



KAI YUAN HOLDINGS LIMITED 開源控股有限公司

(Incorporated in Bermuda with limited liability)
(於百慕達註冊成立之有限公司)
(Stock Code 股份代號: 1215)

2023

ANNUAL REPORT 年報



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CORPORATE INFORMATION

公司資料

BOARD OF DIRECTORS

Executive Directors

Mr. Xue Jian (*Chief Executive Officer*)

Mr. Law Wing Chi, Stephen

Independent non-executive Directors

Mr. Tam Sun Wing

Mr. Ng Ge Bun

Mr. He Yi

Ms. Kwok Pui Ha

AUDIT COMMITTEE

Mr. Tam Sun Wing (*Chairman*)

Mr. Ng Ge Bun

Mr. He Yi

Ms. Kwok Pui Ha

REMUNERATION COMMITTEE

Mr. Tam Sun Wing (*Chairman*)

Mr. Law Wing Chi, Stephen

Mr. He Yi

Mr. Ng Ge Bun

Ms. Kwok Pui Ha

NOMINATION COMMITTEE

Mr. Ng Ge Bun (*Chairman*)

Mr. Law Wing Chi, Stephen

Mr. He Yi

Mr. Tam Sun Wing

Ms. Kwok Pui Ha

COMPANY SECRETARY

Mr. Law Wing Chi, Stephen

STOCK CODE

1215

WEBSITE

www.kaiyuanholdings.com

PRINCIPAL REGISTRAR

MUFG Fund Services (Bermuda) Limited

4th Floor

North Cedar House

41 Cedar Avenue

Hamilton, HM12

Bermuda

董事會

執行董事

薛健先生(*行政總裁*)

羅永志先生

獨立非執行董事

譚新榮先生

吳志彬先生

賀弋先生

郭佩霞女士

審核委員會

譚新榮先生(*主席*)

吳志彬先生

賀弋先生

郭佩霞女士

薪酬委員會

譚新榮先生(*主席*)

羅永志先生

賀弋先生

吳志彬先生

郭佩霞女士

提名委員會

吳志彬先生(*主席*)

羅永志先生

賀弋先生

譚新榮先生

郭佩霞女士

公司秘書

羅永志先生

股份代號

1215

網址

www.kaiyuanholdings.com

主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited

4th Floor

North Cedar House

41 Cedar Avenue

Hamilton, HM12

Bermuda

SHARE REGISTRAR

Tricor Tengis Limited
17th Floor, Far East Finance Centre
16 Harcourt Road
Hong Kong

REGISTERED OFFICE

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

PRINCIPAL OFFICE IN HONG KONG

28th Floor, Chinachem Century Tower
178 Gloucester Road, Wanchai
Hong Kong

AUDITORS

Ernst & Young
Certified Public Accountants
27th Floor, One Taikoo Place
979 King's Road, Quarry Bay
Hong Kong

SOLICITORS

K&L Gates
44th Floor, Edinburgh Tower
The Landmark
15 Queen's Road Central
Hong Kong

PRINCIPAL BANKER

The Hong Kong & Shanghai Banking Corporation Limited

股份過戶登記處

卓佳登捷時有限公司
香港
夏慤道16號
遠東金融中心17樓

註冊辦事處

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

香港主要辦事處

香港
灣仔告士打道178號
華懋世紀廣場28樓

核數師

安永會計師事務所
執業會計師
香港
鰂魚涌英皇道979號
太古坊一座27樓

律師

高蓋茨律師事務所
香港
皇后大道中15號
置地廣場
公爵大廈44樓

主要往來銀行

香港上海滙豐銀行有限公司

CEO'S STATEMENT

行政總裁報告書

On behalf of the board (the "Board") of directors (the "Directors") of Kai Yuan Holdings Limited (the "Company") together with its subsidiaries (collectively referred to as the "Group" or "Kai Yuan"), I now present the results of the Group for the year ended 31 December 2023 (the "Year"), together with the comparative figures for the year ended 31 December 2022 (the "Preceding Year").

The Group recorded a loss of approximately HK\$2.4 million for the Year, as compared to the loss of approximately HK\$41.1 million for the Preceding Year. The reduction in the expected loss for the Year is mainly attributable to the increase in the Group's revenue and gross profit contributed by the Paris Marriott Hotel Champs-Elysees ("Paris Marriott Hotel") to approximately HK\$293.6 million and approximately HK\$9.0 million, respectively for the Year; but compensated by (i) the increase in the provision for expected credit loss on the loan granted to an associate to approximately HK\$8.2 million for the Year; and (ii) the record of the provision for expected credit loss from the unsecured convertible bonds invested by the Company of approximately HK\$11.3 million for the Year.

HOTEL OPERATION

The Group recorded the revenue of approximately HK\$293.6 million from the hotel operation segment, representing an increase of approximately 91.3%, from the approximately HK\$153.5 million for the Preceding Year. The increase in revenue of the hotel operation segment for the Year was mainly attributable to the increase in revenue contributed by the Paris Marriott Hotel. The Paris Marriott Hotel was partially closed in the Preceding Year to carry out phase 1 renovation of 80 guestrooms (the "Phase 1 Renovation"). As a result, the number of guestrooms available for sale was reduced. Phase 1 Renovation was completed in October 2022. During the Year, all 192 rooms of the hotel were available to receive guests, therefore resuming the number of room nights available for sale during the Year. Leisure travellers from the US and the Middle East continued to return to France, together with the various major events that took place in Paris throughout the Year, contributed to the hotel's average daily rate and revenue per available room rising significantly beyond the pre-coronavirus pandemic levels. All these contributed to the increase in gross profit recorded in this segment during the Year as compared to the gross loss recorded in the Preceding Year.

本人謹此代表開源控股有限公司(「本公司」)連同其附屬公司(統稱「本集團」或「開源」)董事(「董事」)會(「董事會」)提呈本集團截至二零二三年十二月三十一日止年度(「本年度」)之業績，連同截至二零二二年十二月三十一日止年度(「上年度」)的比較數字。

本集團於本年度錄得虧損約2,400,000港元，而去年度則錄得虧損約41,100,000港元。本年度預期虧損減少主要歸因於Paris Marriott Hotel Champs-Elysees(「Paris Marriott Hotel」)於本年度貢獻之本集團收益及毛利分別增加至約293,600,000港元及約9,000,000港元；但被(i)於本年度提供予聯營公司之貸款之預期信貸虧損撥備增加至約8,200,000港元；及(ii)本年度就本公司投資的無擔保可換股債券錄得預期信貸虧損撥備約11,300,000港元所抵銷。

酒店經營

本集團來自酒店經營分部之收益為約293,600,000港元，較去年度約153,500,000港元增加約91.3%。本年度酒店經營分部之收益增加主要由於Paris Marriott Hotel貢獻之收益增加。Paris Marriott Hotel於去年度部分關閉，以對80間客房進行第一期翻新(「第一期翻新」)。因此，可供出售的客房數目減少。第一期翻新於二零二二年十月完成。於本年度，該酒店全部192間客房均可供接待客人，因此，於本年度可供銷售的客房間夜數得以恢復。來自美國及中東的休閒旅客持續回歸法國，及於本年度巴黎發生的各項重大活動導致該酒店的平均日租及平均客房收益顯著高於冠狀病毒病大流行前的水平。所有該等因素造成本年度該分部錄得毛利增加，而去年度則錄得毛損。

INTERESTS IN AN ASSOCIATE

A loan was granted in 2020 to 北京凱瑞英科技有限公司 (Beijing Chemical Reaction Engineering Science & Technology Co., Limited*) (the "Associate", which together with its subsidiaries, the "Associate Group") an associate of the Company, whereupon the Group obtained a pledge on the assets by one of the companies in the Associate Group to secure the loan (the "Pledge Associate").

On 19 January 2023, the Group made an application to the People's Court of Leling City, Shandong, the PRC (山東省樂陵市人民法院) (the "Court") to apply for enforcement (the "Enforcement") of the pledged assets such that the proceeds could be applied towards repayment of the loan principal, the interests and penalty relating thereto. On 6 September 2023, the Group received a judgment from the Court dismissing the Group's Enforcement application. The Company was later informed by the Pledge Associate that it had submitted an application to the Court for liquidation restructuring (破產重整) ("Liquidation Restructuring").

The Company recorded the provision for expected credit loss of approximately HK\$8.2 million for the Year (2022: approximately HK\$3.5 million).

CONVERTIBLE BONDS

As to the three-year convertible bonds (the "Convertible Bonds") subscribed by the Group recorded under financial assets at fair value through profit or loss, the Group recorded the interest from the Convertible Bonds of approximately HK\$7.8 million during the Year (2022: approximately HK\$7.8 million).

Reference is made to the announcement of the Company dated 24 November 2023: the maturity date of the Convertible Bonds fell on 16 November 2023 ("Maturity Date"). As at the Maturity Date, (i) none of the Convertible Bonds had been converted; (ii) relevant interest payments had been made; but (iii) the aggregate principal amount of HK\$97.8 million (the "Principal") had not been repaid. On 17 November 2023, the Group demanded the Convertible Bonds issuer (the "Issuer") in writing for repayment of the Principal and the default interest accrued thereon. Thereafter, the Group conducted meetings with the management of the Issuer as regards repayment. Up to the date of this report, the Group received HK\$15.0 million from the Issuer as partial repayment of the Principal, and the remaining principal unpaid was HK\$82.8 million (the "Outstanding Principal").

* For Identification Purpose only

於聯營公司之權益

本公司於二零二零年向本公司一間聯營公司北京凱瑞英科技有限公司(「聯營公司」，連同其附屬公司(「聯營集團」))提供貸款，於是本集團獲得聯營集團之其中一間公司(「質押聯營公司」)之資產質押作為貸款的抵押品。

於二零二三年一月十九日，本集團已向中國山東省樂陵市人民法院(「法院」)提出申請執行質押資產(「執行」)，致使所得款項可用於償還貸款本金額、利息及相關罰款。於二零二三年九月六日，本集團接獲法院駁回本集團的執行申請之判決。本公司後來獲質押聯營公司通知其已向法院提出申請，以進行破產重整(「破產重整」)。

於本年度，本公司錄得預期信貸虧損撥備約8,200,000港元(二零二二年：約3,500,000港元)。

可換股債券

就本集團認購之列作按公平值計入損益之金融資產之三年期可換股債券(「可換股債券」)而言，本年度，本集團錄得可換股債券利息約7,800,000港元(二零二二年：約7,800,000港元)。

茲提述本公司日期為二零二三年十一月二十四日的公告，可換股債券到期日為二零二三年十一月十六日(「到期日」)。截至到期日，(i)概無可換股債券已獲兌換；(ii)有關利息已經支付；惟(iii)總本金額97,800,000港元(「本金」)尚未償還。於二零二三年十一月十七日，本集團以書面方式要求可換股債券發行人(「發行人」)償還本金連同其中累計的違約利息。此後，本集團與發行人的管理層就還款舉行會議。直至本報告日期，本集團自發行人收取15,000,000港元，作為本金的部分還款，而餘下未付本金為82,800,000港元(「未償還本金」)。

CEO'S STATEMENT

行政總裁報告書

The Company recorded the provision for expected credit loss of approximately HK\$11.3 million from the Convertible Bonds during the Year (2022: Nil).

Further details on the operations of the Group for the Year will be provided in the section headed Management Discussion and Analysis.

Looking forward, the Board is of the opinion that the Paris Marriott Hotel from the hotel operation segment will benefit from the 2024 Olympic and Paralympic Games in Paris. Despite the positive expectation, the outlook for the Paris Marriott Hotel is complicated by a number of factors, such as the continual rise in prices in Europe as interest rate in the Euro Area remains at all-time high, ongoing geopolitical tensions between Ukraine and Russia, social unrest among the Euro Area, and the requirements on renewable energy and climate-related measures in France. The Board will also remain vigilant and proactive with regard to the interests in the Associate and the Convertible Bonds to safeguard the interests of the Company and its shareholders.

In conclusion and on behalf of the Board, I would like to take this opportunity to express my gratitude to all shareholders, customers, employees, suppliers and business partners for their continuous support and encouragement.

