策資料(續)

公平值計量(續)

所有於財務報表內以公平值計量或披露的資產及負債均以對公平值計量整體上重要的最低水平輸入值為基礎按公平值層級分類如下：

第一級－可辨識資產或負債於活躍市場的報價(未經調整)

第二級－根據最低水平輸入值直接或間接為可觀察且對公平值計量屬重大的估值技術

第三級－根據最低水平輸入值為不可觀察且對公平值計量屬重大的估值技術

就按經常發生基準按公平值於財務報表確認的資產及負債而言，本公司於各報告期末通過重新評估類別(根據對公平值計量整體而言屬重大的最低水平輸入值)釐定各等級之間是否發生轉移。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of non-financial assets

Where an indication of impairment exists, or when annual impairment testing for an asset is required (other than financial assets), the asset's recoverable amount is estimated. An asset's recoverable amount is the higher of the asset's or cash-generating unit's value in use and its fair value less costs of disposal, and is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets, in which case the recoverable amount is determined for the cash-generating unit to which the asset belongs.

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

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

2.4 重大會計政策資料(續)

非金融資產減值

倘有跡象顯示出現減值或須就資產(不包括金融資產)進行年度減值測試時,則會估計資產的可收回金額。資產可收回金額按資產或現金產生單位的使用價值及公平值減出售成本(以較高者為準)而計算,並就個別資產而確定,除非有關資產並無產生在頗大程度上獨立於其他資產或資產類別的現金流入,在此情況下,可收回金額將依資產所屬之現金產生單位釐定。

減值虧損僅於資產賬面值超逾可收回金額時確認。於評估使用價值時,估計未來現金流量按可反映現時市場評估的貨幣時間價值及資產特定風險的稅前貼現率貼現至現值。減值虧損於產生期間在損益及其他全面收益表中與已減值資產功能一致的開銷類別內扣除。

於各報告期末須評估有否跡象顯示過往確認的減值虧損不再存在或已減少。如有該跡象存在,則估計可收回金額。過往確認的資產(商譽除外)減值虧損僅會於用以釐定該資產可收回金額的估計改變時撥回,惟撥回後的數額不得高於假設過往年度並無就資產確認減值虧損而應有的賬面值(扣除任何折舊/攤銷)。減值虧損的撥回於產生期間計入損益及其他全面收益表(僅當財務報表中存在重估資產時),除非資產以重估金額列賬,在此情況下,減值虧損的撥回根據該重估資產的相關會計政策入賬。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases

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

Company as a lessee

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

(a) Right-of-use assets

Right-of-use assets are recognised at the commencement date of the lease (that is the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liabilities. The cost of right-of-use assets includes the amount of lease liabilities recognised, initial direct costs incurred, and lease payments made at or before the commencement date less any lease incentives received. Right-of-use assets are depreciated on a straight-line basis over the lease terms.

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

2.4 重大會計政策資料(續)

租賃

本公司於訂立合約時評估合約是否為租賃合約或包含租賃。倘合約授予權利在某一時期內控制已識別資產的使用以換取代價，該合約屬於租賃或包含租賃。

本公司作為承租人

本公司對所有租賃採用單一確認及計量法，惟短期租賃及低價值資產租賃除外。本公司確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

(a) 使用權資產

使用權資產於租賃開始日期(即相關資產可供使用日期)確認。使用權資產按成本減任何累計折舊及任何減值虧損計量，並就任何重新計量租賃負債作出調整。使用權資產成本包括已確認租賃負債款額、已產生初步直接成本及於開始日期或之前作出的租賃付款減任何已收取租賃獎勵。使用權資產於租期內按直線基準折舊。

倘租賃資產所用權於租期結束前轉讓予本公司或成本反映行使購買權，則折舊使用資產的估計可使用年期計算。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

Company as a lessee (Continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Company and payments of penalties for termination of a lease, if the lease term reflects the Company exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs. In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future lease payments resulting from a change in an index or rate) or a change in the assessment of an option to purchase the underlying asset.

2.4 重大會計政策資料(續)

租賃(續)

本公司作為承租人(續)

(b) 租賃負債

租賃負債於租賃開始日期，按租期內已作出的租賃付款現值確認。租賃付款包括定額付款(含實質定額款項)減任何應收租賃獎勵款項、取決於指數或利率的可變租賃付款以及預期根據剩餘價值擔保支付的金額。租賃付款亦包括本公司合理確定行使的購買選擇權的行使價及倘在租期內反映本公司正行使終止租賃選擇權時，有關終止租賃支付的罰款。不取決於指數或利率的可變租賃付款在出現觸發付款的事件或條件的期間內確認為開支。於計算租賃付款的現值時，由於租賃內所含利率不易釐定，本公司應用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映利息的增加，其減少則為租賃付款所致。此外，如有任何修改、租賃條款變動、租賃付款變動(例如，因指數或利率變動導致未來租賃款項變動)或購買相關資產的評估的變動，則重新計量租賃負債的賬面值。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

Company as a lessee (Continued)

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

The Company applies the short-term lease recognition exemption to its short-term leases of office premises (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). It also applies the lease of low-value assets recognition exemption to leases of office equipment that are considered to be low value.

Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis over the lease term.

Investments and other financial assets

Initial recognition and measurement

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

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

2.4 重大會計政策資料 (續)

租賃 (續)

本公司作為承租人 (續)

(c) 短期租賃及低價值資產租賃

本公司將短期租賃確認豁免應用於其辦公室物業的短期租賃(即自租賃開始日期起計租期為十二個月或以下,並且不包含購買選擇權的租賃)。低價值資產租賃確認豁免亦應用於被認為低價值的辦公設備租賃。

短期租賃的租賃付款及低價值資產租賃在租期內按直線法確認為開支。

投資及其他金融資產

初始確認及計量

金融資產於初始確認時分類為其後按攤銷成本計量、按公平值計入其他全面收益(「其他全面收益」)及按公平值透過損益列賬。

金融資產於初始確認時之分類視乎金融資產之合約現金流量特徵及本公司管理該等金融資產之業務模式而定。除不包含重大融資成分或本公司已應用不調整重大融資成分影響之可行權宜方式之貿易應收款項外,本公司初步按公平值加(倘金融資產並非按公平值透過損益列賬)交易成本計量金融資產。不包含重大融資成分或本公司已應用可行權宜方式的貿易應收款項,乃根據下文「收入確認」所載政策,按國際財務報告準則第15號釐定的交易價格計量。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Investments and other financial assets (Continued)

Initial recognition and measurement (Continued)

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

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

All regular way purchases and sales of financial assets are recognised on the trade date, that is, the date that the Company commits to purchase or sell the asset. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the period generally established by regulation or convention in the marketplace.

2.4 重大會計政策資料(續)

投資及其他金融資產(續)

初始確認及計量(續)

倘屬債務工具金融資產須按攤銷成本或按公平值計入其他全面收益分類及計量，該金融資產需要產生純粹為支付本金及未償還本金的利息（「純粹為支付本金及利息」）之現金流量。現金流量並非純粹為支付本金及利息之金融資產分類為按公平值透過損益列賬並按此計量（不論其業務模式如何）。

本公司管理金融資產之業務模式指其管理金融資產以產生現金流量之方法。業務模式釐定現金流量會否產生自收集合約現金流量、出售金融資產或兩者兼而有之。按攤銷成本分類及計量的金融資產以目的是持有金融資產以獲取合約現金流量的業務模式持有，而按公平值透過其他全面收益列賬的金融資產則以目的是收取合約現金流量及出售的業務模式持有。不屬於上述業務模式的金融資產及屬股本工具的金融資產，按公平值透過損益列賬分類及計量。

所有以常規買賣方式之金融資產乃於交易日（即本公司承諾買賣資產的日期）確認。常規買賣方式指須於市場法規或慣例一般設定的期間內交付資產而買賣金融資產的方式。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Investments and other financial assets (Continued)

Subsequent measurement

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

Financial assets at fair value through profit or loss

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

This category includes derivative instruments and equity investments which the Company had not irrevocably elected to classify at fair value through other comprehensive income. Dividends on equity investments classified as financial assets at fair value through profit or loss are also recognised as revenue in the statement of profit or loss and other comprehensive income when the right of payment has been established, it is probable that the economic benefits associated with the dividend will flow to the Company and the amount of the dividend can be measured reliably.

Financial assets at amortised cost (debt instruments)

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

2.4 重大會計政策資料(續)

投資及其他金融資產(續)

其後計量

金融資產的其後計量乃視乎其如下分類而定：

按公平值透過損益列賬之金融資產

按公平值透過損益列賬之金融資產於財務狀況表按公平值列賬，而其公平值變動淨值則於損益及其他全面收益表確認。

該類別包括本公司並無不可撤銷地選擇分類為按公平值計入其他全面收益之衍生工具及股權投資。當付款權已確立，而與股息相關之經濟利益很可能會流入本公司，且股息金額能夠可靠地計量時，分類為按公平值透過損益列賬之金融資產之股權投資股息亦於損益及其他全面收益表確認為收益。

按攤銷成本列賬之金融資產(債務工具)

按攤銷成本列賬之金融資產其後採用實際利率法計量並須進行減值。收益及虧損於有關資產終止確認、修訂或減值時在損益及其他全面收益表中確認。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Derecognition of financial assets

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

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

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

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

2.4 重大會計政策資料(續)

終止確認金融資產

金融資產(或在適用情況下,金融資產的一部份或一組類似金融資產的一部份)主要在下列情況下被終止確認(即從本公司的財務狀況表中刪除):

- 收取該項資產所得現金流量的權利已經屆滿;或
- 本公司已轉讓其收取來自該資產現金流量的權利,或已根據「轉遞」安排承擔在並無重大延誤情況下向第三方全數支付已收取現金流量之責任;及於(a)本公司已轉讓該資產大部份風險及回報,或(b)本公司並無轉讓或保留該資產之大部份風險及回報,惟已轉讓該資產之控制權。

倘本公司已轉讓其自資產收取現金流量之權利(或已訂立轉遞安排),本公司評估其是否已保留該資產所有權的風險及回報以及相關程度。當其並無轉讓或保留大部份風險及回報,亦無轉讓資產的控制權的情況下,本公司繼續確認已轉讓資產,惟以其繼續參與之程度確認。於該情況下,本公司亦確認相關負債。已轉讓資產及相關負債乃按反映本公司保留的權利及義務的基準計量。

以所轉讓資產作擔保的形式存在的繼續參與按該資產的初始賬面值與本公司可能須償還的最高代價兩者間的較低者計量。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets

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

General approach

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

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

2.4 重大會計政策資料(續)

金融資產的減值

本公司確認對並非按公平值透過損益列賬的所有債務工具預期信貸虧損(「預期信貸虧損」)的撥備。預期信貸虧損乃基於根據合約應付的合約現金流量與本公司預期收取的所有現金流量之間的差額，按原有實際利率相近的差額貼現。預期現金流量將包括同為合約條款組成部份的自銷售所持有抵押品所得的現金流量或其他提升信貸物品。

一般方法

預期信貸虧損分兩個階段確認。就自初始確認以來信貸風險並無大幅增加之信貸風險承擔而言，本公司會為未來12個月內可能發生之違約事件所產生之信貸虧損(12個月預期信貸虧損)計提預期信貸虧損撥備。就自初始確認以來信貸風險大幅增加之信貸風險承擔而言，本公司須就預期於風險承擔餘下年期產生之信貸虧損計提虧損撥備，而不論違約之時間(可用年期預期信貸虧損)。

於各報告日期，本公司會評估金融工具之信貸風險自初始確認以來有否大幅增加。於進行評估時，本公司會比較該金融工具於報告日期及於初始確認日期出現之違約風險，並會考慮毋須花費過多成本或精力即可獲得之合理而具理據支持的資料，包括過往及前瞻性資料。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment of financial assets (Continued)

General approach (Continued)

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

Financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs.

Stage 1 – Financial instruments for which credit risk has not increased significantly since initial recognition and for which the loss allowance is measured at an amount equal to 12-month ECLs

Stage 2 – Financial instruments for which credit risk has increased significantly since initial recognition but that are not credit-impaired financial assets and for which the loss allowance is measured at an amount equal to lifetime ECLs

Stage 3 – Financial assets that are credit-impaired at the reporting date (but that are not purchased or originated credit-impaired) and for which the loss allowance is measured at an amount equal to lifetime ECLs

2.4 重大會計政策資料 (續)

金融資產的減值 (續)

一般方法 (續)

本公司認為，倘合約付款逾期90日，則金融資產已違約。然而，於若干情況下，在並無計及本公司所持之任何信貸增強措施前，本公司亦可於內部或外部資料顯示本公司不大可能悉數收取尚未償還合約金額時，將金融資產視為違約。倘無法合理地預期收回合約現金流量，則本公司會撇銷金融資產。

按攤銷成本計量之金融資產須根據一般方法進行減值，並於下列計量預期信貸虧損之階段分類。

第一階段—信貸風險自初始確認以來並無大幅增加，且虧損撥備按等同於12個月預期信貸虧損之金額計量之金融工具

第二階段—信貸風險自初始確認以來大幅增加（惟並非信貸減值金融資產），且虧損撥備按等同於可用年期預期信貸虧損之金額計量之金融工具

第三階段—於報告日期為信貸減值（惟並非購入或產生之信貸減值），且虧損撥備按等同於可用年期預期信貸虧損之金額計量之金融資產

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial liabilities

Initial recognition and measurement

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

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

The Company's financial liabilities include other payables and accruals, amounts due to brokers and lease liability.

Subsequent measurement

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

Financial liabilities at amortised cost (loans and borrowings)

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost, using the effective interest rate method unless the effect of discounting would be immaterial, in which case they are stated at cost. Gains and losses are recognised in the statement of profit or loss and other comprehensive income when the liabilities are derecognised as well as through the effective interest rate amortisation process.

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

2.4 重大會計政策資料(續)

金融負債

初步確認及計量

金融負債於初始確認時按適用情況歸類為按公平值透過損益列賬的金融負債、貸款及借貸、應付款項，或作為指定為有效對沖的對沖工具的衍生工具。

所有金融負債初始按公平值確認，貸款及借貸及應付款項則須扣除直接應佔交易成本。

本公司的金融負債包括其他應付款項及應計費用、應付經紀人款項及租賃負債。

其後計量

金融負債的其後計量乃視乎其如下分類而定：

按攤銷成本列賬之金融負債(貸款及借款)

初始確認後，計息貸款及借款其後採用實際利率法按攤銷成本計量。倘若折現影響屬非重大，按成本列賬。在取消確認負債時及於按實際利率進行攤銷過程中，收益及虧損會在損益及其他全面收益表中確認。

計算攤銷成本時將計及收購時的任何折讓或溢價，以及組成實際利率一部份的費用或成本。實際利率攤銷計入損益表之財務成本。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial liabilities (Continued)

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the statement of financial position if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle the liabilities simultaneously.

Revenue recognition

Dividend income is recognised on the date on which the investments are quoted ex-dividend or, where no ex-dividend rate is quoted, when the shareholders' right to receive payment has been established and it is probable that the economic benefits associated with the dividend can be measured reliably. Dividend income is presented gross of any non-recoverable withholding taxes, which are disclosed separately in the statement of profit or loss and other comprehensive income.

Revenue from sources other than dividends on equity investments classified as financial assets at fair value through profit or loss is described below.

