



國農金融投資有限公司

China Demeter Financial Investments Limited

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(於開曼群島註冊成立及於百慕達存續之有限公司)

Stock Code 股份代號：8120

Annual Report 年報 **2024**



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EXECUTIVE DIRECTORS

Mr. Ng Man Chun Paul (*Chairman*)
Mr. Ng Ting Ho (*Chief Executive Officer*)
Mr. Chan Chi Fung

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Hin Hang
Mr. Hung Kenneth
Ms. Ng Ching

AUTHORISED REPRESENTATIVES

Mr. Ng Ting Ho
Ms. Chan Lai Ping

AUDIT COMMITTEE

Mr. Chan Hin Hang (*Chairman*)
Mr. Hung Kenneth
Ms. Ng Ching

REMUNERATION COMMITTEE

Mr. Chan Hin Hang (*Chairman*)
Mr. Hung Kenneth
Ms. Ng Ching

執行董事

吳文俊先生(*主席*)
吳廷浩先生(*行政總裁*)
陳志鋒先生

獨立非執行董事

陳衍行先生
洪君毅先生
吳婧女士

授權代表

吳廷浩先生
陳麗屏女士

審核委員會

陳衍行先生(*主席*)
洪君毅先生
吳婧女士

薪酬委員會

陳衍行先生(*主席*)
洪君毅先生
吳婧女士

Corporate Information (Continued)

公司資料(續)

NOMINATION COMMITTEE

Ms. Ng Ching (*Chairman*)
Mr. Chan Hin Hang
Mr. Hung Kenneth

COMPANY SECRETARY

Ms. Chan Lai Ping, *CPA*

AUDITORS

Baker Tilly Hong Kong Limited
Certified Public Accountants
Level 8, K11 ATELIER King's Road
728 King's Road
Quarry Bay
Hong Kong

PRINCIPAL BANKERS

Bank of Communications Co., Ltd.
The Hongkong and Shanghai Banking Corporation Limited
Hang Seng Bank

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL PLACE OF BUSINESS IN HONG KONG

Office A01, 35/F, United Centre
No. 95 Queensway
Admiralty, Hong Kong

提名委員會

吳婧女士(主席)
陳衍行先生
洪君毅先生

公司秘書

陳麗屏女士，註冊會計師

核數師

天職香港會計師事務所有限公司
執業會計師
香港
鰂魚涌
英皇道728號8樓

主要往來銀行

交通銀行股份有限公司
香港上海滙豐銀行有限公司
恒生銀行

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要營業地址

香港金鐘
金鐘道95號
統一中心35樓A01號辦公室

Corporate Information (Continued) 公司資料(續)

PRINCIPAL SHARE REGISTRAR AND TRANSFER AGENT

Conyers Corporate Services
(Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

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

STOCK CODE

8120

WEBSITE

www.chinademeter.com

股份過戶及登記總代理

Conyers Corporate Services
(Bermuda) Limited
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港股份過戶及登記分處

卓佳登捷時有限公司
香港
夏慤道16號
遠東金融中心17樓

股份代號

8120

網站

www.chinademeter.com

Chairman's Statement

主席報告書

Dear Shareholders,

On behalf of the board (“**Board**”) of directors (“**Directors**”) of China Demeter Financial Investments Limited (the “**Company**”, together with its subsidiaries, the “**Group**”), it gives me great pleasure to present to you the annual report for the year ended 31 December 2024.

RESULTS PERFORMANCE

For the year ended 31 December 2024, the Group recorded revenue of approximately HK\$134,342,000 (2023: HK\$156,940,000) from continuing operations. Loss attributable to owners of the Company amounted to approximately HK\$38,397,000 (2023: HK\$45,308,000). The net loss attributable to owners of the Company for the year ended 31 December 2024 was mainly attributable to the impairment loss of property, plant and equipment of approximately HK\$8,579,000, the impairment loss of loans and interest receivables of approximately HK\$2,135,000 and the general and administrative expenses of approximately HK\$122,132,000, which were offset by loan interest income of approximately HK\$1,137,000, income from financial services business of approximately HK\$9,615,000, the fair value gain on financial assets through profit or loss of approximately HK\$175,000, income from alcoholic beverage distribution and miscellaneous business of approximately HK\$673,000, income from food and beverage business of approximately HK\$117,425,000, income from children education business of approximately HK\$5,354,000 and the reversal of impairment loss of trade receivables of approximately HK\$1,250,000.

BUSINESS PERFORMANCE

During the year, the Group used its surplus liquidity to fund its money lending business through its indirectly wholly-owned subsidiaries. Loan interest income under this business segment amounted to approximately HK\$1,137,000 during the year (2023: HK\$1,111,000). During the year, interests of the loan receivables were charged at rates ranging from 10% to 18% per annum.

During the year, revenue of financial service business amounted to approximately HK\$9,615,000 (2023: HK\$9,149,000).

各位股東：

本人謹代表國農金融投資有限公司（「本公司」），連同其附屬公司統稱「本集團」之董事（「董事」）會（「董事會」），欣然向閣下提呈截至二零二四年十二月三十一日止年度之年度報告。

業績表現

截至二零二四年十二月三十一日止年度，本集團來自持續經營業務錄得收入約港幣134,342,000元（二零二三年：港幣156,940,000元）。本公司擁有人應佔虧損約為港幣38,397,000元（二零二三年：港幣45,308,000元）。截至二零二四年十二月三十一日止年度，本公司擁有人應佔淨虧損乃主要由於物業、廠房及設備的減值虧損約港幣8,579,000元、應收貸款及利息之減值虧損約港幣2,135,000元以及一般及行政開支約港幣122,132,000元因貸款利息收入約港幣1,137,000元、金融服務業務收入約港幣9,615,000元、計入損益之金融資產公允價值收益約港幣175,000元、酒精飲料分銷及雜項業務收入約港幣673,000元、食品及飲料業務收入約港幣117,425,000元、兒童教育業務收入約港幣5,354,000元及應收賬款之減值虧損撥回約港幣1,250,000元而抵銷。

業務表現

年內，本集團動用其盈餘流動資金，為間接全資附屬公司進行之放債業務提供資金。年內該業務分部的貸款利息收入約港幣1,137,000元（二零二三年：港幣1,111,000元）。年內應收貸款利息之年利率介乎10%厘至18%厘。

年內，金融服務業務的收入約為港幣9,615,000元（二零二三年：港幣9,149,000元）。

Chairman's Statement (Continued) 主席報告書(續)

The Group has investments in securities of listed and non-listed companies in order to diversify its investment portfolios and increase returns to shareholders. During the year, the Group recorded a gain in fair value of financial assets through profit or loss of approximately HK\$175,000 (2023: loss in fair value of approximately HK\$13,232,000). The Board will continue to closely monitor the performance of securities and investments to mitigate possible financial risks.

The turnover of the food and beverage business for the year amounted to approximately HK\$117,425,000 (2023: HK\$139,815,000). The Group planned to focus its resources in Hong Kong.

The turnover of the alcoholic beverage distribution and miscellaneous business for the year amounted to approximately HK\$673,000 (2023: HK\$2,092,000). The Group will monitor the performance of the business to assess the future development.

The turnover of the children education business for the year amounted to approximately HK\$5,354,000 (2023: HK\$4,598,000). The Group has school premises in Homantin and Chai Wan to provide high-quality early childhood education services. The Group is looking for new opportunities and seeking for future development.

為使投資組合更多元化並增加股東所得回報，本集團擁有上市及非上市公司之證券投資。年內，本集團錄得計入損益之金融資產之公允價值收益約港幣175,000元(二零二三年：公允價值虧損約港幣13,232,000元)。董事會將繼續密切監察證券及投資表現，以減輕潛在財務風險。

食品及飲料業務的年內營業額約為港幣117,425,000元(二零二三年：港幣139,815,000元)。本集團計劃將其資源更好地集中於香港。

酒精飲料分銷及雜項業務的年內營業額約為港幣673,000元(二零二三年：港幣2,092,000元)。本集團將監督該業務之表現，以評估未來發展方向。

兒童教育業務的年內營業額約為港幣5,354,000元(二零二三年：港幣4,598,000元)。本集團於何文田及柴灣設有校舍，以提供優質幼兒教育服務。本集團將尋找新機會，並尋求未來發展。

Chairman's Statement (Continued)

主席報告書(續)

BUSINESS PROSPECTS

Looking ahead, external challenges loom on the horizon. Rising trade protectionism, particularly from the United States, threatens to disrupt global trade flows, potentially softening Hong Kong's goods exports. Additionally, slower-than-anticipated U.S. interest rate reductions may prolong tight financial conditions, further tempering domestic demand and adding strain to the overall economy. In our margin financing and money lending businesses, we remain vigilant, maintaining prudent loan-to-value ratios for collaterals and upholding stringent quality standards for margin finance clients to mitigate risks. We will continue to closely monitor the evolving economic landscape, adapting our strategies proactively to safeguard growth and profitability.

As we move forward, we extend our deepest gratitude to our investors, suppliers, customers, and business partners for their unwavering support and trust throughout 2024. Our achievements are a testament to the strength of these partnerships, and we are steadfast in our commitment to delivering value to all stakeholders. We also express our heartfelt thanks to our fellow directors, management team, and staff for their tireless dedication to the Group's success. Together, we are poised to navigate uncertainties and capitalize on emerging opportunities, driving sustained growth and profitability in the year ahead.

Ng Man Chun Paul
Chairman

Hong Kong, 24 March 2025

業務前景

展望未來，外圍挑戰近在咫尺。貿易保護主義(尤其是來自美國的貿易保護主義)不斷升溫，擾亂全球貿易流動，可能削弱香港的貨物出口。此外，美國減息步伐較預期緩慢，可能延長緊縮金融情況，進一步削弱本地需求，並為整體經濟帶來更大壓力。在保證金融資及放債業務方面，我們保持警覺，維持審慎的抵押品按揭成數，並對保證金融資客戶維持嚴格的質素標準，以減低風險。我們將繼續密切注視不斷演變的經濟形勢，積極調整策略，以保障增長及盈利能力。

我們向前邁進的同時，向投資者、供應商、客戶及業務夥伴致以最深切的謝意，感謝彼等於二零二四年全年對我們堅定不移的支持及信任。我們的成就證明該等合作夥伴關係的力量，我們堅定不移致力於為所有持份者創造價值。我們亦衷心感謝我們的董事同仁、管理團隊及員工為本集團的成功所付出的不懈努力。來年，我們將齊心協力，克服不確定因素，把握新機遇，以推動持續增長及盈利能力。

主席
吳文俊

香港，二零二五年三月二十四日

Management Discussion and Analysis

管理層討論及分析

FINANCIAL AND BUSINESS REVIEW

China Demeter Financial Investments Limited (“**Company**” and, together with its subsidiaries, the “**Group**”) recorded a net loss attributable to owners of the Company of approximately HK\$38,397,000 for the year ended 31 December 2024 (“**Year**”) (31 December 2023: HK\$45,308,000). This was mainly attributable to the impairment loss of property, plant and equipment of approximately HK\$8,579,000, the impairment loss of loans and interest receivables of approximately HK\$2,135,000 and the general and administrative expenses of approximately HK\$122,132,000, which were offset by loan interest income of approximately HK\$1,137,000, income from financial services business of approximately HK\$9,615,000, the fair value gain on financial assets through profit or loss of approximately HK\$175,000, income from alcoholic beverage distribution and miscellaneous business of approximately HK\$673,000, income from food and beverage business of approximately HK\$117,425,000, income from children education business of approximately HK\$5,354,000 and the reversal of impairment loss of trade receivables of approximately HK\$1,250,000.

Revenue from continuing operations for the Year increased by approximately 14.4% to approximately HK\$134,342,000 (31 December 2023: HK\$156,940,000), while gross profit for the Year was approximately HK\$92,279,000 (31 December 2023: HK\$104,366,000). Revenue from continuing operations for the Year comprised of loan interest income amounting to approximately HK\$1,137,000 (31 December 2023: HK\$1,111,000), provision of financial services amounting to approximately HK\$9,615,000 (31 December 2023: HK\$9,149,000), dividend income from listed equity investments amounting to approximately HK\$138,000 (31 December 2023: HK\$175,000), food and beverage business amounting to approximately HK\$117,425,000 (31 December 2023: HK\$139,815,000), alcoholic beverage distribution and miscellaneous business amounting to approximately HK\$673,000 (31 December 2023: HK\$2,092,000), and provision of children education services amounting to approximately HK\$5,354,000 (31 December 2023: HK\$4,598,000).

General and administrative expenses from continuing operations for the Year decreased to approximately HK\$122,132,000 (31 December 2023: HK\$132,582,000). Such decrease was mainly due to the decrease in (i) short-term rental and other related expenses in food and beverage business of approximately HK\$2,313,000 (ii) marketing and advertising expenses of approximately HK\$1,389,000 and (iii) salaries and other benefits of approximately HK\$7,340,000.

財務及業務回顧

國農金融投資有限公司(「**本公司**」，連同其附屬公司統稱「**本集團**」)於截至二零二四年十二月三十一日止年度(「**年內**」)錄得本公司擁有人應佔虧損淨額約港幣38,397,000元(二零二三年十二月三十一日：港幣45,308,000元)，主要由於物業、廠房及設備的減值虧損約港幣8,579,000元、應收貸款及利息之減值虧損約港幣2,135,000元以及一般及行政開支約港幣122,132,000元因貸款利息收入約港幣1,137,000元、金融服務業務收入約港幣9,615,000元、計入損益之金融資產公允價值收益約港幣175,000元、酒精飲料分銷及雜項業務收入約港幣673,000元、食品及飲料業務收入約港幣117,425,000元、兒童教育業務收入約港幣5,354,000元及應收賬款之減值虧損撥回約港幣1,250,000元而抵銷。

年內，來自持續經營業務收入增加約14.4%至約港幣134,342,000元(二零二三年十二月三十一日：港幣156,940,000元)，而年內來自持續經營業務之毛利約為港幣92,279,000元(二零二三年十二月三十一日：港幣104,366,000元)。年內來自持續經營業務之收入包括貸款利息收入約港幣1,137,000元(二零二三年十二月三十一日：港幣1,111,000元)、提供金融服務約港幣9,615,000元(二零二三年十二月三十一日：港幣9,149,000元)、上市股本投資股息收入約港幣138,000元(二零二三年十二月三十一日：港幣175,000元)、食品及飲料業務約港幣117,425,000元(二零二三年十二月三十一日：港幣139,815,000元)、酒精飲料分銷及雜項業務約港幣673,000元(二零二三年十二月三十一日：港幣2,092,000元)及提供兒童教育服務約港幣5,354,000元(二零二三年十二月三十一日：港幣4,598,000元)。

年內，來自持續經營業務的一般及行政開支減少至約港幣122,132,000元(二零二三年十二月三十一日：港幣132,582,000元)。有關減幅主要由於(i)食品及飲料業務的短期租金及相關其他開支減少約港幣2,313,000元；(ii)營銷及廣告開支減少約港幣1,389,000元；及(iii)薪金及其他福利減少約港幣7,340,000元所致。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FOOD AND BEVERAGE BUSINESS

During the Year, food and beverage business is one of the Group's principal business through operating of restaurants serving Japanese cuisine, Thai food and western food in Hong Kong. The revenue from food and beverage business amounted to approximately HK\$117,425,000 (31 December 2023: approximately HK\$139,815,000) in 2024.

As at 31 December 2024, the Group has a total of 11 restaurants in Hong Kong (2023: 11 restaurants). The Group is committed to offering customers high-quality ingredients from the origin of the country at an affordable price under its food and beverage business. The Group has developed different brands in its brand portfolio to capture a broad spectrum of customers. The Group mainly focus on the residential area and most of the Group's restaurants in Hong Kong are located in major shopping malls in various residential regions in Hong Kong.

Impairment loss of approximately HK\$8,579,000 on property, plant and equipment was recorded for the year ended 31 December 2024 (31 December 2023: HK\$2,370,000). During the year ended 31 December 2024, approximately HK\$6,836,000 were impairment of right-of-use assets (included in the property, plant and equipment), which are the leases of the restaurants in the Group's food and beverage segment.

The food and beverage industry in Hong Kong continues to face significant challenges in 2024, characterized by intense competition and rising operating costs, including escalating rental expenses, food costs, and labor expenses. These pressures have been compounded by shifting consumer behavior, as the strong Hong Kong dollar has encouraged residents to increase spending across the border in mainland China, while domestic purchasing power and consumption intentions have weakened. This trend contributed to a notable 11.3% year-on-year decline in retail sales in December 2024, marking the tenth consecutive month of contraction.

食品及飲料業務

年內，透過於香港經營供應日本料理、泰國菜及西餐的餐廳，食品及飲料業務成為本集團的主要業務之一。於二零二四年，來自食品及飲料業務之收入約為港幣117,425,000元(二零二三年十二月三十一日：約港幣139,815,000元)。

於二零二四年十二月三十一日，本集團在香港共有11間餐廳(二零二三年：11間餐廳)。本集團致力於在食品及飲料業務以實惠的價格為客戶提供來自原產國的優質食材。本集團在其品牌組合中發展不同的品牌，以吸引廣泛的客戶群。本集團主要專注於住宅區，而本集團在香港的大部分餐廳位於香港各個住宅區的大型商場。

截至二零二四年十二月三十一日止年度，錄得物業、廠房及設備的減值虧損約港幣8,579,000(二零二三年十二月三十一日：港幣2,370,000元)。截至二零二四年十二月三十一日止年度，約港幣6,836,000元為本集團食品及飲料分部的餐廳租賃的使用權資產減值(計入物業、廠房及設備)。

二零二四年，香港餐飲業仍將面臨重大挑戰，尤其是競爭激烈及營運成本上升，包括租金開支、食品成本及勞動開支不斷攀升。該等壓力因消費者行為的轉變而變得複雜，乃由於為港幣強勢，促使居民增加於中國內地的跨境消費，而本地購買力及消費意欲卻減弱。該趨勢導致二零二四年十二月零售業銷售額顯著按年下跌11.3%，為連續第十個月收縮。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

As a result after considering the above, the management concluded that there was indication for impairment on the Group's assets. The management conducted impairment assessments on recoverable amounts of property, plant and equipment and right-of-use assets in relation to the food and beverage business as at 31 December 2024, and engaged an independent valuation expert to perform impairment assessments on the cash-generating units ("CGUs") of food and beverage business segment and estimate the recoverable amount of the asset for the Year.

Profit/Cash flow forecasts were made by the management for all CGUs to consider whether there are any indication for impairment on the individual assets of the Group. Indications for impairment would include internal source of information and external source of information: (a) whether the group of CGUs is be loss-making as a whole for the financial year that the economic performance of an asset is, or will be, worse than expected, while losses caused by pre-operating expenses of new shops will be disregarded for this purpose; (b) significant changes with an adverse effect on the entity have taken place during the period, or will take place in the near future, in the economic or legal environment in which the entity operates or in the market to which an asset is dedicated or in the extent to which, or manner in which, an asset is used or is expected to be used; (c) evidence is available of obsolescence or physical damage of an asset; and (d) whether there are any extenuating circumstances which would require the management to perform an impairment assessment.

The independent valuation expert performed impairment assessment of the carrying amounts of each CGU as at 31 December 2024 by estimating their value in use through the management's forecasts. The calculation of value in use of the relevant assets subjected to impairment testing are by reference to the present value of the estimated future cash flows expected to derive from the assets.

Based on result of the assessments, impairment loss was recognised as on the restaurants which generated nil cash flow/net cash inflow but recoverable amount is less than the CGU's carrying value.

Despite these headwinds, we are steadfast in advancing our brand portfolio through strategic initiatives. These include enhancing our existing brands and securing commercially viable locations for new restaurants on favorable terms. Our proactive approach positions us to navigate market pressures while strengthening our foothold in this dynamic sector.

因此，經考慮上述情況，管理層認為，有跡象顯示本集團的資產出現減值。管理層已就於二零二四年十二月三十一日與食品及飲料業務有關的物業、廠房及設備以及使用權資產的可收回金額進行減值評估，並聘請一名獨立估值專家對食品及飲料業務分部的現金產生單位（「現金產生單位」）進行減值評估，並估計本年度的資產可收回金額。

管理層已就所有現金產生單位作出盈利／現金流動預測估計，評估本集團個別資產是否存在減值跡象。減值跡象將包括內部資料來源及外部資料來源：(a) 現金產生單位組別在資產的經濟效益差於預期或將會差於預期的財政年度內是否整體虧損，新店前期經營費用造成的虧損不計入此數；(b) 於期內或不久的將來，實體遭遇其營運所在地或資產所用市場或對資產使用或預期使用的程度或方式的經濟或法律環境的重大不利變動；(c) 有證據表明資產已經陳舊過時或出現物理損壞；及(d) 是否存在任何需要管理層進行減值評估的特殊情況。

獨立評估專家通過管理層的預測估計其使用價值，對於二零二四年十二月三十一日各現金產生單位的賬面金額進行了減值評估。進行減值測試的相關資產的使用價值的計算，乃參考預期由資產產生的估計未來現金流量的現值作出。

根據評估結果，產生零現金流量／現金流入淨額而可收回金額低於現金產生單位賬面值的餐廳會確認減值虧損。

儘管面臨該等不利因素，我們仍堅定不移通過戰略措施提升我們的品牌組合。該等措施包括強化我們現有品牌，並以有利的條件為新餐廳取得商業上可行的地點。我們採取積極進取的策略，使我們能克服市場壓力，同時鞏固我們於該充滿活力的行業中的地位。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

SECURITIES INVESTMENT BUSINESS

The Group's diversified securities investment portfolios cover both listed and non-listed companies, in order to diversify its investment portfolios and increase returns to shareholders. The financial assets at fair value through profit or loss held by the Group were all shares of listed companies in Hong Kong.

During the Year, the Group recorded gain from the changes in fair value of financial assets through profit or loss of approximately HK\$175,000 (31 December 2023: loss of approximately HK\$13,232,000), and loss from the changes in fair value of equity instruments through other comprehensive income of approximately HK\$1,489,000 (31 December 2023: HK\$716,000). Reclassification adjustment of HK\$2,311,000 upon the disposal of equity instruments at fair value through other comprehensive income was transferred from the fair value through other comprehensive income reserve to the accumulated losses.

The Directors consider that an investment in the equity securities with a carrying value of 5% or more of the net asset value of the Group as at balance sheet date as significant investments (“**Significant Investments**”). As at 31 December 2024 and 31 December 2023, the Group did not hold any Significant Investments.

The Group will continue to review the portfolio in order to decide whether to invest, enjoy the capital gains or stable cash inflow from dividends and coupon payments.

MONEY LENDING BUSINESS

The Group commenced its money lending business since December 2013 through its wholly-owned subsidiary, which has obtained a money lenders licence under the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong). Since then, the Group has put efforts and resources to develop this business and provides diversified money lending services to match the needs of people with different backgrounds.

證券投資業務

為使投資組合更多元化並提升股東回報，本集團之多元化證券投資組合涵蓋上市及非上市公司。本集團持有之按公允價值計入損益之金融資產均為香港上市公司股份。

年內，本集團錄得計入損益之金融資產之公允價值變動收益約港幣175,000元(二零二三年十二月三十一日：虧損約港幣13,232,000元)，而計入其他全面收益之權益工具之公允價值變動虧損約港幣1,489,000元(二零二三年十二月三十一日：港幣716,000元)。出售以公允價值計入其他全面收益之權益工具時之重新分類調整港幣2,311,000元由按公允價值計入其他全面收益儲備轉撥至累計虧損。

董事認為賬面值佔本集團於結算日的資產淨值5%或以上的股本證券投資屬於重大投資(「重大投資」)。於二零二四年十二月三十一日及二零二三年十二月三十一日，本集團並無持有任何重大投資。

本集團將繼續檢討投資組合，以決定是否進行投資、享有資本收益或股息及票息支付帶來的穩定現金流入。

放債業務

本集團自二零一三年十二月起通過其全資附屬公司開始其放債業務，全資附屬公司已根據香港法例第163章放債人條例取得放債人牌照。此後，本集團投入精力及資源發展該業務，並提供多元化的放債服務，以配合不同背景人士的需求。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

The licensing of money lenders and regulation of money-lending transactions are governed by the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong), in which a person or company carrying on business as a money lender in Hong Kong must obtain a money lender licence. The market of money lending business by licensed money lenders in Hong Kong is keen and competitive. Based on the list of existing money lenders licensees as maintained by the Registrar of Companies in Hong Kong, there were more than 2,110 licensed money lenders (including applications for renewal in progress) in Hong Kong as at 31 December 2024.

The subsidiary of the Group which carried on the money lending business compete with other licensed money lenders, authorised institutions such as banks, restricted licensed banks and deposit-taking companies in providing money lending services. However, licensed money lenders, such as the Group's subsidiary, may offer an advantage in providing loans with simpler approval procedures and greater flexibility.

The Group's money lending business offers both secured and unsecured loans to customers comprising individuals and corporations. The scope of money lending services provided by the money lending business generally includes personal loans, business loans and mortgage loans. Within a loan category, the interest rates, the duration of the loan and repayment terms of the loan vary. The money lending business generates revenue and profit by way of providing loans to earn interest income. The source of funding for this business segment is from the internal resources of the Group.

For the year ended 31 December 2024, the Group mainly provided term loans to individuals and companies where interests are payable by tailor-made schedule at fixed interest rate. The Group's money lending business do not usually grant loans to connected persons of the Company.

The Group has complied with requirements, to the extent applicable, set out in Chapter 19 and (where applicable) 20 of the GEM Listing Rules when it granted the loans to each of the customers under the Group's money lending business segment, whose loans was still outstanding as at 31 December 2024.

放債人的發牌事務及放債交易的監管受香港法例第163章放債人條例所規管，據此，凡於香港以放債人身份經營業務的人士或公司必須取得放債人牌照。持牌放債人於香港從事放債業務的市場暢旺且競爭激烈。根據香港公司註冊處存置的現有放債人牌照持牌人名單，於二零二四年十二月三十一日，香港有超過2,110名持牌放債人(包括正在申請重續牌照的放債人)。

本集團從事放債業務的附屬公司與其他持牌放債人、銀行、受限制持牌銀行及接受存款公司等認可機構於提供放債服務方面存在競爭。然而，持牌放債人，例如本集團的附屬公司，可能於提供簡易審批程序及較大靈活性的貸款方面具優勢。

本集團的放債業務向包括個人及企業在內的客戶提供有抵押及無抵押貸款。放債業務提供的放債服務範圍一般包括私人貸款、商業貸款及按揭貸款。於同一貸款類別中，貸款的利率、年期及償還期限各有不同。放債業務通過提供貸款賺取利息收入產生收益及溢利。該業務分部的資金來源為本集團內部資源。

截至二零二四年十二月三十一日止年度，本集團主要為個人及公司提供定息貸款，利息按固定利率於特定還款期支付。本集團的放債業務一般不向本公司的關連人士發放貸款。

向本集團放債業務分部的客戶(其貸款於二零二四年十二月三十一日尚未償還)各自授出貸款時，本集團已在適用範圍內遵守GEM上市規則第19章及(如適用)第20章所載規定。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

The Company did not have any agreement, arrangement, understanding or undertaking (whether formal or informal and whether express or implied) with a connected person with respect to the grant of loans under Group's money lending business segment, whose loans was still outstanding as at 31 December 2024.

As at 31 December 2024, the aggregate net amount of the loans and interest receivable in this segment was approximately HK\$3.9 million, personal loans and corporate loans represented approximately 52.4% and 47.6% of the value of the Group's total active and outstanding loan portfolio respectively, each of the customers is an independent third party. The majority of loans are short-term loans repayable within a year. As at 31 December 2024, approximately 66.4% of the outstanding loan balance were repayable within one year and approximately 33.6% of the outstanding loan balance were repayable beyond one year.

As at 31 December 2024, the effective interest rate of the active and outstanding loans in the loan portfolio of the Group's money lending business ranged from approximately 10% to 18% per annum. Most of the loans granted by the money lending business of the Group are unsecured loans. To justify the higher credit risk, the Group typically charges a higher interest rate. Unsecured loans represented approximately 50% in total number of loans, which had been fully impaired with interest rate ranged from approximately 15% to 18% per annum in the prior year. Most of such unsecured loans were advanced to well-heeled and reputable individuals and are short-term in nature and therefore, the Group has not requested for additional personal guarantees in respect of such loans.

Given that the majority of the loans granted by the Group's money lending business are short-term loans provided to our customers who, as mentioned above, were well-heeled and reputable individuals and well-established companies who/which look for funding for short-term personal/business needs, such borrowers are not prepared to arrange for the collateral security. On the other hand, the creation and release of collaterals for short-term loans will also create administrative burden to the Group and may at the same time lower the profit margin of the Group's money lending business.

本公司概無與其貸款於二零二四年十二月三十一日尚未償還的關連人士就本集團放債業務分部授予貸款訂立任何協議、安排、諒解或承諾(不論是正式或非正式、明示或默示)。

截至二零二四年十二月三十一日，該分部的應收貸款及利息總淨額約為港幣3,900,000元，私人貸款及企業貸款分別佔本集團有效及未償還貸款組合總值的約52.4%及47.6%，客戶各自為獨立第三方。大部分貸款為須一年內償還的短期貸款。於二零二四年十二月三十一日，約66.4%的未償還貸款結餘須於一年內償還，而約33.6%的未償還貸款結餘須於一年後償還。

於二零二四年十二月三十一日，本集團放債業務貸款組合中的有效及未償還貸款的實際年利率介乎約10%至18%。本集團放債業務授出的貸款大部分為無抵押貸款。為平衡較高的信貸風險，本集團一般收取較高利率。於去年，年利率約為15%至18%之無抵押貸款佔貸款總數約50%，並已全數減值。大部分該等無抵押貸款均出借予富裕及聲譽良好的個人且屬短期性質，因此，本集團並未要求就該等貸款提供額外的個人擔保。

鑒於本集團放債業務所授出的貸款大部分為短期貸款且提供予上述因短期個人／業務需求而尋找融資的富裕及聲譽良好的個人以及根基穩固的公司客戶，故有關借款人不準備安排抵押品。另一方面，就短期貸款設立及解除抵押品亦將對本集團帶來行政負擔，並可能同時降低本集團放債業務的利潤率。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

In order to enhance the recoverability of the loans, the Group may also requests personal/corporate guarantees as security in specific cases. In determining whether a personal/corporate guarantee is required, the Group will consider, on a case by case basis, the reason for the borrowing, the credit history of the borrower with the Group, the borrower's financial background and the Group's credit exposure for the loan. As at 31 December 2024, two of the loans which are backed by mortgage in respect of a residential property and a car parking space in Hong Kong represented approximately 33.3% in total number of loans, and approximately 52.4% in value of our Group's total active and outstanding loan portfolio with effective interest rate at 12% and 10% per annum respectively. As at 31 December 2024, loan which is secured by a personal/corporate guarantee represented approximately 16.7% in total numbers of loan, and approximately 47.6% in value of our Group's total active and outstanding loans portfolio with effective interest rate at 12% per annum.

The Group's money lending business does not generally target the general public. In order to differentiate itself from other licensed money lenders in the market, the Group would lend personal loans to well-heeled and reputable customers, and their occupations vary from executives, businessmen to professionals. In regards to business loans, the Group targets well-established companies with business operations in Hong Kong and/or the PRC.

For the year ended 31 December 2024, all of the customers in the Group's money lending business are either Hong Kong or PRC residents or companies with business operations in Hong Kong and/or the PRC. The Group has 1 to 5 years of relationship with the customers and these customers were approached by the Group through different channels which include, without limitation, referrals from existing customers and also from the directors and/or employees of the Group.

為提高貸款可收回程度，本集團亦可能於特定的情況下要求個人／企業擔保作為抵押。於釐定是否須作出個人／企業擔保時，本集團將根據具體情況考慮借款人的借款原因、其於本集團的過往信貸記錄、借款人的財務背景及本集團就該貸款承受的信貸風險。於二零二四年十二月三十一日，以香港一住宅物業及一停車位為抵押的兩項貸款佔貸款總數約33.3%及本集團有效及未償還貸款組合總值約52.4%，實際年利率分別為12%及10%。於二零二四年十二月三十一日，個人／企業擔保作抵押的貸款佔貸款總數約16.7%及本集團有效及未償還貸款組合總值約47.6%，實際年利率為12%。

本集團的放債業務並非普遍以一般公眾人士為目標客戶。為能於市場內其他持牌放債人中突圍而出，本集團提供私人貸款予富裕及聲譽良好的客戶，其職業為行政人員、商人及專業人士不等。就商業貸款而言，本集團的目標客戶為於香港及／或中國經營業務且根基穩固的公司。

截至二零二四年十二月三十一日止年度，本集團放債業務的所有客戶均為香港或中國居民或於香港及／或中國經營業務的公司。本集團與客戶有1至5年的關係，而本集團透過不同渠道與客戶接洽，包括但不限於由本集團的現有客戶推薦，亦有部分由本集團董事及／或僱員推薦。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

As at 31 December 2024, the largest customer of the Group's money lending business with principal amount of the loans and interest receivables was approximately HK\$1.9 million, accounted for 47.6% of the loans and interest receivables of the Group, and the five largest customers with in aggregate net amount of the loans and interest receivables was approximately HK\$3.9 million, accounted for 100% of the loans and interest receivables of the Group's money lending business as at 31 December 2024. The five largest customers comprised of 4 individuals and a corporation, all of which were third parties independent with the Company and its connected persons. During the year, the credit period of the loans granted to the major customers was 8 months to 5 years, which was negotiated on an arm's length basis with reference to the commercial practice and the Group's credit policy. The management of the Company will closely monitor the loan portfolio, in particular the loans to major customers, periodically and will continue to adopt risk control and management strategies while broadening the customer base. As far as the Directors are aware, neither the Directors, their close associates nor any shareholders of the Company (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had any interest in the five largest customers of the money lending business during the year.

於二零二四年十二月三十一日，本集團最大客戶產生的應收貸款及利息本金總額約為港幣1,900,000元，應佔本集團應收貸款及利息的47.6%。本集團五大客戶產生的應收貸款及利息之總淨額收益約為港幣3,900,000元，應佔於二零二四年十二月三十一日本集團放債業務應收貸款及利息的100%。五大客戶由四名個人及一間公司組成，均為於本公司及其關連人士的獨立第三方。年內，向主要客戶授出貸款的信貸期為八個月至五年，乃參考商業慣例及本集團信貸政策，按公平原則磋商所得。本公司管理層將定期密切監察貸款組合，尤其是向主要客戶授出的貸款，並在擴大客戶基礎的同時繼續採取風險控制及管理策略。就董事所知，各董事、彼等的緊密聯繫人或據董事所深知擁有本公司已發行股本5%以上的本公司任何股東，於年內概無於本集團五大客戶中擁有任何權益。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Impairment loss on loans and interest receivables

The Group's impairment losses mainly relate to 12-month expected credit loss ("12m ECL") allowance for loans and interest receivables. Generally speaking, the 12m ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions. The Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognise lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition. For the year ended 31 December 2024, the Group recorded an impairment loss on loans and interest receivables of approximately HK\$2.1 million as compared to approximately HK\$4 million for the corresponding period in 2023. The decrease in impairment loss on loans and interest receivables is principally due to a decrease in loans receivables which have past due during the year ended 31 December 2024.

The impairment loss of approximately HK\$2.1 million for the year derived mainly from a corporate loan secured by personal guarantee with principal amount of HK\$4.4 million with effective interest rate of 12% per annum. The accumulated impairment loss of approximately HK\$8.4 million involves the aforesaid loan and also the unsecured loans from three individuals with principal amount of HK\$1.8 million, HK\$3 million and HK\$3 million respectively. The tenure of the abovesaid unsecured loans is 12 months and the effective interest rate is 14%, 18%, and 15% per annum respectively. Such accumulated impairment loss represented approximately 68.2% of gross loans and interest receivables of the money lending business as at 31 December 2024. The Group will continue to adhere to the established internal control measures of the money lending business to monitor the timely repayment, control credit risks and enhance recoverability of the customers.

應收貸款及利息的減值虧損

本集團的減值虧損主要與應收貸款及利息的12個月預期信貸虧損(「12個月預期信貸虧損」)撥備有關。一般而言，12個月預期信貸虧損則指預期可能於報告日期後的12個月內發生違約事件而導致部分的全期預期信貸虧損。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況及就報告日期的當前狀況以及未來狀況的預測評估進行調整。本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，除非自初步確認以來信貸風險出現大幅增加，則本集團確認全期的預期信貸虧損。評估是否應確認全期預期信貸虧損乃根據自初步確認以來所發生違約的可能性或風險是否大幅增加而定。截至二零二四年十二月三十一日止年度，本集團錄得應收貸款及利息減值虧損約港幣2,100,000元，而二零二三年同期約為港幣4,000,000元。應收貸款及利息減值虧損減少乃主要由於截至二零二四年十二月三十一日止年度已逾期的應收貸款減少。

年內減值虧損約為港幣2,100,000元，主要來自由個人擔保的企業貸款，本金金額為港幣4,400,000元，實際年利率為12%。累計減值虧損約港幣8,400,000元涉及上述貸款，以及來自三名個人的無抵押貸款，本金金額分別為港幣1,800,000元、港幣3,000,000元及港幣3,000,000元。上述無抵押貸款的年期為12個月，實際年利率分別為14%、18%及15%。該累計減值虧損佔二零二四年十二月三十一日應收貸款及利息總額約68.2%。本集團將繼續遵守放債業務的既定內部控制措施，以監控及時還款、控制信貸風險並提高客戶的還款能力。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
 - significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
 - existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
 - an actual or expected significant deterioration in the operating results of the debtor; and
 - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.
- 在評估自初步確認以來信貸風險是否有大幅增加時，本集團將於報告日期金融工具發生的違約風險與於初步確認日期金融工具發生的違約風險相比較。在作出該評估時，本集團考慮合理及可靠的定量及定性的資料，包括過往經驗及無需付出不必要成本或努力即可取得的前瞻性資料。尤其是，評估信貸風險是否大幅增加時會考慮下列資料：
- 金融工具外部(如有)或內部信貸評級的實際或預期嚴重轉差；
 - 信貸風險的外界市場指標的嚴重轉差，例如信貸息差大幅增加、債務人的信貸違約掉期價；
 - 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
 - 債務人經營業績的實際或預期嚴重轉差；及
 - 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Subsequent events

For the loans granted to the customers, further information are set out as follows:

- (1) Loan amount of HK\$1.8 million – subsequent to 31 December 2024, such loan has not been renewed and has matured and not been repaid in full as at the date of this report. As at the date of this report, the Group has received repayment of principal of approximately HK\$1,357,000, and payment of interest and default interest of approximately HK\$752,000. The Group has initiated its debt recovery procedures to recover the late payment/default in payment of the customer and (a) demand letters have been sent by the Group; (b) the Group has engaged a law firm on the matter and demand letters have been sent by the law firm; and (c) the Group has initiated legal action against the borrower in which the statement of claim and writ of summons were filed. In prior year, the terms of settlement was agreed between the Group and the borrower. All further proceedings would be stayed, upon the terms of settlement agreed between the Group and the borrower and a consent order was issued by the District Court in this aspect. The loan was fully impaired in year 2022 and the Group recorded a reversal of impairment loss on loans and interest receivables of approximately HK\$0.4 million for such loan in 2024.

後續事件

有關授予客戶的貸款的進一步資料載列如下：

- (1) 金額為港幣1,800,000元的貸款 – 於二零二四年十二月三十一日後，該貸款並未重續，於本報告日期已到期且尚未悉數償還。於本報告日期，本集團已收到本金還款約港幣1,357,000元以及利息及違約利息還款約港幣752,000元。本集團已啟動債務追討程序，追討該客戶遲付／拖欠的款項，且(a)本集團已發出催款函；(b)本集團已就有關事宜委託律師行，而律師行已發出催款函；及(c)本集團已對該客戶採取法律行動，並已提交申索陳述書及傳訊令狀。於去年，本集團與借款人協定和解條款。所有進一步的訴訟程序將於本集團與借款人協定和解條款時予以擱置，而區域法院已就此發出同意令。該貸款於二零二二年已全數減值，而本集團於二零二四年就該貸款錄得應收貸款及利息減值虧損撥回約港幣400,000元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

- (2) Loan amount of HK\$3 million – subsequent to 31 December 2024, such loan has not been renewed and has matured and not been repaid in full as at the date of this report. As at the date of this report, the Group has received repayment of principal of approximately HK\$386,000, and payment of interest and default interest of approximately HK\$734,000. The Group has initiated its debt recovery procedures to recover the late payment/default in payment of the customer and (a) demand letters have been sent by the Group; (b) the Group has engaged a law firm on the matter and demand letters have been sent by the law firm; and (c) taking into account the then-recent circumstances in relation to the customer's financial situation as noted by the Group, the Group has initiated legal action against the customer in which a final judgment from the District Court was received and the borrower to pay the outstanding principal and interest and the legal cost. In early March 2023, the Group has consent to the borrower to repay the outstanding principal and interest within 6 months by negotiation. The borrower failed to pay any of the installments in accordance with the agreed schedule. In 2024, the borrower received the bankruptcy order and the Group filed the proof of debt to the Official Receiver's Office for the right to claim the loan. The loan was fully impaired in prior year.
- (2) 金額為港幣3,000,000元的貸款 – 於二零二四年十二月三十一日後，該貸款並未重續，於本報告日期已到期且尚未悉數償還。於本報告日期，本集團已收到本金還款約港幣386,000元以及利息及違約利息還款約港幣734,000元。本集團已啟動債務追討程序，追討該客戶遲付／拖欠的款項，且(a)本集團已發出催款函；(b)本集團已就有關事宜委託律師行，而律師行已發出催款函；及(c)早前本集團注意到該客戶的最新財務狀況，有見及此，本集團已對該客戶採取法律行動，並接獲區域法院作出的最終判決，借款人須支付未償還本金及利息以及法律費用。於二零二三年三月初，本公司經磋商後已同意，借款人可於六個月內償還未償還本金及利息。借款人未能按照協議時間表支付任何分期款項。於二零二四年，借款人收到破產令，而本集團已就收取該貸款的權利向破產管理署提交債權證明。該貸款於去年已全數減值。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

- (3) Loan amount of HK\$3 million – subsequent to 31 December 2024, such loan has not been renewed and has matured and not been repaid in full as at the date of this report. As at the date of this report, the Group has received repayment of principal of approximately HK\$458,000, and payment of interest and default interest of approximately HK\$1,108,000. The Group has initiated its debt recovery procedures to recover the late payment/default in payment of the customer and (a) demand letters have been sent by the Group; (b) the Group has engaged a law firm on the matter and demand letter has been sent by the law firm; and (c) taking into account the then-recent circumstances in relation to the customer's financial situation as noted by the Group, the Group has initiated legal action against the customer in which a final judgment from the District Court was received and the borrower to pay the outstanding principal and interest and the legal cost. The Group will consider further legal action against the customer depending on the actual circumstances. The loan was fully impaired in prior year and a reversal of impairment loss on loans and interest receivables of approximately HK\$0.1 million was recorded in 2024.
- (3) 金額為港幣3,000,000元的貸款 – 於二零二四年十二月三十一日後，該貸款並未重續，於本報告日期已到期且尚未悉數償還。於本報告日期，本集團已收到本金還款約港幣458,000元以及利息及違約利息還款約港幣1,108,000元。本集團已啟動債務追討程序，追討該客戶遲付／拖欠的款項，且(a)本集團已發出催款函；(b)本集團已就有關事宜委託律師行，而律師行已發出催款函；及(c)早前本集團注意到該客戶的最新財務狀況，有見及此，本集團已對該客戶採取法律行動，並接獲區域法院作出的最終判決，借款人須支付未償還本金及利息以及法律費用。本集團將視乎實際情況，考慮對該客戶採取進一步法律行動。該貸款於去年已全數減值，並於二零二四年錄得應收貸款及利息減值虧損撥回約港幣100,000元。
- (4) Loan amount of HK\$4.4 million — subsequent to 31 December 2024, such loan has not been renewed and has matured and not been repaid in full as at the date of this report. As at the date of this report, the Group has received payment of interest and default interest of approximately HK\$757,000. The Group has initiated its debt recovery procedures to recover the late payment/default in payment of the customer and (a) demand letters have been sent by the Group; and (b) the Group has engaged a law firm on the matter and demand letter has been sent by the law firm. The Group will consider further legal action against the customer depending on the actual circumstances. The Group recorded an impairment loss on loans and interest receivables of approximately HK\$2.6 million for such loan in 2024.
- (4) 金額為港幣4,400,000元的貸款 – 於二零二四年十二月三十一日後，該貸款並未重續，於本報告日期已到期且尚未悉數償還。於本報告日期，本集團已收到利息及違約利息還款約港幣757,000元。本集團已啟動債務追討程序，追討該客戶遲付／拖欠的款項，且(a)本集團已發出催款函；及(b)本集團已就有關事宜委託律師行，而律師行已發出催款函。本集團將視乎實際情況，考慮對該客戶採取進一步法律行動。本集團於二零二四年就該貸款錄得應收貸款及利息減值虧損約港幣2,600,000元。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 365 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise. Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

For further details of the accounting policies regarding the impairment of financial assets (including loans and interest receivables) and the financial risk management policies in respect of loans and interest receivables, please refer to note 3 and note 37 to the consolidated financial statements respectively.

Internal Control and Loan Approval Process

The Group has established standardised and central management credit policy for the loan approval procedures.

The Board has set up a credit committee (“**Credit Committee**”) and adopted a credit policy for the credit approval procedures. The Credit Committee has full authority to deal with all credit matters. The members of the Credit Committee are appointed by the Board and the quorum of the Credit Committee is at least two committee members. The primary duties of the Credit Committee are, among other things, to approve and oversee the credit policy of the Group’s money lending business and to monitor our loan portfolio. The credit policy of the Group’s money lending business is subject to the review and amendments by the Credit Committee and the Board from time to time in line with changes in the market environment. Given the fast-changing environment, the Board and the Credit Committee endeavour to review the credit policy at least once a year.

As at 31 December 2024, the members of the Credit Committee comprise of two members, one of which an executive Director, the chief executive officer of the Company and a director of the subsidiaries engaged in the Group’s money lending business segment; and one of which the senior finance manager of the Company who has over ten years of experience in accounting, auditing and financial management.

無論上述評估結果如何，本集團假定合約付款逾期超過365日時，信貸風險自初步確認以來已大幅增加，除非本集團有合理及可靠資料證明可予收回則當別論。儘管有上述規定，倘債務工具於報告日期被判定為具有較低的信貸風險，則本集團假設債務工具的信貸風險自初步確認以來並無大幅增加。

本集團定期監察用以識別信貸風險是否大幅增加的標準的有效性，並酌情對其進行修訂，以確保該標準能在款項逾期前識別信貸風險的顯著增加。

有關金融資產(包括應收貸款及利息)減值的會計政策及應收貸款及利息的金融風險管理政策的進一步詳情，請分別參閱綜合財務報表附註3及附註37。

內部控制及貸款審批程序

本集團已就貸款審批程序建立標準化及集中管理信貸政策。

董事會已成立信貸委員會(「**信貸委員會**」)並就信貸審批程序採納信貸政策。信貸委員會可全權處理所有信貸事宜。信貸委員會的成員由董事會委任，信貸委員會的法定人數為至少有兩名委員會成員。信貸委員會的主要職責是(其中包括)審批及監察本集團放債業務的信貸政策，並監察我們的貸款組合。本集團放債業務的信貸政策須經信貸委員會及董事會不時審閱並按市場環境變動加以修訂。鑒於環境瞬息萬變，董事會及信貸委員會致力至少每年檢討信貸政策一次。

於二零二四年十二月三十一日，信貸委員會由兩名成員組成，其中一名為執行董事兼本公司行政總裁，彼亦為從事本集團放債業務分部的附屬公司的董事；另外一名為本公司高級財務經理，彼於會計、審計及財務管理方面擁有逾十年經驗。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

The Group would apply various factors to assess the potential customers, which may differ from case to case as the circumstances arise given the different backgrounds of the potential customers and the nature of the proposed loans.

When loan applications are received by the Group, the Credit Committee members will be responsible for verifying and processing loan application documents. Such process mainly involves credit assessment procedures to assess the repayment ability of the customer. The Group has set out strict credit assessment procedures to verify the creditworthiness of the customers. Since each loan is different and unique, the Group does not have any specific quantitative conditions or criteria imposed for approving each loan. Approvals on application for loans are decided on a case-by-case basis. Credit Committee members are the main contact point with customers.

The following is a summary of the general guidelines of assessing the loan applications by the Credit Committee:

- (1) Identity proof – such as identity card and passport (for individuals) and business registration certificate, certificate of incorporation and the constitutional documents (for corporate entities) must be verified;
- (2) Address proof – such as utility bills, bank/credit card statements or formal correspondence issued by a government or statutory body is required to be produced;
- (3) Repayment ability assessment – to assess and justify the repayment ability of the customer, criteria such as availability of guarantor, the background of the customer, and where applicable, the past payment record and any other relevant information are to be considered. The Credit Committee may request further information from the customer including but not limited to the followings: tax demand note, tax return, bank book record, bank statement, payroll slip, MPF statement, employer's letter, employment contract, rental income receipt, tenancy agreement, financial statements, and auditor's report etc.; and
- (4) Legal search – a legal search will be conducted on the customers (and as the case may be, the guarantors) to ascertain if the potential borrowers have any prior legal cases in the past, which may cast doubt on credit worthiness and repayment ability.

本集團在評估潛在客戶時會考慮多項因素，鑒於潛在客戶的背景及擬借貸款的性質各異，所考慮的因素亦可能視乎情況而各有不同。

當貸款申請由本集團接收時，信貸委員會成員將負責核查及處理貸款申請文件。該程序主要涉及信貸評估程序，以評估客戶的還款能力。本集團已制定嚴謹的信貸評估程序以核實客戶的信貸信用程度。由於每筆貸款均有不同之處，本集團並無就審批每筆貸款施加任何特定的量化條件或標準。每筆貸款申請的審批均按其具體情況決定。信貸委員會成員為與客戶接觸的主要渠道。

以下為信貸委員會評估貸款申請之一般指引概要：

- (1) 身份證明 – 例如身份證及護照(為個人)，及商業登記證、註冊成立證明及憲章文件(為企業實體)須經核實；
- (2) 住址證明 – 須出具例如水電費單、銀行／信用卡月結單或政府或法定機構發出的正式信件；
- (3) 還款能力評估 – 評估及證明客戶的還款能力，將予考慮是否有擔保人、客戶背景及過往還款記錄(倘適用)以及任何其他相關資料等條件。信貸委員會可要求客戶提供額外資料，包括但不限於以下項目：稅單、報稅表、銀行存摺、銀行月結單、糧單、強積金報表、僱主信函、僱傭合約、租金收入收據、租約、財務報表及核數師報告等；及
- (4) 法律搜查 – 對客戶(及視乎情況，擔保人)進行法律搜查，以確定潛在借款人是否曾經牽涉任何法律案件，可能致使其信用及還款能力存疑。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

For individual customers

In general, in evaluating loan applications from potential individual customers more emphasis would be placed in considering (1) income proof of the potential customer; (2) asset proof of the potential customer; and (3) whether the potential customer was able/willing to provide personal guarantee/security. The income and asset proofs are to assess the recoverability of proposed loans, and there is no minimum amount per se as it would depend on the amount and term of the proposed loan. Depending on the circumstance, a credit report will be obtained from the potential customers to assess recoverability and also the terms of the proposed loans (in particular, the interest rate to be fixed). If the potential customer was able/willing to provide a personal guarantee, the identity and background of the proposed guarantor would also be required to be considered. The Credit Committee will consider, among other things, the above three factors and that the Credit Committee would have to be satisfied with at least one of the three factors as mentioned above before any potential loan applications were to be considered. The Group has not set any restrictions on a particular age group or particular occupation, but prime consideration will be given to those who are business executives, businessmen or professionals.

For corporate customers

In general, in evaluating loan applications from potential corporate customers more emphasis would be placed in considering (1) revenue stream and track record period of the potential customer; (2) asset proof of the potential customer; and (3) whether the potential customer was able/willing to provide personal guarantee/collateral security. The income and asset proofs are to assess the recoverability of proposed loans, and there is no minimum amount per se as it would depend on the amount and term of the proposed loan. If the potential customer was able/willing to provide a personal guarantee, the identity and background (including credit report) of the proposed guarantor would also be required to be considered. The Credit Committee will consider, among other things, the above three factors and that the Credit Committee would have to be satisfied with at least one of the three factors as mentioned above before any potential loan applications were to be considered. The Group has not set any restrictions on a particular industry or place of principal business operation.

個人客戶

一般而言，在評估潛在個人客戶的貸款申請時，本集團會更著重考慮(1)潛在客戶的收入證明；(2)潛在客戶的資產證明；及(3)潛在客戶能否／是否願意提供個人擔保／抵押。收入及資產證明用於評估擬借貸款的可收回性，視乎擬借貸款的金額及期限而定，因此本身不設最低金額。本集團將視乎情況，向潛在客戶取得信貸報告，以評估擬借貸款的可收回性及條款(特別是有待釐定的利率)。倘潛在客戶能夠／願意提供個人擔保，則亦須考慮準擔保人的身份及背景。信貸委員會將考慮(其中包括)上述三項因素，而信貸委員會必須先信納上述三項因素之中至少一項，本集團才會考慮任何潛在貸款申請。本集團並無對特定年齡組別或特定職業設有任何限制，但會優先考慮企業行政人員、商人或專業人士。

公司客戶

一般而言，在評估潛在公司客戶的貸款申請時，本集團會更著重考慮(1)潛在客戶的收入來源及往績記錄期；(2)潛在客戶的資產證明；及(3)潛在客戶能否／是否願意提供個人擔保／附屬抵押品。收入及資產證明用於評估擬借貸款的可收回性，視乎擬借貸款的金額及期限而定，因此本身不設最低金額。倘潛在客戶能夠／願意提供個人擔保，則亦須考慮準擔保人的身份及背景(包括信貸報告)。信貸委員會將考慮(其中包括)上述三項因素，而信貸委員會必須先信納上述三項因素之中至少一項，本集團才會考慮任何潛在貸款申請。本集團並無對特定行業或主要營業地點設有任何限制。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

As with the credit assessment of borrowers, guarantors who provide personal/corporate guarantee in favour of a loan are also required to meet the same basic eligibility and approval criteria, and will be required to go through the same verification and approval procedures.

The Credit Committee members will also be responsible for determining the interest rates charged to the customers, having taken into consideration factors such as the credit risks of the customers, their recoverability and the prevalent market interest rates. Typically, higher interest rates will be charged for unsecured loans to justify the higher credit risk.

After credit assessment and review of the loan applications by the Credit Committee, loan documents will be prepared and the loans will be recommended to the directors of the wholly-owned subsidiaries of the Company which operates the money lending business for final approval.

If the applicable percentage ratios as defined under the GEM Listing Rules in respect of the making of the loan under the loan application would constitute a discloseable transaction of the Company pursuant to Chapter 19 of the GEM Listing Rules, the loan application will be forwarded to the Board and a meeting of the Board will be held to consider and approve the loan application. It is the Group's policy not to make any advance to a borrower if such a proposed loan transaction will constitute a major transaction or above under the GEM Listing Rules.

Apart from the loan approval procedures, the Group has also established internal control measures to control its credit risk and manage its credit operations, which includes regular analysing and reviewing of the Group's loan portfolio and compliance matters and carrying out monitoring of loans after drawdown in a regular manner by updating the status of the borrowers. In addition, the Group usually required customers to provide signed and post-dated bank cheques with payments in accordance with tailor made repayment schedules. The Group has also implemented debt recovery procedures to provide an orderly and established system for monitoring and recovering any late payment or default in payment of the customers. Such internal control measures are adopted to facilitate the secure operation of the Group's money lending business and compliance with the relevant laws and regulations.

由於借款人須經信貸評估，就貸款提供個人／企業擔保之擔保人亦須符合相同基本資格及審批條件，並將須經過相同的核實及審批程序。

信貸委員會成員亦將負責釐定收取客戶的利率，其中已考慮客戶的信貸風險、其可收回程度及當前市場利率等因素。無抵押貸款一般會收取較高利率以抵銷其較高的信貸風險。

經信貸委員會進行信貸評估及審查貸款申請後，有關成員會編製貸款文件及向本公司經營放債業務的全資附屬公司之董事建議貸款金額以作最後審批。

根據GEM上市規則第19章，倘根據貸款申請作出之貸款之適用百分比率(定義見GEM上市規則)構成本公司之須予披露交易，有關貸款申請須提呈董事會，並將舉行董事會會議以審議及批准有關貸款申請。根據本集團的政策，倘有關建議貸款交易根據GEM上市規則將構成主要交易或更高級別的交易，本集團將不會向借款人作出任何墊款。

除貸款審批程序外，本集團亦已建立內部控制措施以控制其信貸風險及管理其信貸業務，包括定期分析及審查本集團的貸款組合及合規事宜，並通過更新借款人的狀況，定期對提款後的貸款進行監控。此外，本集團一般要求客戶根據定制的還款時間表提供已簽署遠期銀行支票付款。本集團亦已實施債務追討程序，為監察及追討任何客戶拖欠或逾期付款提供有序及成熟的系統。本集團採取該等內部控制措施以促進本集團放債業務的安全運作及遵守相關法律及法規。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

With the visibility on the economic outlook remained unclear, the Group has taken a cautious approach to strengthen the overall credit risk management and control mechanism in its money lending business. The Group refined the loan approval procedures and was prudent on the assessment of the existing and potential clients. The Group will monitor the market situation closely and adjust the interest rate and loan-to-value ratio timely, in order to optimise the balance between risk and capital. During the Year, the Group used its liquidity to fund the money lending business, loan interest income from this business segment amounted to approximately HK\$1,137,000 during the Year (31 December 2023: HK\$1,111,000).

FINANCIAL SERVICES BUSINESS

The financial services business of the Group is carried on by China Demeter Securities Limited (“CDSL”), which became a wholly-owned subsidiary of the Company in June 2017. CDSL is a securities brokerage firm incorporated in Hong Kong in 2010 and a licensed corporation to carry on Type 1 (Dealing in Securities), Type 4 (Advising on Securities) and Type 9 (Asset Management) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (“SFO”).

The financial services business of the Group principally refers to the acting as an intermediary between buyers and sellers of listed securities in Hong Kong. The sources of income of CDSL include (i) commission from brokerage services; (ii) interest income from margin financing customers; (iii) management fee and performance fee from providing asset management services to customers; and (iv) underwriting or placing commission income from acting as an underwriter or placing agent of the listed issuers or brokers. Through CDSL, which is an exchange participant and a direct clearing participant of HKSCC, the Group offers securities dealing and brokerage services to its customers for investing securities listed on the Stock Exchange, including stocks, derivatives and debt instruments.

Brokerage commission is derived from providing a trading system for customers to trade securities via the trading platform established by the Stock Exchange.

在經濟前景不明朗的情況下，本集團採取審慎態度以加強放債業務的整體信用風險管理及控制機制。本集團完善貸款審批程序，審慎評估現有及潛在客戶。本集團將密切關注市場情況，適時調整利率及按揭成數，優化風險與資本的平衡。年內，本集團動用其流動資金為放債業務提供資金，而年內該業務分部的貸款利息收入約為港幣1,137,000元(二零二三年十二月三十一日：港幣1,111,000元)。

金融服務業務

提供本集團金融服務業務由國農證券有限公司(「國農證券」)經營，該業務由於二零一七年六月成為本公司全資附屬公司。國農證券為一間於二零一零年於香港註冊成立的證券經紀公司及一間可根據香港法例第571章證券及期貨條例(「證券及期貨條例」)進行第1類(證券交易)、第4類(就證券提供意見)及第9類(提供資產管理)受規管活動的持牌法團。

本集團的金融服務業務主要指作為香港上市證券買賣雙方之間的中介。國農證券的收入來源包括：(i)來自經紀服務的佣金；(ii)來自孖展融資客戶的利息收入；(iii)來自向客戶提供資產管理服務的管理費及表現費；及(iv)來自擔任上市發行人或經紀商的包銷商或配售代理的包銷或配售佣金收入。透過國農證券(交易所參與者及香港結算的直接結算參與者)，本集團向客戶提供投資聯交所上市證券(包括股票、衍生工具及債務工具)的證券買賣及經紀服務。

經紀佣金來自為客戶提供交易系統，讓客戶透過聯交所設立的交易平台買賣證券。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Asset management services are targeted at investors who wish to gain in assets but have insufficient time to manage their investments and insufficient capital to engage the services provided by investment banks. By leveraging on the experiences of the asset management team, it could help to achieve the investment objective of the customers. The Group could also generate revenue from the asset management business by receiving monthly management fee and performance-based incentive income.

The margin financing business mainly targets active trading customers with substantial amount of assets (principally comprised of listed securities) who intend to utilise the value of such assets without losing the title thereto to increase its investment portfolio.

CDSL also provides placing and underwriting services by acting as underwriter, sub-underwriter, placing agent or sub-placing agent in fundraising activities conducted by issuers in both initial public offerings and secondary fundraising. In return, CDSL is able to receive commission from the listed companies and the customers with accounts in CDSL.

CDSL has a wide range of client base, including Hong Kong, PRC and overseas retail and corporate clients. The monetary resources are mainly from share capital and the revenue generated from CDSL itself, but as well as from the parent company.

For the year ended 31 December 2024, the Group mainly provided margin financing to individuals and companies where interests are payable by tailor-made schedule at fixed interest rate. For the year ended 31 December 2024 the Group have granted margin loans to the connected persons of the Company. Please refer to the section headed “Corporate Governance Report – Connected Transactions” and note 40 to the consolidated financial statements of this annual report.

As at 31 December 2024, the aggregate amount of the trade receivable in relation to the margin financing was approximately HK\$44 million, the personal clients represented approximately 65% and business client represented approximately 35% of the value of the Group’s total active and outstanding margin financing portfolio.

資產管理服務的目標客戶是希望獲得資產收益但又無足夠時間管理投資，且無足夠資金使用投資銀行服務的投資者。利用資產管理團隊的經驗，有助實現客戶的投資目標。本集團亦可透過收取每月管理費及表現激勵收入，從資產管理業務產生收入。

保證金融資業務主要針對擁有大量資產(主要包括上市證券)的活躍交易客戶，有關客戶擬利用該等資產的價值而不失去其所有權來增加其投資組合。

國農證券亦提供配售及包銷服務，在發行人的首次公開發行及二次籌資活動中擔任包銷商、次級包銷商、配售代理或次級配售代理。作為回報，國農證券可向上市公司及在國農證券開戶的客戶收取佣金。

國農證券擁有廣泛的客戶群，包括香港、中國及海外零售及企業客戶。貨幣資源主要來自股本及國農證券自身產生的收入，但也來自於母公司。

截至二零二四年十二月三十一日止年度，本集團主要為個人及公司客戶提供保證金融資，固定利息按於特定時間表的支付。截至二零二四年十二月三十一日止年度，本集團授出保證金貸款予本公司關連人士。請參閱本年報「企業管治報告 – 關聯交易」一節及綜合財務報表附註40。

於二零二四年十二月三十一日，與保證金融資有關的應收賬款總額約為港幣44,000,000元，個人客戶及商業客戶分別約佔本集團的全部有效及未償還保證金融資組合總值的65%及35%。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

At 31 December 2024, trade receivable from margin clients are secured by clients' securities pledged as collateral with market value of approximately HK\$169.9 million (2023: HK\$220.8 million).

As at 31 December 2024, the effective interest rate of the active and outstanding loans to the margin client of the Group's financial services business ranged from approximately 8.9% to 18.9% per annum. The margin loans are repayable on demand and bear variable interest at commercial rates. Margin clients are required to pledge securities collateral to the Group in order to obtain the margin facilities for securities trading.

As at 31 December 2024, the largest customers of the Group's margin financing business with amount of the loan to margin clients was approximately HK\$9.0 million, accounted for 20% of the loan to margin clients of the Group, and the five largest customers with in aggregate principal amount of the loans to margin clients was approximately HK\$31.2 million, accounted for 71% of loan to margin clients of the Group. The five largest customers were related to the Group's margin financing business and comprised of 2 corporations and 3 individuals, all of which were third parties independent with the Company and its connected persons. The management of the Company will closely monitor the margin financing portfolio, in particular the loans to major margin clients, periodically and will continue to adopt risk control and management strategies while broadening the customer base. As far as the Directors are aware, neither the Directors, their close associates nor any shareholders of the Company (which to the knowledge of the Directors own more than 5% of the Company's issued share capital) had any interest in the five largest customers of the margin financing business during the year.

Impairment loss on loans to margin clients

The Group performs impairment assessment under expected credit loss ("ECL") model on trade receivables which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

於二零二四年十二月三十一日，保證金客戶應收賬款由客戶質押作為抵押品的證券作抵押，市值約為港幣169,900,000元(二零二三年：港幣220,800,000元)。

於二零二四年十二月三十一日，本集團金融服務業務的保證金客戶的有效及未償還貸款的實際年利率介乎約8.9%至18.9%。保證金貸款為按要求償還及按可變商業利率計息。保證金客戶須抵押證券抵押品予本集團以就證券交易獲得保證金融資。

於二零二四年十二月三十一日，本集團最大客戶產生的保證金客戶貸款總額約為港幣9,000,000元，佔本集團保證金貸款金額20%。本集團五大客戶產生的應收貸款本金總額約為港幣31,200,000元，佔本集團保證金貸款金額71%。五大客戶與本集團的保證金融資業務有關，包括兩間公司及三名個人，均為獨立於本公司及其關連人士的第三方。本公司管理層將定期密切監察保證金融資組合，尤其是向主要融資客戶授出的貸款，並將繼續採取風險控制及管理策略，同時擴大客戶基礎。就董事所知，各董事、彼等的緊密聯繫人或據董事所深知擁有本公司已發行股本5%以上的本公司任何股東，於年內概無於本集團五大金融服務業務客戶中擁有任何權益。

保證金客戶貸款之減值虧損

本集團就應收賬款(根據香港財務報告準則第9號面臨減值)按預期信貸虧損(「預期信貸虧損」)模式執行減值評估。預期信貸虧損的金額於各報告日期更新，以反映自初始確認以來的信貸風險變動。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. Assessment are done based on the Group's historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings should tailor to reporting entity's specific facts and circumstances.

ECL assessment is done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current as well as the forecast direction of conditions at the reporting date as well as the forecast of future conditions. The Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognise lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increase in the likelihood or risk of a default occurring since initial recognition. For the year ended 31 December 2024, no impairment loss was recognised on loans to margin clients (2023: HK\$1.3 million) and reversal of impairment loss of approximately HK\$1.3 million was recognised (2023: HK\$Nil).

Reversal of the impairment loss of approximately HK\$1.3 million for the year mainly derived from an individual, with margin shortfall of HK\$3.6 million since January 2022 which was fully impaired for the year ended 31 December 2023, and was subsequently repaid in full for the year ended 31 December 2024. The Group will continue to adhere to the established internal control measures of the financial services business to monitor the timely repayment, control credit risks and enhance recoverability of the customers.

全期預期信貸虧損指於相關工具的預期年期內所有可能違約事件將產生的預期信貸虧損。評估乃按本集團過往信貸虧損的經驗進行及對未來情況的預測的特定因素作出調整。該等資產的預期信貸虧損將就具有重大結餘的債務人作出個別評估及／或使用具有適當分組的撥備矩陣進行共同評估(應根據報告實體的具體事實及情況而定)。

預期信貸虧損評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況以及就報告日期的當前狀況及預測方向以及未來狀況預測的評估進行調整。本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，除非自初步確認以來信貸風險出現大幅增加，則本集團確認全期的預期信貸虧損。評估是否應確認全期的預期信貸虧損乃根據自初步確認以來所發生違約的可能性或風險是否大幅增加而定。截至二零二四年十二月三十一日止年度，並無就保證金客戶貸款確認減值虧損(二零二三年：港幣1,300,000元)及確認減值虧損撥回約港幣1,300,000元(二零二三年：港幣零元)。

本年度減值虧損撥回約港幣1,300,000元主要來自一名人士，自二零二二年一月起，其保證金短缺為港幣3,600,000元，其已於截至二零二三年十二月三十一日止年度全數減值，其後已於截至二零二四年十二月三十一日止年度全數償還。本集團將繼續堅守金融服務業務的既定內部監控措施，以監察客戶準時還款、控制信貸風險及提高可收回程度。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort. In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
 - significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
 - existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
 - an actual or expected significant deterioration in the operating results of the debtor; and
 - an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.
- 金融工具外部(如有)或內部信貸評級的實際或預期嚴重轉差；
 - 信貸風險的外界市場指標的嚴重轉差，例如信貸息差大幅增加、債務人的信貸違約掉期價；
 - 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
 - 債務人經營業績的實際或預期嚴重轉差；及
 - 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 365 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise. Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

在評估自初步確認以來信貸風險是否有大幅增加時，本集團將於報告日期金融工具發生的違約風險與於初步確認日期金融工具發生違約風險相比較。在作出該評估時，本集團考慮合理及可靠的定量及定性的資料，包括過往經驗及無需付出不必要成本或努力即可取得的前瞻性資料。尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

無論上述評估結果如何，本集團假定合約付款逾期超過365日時，信貸風險自初步確認以來已大幅增加，除非本集團有合理及可靠資料證明可予收回則當別論。儘管有上述規定，倘債務工具於報告日期被判定為具有較低的信貸風險，本集團會假設債務工具的信貸風險自初步確認以來並無大幅增加。

本集團定期監察用以識別信貸風險是否大幅增加的標準的有效性，並酌情對其進行修訂，以確保該標準能夠在款項逾期前識別信貸風險的顯著增加。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

For further details of the accounting policies regarding the impairment of financial assets (including trade receivables from margin client) and the financial risk management policies in respect of trade receivables from margin client, please refer to note 3 and note 37 to the consolidated financial statements respectively.

During the Year, the Group used its liquidity to fund the financial service business, interest income from this business segment amounted to approximately HK\$5,273,000 during the Year (31 December 2023: HK\$6,514,000).

Management has assessed the market values of the pledged securities of each individual client who has margin shortfall at the end of each reporting period. Based on the assessment, the loss given default is low in view of the estimated realised amount of ultimate disposal of the collateral and the management considers the ECL for receivables from margin clients is insignificant and therefore no impairment allowance was recognised.

Internal Control

(i) Credit risk assessment of customers

The Group is highly concerned with the credit risk associated with customers when conducting margin financing activities. Before granting credit limit to customers, any relevant documents showing their financial capacity such as tax return, salary advice, bank statement, bankruptcy report, civil litigation search, other assets proof as approved by the responsible officer (“RO”) of CDSL are required to be taken into consideration. Besides, CDSL also considers the clients’ historical status of margin calls, bounced cheques and their stock positions.

有關金融資產(包括保證金客戶應收賬款)減值的會計政策及保證金應收賬款的金融風險管理政策的進一步詳情，請分別參閱綜合財務報表附註3及附註37。

年內，本集團動用其流動資金為金融服務業務提供資金。年內該業務分部的利息收入為約港幣5,273,000元(二零二三年十二月三十一日：港幣6,514,000元)。

管理層已評估於各報告期末有保證金短缺的各個別客戶的已質押證券的市值。根據評估，鑒於最終出售抵押品之估計變現金額，違約所致的損失不大，而管理層認為應收保證金客戶之款項之預期信貸虧損不重大，因此並無確認減值撥備。

內部控制

(i) 客戶信用風險評估

本集團在進行保證金融資活動時高度關注與客戶相關的信用風險。在向客戶授予信用額度之前，需要提供任何證明其財務能力的相關文件，例如報稅表、薪水通知書、銀行月結單、破產報告、民事訴訟搜索、國農證券負責人員(「負責人員」)批准的其他資產證明予以考慮。此外，國農證券亦考慮客戶的保證金通知、退回支票及彼等的股票頭寸的歷史狀態。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Stress test report is issued and provided to the ROs for reviewing and monitoring every month or in the case of adverse market. The stress test is to evaluate the level of the excess liquid capital against the effect of the stressors and suggest ROs to take the required follow-up actions such as decreasing margin ratio of the relevant collaterals and reducing the outstanding margin loan limit of the relevant margin customers. In addition, a loan limit report (includes margin loan limit and marginable value for relevant margin customers), margin list (includes margin ratios for particular stocks), products and also client's margin loan concentration risk report are updated regularly and provided to the directors of CDSL for ongoing monitoring the level of credit risks associated with margin clients and considering any possible follow-up actions to be taken.

(ii) Mechanism in determining loan terms

The margin loan terms shall be determined and may be adjusted from time to time based on the amount of margin loan requested by the customers, their profile, track record such as civil litigation search and bankruptcy report, quantity and most importantly the marginable values of collateral provided, the variety of the collaterals provided. Furthermore, when a margin client is the sole director of a company, an agreement in relation to the personal continuing guarantee unlimited shall be duly completed and signed in order to apply for margin loan.

(iii) Approval process

Customers must submit an application form and relevant documents as financial proof for margin loan limit approval. Apart from reviewing the fundamental client information stated in the application form and the financial proof, the directors and ROs of CDSL shall consider the customer's bankruptcy reports as well as civil litigation searches and also the values of collaterals provided by that customers. If the directors and ROs believe that the clients have assets with adequate marginable value or have good track records, the application for margin loan limit shall be approved.

