



**BASETROPHY GROUP HOLDINGS LIMITED**

**基地錦標集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

Stock Code : 8460

ANNUAL  
REPORT  
**2023**

## **CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.**

**Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “**Directors**”) of Basetrophy Group Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM (the “**GEM Listing Rules**”) of the Stock Exchange for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief the information contained in this report is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement in this report misleading.*

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors:

Mr. Lau Chung Ho (*Chief Executive Officer*)

Mr. Leung Yat Fai Frankie Keith (*Chairman*)

Ms. Du Wanfen

Ms. Fong Pui Yin Vivian

Mr. Li Aiming

### Independent non-executive Directors:

Mr. Lam Chee-yau Timothy

Mr. Ngok Ho Wai

Mr. Li Dewen (*appointed on 19 March 2024*)

Mr. Ng Ki Man (*resigned on 2 June 2023*)

Mr. Tao Ming Lee Martin (*appointed on 2 June 2023 and resigned on 19 March 2024*)

## AUDIT COMMITTEE

Mr. Ngok Ho Wai (*Chairman*) (*appointed on 2 June 2023*)

Mr. Lam Chee-yau Timothy

Mr. Li Dewen (*appointed on 19 March 2024*)

Mr. Ng Ki Man (*Chairman*) (*resigned on 2 June 2023*)

Mr. Tao Ming Lee Martin (*appointed on 2 June 2023 and resigned on 19 March 2024*)

## REMUNERATION COMMITTEE

Mr. Ngok Ho Wai (*Chairman*)

Mr. Lam Chee-yau Timothy

Mr. Li Dewen (*appointed on 19 March 2024*)

Mr. Ng Ki Man (*resigned on 2 June 2023*)

Mr. Tao Ming Lee Martin (*appointed on 2 June 2023 and resigned on 19 March 2024*)

## NOMINATION COMMITTEE

Mr. Lam Chee-yau Timothy (*Chairman*)

Mr. Ngok Ho Wai

Mr. Li Dewen (*appointed on 19 March 2024*)

Mr. Ng Ki Man (*resigned on 2 June 2023*)

Mr. Tao Ming Lee Martin (*appointed on 2 June 2023 and resigned on 19 March 2024*)

## AUDITOR

Infinity CPA Limited

Room 1501, 15/F, Olympia Plaza

255 King's Road

North Point, Hong Kong

## COMPANY SECRETARY

Mr. Chan Kui Ming

## AUTHORISED REPRESENTATIVES

Mr. Lau Chung Ho

Mr. Chan Kui Ming

## COMPLIANCE OFFICER

Mr. Lau Chung Ho

## LEGAL ADVISERS AS TO HONG KONG LAWS

CFN Lawyers

Units 4101-04, 41/F

Sun Hung Kai Centre

30 Harbour Road

Wan Chai

Hong Kong

## REGISTERED OFFICE IN THE CAYMAN ISLANDS

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

## HEAD OFFICE AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Flat B-31, 4/F

Park Fook Industrial Building

615-617 Tai Nan West Street

Cheung Sha Wan

Kowloon

## PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE IN CAYMAN ISLANDS

Ocorian Trust (Cayman) Limited

Windward 3, Regatta Office Park

PO Box 1350

Grand Cayman KY1-1108

Cayman Islands

## BRANCH SHARE REGISTRAR AND TRANSFER OFFICE IN HONG KONG

Tricor Investor Services Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

## PRINCIPAL BANKERS

Dah Sing Bank, Limited

The Hongkong and Shanghai Banking

Corporation Limited

Standard Chartered Bank (Hong Kong) Limited

## COMPANY'S WEBSITE

[www.wbgroupfw.com.hk](http://www.wbgroupfw.com.hk)

## STOCK CODE

8460

## CHAIRMAN'S STATEMENT

Dear Shareholders :

On behalf of the Board of Directors (the “**Board**”) of Basetrophy Group Holdings Limited (the “**Company**”) and its subsidiaries (collectively the “**Group**”), I am glad to present the annual report of the Group for the year ended 31 December 2023.

In 2023, the Group has successfully emerged from the COVID-19 pandemic crisis in mainland China and Hong Kong, and our business is now in a phase of recovery and normalization. Throughout the past year, we have diligently crafted our business strategies to generate value for the shareholders of the Company (the “**Shareholders**”). Despite the challenges faced by the construction industry, the Group have shown resilience and adaptability to the ever-changing market dynamics, consequently earning the trust and confidence of our customers.

During the year ended 31 December 2023, the Group's total revenue was approximately HK\$97.2 million, representing an increase of approximately HK\$10.7 million compared with the year ended 31 December 2022. The increase was due to business growth. For the year ended 31 December 2023, the Group recorded a net loss of approximately HK\$20.3 million as compared to a net loss of approximately HK\$6.5 million for the year ended 31 December 2022.

As part of our corporate social responsibility, the Group remains committed to prioritizing safety, health, and environmental sustainability in all our business operations. Looking ahead, the Board and management will carefully formulate development strategies, leveraging industry knowledge and resources, to solidify our core business and maintain our leading position in the industry. Additionally, we will actively explore new markets and business opportunities to continually create value for the shareholders of the Company. Lastly, on behalf of the Board, I would like to express my heartfelt gratitude to the Shareholders, customers, business partners, and employees for their unwavering support and trust.

*Chairman and Executive Director*

**Leung Yat Fai Frankie Keith**

Hong Kong, 28 March 2024

# MANAGEMENT DISCUSSION AND ANALYSIS

## BUSINESS REVIEW

The Group is (i) a contractor of foundation works in Hong Kong capable of foundation jobs which mainly include excavation and lateral support (ELS) works, sheet piling, pipe piling, pre-boring, pre-bored H-piling, mini-piling, and bored piling; (ii) a subcontractor for site formation works and other geotechnical engineering works such as slope works and other minor geotechnical works such as shotcreting; and (iii) trading of alcoholic beverages in the People's Republic of China (the "PRC").

The shares of the Company were listed on GEM of the Stock Exchange on 27 June 2017 (the "Listing Date") by way of public offer.

For the year ended 31 December 2023, the Group recorded a net loss of approximately HK\$20.3 million as compared to a net loss of approximately HK\$6.5 million for the year ended 31 December 2022.

## OUTLOOK

Looking ahead to the global economy in 2024, there are numerous uncertainties, including trade disputes, geopolitical instability, and the lingering effects of the Covid-19 pandemic, all of which pose significant challenges to the global economy. However, the Group maintains a cautiously optimistic attitude toward future prospects. Firstly, we believe that the global economy will gradually recover and achieve long-term, stable growth. Despite the current difficulties, we also believe that these challenges will bring forth new opportunities. We will continue to remain vigilant and work diligently to address these challenges, ensuring our business can adapt to economic changes.

In terms of our foundation works in Hong Kong, it has always been a crucial industry in the region, and we believe that this market will continue to expand as Hong Kong progresses and further develops. The Group is dedicated to providing top-notch foundation engineering services, and we will continue to invest in technological innovation and talent development to maintain our competitive edge.

Additionally, we are closely monitoring the alcoholic beverage trading market in mainland China, as it is a substantial market with growing consumer demand. With our wealth of experience and resources in this market, we will continue to closely observe its development and adjust our business strategy according to market demands.

## PRINCIPAL RISKS AND UNCERTAINTIES

The Directors believe that there are certain risks and uncertainties involved in the operations, some of which are beyond the Group's control. The Directors believe the relatively significant risks relating to the Group's business are as follows:

- A significant portion of the Group's revenue was generated from contracts which were not recurrent in nature and were awarded by a few customers, and there is no guarantee that such customers will provide the Group with new business;
- As the Group from time to time engages subcontractors in its projects, the Group may have to bear responsibilities for any non-performance, delayed performance, sub-standard performance or non-compliance of the subcontractors; and
- There may be discrepancies between the ground investigation findings and the actual geological conditions of the site which may cause the Group to incur additional cost or result in potential claims which are not insured and adversely affect the Group's profitability as the related contracts are usually of a fixed sum without price adjustment mechanism.

## MANAGEMENT DISCUSSION AND ANALYSIS

A detailed discussion of the risk factors is set forth in the section headed “**Risk Factors**” in the prospectus of the Company dated 14 June 2017 (the “**Prospectus**”).

### COMPLIANCE WITH LAWS AND REGULATIONS

To the best of the Directors’ knowledge, information and belief, the Group has complied in material respects with the relevant laws and regulations that have a significant impact on the business and operation of the Group. During the year ended 31 December 2023, there was no material breach of or non-compliance of the applicable laws and regulations by the Group.

### ENVIRONMENTAL POLICIES AND PERFORMANCE

The Board has overall responsibility for the Group’s environmental, social and governance (“**ESG**”) strategy and reporting. The Board is responsible for the Group’s ESG risk management and internal control systems to ensure that the ESG strategies and reporting requirements are met.

The details of ESG performance of the Group are set out in the ESG report on pages 37-56 of this report.

### RELATIONSHIP WITH CUSTOMERS, SUPPLIERS, SUBCONTRACTORS AND EMPLOYEES

The Group maintains a good relationship with its employees and certain policies have been implemented to ensure that its employees are provided with competitive remuneration, good welfare benefits and continuous professional training. The Group also maintains good relationships with its customers and suppliers, without whom success in the Group’s business and operation would be at risk.

### FINANCIAL REVIEW

#### Revenue

The Group’s revenue increased by approximately HK\$10.7 million or 12.4% from approximately HK\$86.5 million for the year ended 31 December 2022 to approximately HK\$97.2 million for the year ended 31 December 2023, mainly due to business growth.

#### Costs of sales

The Group’s cost of sales increased from approximately HK\$70.2 million for the year ended 31 December 2022 to approximately HK\$83.8 million for the year ended 31 December 2023, representing an increase of approximately HK\$13.6 million or 19.4%. Such increase was generally in line with the increase in revenue.

#### Gross profit and gross profit margin

The Group’s gross profit for the year ended 31 December 2023 were approximately HK\$13.3 million, representing a decrease of approximately 18.4% from approximately HK\$16.3 million for the year ended 31 December 2022. Such decrease was mainly due to the decrease in gross profit margin. The Group’s gross profit margin for the year ended 31 December 2023 was approximately 13.7%, representing a decrease of approximately 5.1 percentage points as compared to approximately 18.8% for the year ended 31 December 2022. Such decrease was primarily due to competitive project pricing arising from intense market competition.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Other income and other gain

The other income and other gain decreased by approximately HK\$1.2 million from approximately HK\$1.5 million for the year ended 31 December 2022 to approximately HK\$0.3 million for the year ended 31 December 2023, primarily due to the lack of government grants received under the “Anti-Epidemic Fund” due to the outbreak of the COVID-19.

## Administrative and other operating expenses

The Group’s administrative and other operating expenses for the year ended 31 December 2023 were approximately HK\$14.6 million, representing an increase of approximately HK\$2.9 million or 24.8% from approximately HK\$11.7 million for the year ended 31 December 2022, primarily due to increase in staff costs and cost of alcoholic beverages expensed.

## Finance Costs

Finance costs of the Group increased by approximately HK\$1.0 million from approximately HK\$0.6 million for the year ended 31 December 2022 to approximately HK\$1.6 million for the year ended 31 December 2023. Finance costs consist of interest on bank and other borrowings and lease liabilities.

## Income Tax Credit

For the years ended 31 December 2023 and 2022, the Group recorded income tax credit of approximately HK\$0.8 million and approximately HK\$0.8 million, respectively.

## Loss for the year

For the year ended 31 December 2023, the Group recorded a loss attributable to owners of the Company of approximately HK\$19.8 million as compared to a loss attributable to owners of the Company of approximately HK\$6.5 million for the year ended 31 December 2022. The loss during the year was mainly attributed to (i) increase of impairment losses on financial and contract assets; (ii) increase in depreciation of right-of-use assets; and (iii) increase in other expenses.

## LIQUIDITY AND FINANCIAL RESOURCES

The Group finances its liquidity and capital requirements primarily through cash generated from operations, borrowings, lease liabilities and equity contribution from shareholders.

As at 31 December 2023, the Group had cash and bank balances of approximately HK\$4.8 million (2022: approximately HK\$4.1 million).

As at 31 December 2023, the Group’s total equity attributable to owners of the Company amounted to approximately HK\$41.5 million (2022: approximately HK\$61.3 million). As of the same date, the Group’s total debt, comprising borrowings and lease liabilities, amounted to approximately HK\$25.6 million (2022: approximately HK\$17.2 million).

# MANAGEMENT DISCUSSION AND ANALYSIS

## BORROWINGS AND GEARING RATIO

As at 31 December 2023, the Group had borrowings and lease liabilities of approximately HK\$25.6 million which was denominated in Hong Kong dollars (2022: approximately HK\$17.2 million). The Group's borrowings were primarily used in financing the working capital requirement of its operations.

As at 31 December 2023, the gearing ratio of the Group, calculated as the total interest-bearing liabilities divided by the total equity, was approximately 61% (2022: approximately 28%).

## TREASURY POLICY

The Directors will continue to follow a prudent policy in managing the Group's cash balances and maintain a strong and healthy liquidity to ensure that the Group is well placed to capture future growth opportunities.

## CHARGE ON GROUP ASSETS

As at 31 December 2023, the Group has pledged its certain property, plant and equipment with an aggregate net book value of approximately HK\$22.6 million (2022: approximately HK\$9.3 million).

As at 31 December 2023, the Group pledged the payment for a life insurance policy of a bank with the carrying amount of approximately HK\$2.9 million to secure the bank borrowings of the Group (2022: approximately HK\$2.8 million).

To better manage the Group's capital structure and financing needs, the Group sometimes enters into sale and leaseback arrangements in relation to machinery leases. These legal transfer does not satisfy the requirements of HKFRS 15 to be accounted for as a sale of the machinery. During the year ended 31 December 2023, the Group had raised approximately HK\$11.8 million borrowings in respect of such sale and leaseback arrangements (2022: approximately HK\$5.5 million).

## FOREIGN EXCHANGE EXPOSURE

All of the revenue-generating operations and borrowings of the Group were mainly transacted in Hong Kong dollars which is the functional currency of the Group, except for certain bank balances and payment for life insurance policy which are denominated in US\$. Since HK\$ is pegged to US\$, the Directors are of the view that the Group has limited exposure to foreign exchange risk. The Group currently does not have a foreign currency hedging policy.

## CAPITAL STRUCTURE

As at 31 December 2023, the Company's issued share capital was HK\$11.5 million and the number of its issued ordinary shares was 115,000,000 of HK\$0.10 each.

# MANAGEMENT DISCUSSION AND ANALYSIS

## CAPITAL COMMITMENTS

As at 31 December 2023, the Group had no material capital commitments (2022: Nil) contracted but not provided for property, plant and equipment.

## SEGMENT INFORMATION

Segmental information of the Group is disclosed in Note 5 to the consolidated financial statements.

## FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

The Group did not have other plans for material investments or capital assets as of 31 December 2023.

## SIGNIFICANT INVESTMENTS HELD, MATERIAL ACQUISITIONS AND DISPOSALS OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

During the year ended 31 December 2023, the Group did not have any significant investments, material acquisitions or disposals of subsidiaries, associates or joint ventures.

## CONTINGENT LIABILITIES

As at 31 December 2023, the Group did not have any material contingent liabilities (2022: Nil).

## FINAL DIVIDENDS

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

## INFORMATION ON EMPLOYEES

As at 31 December 2023, the Group had 80 full-time employees working in Hong Kong and in the PRC (2022: 54). The total staff costs, including Directors' emoluments and mandatory provident funds contributions, of the Group were approximately HK\$28.5 million for the year ended 31 December 2023 (2022: approximately HK\$20.1 million).

Employees are remunerated based on their qualifications, position and performance. The remuneration offered to employees generally includes salaries, allowances and discretionary bonus. Various types of trainings were provided to the employees.

Details of the Company's share option schemes is set out in Note 25 to the consolidated financial statements.

## BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

Biographical details of the Directors of the Company and the senior management of the Group are set out as follows:

### EXECUTIVE DIRECTOR

**Mr. Lau Chung Ho (劉頌豪) (“Mr. Lau”)**, aged 61, is the chief executive officer (the “**Chief Executive Officer**”) of the Company, an executive Director, a controlling shareholder and the co-founder of the Group. Since July 2003, Mr. Lau has been a director of Workbase Engineering Limited. Mr. Lau was appointed as a Director on 4 January 2016 and was redesignated as an executive Director on 22 September 2016. As a dedicated leader since the commencement of the Group’s operations and a key member of the executive management team, Mr. Lau is responsible for overseeing the Group’s operations, business development, human resources, finance and administration. Mr. Lau has over 40 years of experience in the construction industry, during which he gathered extensive knowledge of the industry and established close relationships with customers, suppliers and subcontractors alike.

Mr. Lau began his career as a technician apprentice in the Engineering Development Department of the Government in April 1983. He then worked as a works supervisor II in the Engineering Development Department, Civil Engineering Services Department and Drainage Services Department of the Government between July 1985 to November 1989. He worked as a sub-agent of Hon Charm Engineering Limited during December 1989 to June 1991. From June 1991 to August 1992, Mr. Lau worked as sub-agent in Super Bright Engineering Limited, and was appointed as director in KHL Projects Limited in September 1992. Mr. Lau then joined Kenly (HK) Limited as a contracts manager in January 1995 to December 2001, after which he worked as a director in Teamwork Civil Engineering Limited from January 2002 to May 2007.

Mr. Lau obtained a Certificate in Civil Engineering from Haking Wong Technical Institute in July 1985 and a Higher Certificate in Civil Engineering from The Hong Kong Polytechnic University (formerly known as the Hong Kong Polytechnic) in November 1988. Mr. Lau was also admitted as an associate member of the Hong Kong Institution of Engineers in November 1990. Mr. Lau completed the Metal Scaffold Erecting and Dismantling for In-Service Supervisor Course held by the Construction Industry Training Authority and the Safety Supervisor Training Course held by the Hong Kong Safety Training Centre in July 2003 and May 2005, respectively.

**Mr. Leung Yat Fai Frankie Keith (梁日輝) (“Mr. Leung”)**, aged 54, was appointed as the vice chairman of the Board and executive Director on 8 February 2021. He has been re-designated as the chairman of the Board (the “**Chairman**”) and executive Director on 10 May 2021. Mr. Leung obtained a Bachelor of Arts from The University of Winnipeg in Canada in June 1993 and a Master of Business Administration from Murdoch University in Australia in May 1997.

Mr. Leung has extensive experience in footwear and real estate development industry. Since 1992, Mr. Leung has been serving as a legal representative of Guangzhou PATTY footwear Co., Limited\* (廣州芭迪鞋業有限公司), the business activities of which include footwear business. Mr. Leung has been serving as a director of Joint Good Corporation Limited since 2012, the nature of the company’s business is real estate investment and development. He has also been serving as a director of Links Development Limited since 2013, the nature of the company’s business is real estate development in People’s Republic of China.

Mr. Leung is the spouse of Ms. Fong Pui Yin Vivian, the executive Director.

## BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

**Ms. Fong Pui Yin Vivian (方佩賢) (“Ms. Fong”)**, aged 53, was appointed as an executive Director on 31 August 2021. Ms. Fong obtained a Bachelor of Arts degree from University of Toronto in June 1995.

Ms. Fong has extensive experience in leather products manufacturing and real estate development industry. Since July 2000, Ms. Fong has been serving as a vice managing director of Patty Company Limited. Ms. Fong has been serving as a director of Guangzhou Patty Leather Products Co., Limited\* (廣州市芭迪皮革製品有限公司) since April 2003, the business activities of which include leather products manufacturing business. She has also been serving as an executive director of Links Development Limited and Yunfu Liancheng Real Estate Co. Limited\* (雲浮市連城置業有限公司), since 2014 respectively.

Ms. Fong is the spouse of Mr. Leung, the executive Director and the Chairman.

**Ms. Du Wanfen (杜婉芬) (“Ms. Du”)**, aged 45, completed the course of Business Administration from Hubei Economic Higher Education Institution\* (湖北財經高等專科學校) in July 1997.

Ms. Du has more than 21 years of experience in importing and selling motor vehicle. Ms. Du was employed by Guangzhou Maozhan Investment Consulting Co., Limited\* (廣州茂展投資諮詢有限公司) since February 2007 and she is currently the executive chairman of the company.

**Mr. Li Aiming (李愛明) (“Mr. Li”)**, aged 51, has more than 22 years of experience in corporate strategic planning, sales planning and business management. Mr. Li is the founder and the chairman of Sichuan Baofengxiang Co., Ltd\* (四川寶豐祥股份有限公司) since January 2015. He is the director of each of Sichuan Jiu De Yuan Kang Industrial Co., Ltd\* (四川九德元康實業有限公司) and Jiu De Jiu Pin (Chengdu) Wine Industry Co., Ltd\* (九德玖品(成都)酒業有限公司) since August 2020.

Mr. Li is also serving as executive vice president of Softbank Financial Research Institute since April 2020. Mr. Li was appointed as an executive director of China Eco-Farming Limited, whose shares are listed on the GEM of the Stock Exchange (stock code: 8166) since 10 May 2023.

### INDEPENDENT NON-EXECUTIVE DIRECTORS

**Mr. Lam Chee-yau Timothy (林子右) (“Mr. Lam”)**, aged 39, was appointed as the independent non-executive Director on 10 May 2021. He is also the chairman of the Nomination Committee and a member of each of the Remuneration Committee and the Audit Committee. Mr. Lam obtained a Bachelor of Arts (Philosophy), Bachelor of Laws and Master of Strategic Public Relations from the University of Sydney in Australia in April 2005, May 2007 and October 2011, respectively. He obtained a Master of Laws (Corporate and Commercial Law) from the University of New South Wales in Australia in May 2008. Mr. Lam also received a Master of Buddhist Studies and Master of Buddhist Counselling from the University of Hong Kong in December 2017 and December 2020, respectively.

Mr. Lam has over 18 years of experience in legal practice. He was admitted as a solicitor to the Supreme Court of New South Wales in Australia in December 2007 and admitted as a solicitor to the High Court of Hong Kong in April 2016. He is currently a partner of Hui & Lam Solicitors LLP, a Hong Kong law firm representing a range of clients in areas of corporate finance and company law.

Since December 2019, Mr. Lam has been a member of the Australian Institute of Company Directors and a fellow member of The Hong Kong Institute of Directors. Mr. Lam is also currently serving as a volunteer in the role of a Governor of the Board of the Children’s Cancer Foundation since May 2020.

## BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

**Mr. Ngok Ho Wai (樂可慰) (“Mr. Ngok”)**, aged 55, was appointed as the independent non-executive Director on 19 January 2022. He is also the chairman of the Remuneration Committee and Audit Committee and a member of the Nomination Committee. Mr. Ngok obtained a Bachelor degree of Social Science with Honors from The Chinese University of Hong Kong in December 1993. He obtained a Master degree of Accounting from Curtin University of Technology (now known as Curtin University) in February 1999. Mr. Ngok has been a member of the Hong Kong Institute of Certified Public Accountants since July 2000. He is currently a member of CPA Australia.

Mr. Ngok has over 29 years of experience in the banking industry. He has worked in the field of corporate & investment banking, mainly in Greater Bay Area, with Wing Hang Bank Limited, Fortis Bank Asia HK, DBS Bank (Hong Kong) Limited, Dah Sing Bank Limited, O-Bank Company Limited (Hong Kong Branch), OCBC Wing Hang Bank Limited and Industrial & Commercial Bank of China (Asia) Limited with managerial role such as setting credit procedures and administrative policies for a portfolio of clients. He has coached and assisted the team for daily sales & marketing, credit analysis and operating issues of corporate banking aspect.

Since 30 November 2022, Mr. Ngok has been an independent non-executive director of Times Universal Group Holdings Limited (stock code: 2310) (formerly known as Forebase International Holdings Limited), a company listed on the Main Board of the Stock Exchange.

**Mr. Li Dewen (李德文)**, aged 44, was appointed as the independent non-executive Director on 19 March 2024. He is also a member of each of the Nomination Committee, the Remuneration Committee, and the Audit Committee.