2.4 重大會計政策資料(續)

金融負債(續)

終止確認金融負債

當負債項下的責任被解除或取消或到期，則終止確認金融負債。

倘現有金融負債由同一貸方授予條款迥異的其他負債取代，或現有負債的條款經重大修訂，則該等變更或修訂視作終止確認原有負債並確認新負債。各賬面值的差額於損益表確認入賬。

抵銷金融工具

倘目前存在可執行之法律權力抵銷已確認金額，且計劃以淨額結算、同時變現資產及償付負債，方會抵銷金融資產及金融負債並在財務狀況表內呈報有關淨額。

收入確認

股息收入於投資按除息報價之日或在並無除息率報價情況下、於股東收取款項的權利確立時及與股息相關之經濟利益能夠可靠計量時予以確認。股息收入的呈列未扣除任何不可收回的預扣稅(已於損益及其他全面收益表中單獨披露)。

分類為按公平值透過損益列賬之金融資產且來源於股權投資股息以外的收益載述如下。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue recognition (Continued)

Revenue from other sources

Income from profit guarantee is recognised when the amount is received or receivable.

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

Government grants

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

Share-based payments

The Company operates a share option scheme for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Company's operations. Employees (including directors) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions").

The cost of equity-settled transactions with employees for grants after 7 November 2002 is measured by reference to the fair value at the date at which they are granted. The fair value is determined by an external valuer at the date when the grant is made using a binomial model.

2.4 重大會計政策資料(續)

收入確認(續)

來自其他來源的收入

溢利保證收入於收到或應收款項時確認。

利息收入以實際利率法，運用透過在金融工具的預計使用期或較短期間(如適用)實際貼現估計未來現金收益以計算金融資產賬面淨值的利率累積計算確認。

政府補助

政府補助於有合理保證確定其可收到且滿足一切附屬條件時以公平值確認。若補助與費用項目相關並用於補償已發生的相關成本，在成本支銷期間有系統地確認為收入。

以股份為基礎的付款

本公司設有一項購股權計劃，旨在獎勵及回報合資格參與者對本公司業務成功作出之貢獻。本公司僱員(包括董事)收取以股份為基礎的付款的薪酬，而僱員則據此提供服務作為股本工具之代價(「權益結算交易」)。

於2002年11月7日後所授出與僱員進行之以權益結算交易之成本乃參考授出當日之公平值計算。公平值乃由外部估值師於授出日期採用二項式模型釐定。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Share-based payments (Continued)

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

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

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

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

2.4 重大會計政策資料(續)

以股份為基礎的付款(續)

權益結算交易之成本連同權益之相應升幅會於達到表現及／或服務條件之期間於僱員福利開支內確認。於歸屬日期前各報告期間末就以權益結算交易確認之累計開支，反映已屆滿歸屬期限之程度及本公司對最終將歸屬之權益工具數目之最佳估計。某期間損益表之扣除或計入，指該期間期初及期末已確認累計開支之變動。

釐定獎勵之授出日公平值並不考慮服務及非市場表現條件，惟能達成條件之可能性則被評定為將最終歸屬為本公司權益工具數目之最佳估計之一部份。市場表現條件將反映在授出日之公平值。附帶於獎勵中但並無相關聯服務要求之其他任何條件皆視為非歸屬條件。反映非歸屬條件之獎勵公平值若當中不包含服務及／或表現條件乃即時予以支銷。

因未能達至非市場表現及／或服務條件，而導致最終並無歸屬之獎勵並不會確認支銷，倘獎勵包括一項市場或非歸屬條件，無論市場或非歸屬條件是否達成，該等交易均會被視為已歸屬，前提是所有其他表現及／或服務條件已獲達成。

當以權益結算的報酬之條款修改時，倘符合有關報酬之原有條款，最低開支按條款並無修改來確認。此外，就增加以股份為基礎付款的付款公平值總值或對僱員有利之修改而言，按修改日期之計算確認開支。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Share-based payments (Continued)

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

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

Related parties

A person or a close member of that person's family is related to the Company if that person:

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

2.4 重大會計政策資料(續)

以股份為基礎的付款(續)

當以權益結算的報酬註銷時，會視作已於註銷當日處理，而該報酬尚未確認之任何開支會即時確認。此包括任何未能符合本公司或僱員控制範圍內非歸屬條件之報酬。然而，倘有一項新報酬替代註銷之報酬，並指定為授出當日之替代報酬，則該項註銷及新報酬會如上段所述被視為原有報酬之修改般處理。

計算每股攤薄盈利時，尚未行使購股權之攤薄影響反映為額外股份攤薄。

關連方

在下列情況下，個人或該人士之關係密切的家庭成員與本公司有關連：

- (a) 有關方為一名人士或該人士之關係密切家庭成員，而該人士：
 - (i) 控制或共同控制本公司；
 - (ii) 對本公司有重大影響；或
 - (iii) 為本公司或本公司母公司的主要管理人員的其中一名成員；

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Related parties (Continued)

- (b) the entity is related to the Company if any of the following conditions applies:
- (i) the entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others;
 - (ii) one entity is an associate or joint venture of the other entity (or of an associate or joint venture of a member of a group of which the other entity is a member);
 - (iii) the entity and the Company are joint ventures of the same third party;
 - (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
 - (v) the entity is a post-employment benefit plan for the benefit of employees of either the Company or an entity related to the Company;
 - (vi) the entity is controlled or jointly controlled by a person identified in (a);
 - (vii) a person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to the parent of the Company.

2.4 重大會計政策資料 (續)

關連方 (續)

- (b) 倘以下任何情況適用，則某實體與本公司有關連：
- (i) 該實體與本公司屬同一集團的成員公司（這意味著該兩家實體的母公司、附屬公司和同系附屬公司均相互有關連）；
 - (ii) 一個實體為另一實體的聯營公司或合營企業（或為另一實體所屬集團的成員公司的聯營企業或合營企業）；
 - (iii) 該實體及本公司均為同一第三方的合營企業；
 - (iv) 一個實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司；
 - (v) 該實體為本公司或一家與本公司有關連的實體就僱員的福利而設的離職福利計劃；
 - (vi) 該實體受(a)所識別人士控制或受其共同控制；
 - (vii) 於(a)(i)所識別人士對該實體有重大影響或屬該實體（或該實體母公司）主要管理人員的其中一名成員；及
 - (viii) 該實體或其所屬集團的任何成員公司向本公司或本公司母公司提供主要管理人員服務。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Related parties (Continued)

Close members of the family of a person are those family members who may be expected to influence, or be influenced by, that person in their dealings with the entity.

Share capital

The Company's ordinary shares are classified as equity as the Company has full discretion on repurchasing the shares and on dividend distributions.

Issuance and acquisition of ordinary shares are accounted for as equity transactions.

Upon issuance of shares, the consideration received is included in equity.

Transaction costs incurred by the Company in issuing or acquiring its own equity instruments are accounted for as a deduction from equity to the extent that they are incremental costs directly attributable to the equity transaction that otherwise would have been avoided.

Own equity instruments which are acquired are deducted from equity and accounted for at amounts equal to the consideration paid, including any directly attributable incremental costs.

No gain or loss is recognised in the statement of comprehensive income on the purchase, sale, issuance or cancellation of the Company's own equity instruments.

2.4 重大會計政策資料(續)

關連方(續)

該人士關係密切的家庭成員是指其在和實體進行交易時，預期可能影響該人士或者被該人士影響的家庭成員。

股本

由於本公司可全權酌情購回股份及進行股息分派，本公司的普通股被分類為權益。

發行及收購普通股按權益交易列賬。

發行股份後，收取的代價計入權益。

本公司於發行或收購本身權益工具時產生的交易成本按權益扣減列賬，並以本來可避免的權益交易直接應佔新增成本為限。

收購的本身權益工具可從權益中扣除，並按相等於已付代價(包括任何直接應佔新增成本)的金額列賬。

購買、出售、發行或註銷本公司本身權益工具概不會於全面收益表確認損益。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Dividend distributions

Dividend distributions are at the discretion of the Company. A dividend distribution to the Company's shareholders is accounted for as a deduction from retained earnings. An interim dividend is recognised directly as a liability in the period in which it is irrevocably declared by the Board of Directors. A final dividend is recognised as a liability in the period in which it is approved by the annual general meeting of shareholders.

Cash and cash equivalents

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

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

Provisions

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

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

2.4 重大會計政策資料(續)

股息分派

本公司酌情決定股息的分派。本公司股東的股息分派入賬方法乃於保留盈利中扣除。中期股息於董事會不可撤銷地宣派期間直接確認為負債。末期股息於獲股東週年大會股東批准之期間確認為負債。

現金及現金等值

就現金流量表而言，現金及現金等值包括手頭現金及活期存款以及可隨時轉換為既定金額現金、所承受的價值變動風險較小，且可在一個較短的期限內（一般為三個月內）取得之短期高流動性投資，減去須按要求償還之銀行透支，並構成本公司現金管理之一部份。

就財務狀況表而言，現金及現金等值由銀行現金構成，當中包括使用不受限制的定期存款及與現金性質類似的資產。

撥備

當由於過往事件導致現時須承擔（法律或推定）責任，而未來可能須流失資源以履行責任，且能可靠估計責任的數額，則會確認為撥備。

如折現影響重大，則所確認的撥備數額是預計履行責任所需的未來開支在報告期末的現值。隨時間過去而增加的已折現現值，計入損益及其他全面收益表的財務成本內。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Income tax

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

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

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

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

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

2.4 重大會計政策資料(續)

所得稅

所得稅包括即期及遞延稅項。於損益以外確認的項目，其相關的所得稅確認於損益外，於其他全面收益或直接於權益確認。

即期稅項資產及負債乃按預期可自稅務機關收回或須支付予稅務機關的金額計量，此乃基於於本報告期末已頒佈或實際已頒佈稅率（及稅法），並計及本公司經營所在國家現行詮釋及慣例。

遞延稅項乃採用負債法就報告期末時資產及負債的稅基與兩者用作財務申報賬面值之間的所有暫時性差額作出撥備。

遞延稅項負債就所有應課稅暫時性差額予以確認，但下列情況除外：

- 因業務合併以外的交易（交易當時並無因而影響會計溢利或應課稅損益者）而初始確認商譽或資產或負債所產生的遞延稅項負債；及
- 就附屬公司、聯營公司及合營企業的投資相關的應課稅暫時性差額，如暫時性差額的撥回時間可予控制，且暫時差額不大可能在可預見將來撥回。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Income tax (Continued)

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

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

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

2.4 重大會計政策資料(續)

所得稅(續)

所有可扣減暫時差額，及結轉未動用稅項抵免及任何未動用稅項虧損均確認為遞延稅項資產。確認遞延稅項資產以可用作抵銷可扣減暫時差額，及結轉未動用稅項抵免及未動用稅項虧損之應課稅溢利為限，但下列情況除外：

- 遞延稅項資產涉及因業務合併以外的交易，交易當時並無因而影響會計溢利或應課稅損益者而初始確認資產或負債所產生的可扣稅暫時性差額；及
- 就附屬公司、聯營公司及合營企業的投資相關的可扣稅暫時性差額，僅於暫時性差額可能在可預見將來撥回及應課稅溢利可用以抵銷可動用暫時性差額的情況下，才能確認遞延稅項資產。

在各報告期末會審核遞延稅項資產的賬面值，如不再可能取得足夠應課稅溢利以運用全部或部分遞延稅項資產，則會作出相應調減。未確認的遞延稅項資產，則會在各報告期末重新評估，並於有可能取得足夠應課稅溢利以收回全部或部分遞延稅項資產時確認。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Income tax (Continued)

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

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

The Company is exempted from all forms of taxation in Cayman Islands, including income, capital gains and withholding taxes. However, in some jurisdictions, investment income and capital gains are subject to withholding tax deducted at the source of the income. Withholding tax is a generic term used for the amount of withholding tax deducted at the source of the income. The Company presents the withholding tax separately from the gross investment income in profit or loss.

Functional and presentation currency

The Company's functional and presentation currency is the Hong Kong dollar, which is the currency of the primary economic environment in which it operates. The Company's performance is evaluated and its liquidity is managed in Hong Kong dollars. Therefore, the Hong Kong dollar is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

2.4 重大會計政策資料(續)

所得稅(續)

遞延稅項資產及負債是根據預期在變現資產或清償負債期間適用的稅率計算，而該稅率乃基於報告期末正式實施或實質實施的稅率(及税法)釐定。

當及僅當本公司擁有可依法強制執行的權利將即期稅項資產及即期稅項負債抵銷，而遞延稅項資產及遞延稅項負債乃與同一稅務機關對同一應課稅實體或於各未來期間預期有大額遞延稅項負債或資產需要清償或收回時，擬按淨額基準結算即期稅項負債及資產或同時變現資產及清償負債之不同應課稅實體徵收之所得稅有關，則遞延稅項資產及遞延稅項負債可予抵銷。

本公司於開曼群島獲豁免繳納各類稅項，包括所得稅、資本收益稅及預扣稅。然而，於若干司法管轄區，投資收入及資本收益須繳納在收入來源地扣除的預扣稅。預扣稅為收入來源地扣除預扣稅金額所用的總稱。本公司在損益中將預扣稅與投資收入總額單獨呈列預扣稅。

功能及呈列貨幣

本公司的功能及呈列貨幣為港元，港元是本公司經營所在主要經濟環境的貨幣。本公司的表現以港元評估，而流動資金亦以港元管理。因此，港元被認為是最能夠代表相關交易、事件及條件之經濟效果之貨幣。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Foreign currencies translations

Foreign currency transactions during the Year are translated at the rates of exchange prevailing on the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency rate of exchange ruling at the end of the reporting date. Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

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

Foreign currency transactions gains and losses on financial instruments classified as at fair value through profit or loss are included in profit or loss in the statement of comprehensive income as part of the "Net change in fair value of financial assets and liabilities at fair value through profit or loss". Foreign exchange differences on other financial instruments are included in profit or loss in the statement of comprehensive income as "Foreign exchange gains/loss, net".

2.4 重大會計政策資料(續)

外幣交易

本年度內的外幣交易按交易日的匯率換算。以外幣計值的貨幣資產與負債按報告日期末適用的功能貨幣匯率換算。結算或換算貨幣項目而產生之差額於損益表內確認。

根據外幣歷史成本計算的非貨幣項目按首次交易日的匯率換算。根據外幣公平值計算的非貨幣項目按計量公平值當日的匯率換算。換算按公平值計量的非貨幣項目而產生的收益或虧損，按確認該項目的公平值變動的收益或虧損一致的方法處理（即倘該項目的公平值收益或虧損已於其他全面收益或損益內確認，則產生的換算差額亦分別於其他全面收益或損益確認）。

按公平值透過損益列賬之金融工具之外幣換算收益及虧損須計入全面收益表之損益內，列作「按公平值透過損益列賬之金融資產及負債之公平值變動淨值」之一部份。其他金融工具之外匯差額則計入全面收益表之損益內，列作「外匯收益／虧損，淨額」。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

LSP implications

The Group operates in Hong Kong and may be are obliged to pay LSP to employees under certain circumstances. Meanwhile, the Group makes mandatory and voluntary MPF contributions to the trustee who administers the assets held in a trust solely for the retirement benefits of each individual employee. Offsetting of LSP against an employee's accrued retirement benefits derived from employers' MPF contributions was allowed under the Employment Ordinance (Cap.57). In June 2023, the Government of the HKSAR gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2023 (the "Amendment Ordinance") which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset severance payment and LSP (the "Abolition"). The Abolition will officially take effect on 1 May 2025 (the "Transition Date"). In addition, under the Amendment Ordinance, the last month's salary immediately preceding the Transition Date (instead of the date of termination of employment) is used to calculate the portion of LSP in respect of the employment period before the Transition Date.