On behalf of the Board

Xue Jian

Executive director and Chief Executive Officer

25 March 2024

於本年度，本公司錄得可換股債券預期信貸虧損撥備約11,300,000港元(二零二二年：零)。

有關本集團於本年度經營的進一步詳情將載於管理層討論及分析一節。

展望未來，董事會認為，酒店經營分部Paris Marriott Hotel將自二零二四年巴黎奧運會及殘奧會中受益。儘管預期良好，但Paris Marriott Hotel的前景仍受多項因素影響，如歐元區利率仍處於歷史高位，導致歐洲物價持續上漲、烏克蘭與俄羅斯之間持續的地緣政治緊張局勢、歐元區社會動蕩不安以及法國對可再生能源及氣候相關措施的要求。董事會亦將就於聯營公司之權益及可換股債券方面保持警惕但積極主動的態度，以保障本公司及其股東的利益。

最後，本人謹此機會代表董事會感謝全體股東、客戶、僱員、供應商及業務夥伴一直以來之鼎力支持及鼓勵。

代表董事會

薛健

執行董事兼行政總裁

二零二四年三月二十五日

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

Overview

For the year ended 31 December 2023, revenue of the Group amounted to approximately HK\$293.6 million, representing an increase of approximately 91.3% from the approximately HK\$153.5 million for the Preceding Year. The significant increase in revenue during the Year was mainly attributable to the increase in the revenue contributed by the Paris Marriott Hotel of the hotel operation segment.

As to the loan to an associate, the Group recorded the provision for expected credit loss of approximately HK\$8.2 million during the Year (2022: approximately HK\$3.5 million). Further details on the provision for expected credit loss will be provided in the segmental review below.

As to the matured three-year convertible bonds (the “Convertible Bonds”) subscribed by the Group, the Group recorded the provision for expected credit loss of approximately HK\$11.3 million for the Year (2022: Nil). Further details on the provision for the expected credit loss will be provided in the segmental review below.

The Group recorded the loss for the Year of approximately HK\$2.4 million, representing a decrease of approximately 94.2% from the loss of approximately HK\$41.1 million for the Preceding Year. The reduction in the expected loss for the Year is mainly attributable to the increase in the Group’s revenue and gross profit contributed by the Paris Marriott Hotel; but compensated by (i) the provision for expected credit loss on the loan granted to an associate to approximately HK\$8.2 million for the Year (2022: approximately HK\$3.5 million); and (ii) the provision for expected credit loss on the Convertible Bonds of approximately HK\$11.3 million for the Year (2022: Nil).

The loss attributable to owners of the Company for the Year was approximately HK\$2.4 million, as compared to the loss of approximately HK\$41.1 million for the Preceding Year. The basic and diluted loss per share for the Year was HK0.02 cents, as compared to the basic and diluted loss per share of HK0.32 cents for the Preceding Year.

業務回顧

概覽

截至二零二三年十二月三十一日止年度，本集團之收益為約293,600,000港元，較上年度約153,500,000港元增加約91.3%。年內，收益大幅增加主要由於酒店經營分部旗下Paris Marriott Hotel貢獻之收益增加。

就提供予聯營公司之貸款而言，年內，本集團錄得預期信貸虧損撥備約8,200,000港元(二零二二年：約3,500,000港元)。有關預期信貸虧損撥備的進一步詳情將於下文分部回顧提供。

就本集團認購的已到期三年期可換股債券(「可換股債券」)而言，年內，本集團錄得預期信貸虧損撥備約11,300,000港元(二零二二年：零)。有關預期信貸虧損撥備的進一步詳情將於下文分部回顧提供。

本集團於本年度錄得虧損約2,400,000港元，較上年度虧損約41,100,000港元減少約94.2%。本年度預期虧損減少主要歸因於Paris Marriott Hotel貢獻之本集團收益及毛利增加；但被(i)本年度提供予聯營公司之貸款之預期信貸虧損撥備約8,200,000港元(二零二二年：約3,500,000港元)；及(ii)本年度可換股債券之預期信貸虧損撥備約11,300,000港元(二零二二年：零)所抵銷。

於本年度，本公司擁有人應佔虧損為約2,400,000港元，而去年度則錄得虧損約41,100,000港元。本年度每股基本及攤薄虧損為0.02港仙，而去年度則錄得每股基本及攤薄虧損0.32港仙。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The total non-current assets of the Group as at 31 December 2023 amounted to approximately HK\$2,449.9 million, representing an increase of approximately 0.4% from approximately HK\$2,440.1 million as at 31 December 2022. The increase in the total non-current assets of the Group during the Year was mainly due to the increase in the value of property, plant and equipment as a result of the appreciation of Euro against Hong Kong Dollar. The total current assets of the Group as at 31 December 2023 amounted to approximately HK\$1,218.1 million, representing an increase of approximately 3.5% from approximately HK\$1,176.4 million as at 31 December 2022. The increase in the current assets of the Group during the Year was mainly due to the increase in cash and cash equivalents.

The total current liabilities of the Group as at 31 December 2023 amounted to approximately HK\$1,594.9 million, representing an increase of approximately 1,623.1% from approximately HK\$92.6 million as at 31 December 2022. The increase in the total current liabilities of the Group during the Year was mainly due the reclassification of the euros 175 million bank loan from non-current liabilities to current liabilities as this bank loan will mature in October 2024. The total non-current liabilities of the Group as at 31 December 2023 amounted to approximately HK\$145.3 million, representing a decrease of approximately 90.9% from approximately HK\$1,593.4 million as at 31 December 2022. The decrease in the non-current liabilities was mainly due to reclassification of the euros 175 million bank loan from non-current liabilities to current liabilities as this bank loan will mature in October 2024.

Segmental review of the Group's operations during the Year is as follows:

Hotel Operation

The Group recorded the revenue of approximately HK\$293.6 million from the hotel operation segment, representing an increase of approximately 91.3%, from the approximately HK\$153.5 million for the Preceding Year. The increase in revenue of the hotel operation segment for the Year was mainly attributable to the increase in revenue contributed by the Paris Marriott Hotel. The Paris Marriott Hotel was partially closed in the Preceding Year to carry out phase 1 renovation of 80 guestrooms (the "Phase 1 Renovation"). As a result, the number of guestrooms available for sale was reduced. Phase 1 Renovation was completed in October 2022. During the Year, all 192 rooms of the hotel were available to receive guests, therefore resuming the number of room nights available for sale during the Year. During the Year, Paris remained one of the world's best city destinations according to Euromonitor. Leisure travellers from the US and the Middle East continued to return to France, together with the various major events that took place in Paris throughout the Year, contributed to the hotel's average daily rate and revenue per available room rising significantly beyond the pre-coronavirus pandemic levels. All these contributed to the increase in gross profit recorded in this segment during the Year as compared to the gross loss recorded in the Preceding Year.

截至二零二三年十二月三十一日，本集團的非流動資產總值為約2,449,900,000港元，較截至二零二二年十二月三十一日約2,440,100,000港元增加約0.4%。本年度本集團非流動資產總值增加乃主要由於歐羅兌港元升值導致物業、廠房及設備的價值增加。截至二零二三年十二月三十一日，本集團之流動資產總值為約1,218,100,000港元，較截至二零二二年十二月三十一日約1,176,400,000港元增加約3.5%。本年度本集團流動資產增加乃主要由於現金及現金等值物增加。

本集團於二零二三年十二月三十一日的流動負債總額為約1,594,900,000港元，較二零二二年十二月三十一日約92,600,000港元增加約1,623.1%。本集團於本年度的流動負債總額增加乃主要由於175,000,000歐羅的銀行貸款因其將於二零二四年十月到期而由非流動負債重新分類為流動負債。本集團於二零二三年十二月三十一日的非流動負債總額為約145,300,000港元，較二零二二年十二月三十一日約1,593,400,000港元減少約90.9%。非流動負債減少乃主要由於175,000,000歐羅的銀行貸款因其將於二零二四年十月到期而由非流動負債重新分類為流動負債。

本集團本年度之業務分部回顧如下：

酒店經營

本集團來自酒店經營分部之收益為約293,600,000港元，較去年度約153,500,000港元增加約91.3%。本年度酒店經營分部之收益增加主要由於Paris Marriott Hotel貢獻之收益增加。Paris Marriott Hotel於去年度部分關閉，以對80間客房進行第一期翻新（「第一期翻新」）。因此，可供銷售的客房數目減少。第一期翻新於二零二二年十月完成。於本年度，該酒店全部192間客房均可供接待客人，因此，於本年度可供出售的客房間夜數得以恢復。根據歐睿，於本年度，巴黎仍為全球最佳旅遊目的地城市之一。來自美國及中東的休閒旅客持續回歸法國，及於本年度巴黎發生的各項重大活動導致該酒店的平均日租及平均客房收益顯著高於冠狀病毒病大流行前的水平。所有該等因素造成本年度該分部錄得毛利增加，而去年度則錄得毛損。

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The Company recorded the profit of approximately HK\$9.0 million in this segment for the Year, as compared to the loss of approximately HK\$51.0 million for the Preceding Year. The turnaround from loss during the Year was mainly attributable to the increase in revenue and gross profit generated by the Paris Marriott Hotel during the Year.

Below is a comparison of the operational performance of the Paris Marriott Hotel during the Year against the Preceding Year.

		2023 from 1 January to 31 December 二零二三年 自一月一日 至十二月 三十一日	2022 from 1 January to 31 December 二零二二年 自一月一日 至十二月 三十一日
Occupancy	入住率	76.2%	46.3%
Average Room Rate	平均住房費	€570歐羅	€509歐羅
RevPAR*	平均客房收益*	€434歐羅	€236歐羅

* Revenue per available room

Money Lending

The Group did not record any revenue from this segment during the Year (2022: Nil). The Group recorded a loss of approximately HK\$1.0 million from this segment for the Year, as compared to the loss of approximately HK\$0.9 million for the Preceding Year. There was no mortgage loan receivable as at 31 December 2023 (31 December 2022: Nil).

Equity Investment

Interests in an Associate

As to the loan granted to 北京凱瑞英科技有限公司 (Beijing Chemical Reaction Engineering Science & Technology Co., Limited*) (the "Associate", which together with its subsidiaries, the "Associate Group"), reference is made to the announcements of the Company dated 19 January 2023, 4 August 2023, 7 September 2023 and 5 January 2024, the annual report of the Company for the year ended 31 December 2022, and the interim report of the Company for the six months ended 30 June 2023 in relation to, among other matters, the assets pledged to the Group by one of the companies in the Associate Group (the "Pledge Associate").

* for identification purposes only

於本年度本公司在此分部錄得溢利約9,000,000港元，而去年度錄得虧損約51,000,000港元。本年度扭虧為盈主要由於本年度Paris Marriott Hotel產生之收益及毛利增加。

下表比較Paris Marriott Hotel於本年度及去年度之營運表現。

		2023 from 1 January to 31 December 二零二三年 自一月一日 至十二月 三十一日	2022 from 1 January to 31 December 二零二二年 自一月一日 至十二月 三十一日
Occupancy	入住率	76.2%	46.3%
Average Room Rate	平均住房費	€570歐羅	€509歐羅
RevPAR*	平均客房收益*	€434歐羅	€236歐羅

* 平均客房收益

融資業務

本年度，本集團並無錄得此分部任何收益(二零二二年：無)。本年度，本集團錄得此分部之虧損為約1,000,000港元，而去年度之虧損則為約900,000港元。於二零二三年十二月三十一日，並無按揭貸款應收款項(二零二二年十二月三十一日：無)。

股本投資

於聯營公司之權益

就提供予北京凱瑞英科技有限公司(「聯營公司」，連同其附屬公司統稱「聯營集團」)之貸款而言，茲提述本公司日期為二零二三年一月十九日、二零二三年八月四日、二零二三年九月七日及二零二四年一月五日之公告、本公司截至二零二二年十二月三十一日止年度之年報及本公司截至二零二三年六月三十日止六個月之中報，內容有關(其中包括)聯營集團之其中一間公司(「質押聯營公司」)將資產質押予本集團。

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On 19 January 2023, the Group made an application to the People's Court of Leling City, Shandong, the PRC (山東省樂陵市人民法院) (the "Court") to apply for enforcement (the "Enforcement") of the pledged assets such that the proceeds could be applied towards repayment of the loan principal, the interests and penalty relating thereto. On 20 February 2023, the Court accepted this case for hearing. The Group had thereafter been waiting for reply from the Court regarding the date of hearing. On 6 September 2023, the Group received a judgment from the Court dismissing the Group's Enforcement application. The Group was later informed by the Pledge Associate that it had submitted an application to the Court for liquidation restructuring (破產重整) ("Liquidation Restructuring").