每月或在市場不利的情況下，出具壓力測試報告並提供予負責人員進行審閱及監控。壓力測試為針對壓力源的影響評估流動資金過剩的水平，並建議負責人員採取必要的後續行動，例如降低相關抵押品的保證金比率及降低相關保證金客戶的未償還保證金的貸款額度。此外，定期更新貸款額度報告(包括相關保證金客戶的保證金貸款額度及保證金價值)、保證金清單(包括特定股票的保證金比率)、產品以及客戶的保證金貸款集中風險報告，並提供予國農證券董事用於持續監控與保證金客戶相關的信用風險水平，並考慮採取任何潛在後續行動。

(ii) 確定貸款條款的機制

保證金貸款條款將根據客戶要求的保證金貸款金額、客戶的個人資料、民事訴訟搜索及破產報告等往績記錄、所提供的抵押品的數量以及最重要的可保證金價值、所提供的抵押品的種類來釐定及可能不時調整。此外，當保證金客戶為一間公司的唯一董事時，應填妥並簽署有關個人無限持續擔保的協議，方可申請保證金貸款。

(iii) 審批流程

客戶須提交申請表及相關文件作為財務證明以批准保證金貸款額度。除了審閱申請表及財務證明中所述的基本客戶信息外，國農證券的董事及負責人員亦應考慮客戶的破產報告、民事訴訟搜索以及該客戶提供的抵押品的價值。倘董事及負責人員認為客戶擁有足夠的保證金價值的資產或有良好的往績記錄，將批准保證金貸款額度的申請。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

(iv) *Monitoring loan repayment and recovery*

The ROs monitor the outstanding borrowing of each client during the trading time. A margin call will be made to clients when the outstanding loan is bigger than the total marginable value of the client's collaterals. In the margin call, the licensed persons of the Company and ROs are required to specify the deadline to restore the margin level or the conditions to implement forced liquidation. Margin call letter with such details shall be issued every day until the margin level is restored.

The licensed persons and ROs are required to make daily margin call and suggest follow-up actions upon the client's response in the daily margin call report every day for the next 30 days ("Grace Period") until the margin level is restored.

(v) *Taking actions on outstanding margin loans*

If the margin level cannot be restored within the Grace Period, the forced liquidation shall be triggered accordingly. On the first day after the Grace Period, application of forced liquidation shall be submitted immediately and approved by any two of ROs. However, Grace Period can be extended with specified period by any two of ROs with a valid reason.

Apart from that, when the outstanding margin loan is bigger than 80% of the total market value of the collaterals as reviewed by client's margin loan concentration risk report, the forced liquidation shall also be triggered.

For the procedure of forced liquidation, CDSL shall start selling at the best price of the collateral with the largest market value in client's portfolio on the market before market close until the margin level is restored once the approvals for forced liquidation is sought.

Despite the city's post-pandemic economic recovery progressing at a slower pace than initially anticipated, and the persisting economic pressures driven by high interest rates and geopolitical factors, the authorities are proactively implementing a range of measures to enhance the business' financial competitiveness.

(iv) *監控貸款償還及回收*

負責人員在交易時間內監控每位客戶的未償還借款。當未償還貸款大於客戶抵押品的總保證金價值時，將向客戶發出追加保證金通知。在追加保證金通知中，本公司的持牌人士及負責人員須指明恢復保證金水平的期限或實施強制平倉的條件。包含此類詳細信息的追加保證金通知函將每天發出，直至保證金水平恢復。

持牌人及負責人員須在接下來的30天(「寬限期」)內每天發出追加保證金通知，並根據客戶在每日追加保證金通知報告中的回應建議跟進行動，直至恢復保證金水平。

(v) *對未償還的保證金貸款採取行動*

如在寬限內不能恢復保證金水平，強制平倉隨即被觸發。於寬限期後首日，應立即提交強制清算申請，並由其中任意兩位負責人員批准。然而，寬限期可以由任何兩位負責人員以正當理由延長指定期限。

此外，當客戶的保證金貸款集中度風險報告審核的未償還保證金貸款超過抵押品總市值的80%時，亦將觸發強制平倉。

關於強制平倉程序，國農金融應於收市前以市場上客戶投資組合中市值最大的抵押品的最佳價格開始出售，直至獲得強制平倉批准後恢復保證金水平為止。

儘管香港在疫後經濟復甦方面的進展比最初預期緩慢，而且高利率及地緣政治因素所帶來的經濟壓力仍然存在，當局正積極實施一系列措施，以提升業務金融競爭力。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Looking ahead to 2025, we are encouraged by the strong market momentum carrying forward from 2024. HKEX CEO Bonnie Chan recently highlighted that the daily average turnover exceeded HK\$200 billion (US\$25.74 billion) in early 2025, building on the robust late-2024 rally and heightened liquidity. This positive trajectory underscores the resilience and growth potential of Hong Kong's financial markets. In response, we are poised to capitalize on these favorable conditions by amplifying our brand presence in 2025. Our strategy includes leveraging targeted online social platforms to boost visibility, deepen engagement with our retail clients.

ALCOHOLIC BEVERAGE DISTRIBUTION AND MISCELLANEOUS BUSINESS

Alcoholic beverage distribution and miscellaneous business is principally engaged in distribution of alcoholic beverage in Hong Kong, trading of miscellaneous goods and provision of business advisory services.

Aiming to diversify the business profile and with a potential to complement the food and beverage business of the Group, the Group entered into the alcoholic beverage distribution business through its acquisition of Belicious (HK) Limited (“**Belicious**”) as a wholly-owned subsidiary of the Group in April 2018. The Group currently sells individual and corporate clients with fine wine, collection whiskey and other miscellaneous products through the Group's network and on close connection with customers.

We are committed to addressing the evolving challenges of tempered consumption by sharpening our strategic focus on human capital and operational efficiency. Central to this effort is the development of a highly skilled sales team, while preserving a lean cost structure. Our priority is to ensure that every initiative reinforces our commitment to both excellence and cost-effective operations.

During the Year, revenue from the distribution of alcoholic beverage and miscellaneous business amounted to approximately HK\$673,000 (31 December 2023: HK\$2,092,000).

展望二零二五年，我們對二零二四年帶來的強勁市場動力感到鼓舞。香港交易所行政總裁陳翊庭最近強調，於二零二四年末強勁反彈及流動性增加的基礎上，二零二五年的每日平均成交量超過港幣2,000億元(257.4億美元)。該正面的軌道突顯香港金融市場的復原能力及增長潛力。為此，我們已作好準備，於二零二五年擴大我們的品牌影響力，以充分利用該等有利條件。我們的策略包括利用針對性的網絡社交平台提高知名度，並加深與零售客戶的接觸。

酒精飲料分銷及雜項業務

酒精飲料分銷及雜項業務主要從事於香港分銷酒精飲料、雜貨貿易以及提供商務顧問服務。

為多元化本集團的業務組合及加強本集團的食品及飲料業務潛力，於二零一八年四月，本集團透過收購比利時手工啤酒有限公司(「**比利時手工啤酒**」)作為本集團一間全資附屬公司，進行酒精飲料分銷業務。本集團目前透過其網絡以及與客戶的緊密關係，向個人客戶及公司客戶銷售精選葡萄酒、珍藏威士忌及其他雜項產品。

我們致力於通過加強對人力資本及營運效率的戰略重點，來應付不斷變化的溫和消費挑戰。這努力的核心是於保持精簡成本結構同時，發展一支技術高超的銷售團隊。我們首要任務是確保各項措施均可鞏固我們追求卓越及具成本效益營運的承諾。

年內，來自分銷酒精飲品及雜項業務之收入約為港幣673,000元(二零二三年十二月三十一日：港幣2,092,000元)。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

At 31 December 2024, the Group carried out an impairment assessment to the goodwill attributable to the alcoholic beverage distribution business and impairment loss of goodwill of approximately HK\$30,000 (2023: HK\$107,000) was recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2024.

In conducting impairment assessments, the independent valuation expert was engaged to evaluate the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows. The calculation of value in use of the relevant assets subjected to impairment testing are by reference to the present value of the estimated future cash flows expected to derive from the assets. Based on result of the assessments, impairment loss on goodwill was recognised on this segment which generated net cash inflow but recoverable amount is less than the cash generating unit's carrying value, part of the goodwill allocated to this segment has been impaired as at 31 December 2024.

PROVISION OF CHILDREN EDUCATION SERVICES

The Group's provision of children education services business is carried on through Nobel Education Organisation Limited (“**Nobel Education**”), which became a 51% owned subsidiary of the Group in October 2018 and Wealthy Leader Limited (“**Wealthy Leader**”), which became a 84.07% owned subsidiary of the Group in April 2023. Nobel Education and Wealthy Leader provides children education services through the operation of Hong Kong Nobel Preschool, a kindergarten registered under the Education Ordinance (Chapter 279 of the laws of Hong Kong), offering kindergarten and pre-school education. During the Year, revenue from the provision of children education services amounted to approximately HK\$5,354,000 (31 December 2023: HK\$4,598,000).

The Hong Kong private education industry is currently facing significant challenges due to Hong Kong's birth rate remains low and the number of school-age children has dropped significantly. As a result, it is our opinion that apart from retaining existing students, the need to improve the quality of our education is also a key focus.

於二零二四年十二月三十一日，本集團對酒精飲料分銷業務所佔商譽進行減值評估，並於截至二零二四年十二月三十一日止年度的綜合損益及其他全面收益表中，確認商譽減值虧損約港幣30,000元(二零二三年：港幣107,000元)。

在進行減值評估時，我們聘請獨立估值專家對商譽分配所在的現金產生單位之使用價值進行評估。本集團須於估計使用價值時對現金產生單位的預期未來現金流量作出估計，亦須選用合適的貼現率以計算該等現金流量的現值。進行減值測試的相關資產的使用價值的計算，乃參考預期由資產產生的估計未來現金流量的現值作出。根據評估結果，會就產生現金流量淨額但可收回金額低於現金產生單位賬面值的分部確認商譽減值虧損，部分分配至本分部的商譽已於二零二四年十二月三十一日作減值入賬。

提供兒童教育服務

本集團透過樂沛兒教育機構有限公司(「樂沛兒」)(於二零一八年十月成為本集團擁有51%的附屬公司)及鋒昇有限公司(「鋒昇」)(於二零二三年四月成為本集團擁有84.07%的附屬公司)從事提供兒童教育服務業務。樂沛兒及鋒昇透過經營樂沛兒幼稚園提供兒童教育服務，樂沛兒幼稚園為根據香港法律第279章教育條例註冊的幼稚園，提供幼稚園及學前教育。年內，來自提供兒童教育服務之收入約為港幣5,354,000元(二零二三年十二月三十一日：港幣4,598,000元)。

誠然，香港生育率維持低水平，適齡學童大減，故香港私人教育行業目前面臨重大挑戰。因此，我們認為重點除了保留現有學生外，亦需要提升我們的教育質素。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

During the year, kindergarten revenue has not reached the expected target. The enrollment for 2024 was still below expectations. The Group will allocate more resources to teacher training and student materials. In 2023, the Group started developing in-house teaching materials, which was completed in 2024. This will highlight the advantages of our school in terms of teaching staff and materials, making Hong Kong Nobel Preschool more competitive in the Hong Kong market. The Group established another school premise in Chai Wan in April 2023 and has obtained licenses for half-day and full-day classes. Positive responses were received from the enrollment started in previous year and the number of students kept increasing stably.

During the year, the Group organised a series of activities to increase its visibility, including open days, exhibitions, and parenting seminars, which gained great popularity. These activities were expected to bring many opportunities for Nobel Education in the future. In school, our students achieved outstanding results in various prestigious competitions, including the China Challenge Cup, Hong Kong Schools Speech Festival and the Professional Elite Cup Academic Talent Competition. These accomplishments of our students not only raised the school's profile but also uplifted its brand image. Participation and success in external competitions had further enhanced the kindergarten's reputation and recognition. Our school would organise educational seminars regularly for parents to impart scientific parenting concepts and approaches to them to better educate their children. Hong Kong Nobel Preschool has operated successfully in Homantin for many years, with excellent teaching staff. Many graduates have been accepted into ideal primary schools, making it highly regarded by parents. With the brand effect, we anticipate achieving good results at the Chai Wan premise.

於本年度內，幼稚園收入仍未達到預期目標，二零二四年收生人數仍未符合預期。集團將投入更多資源於老師培訓及學生教材上；二零二三年集團已開始研發自制教材，並已於二零二四年完成，未來無論在師資及教材上更能突顯本校優勢，使樂沛兒在香港市場上更具競爭力。本集團於二零二三年四月於柴灣開辦另一校舍，已取得半日及全日班牌照，於上年度開始招生，反應理想，學生數目保持穩定增長。

於本年度本集團舉辦多項活動以提高知名度，包括開放日、展覽會及育兒講座等，參與踴躍，預計樂沛兒未來將迎來不少機遇。校內方面，今年本校學生參加不少大型比賽均能贏取優異成績，包括中華挑戰盃、香港學校朗誦節及專業精英盃學術才藝大賽等大賽，不單提升本校曝光率，更可提升學校品牌形象，參加校外比賽並取得優異成績可以為幼稚園贏得更多的口碑和認可。本校更會定期舉辦家長教育講座，向家長傳授科學的育兒理念和方法，提升家長的育兒水準。樂沛兒幼稚園已於何文田營辦多年，師資優良，不少畢業生均可入讀理想小學，大受家長們歡迎。在品牌效應下，預計柴灣校舍仍會取得不俗成績。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

PROSPECTS

Looking back at 2024, Hong Kong's economy posted moderate growth, with real GDP rising by 2.5%, a deceleration from the 3.2% recorded in 2023. This tempered expansion reflected shifting economic dynamics, including a marginal 0.4% decline in private consumption expenditure. Influenced by a robust Hong Kong dollar, residents increasingly directed spending toward mainland China, contributing to a notable 11.3% drop in retail sales in December 2024 the tenth consecutive month of year-on-year declines. The property market, meanwhile, remained subdued, weighed down by fragile sentiment and persistent high interest rates carried over from previous years. In this environment, businesses across sectors focused on consolidation and operational enhancements, positioning themselves to seize opportunities as conditions improve.

Within our own operations, we prioritized initiatives to reinvigorate customer engagement in our restaurants. Throughout 2024, we focused on elevating customer satisfaction, enhancing food quality, and streamlining operational efficiency. Simultaneously, we amplified our social media presence to heighten brand awareness. These efforts are designed to deepen customer relationships and foster greater interaction with our offerings, laying a strong foundation for future growth.

前景

回顧二零二四年，香港經濟錄得溫和增長，實質本地生產總值上升2.5%，較二零二三年錄得的3.2%有所放緩。該溫和的擴張反映經濟動力的轉變，包括私人消費開支微跌0.4%。受港幣強勁的影響，居民將更多開支投向中國內地，導致二零二四年十二月零售業銷售額顯著下跌11.3%，連續第十個月按年下跌。同時，由於市場氣氛脆弱，加上前幾年持續高企的利率，房地產市場仍然低迷。在該環境下，各行各業的企業均專注於鞏固業務及提升營運，以便在情況改善時把握機會。

於我們自身的營運中，我們優先採取措施，重新吸引客戶光顧我們的餐廳。於整個二零二四年，我們專注於提升客戶滿意度、提高食品質素，以及簡化營運效率。同時，我們加強於社交媒體曝光，以提高品牌知名度。該等努力均為加深與顧客建立關係，並促進與我們所提供產品的互動，為未來增長奠下堅實的基礎。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

MATERIAL ACQUISITION AND DISPOSAL

Acquisition of right-of-use assets

- (i) On 15 July 2024, an indirect wholly-owned subsidiary of the Company, entered into the tenancy agreement with Harriman Leasing Limited, the landlord agent, in respect of the lease of the premises for a term of two years commencing on 1 May 2024 and ending on 30 April 2026 (both days inclusive) for operation of one of the Group's restaurants ("Lease"). The total aggregate value of consideration payment for the Lease is amounted to HK\$5 million in aggregate (exclusive of management charge, air-conditioning charge, rates and promotion charge) during the term.

The value of the right-of-use assets recognized by the Company under the Lease is amounted to approximately HK\$4.6 million, calculated with reference to the present value of the aggregated lease payments to be made under the Lease in accordance with HKFRS 16 Leases. For details of the Lease, please refer to the Company's announcement dated 15 July 2024.

- (ii) On 3 October 2024, an indirect wholly-owned subsidiary of the Company, entered into the tenancy agreement with Zhejiang Fuchuen Company Limited, the landlord, in respect of the lease of the premises for a term of two years commencing on 1 November 2024 and ending on 31 October 2026 (both days inclusive) for the use as office premises. The total aggregate value of consideration payment for the lease is amounted to approximately HK\$3.3 million in aggregate (exclusive of rate and management fee) during the term.

The value of the right-of-use assets recognized by the Company under the lease is amounted to approximately HK\$3.1 million, calculated with reference to the present value of the aggregated lease payments to be made under the lease in accordance with HKFRS 16 Leases. For details of the lease, please refer to the Company's announcement dated 3 October 2024.

Saved as disclosed above, the Company does not have any significant acquisition and disposal during the Year.

重大收購及出售

收購使用權資產

- (i) 於二零二四年七月十五日，本公司的間接全資附屬公司與業主代理人 Harriman Leasing Limited 就租賃物業訂立租賃協議，由二零二四年五月一日起至二零二六年四月三十日止(包括首尾兩日)為期兩年，以經營本集團的一間餐廳(「租賃」)。租期內租賃代價付款的合計總值為港幣5,000,000元(不包管理費、空調費、差餉及推廣費)。

本公司根據租賃確認的使用權資產價值約為港幣4,600,000元，乃參考根據香港財務報告準則第16號租賃將根據租賃支付的租賃付款總額的現值計算。就租賃的詳情，請參閱本公司日期為二零二四年七月十五日的公告。

- (ii) 於二零二四年十月三日，本公司的間接全資附屬公司與業主富春有限公司就租賃物業訂立租賃協議，由二零二四年十一月一日起至二零二六年十月三十一日止(包括首尾兩日)為期兩年，以作辦公室物業用途。租期內租賃代價付款的合計總值約為港幣3,300,000元(不包差餉及管理費)。

本公司根據租賃確認的使用權資產價值約為港幣3,100,000元，乃參考根據香港財務報告準則第16號租賃將根據租賃支付的租賃付款總額的現值計算。就租賃的詳情，請參閱本公司日期為二零二四年十月三日的公告。

除上文所披露者外，本公司於年內並無任何重大收購及出售。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

FINANCIAL RESOURCES AND LIQUIDITY

As at 31 December 2024, the Group had cash and cash equivalents of approximately HK\$25,889,000 (2023: HK\$27,586,000) and net current assets of approximately HK\$12,158,000 (2023: HK\$49,007,000). Current ratio (defined as total current assets divided by total current liabilities) was 1.11 times (2023: 1.64 times).

As at 31 December 2024, the Group have other borrowings of approximately HK\$22,085,000 (2023: HK\$10,052,000). One of the other borrowing of approximately HK\$17,085,000 (2023: HK\$10,052,000) is secured by corporate guarantee executed by the Company. The other borrowings bear interest at prevailing market rates and repayable in accordance with the relevant loan agreements.

We fund our operations principally from cash generated from our operations, other debt instruments and equity financing from investors. Our cash requirements relate primarily to production and operating activities, business and asset acquisitions, repayment of liabilities as they become due, capital expenditures and any unexpected cash requirements. During the Year, our loss before interest, taxes and depreciation amounted to approximately HK\$3,188,000.

The Group's gearing ratio, which is calculated on the basis of the Group's total liabilities to the total assets, as at 31 December 2024 was 71% (2023: 58%).

CAPITAL STRUCTURE AND FUND RAISING ACTIVITIES

As at 31 December 2024, the Group had equity attributable to owners of the Company of approximately HK\$48,986,000 (2023: HK\$82,552,000).

財務資源及流動性

於二零二四年十二月三十一日，本集團的現金及現金等價物約為港幣25,889,000元(二零二三年：港幣27,586,000元)及淨流動資產約為港幣12,158,000元(二零二三年：港幣49,007,000元)。流動比率(定義為總流動資產除以總流動負債)為1.11倍(二零二三年：1.64倍)。

於二零二四年十二月三十一日，本集團的其他借貸約為港幣22,085,000元(二零二三年：港幣10,052,000元)。其中一項其他借貸約港幣17,085,000元(二零二三年：港幣10,052,000元)以本公司簽立的公司擔保作抵押。其他借貸按當前市場利率計息，並須根據有關貸款協議償還。

本集團撥付營運之資金主要來自營運產生之現金、其他債務工具及投資者股權融資。現金需求主要與生產及營運活動、業務及資產收購、償還到期負債、資本支出及任何不可預見之現金需求有關。年內，本集團之未計利息、稅項及折舊之虧損約為港幣3,188,000元。

於二零二四年十二月三十一日，本集團的資本負債比率為71%(二零二三年：58%)，該比率根據本集團的總負債比總資產計算。

股本架構及集資活動

於二零二四年十二月三十一日，本集團有本公司擁有人應佔權益約港幣48,986,000元(二零二三年：港幣82,552,000元)。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

ISSUE OF SHARES UNDER THE GENERAL MANDATE

On 20 May 2024, the Company and Minerva Holding Financial Securities Limited (“**Placing Agent**”) entered into a placing agreement pursuant to which the Placing Agent agreed to place, on a best endeavor basis, in aggregate, up to 150,580,334 placing shares of the Company at the placing price of HK\$0.045 per share to not less than six placees who and whose ultimate beneficial owners are independent third parties under general mandate (“**Placing**”). As disclosed in the announcement of the Company dated 7 June 2024, the completion of the Placing took place on 7 June 2024 in accordance with the terms of the placing agreement. The Company received net proceeds of approximately HK\$6.48 million, which are intended to be applied as to (i) approximately HK\$3 million, equivalent to approximately 46.3% of the net proceeds from the Placing for the settlement of outstanding rental related expenses of the Group (“**Net Proceeds for F&B Business**”); and (ii) approximately HK\$2.83 million, equivalent to approximately 43.7% of the net proceeds from the Placing, for the repayment of outstanding borrowing and interests; and (iii) approximately HK\$0.65 million, equivalent to approximately 10.0% of the net proceeds from the Placing, for replenishing the general working capital of the Group which shall be applied on, among other things, staff cost, professional fees, and other operating expense of the Group.

As at 31 December 2024, the Group had utilised the net proceeds from Placing as intended.

CAPITAL REORGANISATION

Pursuant to a special general meeting held on 13 November 2024, the special resolution approving the Capital Reorganisation comprising the Share Consolidation, the Capital Reduction and the Share Sub-division (each as defined below) was duly passed by way of poll and took effect on 15 November 2024.

根據一般授權發行股份

於二零二四年五月二十日，本公司與贏控金融證券有限公司(「**配售代理**」)以竭力基準訂立配售協議，據此，配售代理同意根據一般授權按每股港幣0.045元之配售價向不少於六名承配人配售合共最多150,580,334股本公司配售股份(「**配售事項**」)，而承配人及其最終實益擁有人均為獨立第三方。誠如本公司日期為二零二四年六月七日之公告所披露，配售事項根據配售協議條款於二零二四年六月七日完成。本公司已收所得款項淨額約港幣6,480,000元擬根據以下方式動用：(i)約港幣3,000,000元(相當於配售事項所得款項淨額的約46.3%)用作清償本集團未清償的租金相關費用(「**供餐飲業務使用所得款項淨額**」)；(ii)約港幣2,830,000元(相當於配售事項所得款項淨額的約43.7%)用作償還未清償的貸款及利息；及(iii)約港幣650,000元(相當於配售事項所得款項淨額的約10.0%)用作補充本集團一般運營資金，其用於(其中包括)本集團的員工成本、專業費用及其他營運開支。

於二零二四年十二月三十一日，本集團已按擬定動用配售事項所得款項淨額。

股本重組

根據於二零二四年十一月十三日舉行之股東特別大會，批准股本重組(包括股份合併、股本削減及股份拆細(各定義見下文))之特別決議案以投票表決方式獲正式通過，並於二零二四年十一月十五日生效。

Management Discussion and Analysis (Continued) 管理層討論及分析(續)

Under the Capital Reorganisation,

- (1) Every 10 issued and unissued shares of HK\$0.01 each in the then existing share capital of the Company was consolidated (“**Share Consolidation**”) into 1 consolidated share of HK\$0.10 each (“**Consolidated Share**”);
- (2) the total number of Consolidated Shares in the issued share capital of the Company immediately following the Share Consolidation was rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising from the Share Consolidation;
- (3) the par value of each of the then issued Consolidated Shares was reduced from HK\$0.10 to HK\$0.01 each (“**New Shares**”) by cancelling the paid-up capital of the Company to the extent of HK\$0.09 on each of the then issued Consolidated Shares, such that the par value of each issued Consolidated Share was reduced from HK\$0.10 to HK\$0.01 (together with sub-paragraph (2) above, the “**Capital Reduction**”); the credits arising from (a) such reduction of the paid up capital; and (b) the cancellation of any fractional Consolidated Share which arise from the Share Consolidation, in the amount of approximately HK\$8,132,000 was transferred to the contributed surplus account of the Company within the meaning of the Company Act 1981 of Bermuda; and
- (4) each of the then authorised but unissued Consolidated Shares of par value of HK\$0.10 each was sub-divided into 10 New Shares of par value of HK\$0.01 each (“**Share Sub-division**”, together with the Share Consolidation and the Capital Reduction, the “**Capital Reorganisation**”).

The board lot size for trading in the Shares was changed from 10,000 existing shares to 5,000 New Shares on the Stock Exchange after completion of the Capital Reorganisation.

根據股本重組，

- (1) 將每10股本公司當時既有股本中每股港幣0.01元之已發行及未發行股份合併(「**股份合併**」)為1股每股港幣0.10元之合併股份(「**合併股份**」)；
- (2) 緊隨股份合併生效後，藉註銷本公司已發行股本中因股份合併而產生之任何零碎股份，將本公司已發行股本中之合併股份總數向下調整至整數；
- (3) 透過註銷本公司繳足股本(以每股當時已發行合併股份港幣0.09元為限)，將每股當時已發行合併股份之面值由每股港幣0.10元削減至港幣0.01元(「**新股**」)，致使每股已發行合併股份的面值由港幣0.10元削減至港幣0.01元(連同上文(2)分段，統稱為「**股本削減**」)；而(a)削減實繳股本；及(b)註銷因股份合併而產生之任何零碎合併股份所產生之進賬，約港幣8,132,000元轉撥至本公司繳入盈餘賬(定義見一九八一年百慕達公司法)；及
- (4) 每股面值港幣0.10元之當時法定但未發行合併股份分拆為10股每股面值港幣0.01元之新股份(「**股份拆細**」)，連同股份合併及股本削減統稱為「**股本重組**」。

於股本重組完成後，股份於聯交所的每手買賣單位由10,000股既有股份更改為5,000股新股。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

RIGHTS ISSUE

On 31 December 2024, the Company announced its proposal to raise, before expenses, not more than approximately HK\$15.6 million by issuing not more than 45,174,100 rights shares (“**Rights Shares**”) on the basis of one Rights Share for every two shares held on the record date at the subscription price of HK\$0.345 per rights share (“**Rights Issue**”). As part of the arrangement involving the placing of the Rights Shares not subscribed by the qualifying Shareholders (“**Unsubscribed Rights Shares**”) and the Rights Shares which would otherwise have been provisionally allotted to the non-qualifying Shareholders in nil-paid form that have not been sold by the Company (“**NQS Unsold Rights Shares**”), on 31 December 2024, the Company and Minerva Holding Financial Securities Limited (“**Placing Agent**”) entered into a placing agreement (“**Placing Agreement**”), pursuant to which the Placing Agent has conditionally agreed to procure placee(s) who and whose ultimate beneficial owner(s) shall be independent third party(ies), on a best effort basis, to subscribe for the Unsubscribed Rights Shares and the NQS Unsold Rights Shares at the placing price of not less than the Subscription Price (“**Placing**”). The Placing Agent shall be entitled to a placing fee of 2.5% of the aggregate placing price of the Unsubscribed Rights Shares and the NQS Unsold Rights Shares successfully placed by or on behalf of the Placing Agent.

The net proceeds raised after deducting relevant expenses payable in relation to the Rights Issue, amounted to approximately HK\$14.6 million.

The Board intended to apply the net proceeds from the Rights Issue of approximately HK\$14.6 million as follows (i) as to approximately HK\$5.84 million for the settlement of outstanding rental expenses and/or payment of the food raw materials and ingredient supplier for the Group’s food and beverage business, which is expected to be fully utilised within three months of the completion of the Rights Issue; (ii) as to approximately HK\$7.3 million for repayment of the outstanding loan borrowing and interest of the Group, which is expected to be fully utilised within one month of the completion of the Rights Issue and (iii) as to approximately HK\$1.46 million will be used as general working capital of the Group, which is expected to be fully utilised within three months of the completion of the Rights Issue.

供股

於二零二四年十二月三十一日，本公司宣佈建議按於記錄日期每持有兩股股份獲發一股供股股份的基準，以認購價每股供股股份港幣0.345元發行不多於45,174,100股供股股份(「**供股股份**」)，籌集不多於約港幣15,600,000元(扣除開支前)(「**供股**」)。作為涉及配售未獲合資格股東認購之供股股份(「**未獲認購供股股份**」)與原應暫定配發予不合資格股東且本公司尚未售出之未繳股款供股股份(「**不合資格股東未售出供股股份**」)之部份安排，於二零二四年十二月三十一日，本公司與贏控金融證券有限公司(「**配售代理**」)訂立配售協議(「**配售協議**」)，據此，配售代理有條件同意按盡力基準促使身為或其最終實益擁有人為獨立第三方的承配人以不低於認購價之配售價認購未獲認購供股股份及不合資格股東未售出供股股份(「**配售事項**」)。配售代理將有權收取配售代理或配售代理的代表成功配售之未獲認購供股股份及不合資格股東未售出供股股份總配售價之2.5%作為配售費用。

經扣除有關供股之相關應付開支後，所籌集的所得款項淨額約為港幣14,600,000元。

董事會擬將供股所得款項淨額約港幣14,600,000元用作以下用途：(i)約港幣5,840,000元用作清償本集團食品及飲料業務的未清償的租金及／或支付食品原材料及配料供應商的費用，預期將於供股完成後三個月內悉數動用；(ii)約港幣7,300,000元用作償還本公司未清償的貸款借貸及利息，預期將於供股完成後一個月內悉數動用；及(iii)約港幣1,460,000元用作本集團的一般營運資金，預期將於供股完成後三個月內悉數動用。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

Details of the Rights Issue are set out in the Company's announcements dated 31 December 2024, 15 January 2025, 20 February 2025 and 6 March 2025, and the Company's prospectus dated 28 January 2025.

FOREIGN EXCHANGE AND INTEREST RATE EXPOSURE

For the year ended 31 December 2024, most of the Group's business transactions, assets and liabilities were principally denominated in Hong Kong dollars ("HK\$"), United States dollars ("US\$") and HK\$ is the Group's presentation currency. The Group is exposed to potential foreign exchange risk as a result of fluctuation of US\$ against HK\$. The Group currently does not have a foreign currency hedging policy in respect of its foreign currency assets and liabilities. The Group will monitor its foreign currency exposure closely and will consider using hedging instruments in respect of significant foreign currency exposure should the need arise.

When appropriate and at times of interest rate or exchange rate uncertainties or volatility, hedging instruments including swaps and forwards will be used by the Group in the management of exposure affecting interest rates and foreign exchange rate fluctuations.

CONTINGENT LIABILITIES

As of 31 December 2024 and 2023, the Company has issued a corporate guarantee in respect of other borrowing made by an independent third party to a subsidiary. The fair value of the guarantee has not been provided for in the Company's financial statements as the directors of the Company consider the amount involved to be insignificant.

CHARGES OF GROUP ASSETS

As at 31 December 2024 and 31 December 2023, the Group did not have any charges of group assets.

有關供股的詳情載於本公司日期為二零二四年十二月三十一日、二零二五年一月十五日、二零二五年二月二十日及二零二五年三月六日之公告及本公司日期為二零二五年一月二十八日之供股章程。

外匯及利率風險

截至二零二四年十二月三十一日止年度，本集團大部分業務交易、資產及負債主要以港幣(「港幣」)及美元(「美元」)計值，而港幣為本集團呈列貨幣。本集團因美元兌港幣的波動而承受潛在外匯風險。本集團現時並未就外幣資產及負債採取任何外匯對沖政策。本集團將密切監控其外匯風險，並將於必要時就重大外匯風險，考慮使用對沖工具。

在適當時候及於利率或匯率不明朗或波動時，本集團將會利用對沖工具(包括掉期及遠期合約)以管理影響利率及匯率波動之風險。

或然負債

截至二零二四年及二零二三年十二月三十一日，本公司就一名獨立第三方向一間附屬公司授出的其他借貸發出公司擔保。由於本公司董事認為所涉金額並不重大，故並無在本公司的財務報表計提就該擔保的公允價值。

集團資產抵押

於二零二四年十二月三十一日及二零二三年十二月三十一日，本集團並無任何集團資產抵押。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

HUMAN RESOURCES AND REMUNERATION POLICY

As at 31 December 2024, the Group had approximately 250 employees in Hong Kong (excluding directors of the Company) (2023: 250 employees in Hong Kong). The Group's remuneration policy is to provide competitive level of remuneration to employees and directors based on their performance, qualification, experience and the prevailing industry practice.

Apart from regular remuneration, discretionary bonus and share options may be granted to eligible staff by reference to the Group's performance as well as individual's performance.

We aim to provide employees with resources and an environment that encourages them to develop careers with us. We provide management personnel and employees with on-the-job education, training and other opportunities to improve their skills and knowledge.

Pursuant to the share option scheme adopted by the Company on 15 June 2023, the Board may grant options to eligible persons, including employees and directors, to subscribe for shares of the Company. During the Year, the Company did not grant any share options.

ENVIRONMENT

The Group is subject to laws and regulations in Hong Kong. The Group has established environment policies and procedures aimed at compliance with local environmental and other laws. For the food and beverage production process, part of the food waste and all of the waste oil were recycled and collected by the environmental parties. During the year, the Group was not aware of any non-compliance of laws and regulations that have a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, or generation of hazardous and non-hazardous waste. The management performs regular reviews to identify environmental risks and to ensure that the systems in place are adequate to manage these risks.

人力資源及薪酬政策

於二零二四年十二月三十一日，本集團在香港約有僱員250人(不包括本公司之董事)(二零二三年：香港250人)。本集團之薪酬政策為根據僱員及董事之表現、資歷、經驗以及目前行業慣例而向其提供具競爭力之薪酬。

除一般薪酬外，合資格員工可參考本集團表現以及個人表現而獲授酌情花紅及購股權。

本集團旨在為僱員提供資源及環境，鼓勵彼等與集團共同發展事業。本集團為管理層人員及僱員提供在職教育、培訓及提高彼等技能及知識之其他機會。

根據本公司於二零二三年六月十五日採納的購股權計劃，董事會可向合資格人士(包括僱員及董事)授出購股權以認購本公司股份。年內，本公司並無授出任何購股權。

環境

本集團須遵守香港的法律法規。本集團已制定旨在符合當地環境及其他法律的環境政策及程序。就食品及飲料生產過程而言，部分食物廢物及所有廢油均由環保部門回收並收集。年內，本集團並不知悉任何未遵守有關廢氣及溫室氣體排放、向水及土地的排污，或產生有害及無害廢棄物的法律及規例而對本集團造成重大影響的情況。管理層定期進行審核，以識別環境風險並確保現有系統足以管理該等風險。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

EVENT AFTER THE REPORTING PERIOD

(a) Completion of Rights Issue

On 7 March 2025, the Company completed the rights issue on the basis of one rights share for every two shares held on the record date, whereby 45,174,100 new shares at a subscription price of HK\$0.345 each were issued for approximately HK\$15.6 million. The net proceeds raised were approximately HK\$14.6 million.

Pursuant to Rule 10.31(1)(b) of the GEM Listing Rules, the Company have made arrangements to dispose of the 37,959,177 Unsubscribed Rights Shares and the 1 NQS Unsold Rights Shares by offering the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees for the benefit of the Shareholders to whom they were offered by way of the Rights Issue. There were no excess application arrangements in relation to the Rights Issue. The Company entered into the Placing Agreement with the Placing Agent and appointed the Placing Agent to place the Unsubscribed Rights Shares and the NQS Unsold Rights Shares to independent placees on a best efforts basis. On 21 February 2025, 37,959,177 Unsubscribed Rights Shares and 1 NQS Unsold Rights Shares (each a “**Placing Share**”), representing approximately 84.03% of the total number of Rights Shares available for subscription under the Rights Issue, were subject to the Compensatory Arrangement. On 14 February 2025, the Company had received three valid acceptances for a total of 7,214,922 Rights Shares provisionally allotted under the Rights Issue, representing approximately 15.97% of the total number of Rights Shares offered under the Rights Issue. Accordingly, the Rights Issue was under-subscribed by 37,959,177 Rights Shares, representing approximately 84.03% of the total number of the Rights Shares available for subscription under the Rights Issue. All conditions with respect to the Rights Issue and the Placing set out in the Prospectus have been fulfilled and the Rights Issue and the Placing became unconditional at 4:00 p.m. on Monday, 3 March 2025.

Details of the Rights Issue are set out in the Company’s announcements dated 31 December 2024, 15 January 2025, 20 February 2025 and 6 March 2025, and the Company’s prospectus dated 28 January 2025.

報告期後事項

(a) 完成供股

於二零二五年三月七日，本公司按於記錄日期每持有兩股股份獲發一股供股股份的基準完成供股，45,174,100股以認購價每股港幣0.345元的新股獲發行，集資約港幣15,600,000元。所得款項淨額約為港幣14,600,000元。

根據GEM上市規則第10.31(1)(b)條，本公司已作出安排，透過向獨立承配人提呈未獲認購供股股份及不合資格股東未售出供股股份之方式將37,959,177股未獲認購供股股份及1股不合資格股東未售出供股股份出售，使該等因供股而獲供股要約之股東受益。供股不設額外申請安排。本公司與配售代理訂立配售協議及委任配售代理以按盡力基準向獨立承配人配售未獲認購供股股份及不合資格股東未售出供股股份。於二零二五年二月二十一日，補償安排涉及37,959,177股未獲認購供股股份及1股不合資格股東未售出供股(各自為「**配售股份**」)，佔供股項下可供認購供股股份總數約84.03%。於二零二五年二月十四日，本公司共接獲3份有效接納書，涉及供股項下獲暫定配發的合共7,214,922股供股股份，佔供股項下提呈供股股份總數約15.97%。因此，供股認購不足額為37,959,177股供股股份，佔供股項下可供認購供股股份總數約84.03%。供股章程所載有關供股及配售事項之所有條件已獲達成，供股及配售事項已於二零二五年三月三日(星期一)下午四時正成為無條件。

有關供股的詳情載於本公司日期為二零二四年十二月三十一日、二零二五年一月十五日、二零二五年二月二十日及二零二五年三月六日之公告及本公司日期為二零二五年一月二十八日之供股章程。

Management Discussion and Analysis (Continued)

管理層討論及分析(續)

(b) On 27 January 2025, a subsidiary of the Company received a letter from the Henderson Leasing Agency Limited demanding payment of the aggregated sum approximately HK\$1,609,000 including both the outstanding rental expenses and overdue interests starting from 1 September 2024 to 24 January 2025.

Balance of approximately HK\$1,252,000 was included in the trade and other payables as at 31 December 2024.

Given that the litigation is still at a preliminary stage and has not gone into substantive pleading stage, and having considered the alleged claims and consulted with the Company's legal advisers, the Directors are of the view that (i) it is premature to assess the possible outcome of any further claim which is pending, either individually or on a combined basis; (ii) it is uncertain as to whether there will be any further impact, and if so, the quantum, on the financial position of the Group; and (iii) no provision for any further claims in these legal proceedings is required to be made base on their current development. The Directors will monitor the litigation against the Group closely and the Company will continue to keep the shareholders of the Company and potential investors informed of any further material development.

Save as disclosed above, the Group had no significant subsequent event after the Year.

(b) 於二零二五年一月二十七日，本公司一間附屬公司接獲恒基租務代理有限公司的函件，要求支付合共約港幣1,609,000元，包括由二零二四年九月一日起至二零二五年一月二十四日的未清償的租金開支及逾期利息。

於二零二四年十二月三十一日，約港幣1,252,000元的結餘已計入貿易及其他應付款項。

鑒於訴訟仍處於初步階段，且尚未進入實質抗辯階段，經考慮指稱索償及諮詢本公司法律顧問後，董事認為(i)評估任何待決的任何進一步索償(不論個別或合併基礎)的可能結果為時尚早；(ii)無法確認是否將對本集團的財務狀況造成任何進一步影響，而倘影響，則其程度；及(iii)根據目前發展情況，毋須就該等法律訴訟的任何進一步索償作出撥備。董事將密切監察針對本集團的訴訟，而本公司將繼續向本公司股東及潛在投資者匯報任何進一步的重大發展。

除上文披露者外，本集團並無重大的本年度後事項。

Environmental, Social and Governance Report

環境、社會及管治報告

ABOUT THIS REPORT

This is the ninth Environmental, Social and Governance (“ESG”) Report of China Demeter Financial Investments Limited (the “Company”, together with its subsidiaries, the “Group”), outlining the Group’s efforts to drive sustainable development forward during the financial year from 1 January 2024 to 31 December 2024.

REPORTING PRINCIPLES AND BOUNDARY

This report has been prepared in compliance with ESG Reporting Guidelines set out in Appendix C2 of the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the reporting principles are applied as below:

關於本報告

本報告為國農金融投資有限公司(「本公司」，連同其附屬公司，「本集團」)的第九份環境、社會及管治(「環境、社會及管治」)報告，概述本集團於二零二四年一月一日至二零二四年十二月三十一日的財政年度內推動可持續發展的努力。

報告原則及範圍

本報告按照香港聯合交易所有限公司(「聯交所」)GEM證券上市規則附錄C2所載的環境、社會及管治報告指引編寫，報告原則適用於下文：

Materiality:	Stakeholder engagement is undertaken annually to identify the material sustainability topics which are addressed in this report.
重要性：	持份者參與每年均會進行，以確定本報告中涉及的重大可持續發展議題。
Quantitative:	Data in this report are checked and analysed to account for year-on-year changes and are presented in a way that allows for comparison with previous performance. Please refer to the Performance Data Summary of this report for standards used for calculation of environmental performance indicators.
量化：	本報告中的資料經過檢查及分析，考慮到逐年變化，並以能夠與先前績效進行比較的方式呈現。關於環境績效指標的計算標準，請參閱本報告的績效資料摘要。
Balance:	We prepare the report in a transparent manner in which both positive and negative impacts are disclosed.
平衡性：	我們以透明方式編寫報告，同時披露正面及負面影響。
Consistency:	To maintain comparability of information, unless otherwise stated, the data and statistical methods in this report are presented in a consistent manner, which allows for meaningful comparison over time.
一致性：	為保持資料可比性，除另有說明外，本報告中的資料及統計方法以一致方式呈現，可以在一段時間內進行有意義比較。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The boundary of this report follows that of the annual report, covering the money lending business, financial services business, securities investment business, food and beverage business, alcoholic beverage distribution and miscellaneous business and provision of children education services in Hong Kong.

FEEDBACK

We value your thoughts and feedback regarding how we can improve our reports and sustainability performance in the future. Please send us your feedback at info@chinademeter.com.

BOARD STATEMENT

Food and beverage business is the Group's core business, with the rest being predominantly office-based in Hong Kong. Sound management of ESG issues is crucial for the Group to continuously grow and prosper in the future. The Board of Directors (the "Board") bears the overall responsibility of overseeing the Group's sustainability performance and regularly evaluating sustainability strategies, targets and performance. The Board has reviewed and approved the report for the integrity of the disclosures. To the best of its knowledge, this report addresses all relevant material issues and fairly presents ESG management approach and performance of the Group.

The ESG Working Group, consisting of senior management who report to the Board on ESG issues, regularly holds meetings to suitably evaluate, prioritise and manage material ESG-related issues and their corresponding risks and opportunities. By implementing proper ESG management and integrating sustainable practices into daily operations, we endeavour to improve our sustainability performance and create long-term values to meet stakeholders' expectations.

本報告涵蓋範圍與年報相符，包括於香港之放債業務、金融服務業務、證券投資業務、食品及飲料業務、酒精飲料分銷及雜項業務以及提供兒童教育服務。

反饋

歡迎閣下就未來報告及可持續發展表現的改善方面提出寶貴建議及反饋。請將反饋發送至info@chinademeter.com。

董事會聲明

食品及飲料業務為本集團的核心業務，其他業務以香港的辦公室為主。妥善管理環境、社會及管治問題對本集團日後持續繁榮發展至關重要。董事會(「董事會」)對監督本集團的可持續發展表現及定期評估可持續發展策略、目標及表現負有整體責任。董事會已就披露資料的完整性審閱及批准本報告。據董事會所知，本報告回應所有有關重要事項及公允地呈報本集團的環境、社會及管治管理方針及表現。

環境、社會及管治工作小組(由高級管理層組成，以向董事會報告環境、社會及管治問題)定期舉行會議以恰當評估、優先處理及管理重大的環境、社會及管治相關問題及其相應風險及機遇。我們通過妥善管理環境、社會及管治並於日常營運中應用可持續發展方略，致力提升可持續發展表現並創造符合持份者預期的長期價值。

Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)

Attributed to the Group's dedication, the Group has gone through the hard times of the pandemic. Yet, the Group treated the pandemic as a valuable lesson as it highlighted the equal importance of public health and economic development.

The Group is committed to closely monitoring the situation and promptly adopting corresponding preventive measures to protect its employees. Besides, the Group strives to enhance the hygienic condition of the workplace and develop emergency plans to handle future similar incidents in a better way.

In the drive to take sustainable development forward, we put in efforts to strengthen our environmental management and ensure our operations are in compliance with relevant laws and regulations. This year, we have established environmental targets in various aspects for ongoing review and improvement. Moreover, green office initiatives have been adopted to minimise environmental impacts and create low-carbon operations. To combat climate change, we have put in place a climate change policy and strive to address issues associated with climate change by taking adaptation and mitigation measures.

In financial operations, we attach great importance to protecting private information and maintaining high ethical standards across all our operations. A stringent quality control system has been implemented to select qualified suppliers. We make every effort to enhance operational excellence, shouldering responsibility to provide quality products and services to our customers. Together with all our stakeholders, the Group is dedicated to creating a sustainable business and delivering great value to the society.

憑藉本集團的奉獻精神，本集團渡過疫情的艱難時期。然而，本集團將這場疫情視為寶貴的一課，因為疫情凸顯公共衛生與經濟發展的同等重要性。

本集團致力密切關注事態發展，並會及時採取相應的預防措施，保護僱員生命安全。此外，本集團亦致力改善工作場所的衛生狀況，並制定應變計劃，以便更好地處未來類似事件。

為推動公司的可持續發展，我們致力加強環境管理，以確保我們的經營符合相關法律法規。本年度，我們已制定各方面的環保目標，以作持續檢討及改善。此外，我們已採取綠色辦公措施以盡量減少環境影響，打造低碳經營。為應對氣候變化，我們已制定氣候變化政策，通過落實適應環境及緩解影響的措施解決與氣候變化相關的問題。

於金融業務方面，我們極為重視私隱信息的保護，務求在各業務經營中維持高水準的職業道德。我們已就合資格供應商的甄選推行嚴格的質量控制制度。我們不遺餘力地提升營運優勢，肩負為客戶提供優質產品及服務的責任。本集團將與所有持份者同心協力，致力於實現可持續業務發展，為社會創造良好價值。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

STAKEHOLDERS ENGAGEMENT

Stakeholder engagement is an essential process for enhancing transparency and understanding stakeholders' needs and identifying potential ESG risks and opportunities. We engage with our internal and external stakeholders including customers, employees, the community, the government and investors through various communication channels, shown in the table below.

持份者參與

持份者參與是提高透明度及了解持份者需求以及識別潛在環境、社會及管治風險及機遇的重要一環。我們通過下表所列的各種溝通渠道與內部及外部持份者(包括客戶、僱員、社區、政府及投資者)進行互動。

Stakeholders 持份者	Concerned Topics 關注議題	Engagement Channels 溝通渠道
Investors 投資者	<ul style="list-style-type: none"> Economic performance Operational compliance Timely disclosure of relevant information 	<ul style="list-style-type: none"> Annual reports and interim reports Press releases General meeting of shareholders
Employees 僱員	<ul style="list-style-type: none"> Talent management Training and development Compensation, rights and interests Occupational health and safety 	<ul style="list-style-type: none"> Weekly staff meetings Complaints system Employee activities Employee safety trainings Provide employees with safety equipment Training and career development 每週員工會議 投訴制度 員工活動 僱員安全培訓 為僱員提供安全設備 培訓及生涯發展
The Government 政府	<ul style="list-style-type: none"> Anti-corruption Business ethics Operational compliance Prevention of child labour and forced labour Workplace health and safety Energy resources conservation 	<ul style="list-style-type: none"> Compliance with applicable laws and regulations Compliance reporting Use of clean energy
	<ul style="list-style-type: none"> 反貪污 商業道德 營運合規 避免童工和強制勞工 工作場所健康及安全 能源及資源保護 	<ul style="list-style-type: none"> 遵守適用法例及法規 合規報告 使用潔淨能源

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Stakeholders 持份者	Concerned Topics 關注議題	Engagement Channels 溝通渠道
Customers 客戶	<ul style="list-style-type: none"> Information security and privacy Customer satisfaction Health and safety of products Quality of products and services 信息安全及隱私 客戶滿意度 產品健康與安全 產品及服務質素 	<ul style="list-style-type: none"> Company website Feedback from frontline employees 本公司網站 前線僱員反饋意見
Community 社區	<ul style="list-style-type: none"> Community involvement Environmental compliance 社區參與 環境合規 	<ul style="list-style-type: none"> Support charity organisations 支持慈善團體

MATERIALITY ASSESSMENT

ESG issues that have significant impacts on the Group and stakeholders are identified through materiality assessment. The process of materiality assessment consists of four steps, including identification, prioritisation, validation and review.

Identification

Based on the HKEX ESG Reporting Guide, we assessed a broad list of ESG topics. In 2024, a total of 20 potential material topics were identified and included in the assessment, covering different aspects.

重要性評估

本集團透過重要性評估識別對其及持份者有重大影響的環境、社會及管治問題。重要性評估的流程包括四個步驟，分別為識別、優先次序、驗證及審閱。

識別

我們已基於香港交易所環境、社會及管治報告指引評估多項環境、社會及管治議題。於二零二四年，評估合共識別及包含20項可能屬重大的議題，內容涵蓋多個方面。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Prioritisation

The Board of the Group was administered a questionnaire to determine the importance of different ESG-related issues to the Group. All material ESG topics were ranked into three levels, which are shown below.

優先次序

本集團董事會接受問卷調查，以釐定不同環境、社會及管治相關問題對本集團的重要性。所有重大的環境、社會及管治議題分為以下三級。

Level I 第一級	Level II 第二級	Level III 第三級
Emissions management 排放管理	Talent management 人才管理	Energy and resources management 能源及資源管理
Greenhouse gas emissions 溫室氣體排放	Occupational health and safety 職業健康與安全	Supply chain management 供應鏈管理
Environmental compliance 環境合規	Training and development 培訓與發展	Health and safety of products 產品健康與安全
Climate change 氣候變化	Compensation, right and interests 薪酬福利及權益	Quality of products and services 產品及服務質素
Economic performance 經濟變化	Prevention of child labour and forced labour 避免童工及強制勞工	Customer satisfaction 客戶滿意度
Community involvement 社區參與		Information security and privacy 信息安全及隱私
		Business ethics 商業道德
		Anti-corruption 反貪污
		Operational compliance 營運合規

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Validation and Review

The result of the materiality assessment has been validated and approved by the Board of the Group. We regularly review the list of material topics and identify gaps for improvement.

OUR PEOPLE

The Group strives to create an inclusive work environment that nurtures a desirable work culture among its employees. We are an equal opportunity employer, providing employees with the support and encouragement they need to grow and prosper within our organisation. We recognise and reward efforts to increase employees' engagement and productivity.

Employment

Employees Composition

As at 31 December 2024, we employed 153 full-time and 97 part-time employees in Hong Kong. The male to female ratio in full-time staff was 65:88, with the number of females being slightly higher than that of males.

驗證及審閱

重要性評估的結果已獲本集團董事會驗證及批准。我們將定期審閱重大議題列表，識別改進空間。

我們的人員

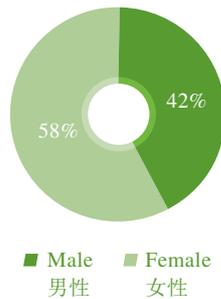
本集團致力於打造包容性的工作環境，在員工中培養理想的工作文化。我們是平等機會僱主，為僱員提供所需的支持及鼓勵，讓他們在組織中成長成才。我們認可員工所付出的努力並作出獎勵，以提高員工積極性及創造力。

僱傭

僱員組成

於二零二四年十二月三十一日，我們於香港共有153名全職僱員及97名兼職僱員。全職僱員之中，男性及女性僱員比例為65:88，女性僱員人數略高於男性僱員人數。

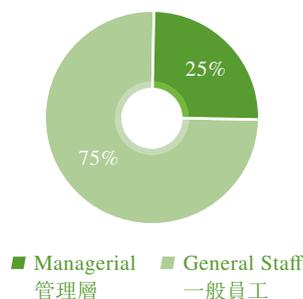
Employee Profile by Gender
按性別之員工分析



Employee Profile by Age
按年齡之員工分析



Employee Profile by Position
按職位之員工分析



Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)

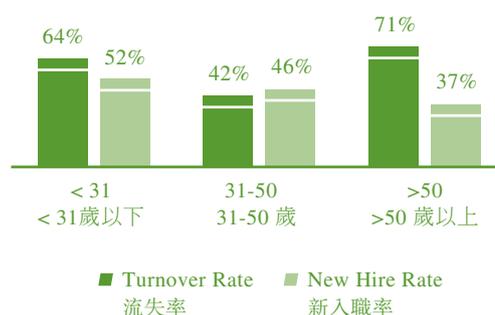
The majority of our employees are aged between 31 and 50, accounting for 59% of the entire workforce. All of the employees are located in Hong Kong. In terms of employee function, managerial staff and general employees account for 25% and 75% of the total, respectively. The Group's employee turnover rate and new hire rate were 53% and 44% in FY2024. The charts below show the distribution of turnover rate and new hire rate by gender and age.

大部分僱員年齡介乎31歲至50歲，佔全體員工人數的59%。所有僱員位於香港。在僱員職能方面，管理職員及普通員工分別佔員工總數的25%及75%。於二零二四財年，本集團的僱員流失率及新入職率分別為53%及44%。下表列出按地區、性別及年齡劃分之流失率及新入職率。

Turnover & New Hire Rates by Gender
按性別之流失率及新入職率



Turnover & New Hire Rates by Age
按年齡之流失率及新入職率



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Employees' Rights and Welfare

We believe that employees are the most valuable assets of the Company. We ensure individuals from different groups integrate and feel equally involved, safe, and supported in all areas of the workplace. We are committed to supporting all our employees to thrive and develop their long-term careers at the Group. Therefore, we offer competitive remuneration and benefits packages in addition to statutory welfare, including allowances, insurance, and discounts to suit different needs of individual employees.

僱員的權利及福利

我們深信僱員是本公司最寶貴的資產。我們確保不同組別僱員的完整性，且他們在工作環境的所有方面均感到平等對待、安全及獲得支持。我們致力於協助所有員工在本集團茁壯成長並發展自己的事業。因此，我們除了提供法定福利外，亦提供具競爭力的薪酬及福利待遇，包括津貼、保險及折扣，以滿足員工的不同需求。

Benefit type 福利類型	Benefit 福利	Criteria of entitlement 適用準則
Allowances 津貼	Overtime meal allowance 加班膳食津貼	For all office staffs, if they work beyond the designated time 所有工作超過規定時間的辦公室員工
Allowances 津貼	Ordinary meal allowance 普通膳食津貼	For staffs involved in frontline food and beverage operations 食品及飲料業務的前線員工
Insurance 保險	Medical insurance 醫療保險	For staffs who have completed probationary period 完成試用期的員工
Insurance 保險	Occupational Injury insurance, Mandatory Provident Fund retirement benefits scheme 工傷險、強制性公積金退休福利計劃	For all staffs in accordance with legal requirements 根據法律要求，所有員工
Paid leaves 有薪休假	Annual leaves, maternity leaves, marriage leaves, paternity leaves 年假、產假、婚假、侍产假	For all staffs in accordance with legal requirements 根據法律要求，所有員工
Staff discounts 員工折扣	Shopping discounts at the Group's restaurants 於本集團餐廳的購物折扣	For staffs who have completed probationary period 完成試用期的員工

Regular benefit packages 常規福利待遇

All employees receive a handbook that clearly and comprehensively stipulates policies regarding recruitment, promotion, compensation, working hours, rest periods, dismissal, benefits, equal opportunity, diversity, anti-discrimination, and welfare measures in accordance with relevant laws and regulations.

根據相關法律法規，所有僱員均獲得一份員工手冊，當中明確、全面地規定了有關招聘、晉升、薪酬、工作時數、假期、解僱、待遇、平等機會、多元化、反歧視及福利措施的政策。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Diversity and Equal Opportunities

We recruit and select employees on the basis of merit, such as their skills, experience or ability to perform the job, regardless of age, race, gender, religion, family status or disability. We provide employees with equal opportunities to be considered for training and development based on their strengths and needs, and promote employees fairly based on their contribution and performance.

Dismissal and Annual Leave

Employees with deficient performance are given a verbal warning and a written warning to improve before notice of termination of employment. Termination of work takes place after the notice period stipulated in the contract. Alternately the employee is paid salary for the notice period before dismissal. The duration of annual leave is based on an employee's experience level, which ranges from 7 to 23 days.

Employee Activities

The Group arranged various activities to bring employees closer to the Company throughout the year, including festival gatherings and birthday parties. During the Mid-Autumn Festival of 2024, moon cake gift boxes were given to employees. The Company organised dinners during the festive seasons, which enabled the Company's management team and employees to celebrate different festivals together and to immerse themselves in a happy atmosphere. Birthday parties were held to enhance the relationships among employees and promote an engaging corporate culture. In addition, we provide our employees with all kinds of snacks and drinks to enjoy during their rest time.

多元化及平等機會

我們在招募與甄選員工時唯才是用，注重業務技能、經驗或能力，不論年齡、種族、性別、宗教、家庭狀況或殘疾，一律公平對待。我們為員工提供均等的培訓及發展機會，各取所需，各盡其才；並根據其貢獻及表現公平釐定升職機會。

解僱及年假

我們會對表現欠佳的僱員發出口頭及書面警告，給其改進機會，最後方會發出終止僱傭通知。僱員會於合約規定的通知期屆滿後離職。在解僱前的通知期內，我們仍會向僱員支付薪酬。年假按僱員的工作年份介乎7至23日。

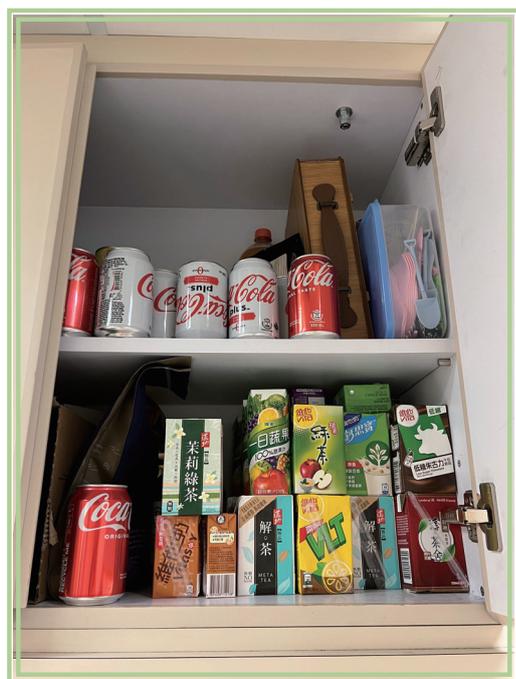
僱員活動

年內，本集團安排了各種活動以拉近員工與公司的距離，包括節日聚會及生日慶祝會。於二零二四年中秋節，我們向僱員派發月餅禮盒。每逢節日來臨，本公司皆會舉辦晚宴，讓公司管理層與僱員歡聚一堂，共慶不同佳節。舉辦生日慶祝會，旨在增進員工關係，打造活躍的企業文化。此外，我們提供各式零食及飲品，以供僱員在休息時間享用。

Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)



Birthday party
生日慶祝會



Free snacks and drinks
免費零食及飲品

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Prevention of Child and Forced Labour

We value the rights of our workers. The Group is cautious about avoiding any prohibited labour practices, such as use of child or forced labour. We assure compliance with applicable laws in our commercial operations by setting up an employee identity verification system to eliminate the risk of child abuse or forced labour. During the recruitment process, the Human Resources Department thoroughly examines the candidates' identification cards and other pertinent information to ensure that they are in accordance with employment regulations. In case of any instance of child employment, the contract will be terminated immediately and a rigorous investigation is launched.

During the year, the Group was not aware of any non-compliance with relevant laws and regulations¹ that had a significant impact on the Group relating to employment and labour standards. Nor did we identify any incidents relating to the use of child or forced labour.

Health and Safety

Providing a safe work environment has been our top priority to ensure smooth business operations. The Group is committed to keeping the workplace safe from any kind of hazards and work-related accidents by complying with relevant labour and employment laws and guidelines. We encourage employees to raise any recommendations, suggestions and concerns on occupational health and safety or any issues they are experiencing. In the meantime, we communicate with contractors and suppliers to impose appropriate health and safety measures for their employees. We have established health policies to improve workplace safety. For instance, smoking is not allowed in the workplace and alcohol or drug abuse is strictly prohibited.

We identify and eliminate potential risks by stipulating various safety guidelines for our frontline staff involved in our food and restaurant business. These guidelines stipulate measures for frontline staff to follow and ensure safe operation of various equipment and apparatus in kitchens and prevent potential dangers and hazards. The following table summarizes some of the safety procedures.

防止童工及強制勞工

我們重視員工權利。本集團慎防任何受禁勞工行為發生，例如招募童工或強制勞工。我們通過設立僱員身份驗證系統消除虐兒或強制勞工風險，確保我們的商業營運遵守適用法律。人力資源部在招聘過程中會徹底審查應聘者的身份證及其他相關資料，以確保其符合僱傭規例。如出現任何僱用童工情況，我們會立即終止合約並開展嚴格調查。

年內，本集團並不知悉有關僱傭及勞工準則而對本集團有重大影響之任何違法違規情況¹。我們亦無發現任何有關使用童工或強制勞工的情況。

健康與安全

提供安全的工作環境一直是我們確保業務經營順利開展的重中之重。本集團致力於根據相關勞工及僱傭法例及指引保持工作場所安全，避免出現任何種類的危害及工作相關事故。我們鼓勵員工就職業健康與安全或其正在面臨的問題提出任何建議、意見及關注點。與此同時，我們與承包商及供應商溝通，為其僱員實施適當的健康及安全措施。我們已制定健康政策以提高工作場所的安全，如禁止在工作場所吸煙並嚴禁酗酒或吸毒。

我們通過為參與食品及餐廳業務的前線員工制定各種安全指引，識別及消除潛在風險。有關指引列出前線員工應遵循的措施，確保廚房內各種設備和器具的安全操作，並防止潛在的危險及危害。下表概述部分安全程序。

¹ Please refer to the section headed "Laws and Regulations" for employment and labour standards-related laws and regulations.

¹ 關於僱傭及勞工準則相關法律及法規，請參閱「法律及法規」一節。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Use of equipment 設備使用	Safety measures 安全措施
<p>Meat slicing machine</p> <p>切肉機</p>	<ul style="list-style-type: none"> • Ensure electric power is cut off when cleaning the machine • Remove any obstacles near the machine before operation • Adjust thickness of slicing carefully and ensure the cutting stand is fixed in position before cutting • Keep any objects, human body parts or clothes away from the cutting area • Only authorised personnel who have received official training are allowed to operate machines • 確保清潔機器時切斷電源 • 操作前清除機器附近的障礙物 • 仔細調整切片的厚度，並確保切割架固定在適當的位置後再進行切割 • 保持物體、人體部位或衣服遠離切割區域 • 只有經過正式培訓的授權人員方可操作機器
<p>Knife</p> <p>刀具</p>	<ul style="list-style-type: none"> • Always wear a kitchen gown and cut resistant gloves when using a knife • Pay undivided attention when using a knife, stay focused and never play with it • Use knives for cutting food only, not other purposes including opening canned bottles or cutting ropes • Cut on firm and stable chopping boards and tables to prevent accidents • 使用刀具時務必穿著廚房工作服及防割手套 • 使用刀具時要全神貫注，保持專注，切勿玩弄刀具 • 刀具只可用於切割食物，不得用於其他用途(包括打開罐頭瓶或切割繩索) • 在牢固的砧板及桌面上切割，以防止發生危險

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Safety Training

With an aim to handle all kinds of potential emergency circumstances in a proper and safe manner, the Group has established comprehensive guidelines for frontline employees, covering both natural disasters and crimes, besides fire, earthquake, robbery, and power shortage. For example, when a fire occurs, employees should keep calm and inform the administration department immediately. Under safe and feasible conditions, employees should also cut off all power, remove any flammable or explosive objects, initiate evacuation and try to put off the flame with fire extinguishers.

During the year, the Group was not aware of any non-compliance with relevant laws and regulations² that had a significant impact on the Group relating to occupational health and safety. During the year, there were no work-related fatalities. We had 72 lost days due to work injury in FY2024. Please refer to the section headed “Performance Data Summary” for number and rate of work-related fatalities that occurred in each of the past three years including the reporting year and lost days due to work injury.

安全培訓

本集團已為前線僱員制定涵蓋自然災害及犯罪應急(包括火災、地震、搶劫及電力短缺等)的全面指引，以恰當及安全地應對所有各種潛在危機情況。例如，發生火災時，僱員應保持鎮靜，立即通知行政部門。在安全可行的條件下，僱員還應切斷所有電源，移開易燃或易爆物品，疏散並嘗試用滅火器滅火。

年內，本集團並不知悉任何違反涉及職業健康與安全的相關法律法規²而對本集團造成重大影響的情況。年內，無發生因工死亡事故。於二零二四財年，我們曾因工傷事故損失72日。有關過去三年(包括報告年度)各年的因工死亡人數及比率，以及因工傷事故損失日數，請參閱「表現數據摘要」一節。

² Please refer to the section headed “Laws and Regulations” for Health and Safety-related laws and regulations.

² 關於健康與安全的相關法律及法規，請參閱「法律及法規」一節。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Training and Development

The Group provides training and development opportunities to its employees to ensure they fully understand how their roles fit into the Company's goals. The Group has actively invested in human capital required to sustain business growth, providing exceptional possibilities to all workers. External training programs are sourced to help workers master the expertise as well as skills needed for their positions. Our talented employees are motivated to expand with the Group thanks to a well-established promotion mechanism and career development path. Please refer to the section headed "Performance Data Summary" for the percentage of employees trained by gender and employee category and the average training hours completed per employee by gender and employee category.

培訓及發展

本集團向員工提供培訓及發展機會，確保他們完全理解如何將自身角色融入本公司的發展目標。本集團重視積極投入維持業務增長所需的人力資本，為所有員工創造卓越的發展機遇。我們還引入外部培訓計劃，幫助員工提升專業知識及他們職位所需的技能。我們為優秀員工提供成熟的激勵機制及職業生涯發展途徑，激勵他們與本集團共同成長。請參閱「表現數據摘要」一節，了解按性別及僱員類別劃分的受訓僱員百分比，以及按性別及僱員類別劃分的人均完成的受訓時數。

Percentage of trained staff to all staff	7.2%	受訓僱員佔全體員工百分比	7.2%
Total training hours of staff	114.8	全體員工總受訓時長	114.8

Training and Development 培訓及發展	Communication and Feedback 交流及反饋	Resources and Courses 資源及課程
<i>Mandatory participation in certain courses which have significant impacts or cover major regulatory updates for relevant employees</i>	<i>Encourage employees to proactively raise their training recommendations or training courses that they consider necessary</i>	<i>Provide resources of training and courses to employees, including directors, senior management, and frontline staffs to enable them to fulfil their job duties</i>
對於會產生重大影響或涉及相關員工重要管理規定的若干課程，要求強制參與	鼓勵員工積極提出培訓建議或推薦他們認為有必要的培訓課程	向員工(包括董事、高級管理層及前線員工)提供培訓資源及課程，幫助他們完成工作職責

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

ENVIRONMENTAL PROTECTION

Environmental Management

Principally engaged in food and beverage business, the Group is aware of the environmental impacts of generation of waste and resource consumption by its operating activities. To minimise the environmental impacts, we strive to continuously improve resource usage efficiency, waste reduction and carbon emissions reduction in our daily operations.

The Group's other businesses have limited environmental impacts due to the office-based nature. Nevertheless, we adopt green office initiatives to achieve green and low-carbon operations. Energy efficiency measures are adopted, and we strive to achieve paperless operations.

To ensure continuous improvement in our environmental performance, we have established environmental targets on Greenhouse Gas ("GHG") emissions, energy efficiency, waste and water use. To ensure the effectiveness of these targets, they are reviewed annually and updated when necessary. The Group's environmental targets are listed in the table below:

Aspects 項目	Targets 目標	Base year 基準年份	Progress in 2024 二零二四年的進度
GHG Emissions 溫室氣體排放	Reduce 1% by 2026 二零二六年之前減少1%	2021 二零二一年	Increased by 10.2% 增加10.2%
Electricity 電能	10% usage of LED lights by 2026 二零二六年之前LED燈普及率達到10%	N/A 不適用	2% usage of LED lights 2%的LED燈普及率
Waste 廢棄物	Reduce 1% by 2026 二零二六年之前減少1%	2021 二零二一年	Decreased by 11.3% 減少11.3%
Water 水	Reduce 1% by 2026 二零二六年之前減少1%	2021 二零二一年	Decreased by 21.7% 減少21.7%

During the year, the Group was not aware of any non-compliance with relevant laws and regulations³ that had a significant impact on the Group relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.

³ Please refer to the section headed "Laws and Regulations" for emissions-related laws and regulations.

環境保護

環境管理

食品及飲料業務為本集團的主要業務，本集團關注自身經營活動產生的廢棄物及消耗的資源對環境造成的影響。為將環境影響降至最低，我們致力於持續改善資源利用效率，在日常經營中減少廢棄物及碳排放。

本集團的其他業務主要為辦公室性質，故對環境影響不大。儘管如此，我們仍推行綠色辦公理念，實現綠色低碳運營。我們實施節能措施，並努力推行無紙化辦公。

為確保我們的環保工作持續改進，我們對溫室氣體(「溫室氣體」)排放、節能、廢棄物及用水等方面制定了環保目標。同時，為保證這些目標的有效性，我們每年進行檢討，並在需要時作出更新。本集團的環保目標列於下表：

年內，本集團並不知悉任何違反有關廢氣及溫室氣體排放、向水及土地排污，及產生有害及無害廢棄物的法律及規例³而對本集團造成重大影響的情況。

³ 關於排放物的相關法律及法規，請參閱「法律及法規」一節。

Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)

Resources Consumption

資源消耗

Energy Consumption

能源消耗

Electricity and towngas are the major sources of energy we use. In 2024, the Group's energy consumption was 1,907,571 kWh of electricity and 657,888 MJ of Towngas, all consumed mainly by restaurants in Hong Kong. The energy consumed was constant when compared with last year.

電力及煤氣是我們使用的主要能源。於二零二四年，本集團的能源消耗量為1,907,571千瓦時電力及657,888兆焦耳煤氣，主要由香港的餐廳消耗。能源消耗與去年相若。

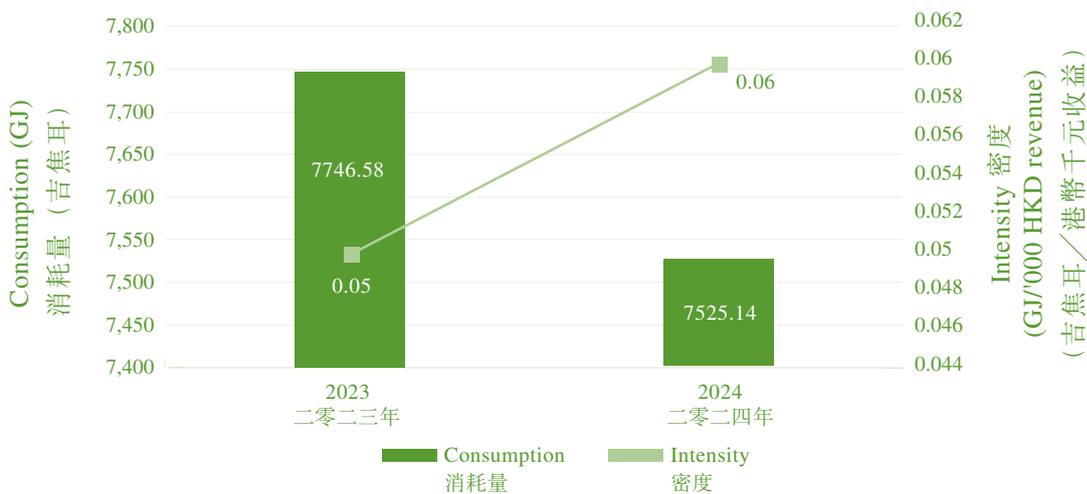
Energy Consumption (GJ)
能源消耗量 (吉焦耳)



The total energy consumption amounted to 7,525.14 GJ, mainly attributed to the food and beverage business. The total consumption intensity was approximately 0.06 GJ per thousand Hong Kong Dollars revenue.