In July 2024, the HKICPA published "Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong" which provides guidance for the accounting for the offsetting mechanism and the impact arising from abolition of the MPF-LSP offsetting mechanism in Hong Kong. In light of this, the Group has implemented the guidance published by the HKICPA in connection with the LSP obligation retrospectively so as to provide more reliable and more relevant information about the effects of the offsetting mechanism and the abolition.

2.4 重大會計政策資料(續)

長服金的含義

本集團於香港營運，且根據特定情況或有義務向員工支付長服金。與此同時，本集團向受託人作出強制性及自願性強積金供款，該受託人管理專為每名個別員工退休權益而設的信託資產。僱主可根據僱傭條例(第57章)使用強制性供款所產生的僱員累算退休權益來對沖長服金。於2023年6月，香港特區政府就《2023年僱傭及退休計劃法案(抵銷安排)(修訂)條例》(「修訂條例」)刊憲，取消僱主使用強制性強積金供款所產生的累算權益來對沖遣散費和長服金的做法(「該取消」)。該取消將於2025年5月1日正式生效(「過渡日期」)。此外，根據修訂條例，用於計算過渡日期前受僱期間長服金部分為緊接過渡日期(而非解僱日期)前的最後一個月的月薪。

於2024年7月，香港會計師公會發佈《香港取消強積金與長服金對沖機制的會計影響》，為對沖機制的會計處理和香港取消強積金與長服金對沖機制所產生的影響提供指引。有鑑於此，本集團已追溯實施香港會計師公會就長服金義務發佈的指引，以就對沖機制及該取消提供更可靠及更多相關資料。

2.4 MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Other employee benefits

Pension scheme

The Company operates a defined contribution Mandatory Provident Fund retirement benefit scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance for all of its employees. Contributions are made based on a percentage of the employees’ basic salaries and are charged to the statement of profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Company in an independently administered fund. The Company’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

2.4 重大會計政策資料(續)

其他僱員福利

退休福利計劃

本公司根據強制性公積金計劃條例為其全體僱員設立一項定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款乃以僱員之基本薪金百分比作出，並根據強積金計劃之規則於應付時自損益表扣除。強積金計劃之資產與本公司之資產分開持有，乃存放於獨立管理之基金內。本公司之僱主供款於向強積金計劃供款時悉數撥歸僱員所有。

3. 重大會計判斷及估計

編製本公司的財務報表時，管理層須作出判斷、估計及假設，而該等判斷、估計及假設會影響收入、開支、資產及負債的呈報金額及其相關披露以及或然負債的披露。有關此等假設及估計的不確定性可能導致日後需要對受影響的資產或負債作出重大的賬面值調整。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Judgements

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

Going concern

The Company's management has made an assessment of the Company's ability to continue as a going concern and is satisfied that the Company has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Company's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on the going concern basis.

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising beyond the control of the Company. These changes are reflected in the assumptions when they occur.

3. 重大會計判斷及估計 (續)

判斷

於應用本公司的會計政策過程中，管理層已作出以下對於財務報表確認金額造成最主要影響之判斷，惟該等涉及估計之判斷則除外：

持續經營

本公司管理層已對本公司持續經營能力作出評估，並認為本公司於可見未來有足夠資源繼續經營其業務。此外，管理層並不知悉任何重大不明朗因素可能對本公司持續經營能力產生重大疑惑。因此，財務報表繼續根據持續經營基準而編製。

估計及假設

於報告日期，有關未來的主要假設及其他主要估計不明朗因素涉及重大風險，可導致資產與負債賬面值於下一財政年度須作出重大調整，有關假設及估計不明朗因素於下文描述。當編製財務報表時，本公司根據可獲得的參數作出假設及估計。然而，現有情況及對未來發展的假設或會因本公司控制能力外產生的市場變動或情況而改變。該等變動會在發生時於假設內有所反映。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Taxes

Uncertainties exist with respect to the interpretation of complex tax regulations and changes in tax laws on foreign withholding tax. Given the wide range of international investments, differences arising between the actual investment income and the assumptions made, or future changes to such assumptions, could necessitate future adjustments to tax expense already recorded. The Company establishes provisions, based on reasonable estimates, for possible consequences of audits by the tax authorities of the respective jurisdiction in which it invests. The amounts of these provisions are based on various factors, such as experience of previous tax audits and differing interpretations of tax regulations by the taxable entity and the responsible tax authority. Such differences of interpretation may arise on a wide variety of issues depending on the conditions prevailing in the respective domicile of investments.

Fair value of financial instruments

When the fair value of financial assets recorded in the statement of financial position cannot be derived from active markets, their fair value is determined using a variety of valuation techniques that include the use of mathematical models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. The estimates include considerations of liquidity and model inputs such as the share price of the underlying investment, correlation, volatility and transactions of shares. Changes in assumptions about these factors could affect the reported fair value of financial instruments in the statement of financial position and the level where the instruments are disclosed in the fair value hierarchy.

3. 重大會計判斷及估計 (續)

稅項

對複雜稅務法規的詮釋和有關外國預扣稅稅法的變動存在不確定性。鑒於廣泛的國際投資，實際的投資收入與所作假設之間產生的差異，或該假設的未來變化可能需要對已確認的稅務費用作日後調整。本公司基於合理估計，對其各項投資所在司法管轄區稅務機關審計的可能結果提取撥備。該等撥備的金額基於各種因素，如前期稅務審計經驗，以及應課稅主體和相關稅務機關對稅務法規的不同詮釋。視各項投資所在地當時情況，多種事項均可能造成該種詮釋的差異。

金融工具之公平值

如財務狀況表中記錄的金融資產的公平值不能從活躍市場中取得，則彼等的公平值由使用包括數學模型在內的多種估計技巧釐定。輸入該等模型之數據於可能情況下取自可觀察市場，但如此舉並不可行，於釐定公平值時需作出估計。有關估計包括流動資金及模型數字等因素，如相關投資的股價、關聯度、波動性及股份交易。有關這些因素的假設發生變化，可能影響財務狀況表內呈報的金融工具的公平值以及工具在公平值層級中披露的層級。

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (Continued)

Fair value of financial instruments (Continued)

The suspended equity investments, unlisted equity investments, promissory notes and unlisted bond have been valued based on a market-based valuation technique as detailed in Note 26 to the financial statements. The valuation requires the Company to determine the comparable public companies (peers) and select the price multiple. In addition, the Company makes estimates about the discount for illiquidity and size differences. The Company classifies the fair value of these investments as Level 3.

IFRS 13 requires disclosures relating to fair value measurements using a three-tier fair value hierarchy that reflects the significance of the inputs used in measuring fair values. The level in the fair value hierarchy within which the fair value measurement is categorised in its entirety is determined on the basis of the lowest level input that is significant to the fair value measurement in its entirety. For this purpose, the significance of an input is assessed against the fair value measurement in its entirety. If a fair value measurement uses observable inputs that require significant adjustments based on unobservable inputs, then that measurement is a Level 3 measurement. Assessing the significance of a particular input to the fair value measurement in its entirety requires judgement, considering factors specific to the asset or liability. To assess the significance of a particular input to the entire measurement, the Company performs a sensitivity analysis.

3. 重大會計判斷及估計(續)

金融工具之公平值(續)

停牌股權投資、非上市股權投資、承兌票據及非上市債券乃基於市場的估值技術進行評估，詳情載列於財務報表附註26。該等估值要求本公司確定處同行業之可比上市公司並選擇對應價格乘數。此外，本公司需對非流動性和規模差異進行估計。本公司將該等投資的公平值歸類為第三層級。

國際財務報告準則第13號要求使用三個層級的公平值層級(反映計量公平值所用輸入數據的重要性)披露公平值計量。公平值計量在公平值層級中的分類乃基於對公平值計量整體而言相當重大的最低等級輸入數據而釐定。為此，有關輸入數據之重要性乃根據整體公平值計量估定。如公平值計量所需的觀察輸入數據需要重大調整，而重大調整乃基於非可觀察輸入數據，則該計量列入第三層級。估定某一輸入數據對公平值計量整體而言之重要性需要判斷，並考慮資產或負債之獨有因素。為估定某一特定輸入數據對整個計量的重要性，本公司進行敏感度分析。

4. OPERATING SEGMENT INFORMATION

For management purposes, the Company is organised into business units based on the categories of investments. During the years ended 31 December 2024 and 2023, the Company has two reportable and operating segments as follows:

Listed securities – Investments in equity securities listed on relevant stock exchange.

Unlisted securities – Investments in open-ended fund, limited partnership fund, private equity securities.

The geographical analysis of Company's turnover and segment results by geographical areas for the years ended 31 December 2024 and 2023 is not presented as significant transactions of the Company are mainly based in Hong Kong.

4. 經營分部資料

就管理而言，本公司根據投資類別劃分業務單位。於截至2024年及2023年12月31日止年度，本公司擁有以下兩個可呈報經營分部：

上市證券—投資於在相關證券交易所上市的權益證券。

非上市證券—投資於開放式基金、有限合伙基金、私募股權證券。

由於本公司的重大交易主要在香港進行，因此本公司並未就截至2024年及2023年12月31日止年度呈列收益及分部業績的地理區域分析。

Notes to Financial Statements

財務報表附註

4. OPERATING SEGMENT INFORMATION (Continued)

The following is an analysis of the Company's results by operating segments:

4. 經營分部資料(續)

以下為按經營分部劃分對本公司業績所作之分析：

		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Total 總計 HK\$ 港元
For the year ended 31 December 2024	截至2024年12月31日止年度			
Segment revenue	分部收入	–	704,411	704,411
Segment results	分部業績	(1,605,360)	(12,731,998)	(14,337,358)
Bank interest income	銀行利息收入			55,509
Unallocated expenses	未分配開支			(14,696,682)
Loss before tax	除稅前虧損			(28,978,531)
		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Total 總計 HK\$ 港元
For the year ended 31 December 2023	截至2023年12月31日止年度			
Segment revenue	分部收入	–	100,000	100,000
Segment results	分部業績	(3,193,837)	(31,934,209)	(35,128,046)
Bank interest income	銀行利息收入			26,339
Unallocated expenses	未分配開支			(17,335,136)
Loss before tax	除稅前虧損			(52,436,843)

4. OPERATING SEGMENT INFORMATION (Continued)

For the years ended 31 December 2024 and 2023, the operating segments derived revenue from dividend income, interest income and income from profit guarantee earned from the investments held by the segments. Segment results represented the net gains or losses on changes in fair values of listed equity securities, private equity securities, open-ended fund and, limited partnership fund classified as financial assets at fair value through profit or loss and the corresponding interest income, dividend income as well as income from profit guarantee earned by each segment without the allocation of administrative expenses, finance costs, interest income from bank deposits and the Investment Manager's fees.

As management considers the Company's nature of business to be investment trading and there are no major customers, accordingly no information regarding revenue derived from major customers is presented.

4. 經營分部資料(續)

截至2024年及2023年12月31日止年度，經營分部的收入來自分部所持投資賺取的股息收入、利息收入及溢利保證收入。分部業績指分類為按公平值透過損益列賬之金融資產之上市權益證券、私募股權證券、開放式基金及有限合夥基金公平值變動收益或虧損淨額及相應利息收入、股息收入及各分部賺取之溢利保證收入，而不計及行政開支、財務成本、銀行存款利息收入以及投資管理人費用分配。

由於管理層認為本公司的業務性質為投資貿易且並無主要客戶，故概無呈列有關來自主要客戶的收入之資料。

		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Total 總計 HK\$ 港元
As at 31 December 2024	於2024年12月31日			
Segment assets:	分部資產：			
Financial assets at fair value through profit or loss	按公平值透過損益列賬之 金融資產	3,190	42,956,863	42,960,053
Unallocated assets	未分配資產			22,156,932
Total assets	資產總值			65,116,985
Liabilities:	負債：			
Unallocated liabilities	未分配負債			4,257,563
Total liabilities	負債總值			4,257,563

4. OPERATING SEGMENT INFORMATION (Continued)

4. 經營分部資料(續)

		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Total 總計 HK\$ 港元
As at 31 December 2023	於2023年12月31日			
Segment assets:	分部資產：			
Financial assets at fair value through profit or loss	按公平值透過損益列賬之 金融資產	3,768,200	62,572,264	66,340,464
Unallocated assets	未分配資產			28,902,745
Total assets	資產總值			95,243,209
Liabilities:	負債：			
Unallocated liabilities	未分配負債			5,405,256
Total liabilities	負債總值			5,405,256

For the purpose of monitoring segment performance and allocating resources between segments, all financial assets at fair value through profit or loss are allocated to reportable segments. All other assets of the Company, including right-of-use assets, deposits, prepayments and other receivables, amounts due from brokers and cash and cash equivalents, and all liabilities are not allocated to the operating segments.

就監控分部表現及於分部間配置資源而言，所有按公平值透過損益列賬之金融資產均分配至可呈報分部。本公司的所有其他資產（包括使用權資產、按金、預付款項及其他應收款項、應收經紀人款項以及現金及現金等值）及所有負債並無分配至經營分部。

5. REVENUE

An analysis of revenue is as follows:

		2024 2024 年 HK\$ 港元	2023 2023 年 HK\$ 港元
Bank interest income	銀行利息收入	55,509	26,339
Income from profit guarantee (Note)	溢利保證收入(附註)	704,411	100,000
		759,920	126,339

Note: Income from profit guarantee relates to amounts received and receivable in respect of private equity investments in Hong Kong under the profit guarantee terms set out in the relevant agreements.

收入分析如下：

附註：溢利保證收入涉及根據相關協議所載的溢利保證條款就香港私募股權投資收取及應收的款項。

6. NET LOSS ON FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Total 總計 HK\$ 港元
For the year ended 31 December 2024	截至2024年12月31日止年度			
Net realised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產已變現虧損淨額	(1,067,200)	(2,473,993)	(3,541,193)
Net unrealised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產未變現虧損淨額	(538,160)	(13,436,409)	(13,974,569)
Total of net realised and unrealised loss included in profit or loss	計入損益的已變現及未變現淨虧損總額	(1,605,360)	(15,910,402)	(17,515,762)

6. NET LOSS ON FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

6. 按公平值透過損益列賬之金融資產虧損淨額(續)

		Listed securities 上市證券 HK\$ 港元	Unlisted securities 非上市證券 HK\$ 港元	Total 總計 HK\$ 港元
For the year ended 31 December 2023	截至2023年12月31日止年度			
Net realised loss on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產已變現虧損淨額	(12,420,587)	(46,703,164)	(59,123,751)
Net unrealised gain on financial assets at fair value through profit or loss	按公平值透過損益列賬之金融資產未變現收益淨額	9,226,750	14,531,816	23,758,566
Total of net realised and unrealised loss included in profit or loss	計入損益的已變現及未變現淨虧損總額	(3,193,837)	(32,171,348)	(35,365,185)

The listed shares and unlisted investments are all classified as financial assets at fair value through profit or loss.

上市股份及非上市投資均分類為按公平值透過損益列賬之金融資產。

Realised loss on disposals of financial assets at fair value through profit or loss amounted to HK\$3,541,193 (2023: realised loss of HK\$59,123,751), representing the difference between the financial assets' initial carrying amount upon initial recognition (usually their costs) and disposal consideration amount. Unrealised loss amounted to HK\$13,974,569 (2023: unrealised gain of HK\$23,758,566), comprising change in fair value of financial assets at fair value through profit or loss for the Year and from reversal of the prior years' unrealised gains and losses for financial instruments which were realised in the reporting period.