Mr. Li Dewen has over 10 years of experience in wholesale industry. Mr. Li Dewen is currently a manager in Guangzhou Huitian Trading Company Limited\* (廣州市薈天商貿有限公司).

### SENIOR MANAGEMENT

**Mr. To Kam Ming (陶錦明) (“Mr. To”)**, aged 40, is the Project Manager of the Group. He joined the Group as an assistant project manager in November 2015 and was later promoted to his current position in February 2016. Mr. To obtained a Diploma in Civil Engineering from the Hong Kong Institute of Vocational Education in July 2003 and a Higher Diploma in Building Technology and Management (Engineering) from The Hong Kong Polytechnic University in December 2005. He also obtained a Bachelor of Engineering (Honours) in Building Engineering (Structural and Geotechnical Engineering) from the City University of Hong Kong in February 2010.

Mr. To has over 16 years of experience in the construction industry. He commenced his career working as a building safety assistant in the Buildings Department in June 2006. Mr. To joined the Drainage Services Department of Hong Kong as a works supervisory assistant with his last position held as work supervisor II (Civil) between July 2007 and November 2010. From November 2010 to July 2011, he worked as a structural engineer in Midi Aluminum Fabricator Limited. From July 2011 to November 2011, he worked as a site engineer in Chiu Hing Construction & Transportation Company Limited. Mr. To worked in Tysan Foundation Limited as an engineer between January 2012 to October 2015 with his last position held as project engineer.

# BIOGRAPHICAL DETAILS OF THE DIRECTORS AND SENIOR MANAGEMENT

## COMPANY SECRETARY

**Mr. Chan Kui Ming (陳鉅銘) (“Mr. Chan”)**, aged 37, holds a degree of Master of Corporate Governance from The Open University of Hong Kong (currently known as Hong Kong Metropolitan University) and a degree of Bachelor of Commerce with major in Accounting from the Curtin University of Technology.

Mr. Chan has over 17 years of experience in accounting, financial management and company secretarial services. He is an associate member of each of The Hong Kong Institute of Chartered Secretaries (currently known as Hong Kong Chartered Governance Institute) and the Chartered Governance Institute. Mr. Chan has been the company secretary of Sino Vision Worldwide Holdings Limited (stock code: 8086, which was delisted on 30 June 2023) from April 2022 to July 2023, when the company was delisted from the GEM of the Stock Exchange. He has also been the company secretary of China Eco-Farming Limited (stock code: 8166) since May 2023, and the company secretary of Wisdom Sports Group (stock code: 1661) since January 2024.

\* For identification purposes only



## DIRECTORS' REPORT

The Directors present their report together with the audited financial statements of Basetrophy Group Holdings Limited and the audited consolidated financial statements of the Group for the year ended 31 December 2023.

### PRINCIPAL ACTIVITIES

The Company is an investment holding company, and its subsidiaries are principally engaged in the provision of foundation and site formation works and other geotechnical engineering works as a substructure subcontractor in Hong Kong and trading of alcoholic beverages in the PRC. Details of the principal activities of its subsidiaries are set out in Note 13 to the consolidated financial statements.

### BUSINESS REVIEW

The business review of the Group for the year is set out in the "Chairman's Statement" and "Management Discussion and Analysis" of this report.

### DIVIDEND POLICY

The Board has adopted a dividend policy (the "**Dividend Policy**") on 28 December 2018. Details of the Dividend Policy is disclosed below.

The Company adopts a general dividend policy that aims to provide Shareholders out of the Group's profit attributable to shareholders in any financial year, subject to the criteria set out below.

Such declaration and payment of dividends shall remain to be determined at the discretion of the Board and subject to all applicable requirements (including without limitation restrictions on dividend declaration and payment) under the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) and the memorandum and articles of association of the Company.

In proposing any dividend payout, the Board shall also take into account, inter alia:

- the Group's actual and expected financial performance;
- shareholders' interests;
- retained earnings and distributable reserves of the Company and each of the other members of the Group;
- the level of the Group's debts to equity ratio, return on equity and financial covenants to which the Group is subject;
- possible effects on the Group's creditworthiness;
- any restrictions on payment of dividends that may be imposed by the Group's lenders;
- the Group's expected working capital requirements and future expansion plans;
- liquidity position and future commitments at the time of declaration of dividend;
- taxation considerations;

## DIRECTORS' REPORT

- statutory and regulatory restrictions;
- general business conditions and strategies;
- general economic conditions, business cycle of the Group's business and other internal or external factors that may have an impact on the business or financial performance and position of the Company; and
- other factors that the Board deems appropriate.

The Board may propose the payment of dividends, if any, with respect to the Company's shares on a per share basis.

In addition to cash, dividends may be distributed in the form of shares subject to and in accordance with the procedures set out in the Company's memorandum and articles of association.

Except for interim dividend, any dividends declared by the Company must be approved by an ordinary resolution of shareholders at the general meeting and must not exceed the amount recommended by the Board. The Board may from time to time pay to the shareholders such interim dividends as appear to the Directors to be justified by the profits of the Company available for distribution.

The Company will continually review the Dividend Policy and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time, and this Dividend Policy shall in no way constitute a legally binding commitment by the Company that dividends will be paid in any particular amount and/or in no way obligate the Company to declare a dividend at any time or from time to time.

Pursuant to the Code Provision F.1.1 under Appendix 15 Corporate Governance Code and Corporate Governance Report, the Company should disclose the policy on payment of dividend in the annual report.

## RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated statement of profit or loss and other comprehensive income of this report. The state of affairs of the Group and the Company as at 31 December 2023 are set out in the consolidated statement of financial position and Note 34 to the consolidated financial statements, respectively. The Directors do not recommend the payment of a final dividend for the year ended 31 December 2023.

## CLOSURE OF THE REGISTER OF MEMBERS

The forthcoming annual general meeting is scheduled to be held on Thursday, 6 June 2024 (the "2024 AGM"). For determining the entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Monday, 3 June 2024 to Thursday, 6 June 2024, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to attend and vote at the AGM, all share transfer documents accompanied by the relevant share certificates must be lodged with the share registrar of the company in Hong Kong, Tricor Investor Services Limited, 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, for registration not later than 4:30 p.m. on Friday, 31 May 2024.

## DIRECTORS' REPORT

### FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the five financial years is set out on page 130 in this report. This summary does not form part of the audited consolidated financial statements of the Group.

### PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the year are set out in Note 15 to the consolidated financial statements.

### DONATION

The Group did not make any charitable donations during the year ended 31 December 2023 (2022: Nil).

### SHARE CAPITAL

Details of movements in the Company's share capital during the year, together with the reasons thereof, are set out in Note 24 to the consolidated financial statements.

### RESERVES

Details of movements in the reserves of the Group and the Company during the year are set out in consolidated statement of changes in equity and Note 34 to the consolidated financial statements respectively.

### SHARE OPTIONS SCHEMES

The Company conditionally adopted a share option scheme on 7 June 2017 (the "**Scheme**"). The terms of the Scheme are in accordance with the provisions of Chapter 23 of the GEM Listing Rules.

A summary of the particulars of the Scheme as required under Rule 23.09 of the GEM Listing Rules is set out in Note 25 to the consolidated financial statements.

### PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the memorandum and articles of association of the Company or the laws of the Cayman Islands, being the jurisdiction in which the Company is incorporated, which would oblige the Company to offer new shares on a pro rata basis to existing shareholders.

### RELATED PARTY TRANSACTIONS AND CONNECTED TRANSACTIONS

Details of the significant related party transactions entered into by the Group during the year ended 31 December 2023 are set out in Note 31 to the consolidated financial statements. To the best knowledge of the Directors, none of these related party transactions constitutes connected transactions that need to be disclosed under the GEM Listing Rules.

### DISTRIBUTABLE RESERVES

At 31 December 2023, the Company had no reserves available for distribution to owners (2022: approximately HK\$10.8 million).

# DIRECTORS' REPORT

## MAJOR CUSTOMERS AND SUPPLIERS AND SUBCONTRACTORS

During the year ended 31 December 2023, the percentage of the Group's aggregate turnover attributable to the Group's largest customer was approximately 31%, while the percentage of the Group's total turnover attributable to the five largest customers in aggregate was approximately 63%.

During the year ended 31 December 2023, the percentage of the Group's largest subcontractor was approximately 27% of the total direct costs for the period, while the percentage of the Group's five largest suppliers and subcontractors accounted for approximately 36% of the total direct costs.

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

## DIRECTORS

The Board during the year and up to date of this report were as follows:

### Executive Directors

Mr. Lau Chung Ho (*Chief Executive Officer*)

Mr. Leung Yat Fai Frankie Keith (*Chairman*)

Ms. Fong Pui Yin Vivian

Ms. Du Wanfen

Mr. Li Aiming

### Independent non-executive Directors

Mr. Lam Chee-yau Timothy

Mr. Ngok Ho Wai

Mr. Li Dewen

*(appointed on 19 March 2024)*

Mr. Ng Ki Man

*(resigned on 2 June 2023)*

Mr. Tao Ming Lee Martin

*(appointed on 2 June 2023 and resigned on 19 March 2024)*

In accordance with the memorandum and articles of association of the Company, at each annual general meeting one third of the Directors for the time being shall retire from office by rotation and that every Director shall be subject to retirement by rotation at least once every three years. Such retiring Directors may, being eligible, offer themselves for re-election at the annual general meeting. All Directors appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of shareholders of the Company after their appointment and be subject to re-election at such meeting and all Directors appointed by the Board as an addition to the existing Board shall hold office only until the next following annual general meeting and shall then be eligible for re-election.

Any Director who has not been subject to retirement by rotation in the three years preceding the annual general meeting shall retire by rotation at such annual general meeting.

## DIRECTORS' REPORT

### PERMITTED INDEMNITY PROVISION

Pursuant to the memorandum and articles of association of the Company, the applicable laws and regulations, every Director shall be indemnified and secured harmless out of the assets and profits of the Company against all actions, costs, charges, losses, damages and expenses which they or any of them may incur or sustain in the execution of their duties in their offices.

### DIRECTORS' SERVICE CONTRACTS

None of the Directors has a service contract with the Company or any of its subsidiaries which is not terminable by the Group within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTEREST IN SIGNIFICANT CONTRACTS

No Director had a material interest, either directly or indirectly, in any contract of significance to the business of the Group to which the Company, its holding company, or any of its subsidiaries was a party during the year ended 31 December 2023.

### CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS

Save as disclosed in the section headed "Directors' Report – Related Party Transaction and Continuing Connected Transactions" above and in the section headed "Relationship with our Controlling Shareholders" in the Prospectus, neither the Company nor any of its subsidiaries had entered into any contract of significance with the Company's controlling shareholders (as defined in the GEM Listing Rules) or their subsidiaries, or any contract of significance for the provision of services to the Company or any of its subsidiaries by the Company's controlling shareholders (as defined in the GEM Listing Rules) or their subsidiaries during the year ended 31 December 2023.

### DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

Apart from as disclosed under the paragraph headed "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" below and the Scheme disclosures in Note 25 to the consolidated financial statements, at no time during the year were rights to acquire benefits by means of the acquisition of shares in the Company granted to any Director or their respective spouse or children under 18 years of age, or were any such rights exercised by them; or was the Company, or the Company's subsidiary or holding company or a subsidiary of the Company's holding company a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

### COMPETITION AND CONFLICT OF INTERESTS

None of the Directors or the controlling shareholders of the Company (the "**Controlling Shareholders**") or their respective close associates (as defined in the GEM Listing Rules) has engaged in any business that competes or may compete, either directly or indirectly, with the businesses of the Group or have or may have any other conflict of interests with the Group during year ended 31 December 2023.

## DIRECTORS' REPORT

### NON-COMPETITION UNDERTAKINGS

In order to avoid any possible future competition between the Group and the Controlling Shareholders, Mr. Lau and Brightly Ahead Limited (“**Brightly Ahead**”) (each a “**Covenantor**” and collectively the “**Covenantors**”) have entered into the deed of non-competition (the “**Deed of Non-competition**”) with the Company (for itself and for the benefit of each member of the Group) on 7 June 2017. Pursuant to the Deed of Non-competition, each of the Covenantors has irrevocably and unconditionally undertaken to the Company (for itself and as trustee of its subsidiaries) that, during the period that the Deed of Non-competition remains effective, he/it shall not, and shall procure that his/its associates (other than any member of the Group) not to develop, acquire, invest in, participate in, carry on or be engaged, concerned or interested or otherwise be involved, whether directly or indirectly, in any business in competition with or likely to be in competition with the existing business activity of any member of the Group.

Each of the Covenantors further undertakes that if any of he/it or his/its close associates (as defined in the GEM Listing Rules) other than any member of the Group is offered or becomes aware of any business opportunity which may compete with the business of the Group, he/it shall (and he/it shall procure his/its associates to) notify the Group in writing and the Group shall have a right of first refusal to take up such business opportunity. The Group shall, within 6 months after receipt of the written notice (or such longer period if the Group is required to complete any approval procedures as set out under the GEM Listing Rules from time to time), notify the Covenantor(s) whether the Group will exercise the right of first refusal or not.

The Group shall only exercise the right of first refusal upon the approval of all the independent non-executive Directors (who do not have any interest in such opportunity). The relevant Covenantor(s) and the other conflicting Directors (if any) shall abstain from participating in and voting at and shall not be counted as quorum at all meetings of the Board where there is a conflict of interest or potential conflict of interest including but not limited to the relevant meeting of the independent non-executive Directors for considering whether or not to exercise the right of first refusal.

Each of the Covenantors also gave certain non-competition undertakings under the Deed of Non-competition as set out in the paragraph headed “Relationship with our Controlling Shareholders – Non-Competition Undertakings” in the Prospectus.

During the year ended 31 December 2023, the Company had not received any information in writing from any of the Controlling Shareholders in respect of any new business opportunity which competed or might compete with the existing and future business of the Group which were offered to or came to be the knowledge of the Controlling Shareholders or their associates (other than any member of the Group), and the Company has received an annual written confirmation from each of the Controlling Shareholders in respect of him/it and his/its associates in compliance with the Deed of Non-competition. The independent non-executive Directors have also reviewed and were satisfied that each of the Controlling Shareholders had complied with the Deed of Non-competition.

### DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out on pages 9-12 of this report.

## DIRECTORS' REPORT

### EMOLUMENTS OF DIRECTORS AND SENIOR MANAGEMENT AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and five individuals with highest emoluments are set out in Note 9 to the consolidated financial statements. The emolument of the number of the highest paid individuals who are not the Directors for the year ended 31 December 2023 are set out in Note 9(b) to the consolidated financial statements.

The emoluments of the senior management of the Group for the year ended 31 December 2023 falls within the following band:

<b>Emolument Band</b>	<b>Number of Senior Management</b>
Up to HK\$1,000,000	1
HK\$1,000,001 to HK\$1,500,000	–
HK\$1,500,001 to HK\$2,000,000	–

### EMOLUMENT POLICY

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

The Remuneration Committee will meet at least once each year to discuss remuneration related matters (including the remuneration of Directors and senior management) and review the remuneration policy of the Group. It has been decided that Remuneration Committee would determine, with delegated responsibility, the remuneration packages of individual executive Directors and senior management.

### RETIREMENT BENEFITS PLANS

Particulars of retirement benefits plans of the Group as at 31 December 2023 are set out in Note 2.16(ii) to the consolidated financial statements.

### MANAGEMENT CONTRACTS

Save for the service agreements (for the executive Director) and letters of appointment (for the independent non-executive Directors) with the Company entered into with each of the Directors, no contracts concerning the management and administration of the whole and any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2023.

## DIRECTORS' REPORT

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

As at 31 December 2023, the interests and short positions of the Directors and chief executives of the Company in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of Securities and Future Ordinance (the "SFO")) which are required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions), or which are required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein or which are required to be notified to the Company and the Stock Exchange pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, are as follows:

#### Long positions in Shares

Name	Capacity/Nature of interest	Number of Shares held/ interested	Percentage of shareholding
Mr. Lau (Note)	Interest in a controlled corporation	51,000,000	44.35%
Mr. Lau	Beneficial owner	750,000	0.65%

*Note:*

Mr. Lau beneficially owns the entire issued share capital of Brightly Ahead. Therefore, Mr. Lau is deemed, or taken to be, interested in all the Shares held by Brightly Ahead for the purpose of the SFO. Mr. Lau is the sole director of Brightly Ahead.

Save as disclosed above, as at 31 December 2023, none of the Directors and chief executives of the Company had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO), or which were recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or which were required, pursuant to Rules 5.48 to 5.67 of the GEM Listing Rules, to be notified to the Company and the Stock Exchange.

## DIRECTORS' REPORT

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 31 December 2023, the following person/entity (other than the Directors and chief executives of the Company) had or were deemed to have an interest or a short position in the Shares or the underlying Shares of the Company which would be required to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company required to be kept under Section 336 of the SFO, or who were directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other member of the Group:

#### Long positions in the Shares

Name	Capacity/Nature of interest	Number of Shares held/ interested	Percentage of shareholding
Brightly Ahead	Beneficial owner	51,000,000	44.35%

Save as disclosed above, as at 31 December 2023, none of the substantial or significant shareholders or other persons, other than the Directors and chief executives of the Company whose interests are set out in the section "Directors' Report – Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, had or were deemed to have an interest or a short position in the shares or the underlying shares of the Company which would be required to be disclosed to the Company and the Stock Exchange under the provisions of Division 2 and 3 of Part XV of the SFO, or which were recorded in the register of the Company remained to be kept under Section 336 of the SFO, or who were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other members of the Group.

### PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's shares during the year ended 31 December 2023.

### CORPORATE GOVERNANCE

Details of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 23-36 of this report.

### EQUITY-LINKED AGREEMENTS

Save as disclosed in this report, there was no equity-linked agreement entered into by the Company during the year ended 31 December 2023.

## DIRECTORS' REPORT

### SUFFICIENCY OF PUBLIC FLOAT

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

### INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors annual written confirmation of his independence pursuant to Rule 5.09 of the GEM Listing Rules and the Company considers all the independent non-executive Directors to be independent.

### INDEPENDENT AUDITORS

The consolidated financial statements of the Group for the year ended 31 December 2023 were audited by Infinity CPA Limited ("**Infinity**"). A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint Infinity as auditor of the Company.

The consolidated financial statements for the two financial years ended 31 December 2022 and 2021 had been audited by HLB Hodgson Impey Cheng Limited ("**HLB**"), who had resigned as the auditor of the Group with effect from 30 January 2024 and Infinity was appointed as the new auditor of the Group with effect from 1 February 2024 to fill casual vacancy occasioned by the resignation of HLB.

ON BEHALF OF THE BOARD  
**Basetrophy Group Holdings Limited**  
**Leung Yat Fai Frankie Keith**  
*Chairman and Executive Director*

Hong Kong, 28 March 2024



# CORPORATE GOVERNANCE REPORT

## INTRODUCTION

The Company is committed to the maintenance of good corporate governance practices and procedures. The Company believes that good corporate governance provides a framework that is essential for effective management, a healthy corporate culture, successful business growth and enhancing shareholders' value. The corporate governance principles of the Company emphasise a quality Board, sound internal controls, and transparency and accountability to all shareholders.

## CORPORATE GOVERNANCE PRACTICE

The Company acknowledges the need and importance of corporate governance as one of the key elements in creating shareholders' value. The Company is also committed to achieving high standard of corporate governance that can protect and promote the interests of all shareholders and to enhance corporate value and accountability of the Company. For corporate governance purpose, the Company has adopted the Corporate Governance Code (the "**CG Code**") set out in Appendix 15 of the GEM Listing Rules. During the year ended 31 December 2023, to the best knowledge of the Board, the Company has complied with all the applicable code provisions set out in the CG Code.

## DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the required standard of dealing, as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct for securities transactions by the Directors in respect of the shares of the Company (the "**Required Standard of Dealing**"). Having made specific enquiry of all Directors, all Directors have confirmed that they have complied with the Required Standard of Dealing and there was no event of non-compliance during the year ended 31 December 2023.

## DIRECTORS' RESPONSIBILITIES

The Board takes the responsibility to oversee all major matters of the Company, including but not limited to formulating and approving the overall strategies and business performance of the Company, monitoring the financial performance and internal control as well as overseeing the risk management system of the Company and monitoring the performance of senior executives. The Board is also responsible for performing the corporate governance duties including the development and reviewing the Company's policies and practices on corporate governance.

Liability insurance for Directors and senior management officers of the Company was maintained by the Company with coverage for any legal liabilities which may arise in the course of performing their duties.

# CORPORATE GOVERNANCE REPORT

## DELEGATION BY THE BOARD

Daily operation and business management of the Group, inter alia, the implementation of strategies are delegated to the executive Directors along with other senior executives. Executions of operational matters and the powers thereof are delegated to the management by the Board with clear directions. They report periodically to the Board of their work and business decisions.

## Board Composition

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

### Executive Directors

Mr. Lau Chung Ho

*(Chief Executive Officer)*

Mr. Leung Yat Fai Frankie Keith *(Chairman)*

Ms. Fong Pui Yin Vivian

Ms. Du Wanfen

Mr. Li Aiming

### Independent non-executive Directors

Mr. Lam Chee-yau Timothy

Mr. Ngok Ho Wai

Mr. Li Dewen

*(appointed on 19 March 2024)*

Mr. Ng Ki Man

*(resigned on 2 June 2023)*

Mr. Tao Ming Lee Martin

*(appointed on 2 June 2023 and resigned on 19 March 2024)*

Biographical details of the Directors are set out in “Biographical Details of the Directors and Senior Management” on pages 9-12 of this report.

Mr. Li Dewen has on 18 April 2024 obtained the legal advice referred to in Rule 5.02D of the GEM Listing Rules and has confirmed that he understood his obligations as a director of the Company.

The proportion of independent non-executive directors on the Board is higher than what is required by Rule 5.05A, 5.05 (1) and (2) of the GEM Listing Rules whereby independent non-executive Directors of a listed issuer must represent at least one-third of the board. The three independent non-executive Directors represent more than one-third of the Board and at least one of whom has appropriate professional qualifications, or accounting or related financial management expertise. With the various experience of both the executive Directors and the independent non-executive Directors and the nature of the Group’s business, the Board considered that the Directors have a balance of skills and experience for the business of the Group.

The independent non-executive Directors play a significant role in the Board as they bring an impartial view on the Company’s strategies, performance and control, as well as ensure that the interests of all shareholders are taken into account. All independent non-executive Directors possess appropriate academic, professional qualifications or related financial management experience. None of the independent non-executive Directors held any other offices in the Company or any of its subsidiaries or is interested in any shares of the Company. The Company has received from each independent non-executive Director an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with the criteria set out in Rule 5.09 of the GEM Listing Rules.

# CORPORATE GOVERNANCE REPORT

## Board Diversity Policy

The Board has adopted a board diversity policy (the “**Board Diversity Policy**”) on 28 December 2018 which sets out the basis to achieve diversity on the Board. Details of the Board Diversity Policy is disclosed as below.

### 1. Purpose

The Board Diversity Policy aims to set out the approach to achieve diversity on the Board.

### 2. Vision

The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance.

### 3. Policy

When determining the composition of the Board, the Company will consider board diversity in terms of, among other things, gender, age, experience, cultural and educational background, expertise, skills and know-how. All Board appointments will be based on merits, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

### 4. Measurable Objectives

Selection of candidates for Board membership will be based on a range of diversity perspectives, including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how.

### 5. Monitoring and Reporting

The Nomination Committee will disclose the composition of the Board annually in the corporate governance report and monitor the implementation of the Board Diversity Policy.

### 6. Review of the Board Diversity Policy

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure the effectiveness of the Board Diversity Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

### 7. Disclosure of the Board Diversity Policy

A Summary of the Board Diversity Policy together with the measurable objectives set for implementing the Board Diversity Policy, and the progress made towards achieving those objectives will be disclosed in the annual corporate governance report.