Expected Credit Loss Assessment

The Company carried out an assessment on whether an allowance for expected credit loss (the "ECL") is required on the assets pledged by the Pledge Associate (the "Pledged Assets") in accordance with the Hong Kong Financial Reporting Standard 9 (the "HKFRS 9"). Pursuant to HKFRS 9, credit loss is the difference between all contractual cash flows that are due to an entity in accordance with the contract and all cash flows that the entity expects to receive, discounted at the original effective interest rate or credit-adjusted effective interest rate on purchased or originated credit-impaired financial assets. The method used for the measurement of ECL should reflect: an unbiased weighted amount, the time value of money and the reasonable and supportable information about past events, current conditions and forecasts of future economic conditions available at the reporting date without undue cost or effort. The Company engaged an independent valuer (the "Valuer") to perform assessment on the valuation on the ECL of the Pledged Assets as at 31 December 2023 (the "Valuation Report"). During the Year, a provision for ECL on the Pledged Assets of approximately HK\$8.2 million (2022: approximately HK\$3.5 million) was recorded.

The ECL Valuation

According to the Valuation Report, the ECL model divides financial assets into three stages according to the credit risk status to ensure the appropriate and timely recognition of ECL:

- Stage 1, i.e. the stage of high-quality assets, which applies to assets or portfolios with low credit risk and no significant increase in risk since their initial recognition. Provision shall be made for credit losses that may occur within 12 months after the reporting date, i.e. 12-month ECL. Interest income is calculated by multiplying the effective interest rate by the amount of assets.

於二零二三年一月十九日，本集團已向中國山東省樂陵市人民法院(「法院」)提出申請執行質押資產(「執行」)，致使所得款項可用於償還貸款本金、利息及相關罰款。於二零二三年二月二十日，法院受理該案件進行審理。本集團隨後等待法院有關聆訊日期的回覆。於二零二三年九月六日，本集團接獲法院駁回本集團的執行申請之判決。本集團後來獲質押聯營公司通知其已向法院提出申請，以進行破產重整(「破產重整」)。

預期信貸虧損評估

本公司評估是否須根據香港財務報告準則第9號(「香港財務報告準則第9號」)就質押聯營公司質押之資產(「質押資產」)計提預期信貸虧損(「預期信貸虧損」)撥備。根據香港財務報告準則第9號，信貸虧損是以原實際利率或所購買或源生的信貸減值的金融資產的經信貸調整的實際利率折現的、根據合約應付實體的所有合約現金流量與實體預期收取的所有現金流量之間的差額。計量預期信貸虧損所用的方法應當反映：無偏的加權金額、貨幣的時間價值和在報告日期無需付出不當成本或努力的情況下可獲得的有關過往事件、當前狀況及未來經濟狀況預測的合理及可支持的信息。本公司已委聘獨立估值師(「估值師」)對於二零二三年十二月三十一日的質押資產的預期信貸虧損估值進行評估(「估值報告」)。於本年度，質押資產預期信貸虧損撥備為約8,200,000港元(二零二二年：約3,500,000港元)。

預期信貸虧損估值

根據估值報告，預期信貸虧損模型根據信貸風險狀況將金融資產分為三個階段，以確保適時且及時確認預期信貸虧損：

- 階段一，屬優質資產階段，適用於初步確認後低信貸風險及風險未顯著增加的資產或組合。應就報告日期後12個月內可能發生的信貸虧損(即12個月預期信貸虧損)計提撥備。利息收入根據實際利率乘以資產金額計算。

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- Stage 2, i.e. the stage of decline in asset quality, which applies to financial assets or portfolios with a significant expected increase in credit risk but no objective impairment events since their initial recognition. Provision shall be made for ECL over the assets' lifetime, i.e., lifetime ECL. Interest income is calculated by multiplying the effective interest rate by the amount of assets.
- Stage 3, i.e. the stage of deterioration of asset quality to "non-performing", which applies to financial assets under Stage 2 that suffer from credit impairment (i.e. loss events). Lifetime ECL shall be continuously recognised. Interest income is calculated based on amortised cost, i.e. the gross carrying amount less the net impairment allowance.

Upon analysis and discussions with the Company's management on the borrower's credit risk profile, the Valuer consider the financial assets conformed with the characteristics of Stage 3 above. Accordingly, the Valuer had used the following formula in making the ECL assessment:

$$\text{ECL} = \text{value of the pledged assets} - \text{outstanding amount relating to the construction-in-progress as regards the pledged assets} - \text{default debt exposure position.}$$

(i) Value of the Pledged Asset

The Valuer valued the Pledged Assets on the basis of the Group's recovery in the event of liquidation of the Pledge Associate, being the "orderly liquidation value" (有序清算價值) (the "OLV"). An OLV refers to an estimate of the gross amount that the tangible assets would fetch in an auction-style liquidation with the seller needing to sell the assets on an "as-is, where-is" basis. Pursuant to the Valuation Report, the OLV of the Pledged Assets was RMB135.4 million (equivalent to approximately HK\$147.2 million) as at 31 December 2023 (2022: RMB147.1 million (equivalent to approximately HK\$164.7 million)).

In calculating the OLV of the Pledged Assets, the Valuer had (i) assessed the fair value of the land parcel primarily by making reference to certain comparable transactions available in the area where the assessed object is located by referring to the land transactions disclosed by the local land reserve centre and public domain; and (ii) assessed the fair value of construction-in-progress by analysing the value of the new built assets and adjusting factors based on market data and their useful life.

- 階段二，屬資產品質下降階段，適用於初步確認後信貸風險預期顯著增加、但並無客觀減值事件的金融資產或組合。應就資產整個生命週期的預期信貸虧損(即全期預期信貸虧損)計提撥備。利息收入根據實際利率乘以資產金額計算。
- 階段三，屬資產品質惡化為「不良階段」，適用於階段二項下發生信貸減值(即虧損事件)的金融資產。應持續確認全期預期信貸虧損。利息收入基於攤銷成本(即賬面總值扣除減值撥備淨額)計算。

於分析及與本公司管理層討論借款人的信貸風險狀況後，估值師認為，金融資產符合上文階段三的特徵。因此，估值師使用以下公式進行預期信貸虧損評估：

$$\text{預期信貸虧損} = \text{質押資產價值} - \text{與質押資產有關的未支付在建工程款項} - \text{違約債務暴露頭寸。}$$

(i) 質押資產價值

估值師根據質押聯營公司清盤時本集團的回收情況，對質押資產進行估值，即「有序清算價值」(「有序清算價值」)。有序清算價值指對有形資產將在拍賣式清算中所能獲得的總金額的估計，而賣方需要以「按現狀」基準出售資產。根據估值報告，質押資產於二零二三年十二月三十一日的有序清算價值為人民幣135,400,000元(相當於約147,200,000港元)(二零二二年：人民幣147,100,000元(相當於約164,700,000港元))。

於計算質押資產的有序清算價值時，估值師已(i)通過查閱當地土地儲備中心披露及公開可得的土地交易案例，主要通過參考評估對象所在地區的若干可資比較交易，評估地塊的公平值；及(ii)通過分析新建資產價值及根據市場數據及其使用壽命進行因素調整，評估在建工程的公平值。

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- (ii) Outstanding amount relating to the construction-in-progress as regards the Pledged Assets

The outstanding amount relating to the construction-in-progress as regards the Pledged Assets amounted to RMB33.3 million (equivalent to approximately HK\$36.2 million) as at 31 December 2023 (2022: RMB37.7 million (equivalent to approximately HK\$42.2 million)).

- (iii) Default debt exposure position

As at 31 December 2023, the Group's default debt exposure position was equivalent to the outstanding principal amount and interest under the Loan, being RMB199.5 million (equivalent to approximately HK\$216.9 million).

By applying the above formula, the ECL had come to the amount of RMB97.5 million (equivalent to approximately HK\$106.0 million). Accordingly, the Company recorded the provision for impairment of approximately HK\$8.2 million to the Pledged Assets as at 31 December 2023 (2022: RMB3.1 million (equivalent to approximately HK\$3.5 million)).

Other Investment

Convertible Bonds

As to the Convertible Bonds, the Group recorded the interest from the Convertible Bonds of approximately HK\$7.8 million during the Year (2022: approximately HK\$7.8 million).

Reference is made to the announcement of the Company dated 24 November 2023: the maturity date of the Convertible Bonds fell on 16 November 2023 ("Maturity Date"). As at the Maturity Date, (i) none of the Convertible Bonds had been converted; (ii) relevant interest payments had been made; but (iii) the aggregate principal amount of HK\$97.8 million (the "Principal") had not been repaid. On 17 November 2023, the Group demanded the Convertible Bonds issuer (the "Issuer") in writing for repayment of the Principal and the default interest accrued thereon. Thereafter, the Group conducted meetings with the management of the Issuer as regards repayment. Up to the date of this report, the Group received HK\$15.0 million from the Issuer as partial repayment of the Principal, and the remaining principal unpaid was HK\$82.8 million (the "Outstanding Principal").

- (ii) 與質押資產有關的未支付在建工程款項

於二零二三年十二月三十一日，與質押資產有關的未支付在建工程款項為人民幣33,300,000元（相當於約36,200,000港元）（二零二二年：人民幣37,700,000元（相當於約42,200,000港元））。

- (iii) 違約債務暴露頭寸

於二零二三年十二月三十一日，本集團的違約債務暴露頭寸相當於該貸款的未償還本金額及利息，即人民幣199,500,000元（相當於約216,900,000港元）。

根據上述公式，預期信貸虧損已達人民幣97,500,000元（相當於約106,000,000港元）。因此，本公司於二零二三年十二月三十一日就質押資產錄得減值撥備約8,200,000港元（二零二二年：人民幣3,100,000元（相當於約3,500,000港元））。

其他投資

可換股債券

就可換股債券而言，本年度，本集團錄得可換股債券利息約7,800,000港元（二零二二年：約7,800,000港元）。

茲提述本公司日期為二零二三年十一月二十四日的公告，可換股債券到期日為二零二三年十一月十六日（「到期日」）。截至到期日，(i) 概無可換股債券已獲兌換；(ii) 有關利息已經支付；惟(iii)總本金額97,800,000港元（「本金」）尚未償還。於二零二三年十一月十七日，本集團以書面方式要求可換股債券發行人（「發行人」）償還本金連同其中累計的違約利息。此後，本集團與發行人的管理層就還款舉行會議。直至本報告日期，本集團自發行人收取15,000,000港元，作為本金的部分還款，而餘下未付本金為82,800,000港元（「未償還本金」）。

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Expected Credit Loss Assessment

According to Hong Kong Financial Reporting Standard 9 – Financial Instruments (“HKFRS 9”), the ECL model applies to debt instruments (such as bank deposits, loans, debt securities and trade/account receivables) recorded at amortised cost or at fair value through other comprehensive income, plus lease receivables, contract assets and loan commitments and financial guarantees contracts that are not measured at fair value through profit and loss.

The guided principle of ECL model is to reflect the general pattern of deterioration or improvement in the credit quality of financial instruments. Amount of ECLs recognised as a loss allowance or provision depends on the extent of credit deterioration since initial recognition.

An entity shall measure ECL of a financial instrument in a way that reflects:

- an unbiased and probability-weighted amount that is determined by evaluating a range of possible outcomes;
- the time value of money; and
- reasonable and supportable information that is available without undue cost or effort at the reporting date about past events, current conditions, and forecasts of future economic conditions

Forward-looking Information for Companies and Counterparties

Adjustment was made based on the recent and forecasted macroeconomic data. We have relied on the multiple linear regression model to study the relationship between probability of default (the “PD”) and macroeconomic data.

In regression analysis, logistic regression (or logit regression) is adopted to estimate the parameters of a logistic model. We have relied on the historically available local macroeconomic data as predictors of PD. We adopted the PD for all rated bonds from credit rating agency to assess the relationship between PD and macroeconomic data.