出售按公平值透過損益列賬之金融資產的已變現虧損為3,541,193港元(2023年:已變現虧損59,123,751港元),為該金融資產於初始確認時的初始賬面值(通常為成本)與出售代價金額之間的差額。未變現虧損為13,974,569港元(2023年:未變現收益23,758,566港元),包括本年度按公平值透過損益列賬之金融資產的公平值變動以及撥回於報告期間已變現過往年度金融工具未變現收益及虧損。

7. LOSS BEFORE TAX

The Company's loss before tax is arrived at after charging:

7. 除稅前虧損

本公司之除稅前虧損經扣除以下各項後達致：

		2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
(a) Finance costs	(a) 財務成本		
Interest on other borrowings	其他借貸利息	30,273	1,944
Interest on promissory note	承兌票據利息	55,000	—
Interest on lease liabilities	租賃負債利息	71,680	180,296
		156,953	182,240
(b) Other operating expenses	(b) 其他經營開支		
Staff cost (excluding directors' remuneration)	員工成本(不包括董事酬金)	2,738,910	4,132,184
Investment management fee	投資管理費	454,839	600,000
Auditor's remuneration	核數師酬金		
– audit services	— 審計服務	450,000	570,000
– other services	— 其他服務	50,000	—
Minimum operating lease payments in respect of properties	有關物業之最低經營租賃付款	25,010	80,916
Consultancy fees	顧問費	40,000	100,000
Legal and professional fees	法律及專業人士費用	1,445,008	2,813,134
Commission and other charges	佣金及其他費用	17,318	97,467
Depreciation of right-of-use assets	使用權資產折舊	1,237,700	1,462,791

8. DIRECTORS' REMUNERATION

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

		2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
Fees	袍金	2,224,000	2,127,113
Bonus	紅利	—	—
Contributions to pension schemes	向退休金計劃供款	—	—
		2,224,000	2,127,113

8. 董事酬金

根據上市規則、香港公司條例第383(1)(a)、(b)、(c)及(f)條及公司（披露董事利益資料）規例第2部予以披露之本年度董事酬金如下：

8. DIRECTORS' REMUNERATION (Continued)

The remuneration of each director for the year ended 31 December 2024 as follows:

8. 董事酬金(續)

截至2024年12月31日止年度各董事的酬金如下：

Name of Directors		Fees	Contributions to pension schemes	Total
董事姓名		袍金	退休金計劃供款	總計
		HK\$	HK\$	HK\$
		港元	港元	港元
Executive Directors				
Mr. Chan Cheong Yee				
		528,000	–	528,000
		528,000	–	528,000
Non-executive Directors				
Mr. Huang Bin				
(Resigned on 17 September 2024)		256,000	–	256,000
Mr. Choi Chit Sze Jackson				
(Resigned on 16 October 2024)		189,677	–	189,677
Mr. Chen Shengjie				
(Appointed on 16 October 2024)		50,323	–	50,323
Mr. Choi Koon Ming		240,000	–	240,000
Ms. Xiao Ruimei		240,000	–	240,000
		976,000	–	976,000
Independent non-executive Directors				
Mr. Tong Yun Lung		240,000	–	240,000
Mr. Sze Tak Chi		240,000	–	240,000
Mr. Sui Fuxiang		240,000	–	240,000
		720,000	–	720,000

Notes to Financial Statements

財務報表附註

8. DIRECTORS' REMUNERATION (Continued)

The remuneration of each director for the year ended 31 December 2023 as follows:

8. 董事酬金(續)

截至2023年12月31日止年度各董事的酬金如下：

Name of Directors		Fees	Contributions to pension schemes 退休金 計劃供款	Total
董事姓名		袍金 HK\$ 港元	HK\$ 港元	總計 HK\$ 港元
Executive Directors				
執行董事				
Mr. Gu Xu (Resigned on 15 June 2023)	顧旭先生 (於2023年6月15日辭任)	164,000	—	164,000
Mr. Chan Cheong Yee	陳昌義先生	528,000	—	528,000
		<u>692,000</u>	<u>—</u>	<u>692,000</u>
Non-executive Directors				
非執行董事				
Mr. Huang Bin	黃斌先生	299,250	—	299,250
Mr. Choi Chit Sze Jackson	蔡捷思先生	178,500	—	178,500
Mr. Choi Koon Ming	蔡冠明先生	178,500	—	178,500
Wang Dingben (Resigned on 8 December 2023)	王丁本先生 (於2023年12月8日辭任)	—	—	—
Mr. Chow Yeung Tuen Richard (Resigned on 3 January 2023)	鄒揚敦先生 (於2023年1月3日辭任)	629	—	629
Ms. Xiao Ruimei	肖瑞美女士	178,500	—	178,500
		<u>835,379</u>	<u>—</u>	<u>835,379</u>
Independent non-executive Directors				
獨立非執行董事				
Mr. Chong Ching Hoi (Resigned on 15 June 2023)	莊清凱先生 (於2023年6月15日辭任)	53,300	—	53,300
Mr. Leung Wai Lim (Resigned on 15 June 2023)	梁唯廉先生 (於2023年6月15日辭任)	53,300	—	53,300
Mr. Sun Boquan (Resigned on 15 June 2023)	孫伯全先生 (於2023年6月15日辭任)	53,300	—	53,300
Mr. Tong Yun Lung	唐潤農先生	178,500	—	178,500
Mr. Sze Tak Chi (Appointed on 15 June 2023)	施德誌先生 (於2023年6月15日獲委任)	130,667	—	130,667
Mr. Sui Fuxiang (Appointed on 15 June 2023)	隋福祥先生 (於2023年6月15日獲委任)	130,667	—	130,667
		<u>599,734</u>	<u>—</u>	<u>599,734</u>

8. DIRECTORS' REMUNERATION (Continued)

Fees paid to or for the executive directors are generally emoluments in respect of those persons' other services in connection with the management of the affairs of the Company. The non-executive and independent non-executive directors' emoluments shown above were mainly for other services as directors of the Company.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the Year.

9. EMPLOYEE BENEFIT EXPENSES (EXCLUDING DIRECTORS' REMUNERATION)

Salaries, wages and allowances	薪金、工資及津貼
Bonus	花紅
Retirement benefit expenses	退休福利開支
– Defined contribution plan	– 定額供款計劃

The Company operates a defined contribution scheme in Hong Kong which complies with the requirements under the Mandatory Provident Fund ("MPF") Schemes Ordinance. Contributions to the MPF scheme follow the MPF Schemes Ordinance.

Under the MPF scheme, each of the Company (the employer) and its Hong Kong employees makes monthly contributions to the scheme at 5% of the employees' relevant income, as defined in the MPF Schemes Ordinance. Both the Company and its employees' monthly contributions are subject to a cap of HK\$1,500 and contributions beyond these amounts are voluntary. The contributions are fully and immediately vested upon payment.

As at 31 December 2024, there were no forfeited contributions (2023: Nil).

8. 董事酬金 (續)

向執行董事支付的袍金一般為與該等人士管理本公司事務有關的其他服務的酬金。上文所示非執行董事及獨立非執行董事的酬金主要涉及彼等作為本公司董事而提供的其他服務。

年內概無董事或最高行政人員放棄或同意放棄任何酬金的安排。

9. 僱員福利開支 (不包括董事酬金)

2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
2,480,006	3,869,312
150,061	150,061
103,643	112,811
2,733,710	4,132,184

本公司根據強制性公積金(「強積金」)計劃條例的規定，在香港設有定額供款計劃。強積金計劃供款根據強積金計劃條例執行。

根據強積金計劃，本公司(僱主)及其香港僱員各自須每月按僱員相關收入(定義見強積金計劃條例)5%向該計劃作出供款。本公司及其僱員每月供款以1,500港元為最高上限，超出有關金額的供款則屬自願性質。供款即時悉數歸屬於僱員。

於2024年12月31日，概無供款被沒收(2023年：無)。

10. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees during the Year included two directors (2023: one director), details of whose remunerations are set out in Note 8 above. Details of the remuneration for the Year of the remaining three (2023: four) highest paid employees who are neither a director nor chief executive of the Company are as follows:

		2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
Salaries, wages and allowances	薪金、工資及津貼	2,086,772	3,491,532
Bonus	花紅	108,927	131,961
Retirement benefit expenses	退休福利開支		
– Defined contribution plan	– 一定額供款計劃	44,618	68,169
		2,240,317	3,691,662

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

		Number of individuals 人數	
		2024 2024年	2023 2023年
Nil to HK\$1,000,000	零至1,000,000港元	3	3
HK\$1,000,001–HK\$1,500,000	1,000,001港元至 1,500,000港元	–	1
		3	4

10. 五名最高薪酬僱員

本年度五名最高薪酬僱員包括兩名董事（2023年：一名董事），彼等的薪酬詳情載於上文附註8。並非本公司董事或主要行政人員的餘下三名（2023年：四名）最高薪酬僱員的本年度薪酬詳情如下：

		2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
Salaries, wages and allowances	薪金、工資及津貼	2,086,772	3,491,532
Bonus	花紅	108,927	131,961
Retirement benefit expenses	退休福利開支		
– Defined contribution plan	– 一定額供款計劃	44,618	68,169
		2,240,317	3,691,662

非董事及非主要行政人員最高薪酬僱員的薪酬屬以下範圍的人數如下：

		Number of individuals 人數	
		2024 2024年	2023 2023年
Nil to HK\$1,000,000	零至1,000,000港元	3	3
HK\$1,000,001–HK\$1,500,000	1,000,001港元至 1,500,000港元	–	1
		3	4

11. FEES

Administration fee

Amicorp Fund Services Asia Limited (the “Administrator”) is entitled to receive an administration fee which is calculated based on the net asset value of the Company at valuation day equal to the rate of 0.11% per annum.

The administration fee is subject to a monthly minimum fee of USD4,100 plus 7.5% disbursement charge (2023: USD4,000 plus 7% disbursement charge for the period from 1 January 2023 to 31 January 2023 and USD4,100 plus 7.5% disbursement charge from 1 February 2023) and is payable monthly in arrears.

The administration fee for the Year is HK\$412,677 (2023: HK\$413,182). As at 31 December 2024, an administration fee of HK\$205,862 (2023: HK\$137,851) was payable to the Administrator.

Custodian fee

Bank of Communications Trustee Limited (the “Custodian”) is entitled to a custodian fee which is calculated based on the net asset value of the Company at valuation day equal to the rate of 0.04% per annum. The custodian fee is subject to a monthly minimum fee of HK\$12,500 and is payable monthly in arrears.

The custodian fee for the Year is HK\$150,000 (2023: HK\$150,000). As at 31 December 2024, a custodian fee of HK\$175,000 (2023: HK\$50,000) was payable to the Custodian.

11. 費用

行政管理費

Amicorp Fund Services Asia Limited (「行政管理人」) 有權收取行政管理費，其根據相等於按年本公司於估值日資產淨值之 0.11% 計算。

行政管理費須受每月最低費用 4,100 美元加 7.5% 支出費 (2023 年：於 2023 年 1 月 1 日至 2023 年 1 月 31 日期間及自 2023 年 2 月 1 日起分別為 4,000 美元加 7% 支出費及 4,100 美元加 7.5% 支出費) 約束及須於每月月底支付。

本年度行政管理費為 412,677 港元 (2023 年：413,182 港元)。於 2024 年 12 月 31 日，行政管理費為 205,862 港元 (2023 年：137,851 港元) 應付予行政管理人。

託管費

交通銀行信託有限公司 (「託管人」) 有權收取託管費，其根據相等於按年本公司於估值日資產淨值之 0.04% 計算。託管費須受每月最低費用 12,500 港元約束及須於每月月底支付。

本年度託管費為 150,000 港元 (2023 年：150,000 港元)。於 2024 年 12 月 31 日，託管費為 175,000 港元 (2023 年：50,000 港元) 應付予託管人。

11. FEES (Continued)

Management fee

The Investment Manager ceased to serve as the Company's investment manager with effect from 4 October 2024. The Investment Manager was entitled to a monthly management fee of HK\$50,000 (2023: HK\$50,000) and payable monthly in advance.

The investment management fee for the Year is HK\$454,839 (2023: HK\$600,000). As at 31 December 2024, nil of the management fee (2023: HK\$200,000) was payable to the Investment Manager.

12. INCOME TAX EXPENSE

The major components of income tax charge for the years ended 31 December 2024 and 2023 are:

11. 費用 (續)

管理費

投資管理人自2024年10月4日起不再擔任本公司的投資管理人。投資管理人有權收取每月管理費50,000港元(2023年: 50,000港元)及須於每月提前支付。

本年度投資管理費為454,839港元(2023年: 600,000港元)。於2024年12月31日,應付予投資管理人的管理費為零(2023年: 200,000港元)。

12. 所得稅開支

截至2024年及2023年12月31日止年度所得稅開支主要部份為:

		2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
Current tax:	即期稅項:		
Hong Kong Profits tax	香港利得稅	-	-
Deferred tax	遞延稅項	-	-
Tax charge for the year	年度稅項開支	-	-

12. INCOME TAX EXPENSE (Continued)

A reconciliation of the tax expenses applicable to loss before tax using the statutory rate to the tax expense at the effective tax rate is as follows:

		2024 2024 年 HK\$ 港元	2023 2023 年 HK\$ 港元
Loss before tax	除稅前虧損	(28,978,531)	(52,436,843)
Tax at the statutory tax rate of 16.5%	按法定稅率 16.5% 計算的稅項	(4,781,458)	(8,652,079)
Income not subject to tax	無須納稅之收入	(9,159)	(3,797,145)
Expenses not deductible for tax	不可扣稅開支	2,305,804	287,930
Tax losses not recognised	未確認稅項虧損	2,484,813	12,161,294
Tax charge at the effective rate of 16.5%	按實際稅率 16.5% 計算的稅項開支	—	—

Cayman Islands

Under the current Cayman Islands law, there is no income tax, corporation tax, capital gains tax or any other kinds of tax on profits or gains or tax in the nature of estate duty or inheritance tax currently in effect.

Effective from the date of incorporation of the Company, and for a period of twenty years, no law that is hereafter enacted in the Cayman Islands imposing any tax on income will be levied on the Company.

12. 所得稅開支(續)

使用法定稅率之除稅前虧損所適用之稅項開支與按實際稅率計算之稅項開支對賬如下：

	2024 2024 年 HK\$ 港元	2023 2023 年 HK\$ 港元
除稅前虧損	(28,978,531)	(52,436,843)
按法定稅率 16.5% 計算的稅項	(4,781,458)	(8,652,079)
無須納稅之收入	(9,159)	(3,797,145)
不可扣稅開支	2,305,804	287,930
未確認稅項虧損	2,484,813	12,161,294
按實際稅率 16.5% 計算的稅項開支	—	—

開曼群島

現時開曼群島法律並無任何正生效的所得稅、公司稅、資本增值稅或任何其他種類的溢利或收益稅或遺產或承繼稅。

自本公司註冊成立之日起二十年期間內，開曼群島之後頒佈的任何就收入施加任何稅項的法律概不會對本公司徵稅。

12. INCOME TAX EXPENSE (Continued)

Hong Kong

Under the two-tiered profits tax rates regime of the Hong Kong Profits Tax, the first HK\$2 million of profits of the Company will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%.

No provision for Hong Kong Profits Tax has been made in the financial statements as the Company did not generate any assessable profit for the years ended 31 December 2024 and 2023.