### 8. Board Composition

As at the date of this annual report, the Board comprises eight Directors. Two of the executive Directors are female. Three of the Directors are independent non-executive Directors, thereby promoting critical review and control of the management process.

# CORPORATE GOVERNANCE REPORT

## Nomination Policy

The Board has adopted a nomination policy (the “**Nomination Policy**”) on 28 December 2018 which sets out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the directors of the Company. Details of the Nomination Policy is disclosed as below.

### 1 PURPOSE

- 1.1 The Nomination Policy aims to set out the approach to guide the Nomination Committee in relation to the selection, appointment and re-appointment of the Directors.
- 1.2 The Nomination Policy aims to ensure that the Board has a balance of skills, experience, knowledge and diversity of perspectives appropriate to the requirements of the Company’s business.

### 2 CRITERIA

The Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to criteria including but not limited to (collectively, the “**Criteria**”):

- (a) Diversity in aspects including but not limited to gender, age, experience, cultural and educational background, expertise, skills and know-how;
- (b) Sufficient time to effectively carry out their duties; their services on other listed and non-listed companies should be limited to reasonable numbers;
- (c) Qualifications, including accomplishment and experience in the relevant industries the Company’s business is involved in;
- (d) Independence;
- (e) Reputation for integrity;
- (f) Potential contributions that the individual(s) can bring to the Board; and
- (g) Commitment to enhance and maximize shareholders’ value.

# CORPORATE GOVERNANCE REPORT

## 3 RE-ELECTION OF DIRECTOR AT GENERAL MEETING

3.1 The Nomination Committee will evaluate and recommend retiring Director(s) to the Board for re-appointment by giving due consideration to the criteria including but not limited to:

(a) the overall contribution and service to the Company of the retiring director including his attendance of Board meetings and, where applicable, general meetings, and the level of participation and performance on the Board; and

(b) whether the retiring Director(s) continue(s) to satisfy the Criteria in section 2.

3.2 The Nomination Committee and/or the Board shall then make recommendation to shareholders in respect of the proposed re-election of director at the general meeting.

## 4 NOMINATION PROCESS

The Nomination Committee will recommend to the Board for the appointment of a Director in accordance with the following procedures and process:

(a) The Nomination Committee will, giving due consideration to the current composition and size of the Board, develop a list of desirable skills, perspectives and experience at the outset to focus the search effort;

(b) The Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from an independent agency firm and proposals from shareholders of the Company with due consideration given to the Criteria;

(c) The Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks;

(d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;

(e) The Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment and the proposed remuneration package; and

(f) The Board will have the final authority on determining the selection of nominees and all appointment of Directors will be confirmed by the filing of the consent to act as Director of the relevant Director (or any other similar filings requiring the relevant Director to acknowledge or accept the appointment as Director, as the case may be) to be filed with the Companies Registry of Hong Kong.

# CORPORATE GOVERNANCE REPORT

## 5 RESPONSIBILITY

The Board will be ultimately responsible for the selection, appointment and re-appointment of Directors.

## 6 MONITORING AND REPORTING

The Nomination Committee will assess and report annually, in the Corporate Governance Report, on the composition of the Board, and launch a formal process to monitor the implementation of the Nomination Policy as appropriate.

## 7 REVIEW OF THE NOMINATION POLICY

The Nomination Committee will launch a formal process to review the Nomination Policy periodically to ensure that it is transparent and fair, remains relevant to the Company's needs and reflects the current regulatory requirements and good corporate governance practice. The Nomination Committee will discuss any revisions that may be required and recommend any such revisions to the Board for consideration and approval.

## 8 DISCLOSURE OF THE NOMINATION POLICY

8.1 A summary of the Nomination Policy including the nomination procedures and the process and Criteria adopted by the Nomination Committee to select and recommend candidates for directorship during the year will be disclosed in the annual corporate governance report.

8.2 In the circular to shareholders for proposing a candidate as an independent non-executive director, it should also set out:

- the process used for identifying the candidate and why the Board believes the candidate should be elected and the reason why it considers the candidate to be independent;
- if the proposed independent non-executive director will be holding their seventh (or more) listed company directorship, the reason the board believes the candidate would still be able to devote sufficient time to the Board;
- the perspectives, skills and experience that the candidate can bring to the Board; and
- how the candidate can contribute to the diversity of the Board.

# CORPORATE GOVERNANCE REPORT

## INDEPENDENT NON-EXECUTIVE DIRECTORS

The independent non-executive Directors play a significant role in the Board as they bring an impartial view on the Company's strategies, performance and control, as well as ensure that the interests of all shareholders are taken into account. All independent non-executive Directors possess suitable and appropriate academic, professional qualifications or related financial management experience. None of the independent non-executive Directors held any other offices in the Company or any of its subsidiaries or is interested in any shares of the Company.

The Company has received from each independent non-executive Director an annual confirmation of his independence, and the Company considers such Directors to be independent in accordance with the criteria set out in Rule 5.09 of the GEM Listing Rules.

## APPOINTMENT AND RE-ELECTION OF DIRECTORS

Each of the executive Directors has entered into a service contract with the Company for an initial term of three years which may be terminated by not less than one month's notice in writing served by either party on the other and is subject to retirement by rotation and re-election in accordance with the memorandum and articles of association of the Company.

Pursuant to the letter of appointment between the Company and each of the independent non-executive Directors, the independent non-executive Directors have been appointed for an initial term of one year or three years which may be terminated by either party by giving no less than one month's written notice.

According to Article 108 of the memorandum and articles of association of the Company, one-third of the Directors for the time being shall retire from office by rotation at every annual general meeting of the Company, provided that every Director shall retire from office by rotation and are subject to re-election at annual general meeting at least once every three years. Article 112 of the memorandum and articles of association of the Company provides that any Directors who are appointed to fill casual vacancies shall hold office only until the next following general meeting after their appointment, and are subject to re-election by shareholders of the Company.

Mr. Lau, Ms. Du, Mr. Li and Mr. Li Dewen will retire from office at the forthcoming annual general meeting of the Company to be held on Thursday, 6 June 2024. Mr. Lau, Ms. Du, Mr. Li and Mr. Li Dewen, being eligible, will offer themselves for re-election.

At the forthcoming annual general meeting of the Company, separate ordinary resolutions will be put forward to the Shareholders in relation to the proposed re-election of Mr. Lau, Ms. Du, Mr. Li and Mr. Li Dewen.

# CORPORATE GOVERNANCE REPORT

## CHAIRMAN AND CHIEF EXECUTIVE OFFICER

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

The role of chairman remains separate from that of the chief executive officer to enhance their respective independence, accountability and responsibility. Mr. Leung is the Chairman and Mr. Lau is the Chief Executive Officer.

## DIRECTORS' TRAINING AND PROFESSIONAL DEVELOPMENT

The Group acknowledges the importance of adequate and ample continuing professional development for the Directors for a sound and effective internal control system and corporate governance. In this regard, the Group has always encouraged the Directors to attend relevant training courses to receive the latest news and knowledge regarding corporate governance.

During the year ended 31 December 2023, the Company has provided and all Directors have attended training courses on the updates of the GEM Listing Rules concerning good corporate governance practices. The Company will, if necessary, provide timely and regular trainings to the Directors to ensure that they keep abreast with the current requirements under the GEM Listing Rules.

## BOARD COMMITTEES

The Board has established three Board committees, namely, the Remuneration Committee, the Nomination Committee and the Audit Committee, for overseeing particular aspects of the Company's affairs. All Board committees have been established with defined written terms of reference, which are posted on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.wbgroupfw.com.hk](http://www.wbgroupfw.com.hk). All Board committees report to the Board on their decisions or recommendations made.

The practices, procedures and arrangements in conducting meetings of Board committees follow in line with, so far as practicable, those of the Board meetings set out above.

All Board committees are provided with sufficient resources to perform their duties and, upon reasonable request, are able to seek independent professional advice in appropriate circumstance, at the Company's expense.

The Board is responsible for performing the corporate governance duties set out in the CG Code which included developing and reviewing the Company's policies and practices on corporate governance, training and continuous professional development of Directors, and reviewing the Company's compliance with the Code Provision in the CG Code and disclosures in this report.



# CORPORATE GOVERNANCE REPORT

## Remuneration Committee

The Remuneration Committee was established on 7 June 2017. The chairman of the Remuneration Committee is Mr. Ngok, the independent non-executive Director, and other members includes Mr. Lam and Mr. Li Dewen, the independent non-executive Directors. The written terms of reference of the Remuneration Committee are posted on the website of the Stock Exchange and the Company's website.

The Remuneration Committee has been charged with the responsibility of making recommendations to the Board on the appropriated policy and structures for all aspects of Directors' and senior management's remuneration. The Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration. The Remuneration Committee reviewed the remuneration packages of the appointment of Mr. Tao Ming Lee Martin ("**Mr. Tao**") as an independent non-executive Director by written resolution, and has held one meeting to review the remuneration packages and emoluments of Directors and senior management and considered that they are fair and reasonable during the year ended 31 December 2023. No Director or any of his or her associates is involved in deciding his or her own remuneration.

From 2024 onwards, the Remuneration Committee will also review the Scheme and other share schemes (if any) of the Company on an annual basis. During the year ended 31 December 2023, since there was no share option granted under the Scheme, no material matter relating to the Scheme has been reviewed by the Remuneration Committee.

## Nomination Committee

The Nomination Committee was established on 7 June 2017. The chairman of the Nomination Committee is Mr. Lam, the independent non-executive Director, and other members included Mr. Ngok and Mr. Li Dewen, the independent non-executive Directors. The written terms of reference of the Nomination Committee are posted on the website of the Stock Exchange and on the Company's website.

The primary duties of the Nomination Committee are to review and assess the composition of the Board and independence of the independent non-executive Directors and make recommendations to the Board on appointment of new Directors of the Company. In recommending candidates for appointment to the Board, the Nomination Committee considers candidates on merit against objective criteria and with due regards to the benefits of diversity on the Board.

In designing the Board's composition, Board diversity has been considered from a number of perspectives, including but not limited to gender, age, cultural and educational background, industry experience, technical and professional skills and/or qualifications, knowledge, length of services and time to be devoted as a director. The Company will also take into account factors relating to its own business model and specific needs from time to time. The ultimate decision is based on merit and contribution that the selected candidates will bring to the Board.

During the year ended 31 December 2023, the Nomination Committee reviewed and recommend the appointment of Mr. Tao as an independent non-executive Director by written resolution; and has held one meeting to review the resignation of Mr. Ng Ki Man as an independent non-executive Director; and to review and recommend the re-election of Directors.

# CORPORATE GOVERNANCE REPORT

## Audit Committee

The Audit Committee was established on 7 June 2017. The chairman of the Audit Committee is Mr. Ngok, the independent non-executive Director, and other members included Mr. Lam and Mr. Li Dewen, the independent non-executive Directors. The written terms of reference of the Audit Committee are posted on the website of the Stock Exchange and on the Company's website.

The Company has complied with Rule 5.28 of the GEM Listing Rules in that at least one of the members of the Audit Committee (which must comprise a minimum of three members and must be chaired by an independent non-executive Director) is an independent non-executive Director who possesses appropriate professional qualifications or accounting related financial management expertise.

The primary duties of the Audit Committee are to review the financial information and reporting process, internal control procedures and risk management system, 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, internal control or other matters of the Company.

During the year ended 31 December 2023, the Audit Committee held four meetings to review and comment on the Company's 2022 annual results, 2023 interim results and quarterly results as well as the Company's internal control procedures and risk management system.

The Group's consolidated financial statements for the year ended 31 December 2023 have been reviewed by the Audit Committee. The Audit Committee is of the opinion that the consolidated financial statements of the Group for the year ended 31 December 2023 comply with applicable accounting standards, GEM Listing Rules and that adequate disclosures have been made.

# CORPORATE GOVERNANCE REPORT

## ATTENDANCE RECORDS OF MEETINGS

The Board meet regularly for considering, reviewing and/or approving matters relating to, among others, the financial and operating performance, as well as, the overall strategies and policies of the Company. Additional meetings are held when significant events or important issues are required to be discussed and resolved.

During the year, the Chairman held a meeting with the independent non-executive Directors without the executive Directors present.

Details of all Directors' attendance at the Board meeting and Board committees' meeting held during the year ended 31 December 2023 are as follows:

	Board Meeting	Audit Committee Meeting	Remuneration Committee Meeting	Nomination Committee Meeting	2022 Annual General Meeting
	Number of Meetings Attended/Held				
<b>Executive Directors</b>					
Mr. Lau Chung Ho	4/4	N/A	N/A	N/A	1/1
Mr. Leung Yat Fai Frankie Keith	4/4	N/A	N/A	N/A	1/1
Ms. Fong Pui Yin Vivian	4/4	N/A	N/A	N/A	0/1
Ms. Du Wanfen	4/4	N/A	N/A	N/A	0/1
Mr. Li Aiming	4/4	N/A	N/A	N/A	1/1
<b>Independent non-executive Directors</b>					
Mr. Lam Chee-yau Timothy	4/4	4/4	1/1	1/1	0/1
Mr. Ngok Ho Wai	4/4	4/4	1/1	1/1	1/1
Mr. Li Dewen ( <i>appointed on 19 March 2024</i> )	N/A	N/A	N/A	N/A	N/A
Mr. Ng Ki Man ( <i>resigned on 2 June 2023</i> )	2/2	2/2	1/1	1/1	0/1
Mr. Tao Ming Lee Martin ( <i>appointed on 2 June 2023 and resigned on 19 March 2024</i> )	2/2	2/2	N/A	N/A	N/A

## COMPANY SECRETARY

The company secretary of the Company (the "**Company Secretary**") assists the Board by ensuring the Board policy and procedures are followed. The Company Secretary is also responsible for advising that Board on corporate governance matters.

The role of the Company Secretary was performed by Mr. Chan. For the year ended 31 December 2023, Mr. Chan undertook no less than 15 hours of relevant professional training to update his skill and knowledge. The biographies of Mr. Chan is set out in the section headed "Biographical Details of the Directors and Senior Management" of this report.

# CORPORATE GOVERNANCE REPORT

## INDEPENDENT AUDITORS' REMUNERATION

Infinity CPA Limited is appointed as the external auditors of the Company. The fee paid and payable in respect of audit services and non-audit services amounted to approximately HK\$600,000 and HK\$nil respectively for the year ended 31 December 2023.

## SHAREHOLDERS' RIGHT

As one of the measures to safeguard shareholders' interest and rights, separate resolutions are proposed at shareholders' meetings on each substantial issue, including the election of individual directors, for shareholders' consideration and voting. All resolutions put forward at shareholders' meeting will be voted by poll pursuant to the GEM Listing Rules and the poll voting results will be posted on the website of the Stock Exchange and the Company's website after the relevant shareholders' meeting.

Extraordinary general meeting may be convened by the Board on requisition of shareholders holding not less than one-tenth of the paid up capital of the Company or by such shareholders who made the requisition (the "Requisitionists") (as the case may be) pursuant to Article 64 of the memorandum and articles of association of the Company. Such requisition must state the object of business to be transacted at the meeting and must be signed by the Requisitionists and deposited at the registered office of the Company or the Company's principal place of business in Hong Kong. Shareholders should follow the requirements and procedures as set out in such article for convening an extraordinary general meeting. Shareholders may put forward proposals with general meeting of the Company by sending the same to the Company at the principal office of the Company in Hong Kong.

For putting forward any enquiries to the Board, shareholders may send written enquiries to the Company. Shareholders may send their enquiries or requests in respect of their rights to the Company's principal place of business in Hong Kong.

## RISK MANAGEMENT AND INTERNAL CONTROL

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

Aimed at providing reasonable assurance against material errors, losses or fraud, the Company has established a risk management procedures which comprised the following steps:

- Identify risks: Identify major and significant risks that could affect the achievement of goals of the Group;
- Risk assessment: Assess and evaluate the identified risk according to its likely impact and the likelihood of occurrence;
- Risk mitigation: Develop effective control activities to mitigate the risks.

Risk identification and assessment is performed or updated annually, and the results of risk assessment, evaluation and mitigation of each functions or operation are documented in the Risk Registry to communicate to the Board and Management for reviews.

## CORPORATE GOVERNANCE REPORT

The Group's risk management and internal control systems are, however, 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.

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

The Audit Committee reviewed the internal control review report issued by the independent consultancy company and the Company's risk management and internal control systems in respect of the year ended 31 December 2023 and considered that they are effective and adequate. The Board assessed the effectiveness of internal control systems by considering the internal control review report and reviews performed by the Audit Committee and concurred the same.

Under Code Provision D.2.5, the Group should have an internal audit function. The Company has no internal audit function because the Company has maintained an internal control system and its implementation has been considered effective by the Audit Committee and the Board. In addition, the Audit Committee has communicated with external auditors of the Company to understand if there is any material control deficiency. Nevertheless, the Company will review the need for one on an annual basis.

### DISCLOSURE OF INSIDE INFORMATION

The Group has in place a policy on disclosure of inside information which sets out the procedures and internal controls for handling and dissemination of inside information.

The policy provides guidelines to the Directors, officers and all relevant employees of the Group to ensure proper safeguards exist to prevent the Company from breaching the statutory disclosure requirements. It also includes appropriate internal control and reporting systems to identify and assess potential inside information.

Key procedures in place include:

- define the requirements of periodic financial and operational reporting to the Board and the Company Secretary to enable them to assess inside information and make timely disclosures, if necessary;
- control the access to inside information by employees on a need-to-know basis, and safeguarding the confidentiality of the inside information before it is properly disclosed to public;
- procedures of communicating with the Group's stakeholders, including shareholders, investors, analysts, etc. in ways which are in compliance with the GEM Listing Rules.

The Group has also established and implemented procedures to handle enquiries from external parties related to the market rumours and other Group's affairs.

To avoid uneven dissemination of inside information, the dissemination of inside information of the Company shall be conducted by publishing the relevant information on the Stock Exchange's website and the Company's website.

# CORPORATE GOVERNANCE REPORT

## COMMUNICATION WITH SHAREHOLDERS AND INVESTOR RELATIONS

The Company has adopted shareholders communication policy with objective of ensuring that the shareholders and potential investors are provided with ready, equal and timely access to balanced and understandable information about the Company.

The Company has established several channels to communicate with the shareholders as follows:

- (i) Corporate communications such as annual reports, quarterly reports, interim reports and circulars are issued in printed form and are available on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) and the Company's website at [www.wbgroupfw.com.hk](http://www.wbgroupfw.com.hk);
- (ii) Periodic announcements are made through the Stock Exchange and published on the respective websites of the Stock Exchange and the Company;
- (iii) Corporate information is made available on the Company's website;
- (iv) Annual and extraordinary general meetings provide a forum for the shareholders to make comments and exchange views with the Directors and senior management; and
- (v) The Hong Kong share registrar of the Company serves the shareholders in respect of share registration, dividend payment and related matters.

The Company keeps on promoting investor relations and enhancing communication with the existing shareholders and potential investors. It welcomes suggestions from investors, stakeholders and the public. Enquires to the Board or the Company may be sent by post to the Company's principal place of business in Hong Kong. For the year ended 31 December 2023, the Board reviewed the shareholder communication policy and considered that the policy has been properly implemented and is effective.

For the year ended 31 December 2023, the Company has made amendments to its memorandum and articles of association (the "M&A") in order to (i) conform to the core standards set out in Appendix 3 to the Listing Rules; and (ii) update the M&A according to the relevant requirements of the Listing Rules and the applicable laws of the Cayman Islands by way of adoption of the second amended and restated M&A by a special resolution passed by the Shareholders at the 2023 AGM. The second amended and restated M&A is available on the websites of the Company and the Stock Exchange.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## ABOUT THE REPORT

This report is the “Environmental, Social and Governance Report” (collectively “**the ESG Report**”) published by the Group, which discloses the Group’s measures and performance on sustainable development topics in a transparent and open manner, in order to increase stakeholders’ confidence and understanding on the Group.

## REPORTING STANDARDS

The ESG Report is prepared in accordance with the “Environmental, Social and Governance Reporting Guide” (“**ESG Guide**”) of the Stock Exchange set out in Appendix 20 of the GEM Listing Rules. The ESG Report provides a simplified overview on the environmental, social and governance (“**ESG**”) performance of the Group. The information in the ESG Report is derived from the Group’s official documents and statistics, as well as the integration and summary of monitoring, management and operational information provided by subsidiaries of the Group.

## REPORTING YEAR

All the information in the ESG Report reflects the performance of the Group in environmental management and social responsibility from 1 January 2023 to 31 December 2023 (the “**Reporting Period**”). This ESG Report is released annually by the Group for public review so as to improve the transparency and responsibility of information disclosure.

## REPORTING SCOPE

The Group is a construction contractor in Hong Kong principally providing foundation and site formation works and other geotechnical engineering works in Hong Kong and trading of alcoholic beverages in the People’s Republic of China (the “**PRC**”). Based on the principle of materiality disclosure and reporting, this ESG Report covers the ESG performance of the Group’s key business activities carried out in Hong Kong, which include the segments of provision of foundation and site formation works and other geotechnical engineering works which represent the Group’s major source of revenue and income.

After the comprehensive completion of data collection system and the Group’s deepening in its ESG work, the Group has identified certain ESG issues relevant to the Group, which have been assessed by considering their materiality and importance to the Group’s principal activities, stakeholders as well as the Group. Those identified ESG issues and key performance indicators (“**KPIs**”) have been disclosed in the ESG Report.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## ESG GOVERNANCE

The Group has developed its internal strategies and policies with aims to create sustainable values to its stakeholders, and thereby to large extent minimising the Group's undue impact on the environment. In order to carry out the Group's sustainability strategy from top to bottom, the Board has ultimate responsibilities for ensuring the effectiveness of the Group's ESG policies.

The Group has established dedicated teams composed of staff from main departments of the Group to manage ESG issues within each business division of the Group and to continuously monitor and measure the progress against corporate goals and targets for addressing climate change. Dedicated teams with designated staff for management of ESG issues has been assigned to enforce and supervise the implementation of the relevant ESG policies cascading through the Group. The dedicated team would report annually on ESG issue to the Board.

With the forward-looking guidance and well-designed plans of action to address underlying ESG matters, the management and responsible teams keep reviewing and adjusting the Group's sustainability policies to satisfy the ever-changing needs of its stakeholders on a regular basis. For instance, through the assignment of the responsibility of progress tracking to different management-level positions, the Group is committed to achieving an excellent performance in ESG management while also remaining competitive compared with its peers. Details of the Group's management approaches in both the environmental and social aspects are elaborated in different sections of this ESG report.