預期信貸虧損評估

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」），預期信貸虧損模型適用於按攤銷成本或按公平值計入其他全面收入賬之債務工具（如銀行存款、貸款、債務證券及貿易應收款項／應收賬款），以及並非按公平值計入損益計量的租賃應收款項、合約資產及貸款承諾及財務擔保合約。

預期信貸虧損模型的指導原則是反映金融工具信貸質素惡化或改善的整體動態。確認為虧損撥備或撥備的預期信貸虧損金額取決於自首次確認以來信貸轉差的程度而定。

實體計量金融工具預期信貸虧損的方式將反映的因素為：

- 通過評價一系列可能的結果而確定的無偏概率加權平均金額；
- 貨幣時間價值；及
- 在報告日期無須付出不當成本或努力即可獲得的有關過去事項、當前狀況以及未來經濟狀況預測的合理且有依據的信息

公司與交易對手方的前瞻性資料

根據近期及預測宏觀經濟數據進行調整。我們依靠多元線性回歸模型研究違約概率（「違約概率」）與宏觀經濟數據之間的關係。

在回歸分析中，採用邏輯回歸（或logit回歸）來估計邏輯模型的參數。我們已依靠過往可用的當地宏觀經濟數據作為違約概率的預測指標。我們對信貸評級機構的所有評級債券採用違約概率來評估違約概率與宏觀經濟數據之間的關係。

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Valuation Methodology

The general formula of the ECL is as follows:

$$ECL = \sum_{t=1}^{i=1} EAD_i \times PD_i \times LGD_i \times DF_i$$

Where:

- EAD = Exposure at Default
- PD = Probability of Default
- LGD = Loss Given Default
- DF = Discount Factor (if applicable)

When assessing significant increases in credit risk, there are several operational simplifications available, such as low credit risk simplification. Stage 2 and 3 differ in how interest revenue is recognised. Under Stage 2 (as under Stage 1), there is a full decoupling between interest recognition and impairment and interest revenue is calculated on the gross carrying amount. Under Stage 3 (where credit event has occurred, defined similarly to an incurred credit loss under HKAS 39), interest revenue is calculated on the amortised cost.

There are 2 alternatives to the approach of ECL assessment:

- (1) Simplified approach, that is either required or available as a policy choice for trade/account receivables, contract assets and lease receivables. The simplified approach does not require an entity to track the changes in credit risk, but, instead, requires the entity to recognise a loss allowance based on the lifetime ECLs at each reporting date, right from origination. An entity is required to apply the simplified approach for trade/account receivables or contract assets that result from transaction within the scope of HKFRS 15 and that do not contain a significant financing component, or when the entity applies the practical expedient for contracts that have a maturity of one year or less, in accordance with HKFRS 15.
- (2) General approach, there are 2 measurement bases for ECL assessment:
 - 12-month ECLs (Stage 1), which applies to all items (from initial recognition) as long as there is no significant deterioration in credit quality;

估值方法

預期信貸虧損的一般公式如下：

$$ECL = \sum_{t=1}^{i=1} EAD_i \times PD_i \times LGD_i \times DF_i$$

其中：

- EAD = 違約風險敞口
- PD = 違約概率
- LGD = 違約損失率
- DF = 折讓因素(倘適用)

當評估信貸風險的顯著增加時，可進行幾個簡化處理，例如低信貸風險簡化。階段二與階段三在確認利息收益的方式方面有所不同。根據階段二(與階段一一樣)，利息確認與減值完全脫鉤，而利息收益按賬面總額計算。根據階段三(如已發生信貸事件，則與香港會計準則第39號項下已發生信貸虧損的定義相若)，利息收益按攤銷成本計算。

預期信貸虧損評估方法有兩種任選方案：

- (1) 簡化法，對貿易應收款項／應收賬款、合約資產及租賃應收款項而言屬必須或可選政策選擇。簡化法不要求實體追蹤信貸風險的變化，而是要求實體在各報告日期從頭開始根據全期預期信貸虧損確認虧損撥備。根據香港財務報告準則第15號，實體必須對在香港財務報告準則第15號範圍內的交易產生的貿易應收款項／應收賬款或不含重大融資成分的合約資產採用簡化法，或對期限為一年或更短的合約採用可行權宜處理方法。
- (2) 一般法，有兩個計量基準用於預期信貸虧損評估：
 - 12個月預期信貸虧損(階段一)，只要信貸質素並無大幅轉差，其適用於自初步確認以來之所有項目；

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- Lifetime ECLs (Stage 2 and 3), which applies when a significant increase in credit risk has occurred on an individual or collective basis.

The General approach with the lifetime ECLs is selected.

ECL are computed with the following input:

- PD: ranged between 6.16% to 32.6% is applied);
- LGD: is applied at 61.5%; and
- the ECL rate was approximately 13.0%.

Based on the formula above, the provision for expected credit loss on the Outstanding Principal as at 31 December 2023 was approximately HK\$11.3 million (2022: Nil).

PROSPECTS

Hotel Operation

The 2024 Olympic and Paralympic Games in Paris will undoubtedly be a major event in France. Paris is reportedly expecting more than 15 million visitors from around the world to watch world-class athletes perform at the highest level. Such a high demand for hotel rooms during the Olympics is expected to drive up occupancy and average room rate of the Paris Marriott Hotel. Despite the positive expectation, the outlook for the Paris Marriott Hotel is complicated by a number of factors, such as the continual rise in prices in Europe as interest rate in the Euro Area remains at all-time high, ongoing geopolitical tensions between Ukraine and Russia, social unrest among the Euro Area, and the requirements on renewable energy and climate-related measures in France.

In the meantime, the Board is considering the proposals for phase 2 renovation of the Paris Marriott Hotel with regard to the remaining guestrooms and internal facilities.

Finally, the Euros 175.0 million bank loan (the "Loan") obtained for the acquisition of the Paris Marriott Hotel will mature by October 2024. The Company has already entered into discussions with the bank regarding renewal of the Loan.

- 全期預期信貸虧損(階段二及三)，其適用於按個別或集體基準已發生信貸風險大幅增加之情況。

一般法(全期預期信貸虧損)被選用。

預期信貸虧損用以下輸入值計算得出：

- 違約概率：適用範圍6.16%至32.6%；
- 違約損失率：適用於61.5%；及
- 預期信貸虧損率為約13.0%。

根據上述公式，於二零二三年十二月三十一日，未償還本金的預期信貸虧損撥備為約11,300,000港元(二零二二年：零)。

前景

酒店經營

二零二四年巴黎奧運會及殘奧會無疑將成為巴黎的一大盛事。據報道，預計將有逾15百萬名來自世界各地的遊客到訪巴黎，觀看世界級運動員發揮最佳表現。奧運會期間對酒店客房的高需求預期將推動Paris Marriott Hotel的入住率及平均住房費。儘管預期良好，但Paris Marriott Hotel的前景仍受多項因素影響，如歐元區利率仍處於歷史高位，導致歐洲物價持續上漲、烏克蘭與俄羅斯之間持續的地緣政治緊張局勢、歐元區社會動蕩不安以及法國對可再生能源及氣候相關措施的要求。

同時，董事會正審議有關Paris Marriott Hotel餘下客房及內部設施進行二期翻新的提議。

最後，就收購Paris Marriott Hotel獲得的銀行貸款175,000,000歐羅(「貸款」)將於二零二四年十月到期。本公司已就續新貸款與銀行討論。

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Money Lending

The Board considers Hong Kong's mortgage loan market will remain challenging, being heavily competitive with uncertain prospects. The Board would exercise the utmost caution when conducting mortgage loan business in Hong Kong.

Equity Investment and Other Investment

Interests in an Associate

Reference is made to the announcement of the Company dated 22 March 2024: the Court had (i) granted an order approving commencement of the pre-reorganisation procedures (預重整程序) of the Pledge Associate; and (ii) granted an order appointing the liquidation team (清算組) of the Pledge Associate as the provisional administrator (臨時管理人) of the said pre-reorganisation. The Company is currently seeking legal advice as to the appropriate legal actions to be taken in order to safeguard the interests of the Company and its shareholders. The Company will keep its shareholders and investors informed of any material development, and will publish relevant announcements as and when appropriate in accordance with the Listing Rules.

Convertible Bonds

The Issuer has submitted and the Board has accepted, pending signing of formal and binding agreements, a preliminary proposal from the Issuer as regards repayment of the Outstanding Principal and default interest in instalments. In addition, personal guarantees and assets pledge are proposed be provided to the Group. As at the date of this report, the Group is in the process of entering into formal and binding agreements with the Issuer regarding the above. The Board will closely monitor the repayment progress. Further legal action will be considered if necessary.

LOOKING AHEAD

The Board will concurrently review the Group's portfolio to restructure and enhance the quality of assets held. The Board will also continue to explore investment opportunities from new business segments with a view to enhancing and improving returns to the Company's stakeholders.

融資業務

董事會認為，香港按揭貸款市場仍將充滿挑戰、競爭激烈及前景不明朗。董事會在香港進行按揭貸款業務時，定當小心審慎行事。

股本投資及其他投資

於聯營公司的權益

茲提述本公司日期為二零二四年三月二十二日的公告：法院已(i)授出批准開始質押聯營公司預重整程序的命令；及(ii)授出委任質押聯營公司清算組為上述預重整的臨時管理人的命令。本公司現正就採取適當的法律行動尋求法律意見，以保障本公司及其股東的權益。本公司將就任何重大發展知會其股東及投資者，並將適時根據上市規則刊發相關公告。

可換股債券

發行人已提交且董事會已在簽署正式且具約束力的協議前自發行人接受一份有關分期償還未償還本金及違約利息的初步提案。此外，建議向本集團提供個人擔保及資產質押。於本報告日期，本集團正與發行人訂立有關上述事項的正式且具約束力的協議。董事會將密切監控還款進度。有必要時，將考慮採取進一步法律行動。

展望

董事會將會審視本集團之組合，以重組及提升所持資產之質量。此外，董事會將繼續探索新業務分部之投資良機，務求提升及增進本公司持份者之回報。

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LIQUIDITY AND FINANCIAL RESOURCES

As at 31 December 2023, total assets and net assets of the Group were approximately HK\$3,668.0 million and HK\$1,927.8 million respectively (31 December 2022: approximately HK\$3,616.6 million and HK\$1,930.6 million, respectively). The cash and bank balance of the Group as at 31 December 2023 were approximately HK\$884.2 million, and were denominated in Hong Kong dollar, Euro, United States dollar and Renminbi (31 December 2022: approximately HK\$700.2 million). The total current assets of the Group as at 31 December 2023 were approximately HK\$1,218.1 million (31 December 2022: approximately HK\$1,176.4 million). As at 31 December 2023, the Group had net current liabilities of approximately HK\$376.8 million (31 December 2022: net current assets of approximately HK\$1,083.9 million). The Group adopted a conservative treasury approach and had tight control over its cash management. As at 31 December 2023, the Group had outstanding bank loans and other borrowings amounted to approximately HK\$1,502.7 million¹ (31 December 2022: approximately HK\$1,450.1 million), all of which were due within one year (31 December 2022: Nil). As at 31 December 2023, the Group's gearing ratio (total borrowings/total assets) was approximately 41.0% (31 December 2022: approximately 40.1%). The Group constantly monitors its cash flow position, maturity profile of borrowings, availability of banking facilities, gearing ratio and interest rate exposure. Borrowing requirements are not seasonal as they tend to follow the pattern of capital expenditure and investment.

(1) Approximately HK\$1,502.7 million (equivalent to €175,000,000) at the interest rate of 3 months EURIBOR plus 2.2% per annum.

ACQUISITIONS AND DISPOSALS

During the Year, the Group had no material acquisition or disposal of subsidiaries, associates and joint ventures.

流動資金及財務資源

於二零二三年十二月三十一日，本集團之資產總值及資產淨值分別為約3,668,000,000港元及1,927,800,000港元(二零二二年十二月三十一日：分別約3,616,600,000港元及1,930,600,000港元)。於二零二三年十二月三十一日，本集團之現金及銀行結餘為約884,200,000港元，其以港元、歐羅、美元及人民幣計值(二零二二年十二月三十一日：約700,200,000港元)。於二零二三年十二月三十一日，本集團之流動資產總值為約1,218,100,000港元(二零二二年十二月三十一日：約1,176,400,000港元)。於二零二三年十二月三十一日，本集團之流動負債淨額為約376,800,000港元(二零二二年十二月三十一日：流動資產淨值約1,083,900,000港元)。本集團採取審慎財政方針，並嚴格監控現金管理。於二零二三年十二月三十一日，本集團之未償還銀行貸款及其他借貸為約1,502,700,000港元¹(二零二二年十二月三十一日：約1,450,100,000港元)，皆須於一年內償還(二零二二年十二月三十一日：無)。於二零二三年十二月三十一日，本集團資產負債比率(總借貸／資產總值)為約41.0%(二零二二年十二月三十一日：約40.1%)。本集團持續監察其現金流量情況、借貸之到期情況、備用銀行融資情況、資產負債比率及利率風險。由於借貸需要偏向依隨資本開支及投資模式而定，故並非季節性。

(1) 約1,502,700,000港元(相當於175,000,000歐羅)之年息率為三個月歐羅區銀行同業拆息加2.2厘。

收購及出售

於本年度，本集團並無有關附屬公司、聯營公司及合營企業之重大收購或出售。

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FOREIGN EXCHANGE EXPOSURE

The Group had operations in France, Luxembourg, the People's Republic of China (the "PRC") and Hong Kong where transactions and cash flow were denominated in local currencies, including Euro, Renminbi, United States dollars and Hong Kong dollars. As a result, the Group was exposed to foreign currency exposure with respect to Euro and Renminbi, which mainly occurred from conducting daily operations and financing activities through local offices where local currencies were different from the Group. For the year ended 31 December 2023, the Group had not entered into any forward contracts to hedge the foreign exchange exposure. The Group managed its foreign exchange risks by performing regular review and monitoring of foreign exchange exposure. The Group would consider employing foreign exchange hedging arrangements when appropriate and necessary.