At the end of reporting period, the Company has unused tax losses of approximately HK\$700,886,649 (2023: approximately HK\$685,827,178) available for offset against future profits that may be carried forward indefinitely. No deferred tax asset has been recognised in respect of the tax losses due to the unpredictability of future profit streams.

13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of basic per share amount is based on the Company's loss of HK\$28,978,531 (2023: loss of HK\$52,436,843) for the Year attributable to ordinary equity holders of the Company and the weighted average number of ordinary shares in issue during the Year of 1,319,700,274 (2023: 1,319,700,274 ordinary shares).

No diluted earnings per share for both 2024 and 2023 were presented as there were no potential ordinary shares in issue for both 2024 and 2023.

12. 所得稅開支(續)

香港

根據香港利得稅的利得稅兩級制，本公司將按8.25%之稅率就溢利首2,000,000港元繳納稅項，並將按16.5%之稅率繳納2,000,000港元以上溢利之稅項。

由於本公司截至2024年及2023年12月31日止年度並無產生任何應課稅溢利，故並無於財務報表計提香港利得稅撥備。

於報告期末，本公司有未動用稅項虧損約700,886,649港元（2023年：約685,827,178港元）可用於抵銷可無限期結轉的未來溢利。鑒於未來溢利流的不可預測性，並無就稅項虧損確認遞延稅項資產。

13. 本公司普通權益持有人應佔每股虧損

每股基本金額以本公司普通權益持有人應佔本年度本公司虧損28,978,531港元（2023年：虧損52,436,843港元）及本年度已發行普通股加權平均數1,319,700,274股（2023年：1,319,700,274股普通股）計算得出。

由於2024年及2023年並無發行潛在普通股，因此於2024年及2023年，並無呈列每股攤薄盈利。

14. LEASES

The Company as a lessee

The Company has a lease contract for office premises used in its operations. Lease of office premises has lease term of 3 years (2023: 3 years). Generally, the Company is restricted from assigning and subleasing the leased assets outside the Company. The lease contract includes extension or termination options which are not considered to be exercisable by the Company.

(a) Right-of-use asset

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

		Office premises 辦公物業	
		2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
As at 1 January	於1月1日	1,419,547	518,327
Additions	添置	—	2,364,011
Depreciation charge	折舊開支	(1,237,700)	(1,462,791)
As at 31 December	於12月31日	181,847	1,419,547

14. 租賃

本公司作為承租人

本公司就其運營中使用的辦公物業訂有租賃合約。辦公物業租賃的租期為三年（2023年：三年）。一般而言，本公司不可向本公司以外人士轉讓及分租租賃資產。租賃合約載有延期或終止選擇權，而有關選擇權被認為不可由本公司行使。

(a) 使用權資產

本公司使用權資產賬面值及年內變動如下：

14. LEASES (Continued)

(b) Lease liability

The carrying amounts of lease liability and the movements during the Year are as follows:

		2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
Carrying amount at 1 January	於1月1日賬面值	1,457,930	536,983
New leases	新租賃	—	2,364,011
Paid and Payable	已付及應付款項	(1,260,031)	(1,443,064)
		197,899	1,457,930
Analysed into:	分析為：		
Current portion	流動部分	197,899	1,260,032
Non-current portion	非流動部分	—	197,898
		197,899	1,457,930

(c) The amounts recognised in profit or loss in relation to leases are as follow:

		2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
Interest on lease liability	租賃負債利息	71,680	180,296
Depreciation charge of right-of-use asset	使用權資產折舊開支	1,237,700	1,462,791
Lease payments not included in the measurements of lease liability	未計入租賃負債計量的租賃付款	25,010	80,916
Total amount recognised in profit or loss	於損益確認的總額	1,334,390	1,724,003

The weighted average incremental borrowing rate applied to lease liabilities was 8.95% (2023: 8.59%).

14. 租賃 (續)

(b) 租賃負債

於本年度內租賃負債賬面值及變動如下：

	2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
於1月1日賬面值	1,457,930	536,983
新租賃	—	2,364,011
已付及應付款項	(1,260,031)	(1,443,064)
	197,899	1,457,930
分析為：		
流動部分	197,899	1,260,032
非流動部分	—	197,898
	197,899	1,457,930

(c) 於損益確認有關租賃的金額如下：

	2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
租賃負債利息	71,680	180,296
使用權資產折舊開支	1,237,700	1,462,791
未計入租賃負債計量的租賃付款	25,010	80,916
於損益確認的總額	1,334,390	1,724,003

應用於租賃負債的加權平均增量借款利率為8.95% (2023年：8.59%)。

15. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES AND AMOUNT DUE FROM BROKERS

15. 按金、預付款項及其他應收款項以及應收經紀人款項

		2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
Non-current:	非流動：		
Deposits	按金	—	200,000
Current:	流動：		
Prepayments, deposits and other receivables (Note)	預付款項、按金及其他應收款項(附註)	893,418	1,623,057
Amount due from brokers	應收經紀人款項	8,074,074	8,350,713
		8,967,492	9,973,770

Note: As at 31 December 2024, the prepayments and other receivables mainly comprised the payment in advance of legal fee and deposits amounting to HK\$300,000 and HK\$200,000 respectively.

As at 31 December 2023, the prepayments and other receivables mainly comprised the payment in advance of professional fee and deposits amounting to HK\$670,000 and HK\$126,740 respectively.

As at the end of the reporting period, none of the above receivables is either past due or impaired.

附註：於2024年12月31日，預付款項及其他應收款項主要包括預付法律費用及按金分別為300,000港元及200,000港元。

於2023年12月31日，預付款項及其他應收款項主要包括預付專業費用及按金分別為670,000港元及126,740港元。

於報告期末，上述應收款項並無逾期或減值。

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

Listed equity securities – Hong Kong	上市權益證券－香港
Investments in private equity – British Virgin Islands	投資於私募股權－英屬處女群島
Investments in private equity – Hong Kong	投資於私募股權－香港
Investments in Fund – Hong Kong	投資於基金－香港

The fair values of the listed equity securities are determined based on the quoted market bid prices available on the relevant stock exchanges at the end of the reporting period.

The Company invested in private equities which are not quoted in an active market. The fair values of the private equities at 31 December 2024 and 2023 have been arrived at on the basis of valuations carried out as at that date by independent qualified professional valuer not connected with the Company. The valuation of the investments in these private entities used valuation techniques, including discounted cash flow projections and adjusted net assets value methods, and are within Level 3 of fair value hierarchy. The most significant unobservable inputs in the valuation methodologies included the discount rate on the investment and forecasted future cash flows.

16. 按公平值透過損益列賬之金融資產

2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
3,190	3,768,200
6,627,000	9,724,000
18,073,000	25,705,000
18,256,863	27,143,264
42,960,053	66,340,464

上市權益證券公平值乃根據相關證券交易所於報告期末所提供的市場報價釐定。

本公司投資的私募股權在交投活躍的市場中並無報價。於2024年及2023年12月31日，私募股權的公平值乃基於與本公司並無關聯的獨立合資格專業估值師於該日期作出的估值計算得出。於該等私營實體的投資的估值乃採用估值技術（包括貼現現金流預測及經調整資產淨值法），並位於公平值等級之第三級內。估值技術中最為重大的不可觀察輸入數據乃為投資貼現率及預測未來現金流。

16. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

As at 31 December 2024, the financial assets also included investments in two unlisted funds, which are measured at fair value and was categorised as Level 2 in the fair value hierarchy. The information of two invested unlisted funds as follows:

Goldstone 1 LPF ("Goldstone 1"), formerly Gransing 1 LPF, is a limited partnership fund. Goldstone 1 seeks to achieve maximum capital appreciation over the life of the Limited Partnership Fund through equity investments, specifically, investments in IPOs on securities to be listed on the Stock Exchange and in private placements by companies listed on the Stock Exchange. On 12 December 2022, the Company disposed the listed equities of approximately HK\$11,748,358. The consideration was satisfied by the subscription of sharing equity interest in the Goldstone 1. Upon the completion of disposal, the Company classified the proceeds received as financial assets at fair value through profit or loss.

The fair value of the investment in Goldstone 1 is based on net asset value. As at 31 December 2024, the investment portfolio of Goldstone 1 were entities listed on The Stock Exchange of Hong Kong.

SWK Dynamic OFC ("SWK") is private open-ended fund company with variable capital and long-biased focusing on Hong Kong and China equity market. The fair value of the investment in SWK is based on the net asset value. As at 31 December 2024, the investment portfolio of SWK were entities listed on The Stock Exchange of Hong Kong.

Net unrealised loss on financial asset at fair value through profit or loss of HK\$13,974,569 (2023: gain of HK\$23,758,566) has been recognised in profit or loss.

The Company does not own or control more than 20% of the voting rights in any one of these listed and unlisted equity investments. In the opinion of the directors, the Company is not able to exercise any significant influence on the financial and operating policies of these investee companies, and all of these listed and unlisted equity investments are not regarded as associates of the Company and are accounted for as financial assets through profit or loss for the years ended 31 December 2024 and 2023.

16. 按公平值透過損益列賬之金融資產 (續)

於2024年12月31日，金融資產亦包括於兩隻非上市基金的投資，其按公平值計量並分類為公平值等級之第二級內。投資的兩隻非上市基金的資料如下：

金石一號有限合夥基金（「金石一號」，前稱國投一號有限合夥基金）為一隻有限合夥基金。金石一號旨在透過股權投資，特別是投資於將於聯交所上市的證券的首次公開發售及聯交所上市公司的私募配售，於有限合夥基金的整個存續期內實現最大的資本增值。於2022年12月12日，本公司出售上市股權約11,748,358港元。代價乃以認購金石一號的分紅型股權支付。於出售事項完成後，本公司將收到的所得款項分類為按公平值計入損益的金融資產。

於金石一號投資的公平值乃基於資產淨值計算。於2024年12月31日，金石一號的投資組合為在香港聯交所上市的實體。

SWK Dynamic OFC（「SWK」）為私募開放式基金公司，擁有可變資本及長期投資，專注於香港及中國股票市場。於SWK投資的公平值乃根據資產淨值計算。於2024年12月31日，SWK的投資組合為於香港聯交所上市的實體。

按公平值透過損益列賬之金融資產的未變現虧損淨額為13,974,569港元（2023年：收益23,758,566港元）已於損益確認。

本公司並無擁有或控制上述任何一項上市及非上市股權投資超過20%表決權。董事認為，本公司未能對該等被投資公司的財務及營運政策發揮任何重大影響力，因此於截至2024年及2023年12月31日止年度，全部該等上市及非上市股權投資概不被視為本公司的聯營公司，並入賬列作透過損益賬之金融資產。

17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY

Particulars of investments held by the Company as at 31 December 2024 disclosed pursuant to the Chapter 21 of the Listing Rules are as follows:

17. 本公司持有之主要投資之詳情

於2024年12月31日，本公司根據上市規則第21章披露其所持有投資的詳情如下：

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資公司資本比例	成本	市值	本公司應佔資產/ (負債)淨額	已收/應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	

Financial assets at fair value through
profit or loss
按公平值透過損益列賬之金融資產

Listed equity securities
– Hong Kong
上市權益證券－香港

Strong Petrochemical Holdings Limited	Strong Petrochemical Holdings Limited ("Strong Petrochemical") is a Hong Kong-based investment holding company principally engaged in the trading of oil products. For the six months ended 30 June 2024, the unaudited loss attributable to shareholders of Strong Petrochemical was approximately HK\$8,750,000 and the unaudited net liabilities attributable to shareholders was approximately HK\$1,284,433,000.	0.00%	4	3	13	–	0.00
海峽石油化工控股有限公司	海峽石油化工控股有限公司(「海峽石油化工」)是一間總部位於香港的投資控股公司，主要從事石油產品貿易。截至2024年6月30日止六個月，海峽石油化工股東應佔未經審核虧損約為8,750,000港元，而股東應佔未經審核負債淨額約為1,284,433,000港元。						

17. PARTICULARS OF MAJOR INVESTMENTS HELD
BY THE COMPANY (Continued)

17. 本公司持有之主要投資之詳情
(續)

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資 公司資本比例	成本	市值	應佔資產/ (負債)淨額	已收/應收 股息	佔本公司 總資產百分比
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	

Financial assets at fair value through
profit or loss (Continued)
按公平值透過損益列賬之金融資產
(續)

Private equity security –
British Virgin Islands
私募股權證券－英屬處女群島

Gransing Financial Group Limited	Provision of quality brokerage, corporate finance, asset management and financial adviser services to institutional and individual investors in Hong Kong and China through its subsidiaries	18.08%	46,377	6,627	14,508	–	10.18
國投金融集團有限公司	於香港及中國內地透過其附屬公司向機構及私人投資者提供優質經紀、企業融資、資產管理及財務顧問服務						

Private equity securities –
Hong Kong
私募股權證券－香港

iPro Financial Press Limited	Engaged in financial printing services	19.97%	34,999	15,350	15,451	–	23.57
邁步財經印刷有限公司	從事財經印刷服務						
Gransing Finance Limited	Engaged in money lending business in Hong Kong	19.90%	16,876	2,723	4,516	–	4.18
國投信貸有限公司	於香港從事借貸業務						

17. PARTICULARS OF MAJOR INVESTMENTS HELD
BY THE COMPANY (Continued)

17. 本公司持有之主要投資之詳情
(續)

Name of investee	Nature of fund	Proportion of investee's capital owned	Cost	Market Value	Net asset/ (liability) attributable to the Company 本公司 應佔資產/ (負債)淨值	Dividend received/ receivable during the Year 於本年度 已收/ 應收股息	% of gross assets of the Company 佔本公司 總資產百分比
所投資公司名稱	業務性質	擁有所投資 公司資本比例	成本 HK\$'000 千港元	市值 HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Goldstone 1 LPF 金石一號有限合夥基金	Limited partnership fund 有限合夥基金	43.63%	19,785	9,580	9,580	–	14.71
SWK Dynamic OFC	Open-ended fund 開放式基金	10.59%	9,947	8,677	8,677	–	13.33

17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY (Continued)

Particulars of investments held by the Company as at 31 December 2023 disclosed pursuant to the Chapter 21 of the Listing Rules are as follows:

17. 本公司持有之主要投資之詳情 (續)

於2023年12月31日，本公司根據上市規則第21章披露其所持有投資的詳情如下：

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資公司資本比例	成本	市值	本公司應佔資產/ (負債)淨值	於本年度已收/應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	

Financial assets at fair value through
profit or loss
按公平值透過損益列賬之金融資產

Listed equity securities – Hong Kong 上市權益證券－香港

Tasty Concepts Holding Limited	Tasty Concepts Holding Limited ("Tasty") is an investment holding company mainly engaged in the operation of Japanese ramen restaurants. For the six months ended 30 September 2023, the unaudited loss attributable to shareholders of Tasty was approximately HK\$3,754,000 and the unaudited net liabilities attributable to shareholders of Tasty as at 30 September 2023 was approximately HK\$1,916,000.	3.43%	1,320	1,848	(660)	–	1.94
賞之味控股有限公司	賞之味控股有限公司(「賞之味」)為一家投資控股公司，主要從事日式拉麵館的經營。截至2023年9月30日止六個月，賞之味股東應佔的未經審核虧損約為3,754,000港元，而賞之味股東於2023年9月30日之應佔未經審核負債淨額約為1,916,000港元。						

Notes to Financial Statements

財務報表附註

17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY (Continued)

17. 本公司持有之主要投資之詳情 (續)