能源總耗量為7,525.14吉焦耳，主要用於食品及飲料業務。總消耗密度約為每港幣千元收益0.06吉焦耳。

Energy Consumption and Intensity
能源消耗量及密度



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

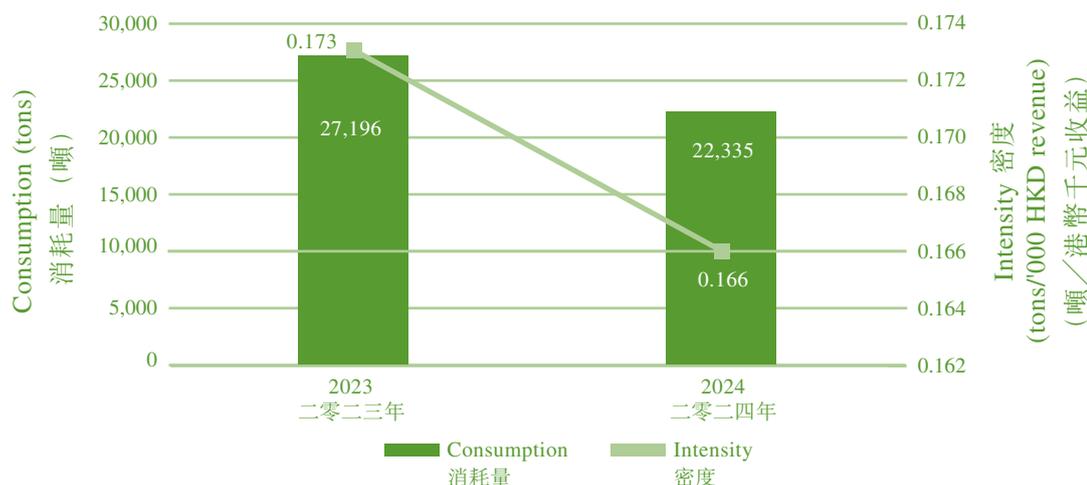
Water

The total water consumption of the Group in 2024 was 22,335 tons, all of which was consumed by existing restaurants, i.e. food and beverage business. The intensity was 0.166 tons per thousand Hong Kong Dollars revenue. During the year, the Company did not have any issues in sourcing water that was fit for the purpose.

用水

本集團於二零二四年的用水總量為22,335噸，全部由有餐廳消耗，即食品及飲料業務。密度約為每港幣千元收益0.166噸。年內，本公司於求取適用水源方面並無任何問題。

Water Consumption and Intensity
水消耗量及密度



Packaging Materials

A total of 5,042.90 kg (2023: 4,034.5kg) of packaging materials were used in our operations in Hong Kong restaurants.

包裝材料

我們在香港餐廳的業務經營共使用包裝材料5,042.90千克(二零二三年：4,034.5千克)。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Emissions

排放物

Waste

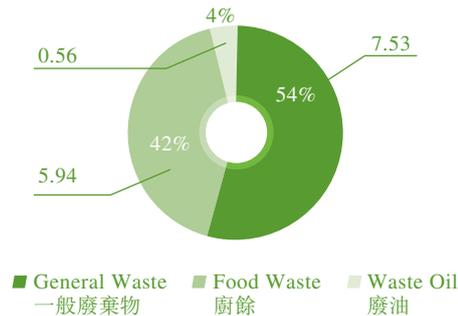
廢棄物

The Group's operations do not generate any hazardous waste. During the year, the Group generated a total of approximately 14.03 tons of nonhazardous waste, including 7.53 tons of general waste, 5.94 tons of food waste and 0.56 tons of waste oil. Of these, approximately 55.4% (0.31 tons) of waste oil were collected by registered waste cooking oil collectors. The total non-hazardous waste intensity was approximately 0.00010 tons per thousand Hong Kong Dollars revenue. Please refer to the section headed "Performance Data Summary" for the types of emissions and the corresponding emissions data.

本集團之業務並無產生任何有害廢棄物。年內，本集團共產生約14.03噸無害廢棄物，包括7.53噸一般廢棄物、5.94噸廚餘及0.56噸廢油。其中，約55.4% (0.31噸)廢油已由持牌廢棄食用油回收商回收。無害廢棄物之總密度約為0.00010噸／每港幣千元收益。有關排放物種類及各自排放數據，請參閱「表現數據摘要」一節。

Non-hazardous Waste Produced (tonnes)

產生無害廢棄物 (噸)



Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

The consumption of town gas resulted in emissions of approximately 0.01 kg sulphur oxides (“SOx”) and 2.63 kg nitrogen oxides (“NOx”).

煤氣消耗排放了約0.01千克硫氧化物(「SOx」)及2.63千克氮氧化物(「NOx」)。

Air Emission (kg)
氣體排放量 (千克)



Environment and Natural Resources Conservation

The Group’s food and beverage business consumes a wide range of natural resources, including electricity, fuel, water and packaging materials. We implement green office practices and promote an environment-friendly culture in our daily operations, and adopt multiple energy saving measures at our restaurants.

環境及自然資源保護

本集團的食品及飲料業務涉及多種資源的使用，包括電力、能源、水及包裝材料。我們於日常營運推行實踐綠色辦公室，提倡環保文化，並在旗下餐廳採取一系列節能措施。

Energy 能源	Water 水	Paper 紙張
<ul style="list-style-type: none"> Monitor consumption of cooking oil in restaurants 監察餐廳的食油消耗量 Turn off lights when not in office 不在辦公室時，關掉電燈 Use electrical appliances with Grade I energy label 使用一級能源標籤電器 Install air purifiers and maintain room temperature at 25.5 °C 安裝空氣淨化器，將室溫保持在攝氏25.5度 Install LED lights in offices and restaurants 辦公室及餐廳安裝LED燈 	<ul style="list-style-type: none"> Install motion sensing induction faucets 安裝感應式水龍頭 Turn off water faucets when not in use 不使用時，關閉水龍頭 	<ul style="list-style-type: none"> Print on double sides 雙面打印 Recycle ink cartridges and consumed papers 回收墨盒及用過的紙張 Paperless meetings 無紙化會議 Circulate meeting materials through iPad to achieve paperless working 通過iPad分發傳送會議材料，以實現無紙化辦公

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Climate Change

The Group is aware of the impacts its operations have on the natural environment and climate. In view of the increasing attention to climate change, the Group has established a Climate Change Policy for guiding the Group in combating climate change. Adaption and mitigation measures are listed in the policy, which are applied to all business activities. Measures listed in the policy are presented in the graph below:

氣候變化

本集團關注其業務對自然環境及氣候的影響。鑒於社會對氣候變化的關注度越來越高，本集團已制定氣候變化政策，以指導本集團應對氣候變化。該政策列明了若干適應及減輕措施，適用於所有業務活動。該政策提出的措施列於下圖：

Mitigation 減輕	Adaptation 適應
<ul style="list-style-type: none"> Establishing carbon reduction targets and implementing carbon reduction measures 制定減碳指標並實施減碳措施 Adopting energy efficiency practices, such as the use of LED lights 執行節能實務，例如使用LED燈 Exploring opportunities for the use of renewable energy 發掘可再生能源的應用機會 Educating its employees to minimise carbon emissions 教育員工減少碳排放 	<ul style="list-style-type: none"> Identifying and assessing climate-related risks and opportunities 識別及評估氣候相關風險及機會 Incorporating climate-related risks into the Group's risk management system 將氣候相關風險納入本集團的風險管理系統 Minimising climate-related impacts and exploring opportunities 降低氣候相關影響並發掘機會

Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)

The Group's operations generate GHG emissions indirectly also, from purchased electricity and the use of gas bought from Towngas for restaurants in Hong Kong.

In 2024, total GHG emissions amounted to 1,244.93 tons of carbon dioxide equivalent (“tCO₂e”), of which, direct emissions (Scope I) and indirect emissions (Scope II) were 34.94 tCO₂e and 1,209.99 tCO₂e respectively. The Scope I emissions decreased by 32% compared with last year. Emission intensity was computed as 0.0093 tCO₂e per thousand Hong Kong Dollars revenue. To reduce Scope 2 emissions from purchased electricity consumption which accounts for 97% of the total GHG emissions, we continue to adopt energy saving and energy efficiency measures. For more details, please refer to the section headed “Environment and Natural Resources Conservation”.

本集團的業務因購買電力及使用向煤氣公司購買的氣體供香港的餐廳使用而間接產生溫室氣體。

於二零二四年，溫室氣體總排放量為1,244.93噸二氧化碳當量(「噸二氧化碳當量」)，其中直接排放(範圍一)及間接排放(範圍二)分別為34.94噸二氧化碳當量及1,209.99噸二氧化碳當量。與去年比較，範圍一排放下跌32%。排放密度經計算為每港幣千元收益0.0093噸二氧化碳當量。為減少因消耗所購買電力而產生的範圍二排放量(佔溫室氣體總排放量的97%)，我們繼續採取節能及能效提升措施。詳情請參閱「環境及自然資源保護」一節。

		2024 二零二四年	2023 二零二三年
Scope 1 (Unit: tCO ₂ e)	範圍一(單位：噸二氧化碳當量)	34.94	51.36
Scope 2 (Unit: tCO ₂ e)	範圍二(單位：噸二氧化碳當量)	1,209.99	1,198.49
Intensity (per thousand Hong Kong Dollars revenue)	密度(每港幣千元收益)	0.0093	0.0080

We are committed to reducing our GHG emissions by 1% before 2026 with a 2021 baseline. To minimise GHG emissions from energy use, we are committed to achieving a 10% usage of LED lights, and implementing various energy saving measures. Guidelines for actions to be taken during emergency situations under extreme weather conditions are clearly listed in the Staff Handbook.

我們承諾在二零二六年之前實現溫室氣體排放量對比二零二一年的基準線減少1%。為降低能源消耗方面的溫室氣體排放量，我們承諾將LED燈普及率提高到10%，同時實施多項節能措施。極端天氣條件下的應急措施指引亦已在僱員手冊中清楚列明。

The Group has been identifying, evaluating and addressing its exposures to environmental risks on a continuous basis. By breaking down the impacts of the Group's businesses, we believe that GHG emissions from the purchased electricity remain to be its top priority environmental concerns.

本集團持續識別、評估及應對環境風險。透過分析本集團業務的影響，我們認為購買電力所產生的溫室氣體排放仍是其最優先考慮的環境問題。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

OPERATING PRACTICES

營運實務

Supply Chain Management

供應鏈管理

Suppliers and contractors are evaluated and selected based on their ability to demonstrate sustainable practices, such as product quality and adherence to environmental and safety standards. Suppliers who are ISO 9001, ISO 14001, and OHSAS 18001 certified get priority. During the year, the Group had 123 suppliers, all of which were in Hong Kong.

我們根據供應商或承包商的可持續發展能力(包括產品質量以及遵守環境和安全標準的情況)進行評估及選擇。我們首先考慮通過ISO 9001、ISO 14001及OHSAS 18001認證的供應商。年內，本集團有合共123名供應商，全部位於香港。

Supplier investigation and assessment are overseen by the Procurement Department and Supplier Investigating Team. Those who fail to meet our stringent requirements are rejected and removed from our list of suppliers, as indicated below.

供應商調查及評估由採購部及供應商調查小組監督。不符合我們嚴格要求的供應商會被拒絕並從供應商名單中刪除，如下所示。

Background check 背景調查	Investigation 調查	Evaluation 評估
<ul style="list-style-type: none"> All suppliers will be initially screened based on their background information. 根據背景資料初步對所有供應商進行篩選。 	<ul style="list-style-type: none"> They are then chosen further if they meet several criteria, including material and product quality, as well as equipment reliability. 倘滿足材料及產品質量以及設備可靠性等若干標準，則其後將對其作進一步挑選。 We may request samples to confirm the quality of our purchases if necessary. 我們可能會要求提供樣品以確認我們購買的質量(倘必要)。 	<ul style="list-style-type: none"> An annual evaluation is carried out to evaluate the performance of the providers. 每年進行一次評估以評估供應商的表現。 Those who do not meet our high conditions are disqualified and removed from our supplier list. 不符合我們高條件者被取消資格並從供應商名單中刪除。

We strive to identify and evaluate risks of the supply chain. To mitigate the environmental and social risk of the supply chain, suppliers willing to participate in environmental protection activities and community activities are considered first. We search the news media to verify their ESG-related activities.

我們致力於識別及評估供應鏈的風險。為應對供應鏈的環境和社會風險，首先考慮願意參與環保活動及社區活動的供應商。我們搜索新聞媒體，以核實其環境、社會及管治的相關活動。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Intellectual Property Rights

During the year, the Group complied with all laws and regulations regarding intellectual property (“IP”) rights including but not limited to the Trade Marks Ordinance, Chapter 559 of the Laws of Hong Kong, Patents Ordinance, Chapter 514 of the Laws of Hong Kong and Copyright Ordinance, Chapter 528 of the Laws of Hong Kong. It reminds employees to respect IP rights of third parties. Proper authorization shall be obtained before using any IP.

Product Responsibility

The Group recognises and values the high level of confidence its customers have in its brand. As a result, we prioritise client satisfaction and strive for perfection in all aspects of our business. We provide high-quality products and services to ensure that our clients have the most satisfying experience when they visit one of our restaurants. During the year, we received 36 complaints, which is 31 more than last year’s record, with 21 and 15 complaints relating to restaurant products and services, respectively. The Group has not encountered product recalls due to health and safety reasons.

Food and Beverage Operation

We aspire to maintain the highest standard in dining services as a food and beverage-focused company. In our restaurants, a set of detailed operating procedures and a defined labour division are closely adhered to. A manager is responsible for overseeing the overall operations of restaurant branches and discharging duties such as conducting regular or non-regular branch inspections, examining financial statements, and awarding and penalising employees based on performance, using a top-down approach to restaurant management.

We expect every employee, from frontline service providers to restaurant managers, to take responsibility for maintaining a smooth and responsible operation through teamwork. We are taking extra precautions to ensure that environmental hygiene and food safety are maintained, ensuring that our customers have a clean, pleasant, and comfortable dining experience.

知識產權

於年內，本集團遵守有關知識產權（「知識產權」）的所有法律法規，包括但不限於香港法例第559章商標條例、香港法例第514章專利權條例及香港法例第528章版權條例。其提醒僱員尊重第三方的知識產權。使用任何知識產權前應獲得適當授權。

產品責任

本集團認識到並重視客戶對其品牌所擁有的高度信心。因此，我們優先考慮客戶滿意度並在我們業務的各方面力求完美。我們提供高品質的產品和服務，以確保客戶於參觀我們餐廳時擁有最滿意的體驗。年內，我們接獲36宗投訴，較去年記錄增加31宗，分別有21宗和15宗投訴與餐廳產品和服務有關。本集團未遇到產品出於健康和原因召回。

食品及飲料業務

作為一家專注於食品及飲料的企業，我們力求保持餐飲服務的最高標準。我們的餐廳嚴格遵守一套詳盡的操作流程及明確的分工。經理負責監督餐廳分店的整體運營，並履行各項職責，例如定期或不定期檢查分店、檢查財務報表以及根據業績對僱員實施獎懲，採用自上而下的方式管理餐廳。

由前線服務人員到餐廳經理，我們期望每一位僱員負起責任，齊心協力，保持順利及負責任經營。我們現在採取額外的預防措施，以確保維持環境衛生及食品安全，確保為顧客帶來乾淨、愉快及舒適的用餐體驗。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Opening of restaurant

餐廳開始營業

- Check the quality and use-by dates of food
- 檢查食物質素及保質期
- Prepare all ingredients and packaging materials
- 準備所有食材及包裝材料
- Conduct thorough cleaning to ensure hygiene
- 徹底清潔，確保衛生

Restaurant operation

餐廳運作

- Report any defects in raw ingredients and the reasons to management
- 向管理層報告原材料中的任何缺陷及原因
- Separate raw and cooked food properly
- 適當分開生熟食物
- Maintain high alertness and a safety record of the restaurants
- 保持高度警覺及保存餐廳安全記錄

Restaurant closure

餐廳結束營業

- Perform stock-taking and examine the expiry dates and stock of raw ingredients to safeguard service quality
- 進行盤點並檢查原材料的有效期和庫存，以確保服務質量
- Save unused materials properly to avoid contamination
- 妥善保存未使用的材料，避免污染
- Disinfect every part of the restaurant
- 對餐廳的每個角落進行消毒
- Check that all equipment function properly for the next day of business
- 檢查所有設備是否正常運作，以備翌日餐廳營業

Stock Management

The quality of raw materials and other food items used is critical in exquisite cuisine. Therefore, it's critical to handle stock properly. The methods for receiving and inspecting stock are outlined in our stock management policy, in order to ensure the quality of raw materials and other ingredients. Only products that satisfy our criteria are accepted, and those that do not are rejected. Reasons for rejection are required to be explained to inform supervisors as soon as possible.

庫存管理

使用的原材料和其他食品的质量对精緻的美食至关重要。因此，妥善處理庫存至關重要。我們的庫存管理政策列出接收和檢查庫存的方法，以確保原材料的質量和其他成分。僅接受符合我們標準的產品，拒絕不符合者。拒絕理由需要予以說明，並儘快通知上級。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

To avoid disruption of routine operations, a thorough inspection and examination of purchased raw materials are required. Employees are expected to double-check the number and type of products purchased against the purchase records. They should also be aware of each item's packing requirements and storage terms. Regular stock-taking, on the other hand, is carried out to ensure sufficient supply of materials.

Pleasant Customer Experience

Our dedication to accomplishing the objectives of “101 % customer satisfaction” implies constant improvement of the customer experience. Throughout the eating experience, we are committed to meeting their needs wherever possible. We educate our employees that customer service is more than just putting a smile on their faces; it's about striving for excellence in every part of the experience, from maintaining a pleasant environment to serving meals on time and accurately so that customers feel well taken care of. Self-assessments, including non-regular checks, are undertaken at restaurants and in the Operations Department to truly understand our performance.

We make every effort to meet our customers' needs. We take their concerns and opinions seriously in the event of a disagreement. To settle and resolve complaints, a customer-centric strategy is used, as shown below.

為避免中斷日常操作，需要對採購的原材料進行徹底的檢查及檢驗。僱員應根據採購記錄檢查採購產品的數目及類型。彼等並應了解每件物品的包裝要求及儲存期限。另一方面，定期進行盤點，確保材料供應充足。

愉快的客戶體驗

我們致力於實現「101%顧客滿意度」的目標，意味著持續提升顧客體驗。我們致力於盡可能滿足顧客在整個用餐體驗中的需求。我們教育僱員，客戶服務不單單是露出笑容，而要在用餐的每個環節努力做到最好，從保持良好的環境，到及時準確地送上餐點，讓顧客感到自己得到充分照顧。我們在餐廳及營運部門進行自我評估，包括不定期的檢查，以真正了解我們的表現。

我們盡力滿足客戶的需求。萬一客戶感到不滿，我們認真對待其關注及意見。為解決投訴，我們採用以客為本的策略，如下所示。

1. Listen 聆聽	2. Apologise 道歉	3. Rectification 糾正	4. Gratefulness 感謝
<ul style="list-style-type: none">Try to understand customers from their perspective 嘗試從客戶的角度了解客戶Do not interrupt when customers are expressing their concerns 當客戶表達自己的關注時，不打斷客戶	<ul style="list-style-type: none">Do not judge right or wrong 勿論對錯	<ul style="list-style-type: none">Take corrective actions immediately 立即採取改正措施	<ul style="list-style-type: none">Appreciate customers' opinions 感謝客戶意見

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Following customers feedback, we encourage frontline workers of restaurants to offer additional information about the matter. This allows us to determine if there is any miscommunication between customers and employees. If a particular case is reported, we conduct an inquiry and publish a Customer Service Report to clarify the situation. Following that, we correct the situation depending on the findings of the investigation.

During the year, the Group was not aware of any non-compliance of relevant laws and regulations⁴ that had a significant impact on the Group relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.

Information and Data Privacy

The Group is committed to safeguarding privacy of its own and stakeholders' information and data. To that purpose, we have established standards to govern employee behaviour in this area. It is forbidden to divulge the Group's proprietary information without permission, including trade secrets, market strategy, and customer and employee personal information.

Employees must return all materials and equipment holding proprietary information of the Group upon cessation of employment, and they must not continue to deploy those sensitive materials, including technical and commercial secrets, after leaving their roles.

收到顧客的反饋後，我們鼓勵餐廳的前線員工提供有關事宜的更多資料。此可使我們釐定客戶與僱員之間是否存在誤解。接報個案，我們會進行查詢並刊發客戶服務報告以釐清事態。隨後，我們根據調查結果糾正有關情況。

年內，本集團並不知悉任何違反有關所提供產品及服務涉及健康及安全、廣告、標籤及私隱事宜以及補救方法的法律法規⁴而對本集團造成重大影響的情況。

資訊及數據私隱

本集團致力於保護自身及持份者的資訊及數據私隱。為此，我們制定準則以規管僱員在這方面的行為。未經許可，不得洩露本集團的專有資料，包括商業秘密、市場策略以及客戶和僱員的個人詳細資料。

終止僱傭時，僱員必須歸還所有包含本集團專有資料的材料及設備，並且在離職後不得繼續利用該等敏感性材料，包括技術和商業秘密。

⁴ Please refer to the section headed "Laws and Regulations" for Product Responsibility-related laws and regulations.

⁴ 關於產品責任相關法律及法規，請參閱「法律及法規」一節。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Anti-corruption

To maintain a fair, ethical and efficient working environment, the Group has abided by the business ethics, upheld the principles of honesty and dedication, fair competition, integrity management and complied with the local laws and regulations relating to anti-corruption and bribery. Our Employee Handbook contains a detailed code of conduct that forbids any sort of corruption. We give anti-corruption and anti-money laundering training to concerned employees throughout the year.

反貪污

本集團為了維護公平、道德及有效的工作環境，本集團恪守商業道德，堅持忠誠敬業、公平競爭、誠信經營的原則，並遵守當地有關反貪污及反賄賂的法律法規。我們的僱員手冊詳細列出行為準則，禁止一切形式的貪污賄賂。於整個年度，我們向有關僱員提供反貪污及反洗黑錢的培訓。

Solicit or accept advantages 索取或接受利益	Violate non-disclosure agreement 違反保密協議	Improper handling of insider information 不當處理內幕信息
<ul style="list-style-type: none">Accept an award or gift with economic value without prior permission from the Group 未經本集團事先許可，接受具有經濟價值的獎勵或禮物Fail to declare a case where family members hold a stock or engage in business relationship that is competitive to the Group 未有申報家庭成員持有股票或從事與本集團有競爭關係的業務的情況	<ul style="list-style-type: none">Disclose without permission the Group's confidential information including trade secrets, market strategy as well as customer and employees personal details 未經許可披露本集團的機密資料，包括商業秘密、市場策略以及客戶和員工的個人資料	<ul style="list-style-type: none">Sell or buy listed securities of the Group or persuade others to do so if the employee possesses insider information or sensitive information of the Group that is not yet disclosed to public 員工在掌握本集團尚未對外披露的內幕資料或敏感資料的情況下，出售或購買本集團的上市證券或說服他人如此行事

Prohibited Corruptive Behaviours

禁止的腐敗行為

Training

The Group also conducts programs for imparting integrity education on a regular basis. During the year, the Group provided anti-corruption and anti-bribery integrity trainings for staff. We encouraged our directors and employees to attend the online forums organised by Hong Kong Company Registry about Anti-Money Laundering Training. The trainings covered the information of anti-money laundering regulations, anti-terrorist financing techniques, and the reporting of suspicious transactions. And we believe a clean working environment can be created by continuously building and strengthening an internal integrity culture.

培訓

本集團亦定期開展廉潔教育計劃。年內，本集團為員工提供反貪污及反賄賂廉潔培訓。我們鼓勵董事和僱員參加由香港公司註冊處組織的反洗錢培訓在線論壇。該培訓涵蓋反洗錢法規、反恐怖融資技術及可疑交易的報告。我們相信透過不斷建設和加強內部廉潔文化，可創造一個乾淨的工作環境。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Whistleblowing

Employees are responsible for informing the Human Resources Department or their managers of any suspicious or known misbehaviour on part of any colleague. Email, textual communication, and face-to-face meetings are all viable options. The Group responds to reported cases in a timely and fair manner.

Investigation

Those who violate the code of conduct may face disciplinary action, which may include an oral warning, a written warning, or termination of employment, depending on the severity of the offense. Cases involving criminal offenses are sent to law enforcement agencies, including the Independent Commission Against Corruption (ICAC), for cases that violate the Bribery Prevention Ordinance.

The Group was not aware of any non-compliance with laws and regulations⁵ relating to bribery, extortion, fraud, or money laundering that had a major impact on the Group during the year. There was no concluded legal case regarding corrupt practices brought against the Group or its employees within the year.

舉報

僱員有責任將任何同事的任何可疑或已知的不當行為通知人力資源部門或其經理。可選擇電子郵件、文本通信、面對面的會議方式。本集團會及時公正地回應舉報個案。

調查

違反行為守則者會受到紀律處分，包括口頭警告、書面警告或解僱，視乎違反的嚴重程度而定。涉及刑事犯罪的個案將轉交執法部門處理，包括交由廉政公署處理違反防止賄賂條例的個案。

年內，本集團並不知悉任何違反有關賄賂、勒索、欺詐或洗黑錢的法律法規⁵而對本集團造成重大影響的情況。年內，概無就本集團或其僱員的貪污行為提出的法律訴訟。

⁵ Please refer to the section headed “Laws and Regulations” for Anti-corruption-related laws and regulations.

⁵ 關於反貪污相關法律及法規，請參閱「法律及法規」一節。

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

COMMUNITY

Community Investment

We take our social responsibilities toward the community where we operate seriously. The Group is committed to promoting and participating in community involvement and other social contribution activities. As such, we proactively engage in various sponsorship and fundraising initiatives to contribute to those in need. This year, the total donation to charitable organisations amounted to HK\$5,000 to Hong Kong Children Foundation. Through tangible donations of funds and goods, we have infused warmth and strength into charitable endeavours, leaving a lasting impact on society. This unwavering dedication showcases our sense of corporate responsibility, courage in taking actions, compassion and unwavering commitment to making a significant difference. In the future, we will continue to evaluate and fine-tune our efforts to promote positive ideals in society.

LAWS AND REGULATIONS

Considering all ESG aspects, the Group and its subsidiaries have established and implemented relevant internal policies and have designated specific departments to ensure that business operations adhere to all applicable laws and regulations. The list of applicable laws and regulations is as follows:

社區

社區投資

我們勇於對我們營運所在的社區承擔社會責任。本集團致力於推廣和參與社區活動和其他社會捐款活動。因此，我們積極參與各種贊助和籌款活動，以幫助有需要的人。今年，向慈善機構香港兒童基金會捐款總額達港幣5,000元。通過資金及物資的有形捐贈，我們為慈善事業注入了溫暖及力量，為社會留下了持續的影響。這種堅定不移的奉獻精神展現我們的企業責任感、坐言起行、好憐憫以及勇於改變現狀的堅定承諾。未來，我們將繼續評估及調整我們在社會中促進正能量的工作。

法律及法規

針對環境、社會及管治各方面，本集團及其附屬公司已實施相關內部政策並成立專責部門以確保業務經營遵循一切適用法律及法規。適用的法律法規清單載列如下：

Aspect 層面	Laws and Regulations 法律及法規	Section 章節
Emissions 排放物	<ul style="list-style-type: none">Waste Disposal Ordinance in Hong Kong香港《廢棄物處置條例》Air Pollution Control Ordinance in Hong Kong香港《空氣污染管制條例》	Environmental Protection 環境保護

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Aspect 層面	Laws and Regulations 法律及法規	Section 章節
Employment 僱傭	<ul style="list-style-type: none"> • Employment Ordinance in Hong Kong • 香港《僱傭條例》 • Employees' Compensation Ordinance in Hong Kong • 香港《僱員補償條例》 • Sex Discrimination Ordinance in Hong Kong • 香港《性別歧視條例》 • Disability Discrimination Ordinance in Hong Kong • 香港《殘疾歧視條例》 	Our People 我們的人員
Health and Safety 健康與安全	<ul style="list-style-type: none"> • Occupational Safety and Health Ordinance and subsidiary regulations in Hong Kong • 香港《職業安全及健康》及附屬法例 	Our People 我們的人員
Labour Standards 勞工守則	<ul style="list-style-type: none"> • Employment of Children Regulations in Hong Kong • 香港《僱用兒童規例》 	Our People 我們的人員
Product Responsibility 產品責任	<ul style="list-style-type: none"> • Personal Data (Privacy) Ordinance in Hong Kong • 香港《個人資料(私隱)條例》 	Operating Practices 營運實務
Anti-corruption 反貪污	<ul style="list-style-type: none"> • Prevention of Bribery Ordinance in Hong Kong • 香港《防止賄賂條例》 	Operating Practices 營運實務

PERFORMANCE DATA SUMMARY

績效資料摘要

Social Performance	社會表現	2024 二零二四年	2023 二零二三年	2022 二零二二年
Total Headcount	總人數	250	256	250
By Employment Type	按僱傭類型劃分			
Full-time	全職	153	166	185
Part-time	兼職	97	90	65
By Geographical Distribution (full-time)	按區域分佈 (全職)			
Hong Kong	香港	153	166	250

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Social Performance	社會表現	2024 二零二四年	2023 二零二三年	2022 二零二二年
By Age	按年齡			
<31	31歲以下	25	34	44
31-50	31歲至50歲	90	90	97
>50	50歲以上	38	42	44
By Gender	按性別			
Male	男性	65	71	85
Female	女性	88	95	100
By Education Level	按教育水平			
Bachelor's degree or above	學士或以上學歷	40	40	41
Below bachelor's degree	學士以下學歷	113	126	144
By Employee Category	按僱傭類型劃分			
Management	管理層	38	39	36
General staff	一般員工	115	127	149
Employees' Turnover Rate	僱員流失率	53%	64%	112%
By Geographical Distribution	按區域分佈			
Hong Kong	香港	53%	64%	114%
Singapore	新加坡	-	-	100%
By Age	按年齡			
<31	31歲以下	64%	103%	111%
31-50	31歲至50歲	42%	50%	93%
>50	50歲以上	71%	62%	157%
By Gender	按性別			
Male	男性	62%	63%	145%
Female	女性	47%	64%	85%

Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)

Social Performance	社會表現	2024 二零二四年	2023 二零二三年	2022 二零二二年
Employees' New Hire Rate	僱員入職率	44%	52%	121%
By Geographical Distribution	按區域分佈			
Hong Kong	香港	44%	52%	121%
By Age	按年齡			
<31	31歲以下	52%	79%	123%
31-50	31歲至50歲	46%	39%	95%
>50	50歲以上	37%	60%	177%
By Gender	按性別			
Male	男性	46%	46%	152%
Female	女性	43%	57%	95%
Performance of Health and Safety	健康與安全表現			
Work-related accidents	工傷事故	7	2	5
Work-related injuries	工傷	7	2	5
Lost days due to work-related incidents	因工傷事故損失日數	72	4	241
Work-related fatalities	因工死亡人數	-	-	-
Percentage of Trained Employee (%)	受訓僱員百分比 (%)			
By Gender	按性別			
Male	男性	7.7%	12.7%	5.9%
Female	女性	6.8%	6.3%	4.0%
By Employee Category	按僱傭類型劃分			
Management	管理層	10.5%	10.3%	8.3%
General Staff	一般員工	6.1%	8.7%	4.0%

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

Social Performance		社會表現	2024 二零二四年	2023 二零二三年	2022 二零二二年
Average Training Hours (Hours)		平均培訓時數(小時)			
By Gender	按性別				
Male	男性		0.93	1.80	1.37
Female	女性		0.61	0.52	0.70
By Employee Category	按僱傭類型劃分				
Management	管理層		1.60	1.96	1.17
General Staff	一般員工		0.47	0.80	0.97
Number of Suppliers		供應商數目	123	124	120
Hong Kong	香港		123	124	120
Community Investment		社區投資			
Donation (HKD)	捐贈(港幣)		5,000	257,350	80,700
Environmental Performance		環境表現	2024 二零二四年	2023 二零二三年	2022 二零二二年
Total Energy Consumption (GJ)		能源消耗總量(吉焦耳)	7,525.14	7,746.58	7,687.95
Energy intensity (GJ/'000 HK\$ revenue)	能源密度(吉焦耳/每港幣千元收益)		0.06	0.05	0.05
Electricity (kWh)	電(千瓦時)		1,907,571	1,883,173	1,808,515
Gasoline	汽油		–	–	–
Towngas (MJ)	煤氣(兆焦耳)		657,888	967,152	1,177,296
Tap water (tonnes)	自來水(噸)		22,335	27,196	25,059
Water intensity (tonnes/'000 HK\$ revenue)	水密度(噸/每港幣千元收益)		0.166	0.173	0.177

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

		2024	2023	2022
Environmental Performance		二零二四年	二零二三年	二零二二年
環境表現				
Emissions	排放物			
Air Pollutant	空氣污染			
Sulphur Oxides (SOx) (kg)	硫氧化物(SOx) (千克)	0.01	0.02	0.02
Nitrogen Oxides (NOx) (kg)	氮氧化物(NOx) (千克)	2.63	3.89	4.73
Particulate Matters (PM) (kg)	顆粒物(PM) (千克)	–	–	–
Greenhouse Gas Emissions	溫室氣體排放量			
GHG Emissions (tCO ₂ e)	溫室氣體排放量 (噸二氧化碳當量)	1,244.93	1,249.85	1,216.60
GHG intensity (tCO ₂ e/'000 HK\$ revenue)	溫室氣體密度 (噸二氧化碳當量/ 每港幣千元收益)	0.0093	0.0080	0.0086
Scope I (tCO ₂ e)	範圍一(噸二氧化碳 當量)	34.94	51.36	62.52
Scope II (tCO ₂ e)	範圍二(噸二氧化碳 當量)	1,209.99	1,198.49	1,154.08
Waste	廢棄物			
Hazardous waste (tonnes)	有害廢棄物(噸)	–	–	–
Non-hazardous waste (tonnes)	無害廢棄物(噸)	14.03	33.39	20.29
Non-hazardous waste intensity (tonnes/'000 HK\$ revenue)	無害廢棄物密度 (噸/每港幣千元收 益)	0.00010	0.00021	0.00014
Packaging Material	包裝材料			
Plastic materials (HKD)	塑膠材料(港幣)	199,401.30	137,000.00	221,426.90
Plastic materials (kg)	塑料材料(千克)	5,042.90	4,034.50	5,769.50
Paper (boxes)	紙張(箱)	240	25	35

Note:

This document follows the best practices prevalent in corporate reporting in compliance with guidelines of HKEX. Computation of the GHG footprint is based on the Corporate Accounting and Reporting Standard (revised edition) for Scope 1 and 2.

Calculation standards and methodologies for carbon emissions:

- “Guidelines to Account for and Report on Greenhouse Gas Emissions and Removals for Buildings (Commercial, Residential or Institutional Purpose) in Hong Kong” published by the Environmental Protection Department (EPD) of Hong Kong Government

The sources of published emission factors for reporting of carbon emissions are:

- Sustainability reports of China Light and Power (CLP), Hong Kong Electric Company and Hong Kong and China Gas Company

附註：

本文件按照香港交易所的指引，採用企業報告的最佳做法。溫室氣體足跡乃基於《企業核算與報告準則》(修訂版)範圍一及二計算。

碳排放的計算標準及方法：

- 香港環境保護署發佈的《香港建築物(商業、住宅或公共用途)的溫室氣體排放及減除的核算和報告指引》

匯報碳排放時使用已公佈的排放因子如下：

- 中華電力、港燈及煤氣公司的可持續發展報告

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

HKEX ESG CONTENT INDEX

香港交易所環境、社會及管治報告內容索引

KPIs	HKEX ESG Reporting Guide Requirements	Section/Remarks
關鍵績效指標	香港交易所環境、社會及管治報告指引規定	章節／備註
A. Environmental		
A. 環境		
Aspect A1	Emissions	
層面A1	排放物	
General disclosure 一般披露	Information on: 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： a) the policies; and a) 政策；及 b) compliance with relevant laws and regulations that have a significant impact on the issuer b) 遵守對發行人有重大影響的相關法律及規例的資料。 relating to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste.	Environmental Management, Laws and Regulations 環境管理、法律及法規
KPI A1.1 關鍵績效指標A1.1	The types of emissions and respective emissions data. 排放物種類及各自排放數據。	Emissions, Performance Data Summary 排放物、表現數據摘要
KPI A1.2 關鍵績效指標A1.2	Direct (Scope 1) and energy indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)溫室氣體總排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Climate Change 氣候變化
KPI A1.3 關鍵績效指標A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生有害廢棄物(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Waste 廢棄物

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

KPIs	HKEX ESG Reporting Guide Requirements	Section/Remarks
關鍵績效指標	香港交易所環境、社會及管治報告指引規定	章節／備註
A. Environmental		
A. 環境		
KPI A1.4 關鍵績效指標A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Waste 廢棄物
KPI A1.5 關鍵績效指標A1.5	Description of emission target(s) set and steps taken to achieve them. 描述設定的排放目標和為實現目標所採取的步驟。	Environmental Management 環境管理 Environment and Natural Resources Conservation 環境及天然資源保護
KPI A1.6 關鍵績效指標A1.6	Description of how hazardous and non-hazardous wastes are handled, and a description of reduction target(s) set and steps taken to achieve them. 描述處理有害及無害廢棄物的方法，以及描述設定的減低產生量目標及為實現目標所採取的步驟。	Waste, Environmental Management 廢棄物、環境管理
Aspect A2	Use of Resources	
層面A2	資源使用	
General disclosure 一般披露	Policies on efficient use of resources, including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Resources Consumption 資源消耗
KPI A2.1 關鍵績效指標A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility). 按類型劃分的直接及／或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	Energy Consumption 能源消耗
KPI A2.2 關鍵績效指標A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility). 總耗水量及密度(如以每產量單位、每項設施計算)。	Water, Performance Data Summary 水資源、表現數據摘要
KPI A2.3 關鍵績效指標A2.3	Description of energy use efficiency target(s) set and steps taken to achieve them. 描述設定的能源使用效益目標及為實現目標所採取的步驟。	Environmental Management, Environment and Natural Resources Conservation 環境管理、環境及天然資源保護

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

KPIs	HKEX ESG Reporting Guide Requirements	Section/Remarks
關鍵績效指標	香港交易所環境、社會及管治報告指引規定	章節／備註
A. Environmental		
A. 環境		
KPI A2.4 關鍵績效指標A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, water efficiency target(s) set and steps taken to achieve them. 描述就此求取適用水源可有任何問題、設定的用水效益目標及為實現目標所採取的步驟。	Water, Environmental Management 水資源、環境管理
KPI A2.5 關鍵績效指標A2.5	Total packaging materials used for finished products (in tonnes) and, if applicable, with reference to per unit produced. 製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。	Packaging Materials, Performance Data Summary 包裝材料、表現數據摘要
Aspect A3	The Environment and Natural Resources	
層面A3	環境及天然資源	
General disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources. 減低發行人對環境及天然資源造成重大影響的政策。	Environmental and Natural Resources Conservation 環境及自然資源保護
KPI A3.1 關鍵績效指標A3.1	Description of significant impacts of activities on the environment and natural resources and the actions taken to manage them. 描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	Environmental and Natural Resources Conservation 環境及自然資源保護
Aspect A4	Climate Change	
層面A4	氣候變化	
General disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which have impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Climate Change 氣候變化
KPI A4.1 關鍵績效指標A4.1	Description of the significant climate-related issues which have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及為管理該等事宜所採取的行動。	Climate Change 氣候變化

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

KPIs	HKEX ESG Reporting Guide Requirements	Section/Remarks
關鍵績效指標	香港交易所環境、社會及管治報告指引規定	章節／備註
B. Social		
B. 社會		
Aspect B1	Employment	
層面B1	僱傭	
General disclosure 一般披露	<p>Information on: 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的：</p> <p>(a) the policies; and (a) 政策；及</p> <p>(b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料。</p> <p>relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare.</p>	<p>Employees' Rights and Welfare, Diversity and Equal Opportunities, Dismissal and Annual Leave Laws and Regulations 僱員的權利及福利、多元化及平等機會、解僱和年假、法律及法規</p>
KPI B1.1 關鍵績效指標B1.1	<p>Total workforce by gender, employment type (for example, full- or part-time), age group and geographical region. 按性別、僱傭類型(即全職或兼職)、年齡組別及地區劃分的僱員總數。</p>	<p>Employees Composition, Performance Data Summary 僱員組成、表現數據摘要</p>
KPI B1.2 關鍵績效指標B1.2	<p>Employee turnover rate by gender, age group and geographical region. 按性別、年齡組別及地區劃分的僱員流失率。</p>	<p>Employees Composition, Performance Data Summary 僱員組成、表現數據摘要</p>

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

KPIs	HKEX ESG Reporting Guide Requirements	Section/Remarks
關鍵績效指標	香港交易所環境、社會及管治報告指引規定	章節／備註
B. Social		
B. 社會		
Aspect B2	Health and Safety	
層面B2	健康與安全	
General disclosure 一般披露	Information on: 有關提供安全工作環境及保障僱員避免職業性危害的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料。 relating to providing a safe working environment and protecting employees from occupational hazards.	Health and Safety, Laws and Regulations 健康與安全、法律及法規
KPI B2.1 關鍵績效指標B2.1	Number and rate of work-related fatalities occurred in each of the past three years including the reporting year. 過去三年(包括報告年度)每年因工亡故的人數及比率。	Performance Data Summary 表現數據摘要
KPI B2.2 關鍵績效指標B2.2	Lost day due to work injury. 因工傷損失工作日數。	Health and Safety, Performance Data Summary 健康與安全、表現數據摘要
KPI B2.3 關鍵績效指標B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored. 描述所採納的職業健康與安全措施，以及相關執行及監察方法。	Health and Safety 健康與安全

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

KPIs	HKEX ESG Reporting Guide Requirements	Section/Remarks
關鍵績效指標	香港交易所環境、社會及管治報告指引規定	章節／備註
B. Social		
B. 社會		
Aspect B3	Development and Training	
層面B3	發展及培訓	
General disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Training and Development 培訓及發展
KPI B3.1 關鍵績效指標B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management). 按性別及僱員類別(例如高級管理層、中級管理層)劃分的受訓僱員百分比。	Training and Development, Performance Data Summary 培訓及發展、表現數據摘要
KPI B3.2 關鍵績效指標B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分的每名僱員完成受訓的平均培訓時數。	Training and Development, Performance Data Summary 培訓及發展、表現數據摘要
Aspect B4	Labour Standards	
層面B4	勞工準則	
General disclosure 一般披露	Information on: 有關防止童工及強制勞工的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料。 relating to preventing child and forced labour.	Prevention of Child and Forced Labour, Laws and Regulations 防止童工及強制勞工、法律及法規
KPI B4.1 關鍵績效指標B4.1	Description of measures to review employment practices to avoid child and forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Prevention of Child and Forced Labour 防止童工及強制勞工
KPI B4.2 關鍵績效指標B4.2	Description of steps taken to eliminate such practices when discovered. 描述於發現時為消除該等慣例而採取的步驟。	Prevention of Child and Forced Labour 防止童工及強制勞工

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

KPIs	HKEX ESG Reporting Guide Requirements	Section/Remarks
關鍵績效指標	香港交易所環境、社會及管治報告指引規定	章節／備註
B. Social		
B. 社會		
Aspect B5	Supply Chain Management	
層面B5	供應鏈管理	
General disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈環境及社會風險的政策。	Supply Chain Management 供應鏈管理
KPI B5.1 關鍵績效指標B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。	Supply Chain Management, Performance Data Summary 供應鏈管理、表現數據摘要
KPI B5.2 關鍵績效指標B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented and how they are implemented and monitored. 描述有關聘用供應商的慣例、向其執行有關慣例的供應商數目，以及有關慣例的執行及監察方法。	Supply Chain Management 供應鏈管理
KPI B5.3 關鍵績效指標B5.3	Description of practices used to identify environmental and social risks along the supply chain, and how they are implemented and monitored. 描述為識別供應鏈環境及社會風險所用的慣例，以及相關執行及監察方法。	Supply Chain Management 供應鏈管理
KPI B5.4 關鍵績效指標B5.4	Description of practices used to promote environmentally preferable products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務所用的慣例，以及相關執行及監察方法。	Supply Chain Management 供應鏈管理

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

KPIs	HKEX ESG Reporting Guide Requirements	Section/Remarks
關鍵績效指標	香港交易所環境、社會及管治報告指引規定	章節／備註
B. Social		
B. 社會		
Aspect B6	Product Responsibility	
層面B6	產品責任	
General disclosure 一般披露	Information on: 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料。 relating to health and safety, advertising, labelling and privacy matters relating to products and services provided and methods of redress.	Product Responsibility 產品責任
KPI B6.1 關鍵績效指標B6.1	Percentage of total products sold or shipped to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而召回的百分比。	Product Responsibility 產品責任
KPI B6.2 關鍵績效指標B6.2	Number of products and service related complaints received and how they are dealt with. 收到的產品及服務相關投訴的數量以及如何處理。	Product Responsibility 產品責任
KPI B6.3 關鍵績效指標B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Our trademarks are registered under the Trade Marks Ordinance (Chapter 559) and the Trade Marks Rules (Chapter 559A) for territorial protection 我們的商標就地域性保障，根據商標條例(第559章)及商標規則(第559A章)註冊
KPI B6.4 關鍵績效指標B6.4	Description of quality assurance process and recall procedures. 描述品質檢定過程及召回程序。	Product Responsibility 產品責任

Environmental, Social and Governance Report (Continued)

環境、社會及管治報告(續)

KPIs	HKEX ESG Reporting Guide Requirements	Section/Remarks
關鍵績效指標	香港交易所環境、社會及管治報告指引規定	章節／備註
B. Social		
B. 社會		
KPI B6.5 關鍵績效指標B6.5	Description of consumer data protection and privacy policies and how they are implemented and monitored. 描述消費者資料保障及私隱政策，以及相關執行及監察方法。	Product Responsibility 產品責任
Aspect B7	Anti-corruption	
層面B7	反貪污	
General disclosure 一般披露	Information on: 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) the policies; and (a) 政策；及 (b) compliance with relevant laws and regulations that have a significant impact on the issuer (b) 遵守對發行人有重大影響的相關法律及規例的資料。 relating to bribery, extortion, fraud and money laundering.	Anti-corruption, Laws and Regulations 反貪污、法律及法規
KPI B7.1 關鍵績效指標B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases. 於年內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	Anti-corruption 反貪污
KPI B7.2 關鍵績效指標B7.2	Description of preventive measures and whistleblowing procedures, and how they are implemented and monitored. 描述防範措施及舉報程序，以及相關執行及監察方法。	Anti-corruption 反貪污
KPI B7.3 關鍵績效指標B7.3	Description of anti-corruption training provided to directors and staff. 描述向董事及員工提供的反貪污培訓。	Anti-corruption 反貪污

Environmental, Social and Governance Report (Continued) 環境、社會及管治報告(續)

KPIs	HKEX ESG Reporting Guide Requirements	Section/Remarks
關鍵績效指標	香港交易所環境、社會及管治報告指引規定	章節／備註
B. Social		
B. 社會		
Aspect B8	Community Investment	
層面B8	社區投資	
General disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take into consideration the communities' interests. 以社區參與來了解發行人營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community Investment 社區投資
KPI B8.1 關鍵績效指標B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Community Investment 社區投資
KPI B8.2 關鍵績效指標B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇投入的資源(如金錢或時間)。	Community Investment 社區投資

Profiles of Directors and Senior Management

董事及高級管理人員簡介

EXECUTIVE DIRECTORS

Mr. Ng Man Chun Paul, aged 53, was appointed as an executive Director with effect from 15 November 2016 and redesignated to a non-executive Director from 4 October 2021 to 4 January 2023, and was redesignated from a non-executive Director to an executive Director with effect from 5 January 2023. He has been appointed as the Chairman of the Board, with effect from 14 June 2019. Mr. Ng Man Chun Paul was also the chief executive of the Company from 15 November 2016 to 1 December 2020. Mr. Ng Man Chun Paul obtained a Bachelor of Science from Columbia University, New York, the United States of America in May 1993. Prior to joining the Group, he has worked in various international investment banks and securities firms and is experienced in the area of finance and investments. Mr. Ng Man Chun Paul is (i) a cousin of Mr. Ng Ting Ho, an executive Director; and (ii) a cousin of Mr. Ng Ting Kit, a controlling shareholder of the Company.

Mr. Ng Ting Ho (“Mr. Ng”), aged 40, was appointed as an executive Director on 5 February 2016, re-designated as a non-executive Director on 16 June 2017 and was redesignated from a non-executive Director to an executive Director with effect from 3 July 2018. He has been appointed as the chief executive officer of the Company with effect from 1 December 2020. He is experienced in banking and finance, and previously worked in various banks and financial institutions. He is also a director of the subsidiaries of the Company. Mr. Ng obtained his Bachelor of Commerce in Finance and Financial Economics Degree from the University of New South Wales in 2008. Thereafter, Mr. Ng further completed his Master of Science in Financial Mathematics Degree from the Bayes Business School of the City University in London in 2014. Mr. Ng is (i) a cousin of Mr. Ng Man Chun Paul, an executive Director; and (ii) the younger brother of Mr. Ng Ting Kit, a controlling shareholder of the Company. Mr. Ng is a non-executive director of Hang Tai Yue Group Holdings Limited (Stock Code: 8081) which is a company listed on GEM of the Stock Exchange.

執行董事

吳文俊先生，現年53歲，於二零一六年十一月十五日獲委任為執行董事，於二零二一年十月四日至二零二三年一月四日期間調任為非執行董事，由二零二三年一月五日起由非執行董事調任為執行董事。彼由二零一九年六月十四日起獲委任為董事會主席。吳文俊先生於二零一六年十一月十五日至二零二零年十二月一日亦擔任本公司行政總裁。吳文俊先生於一九九三年五月獲得美利堅合眾國紐約哥倫比亞大學理學學士學位。於加入本集團前，彼曾於多家國際投資銀行及證券公司任職，並於金融及投資領域擁有豐富經驗。吳文俊先生為(i)執行董事吳廷浩先生之堂兄；及(ii)本公司之控股股東吳廷傑先生之堂兄。

吳廷浩先生(「吳先生」)，現年40歲，於二零一六年二月五日獲委任為執行董事，於二零一七年六月十六日調任為非執行董事，並於二零一八年七月三日起由非執行董事調任為執行董事。彼自二零二零年十二月一日起獲委任為本公司行政總裁。彼於銀行及金融領域擁有豐富經驗，過往曾任職於多間銀行及金融機構。彼亦擔任本公司附屬公司董事。吳先生於二零零八年取得新南威爾士大學金融及金融經濟學商學士學位。其後，吳先生更於二零一四年於倫敦城市大學貝葉斯商學院完成金融數學理學碩士學位課程。吳先生為(i)執行董事吳文俊先生之堂弟；及(ii)本公司之控股股東吳廷傑先生之胞弟。吳先生為恆泰裕集團控股有限公司(股份代號：8081，於聯交所GEM上市之公司)之非執行董事。

Profiles of Directors and Senior Management (Continued) 董事及高級管理人員簡介(續)

Mr. Chan Chi Fung (“Mr. Chan”), aged 44, was appointed as an executive Director with effect from 1 September 2021. He is also a director of the subsidiary of the Company. Mr. Chan holds an Associate Degree in Business Administration in Financial Services from the City University of Hong Kong. Mr. Chan has approximately 20 years of experience in the financial market. He worked in China Jianxin Financial Services Limited (formerly known as Win Fung Securities Limited) from December 2013 to October 2016 and his last position was a director and was responsible for managing the day-to-day trading operation. Mr. Chan worked in China Demeter Securities Limited (formerly known as Trinity Finance Investment Limited) from October 2010 to November 2013 and his last position was a responsible officer. Mr. Chan is a director and a responsible officer of China Demeter Securities Limited, which is licensed by the Securities and Future Commission for engaging in Type 1 (dealing in securities), Type 4 (Advising on securities) and Type 9 (Asset Management) regulated activities. Mr. Chan is responsible for managing the day-to-day operation of China Demeter Securities Limited.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Chan Hin Hang (“Mr. Chan”), aged 38, was appointed as an independent non-executive Director with effect from 13 November 2017. He is also the chairman of the remuneration committee and the audit committee, and a member of the nomination committee of the Company. Mr. Chan has over 9 years of accounting experience. He worked at Deloitte Touche Tohmatsu from September 2010 to June 2015 and is a member of CPA Australia. He obtained a Bachelor Degree in Business (Banking and Finance) from the Queensland University of Technology in 2009. Mr. Chan was an independent non-executive director of Millennium Pacific Group Holdings Limited (stock code: 8147) from July 2017 to July 2018 which is a company listed on GEM of the Stock Exchange. He was an independent non-executive director of Huisheng International Holdings Limited (Stock Code: 1340) from 22 March 2019 to 30 June 2022, a company listed on Main Board of the Stock Exchange. On 9 January 2020, he was appointed as the company secretary of Sau San Tong Holdings Limited (Stock Code: 8200), a company listed on GEM of the Stock Exchange.

陳志鋒先生(「陳先生」)，現年44歲，由二零二一年九月一日起獲委任為執行董事。彼亦擔任本公司附屬公司董事。陳先生持有香港城市大學工商管理金融服務副學士學位。陳先生於金融市場擁有約20年的經驗。彼於二零一三年十二月至二零一六年十月期間在中國建信金融服務有限公司(前稱永鋒證券有限公司)任職，離職前出任董事，負責管理日常買賣業務。陳先生於二零一零年十月至二零一三年十一月在國農證券有限公司(前稱利宏金融投資有限公司)任職，離職前為負責人員。陳先生為國農證券有限公司的董事兼負責人員，該公司獲證券及期貨事務監察委員會發牌可從事第1類(證券交易)、第4類(就證券提供意見)及第9類(提供資產管理)受規管活動。陳先生負責管理國農證券有限公司的日常業務。

獨立非執行董事

陳衍行先生(「陳先生」)，現年38歲，由二零一七年十一月十三日起獲委任為獨立非執行董事。彼亦為薪酬委員會及審核委員會主席，以及本公司提名委員會成員。陳先生擁有逾9年的會計經驗。彼自二零一零年九月至二零一五年六月任職於德勤•關黃陳方會計師行，及為澳洲會計師公會成員。彼於二零零九年於昆士蘭科技大學獲得商科(銀行及金融)學士學位。陳先生於二零一七年七月至二零一八年七月在匯思太平洋集團控股有限公司(股份代號：8147，於聯交所GEM上市之公司)擔任獨立非執行董事。彼於二零一九年三月二十二日至二零二二年六月三十日在惠生國際控股有限公司(股份代號：1340，於聯交所主板上市之公司)擔任獨立非執行董事。二零二零年一月九日，彼獲委任為聯交所GEM上市公司修身堂控股有限公司(股份代號：8200)的公司秘書。

Profiles of Directors and Senior Management (Continued)

董事及高級管理人員簡介(續)

Mr. Hung Kenneth (“Mr. Hung”), aged 54, was appointed as an independent non-executive Director with effect from 27 October 2014 and is a member of the audit committee, nomination committee and remuneration committee. He holds a degree of Bachelor of Science awarded by Woodbury University in June 1995. Mr. Hung has extensive experience in the entertainment industry. From March 2008 to September 2010, Mr. Hung was the China business development director for Golden Sun Films Distribution Ltd. From October 2010 to June 2012, Mr. Hung was the chief operation officer for Top Action Culture Development Co. Ltd. From July 2012 to October 2013, Mr. Hung was the business development director for Star Alliance Movies (Beijing) Co., Ltd. Mr. Hung was the chairman of Sino Vision Worldwide Holdings Limited (“**Sino Vision**”) from September 2016 to May 2017 and a director of Sino Vision from May 2017 to November 2017. Mr. Hung was an executive director of Hang Tai Yue Group Holdings Limited (Stock Code: 8081) from February 2014 to August 2018, was an independent non-executive director of Almanac Limited (Stock Code: 8186) from March 2015 to April 2019, and has been appointed as an executive director of Smart City Development Holdings Limited (Stock Code: 8268) on 29 July 2019, all of which are companies listed on GEM of the Stock Exchange.

Ms. Ng Ching (“Ms. Ng”), aged 36, was appointed as an independent non-executive Director, chairman of the nomination committee, member of each of the audit committee and remuneration committee with effect from 15 November 2024. She obtained a degree of Bachelor of Music from the Florida International University in April 2013 and became a Graduate Gemologist with the Gemological Institute of America in November 2014. Ms. Ng has over 10 years of experience in jewellery design and sales. She has served as the director in a company of jewellery industry since 2015. She also has served as the president of Hong Kong Multicultural Exchange Association Limited since December 2022. Ms. Ng served as the president of Tsuen Wan Lions Club from June 2022 to July 2023. She has been appointed as the council member of council of Hong Kong Shanxi Community (formerly known as Hong Kong Shanxi Chamber of Commerce) for the term from 2024 to 2026.

洪君毅先生(「洪先生」)，現年54歲，由二零一四年十月二十七日起獲委任為獨立非執行董事，為審核委員會、提名委員會及薪酬委員會成員。洪先生持有Woodbury University於一九九五年六月頒授之理學學士學位。洪先生於娛樂界擁有豐富經驗。由二零零八年三月至二零一零年九月期間，洪先生為香港泰吉影業發行有限公司的中國業務發展總監。由二零一零年十月至二零一二年六月期間，洪先生為Top Action Culture Development Co. Ltd.之營運總監。於二零一二年七月至二零一三年十月期間，洪先生為星光聯盟影業(北京)有限公司的業務發展總監。洪先生於二零一六年九月至二零一七年五月擔任新維國際控股有限公司(「新維」)之主席，及於二零一七年五月至二零一七年十一月擔任新維之董事。洪先生於二零一四年二月至二零一八年八月為恆泰裕集團控股有限公司(股份代號：8081)之執行董事，於二零一五年三月至二零一九年四月為曼納有限公司(股份代號：8186)之獨立非執行董事，並於二零一九年七月二十九日獲委任為智城發展控股有限公司(股份代號：8268)之執行董事，該等公司均為於聯交所GEM上市之公司。

吳婧女士(「吳女士」)，現年36歲，由二零二四年十一月十五日起獲委任為獨立非執行董事、提名委員會主席以及審核委員會及薪酬委員會各自之成員。彼於二零一三年四月取得佛羅里達國際大學音樂學士學位，並於二零一四年十一月成為美國寶石研究院之研究寶石學家。吳女士於珠寶設計及銷售擁有逾10年經驗。彼自二零一五年起擔任一間珠寶業公司之董事。彼亦自二零二二年十二月起擔任香港多元文化交流協會有限公司之主席。於二零二二年六月至二零二三年七月，吳女士曾擔任荃灣獅子會會長。彼已獲委任為香港山西總會(前稱香港山西商會)理事會之常務理事，任期由二零二四年起至二零二六年。

Profiles of Directors and Senior Management (Continued) 董事及高級管理人員簡介(續)

SENIOR MANAGEMENT

Mr. Lai Ho Bun (“Mr. Lai”), the chief operations officer (COO) and a director of Star Kitchen Catering Group (HK) Limited, joined the Group since October 2019. He has over 30 years of experience in the food and beverage industry and has worked as a management in a number of food and beverage company. He has expertise in operation, management of food and beverage business. He is responsible for managing day to day operation and management of food and beverage business segment of the Group.

Mr. Lam Ka Hang, the managing director of China Demeter Securities Limited, joined the Group since September 2016. He is responsible for overall business development, operations and management of China Demeter Securities Limited. He has over 20 years of experience in securities and futures businesses, and has worked in a number of securities firms. He has expertise in brokerage operations, sales management and market operations of securities and futures businesses. He is the Committee Member of Hong Kong Securities Professionals Association and Life Honorary President of Hong Kong Institute of Financial Analysts and Professional Commentators Limited. He is a responsible officer recognised by the Securities and Futures Commission (the “SFC”) for engaging in the Type 1 (dealing in securities), Type 4 (Advising on securities) and Type 9 (Asset Management) regulated activities. He was also a responsible officer recognised by SFC for engaging in the Type 2 (dealing in futures contracts) regulated activities from 2006 to 2015.

COMPANY SECRETARY

Ms. Chan Lai Ping (“Ms. Chan”), the company secretary of the Company, joined the Group since August 2014. Ms. Chan holds a degree of Bachelor of Business Administration (Honours) in Accounting from Lingnan University in Hong Kong and a degree of Master of Finance (Corporate Finance) from the Hong Kong Polytechnic University. She is a member of the Hong Kong Institute of Certified Public Accountants. Ms. Chan has over ten years of experience in accounting, auditing and financial management and previously worked in international accounting firms before joining the Company. She has been appointed as an independent non-executive director of Minerva Group Holding Limited (Stock Code: 0397) on 30 September 2021 and Theme International Holdings Limited (Stock code: 990) on 6 July 2022, all of which are companies listed on the Main Board of the Stock Exchange.

高級管理人員

黎浩斌先生(「黎先生」)，星聚飲食集團(香港)有限公司之營運總監兼董事，自二零一九年十月起加入本集團。彼於餐飲業擁有逾30年經驗，並曾於多間餐飲公司任職管理層。彼具有食品及飲料業務營運、管理方面的專門知識。彼負責管理本集團食品及飲料業務的日常營運及管理。

林家亨先生，國農證券有限公司的董事總經理，自二零一六年九月起加入本集團。彼負責國農證券有限公司的整體業務發展、營運及管理。彼於證券及期貨業務擁有逾20年的經驗，曾於多家證券公司任職。彼具備證券及期貨業務的經紀營運、銷售管理及市場運作方面的專業知識。彼為香港證券學會委員及香港專業財經分析及評論家協會有限公司的永遠榮譽主席。彼為獲證券及期貨事務監察委員會(「證監會」)認可從事第1類(證券交易)、第4類(就證券提供意見)及第9類(提供資產管理)受規管活動的負責人員。於二零零六年至二零一五年，彼亦為獲證監會認可從事第2類(期貨合約交易)受規管活動的負責人員。

公司秘書

陳麗屏女士(「陳女士」)，本公司之公司秘書，自二零一四年八月起加入本集團。陳女士持有香港嶺南大學頒發的會計學工商業管理(榮譽)學士學位及香港理工大學金融學(企業金融)碩士學位。彼為香港會計師公會之會員。陳女士擁有逾十年之會計、審計及財務管理經驗，加盟本公司前曾於國際會計師行工作。彼已於二零二一年九月三十日及二零二二年七月六日分別獲委任為贏集團控股有限公司(股份代號：0397)及榮暉國際集團有限公司(股份代號：990)之獨立非執行董事，該等公司均於聯交所主板上市。

Profiles of Directors and Senior Management (Continued)

董事及高級管理人員簡介(續)

DISCLOSURE PURSUANT TO RULE 17.50A(1) OF THE GEM LISTING RULES

Changes in information of Directors since the date of the 2024 interim report of the Company are set out below:

Details of changes

- Ms. Ng Ching has been appointed as an independent non-executive Director with effect from 15 November 2024. She is entitled an annual director's fee of HK\$120,000 under the letter of appointment.
- Mr. Yum Edward Liang Hsien has ceased to be an independent non-executive Director of the Company from 15 November 2024.
- Mr. Chan Chi Fung, Director's salary has been adjusted to HK\$66,236 per month with effect from 1 February 2025.

Save as disclosed above, and as at the date of this report, there were no substantial changes to the Directors, information required to be disclosed pursuant to Rule 17.50A(1) of the GEM Listing Rules.

根據GEM上市規則第17.50A(1)條之披露

自本公司二零二四年中期報告日期起，董事資料之變動如下：

變動詳情

- 吳婧女士自二零二四年十一月十五日起獲委任獨立非執行董事。根據委任函件，吳婧女士有權享有董事袍金每年港幣120,000元。
- 任亮憲先生自二零二四年十一月十五日起不再擔任本公司獨立非執行董事。
- 陳志鋒先生的董事薪酬已調整至每月港幣66,236元，自二零二五年二月一日起生效。

除上述披露外，及直至本報告日期，概無有關董事資料之重大變動須根據GEM上市規則第17.50A(1)條之規定作出披露。

Corporate Governance Report

企業管治報告

The Company is committed to maintaining good corporate governance and to instituting procedures to ensure integrity, transparency and quality of information disclosed thereby enhancing the value of the Company for its shareholders.

CORPORATE GOVERNANCE PRACTICES

The Company is dedicated to maintaining and ensuring high standards of corporate governance practices and the corporate governance principles of the Company are adopted in the best interest of the Company and its shareholders.

The Company's corporate governance practices are based on the principles, code provisions and certain recommended best practices set out in the Corporate Governance Code ("CG Code") as set out in Part 2 of Appendix C1 to the GEM Listing Rules.

The Board considers that, the Company has complied, to the extent applicable and permissible, with the code provisions as set out in the CG Code during the year ended 31 December 2024 and the Directors will use their best endeavours to procure the Company to comply with such code and make disclosure of deviation from such code in accordance with the GEM Listing Rules.

本公司致力維持良好的企業管治及訂立程序以確保披露資料之完整性、透明度及質素，藉以提升本公司及其股東之價值。

企業管治常規

本公司致力維持並確保高水準之企業管治常規，而本公司所採納之企業管治原則符合本公司及其股東之最佳利益。

本公司之企業管治常規乃根據GEM上市規則附錄C1所載的企業管治守則(「企業管治守則」)第二部分所載原則、守則條文及若干建議最佳常規而編製。

董事會認為，本公司於截至二零二四年十二月三十一日止年度已遵守企業管治守則所載的守則條文(以適用及允許者為限)，且董事將盡力促使本公司遵守企業管治守則，並披露偏離GEM上市規則相關守則的情況。

Corporate Governance Report (Continued)

企業管治報告(續)

CODE OF CONDUCT REGARDING SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding securities transactions by the Directors.

The Company has made specific enquiry to all Directors and the Directors have confirmed that they have complied with all the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules during the year ended 31 December 2024.

BOARD OF DIRECTORS

The Board is responsible for the leadership and control of the Company and for overseeing the business of the Group. The Board has delegated authority and responsibility to the senior management for the day-to-day operations of the Group. Key matters will remain as the responsibility of the Board whose approval will be required. In addition, the Board has also delegated responsibilities to various management committees. Details of those committees are set out in this corporate governance report. Such delegation is reviewed periodically.

董事進行證券交易之行為守則

本公司已採納載於GEM上市規則第5.48至5.67條所規定之買賣準則，作為董事進行證券交易之行為守則。

經本公司向全體董事作出具體查詢後，各董事確認，截至二零二四年十二月三十一日止年度，彼等已遵守GEM上市規則第5.48至5.67條所規定之全部買賣準則。

董事會

董事會負責領導及控制本公司，以監管本集團之業務。董事會授權高級管理層負責本集團日常營運。重要事項依然由董事會負責，及須獲得其批准。此外，董事會亦授權多個管理委員會履行職責。有關該等委員會之詳情載於本企業管治報告。董事會定期檢討有關授權。

Corporate Governance Report (Continued)

企業管治報告(續)

The Directors during the year ended 31 December 2024 and up to the date of this report were:

Executive Directors:

Mr. Ng Man Chun Paul (*Chairman*)
Mr. Ng Ting Ho (*Chief Executive Officer*)
Mr. Chan Chi Fung

Independent non-executive Directors:

Mr. Chan Hin Hang
Mr. Yum Edward Liang Hsien (resigned on 15 November 2024)

Mr. Hung Kenneth
Ms. Ng Ching (appointed on 15 November 2024)

During the year, the Company appointed Ms. Ng Ching (“Ms. Ng”) as an independent non-executive Director on 15 November 2024. Ms. Ng had obtained the legal advice as referred to in Rule 5.02D of the GEM Listing Rules on 11 November 2024, and Ms. Ng has confirmed she understood her obligations as a director of a listed issuer.

Details of the members of the Board, including the relationship (if any) between the Board members, are provided under the section headed “Profiles of Directors and Senior Management” of the annual report.

CONTINUOUS PROFESSIONAL DEVELOPMENT

During the year ended 31 December 2024, all Directors namely, Mr. Ng Man Chun Paul, Mr. Ng Ting Ho, Mr. Chan Chi Fung, Mr. Chan Hin Hang, Mr. Yum Edward Liang Hsien, Mr. Hung Kenneth and Ms. Ng Ching, had participated in continuous professional development with respect to directors, duties, relevant programmes and seminars or had perused reading materials and updated information in relation to business and industrial development. The Directors had provided the relevant training records to the Company.

The Company is committed to arranging and funding suitable training to all Directors for their continuous professional development. Each Director is briefed and updated from time to time to ensure that he is fully aware of his roles, functions, duties and responsibilities under the GEM Listing Rules and applicable legal and regulatory requirements and the governance policies of the Group.

截至二零二四年十二月三十一日止年度及直至本報告刊發日期之董事如下：

執行董事：

吳文俊先生(主席)
吳廷浩先生(行政總裁)
陳志鋒先生

獨立非執行董事：

陳衍行先生
任亮憲先生(於二零二四年十一月十五日辭任)
洪君毅先生
吳婧女士(於二零二四年十一月十五日獲委任)

於本年度，本公司於二零二四年十一月十五日委任吳婧女士(「吳女士」)為獨立非執行董事。吳女士已於二零二四年十一月十一日按照GEM上市規則第5.02D條獲取法律意見，而吳女士已確認明白其作為上市發行人董事的責任。

董事會成員(包括董事會成員之間的關係(如有))之詳情載於年報「董事及高級管理人員簡介」一節。

持續專業發展

截至二零二四年十二月三十一日止年度，全體董事(即吳文俊先生、吳廷浩先生、陳志鋒先生、陳衍行先生、任亮憲先生、洪君毅先生及吳婧女士)均曾參與有關董事職責之持續專業發展、相關課程及研討會，或細閱有關商業及行業發展之閱讀材料及最新資料。董事已向本公司提供相關培訓記錄。

本公司致力就所有董事之持續專業發展安排合適之培訓並提供有關經費。各董事不時獲取簡報及最新資料，以確保其完全知悉其根據GEM上市規則及適用法例及監管規定以及本集團管治政策項下之角色、職能、職責及責任。

Corporate Governance Report (Continued)

企業管治報告(續)

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

Throughout the year ended 31 December 2024, the Board has met the requirements of Rules 5.05 and 5.05A of the GEM Listing Rules of having a minimum of three independent non-executive Directors (representing at least one-third of the Board) with at least one of them possessing appropriate professional qualifications and accounting and related financial management expertise.

In order to ensure that independent views and input of the independent non-executive Directors are made available to the Board, the Board as well as the Nomination Committee of the Board are committed to assessing the independence of the Directors annually with regards to all relevant factors related to the independent non-executive Directors including: (i) the required character, integrity, expertise and experience to fulfill their roles; (ii) no involvement in the daily management of the Company; (iii) the commitment to their independent roles and to the Board; and (iv) no financial, business or family or other material relationships with other members of the Board or substantial shareholders or circumstances which would interfere with the exercise of their independent judgment. Independent non-executive Directors are required to give an annual confirmation of their independence to the Company. This practice has been observed and the Company considers the independent non-executive Directors to be independent.

During the year ended 31 December 2024, the Chairman had held meeting with the independent non-executive Directors without the presence of other Directors to discuss issues that they wish to raise regarding the Group.

獨立非執行董事之獨立性

於截至二零二四年十二月三十一日止年度，董事會已遵守GEM上市規則第5.05及5.05A條的規定，擁有最少三名獨立非執行董事(佔董事會最少三分之一)，而其中最少一名獨立非執行董事具備合適專業資格以及會計及相關財務管理專業知識。

為確保董事會能得知獨立非執行董事的獨立意見及見解，董事會及董事會提名委員會承諾，每年就所有有關獨立非執行董事的相關因素評估董事的獨立性，包括：(i)履行其職責所需的品格、誠信、專業知識及經驗；(ii)並無參與本公司的日常管理工作；(iii)對其獨立身份及對董事會的承諾；及(iv)與其他董事或主要股東概無財務、業務或家庭關係或其他重大關係，亦無可能干擾彼等行使獨立判斷力的情況。獨立非執行董事須就其獨立性向本公司作出年度確認。本公司已遵守該慣例，本公司認為獨立非執行董事確屬獨立人士。

截至二零二四年十二月三十一日止年度，主席在其他董事不在場的情況下，與獨立非執行董事舉行會議，討論彼等所提出有關本集團的議題。

Corporate Governance Report (Continued) 企業管治報告(續)

TERM OF APPOINTMENT OF NON-EXECUTIVE DIRECTORS

For further details of the terms of appointment of the non-executive Directors, please refer to the section headed “Directors’ Report – Directors and Directors’ service contracts” of the annual report.

BOARD MEETINGS AND BOARD COMMITTEES MEETINGS

6 Board meetings were held during the year ended 31 December 2024. The Directors use their best endeavours to ensure that for all Board meetings to be held, Board minutes are kept by the company secretary of the Company (“**Company Secretary**”), and be open for inspection by the Directors. Every Director is entitled to have access to the board papers and related materials and have unrestricted access to the advice and services of the Company Secretary, and have the liberty to seek external professional advice if so required.