## STAKEHOLDER ENGAGEMENT

The Stock Exchange has set forth four principles for reporting in the ESG Guide: Materiality, Quantitative, Balance and Consistency, which should form the basis for preparing the ESG Report. As the Stock Exchange emphasises, stakeholder engagement is the method by which materiality is assessed. Through stakeholder engagement, companies can understand wide-ranging views and identify material environmental and social issues.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The Group believes that effective feedback from stakeholders not only contributes to comprehensive and impartial evaluation of its ESG performance, but also enables it to improve its performance based on their feedback. Therefore, the Group has engaged in open and regular communication with its stakeholder groups including shareholders and investors, clients, employees, suppliers, sub-contractors and government. Over the years, the Group has continued to fine-tune its sustainability focus, addressing pressing issues. Stakeholders' expectations have been taken into consideration by utilising diversified engagement channels as shown below:

## Stakeholders and Engagement Methods

Stakeholders	Interests and expectations	Engagement channels
<b>Shareholders and investors</b>	<ul style="list-style-type: none"> <li>• Return on investment</li> <li>• Corporate strategy and governance</li> <li>• Risk mitigation and management</li> </ul>	<ul style="list-style-type: none"> <li>• Annual General Meeting</li> <li>• Interim and annual reports, corporate websites</li> <li>• Announcements, notices of meetings, circulars</li> </ul>
<b>Clients</b>	<ul style="list-style-type: none"> <li>• Robust project management</li> <li>• Full compliance with regulations</li> <li>• Sustainability performance of operations</li> </ul>	<ul style="list-style-type: none"> <li>• Interim and annual reports, corporate websites</li> <li>• Regular meetings and communication</li> </ul>
<b>Employees</b>	<ul style="list-style-type: none"> <li>• Remuneration, compensation and benefits</li> <li>• Occupational health and safety</li> <li>• Career development opportunities</li> <li>• Corporate culture and wellbeing</li> </ul>	<ul style="list-style-type: none"> <li>• Provide leisure activities and increase cohesion</li> <li>• In-house training programmes</li> <li>• Performance reviews and appraisals</li> <li>• Promote career development and enhance competence at all levels</li> </ul>
<b>Suppliers</b>	<ul style="list-style-type: none"> <li>• Long-term partnership</li> <li>• Ethical business practices</li> <li>• Supplier assessment criteria</li> </ul>	<ul style="list-style-type: none"> <li>• Procurement processes</li> <li>• Audits and assessments</li> </ul>
<b>Sub-contractors</b>	<ul style="list-style-type: none"> <li>• Effective project management</li> <li>• Occupational health and safety</li> <li>• Ethical business practices</li> <li>• Sub-contractor's assessment criteria</li> </ul>	<ul style="list-style-type: none"> <li>• Annual health, safety and environment seminars</li> <li>• Training sessions</li> <li>• Regular progress meetings</li> <li>• Audits and assessments</li> </ul>
<b>Government</b>	<ul style="list-style-type: none"> <li>• Laws and regulation compliance</li> </ul>	<ul style="list-style-type: none"> <li>• Review latest laws regularly</li> <li>• Inspection</li> </ul>

The Group will continuously maintain communication with stakeholders and collect opinions of stakeholders through different engagement channels. At the same time, the Group will enhance the reporting principles of quantification, balance and consistency, in order to define the content of the ESG Report and presentation of the information that is more in line with the expectations of stakeholders.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Materiality Analysis

During the Reporting Period, the following 17 ESG issues relevant to our business were considered during the materiality analysis process:

### Materiality analysis outcomes



Significance of economic, environmental, & social impacts to the Group

Categories	Economic	Society	Economic
<b>Interests and concerns</b>	1. Quality management 2. Customer Service 3. Intellectual property protection	4. Labour practices 5. Occupational health & safety 6. Human rights 7. Supply chain management 8. Human capital 9. Information Security and Protection of Personal Data 10. Compliance and Business Ethics 11. Development and Training 12. Community investment 13. Anti-corruption 14. Charity	15. Green Working Environment 16. Waste & hazardous management 17. Water & wastewater management

By reviewing the Group’s operations, the Group has identified key ESG issues and assessed the importance of related matters to the Group’s businesses and stakeholders. Based on the material ESG issues identified, feedback is collected from the relevant internal and external stakeholders of the Group.

The Group has identified occupational health & safety as the most important topic to our stakeholders. The Group will continue to manage critical issues by adopting policies and guidelines to further enhance the Group’s ESG governance.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Climate Change

Climate change is one of the most complicated challenges faced by humanity in the new century. Global warming gives rise to more frequent extreme weather conditions including changes in precipitation mode, droughts, floods and bushfires. Rise in sea level will make tens of thousands of people in densely populated coastal areas and island countries homeless. Faced with all sorts of problems, individuals, corporations and governments must take immediate actions to tackle climate change.

Over-emission of greenhouse gases is the main factor in causing global climate change. To achieving a low carbon economy, the Group is committed to reducing its greenhouse gas emissions through the approaches of mitigation and adaptation. For example, the Group has strived to mitigate the risks brought by climate change through the adoption of various environmental policies and measures; and promoting energy saving measures and habits in office.

The Group reviews and identifies climate-related risk annually while conducting risk assessment. The Group has identified the following significant climate related issues which have impacted and/or may have an impact on its operations:

Risk	Impact on the Group	Response
<b>Physical Risk</b>		
<b>Acute risk:</b>		
<b>Extreme weather such as typhoons and torrential rains</b>	<ul style="list-style-type: none"> <li>Weather-related events such as storms, floods, fires or heatwaves that cause damage to construction site facilities and operations</li> </ul>	<ul style="list-style-type: none"> <li>Formulate emergency response plans and continuously improve emergency response mechanisms for natural disasters</li> </ul>
<b>Chronic risk:</b>		
<b>Continuous high temperature, drought, etc.</b>	<ul style="list-style-type: none"> <li>Higher temperature requires the Group to purchase more cooling equipment, which would increase operating cost</li> </ul>	<ul style="list-style-type: none"> <li>Develop and apply more energy efficient cooling equipment</li> <li>Maintain comprehensive insurance coverage on assets</li> </ul>
<b>Transition risks:</b>		
<b>Policy and legal risks:</b>		
<b>Changes in environmental-related regulations</b>	<ul style="list-style-type: none"> <li>The energy price may increase due to energy efficiency requirements</li> <li>Full compliance with regulations</li> <li>Failure to comply with regulations could increase the compliance workload and expose the Group to legal action or claims</li> </ul>	<ul style="list-style-type: none"> <li>Scientifically arrange production plans, carefully deploy production organisations, and improve operational efficiency</li> <li>Closely monitor changes in environmental laws, regulations and policies, and respond to them in a timely manner</li> </ul>
<b>Market risk:</b>		
<b>Consumers demand for green and low carbon products</b>	Failure to effectively meet consumer demand for green low-carbon products	<ul style="list-style-type: none"> <li>Introduce the latest energy-saving technology and equipment in workplace if applicable</li> <li>In-house training programmes</li> <li>Promote resources saving</li> </ul>

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## ENVIRONMENT PROTECTION

### Emissions

#### Emissions from the course of operation

Major emissions from construction sites are air pollutants, noise, waste and effluents. The Group manages these emissions and is committed to seeking practical means to reduce their impact on the environment.

To reduce noise nuisance in surrounding environment, the Group has been implementing equipment that reduces noise emission, such as low-noise transformers, air receivers and hand-held breakers. Where necessary, the Group applies construction noise permit for every site that passed different testing of the Environmental Protection Department (i.e. acceptable noise levels, sound power levels for percussive piling and summation of noise levels). The Group recognises that noise challenges are unique to each project and there is always room to further reduce noise in communities surrounding the construction sites. In this regard, the Group is considering to implement a yearly review to evaluate the internal noise abatement procedures, especially for projects at noise-sensitive areas.

To deal with effluents from construction sites, the Group has developed a set of procedures which meet the requirements under the Water Pollution Control Ordinance and its subsidiary regulation in order to obtain license from the Water Pollution Control Ordinance at each site. For instance, sediment traps or basins are provided to abstract wastewater and remove waste particles from on-site systems. The Group aims to minimise various discharges like muddy underground water and bentonite slurries from excavation work and/or bore piling activities to limit the impact to the environment. The impact includes siltation in drainage pipes which may lead to blockage and eventually flooding risks, visual nuisance and hazard to the aquatic life and increase in turbidity of the receiving water which may adversely affect the ecosystem.

#### Emissions from vehicle usage

During the Group's operation in Hong Kong, the usage of private cars and light goods vehicles generate the emissions of nitrogen oxides ("NOx"), sulphur oxides ("SOx") and Particulate Matter ("PM"). The approximate amount of NOx, SOx and PM produced from the Group's operation in Hong Kong are shown in the following table:

#### Air pollutants from vehicle usage

Types of key air pollutants	2023	2022
NOx emissions (tonnes)	0.25	0.27
SOx emissions (tonnes)	0.0005	0.0005
PM emissions (tonnes)	0.019	0.020

Compared to the last financial year, three types of emissions (NOx, SOx and PM) in 2023 has remained stable. The Group would continue the work to become a low carbon organisation and target to maintain the emission of air pollution at lower than one tonne. Further action will be taken to reduce the environmental impact.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

In respect of reducing the NOx, SOx and PM emissions, the Group has formulated and educated employees about the following measures so as to help achieve the environmental friendly approach including (i) avoid peak hour traffic and (ii) encourage the use of public transport instead of private car.

During the Report Period, the Group was not aware of any material non-compliance with the environmental laws and regulations in respect of both emissions from the course of operations and vehicle usage.

## Greenhouse Gas (“GHG”) Emissions

During the course of operations, GHG emissions are produced from vehicle usage, electricity consumption and the use of electricity for processing fresh water and sewage water in Hong Kong’s office and construction sites.

### Scope 1 – Combustion of fuels in mobile sources controlled by the Group

During the operations of the Group, there are GHG emissions result from the intense usage of vehicles.

The Group strictly controls the emissions of GHG through the establishment of a comprehensive data collection system. This system helps the Group to monitor the monthly usage of vehicles to maintain the efficiency at a prominent level.

### Scope 2 – Electricity purchased from power companies

Apart from the direct emissions of PM and fumes, indirect emissions are also generated from electricity consumption in the Hong Kong’s office and construction sites.

### Scope 3 – Other indirect emissions

In the Hong Kong’s office and construction sites, there are GHG emissions due to electricity used for processing fresh water and sewage by government departments and paper waste disposed at landfills.

The summary of GHG emissions from the operations are shown in the following table:

## Summary of GHG emissions

Types of GHG	2023 CO <sub>2</sub> equivalent emission	2022 CO <sub>2</sub> equivalent emission
Scope 1 – Direct emissions (tonnes)	80.44	87.53
Scope 2 – Energy indirect emissions (tonnes)	7.07	17.79
Scope 3 – Other indirect emissions (tonnes)	–	0.01
Total	87.51	105.33
Intensity of GHG emissions per number of employees (tonnes)	1.1	2.2

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Compared to the last financial year, the total amount of GHG emissions has decreased due to the decrease in overall usage of vehicles.

The Group targets to maintain the low level of GHG emissions in the future. In order to reduce GHG emissions, the Group would encourage to reduce the usage of private car for travel between construction sites and replace by public transportations.

The Group has initiated a 3% emissions reduction in term of intensity in coming 5 years using the 2021 Report Year as a baseline.

## Hazardous waste emissions

Due to the business nature, the Group's operation does not directly generate any material hazardous waste.

## Non-hazardous waste emissions

For the provision of foundation services, the Group has produced some non-hazardous solid waste during its operations. The inert Construction and Demolition ("C&D") material is disposed through logistic service provider trucks that are authorised by Environmental Protection Department of Hong Kong Government ("EPD"). The waste is disposed at public landfills whereas the non-inert and mixed C&D waste are disposed at three strategic landfills. With the logistic service provider that is authorised by EPD to handle inert C&D material, illegal dumping can be avoided. The figures of non-hazardous waste produced are as follows:

<b>Non-hazardous solid waste</b>	<b>2023</b>	<b>2022</b>
Mixed C&D waste disposal at government waste disposal facilities (tonnes)	35	64
Inert C&D waste disposal at government waste disposal facilities (tonnes)	2,310	4,765
<b>Total</b>	<b>2,345</b>	<b>4,829</b>
Intensity of total non-hazardous waste produced per number of employees	29	101

The C&D waste disposed has decreased as certain C&D materials had been collected and reused during the Report Period.

The Group is dedicated to proper management of non-hazardous waste. Specific area at the site is assigned for the temporary storage of non-hazardous waste. The waste is then gathered by logistic service provider that is authorised by EPD and delivered to the public landfills.

To reduce the production of non-hazard waste in construction sites in the future, the Group will continue to explore the opportunity to re-use excavated materials for backfilling slope stabilisation and reclamation. The Group targets to reduce 5% of the non-hazardous waste produced from construction sites over five years compare with 2020 Reporting Year.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Use of Resources

The Group adheres to the concept of energy conservation and emission reduction to achieve green production. The major resources used by the Group are electricity and water consumed in office and various project sites in Hong Kong. In addition, petrol and diesel are major non-renewable fuel consumed by the Group. The Group aims to improve energy utilisation efficiency to achieve low-carbon practices and emission reduction throughout the operation, and to save resources.

The Group records and analyzes water consumption regularly. After identifying the causes of high rates of water consumption, the Group will take remedial action to minimise water use. Throughout the years, the Group has placed a strong emphasis on minimising the usage of electricity and water during the Group's daily operations.

The total water consumption in cubic metres and intensity during the Reporting Period are shown in the table below:

<b>Water Consumption</b>	<b>2023</b>	<b>2022</b>
Total water consumption (cubic metres)	3	13
Intensity of total water consumption per number of employees (cubic metres)	0.04	0.27

Compared to the last financial year, the total water consumption has remained at low level, there was no projects in which the site water consumption required to be borne by the Group. The Group would conduct regular water consumption analysis and internal training for all employees to create a sense of urgency in monitoring of water usage. The Group will continue its ongoing efforts to maintain low water consumption. During the Reporting Period, the Group did not encounter any issue in sourcing water that is fit for purpose.

## Energy consumption

The major energy consumed by the Group are non-renewable fuel ("NRF") including diesel and petrol and the purchase of energy in the form of electricity.

The Group determines to maximise energy conservation in its office by promoting efficient use of power and adopting green technologies. For instance, the Group continues to upgrade its equipment by purchasing electrical appliances with high efficient energy label, lighting and air-conditioning systems in order to increase energy efficiency. Air-conditioning systems can be adjusted to a specific temperature, which allows the users to set at a comfortable temperature while using less energy.

To identify energy saving opportunities, the Group measures and records the energy consumption level from time to time. The total electricity consumption in kilowatt hour (kWh) and intensity are shown in the table below:

<b>Energy Consumption</b>	<b>2023</b>	<b>2022</b>
Purchase of energy (kWh)	14,145	35,573
NRF consumed (kWh)	312,853	341,516
Total energy consumption (kWh)	326,998	377,089
Intensity of total energy per number of employees (kWh)	4,087	7,856

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

The energy consumption has decreased slightly from 377,089 kWh to 326,998 kWh, which is due to decrease in overall usage of vehicles and there was no projects in which the site electricity consumption required to be borne by the Group. The Group believes the energy conservation norm has been developed among all staff through internal training. During the Reporting Period, the Group strictly implemented the energy conservation guideline. Using the current reporting year as a baseline, the Group has initiated a 3% emissions reduction target in term of intensity in coming 5 years using the 2021 Report Year as a baseline.

## THE ENVIRONMENT AND NATURAL RESOURCES

To develop a green approach at the project sites and office, the Group has set up various environmental system management practices as part of its effort to develop an environmental management system that supports sustainable development.

With the implementation of the ISO9001 Quality Management System, the management is responsible for monitoring the operation in projects sites in accordance with the ISO9001 Quality Management System. The Group has given careful consideration to minimise all significant impact on the environment resources and to monitor environmental performance in a timely manner.

### Implemented practice

- Switch off computers, printers, machines and other electronic devices after office hours or when leaving the workplace to reduce power consumption
- Maximise the use of natural light and energy-saving lighting systems
- Apply optimal temperature setting of air-conditioning
- Encourage duplex printing
- Reuse of single-side used paper

As a socially responsible enterprise, protecting nature and the environment has become an integral part of the Group's corporate culture/important value. The Group constantly looks for ways to maximise benefits with minimal resource consumption and environmental impact, and continue to strive for sustainable development.

### Packaging material

Due to the business nature of the Group, the Group did not produce any finished products during the Reporting Period. Therefore, the Group does not consume significant amounts of package materials for product packaging.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## SOCIAL

### Employment

The Group reckons that employees are the most valuable assets of an enterprise and also the cornerstone for sustaining corporate development. It is always the Group's initiative to provide a fair and competitive compensation package to attract and retain quality talents, in the form of a basic salary, incentives bonus, mandatory provident fund, and other fringe benefits. Remuneration packages are reviewed periodically. The Group also has a set of comprehensive human resources management policy to support human resources function. The policies include compensation and benefits, working hours and holidays, recruitment and selection, performance management, promotion, employment termination, training and development.

As the Group is principally engaged in construction related works, manual work is generally required in most positions. Hence, the ratio of the number of male to female employees is approximately 7.9 to 1 (2022: 23.0 to 1). However, the Group aims to refrain from any form of harassment and discrimination with respect to age, gender, race, nationality, religion, marital status or disability in the workplace via implementation of human resources management policy. The above measures have helped ensure that every employee is treated equally and fairly.

The Group has always strictly observed the relevant legislations in Hong Kong regarding the equal employment opportunities, child labour and forced labour. The Group abides by the employment regulations, relevant policies and guidance of the relevant jurisdictions where it operates, including the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), the Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong), the Factories and Industrial Undertakings (Safety Officers and Safety Supervisors) Regulations (Chapter 59Z of the Laws of Hong Kong) and etc. in Hong Kong. During the Report Period, the Group was not aware of any material non-compliance with the applicable employment laws and regulations.

The Group has its internal procedures to record employees' information in order to review employment practices regularly so as to avoid any non-compliance. Furthermore, the Group strictly complies with the internal recruitment process during recruitment to ensure no employment of child labour and forced labour in any form.

The Group also strives to establish harmonious labour relationships and create a happy working environment, promote a positive and healthy lifestyle, and lift the spirit of local workforce, encourage and strengthen internal communication through organising diversified employee activities.

During the Reporting Period, all staff in reporting scope are full-time employee and work in Hong Kong.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Employment Key Performance Indicators (Employee)

Total workforce structure as at 31 December 2023

Gender	Age below 30	Age 30–50	Age over 50	Number of employees by gender	Total number of employees	2023 ratio	2022 ratio
						of number of male to female employees	of number of male to female employees
Male	4	24	43	71	80	7.9: 1	23.0: 1
Female	–	4	5	9			
<b>Total</b>	<b>4</b>	<b>28</b>	<b>48</b>	<b>80</b>			

## Employees turnover rate in the Reporting Period

	2023	2022
Employee total turnover rate	48.8% <sup>1</sup>	29.2% <sup>1</sup>
By age group		
Age below 30	50.0% <sup>2</sup>	50.0% <sup>2</sup>
Age 30–50	71.4% <sup>2</sup>	31.8% <sup>2</sup>
Age over 50	35.4% <sup>2</sup>	25.0% <sup>2</sup>
By gender		
Male	54.9% <sup>2</sup>	30.4% <sup>2</sup>
Female	– <sup>2</sup>	– <sup>2</sup>

Note 1: Employee total turnover rate = Total number of employees leaving employment during the year/Total number of employees as of 31 December 2023 x 100%.

Note 2: Employee turnover rate by category = Total number of employees leaving employment during the year by category/Total number of employees as of 31 December 2023 by category x 100%.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Health and Safety

The Group is an investment holding company incorporated in the Cayman Islands whilst its headquarter is located in Hong Kong. The nature of its daily operation is mainly office-based where the safety risk is limited. The Hong Kong headquarter has been equipped with fire-fighting facilities including fire extinguishers and participates in the fire drill organised by the building regularly.

The Group is committed to providing and maintaining a safe and healthy working environment for the employees and ensuring the safety of others affected by the Group's operation. The Group strictly requires employees to comply with the company safety policy and guidelines which clearly specify work flows, all kinds of safety measures and guidance as well as employees' responsibilities for their health and safety at our workplace.

The Group has also established a risk assessment program that consists of a number of sequential steps such as risk identification, analysis, evaluation, treatment, monitoring and reviewing based on the existing controls and recommendations to reduce those risks which are not deemed to be under acceptable limits.

For employees whose workplace is primarily based in project site, the Group provides "site specific induction training" to the employee before they commence their work at the project site in accordance with the Factories and Industrial Undertakings Ordinance (Chapter 59 of the Laws of Hong Kong) and the Construction Sites (Safety) Regulations (Chapter 59I of the Laws of Hong Kong). Thereafter, they are given refresher talks regularly depending on the amount of changes to the site condition. The Group also provides tool-box talks, aiming to heighten employees' awareness of workplace hazards and the Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong). During the Report Period, the Group was not aware of any material non-compliance with the applicable laws and regulations relating to providing a safe working environment and protecting employees from occupational hazards.

Every case of injury (if any) is required to be reported to the Group and be assessed individually under the internal guideline procedures set. Subsequently, the Group follows the procedures in accordance with the Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong). The Group is pleased to report that the rate of accidents and injuries during the Reporting Period was extremely low with zero fatal accident (2022: Nil).

### Health and Safety Key Performance Indicators (Employee)

	2023	2022	2021
Number of work injuries	-	-	-
Rate of work injury (per hundred employees)	-	-	-
Number of loss days due to work injuries	-	-	-

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Development And Trainings

The Group recognises the importance of skilled and professionally trained employees to its business growth and future success. Therefore, the Group encourages them to participate in personal development and job-related training courses. During the Reporting Period, the Group formulates quality management training programs to update our staff with the most updated standard of ISO9001, in order to maintain the highest standard of professionalism by its employees. Such training programs include training on quality assurance of business processes and testing of raw materials obtained from suppliers.

In daily operation, the Group provides induction training for new employees and experienced employees act as mentors to guide newcomers. The Group believes such arrangement can be the best way to facilitate communication and team spirit, as well as improve technical skills and managerial capability and encourage the learning and further development of employees at all levels.

The Group will continue to intensify its efforts to promote staff training programs which the Group believes that could help the necessary protection for talent reserves for corporate development. The Group evaluates the training needs of its employees annually to ensure that employees are offered with suitable and appropriate training according to their job nature and position.

### Training and Development Key Performance Indicators (Employee)

Trained staff	Senior managerial level <sup>3</sup>	Managerial level <sup>3</sup>	General staff <sup>3</sup>	Percentage	2023 Overall percentage of employees trained <sup>4</sup>	2022 Overall percentage of employees trained <sup>4</sup>
				of employees receiving training by gender <sup>3</sup>		
Male	100%	–	–	100%	2%	2%
Female	–	–	–	–		
	100%	–	–			

Note 3: Percentage of employees trained in the relevant categories = Employees in the category who took part in training/Total number of employees in the category who took part in training x 100%.

Note 4: Percentage of employees trained = Total number of employees who took part in training/Total number of employees as of 31 December 2023 x 100%.



## ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Average training hours	Senior managerial level <sup>5</sup>	Managerial level <sup>5</sup>	General staff <sup>5</sup>	Average training hours by gender <sup>5</sup>	2023 Overall average training hours <sup>6</sup>	2022 Overall average training hours <sup>6</sup>
Male	1.00 hour	–	–	0.01 hour	0.01 hour	0.02 hour
Female	–	–	–	–		
Overall	0.50 hour	–	–	0.01 hour		

Note 5: Average training hours = Total number of training hours in the category/Total number of employees in the category as of 31 December 2023.

Note 6: Average training hours per employee = Total number of training hours/Total number of employees as of 31 December 2023.

### LABOUR STANDARDS

The Group always respects and strictly complies with all applicable national laws and local regulations as well as relevant labour laws and regulations in the place where it operates, including the Policy of Employment of Children under the Employment Ordinance (Chapter 57 of the Laws of Hong Kong). The Group has also developed rigorous and systematic measures for recruitment and selection to prevent itself from illegally hiring child labour and ensure that the employment is in compliance with relevant laws and regulations.

The Group arranges the employees' working hours based on the statutory working hour standards and entitles them to paid leaves and sick leaves in accordance with the relevant labour laws in Hong Kong.

During the Reporting Period, the Group has not identified any material non-compliance with the relevant laws and regulations in respect of the prevention of child labour and forced labour that would result in material impact to the Group.

### SUPPLY CHAIN MANAGEMENT

The Group implements supplier management in accordance with internal guidance which governs the engagement of suppliers/subcontractors. Suppliers/Subcontractors are chosen subjecting to screening and evaluation procedures among the suppliers/subcontractors based on the quality and price. Also, to ensure suppliers/subcontractors capability in quality assurance, safety and environmental responsibility, field visit and investigation is conducted, which includes a comprehensive review of management systems that are accredited with ISO9001 standards. The investigation reviews the production capacity, technology level, quality assurance capabilities, supply capacity, safety and environment management qualifications if needed. Only the qualified suppliers/subcontractors complied with regulatory requirements are eligible for supplier/subcontractor selection by the Group. The Group also carries out regular assessment on suppliers'/subcontractors' overall capabilities, assets position, nature of business, reputation in the industry, quality of products, goods delivery and compliance with law and regulations.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Customers are becoming more concerned about environmental issues and stress the importance of using environmentally friendly materials. As such, Group will continue to act as a corporate citizen in communicating and stressing environmental issues to its suppliers. Supplier's service or product with minimal adverse environmental impacts would be one of the significant considerations of the Group in the selection of new supplier.