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資公司資本比例	成本	市值	應佔資產/ (負債)淨值	已收/ 應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	

Financial assets at fair value through profit or loss (Continued)
按公平值透過損益列賬之金融資產 (續)

Hanvey Group Holdings Limited	Hanvey Group Holdings Limited ("Hanvey") is an investment holding company principally engaged in the design and development, manufacturing and distribution of watch products. For the six months ended 30 June 2023, the unaudited profit attributable to shareholders of Hanvey was approximately HK\$1,318,000 and the unaudited net assets attributable to shareholders of Hanvey as at 30 June 2023 was approximately HK\$37,108,000.	1.40%	627	739	520	—	0.78
恒偉集團控股有限公司	恒偉集團控股有限公司(「恒偉」)為一家投資控股公司，主要從事設計及開發、製造及分銷手錶產品。截至2023年6月30日止六個月，恒偉股東應佔的未經審核溢利約為1,318,000港元，而恒偉股東於2023年6月30日之應佔未經審核資產淨值約為37,108,000港元。						

17. PARTICULARS OF MAJOR INVESTMENTS HELD
BY THE COMPANY (Continued)

17. 本公司持有之主要投資之詳情
(續)

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資 公司資本比例	成本	市值	應佔資產/ (負債)淨值	已收/ 應收股息	佔本公司 總資產百分比
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	

Financial assets at fair value through
profit or loss (Continued)
按公平值透過損益列賬之金融資產
(續)

Lerado Financial Group Company Limited	Lerado Financial Group Company Limited ("Lerado") is an investment holding company principally engaged in manufacturing and trading of medical products and plastic toys business. For the six months ended 30 June 2023, the unaudited loss attributable to shareholders of Lerado was approximately HK\$20,338,000 and the unaudited net assets attributable to shareholders of Lerado as at 30 June 2023 was approximately HK\$665,152,000.	1.35%	779	657	8,980	—	0.69
隆成金融集團有限公司	隆成金融集團有限公司(「隆成」)為一家投資控股公司，主要從事製造及買賣醫療產品及塑膠玩具業務。截至2023年6月30日止六個月，隆成股東應佔的未經審核虧損約為20,338,000港元，而隆成股東於2023年6月30日之應佔未經審核資產淨值約為665,152,000港元。						

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財務報表附註

17. PARTICULARS OF MAJOR INVESTMENTS HELD BY THE COMPANY (Continued)

17. 本公司持有之主要投資之詳情 (續)

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資公司資本比例	成本	市值	應佔資產/ (負債) 淨值	已收/ 應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	

Financial assets at fair value through profit or loss (Continued)
按公平值透過損益列賬之金融資產 (續)

China New Consumption Group Limited	China New Consumption Group Limited ("China New Consumption") is an investment holding company principally engaged in foundation contractor primarily specialising in bored piling works as well as other foundation works. For the six months ended 30 September 2023, the unaudited loss attributable to shareholders of China New Consumption was approximately HK\$1,312,000 and the unaudited net assets attributable to shareholders of China New Consumption as at 30 September 2023 was approximately HK\$104,835,000	0.67%	505	524	700	–	0.55
中國新消費集團有限公司	中國新消費集團有限公司(「中國新消費」)為一家投資控股公司，主要從事以鑽孔樁工程以及其他地基工程為主的地基承包業務。截至2023年9月30日止六個月，中國新消費股東應佔的未經審核虧損約為1,312,000港元，而中國新消費股東於2023年9月30日之應佔未經審核資產淨值約為104,835,000港元						

17. PARTICULARS OF MAJOR INVESTMENTS HELD
BY THE COMPANY (Continued)

17. 本公司持有之主要投資之詳情
(續)

Name of investee	Nature of business	Proportion of investee's capital owned	Cost	Market Value	Net asset/ (liability) attributable to the Company	Dividend received/ receivable during the Year	% of gross assets of the Company
所投資公司名稱	業務性質	擁有所投資公司資本比例	成本	市值	應佔資產/ (負債)淨值	已收/ 應收股息	佔本公司總資產百分比
			HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	
Private equity security – British Virgin Islands							
私募股權證券－英屬處女群島							
Gransing Financial Group Limited	Provision of quality brokerage, corporate finance, asset management and financial adviser services to institutional and individual investors in Hong Kong and main land China through its subsidiaries	18.08%	46,377	9,724	20,900	–	10.21
國投金融集團有限公司	於香港及中國內地透過其附屬公司向機構及私人投資者提供優質經紀、企業融資、資產管理及財務顧問服務						
Private equity securities – Hong Kong							
私募股權證券－香港							
iPro Financial Press Limited	Engaged in financial printing services	19.97%	34,999	17,602	25,600	–	18.48
邁步財經印刷有限公司	從事財經印刷服務						
Gransing Finance Limited	Engaged in money lending business in Hong Kong	19.90%	16,876	8,103	12,900	–	8.51
國投信貸有限公司	於香港從事借貸業務						
Goldstone 1 LPF	Limited partnership fund	59.32%	23,748	16,858	16,860	–	17.70
金石一號有限合夥基金	有限合夥基金						
SWK Dynamic OFC	Open-ended fund	12.21%	12,163	10,285	10,280	–	10.80
	開放式基金						

18. CASH AND CASH EQUIVALENTS

Cash at banks 銀行現金

Cash at banks earn interest at floating rates based on daily bank deposit rates. Details of impairment assessment of bank balances is set out in Note 28.

19. OTHER PAYABLES AND ACCRUALS

As at 31 December 2024 and 2023, the other payables and accruals were non-interest-bearing and had an average term of less than twelve months.

20. AMOUNT DUE TO A RELATED PARTY

As at 31 December 2024, the amount due to a related party represented accrued lease payables. The amount was non-interest bearing and repayment on demand.

18. 現金及現金等值

2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
13,007,593	17,309,428
13,007,593	17,309,428

銀行現金乃以基於每日銀行存款利率之浮動利率賺取利息。銀行結餘減值評估詳情載於附註28。

19. 其他應付款項及應計費用

於2024年及2023年12月31日，其他應付款項及應計費用乃不附利息及平均年期少於十二個月。

20. 應付關聯方款項

於2024年12月31日，應付關聯方款項指應計租賃應付款項。該金額為免息及按要求償還。

21. SHARE OPTION SCHEME

The Company's Share Option Scheme was adopted on 1 June 2015, pursuant to an ordinary resolution passed at the extraordinary general meeting held on 28 May 2015.

The limit of the number of securities which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes must not exceed 30% of the relevant class of securities of the Company in issue from time to time.

Details of the share options granted by the Company under the Share Option Scheme to the employees of the Company and the movement in such holdings during the Year were as follows:

Name or category of participant	Date of grant	Exercise period	Exercise price	Number of share options 購股權數目								Outstanding as at 31 December 2024	% of issued share	Closing price of the listed securities before the date of options granted 上市證券於購股權授出日期前的收市價
				Outstanding as at 1 January 2023 於2023年1月1日尚未行使	Granted during the year 本年度授出	Exercised during the year 本年度行使	Cancelled/ lapsed during the year 註銷/失效	Outstanding as at 31 December 2023 於2023年12月31日尚未行使	Granted during the Year 本年度授出	Exercised during the Year 本年度行使	Cancelled/ lapsed during the Year 註銷/失效			
參與人名稱或類別	授出日期	行使期	行使價*	於2023年1月1日尚未行使	本年度授出	本年度行使	註銷/失效	於2023年12月31日尚未行使	本年度授出	本年度行使	註銷/失效	於2024年12月31日尚未行使	已發行股份百分比	於購股權授出日期前的收市價
Employees 僱員	19/7/2019 2019年7月19日	19/7/2019-18/7/2029 2019年7月19日至2029年7月18日	0.2759*	8,030,326*	-	-	(4,015,163)	4,015,163*	-	-	-	4,015,163*	0.304	0.082
Employee 僱員	24/5/2021 2021年5月24日	24/5/2021-23/5/2024 2021年5月24日至2024年5月23日	0.2126*	7,792,648*	-	-	(7,792,648)	-	-	-	-	-	-	0.228
				15,822,974	-	-	(11,807,811)	4,015,163	-	-	-	4,015,163	0.304	
Weighted average exercise price (HK\$) 加權平均行使價(港元)				0.2447	-	-	0.2341	0.2759	-	-	-	0.2759		

* The exercise price and the amount of the share options had been adjusted due to the rights issue completed in June 2022.

The outstanding options are fully vested upon granted.

21. 購股權計劃

根據於2015年5月28日舉行之股東特別大會上通過之普通決議案，本公司購股權計劃於2015年6月1日獲採納。

根據購股權計劃及任何其他購股權計劃授出但有待行使之尚未行使購股權獲全數行使後將予發行之證券數目限額，不得超過本公司不時已發行相關類別證券之30%。

本公司本年度根據購股權計劃向本公司僱員授出之購股權及所持購股權之變動詳情如下：

* 購股權的行使價及金額已因於2022年6月完成的供股而作出調整。

尚未行使的購股權於授出時即完全歸屬。

21. SHARE OPTION SCHEME (Continued)

The fair value of 8,030,326 share options (as adjusted) granted during the year ended 31 December 2019 under the Share Option Scheme on 19 July 2019 was determined to be approximately HK\$1,117,000 with reference to a valuation performed by an independent firm of professional valuer using a binomial model.

The inputs into the model included grant date adjusted share price of HK\$0.2595, expected volatility of 65.51% determined based on historical volatility of the Company's shares for the past 510 weeks, expected option life of ten years, no expected dividend and estimated risk-free interest rate of 1.41%.

The fair value of 38,963,240 share options (as adjusted) granted during the year ended 31 December 2021 under the Share Option Scheme on 24 May 2021 and 30 August 2021 were determined to be approximately HK\$660,000 and HK\$2,233,000 respectively with reference to a valuation performed by an independent firm of professional valuer using a binomial model.

The inputs into the model included grant date adjusted share price of HK\$0.2126 and HK\$0.1719 respectively, expected volatility of 71.91% and 71.70% determined based on historical volatility of the Company's shares for the past 156 weeks, expected option life of three years, no expected dividend and estimated risk-free interest rate of 0.26% and 0.31% respectively.

At 31 December 2024, the number of shares in respect of which options had been granted and remained outstanding under the Share Option Scheme was 4,015,163 (2023: 4,015,163), representing 3.56% (2023: 3.56%) of the shares of the Company in issue at that date.

21. 購股權計劃(續)

截至2019年12月31日止年度，於2019年7月19日根據購股權計劃授出的8,030,326份購股權的公平值(經調整)乃參考一家獨立公司的專業估值師使用二項式模式進行的估值釐定為約1,117,000港元。

該模式的輸入數據包括於授出日期的經調整股價0.2595港元、預期波幅65.51%(乃根據本公司股份過往510週的歷史波幅而釐定)、預期購股權年期10年、並無預期股息及估計無風險利率1.41%。

截至2021年12月31日止年度，於2021年5月24日及2021年8月30日根據購股權計劃授出的38,963,240份購股權(經調整)的公平值乃參考一家獨立公司的專業估值師使用二項式模式進行的估值釐定為分別約660,000港元及2,233,000港元。

該模式的輸入數據包括於授出日期的經調整股價每股分別為0.2126港元及0.1719港元、預期波幅71.91%及71.70%(乃根據本公司股份於過往156週的歷史波幅而釐定)、預期購股權年期3年、並無預期股息及估計無風險利率分別為0.26%及0.31%。

於2024年12月31日，根據購股權計劃已授出及尚未行使的購股權的股份數目為4,015,163股(2023年：4,015,163股)，相當於該日本公司已發行股份的3.56%(2023年：3.56%)。

22. ISSUED CAPITAL

22. 已發行股本

		Number of shares 股份數目	Nominal amount 面值 HK\$ 港元
Authorised	法定		
Ordinary shares of nominal amount HK\$0.04 each at 31 December 2024 and 2023	於2024年及2023年12月31日 每股面值0.04港元之普通股	25,000,000,000	1,000,000,000
Issued and fully paid	已發行及繳足		
Ordinary shares of nominal amount HK\$0.04 each at 31 December 2024 and 2023	於2024年及2023年12月31日 每股面值0.04港元之普通股	1,319,700,274	52,788,011

A summary of movements in the Company's share capital is as follows:

本公司股本變動概述如下：

		Number of shares in issue 已發行 股份數目	Issued capital 已發行 股本 HK\$ 港元	Share premium account 股份 溢價賬 HK\$ 港元	Total 總計 HK\$ 港元
At 1 January 2023, 31 December 2023 and 31 December 2024	於2023年1月1日、 2023年12月31日及 2024年12月31日	1,319,700,274	52,788,011	256,798,043	309,586,054

23. NET ASSET VALUE PER SHARE

The calculation of net asset value per share is based on the net assets of the Company as at 31 December 2024 of HK\$60,859,422 (2023: HK\$89,837,953) and on 1,319,700,274 ordinary shares being in issue as at 31 December 2024 (2023: 1,319,700,274 ordinary shares).

24. RELATED PARTY TRANSACTION

In addition to the related party transactions detailed elsewhere in these financial statements, the Company had the following transactions with related parties during the Year:

Investment Manager – Evergrande Securities (Hong Kong) Limited

The Investment Manager is responsible to manage, supervise and direct the investment, disposition and re-investment of the assets of the Company, on a discretionary basis, but subject to the investment objective and restrictions of the Company. The Investment Manager is entitled to receive management fees for its respective services in terms of the agreement dated 21 December 2023 and terminated on 3 October 2024. Details of the fees to which the Investment Manager is entitled are provided in Note 11 to the financial statements. The Directors consider the key management personnel of the Company comprise of its Board of Directors, whose remuneration is shown in Note 8 to the financial statements.