The Board has established three Board committees, namely Audit Committee, Remuneration Committee and Nomination Committee.

非執行董事之任期

有關委任非執行董事任期之進一步詳情，請參閱年報「董事會報告 – 董事及董事服務合約」一節。

董事會會議及董事委員會會議

截至二零二四年十二月三十一日止年度舉行了六次董事會會議。董事盡力保證所有將會舉行的董事會會議、董事會會議記錄由本公司之公司秘書(「**公司秘書**」)保存及可供董事查閱。各董事有權查閱董事會文件及相關資料，亦可在不受限制下取得公司秘書之意見及享用其服務，及可於需要時自行尋求外界專業意見。

董事會已成立三個董事委員會，即審核委員會、薪酬委員會及提名委員會。

Corporate Governance Report (Continued)

企業管治報告(續)

The attendance of the Directors at the Board meetings and the general meetings are as follows:

董事出席董事會會議及股東大會的情況如下：

Names of Directors	董事姓名	No. of meetings attended/eligible to attend		
		Board Meeting	Annual General Meeting	Special General Meeting
		董事會會議	週年大會	特別大會
Executive Directors:		執行董事：		
Mr. Ng Man Chun Paul (<i>Chairman</i>)	吳文俊先生(主席)	6/6	1/1	1/1
Mr. Chan Chi Fung	陳志鋒先生	6/6	1/1	1/1
Mr. Ng Ting Ho	吳廷浩先生	6/6	1/1	1/1
Independent non-executive Directors:		獨立非執行董事：		
Mr. Chan Hin Hang	陳衍行先生	6/6	1/1	1/1
Mr. Yum Edward Liang Hsien (resigned on 15 November 2024)	任亮憲先生(於二零二四年十一月十五日辭任)	5/5	1/1	1/1
Mr. Hung Kenneth	洪君毅先生	6/6	1/1	1/1
Ms. Ng Ching (appointed on 15 November 2024)	吳靖女士(於二零二四年十一月十五日獲委任)	1/1	0/0	0/0

AUDIT COMMITTEE

Audit Committee of the Board was established on 26 October 2011, written terms of reference were adopted in compliance with the GEM Listing Rules. The main functions of the Audit Committee of the Board is to recommend to the Board on the appointment, reappointment and removal of the external auditors; to approve the remuneration and terms of engagement of the external auditors as well as any questions of resignation or dismissal of such auditors; to review the interim and annual reports and accounts of the Group; and to oversee the Company's financial reporting, risk management and internal control procedures.

審核委員會

董事會之審核委員會已於二零一一年十月二十六日成立，已採用符合GEM上市規則之書面訂明之職權範圍。董事會審核委員會之主要職能為就委任、續聘及終止聘用外聘核數師向董事會作出推薦；批准外聘核數師之酬金及委聘條款，並負責處理與該等核數師辭任或罷免有關之任何問題；審議本集團之中期及年度報告及賬目；及監察本公司財務申報、風險管理及內部監控程序。

Corporate Governance Report (Continued)

企業管治報告(續)

The Audit Committee of the Board consists of three independent non-executive Directors, namely, Mr. Chan Hin Hang (chairman of the committee), Mr. Hung Kenneth and Ms. Ng Ching.

During the year ended 31 December 2024, the Audit Committee held 4 meetings. The Audit Committee has reviewed the final results for the year ended 31 December 2024 and also the interim results for the period ended 30 June 2024, and has reviewed the risk management and internal control systems, and discussed with the management and the external auditor about the issues concerning the accounting policies and practices which may affect the Group, along with financial reporting matters.

The members and attendance of the Audit Committee for the year ended 31 December 2024 are as follows:

董事會審核委員會成員包括三名獨立非執行董事，即陳衍行先生(委員會主席)、洪君毅先生及吳婧女士。

截至二零二四年十二月三十一日止年度，審核委員會年內曾舉行四次會議。審核委員會已審閱截至二零二四年十二月三十一日止年度之末期業績及截至二零二四年六月三十日止期間之中期業績，並已檢討風險管理及內部監控系統，並與管理層及外聘核數師討論可能影響本集團的會計政策及常規的相關議題以及財務報告事宜。

截至二零二四年十二月三十一日止年度之審核委員會成員及其出席情況如下：

Name of Audit Committee members 審核委員會成員姓名	Number of meetings attended/ eligible to attend 出席會議次數/ 合資格出席次數
Mr. Chan Hin Hang (<i>Chairman</i>) 陳衍行先生(主席)	4/4
Mr. Yum Edward Liang Hsien (resigned on 15 November 2024) 任亮憲先生(於二零二四年十一月十五日辭任)	3/3
Mr. Hung Kenneth 洪君毅先生	4/4
Ms. Ng Ching (appointed on 15 November 2024) 吳婧女士(於二零二四年十一月十五日獲委任)	1/1

REMUNERATION COMMITTEE

Remuneration Committee of the Board was established on 26 October 2011. Written terms of reference were adopted in compliance with the GEM Listing Rules. The Remuneration Committee of the Board, with the majority of its members being independent non-executive Directors, is mainly responsible for making recommendations to the Board on the remuneration policy of the Company. The Remuneration Committee has to consult the chairman and/or the chief executive officer of the Company on their proposals relating to the remuneration of other executive Directors. The Remuneration Committee may seek independent professional advice as it considers necessary in respect of its function.

薪酬委員會

董事會之薪酬委員會已於二零一一年十月二十六日成立，已採用符合GEM上市規則之書面訂明之職權範圍。董事會薪酬委員會之大部分成員為獨立非執行董事，主要負責就本公司薪酬政策向董事會提出推薦意見。薪酬委員會須就其他執行董事之薪酬方案諮詢本公司主席及／或主要行政人員的意見。薪酬委員會可在其認為有需要時就其職能，徵詢獨立專業意見。

Corporate Governance Report (Continued)

企業管治報告(續)

The Remuneration Committee of the Board consists of three independent non-executive Directors, namely Mr. Chan Hin Hang (chairman of the committee), Mr. Hung Kenneth and Ms. Ng Ching.

During the year ended 31 December 2024, the Remuneration Committee held 2 meetings. It reviewed the remuneration policy of the Company, assessed the performance of the Directors and senior management and recommended specific remuneration packages of the Directors and senior management to the Board with reference to the level of responsibilities of the individual Director, the scope of operation of the Group as well as the prevailing market conditions.

The members and attendance of the Remuneration Committee for the year ended 31 December 2024 are as follows:

董事會薪酬委員會由三名獨立非執行董事陳衍行先生(委員會主席)、洪君毅先生及吳婧女士組成。

截至二零二四年十二月三十一日止年度，薪酬委員會曾舉行兩次會議。其檢討本公司薪酬政策、評估董事及高級管理層之表現，以及參考個別董事職責水平、本集團經營範疇以及現時市況就董事及高級管理層的特定薪酬組合向董事會提供推薦意見。

截至二零二四年十二月三十一日止年度之薪酬委員會成員及其出席情況如下：

Name of Remuneration Committee members 薪酬委員會成員姓名	Number of meetings attended/ eligible to attend 出席會議次數/ 合資格出席次數
Mr. Chan Hin Hang (<i>Chairman</i>) 陳衍行先生(主席)	2/2
Mr. Yum Edward Liang Hsien (resigned on 15 November 2024) 任亮憲先生(於二零二四年十一月十五日辭任)	2/2
Mr. Hung Kenneth 洪君毅先生	2/2
Ms. Ng Ching (appointed on 15 November 2024) 吳婧女士(於二零二四年十一月十五日獲委任)	0/0

Corporate Governance Report (Continued)

企業管治報告(續)

NOMINATION COMMITTEE

Nomination Committee of the Board was established on 26 October 2011. Written terms of reference were adopted in compliance with the GEM Listing Rules. The Nomination Committee of the Board is responsible for reviewing the structure, size and composition of the Board, identifying suitable candidates for directorship, assessing the independence of independent non-executive Directors, and making recommendations to the Board regarding any proposed appointment and re-appointment.

The Nomination Committee consists of three independent non-executive Directors, namely Ms. Ng Ching (chairman of the Committee), Mr. Chan Hin Hang and Mr. Hung Kenneth.

During the year ended 31 December 2024, the Nomination Committee of the Board held 1 meeting and has reviewed the structure, size and composition of the Board and the effectiveness of the diversity practices under the board diversity policy of the Company, reviewed the nomination of directors policy and assessed the independence of the independent non-executive Directors.

The members and attendance of the Nomination Committee for the year ended 31 December 2024 are as follows:

提名委員會

董事會之提名委員會已於二零一一年十月二十六日成立，已採用符合GEM上市規則之書面訂明之職權範圍。董事會提名委員會負責檢討董事會的架構、規模及組成，物色董事職務的合適人選，評核獨立非執行董事的獨立性，及就任何建議委任及重新委任向董事會提呈建議。

提名委員會由三名獨立非執行董事吳靖女士(委員會主席)、陳衍行先生及洪君毅先生組成。

截至二零二四年十二月三十一日止年度，董事會提名委員會舉行了1次會議，檢討董事會之架構、規模及組成以及在本公司董事多元化政策下的多元化常規是否有效，並檢討董事提名政策及評估非執行董事的獨立性。

截至二零二四年十二月三十一日止年度之提名委員會成員及其出席情況如下：

Name of Nomination Committee members 提名委員會成員姓名	Number of meetings attended/ eligible to attend 出席會議次數/ 合資格出席次數
Mr. Chan Hin Hang 陳衍行先生	1/1
Mr. Yum Edward Liang Hsien (<i>Chairman</i>) (resigned on 15 November 2024) 任亮憲先生(主席)(於二零二四年十一月十五日辭任)	1/1
Mr. Hung Kenneth 洪君毅先生	1/1
Ms. Ng Ching (<i>Chairman</i>) (appointed on 15 November 2024) 吳靖女士(主席)(於二零二四年十一月十五日獲委任)	0/0

Corporate Governance Report (Continued)

企業管治報告(續)

REMUNERATION OF DIRECTORS AND SENIOR MANAGEMENT

The remuneration of the members of senior management (comprising executive Directors, non-executive Directors and senior management) of the Group for the year ended 31 December 2024 by band is as follows:

董事及高級管理層薪金

本集團高級管理層成員(由執行董事、非執行董事及高級管理層組成)於截至二零二四年十二月三十一日止年度之薪金按價幅劃分如下：

	Number of individuals 人數
HK\$Nil to HK\$1,000,000 港幣零元至港幣1,000,000元	3
HK\$1,000,001 to HK\$1,500,000 港幣1,000,001元至港幣1,500,000元	2
HK\$1,500,001 to HK\$2,000,000 港幣1,500,001元至港幣2,000,000元	1

Further particulars in relation to Directors' remuneration and the five highest paid individuals are set out in notes 11 and 12 to the consolidated financial statements respectively.

有關董事酬金及五位最高薪人士之其他資料，分別載於綜合財務報表附註11及12。

Corporate Governance Report (Continued) 企業管治報告(續)

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy (“**Board Diversity Policy**”) on 1 January 2019 and amended on 11 April 2022 to set out the approach to achieve diversity on the Board.

In order to achieve a sustainable and balanced development, the Company continuously seeks to enhance the effectiveness of the Board and to maintain high standards of corporate governance and ensures that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business. The Company will also take into account its own business model and specific needs from time to time in forming its perspectives on the Board diversity. The Company will endeavour to ensure that the diversity of Board is achieved and appointments of Directors are in the best interest of the Company and its shareholders.

Measurable objectives

Selection of candidates to be appointed to the Board and the continuation of those appointments will be based a range of objective factors, including but not limited to gender, age, cultural and educational background, race, skills and professional experience. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

Implementation and monitoring

The Nomination Committee is primarily responsible for identifying suitable qualified candidates to become members of the Board. In assessing potential candidates of the Board, the Nomination Committee will give adequate consideration to the diversity perspectives as set out in the Board Diversity Policy.

The Nomination Committee will review the Board Diversity Policy from time to time to ensure the effectiveness of the Board Diversity Policy. The Nomination Committee will discuss and propose any amendments to the Board Diversity Policy as it thinks fit, and recommend any such amendments to the Board for consideration and approval.

董事多元化政策

董事會已於二零一九年一月一日採納董事會多元化政策(「**董事會多元化政策**」)並於二零二二年四月十一日作出修訂，以制定達致董事會多元化的方法。

為實現可持續均衡發展，本公司不斷致力於提高董事會效能及維持高水準的企業管治，並確保董事會在切合本公司業務需要的技能、經驗及多元化方面保持平衡。本公司於構建董事會多元化方面亦會考慮其自身業務模式及不時的特別需求。本公司將致力於確保達成董事會多元化及基於本公司及其股東的最佳利益委任董事。

可測量的目標

甄選候選人獲委任為董事會成員及續任情況將基於一系列客觀因素，包括但不限於性別、年齡、文化及教育背景、種族、技能及專業經驗。最終決定將基於甄選候選人為董事會帶來之價值及貢獻。

實施及監察

提名委員會主要負責物色適合的合資格候選人成為董事會成員。於評估董事會潛在候選人時，提名委員會將充分考慮董事會多元化政策所載的多元化因素。

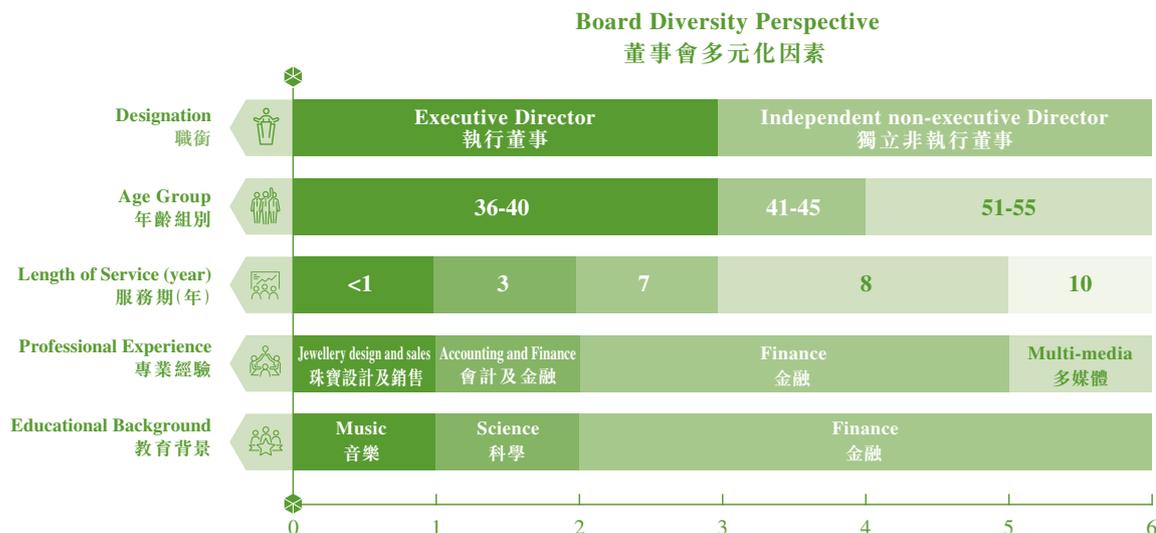
提名委員會將不時審閱董事會多元化政策以確保其效能。提名委員會亦將會討論及建議其認為合適的任何董事會多元化政策之修訂，並向董事會提出相關修訂建議供其審批。

Corporate Governance Report (Continued)

企業管治報告(續)

As at the date of this report, the Board's composition taking into account the diversity perspectives as set out in the Board Diversity Policy are summarised as follows:

於本報告日期，於董事會多元化政策所載董事會之組成考慮多元化因素概述如下：



During the year ended 31 December 2024, the Nomination Committee had reviewed the Board composition and was of the opinion that the Board consisted of members with different, age, cultural and educational background, skills and professional experience, which met the objectives under the Board Diversity Policy.

截至二零二四年十二月三十一日，提名委員會經已檢討董事會的組成，並認為董事會由不同年齡、文化及教育背景、技能及專業經驗的成員組成，切合董事會多元化政策的目標。

To maintain the gender diversity, the Board consists of five male members and one female Director. The Board will continue to place emphasis on hiring practices to ensure that qualified female candidates are given equal consideration alongside male counterparts. By placing emphasis on gender diversity in the succession planning process, the Company has a diverse pipeline of capable candidates ready to step into leadership positions when vacancies arise.

為保持性別多元化，董事會包括五名男性董事及一名女性董事。董事會將繼續強調招聘常規，以確保合資格的女性候選人獲得與及男性候選人同等的考慮。透過在繼任計劃的過程中強調性別多元化，本公司已確保一批多元化的候選人已準備就緒，在董事出缺時加入領導層。

Corporate Governance Report (Continued)

企業管治報告(續)

WORKFORCE DIVERSITY

The details of workforce composition are disclosed in the section headed “Environmental, Social and Governance Report” of the annual report.

The Group is committed to employ the appropriate staff for a suitable position regardless of the gender as its recruitment strategy. The Group has various departments which are led by different male and female staff, and in order to enhance efficiency, the Company has not set a measurable objective for achieving gender diversity at workforce level. On a merit-based policy, the Company is committed to providing equal opportunities to its staff in respect of recruitment, training and development, job advancement, and remuneration and benefits.

NOMINATION POLICY

The nomination policy has been adopted by the Board with effect from 1 January 2019. Any subsequent amendment of the nomination policy shall be reviewed by the Nomination Committee and approved by the Board.

1. General Provisions

- 1.1 The Nomination Committee has formulated a nomination policy (“**Nomination Policy**”) to standardise and enhance transparency for the nomination procedures and the process and criteria adopted by the Nomination Committee in selecting and recommending candidates as Directors, in order to ensure that the Board shall have a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company’s business.
- 1.2 The Nomination Committee shall be responsible for reviewing the Nomination Policy and disclosing the same in the corporate governance report to ensure full compliance with the CG Code, the GEM Listing Rules, the Bye-laws of the Company and other relevant provisions.

僱員多元化

僱員組成多元化的詳情於年報「環境、社會及管治報告」一節披露。

本集團承諾以無分性別，聘用合適的員工擔任合適的職位作為招聘策略。本集團設有由不同男性與女性員工領導的多個部門，而為提高效率，本公司並未就在僱員層面達致性別多元化而設定可計量的目標。本公司奉行用人唯才的政策，致力在招聘、培訓及發展、工作晉升及薪酬福利等方面為員工提供平等機會。

提名政策

董事會已於二零一九年一月一日採納提名政策。提名政策其後的任何修訂須經提名委員會審閱及董事會批准。

1. 一般條文

- 1.1 提名委員會已制定提名政策（「**提名政策**」）標準化及提高提名委員會於甄選及推薦董事候選人時所採用提名程序以及流程及標準的透明度，以確保董事會在切合本公司業務需要的技能、經驗及多元化方面保持平衡。
- 1.2 提名委員會須負責審閱提名政策並於企業管治報告中進行有關披露，以確保完全符合企業管治守則、GEM上市規則、本公司細則及其他相關條文。

Corporate Governance Report (Continued)

企業管治報告(續)

2. Selection criteria for nominating a Director

2.1 The selection criteria for assessing the suitability of a proposed candidate as a Director which shall be taken as reference by the Nomination Committee are listed below:

- (a) integrity and reputation;
- (b) skill, accomplishment and experience relevant to the Company's business;
- (c) commitment in respect of available time;
- (d) existing and potential conflicts of interest;
- (e) diversity of the Board, including but not limited to gender, age, cultural and educational background, or professional experience of the Directors;
- (f) not being prohibited by law from being a Director; and
- (g) any other factors as the Nomination Committee may deem fit to consider in the best interests of the shareholders of the Company.

2.2 The above selection criteria are not exhaustive nor conclusive. The Nomination Committee has the discretion to nominate any person as it considers appropriate.

2. 提名董事的甄選標準

2.1 提名委員會所參考的評估建議董事候選人適合性的甄選標準載列如下：

- (a) 誠信及信譽；
- (b) 與本公司業務相關的技能、成就及經驗；
- (c) 可投入的時間；
- (d) 現有及潛在的利益衝突；
- (e) 董事會的多元化，包括但不限於董事的性別、年齡、文化及教育背景、或專業經驗；
- (f) 法律並無禁止擔任董事；及
- (g) 提名委員會認為符合本公司股東最佳利益的任何其他因素。

2.2 上述甄選標準並非詳盡亦非決定性因素。提名委員會可酌情決定提名其認為適當的任何人士。

Corporate Governance Report (Continued)

企業管治報告(續)

3. Procedures for nomination of a Director

- 3.1 Any Director may nominate a candidate for appointment, election or re-election as a Director by the Board or at a general meeting. Upon obtaining the required information from the candidate as listed above, the Nomination Committee shall evaluate whether such candidate is qualified to be appointed, elected or re-elected into the Board based on the criteria as set out above and the relevant GEM Listing Rules and the policies of the Company.
- 3.2 The Nominate Committee shall convene a meeting to discuss and consider the recommendation of the candidate to the Board for appointment, election or re-election as a Director.

Please refer to the section headed “Shareholders’ Rights – Procedures for shareholders to propose a person for election as a Director” of this report for procedures for shareholders’ nomination of any proposed candidate for election as a Director.

CORPORATE GOVERNANCE FUNCTIONS

The Directors are responsible for performing the corporate governance duties as to develop and review the Company’s policies and practices on corporate governance, make recommendations to the Board, review and monitor the Company’s policies and practices on compliance with legal and regulatory requirements. Also, the Directors are responsible for reviewing the Company’s compliance with the CG Code and its disclosure requirements in the Corporate Governance Report and developing, reviewing and monitoring the code of conduct and compliance manual (if any) applicable to employees and directors; and reviewing and monitoring the training and continuous professional development of directors.

The Board has reviewed the Group’s policies and practices on corporate governance practices and compliance with legal and regulatory requirements including compliance with the CG Code for the year ended 31 December 2024.

3. 提名董事的程序

- 3.1 任何董事可提名候選人，由董事會或於股東大會上委任、推選或重選為董事。獲取候選人如上文所述的規定資料後，提名委員會可根據上述標準、相關GEM上市規則及本公司政策評估該名候選人是否符合資格獲委任、推選或重選為董事會成員。
- 3.2 提名委員會須召開會議討論及審議提呈予董事會的候選人建議以委任、推選或重選董事。

有關股東提名任何建議候選人參選董事的程序，請參閱本報告「股東之權利－股東建議推選董事的程序」一節。

企業管治職能

董事負責履行企業管治職責，以建立及檢核本公司在企業管治方面之政策及實務、向董事會提出建議、審閱及監察本公司之政策及實務就法律及監管規定的遵守情況。另外，董事負責檢討本公司就企業管治守則的遵守情況及須在企業管治報告內作出之披露規定，並建立、檢討及監察適用於僱員及董事之行為守則及遵例手冊(如有)，以及檢討及監察董事之培訓及持續專業發展。

董事會已檢討本集團於截至二零二四年十二月三十一日止年度在企業管治常規及遵守法律及監管規定方面(包括遵守企業管治守則)之政策及實務。

Corporate Governance Report (Continued)

企業管治報告(續)

INTERNAL CONTROL AND RISK MANAGEMENT

Summary

The Company and the Group have engaged a consultant to conduct a review on the Group's internal control environment and report to the Audit Committee and management for the purpose of evaluation of the documentation, effectiveness and efficiencies of the control of the Group. The Audit Committee has reviewed the Company's risk management and internal control systems in respect of the year ended 31 December 2024. The Board has conducted a review of the internal control system and the effectiveness of its operations of the Company and its subsidiaries for the year ended 31 December 2024, including financial, operational and compliance control, and risk management functions. That will ensure that the Directors will oversee and monitor the Group's overall financial position so that the interests of the shareholders are well protected and covered. The Board assessed the effectiveness of internal control by considering the reviews performed by the consultant. The Board and the Audit Committee considered that the risk management and internal control system are effective and adequate during the year. The Company complies with the code provisions relating to internal control contained in the CG Code.

Risk Management Philosophy

Risk taking is a necessary and accepted part of the Company's business. Effectively managing risk is a competitive necessity and an integral part of creating shareholder value through good business practices designed to ensure that the Company achieves its strategic, business and governance objectives, and protects its corporate reputation, values and integrity.

Risk management applies to all aspects of the Company's business and forms a critical part of developing strategic plans, preparing operational plans and budgets, completing detailed project approval requests and designing and managing project plans.

內部監控及風險管理

概要

本公司及本集團委聘顧問檢討本集團之內部監控環境並就評估本集團之文檔處理、監控之有效性及效率向審核委員會及管理層報告。審核委員會已對本公司截至二零二四年十二月三十一日止年度的風險管理與內部監控系統進行檢討。董事會已就本公司及其附屬公司截至二零二四年十二月三十一日止年度之內部監控系統(包括財務、營運及合規監控以及風險管理職能)及其運作之有效性作出檢討。此將確保董事將監察及監控本集團之整體財務狀況，致令股東之利益受到妥善保障及覆蓋。董事會透過考慮顧問所作出之檢討以評核內部監控系統是否有效。董事會及審核委員會認為，年內風險管理及內部監控系統屬有效及充足。本公司符合載於企業管治守則內有關內部監控系統之守則條文。

風險管理理念

風險承擔對本公司業務而言屬必要及可接受。有效的管理風險可維持競爭力，亦是透過實施良好商業慣例來確保本公司達致戰略、經營及管治目標，保障公司聲譽、價值及誠信，從而創造股東價值的不可或缺部分。

風險管理涵蓋本公司業務的所有方面，是制定戰略計劃、編製經營計劃及預算、完成具體項目審批申請及制定與管理項目規劃時至關重要的一環。

Corporate Governance Report (Continued)

企業管治報告(續)

Risk Management Responsibility

The Board acknowledges that it is responsible for the oversight of the Company's risk management and internal control systems and reviewing their effectiveness. Such systems are designed to manage rather than eliminate risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

The Board, through the Audit Committee, is responsible for reviewing and assessing the major risks facing the Company and reviewing, approving and monitoring the Company's approach to addressing such risks annually.

Under its terms of reference, the Audit Committee is responsible for the oversight of the Company's financial reporting system, risk management systems and internal control systems. The Audit Committee oversees the risk management process and reviews the effectiveness of the risk management and internal control systems by conducting the following procedures:

- reviewing the Company's financial controls, and unless expressly addressed by a separate Board risk committee, or by the Board itself, to review the Company's risk management and internal control systems;
- discussing the risk management and internal control systems with management to ensure that management has performed its duty to have an effective systems; this discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting and financial reporting function;
- considering major investigations findings on risk management and internal control matters as delegated by the Board or on its own initiative and management's response to these findings;
- reviewing the Group's financial and accounting policies and practices;
- reviewing the external auditors' management letter, any material queries raised by the auditor to management about the accounting records, financial accounts or systems of control and management's response;

風險管理責任

董事會確認負責監管本公司風險管理及內部監控系統，並評估該等系統的成效。該等系統是專為控制未能達致經營目標的風險，而非排除該風險，僅可為避免重大錯誤陳述或損失提供合理而非絕對保證。

董事會負責透過審核委員會檢討及評估本公司的主要風險，並每年審批及監察本公司處理該等風險的方法。

審核委員會負責根據職權範圍監管本公司的財務申報系統、風險管理系統及內部監控系統。審核委員會透過下列程序監管風險管理流程及檢討風險管理與內部監控系統的成效：

- 檢討本公司的財務監控系統，及除非獨立的董事會風險委員會或董事會明確說明，否則亦要檢討本公司的風險管理及內部監控系統；
- 與管理層討論風險管理及內部監控系統，確保管理層已履行職責建立有效的系統，包括討論本公司在會計及財務申報職能方面的資源、員工資歷及經驗，以及培訓課程及有關預算是否足夠；
- 應董事會委派或自發地審議有關風險管理及內部監控事宜的重大調查結果及管理層對調查結果的回應；
- 檢討本集團的財務及會計政策及常規；
- 審閱外聘核數師給予管理層的《審核情況說明函件》、核數師就會計紀錄、財務賬目或監控系統向管理層提出的任何重大疑問及管理層作出的回應；

Corporate Governance Report (Continued)

企業管治報告(續)

- reviewing arrangements employees of the Company can use, in confidence, to raise concerns about possible improprieties in financial reporting, internal control or other matters. The Committee should ensure that proper arrangements are in place for fair and independent investigation of these matters and for appropriate follow-up action;
- acting as the key representative body for overseeing the Company's relations with the external auditor;
- ensuring that the Board will provide a timely response to the issues raised in the external auditor's management letter;
- conducting exit interviews with any director, manager, financial controller or internal credit control manager upon their resignation in order to ascertain the reasons for his departure;
- preparing work reports for presentation to the Board and to prepare summary of work reports for inclusion in the Group's interim and annual reports;
- considering the appointment of any person to be a committee member, auditors and accounting staff either to fill a casual vacancy or as an additional committee member, auditors and accounting staff or dismissal of any of them;
- reporting to the Board on the matters set out in the relevant code provisions in the CG Code; and
- considering other matters, as defined or assigned by the Board from time to time.
- 檢討本公司僱員可暗中就財務匯報、內部監控或其他方面可能發生的不正當行為提出關注之安排。委員會應確保設置對此等事宜作出公平獨立的調查之適當安排及採取適當行動；
- 擔任本公司與外聘核數師之間的主要代表，負責監察二者之間的關係；
- 確保董事會及時回應外聘核數師給予管理層的《審核情況說明函件》中提出的事宜；
- 於任何董事、經理、財務總監或內部信貸控制主管離職時，接見有關人員並了解其離職原因；
- 就工作草擬報告及概要報告；前者交董事會審閱，後者刊於本集團的中期及年度報告；
- 考慮委任任何人士為委員會成員、核數師及財務工作人員，以填補臨時空缺或增加委員會成員、核數師及財務工作人員或罷免上述任何人員；
- 就企業管治守則相關條文所述事宜向董事會匯報；及
- 考慮董事會不時界定或委派之其他事項。

Corporate Governance Report (Continued)

企業管治報告(續)

Inside Information

The Group, as a whole on specifically itself, has no written policy on handling and dissemination of inside information but certain other policies have been adopted and measures have been taken from time to time to ensure that proper safeguards exist to prevent a breach of a disclosure requirement in relation to the Group. The Board assesses the likely impact of any unexpected and significant event that may impact the price of the shares of the Company or their trading volume and decides whether the relevant information is considered inside information and needs to be disclosed as soon as reasonably practicable pursuant to Rules 17.10 and 17.11 of the GEM Listing Rules and the Inside Information Provisions under Part XIVA of the SFO. Executive Directors also may have responsibility for approving certain announcements and/or circulars to be issued by the Company under powers delegated by the Board from time to time. In addition, all employees are required to strictly adhere to the employment terms regarding the management of confidential information and the access of information is restricted to a limited number of employees on a need-to-know basis. Further, employees are required to strictly adhere to the rules and regulations regarding the management of inside information as adopted by the relevant business unit(s) in which such employees are working in. The Group is committed to ensuring that information contained in the announcements or circulars of the Company are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

內幕資料

本集團本身並無關於處理及發放內幕消息的書面政策，惟不時採納若干其他政策及措施，以確保存在適當的防範措施，以防止違反與本集團相關的披露規定。董事會評估任何不可預計重大事件可能對本公司股份價格或成交量的可能影響，並決定有關資料是否視為內幕資料，而須根據GEM上市規則第17.10條及17.11條和證券及期貨條例第XIVA部項下內幕資料條文在合理可行情況下盡快披露。執行董事亦負責批准本公司根據董事會不時授權而刊發的若干公告及／或通函。此外，所有僱員都必須嚴格遵守有關機密資料管理的僱傭條款，並以需要知悉為基礎僅限少數僱員存取資料。此外，僱員必須嚴格遵守其所在業務部門採納的內幕資料管理規則及規定。本集團致力確保公告或通函中所載的資料在重大事實不存在虛假或誤導性，或以清晰平衡的方式呈現消息(就正面及負面事實需要同等披露而言)不會因遺漏重大事實而導致虛假或誤導性。

Corporate Governance Report (Continued)

企業管治報告(續)

Risk Management and Internal Control Process

During 2024, the Company engaged a consultant who conducted an interview with key personnel and senior management of the Group, reviewed the internal control manual and related documents and performed site visit to observe the daily operation to understand the Company's risk management and internal control system. The findings on internal control and enterprise risk management were summarised and was distributed to the Audit Committee for its review. The Audit Committee concluded that the Company had in place effective and adequate risk management and internal control systems. The Company has ensured that the risk management and internal control provisions under the CG Code have been complied with. The Board, has confirmed that the adequacy of the resources and staff qualifications and experiences of the Company's accounting and financial reporting functions during its annual review on the risk management and internal control systems.

Risks are evaluated by the Board and senior management based on (i) the severity of the impact of the risk on the Company's financial results; (ii) the probability that the risk will occur; and (iii) the velocity or speed at which a risk could occur.

Based on the risk evaluation, the Company will manage the risks as follows:

- Risk elimination – senior management may identify and implement certain changes or controls that in effect eliminate the risk entirely.
- Risk mitigation – senior management may implement a risk mitigation plan designed to reduce the likelihood, velocity or the severity of the risk to an acceptable level.
- Risk retention – senior management may decide that the risk rating is low enough that the risk is acceptable for the Company and that no action is required. The risk would continue to be monitored as part of the risk management program to ensure the level of risk does not increase to an unacceptable level.

風險管理及內部監控流程

於二零二四年，本公司委聘顧問，與本集團主要人員及高級管理層進行訪談，審閱內部控制手冊與相關文件，並實地視察日常營運，以了解本公司之風險管理及內部監控系統。有關內部監控及企業風險管理之結果已作總結，並分發予審核委員會以供審閱。審核委員會認為，本公司之風險管理及內部監控系統充分有效。本公司確認，已遵守企業管治守則項下風險管理及內部監控條文。董事會對風險管理及內部監控系統進行年度審閱時確認本公司在會計及財務申報職能方面之資源以及僱員資格及經驗達到充分水平。

董事會及高級管理層根據(i)風險對本公司財務業績影響的嚴重程度；(ii)風險發生的可能性；及(iii)風險發生的速度對風險進行評估。

本公司將根據風險評估結果按以下方式管理風險：

- 排除風險 – 高級管理層可確認並實施若干變動或控制，完全排除風險。
- 減低風險水平 – 高級管理層可實施風險緩解計劃，將風險可能性、速度或嚴重性降至可接受水平。
- 維持風險水平 – 高級管理層可確定，基於風險評級屬低，對本公司屬可接受，毋須採取措施。根據風險管理計劃，將繼續監控風險，確保風險水平不會上升至不可接受的水平。

Corporate Governance Report (Continued)

企業管治報告(續)

Based on the risk evaluation, the Company will manage the risks as follows:

(1) Credit risk management

For loans granted by the Group, the Credit Committee will hold meetings on a monthly basis to review the repayment record of the loan interests and loan principals. The Credit Committee will assess the credit quality of the outstanding loan portfolio and see if provision needs to be made for non-performing loans.

The Credit Committee will regularly report to the Board relating to the repayment record of the loan interests and loan principals in the loan portfolio, its components and other matters, which need to be brought to the attention of the Board.

Given that the targeted customers of the Group's money lending business are well-heeled and reputational individuals and well-established companies, in the case of provision of short-term loans for the purpose of short-term financing for personal/business needs, the Group will generally not require collateral as it may not be viable for such customers to provide collaterals and thus requiring such would only deter them. Moreover, for short-term loans, the creation and release of collaterals would create unnecessary administrative cost to the Group. Nevertheless, the Group would apply the established credit approval policy and process to assess each and every potential customer such that, the Group would only approve any loans on the condition that the Group is of the view that any provision of loan will not constitute a high credit risk and the Group would usually require customers to provide signed and post-dated bank cheques with payments in accordance with tailor made repayment schedules. For details, please refer to the section headed "Management Discussion and Analysis – Money Lending Business" of the annual report.

We are exposed to credit risks during the course of our business in providing financing services to our customers for trading on a margin basis.

根據風險評估結果，本公司將按以下所述管理風險：

(1) 信貸風險管理

針對本集團所授出的貸款，信貸委員會將每月舉行會議審閱貸款利息及貸款本金的償還記錄。信貸委員會將評估未償還信貸組合的資信質量並決定是否需要就不良貸款作出撥備。

信貸委員會將就貸款組合中貸款利息及貸款本金的償還記錄、貸款組合結構以及須提請董事會垂注的其他事務定期向董事會匯報。

鑒於本集團放債業務的目標客戶為富裕及有信譽的個人以及根基穩固的公司，在提供短期貸款以滿足個人／企業短期融資需求時，本集團通常不會要求客戶提供抵押，因為有關客戶提供抵押或不可行且此要求導致客戶流失。此外，就短期貸款增設及解除抵押將會引致本集團不必要的管理成本。但本集團將採用完善的信貸審批政策及程序對每一位潛在客戶作出評估，藉以保證本集團僅在其認為提供貸款並無引致高信貸風險的情況下批准貸款；且本集團通常會要求客戶根據其訂制的還款計劃提供已簽署及已開具的銀行支票。有關詳情，請見年報中「管理層討論及分析－放債業務」一節。

我們為客戶提供金融服務以進行保證金為基礎交易，因而於業務過程中面臨信貸風險。

Corporate Governance Report (Continued)

企業管治報告(續)

The credit assessment of a customer is performed during account opening through enquiry and collection of information so as to verify the customer's net worth and income, and evaluate their risk profile by understanding their financial condition, investment preferences and investment experience. We did not independently obtain credit information from third parties (such as any credit reports on our customers) during our credit assessment process. However, given that (i) our financing service are provided with listed securities pledged as collaterals; (ii) margin ratio is assigned for each individual securities; (iii) marginable amount of each of our customer is determined based on (a) the market value of securities held under the securities trading account; and (b) the margin ratio for each securities; and (iv) our margin call policy and trading limit set for each securities trading account would limit the maximum loss due to customer's default, our Directors consider that our credit assessment procedures are appropriate and sufficient to manage our credit risk. For details, please refer to the section headed "Management Discussion and Analysis – Financial Services Business" of the annual report.

(2) Business and operational risk management

The Credit Committee is responsible for the assessment of the business and operational risks and implementation of credit policies. Monthly meetings are held among Credit Committee members and regular meetings are held between the Credit Committee and the Board to review the operating activities of the money lending business.

We have established internal reporting procedures to report any suspected case (including but not limited to employee misconduct and fraud). We have formulated credit policies and operational procedures (which are continuously updated), and implemented initiatives which include:

- segregating duties between credit assessment, loan file reviews and loan approval to establish checks and balances in the loan approval processes;
- checking and recalculating loan repayment schedules upon loan settlement to ascertain the accuracy of interests charged in accordance with the stated effective interest rates;

客戶的信貸評估在開戶過程中通過查詢和收集資料進行，以驗證客戶的淨財富和收入，並通過了解彼等的財務狀況、投資偏好和投資經驗來評估彼等風險狀況。在我們的信貸評估過程中，並沒有獨立地從第三方獲得信貸資料(例如我們客戶的任何信貸報告)。然而，鑒於(i)我們提供的融資服務以上市證券作抵押；(ii)為每項個別證券指定保證金比率；(iii)我們每個客戶的保證金數額是根據(a)證券交易賬戶下持有證券的市場價值；及(b)每一證券的保證金比率釐定；及(iv)我們為每個證券交易賬戶設定之保證金通知政策及交易限額，將限制因客戶違約而造成的最大損失，董事認為我們的信貸評估程序適當及足以管理我們的信貸風險。有關詳情，請見年報中「管理層討論及分析 – 金融服務業務」一節。

(2) 業務及操作風險管理

信貸委員會負責評估業務及操作風險以及執行信貸政策。信貸委員會成員每月舉行會議，且信貸委員會與董事會定期舉行會議，審閱放債業務的經營活動。

本集團已設立內部報告程序以報告任何可疑事件(包括但不限於僱員行為不端及欺詐)。本集團已制定信貸政策及操作程序(不斷予以更新)，並實施以下措施：

- 將信貸評估、貸款資料審閱以及貸款審批的職責獨立劃分，以在貸款審批過程中實現權責制衡；
- 於清算貸款時核查並重新計算貸款還款計劃，確保根據訂明的實際利率所收取利息的準確性；

Corporate Governance Report (Continued) 企業管治報告(續)

- adopting staff handbook which documented our requirements on employees' code of conduct and contained reporting policy as a procedure guideline for staff to report fraud or suspicious fraud case, if any;
 - adopting information security guidelines to prevent unauthorised access to our information system and to reduce the operational risk caused by failures of information technology systems by maintaining backup data for the key data processing systems; and
 - strengthening our anti-money laundering monitoring efforts via verification of identity, record keeping, recognition of suspicious transactions, reporting of suspicious transactions and staff education and training.
- 採納僱員手冊，當中載明有關僱員行為規範的要求，及包括報告政策，為僱員報告欺詐或疑似欺詐事件(如有)的程序訂立指引；
 - 採納信息安全指引，防止未經授權進入本集團信息系統，並通過主要數據處理系統保存備份數據減少因信息技術系統故障引致的操作風險；及
 - 通過身份核驗、記錄保存、識別可疑交易、報告可疑交易以及僱員教育及培訓加強反洗錢監管力度。

(3) Liquidity risk management

The Group has built an appropriate liquidity risk management framework to meet the Group's short, medium and long-term funding and liquidity management requirements. The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term. Specifically, in conducting the money lending business, our management will monitor our Group's cash inflow and outflow on a weekly basis to ensure the accuracy of cash collection and deployment and that there is no shortfall in cash which may interrupt our Group's business. The Group will maintain sufficient cash buffer to meet the working capital requirement and liquidity needs for our business operations in the coming months. The Group's major liquidity needs mainly include the settlement of operating expenses such as food cost, premises rental and employees' remuneration. For the year ended 31 December 2024, the Group had not experienced any shortfall in cash for meeting the above liquidity needs.

(3) 流動性風險管理

本集團已設立適當的流動性風險管理框架，以滿足本集團短期、中期及長期的資金需求以及流動性管理需求。本集團的政策為定期監察現時及預期流動資金需求，確保其維持充足現金儲備滿足其短期及長期流動資金需求。具體而言，在開展放債業務時，管理層將每週監察本集團的現金流入及流出，保證現金收取及配置的準確性，確保並無出現中斷本集團業務開展的資金短缺。本集團將留存充分的現金緩衝期以滿足未來數月本集團業務營運的營運資金需求以及流動資金需求。本集團主要流動資金需求主要包括結付營運開支，如食品成本、辦公室租金及僱員薪酬。截至二零二四年十二月三十一日止年度，本集團並無出現任何現金短缺而無法滿足上述流動資金需求。

Corporate Governance Report (Continued)

企業管治報告(續)

We are required to maintain at all times the liquid capital which is not less than the minimum requirement as set out under the financial resources rules and financial return (“FRR”). Our accounts department is responsible for the preparation of the financial returns and the computation of liquid capital in accordance with the requirements under the FRR. The monthly financial returns are submitted to our responsible officers for review and approval before submission to the Securities and Future Commission (“SFC”) no later than three weeks after each calendar month. Our accounts department also conducts the liquid capital computation on a daily basis which is reviewed by our responsible officers to ensure that we are able to comply with the FRR requirement on an ongoing basis.

During 2024, our Group did not have any noncompliance with the minimum liquid capital requirement as set out by the SFC.

(4) Legal and regulatory risk management

The credit approval policy and process as described in the section headed “Management Discussion and Analysis – Money Lending Business – Internal Control and Loan Approval Process” of the annual report has been designed to ensure that the Group’s money lending business operates in accordance with the Money Lenders Ordinance and applicable laws.

The Credit Committee has adopted suitable documentation and procedures in the application and assessment process to calculate the effective interest rate of all loan applications and ensure that the procedures are in compliance with the Money Lenders Ordinance. The Credit Committee and the Board will, from time to time, review such documentation and procedures to ensure the documentation and procedures to be in compliance with the relevant laws and regulations.

我們須在任何時候維持不少於根據財政資源規則和財務回報(「**財政資源規則和財務回報**」)所規定的最低要求流動資金。我們的會計部門負責根據財政資源規則和財務回報的要求編製財務報表和計算流動資金。每月財務報表在不遲於每個公曆月三個星期內呈交予我們的負責人員審閱和批准後，提交給證券及期貨事務監察委員會(「**證監會**」)。我們的會計部門亦每日進行流動資金計算，並由我們的負責人員進行審查，以確保我們能夠持續遵守財政資源規則和財務回報的規定。

於二零二四年，本集團並無任何不符合證監會所定最低流動資金要求的情況。

(4) 法律及監管風險管理

年報中「管理層討論及分析 – 放債業務 – 內部控制及貸款審批程序」一節所述的信貸審批政策及程序乃為確保本集團放債業務根據放債人條例及適用法律營運而設計。

信貸委員會已於申請及評估程序中採用適當的文件歸檔及程序，藉以計算所有貸款申請的實際利率並確保有關程序遵守放債人條例。信貸委員會及董事會將不時審閱有關文件歸檔及程序，以確保有關文件歸檔及程序符合相關法律及規例。

Corporate Governance Report (Continued) 企業管治報告(續)

Depending on the nature of food and beverage business of the Group, the following are the principal types of licences that may be required for the operation of our restaurants in Hong Kong:

- (a) Food business licence, including restaurant licence for restaurant operation, restricted food permits for sales of live fish, shell fish, sashimi and oysters to be eaten in a raw state, and food safety licence for food importation and distribution which are required to be obtained before commencement of the relevant food business operation; and
- (b) Liquor licence, which is to be obtained before commencement of sale of liquor in the restaurant premises.

We are required to obtain certain licences in relation to our restaurant operations in Hong Kong. We have obtained all relevant licenses and permits that are material to our operation in Hong Kong. Our consultant keeps track of the expiry dates of relevant licences and timely applies for renewal. Our restaurants will only commence operations after obtaining or renewing the relevant licences and/or permits. During the year, we had not been involved in any unsettled safety and licensing related violations, the outcome of which we believed might materially and adversely affect our business, operation and financial position.

On the operational level, the Group has complied with the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) and the guidelines recommended by the Office of the Privacy Commissioner for Personal Data when collecting and processing data from students, customers and borrowers. The Group has also paid attention to the Copyright Ordinance (Chapter 528 of the Laws of Hong Kong) when preparing and delivering teaching materials. Besides, the Group has complied with the Education Ordinance (Chapter 279 of the Laws of Hong Kong) in application of applicable certificates for running school, the Child Care Services Ordinance (Chapter 243 of the Laws of Hong Kong) in application certificate for running child care centre and the Trade Descriptions Ordinance (Chapter 362 of the Laws of Hong Kong) in preparation and publication of advertisements. Further, the Group has paid attention to the Prevention and Control of Disease Ordinance (Chapter 599 of the Laws of Hong Kong) in relation to the regulation of requirements and directions for business and premises.

根據本集團食品及飲料業務的性質，以下為在香港經營餐廳可能需的主要牌照：

- (a) 食品業務牌照，包括須於開始經營相關食品業務前取得的經營餐廳業務的食肆牌照、銷售活魚、甲殼類水產動物、刺身及生蠔的售賣限制食物許可證，以及食品進口及分銷的食品安全牌照；及
- (b) 酒牌，須於餐廳場所開始售賣酒類前取得。

我們須取得有關香港餐廳業務之若干牌照。我們已取得所有對我們在香港營運有重大影響之相關牌照及許可證。我們的顧問會跟進相關許可證的到期日期，並及時申請重續。我們餐廳將僅在取得或重續相關牌照及／或許可證後才會開始運營。年內，我們並未涉及任何未解決之安全及與許可證相關之違規行為，我們認為違規後果可能對我們的業務、營運及財務狀況造成重大不利影響。

就經營層面而言，本集團於收集及處理學生、客戶及借款人的資料時已遵守香港法例第486章《個人資料(私隱)條例》及個人資料私隱專員公署建議的指引。本集團於編製及派發教材時亦已注意香港法例第528章《版權條例》版權條例。此外，本集團於申請營運學校所適用證書時已遵守香港法例第279章《教育條例》，申請營運幼稚園所適用證書時已遵守香港法例第243章《幼兒服務條例》，並於製作及刊登廣告時遵守香港法例第362章《商品說明條例》。此外，本集團已注意到《預防及控制疾病條例》(香港法例第599章)中有關業務及場所的規定及指示。

Corporate Governance Report (Continued)

企業管治報告(續)

On the human resources level, the Group has abided by the Employment Ordinance (Chapter 57 of the Laws of Hong Kong), Employees' Compensation Ordinance (Chapter 282 of the Laws of Hong Kong), Minimum Wage Ordinance (Chapter 608 of the Laws of Hong Kong), Mandatory Provident Fund Schemes Ordinance (Chapter 485 of the Laws of Hong Kong), equal opportunity legislations (including Sex Discrimination Ordinance (Chapter 480 of the Laws of Hong Kong), Disability Discrimination Ordinance (Chapter 487 of the Laws of Hong Kong), Family Status Discrimination Ordinance (Chapter 527 of the Laws of Hong Kong) and Race Discrimination Ordinance (Chapter 602 of the Laws of Hong Kong) and Occupational Safety and Health Ordinance (Chapter 509 of the Laws of Hong Kong) to safeguard the health, safety, interests and benefits of the Group's employees.

Other details of the Group's compliance with relevant laws and regulations are set out in the section headed "Environmental, Social and Governance Report" of the annual report.

Whistleblowing Policy

The Company has adopted a whistleblowing policy ("**Whistleblowing Policy**") on 11 April 2022 which is available on the website of the Company. The purpose of the Whistleblowing Policy is to establish a mechanism to enable staff and other members of the Group to voice concerns in a responsible and effective manner so as to promote the highest standards of openness, probity and accountability, and encourage the reporting of misconduct, unlawful and unethical behavior. The Board has reviewed the implementation of the Whistleblowing Policy and considered that it has been effectively implemented during the year ended 31 December 2024.

Anti-corruption Policy

The Company has adopted an anti-corruption policy ("**Anti-corruption Policy**") on 11 April 2022 which is available on the website of the Company. The Anti-corruption Policy sets out the specific behavioural guidelines that the Group's personnel and business partners must follow to combat corruption and demonstrates the Group's commitment to the practice of ethical business conduct and the compliance of the anti-corruption laws and regulations that apply to its operations. The Anti-corruption Policy is subject to review by the Board and the management as and when appropriate to ensure its continued effectiveness.

就人力資源層面而言，本集團已遵守香港法例第57章《僱傭條例》、香港法例第282章《僱員補償條例》、香港法例第608章《最低工資條例》、香港法例第485章《強制性公積金計劃條例》、平等機會法例(包括香港法例第480章《性別歧視條例》、香港法例第487章《殘疾歧視條例》、香港法例第527章《家庭崗位歧視條例》及香港法例第602章《種族歧視條例》)及香港法例第509章《職業安全及健康條例》，以保障本集團僱員的健康、安全及利益。

本集團遵守相關法律法規之其他詳情載於本年報「環境、社會及管治報告」一節。

舉報政策

本公司於二零二二年四月十一日採納一項舉報政策(「**舉報政策**」)，詳情可於本公司網站上查閱。舉報政策旨在建立機制，讓員工及本集團其他成員能夠以負責而有效的方式提出所關注的問題，從而提倡透明度、廉潔守法及問責制的最高標準，並鼓勵舉報行為失當、非法行為及不道德行為。董事會經已檢討舉報政策的執行，並認為已於截至二零二四年十二月三十一日止年度有效落實。

反貪政策

本公司於二零二二年四月十一日採納一項反貪政策(「**反貪政策**」)，詳情可於本公司網站上查閱。反貪政策規定了本集團人員及業務合作夥伴必須遵守以打擊貪污的具體行為準則，並表明本集團致力實踐道德商業行為及遵守適用於其營運的反貪法律法規。反貪政策由董事會及管理層適時檢討，確保政策持續有效。

Corporate Governance Report (Continued)

企業管治報告(續)

DIVIDEND POLICY

The Board has adopted a policy on payment of dividend (“**Dividend Policy**”) with effect from 1 January 2019. Declaration and payment of dividends by the Company is subject to compliance with applicable laws and regulations including the laws of Bermuda and the Bye-laws of the Company.

Dividends may be paid out by way of cash or by other means that the Directors consider appropriate. Declaration and payment of any dividends would require the recommendation of the Board and will be at its discretion. In addition, any final dividends for a financial year will be subject to the approval of the shareholders. A decision to declare or to pay any dividends in the future, and the amount and rates of such dividends, will be subject to, among other things, the Group’s results of operations, cash flow, financial conditions, operating and capital requirements and other factors which the Directors consider important.

The Board will review the Dividend Policy from time to time and may exercise its sole and absolute discretion to update, amend and/or modify the Dividend Policy at any time as it deems fit and necessary. There is no assurance that dividends will be declared or paid in any particular amount for any given period.

CONSTITUTIONAL DOCUMENTS

The existing Bye-laws of the Company was adopted on 30 June 2022. Since its adoption and up to the date of this annual report, there was no change in the Company’s constitutional documents. The latest version of Memorandum of Association, Memorandum of Continuance and the Bye-laws of the Company is available on the websites of the Stock Exchange and the Company respectively.

股息政策

董事會已於二零一九年一月一日採納派付股息政策(「**股息政策**」)。本公司宣派及派付股息須遵守適用的法律法規，包括百慕達法例及本公司細則。

股息可以現金或董事認為適宜的其他方式支付。宣派及派付任何股息將須由董事會推薦並酌情批准。此外，財政年度的任何末期股息將須經股東批准。日後宣派或派付任何股息的決定及有關股息的數額及比率將取決於(其中包括)本集團的營運業績、現金流量、財務狀況、經營及資本需求，以及董事認為屬重大的其他因素。

董事會將不時檢討股息政策，並在其認為合適及必要的任何時間，全權酌情決定更新、修訂及／或修改股息政策。概不保證將在任何指定期間宣派或派付任何特定金額的股息。

憲章文件

本公司現有的公司細則乃於二零二二年六月三十日獲採納。自其採納以來及直到本年報日期，本公司憲制文件並無更改。本公司的組織章程大綱、存續大綱及新細則的最新版本可分別於聯交所網站及本公司網站上查閱。

Corporate Governance Report (Continued)

企業管治報告(續)

COMMUNICATIONS WITH SHAREHOLDERS

The Company provides information in relation to the Group to the shareholders in a timely manner through a number of formal channels, including interim and annual reports, announcements and circulars. Such published documents together with the corporate information of the Group are also available on the Company's website (www.chinademeter.com).

The shareholders' meeting provides a useful channel for shareholders to communicate directly with the Board which the Directors are available to answer questions related to the Company's affairs.

The procedures to elect Directors were uploaded to the Company's website (www.chinademeter.com).

The Company will continue to improve the communication with investors and to provide them more opportunities to understand the business of the Company. On 11 April 2022, the Board resolved to adopt a shareholders communication policy setting all the framework in place to promote effective communication with the shareholders of the Company. The Board has reviewed the shareholders' communication policy and considered that it has been effectively implemented during the year ended 31 December 2024.

AUDITORS' REMUNERATION

During the year ended 31 December 2024, the amount of fees in respect of audit services and non-audit services paid/payable to Baker Tilly Hong Kong Limited and its affiliate was set out below:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Services rendered	已提供服務		
Audit services	核數服務	990	970
Non-audit services	非核數服務	48	48
Total	總計	1,038	1,018

與股東溝通

本公司透過多種正式渠道，包括中期及年度報告、公告及通函，及時向股東提供有關本集團的資料。該等已刊登文件連同本集團的公司資料亦可於本公司網站(www.chinademeter.com)查閱。

股東大會提供有用之渠道，讓股東與董事會直接交流，而董事於大會上回答有關本公司事務的問題。

選舉董事之流程已上載於本公司網站(www.chinademeter.com)。

本公司將繼續改善與投資者之溝通，為投資者提供更多了解本公司業務之機會。於二零二二年四月十一日，董事會決議採納一項股東溝通政策，制定了促進與本公司股東有效溝通的所有框架。董事會已檢討股東溝通政策，並認為已於截至二零二四年十二月三十一日止年度有效落實。

核數師酬金

截至二零二四年十二月三十一日止年度，已付／應付天職香港會計師事務所有限公司及其關聯方公司之核數服務及非核數服務費用金額載列如下：

Corporate Governance Report (Continued) 企業管治報告(續)

COMPANY SECRETARY

The Company Secretary is an employee of the Group and has day-to-day knowledge of the Group's affairs. During the year ended 31 December 2024, the Company Secretary complied with the qualification and training requirements under the GEM Listing Rules.

SHAREHOLDERS' RIGHTS

Procedures for shareholders to convene a special general meeting

Shareholders are encouraged to attend all general meetings of the Company. Pursuant to Article 58 of the Bye-laws of the Company, shareholders holding not less than one-tenth of the paid-up capital of the Company can convene a special general meeting by depositing a requisition in writing to the Directors or the Company Secretary for the purpose of requiring the convening of the special general meeting. The written requisition shall be deposited to the Company's office at Office A01, 35/F, United Centre, No. 95 Queensway, Admiralty, Hong Kong.

Procedures for shareholders to send enquiries to the Board

The Company is committed to regular and proactive communication with its shareholders. It has adopted a policy of disclosing clear, adequate and relevant information to Shareholders in a timely manner through various channels. The Company has complied with the GEM Listing Rules by posting announcements, notices, interim and annual reports as well as shareholders' circulars on the respective websites of the Stock Exchange and the Company (www.chinademeter.com).

Shareholders are encouraged to communicate with the Company for any enquiries in relation to the Group, or for putting forward any proposals at a shareholders' meeting:

Address: Office A01, 35/F,
United Centre,
No. 95 Queensway, Admiralty
Hong Kong

Telephone no.: (852) 2116 1218

Fax no.: (852) 2151 1872

Attention: The Board of Directors/
The Company Secretary

公司秘書

公司秘書為本集團僱員，熟悉本集團日常事務。截至二零二四年十二月三十一日止年度，公司秘書已遵守GEM上市規則內之資格及培訓規定。

股東權利

股東召開股東特別大會的程序

鼓勵股東出席本公司的所有股東大會。根據本公司之公司細則第58條，持有本公司繳足資本不少於十分之一的股東可召開股東特別大會，透過向董事或公司秘書提交要求召開股東特別大會的書面要求。書面要求須寄往本公司之辦事處，地址為香港金鐘金鐘道95號統一中心35樓A01號辦公室。

股東向董事會諮詢的程序

本公司致力與其股東進行定期及主動的溝通。本公司已採納政策，透過多種渠道及時向股東清晰及充足地披露有關資料。本公司遵守GEM上市規則，於聯交所網站及本公司網站(www.chinademeter.com)刊載公告、通告、中報、年報以及股東通函。

鼓勵股東於本公司就有關本集團任何查詢而進行溝通，或於股東大會上提呈任何建議：

地址：香港金鐘
金鐘道95號
統一中心
35樓A01號辦公室

電話號碼：(852) 2116 1218

傳真號碼：(852) 2151 1872

致：董事會/
公司秘書

Corporate Governance Report (Continued)

企業管治報告(續)

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

The following procedures are subject to the Company's Bye-laws and applicable legislation and regulations.

If a shareholder, who is duly qualified to attend and vote at the general meeting convened to deal with appointment/election of Director(s), wishes to propose a person (other than the member himself/herself) for election as a Director at that meeting, he/she/it can deposit a written notice to the following address:

Head office and principal place of business of the Company in Hong Kong

Office A01, 35/F, United Centre, No. 95 Queensway, Admiralty, Hong Kong

In order for the Company to inform all shareholders of that proposal, the written notice must state the full name of the person proposed for election as a Director, his/her biographical details as required by Rule 17.50(2) of the GEM Listing Rules, and be signed by the shareholder concerned together with a written notice of the person proposed for election as a Director indicating his/her willingness to be elected.

Procedures for shareholders to put forward proposals

Pursuant to Article 58 of the Bye-laws of the Company, any one or more shareholders holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the Company Secretary, to require a special general meeting to be called by the Board for the transaction of any business specified in such requisition, and such meeting shall be held within two months after the deposit of such requisition.

股東建議推選董事的程序

以下程序須受本公司細則及適用法例及法規所規限。

倘合乎資格出席為委任／選舉董事而召開的股東大會及於會上投票的股東欲提議於該大會上推選個別人士(除其本人外)為董事，彼可將書面通知送交以下地址：

本公司總部及香港主要營業地點

香港金鐘金鐘道95號統一中心35樓A01號辦公室

為讓本公司知會全體股東有關建議，上述書面通知必須列明擬參選董事職位之人士之全名、GEM上市規則第17.50(2)條規定之履歷詳情，並由相關股東簽署，連同獲推選為董事之人士表明其參選意向之書面通知。

股東提呈建議的程序

根據本公司細則第58條，任何一位或以上於遞呈要求當日持有不少於附帶可於本公司股東大會上投票之權利之本公司繳足股本十分之一的股東，有權隨時透過向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會處理相關要求中列明的任何業務之交易，該等會議須於相關要求遞呈後兩個月內舉行。

Corporate Governance Report (Continued) 企業管治報告(續)

Save as the procedures for shareholders of the Company to convene a general meeting as set out above, there are no other provisions allowing shareholders of the Company to put forward proposals at the general meeting under the Bye-laws of the Company or under the Companies Act 1981 of Bermuda. Shareholders of the Company may follow the procedures set out above to convene a special general meeting for any business specified in such written requisition. The written requisition must state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution, signed by all the shareholders concerned. The written requisition shall be deposited at Office A01, 35/F, United Centre, No. 95 Queensway, Admiralty, Hong Kong, the head office and principal place of business of the Company in Hong Kong, for the attention of the Board or the Company Secretary.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors acknowledge their responsibilities in the preparation of the Company's consolidated financial statements for each financial year which give a true and fair view of the state of affairs of the Company and in presenting the interim and annual financial statements, and announcements to shareholders, the Directors aim at presenting a balanced, cleared and comprehensive assessment of the Company's performance, its current position and future prospects. The respective responsibilities of the Directors and auditors of the Company in respect of the preparation of the consolidated financial statements are set out in the independent auditors' report on pages 144 to 155 of the annual report.

除上文所載之本公司股東召開股東大會之程序外，根據本公司細則或百慕達一九八一年公司法，並無其他條文允許本公司股東於股東大會上提呈建議。本公司股東可依照上文所載的程序就該請求書中列明的任何事項召開股東特別大會。該請求書須列明有關決議案，連同一份不多於一千字之陳述書，內容有關提案所提述之事宜，須由全體有關股東簽署。請求書須送交本公司之總辦事處及香港主要營業地點(地址為香港金鐘金鐘道95號統一中心35樓A01號辦公室)，註明董事會或公司秘書收啟。

董事對綜合財務報表之責任

董事承認其就各財政年度編製本公司綜合財務報表之責任，以真實及公平地呈現本公司之業務狀況，並在發表中期及年度財務報表及致股東之公告中，董事致力就本公司之表現、現有狀況及未來前景呈示平衡、清晰及全面之評核。本公司董事及核數師各自就編製綜合財務報表之責任載列於本年報第144至155頁之獨立核數師報告。

Directors' Report

董事會報告

The directors (“**Directors**”) of the Company present their report and the audited consolidated financial statements of the Company and its subsidiaries (“**Group**”) for the year ended 31 December 2024.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The activities of the Company’s principal subsidiaries are set out in note 16 to the consolidated financial statements.

Save as discussed in the section headed “Management Discussion and Analysis” of the annual report, which forms part of this Directors’ report, there were no significant changes in the nature of the principal activities of the Group during the year ended 31 December 2024.

SEGMENT INFORMATION

An analysis of the Group’s performance by principal activities for the year ended 31 December 2024 is set out in note 6 to the consolidated financial statements.

RESULTS

The financial performance of the Group for the year ended 31 December 2024 and financial position of the Group as at the year end date are set out in the consolidated financial statements on pages 156 to 159 of the annual report.

DIVIDEND

The Directors do not recommend the payment of any dividend in respect of the year ended 31 December 2024 (2023: HK\$Nil).

本公司董事(「**董事**」)謹此提呈董事會年度報告，以及本公司及其附屬公司(「**本集團**」)截至二零二四年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司之主要業務為投資控股。本公司主要附屬公司之業務載於綜合財務報表附註16。

除本年報「管理層討論及分析」一節(該節構成本董事會報告的一部分)所述外，截至二零二四年十二月三十一日止年度，本集團的主要業務活動性質並無重大變動。

分部資料

本集團於截至二零二四年十二月三十一日止年度按主要業務之表現分析載於綜合財務報表附註6。

業績

本集團截至二零二四年十二月三十一日止年度之財務表現及本集團於年結日之財務狀況載於本年報第156至159頁之綜合財務報表內。

股息

董事不建議就截至二零二四年十二月三十一日止年度派付任何股息(二零二三年：港幣零元)。

Directors' Report (Continued)

董事會報告(續)

BUSINESS REVIEW

Below is a business review of this Directors' report as required by Schedule 5 to the Companies Ordinance (Chapter 622 of the Laws of Hong Kong). The discussion on a fair review of the Group's business, financial key performance indicators and performance and indication of future development of the Group for the year ended 31 December 2024 is set out in the sections headed "Chairman's Statement" and "Management Discussion and Analysis" of the annual report. A discussion of Group's relationships with its key stakeholders, and environmental policies and performance is contained in the section headed "Environmental, Social and Governance Report" of the annual report. These discussions form part of this Director's report.

Key risks and its management

The Group is principally engaged in (i) food and beverage business; (ii) money lending business; (iii) financial services business; (iv) securities investment business; (v) alcoholic beverage distribution and miscellaneous business; and (vi) provision of children education services.

Key risks

(1) *Reliance on key personnel*

The effective operations and future success of the Group's business are depending, to a significant extent, on the capability, experience and continued efforts of our key management personnel. If the Group is unable to attract, retain and motivate the necessary key management personnel, the business and operation conditions of the Group may be disrupted and the results and financial positions of the Group may be materially or adversely affected.

(2) *Reliance on close relationship with the Group's customers*

The success of the Group relies heavily on good relationship with its customers. If the Group fails to maintain the current level of business relationship with its customers and retain them in its sales and distribution network, the sales, financial condition and operating results of the Group may be adversely affected.

業務回顧

下文為按香港法例第622章公司條例附表5規定所作出的本董事會報告業務回顧。對本集團截至二零二四年十二月三十一日止年度的業務、財務關鍵績效指標、業績及預計日後發展的中肯審視的討論載於本年報「主席報告」及「管理層討論及分析」章節。本集團與其主要持份者的關係以及環保政策及表現的討論載於本年報的「環境、社會及管治報告」一節。該等討論組成本董事會報告一部分。

主要風險及其管理

本集團主要從事(i)食品及飲料業務；(ii)放債業務；(iii)金融服務業務；(iv)證券投資業務；(v)酒精飲料分銷及雜項業務；及(vi)提供兒童教育服務。

主要風險

(1) *對主要人員的依賴*

本集團業務之有效營運及未來成功很大程度上取決於主要管理人員之能力、經驗及不懈努力。倘本集團未能招攬、留聘及鼓勵所需之主要管理人員，則本集團之業務及營運狀況可能中斷，而本集團業績及財務狀況亦可能受到重大或負面影響。

(2) *依賴與本集團客戶的密切關係*

本集團的成功很大程度上依賴其與客戶之間的良好關係。倘本集團不能維持其與客戶目前的業務關係水平並於其銷售及分銷網絡保留該等客戶，則本集團之銷售、財務狀況及經營業績或會受到不利影響。

Directors' Report (Continued)

董事會報告(續)

(3) Risk relating to the food and beverage business

- (a) *Uncertainties on obtaining or renewing the licences and permits for the Group's operations*

The Group is required to obtain and maintain various type of licences, including (i) general licences and (ii) liquor licence and other approvals or permits, including restricted food permits for its restaurants operation in Hong Kong. Most of the requisite licences are usually valid for one to two years and the licences are required to be renewed before their expiry to comply with the relevant requirements and ensure that business operation can be continued without any disruption.

The Group may experience difficulties or failures in obtaining or renewing the necessary approvals, licences and permit for new restaurants in a timely manner or at all for factors beyond its control.

- (b) *Rely on individual to hold all the liquor licences of restaurants*

All of the liquor licences of the Group's restaurants were held by individuals.

Pursuant to Regulation 15 of the Dutiable Commodities (Liquor) Regulations (Chapter 109B of the Laws of Hong Kong), any transfer of a liquor licence must be conducted in the prescribed form with the consent of the liquor licence holder. In case of illness or temporary absence of the liquor licence holder, the secretary of the Liquor Licensing Board may in his/her discretion authorise any person to manage the licenced premises under Regulation 24 of the Dutiable Commodities (Liquor) Regulations, upon application by the liquor licence holder. For any application for cancellation of the liquor licence made by the holder of liquor licence, one must make an application for new issue of a liquor licence to the Liquor Licensing Board. In case of death or insolvency of the liquor license holder, his/her executor or administrator or trustee may carry on the business in the licence premises until the expiration of the licence under section 54 of the Dutiable Commodities Ordinance (Chapter 109 of the Laws of Hong Kong).

(3) 有關食品及飲料業務的風險

- (a) 取得或重續本集團營運所需的牌照及許可證的不確定性

本集團於香港經營餐廳須取得並持有各種牌照，包括(i)普通牌照及(ii)酒牌及其他批准或許可證(包括限制食品許可證)。大部分必需牌照的有效期通常為一至兩年，本集團須在屆滿前重續該等牌照，以遵守相關監管規定及確保我們可繼續經營業務而不受任何中斷。

本集團可能因無法控制的因素難以或無法及時或甚至根本無法為新餐廳取得或重續所需的批准、牌照及許可證。

- (b) 依賴個別人士持有餐廳全部酒牌

本集團餐廳所有的酒牌均由個別人士持有。

根據香港法例第109B章應課稅品(酒類)規例第15條，酒牌轉讓須經酒牌持有人同意按規定形式進行。根據應課稅品(酒類)規例第24條，如酒牌持有人患病或暫時不在場，而酒牌持有人作出申請，則酒牌局秘書可酌情授權任何人士管理領有牌照處所。倘酒牌持有人申請註銷酒牌，則其將須向酒牌局申請發放新酒牌。根據香港法例第109章應課稅品條例第54條，倘酒牌持有人去世或無力償還，其遺囑執行人、遺產管理人或受託人可在領有牌照處所繼續營業，直至牌照有效期屆滿為止。

Directors' Report (Continued) 董事會報告(續)

If the relevant liquor licence holder in each of the Group's restaurants refuses to give consent to a transfer application when a transfer is required, or fails to make an application in respect of his/her illness or temporary absence or makes a cancellation application without consent, or if an application for new issue of a liquor licence is required in case of death or insolvency of the relevant employee, the relevant restaurant may have to cease its sale of liquor for the time being, in which case may adversely affect its business and profitability.

倘本集團各間餐廳的相關酒牌持有人於要求轉讓時拒絕同意轉讓申請、或未能就其患病或暫時不在場提出申請、或未經同意提出註銷酒牌申請、或倘相關僱員去世或無力償還而須申請發放新酒牌，則相關餐廳可能須在當時停止出售酒精飲品，在此情況下，本集團的業務及盈利能力或會受到不利影響。

(4) Risks relating to the money lending business

The money lending business of the Group is exposed to default from the Group's customers, which involves the risk of loss due to the inability or unwillingness of customers to meet their contractual obligations. If the customers of the money lending business of the Group fail to meet their contractual obligations, the Company may incur additional costs to collect the loan principal and corresponding interests. To mitigate this risk, the board of Directors ("Board") has set up the Credit Committee with relevant experience of this business segment and report to the Board directly. The Credit Committee has full authority to deal with all credit matters. The members of the Credit Committee are appointed by the Board and the quorum of the Credit Committee is at least two committee members. The credit policy of the Group's money lending business is subject to the review and amendments by the Credit Committee and the Board from time to time in line with changes in market environment.

(5) Risk relating to the financial services business

The financial services business of the Group is subject to the performance of the Hong Kong securities market and the performances of the Group's competitors which are beyond its control and the Group cannot assure that our historical level of income can be sustained. In addition, non-compliance with extensive regulatory requirements could cause the Group to incur fines, restriction on financial service activities or even suspension or revocation of some or all of the licences for carrying on the Group's business activities.

(4) 有關放債業務的風險

本集團的放債業務面臨本集團客戶的違約風險，其包括客戶無能力或不願意履行其合約責任而導致的損失風險。倘本集團放債業務的客戶未能履行合約責任，本公司可能會產生額外費用以收回貸款本金及相應利息。為降低該風險，董事會（「董事會」）已成立信貸委員會，由具有此業務分部相關經驗的成員組成，並直接向董事會報告。信貸委員會全權處理所有信貸事務。信貸委員會成員由董事會委任，成員人數至少為兩人。本集團放債業務的信貸政策由信貸委員會及董事會不時根據市場環境變化作出檢討及修訂。

(5) 有關金融服務業務的風險

本集團的金融服務業務受香港證券市場的表現及本集團的競爭對手的表現所左右，這是本集團無法控制的，本集團無法保證我們的過往收入水平能夠持續。此外，不遵守廣泛的監管要求可能導致本集團產生罰款、使金融服務活動受限，甚至被暫停或撤銷若干或全部進行本集團業務活動的牌照。

Directors' Report (Continued)

董事會報告(續)

Also the Group's brokerage services involved active interactions between its staff and customers and therefore it is subject to human errors, which the Group has to bear the losses resulting therefrom. For placing and underwriting business, the Group exposed to business risks in case the securities underwritten by the Group are undersubscribed or the placing exercises are failed to complete.