Each subcontractor and supplier is reviewed after completion of their contracts. In cases of major non-performance of approved subcontractor or supplier, the Group will review their suitability to remain on the approved list.

## Number of critical suppliers cooperated with the Group during the Reporting Period

Region	2023	2022
Hong Kong	388	374

## PRODUCT AND SERVICE RESPONSIBILITY

The Group is committed to providing high-quality services and guarantees that the quality of Group's projects is in line with industry standards and sustainability requirements. In addition, the Group is always striving to achieve higher standards.

The Group has always focused on quality control in project construction since its incorporation. In respect of human resources, the Group has a team of project managers with rich experience in undertaking various pile work construction projects. In respect of systems, the Group has a quality management system that complies with the ISO9001 standard, and has procedures in place to manage non-conformity detected during construction process. When non-conforming work is identified, the Group will review the situation and prevent such substandard work from continuing or re-occurring. If a defect is likely to recur, the Group will require the subcontractor to take remedial action and closely supervise these works whenever practicable. The Group also carry out trainings and established a management system covering various aspects including management of quality of construction staff, quality control on raw material, site management and quality management system, so as to ensure the timely and efficient completion of our projects. During the Reporting Period, no material complaint was received regarding the services provided by the Group.

During the Reporting Period, due to the business nature of the Group, there were no recalls concerning the provision and use of the Group's products due to safety and health reasons. In addition, there were no material complaints received relating to the provision and use of products and services that have a significant impact on the Group's operations. Further, during the Report Period, the Group was not aware of any material non-compliance with the applicable laws and regulations relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## PROTECTION OF INTELLECTUAL PROPERTY RIGHT AND CONSUMER PRIVACY

The Group recognises the importance of the protection over intellectual property right and consumer privacy. The Group has obtained appropriate licenses for the software in its business operations.

Meanwhile, the Group handles all information provided by clients, employees and business partner in accordance with Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and related laws and regulations to ensure those information is under proper protection.

## ANTI-CORRUPTION

The Group is committed to maintain the integrity of its corporate culture. Staff members are not allowed to solicit or accept any advantages. The Group sets out the relevant policies in the Employee Handbook and guides the employees to abide by the code of conduct. The code of conduct provides a clear definition of the provision and acceptance of interests, such as gifts and souvenirs, and ways to deal with conflicts of interest.

Directors and employees are required to make a declaration to the management through the reporting channels when actual or potential conflict of interest arises. Employees cannot receive any gifts from any external parties (i.e. customers, suppliers, contractors, etc.) unless approval is obtained from the management.

The Group has whistle-blowing procedures in effect, encouraging the employees to report directly to the Chairman of the Audit Committee for any misconduct and dishonest behaviour, such as bribery, fraud and other offences. Furthermore, the Group has specified in the Employee Handbook that the Group is entitled to terminate the employment contract with any employee who is bribed with money, gifts or commission, etc., and reserve the right to take further actions against such person.

The Group plans to host regular trainings delivered by representatives from regulators and professionals to all Directors and employees in regards to anti-corruption policies and procedures so as to maintain employees' awareness on anti-corruption best practices.

During the Reporting Period, the Group complied with the relevant laws and regulations regarding anti-corruption and money laundering and had no concluded legal case regarding corrupt practices brought against the issuer or its employees (2022: Nil).

## COMMUNITY INVESTMENT

The Group understands well the importance of making positive contribution to the community where it operates and considers community benefits as one of its social responsibility. The Group considers that enterprises and communities are inseparable as a whole. Enterprise development has played a leading role in the economic and social development of the community, such as providing employment opportunities and increasing taxes. At the same time, enterprise development is also inseparable from community's support and help. In order to better fulfil its social responsibilities, the Group is very concerned about environmental and health issues and sponsor the relevant activities or organisations when necessary.

The Group will continue to explore other means to contribute more to the community and strive to facilitate the building of a healthy and sustainable society.

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

Environmental and social performance indicators have been summarised in the following tables:

## Environmental performance indicators

### Aspect A1: Emissions

Performance indicator		2023 Data	2022 Data	The Stock Exchange ESG Reporting Guide KPI
<b>Emission</b>	Total NOx emissions (tonnes)	0.25	0.27	KPI A1.1
	Total SOx emissions (tonnes)	0.0005	0.0005	KPI A1.1
	Total PM emissions (tonnes)	0.019	0.020	KPI A1.1
	Total GHGs emissions – scope 1 (tonnes)	80.44	87.53	KPI A1.2
	Total GHGs emissions – scope 2 (tonnes)	7.07	17.79	KPI A1.2
	Total GHGs emissions – scope 3 (tonnes)	–	0.01	KPI A1.2
	Intensity of GHG per number of employee (tonnes)	1.1	2.2	KPI A1.2
<b>Non-hazardous waste</b>	Mixed construction & demolition waste (tonnes)	35	64	KPI A1.4
	Inert construction & demolition waste (tonnes)	2,310	4,765	KPI A1.4
	Intensity of total Non-hazardous waste produced per number of employee (tonnes)	29	101	KPI A1.4

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Aspect A2: Use of resources

Performance indicator		2023 Data	2022 Data	The Stock Exchange ESG Reporting Guide KPI
<b>Energy</b>	Total energy consumption (kWh)	326,998	377,089	KPI A2.1
	Intensity of total energy consumption per number of employees (kWh)	4,087	7,856	KPI A2.1
<b>Water</b>	Total water consumption (cubic metres)	3	13	KPI A2.2
	Intensity of total water consumption per number of employees (cubic metres)	0.04	0.27	KPI A2.2

## Social performance indicators

### Aspect B1: Employees

Performance indicator		2023 Data	2022 Data	The Stock Exchange ESG Reporting Guide KPI
<b>Number of employees</b>	By gender:			KPI B1.1
	– Male	71	46	
	– Female	9	2	
<b>By age</b>	KPI B1.1			KPI B1.1
	– Age below 30	4	2	
	– Age 30–50	28	22	
	– Age over 50	48	24	
<b>Employee turnover rate</b>	By gender			KPI B1.2
	– Male (%)	54.9	30.4	
	– Female (%)	–	–	
	By age			KPI B1.2
	– Age below 30 (%)	50.0	50.0	
	– Age 30–50 (%)	71.4	31.8	
– Age over 50 (%)	35.4	25.0		

# ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

## Aspect B2: Health and safety

Performance indicator	2023 Data	2022 Data	2021 Data	The Stock Exchange ESG Reporting Guide KPI
Number of work injuries	–	–	–	KPI B2.1
Rate of work injury (per hundred employees)	–	–	–	KPI B2.1
Number of loss days due to work injuries	–	–	–	KPI B2.2

## Aspect B3: Development and training

Performance indicator		2023 Data	2022 Data	The Stock Exchange ESG Reporting Guide KPI
<b>The percentage of employees receiving training</b>	By gender			KPI B3.1
	– Male	100%	100%	
	– Female	–	–	
	By category			
	– Senior managerial level	100%	100%	
	– Managerial level	–	–	
– General staff	–	–		
<b>Average training hours completed per employee</b>	By gender			KPI B3.2
	– Male (hours)	0.01	0.02	
	– Female (hours)	–	–	
	By category			
	– Senior managerial level (hours)	0.5	0.5	
	– Managerial level (hours)	–	–	
– General staff (hours)	–	–		

## Aspect B5: Supply Chain Management

Performance indicator		2023 Data	2022 Data	The Stock Exchange ESG Reporting Guide KPI
<b>Number of critical suppliers</b>	By region			KPI B5.1
	– Hong Kong	388	374	

# INDEPENDENT AUDITORS' REPORT



## Infinity CPA Limited

Room 1501, 15/F., Olympia Plaza  
255 King's Road, North Point, Hong Kong

## TO THE MEMBERS OF BASETROPHY GROUP HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

### OPINION

We have audited the consolidated financial statements of Basetrophy Group Holdings Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 64-129, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies.

In our opinion, the consolidated financial statements give a true and fair view of the consolidated financial position of the Group as at 31 December 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

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

Key audit matters identified in our audit are summarised as follows:

- Recognition of revenue from construction contracts
- Impairment assessment of trade receivables and contract assets
- Impairment assessment of certain property, plant and equipment

# INDEPENDENT AUDITORS' REPORT *(continued)*

## KEY AUDIT MATTERS *(continued)*

### Key audit matter

### How our audit addressed the key audit matter

#### *Recognition of revenue from construction contracts*

We identified recognition of revenue from construction contracts as a key audit matter as significant management's estimations and judgements are involved in the determination of the outcome of construction contracts and the progress towards completion of construction works.

The Group recognised revenue from construction contracts amounted to approximately HK\$95.33 million for the year ended 31 December 2023.

The accounting policies and disclosures in relation to the revenue recognition from construction contracts are included in notes 2.19 and 5 to the consolidated financial statements.

Our audit procedures in relation to recognition of revenue from construction contracts mainly included:

- Understanding and evaluating the Group's process and control over contract revenue recognition;
- Understanding from management about how the budgets were prepared and the respective progress towards completion of construction works were determined;
- Evaluating the reasonableness of progress towards completion of construction works by obtaining the certificates issued by customers or payment applications confirmed by internal surveyor;
- Performing physical inspection of significant construction contracts;
- Discussing with the management to understand the status of completion of the construction during the year, on a sample basis;
- Assessing the reasonableness of the actual gross margin during the year by comparing with the budgeted gross margin of the construction contracts, on a sample basis;
- Testing the actual costs incurred on construction works during the reporting period; and
- Assessing the appropriateness and sufficiency of the disclosures made in the consolidated financial statements.

Based on the procedures performed, we considered that the management's judgments and estimations used in the recognition revenue from construction contracts were supportable by the evidence we have gathered.



# INDEPENDENT AUDITORS' REPORT *(continued)*

## KEY AUDIT MATTERS *(continued)*

Key audit matter	How our audit addressed the key audit matter
<p><i>Impairment assessment of trade receivables and contract assets</i></p> <p>We identified impairment assessment of trade receivables and contract assets as a key audit matter due to the involvement of subjective judgement and estimates of the management of the Group in determining the expected credit losses ("ECL") of the Group's trade receivables and contract assets at the end of the reporting period.</p> <p>As at 31 December 2023, the net carrying amounts of trade receivables and contract assets of approximately HK\$20.56 million and HK\$35.24 million, respectively, which were significant assets of the Group as of the year end, representing 53.5% of total assets.</p> <p>Management uses the simplified approach to calculate impairment losses on trade receivables and contract assets.</p> <p>Management has engaged an independent valuation expert to determine the calculation of impairment losses.</p> <p>The accounting policies and disclosures in relation to the impairment assessment of trade receivables and contract assets are included in notes 2.8, 3.1(ii), 19 and 20 to the consolidated financial statements.</p>	<p>Our audit procedures in relation to impairment assessment of trade receivables and contract assets mainly included:</p> <ul style="list-style-type: none"><li>• Understanding and evaluating the Group's process and control over the impairment assessment of trade receivables and contract assets;</li><li>• Testing, on a sample basis, the aging of trade receivables at the year end to supporting evidence;</li><li>• For trade receivables and contract assets assessed on an individual basis, evaluating the appropriateness of the judgements used by management by examining of the historical payment supporting evidence, on a sample basis, and checking the financial position and creditworthiness of the debtors;</li><li>• Discussing with management on the estimation involved in determining the amount of ECL allowance regarding the trade receivables and contract assets;</li><li>• Evaluating the external valuer's independence, competence, capabilities and objectivity;</li><li>• Testing the mathematical accuracy of the ECL calculation and checking the information included in the calculation;</li><li>• Reviewing the ECL calculation that was prepared by management assisted by the external expert engaged by the Group, and involved our internal valuation expert to assist us in evaluating the Group's estimation methodology of ECLs and check the parameters to external available data sources; and</li><li>• Assessing the adequacy of the Group's disclosures about the expected credit loss allowance regarding trade receivables and contract assets in the consolidated financial statements.</li></ul>

Based on the procedures performed, we considered that the management's impairment assessment of trade receivables and contract assets was supportable by the evidence we have gathered.

# INDEPENDENT AUDITORS' REPORT *(continued)*

## KEY AUDIT MATTERS *(continued)*

Key audit matter	How our audit addressed the key audit matter
<p><i>Impairment assessment of certain property, plant and equipment</i></p> <p>As at 31 December 2023, the net carrying amounts of property, plant and equipment of approximately HK\$24.11 million, which were significant assets of the Group as of the year end, representing 23.1% of total assets.</p> <p>The accounting policies and disclosures in relation to the impairment assessment of certain property, plant and equipment are included in notes 2.5, 2.6, 4(e) and 15 to the consolidated financial statements.</p> <p>Management performed an impairment assessment to determine the recoverable amounts of these property, plant and equipment individually or at the related cash-generating units ("CGU") level, which is the higher of the fair value less costs of disposal and value-in-use of the related assets or CGU. The Group has engaged an independent valuation expert to assist in determining the value-in-use of the relevant CGU. Determination of value in use of the relevant CGU involved developing key assumptions, including:</p> <ul style="list-style-type: none"><li>• Compound annual growth rate in revenue within the budget period;</li><li>• Growth rates to extrapolate cash flows beyond the budget period;</li><li>• Gross margin; and</li><li>• Pre-tax discount rate.</li></ul> <p>We focused on this area due to the magnitude of impairment provisions as recognised and the high degree of estimation uncertainty of management's judgements and estimate in deriving the assumptions used in assessing the impairment provision.</p>	<p>We assessed management's future cash flow forecasts and calculation of value-in-use of CGU. Our audit procedures mainly included:</p> <ul style="list-style-type: none"><li>• Assessing the appropriateness of the valuation model adopted by reference to market practices;</li><li>• Evaluating the external valuer's independence, competence, capabilities and objectivity;</li><li>• Assessing the reasonableness of the key assumptions used by comparing with the historical data and future operating plans of the relevant businesses;</li><li>• Assessing the reasonableness of the discount rates used by reference to external data, including the risk factor of comparable companies and market risk premium;</li><li>• Assessing management's sensitivity analysis to evaluate the assumptions to which the outcomes of the discounted cash flows are more sensitive and the degree to which and likelihood that these assumptions may move to trigger an impairment; and</li><li>• Testing the mathematical accuracy of the discounted cash flows calculations.</li></ul> <p>Based on the procedures performed, we considered that the management's impairment assessment of these property, plant and equipment were supportable by the evidence we gathered.</p>

## INDEPENDENT AUDITORS' REPORT *(continued)*

### OTHER MATTER

The consolidated financial statements of the Group for the year ended 31 December 2022 were audited by another auditor who expressed an unmodified opinion on those statements on 31 March 2023.

### INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

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 consolidated financial statements and our auditors' report thereon.

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

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

### RESPONSIBILITIES OF DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are assisted by the Audit Committee in discharging their responsibilities for overseeing the Group's financial reporting process.

## INDEPENDENT AUDITORS' REPORT *(continued)*

### AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion solely to you, as a body, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

## INDEPENDENT AUDITORS' REPORT *(continued)*

### AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

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

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

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

The engagement director on the audit resulting in this independent auditors' report is Chan Kin Ming.

#### **Infinity CPA Limited**

*Certified Public Accountants*

#### **Chan Kin Ming**

Practising certificate number P07802

Hong Kong, 28 March 2024

# CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

For the year ended 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
Revenue	5	97,150	86,480
Cost of sales and service	7	(83,831)	(70,216)
Gross profit		13,319	16,264
Other income and other gains	5	261	1,496
Other losses	6	(17,606)	(12,555)
Selling and distribution costs		(824)	–
Administrative and other operating expenses	7	(14,611)	(11,682)
Operating loss		(19,461)	(6,477)
Finance costs	10	(1,622)	(563)
Loss before income tax		(21,083)	(7,040)
Income tax credit	11	788	562
Loss for the year		(20,295)	(6,478)
<b>Other comprehensive income:</b>			
Item that may be reclassified subsequently to profit or loss:			
Exchange differences arising on translation of foreign operations		(3)	27
Other comprehensive (expense)/income for the year, net of tax		(3)	27
<b>Total comprehensive expense</b>		<b>(20,298)</b>	<b>(6,451)</b>
Loss attributable to:			
Equity holders of the Company		(19,773)	(6,518)
Non-controlling interests		(522)	40
		(20,295)	(6,478)
Total comprehensive expense attributable to:			
Equity holders of the Company		(19,772)	(6,504)
Non-controlling interests		(526)	53
		(20,298)	(6,451)
Loss per share attributable to the equity holders of the Company during the year			
Basic and diluted (HK cent)	12	(17.19)	(5.82)

The accompanying notes form an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION

As at 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Property, plant and equipment	15	24,107	14,322
Right-of-use assets	16	2,858	2,056
Payment for a life insurance policy	18	2,903	2,817
		<b>29,868</b>	19,195
<b>Current assets</b>			
Inventories	23	4,083	4,112
Trade and other receivables	19	28,818	17,194
Contract assets	20	35,235	59,772
Tax recoverable		1,464	1,084
Cash and bank balances	22	4,837	4,147
		<b>74,437</b>	86,309
<b>Total assets</b>		<b>104,305</b>	105,504
<b>EQUITY</b>			
<b>Capital and reserves</b>			
Share capital	24	11,500	11,500
Reserves		30,012	49,784
<b>Equity attributable to owners of the Company</b>		<b>41,512</b>	61,284
<b>Non-controlling interests</b>		<b>464</b>	323
<b>Total equity</b>		<b>41,976</b>	61,607

# CONSOLIDATED STATEMENT OF FINANCIAL POSITION *(continued)*

As at 31 December 2023

	<i>Notes</i>	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
<b>LIABILITIES</b>			
<b>Non-current liabilities</b>			
Borrowings	26	<b>4,840</b>	3,494
Lease liabilities	16	<b>1,107</b>	963
Deferred tax liabilities	27	–	797
		<b>5,947</b>	5,254
<b>Current liabilities</b>			
Trade and other payables	28	<b>36,264</b>	25,353
Tax payable		<b>5</b>	–
Borrowings	26	<b>17,753</b>	11,698
Lease liabilities	16	<b>1,860</b>	1,092
Contract liabilities	29	<b>500</b>	500
		<b>56,382</b>	38,643
<b>Total liabilities</b>		<b>62,329</b>	43,897
<b>Total equity and liabilities</b>		<b>104,305</b>	105,504
<b>Net current assets</b>		<b>18,055</b>	47,666
<b>Total assets less current liabilities</b>		<b>47,923</b>	66,861

The consolidated financial statements were approved and authorised for issue by the Board of Directors on 28 March 2024 and are signed on its behalf by:

**Mr. Lau Chung Ho**

*Director*

**Mr. Leung Yat Fai Frankie Keith**

*Director*

The accompanying notes form an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

For the year ended 31 December 2023

	Attributable to owners of the Company						Non-controlling interests	Total equity
	Share capital	Share premium	Other reserve	Translation reserve	Retained earnings	Total reserves		
	HK\$'000 (Note 24)	HK\$'000	HK\$'000 (Note)	HK\$'000	HK\$'000	HK\$'000		
At 1 January 2022	11,000	47,217	1	-	8,031	66,249	-	66,249
(Loss)/profit for the year	-	-	-	-	(6,518)	(6,518)	40	(6,478)
Exchange differences arising on translation of foreign operations	-	-	-	14	-	14	13	27
Total comprehensive income/(expense)	-	-	-	14	(6,518)	(6,504)	53	(6,451)
Acquisition of subsidiaries	-	-	-	-	-	-	270	270
Issue of ordinary shares	500	1,039	-	-	-	1,539	-	1,539
At 31 December 2022 and 1 January 2023	<b>11,500</b>	<b>48,256</b>	<b>1</b>	<b>14</b>	<b>1,513</b>	<b>61,284</b>	<b>323</b>	<b>61,607</b>
Loss for the year	-	-	-	-	(19,773)	(19,773)	(522)	(20,295)
Exchange differences arising on translation of foreign operations	-	-	-	1	-	1	(4)	(3)
Total comprehensive expense	-	-	-	1	(19,773)	(19,772)	(526)	(20,298)
Contribution from non-controlling interests	-	-	-	-	-	-	667	667
At 31 December 2023	<b>11,500</b>	<b>48,256</b>	<b>1</b>	<b>15</b>	<b>(18,260)</b>	<b>41,512</b>	<b>464</b>	<b>41,976</b>

**Note:**

Other reserve represents the difference between the nominal value of the shares issued by the Company in exchange for the nominal value of the share capital of its subsidiaries arising from the reorganisation.

The accompanying notes form an integral part of these consolidated financial statements.

# CONSOLIDATED STATEMENT OF CASH FLOWS

For the year ended 31 December 2023

	Notes	2023 HK\$'000	2022 HK\$'000
<b>Cash flows from operating activities</b>			
Net cash generated from operating activities	30	8,969	6,804
<b>Cash flows from investing activities</b>			
Net cash inflow from acquisition of subsidiaries	33	–	75
Purchases of property, plant and equipment		(13,377)	(3,531)
Net cash used in investing activities		(13,377)	(3,456)
<b>Cash flows from financing activities</b>			
Proceeds from issuance of ordinary shares		–	2,000
Contribution from non-controlling interests		667	–
Share issuance expenses		–	(461)
Repayments of lease liabilities		(1,347)	(213)
Drawdown of other borrowing		11,826	5,460
Repayments of other borrowing		(4,742)	(1,216)
Drawdown of bank borrowings		61,171	49,982
Repayments of bank borrowings		(60,854)	(58,542)
Interest paid on lease liabilities		(216)	(10)
Interest paid on bank and other borrowings		(1,406)	(553)
Net cash from/(used in) financing activities		5,099	(3,553)
<b>Net increase/(decrease) in cash and cash equivalents</b>		<b>691</b>	<b>(205)</b>
Cash and cash equivalents at beginning of year		4,147	4,352
Effects of foreign exchange rate changes		(1)	–*
<b>Cash and cash equivalents at end of year</b>	22	<b>4,837</b>	<b>4,147</b>

\* Less than HK\$1,000

The accompanying notes form an integral part of these consolidated financial statements.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

For the year ended 31 December 2023

## 1 GENERAL INFORMATION AND BASIS OF PRESENTATION

Basetrophy Group Holdings Limited (the “**Company**”) was incorporated in the Cayman Islands on 4 January 2016 as an exempted company with limited liability under the Companies Law of the Cayman Islands and its shares were listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) on 27 June 2017. Its parent and ultimate holding company is Brightly Ahead Limited, a company incorporated in the British Virgin Islands (“**BVI**”) and wholly-owned by Mr. Lau Chung Ho, the controlling party of the Company.

The address of the Company’s registered office is Windward 3, Regatta Office Park, PO Box 1350, Grand Cayman KY1-1108, Cayman Islands and the Company’s principal place of business is Flat B-31, 4th Floor, Park Fook Industrial Building, 615-617 Tai Nan West Street, Cheung Sha Wan, Kowloon, Hong Kong. The Company is an investment holding company. The Company and its subsidiaries (the “**Group**”) is principally engaged in provision of foundation and related works in Hong Kong and trading of alcoholic beverages in the People’s Republic of China (the “**PRC**”).

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), unless otherwise stated.

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

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

### 2.1 Basis of preparation

The consolidated financial statements of the Group have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards (“**HKFRSs**”) issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”). In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on GEM of the Stock Exchange and by the Hong Kong Companies Ordinance. The consolidated financial statements have been prepared under the historical cost convention, except for the financial assets at fair value through profit or loss.