23. 每股資產淨值

每股資產淨值乃按本公司於2024年12月31日的資產淨值60,859,422港元（2023年：89,837,953港元）及於2024年12月31日已發行普通股1,319,700,274股（2023年：1,319,700,274股普通股）計算。

24. 關聯方交易

除在該等財務報表其他部份詳述的關聯方交易外，本公司於本年度與關聯方進行下列交易：

投資管理人－恒大證券（香港）有限公司

投資管理人負責以全權酌情基準，管理、監督及指示本公司資產的投資、處置及再投資，惟須受本公司的投資目標及限制約束。投資管理人按2023年12月21日簽訂並於2024年10月3日終止的協議條款，有權就其提供的各項服務收取管理費。有關投資管理人有權收取的費用詳情載於財務報表附註11。董事認為，本公司主要管理人員包括其董事會成員，彼等之薪酬見財務報表附註8。

25. FINANCIAL INSTRUMENTS BY CATEGORY

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

2024

Financial assets

	Financial assets at fair value through profit or loss 按公平值 透過損益列賬 之金融資產 HK\$ 港元	Financial assets at amortised cost 按攤銷 成本列賬之 金融資產 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets measured at amortised cost:	以攤銷成本計量的 金融資產：		
– Financial assets included in deposits	– 計入按金的金融資產	– 200,000	200,000
– Other receivables	– 其他應收款項	– –	–
– Amount due from brokers	– 應收經紀人款項	– 8,074,074	8,074,074
– Cash and cash equivalents	– 現金及現金等值	– 13,007,593	13,007,593
Financial assets at fair value through profit or loss:	按公平值透過損益列賬之 金融資產：		
– Financial assets at fair value through profit or loss	– 按公平值透過損益列賬 之金融資產	– –	42,960,053
	42,960,053	–	42,960,053
	42,960,053	21,281,667	64,241,720

Financial liabilities

	Financial liabilities at amortised cost 按攤銷成本列賬 之金融負債 HK\$ 港元
Financial liabilities measured at amortised cost:	以攤銷成本計量的金融負債：
– Other payables and accruals	– 其他應付款項及應計費用
– Amount due to a related party	– 應付關聯方款項
	3,459,664
	600,000
	4,059,664

25. 按類別劃分金融工具

各金融工具類別於報告期末之賬面值如下：

2024 年

金融資產

	Financial assets at fair value through profit or loss 按公平值 透過損益列賬 之金融資產 HK\$ 港元	Financial assets at amortised cost 按攤銷 成本列賬之 金融資產 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets measured at amortised cost:	以攤銷成本計量的 金融資產：		
– Financial assets included in deposits	– 計入按金的金融資產	– 200,000	200,000
– Other receivables	– 其他應收款項	– –	–
– Amount due from brokers	– 應收經紀人款項	– 8,074,074	8,074,074
– Cash and cash equivalents	– 現金及現金等值	– 13,007,593	13,007,593
Financial assets at fair value through profit or loss:	按公平值透過損益列賬之 金融資產：		
– Financial assets at fair value through profit or loss	– 按公平值透過損益列賬 之金融資產	– –	42,960,053
	42,960,053	–	42,960,053
	42,960,053	21,281,667	64,241,720

金融負債

	Financial liabilities at amortised cost 按攤銷成本列賬 之金融負債 HK\$ 港元
Financial liabilities measured at amortised cost:	以攤銷成本計量的金融負債：
– Other payables and accruals	– 其他應付款項及應計費用
– Amount due to a related party	– 應付關聯方款項
	3,459,664
	600,000
	4,059,664

Notes to Financial Statements

財務報表附註

25. FINANCIAL INSTRUMENTS BY CATEGORY (Continued)

2023

Financial assets

Financial assets measured at amortised cost:	以攤銷成本計量的金融資產：
– Financial assets included in deposits	– 計入按金的金融資產
– Amount due from brokers	– 應收經紀人款項
– Cash and cash equivalents	– 現金及現金等值
Financial assets at fair value through profit or loss:	按公平值透過損益列賬之金融資產：
– Financial assets at fair value through profit or loss	– 按公平值透過損益列賬之金融資產

25. 按類別劃分金融工具 (續)

2023 年

金融資產

Financial assets at fair value through profit or loss 按公平值透過損益列賬之金融資產 HK\$ 港元	Financial assets at amortised cost 按攤銷成本列賬之金融資產 HK\$ 港元	Total 總計 HK\$ 港元
--	--	---------------------------

–	326,740	326,740
–	8,350,713	8,350,713
–	17,309,428	17,309,428
66,340,464	–	66,340,464
66,340,464	25,986,881	92,327,345

Financial liabilities

Financial liabilities measured at amortised cost:	以攤銷成本計量的金融負債：
– Other payables and accruals	– 其他應付款項及應計費用
– Amount due to a related party	– 應付關聯方款項

金融負債

Financial liabilities at amortised cost
按攤銷成本列賬之金融負債
HK\$
港元

2,847,326
1,100,000
3,947,326

26. FAIR VALUE MEASUREMENT

(a) Fair value hierarchy

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments:

		31 December 2024 2024年12月31日			
		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets at fair value through profit or loss:	按公平值透過損益列賬之金融資產：				
Listed	上市				
– Equity securities	– 權益證券	3,190	–	–	3,190
Unlisted	非上市				
– Private equities	– 私募股權	–	–	24,700,000	24,700,000
– Funds	– 基金	–	18,256,863	–	18,256,863
		3,190	18,256,863	24,700,000	42,960,053

		31 December 2023 2023年12月31日			
		Level 1 第一級 HK\$ 港元	Level 2 第二級 HK\$ 港元	Level 3 第三級 HK\$ 港元	Total 總計 HK\$ 港元
Financial assets at fair value through profit or loss:	按公平值透過損益列賬之金融資產：				
Listed	上市				
– Equity securities	– 權益證券	3,768,200	–	–	3,768,200
Unlisted	非上市				
– Private equities	– 私募股權	–	–	35,429,000	35,429,000
– Funds	– 基金	–	27,143,264	–	27,143,264
		3,768,200	27,143,264	35,429,000	66,340,464

When fair values of listed and quoted investments at the reporting date are based on quoted market prices in active market, without any deduction for transaction costs, the instruments are within Level 1 of the hierarchy.

本公司採用以下等級釐定及披露金融工具的公平值：

倘已上市有報價投資於報告日期之公平值以交投活躍市場上的市場報價為基準（不扣除任何交易成本），則有關工具位於等級第一級。

26. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

When fair values of equity securities at the reporting date represent quoted prices in market that are considered less than active or consensus prices derived by third parties using valuation techniques where all significant inputs are directly or indirectly observable from market data, those equity securities are included within Level 2 of the hierarchy.

For all other financial instruments, the Company determines fair value using valuation techniques.

Valuations are the responsibility of the Board of Directors of the Company. The valuation of investments in the suspended listed equity securities, the private equity securities are performed by management of the Company and reviewed by the investment committee of the Company. The investment committee considers the appropriateness of the valuation method and inputs, and may request alternative valuation methods applied to support the valuation arising from the method chosen. Any changes in valuation methods are discussed and agreed with the Company's Board of Directors.

For the years ended 31 December 2024 and 2023, the Company invested in unlisted funds. The fair value of the unlisted funds are based on the net asset value with reference to the prices of underlying investment portfolio quoted by fund administrator. The investment portfolios of the fund are based on the quoted closing price in active market of listed equity securities, and are within Level 2 in the fair value hierarchy.

26. 公平值計量(續)

(a) 公平值等級(續)

倘權益證券於報告日期之公平值代表在不活躍市場的報價，或第三方使用估值技術(所有重要輸入值均可直接或間接從市場數據中觀察)得出的共識，則該等權益證券屬於等級第二級。

就所有其他金融工具而言，本公司使用估值技術釐定公平值。

估值乃屬本公司董事會的責任。暫停上市權益證券、私募股權證券之投資的估值乃由本公司管理層進行，並經由本公司投資委員會審閱。投資委員會考慮估值方法及輸入值的合適性，或會要求應用其他估值方法以支持根據所選用方法而達致的估值。任何估值方法變動均經本公司董事會商討及同意。

截至2024年及2023年12月31日止年度，本公司投資於非上市基金。該等非上市基金的公平值乃經參考基金管理人提交的相關投資組合報價後根據資產淨值釐定。基金投資組合乃基於上市股權證券於活躍市場所報收市價釐定，並位於公平值等級之第二級內。

26. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

The Company invested in private equities which are not quoted in an active market. The fair value of the private equities as at 31 December 2024 and 2023 have been arrived at on the basis of a valuation carried out as at that date by independent qualified professional valuer not connected with the Company and estimated by the management. The valuation of the investments in these private entities used discounted cash flows ("DCF") projections under income approach based on estimates made by management of the Company or adjusted net assets value ("Adjusted NAV") method under cost approach as appropriate and are within Level 3 of fair value hierarchy.

The Company invested in unlisted bond which are not quoted in an active market.

A DCF analysis involves forecasting the appropriate future cash flow streams over an appropriate period and then discounting it back to a present value at an appropriate discount rate. This discount rate should consider the time value of money, inflation, and the risk inherent in ownership of the asset or security interest being valued.

The Adjusted NAV method calls for a summation of the fair values of all assets belonging to an entity and a reduction of that aggregate by the fair values of that entity's total liabilities. The fair value is represented by the adjusted book value of total assets net of liabilities owed to any person other than the beneficial owners of the subject company, after adjusting for any necessary discounts or premiums to the book values of the assets and liabilities to reflect their market values.

26. 公平值計量(續)

(a) 公平值等級(續)

本公司所投資的私募股權在交投活躍的市場中並無報價。於2024年及2023年12月31日，私募股權的公平值乃基於與本公司並無關聯的獨立合資格專業估值師於該日作出的估值結合管理層的估計計算得出。於該等私營實體之投資乃根據基於本公司管理層所作估計之收益法採用貼現現金流(「貼現現金流」)預測或根據成本法採用調整資產淨值(「調整資產淨值」)方法(如合適)進行估值，並位於公平值等級之第三級內。

本公司所投資的非上市債券在交投活躍的市場中並無報價。

貼現現金流分析涉及估測適當期間內的適當未來現金流，然後將其按適當的貼現率貼現至其現值。該貼現率須考慮貨幣時間價值、通貨膨脹以及被估值資產或證券權益擁有權的內在風險。

調整資產淨值方法將屬於一間實體的全部資產的公平值合計，並將總和減去該實體負債總值的公平值計算。公平值指資產總值扣除結欠有關公司實益擁有人以外任何人士之負債後之經調整賬面值，並已就資產及負債賬面值之任何必要貼現或溢價作出調整以反映其市值。

26. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

Quantitative information of significant unobservable inputs – Level 3

Description	Fair value	Valuation techniques	Key unobservable inputs 主要不可觀察輸入值	Value of input 輸入值價值	Relationship of unobservable inputs to fair value 不可觀察輸入值與公平值之關係
說明	公平值 HK\$'000 千港元	估值技術			
As at 31 December 2024 於 2024 年 12 月 31 日					
Unlisted equity securities	21,977	Discounted cash flows	Discount rate for discounting estimated cash flows	13.92% to 14.92%	Higher the discount rate, lower the fair value
非上市權益證券		貼現現金流	貼現估計現金流量之貼現率	13.92% 至 14.92%	貼現率越高，公平值越低
			Discount rate for lack of marketability	15.70%	Higher the discount rate of lack of marketability, lower the fair value
			缺少市場流通性的貼現率	15.70%	缺少市場流通性的貼現率越高，公平值越低
Unlisted equity securities	2,723	Adjusted net assets value method	Discount rate for lack of marketability	15.70%	Higher the discount rate of lack of marketability lower the fair value, and vice versa
非上市權益證券		調整資產淨值方法	缺少市場流通性的貼現率	15.70%	缺少市場流通性的貼現率越高，公平值越低，反之亦然

26. 公平值計量（續）

(a) 公平值等級（續）

重大不可觀察輸入值的定量資料－第三級

26. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

Quantitative information of significant unobservable inputs – Level 3 (Continued)

Description	Fair value	Valuation techniques	Key unobservable inputs 主要不可觀察輸入值	Value of input 輸入值價值	Relationship of unobservable inputs to fair value 不可觀察輸入值與公平值之關係
說明	公平值 HK\$'000 千港元	估值技術			
As at 31 December 2023 於 2023 年 12 月 31 日					
Unlisted equity securities	27,327	Discounted cash flows	Discount rate for discounting estimated cash flows	13.92% to 14.92%	Higher the discount rate, lower the fair value
非上市權益證券		貼現現金流	貼現估計現金流量之貼現率	13.92%至14.92%	貼現率越高，公平值越低
			Discount rate for lack of marketability	15.70% to 30%	Higher the discount rate of lack of marketability, lower the fair value
			缺少市場流通性的貼現率	15.70%至30%	缺少市場流通性的貼現率越高，公平值越低
Unlisted equity securities	8,102	Adjusted net assets value method	Discount rate for lack of marketability	15.70%	Higher the discount rate of lack of marketability lower the fair value, and vice versa
非上市權益證券		調整資產淨值方法	缺少市場流通性的貼現率	15.70%	缺少市場流通性的貼現率越高，公平值越低，反之亦然

26. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

Quantitative information of significant unobservable inputs – Level 3 (Continued)

The fair value measurements of the investments in private equities, suspended listed equity securities, promissory notes and listed bond are recognised as Level 3 fair value measurements.

The movements in fair value measurements in Level 3 during the Year are as follows:

At 1 January	於1月1日
Purchases	購買
Sell	出售
Settlement	結算
Transfer from level 3 to level 1	從第三級轉撥至第一級
Total loss recognised in profit and loss	於損益內確認之虧損總額
At 31 December	於12月31日

For financial assets at fair value through profit or loss, the total gains or losses recognised, including those for assets held at the end of reporting period, are presented in profit or loss in “net loss on financial assets at fair value through profit or loss”.

26. 公平值計量 (續)

(a) 公平值等級 (續)

重大不可觀察輸入值的定量資料 – 第三級 (續)

私募股權、暫停買賣之上市權益證券、承兌票據及上市債券投資之公平值計量確認為第三級公平值計量。

本年度第三級公平值計量變動如下：

2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
35,429,000	57,416,000
—	—
—	—
—	—
—	—
(10,729,000)	(21,987,000)
24,700,000	35,429,000

就按公平值透過損益列賬之金融資產而言，已確認之收益或虧損總額（包括於報告期末所持該等資產之收益或虧損）乃於損益內呈列為「按公平值透過損益列賬之金融資產虧損淨額」。

26. FAIR VALUE MEASUREMENT (Continued)

(a) Fair value hierarchy (Continued)

Quantitative information of significant unobservable inputs – Level 3 (Continued)

During the Year, there were no transfer of fair value measurement between Level 1 and Level 2 and no transfer into or out of Level 3 fair value measurement.

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

26. 公平值計量(續)

(a) 公平值等級(續)

重大不可觀察輸入值的定量資料－第三級(續)

於本年度，第一級與第二級公平值計量之間並無轉撥，且第三級公平值計量並無轉入或轉出。

本公司於2024年及2023年12月31日並無任何按公平值計量的金融負債。

27. NOTE TO THE STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the Year, the Company have no additions to right-of-use asset and lease liabilities in respect of lease arrangements for office premises (2023: right-of-use asset HK\$2,364,011 and lease liabilities HK\$2,364,011).

27. 現金流量表附註

(a) 主要非現金交易

於本年度，本公司並無有關辦公室物業租賃安排的使用權資產及租賃負債添置(2023年：使用權資產2,364,011港元及租賃負債2,364,011港元)。

(b) Changes in liabilities arising from financing activities

(b) 來自融資活動之負債變動

Lease liability	租賃負債	2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元
At 1 January	於1月1日	1,457,930	536,983
New leases entered	已訂立新租賃	–	2,364,011
Reclassify to amount due to a related party	重新分類至應付一名關聯方款項	–	(900,000)
Reclassify to accruals	重新分類至應計費用	–	(105,840)
Interest expense recognised	已確認利息開支	71,680	180,297
Repayment of principal portion of lease liabilities	償還租賃負債的本金部分	(1,331,711)	(617,521)
At 31 December	於12月31日	197,899	1,457,930

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's objective in managing risk is the creation and protection of shareholders' value. The ultimate responsibility in defining and maintaining the Company's risk control framework, setting the appropriate risk parameters for the Company and in continuously monitoring compliance of the Company's portfolio with the investment objective and policies and investment restrictions lies with the Board of Directors of the Company, that will be advised by the Investment Manager.

A risk committee consisting of executive directors and an independent non-executive directors has been formed to monitor the operational and portfolio risks to the Company. The risk committee will monitor the Investment Manager including reviewing whether the investment objective and policies and investment restrictions are being followed by the Investment Manager. In case of any deviation, the risk committee will discuss deviations with the Investment Manager immediately and monitor any agreed remedial action. For all material deviations the risk committee will formulate recommendations to the Board on the appropriate remedial actions to be made. The risk committee will meet on a monthly basis, or more regularly if a meeting is requested by any risk committee member.

Equity price risk

Equity price risk is the risk that the fair values of equity securities decrease as a result of changes in the levels of equity indices and the value of individual securities. The Company is exposed to equity price risk arising from individual equity investments classified as listed equity securities and investment in private equities which are classified in the statement of financial position as financial assets at fair value through profit or loss in Note 16 as at the end of the reporting period.