(6) Major financial risk exposed to the Group

The Group is exposed to financial risks, including credit, interest rate, liquidity and other price risks. The Group actively and regularly reviews these risks and will adopt measures, if needed, to control and mitigate these risks.

(7) Difficulties in recruitment and retention of the Group's employees

The success of the Group depends in apart upon the Group's ability to attract, retain and motivate a sufficient number of qualified employees, including responsible officer, teacher, restaurant staff, chefs and kitchen staff. Highly service-oriented and qualified individuals are in relatively short supply in Hong Kong and competition for these employees is intense. Any failure to employ and retain enough qualified employees could delay planned new restaurant openings, cause untenable teacher-to-pupil ratio to meet the statutory requirement or result in higher employee turnover, either of which could have a material adverse effect on the Group's business and results of operations. In addition, competition for qualified employees could also require the Group to pay higher wages, which could result in higher labour cost.

For a discussion of how the Group would tackle with the management of the material risks, please refer to the paragraph headed "Internal Control and Risk Management" in the section headed "Corporate Governance Report" of the annual report.

此外，本集團的經紀服務涉及本集團的員工和客戶之間的頻密互動，因此它可能出現人為錯誤，本集團必須承擔由此產生的損失。對於配售和包銷業務，本集團就所承銷的證券缺乏認購或配售活動未能完成而需承擔業務風險。

(6) 本集團面臨的主要金融風險

本集團面臨金融風險，包括信貸、利率、流動資金及其他價格風險。本集團積極定期審查該等風險，並將在需要時採取措施，控制和減輕該等風險。

(7) 難以招募或挽留本集團僱員

本集團的成功部分取決於我們吸引、挽留及激勵充足的合資格僱員(包括負責人員、教師、餐廳員工、廚師及廚房員工)的能力。香港以服務為本的合資格人員供應較為短缺，因此對該等僱員的競爭亦十分激烈。倘我們無法聘請或挽留足夠合資格僱員，則可能令新餐廳開業計劃延誤，導致師生比例不足以達致法定要求或導致僱員流失率上升，上述情況均對本集團的業務及經營業績有重大不利影響。此外，合資格僱員的競爭或會導致本集團須支付更高工資，導致勞工成本增加。

有關本集團如何處理重大風險管理之討論，請參閱本年報「企業管治報告」一節「內部監控及風險管理」各段。

Directors' Report (Continued)

董事會報告(續)

COMPLIANCE WITH RELEVANT RULES AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with relevant requirements could lead to adverse impact on business operation and financial position of the Group. The Board as a whole is responsible to ensure the Group is in compliance with relevant laws and regulations that have a significant impact on the Company. During the course of the business operations, the Group shall comply with different laws and regulations, further details of which are discussed in the sections headed “Management Discussion and Analysis”, “Corporate Governance Report” and “Environmental, Social and Governance Report” of the annual report, the discussion of which forms part of this Directors' report. For the year ended 31 December 2024, the Group was in compliance with these said laws and regulations.

MAJOR PROJECTS AND EVENTS

Details regarding major projects undertaken by the Group and events that have taken place during the year under review are incorporated under the section headed “Management Discussion and Analysis” of the annual report.

SUBSIDIARIES

Details of the Company's principal subsidiaries as at 31 December 2024 are set out in note 16 to the consolidated financial statements.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the published results of the Group for the last five financial years is set out in the section headed “Five-year Financial Summary” of the annual report.

PROPERTY, PLANT AND EQUIPMENT

Details of the movement in property, plant and equipment of the Group are set out in note 15 to the consolidated financial statements.

SHARE CAPITAL

Details of movements in the share capital of the Company during the year are set out in note 32 to the consolidated financial statements.

遵守法律及法規

本集團明白遵守監管規定之重要性及違反相關規定之風險，其可能對本集團之業務經營及財務狀況造成不利影響。董事會整體負責確保本集團遵守對本公司影響重大的相關法律及法規。本集團於經營其業務時需要遵守不同的法例及法規，有關其進一步詳情於本年報「管理層討論及分析」、「企業管治報告」及「環境、社會及管治報告」一節所論述，討論的內容構成本董事會報告的一部分。本集團於截至二零二四年十二月三十一日止年度遵守以上法例及法規。

主要項目及事項

有關本集團於回顧年度進行之主要項目及已發生事項之詳情載於本年報之「管理層討論及分析」一節內。

附屬公司

本公司主要附屬公司於二零二四年十二月三十一日之詳情載於綜合財務報表附註16。

五年財務概要

本集團過去五個財政年度之已付印業績概要載於本年報的「五年財務概要」一節。

物業、廠房及設備

本集團物業、廠房及設備變動詳情載於綜合財務報表附註15。

股本

有關本公司股本於本年度內的變動詳情載於綜合財務報表附註32。

Directors' Report (Continued)

董事會報告(續)

SHARE OPTION SCHEMES

Particulars of the Company's share option scheme are set out in note 34 to the consolidated financial statements.

The number of share options available for grant under the then existing scheme mandate of the then prevailing share option scheme of the Company as at 1 January 2024 (restated after the capital reorganisation became effective on 15 November 2024) and 31 December 2024 was 7,529,016 shares.

No shares of the Company that may be issued in respect of options and awards granted under all schemes of the Company (i.e. the share option scheme) during the year ended 31 December 2024, and divided by the weighted average number of shares of 87,875,359 shares of the Company for the year ended 31 December 2024, is 0%.

As at 24 March 2025, being the date of the annual report, the total number of share options available for issue under the share option scheme of the Company was 7,529,016 shares, representing approximately 5.6% of the issued shares of the Company as at such date.

PRE-EMPTIVE RIGHTS

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

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the year ended 31 December 2024, neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities.

MANAGEMENT CONTRACTS

During the year ended 31 December 2024, there were no contracts concerning the management and administration of the whole or any substantial part of the business of the group entered into or existed during the year.

購股權計劃

有關本公司購股權計劃的詳情載於綜合財務報表附註34。

於二零二四年一月一日(於股本重組於二零二四年十一月十五日生效後重列)及二零二四年十二月三十一日,本公司當時現行購股權計劃之當時現有計劃授權項下現行可供授出的購股權數目為7,529,016股。

截至二零二四年十二月三十一日止年度,本公司概無就本公司所有計劃(即購股權計劃)項下已授出購股權及獎勵發行任何股份,佔本公司截至二零二四年十二月三十一日止年度的加權平均股份數目87,875,359股的0%。

於二零二五年三月二十四日,即年度報告的日期,根據本公司的購股權計劃可供發行的購股權總數為7,529,016股,佔於該日期本公司已發行股份的約5.6%。

優先購買權

根據本公司之公司細則或百慕達法例,並無優先購買權條款,規定本公司須按比例向現有股東提呈發售新股份。

購買、贖回或出售本公司上市證券

截至二零二四年十二月三十一日止年度,本公司或其任何附屬公司概無購買、出售或贖回本公司任何上市證券。

管理合約

截至二零二四年十二月三十一日止年度,本集團於年內並無訂立或存在有關本集團全部或任何重大部分業務的管理及行政的合約。

Directors' Report (Continued)

董事會報告(續)

RESERVES

Details of movements in the reserves of the Company during the year are set out in note 41 to the consolidated financial statements.

Details of movements in the reserves of the Group during the year are set out in the consolidated statement of changes in equity of the annual report.

DISTRIBUTABLE RESERVES OF THE COMPANY

Details of movements during the year in the reserves and reserves available for distribution to the Company's shareholders of the Group and the Company are set out in the consolidated statement of changes in equity of the annual report and in note 41 to the consolidated financial statements.

MAJOR SUPPLIERS AND CUSTOMERS

During the year ended 31 December 2024, sales amount to the Group's five largest customers accounted for approximately 3.9% of the total sales amount of the Group, whilst the largest customer of the Group accounted for approximately 1.4% of the total sales amount of the Group. Purchases from the Group's five largest suppliers accounted for 32.2% of the total purchases amount of the Group, whilst the largest supplier of the Group accounted for approximately 9.3% of the total purchases amount of the Group.

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

OTHER BORROWINGS

Details of other borrowings of the Group are set out in note 29 to the consolidated financial statements.

儲備

有關本公司於本年度內之儲備變動詳情載於綜合財務報表附註41。

有關本集團於本年度內之儲備變動詳情載於本年報之綜合權益變動表。

本公司可分派儲備

於年內，本集團及本公司之儲備及可供分派予本公司股東之儲備之變動詳情載於本年報的綜合權益變動表及綜合財務報表附註41。

主要供應商及客戶

於截至二零二四年十二月三十一日止年度，向本集團五大客戶之銷售額佔本集團總銷售額約3.9%，而向本集團最大客戶之銷售額佔本集團總銷售額約1.4%。向本集團五大供應商之採購額佔本集團總採購額32.2%，而向本集團最大供應商之採購額佔本集團之總採購額約9.3%。

就董事所知，各董事或彼等之任何聯繫人或據董事所深知擁有本公司已發行股本5%以上之任何股東，概無於本集團任何五大客戶及供應商中擁有任何實益權益。

其他借貸

本集團其他借貸的詳情載於綜合財務報表附註29。

Directors' Report (Continued)

董事會報告(續)

DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

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

Executive Directors:

Mr. Ng Man Chun Paul

Mr. Chan Chi Fung

Mr. Ng Ting Ho

Independent non-executive Directors:

Mr. Chan Hin Hang

Mr. Yum Edward Liang Hsien (resigned on 15 November 2024)

Mr. Hung Kenneth

Ms. Ng Ching (appointed on 15 November 2024)

Mr. Yum Edward Liang Hsien has resigned as an independent non-executive Director with effective from 15 November 2024. He has confirmed that he has no disagreement with the Board and there is no matter relating to his resignation or other matter that shall be brought to the attention of the shareholders of the Company.

On 15 November 2024, Ms. Ng Ching has been appointed as an independent non-executive Director.

董事及董事服務合約

於財政年度內及直至本報告刊發日期，董事如下：

執行董事：

吳文俊先生

陳志鋒先生

吳廷浩先生

獨立非執行董事：

陳衍行先生

任亮憲先生(於二零二四年十一月十五日辭任)

洪君毅先生

吳婧女士(於二零二四年十一月十五日獲委任)

任亮憲先生已於二零二四年十一月十五日辭任獨立非執行董事。彼已確認，彼與董事會並無意見分歧，亦無有關彼辭任之事宜或其他事項須敦請本公司股東垂注。

於二零二四年十一月十五日，吳婧女士獲委任為獨立非執行董事。

Directors' Report (Continued) 董事會報告(續)

Biographical information of Directors and the senior management of the Group are set out in the section headed "Profiles of Directors and Senior Management" of the annual report.

In accordance with the Bye-laws of the Company and compliance with the requirements of the GEM Listing Rules, Mr. Ng Ting Ho and Mr. Chan Chi Fung will retire by rotation and, being eligible, will offer themselves for re-election at the forthcoming annual general meeting.

Mr. Ng Man Chun Paul has entered into a service agreement with the Company for a fixed term of one year commencing from 5 January 2025. The appointment will be terminable by three month's prior written notice given by either side.

Mr. Ng Ting Ho has entered into a service agreement with the Company for a fixed term of one year commencing from 1 August 2024. The appointment will be terminable by three month's prior written notice given by either side.

Mr. Chan Chi Fung has entered into a letter of appointment with the Company as an executive Director for a continuous term commencing from 1 September 2021. The appointment will be terminable by two months' prior written notice given by either side.

Mr. Chan Hin Hang has entered into a letter of appointment with the Company for a fixed term of one year commencing from 13 November 2024. The appointment will be terminable by one month's prior written notice given by either side.

Mr. Hung Kenneth has entered into a letter of appointment with the Company for a fixed term of one year commencing from 27 October 2024. The appointment will be terminable by one month's prior written notice given by either side.

Ms. Ng Ching has entered into a letter of appointment with the Company for a fixed term of one year commencing from 15 November 2024. The appointment will be terminable by one month's prior written notice given by either side. In accordance with the Bye-laws of the Company and compliance with the requirements of the GEM Listing Rules, Ms. Ng shall hold office only until the annual general meeting and being eligible, will offer herself for election at the forthcoming annual general meeting.

None of the Directors has entered into any service agreement with the Company which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

有關本集團董事及高級管理層之履歷資料載於本年報「董事及高級管理人員簡介」一節。

根據本公司之公司細則及遵守GEM上市規則之規定，吳廷浩先生及陳志鋒先生須於即將舉行之股東週年大會上輪值退任，並合資格膺選連任。

吳文俊先生已與本公司訂立服務協議，由二零二五年一月五日起計固定年期一年。委任可於任何一方提前三個月給出書面通知後終止。

吳廷浩先生已與本公司訂立服務協議，由二零二四年八月一日起計固定年期一年。委任可於任何一方提前三個月給出書面通知後終止。

陳志鋒先生與本公司訂立執行董事委任函，任期自二零二一年九月一日開始重續。該委任可由任何一方向另一方提前兩個月發出書面通知而終止。

陳衍行先生已與本公司訂立委任函，由二零二四年十一月十三日起計固定年期一年。委任可於任何一方提前一個月給出書面通知後終止。

洪君毅先生已與本公司訂立委任函，由二零二四年十月二十七日起計固定年期一年。委任可於任何一方提前一個月給出書面通知後終止。

吳婧女士已與本公司訂立委任函，由二零二四年十一月十五日起計固定年期一年。委任可於任何一方提前一個月給出書面通知後終止。根據本公司之公司細則及遵守GEM上市規則之規定，吳女士之任期僅至股東週年大會，並合資格於即將舉行之股東週年大會上膺選連任。

概無董事與本公司訂立任何不可由本公司於一年內無償終止(法定賠償除外)的服務合約。

Directors' Report (Continued)

董事會報告(續)

INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Company has arranged Directors' and officers' liability insurance throughout the year ended 31 December 2024 to indemnify the Directors and officers for their liabilities arising from their lawful discharge of duties. The insurance coverage and premium is reviewed on an annual basis.

The Bye-laws of the Company provide that the Directors for the time being acting in relation to any of the affairs of the Company and every one of them shall be indemnified and secured harmless out of the assets and profits of the Company from and against all actions, costs, charges, losses, damages and expenses which they or any of them shall or may incur or sustain by or by reason of any act done, concurred in or omitted in or about the execution of their duty, or supposed duty, in their respective offices; provided that this indemnity shall not extend to any matter in respect of any fraud or dishonesty which may attach to any of said persons.

EMOLUMENTS OF DIRECTORS AND THE FIVE HIGHEST PAID INDIVIDUALS

Details of emoluments of Directors and the five highest paid individuals of the Group are set out in notes 11 and 12 to the consolidated financial statements.

DIRECTORS' INTERESTS IN A TRANSACTION, ARRANGEMENT AND CONTRACT OF SIGNIFICANCE

No transactions, arrangements and contracts of significance to which the Company or its subsidiaries was a party and in which a Director or a connected entity of a director of the Company had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the year ended 31 December 2024.

董事及高級人員之彌償

本公司於截至二零二四年十二月三十一日止年度已就董事及高級人員安排責任保險，以彌償董事及高級人員因合法履職而引致之責任。保險範圍和保險費會作每年審查。

本公司之公司細則規定，在任董事就本公司之任何事務行事均應獲得彌償，並以本公司的資產及溢利作承擔，確保彼等或彼等任何人於就任時，在履行其職責或擬定責任期間所做出、同意或不作為之任何行為，免受任何可能產生或承擔之訴訟、費用、徵費、損失、損害和開支；惟該彌償不得延及任何可能與任何該等人士之欺詐或不誠實行為相關之事宜。

董事及五位最高薪人士之酬金

董事及本集團五位最高薪人士之酬金詳情載於綜合財務報表附註11及12。

董事於重大交易、安排及合約之權益

截至二零二四年十二月三十一日止年度末或期間的任何時間，本公司或其附屬公司並無參與任何董事或本公司董事的關聯實體直接或間接擁有重大利益的重大交易、安排及合約。

Directors' Report (Continued) 董事會報告(續)

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

As at 31 December 2024, the interests of the Directors and the chief executive and their associates in the shares, underlying shares or debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard dealings by directors of listed issuer as referred to in Rule 5.46 of the GEM Listing Rules, were as follows:

Long Positions

Shares of the Company

Name of Director 董事姓名	Capacity 身份	Number of shares held 所持股份數目	Approximate percentage of interest 佔股權概 約百分比 (Note) (附註)
Mr. Ng Man Chun Paul 吳文俊先生	Beneficial Owner 實益擁有人	384,500	0.43%
Mr. Ng Ting Ho 吳廷浩先生	Beneficial Owner 實益擁有人	384,500	0.43%
Mr. Chan Chi Fung 陳志鋒先生	Beneficial Owner 實益擁有人	2,101,000	2.33%

Note:

The percentage of interest in the Company is calculated by reference to the number of shares of the Company in issue as at 31 December 2024, that is 90,348,200.

董事及主要行政人員於股份、相關股份及債券中之權益及淡倉

於二零二四年十二月三十一日，董事及主要行政人員及彼等之聯繫人於本公司及其相聯法團之股份、相關股份或債券中擁有記錄於本公司根據證券及期貨條例第352條存置的登記冊或根據GEM上市規則第5.46條所述有關上市發行人董事進行交易的必守標準而須另行知會本公司及聯交所之權益如下：

好倉

本公司股份

附註：

本公司之權益百分比乃經參考於二零二四年十二月三十一日本公司已發行股份數目90,348,200股後計算得出。

Directors' Report (Continued)

董事會報告(續)

Other than as disclosed above, none of the Directors, chief executive nor their associates had any interests or short positions in any shares, underlying shares and debentures of the Company or any of its associated corporations as at 31 December 2024 that was required to be recorded pursuant to Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to the required standard dealings by directors of listed issuer as referred to in Rule 5.46 of the GEM Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARE OR DEBENTURES

Save as disclosed under the section headed "Share Option Schemes" and "Directors' and Chief Executives' Interests and Short Positions in Shares, Underlying Shares and Debentures" above, at no time during the year was the Company or any of its holding companies or subsidiaries a party to any arrangements which enabled the Directors, their respective spouse or minor children to acquire benefits by means of the acquisition of shares in or debentures of the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

As at 31 December 2024, so far as the Directors are aware, the following persons (other than a Director or chief executive of the Company) had an interest or a short position in the shares or underlying shares of the Company, as recorded in the register required to be kept by the Company pursuant to section 336 of the SFO:

Long Positions

除上文所披露者外，於二零二四年十二月三十一日，概無董事、主要行政人員或彼等之聯繫人於本公司或其任何相聯法團之任何股份、相關股份及債券中擁有任何權益或淡倉，而須根據證券及期貨條例第352條存置的登記冊或根據GEM上市規則第5.46條所述有關上市發行人董事進行交易的必守標準而須另行知會本公司及聯交所。

董事收購股份或債券之權利

除上文「購股權計劃」及「董事及主要行政人員於股份、相關股份及債券中之權益及淡倉」章節中所披露者外，於本年度內任何時間本公司或其任何控股公司或附屬公司概無訂立任何安排，讓董事、彼等各自之配偶或年幼子女透過收購本公司或任何其他法團之股份或債券而獲得利益。

主要股東

於二零二四年十二月三十一日，據董事所知，以下人士(董事或本公司主要行政人員除外)於本公司股份或相關股份中擁有記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊之權益或淡倉：

好倉

Name of Shareholder	Capacity	Number of shares held	Approximate percentage of interest
股東姓名／名稱	身份	所持股份數目	佔股權概約百分比
Mr. Ng Ting Kit (Note 2) 吳廷傑先生(附註2)	Beneficial owner 實益擁有人	10,370,000	11.47%
	Interest of controlled corporation (Note 3) 由受控法團持有(附註3)	14,593,394	16.15%

Directors' Report (Continued) 董事會報告(續)

Notes:

1. The percentage of interest in the Company is calculated by reference to the number of shares of the Company in issue as at 31 December 2024, that is 90,348,200.
2. Mr. Ng Ting Kit is (i) a cousin of Mr. Ng Man Chun Paul, the chairman of the Board and an executive Director, and (ii) the brother of Mr. Ng Ting Ho, the chief executive officer of the Company and an executive Director.
3. These interests are held by Trinity Worldwide Capital Holding Limited, which is wholly-owned by Mr. Ng Ting Kit.

Other than as disclosed above, there was no person who had any interest or short position in the shares or underlying shares of the Company as recorded in the register required to be kept by the Company under section 336 of the SFO as at 31 December 2024.

CONNECTED TRANSACTIONS

During the year, a subsidiary of the Company, China Demeter Securities Limited, received commission income and interest income from Directors, a substantial shareholder, a director of a subsidiary, associates of connected persons of the Company and companies which directors of such companies are also a substantial shareholder of the Company and a director of the subsidiary. Such related party transactions fall under the definition of “connected transactions” pursuant to Chapter 20 of the GEM Listing Rules. Particulars of such related party transactions are disclosed in note 40(a) and note 40(b) to the consolidated financial statements respectively.

附註：

1. 本公司之權益百分比乃經參考於二零二四年十二月三十一日本公司已發行股份數目90,348,200股後計算得出。
2. 吳廷傑先生為(i)董事會主席兼執行董事吳文俊先生之堂弟，及(ii)本公司行政總裁兼執行董事吳廷浩先生之胞兄。
3. 該等權益由吳廷傑先生全資擁有的Trinity Worldwide Capital Holding Limited持有。

除上文所披露者外，於二零二四年十二月三十一日，概無任何人士於本公司股份或相關股份中，擁有任何記錄於本公司根據證券及期貨條例第336條規定須存置之登記冊之任何權益或淡倉。

關連交易

年內，本公司之附屬公司國農證券有限公司向董事、一名主要股東、一間附屬公司之一名董事、本公司關連人士之聯繫人及其他公司(該等公司之董事亦為本公司之主要股東及附屬公司之董事)收取佣金收入及利息收入。該關連方交易屬於GEM上市規則第二十章所界定之「關連交易」。該等關連方交易詳情分別披露於綜合財務報表附註40(a)及附註40(b)。

Directors' Report (Continued)

董事會報告(續)

During the year, the Group has the following transaction with a connected person of the Company:

年內，本集團向本公司一名關連人士進行的交易如下：

Identity of Relevant Connected Person	Amount of margin finance facility	Amount of cash account balance	Interest income received by the Group	Commission income received by the Group
相關關連人士的身份	保證金融資信貸金額	現金戶口結餘金額	本集團收取之利息收入	本集團收取之佣金收入
	HK\$'000	HK\$'000	HK\$'000	HK\$'000
	港幣千元	港幣千元	港幣千元	港幣千元

Mr. Yip Kai Pong (director of a subsidiary)	葉啟邦先生 (附屬公司董事)	1,659	18	203	17
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The Directors confirm that the Company has complied with the relevant disclosure requirements in accordance with Chapter 20 of the GEM Listing Rules.

董事確認，本公司已根據GEM上市規則第二十章遵守相關披露規定。

The independent non-executive Directors confirm that the transactions have been entered into by the Group in the ordinary course of business, and in accordance with the terms of the agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

獨立非執行董事確認，該等交易已於本集團日常業務過程中進行，並根據規管該等交易之協議的條款訂立，而規管該等交易之協議條款屬公平合理且符合本公司股東的整體利益。

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

董事於競爭業務之權益

Mr. Ng Ting Ho, an executive Director, is a non-executive director of Hang Tai Yue Group Holdings Limited (Stock Code: 8081) and Mr. Hung Kenneth, an independent non-executive Director, is an executive director of Smart City Development Holdings Limited (Stock Code: 8268), each of which is a company listed on GEM whose principal businesses include money lending business in Hong Kong, which may compete with the Group's money lending business.

執行董事吳廷浩先生為恆泰裕集團控股有限公司(股份代號：8081)之非執行董事，而獨立非執行董事洪君毅先生為智城發展控股有限公司(股份代號：8268)之執行董事，該等公司各為GEM上市公司，主要業務包括在香港從事放債業務，這可能與本集團之放債業務構成競爭。

Save as disclosed above, none of the Directors nor their respective associates had any business which competes or may compete with the business of the Group.

除上述披露外，董事或彼等各自之聯繫人士概無持有與本集團之業務有所競爭或可能有所競爭之任何業務。

Directors' Report (Continued)

董事會報告(續)

SUFFICIENCY OF PUBLIC FLOAT

Based on the publicly available information and to the best of the Directors' knowledge, information and belief, the Company has maintained a sufficient public float as throughout the year ended 31 December 2024.

CORPORATE GOVERNANCE

The Company has adopted and committed to the code provisions of the Corporate Governance Code contained in Part 2 of Appendix C1 to the GEM Listing Rules and has prepared the corporate governance report, which is set out in the section headed "Corporate Governance Report" of the annual report.

SIGNIFICANT SUBSEQUENT EVENTS

Significant subsequent events are set out in note 42 to the consolidated financial statements.

DONATION

During the year, the Group made charitable and other donations amounting to HK\$5,000.

AUDITORS

A resolution will be submitted to the annual general meeting to re-appoint the auditor, Baker Tilly Hong Kong Limited as auditors of the Company.

On behalf of the Board

Ng Man Chun Paul
Chairman

Hong Kong, 24 March 2025

足夠公眾持股量

根據公開可得資料及就董事所深知、盡悉及確信，於截至二零二四年十二月三十一日止整個年度，本公司已維持足夠公眾持股量。

企業管治

本公司已採納及實行GEM上市規則附錄C1第二部分所載的企業管治守則之守則條文並編製企業管治報告(載於本年報「企業管治報告」一節)。

重大結算日後事項

重大結算日後事項載於綜合財務報表附註42。

捐款

於本年度內，本集團之慈善及其他捐款為港幣5,000元。

核數師

有關續聘天職香港會計師事務所有限公司為本公司核數師之決議案將於股東週年大會上提呈。

代表董事會

主席
吳文俊

香港，二零二五年三月二十四日

Independent Auditor's Report

獨立核數師報告

TO THE SHAREHOLDERS OF CHINA DEMETER FINANCIAL INVESTMENTS LIMITED

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of China Demeter Financial Investments Limited (the “**Company**”) and its subsidiaries (collectively referred to as the “**Group**”) set out on pages 156 to 314, which comprise the consolidated statement of financial position as at 31 December 2024, and the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

BASIS FOR OPINION

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

致國農金融投資有限公司全體股東

(於開曼群島註冊成立及於百慕達存續之有限公司)

意見

我們已審核載於第156頁至314頁之國農金融投資有限公司(「**貴公司**」)及其附屬公司(統稱「**貴集團**」)之綜合財務報表，當中包括於二零二四年十二月三十一日之綜合財務狀況表與截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括重大會計政策資料)。

我們認為，綜合財務報表已根據香港會計師公會(「**香港會計師公會**」)頒佈之香港財務報告準則會計準則真實而公平地反映 貴集團於二零二四年十二月三十一日之綜合財務狀況及 貴集團截至該日止年度之綜合財務表現及綜合現金流量，並已根據香港公司條例之披露規定妥為編製。

意見之基準

我們已根據香港會計師公會頒佈之香港審核準則(「**香港審核準則**」)進行審核。根據該等準則，我們之責任於本報告核數師就審核綜合財務報表的責任一節中詳述。根據香港會計師公會專業會計師道德守則(「**守則**」)，我們獨立於 貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得之審核憑證充足及適當地為我們之意見提供基礎。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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.

關鍵審核事項

關鍵審核事項為根據我們的專業判斷，認為對審核本期綜合財務報表而言最重要的事項。我們於審核整體綜合財務報表處理此等事項及就此形成意見，而不會就此等事項單獨發表意見。

Key audit matter 關鍵審核事項

How our audit addressed the key audit matter 我們的審核如何處理關鍵審核事項

Impairment of loans and interest receivables 應收貸款及利息減值

Refer to key sources of estimation uncertainty in Note 4 and the disclosures of loans and interest receivables in Note 25 to the consolidated financial statements. 參閱綜合財務報表附註4估計不確定因素之主要來源及附註25應收貸款及利息披露。

At 31 December 2024, the carrying amount of loans and interest receivables is HK\$3,919,000 (net of allowance for credit losses of HK\$8,399,000).

於二零二四年十二月三十一日，應收貸款及利息的賬面金額為港幣3,919,000元(扣除港幣8,399,000元的信貸虧損撥備)。

The measurement of expected credit losses (“ECL”) requires the application of significant judgement and increased complexity which include the identification of exposures with a significant deterioration in credit quality, and assumptions used in the ECL models for exposures assessed individually, such as the expected future cash flows and forward-looking macroeconomic factors.

預期信貸虧損(「預期信貸虧損」)的計量要求應用重大判斷和增加的複雜性，其包括識別信貸質量顯著惡化的風險，以及就單獨評估風險的預期信貸虧損模型中使用的假設，例如預期的未來現金流量和前瞻性的宏觀經濟因素。

We focused on this area because the carrying amount of loans and interest receivables is significant to the consolidated financial statements, the identification of whether exposures triggered deterioration in credit quality and the estimation of the individual impairment amount require the use of significant judgments and estimates.

我們專注於此範疇，乃由於應收貸款及利息之賬面值對綜合財務報表而言屬重大，識別風險是否引發信貸質量惡化及個別減值金額之估計需要使用重大判斷及估計。

Our audit procedures included:
我們的審核程序包括：

- understanding, evaluating and testing the design, implementation and operating effectiveness of the key controls over impairment assessment of loans and interest receivables, which relates to management's internal controls relating to credit control, debt collection and estimation of the ECL of loans and interest receivables.
- 理解、評估及測試應收貸款及利息的減值評估關鍵監控的設計、執行及營運效率，其與管理層有關應收貸款及利息之信貸風險、收債及預期信貸虧損之預估有關。
- inspecting the loans and pledged agreements entered into between the Group and the borrowers, and other relevant information relating to value of underlying assets.
- 審閱 貴集團與借款人訂立的貸款及抵押協議以及有關資產價值之其他相關資料。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter 關鍵審核事項

How our audit addressed the key audit matter 我們的審核如何處理關鍵審核事項

Impairment of loans and interest receivables (Continued)

應收貸款及利息減值(續)

- circulating auditor's confirmations to test the existence of the loans and interest receivables as at the end of the reporting period. We also checked the accuracy of the ageing of loans and interest receivables as at the end of the reporting period by tracing to loan agreements.
- 發出核數師確認函，以測試應收貸款及利息於報告期末的存在情況。我們亦透過追查貸款協議檢查應收貸款及利息於報告期末的賬齡的準確性。
- assessing the reasonableness of the Group's ECL model by examining the methodology and assumption used by management to form such judgements, including testing the accuracy of the historical default data, evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward-looking information and the criteria for assessing if there has been a significant increase in credit risk and so allowances for financial assets should be measured on a lifetime ECL basis. We also assessed recoverability of the loans and interest receivables with reference to borrowers' interest repayment records and principal repayment subsequent to the year end date and up to the date of this report, and traced the repayments to the bank statements.
- 透過檢查管理層得出有關判斷所用之方法及假設(包括測試過往違約數據的準確性)、評估過往虧損率是否基於目前經濟狀況及前瞻性資料作適當調整，評估 貴集團之預期信貸虧損模型的合理性及評估信貸風險是否顯著增加之標準，因此，金融資產之撥備須按全期預期信貸虧損計量。我們亦參考借款人於年結日後及直至本報告日期之利息償還及本金償還記錄，以評估應收貸款及利息的可收回程度並就還款追查銀行結單。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter 關鍵審核事項

How our audit addressed the key audit matter 我們的審核如何處理關鍵審核事項

Impairment assessment of goodwill 商譽減值評估

Refer to key sources of estimation uncertainty in Note 4 and the disclosures of goodwill in Notes 17 and 19 to the consolidated financial statements.

參閱綜合財務報表附註4估計不確定因素之主要來源及附註17及19商譽披露。

At 31 December 2024, the Group carried out an impairment assessment to the goodwill attributable to the financial services business, alcoholic beverage distribution business and children education business and impairment loss of goodwill of approximately HK\$30,000 was recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2024.

於二零二四年十二月三十一日，貴集團對金融服務業務、酒精飲料分銷業務及兒童教育業務所佔商譽進行減值評估，並於截至二零二四年十二月三十一日止年度的綜合損益及其他全面收益表中，確認商譽減值虧損約港幣30,000元。

At 31 December 2024, the carrying amount of goodwill is HK\$1,929,000 (net of impairment loss of HK\$32,490,000).

於二零二四年十二月三十一日，商譽之賬面值為港幣1,929,000元(扣除減值虧損港幣32,490,000元)。

For the purpose of assessing impairment, goodwill was allocated to the cash-generating unit (“CGU”) of the respective business, and the recoverable amount of the CGU was determined by management based on value-in-use calculation using cash flow projection. In carrying out the impairment assessment, significant management judgement was used to determine the key assumptions, including operating margins, terminal growth rate and discount rates, underlying the value-in-use calculation.

為評估減值，商譽被分配至相關業務的現金產生單位(「現金產生單位」)，而現金產生單位的可收回金額由管理層根據採用現金流預測的使用價值計算法釐定。在進行減值評估時，已採用主要管理層判斷以釐定主要假設，包括與使用價值計算法相關的經營利潤、永久增長率及貼現率。

Our audit procedures included:

我們的審核程序包括：

- evaluating the competence, capability and objectivity of the external valuation expert engaged by management;
- 評估管理層委聘的外部估值專家的勝任能力、能力及客觀性；
- evaluating the valuation methodologies including comparing source and market data used in the underlying assumptions for the valuation of financial service business, alcoholic beverage distribution business and children education business with reference to comparable companies;
- 評估估值方法，包括對經參考可比較公司後對金融服務業務、酒精飲品分銷業務及兒童教育業務進行估值的相關假設所用的資料來源及市場數據進行比較；

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter 關鍵審核事項

How our audit addressed the key audit matter 我們的審核如何處理關鍵審核事項

Impairment assessment of goodwill (Continued)

商譽減值評估(續)

- assessing the appropriateness of the key assumptions, including operating margins, pre-tax discount rate and terminal growth rate used for calculating the recoverable amount of the cash-generating unit as adopted by management for the goodwill impairment assessment;
- 評核管理層為進行商譽減值評估所採納並用於計算現金產生單位的可收回金額的關鍵假設(包括經營利潤、稅前貼現率及永久增長率)的適宜性；
- assessing the actual performance in the year against the prior year budgets to evaluate historical forecasting accuracy;
- 對照上一年度預算評核年內的實際表現，以評估過往預測準確性；
- evaluating the appropriateness of the relevant disclosures in respect of the impairment assessment of goodwill in the consolidated financial statements; and
- 評估綜合財務報表中有關商譽減值評估的相關披露的適宜性；及
- assessing the management's sensitivity analysis on the key assumptions, to ascertain the extent to which adverse changes, would result in the assets being impaired.
- 評核管理層對關鍵假設的敏感性分析，以確定何種程度的不利變動將會導致資產減值。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter 關鍵審核事項

How our audit addressed the key audit matter 我們的審核如何處理關鍵審核事項

Impairment of property, plant and equipment (including right-of-use assets)

物業、廠房及設備(包括使用權資產)減值

Refer to key sources of estimation uncertainty in Note 4 and the disclosures of property, plant and equipment (including right-of-use assets) in Notes 15 and 19 to the consolidated financial statements.

參閱綜合財務報表附註4估計不確定因素之主要來源及附註15及19物業、廠房及設備(包括使用權資產)披露。

Management performed impairment assessments on the Group's property, plant and equipment and right-of-use assets by comparing the carrying values with their value-in-use to determine the amount of impairment loss that should be recognised for the year.

管理層已對 貴集團的物業、廠房及設備以及使用權資產進行減值評估，方法為透過將其賬面值與使用價值相比較來釐定年內應確認的減值虧損金額。

We identified impairment assessment of property, plant and equipment and right-of-use assets as a key audit matter because of the significant judgement and estimation required to be exercised particularly in respect of estimating terminal growth rates, future revenue, future cost of sales and other operating expenses, the discount rates applied and also because of the selection of these assumptions could be subject to management bias.

我們將物業、廠房及設備以及使用權資產的減值評估識別為一項關鍵審核事項，乃由於須作出重大判斷及估計，尤其是有關永久增長率、未來收入、未來銷售成本及其他經營開支以及所用貼現率的估計，亦由於該等假設的選擇可能受管理層偏見影響。

Our audit procedures included:

我們的審核程序包括：

- evaluating the competence, capability and objectivity of the external valuation expert engaged by management.
- 評估管理層委聘的外部估值專家的勝任能力、能力及客觀性；
- assessing value-in-use calculation methodology adopted by management;
- 評估管理層所採用的使用價值計算法；
- assessing the reasonableness of key assumptions (including terminal growth rates, future revenue, future cost of sales, other operating expenses and the discount rates) by comparing the market data.
- 通過比對市場數據以評估主要假設(包括永久增長率、未來收入、未來銷售成本、其他經營開支及貼現率)的合理性；

Independent Auditor's Report (Continued)

獨立核數師報告(續)

KEY AUDIT MATTERS (Continued)

關鍵審核事項(續)

Key audit matter 關鍵審核事項

How our audit addressed the key audit matter 我們的審核如何處理關鍵審核事項

Impairment of property, plant and equipment (including right-of-use assets) (Continued)

物業、廠房及設備(包括使用權資產)減值(續)

- evaluating the reasonableness of the cash flow forecast by comparing against historical performance and discussing with the management on revenue growth strategies and cost initiatives in respect of the cash generating units;
- 通過與過往業績進行比較，評估現金流預測合理性，並與管理層討論有關現金產生單位的收入增長戰略及成本措施；
- checking the mathematical accuracy of the value-in-use calculation in the management's impairment assessment;
- 審核管理層在評估減值時所進行的使用價值計算的數學準確性；
- performing sensitivity analysis in respect of the key assumptions to assess the extent of impact on the calculation of the value-in-use; and
- 對關鍵假設進行敏感性分析，以評估對使用價值計算的重要程度；及
- evaluating the appropriateness of the relevant disclosures in respect of the impairment assessment of property, plant and equipment in the consolidated financial statements.
- 評價綜合財務報表中有關物業、廠房及設備減值評估的相關披露是否適當。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

OTHER INFORMATION

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

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

The directors of the Company are responsible for the preparation of consolidated financial statements that give a true and fair view in accordance with HKFRS Accounting Standards as 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.

其他資料

本公司董事須對其他資料負責。其他資料包括本年報所載之資料(不包括綜合財務報表及核數師的相關報告之資料)。

我們對綜合財務報表的意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式的鑒證結論。

就審核綜合財務報表而言，我們的責任為閱覽以上可識別的其他資料，於此過程中，考慮其他資料是否與綜合財務報表或我們於審核過程中所了解的情況有重大抵觸，或者其他存在重大錯誤陳述的情況。

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

董事及管治層對綜合財務報表的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則會計準則及香港公司條例的披露規定編製真實而公平的綜合財務報表，並對其認為為使綜合財務報表的編製不存在由於欺詐或錯誤而導致的重大錯誤陳述所需的內部監控負責。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

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

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

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with section 90 of the Bermuda Companies Act 1981 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.

董事及管治層對綜合財務報表的責任(續)

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

管治層負責監督貴集團的財務報告過程。

核數師就審核綜合財務報表的責任

我們的目標為獲取合理保證綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述，並發出載有我們意見的核數師報告。我們根據一九八一年百慕達公司法第90條僅向閣下(作為整體)報告，除此之外本報告別無其他用途。我們不會就本報告內容向任何其他人士負上或承擔任何責任。

合理保證屬高層次保證，但不能擔保根據香港審核準則進行的審核工作總能發現某一存在的重大錯誤陳述。錯誤陳述可源於欺詐或錯誤，倘個別或整體於合理預期情況下可影響使用者根據綜合財務報表作出的經濟決定時，則被視為重大錯誤陳述。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

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

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

核數師就審核綜合財務報表的責任(續)

根據香港審核準則進行審核時，我們運用專業判斷，於整個審核過程中保持專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致的重大錯誤陳述風險，設計及執行審核程序以應對此等風險，以及獲取充足及適當審核憑證為我們的意見提供基礎。由於欺詐涉及合謀串通、偽造、故意遺漏、誤導性陳述或凌駕內部監控，因此未能發現由此造成的重大錯誤陳述風險較未能發現由於錯誤而導致的重大錯誤陳述風險更高。
- 了解與審核有關的內部監控，以設計於各種情況下恰當的審核程序，但並非旨在對貴集團內部監控的成效發表意見。
- 評估董事所採用會計政策是否恰當，以及所作出會計估算及相關披露是否合理。
- 總結董事採用以持續經營為基礎的會計法是否恰當，並根據已獲取的審核憑證，總結是否存在對貴集團持續經營的能力構成重大疑問的事件或情況等重大不確定因素。倘我們總結認為存在重大不確定因素，我們需於核數師報告中提請注意綜合財務報表內的相關資料披露，或如果相關披露不足，則修訂我們的意見。我們的結論以截至核數師報告日期所獲得的審核憑證為基礎。然而，未來事件或情況可能導致貴集團不再具有持續經營的能力。

Independent Auditor's Report (Continued)

獨立核數師報告(續)

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

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

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

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

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

核數師就審核綜合財務報表的責任(續)

根據香港審核準則進行審核時，我們運用專業判斷，於整個審核過程中保持專業懷疑態度。我們亦：(續)

- 評估綜合財務報表(包括披露資料)的整體列報、架構及內容，以及綜合財務報表是否已公平列報相關交易及事項。
- 規劃並執行集團審核，以取得與貴集團內實體或業務單位財務資料相關的充分適當審核證據，作為對綜合財務報表發表意見的基礎。我們負責指導、監督及審閱為進行集團審核而執行的審計工作。我們為我們的審核意見承擔全部責任。

我們與管治層就(其中包括)審核工作的計劃範圍及時間安排及重大審核發現，包括我們於審核期間識別出內部監控的任何重大缺陷進行溝通。

我們亦向管治層提交聲明，說明我們已遵守有關獨立性的道德要求，並就所有被合理認為可能影響我們的獨立性的關係及其他事宜及為消除威脅而採取行動或所採取的防範措施(如適用)與管治層溝通。

Independent Auditor's Report (Continued) 獨立核數師報告(續)

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

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

The engagement director on the audit resulting in this independent auditor's report is Chan Sau Yi Teresa.

Baker Tilly Hong Kong Limited
Certified Public Accountants
Hong Kong, 24 March 2025
Chan Sau Yi Teresa
Practising Certificate Number P08292

核數師就審核綜合財務報表的責任(續)

我們從與管治層溝通的事項中，決定哪些事項對本期綜合財務報表的審核工作最為重要，因而構成關鍵審核事項。除非法律或法規不容許公開披露此等事項，或於極罕有的情況下，我們認為溝通此等事項可合理預期的不良後果將超過產生之公眾利益而不應於報告中披露，否則我們會於核數師報告中描述此等事項。

出具本獨立核數師報告的審核項目董事為陳秀頤。

天職香港會計師事務所有限公司
執業會計師
香港，二零二五年三月二十四日
陳秀頤
執業證書編號：P08292

Consolidated Statement of Profit or Loss and Other Comprehensive Income

綜合損益及其他全面收益表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

			2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
		NOTES 附註		
Revenue	收入	5		
Alcoholic beverage distribution and miscellaneous business	酒精飲料分銷及雜項業務		673	2,092
Food and beverage business	食品及飲料業務		117,425	139,815
Dividend income from listed equity instruments	上市權益工具之股息收入		138	175
Loan interest income	貸款利息收入		1,137	1,111
Provision of children education services	提供兒童教育服務		5,354	4,598
Provision of financial services	提供金融服務		9,615	9,149
Total revenue	總收入		134,342	156,940
Cost of sales and services	銷售及服務成本		(42,063)	(52,574)
Gross profit	毛利		92,279	104,366
Other income, other gains and losses	其他收入、其他收益及虧損	7	(4,394)	(585)
General and administrative expenses	一般及行政開支		(122,132)	(132,582)
Fair value gain/(loss) on financial assets through profit or loss	計入損益之金融資產之 公允價值收益/(虧損)		175	(13,232)
Impairment loss of goodwill	商譽減值虧損	17	(30)	(107)
Finance costs	財務成本	8	(4,427)	(4,111)
Loss before tax	除稅前虧損		(38,529)	(46,251)
Income tax (expense)/credit	所得稅(開支)/抵免	9	(13)	20
Loss for the year	本年度虧損	10	(38,542)	(46,231)
Other comprehensive (expense)/ income	其他全面(開支)/收益			
Items that may be reclassified subsequently to profit or loss:	隨後可能重新分類至損益之 項目:			
Reclassification adjustments relating to a foreign joint venture deregistered during the year	與本年度註銷一間外國合營公司的虧損有關之重新分類調整		(246)	-
Items that will not be reclassified to profit or loss:	將不會重新分類至損益之 項目:			
Remeasurement of employee benefit obligation	重新計量僱員福利責任		87	-
Change in fair value of financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益之金融資產之公允價值變動		(1,489)	(716)
			(1,402)	(716)

Consolidated Statement of Profit or Loss and Other Comprehensive Income (Continued)

綜合損益及其他全面收益表(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		NOTES 附註	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Other comprehensive expense for the year, with nil tax impact	本年度其他全面開支， 無稅項影響		(1,648)	(716)
Total comprehensive expense for the year	本年度全面開支總額		(40,190)	(46,947)
Loss for the year attributable to:	以下人士應佔本年度虧損：			
- Owners of the Company	- 本公司擁有人		(38,397)	(45,308)
- Non-controlling interests	- 非控股權益		(145)	(923)
			(38,542)	(46,231)
Total comprehensive expense for the year attributable to:	以下人士應佔本年度 全面開支總額：			
- Owners of the Company	- 本公司擁有人		(40,045)	(46,024)
- Non-controlling interests	- 非控股權益		(145)	(923)
			(40,190)	(46,947)
			HK cents 港仙	HK cents 港仙
				(Restated) (經重列)
Loss per share	每股虧損	14		
Basic	基本		(43.69)	(57.42)
Diluted	攤薄		(43.69)	(57.42)

Consolidated Statement of Financial Position

綜合財務狀況表

At 31 December 2024 於二零二四年十二月三十一日

			2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
		NOTES 附註		
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	35,939	56,524
Goodwill	商譽	17	1,929	1,959
Intangible asset	無形資產	18	500	500
Investment in a joint venture	於一間合營企業之投資	20	-	-
Loan and interest receivables	應收貸款及利息	25	1,315	-
Financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益之金融資產	21A	2,759	4,362
Other assets	其他資產	22	230	230
Deposits and other receivables	按金及其他應收款項	26	5,869	6,397
			48,541	69,972
Current assets	流動資產			
Inventories	存貨	23	1,430	1,453
Trade receivables	應收賬款	24	52,548	54,733
Loans and interest receivables	應收貸款及利息	25	2,604	5,758
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	26	7,179	8,671
Tax recoverable	可收回稅項		18	66
Financial assets at fair value through profit or loss	按公允價值計入損益之金融資產	21B	10,287	10,094
Trust bank accounts	信託銀行賬戶	27	21,459	17,230
Cash and cash equivalents	現金及現金等價物	27	25,889	27,586
			121,414	125,591
Current Liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	28	61,567	51,188
Other borrowings	其他借貸	29	22,085	52
Current tax liabilities	即期稅項負債		40	27
Lease liabilities	租賃負債	31	25,564	25,317
			109,256	76,584
Net current assets	流動資產淨值		12,158	49,007
Total assets less current liabilities	總資產減流動負債		60,699	118,979
Non-current liabilities	非流動負債			
Employee benefit obligation	僱員福利責任	35	649	594
Other borrowings	其他借貸	29	-	10,000
Lease liabilities	租賃負債	31	11,334	25,958
			11,983	36,552
Net assets	資產淨值		48,716	82,427

Consolidated Statement of Financial Position (Continued)

綜合財務狀況表(續)

At 31 December 2024 於二零二四年十二月三十一日

			2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Capital and reserves	資本及儲備			
Share capital	股本	32	903	7,529
Reserves	儲備	33	48,083	75,023
Equity attributable to owners of the Company	本公司擁有人應佔權益		48,986	82,552
Non-controlling interests	非控股權益		(270)	(125)
Total equity	權益總額		48,716	82,427

The consolidated financial statements on pages 156 to 314 were approved and authorised for issue by the board of directors on 24 March 2025 and are signed on its behalf by:

載於第156頁至314頁之綜合財務報表已於二零二五年三月二十四日經董事會批准及授權刊發，並由下列董事代表簽署：

Director
董事

Mr. Ng Man Chun Paul
吳文俊先生

Director
董事

Mr. Ng Ting Ho
吳廷浩先生

Consolidated Statement of Changes in Equity

綜合權益變動表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Attributable to owners of the Company 本公司擁有人應佔									Total 合計
		Share capital 股本	Share premium 股份溢價	Contributed surplus 繳入盈餘	Capital reserve 資本儲備	Foreign currency translation reserve 外幣換算儲備	Fair value through other comprehensive income reserve 按公允價值計入其他全面收益儲備	Accumulated losses 累計虧損	Sub-total 小計	Attributable to non-controlling interests 非控股權益應佔	
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	
Balance at 1 January 2023	於二零二三年一月一日之結餘	7,529	212,905	153,551	61,545	246	(2,420)	(304,810)	128,546	825	129,371
Loss for the year	本年度虧損	-	-	-	-	-	-	(45,308)	(45,308)	(923)	(46,231)
Other comprehensive expense for the year:	本年度其他全面開支：										
Fair value loss on financial assets at fair value through other comprehensive income (Note 21A(b))	按公允價值計入其他全面收益之金融資產公允價值虧損(附註21A(b))	-	-	-	-	-	(716)	-	(716)	-	(716)
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	-	(716)	(45,308)	(46,024)	(923)	(46,947)
Partial disposal of a subsidiary without loss of control (Note 38(e))	部份出售一間附屬公司而未有失去控制權(附註38(e))	-	-	-	-	-	-	30	30	(27)	3
Balance at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日之結餘	7,529	212,905	153,551	61,545	246	(3,136)	(350,088)	82,552	(125)	82,427
Loss for the year	本年度虧損	-	-	-	-	-	-	(38,397)	(38,397)	(145)	(38,542)
Other comprehensive (expense)/income for the year:	本年度其他全面(開支)/收益：										
Release of reserve upon deregistration of a joint venture (Note 20)	註銷一間合營企業後解除儲備(附註20)	-	-	-	-	(246)	-	-	(246)	-	(246)
Fair value loss on financial assets at fair value through other comprehensive income, net (Note 21A(b))	按公允價值計入其他全面收益之金融資產公允價值虧損淨額(附註21A(b))	-	-	-	-	-	(1,489)	-	(1,489)	-	(1,489)
Remeasurement of employee benefit obligations (Note 35(c))	重新計量僱員福利責任(附註35(c))	-	-	-	-	-	-	87	87	-	87
Total comprehensive expense for the year	本年度全面開支總額	-	-	-	-	(246)	(1,489)	(38,310)	(40,045)	(145)	(40,190)
Issue of placing shares (Note 32(i))	發行配售股份(附註32(i))	1,506	5,270	-	-	-	-	-	6,776	-	6,776
Reclassification adjustment upon disposal of equity instruments at fair value through other comprehensive income	出售按公允價值計入其他全面收益之權益工具後之分類調整	-	-	-	-	-	2,311	(2,311)	-	-	-
Transaction costs attributable to issue of shares	歸屬於發行股份的交易成本	-	(297)	-	-	-	-	-	(297)	-	(297)
Capital reorganisation (Note 32(ii))	股本重組(附註32(ii))	(8,132)	-	8,132	-	-	-	-	-	-	-
Balance at 31 December 2024	於二零二四年十二月三十一日之結餘	903	217,878	161,683	61,545	-	(2,314)	(390,709)	48,986	(270)	48,716

Consolidated Statement of Cash Flows

綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

	NOTES 附註	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Cash flows from operating activities	經營業務之現金流量		
Loss before tax	除稅前虧損：	(38,529)	(46,251)
Adjustments for:	經以下各項調整：		
Finance costs	財務成本	8	4,111
Interest income	利息收入	7	(374)
Depreciation of property, plant and equipment	物業、廠房及設備之折舊	10	30,914
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	7	311
Gain on disposal of subsidiaries	出售附屬公司之收益	7	(18)
Fair value (gain)/loss on financial assets through profit or loss	計入損益之金融資產之公允價值(收益)/虧損		(175)
Impairment loss of loans and interest receivables, net	應收貸款及利息之減值虧損淨額	7	2,135
Impairment loss of goodwill	商譽之減值虧損	10	30
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	7	8,579
Impairment loss of other receivables (Reversal of impairment loss)/ impairment loss of trade receivables	其他收賬款之減值虧損(撥回)/減值虧損	7	964
Gain on deregistration of a joint venture	註銷一間合營公司的收益	7	(246)
Over-provision for re-instatement cost	復原成本之超額撥備	7	(1,187)
Current services cost of employee benefit obligation	僱員福利責任之即期服務成本	35	142
Operating cash flows before movements in working capital:	營運資金變動前之經營現金流量：		
Decrease in other assets	其他資產減少		5,723
Decrease in inventories	存貨減少		23
Decrease in trade receivables	應收賬款減少		3,435
Decrease in deposits, prepayments and other receivables	按金、預付款項及其他應收款項減少		1,056
Increase in financial assets at fair value through profit or loss	按公允價值計入損益之金融資產增加		(18)
(Increase)/decrease in loans and interest receivables	應收貸款及利息(增加)/減少		(296)
(Increase)/decrease in trust bank accounts	信託銀行賬戶(增加)/減少		(4,229)
Increase/(decrease) in trade and other payables	應付賬款及其他應付款項增加/(減少)		10,966

Consolidated Statement of Cash Flows (Continued)

綜合現金流量表(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
	NOTES 附註		
Cash generated from operations	營運所得之現金	16,660	34,145
Interest received	已收利息	374	384
Interest and other finance charges paid	已付利息及其他財務費用	(4,394)	(4,113)
Income taxes refunded/(paid), net	退回/(已付)所得稅淨額	48	(46)
Net cash generated from operating activities	經營業務所得之現金淨額	12,688	30,370
Cash flows from investing activities	投資活動所得之現金流量		
Payments for purchase of property, plant and equipment	購買物業、廠房及設備付款	(5,690)	(8,252)
Purchase of financial assets at fair value through other comprehensive income	購買按公允價值計入其他全面收益之金融資產之款項	-	(5,020)
Proceeds from capital distribution of financial assets at fair value through other comprehensive income	按公允價值計入其他全面收益之金融資產進行資本分派所得款項	114	15
Net cash inflow on disposal of subsidiaries	出售附屬公司之現金流入淨額	18	2,675
	38		
Proceed from partial disposal of a subsidiary without loss of control	部份出售一間附屬公司權益而未有失去控制權之所得款項	-	3
	38		
Net cash used in investing activities	投資活動所用之現金淨額	(5,558)	(10,579)
Cash flows from financing activities	融資活動所得之現金流量		
Proceeds from issue of placing shares	發行配售股份所得款項	6,776	-
	32(i)		
Payment for transaction cost attributable to issue of ordinary shares	支付發行普通股應佔交易成本	(297)	-
	32(i)		
Repayment of other borrowings	償還其他借貸	(5,800)	(20,000)
	39		
Proceeds from other borrowings	其他借貸所得款項	17,800	10,000
	39		
Repayment of lease liabilities	償還租賃負債	(27,306)	(24,530)
	39		
Net cash used in financing activities	融資活動所用之現金淨額	(8,827)	(34,530)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(1,697)	(14,739)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物	27,586	42,325
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物	25,889	27,586

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

1. GENERAL INFORMATION

China Demeter Financial Investments Limited (the “**Company**”) was incorporated as an exempted company with limited liability in the Cayman Islands on 22 September 2000 under the Companies Laws of the Cayman Islands.

In 2014, the Company has been deregistered in the Cayman Islands and duly continued in Bermuda as an exempted company under the laws of Bermuda and the change of domicile became effective on 8 May 2014 (Bermuda time).

The shares of the Company are listed on GEM of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The address of registered office of the Company is located at Clarendon House, 2 Church Street, Hamilton HM11, Bermuda and its principal place of business in Hong Kong is located at Office A01, 35/F., United Centre, 95 Queensway, Admiralty, Hong Kong.

The principal activity of the Company is investment holding. During the year, the Company and its subsidiaries (collectively the “**Group**”) was involved in the following principal activities:

- provision of loan financing in Hong Kong;
- provision of financial services (including advising and dealing in securities and asset management);
- investment in listed and unlisted securities;
- provision of food and beverage services;
- alcoholic beverage distribution and miscellaneous business; and
- provision of children education services.

The consolidated financial statements are presented in Hong Kong dollars (“**HK\$**”), which is the same as the functional currency of the Company.

1. 一般資料

國農金融投資有限公司(「**本公司**」)於二零零零年九月二十二日根據開曼群島公司法於開曼群島註冊成立為獲豁免有限公司。

於二零一四年，本公司已於開曼群島取消註冊，並根據百慕達法例於百慕達正式存續為獲豁免公司及遷冊已於二零一四年五月八日(百慕達時間)生效。

本公司股份於香港聯合交易所有限公司(「**聯交所**」)GEM上市。本公司註冊辦事處地址位於Clarendon House, 2 Church Street, Hamilton HM11, Bermuda，及其香港主要營業地點位於香港金鐘金鐘道95號統一中心35樓A01號辦公室。

本公司之主要業務為投資控股。本年度，本公司及其附屬公司(統稱「**本集團**」)從事以下主要業務：

- 於香港提供貸款融資；
- 提供金融服務(包括就證券提供意見及證券交易以及提供資產管理)；
- 投資上市及非上市證券；
- 提供食品及飲料服務；
- 酒精飲料分銷及雜項業務；及
- 提供兒童教育服務。

綜合財務報表以港幣(「**港幣**」)列報，而港幣亦為本公司的功能貨幣。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS

New and Amendments to HKFRS Accounting Standards that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRS Accounting Standards as issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the annual period beginning on or after 1 January 2024 for the preparation of the consolidated financial statements:

Amendments to HKFRS 16	Lease Liability in a Sale and Leaseback
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)
Amendments to HKAS 1	Non-current Liabilities with Covenants
Amendments to HKAS 7 and HKFRS 7	Supplier Finance Arrangements

Except as described below, the application of the amendments to HKFRS Accounting Standards in the current year has had no material impact on the Group’s financial positions and performance for the current and prior years and/or on the disclosures set out in these consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則會計準則

於本年度強制生效之新訂及經修訂香港財務報告準則會計準則修訂本

於本年度，本集團已就編製綜合財務報表首次應用下列由香港會計師公會（「香港會計師公會」）頒佈的新訂及經修訂香港財務報告準則會計準則，有關修訂於二零二四年一月一日或之後開始的年度期間強制生效：

香港財務報告準則第16號(修訂本)	售後租回中的租賃負債
香港會計準則第1號(修訂本)	負債分類為流動或非流動及相關香港詮釋第5號之修訂(二零二零年)
香港會計準則第1號(修訂本)	附帶契諾的非流動負債
香港會計準則第7號及香港財務報告準則第7號(修訂本)	供應商融資安排

除下文所載者外，於本年度應用香港財務報告準則會計準則的修訂本不會對本集團於本年度及過往年度之財務狀況及表現及／或該等綜合財務報表所載披露事項造成重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

Impact on application of Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

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

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

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

2. 應用新訂及經修訂香港財務報告準則會計準則(續)

香港會計準則第1號(修訂本)將負債分類為流動或非流動及香港詮釋第5號(二零二零年)(「二零二零年修訂本」)以及香港會計準則第1號(修訂本)附帶契諾的非流動負債(「二零二二年修訂本」)

本集團已於本年度首次應用該修訂本。

二零二零年修訂本為評估將結算期限延遲至報告日期後最少十二個月之權利提供清楚說明及額外指引，以將負債分類為流動或非流動，當中：

- 訂明將負債分類為流動或非流動應基於報告期末已存在的權利為基礎。具體而言，該分類不應受到管理層在12個月內結算負債的意圖或預期而影響。
- 釐清結算負債可以為轉移現金、商品或服務，或實體本身的權益工具予交易對手。倘負債具有條款，可由交易對手方選擇透過轉讓實體本身的權益工具進行結算，則僅當實體應用香港會計準則第32號金融工具：呈列將選擇權單獨確認為權益工具時，該等條款方不會對其分類為流動或非流動造成影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

Impact on application of Amendments to HKAS 1 Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) (the “2020 Amendments”) and Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

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

The application of the amendments in the current year had no material impact on the consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則會計準則(續)

香港會計準則第1號(修訂本)將負債分類為流動或非流動及香港詮釋第5號(二零二零年)(「二零二零年修訂本」)以及香港會計準則第1號(修訂本)附帶契諾的非流動負債(「二零二二年修訂本」)(續)

二零二二年修訂明確釐清有關將結算日期推遲至少十二個月的權利(以遵守契諾為條件)，實體須於報告期末或之前遵守的契諾會影響實體延期負債結算至報告日期後至少12個月的權利。二零二二年修訂亦訂明，實體在報告日期後必須遵守的契約(即未來契約)不會影響於報告日期負債為流動或非流動的分類。然而，如果實體延期結算負債的權利取決於實體在報告日期後十二個月內是否遵守承諾，則實體應披露相關資訊，以使財務報表使用者能夠了解該負債在報告日期後十二個月內償還之風險。這將包括有關契約、相關負債的帳面價值以及表明實體可能難以遵守契約的事實和情況(如有)。

於本年度期間應用經修訂之該等準則，對綜合財務報表並無重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

New and amendments to HKFRS Accounting Standards in issue but not yet effective

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

Amendments to HKFRS 9 and HKFRS 7	Amendments to the Classification and Measurement of Financial Instruments ³
Amendments to HKFRS 10 and HKAS 28	Sale of Contribution of Assets between an Investor and its Associate or Joint venture ¹
Amendments to HKFRS Accounting Standards	Annual Improvements to HKFRS Accounting Standards – Volume 11 ³
Amendments to HKAS 21	Lack of Exchangeability ²
HKFRS 18	Presentation and Disclosure in Financial Statements ⁴

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

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

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

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

Except for new and the amendments to HKFRS Accounting Standards mentioned below, the directors of the Company anticipate that the application of all other amendments to HKFRS Accounting Standards will have no material impact on the consolidated financial statements in the foreseeable future.

2. 應用新訂及經修訂香港財務報告準則會計準則(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則會計準則

本集團並無提早採納以下已頒佈但尚未生效之新訂及經修訂之香港財務報告準則會計準則：

香港財務報告準則第9號及香港財務報告準則第7號(修訂本)	金融工具之分類及計量之修訂本 ³
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間的資產出售或注資 ¹
香港財務報告準則會計準則(修訂本)	香港財務報告準則會計準則年度改進 – 第11卷 ³
香港會計準則第21號(修訂本)	缺乏可交換性 ²
香港財務報告準則第18號	財務報表之呈列及披露 ⁴

¹ 於待定期限或之後開始的年度期間生效。

² 於二零二五年一月一日或之後開始的年度期間生效。

³ 於二零二六年一月一日或之後開始的年度期間生效。

⁴ 於二零二七年一月一日或之後開始的年度期間生效。

除下述新訂及經修訂之香港財務報告準則會計準則外，本公司董事認為應用所有其他經修訂之香港財務報告準則會計準則不會於可見將來對綜合財務報表產生重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

New and amendments to HKFRS Accounting Standards in issue but not yet effective (Continued)

Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments

The amendments to HKFRS 9 clarify the recognition and derecognition for financial asset and financial liability and add an exception which permits an entity to deem a financial liability to be discharged before the settlement date if it is settled in cash using an electronic payment system if, and only if certain conditions are met.

The amendments also provide guidance on the assessment of whether the contractual cash flows of a financial asset are consistent with a basic lending arrangement. The amendments specify that an entity should focus on what an entity is being compensated for rather than the compensation amount. Contractual cash flows are inconsistent with a basic lending arrangement if they are indexed to a variable that is not a basic lending risk or cost. The amendments state that, in some cases, a contingent feature may give rise to contractual cash flows that are consistent with a basic lending arrangement both before and after the change in contractual cash flows, but the nature of the contingent event itself does not relate directly to changes in basic lending risks and costs. Furthermore, the description of the term “non-recourse” is enhanced and the characteristics of “contractually linked instruments” are clarified in the amendments.

2. 應用新訂及經修訂香港財務報告準則會計準則(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則會計準則(續)

香港財務報告準則第9號及香港財務報告準則第7號之修訂本金融工具之分類及計量之修訂本

香港財務報告準則第9號之修訂本釐清金融資產及金融負債之確認及撤除確認，並增加一項例外情況，即當且僅當符合若干條件時，允許實體可將使用電子付款系統以現金結算之金融負債視為於結算日期之前償付。

該等修訂本亦就評估金融資產之合約現金流量是否與基本借貸安排一致提供指引。該等修訂本訂明，實體應當專注於獲得補償的實體而非補償金額。若合約現金流量與並非基本借貸風險或成本的變量掛鉤，則其與基本借貸安排不一致。該等修訂本陳述，於若干情況下，或然特徵可能於合約現金流量變動之前及之後引致與基本貸款安排一致之合約現金流量，惟或然事件本身之性質與基本借貸風險及成本之變化並不直接相關。此外，該等修訂本中加強對「無追索權」一詞之描述以及釐清「合約相關工具」之特點。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

New and amendments to HKFRS Accounting Standards in issue but not yet effective (Continued)

Amendments to HKFRS 9 and HKFRS 7 Amendments to the Classification and Measurement of Financial Instruments (Continued)

The disclosure requirements in HKFRS 7 in respect of investments in equity instruments designated at fair value through other comprehensive income are amended. In particular, entities are required to disclose the fair value gain or loss presented in other comprehensive income during the period, showing separately those related to investments derecognised during the reporting period and those related to investments held at the end of the reporting period. An entity is also required to disclose any transfers of the cumulative gain or loss within equity related to the investments derecognised during the reporting period. In addition, the amendments introduce the requirements of qualitative and quantitative disclosure of contractual terms that could affect the contractual cash flow based on a contingent even not directly relating to basic lending risks and cost.

The amendments are effective for annual reporting periods beginning on or after 1 January 2026, with early application permitted. The application of the amendments is not expected to have significant impact on the financial position and performance of the Group.

2. 應用新訂及經修訂香港財務報告準則會計準則(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則會計準則(續)

香港財務報告準則第9號及香港財務報告準則第7號之修訂本金融工具之分類及計量之修訂本(續)

香港財務報告準則第7號有關指定為透過其他全面收益按公允價值列賬之權益工具之投資之披露規定已予修訂。特別是，實體須披露於期內其他全面收益內呈列之公允價值收益或虧損，分別列示與於報告期內已撇除確認之投資相關者以及與於報告期末持有之投資相關者。實體亦須披露於報告期內已撇除確認投資相關之權益內累計收益或虧損之任何轉撥。此外，該等修訂本引進對可能影響基於或然因素(即使與基本借貸風險及成本不直接相關)之合約現金流量之合約條款進行定性及定量披露之要求。

該等修訂本於二零二六年一月一日或之後開始之年度報告期間生效，並允許提早應用。應用該等修訂本預期不會對本集團之財務狀況及表現產生重大影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

2. APPLICATION OF NEW AND AMENDMENTS TO HKFRS ACCOUNTING STANDARDS (Continued)

New and amendments to HKFRS Accounting Standards in issue but not yet effective (Continued)

HKFRS 18 “Presentation and Disclosure in Financial Statements”

HKFRS 18 “Presentation and Disclosure in Financial Statements”, which sets out requirements on presentation and disclosures in financial statements, will replace HKAS 1 “Presentation of Financial Statements”. This new standard, while carrying forward many of the requirements in HKAS 1, introduces new requirements to present specified categories and defined subtotals in the statement of profit or loss; provide disclosures on management-defined performance measures in the notes to the financial statements and improve aggregation and disaggregation of information to be disclosed in the financial statements. In addition, some HKAS 1 paragraphs have been moved to HKAS 8 and HKFRS 7. Minor amendments to HKAS 7 “Statement of Cash Flows” and HKAS 33 “Earnings per Share” are also made.

HKFRS 18, and amendments to other standards, will be effective for annual periods beginning on or after 1 January 2027, with early application permitted. The application of the new standard is expected to affect the presentation of the statement of profit or loss and disclosures in the future financial statements. The Group is in the process of assessing the detailed impact of HKFRS 18 on the Group’s consolidated financial statements.

2. 應用新訂及經修訂香港財務報告準則會計準則(續)

已頒佈但尚未生效之新訂及經修訂香港財務報告準則會計準則(續)

香港財務報告準則第18號「財務報表之呈列及披露」

香港財務報告準則第18號「財務報表之呈列及披露」載列財務報表之呈列及披露規定，將取代香港會計準則第1號「財務報表之呈列」。本新訂準則在延續香港會計準則第1號中眾多規定之同時，引入於損益表中呈列指定類別及定義小計之新規定；就財務報表附註中管理層界定之表現計量提供披露及改進於財務報表中將予披露之合併及分類資料。此外，香港會計準則第1號之部分段落已移至香港會計準則第8號及香港財務報告準則第7號。香港會計準則第7號「現金流量表」及香港會計準則第33號「每股盈利」亦作出細微修訂。

香港財務報告準則第18號及其他準則之修訂本將於二零二七年一月一日或之後開始之年度期間生效，並允許提早應用。應用新準則預期將會影響損益表之呈列以及未來財務報表之披露。本集團正在評估香港財務報告準則第18號對本集團綜合財務報表之詳細影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRS Accounting Standards as issued by the 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 of Hong Kong Limited (“GEM Listing Rules”) and by the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis except for certain financial instruments that are measured at fair value at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 “Share-based Payment”, leasing transactions that are accounted for in accordance with HKFRS 16 “Leases”, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 “Inventories” or value in use in HKAS 36 “Impairment of Assets”.

3. 綜合財務報表編製基準及重大會計政策資料

綜合財務報表編製基準

本綜合財務報表已根據香港會計師公會頒佈之香港財務報告準則會計準則編製。此外，本綜合財務報表載有香港聯合交易所有限公司GEM證券上市規則(「GEM上市規則」)及香港公司條例規定之適用披露資料。

誠如以下會計政策所闡釋，本綜合財務報表乃按歷史成本基準編製，惟於各報告期末按公允價值計量之若干金融工具則除外。

歷史成本一般根據貨物及服務交換所得代價之公允價值計算。

公允價值為市場參與者於計量日期在有序交易中出售資產將收取或轉讓負債將支付之價格，不論該價格是否直接觀察可得或使用另一種估值方法估計。估計資產或負債之公允價值時，本集團會考慮市場參與者於計量日期對資產或負債定價時將會考慮的資產或負債特徵。在該等綜合財務報表中計量及／或披露之公允價值均在此基礎上予以確定，惟屬香港財務報告準則第2號「股份付款」範圍內之股份付款交易、根據香港財務報告準則第16號「租賃」入賬之租賃交易及與公允價值類似但並非公允價值之計量(例如，香港會計準則第2號「存貨」中之可變現淨值或香港會計準則第36號「資產減值」中之使用價值)除外。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Basis of preparation of consolidated financial statements (Continued)

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

For financial instruments which are transacted at fair value and a valuation technique that unobservable inputs are to be used to measure fair value in subsequent periods, the valuation technique is calibrated so that at initial recognition the results of the valuation technique equals the transaction price.

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

3. 綜合財務報表編製基準及重大會計政策資料(續)

綜合財務報表編製基準(續)

非金融資產的公允價值計量乃經計及一名市場參與者利用資產最高及最佳用途或出售予另一名將利用資產最高及最佳用途的市場參與者而產生經濟利益的能力。

就於隨後期間按公允價值交易之金融工具以及將使用不可觀察輸入資料計量公允價值之估值技術而言，估值技術會校準以使初始確認時的估值技術結果與交易價格相等。

此外，就財務報告而言，公允價值計量根據公允價值計量之輸入數據可觀察程度及輸入數據對公允價值計量之整體重要性分類為第一級、第二級或第三級，載述如下：

- 第一級輸入數據是實體於計量日期可獲得之相同資產或負債於活躍市場之報價(未經調整)；
- 第二級輸入數據是就資產或負債而言可直接或間接觀察之輸入數據(第一級內包括之報價除外)；及
- 第三級輸入數據是資產或負債之不可觀察輸入數據。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities (including structured entities) controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料

綜合賬目基準

綜合財務報表包括本公司及本公司及其附屬公司控制實體(包括結構實體)之財務報表。倘屬以下情況，則本公司獲得控制權：

- 可對投資對象行使權力；
- 因參與投資對象之業務而可獲得或有權獲得可變回報；及
- 有能力藉行使其權力而影響其回報。

倘事實或情況表明上述三項控制因素之其中一項或多項出現變動，本集團會重新評估其是否控制投資對象。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Basis of consolidation (Continued)

When the Group has less than a majority of the voting rights of an investee, it has power over the investee when the voting rights are sufficient to give it the practical ability to direct the relevant activities of the investee unilaterally. The Group considers all relevant facts and circumstances in assessing whether or not the Group's voting rights in an investee are sufficient to give it power, including:

- the size of the Group's holding of voting rights relative to the size and dispersion of holdings of the other vote holders;
- potential voting rights held by the Group, other vote holders or other parties;
- rights arising from other contractual arrangements; and
- any additional facts and circumstances that indicate that the Group has, or does not have, the current ability to direct the relevant activities at the time that decisions need to be made, including voting patterns at previous shareholders' meetings.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specifically, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

綜合賬目基準(續)

當本集團於投資對象之投票權未能佔大多數時，本集團仍可對投資對象行使權力，惟投票權足以賦予其實際能力單方面掌控投資對象之相關業務。在評估本集團於投資對象之投票權是否足以賦予其權力時，本集團考慮所有相關事實及情況，包括：

- 本集團持有投票權之規模相對於其他選票持有人持有投票權之規模及分散性；
- 本集團、其他選票持有人或其他各方持有之潛在投票權；
- 其他合約安排產生之權利；及
- 於需要作出決定(包括於先前股東大會上之投票模式)時，表明本集團當前擁有或並無擁有指導相關活動之能力之任何額外事實及情況。

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於本年度內購入或出售之附屬公司之收入及開支，自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表。

損益及各項其他全面收益項目歸屬於本公司擁有人及非控股權益。附屬公司之全面收益總額歸屬於本公司擁有人及非控股權益，即使此導致非控股權益出現虧絀結餘。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Basis of consolidation (Continued)

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies into line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Changes in the Group's interests in existing subsidiaries

Changes in the Group's interests in subsidiaries that do not result in the Group losing control over the subsidiaries are accounted for as equity transactions. The carrying amounts of the Group's relevant components of equity and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries, including re-attribution of relevant reserves between the Group and the non-controlling interests according to the Group's and the non-controlling interests' proportionate interests.