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

#### **Amendments to HKFRSs that are mandatorily effective for the current year**

The Group has applied the following amendments to HKFRSs issued by the HKICPA for the first time in the current year:

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies
Amendments to HKAS 8	Definition of Accounting Estimates
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction
Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules

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

#### **New and amendments to HKFRSs in issue but not yet effective**

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

Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>1</sup>
Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback <sup>2</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants (2022) <sup>2</sup>
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) <sup>2</sup>
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements <sup>2</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after a date to be determined.

<sup>2</sup> Effective for annual periods beginning on or 1 January 2024.

<sup>3</sup> Effective for annual periods beginning on or 1 January 2025.

Except as described below, the directors of the Company anticipate that the application of the above new and amendments to HKFRSs will have no material impact on the consolidated financial statements of the Group in the foreseeable future.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.1 Basis of preparation *(continued)*

#### **Application of the HKICPA guidance on the accounting implications of the abolition of the Mandatory Provident Fund (“MPF”) – Long Service Payment (“LSP”) offsetting mechanism in Hong Kong**

The Group has several subsidiaries operating in Hong Kong which are obliged to pay LSP to employees under certain circumstances. Meanwhile, the Group makes mandatory 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 2022, the Government of the Hong Kong Special Administrative Region (“HKSAR”) gazetted the Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (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 2023, 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.

The Group considered the accrued benefits arising from employer MPF contributions that have been vested with the employee and which could be used to offset the employee’s LSP benefits as a deemed contribution by the employee towards the LSP. Historically, the Group has been applying the practical expedient in paragraph 93(b) of HKAS 19 to account for the deemed employee contributions as a reduction of the service cost in the period in which the related service is rendered.

Based on the HKICPA’s guidance, as a result of the Abolition, these contributions are no longer considered “linked solely to the employee’s service in that period” since the mandatory employer MPF contributions after the Transition Date can still be used to offset the pre-transition LSP obligation. Therefore, it would not be appropriate to view the contributions as “independent of the number of years of service” and the practical expedient in paragraph 93(b) of HKAS 19 is no longer applicable. Instead, these deemed contributions should be attributed to periods of service in the same manner as the gross LSP benefit applying paragraph 93(a) of HKAS 19.

The Group will adopt this approach and is still in the process of assessing the impact of the LSP obligation due to the Amendment Ordinance.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.2 Subsidiaries

#### 2.2.1 Consolidation

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

The Group uses the acquisition method of accounting to account for business combinations. The consideration transferred for the acquisition of a subsidiary is the fair values of the assets transferred, the liabilities incurred to the former owners of the acquiree and the equity interests issued by the Group. The consideration transferred includes the fair value of any asset or liability resulting from a contingent consideration arrangement. Acquisition-related costs are expensed as incurred. Identifiable assets acquired and liabilities and contingent liabilities assumed in a business combination are measured initially at their fair values at the acquisition date. The Group recognises any non-controlling interest in the acquiree on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the recognised amount of the acquiree's identifiable net assets.

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

Inter-company transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the Group.

#### 2.2.2 Separate financial statements

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.3 Segment reporting

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

### 2.4 Foreign currency translation

#### (a) Functional and presentation currency

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

#### (b) Transactions and balances

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

Foreign exchange gains and losses are presented in the consolidated statement of profit or loss and other comprehensive income.

#### (c) Group companies

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

- (i) assets and liabilities for each statement of financial position presented are translated at the closing rate at the end of that reporting period;
- (ii) income and expenses for each statement of profit or loss and other comprehensive income are translated at average exchange rates (unless this average is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the rate on the dates of the transactions); and
- (iii) all resulting currency translation differences are recognised in other comprehensive income.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.5 Property, plant and equipment

The property, plant and equipment are stated at historical cost less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

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

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

Machinery and equipment	10%–20%
Leasehold improvements	Over lease term
Furniture, fixtures and office equipment	20%
Motor vehicles	20%

Assets held under finance leases are depreciated over their expected useful lives on the same basis as owned assets. However, when there is no reasonable certainty that ownership will be obtained by the end of the lease term, assets are depreciated over the shorter of the lease term and their useful lives.

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

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

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the consolidated statement of profit or loss and other comprehensive income.

### 2.6 Impairment of non-financial assets

Non-financial assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash flows (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at each reporting date.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.7 Leases

Leases are recognised as a right-of-use asset and a corresponding liability at the date at which the leased asset is available for use by the Group.

Contracts may contain both lease and non-lease components. The Group allocates the consideration in the contract to the lease and non-lease components based on their relative stand-alone prices. However, for leases of real estate for which the Group is a lessee, it has elected not to separate lease and non-lease components and instead accounts for these as a single lease component.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease arrangements do not impose any covenants other than the security interests in the leased assets that are held by the lessor. Leased assets may not be used as security for borrowing purposes.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.7 Leases *(continued)*

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

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

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received;
- uses a build-up approach that starts with a risk-free interest rate adjusted for credit risk for leases held by the Group, which does not have recent third party financing; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

The Group is exposed to potential future increases in variable lease payments based on an index or rate, which are not included in the lease liability until they take effect. When adjustments to lease payments based on an index or rate take effect, the lease liability is reassessed and adjusted against the right-of-use asset.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability;
- any lease payments made at or before the commencement date less any lease incentives received;
- any initial direct costs; and
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life. While the Group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.7 Leases *(continued)*

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

### 2.8 Financial assets

#### Classification

The Group classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income (“OCI”) or through profit or loss); and
- those to be measured at amortised cost.

The classification depends on the entity’s business model for managing the financial assets and the contractual terms of the cash flows.

#### Recognition and derecognition

Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

#### Measurement

At initial recognition, the Group measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss (“FVPL”), transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in profit or loss.

#### Debt instruments

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

- Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses) together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the statement of profit or loss.
- FVPL: Assets that do not meet the criteria for amortised cost or FVOCI are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.8 Financial assets *(continued)*

#### Impairment

The Group assesses on a forward-looking basis the expected credit losses associated with its debt instruments carried at amortised cost and FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

### 2.9 Trade and other receivables

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

Trade and other receivables are recognised initially at the amount of consideration that is unconditional unless they contain significant financing components, when they are recognised at fair value. The Group holds the trade receivables with the objective to collect the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less provision for impairment.

### 2.10 Cash and cash equivalents

In the consolidated statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with banks, other short-term highly liquid investments with original maturities of three months or less, and bank overdrafts (if any).

### 2.11 Share capital

Ordinary shares are classified as equity.

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

### 2.12 Trade and other payables

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

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

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.13 Borrowings

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

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

### 2.14 Borrowing costs

All borrowing costs are recognised in profit or loss in the period in which they are incurred.

### 2.15 Current and deferred income tax

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

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of each reporting period in the countries where the Group operates and generates taxable income. Management periodically evaluate positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred income tax is recognised, using the liability method, on temporary differences, arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, the deferred tax liabilities are not recognised if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting nor taxable profit or loss. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of each reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred taxation liability is settled.

Deferred income tax assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

Deferred income tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets against current tax liabilities and when the deferred income taxes assets and liabilities relate to income taxes levied by the same taxation authority on either the taxable entity or different taxable entities where there is an intention to settle the balances on a net basis.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.16 Employee benefits

#### (i) Employee leave entitlements

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

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

#### (ii) Retirement benefits

The Group operates a defined contribution plan and pays contributions to a privately administered pension insurance plan on a mandatory, contractual or voluntary basis. The Group has no further payment obligations once the contributions have been paid. The contributions are recognised as employee benefit expenses when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

#### (iii) Long service payment

Certain of the Group's employees have completed the required number of years of service to the Group in order to be eligible for long service payment under the Hong Kong Employment Ordinance in the event of the termination of their employment. The Group is liable to make such payment in the event that such a termination of employment meets the circumstances specified in the Hong Kong Employment Ordinance.

#### (iv) Termination benefits

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

#### (v) Bonus plans

The Group recognises a liability and an expense for bonuses when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of such obligation can be made.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.17 Provisions

Provisions are recognised when: the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amounts have been reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

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

### 2.18 Contingent liabilities and contingent assets

A contingent liability is a possible obligation that arises from past events and whose existence will only be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group. It can also be a present obligation arising from past events that is not recognised because it is not probable that outflow of economic resource will be required or the amount of obligation cannot be measured reliably.

A contingent liability is not recognised but is disclosed in the notes to the consolidated financial statements. When a change in the probability of an outflow occurs so that outflow is probable, it will then be recognised as a provision.

Contingent assets are not recognised but are disclosed in the notes to the consolidated financial statements when an inflow of economic benefits is probable. When inflow is virtually certain, an asset is recognised.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.19 Revenue recognition

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when “**control**” of the goods or services underlying the particular performance obligation is transferred to the customer.

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same and have the same pattern of transfer to the customers.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group’s performance as the Group performs;
- the Group’s performance creates and enhances an asset that the customer controls as the Group performs; or
- the Group’s performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract asset represents the Group’s right to consideration in exchange for goods or services that the Group has transferred to a customer that is not yet unconditional. It is assessed for impairment in accordance with HKFRS 9. In contrast, a receivable represents the Group’s unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

A contract liability represents the Group’s obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

A contract asset and a contract liability relating to a contract are accounted for and presented on a net basis.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.19 Revenue recognition *(continued)*

#### **Over time revenue recognition: measurement of progress towards complete satisfaction of a performance obligation**

##### *Output method*

The progress towards complete satisfaction of a performance obligation is measured based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

##### **Variable consideration**

For contracts that contain variable consideration, the Group estimates the amount of consideration to which it will be entitled using either (a) the expected value method or (b) the most likely amount, depending on which method better predicts the amount of consideration to which the Group will be entitled.

The estimated amount of variable consideration is included in the transaction price only to the extent that it is highly probable that such an inclusion will not result in a significant revenue reversal in the future when the uncertainty associated with the variable consideration is subsequently resolved.

At the end of each reporting period, the Group updates the estimated transaction price (including updating its assessment of whether an estimate of variable consideration is constrained) to represent faithfully the circumstances present at the end of the reporting period and the changes in circumstances during the reporting period.

##### **Costs to fulfil a contract**

The Group incurs costs to fulfil a contract in its construction contracts. The Group first assesses whether these costs qualify for recognition as an asset in terms of other relevant standards, failing which it recognises an asset for these costs only if they meet all of the following criteria:

- the costs relate directly to a contract or to an anticipated contract that the Group can specifically identify;
- the costs generate or enhance resources of the Group that will be used in satisfying (or in continuing to satisfy) performance obligations in the future; and
- the costs are expected to be recovered.

The asset so recognised is subsequently amortised to profit or loss on a systematic basis that is consistent with the transfer to the customer of the goods or services to which the assets relate. The asset is subject to impairment review.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.20 Dividend distribution

Dividend distribution to the Company's shareholders is recognised as a liability in the Group's and the Company's financial statements in the period in which the dividends are declared by the directors in case of interim dividends or approved by the Company's shareholders in case of final dividends.

### 2.21 Related parties

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

(a) the party is a person or a close member of that person's family and that person:

- (i) has control or joint control over the Group;
- (ii) has significant influence over the Group; or
- (iii) is a member of the key management personnel of the Group or of a parent of the Group.

or

(b) the party is an entity where any of the following conditions applies:

- (i) the entity and the Group are members of the same group;
- (ii) one entity is an associate or joint venture of the other entity (or of a parent, subsidiary or fellow subsidiary of the other entity);
- (iii) the entity and the Group are joint ventures of the same third party;
- (iv) one entity is a joint venture of a third entity and the other entity is an associate of the third entity;
- (v) the entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group;
- (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 key management personnel of the entity (or of a parent of the entity); and
- (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(continued)*

### 2.22 Interest income

Interest income on financial assets at amortised cost calculated using the effective interest method is recognised in the statement of profit or loss as part of other income.

Interest income is presented as finance income where it is earned from financial assets that are held for cash management purposes. Any other interest income is included in other income.

### 2.23 Government grants

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the group will comply with all attached conditions.

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

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets.

## 3 FINANCIAL RISK MANAGEMENT

### 3.1 Financial risk factors

The Group's activities exposed it to a variety of financial risks: market risk (foreign exchange risk and interest rate risk), credit risk and liquidity risk.

The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

#### (i) Market risk

##### ***Foreign exchange risk***

The majority of the Group's transactions are denominated in HK\$ except for certain bank balances and payment for a life insurance policy which are denominated in US\$. Since HK\$ is pegged to US\$, the Group has limited exposure to foreign exchange risk.

##### ***Interest rate risk***

Other than bank balances with variable interest rate, the Group has no other significant interest-bearing assets. Management does not anticipate significant impact to interest-bearing assets resulted from the changes in interest rates, because the interest rates of bank balances are not expected to change significantly.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.1 Financial risk factors *(continued)*

#### (i) Market risk *(continued)*

##### **Interest rate risk** *(continued)*

The Group's interest rate risk arises from borrowings. Borrowings obtained with variable rates expose the Group to cash flow interest rate risk which is partially offset by cash deposited at variable rates. The Group has not hedged its cash flow interest rate risks.

As at 31 December 2023, if the interest rate on all variable-rate borrowings had been 100 basis points higher/lower with all other variables held constant, the Group's loss after income tax for the year would have been increased/decreased by approximately HK\$158,000 (2022: approximately HK\$152,000), mainly as a result of higher/lower interest expense on borrowings with floating interest rates.

#### (ii) Credit risk

Credit risk arises mainly from trade and other receivables, contract assets and cash and bank balances. The Group's maximum exposure to credit risk in the event of the counterparties' failure to perform their obligations as at the reporting dates in relation to each class of recognised financial assets and contract assets is the carrying amount of those assets as stated in the consolidated statement of financial position.

In respect of cash at banks, the credit risk is considered to be low as the counterparties are reputable banks. Therefore, expected credit loss rate of cash at banks are assessed to be close to zero and no provision was made.

In respect of trade and other receivables and contract assets, individual credit evaluations are performed on all customers and counterparties. These evaluations focus on the counterparty's financial position, past history of making payments and take into account information specific to the counterparty as well as pertaining to the economic environment in which the counterparty operates. Monitoring procedures have been implemented to ensure that follow-up action is taken to recover overdue debts. In addition, the Group reviews the recoverable amount of each individual trade and other receivable and contract assets balance at the end of each reporting period to ensure adequate impairment losses are made for irrecoverable amounts.

As at 31 December 2023, there were three (2022: two) customers which individually contributed over 10% of the Group's trade receivables and contract assets. The aggregate amounts of trade receivables and contract assets from these customers amounted to 44% (2022: 48%) of the Group's total trade receivables and contract assets as at 31 December 2023.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.1 Financial risk factors *(continued)*

#### (ii) Credit risk *(continued)*

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating	Description	Trade receivables/ contract assets	Other financial assets
Performing	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12m ECL
Doubtful	There has been a significant increase in credit risk since initial recognition	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
In default	There is evidence indicating the asset is credit impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
Write-off	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off

The Group applies the HKFRS 9 simplified approach to measure ECL which uses a lifetime ECL for all trade receivables and contract assets. To measure the ECL, trade receivables and contract assets have been assessed individually with significant balances and the remaining balances are grouped based on shared credit risk characteristics. The contract assets relate to unbilled work in progress and have substantially the same risk characteristics as the trade receivables for the same types of contracts. The Group has therefore estimated the expected loss rates for the trade receivables and the contract assets on the same basis.

The Group has performed historical analysis and identified the key economic variables impacting credit risk and ECL. It considers available reasonable and supportive forwarding-looking information. The Group also makes periodic assessments on the recoverability of the receivables based on the background and reputation of the customers, historical settlement records and past experience.

The Group will reclassify the internal credit rating of the trade receivables and contract assets from performing to write-off based on the repayment history of the customers.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.1 Financial risk factors *(continued)*

#### (ii) Credit risk *(continued)*

The table below details the credit risk exposures, which represent the gross carrying amount at the end of the reporting period, of the Group's financial assets and other item which are subject to ECL assessment:

	Notes	External credit rating	Internal credit rating	12m ECL or lifetime ECL	2023 HK\$'000	2022 HK\$'000
<b>Financial assets at amortised cost</b>						
Trade receivables	19	N/A	Performing	Lifetime ECL – not credit-impaired	16,350	2,918
		N/A	Doubtful	Lifetime ECL – not credit-impaired	2,700	643
		N/A	In default	Lifetime ECL – credit-impaired	3,727	3,726
					<b>22,777</b>	<b>7,287</b>
Other receivables (including amounts due from a director and related companies)	19	N/A	Performing	12m ECL	1,128	81
Bank balances	22	A1 to Aa1	N/A	12m ECL	4,782	4,137
<b>Other item</b>						
Contract assets	20	N/A	Performing	Lifetime ECL – not credit-impaired	10,109	42,425
		N/A	Doubtful	Lifetime ECL – not credit-impaired	23,783	26,991
		N/A	In default	Lifetime ECL – credit-impaired	27,793	6,005
					<b>61,685</b>	<b>75,421</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.1 Financial risk factors *(continued)*

#### (ii) Credit risk *(continued)*

The loss allowance for trade receivables and contract assets were determined as follows:

	Weighted average expected credit loss rate	Gross carrying amount HK\$'000	Expected credit loss HK\$'000	Net carrying amount HK\$'000
<b>At 31 December 2023</b>				
<b>Trade receivables (Note 19)</b>				
Provision on individual basis	9.75%	22,777	2,220	20,557
<b>Contract assets (Note 20)</b>				
Provision on individual basis	42.88%	61,685	26,450	35,235
<b>At 31 December 2022</b>				
<b>Trade receivables (Note 19)</b>				
Provision on individual basis	16.99%	7,287	1,238	6,049
<b>Contract assets (Note 20)</b>				
Provision on individual basis	20.75%	75,421	15,649	59,772

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.1 Financial risk factors *(continued)*

#### (ii) Credit risk *(continued)*

The following table shows the movement in lifetime ECL that has been recognised for trade receivables and contract assets:

	Trade receivables		Contract assets		Total HK\$'000
	Lifetime ECL – not credit- impaired HK\$'000	Lifetime ECL – credit- impaired HK\$'000	Lifetime ECL – not credit- impaired HK\$'000	Lifetime ECL – credit- impaired HK\$'000	
As at 1 January 2022	1	819	3,512	–	4,332
Transfer to credit-impaired	643	(643)	(75)	75	–
Impairment losses recognised	158	663	7,555	4,594	12,970
Impairment losses reversed	(403)	–	(12)	–	(415)
As at 31 December 2022 and 1 January 2023	<b>399</b>	<b>839</b>	<b>10,980</b>	<b>4,669</b>	<b>16,887</b>
Transfer to/from credit-impaired	<b>(242)</b>	<b>242</b>	<b>(10,191)</b>	<b>10,191</b>	<b>–</b>
Impairment losses recognised	<b>1,658</b>	<b>–</b>	<b>1,499</b>	<b>9,506</b>	<b>12,663</b>
Impairment losses reversed	<b>(517)</b>	<b>(159)</b>	<b>(204)</b>	<b>–</b>	<b>(880)</b>
As at 31 December 2023	<b>1,298</b>	<b>922</b>	<b>2,084</b>	<b>24,366</b>	<b>28,670</b>

Trade receivables and contract assets are written off when there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group.

Impairment losses on trade receivables and contract assets recognised approximately HK\$12,663,000 (2022: approximately HK\$12,970,000) less reversed approximately HK\$880,000 (2022: approximately HK\$415,000) are presented as net impairment losses within operating profit at approximately HK\$11,783,000 (2022: approximately HK\$12,555,000). Subsequent recoveries of amounts previously written off are credited against the same line item.

The Group assessed the 12m ECL of the other receivables and considered that the ECL allowance for these receivables is immaterial.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.1 Financial risk factors *(continued)*

#### (iii) Liquidity risk

The Group's policy is to regularly monitor current and expected liquidity requirements and its compliance with debt covenants, to ensure that it maintains sufficient reserves of cash and adequate committed lines of funding from banks and other financial institutions to meet their liquidity requirements in the short and long term. Management believes there is no significant liquidity risk as the Group has sufficient committed facilities to fund their operations.

The following table details the remaining contractual maturities at the end of each reporting period of the Group's financial liabilities, which are based on contractual undiscounted cash flows (including interest payments computed using contractual rates or, if floating, based on rates current at the end of each reporting period) and the earliest date the Group may be required to pay:

	On demand or within one year HK\$'000	Between one and two years HK\$'000	Between two and five years HK\$'000	Total undiscounted cash flows HK\$'000	Total carrying amounts HK\$'000
<b>At 31 December 2023</b>					
Trade and other payables	36,264	–	–	36,264	36,264
Borrowings	18,638	5,109	–	23,747	22,593
Lease liabilities	2,011	1,167	–	3,178	2,967
	<b>56,913</b>	<b>6,276</b>	<b>–</b>	<b>63,189</b>	<b>61,824</b>
<b>At 31 December 2022</b>					
Trade and other payables	25,353	–	–	25,353	25,353
Borrowings	12,056	2,056	1,715	15,827	15,192
Lease liabilities	1,224	1,020	–	2,244	2,055
	<b>38,633</b>	<b>3,076</b>	<b>1,715</b>	<b>43,424</b>	<b>42,600</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.2 Capital management

The Group's primary objectives when managing capital are to safeguard the Group's ability to continue as a going concern, so that it can continue to provide returns for shareholders, to support the Group's stability and growth; to earn a margin commensurate with the level of business and market risks in the Group's operations and to maintain an optimal capital structure to reduce the cost of capital.

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

The Group monitors capital on the basis of the gearing ratio. This ratio is calculated as the total interest-bearing liabilities divided by the total equity.

The gearing ratios of the Group are as follows:

	2023 HK\$'000	2022 HK\$'000
Total interest-bearing liabilities	22,593	15,192
Equity attributable to the owners of the Company	41,512	61,284
Gearing ratio	54%	25%

### 3.3 Fair value estimation

#### (i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are recognised and measured at fair value in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standards.

	Note	2023 HK\$'000	2022 HK\$'000
<b>Level 2</b>			
<b>Recurring fair value measurements</b>			
Payment for a life insurance policy	18	2,903	2,817

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 3 FINANCIAL RISK MANAGEMENT *(continued)*

### 3.3 Fair value estimation *(continued)*

#### (i) Fair value hierarchy *(continued)*

There were no transfers between levels 1, 2 and 3 during the year.

Level 1: The fair value of financial instruments traded in active markets is based on quoted market prices at the end of the reporting period. The quoted market price used for financial assets held by the group is the current bid price. These instruments are included in level 1.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

Estimates and judgements used in preparing the consolidated financial statements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

### (a) Impairment assessment of trade receivables and contract assets

The loss allowances for trade receivables and contract asset are based on assumptions about risk of default and expected loss rates. The Group uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the Group's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

### (b) Progress towards completion of construction works

The Group recognises its contract revenue over time by reference to the progress towards complete satisfaction of a performance obligation of the end of the reporting period, measured based on the surveys of work performed to date of the individual contract of construction works relative to total contract value. Because of the nature of the activity undertaken in construction contracts, the date at which the contract activity is entered into and the date when the activity is completed usually fall into different accounting period. The Group reviews and revises the estimates of contract revenue, contract costs and variation orders prepared for each construction contract as the contract progresses. Management regularly reviews the progress of the contracts and the corresponding costs of the contract revenue.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

### (b) Progress towards completion of construction works *(continued)*

The Group reviews and revises the estimates of contract revenue, contract costs, variation orders and contract claims prepared for each construction contract as the contract progresses. Budgeted construction costs are prepared by the management on the basis of quotations from time to time provided by the major contractors, suppliers or vendors involved and the experience of the management. In order to keep the budget accurate and up-to-date, management conducts periodic reviews of the budgets of contracts by comparing the budgeted amounts to the actual amounts incurred. Such significant estimate may have impact on the profit recognised in each period.

### (c) Allowance for inventories

The Group reviews the ageing of the inventories at the end of the reporting period, and makes allowance for obsolete and slow-moving inventory items identified that are no longer saleable in the market. The identification of obsolete inventories requires the use of estimation of the net realisable value of items of inventories and judgements on the conditions of items of inventories. Where the expected net realisable value is lower than the cost of certain items, a write-down of inventories may arise. As at 31 December 2023, the carrying amount of inventories was approximately HK\$4,083,000 (2022: HK\$4,112,000). No impairment allowance for inventories was recognised as at 31 December 2023 (2022: Nil).