28. 財務風險管理目標及政策

本公司的風險管理目標乃創造及保障股東價值。本公司董事會負有界定及保持本公司的風險控制框架、設定本公司合適的風險參數及持續監察本公司的投資組合以遵循投資目標及政策和投資限制的最終責任，投資管理人就此向董事會提供意見。

本公司已成立風險委員會，成員包括執行董事及獨立非執行董事，以監察本公司的營運及投資組合風險。風險委員會將監察投資管理人的表現，包括審視投資管理人是否有否遵循投資目標及政策和投資限制。倘有任何偏離，風險委員會將即時與投資管理人商討偏離情況並監察任何已同意的補救行動。對於所有重大的偏離情況，風險委員會將向董事會提出採取適當補救行動的建議。風險委員會每月開會一次，如任何風險委員會成員要求則會增加定期會議次數。

股票價格風險

股票價格風險是指股票指數水平及個別證券價值變動而導致的權益證券公平值下跌的風險。於報告期末本公司所面對的股票價格風險源自分類為個別權益投資，該等投資分類為上市權益證券及於財務狀況表內作為按公平值透過損益計入金融資產列賬之私募股權投資（附註16）。

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Equity price risk (Continued)

The sensitivity analysis below demonstrates management's best estimate of the effect on the loss and net assets attributable to equity holders of the Company due to a reasonably possible change in equity indices or fair values of the listed investments with all other variables held constant. In practice, the actual trading results may differ from the sensitivity analysis below and the difference could be material.

Listed equity securities

The Company's investments in listed equity securities are listed on the Hong Kong Stock Exchange.

The market equity indices for the following stock exchanges, at the close of business of the nearest trading day in the year to the end of the reporting period, and their respective highest and lowest points during the years were as follows:

		31 December 2024 2024年12月31日	High/low 高/低
Hong Kong – Hang Seng Index	香港－恒生指數	20,059.95	23,241.74/14,794.16
		31 December 2023 2023年12月31日	High/low 高/低
Hong Kong – Hang Seng Index	香港－恒生指數	17,047.39	22,700.85/15,972.31

28. 財務風險管理目標及政策

股票價格風險(續)

以下敏感度分析列示出在所有其他變量保持不變的情況下，管理層對股票指數或上市投資之公平值合理可能變動影響本公司權益持有人應佔虧損及資產淨值所作的最佳估計。在實踐中，實際交易結果或會與下文敏感度分析有所不同，差異或會重大。

上市權益證券

本公司之上市權益證券投資乃於香港聯交所上市。

年內至報告期末的最近交易日營業時間結束時，下列證券交易所的市場股票指數，以及其於各年度各自的最高及最低點如下：

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Equity price risk (Continued)

Listed equity securities (Continued)

2024

Relevant market index 相關市場指數	Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in loss and net assets (before tax effect) 虧損及資產淨值變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index 香港—恒生指數	0.00	± 10	± 0

2023

Relevant market index 相關市場指數	Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in loss and net assets (before tax effect) 虧損及資產淨值變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index 香港—恒生指數	0.013	± 10	± 4,899

Private equities

At 31 December 2024, the loss (2023: loss) before tax would decrease/increase by approximately HK\$2,470,000 for the private equities (2023: HK\$3,542,900) should the fair values of the investments increase/decrease by 10% (2023: 10%).

28. 財務風險管理目標及政策

股票價格風險 (續)

上市權益證券 (續)

2024 年

Relevant market index 相關市場指數	Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in loss and net assets (before tax effect) 虧損及資產淨值變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index 香港—恒生指數	0.00	± 10	± 0

2023 年

Relevant market index 相關市場指數	Beta 數據	% of reasonable possible change of the relevant benchmark index 相關基準指數合理可能變動的百分比	Change in loss and net assets (before tax effect) 虧損及資產淨值變動 (除稅務影響前) HK\$ 港元
Hong Kong – Hang Seng Index 香港—恒生指數	0.013	± 10	± 4,899

私募股權

於 2024 年 12 月 31 日，倘投資之公平值上漲／下跌 10%（2023 年：10%），私募股權之除稅前虧損（2023 年：虧損）減少／增加約 2,470,000 港元（2023 年：3,542,900 港元）。

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk

Liquidity risk is defined as the risk that the Company will encounter difficulty in meeting obligations associated with financial liabilities that are settled by delivering cash or another financial asset. Exposure to liquidity risk arises because of the possibility that the Company could be required to pay its liabilities earlier than expected. To limit this risk, management monitors the Company's liquidity position from time to time.

The Company aims to maintain sufficient cash to meet its liquidity requirements by the ongoing monitoring of cash positions and future cash flows. The following table summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted cash flows. Balances due within six months equal their carrying amounts, as the impact of discounting is insignificant. The table also analyses the maturity profile of the Company's financial assets (undiscounted where appropriate) in order to provide a complete view of the Company's contractual commitments and liquidity.

The maturity grouping of financial liabilities is based on the remaining period from the end of the reporting period to the contractual maturity date. When a counterparty has a choice of when the amount is paid, the liability is allocated to the earliest period in which the Company can be required to pay.

Analysis of financial assets at fair value through profit or loss into maturity groupings is based on the expected date on which these assets will be realised. For other assets, the analysis into maturity groupings is based on the remaining period from the end of the reporting period to the contractual maturity date or, if earlier, the expected date on which the assets will be realised.

28. 財務風險管理目標及政策

流動資金風險

流動資金風險乃指本公司將難以履行其以現金或另外的金融資產償還金融負債的責任的風險。流動資金風險源於本公司可能被要求提前償還債務。為限制此風險，管理層會不時監察本公司的流動資金狀況。

本公司持續監察現金狀況及未來現金流，旨在維持充裕現金，以滿足其流動資金要求。下表基於合約未折現現金流量概述本公司金融負債的到期情況。由於折現影響並不重大，六個月內到期的結餘等於其賬面值。該表亦分析本公司金融資產的到期情況（未經折現，倘適合），以完整反映本公司的合約承擔及流動資金。

金融負債的到期分組乃基於自報告期末至合約到期日的餘下期間。倘交易對方可選擇還款時間，負債將分配至本公司按要求須支付的最近期內。

按公平值透過損益列賬計入到期分組的金融資產分析乃基於該等資產將變現的預計日期。計入到期分組的其他資產分析乃基於自報告期末至合約到期日的餘下期間或（倘更早）該資產將變現的預計日期。

Notes to Financial Statements

財務報表附註

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Liquidity risk (Continued)

At 31 December 2024

		On demand	Less than 3 months	3 to less than 12 months 3個月至 12個月	1 to 5 years 1至5年	No fixed maturity 無固定 到期日	Contractual undiscounted cash flows 合約未折現 現金流量	Total carrying amount 賬面總值
		按要求 HK\$ 港元	少於3個月 HK\$ 港元	少於12個月 HK\$ 港元	1至5年 HK\$ 港元	到期日 HK\$ 港元	現金流量 HK\$ 港元	賬面總值 HK\$ 港元
Other payables and accounts	其他應付款項及應計費用	3,459,664	-	-	-	-	3,459,664	3,459,664
Lease liabilities	租賃負債	-	200,000	-	-	-	200,000	197,899
Amount due to a related party	應付關聯方款項	600,000	-	-	-	-	600,000	600,000
Total financial liabilities	金融負債總值	4,059,664	200,000	-	-	-	4,259,664	4,257,563

At 31 December 2023

		On demand	Less than 3 months	3 to less than 12 months 3個月至 12個月	1 to 5 years 1至5年	No fixed maturity 無固定 到期日	Contractual undiscounted cash flows 合約未折現 現金流量	Total carrying amount 賬面總值
		按要求 HK\$ 港元	少於3個月 HK\$ 港元	少於12個月 HK\$ 港元	1至5年 HK\$ 港元	到期日 HK\$ 港元	現金流量 HK\$ 港元	賬面總值 HK\$ 港元
Other payables and accounts	其他應付款項及應計費用	2,847,326	-	-	-	-	2,847,326	2,847,326
Lease liabilities	租賃負債	-	405,840	925,872	200,000	-	1,531,712	1,457,930
Amount due to a related party	應付關聯方款項	1,100,000	-	-	-	-	1,100,000	1,100,000
Total financial liabilities	金融負債總值	3,947,326	405,840	925,872	200,000	-	5,479,038	5,405,256

28. 財務風險管理目標及政策

流動資金風險(續)

於2024年12月31日

於2023年12月31日

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Interest rate risk

Interest rate risk is the risk that the value of a financial instrument and future cash flows will fluctuate as a result of changes in market interest rates.

The majority of the Company's interest rate exposure arises from cash and cash equivalents and margin accounts payable to brokers.

The following table demonstrates the sensitivity of the Company's profit or loss for the year to a reasonably possible change in interest rates, with all other variables held constant. The sensitivity of the profit or loss for the year (before tax) is the effect of the assumed changes in interest rates on:

- The net interest for one year, based on the net cash position held at the end of the reporting period.
- Changes in fair value of investments for the year, based on revaluing fixed rate financial assets at the end of the reporting period.

In practice, the actual trading results may differ from the below sensitivity analysis and the difference could be significant.

28. 財務風險管理目標及政策

利率風險

利率風險指金融工具及未來現金流量的價值隨著市場利率改變而波動的風險。

本公司大部份利率風險來自現金及現金等值及應付經紀人保證金賬目。

下表說明，在所有其他變量保持不變時，本公司本年度損益對利率的可能合理變動的敏感度。本年度損益（除稅前）敏感度是指利率的假設變動對下列各項的影響：

- 基於報告期末所持淨現金狀況之一年內利息淨額。
- 基於報告期末重估定息金融資產之年內投資公平值變動。

事實上，實際交易業績可能與下述敏感度分析有所區別且差額較為顯著。

		Net exposure	Change in basis point	Sensitivity of interest income/(expense)	Sensitivity of changes in fair value of investments
		淨風險 HK\$ 港元	基點變動	利息收入／ (支出) 敏感度 HK\$ 港元	投資公平值 變動的敏感度 HK\$ 港元
2024	2024 年				
Cash and cash equivalents	現金及現金等值	13,007,593	±50	±65,038	–
2023	2023 年				
Cash and cash equivalents	現金及現金等值	17,309,428	±50	±86,547	–

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Currency risk

Currency risk is the risk that the value of financial instruments will fluctuate due to changes in foreign exchange rates.

The financial assets and financial liabilities of the Company are denominated in Hong Kong dollars and United States dollars. Since the Hong Kong dollar is pegged to the United States dollar, the Board of Directors considers the Company's exposure to foreign currency risk to be minimal; as such no sensitivity analysis has been presented in these financial statements.

Credit risk

Credit risk is the risk that the counterparty to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. The Company's exposure to credit risk is monitored by the Investment Manager on an ongoing basis.

The Company is exposed to credit risk on its cash and cash equivalents, promissory notes and investments placed with DBS Bank Limited, Public Bank (Hong Kong) Limited and Bank of Communication Trustee Limited, which management believes is of high credit quality.

The credit risk on amounts due from brokers is limited because most of the receivable amounts are from the investments sold which will be settled shortly after trade date.

The Company's maximum exposure to credit risk in the event the counterparties fail to perform their obligations without taking into account of any collateral held as at the reporting date in relation to each class of recognised financial assets is the carrying amount of those assets as disclosed in the statement of financial position.

28. 財務風險管理目標及政策 (續)

貨幣風險

貨幣風險指金融工具的價值因匯率變動而波動的風險。

本公司金融資產及金融負債以港元及美元列值。由於港元與美元掛鈎，董事會認為，本公司的外匯風險甚微；因此，並無於該等財務報表中呈列敏感度分析。

信貸風險

信貸風險乃指本公司金融工具的對手方未能履行責任而導致本公司財務虧損的風險。投資管理人會持續監察本公司承受的信貨風險。

本公司因存於星展銀行有限公司、大眾銀行(香港)有限公司及交通銀行信託有限公司的現金及現金等值、承兌票據及投資而承受信貸風險，管理層認為其信貸質素良好。

應收經紀人款項之信貸風險有限，乃因大部份應收款項乃來自已出售投資並將於交易日後短時間內結付。

倘對手方未能履行責任且不考慮於報告日期持有的任何抵押品，則本公司就每類已確認金融資產而須承受之最大信貸風險為已於財務狀況表內所披露之該等資產之賬面值。

28. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

Capital management

As a result of the ability to issue and repurchase shares, the capital of the Company can vary depending on subscriptions to the Company and repurchases by the Company. The primary objectives of the Company's capital management are to safeguard the Company's ability to continue as a going concern and to invest the capital in investments meeting the description and risk exposure indicated in the Company's prospectus. The Investment Manager manages the capital of the Company in accordance with the Company's investment objectives and policies. The Company is not subject to externally imposed capital requirements.

29. EVENTS AFTER REPORTING PERIOD

There is no significant event after the reporting period.

30. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 27 March 2025.

28. 財務風險管理目標及政策（續）

資本管理

由於本公司有發行及購回股份之能力，本公司的資本會因本公司認購及購回而變化。本公司資本管理之主要目標乃保障本公司之持續經營及對符合本公司招股章程所述投資情況及承擔風險之投資投入資本之能力。投資管理人根據本公司的投資目標及政策管理本公司的資本。本公司不受外部施加的資本要求的約束。

29. 報告期後事項

報告期後並無發生重大事項。

30. 財務報表的批准

本財務報表已於2025年3月27日獲董事會批准及授權刊發。

Summary of Financial Information

財務資料概要

31 December 2024 2024年12月31日

A summary of the results and of the assets and liabilities of the Company for the last five financial years, as extracted from the published audited financial statements is set out below:

本公司最近五個財政年度之業績及資產及負債概要（摘自已刊發經審核財務報表）載列如下：

RESULTS

業績

		Year ended 31 December 2024 截至2024年 12月31日 止年度 HK\$ 港元	Year ended 31 December 2023 截至2023年 12月31日 止年度 HK\$ 港元	Year ended 31 December 2022 截至2022年 12月31日 止年度 HK\$ 港元	Year ended 31 December 2021 截至2021年 12月31日 止年度 HK\$ 港元	Year ended 31 December 2020 截至2020年 12月31日 止年度 HK\$ 港元
REVENUE	收入	759,920	126,339	3,116,109	257,989	3,417,096
LOSS BEFORE TAX	除稅前虧損	(28,978,531)	(52,463,843)	(52,745,075)	(4,980,239)	(31,106,691)
Income Tax	所得稅	-	-	-	-	-
LOSS AND TOTAL COMPREHENSIVE	虧損及全面總額					
LOSS FOR THE YEAR ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人 應佔年內虧損	(28,978,531)	(52,436,843)	(52,745,075)	(4,980,239)	(31,106,691)

ASSETS AND LIABILITIES

資產及負債

		2024 2024年 HK\$ 港元	2023 2023年 HK\$ 港元	2022 2022年 HK\$ 港元	2021 2021年 HK\$ 港元	2020 2020年 HK\$ 港元
TOTAL ASSETS	資產總值	65,116,985	95,243,209	149,407,330	115,829,000	77,610,666
TOTAL LIABILITIES	負債總額	(4,257,563)	(5,405,256)	(7,132,534)	(2,093,007)	(6,497,953)
		60,859,422	89,837,953	142,274,796	113,735,993	71,112,713

China New Economy Fund Limited
中國新經濟投資有限公司

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