Any difference between the amount by which the non-controlling interests are adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

綜合賬目基準(續)

附屬公司之財務報表於需要時作出調整，以使其會計政策與本集團會計政策一致。

所有集團內公司間資產及負債、權益、收入、支出及現金流量(與本集團成員公司間之交易有關)均於綜合賬目時悉數對銷。

於附屬公司之非控股權益與本集團於當中的權益分開呈列，指現時之擁有權權益且賦予持有人權利於清盤時按比例分佔相關附屬公司淨資產。

本集團於現有附屬公司之權益變動

倘本集團於附屬公司之權益變動並無導致本集團失去對該等附屬公司的控制權，則入賬列作股本交易。本集團之權益相關組成部分及非控股權益之賬面值乃作出調整，以反映彼等於附屬公司之相關權益變動，包括根據本集團及非控股權益之間的佔比權益於本集團及非控股權益之間重新歸屬相關儲備。

非控股權益作調整之金額與已支付或已收取代價之公允價值間之任何差額乃直接於權益確認，並歸屬於本公司擁有人。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Changes in the Group's interests in existing subsidiaries (Continued)

When the Group loses control of a subsidiary, the assets and liabilities of that subsidiary and non-controlling interests (if any) are derecognised. A gain or loss is recognised in profit or loss and is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the carrying amount of the assets (including goodwill), and liabilities of the subsidiary attributable to the owners of the Company. All amounts previously recognised in other comprehensive income in relation to that subsidiary are accounted for as if the Group had directly disposed of the related assets or liabilities of the subsidiary (i.e. reclassified to profit or loss or transferred to another category of equity as specified/permitted by applicable HKFRS Accounting Standards). The fair value of any investment retained in the former subsidiary at the date when control is lost is regarded as the fair value on initial recognition for subsequent accounting under HKFRS 9 Financial Instruments (“**HKFRS 9**”), or when applicable, the cost on initial recognition of an investment in an associate or a joint venture.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

綜合賬目基準(續)

當本集團失去對一間附屬公司之控制權時，該附屬公司之資產及負債以及非控股權益(如有)將終止入賬。收益或虧損於損益確認，並按(i)已收取代價公允價值及任何保留權益公允價值之總額與(ii)本公司擁有人應佔附屬公司之資產(包括商譽)及負債賬面值之間之差額計算。先前於其他全面收益確認之與該附屬公司相關之所有金額將會以猶如本集團已直接出售該附屬公司之相關資產及負債之方式入賬(即按適用香港財務報告準則會計準則所訂明/允許而重新分類至損益或轉撥至另一權益類別)。於失去控制權當日仍保留於前附屬公司之任何投資之公允價值，則根據香港財務報告準則第9號金融工具(「**香港財務報告準則第9號**」)於其後入賬時視為初步確認之公允價值，或(如適用)於聯營公司或合營企業之投資之初步確認成本。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purposes of impairment testing, goodwill is allocated to each of the Group's cash-generating units ("CGUs") (or groups of CGUs) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A CGU (or group of CGU) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the CGU (or group of CGU) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit (or group of CGU).

On disposal of the relevant cash-generating unit, or any of the CGU within the group of CGUs, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a CGU within a group of CGUs), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the CGU) disposed of and the portion of the CGU (or the group of CGUs) retained.

The Group's policy for goodwill arising on the acquisition of a joint venture is described below.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

商譽

收購業務產生之商譽按於收購業務日期(見上文會計政策)所確立之成本減累計減值虧損(如有)列賬。

就減值測試而言，商譽會分配至預期將自合併協同效益獲益之本集團各現金產生單位(「現金產生單位」)(或現金產生單位組別)，其指就內部管理目的監控商譽的最低水平且不超過經營分部。

獲分配商譽之現金產生單位(或現金產生單位組別)將每年或於有跡象顯示單位可能出現減值時更頻繁地進行測試。就於某一報告期間收購產生的商譽而言，獲得商譽分配的現金產生單位(或現金產生單位組合)於該報告期間結束前進行減值測試。倘可收回金額少於其賬面值，則分配減值虧損，首先調低任何商譽賬面值，然後根據現金產生單位(或現金產生單位組別)內各資產之賬面值按比例分配至其他資產。

於出售相關現金產生單位或現金產生單位組別中任何現金產生單位時，商譽的應佔金額計入釐定的出售損益金額。當本集團出售現金產生單位(或現金產生單位組別中的一個現金產生單位)內的業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金單位(或現金產生單位組別)部分的相對價值計量。

本集團有關收購合營企業所產生商譽之政策載於下文。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Investment in a joint venture

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

The results and assets and liabilities of a joint venture are incorporated in these consolidated financial statements using the equity method of accounting, except when the investment, or a portion thereof, is classified as held for sale, in which case it is or the portion so classified is accounted for in accordance with HKFRS 5. Any retained portion of an investment in a joint venture that has not been classified as held for sale continues to be accounted for using the equity method. The financial statements of joint ventures used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances.

Under the equity method, an investment in a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the joint venture. Changes in net assets of the joint venture other than profit or loss and other comprehensive income are not accounted for unless such changes resulted in changes in ownership interest held by the Group. When the Group's share of losses of joint venture exceeds the Group's interest in that joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the joint venture.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

於一間合營企業之投資

合營企業指一項合營安排，對安排擁有共同控制權之訂約方據此對合營企業之資產淨值擁有權利。共同控制指按照合約協定對一項安排所共有之控制，共同控制僅在有關活動要求共享控制權之訂約方作出一致同意之決定時存在。

合營企業之業績及資產與負債以權益會計法計入該等綜合財務報表，惟分類為持作出售之投資或其部分除外，在此情況下，其或其獲分類之部分乃根據香港財務報告準則第5號入賬。對於尚未被分類為持作出售之一間合營企業之投資之任何保留部分，繼續使用權益法入賬。用作權益會計處理之合營企業之財務報表按類似情況下本集團就相若交易及事項編製財務報表所用之一致會計政策編製。

根據權益法，於一間合營企業之投資初步按成本於綜合財務狀況表確認，並於其後就確認本集團應佔該合營企業之損益及其他全面收益而作出調整。除損益及其他全面收益外之合營企業之資產淨值變動並無入賬，而該變動導致本集團持有之擁有權權益發生變動則另作他論。當本集團應佔一間合營企業之虧損超出本集團於該合營企業之權益(包括實質上成為本集團於該合營企業投資淨額一部分之任何長期權益)時，本集團終止確認其所佔進一步虧損。僅於本集團已產生法律或推定責任，或已代表該合營企業支付款項之情況下，方會確認額外虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Investment in a joint venture (Continued)

An investment in a joint venture is accounted for using the equity method from the date on which the investee becomes a joint venture. On acquisition of the investment in a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

The Group assesses whether there is any objective evidence that the interest in a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

於一間合營企業之投資(續)

於投資對象成為一間合營企業當日，於一間合營企業之投資採用權益法入賬。於收購一間合營企業之投資時，投資成本超過本集團分佔該投資對象可識別資產及負債之公允價值淨值之任何部分乃確認為商譽，並計入投資之賬面值。倘本集團分佔可識別資產及負債之公允價值淨值於重新評估後高於投資成本，則於收購投資期間即時在損益內確認。

本集團評估是否存在任何客觀憑證顯示於一間合營企業的權益可能存在減值。如存在任何客觀憑證，該項投資之全部賬面值(包括商譽)會根據香港會計準則第36號作為單一資產進行減值測試，方法為將其可收回金額(即使用價值與公允價值減出售成本之較高者)與其賬面值進行比較。任何已確認減值虧損不會分配至構成投資賬面值一部分的任何資產(包括商譽)。有關減值虧損之任何撥回於該項投資的可收回金額其後增加時根據香港會計準則第36號確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Investment in a joint venture (Continued)

When the Group ceases to have joint control over a joint venture, it is accounted for as a disposal of the entire interest in the investee with a resulting gain or loss being recognised in profit or loss. When the Group retains an interest in the former joint venture and the retained interest is a financial asset within the scope of HKFRS 9, the Group measures the retained interest at fair value at that date and the fair value is regarded as its fair value on initial recognition. The difference between the carrying amount of the joint venture and the fair value of any retained interest and any proceeds from disposing of the relevant interest in the joint venture is included in the determination of the gain or loss on disposal of the joint venture. In addition, the Group accounts for all amounts previously recognised in other comprehensive income in relation to that joint venture on the same basis as would be required if that joint venture had directly disposed of the related assets or liabilities. Therefore, if a gain or loss previously recognised in other comprehensive income by that joint venture would be reclassified to profit or loss on the disposal of the related assets or liabilities, the Group reclassifies the gain or loss from equity to profit or loss (as a reclassification adjustment) upon disposal/partial disposal of the relevant joint venture.

The Group continues to use the equity method when an investment in an associate becomes an investment in a joint venture or an investment in a joint venture becomes an investment in an associate. There is no remeasurement to fair value upon such changes in ownership interests.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

於一間合營企業之投資(續)

當本集團不再對合營企業有共同控制權時，將其作為出售被投資對象之全部權益，其所得收益或虧損於損益確認。當本集團保留對前合營企業之權益，且保留權益為香港財務報告準則第9號範圍內之金融資產時，本集團於該日以公允價值計量保留權益，而公允價值則被視為其於初步確認時之公允價值。合營企業之賬面值與任何保留權益之公允價值與出售合營企業之相關權益之所得款項之間之差額，計入釐定出售合營企業之收益或虧損。此外，本集團以該合營企業直接出售相關資產或負債所需之相同基礎，就該合營企業先前在其他全面收益中確認之所有金額入賬。因此，如果該合營企業先前在其他綜合收益中確認收益或虧損，於出售相關資產或負債時將重新分類為損益，於出售／部分出售有關合營企業時，本集團將收益或虧損由權益重新分類至損益(作為一項重新分類調整)。

當於聯營公司投資成為合營企業投資或於合營企業的投資成為聯營公司投資時，本集團繼續使用權益法。於發生該等所有權權益變動時，不會對公允價值進行重新計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Investment in a joint venture (Continued)

When the Group reduces its ownership interest in a joint venture but the Group continues to use the equity method, the Group reclassifies to profit or loss the proportion of the gain or loss that had previously been recognised in other comprehensive income relating to that reduction in ownership interest if that gain or loss would be reclassified to profit or loss on the disposal of the related assets or liabilities.

When a group entity transacts with a joint venture of the Group, profits and losses resulting from the transactions with the joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in joint venture that are not related to the Group.

Revenue from contracts with customers

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.

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 or enhances an asset that the customer controls as the Group performs; or

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

於一間合營企業之投資(續)

當本集團減少其於一間合營企業之所有權權益但本集團繼續使用權益法，倘於出售相關資產或負債後有關收益或虧損將重新分類至損益，則本集團將先前就所有權權益減少已於其他全面收益確認之收益或虧損部分重新分類至損益。

當集團實體與本集團一間合營企業進行交易時，與該合營企業之交易產生之溢利及虧損於本集團之綜合財務報表確認，惟確認於該合營企業與本集團不相關之權益。

客戶合約收益

本集團於完成履約責任時(即於特定責任相關貨品或服務的「控制權」轉讓予客戶時)(或就此)確認收益。

履約責任指一項明確貨品或服務(或一批貨品或服務)或一系列大致相同的明確貨品或服務。

控制權隨時間轉移，而倘滿足以下任何其中一項標準，則收益乃參照滿足相關履約責任的進展情況而隨時間確認：

- 隨本集團履約，客戶同時取得並耗用本集團履約所提供的利益；
- 本集團之履約創建或強化一項由客戶控制的資產；或

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Revenue from contracts with customers (Continued)

- 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.

Revenue recognition

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.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

客戶合約收益(續)

- 本集團的履約並未產生對本集團有替代用途的資產，且本集團對迄今已完成履約之款項具有可執行之權利。

否則，收益於客戶獲得明確商品或服務控制權時確認。

合約資產指本集團就向客戶換取本集團已轉讓的商品或服務收取代價的權利(尚未成為無條件)。其根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價付款到期前僅需時間推移。

合約負債指本集團因已自客戶收取代價(或已可自客戶收取代價)，而須轉讓商品或服務予客戶之責任。

合約之相關合約資產及合約負債按淨額基準入賬呈報。

收入確認

完成達成履約責任的進度乃按輸出法計量，即透過直接計量迄今已轉讓予客戶之貨品或服務價值(相對合約項下承諾提供之餘下貨品或服務價值)確認收入，此方法最能反映本集團於轉讓貨品或服務控制權之履約情況。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Revenue recognition (Continued)

Further details of the Group's revenue and other income recognition policies are as follows:

Revenue from provision of food and beverage services is recognised at a point in time when catering services have been provided to the customers.

Revenue from provision of services is recognised when services are rendered.

Commissions from securities dealing are recognised on the transaction date when the relevant contracts are executed.

Placing and underwriting commissions are recognised in accordance with the terms of the underlying agreements or deal mandates when the relevant significant acts have been completed (i.e. when shares are allotted).

Clearing and handling fee income are recognised when the services have been rendered.

Dividend income from investments is recognised when the rights to receive payments have been established.

Income from provision of children education services is recognised when the educational services are rendered.

Interest income is accrued on a time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts the estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

收入確認(續)

有關本集團收益及其他收入確認政策的進一步詳情如下：

來自食品及飲料業務之收入乃按於已向客戶提供餐飲服務之時間點確認。

提供服務的收益於提供服務時確認。

證券交易佣金於簽訂有關合約的交易日期確認。

配售及包銷佣金根據相關協議或交易委託書之條款於有關主要活動完成時(即股份獲配發時)確認。

結算及手續費收入於提供服務時確認。

投資所得股息收入於收取付款的權利確立時確認。

提供兒童教育服務的收入於提供教育服務時確認。

利息收入乃參照未償還本金及適用實際利率，按時間基準累計，有關利率乃按金融資產預計年期，將估計未來所收取現金實際貼現至該資產於初步確認時之賬面淨值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Leases

The Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception of the contract. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Allocation of consideration to components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

Non-lease components are separated from lease components and are accounted for by applying other applicable standards.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases of assets that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as an expense on a straight-line basis or another systematic basis over the lease term.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

租賃

本集團根據香港財務報告準則第16號的定義於合約開始評估該合約是否屬於或包含租賃。除非合約的條款及條件其後出現變動，否則有關合約將不予重新評估。

本集團作為承租人

將代價分配至合約各部分

就含有租賃部分以及一項或多項額外租賃或非租賃部分的合約而言，本集團將合約代價分配至各租賃部分，基準是租賃部分的相對獨立價格及非租賃部分的總獨立價格。

非租賃部分與租賃部分區分開來，並採用其他適用準則入賬。

短期租賃及低價值資產租賃

對於租期自開始日期起計為12個月或以內且並無包含購買選擇權的資產之租賃，本集團應用短期租賃確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃及低價值資產租賃的租賃付款按直線基準或另一系統性基準於租期內確認為開支。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from COVID-19 related rent concessions in which the Group applied the practical expedient.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets in “property, plant and equipment”, the same line item within which the corresponding underlying assets would be presented if they were owned.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產的成本包括：

- 租賃負債的初步計量金額；
- 於開始日期或之前作出的任何租賃付款，減任何已收租賃優惠；
- 本集團產生的任何初始直接成本；及
- 本集團於拆除及拆遷相關資產、復原相關資產所在場地或復原相關資產至租賃的條款及條件所規定的狀況而產生的成本估計。

除本集團採取可行權宜方法對新型冠狀病毒相關租金減免導致的租賃負債進行調整外，使用權資產按成本減去任何累計折舊及減值虧損進行計量，並就租賃負債的任何重新計量作出調整。

就本集團於租期結束時合理確定獲取相關租賃資產所有權的使用權資產而言，有關使用權資產自開始日期起至使用年期結束期間計提折舊。在其他情況下，使用權資產按直線基準於其估計使用年期及租期(以較短者為準)內計提折舊。

本集團於「物業、廠房及設備」內呈列使用權資產，相應的相關資產(倘有)將於該項下同行呈列。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Refundable rental deposits

Refundable rental deposits paid are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include:

- fixed payments (including in-substance fixed payments) less any lease incentives receivable;
- variable lease payments that depend on an index or a rate, 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 the option; and
- payments of penalties for terminating a lease, if the lease term reflects the Group exercising an option to terminate the lease.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

可退還租金按金

已付可退還租金按金根據香港財務報告準則第9號列賬並初步按公允價值計量。於初始確認時的公允價值調整被視為額外租賃付款並計入使用權資產的成本內。

租賃負債

於租賃開始日期，本集團按當日未付的租賃付款現值確認及計量租賃負債。計算租賃付款的現值時，倘不易釐定租賃隱含的利率，則本集團採用租賃開始日期的增量借款利率。

租賃付款包括：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 取決於指數或利率的可變租賃付款，初步採用開始日期的指數或利率計量；
- 本集團根據剩餘價值擔保預期予以支付的款項；
- 倘本集團合理確定行使購買權，則該購買權的行使價；及
- 為終止租賃而支付的罰款(倘租期反映本集團正行使終止租賃的選擇權)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

Variable lease payments that reflect changes in market rental rates are initially measured using the market rental rates as at the commencement date. Variable lease payments that do not depend on an index or a rate are not included in the measurement of lease liabilities and right-of-use assets, and are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change due to changes in market rental rates following a market rent review/expected payment under a guaranteed residual value, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.
- a lease contract is modified and the lease modification is not accounted for as a separate lease.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

租賃負債(續)

反映市場租金變動的可變租賃付款初步使用開始日期的市場租金費率計量。不取決於指數或利率的可變租賃付款並無計入租賃負債及使用權資產計量，並在觸發付款之事件或情況出現之期間確認為開支。

於開始日期後，租賃負債透過增加利息及租賃付款作出調整。

本集團於以下情況重新計量租賃負債(並就有關使用權資產作相應調整)：

- 租期有變或有關行使購買權之評估有變，於此情況下，相關租賃負債透過按於重新評估日期之經修訂貼現率貼現經修訂租賃付款而重新計量。
- 租賃付款因進行市場租金調查後市場租金／擔保剩餘價值下的預期付款有變而出現變動，於此情況下，相關租賃負債透過按初始貼現率貼現經修訂租賃付款而重新計量。
- 租賃合約已修改且租賃修改不作為單獨租賃入賬。

本集團於綜合財務狀況表內將租賃負債呈列為單獨項目。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

租賃(續)

本集團作為承租人(續)

租賃修改

倘出現以下情況，本集團將租賃修改作為獨立租賃入賬：

- 修改透過加入使用一項或以上相關資產之權利擴大租賃範圍；及
- 租賃代價增加，增加之金額相當於範圍擴大對應之單獨價格及為反映特定合約之實際情況而對該單獨價格進行之任何適當調整。

就未作為單獨租賃入賬之租賃修改而言，本集團按透過使用修改生效日期之經修訂貼現率貼現經修訂租賃付款之經修改租賃之租期重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，對租約負債進行重新計量。當經修改合約包含租賃成分以及一個或多個額外租賃或非租賃成分時，本集團根據租賃成分的相對獨立價格及非租賃成分的總獨立價格，將經修改合約中的代價分配至每個租賃成分。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchange prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's joint venture.

For the purpose of presenting consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. Hong Kong dollars) using exchange rates prevailing at the end of each reporting period. Income and expense items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during that period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of foreign currency translation reserve (attributed to non-controlling interests as appropriate).

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期現行之匯率確認。於報告期末，以外幣計值之貨幣項目均按該日之現行匯率重新換算。按外幣計值以公允價值列值之非貨幣項目於釐定公允價值當日按現行匯率重新換算。按歷史成本以外幣計量之非貨幣項目不予重新換算。

結算貨幣項目及重新換算貨幣項目產生的匯兌差額於匯兌差額產生期間的損益內確認，惟不擬結算或不大可能結算之應收或應付海外業務之貨幣項目的匯兌差額(因此構成海外業務淨投資之一部分)，於其他全面收益中初步確認並於出售或部分出售本集團於合營企業的權益時由權益重新分類至損益。

就呈列綜合財務報表而言，本集團業務之資產及負債乃按於各報告期間結束日時之現行匯率換算為本集團之呈列貨幣(即港幣)，而其收入及支出項目乃按期內之平均匯率進行換算，除非匯率於期內出現大幅波動則作別論，於此情況下，則採用於交易當日之當前匯率。所產生之匯兌差額(如有)乃於其他全面收益確認，並於外幣換算儲備下之非控股權益(如適用)應佔之權益累計。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (i.e. a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operation and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

Borrowing costs

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

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Government grants relating to compensation of expenses are deducted from the related expenses, other government grants are presented under "other income, other gains and losses".

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

外幣(續)

於出售海外業務(即出售本集團於海外業務的全部權益、或涉及失去對附屬公司(包括海外業務)的控制權之出售、或出售部分合營安排(包括海外業務)的權益(當中的保留權益變成為金融資產)時,就本公司擁有人應佔該業務而於權益內累計的所有匯兌差額重新分類至損益。

因收購海外業務而產生之可識別資產之商譽及公允價值調整乃作為該海外業務之資產及負債處理,並按於各報告期末之現行匯率進行換算。產生之匯兌差額於其他全面收益內確認。

借貸成本

所有借貸成本於其產生期間在損益中確認。

政府補助

本集團在獲得合理保證將遵守政府補助所附帶的條件且將可收取政府補助前,不會確認政府補助。

作為已產生開支或虧損之補償或向本集團提供即時財務資助(並無日後相關成本)而應收與收入有關的政府補助,乃於其成為應收款項之期間於損益中確認。與開支或補償有關的政府補助從相關開支中扣除,其他政府補助在「其他收入、其他收益及虧損」中列示。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Obligations for contributions to retirement plans, including contributions payable under the Hong Kong Mandatory Provident Fund Schemes Ordinance, are recognised as an expense in profit or loss as incurred.

Long service payment

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

The obligation is calculated using the Projected Unit Credit Method ("PUCM"), discounted to present value and reduced by entitlements accrued under the Group's retirement plans that are attributable to contributions made by the Group. The discount rate is the yield at the reporting date on high quality corporate bonds which have terms to maturity approximating the terms of the related liability.

Remeasurement are charged or credited to equity in other comprehensive income in the period in which they arise.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

僱員福利

退休福利成本

當僱員已提供賦予彼等享有供款之服務時，向定額供款退休計劃之付款確認為開支。

退休計劃供款之責任(包括根據香港強制性公積金計劃條例)於產生時於損益確認為開支。

長期服務金

當僱員在符合香港僱傭條例的若干情況下終止僱傭關係或退休時，本集團有關向僱員支付長期服務金的責任淨額為僱員於本期間及過往期間提供服務所賺取的日後利益金額。

責任利用預期單位貸記法計算，貼現至現值並扣減根據本集團退休計劃所享有本集團累計供款的應佔金額。貼現率為到期日與相關負債相若的優質企業債券於報告日期的息率。

重新計量在其產生期間的其他全面收益之權益內扣除或計入其中。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Employee benefits (Continued)

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS Accounting Standards requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees after deducting any amount already paid.

Share-based payment

Equity-settled share-based payment transactions

Share options granted to employees

Equity-settled share-based payments to employees and others providing similar services are measured at the fair value of the equity instruments at the grant date.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

僱員福利(續)

短期僱員福利

短期僱員福利確認為當僱員提供服務時預期將支付之福利未貼現金額。所有短期僱員福利確認為開支，另有香港財務報告準則會計準則規定或允許將福利歸入資產成本則另作他論。

於扣除任何已支付之金額後就僱員福利確認為負債。

股份付款

以股本結算股份付款之交易

授予僱員之購股權

向僱員及提供類似服務的其他人士支付之以股本結算股份付款乃以股權工具於授出日期的公允價值計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Share-based payment (Continued)

Equity-settled share-based payment transactions (Continued)

Share options granted to employees (Continued)

The fair value of the equity-settled share-based payments determined at the grant date without taking into consideration all non-market vesting conditions is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity (share options reserve). At the end of each reporting period, the Group revises its estimate of the number of equity instruments expected to vest based on assessment of all relevant non-market vesting conditions. The impact of the revision of the original estimates, if any, is recognised in profit or loss such that the cumulative expense reflects the revised estimate, with a corresponding adjustment to the share options reserve. For share options that vest immediately at the date of grant, the fair value of the share options granted is expensed immediately to profit or loss.

When share options are exercised, the amount previously recognised in share options reserve will be transferred to share premium. When share options are forfeited after the vesting date or are still not exercised at the expiry date, the amount previously recognised in share options reserve will be transferred to accumulated losses.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

股份付款(續)

以股本結算股份付款之交易(續)

授予僱員之購股權(續)

以股本結算股份付款於授出日期釐定之公允價值(並無計及所有非市場歸屬條件)，乃根據本集團對將會最終歸屬之股權工具之估計於歸屬期內以直線法支銷，並同時於權益(購股權儲備)作相應增加。於各報告期末，本集團根據對所有非市場歸屬條件的評估對預期將歸屬的股權工具數目的估計作出修訂。對原估計進行修訂所產生的影響(如有)於損益確認，致令累計開支反映經修訂估計，並對購股權儲備作出相應調整。就於授出日期即時歸屬之購股權而言，所授出購股權之公允價值即時於損益支銷。

於購股權獲行使時，過往於購股權儲備中確認之金額將轉撥至股份溢價。當購股權於歸屬日期後被沒收或於屆滿日期仍未獲行使，過往於購股權儲備中確認之金額將轉撥至累計虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Taxation

Income tax expense represents the sum of the current and deferred income tax expense.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit/loss before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of transaction does not give rise to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

稅項

所得稅開支指即期及遞延所得稅開支之總額。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與除稅前溢利／虧損不同，乃因其他年度的應課稅收入或可扣稅開支及從未課稅或扣稅的項目所致。本集團之即期稅項負債乃按報告期末前已實行或大致上已實行之稅率計算。

於綜合財務報表之資產及負債賬面值與用作計算應課稅溢利之相應稅基之暫時性差額確認為遞延稅項。遞延稅項負債通常會就所有應課稅暫時性差額確認，而遞延稅項資產則一般就所有可扣減暫時性差額予以確認，惟以可能出現可利用該等暫時性差額抵銷扣稅之應課稅溢利時為限。若交易中首次確認(業務合併的情況下除外)資產及負債而產生之暫時性差額並不影響應課稅溢利或會計溢利，且交易時不會產生相等應課稅及可扣稅暫時差額，則不會確認該等遞延稅項資產及負債。此外，若暫時性差額是源自商譽之首次確認，則不確認遞延稅項負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and investment in a joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the assets to be recovered.

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

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

稅項(續)

遞延稅項負債會就與於附屬公司之投資以及於一間合營企業之投資有關之應課稅暫時性差額確認，惟倘本集團可控制撥回該暫時性差額，及暫時性差額可能不會於可見未來撥回則除外。與該等投資及權益相關之可扣稅暫時性差額所產生之遞延稅項資產僅於可能有足夠應課稅溢利可動用暫時性差額之利益且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值於各報告期末作檢討並扣減至應課稅溢利不足以收回全部或部分資產之數額。

遞延稅項資產及負債乃按預期於負債清償或資產變現之期間之適用稅率，根據於報告期末前已實行或大致上已實行之稅率(及稅務法例)計算。

遞延稅項負債及資產之計量反映本集團於報告期末預期收回或償付其資產及負債賬面值之稅務影響。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Taxation (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 “Income Taxes” requirements to right-of-use assets and lease liabilities separately. The Group recognises a deferred tax asset related to lease liabilities to the extent that it is probable that taxation profit will be available against which the deductible temporary difference can be utilised and a deferred tax liability for all taxable temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

稅項(續)

就計量本集團確認使用權資產及相關租賃負債的租賃交易遞延稅項而言，本集團首先釐定稅項減免是否歸屬於使用權資產或租賃負債。

就因租賃負債而產生稅項扣減的租賃交易而言，本集團分別對使用權資產及租賃負債應用香港會計準則第12號「所得稅」規定。本集團確認與租賃負債有關之遞延稅項資產(僅限於可能獲得應課稅溢利用作抵扣可扣減暫時性差異)並就所有應課稅暫時性差異確認遞延稅項負債。

倘有法定可強制執行權利將即期稅項資產與即期稅項負債抵銷，且兩者與同一稅務機構向同一應課稅實體徵收之所得稅有關，則遞延稅項資產及負債可予抵銷。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Taxation (Continued)

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purposes, and are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment losses, if any.

Intangible assets

Intangible assets acquired separately

Intangible assets with finite useful lives that are acquired separately are carried at costs less accumulated amortisation and any accumulated impairment losses. Amortisation for intangible assets with finite useful lives is recognised on a straight-line basis over their estimated useful lives. The estimated useful life and amortisation method are reviewed at the end of each reporting period, with the effect of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that are acquired separately are carried at cost less any subsequent accumulated impairment losses.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

稅項(續)

即期及遞延稅項於損益中確認，惟倘與於其他全面收益或直接於權益中確認之項目有關者除外，於該情況下，即期及遞延稅項亦將分別於其他全面收益或直接於權益中確認。就因對業務合併進行初步會計處理而產生的即期稅項或遞延稅項而言，稅務影響乃計入業務合併的會計處理內。

物業、廠房及設備

物業、廠房及設備乃為用作生產或提供貨品或服務或行政目的而持有的有形資產，並按成本減其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表內列賬。

無形資產

獨立收購之無形資產

獨立收購具有有限可使用年期之無形資產，按成本減累計攤銷及任何累計減值虧損列賬。具有有限可使用年期之無形資產按其估計可使用年期以直線法確認攤銷。估計可使用年期及攤銷方法於各報告期末檢討，任何估計變動的影響將按未來適用基準入賬。獨立收購具無限可使用年期之無形資產，則按成本減任何後續累計減值虧損列賬。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Intangible assets (Continued)

Intangible assets acquired in a business combination

Intangible assets acquired in a business combination are recognised separately from goodwill and are initially recognised at their fair values at the acquisition date (which is regarded as their cost).

Subsequent to initial recognition, intangible assets acquired in a business combination with finite useful lives are reported at cost less accumulated amortisation and any accumulated impairment losses, on the same basis as intangible assets that are acquired separately. Intangible assets acquired in a business combination with indefinite useful lives are carried at cost less any subsequent accumulated impairment losses.

An intangible asset is derecognised on disposal, or when no future economic benefits are expected from use or disposal. Gains and losses arising from derecognition of an intangible asset, measured as the difference between the net disposal proceeds and the carrying amount of the asset, are recognised in profit or loss when the asset is derecognised.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

無形資產(續)

於業務合併中收購的無形資產

業務合併中收購的無形資產與商譽分開來確認，以及初步按其於收購日期的公允價值確認(被視作其成本)。

於初步確認後，業務合併中收購的具有限使用年期的無形資產採取與獨立收購無形資產的相同基準，按成本減累計攤銷及任何累計減值虧損呈報。業務合併中收購的具無限可使用年期的無形資產，則按成本減任何後續累計減值虧損列賬。

無形資產於出售時或預計使用或出售時並無未來經濟收益時取消確認。因取消確認無形資產而產生之收益及虧損，乃按出售所得款項淨額與該項資產賬面值之差額計量，並於有關資產取消確認時在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Intangible assets (Continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, right-of-use assets and intangible assets with finite useful lives to determine whether there is any indication that these assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss (if any). Intangible assets with indefinite useful lives are tested for impairment at least annually, and whether there is an indication that they may be impaired.

The recoverable amount of property, plant and equipment, right-of-use assets, and intangible assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the CGU to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant CGU when a reasonable and consistent basis of allocation can be identified, or otherwise they are allocated to the smallest group of CGUs for which a reasonable and consistent allocation basis can be identified. The recoverable amount is determined for the CGU or group of CGUs to which the corporate asset belongs, and is compared with the carrying amount of the relevant CGU or group of CGUs.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

無形資產(續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)減值

於報告期末，本集團對其具有有限可使用年期之物業、廠房及設備、使用權資產及無形資產之賬面值進行評估，以確定是否存有任何顯示該等資產存在減值虧損之跡象。倘任何該等跡象出現，則會對相關資產之可收回金額作出估計，以釐定減值虧損程度(如有)。可使用年期不確定的無形資產至少每年進行一次減值測試，判斷是否存在減值跡象。

物業、廠房及設備、使用權資產以及無形資產之可收回金額乃獨立估計。倘未能獨立估計可收回金額，本集團則估計資產所屬之現金產生單位之可收回金額。

於測試現金產生單位是否減值時，倘能識別出合理及持續之分配基礎，企業資產會分配至相關現金產生單位，否則便按能夠識別之合理及持續之分配基礎分配至最小現金產生單位組。可收回金額按企業資產所屬現金產生單位或現金產生單位組別釐定，並與相關現金產生單位或現金產生單位組別之賬面值作比較。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Intangible assets (Continued)

Impairment on property, plant and equipment, right-of-use assets and intangible assets other than goodwill (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a CGU) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a CGU) is estimated to be less than its carrying amount, the carrying amount of the asset (or a CGU) is reduced to its recoverable amount. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of CGUs. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset (or CGU or a group of CGUs) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a CGU or a group of CGUs) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

無形資產(續)

物業、廠房及設備、使用權資產及無形資產(商譽除外)減值(續)

可收回金額為公允價值減出售成本與使用價值之較高者。於評估使用價值時，估計未來現金流量將使用除稅前貼現率貼現至其現值，而稅前貼現率為反映目前市場對金錢時間值之評估及未來現金流量估計並無調整的資產(或現金產生單位)之特殊風險。

倘若一項資產(或現金產生單位)之可收回金額估計低於其賬面值，該項資產(或現金產生單位)之賬面值將扣減至其可收回金額。於分配減值虧損時，減值虧損會先作出分配，減少任何商譽(如適用)的賬面金額，然後按比例減少該單位或現金產生單位組別內其他各資產的賬面金額。資產的賬面值不得減少至低於其公允價值減去出售成本後所得數額(如能計量)或其使用價值(如能釐定)及零三者之最高者。原會分配至該資產之減值虧損金額會按比例分配至該單位內的其他資產或現金產生單位組別。減值虧損即時於損益確認。

倘其後撥回減值虧損，則將資產(或現金產生單位或現金產生單位組別)之賬面值上調至其經修訂估計可收回金額，惟增加之賬面值不得超過該資產(或現金產生單位或現金產生單位組別)於過往年度並無確認減值虧損而已經釐定之賬面值。減值虧損撥回即時於損益確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs when the Group must incur to make the sale.

Cash and cash equivalents

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

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

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle that obligation, and a reliable estimate can be made of the amount of the obligation.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

存貨

存貨乃按成本與可變現淨值兩者中較低者列賬。存貨成本乃按先進先出法釐定。可變現淨值為存貨估計售價減所有完成估計成本及銷售所需成本。銷售所需成本包括直接與銷售相關的增量成本，以及本集團就進行銷售必須產生的非增量成本。

現金及現金等價物

就綜合現金流量表而言，現金及現金等價物包括手頭現金及活期存款以及可隨時轉換成已知金額現金、價值變動風險不大且購買時一般具有不超過三個月短暫到期日之短期高流通投資，再扣除須於要求時償還且組成本集團現金管理重要部分之銀行透支。

就綜合財務狀況表而言，現金及現金等價物包括用途不受限制之手頭現金、銀行現金及存放於證券經紀之現金(包括定期存款)以及性質上與現金類似之資產。

撥備

當本集團因過往事件而承擔現有責任(法律或推定)，而本集團可能須履行該項責任及可以可靠地估計該項責任之金額時，則會確認撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Provisions (Continued)

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

When some or all of the economic benefits required to settle a provision are expected to be recovered from a third party, a receivable is recognised as an asset if it is virtually certain that reimbursement will be received and the amount of the receivable can be measured reliably.

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised at the date of inception of the lease at the directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

撥備(續)

確認為撥備之金額是於報告期末經計入有關責任之風險及不明朗因素後，對償付現有責任之所需代價之最佳估計。倘撥備使用償付現有責任之估計現金流量計量，若貨幣時間價值之影響屬重大，則其賬面值為該等現金流量之現值。

如果清償撥備所需之經濟利益之一部分或全部預期會得到第三方補償，則應收款項只有在補償金額基本確定能夠收到及應收款項能夠可靠計量時，才確認為資產。

恢復租賃資產至其原始狀態(根據租賃條款中規定)的撥備成本於租賃開始之日按董事對恢復資產所需的開支作出的最佳估計確認。董事會根據新情況定期審閱及適當調整估計。

金融工具

金融資產及金融負債乃於集團實體訂立金融工具契約條文時確認。所有以常規方式購買或出售之金融資產均按交易日基準進行確認及撤除確認。常規購買或出售指須於法規或市場慣例確定的時限內移交資產的金融資產買賣。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial assets or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Interest/dividend income which are derived from the Group’s ordinary course of business are presented as revenue.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產及金融負債按公允價值初步計量，惟客戶合約產生之應收賬款根據香港財務報告準則第15號初步計量。收購或發行金融資產及金融負債直接應佔之交易成本(按公允價值計入損益(「按公允價值計入損益」)之金融資產及金融負債除外)乃於初步確認時計入金融資產或金融負債之公允價值，或從公允價值扣除(如適用)。收購按公允價值計入損益之金融資產或金融負債直接應佔之交易成本即時於損益內確認。

實際利息法為計算金融資產或金融負債之攤銷成本及於有關期間分配利息收入及利息開支之方法。實際利率為將金融資產或金融負債於預期年限或(如適用)較短期間內之估計未來現金收入(包括所有構成實際利率部分之已付或已收費用及利率差價、交易成本及其他溢價或折扣)準確折現至初次確認時之賬面淨值之利率。

在本集團日常業務過程中獲取的利息／股息收入呈列為收入。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both collecting contractual cash flows and selling; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 “Business Combinations” applies.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產

金融資產分類及其後計量

滿足下列條件之金融資產其後按攤銷成本計量：

- 於以收取合約現金流量為目的之業務模式內持有之金融資產；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及尚未償還本金利息。

滿足下列條件之金融資產其後按公允價值計入其他全面收益(「按公允價值計入其他全面收益」)計量：

- 於皆以收取合約現金流量及銷售金融資產達成目的之業務模式內持有之金融資產；及
- 合約條款令於特定日期產生之現金流量僅為支付本金及尚未償還本金利息。

所有其他金融資產其後按公允價值計入損益計量，惟於初步確認金融資產日期，倘股本投資並非持作買賣亦非收購方於香港財務報告準則第3號「業務合併」適用之業務合併中確認的或然代價，則本集團可不可撤回地選擇於其他全面收益呈列該股本投資之其後公允價值變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產分類及其後計量(續)

在下列情況下，金融資產為持作買賣：

- 其收購主要目的為在短期內出售；或
- 於初步確認時其屬已識別金融工具組合的一部分，而本集團整體管理該組合，且近期具有實際短期套利的模式；或
- 其為並非指定及有效作對沖工具的衍生工具。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

In addition, the Group may irrevocably designate a financial asset that is required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit impaired.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產分類及其後計量(續)

此外，本集團可不可撤回地指定一項須按攤銷成本或按公允價值計入其他全面收益計量之金融資產以按公允價值計入損益計量，前提為有關指定可消除或大幅減少會計錯配。

(i) 攤銷成本及利息收入

就其後按攤銷成本計量之金融資產而言，利息收入按實際利率法確認。利息收入乃按對金融資產總賬面值應用實際利率計算，惟其後出現信貸減值之金融資產(見下文)除外。就其後出現信貸減值之金融資產而言，利息收入乃按對下一報告期間之金融資產攤銷成本應用實際利率確認。倘信貸減值金融工具之信貸風險好轉，使該金融資產不再出現信貸減值，利息收入自釐定資產不再出現信貸減值後的報告期初起，按對金融資產總賬面值應用實際利率確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(ii) Equity instruments designated as at FVTOCI

Investments in equity instruments at FVTOCI are subsequently measured at fair value with gains and losses arising from changes in fair value recognised in other comprehensive income and accumulated in the FVTOCI reserve; and are not subject to impairment assessment. The cumulative gain or loss will not be reclassified to profit or loss on disposal of the equity investments.

Dividends from these investments in equity instruments are recognised in profit or loss when the Group's right to receive the dividends is established, unless the dividends clearly represent a recovery of part of the cost of the investment. Dividends are included in revenue when they are derived from the Group's ordinary course of business or in the "Other income, other gains and losses" line item in profit or loss.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產分類及其後計量(續)

(ii) 指定按公允價值計入其他全面收益之權益工具

按公允價值計入其他全面收益之權益工具投資乃其後按公允價值計量，其自公允價值變動所產生之收益及虧損於其他全面收益中確認，並於按公允價值計入其他全面收益儲備中累計；毋須進行減值評估。有關累計收益或虧損不會於出售股本投資後重新分類至損益。

當本集團收取股息之權利獲確立，該等權益工具投資之股息將於損益內確認，除非有關股息明顯屬於就該投資收回之部分成本。股息倘來自本集團日常業務過程，計入收入，否則計入損益內之「其他收入、其他收益及虧損」項目。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(iii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss excludes any dividend or interest earned on the financial asset and is included in the “Other income, other gains and losses” line item.

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, loans and interest receivables, deposits and other receivables, trust bank accounts and cash and cash equivalents) which are subject to impairment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產分類及其後計量(續)

(iii) 按公允價值計入損益之金融資產

不符合按攤銷成本或按公允價值計入其他全面收益或指定為按公允價值計入其他全面收益的計量標準的金融資產按公允價值計入損益計量。

按公允價值計入損益之金融資產按各報告期末的公允價值計量，任何公允價值收益或虧損於損益中確認。於損益確認之收益或虧損淨額，不包括從金融資產賺取之任何股息或利息，並計入「其他收入、其他收益及虧損」項目內。

金融資產減值

本集團根據香港財務報告準則第9號根據預期信貸虧損(「預期信貸虧損」)模型對出現減值之金融資產(包括應收賬款、應收貸款及利息、按金及其他應收款項、信託銀行賬戶及現金及現金等價物)進行減值評估。預期信貸虧損金額於各報告日更新，以反映信貸風險自初步確認以來之變動。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL (“12m ECL”) represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessment are done based on the Group’s historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group always recognises lifetime ECL for trade receivables. The ECL on these assets are assessed individually for debtors with significant balances and/or collectively using a provision matrix with appropriate groupings should tailor to reporting entity’s specific facts and circumstances.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless when there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

全期預期信貸虧損指於相關工具的預計可使用年期內發生所有可能違約事件而導致之預期信貸虧損。與其相反，12個月預期信貸虧損(「12個月預期信貸虧損」)則指預期可能於報告日期後12個月內發生違約事件而導致部分全期的預期信貸虧損。評估乃根據本集團的過往信貸虧損經驗進行，並根據債務人特定因素、整體經濟狀況以及就報告日期的當前狀況及未來狀況預測的評估進行調整。

本集團一直就應收賬款確認全期的預期信貸虧損。該等資產的預期信貸虧損將就具有重大結餘的債務人作出個別評估及／或使用具有適當分組的撥備矩陣進行共同評估(應根據報告實體的具體事實及情況而定)。

就所有其他工具而言，本集團按相等於12個月預期信貸虧損的金額計量虧損撥備，除非自初步確認以來信貸風險出現大幅增加，則本集團確認全期的預期信貸虧損。評估是否應確認全期的預期信貸虧損乃根據自初步確認以來所發生違約的可能性或風險是否大幅增加而定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk

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

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險大幅增加

在評估自初步確認以來信貸風險是否有大幅增加時，本集團將於報告日期金融工具發生的違約風險與於初步確認日期金融工具發生違約風險相比較。在作出該評估時，本集團考慮合理及可靠的定量及定性的資料，包括過往經驗及無需付出不必要成本或努力即可取得的前瞻性資料。

尤其是，評估信貸風險是否大幅增加時會考慮下列資料：

- 金融工具外部(如有)或內部信貸評級的實際或預期嚴重轉差；
- 信貸風險的外界市場指標的嚴重轉差，例如信貸息差大幅增加、債務人的信貸違約掉期價；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險大幅增加(續)

- 預期將導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測不利變動；
- 債務人經營業績的實際或預期嚴重轉差；
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期重大不利變動。

無論上述評估結果如何，本集團假定合約付款逾期超過30日時，信貸風險自初步確認以來已大幅增加，除非本集團有合理及可靠資料證明可予收回則當別論。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increased significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if (i) it has a low risk of default, (ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and (iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a debt instrument to have low credit risk when it has an internal or external credit rating of “investment grade” as per globally understood definitions.

The Group regularly monitors the effectiveness of the criteria used to identify whether there has been a significant increase in credit risk and revises them as appropriate to ensure that the criteria are capable of identifying significant increase in credit risk before the amount becomes past due.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險大幅增加(續)

儘管如此，倘債務工具在資產負債表日即被確定為信用風險較低，則本集團假設債務工具的信用風險自初始確認後不會顯著增加。滿足下列條件時，債務工具的信用風險視為較低：(i)債務工具的違約風險較低；(ii)債務人於近期內履行其合同現金流量義務的能力較強；及(iii)經濟和業務狀況的不利變化可能在長期內，但並非必然地，降低債務人履行其合同現金流量義務的能力。本集團將一項債務工具的信用風險視為較低，條件是其內部或外部評級達到全球認可定義的「投資級」。

本集團定期監察用以識別信貸風險是否大幅增加的標準的有效性，並酌情對其進行修訂，以確保該標準能夠在款項逾期前識別信貸風險的顯著增加。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

Irrespective of the above, the Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(ii) 違約的定義

就內部信貸風險管理而言，若有內部產生或從外部來源取得的資料顯示債務人不大可能向其債權人(包括本集團)悉數付款(不計及本集團持有的任何抵押品)，則本集團認為發生違約事件。

無論上述評估結果如何，倘金融資產發生逾期超過90天，本集團均認為已發生違約，除非本集團有合理且有依據的信息表明該等情況適用更加寬鬆的違約標準。

(iii) 信貸減值金融資產

無倘發生一項或以上違約事件對金融資產估計未來現金流量構成不利影響，則金融資產出現信貸減值。金融資產出現信貸減值的證據包括有關下列事件的可觀察數據：

- (a) 發行人或借款人的重大財困；
- (b) 違反合約，如違約或逾期事件；

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets (Continued)

- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iii) 信貸減值金融資產(續)

- (c) 借款人的貸款人因有關借款人財困的經濟或合約理由而給予借款人在其他情況下不會作出的讓步；
- (d) 借款人將可能陷入破產或其他財務重組；或
- (e) 該金融資產的活躍市場因財困而消失。

(iv) 撇銷政策

倘有資料顯示交易對手方有嚴重財務困難且沒有實際可收回希望(如交易對手方已進行清算或已進入破產程序)或(倘為應收賬款)賬款逾期超過兩年(以較早發生者為準)，本集團會撇銷金融資產。根據本集團收回程序並考慮法律建議(如適用)，已撇銷金融資產可能仍受到執法活動的約束。撇銷構成終止確認事項。任何其後收回款項在損益中確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward-looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損的計量為違約概率、違約損失率(即違約造成損失程度)及違約風險的函數。違約概率及違約損失率乃基於根據經前瞻性資料調整的歷史數據評估。預期信貸虧損的預估反映無偏頗及概率加權平均金額，其乃根據加權的相應違約風險而釐定。本集團採用可行權宜方法，利用撥備矩陣估計應收賬款的預期信貸虧損，當中考慮到過往信貸虧損經驗，並按無須付出不必要的額外成本或努力而取得前瞻性資料作出調整。

一般而言，預期信貸虧損為本集團根據合約應收的所有合約現金流量與本集團預計收取的所有現金流量的差額，並按初始確認時釐定的實際利息貼現。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward-looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

經計及過往逾期資料及相關信貸資料(例如前瞻性宏觀經濟資料)，應收賬款的全期預期信貸虧損乃按集體基準予以考慮。

本集團為集體評估制定組別時，將考慮以下特點：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘有)。

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

利息收入按金融資產的總賬面值計算，除非該金融資產信貸減值，則利息收入按金融資產的攤銷成本計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for amounts it may have to pay. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

On derecognition of an investment in equity instrument which the Group has elected on initial recognition to measure at FVTOCI, the cumulative gain or loss previously accumulated in the investments revaluation reserve is not reclassified to profit or loss, but is transferred to accumulated losses.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融資產(續)

終止確認金融資產

僅於資產現金流量的合約權利屆滿時，或將金融資產及資產所有權的絕大部分風險及回報轉讓予另一實體時，本集團方會終止確認金融資產。倘本集團並未轉讓亦未保留所有權的絕大部分風險及回報，並繼續控制已轉讓資產，則本集團確認其於資產的保留權益，並就其可能須支付的款項確認相關負債。倘本集團保留已轉讓金融資產所有權的絕大部分風險及回報，則本集團繼續確認該金融資產並亦確認已收所得款項的有抵押借款。

於終止確認按攤銷成本計量的金融資產時，該資產賬面值與已收及應收代價總額的差額於損益內確認。

於終止確認按攤銷成本計量的金融資產時，該資產賬面值與已收及應收代價總額的差額於損益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Perpetual instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or the Group has the sole discretion to defer payment of distribution and redemption of principal amount indefinitely are classified as equity instruments.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融負債及權益

分類為債務或權益

債務及權益工具乃按契約安排之內容及金融負債和權益工具之定義分類為金融負債或權益。

權益工具

權益工具乃證明一家實體於扣減其所有負債後之資產中擁有剩餘權益之任何合約。本公司發行之權益工具按收取之所得款項減直接發行成本而確認。

永久性工具(不包括本集團交付現金或其他金融資產的合約責任或本集團可全權酌情無限期延遲支付分派及贖回本金金額)分類為股本工具。

回購本公司自身之權益工具直接於權益確認及扣除。在購買、出售、發行或註銷本公司自身之權益工具時，不會確認任何損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Financial liabilities at FVTPL

Financial liabilities are classified as at FVTPL when the financial liability is (i) contingent consideration of an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL.

A financial liability is held for trading if:

- it has been acquired principally for the purpose of repurchasing it in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-making; or
- it is a derivative, except for a derivative that is a financial guarantee contract or a designated and effective hedging instrument.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

金融負債

所有金融負債後續按攤銷成本使用實際利率法或以按公允價值計入損益予以計量。

按公允價值計入損益之金融負債

若金融負債乃(i)業務合併中收購方之或然代價且香港財務報告準則第3號適用，(ii)持作買賣，或(iii)指定為按公允價值計入損益時，便歸類為按公允價值計入損益的金融負債。

於以下情況，金融負債乃歸類為持作買賣：

- 主要為於短期內購回而購入；或
- 於初步確認時其屬已識別金融工具組合的一部分，而本集團整體管理該組合，且近期具有實際短期套利的模式；或
- 為並非財務擔保合約或指定及有效作對沖工具的衍生工具。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL (Continued)

A financial liability other than a financial liability held for trading (or contingent consideration that may be paid by an acquirer as part of a business combination) may be designated as at FVTPL upon initial recognition if:

- such designation eliminates or significantly reduces a measurement or recognition inconsistency that would otherwise arise; or
- the financial liability forms part of a group of financial assets or financial liabilities or both, which is managed and its performance is evaluated on a fair value basis, in accordance with the Group's documented risk management or investment strategy, and information about the grouping is provided internally on that basis; or
- it forms part of a contract containing one or more embedded derivatives, and HKFRS 9 permits the entire combined contract to be designated as at FVTPL.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

按公允價值計入損益之金融負債(續)

倘屬下列情況，金融負債(持作買賣的金融負債或收購方可能支付作為業務合併的一部分之或然代價除外)可於初步確認時指定為按公允價值計入損益：

- 有關指定消除或顯著減少將有可能出現之計量或確認不一致性；或
- 金融負債組成金融資產或金融負債組別或兩者之一部分，並根據本集團已存檔之風險管理或投資策略，按公允價值基準管理及評估其表現，而分類資料則按該基準由內部提供；或
- 其為包括一項或多項嵌入式衍生工具的合約的組成部分，而香港財務報告準則第9號容許將全部合併合約指定為按公允價值計入損益。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at FVTPL (Continued)

For financial liabilities that are designated as at FVTPL, the amount of change in the fair value of the financial liability that is attributable to changes in the credit risk of that liability is recognised in other comprehensive income, unless the recognition of the effects of changes in the liability's credit risk in other comprehensive income would create or enlarge an accounting mismatch in profit or loss. For financial liabilities that contain embedded derivatives, the changes in fair value of the embedded derivatives are excluded in determining the amount to be presented in other comprehensive income. Changes in fair value attributable to a financial liability's credit risk that are recognised in other comprehensive income are not subsequently reclassified to profit or loss; instead, they are transferred to accumulated losses upon derecognition of the financial liability.

Financial liabilities at amortised cost

Financial liabilities (including trade and other payables and other borrowing) are subsequently measured at amortised cost, using the effective interest method.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

按公允價值計入損益之金融負債(續)

公允價值計入損益之金融負債而言，因金融負債信貸風險有變而導致其公允價值變動的款額乃於其他全面收益中確認，除非於其他全面收益中確認該負債信貸風險變動的影響會產生或增加損益的會計錯配，則作別論。對於含有嵌入式衍生工具的金融負債而言，嵌入式衍生工具之公允價值變動於釐定於其他全面收益所列款項時未予計入。於其他全面收益中確認的金融負債信貸風險引起的公允價值變動其後不會重新分類至損益，而會於終止確認金融負債後轉入累計虧損。

按攤銷成本計量之金融負債

金融負債(包括貿易及其他應付款項及其他借貸)其後使用實際利率法按攤銷成本計量。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Offsetting a financial asset and a financial liability

A financial asset and a financial liability are offset and the net amount presented in the consolidated statement of financial position when, and only when, the Group currently has a legally enforceable right to set off the recognised amounts; and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

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 of 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

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

金融工具(續)

金融負債及權益(續)

終止確認金融負債

終止確認金融負債本集團於及僅於其責任獲解除、註銷或屆滿時終止確認金融負債。終止確認之金融負債之賬面金額與已付及應付代價之差額於損益賬確認。

抵銷金融資產與金融負債

當且僅當本集團依法享有強制執行權可將已確認金額抵銷，以及計劃以淨額基準結算或同時變現資產及清償負債時，金融資產與金融負債予以抵銷，並以淨額在綜合財務狀況表內列報。

關聯方

倘屬以下情況，則一方被視為與本集團有關聯：

- (a) 該方為一名人士或該人士家族的近親，而該人士：
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本集團或本集團母公司之主要管理層成員。

或

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Related parties (Continued)

- (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 the key management personnel of the entity (or of a parent of the entity); and
 - (viii) the entity, or any member of a group of which it is a part, provides key management personnel services to the Group or to the parent of the Group.

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

關聯方(續)

- (b) 該方為一間實體，符合下列任何條件：
- (i) 該實體與本集團屬同一集團之成員公司；
 - (ii) 一間實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合資企業；
 - (iii) 該實體與本集團均為同一第三方之合資企業；
 - (iv) 一間實體為第三方實體之合資企業，而另一實體為該第三方實體之聯營公司；
 - (v) 該實體為本集團或與本集團有關聯之實體就僱員利益設立之離職福利計劃；
 - (vi) 該實體受(a)內所識別人士控制或共同控制；
 - (vii) (a)(i)內所識別人士對實體有重大影響力或屬該實體(或該實體之母公司)之主要管理層成員；及
 - (viii) 該實體或該實體為其中一部分之集團之任何成員公司向本集團或本集團之母公司提供主要管理人員服務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Material accounting policy information (Continued)

Related parties (Continued)

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

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in Note 3, the directors of the Company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

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

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

3. 綜合財務報表編製基準及重大會計政策資料(續)

重大會計政策資料(續)

關聯方(續)

一名人士家族之近親指有關人士在與實體交易時，預期可影響或受該人士影響之家族成員。

4. 估計不確定性之主要來源

於應用本集團之會計政策(其於附註3內闡述)時，本公司董事須作出有關未能從其他來源輕易獲得之資產及負債賬面值之判斷、估計及假設。估計及相關假設乃基於過往經驗及被認為有關之其他因素。實際結果可能不同於該等估計。

估計及相關假設乃按持續經營基準予以檢討。倘會計估計之修訂僅影響估計獲修訂之期間，則會計估計之修訂於該期間予以確認，或倘若修訂影響現時及未來期間，則會計估計之修訂於修訂及未來期間內予以確認。

以下為有關未來之主要假設，以及於報告期末可能有重大風險導致下個財政年度之資產及負債賬面值須作出重大調整之估計不確定性之其他主要來源。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY

(Continued)

Recognition of deferred taxation

No deferred tax assets have been recognised in respect of the estimated unused tax losses of approximately HK\$179,501,000 (2023: HK\$158,113,000) available for offset against future profits that may be carried forward indefinitely due to the unpredictability of future profit streams. In additions, the Group has deductible temporary differences of approximately HK\$31,180,000 (2023: HK\$21,276,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the actual future profits generated are less than or more than expected, a material reversal or recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a reversal or recognition takes place.

Impairment of goodwill

The Group determines whether goodwill is impaired at least on an annual basis. This requires an estimation of the value in use of the cash-generating units to which the goodwill is allocated. Estimating the value in use requires the Group to make an estimate of the expected future cash flows from the cash-generating units and also to choose a suitable discount rate in order to calculate the present value of those cash flows.

Impairment loss on goodwill of approximately HK\$30,000 (2023: HK\$107,000) had been recognised in the consolidated statement of profit or loss and other comprehensive income during the year ended 31 December 2024. Details of the impairment of goodwill is disclosed in Notes 17 and 19.

4. 估計不確定性之主要來源(續)

確認遞延稅項

由於未來溢利流的不可預測性，估計未使用的稅收虧損約為港幣179,501,000元(二零二三年：港幣158,113,000元)，可無限期結轉以抵銷未來溢利，因此並無確認遞延稅項資產。此外，本集團有約港幣31,180,000元(二零二三年：港幣21,276,000元)的可扣除暫時性差異。由於不可能有應稅溢利可以用來抵扣可抵扣暫時性差異，所以並無確認與該等可抵扣暫時性差異有關的遞延稅項資產。遞延所得稅資產的可實現性主要取決於未來是否有足夠的溢利或應稅暫時性差異。倘未來實際產生的溢利少於或多於預期，可能會出現遞延稅款資產的重大轉回或確認，此將在發生轉回或確認的期間的損益中確認。

商譽減值

本集團最少每年一次決定商譽有否減值。該過程需要估計獲分配商譽的現金產生單位的使用價值。本集團須於估計使用價值時對現金產生單位的預期未來現金流量作出估計，亦須選用合適的貼現率以計算該等現金流量的現值。

截至二零二四年十二月三十一日止年度，商譽減值虧損約港幣30,000元(二零二三年：港幣107,000元)已於綜合損益及其他全面收益中確認。商譽減值之詳情披露於附註17及19。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Provision of ECL for trade receivables and loans and interest receivables

The Group uses provision matrix to calculate ECL for the trade receivables. The provision rates are based on internal credit ratings/past due analysis as groupings of various debtors that have similar loss patterns. The provision matrix is based on the Group's historical default rates taking into consideration forward-looking information that is reasonable and supportably available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered. In addition, significant or credit-impaired trade receivables are assessed for ECL individually.

Impairment loss on loans and interest receivables represent management's best estimate of losses incurred in the loan portfolio at the reporting date under ECL models. Management assesses whether the credit risk of loan receivables have increased significantly since their initial recognition and apply a three-stage impairment model to calculate their ECL. The Group is required to exercise judgement in making assumptions and estimates when calculating loan impairment loss, including any observable data indicating that there is a measurable decrease in the estimated future cash flows from loans portfolio and historical loss experience on the basis of the relevant observable data that reflects current economic conditions.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables and loans and interest receivables, are disclosed in Note 37.2.2.

4. 估計不確定性之主要來源(續)

應收賬款及應收貸款及利息預期信貸虧損撥備

本集團使用撥備矩陣計算應收賬款的預期信貸虧損。撥備率乃基於具有類似虧損型態的不同債務人組別之內部信貸評級／逾期分析。撥備矩陣乃基於本集團的歷史違約率，及經考慮無需不必要的成本及努力即可獲得的合理及可支持的前瞻性資料。於各報告日期，本集團重新評估所觀察到的歷史違約率及考慮前瞻性資料的變動。此外，重大或信貸減值之應收賬款乃按個別基準評估預期信貸虧損。

應收貸款及利息之減值虧損指管理層根據預期信貸虧損模式對於呈報日的貸款組合產生之虧損所作之最佳估算。管理層評估應收貸款之信貸風險自其初步確認以來是否已顯著增加，並應用三階段減值模式計算其預期信貸虧損。在計算貸款的減值虧損時，本集團於假設及估計時須作出判斷，該等假設及估計包括可反映貸款組合估計未來現金流量出現可計量減少之任何可觀察數據，以及根據可反映當前經濟情況之相關可觀察數據得出之過往虧損經驗。

預期信貸虧損撥備對估計變動較為敏感。有關預期信貸虧損及本集團應收賬款及應收貸款及利息的資料於附註37.2.2披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Impairment of property, plant and equipment

Property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset (including right-of-use assets), the Group estimates the recoverable amount of the cash-generating unit to which the assets belongs. Changing the assumptions and estimates, including the discount rates or the growth rate in the cash flow projections, could materially affect the net present value used in the impairment test.

As at 31 December 2024, the carrying amounts of property, plant and equipment (including right-of-use assets) is approximately HK\$35,939,000 (2023:HK\$56,524,000), after taking into account of the impairment losses of approximately HK\$8,579,000 (2023: HK\$2,370,000) recognised during the year. Details of the impairment of property, plant and equipment, is disclosed in Notes 15 and 19.

4. 估計不確定性之主要來源(續)

物業、廠房及設備之減值

物業、廠房及設備按成本減累計折舊及減值(如有)列賬。於釐定資產是否減值時，本集團須行使判斷及作出估計，尤其需要評估：(1)是否發生可能影響資產價值的事件或任何跡象；(2)資產的賬面值能否以可收回金額(如為使用價值，即根據持續使用資產估計的未來現金流量之現值淨額)支持；及(3)估計可收回金額時所採用的適當主要假設，包括現金流量預測及適當貼現率。倘無法估計個別資產(包括使用權資產)的可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。假設及估計(包括現金流量預測的貼現率或增長率)出現變動可能會對減值測試所用的淨現值產生重大影響。

於二零二四年十二月三十一日，物業、廠房及設備(包括使用權資產)的賬面值為約港幣35,939,000元(二零二三年：港幣56,524,000元)，其中已計及年內確認減值虧損約港幣8,579,000元(二零二三年：港幣2,370,000元)。有關物業、廠房及設備減值的詳情於附註15及19披露。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

Fair value measurements and valuation processes

Some of the Group's assets and liabilities are measured at fair value for financial reporting purposes. The Directors determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value of an asset or a liability, the Group uses market-observable data to the extent it is available. Where observable market data are not available, the Group engages independent qualified professional valuers to perform the valuation and works closely with the independent qualified professional valuers to establish the appropriate valuation techniques and inputs to the model.

The Group uses valuation techniques that include inputs that are not based on observable market data to estimate the fair value of certain types of financial instruments. The use of valuation models and assumptions in valuing these financial instruments is subjective and requires varying degrees of judgement. Note 37.3 provide detailed information about the valuation techniques, inputs and key assumptions used in the determination of the fair value of various assets and liabilities.

4. 估計不確定性之主要來源(續)

公允價值計量及估值程序

本集團部分資產及負債就財務呈報目的按公允價值計量。董事為公允價值計量釐定適當的估值方法及輸入數據。

於估計一項資產或一項負債的公允價值時，本集團使用可獲得的市場可觀察數據。當無法獲得可觀察市場數據時，本集團委任獨立合資格專業估值師進行估值並與獨立合資格專業估值師緊密合作，為估值模式建立適當的估值方法及輸入數據。

於估計若干類別金融工具之公允價值時，本集團採用包括並非根據可觀察市場數據之輸入數據之估值方法。就估值此等金融工具時所使用的估值模式及假設乃屬主觀性，並須作出不同程度之判斷。附註37.3提供有關釐定各類資產及負債之公允價值所用之估值方法、輸入數據及主要假設之詳細資料。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

5. REVENUE

5. 收入

Revenue represents income received and receivable during the year and is summarised as follows:

收入指年內已收及應收的收入，概述如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Revenue from contracts with customers within the scope of HKFRS 15	來自香港財務報告準則第15號範圍內的客戶合約收入		
Alcoholic beverage distribution and miscellaneous business	酒精飲料分銷及雜項業務	673	2,092
Food and beverage business	食品及飲料業務	117,425	139,815
Provision of children education services	提供兒童教育服務	5,354	4,598
Provision of financial services	提供金融服務		
– Commission from securities dealing	– 證券交易佣金	2,217	1,739
– Placing and underwriting commission	– 配售及包銷佣金	1,925	661
– Clearing and handling fee income	– 結算及手續費收入	200	233
– Asset management commission	– 資產管理佣金	–	2
		127,794	149,140
Revenue from other sources	其他來源的收入		
Dividend income from listed equity investments	上市股本投資的股息收入	138	175
Loan interest income	貸款利息收入	1,137	1,111
Provision of financial services	提供金融服務		
– Interest income from securities clients	– 來自證券客戶的利息收入	5,273	6,514
		6,548	7,800
		134,342	156,940
Disaggregation of revenue from contracts with customers by timing of revenue recognition	按收入確認的時間劃分的客戶合約收入		
At point in time	一個時間點	122,588	144,794
Over time	隨時間	5,206	4,346
		127,794	149,140

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

5. REVENUE (Continued)

Revenue expected to be recognised in the future arising from contracts with customers in existence at the reporting date

The Group has applied the practical expedient in paragraph 121 of HKFRS 15 to its revenue contracts for not disclosing the remaining performance obligations under the Group's existing contracts as these contracts had an original expected duration of one year or less.

6. SEGMENT INFORMATION

Information reported to the board of directors of the Company, being the chief operating decision maker (“CODM”), for the purposes of resource allocation and assessment of segment performance focuses on types of goods or services delivered or provided.

Specifically, the Group's reportable segments under HKFRS 8 are as follows:

- Money lending segment comprises provision of loan financing in Hong Kong;
- Financial services segment comprises advising and dealing in securities and asset management;
- Securities investment segment comprises investment in listed securities;
- Food and beverage segment in Hong Kong;
- Alcoholic beverage distribution and miscellaneous business comprises sales of premium wine and whisky, trading of miscellaneous goods in Hong Kong and provision of business advisory services; and
- Kindergarten or pre-school education business.

5. 收入(續)

預期在未來確認的收入來自報告日存在的客戶合約

本集團已將香港財務報告準則第15號第121段中的可行權宜方法應用於其收入合約，並無披露本集團現有合約項下的剩餘履約義務，原因為該等合約原來預計為期一年或以下。

6. 分類資料

向本公司董事會(即主要經營決策者(「主要經營決策者」))報告以作資源分配及評估分類表現用途之資料專注於所交付或提供之貨品或服務類別資料。

具體而言，根據香港財務報告準則第8號，本集團之可報告分類如下：

- 放債分類包括於香港提供貸款融資；
- 金融服務分類包括就證券提供意見及證券交易以及資產管理；
- 證券投資分類包括於上市證券的投資；
- 於香港的食品及飲料分類；
- 酒精飲料分銷及雜項業務包括於香港銷售優質葡萄酒及威士忌；雜貨貿易；及提供商務顧問服務；及
- 幼稚園或學前教育業務。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment revenue and results

The following is an analysis of the Group's revenue and results from operations by operating and reportable segment:

6. 分類資料(續)

分部收入及業績

以下為本集團按經營及可報告分部劃分之經營收入及業績分析：

	Money lending 放債		Financial services 金融服務		Securities investment 證券投資		Food and beverage 食品及飲料		Alcoholic beverage distribution and miscellaneous 酒類飲料分銷及雜項		Children education services 兒童教育服務		Total 合計	
	2024		2024		2024		2024		2024		2024		2024	
	二零二四年 HKS'000 港幣千元	二零二三年 HKS'000 港幣千元	二零二四年 HKS'000 港幣千元	二零二三年 HKS'000 港幣千元	二零二四年 HKS'000 港幣千元	二零二三年 HKS'000 港幣千元	二零二四年 HKS'000 港幣千元	二零二三年 HKS'000 港幣千元	二零二四年 HKS'000 港幣千元	二零二三年 HKS'000 港幣千元	二零二四年 HKS'000 港幣千元	二零二三年 HKS'000 港幣千元	二零二四年 HKS'000 港幣千元	二零二三年 HKS'000 港幣千元
Revenue from external customers 來自外部客戶之收入	1,137	1,111	9,615	9,149	138	175	117,425	139,815	673	2,092	5,354	4,598	134,342	156,940
Inter-segment revenue 分部間收入	-	-	1	3	-	-	1	11	7	-	-	-	9	14
Segment revenue 分部收入	1,137	1,111	9,616	9,152	138	175	117,426	139,826	680	2,092	5,354	4,598	134,351	156,954
Elimination 對銷	-	-	-	-	-	-	-	-	-	-	-	-	(9)	(14)
Group revenue 集團收入	-	-	-	-	-	-	-	-	-	-	-	-	134,342	156,940
Segment (loss)/profit 分部(虧損)/溢利	(2,748)	(4,617)	1,792	(3,964)	(83)	(13,513)	(21,897)	(8,693)	(356)	160	(518)	(2,362)	(23,810)	(32,989)
Other income, other gains and losses 其他收入, 其他收益及虧損	-	-	-	-	-	-	-	-	-	-	-	-	831	2,251
Gain on deregistration of a joint venture 註銷一間合營企業之收益	-	-	-	-	-	-	-	-	-	-	-	-	246	-
Finance costs 財務成本	-	-	-	-	-	-	-	-	-	-	-	-	(4,427)	(4,111)
Central administration costs 中央行政成本	-	-	-	-	-	-	-	-	-	-	-	-	(11,369)	(11,402)
Loss before tax 除稅前虧損	-	-	-	-	-	-	-	-	-	-	-	-	(38,529)	(46,251)

The accounting policies of the operating segments are the same as the Group's accounting policies as disclosed in Note 3. Segment (loss)/profit represents the (loss from)/profit earned by each segment without allocation of bank interest income, dividend income from unlisted fund investments, net foreign exchange loss and certain sundry income as included in other income, other gains and losses, gain on deregistration of a joint venture, finance costs and central administration costs. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

經營分部之會計政策與附註3披露之本集團會計政策相同。分部(虧損)/溢利指各分部在未分配計入其他收入、其他收益及虧損之銀行利息收入、非上市基金投資之股息收入、匯兌虧損淨額及若干雜項收入, 以及註銷一間合營企業之收益、財務成本及中央行政成本(所產生之虧損)/所賺取之溢利。此乃就資源分配及表現評估向主要經營決策者匯報之計量基準。

Inter-segment pricing is based on similar terms to those available to other external parties for similar services.