### (d) Useful lives of property, plant and equipment

In applying the accounting policy on property, plant and equipment with respect to depreciation, the management estimates the useful lives of various categories of property, plant and equipment according to the industrial experiences over the usage of property, plant and equipment and also by reference to the relevant industrial norm. If the actual useful lives of property, plant and equipment is less than the original estimate useful lives due to changes in commercial and technological environment, such difference will impact the depreciation charge for the remaining useful lives.

### (e) Impairment of property, plant and equipment

Property, plant and equipment is reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. The recoverable amounts have been determined based on value-in-use calculations or market valuations. These calculations require the use of judgments and estimates.

Management judgment is required in the area of asset impairment particularly in assessing: (i) whether an event has occurred that may indicate that the related assets values may not be recoverable; (ii) whether the carrying value of an asset can be supported by the recoverable amount, being the higher of fair value less costs to sell or net present value of future cash flows which are estimated based upon the continued use of the asset in the business; and (iii) the appropriate key assumptions to be applied in preparing cash flow projections including whether these cash flow projections are discounted using an appropriate rate. Changing the assumptions selected by management in assessing impairment, including the discount rates or the growth rate assumptions in the cash flow projections, could materially affect the net present value in the impairment test and as a result affect the Group's financial condition and results of operations. If there is a significant adverse change in the projected performance and resulting future cash flow projections, it may be necessary to take an impairment charge to the consolidated statement of profit or loss and other comprehensive income.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 4 CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS *(continued)*

### (f) Deferred tax

The Group recognises deferred tax assets and liabilities for anticipated tax based on estimates of when the deferred tax will be paid or recovered. When the final outcome of these matters is different from the amounts initially recorded, such differences impact the period in which the determination is made. Critical accounting estimates relate to the profit forecasts used to determine the extent to which deferred tax assets are recognised from available losses and the period over which they are estimated.

## 5 REVENUE, OTHER INCOME AND OTHER GAIN AND SEGMENT INFORMATION

Revenue and other income and other gain recognised during the year are as follows:

	2023 HK\$'000	2022 HK\$'000
<b>Revenue</b>		
Foundation and related works	95,327	86,178
Sales of alcoholic beverages	1,823	302
	<b>97,150</b>	86,480
<b>Other income and other gain</b>		
Fair value gain on assets at fair value through profit or loss	86	72
Gain on bargain purchase	-	281
Government grants <i>(Note)</i>	-	740
Rental income	-	360
Others	175	43
	<b>261</b>	1,496

*Note:*

Under Anti-Epidemic Fund launched by the government of HKSAR, wage subsidies of approximately HK\$740,000 related to the Employment Support Scheme were recognised in the year ended 31 December 2022.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 5 REVENUE, OTHER INCOME AND OTHER GAIN AND SEGMENT INFORMATION *(continued)*

### Disaggregation of revenue from contracts with customers

	2023 HK\$'000	2022 HK\$'000
Represented by:		
<b>Timing of revenue recognition</b>		
At a point in time	1,823	302
Over time	95,327	86,178
	<b>97,150</b>	86,480
<b>Types of goods or service</b>		
Foundation and related works	95,327	86,178
Sales of alcoholic beverages	1,823	302
	<b>97,150</b>	86,480

### Performance obligations for contracts with customers

- i) The Group provides services of foundation and site formation works and other geotechnical engineering works to customers. Such services are recognised as a performance obligation satisfied over time as the Group creates or enhances an asset that the customer controls as the asset is created or enhanced. Revenue for these works is therefore recognised over time using output method, i.e. based on surveys of the relevant services completed by the Group to date with reference to certificates issued by customers or payment applications confirmed by internal surveyor. The directors of the Company consider that output method would faithfully depict the Group's performance towards complete satisfaction of these performance obligations in these contracts under HKFRS 15.
- ii) Revenue from alcoholic beverages trading is recognised when the control of goods is transferred, being when the goods are delivered to the customer's specific location, the customers obtain physical possession of the goods and accept the significant risks and rewards of ownership of the goods. A receivable is recognised by the Group when the goods are delivered to the customers as this represents the Group's right to consideration becomes unconditional, as only the passage of time is required before payment is due. The contracts signed with the customers are fixed price contracts.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 5 REVENUE, OTHER INCOME AND OTHER GAIN AND SEGMENT INFORMATION *(continued)*

### Transaction price allocated to the remaining performance obligations from contracts with customers

The transaction price allocated to the remaining performance obligations (unsatisfied or partially unsatisfied) as at 31 December 2023 and 2022 and the expected timing of recognising revenue are as follows:

	2023 HK\$'000	2022 HK\$'000
<b>Foundation and related works</b>		
Within 1 year	107,805	49,058

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 5 REVENUE, OTHER INCOME AND OTHER GAIN AND SEGMENT INFORMATION *(continued)*

### Segment information

The management has determined the operating segments based on the reports reviewed by the directors of the Company, which are used to assess performance and allocate resources. The management assesses the performance of the following operating segments as below:

- (i) Foundation and related works business      Provides services of foundation and site formation works and other geotechnical engineering works to customers.
- (ii) Alcoholic beverages trading business      Trading and distribution of alcoholic beverages

The segment revenue and results for the year ended 31 December 2023 are as follows:

	Foundation and related works HK\$'000	Alcoholic beverages trading HK\$'000	Unallocated HK\$'000	Total HK\$'000
<b>Revenue from external customers</b>	95,327	1,823	–	97,150
Segment results	(13,590)	(1,713)	(4,158)	(19,461)
Finance costs				(1,622)
<b>Loss before income tax</b>				(21,083)
Income tax credit ( <i>Note 11</i> )				788
<b>Loss for the year</b>				(20,295)
Other segment items included in the consolidated statement of profit or loss are as follows:				
Fair value gain on assets at fair value through profit or loss	–	–	86	86
Depreciation of property, plant and equipment	3,520	4	68	3,592
Depreciation of right-of-use assets	1,457	–	–	1,457
Loss on inventories	–	23	–	23
Written off of contract assets	5,800	–	–	5,800
Provision for impairment of trade receivables	982	–	–	982
Provision for impairment of contract assets	10,801	–	–	10,801

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 5 REVENUE, OTHER INCOME AND OTHER GAIN AND SEGMENT INFORMATION *(continued)*

### Segment information *(continued)*

The segment revenue and results for the year ended 31 December 2022 are as follows:

	Foundation and related works HK\$'000	Alcoholic beverages trading HK\$'000	Unallocated HK\$'000	Total HK\$'000
<b>Revenue from external customers</b>	86,178	302	–	86,480
Segment results	(1,773)	95	(4,799)	(6,477)
Finance costs				(563)
<b>Loss before income tax</b>				(7,040)
Income tax credit <i>(Note 11)</i>				562
<b>Loss for the year</b>				(6,478)
Other segment items included in the consolidated statement of profit or loss are as follows:				
Fair value gain on assets at fair value through profit or loss	–	–	72	72
Depreciation of property, plant and equipment	2,718	–	–	2,718
Depreciation of right-of-use assets	210	–	–	210
Provision for impairment of trade receivables	418	–	–	418
Provision for impairment of contract assets	12,137	–	–	12,137

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 5 REVENUE, OTHER INCOME AND OTHER GAIN AND SEGMENT INFORMATION *(continued)*

### Segment information *(continued)*

The following is an analysis of the Group's assets and liabilities by reportable segment:

	2023 HK\$'000	2022 HK\$'000
<b>Segment assets</b>		
Foundation and related works	95,464	91,143
Alcoholic beverages trading	5,475	4,998
<b>Total reportable segment assets</b>	<b>100,939</b>	96,141
Unallocated corporate assets	3,366	9,363
<b>Consolidated assets</b>	<b>104,305</b>	105,504

Note: All assets are allocated to operating segments other than certain cash and bank balances and payment for a life insurance policy.

	2023 HK\$'000	2022 HK\$'000
<b>Segment liabilities</b>		
Foundation and related works	53,293	38,318
Alcoholic beverages trading	5,868	2,611
<b>Total reportable segment liabilities</b>	<b>59,161</b>	40,929
Unallocated corporate liabilities	3,168	2,968
<b>Consolidated liabilities</b>	<b>62,329</b>	43,897

Note: All liabilities are allocated to operating segments other than certain other payables and accruals and deferred tax liabilities and tax payable.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 5 REVENUE, OTHER INCOME AND OTHER GAIN AND SEGMENT INFORMATION *(continued)*

### Segment information *(continued)*

Information about the Group's revenue from external customers is presented based on the location of operations. Information about the Group's non-current assets is presented based on the geographical location of the assets.

	Revenue from external customers		Non-current assets	
	For the year ended 31 December		As at 31 December	
	2023 HK\$'000	2022 HK\$'000	2023 HK\$'000	2022 HK\$'000
The PRC	1,823	302	23	–
Hong Kong	95,327	86,178	26,942	16,378
	97,150	86,480	26,965	16,378

Note: Non-current assets excluded payment for a life insurance policy.

### Information about major customers

Revenue from customers of the corresponding years contributing over 10% of the total revenue of the Group are as follows:

	2023 HK\$'000	2022 HK\$'000
Customer A	29,753	N/A <sup>1</sup>
Customer B	9,281	N/A <sup>1</sup>
Customer C	–	21,043
Customer D	–	17,154
Customer E	–	10,026

<sup>1</sup> The corresponding revenue did not contribute over 10% of the total revenue of the Group during the corresponding years.

## 6 OTHER LOSSES

	2023 HK\$'000	2022 HK\$'000
Loss on inventories	23	–
Net impairment losses on trade and other receivables and contract assets <i>(note 3.1(ii))</i>	11,783	12,555
Written off of contract assets	5,800	–
	17,606	12,555



# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 9 BENEFITS AND INTERESTS OF DIRECTORS

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

The remuneration of each director and the chief executive for the year ended 31 December 2023 and 2022 are set out below:

	Fee HK\$'000	Salaries, allowances and benefits in kind HK\$'000	Discretionary bonuses HK\$'000	Retirement scheme contributions HK\$'000	Total HK\$'000
<b>Year ended 31 December 2023</b>					
<i>Executive directors</i>					
Mr. Lau ( <i>Chief Executive Officer</i> )	840	1,320	70	18	2,248
Mr. Leung Yat Fai Frankie Keith ( <i>Chairman</i> )	-	-	-	-	-
Ms. Fong Pui Yin	-	-	-	-	-
Ms. Du Wanfen	-	-	-	-	-
Mr. Li Aiming	-	-	-	-	-
<i>Independent non-executive directors</i>					
Mr. Ng Ki Man ( <i>Note a</i> )	-	-	-	-	-
Mr. Ngok Ho Wai	-	-	-	-	-
Mr. Lam Chee-yau Timothy	56	-	-	-	56
Mr. Tao Ming Lee Martin ( <i>Note b</i> )	60	-	-	-	60
	<b>956</b>	<b>1,320</b>	<b>70</b>	<b>18</b>	<b>2,364</b>
<b>Year ended 31 December 2022</b>					
<i>Executive directors</i>					
Mr. Lau ( <i>Chief Executive Officer</i> )	840	874	-	18	1,732
Mr. Leung Yat Fai Frankie Keith ( <i>Chairman</i> )	65	-	-	-	65
Ms. Fong Pui Yin	52	-	-	-	52
Ms. Du Wanfen ( <i>Note e</i> )	-	-	-	-	-
Mr. Li Aiming ( <i>Note f</i> )	-	-	-	-	-
<i>Independent non-executive directors</i>					
Mr. Ng Ki Man	144	-	-	-	144
Mr. Lu Tak Meng Teddy ( <i>Note d</i> )	17	-	-	-	17
Mr. Ngok Ho Wai ( <i>Note c</i> )	72	-	-	-	72
Mr. Lam Chee-yau Timothy	96	-	-	-	96
	<b>1,286</b>	<b>874</b>	<b>-</b>	<b>18</b>	<b>2,178</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 9 BENEFITS AND INTERESTS OF DIRECTORS *(continued)*

### (a) Directors' and chief executive's emoluments *(continued)*

Notes:

- (a) Mr. Ng Ki Man has resigned as an independent non-executive Director with effect from 2 June 2023.
- (b) Mr. Tao Ming Lee Martin has been appointed as an independent non-executive Director with effect from 2 June 2023 and resigned on 19 March 2024.
- (c) Mr. Ngok Ho Wai has been appointed as independent non-executive Director with effect from 19 January 2022.
- (d) Mr. Lu Tak Meng Teddy has resigned as an independent non-executive Director with effect from 12 February 2022.
- (e) Ms. Du Wanfen has been appointed as an executive Director with effect from 29 April 2022.
- (f) Mr. Li Aiming has been appointed as an executive Director with effect from 29 April 2022.

During the year ended 31 December 2023, no emoluments were paid by the Group to the directors as an inducement to join or upon joining the Group or as compensation for loss of office (2022: Nil). During the year ended 31 December 2023, three (2022: five) directors of the Group waived emoluments in an aggregate amount of approximately HK\$408,000 (2022: approximately HK\$374,000).

### (b) Five highest paid individuals

Of the five individuals with the highest emoluments, one (2022: one) of them is a director for the year ended 31 December 2023 whose emoluments are disclosed above. The emoluments in respect of the remaining four (2022: four) individuals for the year ended 31 December 2023 are as follows:

	2023 HK\$'000	2022 HK\$'000
Salaries and allowances	2,593	2,011
Retirement scheme contributions	63	49
	<b>2,656</b>	2,060

The emoluments fell within the following bands:

	Number of individuals	
	2023	2022
Emolument band (in HK\$)		
Nil–HK\$1,000,000	4	4

During the year ended 31 December 2023, no emoluments were paid by the Group to the above highest paid individuals as (i) an inducement to join or upon joining the Group or (ii) as compensation for loss of office as a director or management of any members of the Group (2022: Nil).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 10 FINANCE COSTS

	2023 HK\$'000	2022 HK\$'000
Interest on lease liabilities	216	10
Interest on bank and other borrowings	1,406	553
	<b>1,622</b>	563

## 11 INCOME TAX CREDIT

Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong Profits Tax of the qualifying group entity is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2 million. No provision for Hong Kong Profits Tax has been made as the Group did not generate any assessable profits during the year ended 31 December 2023.

PRC Enterprise Income Tax of the subsidiaries of the Company in the PRC has been provided at applicable rates on the estimated assessable profits for the years ended 31 December 2023 and 2022. The applicable rates which may be lower than the standard rate of corporate tax at 25% represent the tax concessionary rates available to the small and medium-size enterprises in the PRC and are shown as follows:

Band of profits	Applicable rates
Within Renminbi (“RMB”) 1 million	2.5%
Between RMB1 to RMB3 million	5%
Over RMB3 million	25%

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 11 INCOME TAX CREDIT *(continued)*

	2023 HK\$'000	2022 HK\$'000
Current Tax:		
– Current income tax	–	–
– PRC Enterprise Income Tax	9	13
Deferred tax credit <i>(Note 27)</i>	<b>(797)</b>	(575)
Income tax credit	<b>(788)</b>	(562)

The taxation on the Group's loss before income tax differs from the theoretical amount that would arise using the Hong Kong Profits Tax rate as follows:

	2023 HK\$'000	2022 HK\$'000
Loss before income tax	<b>(21,083)</b>	(7,040)
Calculated at a tax rate of 16.5%	<b>(3,477)</b>	(1,162)
Effect of different tax rates of subsidiaries operating in the PRC	<b>(146)</b>	8
Income not subject to tax	<b>(14)</b>	(180)
Expenses not deductible for tax purposes	<b>69</b>	–
Utilisation of deductible temporary differences previously not recognised	<b>(639)</b>	(193)
Tax loss not recognised	<b>3,220</b>	975
Other temporary difference unrecognised	<b>199</b>	–
Others	–	(10)
Income tax credit	<b>(788)</b>	(562)

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 12 LOSS PER SHARE

	2023	2022
Loss attributable to owners of the Company (HK\$'000)	<b>(19,773)</b>	(6,518)
Weighted average number of ordinary shares for the purpose of calculating basic loss per share (in thousand)	<b>115,000</b>	111,959
Basic loss per share (HK cent)	<b>(17.19)</b>	(5.82)

Diluted earnings per share is equal to the basic loss per share as there was no dilutive potential shares.

## 13 SUBSIDIARIES

The following is a list of the principal subsidiaries at 31 December 2023 and 2022:

Name	Place of incorporation/ establishment and kind of legal entity	Principal activities and place of operation	Particulars of issued share capital/ registered capital	Percentage of interest held	
				2023	2022
Wide View Enterprises Limited	BVI, limited liability company	Investment holding	Ordinary share United States dollars ("US\$") 100	<b>100% (direct)</b>	100% (direct)
Workbase Engineering Limited	Hong Kong, limited liability company	Provision of foundation and related works	Ordinary share HK\$1,000	<b>100% (indirect)</b>	100% (indirect)
Jiu De Jiu Pin (Chengdu) Wine Industry Co., Ltd.* (九德玖品(成都)酒業有限公司)	PRC, limited liability company	Alcoholic beverages trading in the PRC	Registered capital RMB12,280,000	<b>51% (indirect)</b>	51% (indirect)
Sichuan Ti Xian Ji Supply Chain Management Co., Ltd.* (四川提鮮季供應鏈管理有限公司)	PRC, limited liability company	Alcoholic beverages trading in the PRC	Registered capital RMB10,000,000	<b>100%* (indirect)</b>	-

\* established in 2023.

# For identification purposes only

## 14 DIVIDENDS

No final dividend was proposed by the Board for the year ended 31 December 2023 (2022: Nil).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 15 PROPERTY, PLANT AND EQUIPMENT

	<b>Machinery and equipment</b>	<b>Leasehold improvements</b>	<b>Furniture, fixtures and office equipment</b>	<b>Motor vehicles</b>	<b>Total</b>
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Cost</b>					
At 1 January 2022	25,860	405	774	4,769	31,808
Additions	2,850	–	–	681	3,531
At 31 December 2022	28,710	405	774	5,450	35,339
<b>Accumulated depreciation</b>					
At 1 January 2022	12,933	405	764	4,197	18,299
Charge for the year (Note 7)	2,168	–	3	547	2,718
At 31 December 2022	15,101	405	767	4,744	21,017
<b>Net carrying amount</b>					
At 31 December 2022	13,609	–	7	706	14,322
<b>Cost</b>					
At 1 January 2023	<b>28,710</b>	<b>405</b>	<b>774</b>	<b>5,450</b>	<b>35,339</b>
Additions	<b>1,380</b>	<b>–</b>	<b>–</b>	<b>11,997</b>	<b>13,377</b>
At 31 December 2023	<b>30,090</b>	<b>405</b>	<b>774</b>	<b>17,447</b>	<b>48,716</b>
<b>Accumulated depreciation</b>					
At 1 January 2023	<b>15,101</b>	<b>405</b>	<b>767</b>	<b>4,744</b>	<b>21,017</b>
Charge for the year (Note 7)	<b>1,941</b>	<b>–</b>	<b>3</b>	<b>1,648</b>	<b>3,592</b>
At 31 December 2023	<b>17,042</b>	<b>405</b>	<b>770</b>	<b>6,392</b>	<b>24,609</b>
<b>Net carrying amount</b>					
At 31 December 2023	<b>13,048</b>	<b>–</b>	<b>4</b>	<b>11,055</b>	<b>24,107</b>

Certain property, plant and equipment with an aggregate net carrying amount of approximately HK\$22,620,000 (2022: HK\$9,328,000) were pledged to secure the other borrowings (note 26).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 15 PROPERTY, PLANT AND EQUIPMENT *(continued)*

### Sale and leaseback transactions – seller-lessee

To better manage the Group's capital structure and financing needs, the Group sometimes enters into sale and leaseback arrangements in relation to machinery leases. These legal transfer does not satisfy the requirements of HKFRS 15 to be accounted for as a sale of the machinery. During the year ended 31 December 2023, the Group has raised approximately HK\$11,826,000 (2022: approximately HK\$5,460,000) borrowings in respect of such sale and leaseback arrangements.

### Impairment assessment

The directors of the Group concluded there was indication for impairment and conducted impairment assessment on certain property, plant and equipment with carrying amounts of approximately HK\$13,048,000. The Group estimates the recoverable amounts of those certain property, plant and equipment based on higher of fair value less costs of disposal and value in use. The recoverable amounts are determined based on value in use calculations. Those calculations use cash flow projections based on financial budgets approved by management and assuming the growth rate is 2% and pre-tax discount rates is 18.85% per annum. The carrying amounts of the certain property, plant and equipment does not exceed the recoverable amount and no impairment has been recognised.

## 16 LEASES

### (a) Amounts recognised in the consolidated statement of financial position

The consolidated statement of financial position shows the following amounts relating to leases:

	2023 HK\$'000	2022 HK\$'000
<b>Right-of-use assets</b>		
Premises	2,858	2,056
<b>Lease liabilities</b>		
Current	1,860	1,092
Non-current	1,107	963
	2,967	2,055
<b>Lease liabilities payable</b>		
Within 1 year	1,860	1,092
Between 1 and 2 years	1,107	963
	2,967	2,055

Additions to the right-of-use assets during the 2023 financial year were approximately HK\$2,259,000 (2022: approximately HK\$1,918,000).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 16 LEASES *(continued)*

### (a) Amounts recognised in the consolidated statement of financial position

*(continued)*

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

### (b) Amounts recognised in the consolidated statement of profit or loss and other comprehensive income

The consolidated statement of profit or loss and other comprehensive income shows the following amounts relating to leases:

	2023 HK\$'000	2022 HK\$'000
<b>Depreciation charge of right-of-use assets</b>		
Premises	1,457	210
Interest expense (included in finance costs) <i>(Note 10)</i>	216	10
Expense relating to short-term leases (included in cost of sales and administrative and other operating expenses)	–	1,188

The total cash outflow for leases in 2023 was approximately HK\$1,563,000 (2022: approximately HK\$1,411,000).

## 17 FINANCIAL INSTRUMENTS BY CATEGORY

	2023 HK\$'000	2022 HK\$'000
<b>Financial assets</b>		
Amortised cost	28,338	11,409
Mandatorily measured at fair value through profit or loss	2,903	2,817
<b>Financial liabilities</b>		
Amortised cost	61,824	42,600

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

### 18 PAYMENT FOR A LIFE INSURANCE POLICY

In 2018, the Group entered into a life insurance policy with an insurance company to insure an executive director of the Company. Under the life insurance policy (the “**Policy**”), the beneficiary and policy holder is the Group and the total insured sum is approximately US\$1,000,000 (approximately HK\$7,800,000). The Group paid an upfront premium for the Policy of approximately US\$391,000 (approximately HK\$3,061,000) and may surrender any time and receive cash based on the cash value of the Policy at the date of withdrawal, which is calculated by the insurer. In the opinion of the directors of the Company, the cash value of the Policy provided by the insurance company is the best approximation of its fair value, which is categorised within Level 2 of the fair value hierarchy.

The payment for a life insurance policy was pledged to secure the bank borrowings of the Group which are summarised in Note 26.

### 19 TRADE AND OTHER RECEIVABLES

	2023 HK\$'000	2022 HK\$'000
Trade receivables	22,777	7,287
Less: Provision for impairment losses	(2,220)	(1,238)
	20,557	6,049
Amount due from a director <i>(Note 21(a))</i>	18	7
Amounts due from related companies <i>(Note 21(b))</i>	543	66
Other receivables	567	8
Rental and other deposits	1,816	1,132
Prepayments	5,317	9,932
	28,818	17,194

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 19 TRADE AND OTHER RECEIVABLES *(continued)*

Notes:

- (a) The Group does not have a standardised and universal credit period granted to its customers, and the credit period of individual customer is considered on a case-by-case basis and stipulated in the project contract, as appropriate. Trade receivables are mainly denominated in HK\$.
- (b) The ageing analysis of the trade receivables based on date of payment certificates issued by customers or invoice date is as follows:

	<b>2023</b>	2022
	<b>HK\$'000</b>	HK\$'000
0-30 days	<b>5,449</b>	1,842
31-60 days	<b>6,045</b>	1,076
61-90 days	<b>3,225</b>	-
Over 90 days	<b>8,058</b>	4,369
	<b>22,777</b>	7,287

As at 31 December 2023, trade receivables of approximately HK\$6,491,000 (2022: approximately HK\$4,369,000) were past due. Based on past experience and forward-looking estimates, the amounts are considered as recoverable.