CONTINGENT LIABILITIES

As at 31 December 2023, the Group had no contingent liabilities.

PLEDGE ON THE GROUP'S ASSETS

As at 31 December 2023, cash deposits amounting to approximately HK\$33.1 million (31 December 2022: approximately HK\$19.8 million) and a building of the Group with a net carrying amount of approximately HK\$2,376.5 million (31 December 2022: approximately HK\$2,341.2 million) were pledged to secure bank loan granted to the Group.

EMPLOYEES AND REMUNERATION

The Group had 6 employees as at 31 December 2023 (31 December 2022: 7). The total employee remuneration during the Year was approximately HK\$7.9 million (31 December 2022: approximately HK\$7.7 million). Remuneration policies were reviewed regularly to ensure that compensation and benefits packages were in line with the market level. In addition to basic remuneration, the Group also provided other employee benefits including bonuses, mandatory provident fund scheme, medical insurance scheme and participation to the share option scheme.

PURCHASE, REDEMPTION OR SALE OF LISTED SECURITIES OF THE COMPANY

During the Year, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

外匯風險

本集團在法國、盧森堡、中華人民共和國（「中國」）及香港等地經營業務，而上述業務之交易及現金流量以當地貨幣（包括歐羅、人民幣、美元及港元）計值。因此，由於當地貨幣與本集團貨幣不同，故此本集團就歐羅及人民幣面對外幣風險，其主要源自當地辦事處進行之日常業務運作及融資活動。於截至二零二三年十二月三十一日止年度，本集團並無訂立任何遠期合約作對沖外匯風險之用。本集團透過進行定期檢討及監察所面對之外匯風險，管理其外匯風險。本集團將於合適及有需要時考慮作出外匯對沖安排。

或然負債

於二零二三年十二月三十一日，本集團並無或然負債。

本集團資產抵押

於二零二三年十二月三十一日，合共約33,100,000港元之現金存款（二零二二年十二月三十一日：約19,800,000港元）及本集團賬面淨值約2,376,500,000港元（二零二二年十二月三十一日：約2,341,200,000港元）之樓宇已作質押，作為本集團獲授銀行貸款之抵押品。

僱員及薪酬

於二零二三年十二月三十一日，本集團共有六名僱員（二零二二年十二月三十一日：7名）。於本年度，僱員薪酬總額為約7,900,000港元（二零二二年十二月三十一日：約7,700,000港元）。本集團定期檢討薪酬政策，以確保報酬及福利待遇符合市場水平。除基本薪酬外，本集團亦提供其他僱員福利，包括花紅、強制性公積金計劃、醫療保險計劃及參與購股權計劃。

購買、贖回或出售本公司上市證券

年內，本公司或其任何附屬公司並無購買、贖回或出售本公司任何上市證券。

EXECUTIVE DIRECTORS

Mr. Xue Jian

Mr. Xue Jian, aged 58, was appointed as a non-executive Director on 7 January 2009. Mr. Xue was re-designated as an executive Director on 6 January 2011, and appointed as chief executive officer on 1 June 2016. Mr. Xue also serves as director to a number of subsidiaries of the Company. Mr. Xue received his master's degree in business administration from Zhongnan University of Finance, Economics, Politics and Law. Mr. Xue has over two decades of experience in the steelmaking industry and in the commercial sector in the PRC. He was the legal representative of Rizhao Steel Co., Limited*, and is a director of Rizhao Steel Holding Group Co., Limited*. The Rizhao Steel group of companies is one of the largest private steel makers in the PRC. Mr. Xue has also been appointed as the supervisor of Jinghua Rigang Holding Group Co., Limited*. Mr. Xue is appointed as non-executive director of Qingdao Rural Commercial Bank Corporation* (Stock Code: 002958.SZ), the issued shares of which are listed on the Shenzhen Stock Exchange of the PRC. Mr. Xue is also appointed as director of Sunsea AIoT Technology Co., Ltd* (Stock Code: 002313.SZ), the issued shares of which are listed on the Shenzhen Stock Exchange of the People's Republic of China.

Mr. Law Wing Chi, Stephen

Mr. Law Wing Chi, Stephen, aged 53, was appointed as an executive Director on 18 May 2011. He has also been appointed as members of the remuneration committee and nomination committee of the Company as well as chief financial officer, process agent and company secretary of the Company. Mr. Law also serves as director, company secretary and legal representative to a number of Group companies. Mr. Law has extensive experience in financial management and professional accounting. Prior to joining the Company, Mr. Law was the chief financial officer of Diamondlite Group, one of the leading jewelry manufacturers in the PRC. Having started his career as a professional accountant in an international accountancy firm, Mr. Law has undertaken key financial management positions in companies engaged in a variety of industries. Mr. Law is an associate member of the Hong Kong Institute of Certified Public Accountants and holds a Bachelor of Arts Degree in Accountancy from the City University of Hong Kong. Mr. Law is also an independent non-executive director of KML Technology Group Limited, the issued shares of which are listed on the GEM of The Stock Exchange of Hong Kong Limited ("Stock Exchange") (Stock Code: 8065).

執行董事

薛健先生

薛健先生，58歲，於二零零九年一月七日獲委任為非執行董事。薛先生於二零一一年一月六日調任為執行董事，並於二零一六年六月一日獲委任為行政總裁。薛先生亦為本公司多間附屬公司之董事。薛先生擁有中南財經政法大學頒授的工商管理碩士學位，在中國鋼鐵製造業及商界積逾二十年經驗。彼曾為日照鋼鐵有限公司之法定代表，現為日照鋼鐵控股集團有限公司之董事。日照鋼鐵集團為中國最大型的私營鋼鐵製造商之一。薛先生亦獲委任為京華日鋼控股集團有限公司之監事。薛先生獲青島農村商業銀行股份有限公司(證券代碼：002958.SZ)委任為非執行董事，該公司之已發行股份在中國深圳證券交易所上市。薛先生亦獲日海智能科技股份有限公司(證券代碼：002313.SZ)委任為董事，該公司之已發行股份在中華人民共和國深圳證券交易所上市。

羅永志先生

羅永志先生，53歲，於二零一一年五月十八日獲委任為執行董事。彼亦獲委任為本公司薪酬委員會及提名委員會成員，並為本公司財務總裁、接收法律程序文件代理人及公司秘書。羅先生亦出任本集團旗下多間公司之董事、公司秘書及法定代表。羅先生在財務管理與專業會計方面擁有豐富經驗。加入本公司前，羅先生擔任元藝集團財務總裁一職，該集團為中國領先珠寶製造商之一。羅先生於一間國際會計師事務所開展其專業會計師事業，此後曾在多間從事不同行業之公司擔任主要財務管理職位。羅先生為香港會計師公會會員，並持有香港城市大學頒授之會計學學士學位。羅先生亦為高萌科技集團有限公司獨立非執行董事，該公司之已發行股份在香港聯合交易所有限公司(「聯交所」)GEM上市(股份代號：8065)。

* For identification purpose only

DIRECTORS' PROFILE

董事簡介

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Tam Sun Wing

Mr. Tam Sun Wing, aged 66, was appointed as an independent non-executive Director on 14 December 2001. He has also been appointed as chairman of the audit committee and the remuneration committee, and the member of the nomination committee of the Company. Mr. Tam is a professional accountant with more than 30 years of extensive audit and business advisory experience. Mr. Tam is practising as a director of FTW & Partners CPA Limited. Mr. Tam is also a fellow member of the Hong Kong Institute of Certified Public Accountants. Mr. Tam holds a Master Degree of Science in Corporate Governance and Directorship from the Hong Kong Baptist University.

Mr. Ng Ge Bun

Mr. Ng Ge Bun, aged 66, was appointed as an independent non-executive Director on 30 September 2004. He has also been appointed as member of the audit committee and the remuneration committee and chairman of the nomination committee of the Company. Mr. Ng holds the degree in bachelor of science and degree in bachelor of laws. He obtained a postgraduate certificate in laws from The University of Hong Kong. He is a solicitor in Hong Kong and currently serves as a consultant of H.Y. Leung & Co. LLP Solicitors. Mr. Ng is also an independent non-executive director of EverChina Int'l Holdings Company Limited, the issued shares of which are listed on the Stock Exchange (Stock Code: 202).

Mr. He Yi

Mr. He Yi, aged 51, was appointed as an independent non-executive Director on 18 May 2011. He has been appointed as member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. He is the chief executive officer of Shanghai YAOXIN Asset Investment and Management Limited. Prior to this, he was the general manager of Barclays Bank Shanghai Branch and has extensive experience in the financial industry. Mr. He started his career with the Credit Agricole Indosuez in Shanghai and was the head of treasury department and financial institutions department of First Sino Bank, the head of global markets China and deputy general manager of the Shanghai branch of Australia and New Zealand Banking Group Limited. Mr. He is a member of the Chinese Institute of Certified Public Accountants and a certified economist accredited by The Ministry of Personnel of China. Mr. He also holds a postgraduate master degree of economics from Fudan University, Shanghai, China. Mr. He is an independent non-executive director of Sunshine Oilsands Limited ("Sunshine Oilsands") (Stock Code: 2012). Mr. He is also an independent non-executive director of Future World Holdings Limited ("Future World") (Stock Code: 572). The issued shares of both Sunshine Oilsands and Future World are listed on the Stock Exchange.

獨立非執行董事

譚新榮先生

譚新榮先生，66歲，於二零零一年十二月十四日獲委任為獨立非執行董事。彼亦獲委任為本公司審核委員會及薪酬委員會主席以及提名委員會成員。譚先生為專業會計師，於審計及商業顧問方面積逾30年豐富經驗。譚先生現時自行執業，並為港駿會計師行有限公司之董事。譚先生亦為香港會計師公會之資深會員。譚先生持有香港浸會大學公司管治與董事學理學碩士學位。

吳志彬先生

吳志彬先生，66歲，於二零零四年九月三十日獲委任為獨立非執行董事。彼亦獲委任為本公司審核委員會及薪酬委員會成員以及提名委員會主席。吳先生持有理學士學位及法律學士學位，並於香港大學取得法律專業證書，為香港律師，現任梁浩然律師事務所有限法律責任合夥之顧問律師。吳先生亦為潤中國際控股有限公司獨立非執行董事，該公司之已發行股份在聯交所上市（股份代號：202）。

賀弋先生

賀弋先生，51歲，於二零一一年五月十八日獲委任為獨立非執行董事。彼亦獲委任為本公司審核委員會、薪酬委員會及提名委員會成員。賀先生現為上海YAOXIN Asset Investment and Management Limited之行政總裁。此前賀先生為巴克萊銀行上海分行行長，於金融行業擁有豐富經驗。賀先生於上海之東方匯理銀行開展事業，曾任華一銀行資金部和金融機構部門主管，以及澳大利亞和紐西蘭銀行全球市場部門中國區主管及上海分行副總經理。賀先生為中國註冊會計師協會會員及中國人事部註冊金融經濟師。賀先生亦持有中國上海復旦大學經濟學研究碩士學位。賀先生為陽光油砂有限公司（「陽光油砂」）（股份代號：2012）之獨立非執行董事。賀先生亦為未來世界控股有限公司（「未來世界」）（股份代號：572）之獨立非執行董事。陽光油砂及未來世界之已發行股份均在聯交所上市。

Ms. Kwok Pui Ha

Ms. Kwok Pui Ha, aged 54, was appointed as an independent non-executive Director with effect from 1 January 2023. Ms. Kwok has also been appointed as member of the audit committee, the remuneration committee and the nomination committee of the Company. Ms. Kwok started her career with Deloitte Touche Tohmatsu and she has more than 28 years of experience in investment management, accounting and financial management. Being a finance executive, Ms. Kwok has taken up a broad range of responsibilities including accounting, financing, tax planning, strategic planning, deal analysis, treasury, legal and company secretarial matters, as well as human resources management. Ms. Kwok is currently director of Adanti Limited, a company which is principally engaged in the provision of business advisory services. Ms. Kwok was appointed as the head of finance and company secretary of CCIAM Future Energy Ltd ("CCIAMFE"), the issued shares of which are listed on the Stock Exchange, from January 2022 to April 2023. Ms. Kwok had also worked as head of finance in CITIC International Assets Management Limited, an affiliate of CITIC Group for 10 years. Ms. Kwok has accumulated extensive experience in listed companies, including serving as an independent non-executive director of and as head of finance and company secretary of a number of main-board listed companies in Hong Kong for more than 20 years. Ms. Kwok is a fellow member of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales, and a member of Hong Kong Securities and Investment Institute.