分部間的價格乃按為其他外部人士提供類似服務的類似條款釐定。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

6. SEGMENT INFORMATION (Continued)

Segment assets and liabilities

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

6. 分類資料(續)

分部資產及負債

以下為按可報告及經營分類劃分之本集團資產及負債分析：

Segment assets Financial assets at fair value through other comprehensive income Corporate and unallocated assets	Money lending 放款		Financial services 金融服務		Securities investment 證券投資		Food and beverage 食品及飲料		Alcoholic beverage distribution and miscellaneus 酒類飲料分銷及雜項		Children education services 兒童教育服務		Total 合計	
	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元
分類資產 按公允價值計入其他全面 收益之金融資產 公司及未分配資產	7,388	8,454	97,309	93,051	10,287	10,094	42,848	65,021	301	1,331	8,234	10,182	166,367	188,113
Consolidated assets													2,759	4,362
Segment liabilities Corporate and unallocated liabilities	2,820	1,426	25,647	20,527	-	-	62,916	70,562	50	210	6,188	8,068	97,621	100,793
Consolidated liabilities													23,618	12,343
													121,239	113,136

For the purposes of monitoring segment performance and allocating resources between segments:

- all assets are allocated to operating segments other than assets from investment in a joint venture, financial assets at fair value through other comprehensive income, corporate and unallocated assets;
 - goodwill and intangible asset are allocated to operating segments; and
 - all liabilities are allocated to operating segments other than liabilities from corporate and unallocated liabilities.
- 就監控分類表現及在各分類之間分配資源而言：
- 除來自一間合營企業之投資之資產、按公允價值計入其他全面收益之金融資產、公司及未分配資產外，全部資產獲分配至經營分類；
 - 商譽及無形資產獲分配至經營分類；及
 - 除來自公司負債及未分配負債外，所有負債獲分配至經營分類。

6. SEGMENT INFORMATION (Continued)

6. 分類資料 (續)

Other segment information

其他分類資料

	Money lending 放債		Financial services 金融服務		Securities investment 證券投資		Food and beverage 食品及飲料		Alcoholic beverage distribution and miscellaneous 酒精飲料分銷及雜項		Children education services 兒童教育服務		Total 合計	
	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元	2024 二零二四年 HKS'000 港幣千元	2023 二零二三年 HKS'000 港幣千元
Amounts included in the measure of segment profit or loss or segment assets	1,649	1,669	60	52	-	5	24,683	24,526	-	-	2,522	2,500	30,914	28,752
Depreciation and amortisation	-	-	-	-	-	-	-	-	-	-	-	-	-	159
Unallocated depreciation	-	-	-	-	-	-	-	-	-	-	-	-	30,914	28,911
Loss on disposal of property, plant and equipment	-	-	-	-	-	-	311	66	-	-	-	-	311	66
Impairment loss of other receivables	-	-	-	-	-	-	964	-	-	-	-	-	964	-
Impairment loss of goodwill	-	-	-	-	-	-	-	-	107	-	-	-	30	107
Impairment loss of loans and interest receivables, net	2,135	3,950	-	-	-	-	-	-	-	-	-	-	2,135	3,950
Impairment loss of property, plant and equipment	-	-	-	-	-	-	8,579	2,370	-	-	-	-	8,579	2,370
(Reversal of impairment loss)/impairment loss of trade receivables	-	-	(1,250)	1,250	-	-	-	-	-	-	-	-	(1,250)	1,250
Additions to non-current assets (Note)	3,055	-	39	40	-	-	15,728	47,559	-	-	397	8,428	19,219	56,027

Note: Non-current assets include property, plant and equipment.

附註：非流動資產包括物業、廠房及設備。

Geographical information

地區資料

The Group's operations are located in Hong Kong only.

本集團的業務僅位於香港。

Information about major customers

有關主要客戶之資料

During the years ended 31 December 2024 and 2023, no customers contributed over 10% of the total revenue of the Group.

於截至二零二四年及二零二三年十二月三十一日止年度，概無客戶貢獻佔本集團總收入10%以上。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

7. OTHER INCOME, OTHER GAINS AND LOSSES

7. 其他收入、其他收益及虧損

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Bank interest income	銀行利息收入	374	384
Consultancy and referral fee income	諮詢及轉介費收入	3,897	2,457
Gain on deregistration of a joint venture	註銷一間合營企業之收益	246	-
Gain on disposal of subsidiaries	出售附屬公司之收益	18	1,173
Government grant (Note)	政府補助(附註)	184	20
Impairment loss of loans and interest receivables, net	應收貸款及利息之減值虧損淨額	(2,135)	(3,950)
Impairment loss of other receivables	其他應收款項之減值虧損	(964)	-
Impairment loss of property, plant and equipment	物業、廠房及設備之減值虧損	(8,579)	(2,370)
Loss on disposal of property, plant and equipment	出售物業、廠房及設備之虧損	(311)	(66)
Net foreign exchange loss	匯兌虧損淨額	(3)	(2)
Over-provision for re-instatement cost	復原成本之超額撥備	1,187	2,323
Reversal of impairment loss/(impairment loss) of trade receivables	應收賬款減值虧損撥回/(減值虧損)	1,250	(1,250)
Sundry income	雜項收入	442	696
		(4,394)	(585)

Note:

Among the government subsidies, approximately HK\$150,000 (2023: HK\$Nil) are government grants obtained from Technology Voucher Programme ("TVP") under the Innovation and Technology Fund ("ITF") launched by the Government of the Hong Kong Special Administrative Region improving productivity, upgrading or transforming the Group's business processes. Under the TVP, the Group had to fulfil the requirement of being incorporated and registered in Hong Kong under the Business Registration Ordinance (Cap. 310) and Company Ordinance (Cap. 622). The Group should have complied to substantive business operation in Hong Kong which is related to the project under application for the year ended 31 December 2024.

The remaining balances of approximately HK\$34,000 (2023: HK\$20,000) included the Education Bureau subsidy and government subsidy of SME Export Marketing Fund received.

As at the end of the reporting period, there were no unfulfilled conditions or other contingencies attaching to the government grants that had been recognised by the Group.

附註：

政府補助其中約港幣150,000元(二零二三年：港幣零元)為香港特別行政區政府推出的創新及科技基金(「創新及科技基金」)下科技券計劃(「科技券計劃」)取得的政府補助，以提高生產力、升級或改造本集團的業務流程。於科技券計劃下，本集團須根據商業登記條例(第310章)及公司條例(第622章)，符合於香港成立及註冊之規定。本集團應已遵守截至二零二四年十二月三十一日止年度與申請中項目有關於香港的實質業務運作。

餘下結餘約港幣34,000元(二零二三年：港幣20,000元)包括收到教育局補貼及中小企業市場推廣基金的政府補貼。

於報告期間末，並無本集團已確認的政府補助所附帶的條件或其他或然事件未履行。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

8. FINANCE COSTS

8. 財務成本

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Interest on lease liabilities	租賃負債利息	2,646	2,813
Interest on other borrowing	其他借貸利息	1,779	1,296
Other finance charges	其他財務費用	2	2
		4,427	4,111

9. INCOME TAX EXPENSE/(CREDIT)

9. 所得稅開支/(抵免)

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Current tax:	即期稅項：		
Hong Kong Profits Tax	香港利得稅	13	40
Over-provision in prior years:	過往年度超額撥備：		
Hong Kong Profits Tax	香港利得稅	-	(60)
Total income tax expense/(credit) recognised in profit or loss	於損益確認之所得稅開支/ (抵免)總額	13	(20)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

9. INCOME TAX EXPENSE/(CREDIT) (Continued)

On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the “**Bill**”) which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazetted on the following day. Under the two-tiered profits tax rates regime, 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.

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

Pursuant to the income tax rules and regulations, the Group is not subject to income tax in the British Virgin Islands (the “**BVI**”).

9. 所得稅開支／(抵免)(續)

於二零一八年三月二十一日，香港立法會通過二零一七年稅務(修訂)(第7號)條例草案(「**條例草案**」)，其引入兩級制利得稅率制度。條例草案於二零一八年三月二十八日簽署成為法律並於翌日刊登憲報。根據兩級制利得稅率制度，合資格集團實體的首港幣2,000,000元溢利將按8.25%的稅率徵稅，而超過港幣2,000,000元的溢利將按16.5%的稅率徵稅。不符合兩級制利得稅資格的集團實體之溢利將繼續按16.5%之劃一稅率徵收稅項。

因此，合資格集團實體香港利得稅乃就首港幣2,000,000元之估計應課稅溢利按稅率8.25%計算，並就超過港幣2,000,000元之估計應課稅溢利按稅率16.5%計算。

其他司法權區產生之稅項乃按相關司法權區現行稅率計算。

根據所得稅規則及條例，本集團於英屬處女群島(「**英屬處女群島**」)無須繳納所得稅。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

9. INCOME TAX EXPENSE/(CREDIT) (Continued)

9. 所得稅開支／(抵免)(續)

The income tax expense/(credit) for the year can be reconciled to the loss before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

本年度之所得稅開支／(抵免)與綜合損益及其他全面收益表之除稅前虧損之對賬如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Loss before tax	除稅前虧損	(38,529)	(46,251)
Tax at Hong Kong Profits Tax rate of 16.5% (2023: 16.5%)	按香港利得稅稅率 16.5%計算之稅項 (二零二三年：16.5%)	(6,357)	(7,631)
Tax effect of expenses not deductible for tax purpose	不可扣稅之支出之稅務影響	1,701	3,087
Tax effect of income not taxable for tax purpose	毋須課稅之收入之稅務影響	(478)	(1,320)
Tax effect of temporary differences not recognised	未確認暫時差額之稅務影響	1,634	791
Tax effect of utilisation of tax losses previously not recognised	使用先前未被確認的稅務虧損之稅務影響	(317)	-
Tax effect of tax losses not recognised	未予確認之稅務虧損之稅務影響	3,846	5,119
Over-provision in respect of prior years	過往年度超額撥備	-	(60)
Income tax of concessionary rate	優惠稅率之所得稅	(14)	-
Tax reduction	稅項寬減	(2)	(6)
Income tax expense/(credit) for the year	年內所得稅開支／(抵免)	<u>13</u>	<u>(20)</u>

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

10. LOSS FOR THE YEAR

10. 本年度虧損

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Loss for the year has been arrived at after charging:	年內虧損經扣除下列各項：		
Employee benefits expense (excluding directors' emoluments)	僱員福利開支(不包括董事酬金)		
– Salaries and other benefits	– 薪金及其他福利	53,713	59,176
– Contributions to retirement benefits schemes	– 退休福利計劃供款	2,180	2,410
Directors' emoluments	董事酬金	2,851	4,498
Total staff costs	僱員成本總額	58,744	66,084
Cost of inventories recognised as an expense (included in cost of sales and services)	確認為開支之存貨成本(計入銷售及服務成本)	42,063	52,574
Auditors' remuneration	核數師薪酬	1,047	1,043
Depreciation of property, plant and equipment	物業、廠房及設備折舊	30,914	28,911
Impairment loss of goodwill	商譽減值虧損	30	107

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE EMOLUMENTS

11. 董事及主要行政人員酬金

Details of the emoluments paid or payable to each of the directors of the Company and the chief executive are as follows:

已付或應付本公司各董事及主要行政人員之酬金詳情載列如下：

		Fees	Salaries, allowance and benefits in kind	Contributions to retirement benefits schemes	Discretionary bonuses	Total
		袍金	薪金、津貼及實物福利	退休福利計劃供款	酌情花紅	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
2024	二零二四年					
Executive directors	執行董事					
Mr. Ng Ting Ho (Chief Executive Officer)	吳廷浩先生 (行政總裁)	-	1,033	31	-	1,064
Mr. Chan Chi Fung	陳志鋒先生	-	779	18	-	797
Mr. Ng Man Chun Paul (Chairman)	吳文俊先生(主席)	-	600	30	-	630
Independent non-executive directors	獨立非執行董事					
Mr. Chan Hin Hang	陳衍行先生	120	-	-	-	120
Mr. Yum Edward Liang Hsien (Note (i))	任亮憲先生(附註(i))	105	-	-	-	105
Mr. Hung Kenneth	洪君毅先生	120	-	-	-	120
Ms. Ng Ching (Note (ii))	吳婧女士(附註(ii))	15	-	-	-	15
		360	2,412	79	-	2,851

Notes:

- (i) Mr. Yum Edward Liang Hsien resigned as an independent non-executive director with effective from 15 November 2024.
- (ii) Ms. Ng Ching was appointed as an independent non-executive director with effective from 15 November 2024.

附註：

- (i) 任亮憲先生辭任獨立非執行董事，自二零二四年十一月十五日起生效。
- (ii) 吳婧女士獲委任為獨立非執行董事，自二零二四年十一月十五日起生效。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE EMOLUMENTS (Continued)

11. 董事及主要行政人員酬金(續)

Details of the emoluments paid or payable to each of the directors of the Company and the chief executive are as follows:
(Continued)

已付或應付本公司各董事及主要行政人員之酬金詳情載列如下：(續)

		Fees	Salaries, allowance and benefits in kind	Contributions to retirement benefits schemes	Discretionary bonuses	Total
		袍金	薪金、津貼及實物福利	退休福利計劃供款	酌情花紅	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
2023	二零二三年					
Executive directors	執行董事					
Mr. Ng Ting Ho (Chief Executive Officer)	吳廷浩先生 (行政總裁)	-	2,681	31	-	2,712
Mr. Chan Chi Fung	陳志鋒先生	-	779	18	-	797
Mr. Ng Man Chun Paul (Chairman)	吳文俊先生(主席)	-	599	30	-	629
Independent non-executive directors	獨立非執行董事					
Mr. Chan Hin Hang	陳衍行先生	120	-	-	-	120
Mr. Yum Edward Liang Hsien	任亮憲先生	120	-	-	-	120
Mr. Hung Kenneth	洪君毅先生	120	-	-	-	120
		<u>360</u>	<u>4,059</u>	<u>79</u>	<u>-</u>	<u>4,498</u>

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

11. DIRECTORS' AND CHIEF EXECUTIVE EMOLUMENTS (Continued)

The emoluments shown above for executive directors were mainly for their services in connection with the management of the affairs of the Company and the Group. The fees for the non-executive directors and independent non-executive directors were mainly for their services as directors of the Company.

There was no arrangement under which a director or the chief executive officer waived or agreed to waive any remuneration during the years ended 31 December 2024 and 2023. No inducement payments to join or upon joining the Group or as compensation for loss of office were paid or payable to any director or the chief executive officer for the years ended 31 December 2024 and 2023.

During the year ended 31 December 2024 and 2023, no director was granted share options, in respect of his/her service to the Group under the share option scheme of the Company. Details of the share option scheme are set out in Note 34 to the consolidated financial statements.

11. 董事及主要行政人員酬金 (續)

上文所示的執行董事酬金主要與彼等管理本公司及本集團事務提供之服務有關。非執行董事及獨立非執行董事袍金主要與彼等擔任本公司董事有關。

於截至二零二四年及二零二三年十二月三十一日止年度，概無董事或主要行政人員放棄或同意放棄任何酬金的安排。於截至二零二四年及二零二三年十二月三十一日止年度，並無向任何董事或主要行政人員支付或應付任何加入本集團或加入本集團時之獎賞或離職補償。

截至二零二四年及二零二三年十二月三十一日止年度，無董事就彼等向本集團提供服務而根據本公司之購股權計劃獲授購股權。購股權計劃之詳情載於綜合財務報表附註34。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

12. FIVE HIGHEST PAID EMPLOYEES

The five highest paid employees of the Group during the year included, one director (2023: one director) of the Company, details of whose remuneration are set out in Note 11 above. Details of the remuneration for the year of the remaining four (2023: four) highest paid employees who are neither a director nor chief executive officer of the Company are as follows:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	4,601	4,792
Discretionary bonuses	酌情花紅	-	82
Contributions to retirement benefits schemes	退休福利計劃供款	72	72
		4,673	4,946

The number of the highest paid employees who are not the directors of the Company whose remuneration fell within the following bands is as follows:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Emolument bands	酬金範圍		
Nil – HK\$1,000,000	零至港幣1,000,000元	2	1
HK\$1,000,001 – HK\$1,500,000	港幣1,000,001元至港幣1,500,000元	1	2
HK\$1,500,001 – HK\$2,000,000	港幣1,500,001元至港幣2,000,000元	1	1
		4	4

12. 五名最高薪僱員

於本年度，本集團五名最高薪僱員中，一名(二零二三年：一名)為本公司董事，彼等之酬金詳情載於上文附註11。於本年度餘下四名(二零二三年：四名)並非本公司董事或主要行政人員之最高薪僱員之酬金如下：

酬金介乎以下範圍而並非本公司董事之最高薪僱員之數目如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

13. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company during the year, nor has any dividend been proposed since the end of the reporting period (2023: HK\$Nil).

14. LOSS PER SHARE

The calculation of the basic and diluted loss per share attributable to owners of the Company is based on the following data:

Loss

	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	(38,397)	(45,308)

Number of shares

	2024 二零二四年 '000 千股	2023 二零二三年 '000 千股 (Restated) (經重列)
Weighted average number of ordinary shares	87,876	78,907

The weighted average number of ordinary shares of 2023 and 2024 has been adjusted retrospectively for the share consolidation and rights issue which became effective on 15 November 2024 and 7 March 2025 respectively.

The basic and diluted loss per share for the years ended 31 December 2024 and 2023 are the same as the Company did not have any dilutive potential ordinary shares.

13. 股息

本年度並無向本公司普通股股東派付或擬派付股息，自報告期末以來亦無擬派任何股息(二零二三年：港幣零元)。

14. 每股虧損

本公司擁有人應佔每股基本及攤薄虧損乃根據以下數據計算：

虧損

	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Loss for the year attributable to owners of the Company for the purpose of basic and diluted loss per share	(38,397)	(45,308)

股份數目

	2024 二零二四年 '000 千股	2023 二零二三年 '000 千股 (Restated) (經重列)
Weighted average number of ordinary shares	87,876	78,907

二零二三年及二零二四年的普通股加權平均數已就分別於二零二四年十一月十五日及二零二五年三月七日生效的股份合併及供股作出追溯調整。

截至二零二四年及二零二三年十二月三十一日止年度，由於本公司並無任何潛在攤薄普通股，故每股基本及攤薄虧損相同。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT

15. 物業、廠房及設備

		Furniture, fixtures and office equipment 傢俬、裝置及辦公室設備				Motor vehicles 汽車	Total 合計
		Leased properties 租賃物業	Leasehold improvements 租賃物業裝修	Leasehold improvements 租賃物業裝修	Leasehold improvements 租賃物業裝修		
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	
		(Note (i), (ii)) (附註(i)、(ii))					
Cost	成本						
Balance at 1 January 2023	於二零二三年一月一日之結餘	62,346	18,377	9,348	6,185	96,256	
Additions	增添	47,775	6,984	1,268	-	56,027	
Disposals/write-off	出售/撇銷	(22,315)	(1,671)	(1,299)	-	(25,285)	
Disposal of subsidiaries (Note 38)	出售附屬公司(附註38)	-	-	-	(3,700)	(3,700)	
Balance at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日之結餘	87,806	23,690	9,317	2,485	123,298	
Additions	增添	13,529	4,593	1,097	-	19,219	
Disposals/write-off	出售/撇銷	(28,071)	(1,593)	(740)	-	(30,404)	
Balance at 31 December 2024	於二零二四年十二月三十一日之結餘	73,264	26,690	9,674	2,485	112,113	
Accumulated depreciation and impairment	累計折舊及減值						
Balance at 1 January 2023	於二零二三年一月一日之結餘	(37,808)	(14,867)	(5,755)	(4,480)	(62,910)	
Impairment loss	減值虧損	(2,028)	(151)	(191)	-	(2,370)	
Provided for the year	年內撥備	(23,795)	(3,332)	(1,606)	(178)	(28,911)	
Disposals/write-off	出售/撇銷	22,315	1,637	1,267	-	25,219	
Disposal of subsidiaries (Note 38)	出售附屬公司(附註38)	-	-	-	2,198	2,198	
Balance at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日之結餘	(41,316)	(16,713)	(6,285)	(2,460)	(66,774)	
Impairment loss	減值虧損	(6,836)	(1,387)	(356)	-	(8,579)	
Provided for the year	年內撥備	(25,231)	(4,072)	(1,592)	(19)	(30,914)	
Disposals/write-off	出售/撇銷	28,071	1,443	579	-	30,093	
Balance at 31 December 2024	於二零二四年十二月三十一日之結餘	(45,312)	(20,729)	(7,654)	(2,479)	(76,174)	
Carrying amounts	賬面值						
Balance at 31 December 2024	於二零二四年十二月三十一日之結餘	27,952	5,961	2,020	6	35,939	
Balance at 31 December 2023	於二零二三年十二月三十一日之結餘	46,490	6,977	3,032	25	56,524	

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

The above items of property, plant and equipment, after taking into account the residual values, are depreciated on a straight-line basis at the following rates per annum:

Leased properties	Over the term of the lease
Leasehold improvements	Over the shorter of term of lease or 20%
Furniture, fixtures and office equipment	10% – 33.33%
Motor vehicles	10% – 25%

(i) **Right-of-use assets (included in the property, plant and equipment)**

The Group as lessee

15. 物業、廠房及設備(續)

上述物業、廠房及設備項目(經計及剩餘價值)以直線法按下列年率計提折舊：

租賃物業	租賃期
租賃物業裝修	租賃期或20% (以較短者為準)
傢俬、裝置及辦公室設備	10% – 33.33%
汽車	10% – 25%

(i) **使用權資產(計入物業、廠房及設備)**

本集團作為承租人

		Leased properties 租賃物業 HK\$'000 港幣千元
As at 31 December 2024	於二零二四年十二月三十一日	
Carrying amount	賬面值	27,952
As at 31 December 2023	於二零二三年十二月三十一日	
Carrying amount	賬面值	46,490
For the year ended 31 December 2024	截至二零二四年 十二月三十一日止年度	
Depreciation charge	折舊費用	25,231
Impairment loss recognised	已確認減值虧損	6,836
For the year ended 31 December 2023	截至二零二三年 十二月三十一日止年度	
Depreciation charge	折舊費用	23,795
Impairment loss recognised	已確認減值虧損	2,028

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

(i) Right-of-use assets (included in the property, plant and equipment) (Continued)

The Group as lessee (Continued)

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Expense relating to short-term leases	短期租賃之相關開支	1,595	4,259
Variable lease payments not included in the measurement of lease liabilities	未計入租賃負債計量之可變租賃付款	103	466
Total cash outflow for leases	租賃現金流出總額	31,650	32,068
Additions to right-of-use assets	增添使用權資產	13,529	47,775

For both years, the Group leases various offices, warehouses, and restaurants for its operations. Lease contracts are entered into for fixed term of 7 months to 5 years (2023: 1 year to 5 years). Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

(ii) Variable lease payments

Leases of restaurants are either with only fixed lease payments or contain variable lease payments that are based on 11% to 15% (2023: 11% to 13.5%) of sales. Some variable payment terms include cap clauses. The payment terms are common in restaurants in Hong Kong where the Group operates. The amount of fixed and variable lease payments paid/payable to relevant lessors during the year:

15. 物業、廠房及設備(續)

(i) 使用權資產(計入物業、廠房及設備)(續)

本集團作為承租人(續)

於該等兩個年度，本集團租賃各種辦公室、倉庫及餐廳用於營運。租賃合約按固定期限為7個月至5年(二零二三年：1年至5年)訂立。租賃條款乃在個別基礎上磋商，包括各種不同條款及條件。於釐定租賃期及評估不可撤回期間的長度時，本集團應用合約的定義並釐定合約可強制執行的期間。

(ii) 可變租賃付款

餐廳租賃或僅具有固定租賃付款或包含按銷售額的11%至15%(二零二三年：11%至13.5%)計算的可變租賃付款。若干可變付款條款包括上限條款。該付款條款在本集團經營所在的香港餐廳較為普遍。本年度內已付/應付予有關出租人的固定及可變租賃付款額：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

15. PROPERTY, PLANT AND EQUIPMENT (Continued)

15. 物業、廠房及設備(續)

(ii) Variable lease payments (Continued)

(ii) 可變租賃付款(續)

For the year ended 31 December 2024

截至二零二四年十二月三十一日止年度

	Number of stores 店鋪數量	Fixed payments 固定付款 HK\$'000 港幣千元	Variable payments 可變付款 HK\$'000 港幣千元	Total payments 付款總額 HK\$'000 港幣千元
Restaurants without variable lease payments 無可變租賃付款之 餐廳	8	22,131	–	22,131
Restaurants with variable lease payments 有可變租賃付款之 餐廳	3	3,206	103	3,309
	11	25,337	103	25,440

For the year ended 31 December 2023

截至二零二三年十二月三十一日止年度

	Number of stores 店鋪數量	Fixed payments 固定付款 HK\$'000 港幣千元	Variable payments 可變付款 HK\$'000 港幣千元	Total payments 付款總額 HK\$'000 港幣千元
Restaurants without variable lease payments 無可變租賃付款之 餐廳	9	20,056	–	20,056
Restaurants with variable lease payments 有可變租賃付款之 餐廳	2	2,197	466	2,663
	11	22,253	466	22,719

The overall financial effect of using variable payment terms is that higher rental costs are incurred by restaurants with higher sales. Variable rent expenses are expected to continue to represent a similar proportion of restaurant sales in future years.

使用可變付款條款的總體財務影響是，銷售額較高的餐廳會產生較高的租金成本。可變租金開支預計將在未來幾年繼續佔餐廳銷售的類似比例。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

16. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY

Details of the Group's principal subsidiaries at the end of the reporting period are set out below:

16. 本公司主要附屬公司之詳情

於報告期末，本集團主要附屬公司之詳情載列如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 註冊/經營地點	Paid up issued share capital/ registered capital 繳足已發行 股本/註冊股本	Proportion of ownership interest held by the Company 本公司所持所有權權益比例				Principal activities 主要業務
			2024		2023		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Ample Fair Trading Limited	"British Virgins Islands" (BVI) 英屬處女群島 (「英屬處女群島」)	US\$1 1美元	-	100%	-	100%	Investment holding 投資控股
Amber Wealthy Holdings Limited	BVI 英屬處女群島	US\$1 1美元	-	100%	-	100%	Investment holding 投資控股
Belicious (HK) Limited ("Belicious") 比利時手工啤酒有限公司 (「比利時手工啤酒」)	Hong Kong 香港	HK\$5,000,000 港幣5,000,000元	-	100%	-	100%	Distribution of alcoholic beverage in Hong Kong 於香港分銷酒精飲料
Bright Peak Investment Limited 日峰投資有限公司	BVI 英屬處女群島	US\$1 1美元	-	100%	-	100%	Investment holding 投資控股
China Demeter Securities Limited 國農證券有限公司	Hong Kong 香港	HK\$103,000,000 港幣103,000,000元	-	100%	-	100%	Licensed to carry on regulated activity in connected with dealing in securities, advising on securities and asset management 持牌進行有關證券買賣、 就證券提供意見及 資產管理之受規管活動
City Ally Holdings Limited ("City Ally") 聯城控股有限公司(「聯城」)	BVI 英屬處女群島	US\$1 1美元	100%	-	100%	-	Investment holding 投資控股
Delight Sky Finance Limited 喜天財務有限公司	Hong Kong 香港	HK\$1,000,000 港幣1,000,000元	-	100%	-	100%	Money lending 放債
Delight Sky International Limited 喜天國際有限公司	BVI 英屬處女群島	US\$1 1美元	-	100%	-	100%	Investment holding 投資控股

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

16. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued) 16. 本公司主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 註冊/經營地點	Paid up issued share capital/ registered capital 繳足已發行 股本/註冊股本	Proportion of ownership interest held by the Company 本公司所持所有權權益比例				Principal activities 主要業務
			2024		2023		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Eternal Code Holdings Limited 恒捷控股有限公司	BVI 英屬處女群島	US\$1 1美元	-	100%	-	100%	Investment holding 投資控股
Eternal Speed International Limited 永迅國際有限公司	BVI 英屬處女群島	US\$1 1美元	-	100%	-	100%	Investment holding 投資控股
Golden Harvest Holdings Limited 金滿控股有限公司	BVI 英屬處女群島	US\$1 1美元	-	100%	-	100%	Investment holding 投資控股
Hamayaki (HK) Limited	Hong Kong 香港	HK\$300,000 港幣300,000元	-	100%	-	100%	Food and beverage business 食品及飲料業務
Happy Laughter International Limited	BVI 英屬處女群島	US\$1 1美元	-	100%	-	100%	Investment holding 投資控股
Jumbo Grace Limited 宏譽有限公司	Hong Kong 香港	HK\$1 港幣1元	-	100%	-	100%	Food and beverage business 食品及飲料業務
Keen Profit Development Limited 鋒盈發展有限公司	BVI 英屬處女群島	US\$1 1美元	-	100%	-	100%	Investment holding 投資控股
Profit Network Asia Inc. 廣益亞洲有限公司	BVI 英屬處女群島	US\$600 600美元	-	100%	-	100%	Investment holding 投資控股
Master Way Limited 鴻訊有限公司	Hong Kong 香港	HK\$1 港幣1元	-	100%	-	100%	Food and beverage business 食品及飲料業務
Star Kitchen Catering Group Limited 星聚飲食集團有限公司	BVI 英屬處女群島	US\$1 1美元	-	100%	-	100%	Investment holding 投資控股
Star Kitchen Catering Group (HK) Limited 星聚飲食集團(香港)有限公司	Hong Kong 香港	HK\$1 港幣1元	-	100%	-	100%	Food and beverage business 食品及飲料業務
Town Ally Investment Company Limited 城蒼投資有限公司	Hong Kong 香港	HK\$1 港幣1元	-	100%	-	100%	Provision of administrative services and investment in securities 提供行政服務及證券投資

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

16. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (Continued) 16. 本公司主要附屬公司之詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ registration/ operations 註冊成立/ 註冊/經營地點	Paid up issued share capital/ registered capital 繳足已發行 股本/註冊股本	Proportion of ownership interest held by the Company 本公司所持所有權益比例				Principal activities 主要業務
			2024		2023		
			Directly 直接	Indirectly 間接	Directly 直接	Indirectly 間接	
Nobel Education Organisation Limited ("Nobel Education") 樂沛兒教育機構有限公司 (「樂沛兒教育」)	Hong Kong 香港	HK\$15,000,000 港幣15,000,000元	-	51%	-	51%	Provision of children education services 提供兒童教育服務
Way Union Development Limited (Note (i)) 偉聯發展有限公司	BVI 英屬處女群島	US\$1 1美元	-	-	-	100%	Investment Holding 投資控股
Way Union Finance Limited (Note (i)) 偉聯財務有限公司(附註(i))	Hong Kong 香港	HK\$100 港幣100元	-	-	-	100%	Money lending 放債
Wealthy Leader Limited ("Wealthy Leader") 鋒昇有限公司(「鋒昇」)	Hong Kong 香港	HK\$20,000 港幣20,000元	-	84%	-	84%	Provision of children education services 提供兒童教育服務

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

None of the subsidiaries had issued any debt securities during both years.

Note:

- (i) The subsidiaries were disposed of during the year ended 31 December 2024. Further details are set out in Note 38.

上表載列本公司之附屬公司，董事認為該等附屬公司主要影響本集團之業績或資產。董事認為，如載列其他附屬公司之詳情將令篇幅過於冗長。

於兩個年度內概無附屬公司已發行任何債務證券。

附註：

- (i) 該附屬公司已於截至二零二四年十二月三十一日止年度出售。進一步詳情載於附註38。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

17. GOODWILL

17. 商譽

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Cost	成本		
At 1 January and 31 December	於一月一日及 十二月三十一日	34,419	34,419
Accumulated impairment losses	累計減值虧損		
At 1 January	於一月一日	(32,460)	(32,353)
Impairment loss recognised in the year (Note 19)	本年度已確認減值虧損 (附註19)	(30)	(107)
At 31 December	於十二月三十一日	(32,490)	(32,460)
Carrying amounts	賬面值		
At 31 December	於十二月三十一日	1,929	1,959

Particulars regarding impairment testing on goodwill are disclosed in Note 19.

有關商譽減值測試的詳情於附註19披露。

18. INTANGIBLE ASSET

18. 無形資產

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Trading rights	交易權	500	500

Intangible asset comprised the eligibility rights to trade on or through the Stock Exchange. The trading rights have no foreseeable limit to the period over which the Group can use to generate net cash flows. As a result, the trading rights are considered by the management as having indefinite useful lives because they are expected to contribute to net cash inflows indefinitely. The trading rights will not be amortised until its useful life is determined to be finite. Instead, it will be tested for impairment annually and whenever there is an indication that it may be impaired.

無形資產包括於聯交所或透過聯交所交易之資格權利。交易權對於本集團可用來產生淨現金流量之期間並無可預見的限制。因此，管理層認為交易權擁有無限可使用年期，原因為預期彼等將無限期貢獻淨現金流入。交易權在被釐定為屬具有有限期限之前將不會予以攤銷。相反，其將每年及於有跡象表明其可能減值時進行減值測試。

At the end of the reporting period, the trading rights with indefinite useful life are allocated to the financial services business cash-generating unit (“CGU”) for impairment assessment (Note 19).

於報告期末，就減值評估而言，具無限可使用年期之交易權乃分配至金融服務業務之現金產生單位(「現金產生單位」)(附註19)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

19. IMPAIRMENT TESTING FOR CGUS CONTAINING GOODWILL, INTANGIBLE ASSET AND PROPERTY, PLANT AND EQUIPMENT

Goodwill has been allocated to the following CGUs for impairment testing:

	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
CGU in alcoholic beverage distribution business	酒精飲料分銷業務之現金產生單位 137	167
CGU in children education business	兒童教育業務之現金產生單位 1,792	1,792
	1,929	1,959

In addition to goodwill above and trading rights set out in Note 18, property, plant and equipment (including right-of-use assets and allocation of corporate assets) that generate cash flows together with the related goodwill and trading rights are also included in the respective CGU for the purpose of impairment assessment.

The basis of the recoverable amount of the above CGUs and their major underlying assumptions are summarised below:

CGU in alcoholic beverage distribution business

The recoverable amount of this CGU was determined based on value in use calculation. The key assumptions for the value in use calculation were those regarding the discount rate and growth in revenue and direct costs during the year. Management estimated the pre-tax discount rate of 19.32% (2023: 19.70%) that reflect current market assessments of the time value of money and the risk specific to the CGU. Changes in selling price and direct costs were based on past experience and expectations of changes in the market.

19. 包括商譽、無形資產及物業、廠房及設備之現金產生單位減值測試

商譽已分配予以下現金產生單位進行減值測試：

除上述商譽和附註18所載的交易權外，產生現金流量的物業、廠房及設備(包括使用權資產及公司資產的分配)以及相關的商譽及交易權亦包括在相應的現金產生單位中進行減值評估。

上述現金產生單位之可收回金額基準及其主要相關假設概述如下：

酒精飲料分銷業務之現金產生單位

本現金產生單位之可回收金額乃基於使用價值計算釐定。使用價值計算的主要假設乃為有關年內貼現率以及收入及直接成本增長的假設。管理層使用估算稅前貼現率為19.32%(二零二三年：19.70%)，該稅前貼現率反映當前市場對貨幣時間價值的評估以及現金產生單位特有的風險。售價及直接成本之變動乃以過往經驗及市場預期變動為基準。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

19. IMPAIRMENT TESTING FOR CGUS CONTAINING GOODWILL, INTANGIBLE ASSET AND PROPERTY, PLANT AND EQUIPMENT (Continued)

CGU in alcoholic beverage distribution business (Continued)

The value in use calculation was derived from cash flow projection based on the most recent financial budgets for the next 5 years approved by management. Cash flows beyond the 5-year period had been extrapolated using a steady growth rate of 2.0% (2023: 2.1%) per annum.

Based on the value in use calculation, the directors considered that the recoverable amount of this CGU was found to be lower than its carrying amount.

Accordingly, impairment loss on goodwill of approximately HK\$30,000 (2023: HK\$107,000) has been recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2024.

In the opinion of the directors, any reasonably adverse change in any of these assumptions would result in further impairment losses.

19. 包括商譽、無形資產及物業、廠房及設備之現金產生單位減值測試(續)

酒精飲料分銷業務之現金產生單位(續)

使用價值計算來自基於管理層批准的未來5年最新財務預算之現金流量預測。超過5年期的現金流量使用每年2.0%(二零二三年：2.1%)的穩定增長率進行推斷。

基於使用價值計算，董事認為，此類現金產生單位之可回收金額低於其賬面值。

因此，截至二零二四年十二月三十一日止年度商譽減值虧損約港幣30,000元(二零二三年：港幣107,000元)已在綜合損益及其他全面收益表確認。

董事認為，任何該等假設的任何合理不利變動可能會導致進一步減值虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

19. IMPAIRMENT TESTING FOR CGUS CONTAINING GOODWILL, INTANGIBLE ASSET AND PROPERTY, PLANT AND EQUIPMENT (Continued)

CGU in alcoholic beverage distribution business (Continued)

The following table indicates the approximate change in the recoverable amount of the CGU in alcoholic beverage distribution business at the end of the reporting period in response to reasonably possible changes in the assumptions used in calculation.

		2024 二零二四年		2023 二零二三年	
		Increase/ (decrease) in the assumption 假設上升/ (下降)	Effect on recoverable amount 對可收回 金額的影響 HK\$'000 港幣千元	Increase/ (decrease) in the assumption 假設上升/ (下降)	Effect on Recoverable amount 對可收回 金額的影響 HK\$'000 港幣千元
Pre-tax discount rate	除稅前貼現率	0.5%	(13)	0.5%	(4)
Pre-tax discount rate	除稅前貼現率	(0.5%)	13	(0.5%)	4
Growth rate beyond the five-year period	五年期之後的 增長率	0.5%	9	0.5%	1
Growth rate beyond the five-year period	五年期之後的 增長率	(0.5%)	(9)	(0.5%)	(1)

CGU in children education business

The recoverable amount of this CGU was determined based on value in use calculation. The key assumptions for the value in use calculation were those regarding the pre-tax discount rate and growth in revenue and direct costs during the year. Management estimated the pre-tax discount rate of 14.80% (2023: 14.32%) that reflect current market assessments of the time value of money and the risk specific to the CGU. Changes in selling price and direct costs were based on past experience and expectations of changes in the market.

19. 包括商譽、無形資產及物業、廠房及設備之現金產生單位減值測試(續)

酒精飲料分銷業務之現金產生單位(續)

下表列示為應對計算所用假設的合理可能變動而於報告期末酒精飲料分銷業務現金產生單位的可收回金額的概約變動。

兒童教育業務之現金產生單位

本現金產生單位之可收回金額乃根據使用價值計算釐定。使用價值計算之主要假設乃指年內之除稅前貼現率、收入增長及直接成本之假設。管理層估計除稅前貼現率為14.80%(二零二三年: 14.32%)，該除稅前貼現率反映當前市場對貨幣時間價值的評估以及現金產生單位特有的風險。售價及直接成本之變動乃以過往經驗及市場預期變動為基準。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

19. IMPAIRMENT TESTING FOR CGUS CONTAINING GOODWILL, INTANGIBLE ASSET AND PROPERTY, PLANT AND EQUIPMENT (Continued)

CGU in children education business (Continued)

The value in use calculation was derived from cash flow projection based on the most recent financial budgets for the next 5 years approved by management. Cash flows beyond the 5-year period had been extrapolated using a steady growth rate of 2.0% (2023: 2.5%) per annum.

Based on the value in use calculation, the directors considered that the recoverable amount of this CGU was found to be higher than its carrying amount. No impairment loss was recognised in the consolidated statement of profit or loss and other comprehensive income for the years ended 31 December 2024 and 2023.

In the opinion of the directors, any reasonably possible change in any of these assumptions would not cause the carrying amounts of the CGU to exceed their recoverable amount.

CGU in financial services business

The recoverable amount of this CGU is determined based on a value in use calculation using cash flow projection based on financial budgets approved by the management covering a period of 5 years and pre-tax discount rate of 13.32% (2023: 12.73%). Cash flows beyond the 5-year period have been extrapolated using a steady growth rate of 2.0% (2023: 2.5%). The discount rate used reflects specific risks relating to the relevant business. Other key assumptions for the value-in-use calculation relate to the estimation of cash inflows/outflows which include budgeted revenue and operating costs which are determined from past performance and management's expected market development.

Based on the value in use calculation, the directors considered that the recoverable amount of this CGU was found to be higher than its carrying amount, no impairment loss was recognised for the year ended 31 December 2024 and 2023.

In the opinion of the directors, any reasonably possible change in any of these assumptions would not cause the carrying amounts of the CGU to exceed their recoverable amount.

19. 包括商譽、無形資產及物業、廠房及設備之現金產生單位減值測試(續)

兒童教育業務之現金產生單位(續)

使用價值計算乃來自根據管理層批准之最新未來5年財政預算所獲得之現金流量預測。超逾5年期間之現金流量已使用穩定的年增長率2.0%(二零二三年：2.5%)推算。

根據使用價值計算，董事認為本現金產生單位之可收回款項高於其賬面值。因此，並無於截至二零二四年及二零二三年十二月三十一日止年度在綜合損益及其他全面收益表確認減值虧損。

董事認為，任何該等假設的任何合理可能變動不會導致現金產生單位的賬面值超過其可收回金額。

金融服務業務之現金產生單位

本現金產生單位之可收回金額乃根據使用價值計算釐定。使用價值乃根據以經管理層批准之5年期財政預算為基準之現金流預測及除稅前貼現率13.32%(二零二三年：12.73%)計算。5年後之現金流量乃使用穩定增長率2.0%(二零二三年：2.5%)推算。所用貼現率反映相關業務之特定風險。使用價值計算之其他主要假設與估計現金流入/流出有關，包括預算收益及營運成本，乃以過往表現及管理層預期之市場發展。

根據使用價值計算，董事認為本現金產生單位之可收回款項高於其賬面值。截至二零二四年及二零二三年十二月三十一日止年度並無確認減值虧損。

董事認為，任何該等假設的任何合理可能變動均不會使現金產生單位的賬面值超過其可收回金額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

19. IMPAIRMENT TESTING FOR CGUS CONTAINING GOODWILL, INTANGIBLE ASSET AND PROPERTY, PLANT AND EQUIPMENT (Continued)

CGUs in provision of food and beverage business

The Group mainly operates restaurants through its leased properties with lease terms ranging from 7 months to 3 years (2023: 1 to 3 years). Management regards each individual restaurant as a separately identifiable CGU and performs impairment assessments on each of the CGU with impairment indicators by considering the recoverable amount of such assets at restaurant level. During the year ended 31 December 2024, management identified those loss-making restaurants and performed impairment assessments to estimate the corresponding recoverable amounts of their property, plant and equipment and right-of-use assets.

The recoverable amount of the CGUs were determined based on value in use calculation. The key assumptions for the value in use calculation were those regarding the discount rate and growth in revenue and direct costs during the year. Management estimated the pre-tax discount rates of 13% to 14% (2023: 13% to 15%) that reflect current market assessments of the time value of money and the risk specific to the CGUs. Changes in selling price and direct costs were based on past experience and expectations of changes in the market.

The value in use calculation was derived from cash flow projection based on the most recent financial budgets for the next 5 years approved by management. Cash flows beyond the 5-year period had been extrapolated using a steady growth rate of 2.0% (2023: 2.5%) per annum.

Based on the value in use calculation, the directors considered that the recoverable amount of certain CGUs were found to be lower than their carrying amount.

19. 包括商譽、無形資產及物業、廠房及設備之現金產生單位減值測試(續)

提供食品及飲料業務之現金產生單位

本集團主要透過其租賃物業經營餐廳，租賃期介乎7個月至3年(二零二三年：介乎1至3年)。管理層將每家餐廳視為一個可單獨識別的現金產生單位，並通過考慮餐廳層面的該等資產的可收回金額，對有減值跡象的每個現金產生單位進行減值評估。截至二零二四年十二月三十一日止年度，管理層確定該等虧損餐廳，並進行減值評估，以估計其物業、廠房及設備以及使用權資產的相應可收回金額。

本現金產生單位之可收回金額乃根據使用價值計算釐定。使用價值計算之主要假設乃指年內之稅貼現率、收入增長及直接成本之假設。管理層估計除稅前貼現率為13%至14%(二零二三年：13%至15%)，該稅前貼現率反映當前市場對貨幣時間價值的評估以及現金產生單位特有的風險。售價及直接成本之變動乃以過往經驗及市場預期變動為基準。

使用價值計算乃來自根據管理層批准之未來5年最新財務預算所獲得之現金流量預測。超逾5年期間之現金流量使用穩定的年增長率2.0%(二零二三年：2.5%)推算。

根據使用價值計算，董事認為若干現金產生單位之可收回款項低於其賬面值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

19. IMPAIRMENT TESTING FOR CGUS CONTAINING GOODWILL, INTANGIBLE ASSET AND PROPERTY, PLANT AND EQUIPMENT (Continued)

CGUs in provision of food and beverage business (Continued)

Accordingly, impairment loss of property, plant and equipment (including right-of-use assets) of approximately HK\$8,579,000 (2023: HK\$2,370,000) was recognised in the consolidated statement of profit or loss and other comprehensive income for the year ended 31 December 2024.

20. INVESTMENT IN A JOINT VENTURE

19. 包括商譽、無形資產及物業、廠房及設備之現金產生單位減值測試(續)

提供食品及飲料業務之現金產生單位(續)

因此，截至二零二四年十二月三十一日止年度於綜合損益及其他全面收益表內就物業、廠房及設備(包括使用權資產)確認減值虧損港幣8,579,000元(二零二三年：港幣2,370,000元)。

20. 於一間合營企業之投資

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Carrying amount	賬面值		
At 1 January and 31 December	於一月一日及十二月三十一日	-	-

Details of the Group's joint venture at the end of the reporting period are as follow:

本集團於報告期末之合營企業詳情如下：

Name of entity 實體名稱	Country of incorporation/ registration 註冊成立/ 註冊國家	Principal place of business 主要營業地點	Proportion of ownership interest held by the Group 本集團所持		Principal activities 主要業務
			2024 二零二四年	2023 二零二三年	
BLVD Cayman Limited (Note (i))	Cayman Islands	Singapore	-	50%	Inactive (2023: Operating restaurants, café and takeaway outlets in Singapore)
BLVD Cayman Limited (附註(i))	開曼群島	新加坡			非活躍(二零二三年： 於新加坡經營餐 廳、小餐館及外賣 店)

Note:

- (i) The joint venture was deregistered during the year ended 31 December 2024. Related release of reserve of approximately HK\$246,000 was included in the consolidated statement of profit or loss and other comprehensive income.

附註：

- (i) 該合營企業已於截至二零二四年十二月三十一日止年度註銷。有關解除儲備約港幣246,000元已計入綜合損益及其他全面收益表。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

21A. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

21A. 按公允價值計入其他全面收益之金融資產

			2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
	NOTES 附註			
Unlisted investments:		非上市投資：		
– Equity investments	a	– 股本投資	53	53
– Fund investments	b	– 基金投資	2,706	4,309
			2,759	4,362

The Group has elected to designate these investments as at FVTOCI as these investments are not held for trading and not expected to be sold in the foreseeable future.

本集團選擇劃定這些投資為按公允價值計入其他全面收益之金融資產之款項，乃由於這些投資並不是為持作買賣而持有，以及並不期待在可見將來出售。

Notes:

附註：

a. During the year ended 31 December 2024, the unlisted equity securities at fair value represent investments in equity securities issued by a private company. The directors of the Company estimated no fair value change of these securities during the year ended 2024.

a. 截至二零二四年十二月三十一日止年度，按公允價值計量之非上市股本證券為由一間私人公司發行之股本證券投資。本公司董事估計，截至二零二四年止年度，該等證券並無出現公允價值變動。

b. The unlisted fund investments at fair value represent the investments placed to private funds incorporated in the Cayman Islands.

b. 按公允價值計量之非上市基金投資為於開曼群島註冊成立之私募基金之投資。

i) During the year ended 31 December 2024, the Group received a final distribution of approximately HK\$114,000 from the disposal of one of the fund investments with carrying amount of approximately HK\$5,000.

i) 截至二零二四年十二月三十一日止年度，本集團收取來自出售其中一項賬面值約5,000元的基金投資的末期分派約港幣114,000元。

During the year ended 31 December 2023, the Group received distributions of approximately HK\$15,000 from the fund investments all of which was return of capital.

截至二零二三年十二月三十一日止年度，本集團自基金投資收取分派約港幣15,000元，全部為資本回報。

ii) On 6 February 2023, the Group subscribed to a new unlisted fund incorporated in the Cayman Islands at cash considerations of USD638,400 (approximately of HK\$5,020,000).

ii) 於二零二三年二月六日，本集團以現金代價638,400美元(約港幣5,020,000元)認購一項於開曼群島註冊成立的新非上市基金。

During the year ended 31 December 2024, the Group recognised a fair value loss of approximately HK\$1,598,000 (2023: HK\$716,000) by reference to net assets value statement of the fund portfolio.

截至二零二四年十二月三十一日止年度，本集團經參考該基金組合之資產淨值報表後確認公允價值虧損約港幣1,598,000元(二零二三年：716,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

21B. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 21B. 按公允價值計入損益之金融資產

Financial assets mandatorily measured at FVTPL:

強制按公允價值計入損益計量之金融資產：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Equity investments held for trading:	持作買賣之股本投資：		
– Equity securities listed in Hong Kong	– 香港上市股本證券	10,200	10,007
– Unlisted equity securities	– 非上市股本證券	87	87
		<u>10,287</u>	<u>10,094</u>

22. OTHER ASSETS

Other assets included statutory deposits with the Hong Kong Exchange and Clearing Limited and Hong Kong Securities Clearing Company Limited (“HKSCC”) amounting to approximately HK\$230,000 (2023: HK\$230,000) as at 31 December 2024 and are non-interest bearing.

22. 其他資產

其他資產包括於二零二四年十二月三十一日在香港交易及結算所有限公司及香港中央結算有限公司(「香港結算」)之法定保證金約港幣230,000元(二零二三年：港幣230,000元)，均不計息。

23. INVENTORIES

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Finished goods	製成品	<u>1,430</u>	<u>1,453</u>

23. 存貨

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

24. TRADE RECEIVABLES

24. 應收賬款

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Trade receivables	應收賬款		
- Non-financial services business	- 非金融服務業務	772	1,491
- Financial services business	- 金融服務業務		
- Dealing in securities	- 買賣證券		
- Cash clients	- 現金客戶	195	-
- Margin clients	- 保證金客戶	44,198	51,031
- Clearing house	- 結算所	7,383	2,186
- HKSCC marks	- 香港結算差額繳款	-	25
		51,776	53,242
		52,548	54,733

As at 31 December 2024 and 2023, trade receivables from contracts with customers amounted to approximately HK\$772,000 and approximately HK\$1,491,000 respectively.

於二零二四年及二零二三年十二月三十一日，來自客戶合約之應收賬款分別為約港幣772,000元及約港幣1,491,000元。

(a) Non-financial services business

The following is an ageing analysis of trade receivables net of allowance for credit losses presented based on the invoice date:

(a) 非金融服務業務

以下為按發票日期呈列之經扣除信貸虧損撥備後應收賬款之賬齡分析：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
0 - 90 days	0至90天	772	1,491

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

24. TRADE RECEIVABLES (Continued)

(a) Non-financial services business (Continued)

The Group's trading terms with its customers from the non-financial services business are mainly on cash and smart card settlement, except for well established customers for which the credit term is generally 90 days (2023: 90 days). The Group seeks to maintain strict control over its outstanding receivables and the management regularly reviews the overdue balances.

Further details on the Group's credit policy are set out in Note 37.2.2.

(b) Financial services business

The ageing analysis of the trade receivables arising from cash clients, clearing house and HKSCC marks based on the trade date is as follows:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
0 - 90 days	0至90天	7,578	2,211

The settlement terms of trade receivables arising from the ordinary course of financial services business of dealing in securities from cash clients and clearing house are two days after trade date.

Further details on the Group's credit policy are set out in Note 37.2.2.

24. 應收賬款(續)

(a) 非金融服務業務(續)

本集團與其非金融服務業務客戶之買賣條款主要為現金及智能卡結算，惟對於信譽良好的客戶，則通常給予90天(二零二三年：90天)之信貸期。本集團力求嚴格控制其未收回之應收款項及管理層會定期覆核逾期結餘。

有關本集團信貸政策的進一步詳情載於附註37.2.2。

(b) 金融服務業務

現金客戶、結算所及香港結算差額繳款產生的應收賬款基於交易日的賬齡分析如下：

現金客戶及結算所證券交易正常金融服務業務過程中所產生的應收賬款的結算期限為交易日後兩天。

有關本集團信貸政策的進一步詳情載於附註37.2.2。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

25. LOANS AND INTEREST RECEIVABLES

25. 應收貸款及利息

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Loans and interest receivables	應收貸款及利息	12,318	12,022
Less: Allowance for credit losses	減：信貸虧損撥備	(8,399)	(6,264)
		3,919	5,758
Analysed as:	分析為：		
Current	流動	2,604	5,758
Non-current	非流動	1,315	-
		3,919	5,758

A maturity profile of the loans and interest receivables as at the end of the reporting period, based on the maturity date, net of allowance for credit losses, is as follows:

於報告期末按到期日劃分之應收貸款及利息(扣除信貸虧損撥備)到期情況如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Past due	逾期	1,867	-
Not past due	未逾期	2,052	5,758
		3,919	5,758

Further details on the Group's credit policy are set out in Note 37.2.2.

有關本集團信貸政策的進一步詳情載於附註37.2.2。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

26. DEPOSITS, PREPAYMENTS AND OTHER RECEIVABLES 26. 按金、預付款項及其他應收款項

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Prepayments	預付款項	1,109	1,314
Deposits and other receivables	按金及其他應收款項	11,939	13,754
		13,048	15,068
Deposits and other receivables included under non-current assets	計入非流動資產之按金及其他應收款項	(5,869)	(6,397)
Current portion included under current assets	計入流動資產之即期部分	7,179	8,671

Included in the Group's other receivables, prepayments and deposits were rental deposits amounting to approximately HK\$5,869,000 (2023: HK\$6,397,000), which are expected to be recovered or recognised as expenses after more than one year. All of the other receivables are expected to be recovered or recognised as expenses within one year.

本集團的其他應收款項、預付款項及按金包括租金按金約港幣5,869,000元(二零二三年：港幣6,397,000元)，預期於一年後收回或確認為開支。所有其他應收款項預期於一年內收回或確認為開支。

27. CASH AND CASH EQUIVALENTS/TRUST BANK ACCOUNTS 27. 現金及現金等價物／信託銀行賬戶

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Cash and cash equivalents	現金及現金等價物	25,889	27,586
Trust bank accounts	信託銀行賬戶	21,459	17,230
		47,348	44,816

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

27. CASH AND CASH EQUIVALENTS/TRUST BANK ACCOUNTS (Continued)

Cash and cash equivalents comprise cash held by the Group, deposits placed with securities brokers and short-term bank deposits with an original maturity of three months or less. Bank balances earn interest at floating rate based on daily bank deposit rates and short term time deposits earn interest at the respective short term deposit rates. The bank balances and short term time deposits are deposited with creditworthy banks with no recent history of default.

The Group maintains trust bank accounts with authorised financial institutions to receive and hold money deposited by clients in the course of the conduct of the regulated activities. These clients' monies are maintained in one or more trust bank accounts and bear interest at commercial rates. The Group has recognised the corresponding trade payables to respective clients. The Group currently does not have an enforceable right to offset those payables with the deposits placed.

28. TRADE AND OTHER PAYABLES

27. 現金及現金等價物／信託銀行賬戶(續)

現金及現金等價物包括本集團所持現金、存放於證券經紀之存款及原於三個月或以內到期之短期銀行存款。根據每日銀行存款利率按浮息賺取利息之銀行結餘及按各自短期存款利率賺取利息之短期定期存款。銀行結餘及短期定期存款乃存放於並無近期拖欠記錄且信譽良好的銀行。

本集團於認可金融機構設置信託銀行賬戶以於進行受規管活動過程中收取及持有客戶存款。該等客戶款項存於一個或多個信託銀行賬戶及按商業利率計息。本集團已確認應付各客戶的相應應付賬款。本集團目前無強制執行權力將該等應付賬款與已存放存款抵銷。

28. 應付賬款及其他應付款項

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Trade payables	應付賬款		
– Non-financial services business (Note (i))	– 非金融服務業務(附註(i))	8,576	9,073
– Financial services business (Note (ii))	– 金融服務業務(附註(ii))		
Dealing in securities	買賣證券		
– Cash clients	– 現金客戶	20,121	16,750
– Margin clients	– 保證金客戶	5,277	3,593
– Asset management	– 資產管理	–	15
Other payables and accruals (Note (iii))	其他應付款項及預提費用(附註(iii))	27,593	21,757
		61,567	51,188

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

28. TRADE AND OTHER PAYABLES (Continued)

Notes:

- (i) The following is an ageing analysis of trade payables from non-financial services business, presented based on invoice date at the end of the reporting period:

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
0 – 90 days	0至90天	8,576	9,073

- (ii) The settlement terms of trade payables arising from the ordinary course of financial services business of dealing in securities are two days after trade date.

Trade payables to clients bear variable interest at commercial rates, and are repayable on demand subsequent to settlement date. No ageing analysis is disclosed as, in the opinion of the directors of the Company, the aged analysis does not give additional value in view of the nature of business. At 31 December 2024, the trade payables amounting to approximately HK\$21,459,000 (2023: HK\$17,230,000) were payable to clients in respect of the trust and segregated bank balances received which are held for clients in the course of conducting the regulated activities. However, the Group currently does not have an enforceable right to offset these payables with the deposits placed.

- (iii) Other payables and accruals included amount due to a non-controlling shareholder of a subsidiary of approximately HK\$347,000 (2023: HK\$197,000).

29. OTHER BORROWINGS

At the end of the reporting period, other borrowings are from independent third parties, denominated in HK\$, interest bearing at rates from 10% to 12% (2023: 10%) per annum and repayable within one year (2023: repayable within two years). Except for a borrowing of approximately HK\$17,085,000 (2023: HK\$10,052,000) secured by corporate guarantee executed by the Company, remaining borrowing of approximately HK\$5,000,000 (2023: Nil) is unsecured.

28. 應付賬款及其他應付款項(續)

附註：

- (i) 以下為於報告期末按發票日期呈列，來自非金融服務業務之應付賬款之賬齡分析：

- (ii) 證券交易之一般金融服務業務過程中所產生之應付賬款之結算期限為交易日後兩天。

應付客戶之賬款按可變商業利率計息及於結算日期後按要求償還。本公司董事認為，賬齡分析鑒於業務的性質而並無賦予額外價值，故並無披露賬齡分析。於二零二四年十二月三十一日，約港幣21,459,000元(二零二三年：港幣17,230,000元)為應付款項，當中涉及信託及已收取獨立銀行結餘，乃於進行受規管活動過程中代客戶持有。然而，本集團目前無強制執行權利將該等應付款項與已存放存款抵銷。

- (iii) 其他應付款項及預提費用包括應付一間附屬公司一名非控股股東的金額約港幣347,000元(二零二三年：港幣197,000元)。

29. 其他借貸

於報告期末，其他借貸來自獨立第三方，以港幣計值、按年利率10%至12%(二零二三年：10%)計息及須於一年內償還(二零二三年：須於兩年內償還)。除借貸約港幣17,085,000元(二零二三年：港幣10,052,000元)以本公司簽訂的公司擔保作抵押外，餘下借貸約港幣5,000,000元(二零二三年：零)為無抵押。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

30. DEFERRED TAXATION

30. 遞延稅項

		Right-of-use assets 使用權資產 HK\$'000 港幣千元	Lease liabilities 租賃負債 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Deferred tax (liabilities)/assets arising from:	遞延稅項(負債)/資產產生自:			
At 1 January 2023	於二零二三年一月一日	(4,049)	4,049	–
(Charged)/credited to profit or loss	於損益(扣除)/計入	(3,419)	3,419	–
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	(7,468)	7,468	–
Credited/(charged) to profit or loss	於損益計入/(扣除)	2,997	(2,997)	–
At 31 December 2024	二零二四年十二月三十一日	(4,471)	4,471	–

At the end of the reporting period, no deferred tax assets have been recognised in respect of the estimated unused tax losses of approximately HK\$179,501,000 (2023:HK\$158,113,000) available for offset against future profits that may be carried forward indefinitely due to unpredictability of future profit streams. In additions, the Group has deductible temporary differences of approximately HK\$31,180,000 (2023: HK\$21,276,000). No deferred tax asset has been recognised in relation to such deductible temporary difference as it is not probable that taxable profit will be available against which the deductible temporary differences can be utilised.

於報告期結束時，由於未來溢利流的不可預測性，估計未使用的稅收虧損約為港幣179,501,000元(二零二三年：港幣158,113,000元)，可無限期結轉以抵銷未來溢利，因此並無確認遞延稅項資產。此外，本集團有約港幣31,180,000元(二零二三年：港幣21,276,000元)的可扣除暫時性差異。由於不可能有應稅溢利可以用來抵扣可抵扣暫時性差異，所以並無確認與該等可抵扣暫時性差異有關的遞延稅項資產。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

31. LEASE LIABILITIES

31. 租賃負債

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	25,564	25,317
Within a period of more than one year but not more than two years	超過一年但少於兩年	9,929	19,563
Within a period of more than two years but not more than five years	超過兩年但少於五年	1,405	6,395
		36,898	51,275
Less: Amount due for settlement within 12 months shown under current liabilities	減：列入流動負債並於12個月內到期結算的款項	(25,564)	(25,317)
Amount due for settlement after 12 months shown under non-current liabilities	列入非流動負債並於12個月後到期結算的款項	11,334	25,958

32. SHARE CAPITAL

32. 股本

Ordinary shares of HK\$0.01 each 每股面值港幣0.01元的普通股	Number of shares 股份數目 '000 千股	Share capital 股本 HK\$'000 港幣千元
Authorised:	法定：	
At 1 January 2023, 31 December 2023 and 1 January 2024	於二零二三年一月一日、二零二三年十二月三十一日及二零二四年一月一日	1,000,000
Share consolidation (Note (ii))	股份合併(附註(ii))	(90,000,000)
Share sub-division (Note (ii))	股份拆細(附註(ii))	90,000,000
At 31 December 2024	於二零二四年十二月三十一日	1,000,000
Issued and fully paid:	已發行並繳足：	
At 1 January 2023, 31 December 2023 and 1 January 2024	於二零二三年一月一日、二零二三年十二月三十一日及二零二四年一月一日	7,529
Issue of placing shares (Note (i))	發行配售股份(附註(i))	150,580
Capital reorganisation (Note (ii))	股本重組(附註(ii))	(813,134)
At 31 December 2024	於二零二四年十二月三十一日	90,348

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

32. SHARE CAPITAL (Continued)

Notes:

(i) Issue of placing shares

On 7 June 2024, the Group completed the placing of aggregate of 150,580,334 ordinary shares of the Group of HK\$0.01 each to not less than six places through placing agent at HK\$0.045 per ordinary share. The net proceeds from the placing of shares amounted to approximately HK\$6,479,000.

(ii) Capital reorganisation

Pursuant to a special general meeting held on 13 November 2024, the special resolution approving the capital reorganisation comprising the share consolidation, the capital reduction and the share sub-division was duly passed by way of poll and took effect on 15 November 2024.

The capital reorganisation involved,

(1) Share consolidation

Every 10 issued and unissued then existing shares of par value of HK\$0.01 each in the share capital of the Company were consolidated into 1 consolidated share of par value of HK\$0.10 each.

(2) Capital reduction

The par value of each of the then issued consolidated shares were reduced from HK\$0.10 to HK\$0.01 by cancelling the paid-up capital of the Company to the extent of HK\$0.09 on each of the then issued consolidated shares, the credits arising from (a) such reduction of the paid up capital; and (b) the cancellation of any fractional consolidated share in the issued share capital of the Company which may arise from the share consolidation, which together, amount to approximately HK\$8,132,000, were credited to the contributed surplus account of the Company.

(3) Share sub-division

Each of the then authorised but unissued consolidated shares of par value of HK\$0.10 each was sub-divided into 10 new shares of par value of HK\$0.01 each.

32. 股本(續)

附註：

(i) 發行配售股份

於二零二四年六月七日，本集團完成通過配售代理向不少於六名承配人按每股港幣0.01元之價格，配售合共150,580,334股普通股本集團每股面值港幣0.045元之普通股。配售股份所得款項淨額約為港幣6,479,000元。

(ii) 股本重組

根據於二零二四年十一月十三日舉行之股東特別大會，批准股本重組(包括股份合併、股本削減及股份拆細)之特別決議案已按投票表決方式獲正式通過，並於二零二四年十一月十五日生效。

股本重組涉及，

(1) 股份合併

本公司股本中每10股每股面值港幣0.01元之已發行及未發行當時現有股份將合併為一股每股面值港幣0.10元之合併股份。

(2) 股本削減

每股當時已發行合併股份的面值通過註銷本公司每股當時已發行合併股份的繳足股本港幣0.09元，由港幣0.10元減少至港幣0.01元，因(a)削減繳足股本；及(b)註銷股份合併可能產生的本公司已發行股本中任何零碎合併股份而產生之金額(合共約港幣8,132,000元)已記入本公司繳入盈餘賬。

(3) 股份拆細

當時每股面值港幣0.10元的法定但未發行合併股份拆細為10股每股面值港幣0.01元的新股份。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

33. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior years are presented in the consolidated statement of changes in equity on page 160 of the consolidated financial statements.

Share premium

Share premium represents premium arising from the issue of shares at a price in excess of their par value. The application of the share premium account is governed by the Bermuda Law.

Contributed surplus

Contributed surplus represents the amounts transferred from share capital and share premium due to capital reorganisation comprising the share consolidation, the capital reduction and the share subdivision.

Pursuant to the special resolution passed in an extraordinary general meeting and special general meeting held on 24 April 2014, 3 February 2016 and 27 May 2019 respectively, and took effect on 5 June 2014, 4 February 2016 and 28 May 2019, the directors were authorised to use HK\$195,134,000, HK\$15,782,000 and HK\$10,712,000 credit balances in the contributed surplus account result from the reduction of the paid-up capital of the Company to eliminating or setting off the accumulated losses of the Company.

Up to the year ended 31 December 2024, HK\$221,628,000 (2023: HK\$221,628,000) credit balances in the contributed surplus account were used to eliminate the accumulated losses of the Company.

33. 儲備

本集團於本年度及過往年度的儲備金額及其變動呈報於綜合財務報表第160頁之綜合權益變動表。

股份溢價

股份溢價指因按超過其面值之價格發行股份所產生之溢價。股份溢價賬的應用受百慕達法律監管。

繳足盈餘

由於進行資本重組(包括股份合併、資本削減及股份拆細等)，繳足盈餘指自股本及股份溢價轉撥之金額。

根據分別於二零一四年四月二十四日、二零一六年二月三日及二零一九年五月二十七日舉行之股東特別大會通過及於二零一四年六月五日、二零一六年二月四日及二零一九年五月二十八日生效之特別決議案，董事獲授權動用削減本公司繳足股本產生之繳入盈餘賬之進項結餘港幣195,134,000元、港幣15,782,000元及港幣10,712,000元，以對銷或抵銷本公司之累計虧損。

於截至二零二四年十二月三十一日止年度，繳入盈餘賬進項結餘港幣221,628,000元(二零二三年：港幣221,628,000元)已被用於對銷本公司之累計虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

33. RESERVES (Continued)

Capital reserve

The capital reserve arises from (i) capitalisation of a loan and represents the difference between the amount due to a former beneficial shareholder capitalised and the nominal value of shares; and (ii) the expiry of conversion option of convertible bonds and warranty.

Foreign currency translation reserve

The foreign currency translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

FVTOCI reserve

The reserve represents cumulate gains and losses arising on revaluation of financial assets at fair value through other comprehensive income that have been recognised in other comprehensive income.

33. 儲備(續)

資本儲備

資本儲備產生自(i)相當於撥充資本後之應付前實益股東款項與股份面值間之差額的貸款撥充資本；及(ii)可換股債券及認股權證之兌換期權屆滿。

外匯換算儲備

外匯換算儲備包括換算海外業務財務報表而產生的所有外匯差額。

按公允價值計入其他全面收益之儲備

該儲備指重估按公允價值計入其他全面收益之金融資產所產生之累計收益及虧損，該等累計收益及虧損已於其他全面收益內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

34. SHARE-BASED PAYMENT TRANSACTIONS

The Company's Share Option Scheme ("2023 Share Option Scheme") was adopted pursuant to an ordinary resolution passed by the Company's shareholders at the annual general meeting of the Company held on 15 June 2023. Under the 2023 Share Option Scheme, the Company may grant options to eligible persons, including Directors and directors of the subsidiaries of the Company to subscribe for the shares.

The total number of shares which may be issued upon exercise of all options which may be granted under the 2023 Share Option Scheme and options and awards which may be granted under any other share schemes of the Company shall not exceed 10% of the total number of shares in issue on 15 June 2023 unless the Company obtains a refresh approval from its shareholders three years after the adoption of the scheme. Options lapsed in accordance with the terms of the 2023 Share Option Scheme or any other share option schemes of the Company under which such options are granted, as the case may be, shall not be counted for the purpose of calculating whether the limit has been exceeded. The 10% general limit after the passing of the ordinary resolution by the shareholders at the annual general meeting dated 15 June 2023 on the basis of 752,901,672 shares in issue on that date. With effect from the share consolidation on 15 November 2024, the maximum number of new shares which may be issued upon exercise of all share options that may be granted under the 10% general limit is 7,529,016 (2023: 7,529,016 after adjusted for the effect on the capital reorganisation of the Company become effective on 15 November 2024).

The 2023 Share Option Scheme will remain in force for a period of ten years commencing from 15 June 2023.

The subscription price in respect of any option, subject to the adjustment made of any alternation in the capital structure, shall be such price as determined by the Board in its absolute discretion at the time of the grant of the relevant option but in any case the subscription price shall not be less than the higher of (i) the closing price of the shares as stated in the daily quotations sheet of the Stock Exchange on the date of grant, which must be a trading day; (ii) the average closing price of the shares as stated in the daily quotations sheets of the Stock Exchange for the five trading days immediately preceding the date of grant; or (iii) the nominal value of a share.

34. 股份付款交易

根據本公司於二零二三年六月十五日舉行之本公司股東週年大會獲本公司股東通過之普通決議案，本公司採納購股權計劃(「二零二三年購股權計劃」)。根據二零二三年購股權計劃，本公司可向合資格人士(包括董事及本公司附屬公司之董事)授出購股權，以認購股份。

因根據二零二三年購股權計劃授出之所有購股權及根據本集團任何其他股份計劃授出之購股權及獎勵獲行使而可予發行之股份總數不得超過於二零二三年六月十五日已發行股份總數之10%，除非本公司於採納計劃三年後已獲其股東批准更新。根據二零二三年購股權計劃或本公司任何其他購股權計劃之條款授出之已失效購股權(視情況而定)，於計算限額是否被超逾時並不計算在內。10%一般限額於二零二三年六月十五日舉行的股東週年大會上獲股東通過普通決議案後按當日752,901,672股已發行股份之基準予以更新。自二零二四年十一月十五日股份合併起，根據經更新10%一般限額可予授出之全部購股權獲行使時而可予發行之新股最高數目為7,529,016股(二零二三年：7,529,016股，經就本公司股本重組於二零二四年十一月十五日生效之影響作出調整後)。

二零二三年購股權計劃將自二零二三年六月十五日起計十年內一直有效。

有關任何購股權之認購價將為於授出相關購股權時由董事會全權酌情釐定之有關價格，並須受股本架構的任何變動而作出調整，惟無論於任何情況下，認購價將不會低於以下三者的最高者：(i)股份於授出日期(該日須為交易日)在聯交所每日報價表所列之收市價；(ii)股份於緊接授出日期前五個交易日在聯交所每日報價表所列之平均收市價；或(iii)股份賬面值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

The options must be taken up within 21 days from the date of grant upon payment of HK\$1 and must be held by the grantee for at least 12 months before the option can be exercised. The options are exercisable over a period to be determined and notified by the directors to each grantee, at the time of making an offer provided that such period shall not exceed the period of 10 years from the offer date of the particular option but subject to the provisions for early termination, from the offer date to the earlier of (i) the date on which such option lapses under the provisions of early termination; and (ii) 10 years from the offer date of that option.

The purpose of the 2023 Share Option Scheme is to enable the Group to grant options to the eligible participants, including employees, employees of related companies and service providers, as incentives and rewards for their contribution to the Group and/or to enable the Group to attract, recruit and retain high-calibre personnel that are valuable to the Group and whose contributions are important to the long-term growth and profitability of the Group.

Where any grant of options to an eligible participant would result in the shares issued and which may fall to be issued upon exercise of the options and the options and awards granted to such eligible participant under any other share schemes of the Group (including both exercised or outstanding options, and excluding any options and awards lapsed in accordance with the terms of the relevant schemes) in the 12-month period up to and including the date of such grant representing in aggregate over 1% of the shares in issue, such grant must be separately approved by the shareholders in general meeting with such eligible participant and his close associates (or associates if the eligible participant is a connected person) abstaining from voting.

34. 股份付款交易(續)

購股權須於授出日期起計21日內支付港幣1元後獲接納，且承授人必須持有購股權至少十二個月，然後方可行使購股權。購股權由董事釐定並將由董事在作出授出建議時通知有關購股權承授人的期限內可予行使，惟有關期限不得超過自特定購股權授出建議日期起計十年，並須受提早終止條文所限，由授出建議日期起計直至以下較早日期(i)於提早終止條文項下有關購股權失效日期；及(ii)有關購股權授出建議日期起計十年。

二零二三年購股權計劃旨在讓本集團向合資格參與者(包括僱員、關聯公司及服務供應商之僱員)授出購股權，作為彼等對本集團所作貢獻的激勵或獎勵及／或讓本集團能吸引、招聘及挽留對本集團有價值而其貢獻對本集團長遠增長及盈利能力至關重要的高素質人才。

倘向合資格參與者授出購股權將導致於十二個月期間內(直至及包括授出日期)已發行股份以及購股權及根據本集團任何其他股份計劃向該名合資格參與者授出的購股權及獎勵(包括已行使或未行使購股權，不包括任何已根據相關計劃的條款失效的購股權及獎勵)獲行使後可能發行的股份合共超過已發行股份的1%，則授出該等購股權必須另行於股東大會上經股東批准，而該名合資格參與者及其緊密聯繫人(或在該名合資格參與者屬關連人士的情況下，聯繫人)須放棄投票。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

34. SHARE-BASED PAYMENT TRANSACTIONS (Continued)

Where any grant of options to an independent non-executive Director or a substantial shareholder or any of their respective associates would result in the shares issued and to be issued in respect of all options and awards granted (excluding any options and awards lapsed in accordance with the terms of the relevant schemes) to such person in the 12-month period up to and including the date of such grant representing in aggregate over 0.1% of the total issued shares, such further grant of options must be approved by the shareholders in a general meeting of the Company where the grantee, his associates and all core connected persons of the Company must abstain from voting in favour of the proposed grant at such general meeting.