- (c) The other classes within trade and other receivables do not contain impaired assets. The Group does not hold any collateral as security.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2023

### 20 CONTRACT ASSETS

	2023 HK\$'000	2022 HK\$'000
Contract assets	61,685	75,421
Less: Provision for impairment losses	(26,450)	(15,649)
	<b>35,235</b>	59,772

The contract assets primarily relate to the Group's right to consideration for work completed and not billed because the rights are conditioned on factors other than passage of time. The contract assets are transferred to trade receivables when the rights become unconditional.

Included in contract assets comprises retention receivables of approximately HK\$15,369,000 (2022: approximately HK\$15,009,000) as at 31 December 2023, after recognition of impairment loss of approximately HK\$7,550,000 (2022: approximately HK\$3,451,000), the carrying amount of retention receivables was approximately HK\$7,819,000 (2022: approximately HK\$11,558,000).

Retention receivables represented the monies withheld by customers of contract works fully recoverable within 1 to 2 years from the date of completion of construction contracts, in accordance with the terms specified in the relevant contracts. Generally, upon satisfactory completion of contract work as set out in the contract, partial of the retention money of such contract work will be released to the Group, while the remaining will be released to the Group upon the expiration of the defects liability period.

The retention receivables, before recognition of impairment loss, would be settled, based on the expiry of the defect liability period, at the end of the reporting period as follow:

	2023 HK\$'000	2022 HK\$'000
Within one year	15,369	7,361
After one year	-	7,648
	<b>15,369</b>	15,009

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 21 AMOUNTS DUE FROM A DIRECTOR AND RELATED COMPANIES

### (a) Amount due from a director

Name of director	Maximum balance during the year HK\$'000	2023	2022
		HK\$'000	HK\$'000
Li Aiming	18	18	7

The amount due from Li Aiming, an executive director of the Company, was unsecured, interest-free and repayment on demand.

### (b) Amounts due from related companies

Name of companies	Maximum balance during the year HK\$'000	2023	2022
		HK\$'000	HK\$'000
Sichuan Ti Xian Ji Pin Pai Management Development Co., Ltd.# (四川提鮮記品牌管理發展有限公司)	421	421	–
Sichuan Wo Lai Internet Technology Co., Ltd.# (四川我來互聯網科技有限公司)	36	35	36
Shu Wo Ji Pin (Chengdou) Technology Development Co., Ltd.# (鼠我極品(成都)科技發展有限公司)	84	84	30
Jiu De Niu Shang Business Management Corporation Co., Ltd.# (九德牛商企業管理股份有限公司)	3	3	–
		543	66

The amounts due from related companies were unsecured, interest-free and repayment on demand. These related companies are controlled by a close member of a key management personnel of the Company.

# For identification purposes only

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 22 CASH AND BANK BALANCES

	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
Cash at banks	<b>4,782</b>	4,137
Cash on hand	<b>55</b>	10
	<b>4,837</b>	4,147

Notes:

- (a) The carrying amount of cash and bank balances were denominated in HK\$ and RMB. Cash and bank balances of the Group include an amount of approximately HK\$146,000 (2022: approximately HK\$3,000) was denominated in RMB and kept in Mainland China. The conversion of these RMB denominated balances into foreign currencies and the remittance of these funds out of the PRC is subject to the rules and regulations of foreign exchange control promulgated by the PRC government.
- (b) Cash at banks earns interest at floating rates based on daily bank deposit rates.

## 23 INVENTORIES

	<b>2023</b> <b>HK\$'000</b>	2022 HK\$'000
Finished goods	<b>4,083</b>	4,112

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 24 SHARE CAPITAL

	Notes	Ordinary shares of HK\$0.01 each	Ordinary shares of HK\$0.1 each	Amount HK\$'000
<b>Authorised:</b>				
At 1 January 2022		3,000,000,000	–	30,000
Share consolidation	(i)	(3,000,000,000)	300,000,000	–
<b>At 31 December 2022, 1 January 2023 and 31 December 2023</b>				
		–	300,000,000	30,000
<b>Issued and fully paid:</b>				
At 1 January 2022		1,100,000,000	–	11,000,000
Share consolidation	(i)	(1,100,000,000)	110,000,000	–
Issue of ordinary shares	(ii)	–	5,000,000	500,000
<b>At 31 December 2022, 1 January 2023 and 31 December 2023</b>				
		–	115,000,000	11,500,000

Notes:

- (i) On 11 July 2022, the Company consolidated every ten issued and unissued shares of par value HK\$0.01 each in the share capital of the Company into one consolidated share of par value HK\$0.10 each in the share capital of the Company.
- (ii) On 11 August 2022, the Company allotted and issued 5,000,000 ordinary shares of HK\$0.1 each in the capital of the Company at a subscription price of HK\$0.4 per share. The Company raised approximately HK\$1,539,000 (net of expenses).

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 25 SHARE OPTION SCHEME

The Company's share option scheme (the "**Scheme**") was adopted pursuant to a resolution passed on 7 June 2017 as to attract and retain the best available personnel, to provide additional incentive to the eligible participants and to promote the success of the business of the Group under the Scheme.

Under the Scheme, the directors of the Company may at their absolute discretion and subject to the terms of the Scheme, grant options to any employee (full-time or part-time), director, substantial shareholder, consultant or adviser, distributor, contractor, supplier, agent, customer, business partner or service provider of the Group, to subscribe for shares of the Company. The eligibility of any participant to the grant of any option shall be determined by the Board of Directors from time to time on the basis of his contribution or potential contribution to the development and growth of the Group.

The aggregate number of the Company's shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Scheme and any other share option schemes of the Company must not exceed 30% of the Company's shares in issue from time to time. No options may be granted under the Scheme or any other share option schemes of the Company if this will result in such 30% limit being exceeded. The maximum number of shares issuable upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company as from the adoption date must not in aggregate exceed 10% of all the shares in issue as at the listing date. The 10% limit may be refreshed at any time by obtaining approval of the Company's shareholders in general meeting provided that the total number of the Company's shares which may be issued upon exercise of all options to be granted under the Scheme and any other share option schemes of the Company must not exceed 10% of the Company's shares in issue as at the date of approval of the refreshed limit.

The total number of shares issued and to be issued upon exercise of the options granted to any participant (including both exercised and outstanding options) under the Scheme, in any 12-month period up to date of grant shall not exceed 1% of the shares of the Company in issue. Any further grant of options in excess of such limit must be separately approved by shareholders of the Company in general meeting with such grantee and his associates abstaining from voting.

Share options granted to a director, chief executive or substantial shareholder of the Company, or any of their respective associates must be approved by the independent non-executive directors of the Company (excluding any independent non-executive director who is the grantee of the option). Where any grant of options to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates will result in the total number of shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Scheme and any other share option schemes of the Company (including option exercised, cancelled and outstanding) in any 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the shares of the Company in issue and having an aggregate value in excess of HK\$5 million must be approved by the Company's shareholders at a general meeting of the Company, with voting to be taken by way of poll.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 25 SHARE OPTION SCHEME *(continued)*

An offer for the grant of share options might be accepted in writing within 7 days inclusive of the day on which such offer was made. An option may be exercised in accordance with the terms of the Scheme at any time during a period as the Board of Directors may determine which shall not exceed ten years from the date of grant subject to the provisions of early termination thereof. The amount payable by the grantee of an option to the Company on acceptance of the offer for the grant of an option is HK\$1.

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

The Scheme will remain in force for a period of ten years commencing on 7 June 2017, subject to early termination provisions contained in the Scheme.

No option has been granted by the Company under the Scheme since its adoption and there was no share option outstanding as at 31 December 2023 and 2022.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 26 BORROWINGS

	2023 HK\$'000	2022 HK\$'000
<b>Non-current</b>		
Other borrowing <i>(Notes c and d)</i>	4,840	3,494
<b>Current</b>		
Bank borrowings <i>(Notes a, d and e)</i>	10,316	8,842
Bank borrowings under supplier finance arrangements <i>(Notes a, b, d and e)</i>	–	1,157
Other borrowing <i>(Notes c and d)</i>	7,437	1,699
	<b>17,753</b>	11,698
<b>Total borrowings</b>	<b>22,593</b>	15,192

Notes:

(a) Bank borrowings

The bank borrowings are repayable as follows:

	2023 HK\$'000	2022 HK\$'000
Within 1 year	10,316	9,999

The carrying amounts of the bank borrowings are denominated in HK\$.

(b) Bank borrowings under supplier finance arrangements

The Group has entered into certain supplier finance arrangements with banks. Under these arrangements, the banks pay suppliers the amounts owed by the Group in advance of the original due dates by the suppliers. The Group's obligations to suppliers are legally extinguished on settlement by the relevant banks. The Group then settles with the banks between 90 days after settlement by the banks with interest ranges from 4.5% to 5.1%, which may be extended beyond the original due dates of respective invoices. The interest rates are consistent with the Group's short-term borrowing rates.

Taking into consideration of the nature and substance of the above arrangements, the Group presents payables to the banks under these arrangements as "borrowings" in the consolidated statement of financial position. In the consolidated statement of cash flows, repayments to the banks are included within financing cash flows based on the nature of the arrangements, and payments to the suppliers by the banks are disclosed as non-cash transactions.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 26 BORROWINGS *(continued)*

Notes: *(continued)*

- (c) Other borrowing

The other borrowing is repayable as follows:

	2023 HK\$'000	2022 HK\$'000
Within 1 year	7,437	1,699
In the second year	4,840	1,841
In the third to fifth years, inclusive	-	1,653
	<b>12,277</b>	5,193

The other borrowing is secured by the Group's machinery and equipment with an aggregate net carrying amount of approximately HK\$22,620,000 (2022: approximately HK\$9,328,000) as at 31 December 2023 and guaranteed by personal guarantee given by a director of the Company.

The carrying amounts of all other borrowing are denominated in HK\$.

- (d) The interest rates per annum of borrowings are as follows:

	2023	2022
Bank borrowings	5.2%-5.9%	5.1%-5.6%
Other borrowing	6.3%-9.3%	8.1%

- (e) These facilities:

- (i) are secured by a payment of a life insurance policy (Note 18) as at 31 December 2023 and 2022; and
- (ii) are subject to the fulfilment of certain covenants as are commonly found in lending arrangements with financial institutions. If the Group were to breach the covenants the drawn down facilities would become payable on demand. The Company regularly monitors its compliance with these covenants. As at 31 December 2023 and 2022, none of the covenants relating to drawn down facilities had been breached.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 27 DEFERRED TAX LIABILITIES

The components of deferred tax liabilities recognised in the consolidated statements of financial position and the movements during the year are as follows:

	<b>Tax depreciation allowances</b> HK\$'000	<b>ECL provision</b> HK\$'000	<b>Tax loss</b> HK\$'000	<b>Total</b> HK\$'000
At 1 January 2022	2,090	(718)	–	1,372
(Credited)/charged to profit or loss ( <i>Note 11</i> )	(50)	404	(929)	(575)
At 31 December 2022 and 1 January 2023	2,040	(314)	(929)	797
Charged/(credited) to profit or loss ( <i>Note 11</i> )	1,061	(244)	(1,614)	(797)
At 31 December 2023	<b>3,101</b>	<b>(558)</b>	<b>(2,543)</b>	<b>–</b>

At the end of the reporting period, the Group has estimated unused tax losses of approximately HK\$39.3 million (2022: approximately HK\$26.3 million) available for offset against future profits. A deferred tax assets has been recognised in respect of approximately HK\$15.4 million of such loss for the year ended 31 December 2023 (2022: approximately HK\$5.6 million).

As at 31 December 2023, no deferred tax asset has been recognised in respect of unused tax losses of approximately HK\$23.9 million (2022: approximately HK\$20.7 million) due to the unpredictability of future profit streams. Tax losses of PRC entities amounting to approximately HK\$0.8 million (31 December 2022: Nil) will expire 5 years after the losses were incurred, and the remaining tax losses have no expiry date and can be carried forward indefinitely.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 28 TRADE AND OTHER PAYABLES

	2023 HK\$'000	2022 HK\$'000
Trade payables ( <i>Note a</i> )	15,192	8,165
Accrued employee benefit expenses	2,763	1,938
Amounts due to directors ( <i>Note b</i> )	4,163	–
Amounts due to related companies ( <i>Note c</i> )	3,281	1,887
Amounts due to non-controlling interests ( <i>Note d</i> )	1,421	1,718
Other accruals and payables	2,684	4,705
Provision for long services payment	1,579	1,486
Retention payables ( <i>Note e</i> )	5,181	5,454
	<b>36,264</b>	<b>25,353</b>

*Note:*

- (a) The ageing analysis of trade payables as at the end of the reporting period, based on the invoice date is as follows:

	2023 HK\$'000	2022 HK\$'000
0–30 days	2,145	1,568
31–60 days	1,584	759
61–90 days	1,142	674
Over 90 days	10,321	5,164
	<b>15,192</b>	<b>8,165</b>

The trade payables are non-interest-bearing and are normally settled within one year.

- (b) The amounts due to directors are unsecured, interest free and repayable on demand.
- (c) The amounts due to related companies are unsecured, interest free and repayable on demand. The related companies are controlled by a close member of a key management personnel of the Company.
- (d) The amounts due to non-controlling interests are unsecured, interest free and repayable on demand.
- (e) All of the retention payables are expected to be settled within one year.

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

### 29 CONTRACT LIABILITIES

	2023 HK\$'000	2022 HK\$'000
Foundation and related works	500	500

When the Group receives advances from customers before the construction activity commences, this will give rise to contract liabilities, which will be recognised as revenue when the performance obligations are satisfied.

### 30 NOTES TO CONSOLIDATED STATEMENTS OF CASH FLOWS

#### (a) Reconciliation of loss before tax to net cash from operating activities

	2023 HK\$'000	2022 HK\$'000
Loss before tax	(21,083)	(7,040)
Adjustments for:		
Depreciation of property, plant and equipment	3,592	2,718
Depreciation of right-of-use assets	1,457	210
Gain on bargain purchase	–	(281)
Net impairment loss on trade receivables and contract assets	11,783	12,555
Fair value gain on financial assets at fair value through profit or loss	(86)	(72)
Written off of trade receivables	5,800	–
Interest expense	1,622	563
Operating profit before working capital changes	3,085	8,653
(Increase)/decrease in trade and other receivables	(18,421)	2,126
Increase in inventories	(30)	(3,730)
Decrease/(increase) in contract assets	13,736	(7,347)
Increase in trade and other payables	10,983	8,175
Increase in contract liabilities	–	500
Cash generated from operations	9,353	8,377
Enterprise Income Tax paid	(4)	–
Hong Kong Profits Tax paid	(380)	(1,573)
Net cash generated from operating activities	8,969	6,804

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

### 30 NOTES TO CONSOLIDATED STATEMENTS OF CASH FLOWS *(continued)*

#### (b) Reconciliation of liabilities arising from financing activities

	<b>Bank borrowings</b>	<b>Other borrowings</b>	<b>Lease liabilities</b>	<b>Total liabilities from financing activities</b>
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
As at 1 January 2022	9,998	949	350	11,297
Cash flows	(8,560)	4,244	(213)	(4,529)
Non-cash changes				
– settlement of trade payables	8,561	–	–	8,561
– addition to right-of-use assets	–	–	1,918	1,918
As at 31 December 2022	9,999	5,193	2,055	17,247
As at 1 January 2023	<b>9,999</b>	<b>5,193</b>	<b>2,055</b>	<b>17,247</b>
Cash flows	<b>317</b>	<b>7,084</b>	<b>(1,347)</b>	<b>6,054</b>
Non-cash changes				
– addition to right-of-use assets	–	–	<b>2,259</b>	<b>2,259</b>
As at 31 December 2023	<b>10,316</b>	<b>12,277</b>	<b>2,967</b>	<b>25,560</b>

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 31 RELATED PARTY TRANSACTIONS

Apart from disclosures elsewhere in the consolidated financial statements, the Group entered into the following transactions with related parties during the year:

### (i) Transactions with related parties

	2023 HK\$'000	2022 HK\$'000
Sales to a related company <i>(Note)</i>	337	–
Purchase from a related company <i>(Note)</i>	807	3,688

*Note:* The related companies are controlled by a close member of a key management personnel of the Company.

During the year ended 31 December 2023, these transactions with related parties constituted fully exempted continuing connected transactions of the Group. These transactions are de minimis transactions under Rule 20.74(1) of the Listing Rules and therefore all of them are fully exempt from the independent shareholders' approval, annual review and all disclosure requirements under Chapter 20 of the GEM Listing Rules.

### (ii) Key management personnel compensation

The emoluments of the directors (executive and non-executive) of the Group during the year are disclosed in Note 9.

## 32 CONTINGENT LIABILITIES

The Group, in the ordinary course of its business, is involved in various claims, suits, investigations, and legal proceedings that arise from time to time. Although the Group does not expect that the outcome in any of these legal proceedings, individually or collectively, will have a material adverse effect on its financial position or results of operations, litigation is inherently unpredictable. Therefore, the Group could incur judgements or enter into settlements of claims that could adversely affect its operating results or cash flows in a particular period.

At the end of the reporting period, the Group did not have any material contingent liabilities.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 33 BUSINESS COMBINATION – ACQUISITION OF SUBSIDIARIES

On 27 October 2022, the Group acquired 51% equity interests in Jiu De Jiu Pin (Chengdu) Wine Industry Co., Ltd.\* (九德玖品(成都)酒業有限公司) and its subsidiary (collectively referred to as the “Jiude Group”) with no consideration.

Jiude Group is principally engaged in the business of trading and distribution of alcoholic beverages.

\* For identification purposes only

### Assets acquired and liabilities recognised at the date of acquisition

	HK\$'000
Trade and other receivables	2,060
Cash and bank balances	75
Inventories	307
Trade and other payables	(1,891)
<hr/>	
Total identifiable assets acquired	551

### Non-controlling interests

The non-controlling interests in Jiude Group recognised at the acquisition date was measured by reference to the proportionate share of recognised amounts of net assets of Jiude Group and amounted to approximately HK\$270,000.

### Gain on bargain purchase on acquisition of Jiude Group

	HK\$'000
Net assets acquired	551
Less: non-controlling interests	(270)
Less: consideration transferred	–
<hr/>	
	281

Bargain purchase gain amounting to approximately HK\$281,000 on acquisition of Jiude Group is recognised in profit or loss within the “other income and other gain” line item in the consolidated statement of profit or loss and other comprehensive income.

The directors of the Company are of opinion that the acquisition was made as part of the Group’s strategy to accelerate the growth of the Group’s revenue and profit.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 33 BUSINESS COMBINATION – ACQUISITION OF SUBSIDIARIES *(continued)* Net cash inflow from acquisition of Jiude Group

	HK\$'000
Cash consideration paid	–
Less: cash and cash equivalents balances acquired	(75)
	(75)

### Impact of acquisition on the results of the Group

Included in the loss for the year is approximately HK\$95,000 profit attributable to the additional business generated by Jiude Group. Revenue for the year includes approximately HK\$302,000 generated by Jiude Group. Had the acquisition been completed on 1 January 2022, the Group's revenue for the year would have been approximately HK\$87,081,000 and loss for the year would have been approximately HK\$6,740,000.

The pro forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of operations of the Group that actually would have been achieved had the acquisition been completed on 1 January 2022, nor is it intended to be a projection of future results.

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS *(continued)*

For the year ended 31 December 2023

## 34 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY

### (a) Statement of financial position

	Note	2023 HK\$'000	2022 HK\$'000
<b>ASSETS</b>			
<b>Non-current assets</b>			
Investments in subsidiaries		19,200	27,100
<b>Current assets</b>			
Prepayments		101	1,003
Amounts due from subsidiaries		24,775	25,041
Cash and bank balances		120	226
		<b>24,996</b>	<b>26,270</b>
<b>Total assets</b>		<b>44,196</b>	<b>53,370</b>
<b>EQUITY</b>			
<b>Capital and reserves</b>			
Share capital		11,500	11,500
Reserves	34(b)	29,533	41,409
<b>Total equity</b>		<b>41,033</b>	<b>52,909</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accruals		221	461
Amount due to a director		2,942	–
		<b>3,163</b>	<b>461</b>
<b>Total equity and liabilities</b>		<b>44,196</b>	<b>53,370</b>
<b>Net current assets</b>		<b>21,833</b>	<b>25,809</b>
<b>Total assets less current liabilities</b>		<b>41,033</b>	<b>52,909</b>

The Company's statement of financial position was approved and authorised for issue by the Board of Directors on 28 March 2024 and are signed on its behalf by:

**Mr. Lau Chung Ho**  
Director

**Mr. Leung Yat Fai Frankie Keith**  
Director

# NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (continued)

For the year ended 31 December 2023

## 34 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY (continued)

### (b) Reserve movement

	Share premium HK\$'000	Special reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 January 2022	47,217	30,601	(32,416)	45,402
Loss and total comprehensive expense for the year	–	–	(5,032)	(5,032)
Issue of ordinary shares	1,039	–	–	1,039
At 31 December 2022	48,256	30,601	(37,448)	41,409
At 1 January 2023	48,256	30,601	(37,448)	41,409
Loss and total comprehensive expense for the year	–	–	(11,876)	(11,876)
At 31 December 2023	48,256	30,601	(49,324)	29,533

#### Special reserve

Special reserve represents the difference between the total equity of Wide View Enterprises Limited acquired pursuant to the reorganisation over the nominal value of the Company's shares issued in exchange therefore.

## 35 EVENTS AFTER THE REPORTING PERIOD

On 23 February 2024, the Company proposed to raise up to approximately HK\$41.4 million on the basis of three rights share for every one share of HK\$0.10 each in the share capital of the Company by issuing 345,000,000 rights shares at the subscription price of HK\$0.12 per rights share ("Proposed Rights Issue"). The Proposed Rights Issue is subject to the approval of the independent shareholders of the Company at the special general meeting by way of poll. Details of the Proposed Rights Issue is set out in the Company's announcements dated 23 February 2024 and 14 March 2024.

## 36 COMPARATIVE AMOUNTS

Certain comparative figure has been reclassified to conform to the presentation of the current year.

## 37 APPROVAL OF THE CONSOLIDATED FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the Board of Directors on 28 March 2024.

## FINANCIAL SUMMARY

	<b>2023</b> <b>HK\$'000</b>	<b>For the year ended 31 December</b>			
		2022 HK\$'000	2021 HK\$'000	2020 HK\$'000	2019 HK\$'000
Revenue	<b>97,150</b>	86,480	88,812	109,067	102,790
Gross profit	<b>13,319</b>	16,264	10,913	7,298	3,616
(Loss)/profit before income tax	<b>(21,083)</b>	(7,040)	1,136	(874)	(7,770)
(Loss)/profit for the year	<b>(20,295)</b>	(6,478)	586	487	(7,857)
Total assets	<b>104,305</b>	105,504	103,157	113,395	127,904
Total liabilities	<b>62,329</b>	43,897	36,908	51,900	66,896
Net assets	<b>41,976</b>	61,607	66,249	61,495	61,008
Capital and reserves attributable to the equity holders of the Company					
Share Capital	<b>11,500</b>	11,500	11,000	10,000	10,000
Reserves	<b>30,012</b>	49,784	55,249	51,495	51,008
Non-controlling interests	<b>464</b>	323	–	–	–
Total equity	<b>41,976</b>	61,607	66,249	61,495	61,008