郭佩霞女士

郭佩霞女士，54歲，自二零二三年一月一日起獲委任為獨立非執行董事。郭女士亦獲委任為本公司審核委員會、薪酬委員會及提名委員會成員。郭女士於德勤·關黃陳方會計師行開展其職業生涯，於投資管理、會計及金融管理專業擁有逾28年經驗。郭女士作為財務行政主管，在會計、金融、稅務規劃、策略規劃、交易分析、財資、法律及公司秘書事宜以及人力資源管理方面肩負多項職責。郭女士現任Adanti Limited(一間主要從事提供商業諮詢服務的公司)的董事。於二零二二年一月至二零二三年四月，郭女士獲委任為信能低碳有限公司(「信能低碳」，其已發行股份於聯交所上市)之財務總監及公司秘書。郭女士亦曾於中信國際資產管理有限公司(中國中信集團公司的聯屬公司)任職集團財務總監10年。郭女士亦於上市公司累積了廣泛經驗，包括於香港多間主板上市公司任職獨立非執行董事、財務主管及公司秘書逾20年。郭女士為香港會計師公會及英格蘭及威爾斯特許會計師公會資深會員，亦為香港證券及投資學會會員。

CORPORATE GOVERNANCE REPORT

企業管治報告書

The Board and the management of the Company are committed to maintaining high standards of corporate governance. Continuous efforts are made to review and enhance the Group's internal control policy and procedures in light of local and international developments to instill best practices.

The Board has set up procedures on corporate governance that comply with the requirements of the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") on corporate governance practices based on the principles and code provisions set out in the Corporate Governance Code (the "CG Code") contained in Appendix C1 to Listing Rules.

The Company had complied with the code provisions of the CG Code throughout the year ended 31 December 2023 with the following deviations:

- C.2.1 The Company does not have a Chairman. No replacement appointment of the Chairman of the Board was made during the Year. The role and responsibilities of the Chairman on governance matters of the Company were shared between the executive Directors during the Year. The Company will publish an announcement once an appointment has been made in accordance with the Listing Rules.
- F.2.2 The Company does not have a Chairman, an executive Director, Mr. Law Wing Chi, Stephen, was elected to chair the annual general meeting of the Company held on 29 May 2023 in accordance with the Bye-laws.

The Board will keep these matters under review.

Following sustained development and growth of the Company, we will continue to monitor and revise the Company's corporate governance policies in order to ensure that such policies meet the general rules and standards required by the shareholders of the Company.

No appointment of the Chairman of the Board was made during the Year. The role and responsibilities of the Chairman on governance matters of the Company were shared between the executive Directors during the Year. The Company will publish an announcement once an appointment has been made in accordance with the Listing Rules.

董事會及本公司管理層致力維持高水平之企業管治。透過參考本地及國際之發展，彼等致力檢討及提升本集團之內部監控政策與程序，逐漸引進最佳常規。

董事會已設立企業管治程序，該等程序符合聯交所證券上市規則（「上市規則」）所載有關企業管治常規之規定，並根據上市規則附錄C1所載企業管治守則（「企業管治守則」）之原則及守則條文而設立。

本公司於截至二零二三年十二月三十一日止年度內一直遵守企業管治守則之守則條文規定，惟下列偏離情況除外：

- 第C.2.1條—本公司並無主席。年內，本公司並無填補董事會主席之空缺。年內，主席在本公司管治方面之職責及職務由各執行董事共同分擔。本公司將按照上市規則之規定，於作出有關委任後再作公告。
- 第F.2.2條—本公司並無主席。按照公司細則之規定，已推選執行董事羅永志先生主持本公司於二零二三年五月二十九日舉行之股東週年大會。

董事會將繼續檢討有關事項。

隨著本公司持續發展及增長，我們將繼續監察及修訂本公司之企業管治政策，以確保該等政策達到本公司股東要求之一般規則及標準。

年內，本公司並無填補董事會主席之空缺。年內，主席在本公司管治方面之職責及職務由各執行董事共同分擔。本公司將按照上市規則之規定，於作出有關委任後再作公告。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted a code of conduct regarding Directors' securities transactions on terms no less exacting than the required standard of the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") set out in Appendix C3 to the Listing Rules. The Company, having made specific enquiry, has confirmed with the Directors that they have complied with the required standard set out in the Model Code and its code of conduct regarding Directors' securities transactions.

董事進行證券交易的標準守則

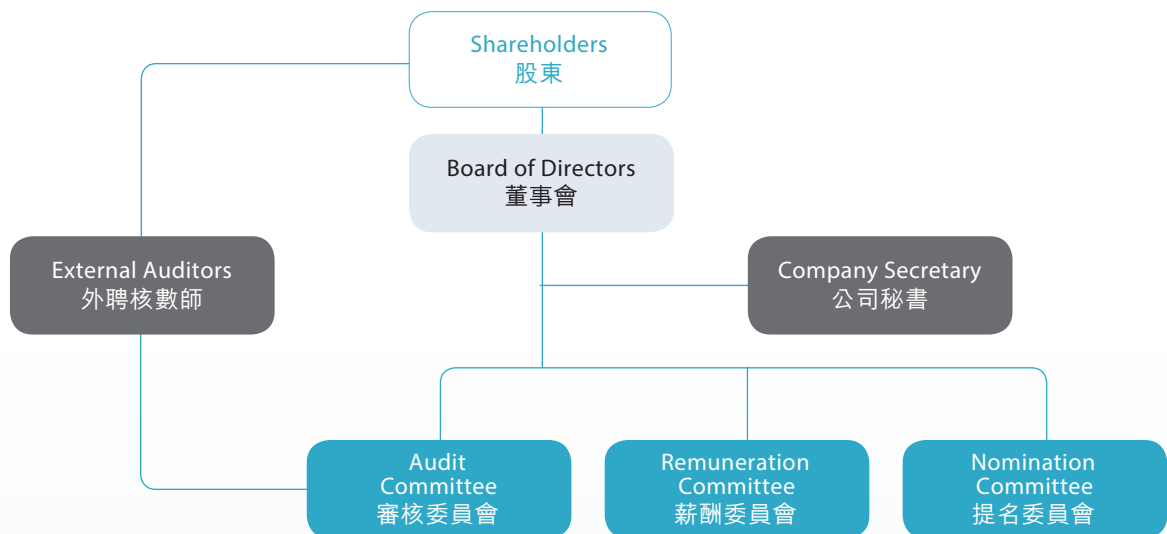
本公司已採納有關董事證券交易之操守守則，有關條款與上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「標準守則」）之規定標準同樣嚴謹。本公司經作出具體查詢後已與董事確認，彼等一直遵守標準守則所載規定準則及本公司有關董事進行證券交易之操守守則。

THE BOARD AND CORPORATE GOVERNANCE STRUCTURE

The Board is responsible for directing the strategic objectives of the Group and overseeing the management of the business. The Directors are responsible for leadership and control of the Group. The overall corporate governance structure of the Company is depicted in the following chart:

董事會及企業管治架構

董事會負責指導本集團策略目標及監察業務管理之事宜。董事則負責領導及監控本集團。下圖描述本公司之整體企業管治架構：



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BOARD

(A) BOARD COMPOSITION

The Board currently comprises two executive Directors and four independent non-executive Directors, serving the important function of guiding the management.

The Board members during the Year and up to the date of this annual report were and are as follows:

Executive Directors

Mr. Xue Jian (*Chief executive officer*)
Mr. Law Wing Chi, Stephen

Independent non-executive Directors

Mr. Tam Sun Wing
Mr. Ng Ge Bun
Mr. He Yi
Ms. Kwok Pui Ha

No Chairman was appointed during the Year. There are no relationships (including financial, business, family or other material/relevant relationship) among the Directors. All Directors are not appointed for a specific term. Although all Directors are not appointed for a specific term, all Directors, except the Chairman (if any), are subject to retirement by rotation and re-election at the annual general meetings of the Company pursuant to the Bye-laws.

(B) ROLE AND FUNCTION

The Board is responsible for formulating the strategic business development, reviewing and monitoring the business performance of the Group, as well as preparing and approving financial statements. The Directors, collectively and individually, are aware of their responsibilities to shareholders, for the manner in which the affairs of the Company are managed and operated. In the appropriate circumstances and as and when necessary, directors will consent to the seeking of independent professional advice at the Group's expense, ensuring that board procedures, and all applicable rules and regulations, are followed.

The Board gives clear directions as to the powers delegated to the management for the management and administration functions of the Group, in particular, with respect to the circumstances where management should report back and obtain prior approval from the Board before making decisions or entering into any commitments on behalf of the Group. The Board will review those arrangements on a periodic basis to ensure that they remain appropriate to the needs of the Group.

董事會

(A) 董事會之組成

董事會目前由兩名執行董事及四名獨立非執行董事組成，肩負帶領管理層之重任。

年內及截至本年報日期之董事會成員如下：

執行董事

薛健先生(*行政總裁*)
羅永志先生

獨立非執行董事

譚新榮先生
吳志彬先生
賀弋先生
郭佩霞女士

年內，本公司並無委任主席。董事之間概無任何關係(包括財務、業務、家族或其他重大／相關之關係)。所有獲委任之董事均無指定任期。雖然全體董事均無指定任期，但全體董事(主席(如有)除外)均須根據公司細則之規定，在本公司股東週年大會上輪席告退及膺選連任。

(B) 角色及職能

董事會負責制訂業務發展策略、檢討及監察本集團之業務表現，以及編製及批准財務報表。董事明白到，彼等須就本公司之管理及營運事宜共同及個別向股東承擔責任。在適當情況下及於有需要時，董事將同意徵求獨立專業意見，以確保董事會程序及一切適用規則及規定得以依循，有關費用由本集團支付。

關於董事會委派予管理層有關本集團管理及行政職能之權力，董事會會就此給予清晰指引，特別是涉及管理層在何種情況下須作出匯報，及於代表本集團作出決定或作出任何承諾前須事先取得董事會批准等事宜方面。董事會將定期檢討該等安排，以確保有關安排仍配合本集團的需要。

The Board has the full support from the senior management to discharge its responsibilities. Appropriate insurance cover for the Directors' and officers' liabilities in respect of legal actions against the directors and officers of the Company and its subsidiaries arising out of corporate activities of the Group has been arranged by the Company.

For the year ended 31 December 2023, the Board had held meetings and discussed following issues:

1. reviewed the internal control system and risk management of the Group;
2. discussed the annual results of the Group for the year ended 31 December 2022 and the interim results of the Group for the period ended 30 June 2023 respectively;
3. considered the recommendation of any final dividend for the year ended 31 December 2022 and the book close period, if any;
4. proposed re-election of the Directors;
5. proposed the re-appointment of Ernst & Young as the auditors of the Company, and discussed the auditors remuneration for the annual audit;
6. reviewed the effects on the changes of the accounting standards and principles;
7. proposed the general mandates to issue and repurchase shares of the Company;
8. considered the provision for expected credit loss on the loan to an associate and convertible bonds; and
9. reviewed the compliance with the Corporate Governance Code and disclosure in the Corporate Governance Report.

高級管理層全力支持董事會履行責任。本公司已為董事及高級職員安排合適之責任保險，就本公司及其附屬公司之董事及高級職員因本集團企業活動而遭展開之法律訴訟提供保障。

截至二零二三年十二月三十一日止年度，董事會曾舉行會議，並討論下列事項：

1. 檢討本集團之內部監控制度及風險管理；
2. 分別討論本集團截至二零二二年十二月三十一日止年度之全年業績及本集團截至二零二三年六月三十日止期間之中期業績；
3. 考慮就截至二零二二年十二月三十一日止年度派發任何末期股息之建議及暫停辦理股份過戶登記手續之期間(如有)；
4. 建議重選董事；
5. 建議續聘安永會計師事務所為本公司核數師及商討核數師進行年度審核之酬金；
6. 檢討會計準則及原則變動之影響；
7. 建議發行及購回本公司股份之一般授權；
8. 考慮對提供予聯營公司的貸款及可換股債券計提預期信貸虧損撥備；及
9. 審閱遵守企業管治守則之情況及企業管治報告之披露資料。

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(C) MEETING RECORDS

There were in total five Board meetings and general meeting held for the year ended 31 December 2023.