The Company must send a circular to the shareholders containing the information required under the GEM Listing Rules and where the GEM Listing Rules shall so require, the vote at the shareholders' meeting convened to obtain the requisite approval shall be taken on a poll with those persons required under the GEM Listing Rules abstaining from voting.

During the year ended 31 December 2024 and 2023, no share options were granted or exercised under the 2023 Share Option Scheme. No share options remained outstanding as at 31 December 2024 and 2023.

35. POST-EMPLOYMENT BENEFITS

The Group operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the "MPF Scheme") for the employees in Hong Kong. In addition, the employees employed under the Hong Kong Employment Ordinance are also entitled to long service payment (the "LSP") if the eligibility criteria are met.

The LSP are defined benefit plans. The carrying amount of defined benefit plan obligations as at 31 December 2024 is approximately HK\$649,000 (2023: HK\$594,000).

34. 股份付款交易(續)

倘向獨立非執行董事或主要股東或彼等的任何聯繫人授出購股權將導致於十二個月期間內(直至及包括授出日期)已發行股份以及因所有向該人士授出的購股權及獎勵(不包括任何已根據相關計劃的條款失效的購股權及獎勵)而將予發行的股份合共超過已發行股份總數的0.1%，則進一步授出該等購股權必須於本公司股東大會上經股東批准，而該承授人、其聯繫人及本公司所有核心關連人士必須於該股東大會上放棄投票贊成建議授出該等購股權。

本公司須向股東寄發通函，當中載有GEM上市規則所規定的資料，且(如GEM上市規則如此規定)本公司為取得必要批准而召開的股東大會上的表決須以投票方式進行，而根據GEM上市規則須放棄表決的人士須於會上放棄表決。

截至二零二四年及二零二三年十二月三十一日止年度，概無根據二零二三年購股權計劃授出或行使購股權。並無購股權於二零二四年及二零二三年十二月三十一日仍未行使。

35. 僱傭後福利

根據強制性公積金計劃條例，本集團為香港僱員設立定額供款強制性公積金退休福利計劃(「強積金計劃」)。此外，根據香港僱傭條例僱用的僱員如符合參加資格亦可享有長期服務金(「長期服務金」)。

長期服務金為定額福利計劃。於二零二四年十二月三十一日，定額福利計劃責任之賬面值約為港幣649,000元(二零二三年：港幣594,000元)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

35. POST-EMPLOYMENT BENEFITS (Continued)

(a) Pension schemes

The Group operates a MPF Scheme under the Mandatory Provident Fund Schemes Ordinance for all its eligible employees in Hong Kong. Contributions are made based on a percentage of the employees' basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group's employer contributions vest fully with the employees when contributed into the MPF Scheme. There is no forfeited contribution that may be used by the Group to reduce the existing level of contributions.

During the year ended 31 December 2024, defined contribution retirement benefits expenses of approximately HK\$2,259,000 (2023: HK\$2,489,000) was recognised in the consolidated statement of profit or loss and other comprehensive income.

(b) Long service payment liabilities

Hong Kong employees that have been employed continuously for at least five years are entitled to long service payments in accordance with the Hong Kong Employment Ordinance under certain circumstances. These circumstances include where an employee is dismissed for reasons other than serious misconduct or redundancy, that employee resigns at the age of 65 or above, or the employment contract is of fixed term and expires without renewal. The amount of LSP payable is determined with reference to the employee's final salary (capped at HK\$22,500) and the years of service, reduced by the amount of any accrued benefits derived from the Group's contributions to MPF scheme (see note 35(a)), with an overall cap of HK\$390,000 per employee. Currently, the Group does not have any separate funding arrangement in place to meet its LSP obligation.

35. 僱傭後福利(續)

(a) 退休金計劃

本集團根據強制性公積金計劃條例為全體香港合資格僱員設立強積金計劃。供款根據有關僱員基本薪金之某一百分比計算，於根據強積金計劃之規則應付時自損益扣除。強積金計劃之資產乃與本集團之資產分開，由獨立管理基金持有。本集團之僱主供款權益於對強積金計劃作出供款時悉數歸屬於僱員。並無被沒收供款可供本集團用於減低現有供款水平。

截至二零二四年十二月三十一日止年度，定額供款退休福利開支約港幣2,259,000元(二零二三年：港幣2,489,000元)已確認至綜合損益及其他全面收益表。

(b) 長期服務金負債

根據香港僱傭條例，在若干情況下，已連續僱用至少五年的香港僱員有權享有長期服務金。該等情況包括員工因非嚴重失職或裁員而被解僱、僱員在65歲或以上的年齡辭職、或僱傭合同為固定期限並在到期後未獲得續約。長期服務金的應付金額乃根據僱員最後薪資(上限為港幣22,500元)及服務年限釐定，扣除本集團對強積金計劃的供款所產生的任何累算權益(見附註35(a))，每位僱員的總上限為港幣390,000元。目前，本集團並未就履行其長期服務金責任而設立任何獨立資金安排。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

35. POST-EMPLOYMENT BENEFITS (Continued)

(b) Long service payment liabilities (Continued)

In June 2022, the Government gazetted the Amendment Ordinance, which will eventually abolish the statutory right of an employer to reduce its LSP payable to a Hong Kong employee by drawing on its mandatory contributions to the MPF scheme (“**Amendment Ordinance**”). The Government has subsequently announced that the Amendment Ordinance will come into effect from 1 May 2025 (“**the Transition Date**”). Separately, the Government is also expected to introduce a subsidy scheme to assist employers after the abolition.

Among other things, once the abolition of the offsetting mechanism takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory MPF contributions (irrespective of the contributions made before, on or after the Transition Date) to reduce the LSP in respect of an employee’s service from the Transition Date. However, where an employee’s employment commenced before the Transition Date, the employer can continue to use the above accrued benefits to reduce the LSP in respect of the employee’s service up to that date; in addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee’s monthly salary immediately before the Transition Date and the years of service up to that date.

The Group has determined that the Amendment Ordinance primarily impacts the Group’s LSP liability with respect to Hong Kong employees.

35. 僱傭後福利(續)

(b) 長期服務金負債(續)

二零二二年六月，政府刊憲修訂條例，僱主使用其於強積金計劃下的強制性供款減少其應付香港僱員的長期服務金，此法定權利將最終取消(「**修訂條例**」)。政府隨後宣佈修訂條例將自二零二五年五月一日(「**轉制日期**」)起生效。此外，政府亦預期推出一項資助計劃，在取消抵銷機制後為僱主提供支援。

其中，當取消對沖機制生效後，僱主自轉制日期起不得使用其強制性強積金供款(無論於轉制日期前、當日或之後作出的供款)所產生的任何累算權益，以減少轉制日期後僱員服務年數涉及的長期服務金。然而，倘僱員於轉制日期前已開始受僱，則僱主可繼續使用上述累算權益減少截至轉制日期就僱員服務年數涉及的長期服務金；此外，於轉制日期前就服務年數涉及的長期服務金將按僱員緊接轉制日期前的月薪及截至該日的服務年數計算。

本集團認為，修訂條例主要影響本集團與香港僱員有關的長期服務金責任。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

35. POST-EMPLOYMENT BENEFITS (Continued)

35. 僱傭後福利(續)

(c) The present value of unfunded obligations and its movements are as follows:

(c) 未提撥資金的債務現值及其變動如下：

		HK\$'000 港幣千元
At 1 January 2023	於二零二三年一月一日	-
Recognised in profit or loss and other comprehensive income:	於損益及其他全面收益表中 確認：	
Current service cost	現時服務成本	579
Interest cost	利息成本	15
		<u>594</u>
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日	594
Recognised in profit or loss and other comprehensive income:	於損益及其他全面收益表中 確認：	
Current service cost	現時服務成本	122
Interest cost	利息成本	20
Remeasurement of employee benefit obligation	重新計量僱員福利責任	(87)
		<u>55</u>
At 31 December 2024	於二零二四年十二月三十一日	<u>649</u>

The weighted average duration of the defined benefit obligations is 17.15 years (2023: 18.25 years).

定額福利責任之加權平均年期為17.15年(二零二三年：18.25年)。

Current service cost and interest cost are recognised in the administrative expense in the consolidated statement of profit or loss and other comprehensive income.

現時服務成本及利息成本於綜合損益及其他全面收益表之行政開支內確認。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

35. POST-EMPLOYMENT BENEFITS (Continued)

35. 僱傭後福利(續)

(d) Significant actuarial assumptions (expressed as weighted averages) and sensitivity analysis are as follows:

(d) 主要精算假設(以加權平均數顯示)及敏感性分析如下：

		2024 二零二四年	2023 二零二三年
Discount rate	貼現率	4.09%	3.13% to 3.96%
		4.09%	3.13%至3.96%
Future salary increases	後薪金增幅	2.39% to 5.85%	3.58% to 5.50%
		2.39%至5.85%	3.58%至5.50%

The below analysis shows how the defined benefit obligations as at 31 December 2024 would have increased/(decreased) as a result of 0.5% change in the significant actuarial assumptions:

下文分析顯示主要精算假設0.5%變動將對二零二四年十二月三十一日之定額福利責任增加/(減少)：

		2024 二零二四年		2023 二零二三年	
		Increase in 0.5%	Decrease in 0.5%	Increase in 0.5%	Decrease in 0.5%
		增加0.5%	減少0.5%	增加0.5%	減少0.5%
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元
Discount rate	貼現率	(48)	53	(44)	64
Future salary increases	後薪金增幅	3	(3)	3	(3)

The above sensitivity analysis is based on the assumption that changes in actuarial assumptions are not correlated and therefore it does not take into account the correlations between the actuarial assumptions.

上述敏感度分析乃基於假定有關精算假設的變動彼此並不相關，故未有計及精算假設彼此的相關程度。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

36. CAPITAL MANAGEMENT

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts. The Group's overall strategy remains unchanged from the prior year.

A subsidiary of the Group is licensed with The Securities and Futures Commission ("SFC") for the business it operates in. The Group's licensed subsidiary is subject to liquid capital requirements under Securities and Futures (Financial Resources) Rules ("SF(FR)R") adopted by the SFC. Under SF(FR)R, the licensed subsidiary must maintain a liquid capital (assets and liabilities adjusted as determined by SF(FR)R) in excess of HK\$3 million or 5% of its total adjusted liabilities, whichever is higher. Management closely monitors, on a daily basis, the liquid capital level of the licensed subsidiary to ensure compliance with the requirements under the SF(FR)R.

The Group monitors capital on the basis of the gearing ratio. As part of this review, the Group considers the cost of capital and the risks associated with each class of capital.

36. 資本管理

本集團管理資本的目標為保障本集團持續經營的能力，並通過優化債務與權益的平衡，為股東帶來最高回報。

本集團乃按風險比例設定資本額。本集團根據經濟狀況的變化及相關資產的風險特徵管理資本架構並作出相應調整。為維持或調整資本架構，本集團可調整股息分派、發行新股、購回股份、籌集新債務、贖回現有債務或出售資產以減少債務。本集團自去年起之整體策略維持不變。

本集團之一間附屬公司獲證券及期貨事務監察委員會(「證監會」)發牌從事其營運之業務。本集團之持牌附屬公司須遵守證監會採用之證券及期貨(財政資源)規則(「SF(FR)R」)項下之流動資金規定。根據SF(FR)R，持牌附屬公司須維持超過港幣3,000,000元或其經調整負債總額之5%(以較高者為準)之流動資金(資產及負債乃根據SF(FR)R釐定者調整)。管理層每日密切監察持牌附屬公司之流動資金水平，確保符合SF(FR)R項下之規定。

本集團基於資本負債比率監察資本。作為此審核的一部分，本集團考慮資本成本以及各類別資本的相關風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

36. CAPITAL MANAGEMENT (Continued)

36. 資本管理(續)

Gearing ratio

資本負債比率

The gearing ratio at the end of the reporting period was as follows:

於報告期末的資本負債比率如下：

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Debts (Note i)	債務(附註i)	22,432	10,249
Equity (Note ii)	權益(附註ii)	48,986	82,552
Gearing ratio	資本負債比率	45.79%	12.42%

Notes:

- I Debt is defined as long-term and short-term borrowing, as detailed in Note 29, and amount due to a non-controlling shareholder, as detailed in Note 28.
- ii Equity includes all capital and reserves attributable to owners of the Company.

附註：

- i 債務定義為長期及短期借貸(詳情載於附註29)及應付非控股股東款項(詳情載於附註28)。
- ii 權益包括本公司擁有人應佔的全部資本及儲備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS

37. 金融工具

37.1 Categories of financial instruments

37.1 金融工具類別

<i>Financial assets</i>		<i>金融資產</i>	
		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
<i>Fair value through profit or loss (FVTPL):</i>	按公允價值計入損益(「按公允價值計入損益」):		
Mandatorily measured at FVTPL	強制按公允價值計入損益計量		
Held-for-trading	持作買賣	10,287	10,094
<i>Loans and receivables at amortised cost:</i>	按攤銷成本計量之貸款及應收款項:		
Other assets	其他資產	230	230
Trade receivables	應收賬款	52,548	54,733
Loans and interest receivables	應收貸款及利息	3,919	5,758
Deposits and other receivables (included in financial assets)	按金及其他應收款項(計入金融資產)	11,939	13,754
Trust bank accounts	信託銀行賬戶	21,459	17,230
Cash and cash equivalents	現金及現金等價物	25,889	27,586
<i>Financial assets at fair value through other comprehensive income:</i>	按公允價值計入其他全面收益之金融資產:		
Equity investments	股本投資	2,759	4,362
<i>Financial liabilities</i>	金融負債		
<i>Financial liabilities at amortised cost:</i>	按攤銷成本計量之金融負債:		
Financial liabilities included in trade and other payables	計入應付賬款及其他應付款項之金融負債	45,186	41,071
Other borrowings	其他借貸	22,085	10,052
Lease liabilities	租賃負債	36,898	51,275

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.2 Financial risk management objectives and policies

37.2 財務風險管理目標及政策

The Group's major financial instruments include financial assets at fair value through profit or loss, other assets, trade receivables, loans and interest receivables, deposits and other receivables, trust bank accounts, cash and cash equivalents, financial assets at fair value through other comprehensive income, trade and other payables, other borrowings and lease liabilities. Details of these financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (currency risk, interest rate risk and other price risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management of the Group manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

本集團之主要金融工具包括按公允價值計入損益之金融資產、其他資產、應收賬款、應收貸款及利息、按金及其他應收款項、信託銀行賬戶、現金及現金等價物、按公允價值計入其他全面收益之金融資產、應付賬款及其他應付款項、其他借貸及租賃負債。該等金融工具的詳情於相關附註披露。與該等金融工具有關的風險包括市場風險(貨幣風險、利率風險及其他價格風險)、信貸風險及流動資金風險。有關如何降低該等風險的政策載於下文。本集團管理層管理及監控該等風險，確保及時有效地採取適當措施。

There has been no change to the types of the Group's exposure in respect of financial instruments or the manner in which it manages and measures the risks.

本集團就金融工具面對之風險類別或其管理與衡量該等風險之方法並無變動。

37.2.1 Market risk

37.2.1 市場風險

Foreign currency risk management

外匯風險管理

Transactional currency exposures arise from revenue or cost of sales by operating units in currencies other than the unit's functional currency. Substantially all the Group's revenue and cost of sales are denominated in the functional currency of the operating units generating the revenue, and substantially all the cost of sales are denominated in the operating unit's functional currency. Accordingly, the directors consider that the Group is not exposed to significant foreign currency risk. The Group currently does not have a foreign currency hedging policy. However, the management monitors foreign exchange exposure and will consider hedging significant foreign currency exposure should the need arise.

交易貨幣風險乃因經營單位以單位功能貨幣以外的貨幣所得之收入或銷售成本所引致。本集團的絕大部分收入及銷售成本以產生收入的經營單位的功能貨幣列值，而絕大部分銷售成本以經營單位功能貨幣列值。因此，董事認為本集團並無承受重大外幣風險。本集團現時並無外幣對沖政策。然而，管理層正監察外匯風險，並將於有需要時考慮就重大外幣風險進行對沖。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37.2 Financial risk management objectives and policies (Continued)

37.2.1 Market risk (Continued)

Interest rate risk management

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's interest-bearing financial assets and financial liabilities. The Group are exposed to cash flow interest rate risk in relation to variable-rates bank deposits and fair value interest rate risk in relation to fixed rate loans receivables, borrowings and lease liabilities. The directors continues to monitor the interest rate exposure of the Group.

All of the Group's loans receivables are based on fixed interest rates with original maturities of 8 months to 5 years (2023: 12 months). The Group prices these loans receivables strategically to reflect market fluctuations and achieve a reasonable interest-rate spread.

The fixed rate instruments of the Group are insensitive to any change in market interest rates.

37. 金融工具(續)

37.2 財務風險管理目標及政策(續)

37.2.1 市場風險(續)

利率風險管理

本集團面臨市場利率變動之風險主要與本集團計息金融資產及金融負債有關。本集團面臨有關浮息銀行存款之現金流量利率風險及有關固定利率應收貸款、借貸及租賃負債之公允價值利率風險。董事繼續監察本集團所面對之利率風險。

本集團所有應收貸款為固定利率，原始到期期限為8個月至5年(二零二三年：12個月)。本集團有策略地為該等應收貸款定價，以反映市場波動及達致合理的利率差。

本集團之固定利率工具對市場利率之任何變動並不敏感。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.2 Financial risk management objectives and policies (Continued)

37.2 財務風險管理目標及政策(續)

37.2.1 Market risk (Continued)

37.2.1 市場風險(續)

Interest rate risk management (Continued)

利率風險管理(續)

Changes in market interest rates may affect the Group's securities margin financing business and the Group mitigates this risk by revising the margin financing rate as and when appropriate.

市場利率變化會影響本集團之證券保證金融資業務，本集團透過在適當情況下更改保證金融資比率舒緩此風險。

Interest rates on bank deposits are relatively low and not expected to change significantly.

銀行存款之利率較低及預期不會有重大變動。

No sensitivity analysis is performed as management does not anticipate significant impact on interest-bearing financial assets resulted from the changes in interest rates and considers the risk is insignificant to the Group.

由於管理層預期利率變動不會對計息金融資產產生重大影響，並認為該風險對本集團而言微不足道，故並無進行敏感度分析。

The Group currently does not have an interest rate hedging policy. However, the management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

本集團目前並無利率對沖政策。然而，管理層監控利率風險，並將於有需要時考慮對沖重大利率風險。

Other price risks

其他價格風險

The Group is exposed to equity price risk mainly through its investment in listed equity and unlisted equity securities. The management manages this exposure by maintaining a portfolio of investments with different risk and return profiles. In addition, the Group has appointed a team to monitor the price risk and will consider hedging the risk exposure should the need arise.

本集團就其於上市股本證券及非上市股本證券之投資面臨股本價格風險。管理層透過維持不同風險及回報組合之投資組合而管理其風險。此外，本集團已委任團隊來監察價格風險，並將於需要時考慮對沖所面臨的風險。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37.2 Financial risk management objectives and policies (Continued)

37.2.1 Market risk (Continued)

Equity price sensitivity analysis

The sensitivity analysis below have been determined based on the exposure to equity price risk at the end of the reporting period.

For equity securities with fair value measurement categorised within Level 1, if equity prices had been 15% higher/lower (2023: 15% higher/lower):

- post-tax loss for the year ended 31 December 2024 would decrease/increase by HK\$1,278,000 (2023: HK\$1,253,000). This is mainly due to the changes in fair value of held-for-trading equity investments.

37.2.2 Credit risk management and impairment assessment

At 31 December 2024, the Group's maximum exposure to credit risk which will cause a financial loss to the Group due to failure to discharge an obligation by the counterparties are arising from the carrying amounts of the respective recognised financial assets as stated in the consolidated statement of financial position.

37. 金融工具(續)

37.2 財務風險管理目標及政策(續)

37.2.1 市場風險(續)

股本價格敏感度分析

下列敏感度分析乃根據於報告期末所面臨的股本價格風險釐定。

對於公允價值計量歸類於第一級的股本證券，倘股本價格上升／下降15% (二零二三年：上升／下降15%)：

- 截至二零二四年十二月三十一日止年度的稅後虧損將減少／增加港幣1,278,000元(二零二三年：港幣1,253,000元)。此乃主要由於持作買賣股本投資公允價值變動所致。

37.2.2 信貸風險管理及減值評估

於二零二四年十二月三十一日，本集團所承受的信貨風險上限(由於對方未能履行責任，因此將為本集團帶來財務虧損)乃來自載列於綜合財務狀況表之各已確認金融資產之賬面值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.2 Financial risk management objectives and policies (Continued)

37.2 財務風險管理目標及政策(續)

37.2.2 Credit risk management and impairment assessment (Continued)

37.2.2 信貸風險管理及減值評估(續)

Trade receivables from non-financial services business

非金融服務業務應收賬 款

For the credit sales of goods to customers, the Group does not have significant concentration of credit risk as at 31 December 2024 and 2023. Management has a credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. Regular review and follow up actions are carried out on overdue amounts to minimise the Group's exposure to credit risk. An ageing analysis of the debtors is prepared on a regular basis and is closely monitored to minimise any credit risk associated with these debtors.

向客戶作出之信貸商品銷售方面，於二零二四年及二零二三年十二月三十一日，本集團並無重大集中信貸風險。管理層已制定信貸政策，並會持續監察此等信貸風險。為降低本集團之信貸風險，本集團定期檢討逾期未付款項並採取跟進行動。本集團定期編製應收款項之賬齡分析，以密切監察此等應收款項，並盡量降低與此等應收款項有關的信貸風險。

The Group rebutted the presumption of default under ECL model for trade receivables that are over 90 days past due and set the default criterion as 365 days past due based on good repayment records for those trade debtors having a continuous business with the Group and the historical payment patterns in Hong Kong. They are assessed based on their probability of default and exposure of default with reference to historical debt collection experience, adjusted by current and forward-looking factors.

本集團根據與本集團有持續業務的貿易債務人在香港的良好還款記錄及歷史付款模式，對逾期超過90天的貿易應收款項的預期信貸虧損模式下的違約推定進行反駁，並將違約標準設定為逾期365天。他們的評估根據他們的違約概率及違約風險，並參考以往的收債經驗，經當前及前瞻性因素調整。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37.2 Financial risk management objectives and policies (Continued)

37.2.2 Credit risk management and impairment assessment (Continued)

Trade receivables from non-financial services business (Continued)

No credit evaluations are performed for retail customers that transact in cash, Octopus or via major credit cards. The Group's trade receivables in connection with sales settled through delivery service platforms are with high credit rating and have no past default history. Given that these assets are short-term in nature and the probability of default is negligible on the basis of high-credit rating issuers, the expected credit loss rates were insignificant and close to zero for the years ended 31 December 2024 and 2023, and accordingly, no loss allowance was recognised in respect of trade receivables.

Trade receivables from financial services business

In respect of trade receivables arising from financial services business, the Group has delegated a team responsible for determination of trading limits, trading approvals and other monitoring procedures to ensure that follow-up action is taken to recover outstanding balances. In addition, the Group reviews the recoverable amount of each individual receivable at the end of each of reporting period to ensure that adequate impairment losses are made for irrecoverable amounts. Margin calls are made when the outstanding balances due from clients exceed their respective limits with consideration of the quality, liquidity and price volatility of individual stock, and the transaction history and credibility of the clients. Failure to meet margin calls may result in the prohibition from further purchase of securities or liquidation of the client's positions on a case-by-case basis.

37. 金融工具(續)

37.2 財務風險管理目標及政策(續)

37.2.2 信貸風險管理及減值評估(續)

非金融服務業務應收賬款(續)

對於以現金、八達通或主要信用卡進行交易的零售客戶，本集團不會進行信貸評估。本集團與透過外賣服務平台結算的銷售有關的應收賬款信貸評級甚高，並無過往拖欠記錄。鑒於該等資產屬短期性質，而發行人信貸評級甚高，違約的可能性微不足道，因此截至二零二四年及二零二三年十二月三十一日止年度，預期信貸虧損率為不重大及近乎零，故並無就應收賬款計提虧損撥備。

金融服務業務應收賬款

就金融服務業務產生之應收賬款而言，本集團管理層已指派一支團隊，負責釐定交易限額、交易批核及其他監控程序，以確保採取跟進行動收回未償還結餘。此外，本集團會於各報告期末審閱每筆個別應收款項之可收回金額，確保已就不可收回金額作出足夠減值虧損。經考慮個別股份質素、流動資金及股價波幅以及客戶交易歷史及信貸質素，當應收客戶未償還結餘超出其各自之限額時，客戶會被要求追加保證金。未能追加保證金可能導致遭禁止進一步購買證券或按個案基準對客戶平倉。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.2 Financial risk management objectives and policies (Continued)

37.2 財務風險管理目標及政策(續)

37.2.2 Credit risk management and impairment assessment (Continued)

37.2.2 信貸風險管理及減值評 估(續)

Trade receivables from financial services business (Continued)

金融服務業務應收賬款 (續)

Margin clients are required to pledge securities as collaterals to the Group in order to obtain the margin facilities for securities trading. At 31 December 2024, loans to margin clients are secured by clients' securities pledged as collaterals with market value of approximately HK\$169,899,000 (2023: HK\$220,813,000). Management has assessed the market values of the pledged securities of each individual client who has margin shortfall at the end of each reporting period. Based on the assessment, the loss given default is low in view of the estimated realised amount of ultimate disposal of the collaterals and the management considers a reversal of impairment loss of approximately HK\$1,250,000 (2023: impairment loss of approximately HK\$1,250,000) was recognised upon full repayment of margin loans and interests incurred. The margin loans are repayable on demand and bear variable interest at commercial rates. No ageing analysis is disclosed as, in the opinion of the directors of the Company, the ageing analysis does not give additional value in view of the nature of securities margin business.

保證金客戶須抵押證券抵押品予本集團以就證券交易獲得保證金融資。於二零二四年十二月三十一日，保證金客戶貸款由客戶質押作為抵押品的證券作抵押，市值約為港幣169,899,000元(二零二三年：港幣220,813,000元)。管理層已評估於各報告期末有保證金短缺的各個別客戶的已質押證券的市值。根據評估，鑒於最終出售抵押品之估計變現金額，違約所致的損失不大，而管理層認為確認於悉數償還保證金貸款及所產生利息後撥回減值虧損約港幣1,250,000元(二零二三年：減值虧損約港幣1,250,000元)。保證金貸款為按要求償還及按可變商業利率計息。由於本公司董事認為賬齡分析鑒於證券保證金業務的性質而並無賦予額外價值，故並無披露賬齡分析。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37.2 Financial risk management objectives and policies (Continued)

37.2.2 Credit risk management and impairment assessment (Continued)

Trade receivables from financial services business (Continued)

As at 31 December 2024, receivables due from cash clients at the end of the reporting period relate to independent clients that have good track records with the Group or are subsequently settled. When cash clients fail to settle on the settlement date, the Group has the right to sell the purchased securities of the respective transaction. Based on past experience, management believes that no impairment allowance is necessary after taking into consideration the recoverability from the purchased securities and past collection history of each client adjusted by current and forward-looking factors.

Loans and interest receivables

The Group seeks to maintain strict control over its outstanding loans and interest receivables so as to minimise credit risk. The granting of loans is subject to approval by the credit committee, whilst overdue balances are reviewed regularly for recoverability. As at 31 December 2024, loans receivables are charging on effective interest rates mutually agreed with the contracting parties, ranging from 10% to 18% (2023: 10% to 18%) per annum.

At 31 December 2024, loans and interest receivables of approximately HK\$2,051,000 were secured by a car parking space and the residential property in Hong Kong (2023: approximately HK\$1,379,000 was secured by a car parking space in Hong Kong).

37. 金融工具(續)

37.2 財務風險管理目標及政策(續)

37.2.2 信貸風險管理及減值評估(續)

金融服務業務應收賬款(續)

於二零二四年十二月三十一日，於報告期末應收現金客戶的款項與本集團擁有良好往績記錄或其後結算的獨立客戶有關。倘現金客戶未能於結算日進行結算，則本集團有權出售各項交易項下的已購買證券。基於過往經驗，經考慮每名客戶購買證券之可收回性及過往收款紀錄，經當前及前瞻性因素調整，管理層認為無須作出減值撥備。

應收貸款及利息

本集團致力對未償還應收貸款及利息維持嚴格監控，務求將信貸風險減至最低。授出貸款須待信貸委員會批准，方可作實，而逾期結餘定期就可收回性進行檢討。於二零二四年十二月三十一日，應收貸款按訂約方相互協定之實際利率計息，介乎每年10厘至18厘(二零二三年：10厘至18厘)。

於二零二四年十二月三十一日，應收貸款及利息約港幣2,051,000元乃透過香港一個泊車位及住宅物業作抵押(二零二三年：約港幣1,379,000元乃透過香港一個泊車位作抵押)。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.2 Financial risk management objectives and policies (Continued)

37.2 財務風險管理目標及政策(續)

37.2.2 Credit risk management and impairment assessment (Continued)

37.2.2 信貸風險管理及減值評估(續)

Loans and interest receivables (Continued)

應收貸款及利息(續)

Having assessed the loan receivables under the ECL model, as at 31 December 2024, the directors concluded that there has been a significant increase in credit risk of one of the customers (2023: one customer) since initial recognition and loan receivables from six customers (2023: five customers) have been individually impaired by HK\$8,399,000 in total (2023: HK\$6,264,000).

經評估預期信貸虧損模式項下之應收貸款，於二零二四年十二月三十一日，董事總結認為於初步確認以來其中一名客戶(二零二三年：一名客戶)的信貸風險大幅增加，而應收六名客戶(二零二三年：五名客戶)貸款個別減值合共港幣8,399,000元(二零二三年：港幣6,264,000元)除外。

The Group rebutted the presumption of default under ECL model for loans and interest receivables that are over 90 days past due and set the default criterion as 365 days past due based on good repayment records for those loan borrowers having continuous business with the Group. They are assessed individually based on Group's internal credit risk grading assessment and their probability of default and exposure of default with reference to historical credit loss experience, adjusted by current and forward-looking factors.

基於與本集團持續進行業務之貸款借款人還款記錄良好，本集團已推翻逾期超過90日之應收貸款及利息於預期信貸虧損模式下屬違約之假設，並將違約標準設定為逾期365日。根據本集團的內部信貸風險評級評估及其違約可能性及違約風險，經參考過往信貸虧損經驗，並就現有及前瞻性因素調整後作出個別評估。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37.2 Financial risk management objectives and policies (Continued)

37.2.2 Credit risk management and impairment assessment (Continued)

Loans and interest receivables (Continued)

Movements in the Group's impairment loss recognised of loans and interest receivables are as follows:

	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Balance at beginning of the year 年初結餘	6,264	2,314
Impairment loss recognised, net 已確認減值虧損淨額	2,135	3,950
Balance at end of the year 年末結餘	8,399	6,264

37. 金融工具(續)

37.2 財務風險管理目標及政策(續)

37.2.2 信貸風險管理及減值評估(續)

應收貸款及利息(續)

就本集團應收貸款及利息確認之減值虧損變動如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.2 Financial risk management objectives and policies (Continued)

37.2 財務風險管理目標及政策(續)

37.2.2 Credit risk management and impairment assessment (Continued)

37.2.2 信貸風險管理及減值評 估(續)

Other financial assets

其他金融資產

For other receivables, trust bank accounts and cash and cash equivalents, the Group performs impairment assessment under ECL model application of HKFRS 9 based on 12 month ECL.

對於其他應收款項、信託銀行賬戶及現金及現金等價物，本集團根據香港財務報告準則第9號之預期信貸虧損模式應用按12個月預期信貸虧損進行減值評估。

The credit risk on deposits and other receivables is limited because the counterparties have no historical default record and the directors expect that the general economic conditions will not significantly changed for the 12 months after the reporting date.

按金及其他應收款項之信貸風險有限，原因是交易對手方並無過往違約記錄，且董事預期總體經濟狀況於報告日期後12個月將不會出現重大變動。

The credit risk on trust bank accounts and cash and cash equivalents are limited because the counterparties are banks with high credit ratings assigned by international credit-rating agencies.

信託銀行賬戶及現金及現金等價物之信貸風險有限，原因是交易對手方均為國際信貸評級機構賦予高信貸評級之銀行。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.2 Financial risk management objectives and policies (Continued)

37.2 財務風險管理目標及政策(續)

37.2.2 Credit risk management and impairment assessment (Continued)

37.2.2 信貸風險管理及減值評估(續)

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

本集團內部信貸風險分級評估包括以下類別：

Internal credit rating	Description	Trade receivables	Other financial assets/ other items
內部信貸評級	說明	應收賬款	其他金融資產/ 其他項目
Low risk	The counterparty has a low risk of default and does not have any past-due amounts	Lifetime ECL – not credit-impaired	12-month ECL
低風險	交易對手方的違約風險較低，且並無任何逾期款項	存續期預期信貸虧損 – 未發生信貸減值	12個月預期信貸虧損
Watch list	Debtor frequently repays after due dates but usually settle after due date	Lifetime ECL – not credit-impaired	12-month ECL
監察名單	債務人經常在到期日後還款，但通常於到期日後結算	存續期預期信貸虧損 – 未發生信貸減值	12個月預期信貸虧損
Doubtful	There have been significant increases in credit risk since initial recognition through information developed internally or external resources	Lifetime ECL – not credit-impaired	Lifetime ECL – not credit-impaired
存疑	根據內部生成或外部來源所得資料，自初始確認以來信貸風險顯著增加	存續期預期信貸虧損 – 未發生信貸減值	存續期預期信貸虧損 – 未發生信貸減值
Loss	There is evidence indicating the asset is credit-impaired	Lifetime ECL – credit-impaired	Lifetime ECL – credit-impaired
虧損	有證據顯示有關資產已發生信貸減值	存續期預期信貸虧損 – 已發生信貸減值	存續期預期信貸虧損 – 已發生信貸減值
Write-off	There is evidence indicating that the debtor is in service financing difficulty and the Group has no realistic prospect of recovery	Amount is written off	Amount is written off
撇銷	有證據顯示債務人陷入嚴重的財務困難且本集團不認為日後可收回有關款項	撇銷有關金額	撇銷有關金額

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.2 Financial risk management objectives and policies (Continued)

37.2 財務風險管理目標及政策(續)

37.2.2 Credit risk management and impairment assessment (Continued)

37.2.2 信貸風險管理及減值評估(續)

The tables below detail the major credit risk exposures of the Group's financial assets, which are subject to ECL assessment:

下表詳載根據預期信貸虧損評估的本集團金融資產面臨的主要信貸風險：

	Note	External credit rating	Internal credit rating	12-month or lifetime ECL 12個月或存續期 預期信貸虧損	2024 二零二四年		2023 二零二三年	
					Gross carrying amount		Gross carrying amount	
					賬面總值		賬面總值	
					HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
Financial assets at amortised cost 按攤銷成本計量之金融資產								
Loans and interest receivables 應收貸款及利息	25	N/A 不適用	Low risk 低風險	12-month ECL 12個月預期信貸虧損	1,475		4,445	
			Watch list 監察名單	12-month ECL 12個月預期信貸虧損	700		1,401	
			Loss 虧損	Credit-impaired 信貸減值	10,143	12,318	6,176	12,022
Trust bank accounts 信託銀行賬戶	27	AA+	Low risk 低風險	12-month ECL 12個月預期信貸虧損	21,459	21,459	17,230	17,230
Cash and cash equivalents 現金及現金等價物	27	AA+	Low risk 低風險	12-month ECL 12個月預期信貸虧損	25,889	25,889	27,586	27,586
Deposits and other receivables 按金及其他應收款項	26	N/A 不適用	Low risk 低風險	12-month ECL 12個月預期信貸虧損	11,939	11,939	13,754	13,754
Trade receivables – Non-financial services business 應收賬款 – 非金融服務業務	24	N/A 不適用	(Note) (附註)	Lifetime ECL (provision matrix) 存續期預期信貸虧損 (撥備矩陣)	772	772	1,491	1,491
Trade receivables – Financial services business 應收賬款 – 金融服務業務	24	N/A 不適用	Watch list 監察名單	Lifetime ECL (not credit impaired) 存續期預期信貸虧損 (並無信貸減值)	51,776		53,242	
			Loss 虧損	Credit-impaired 信貸減值	-	51,776	1,250	54,492

Note:

For trade receivables from non-financial services business, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for debtors with credit-impaired, the Group determines the expected credit losses on these items by using a provision matrix, grouped by past due status.

附註：

對於來自非金融服務業務之應收賬款而言，本集團已採用香港財務報告準則第9號的簡易方法計量於存續期預期信貸之虧損撥備。除具備信貸減值之應收賬款外，本集團使用逾期狀態分組的撥備矩陣釐定該等項目的預期信貸虧損。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37.2 Financial risk management objectives and policies (Continued)

37.2.2 Credit risk management and impairment assessment (Continued)

Note: (Continued)

As part of the Group's credit risk management, the Group uses debtors' ageing to assess the impairment for its customers in relation to food and beverage business, alcoholic beverage distribution and miscellaneous business, and provision of children education services, because these customers consist of a large number of small customers with common risk characteristics that are representative of the customers' abilities to pay all amounts due in accordance with the contractual terms. The following table provides information about the exposure to credit risk for trade receivables which are assessed based on provision matrix within lifetime ECL (not credit impaired).

Gross carrying amount

		2024 二零二四年		2023 二零二三年	
		Average loss rate 平均虧損率	Trade receivables 應收賬款 HK\$'000 港幣千元	Average loss rate 平均虧損率	Trade receivables 應收賬款 HK\$'000 港幣千元
Current (not past due)	即期(未逾期)	0%	772	0%	1,491

The estimated loss rates are estimated based on historical observed default rates over the expected life of the debtors and are adjusted for forward-looking information that is available without undue cost or effort. The grouping is regularly reviewed by management to ensure relevant information about specific debtors is updated.

During the years ended 31 December 2024 and 2023, no impairment loss of trade receivables is provided based on the provision matrix.

37. 金融工具(續)

37.2 財務風險管理目標及政策(續)

37.2.2 信貸風險管理及減值評估(續)

附註：(續)

作為本集團信貸風險管理的一部分，由於該等客戶包括大量具共同風險特徵的小客戶，而該等風險乃反應客戶根據合約條款支付所有金額的能力，因此本集團使用應收賬款賬齡就食品及飲料業務、酒精飲料分銷及雜項業務，以及提供兒童教育服務評估其客戶之減值。下表提供於存續期逾期信貸虧損內根據撥備矩陣評估的有關應收賬款面對的信貸風險之資料(並無信貸減值)。

賬面總值

估計虧損率乃按賬款預期年期的過往觀察違約率，並就無需付出過多成本或努力即可得的前瞻性資料作出調整後估計所得。有關分組乃定期由管理層審閱，以確保有關特定賬款資料已更新。

於截至二零二四年及二零二三年十二月三十一日止年度，概無根據撥備矩陣計提應收賬款減值撥備。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.2 Financial risk management objectives and policies (Continued)

37.2 財務風險管理目標及政策(續)

37.2.3 Liquidity risk management

37.2.3 流動資金風險管理

Ultimate responsibility for liquidity risk management rests with the board of directors, which has built an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements.

董事會承擔流動資金風險管理之最終責任，其已就管理本集團短期、中期及長期資金及流動資金管理需求建立一套適合之流動資金風險管理框架。

The Group's policy is to regularly monitor current and expected liquidity requirements to ensure that it maintains sufficient reserves of cash to meet its liquidity requirements in the short and long term.

本集團的政策為定期監察現時及預期流動資金需求，確保其維持充足現金儲備滿足其短期及長期流動資金需求。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.2 Financial risk management objectives and policies (Continued)

37.2 財務風險管理目標及政策(續)

37.2.3 Liquidity risk management (Continued)

37.2.3 流動資金風險管理(續)

The following table details, the maturity profile of the Group's financial liabilities at the end of the reporting period, based on the contractual undiscounted payments.

下表詳列本集團於報告期末根據合約未貼現款項之金融負債到期組合。

		Effective interest rate 實際平均利率	Over 1 year	Over 2 years	Total	
			but not more than 2 years	but not more than 5 years	contractual undiscounted cash flows	Total carrying amounts
			HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
At 31 December 2024	於二零二四年十二月三十一日					
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	應付賬款及其他應付款項	N/A 不適用	45,186	-	45,186	45,186
Other borrowings	其他借貸	10%-12%	23,651	-	23,651	22,085
Lease liabilities	租賃負債	5.63%-8.73%	27,106	10,248	38,800	36,898
			95,943	10,248	107,637	104,169
At 31 December 2023	於二零二三年十二月三十一日					
Non-derivative financial liabilities	非衍生金融負債					
Trade and other payables	應付賬款及其他應付款項	N/A 不適用	41,071	-	41,071	41,071
Other borrowings	其他借貸	10%	1,003	10,750	11,753	10,052
Lease liabilities	租賃負債	5.63%-8.73%	27,673	20,567	54,811	51,275
			69,747	31,317	107,635	102,398

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.3 Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purpose. The directors of the Company determine the appropriate valuation techniques and inputs for fair value measurements.

In estimating the fair value, the Group uses market-observable data to the extent it is available. For instruments with significant unobservable inputs under Level 3, the Group engages independent qualified valuers to perform the valuation. The directors work closely with the independent qualified valuers to establish the appropriate valuation techniques and inputs to the model.

Fair value of financial assets and financial liabilities that are measured at fair value on a recurring basis

Fair value hierarchy

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
<i>Financial assets included in Level 1</i> Financial assets at FVTPL	包括於第一層級之金融資產 按公允價值計入損益之金融資產	10,200	10,007
<i>Financial assets included in level 2</i> Financial assets at FVTOCI	包括於第二層級之金融資產 按公允價值計入其他全面收益之金融資產	2,759	4,362
<i>Financial assets included in Level 3</i> Financial assets at FVTPL	包括於第三層級之金融資產 按公允價值計入損益之金融資產	87	87

There was no transfer for the year ended 31 December 2024 and 2023.

37.3 金融工具之公允價值計量

就財務報告目的而言，本集團部分金融工具以公允價值計量。本公司董事會釐定適用於計量公允價值之估值技術及輸入值。

於評估公允價值時，本集團盡可能使用可觀察市場數據。對於第三層級項下具有重大不可觀察輸入數據的工具，本集團委聘獨立合資格估值師進行估值。董事與獨立合資格估值師密切合作以適用之估值技巧及輸入值設立模型。

按循環基準計量公允價值之金融資產及金融負債之公允價值

公允價值層級

截至二零二四年及二零二三年十二月三十一日止年度並無轉移。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37.3 Fair value measurements of financial instruments (Continued)

The details of movements in fair value measurements in Level 3 are as follows:

Reconciliation of Level 3 fair value measurements

		2024 二零二四年 Financial assets at FVTPL 按公允價值 計入損益之 金融資產 HK\$'000 港幣千元	2023 二零二三年 Financial assets at FVTPL 按公允價值 計入損益之 金融資產 HK\$'000 港幣千元
At beginning of the year	於年初	87	1,027
Change in fair value recognised in profit or loss (included in change in fair value of financial assets at FVTPL)	於損益確認之公允價值變動 (按公允價值計入損益金融資產之公允價值變動)	-	(940)
At end of the year	於年末	87	87

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

37. 金融工具(續)

37.3 金融工具之公允價值計量(續)

第三層級公允價值計量變動之詳情如下：

第三層級公允價值計量之對賬

於二零二四年及二零二三年十二月三十一日，本集團並無任何按公允價值計量的金融負債。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.3 Fair value measurements of financial instruments (Continued)

37.3 金融工具之公允價值計量(續)

Reconciliation of Level 3 fair value measurements (Continued)

第三層級公允價值計量之對賬 (續)

The valuation technique was based on the market approach during the year ended 31 December 2023. The directors believe that the estimated fair values resulting from the valuation techniques, which are recorded in the consolidated statement of financial position, and the related changes in fair values, which are recorded in the consolidated statement of profit or loss and other comprehensive income, are reasonable, and that they were the most appropriate values at the end of the reporting period.

截至二零二三年十二月三十一日止年度，估值方法乃基於市場法。董事認為估值方法得出之估計公允價值(計入綜合財務狀況表)及相關公允價值變動(計入綜合損益及其他全面收益表)屬合理，亦為報告期末最適當之價值。

Fair value of financial assets and financial liabilities that are carried at other than fair value

按公允價值以外計量之金融資產及金融負債之公允價值

The directors consider that the carrying amounts of the Group's financial assets and liabilities carried at cost or amortised cost are not materially different from their fair values as at 31 December 2024 and 2023.

董事認為本集團按成本或攤銷成本計量之金融資產及負債之賬面值與其於二零二四年及二零二三年十二月三十一日之公允價值並無重大差異。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37.3 Fair value measurements of financial instruments (Continued)

Financial assets and financial liabilities offsetting

The disclosures set out in the tables below include financial assets and financial liabilities that are subject to an enforceable master netting arrangement or similar agreement.

Under the agreement of continuous net settlement made between the Group and HKSCC, the Group has a legally enforceable right to set off the money obligations receivable and payable with HKSCC on the same settlement date and the Group intends to settle on a net basis. In addition, the Group has a legally enforceable right to set off the trade receivable from and payables to cash clients that are due to be settled on the same date and the Group intends to settle these balances on a net basis.

37. 金融工具(續)

37.3 金融工具之公允價值計量(續)

金融資產與金融負債對銷

下表所載之披露包括受可強制執行淨額結算安排或類似協議所規限之金融資產及金融負債。

根據本集團與香港結算之間作出之持續淨額結算協議，本集團擁有合法可強制執行權利，以在相同結算日與香港結算抵銷應收及應付貨幣責任，而本集團擬按淨額基準結算。此外，本集團有合法可強制執行權利於同日抵銷應付及結欠有關現金客戶的到期應收賬款及應付賬款，而本集團擬按淨額基準結算該等結餘。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

37. FINANCIAL INSTRUMENTS (Continued)

37. 金融工具(續)

37.3 Fair value measurements of financial instruments (Continued)

37.3 金融工具之公允價值計量(續)

Financial assets and financial liabilities offsetting (Continued)

金融資產與金融負債對銷(續)

		Gross amounts of recognised financial assets (liabilities)	Gross set off in the consolidated statement of financial position 於綜合財務 狀況表內 已確認 金融資產 (負債)之 總額	Net amounts of financial assets (liabilities) presented in the consolidated statement of financial position 於綜合財務 狀況表內 呈列之 金融資產 (負債)淨額	Related amounts not offset in the consolidated statement of financial position 概無於綜合財務狀況表內抵銷之相關金額		Net amount
					Financial instruments	Collateral received	
		HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元	HK\$'000 港幣千元
2024	二零二四年						
Financial assets	金融資產						
Trade receivables from clearing house and cash clients	來自結算所及現金客戶之 應收賬款	7,548	30	7,578	-	-	7,578
Financial liabilities	金融負債						
Trade payables to clearing house and cash clients	向結算所及現金客戶之 應付賬款	(20,091)	(30)	(20,121)	-	-	(20,121)
2023	二零二三年						
Financial assets	金融資產						
Trade receivables from clearing house and cash clients	來自結算所及現金客戶之 應收賬款	2,186	-	2,186	-	-	2,186
Financial liabilities	金融負債						
Trade payables to clearing house and cash clients	向結算所及現金客戶之 應付賬款	(16,750)	-	(16,750)	-	-	(16,750)

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

38. DISPOSAL OF SUBSIDIARIES

For the year ended 31 December 2024

(a) Disposal of Way Union Development Limited (“Way Union”) and its subsidiary

On 24 September 2024, City Ally Holdings Limited (“City Ally”), a direct wholly-owned subsidiary of the Company, as seller, and a company incorporated in Hong Kong with limited liability, an independent third party as purchaser completed the disposal by City Ally of its 100% equity interest in Way Union and its subsidiary to the purchaser, at an aggregate cash consideration of HK\$20,000. The assets, liabilities and gain on disposal of Way Union and its subsidiary as at the date of disposal are as follows:

		HK\$'000 港幣千元
Cash and cash equivalents	現金及現金等價物	2
Total net assets	資產淨值總額	2
Gain arising on disposal	由出售產生的收益	
Consideration	代價	20
Less: Net assets disposed	減：已出售的資產淨值	(2)
Gain on disposal	出售收益	18

38. 出售附屬公司

截至二零二四年十二月三十一日止年度

(a) 出售Way Union Development Limited(「Way Union」)及其附屬公司

於二零二四年九月二十四日，本公司之直接全資附屬公司City Ally Holdings Limited(「City Ally」)(作為賣方)與一間於香港註冊成立之有限公司(一名獨立第三方，作為買方)完成由City Ally向買方出售其於Way Union及其附屬公司100%股權，現金總代價為港幣20,000元。Way Union及其附屬公司於出售日期的資產、負債及出售收益如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

38. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2023

(b) Disposal of Talent Ford Group Limited (“Talent Ford”) and its subsidiary

On 10 March 2023, City Ally Holdings Limited (“City Ally”), a direct wholly-owned subsidiary of the Company, as seller, and a company incorporated in Hong Kong with limited liability, an independent third party as purchaser completed the disposal by City Ally of its 100% equity interest in Talent Ford and its subsidiary to the purchaser, at an aggregate cash consideration of HK\$1,300,000. The assets, liabilities and gain on disposal of Talent Ford and its subsidiary as at the date of disposal are as follows:

38. 出售附屬公司(續)

截至二零二三年十二月三十一日止年度

(b) 出售 Talent Ford Group Limited (「Talent Ford」) 及其附屬公司

於二零二三年三月十日，本公司之直接全資附屬公司聯城控股有限公司(「聯城」)(作為賣方)與一家於香港註冊成立之有限公司(為一名獨立第三方(作為買方))完成由聯城向買方出售其於Talent Ford及其附屬公司的100%股權，總現金代價為港幣1,300,000元。於出售日期，出售Talent Ford及其附屬公司的資產、負債及收益如下：

		HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	984
Total net assets	資產淨值總額	984
Gain arising on disposal	出售收益	
Consideration	代價	1,300
Less: Net assets disposed	減：已出售資產淨值	(984)
Gain on disposal	出售收益	316

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

38. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2023 (Continued)

(c) Disposal of Surplus Jade International Limited (“Surplus Jade”) and its subsidiary

On 17 March 2023, City Ally Holdings Limited (“City Ally”), a direct wholly-owned subsidiary of the Company, as seller, and a company incorporated in Hong Kong with limited liability, an independent third party as purchaser completed the disposal by City Ally of its 100% equity interest in Surplus Jade and its subsidiary to the purchaser, at an aggregate cash consideration of HK\$450,000. The assets, liabilities and gain on disposal of Surplus Jade and its subsidiary as at the date of disposal are as follows:

		HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	—
Total net assets	資產淨值總額	—
Gain arising on disposal	出售收益	
Consideration	代價	450
Less: Net assets disposed	減：已出售資產淨值	—
Gain on disposal	出售收益	450

38. 出售附屬公司(續)

截至二零二三年十二月三十一日止年度(續)

(c) 出售 Surplus Jade International Limited (「Surplus Jade」)及其附屬公司

於二零二三年三月十七日，本公司之直接全資附屬公司聯城控股有限公司(「聯城」)(作為賣方)與一家於香港註冊成立之有限公司(為一名獨立第三方(作為買方))完成由聯城向買方出售其於Surplus Jade及其附屬公司的100%股權，總現金代價為港幣450,000元。於出售日期，出售Surplus Jade及其附屬公司的資產、負債及收益如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

38. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2023 (Continued)

(d) Disposal of Circle Trend Group Limited (“Circle Trend”) and its subsidiary

On 30 March 2023, City Ally Holdings Limited (“City Ally”), a direct wholly-owned subsidiary of the Company, as seller, and a company incorporated in Bermuda with limited liability, an independent third party as purchaser completed the disposal by City Ally of its 100% equity interest in Circle Trend and its subsidiary to the purchaser, at an aggregate cash consideration of HK\$925,000. The assets, liabilities and gain on disposal of Circle Trend and its subsidiary as at the date of disposal are as follows:

38. 出售附屬公司(續)

截至二零二三年十二月三十一日止年度(續)

(d) 出售Circle Trend Group Limited(「Circle Trend」)及其附屬公司

於二零二三年三月三十日，本公司之直接全資附屬公司聯城控股有限公司(「聯城」)(作為賣方)與一家於百慕達註冊成立之有限公司(為一名獨立第三方(作為買方))完成由聯城向買方出售其於Circle Trend及其附屬公司的100%股權，總現金代價為港幣925,000元。於出售日期，出售Circle Trend及其附屬公司的資產、負債及收益如下：

		HK\$'000 港幣千元
Property, plant and equipment	物業、廠房及設備	518
Total net assets	資產淨值總額	518
Gain arising on disposal	出售收益	
Consideration	代價	925
Less: Net assets disposed	減：已出售資產淨值	(518)
Gain on disposal	出售收益	407

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

38. DISPOSAL OF SUBSIDIARIES (Continued)

For the year ended 31 December 2023 (Continued)

(e) Partial disposal of a subsidiary without loss of control

On 4 April 2023, Happy Laughter International Limited (“**Happy Laughter**”), an indirectly wholly-owned subsidiary of the Company, as seller, and a non-controlling shareholder as purchaser completed the disposal by Happy Laughter of its 15.9% equity interest in Wealthy Leader Limited to the purchaser, at an aggregate cash consideration of approximately HK\$3,000. The transaction was completed in April and the consideration was received during the year ended 31 December 2023. Wealthy Leader Limited remains as a subsidiary of the Group after the completion of the transaction, The effect of the partial disposal attributable to Wealthy Leader Limited’s shareholders is summarised as follows:

38. 出售附屬公司(續)

截至二零二三年十二月三十一日止年度(續)

(e) 部份出售一間附屬公司權益

於二零二三年四月四日，本公司之間接全資附屬公司Happy Laughter International Limited (「**Happy Laughter**」，作為賣方)與一非控股股東(作為買方)完成由Happy Laughter向買方出售鋒昇有限公司15.9%股權，現金總代價約為港幣3,000元。是項交易已於四月完成，並已於截至二零二三年十二月三十一日止年度收取代價。鋒昇有限公司在是項交易完成後仍為本集團附屬公司。鋒昇有限公司股東應佔部份出售之影響概述如下：

		2023 二零二三年 HK\$'000 港幣千元
Consideration from non-controlling interest	來自非控股權益之代價	3
Less: carrying amount of non-controlling interest net liabilities disposal of	減：非控股權益之賬面值扣除所出售負債	(27)
Gain on disposal debited to accumulated losses	出售收益計入累計虧損	30

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

39. 融資活動產生之負債對賬

The table below details changes in the Group's liabilities arising from financing activities. Liabilities arising from financing activities are those for which cash flow were, or future cash flows will be classified in the Group's consolidated statement of cash flows from financing activities.

下表詳列本集團自融資活動產生之負債變動詳情。融資活動產生之負債為融資活動產生之已於或將於本集團綜合現金流量表分類之現金流量或未來現金流量。

		Other borrowings 其他借貸 (Note 29) (附註29) HK\$'000 港幣千元	Lease liabilities 租賃負債 (Note 31) (附註31) HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2023	於二零二三年 一月一日	20,054	31,030	51,084
Changes from financing cash flows:	融資現金流量變動：			
Repayment of lease liabilities	償還租賃負債	-	(24,530)	(24,530)
Proceeds from other borrowings	其他借貸所得款項	10,000	-	10,000
Repayment of other borrowings	償還其他借貸	(20,000)	-	(20,000)
Other changes:	其他變動：			
New leases entered	已訂立新租賃	-	44,775	44,775
Interest expenses	利息開支	1,296	2,813	4,109
Interest paid	已付利息	(1,298)	(2,813)	(4,111)
At 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日	10,052	51,275	61,327
Changes from financing cash flows:	融資現金流量變動：			
Repayment of lease liabilities	償還租賃負債	-	(27,306)	(27,306)
Proceeds from other borrowings	其他借貸所得款項	17,800	-	17,800
Repayment of other borrowings	償還其他借貸	(5,800)	-	(5,800)
Other changes:	其他變動：			
New leases entered	已訂立新租賃	-	12,929	12,929
Interest expenses	利息開支	1,779	2,646	4,425
Interest paid	已付利息	(1,746)	(2,646)	(4,392)
At 31 December 2024	於二零二四年 十二月三十一日	22,085	36,898	58,983

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

40. RELATED PARTY TRANSACTIONS

Save as disclosed elsewhere in these consolidated financial statements, the Group had the following transactions with related parties during the year:

(a) Transactions with related parties

Related party 關聯方	Nature of transaction 交易性質	Notes 附註	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Mr. Ng Man Chun Paul (Director) 吳文俊先生(董事)	Commission income from securities dealing 證券買賣之佣金收入	(i)	1	4
Mr. Ng Ting Ho (Director) 吳廷浩先生(董事)	Commission income from securities dealing 證券買賣之佣金收入	(i)	–	8
Mr. Ng Ting Kit (Shareholder) and his close family members 吳廷傑先生(股東)及其近親	Commission income from securities dealing 證券買賣之佣金收入	(i)	1	7
Companies controlled by Mr. Ng Ting Kit (Shareholder) and his close family member 吳廷傑先生(股東)及其近親 控制之公司	Commission income from securities dealing 證券買賣之佣金收入	(i)	–	2
Mr. Chan Chi Fung (Director) and his close family members 陳志鋒先生(董事)及其近親	Commission income from securities dealing 證券買賣之佣金收入	(i)	2	8

Note:

- (i) The commission income from securities dealing was calculated at rates ranged from 0.03% to 0.25% (2023: 0.03% to 0.25%).

40. 關聯方交易

除該等綜合財務報表其他地方所披露者外，本集團於本年度與關聯方進行之交易如下：

(a) 與關聯方交易

附註：

- (i) 證券買賣之佣金收入按界乎0.03%至0.25%(二零二三年：0.03%至0.25%)之費率計算。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

40. RELATED PARTY TRANSACTIONS (Continued)

40. 關聯方交易(續)

(b) Outstanding balances with related parties

(b) 與關聯方之未結付結餘

Included in the trade receivables and payables arising from the ordinary course of business of the financial services business are amounts due from/(to) certain related parties, the details of which are as follows:

計入於金融服務業務的一般業務過程中產生之應收賬款及應付賬款，為應收／(應付)若干關聯方之款項，詳情如下：

Related party 關聯方	Nature of account 戶口性質	2024	2023
		二零二四年 HK\$'000 港幣千元	二零二三年 HK\$'000 港幣千元
Mr. Ng Man Chun Paul (Director) 吳文俊先生(董事)	Cash account 現金戶口	(4)	(14)
	Margin account 保證金戶口	(5)	(21)
Mr. Ng Ting Ho (Director) 吳廷浩先生(董事)	Cash account 現金戶口	(15)	(9)
	Margin account 保證金戶口	(37)	(37)
Mr. Ng Ting Kit (Shareholder) and his close family members 吳廷傑先生(股東)及其近親	Cash account 現金戶口	(204)	(550)
	Margin account 保證金戶口	(7)	(7)
Companies controlled by Mr. Ng Ting Kit (Shareholder) and his close family members 吳廷傑先生(股東)及其近親控制 之公司	Cash account 現金戶口	(52)	(52)
	Margin account 保證金戶口	(1)	(7)
Mr. Chan Chi Fung (Director) and his close family members 陳志鋒先生(董事)及其近親	Cash account 現金戶口	(29)	(43)
	Margin account 保證金戶口	(4)	(12)

The outstanding balances of cash accounts above represent the net balance of trading accounts at the end of the reporting period.

於報告期末，上述現金戶口之未結付結餘指交易賬戶之淨餘額。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

40. RELATED PARTY TRANSACTIONS (Continued)

(c) Compensation of key management personnel

The remuneration of key management during the year was as follows:

	2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Salaries, allowances and benefit in kind 薪金、津貼及實物福利	2,772	4,419
Contributions to retirement benefit schemes 退休福利計劃供款	79	79
	2,851	4,498

40. 關聯方交易(續)

(c) 主要管理層人士之酬金

本年度，主要管理層之薪酬如下：

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY AND RESERVE MOVEMENT 41. 本公司財務狀況表及儲備變動

Statement of financial position of the Company

本公司財務狀況表

		2024 二零二四年 HK\$'000 港幣千元	2023 二零二三年 HK\$'000 港幣千元
Non-current asset	非流動資產		
Investments in subsidiaries	於附屬公司的投資	1,557	1,557
Current assets	流動資產		
Deposits, prepayments and other receivables	按金、預付款項及其他應收款項	395	549
Amounts due from subsidiaries	應收附屬公司款項	98,683	121,806
Cash and cash equivalents	現金及現金等價物	341	208
		99,419	122,563
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	31,611	31,566
Loan from a subsidiary	附屬公司貸款	15,000	12,000
Other payables and accruals	其他應付款項及預提費用	1,360	1,454
Other borrowing	其他借貸	5,000	-
		52,971	45,020
Net current assets	流動資產淨值	46,448	77,543
Non-current liabilities	非流動負債		
Employee benefit obligations	僱員福利責任	30	19
		30	19
Net assets	資產淨值	47,975	79,081
Capital and reserves	資本及儲備		
Share capital	股本	903	7,529
Reserves	儲備	47,072	71,552
Total equity	權益總額	47,975	79,081

The statement of financial position of the Company was approved and authorised for issue by the board of directors on 24 March 2025 and are signed on its behalf by:

本公司之財務狀況表已於二零二五年三月二十四日經董事會批准及授權刊發，並由下列董事代表簽署：

Director
董事

Mr. Ng Man Chun Paul
吳文俊先生

Director
董事

Mr. Ng Ting Ho
吳廷浩先生

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

41. STATEMENT OF FINANCIAL POSITION OF THE COMPANY AND RESERVE MOVEMENT (Continued) 41. 本公司財務狀況表及儲備變動(續)

Movement in the Company's reserve

本公司儲備變動

		Share premium 股份溢價 HK\$'000 港幣千元	Contributed surplus 繳入盈餘 HK\$'000 港幣千元	Capital reserve 資本儲備 HK\$'000 港幣千元	Accumulated losses 累計虧損 HK\$'000 港幣千元	Total 合計 HK\$'000 港幣千元
Balance at 1 January 2023	於二零二三年一月一日之結餘	212,905	153,551	77,317	(375,904)	67,869
Profit and total comprehensive income for the year	本年度溢利及全面收益總額	-	-	-	3,683	3,683
Balance at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日之結餘	212,905	153,551	77,317	(372,221)	71,552
Loss for the year	本年度虧損	-	-	-	(37,586)	(37,586)
Other comprehensive income for the year:	本年度其全面收益：					
Remeasurement of employee benefit obligations	重新計量僱員福利責任	-	-	-	1	1
Loss and total comprehensive expense for the year	本年度虧損及全面開支總額	-	-	-	(37,585)	(37,585)
Issue of placing shares	發行配售股份	5,270	-	-	-	5,270
Transaction costs attributable to issue of shares	歸屬於發行股份的交易成本	(297)	-	-	-	(297)
Capital reorganisation	股本重組	-	8,132	-	-	8,132
Balance at 31 December 2024	於二零二四年十二月三十一日之結餘	217,878	161,683	77,317	(409,806)	47,072

Contingent liabilities

As of 31 December 2024 and 2023, the Company has issued a corporate guarantee in respect of other borrowing made by an independent third party to a subsidiary. The fair value of the guarantee has not been provided for in the Company's financial statements as the directors of the Company consider the amount involved to be insignificant.

或然負債

截至二零二四年及二零二三年十二月三十一日，本公司就一名獨立第三方向一間附屬公司授出的其他借貸發出公司擔保。由於本公司董事認為所涉金額並不重大，故並無在本公司的財務報表計提就該擔保的公允價值。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

42. EVENTS AFTER THE REPORTING PERIOD

- (a) On 31 December 2024, the Company proposes to raise not more than HK\$15,585,065 before expenses by way of the Rights Issue to the Shareholders (on the basis that no Shares are issued or repurchased on or before the Record Date). The Rights Issue is not underwritten and involves the issue of up to 45,174,100 Rights Shares (on the basis that no Shares are issued or repurchased on or before the Record Date) at the Subscription Price of HK\$0.345 per Rights Share on the basis of one (1) Rights Share for every two (2) existing Shares in issue on the Record Date.

The prospectus regarding the Rights Issue was dated 28 January 2025. The Rights Issue was completed on 7 March 2025 and 45,174,100 Rights Shares were issued and the gross proceeds arose from the Rights Issue are HK\$15,585,065. The details of the results of the Rights Issue were set out in the Company's announcement dated 6 March 2025.

42. 報告期後事項

- (a) 於二零二四年十二月三十一日，本公司擬通過向股東供股的方式籌集不超過港幣15,585,065元(未扣除開支)(基於在記錄日期或之前並無發行或購回股份)。供股並無包銷，涉及按認購價每股供股股份港幣0.345元發行最多45,174,100股供股股份(基於在記錄日期或之前並無發行或購回股份)，基準為於記錄日期每持有兩(2)股現有已發行股份獲發一(1)股供股股份。

有關供股的供股章程日期為二零二五年一月二十八日。供股已於二零二五年三月七日完成，並已發行45,174,100股供股股份，供股所得款項總額為港幣15,585,065元。供股結果詳情載於本公司日期為二零二五年三月六日的公告。

Notes to the Consolidated Financial Statements (Continued)

綜合財務報表附註(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

42. EVENTS AFTER THE REPORTING PERIOD (Continued)

- (b) On 27 January 2025, a subsidiary of the Company received a letter from the Henderson Leasing Agency Limited demanding payment of the aggregated sum approximately HK\$1,609,000 including both the outstanding rental expenses and overdue interests starting from 1 September 2024 to 24 January 2025.

Balance of approximately HK\$1,252,000 was included in the trade and other payables as at 31 December 2024.

Given that the litigation is still at a preliminary stage and has not gone into substantive pleading stage, and having considered the alleged claims and consulted with the Company's legal advisers, the Directors are of the view that (i) it is premature to assess the possible outcome of any further claim which is pending, either individually or on a combined basis; (ii) it is uncertain as to whether there will be any further impact, and if so, the quantum, on the financial position of the Group; and (iii) no provision for any further claims in these legal proceedings is required to be made base on their current development. The Directors will monitor the litigation against the Group closely and the Company will continue to keep the shareholders of the Company and potential investors informed of any further material development.

42. 報告期後事項(續)

- (b) 於二零二五年一月二十七日，本公司一間附屬公司接獲恒基租務代理有限公司的函件，要求支付合共約港幣1,609,000元，包括由二零二四年九月一日起至二零二五年一月二十四日的未清償的租金開支及逾期利息。

於二零二四年十二月三十一日，約港幣1,252,000元的結餘已計入貿易及其他應付款項。

鑒於訴訟仍處於初步階段，且尚未進入實質抗辯階段，經考慮指稱索償及諮詢本公司法律顧問後，董事認為(i)評估任何待決的任何進一步索償(不論個別或合併基礎)的可能結果為時尚早；(ii)無法確認是否將對本集團的財務狀況造成任何進一步影響，而倘影響，則其程度；及(iii)根據目前發展情況，毋須就該等法律訴訟的任何進一步索償作出撥備。董事將密切監察針對本集團的訴訟，而本公司將繼續向本公司股東及潛在投資者匯報任何進一步的重大發展。

Five-year Financial Summary

五年財務摘要

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		1.1.2024 to 31.12.2024 二零二四年 一月一日至 二零二四年 十二月三十一日 HK\$'000 港幣千元	1.1.2023 to 31.12.2023 二零二三年 一月一日至 二零二三年 十二月三十一日 HK\$'000 港幣千元	1.1.2022 to 31.12.2022 二零二二年 一月一日至 二零二二年 十二月三十一日 HK\$'000 港幣千元	1.1.2021 to 31.12.2021 二零二一年 一月一日至 二零二一年 十二月三十一日 HK\$'000 港幣千元	1.1.2020 to 31.12.2020 二零二零年 一月一日至 二零二零年 十二月三十一日 HK\$'000 港幣千元
Results	業績					
Revenue	收入					
Continuing operations	持續經營業務	134,342	156,940	141,903	164,764	127,719
Discontinued operation	已終止經營業務	-	-	-	12,721	10,528
		<u>134,342</u>	<u>156,940</u>	<u>141,903</u>	<u>177,485</u>	<u>138,247</u>
Loss from operations	經營業務之虧損					
Continuing operations	持續經營業務	(25,523)	(39,770)	(16,345)	(6,818)	(9,404)
Discontinued operation	已終止經營業務	-	-	(178)	(2,469)	(319)
		<u>(25,523)</u>	<u>(39,770)</u>	<u>(16,523)</u>	<u>(9,287)</u>	<u>(9,723)</u>
Finance costs	財務成本					
Continuing operations	持續經營業務	(4,427)	(4,111)	(3,681)	(3,918)	(3,665)
Discontinued operation	已終止經營業務	-	-	-	(132)	(131)
		<u>(4,427)</u>	<u>(4,111)</u>	<u>(3,681)</u>	<u>(4,050)</u>	<u>(3,796)</u>
Gain/(loss) on deconsolidation of subsidiaries	終止綜合列賬附屬公司之收益/(虧損)					
Continuing operations	持續經營業務	-	-	-	-	-
Discontinued operation	已終止經營業務	-	-	1,306	-	(2,400)
		<u>-</u>	<u>-</u>	<u>1,306</u>	<u>-</u>	<u>(2,400)</u>
Assets impairments	資產減值					
Continuing operations	持續經營業務	(8,579)	(2,370)	-	(7,171)	(11,849)
Discontinued operation	已終止經營業務	-	-	-	-	-
		<u>(8,579)</u>	<u>(2,370)</u>	<u>-</u>	<u>(7,171)</u>	<u>(11,849)</u>
(Loss)/profit before tax	除稅前(虧損)/溢利					
Continuing operations	持續經營業務	(38,529)	(46,251)	(20,026)	(17,907)	(24,918)
Discontinued operation	已終止經營業務	-	-	1,128	(2,601)	(2,850)
		<u>(38,529)</u>	<u>(46,251)</u>	<u>(18,898)</u>	<u>(20,508)</u>	<u>(27,768)</u>

Five-year Financial Summary (Continued)

五年財務摘要(續)

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		1.1.2024 to 31.12.2024 二零二四年 一月一日至 二零二四年 十二月三十一日 HK\$'000 港幣千元	1.1.2023 to 31.12.2023 二零二三年 一月一日至 二零二三年 十二月三十一日 HK\$'000 港幣千元	1.1.2022 to 31.12.2022 二零二二年 一月一日至 二零二二年 十二月三十一日 HK\$'000 港幣千元	1.1.2021 to 31.12.2021 二零二一年 一月一日至 二零二一年 十二月三十一日 HK\$'000 港幣千元	1.1.2020 to 31.12.2020 二零二零年 一月一日至 二零二零年 十二月三十一日 HK\$'000 港幣千元
Income tax (expense)/credit	所得稅(開支)/抵免					
Continuing operations	持續經營業務	(13)	20	(69)	(485)	(757)
Discontinued operation	已終止經營業務	-	-	-	-	-
		(13)	20	(69)	(485)	(757)
(Loss)/profit for the year	本年度(虧損)/溢利					
Continuing operations	持續經營業務	(38,542)	(46,231)	(20,095)	(18,392)	(25,675)
Discontinued operation	已終止經營業務	-	-	1,128	(2,601)	(2,850)
		(38,542)	(46,231)	(18,967)	(20,993)	(28,525)
(Loss)/profit attributable to:	下列人士應佔(虧損)/溢利:					
Owners of the Company	本公司擁有人					
Continuing operations	持續經營業務	(38,397)	(45,308)	(19,972)	(17,957)	(25,647)
Discontinued operation	已終止經營業務	-	-	1,128	(2,601)	(2,806)
		(38,397)	(45,308)	(18,844)	(20,558)	(28,453)
Non-controlling interests	非控股權益					
Continuing operations	持續經營業務	(145)	(923)	(123)	(435)	(28)
Discontinued operation	已終止經營業務	-	-	-	-	(44)
		(145)	(923)	(123)	(435)	(72)
		31.12.2024 二零二四年 十二月三十一日 HK\$'000 港幣千元	31.12.2023 二零二三年 十二月三十一日 HK\$'000 港幣千元	31.12.2022 二零二二年 十二月三十一日 HK\$'000 港幣千元	31.12.2021 二零二一年 十二月三十一日 HK\$'000 港幣千元	31.12.2020 二零二零年 十二月三十一日 HK\$'000 港幣千元
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	169,955	195,563	248,381	256,547	243,024
Total liabilities	總負債	(121,239)	(113,136)	(119,010)	(122,652)	(132,875)
		48,716	82,427	129,371	133,895	110,149
Equity attributable to	下列人士應佔權益					
Owners of the Company	本公司擁有人	48,986	82,552	128,546	132,947	108,766
Non-controlling interests	非控股權益	(270)	(125)	825	948	1,383
		48,716	82,427	129,371	133,895	110,149



國農金融投資有限公司
China Demeter Financial Investments Limited