The following set out the attendance record of Board meetings and general meeting held during the Year:

(C) 會議記錄

於截至二零二三年十二月三十一日止年度，合共舉行了五次董事會會議及股東大會。

以下載列年內舉行之董事會會議及股東大會之出席記錄：

**Attendance for board and general meeting
for the year ended 31 December 2023**
截至二零二三年十二月三十一日
止年度之董事會會議及股東大會出席率

Board members 董事會成員	Board Meetings 董事會會議	General Meeting 股東大會
Mr. Xue Jian 薛健先生	3/4	1/1
Mr. Law Wing Chi, Stephen 羅永志先生	3/4	1/1
Mr. Tam Sun Wing 譚新榮先生	4/4	1/1
Mr. Ng Ge Bun 吳志彬先生	4/4	1/1
Mr. He Yi 賀弋先生	4/4	1/1
Ms. Kwok Pui Ha 郭佩霞女士	4/4	1/1

(D) INDEPENDENT NON-EXECUTIVE DIRECTORS

During the year ended 31 December 2023, the Board had at all times met the requirements of the Listing Rules relating to the appointment of at least three independent non-executive Directors with at least one independent non-executive Director possessing appropriate professional qualifications, or accounting or related financial management expertise.

The Company has received written annual confirmation from each independent non-executive Director of his independence pursuant to Rule 3.13 of the Listing Rules. Based on the contents of such confirmation, the Company considers that the four independent non-executive Directors are independent.

The independent non-executive Directors bring a wide range of business and financial expertise, experience and independent judgement to the Board. Through active participation in Board meetings, taking the lead in managing issues involving potential conflict of interests and serving on Board committees, all independent non-executive Directors make various contributions to the effective direction of the Company.

The independent non-executive Directors are not appointed for a specific term. They are, however, subject to retirement by rotation and re-election at the annual general meeting of the Company pursuant to the Company's Bye-laws.

(E) CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for determining the corporate governance policy and performing the corporate governance duties including the following:

- (i) to develop and review the Company's policies and practices on corporate governance;
- (ii) to review and monitor the training and continuous professional development of the Directors and senior management;
- (iii) to review and monitor the Company's policies and practices on compliance with legal and regulatory requirements;
- (iv) to develop, review and monitor the code of conduct and compliance manual (if any) applicable to employees and Directors; and
- (v) to review the Company's compliance with Appendix C1 to the Listing Rules (Corporate Governance Code).

(D) 獨立非執行董事

於截至二零二三年十二月三十一日止年度，董事會於任何時間均符合上市規則有關委任最少三名獨立非執行董事，而其中最少一名獨立非執行董事須具備合適專業資格，或會計或相關財務管理專業知識的規定。

本公司已接獲各獨立非執行董事根據上市規則第3.13條就彼之獨立身份而發出之年度確認書。根據有關確認書內容，本公司認為四名獨立非執行董事均為獨立人士。

獨立非執行董事為董事會帶來淵博之營商及財務專業知識、經驗及獨立判斷。透過積極參與董事會會議、引領處理涉及潛在利益衝突之管理事宜並參與董事會轄下委員會，全體獨立非執行董事有效引導本公司，貢獻良多。

獨立非執行董事之委任並無特定任期。然而，彼等須根據本公司公司細則於本公司股東週年大會上輪值退任及重選連任。

(E) 企業管治職能

董事會負責決定企業管治政策及履行企業管治職責，包括下列各項：

- (i) 制定及檢討本公司之企業管治政策及常規；
- (ii) 檢討及監察董事及高級管理人員之培訓及持續專業發展；
- (iii) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (iv) 制定、檢討及監察適用於僱員及董事之操守準則及合規手冊（如有）；及
- (v) 檢討本公司遵守上市規則附錄C1（《企業管治守則》）之情況。

CORPORATE GOVERNANCE REPORT

企業管治報告書

(F) DIRECTORS' CONTINUOUS PROFESSIONAL DEVELOPMENT

The Directors are committed to participate in continuous professional development. The Directors are regularly briefed on amendments and updates on the relevant laws, rules and regulations.

The company secretary of the Company had also provided course materials concerning professional training relating to the roles, functions and duties of a Director to all Directors namely, Mr. Xue Jian, Mr. Law Wing Chi, Stephen, Mr. Tam Sun Wing, Mr. Ng Ge Bun, Mr. He Yi and Ms. Kwok Pui Ha to develop and refresh their professional knowledge and skills. According to the information provided by the Directors, all of the Directors have read the course materials provided by the company secretary of the Company during the Year.

(G) DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

The Directors acknowledge their responsibility for the preparation of financial statements of the Group, and to report on material uncertainties, if any, relating to events or conditions that may cast significant doubt upon the Group's ability to continue preparing the accounts on a going concern basis. The Directors are not aware of any material uncertainties relating to events or condition which may cast significant doubt upon the Company's ability to continue preparing the financial statements on the assumption that the Group will continue as going concern.

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

The division of the responsibilities between the Chairman and Chief Executive Officer is clearly established. The Chairman provides leadership for the Board and the Chief Executive Officer has overall chief executive responsibility for the Group's business development and day-to-day management generally.

No appointment of the Chairman of the Board was made during the Year. The role and responsibilities of the Chairman on governance matters of the Company were shared by the executive Directors during the Year. The Company will publish an announcement once an appointment has been made in accordance with the Listing Rules.

(F) 董事之持續專業發展

董事致力參與持續專業發展。董事獲定期簡報相關法律、規則及法規之修訂及最新資料。

本公司公司秘書亦已向全體董事(即薛健先生、羅永志先生、譚新榮先生、吳志彬先生、賀弋先生及郭佩霞女士)提供有關董事角色、職能及職責之專業培訓之課程資料,以發展及更新彼等之專業知識及技能。根據董事提供之資料,年內全體董事均已閱讀本公司公司秘書提供的課程資料。

(G) 董事對財務報表須承擔之責任

董事知悉彼等須負責編製本集團之財務報表,以及匯報可能會嚴重影響本集團繼續按持續經營基準編製賬目之能力之重大不明朗事件及情況(如有)。董事並不知悉有任何重大不明朗事件或情況可能會嚴重影響本公司根據本集團持續經營之假設,持續編製財務報表之能力。

主席及行政總裁

主席與行政總裁間之職責明確區分。主席專責領導董事會,而行政總裁則擔當高級行政人員之職責,全面負責本集團之業務發展及一般日常管理工作。

年內,公司並無填補董事會主席之空缺。於本年度內,主席在本公司管治方面之職務及職責由各執行董事共同分擔。本公司將按照上市規則之規定,於作出有關委任後再作公告。

BOARD DIVERSITY POLICY

The Group adopted a board diversity policy, a summary of which is set out hereinafter. The Company recognises and embraces the benefits of having a diverse Board to enhance the quality of its performance and to maintain the highest standards of corporate governance. The Board also sees diversity at the Board level as an essential element in maintaining a competitive advantage. All Board appointments will be based on meritocracy, and candidates will be considered against appropriate criteria, having due regard for the benefits of diversity on the Board. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and length of service. In forming its perspective on diversity, the Company will also take into account of factors based on its own business model and specific needs from time to time. The ultimate decision will be based on merit and contribution that the selected candidate will bring to the Board.

The Board considered that independent non-executive Directors can enhance the effectiveness and decision-making of the Board by providing independent view, objective judgement and constructive challenge to the Board and management of the Group.

Having reviewed the Board composition, the Board recognises the importance and benefits of gender diversity at the Board level and had taken initiatives to identify female candidate(s) to enhance the gender diversity among the Board members. The Board appointed a female independent non-executive Director on 1 January 2023.

Our diversity philosophy including the gender diversity was generally followed in the workforce throughout the Group for the year ended 31 December 2023. As of the date of this report, the Board comprises six Directors, of which, approximately 83% (comprising five directors) of them are male and approximately 17% (comprising one director) is female. And approximately 83% of our total workforce were male. We will continue with our endeavor to increase female representation in our Board.

董事會多元化政策

本集團已採納董事會多元化政策，其概要載於下文。本公司明白及深信董事會成員多元化對提升公司表現質素及維持高水平的企業管治裨益良多。董事會亦明白董事會成員多元化是維持競爭優勢的關鍵要素。所有董事會成員均根據擇優留強原則予以委任，並將按合適標準考慮候任人選，並充分顧及董事會成員多元化的裨益。本集團會根據一系列多元化的角度甄選候選人，包括(但不限於)性別、年齡、文化及教育背景、專業經驗、技能、知識及服務年期。在建立多元化觀點時，本公司亦會根據本身的業務模式及不時的特定需要去考慮各種因素。最終決定將根據經挑選的候選人可為董事會帶來的功績及貢獻而作出。

董事會認為，獨立非執行董事可透過向本集團董事會及管理層提出獨立意見、客觀判斷及建設性的提問，提高董事會的效能及決策。

於檢討董事會之組成後，董事會明白董事會中性別多元化的重要性和裨益，並已採取行動，物色女性候選人以提升董事會成員之間的性別多元化。董事會於二零二三年一月一日委任一名女性獨立非執行董事。

截至二零二三年十二月三十一日止年度，我們的多元化理念(包括性別多元化)在本集團整個員工隊伍中得到普遍遵循。截至本報告日期，董事會由六名董事組成，其中約83%(包括五名董事)為男性及約17%(包括一名董事)為女性，以及員工總數的約83%為男性。我們將繼續不遺餘力增加女性董事代表。

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BOARD COMMITTEES

The Board has also established the following committees with defined terms of reference:

- Audit Committee
- Remuneration Committee
- Nomination Committee

Each Board committee makes decisions on matters within its term of reference and applicable limits of authority. The terms of reference as well as the structure and membership of each committee will be reviewed from time to time.

(A) AUDIT COMMITTEE

The Audit Committee was established on 14 December 2001. It currently consists of four independent non-executive Directors.

Composition of Audit Committee for the year ended 31 December 2023 was as follows:

Mr. Tam Sun Wing (*Chairman*)
Mr. Ng Ge Bun
Mr. He Yi
Ms. Kwok Pui Ha

Role and function

The Audit Committee is mainly responsible for:

- (a) making recommendations to the Board on the appointment, reappointment and removal of the external auditors, and to approve the remuneration and terms of engagement of the external auditors, and any questions of its resignation or dismissal;
- (b) reviewing and monitoring external auditors' independent and objectivity and effectiveness of the audit process in accordance with applicable standards. Discussing with the auditors the nature and scope of the audit and reporting obligations before the audit commences;

董事會轄下委員會

董事會亦已成立下列委員會，並訂明特定職權範圍：

- 審核委員會
- 薪酬委員會
- 提名委員會

董事會轄下各委員會就其職權範圍內及適用權限內之事宜作出決定。本公司將不時檢討各委員會之職權範圍、架構及成員組合。

(A) 審核委員會

審核委員會於二零零一年十二月十四日成立，目前由四名獨立非執行董事組成。

於截至二零二三年十二月三十一日止年度，審核委員會之成員如下：

譚新榮先生(主席)
吳志彬先生
賀弋先生
郭佩霞女士

角色及職能

審核委員會主要負責：

- (a) 就外聘核數師的委任、重新委任及罷免向董事會提供建議、批准外聘核數師的薪酬及聘用條款，及處理任何有關該核數師辭職或辭退該核數師的問題；
- (b) 根據適用標準審視及監督外聘核數師是否獨立客觀及審核程序是否有效。於核數工作開始前與核數師討論核數性質及範疇及有關申報責任；

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| <p>(c) developing and implementing policy on engaging external auditors to supply non-audit services;</p> <p>(d) reviewing and to monitor integrity of the Company's annual report and accounts, half-year report and, if prepared for publication, quarterly report, and to review significant financial judgments contained in them before submission to the Board, focusing particularly on:</p> <ul style="list-style-type: none">(i) any changes in accounting policies and practices;(ii) major judgmental areas;(iii) significant adjustments resulting from the audit;(iv) the going concern assumptions and any qualifications;(v) compliance with accounting standards; and(vi) compliance with the Listing Rules and legal requirements in relation to financial reporting. <p>(e) discussing the risk management and internal control systems with the management to ensure that the management has performed its duty to have an effective system. This discussion should include the adequacy of resources, staff qualifications and experience, training programmes and budget of the Company's accounting, financial reporting functions and those relating to the Company's ESG performance and reporting.</p> | <p>(c) 制定及實施聘請外聘核數師提供非核數服務的政策；</p> <p>(d) 在向董事會提交本公司的年報及賬目、半年度報告及(若擬刊發)季度報告前，應審閱及監督該等資料的完整性及審閱其中所載的任何重大財務判斷，尤其是：</p> <ul style="list-style-type: none">(i) 會計政策及實務的任何更改；(ii) 涉及重要判斷的地方；(iii) 因核數而出現的重大調整；(iv) 企業持續經營的假設及任何保留意見；(v) 是否遵守會計準則；及(vi) 是否遵守有關財務申報的《上市規則》及法律規定。 <p>(e) 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。討論內容應包括本公司在會計、財務匯報職能方面以及與本公司環境、社會及管治表現和匯報相關的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算又是否充足。</p> |
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Meeting Record

The Audit Committee met four times during the Year to discuss and approve the interim and annual results, and to review the internal control procedures of the Group.

The attendance record of Audit Committee meetings held for the year ended 31 December 2023 was as follows:

Committee member 委員會成員

Mr. Tam Sun Wing 譚新榮先生	4/4
Mr. Ng Ge Bun 吳志彬先生	4/4
Mr. He Yi 賀弋先生	4/4
Ms. Kwok Pui Ha 郭佩霞女士	4/4

During the meetings, the Audit Committee discussed the following matters:

(1) Financial Reporting

The Audit Committee met with the external auditors to discuss the interim and annual financial statements and system of internal control of the Group. The auditors and the chief financial officer were also in attendance to answer questions on the financial results.

Where there were questions on the financial statements and system of control of the Group reviewed by the Audit Committee, the management of the Company would provide breakdown, analysis and supporting documents to the Audit Committee members in order to ensure that the Audit Committee members were fully satisfied and make proper recommendation to the Board.

(2) External Auditors

The appointment of the external auditors and the audit fee were considered by the Audit Committee and recommendations were made to the Board on the selection of external auditors of the Company. The Audit Committee had also discussed on auditor's independence, objectivity and effectiveness of audit process.

(3) Internal Control

Review of the sufficiency and efficiency of risk management and the internal control system.

會議記錄

審核委員會於年內曾舉行四次會議，以討論及批准中期及全年業績，並檢討本集團之內部監控程序。

審核委員會於截至二零二三年十二月三十一日止年度所舉行會議之出席記錄如下：

Attendance at meetings held for the year ended 31 December 2023 截至二零二三年十二月三十一日止年度 所舉行會議之出席率

會上，審核委員會曾討論下列事宜：

(1) 財務申報

審核委員會曾與外聘核數師舉行會議，討論本集團之中期及全年財務報表以及內部監控制度。核數師及財務總監亦有出席會議，以解答有關財務業績之提問。

倘審核委員會於進行審閱工作時對本集團之財務報表及監控制度存有疑問，本公司管理層將向審核委員會成員提供明細表、分析及支持文件，以確保審核委員會成員完全信納並向董事會作出適當建議。

(2) 外聘核數師

審核委員會已考慮外聘核數師之委聘及核數費用等事宜，並已就本公司外聘核數師之甄選事宜向董事會作出建議。審核委員會亦已就核數師之獨立性、客觀性以及審核程序之有效性進行討論。

(3) 內部監控

檢討風險管理及內部監控制度是否足夠及具有效率。

(B) REMUNERATION COMMITTEE

The Remuneration Committee was established on 21 March 2005. It currently consists of one executive Director and four independent non-executive Directors.

Composition of the Remuneration Committee for the year ended 31 December 2023 was as follows:

Mr. Tam Sun Wing (*Chairman*)
Mr. Law Wing Chi, Stephen
Mr. Ng Ge Bun
Mr. He Yi
Ms. Kwok Pui Ha

Role and function

The Remuneration Committee is mainly responsible for:

1. reviewing any significant changes in human resources policies and structure made in line with the then prevailing trend and business requirements;
2. making recommendations to the Board on the Company's policy and structure for all remuneration of Directors and senior management and on the establishment of a formal and transparent procedure for developing policy on such remuneration;
3. determining the specific remuneration packages of all executive Directors and senior management, including benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment, and make recommendations to the Board on the remuneration packages of non-executive Directors;
4. considering factors such as salaries paid by comparable companies, time commitment and responsibilities of the Directors, employment conditions elsewhere in the Group and desirability of performance-based remuneration;
5. reviewing and approving performance-based remuneration by reference to corporate goals and objectives resolved by the Board from time to time;

(B) 薪酬委員會

薪酬委員會於二零零五年三月二十一日成立，目前由一名執行董事及四名獨立非執行董事組成。

於截至二零二三年十二月三十一日止年度，薪酬委員會之成員如下：

譚新榮先生(主席)
羅永志先生
吳志彬先生
賀弋先生
郭佩霞女士

角色及職能

薪酬委員會主要負責：

1. 審閱按當時趨勢及業務需要對人力資源政策及架構作出之任何重大變動；
2. 就本公司董事及高級管理人員之全體薪酬政策及架構，以及就設立正規而具透明度之程序制訂有關薪酬政策，向董事會提出建議；
3. 釐定所有執行董事及高級管理層之具體薪酬待遇，包括實物利益、退休金保障及賠償金額，當中包括任何與喪失或終止職務或委任有關而須支付之賠償，並就非執行董事之薪酬待遇向董事會作出建議；
4. 考慮同類公司支付之薪酬、各董事須付出之時間與職責、集團內其他職位之聘用條件及按表現釐定報酬是否恰當等因素；
5. 參考董事會不時議決通過之企業目標及宗旨，檢討及批准按表現釐定之薪酬；

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6. reviewing and approving the compensation payable to executive Directors and senior management in connection with any loss or termination of their office or appointment to ensure that such compensation is determined in accordance with relevant contractual terms and that such compensation is otherwise fair and not excessive for the Company;
7. reviewing and approving compensation arrangements relating to dismissal or removal of Directors for misconduct to ensure that such arrangements are determined in accordance with relevant contractual terms and that any compensation payment is otherwise reasonable and appropriate;
8. ensuring that no Director or any of his associates is involved in deciding his own remuneration;
9. advising the shareholders on how to vote in respect of any service contract of the Director which shall be subject to the approval of shareholders (in accordance with Rule 13.68 of the Listing Rules); and
10. reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules.

Where circumstances are considered appropriate, some Remuneration Committee decisions are approved by way of written resolutions passed by all the Remuneration Committee members.

6. 檢討及批准向執行董事及高級管理人員就其喪失或終止職務或委任而須支付的賠償，確保該等賠償乃按照有關合約條款釐定；若該等賠償並非按照有關合約條款釐定，賠償亦須公平合理，不致過多；
7. 檢討及批准因董事行為失當而遭解僱或罷免有關董事所涉及的賠償安排，以確保該等安排乃按照有關合約條款釐定；若該等賠償並非按照有關合約條款釐定，有關賠償亦須合理適當；
8. 確保董事或其任何聯繫人士概無參與決定本身之薪酬；
9. 就任何須經股東批准之董事服務合約，向股東提供應如何投票之意見（按照上市規則第13.68條）；及
10. 根據上市規則第17章審閱及／或批准有關股份計劃的事項。

在適當之情況下，若干薪酬委員會之決策可透過經薪酬委員會全體成員通過之書面決議案作出批准。

For the year ended 31 December 2023, two Remuneration Committee meetings were held and the attendance record was as follows:

於截至二零二三年十二月三十一日止年度，薪酬委員會曾舉行兩次會議，有關會議之出席記錄如下：

Committee member 委員會成員	Attendance at meetings held for the year ended 31 December 2023 截至二零二三年十二月三十一日止年度 所舉行會議之出席率
Mr. Tam Sun Wing 譚新榮先生	2/2
Mr. Law Wing Chi, Stephen 羅永志先生	1/2
Mr. Ng Ge Bun 吳志彬先生	2/2
Mr. He Yi 賀弋先生	2/2
Ms. Kwok Pui Ha 郭佩霞女士	2/2

During the meetings, the Remuneration Committee discussed the remuneration packages of the Directors and the senior management with reference to the prevailing market conditions.

會上，薪酬委員會參考現行市況商討董事及高級管理層之薪酬待遇。

(C) NOMINATION COMMITTEE

The Nomination Committee was established on 13 April 2007. It currently consists of one executive Director and four independent non-executive Directors.

(C) 提名委員會

提名委員會於二零零七年四月十三日成立，目前由一名執行董事及四名獨立非執行董事組成。

Composition of the Nomination Committee for the year ended 31 December 2023 was as follows:

於截至二零二三年十二月三十一日止年度，提名委員會成員如下：

Mr. Ng Ge Bun (*Chairman*)
Mr. Law Wing Chi, Stephen
Mr. Tam Sun Wing
Mr. He Yi
Ms. Kwok Pui Ha

吳志彬先生(*主席*)
羅永志先生
譚新榮先生
賀弋先生
郭佩霞女士

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Role and function

The Nomination Committee's terms of reference includes those specific duties as set out in the code provision B.3.1 of the CG Code. Pursuant to its terms of reference, the Nomination Committee is required, amongst other things, to review the structure, size and composition of the Board and make recommendations for changes as necessary, to identify individuals suitably qualified to become board members and select or make recommendations to the Board on the selection of individuals nominated for directorships, to assess the independence of independent non-executive Directors, and to make recommendations to the Board on relevant matters relating to the appointment or re-appointment of Directors and succession planning for Directors. The Nomination Committee should meet at least once a year and when the need arises.

The Nomination Committee is responsible for identifying, recruiting and evaluating new nominees to the Board and the assessment of the qualifications of the Directors. The criteria adopted to select and recommend candidates for directorship includes the candidate's experience, professional knowledge, integrity, time commitment and other statutory or regulatory requirements.

Nomination Policy

The Company has adopted a nomination policy stating the key nomination criteria and principles during nomination of Directors. In identifying suitable candidates qualified to become Board members, the Nomination Committee shall take into account the Company's current or future business model and specific needs, the challenges and opportunities of the Company will face, and skill set and expertise of candidates required. The Nomination Committee shall consider the candidates on merit and contribution the candidate will bring to the Board with due regard to the board diversity policy of the Company. The Board will review the board diversity policy on an annual basis so as to develop and review measurable objectives for implementing the board diversity policy and to monitor the progress on achieving these objectives.

角色及職能

提名委員會之職權範圍包括企業管治守則守則條文第B.3.1條所載之特定職務。根據提名委員會之職權範圍，提名委員會須(其中包括)檢討董事會之架構、人數及組成，並就所需變動提供建議、物色具備合適資格可擔任董事之人士，並挑選提名有關人士出任董事或就此向董事會提供意見、評核獨立非執行董事的獨立性及就董事委任或重新委任以及董事繼任計劃之相關事宜向董事會提出建議。提名委員會每年須最少舉行一次會議，並於有需要時舉行會議。

提名委員會負責為董事會物色、招聘及評估新獲提名人士，以及評核董事之資歷。提名委員會已採納用以甄選及建議董事會候選人之準則，包括有關候選人之經驗、專業知識、誠信、能付出之時間及其他法定或監管規定。

提名政策

本公司已採納提名政策，列明提名董事時之主要提名標準及原則。在物色具備合適資格可擔任董事會成員之候選人時，提名委員會須考慮本公司當時或未來之業務模式及特定需要、本公司所面對之挑戰及機遇，以及所需之技能及專業知識。提名委員會應考慮候選人之優點及候選人將為董事會帶來之貢獻，並須充分顧及本公司之董事會多元化政策。董事會將每年檢討董事會多元化政策，以便為執行董事會多元化政策制定及審閱可計量目標並監察該等目標的實現進度。

For the year ended 31 December 2023, two Nomination Committee meetings were held and the attendance record was as follows:

於截至二零二三年十二月三十一日止年度，提名委員會曾舉行兩次會議，有關會議之出席記錄如下：

Committee member 委員會成員	Attendance at meetings held for the year ended 31 December 2023 截至二零二三年十二月三十一日止年度 所舉行會議之出席率
Mr. Ng Ge Bun 吳志彬先生	2/2
Mr. Law Wing Chi, Stephen 羅永志先生	1/2
Mr. Tam Sun Wing 譚新榮先生	2/2
Mr. He Yi 賀弋先生	1/2
Ms. Kwok Pui Ha 郭佩霞女士	1/2

During the meetings, the Nomination Committee reviewed the composition of the Board, it had also discussed the policy for nomination of Directors. The Nomination Committee had also considered, discussed and recommended the following:

會上，提名委員會曾檢討董事會之組合，並就董事提名政策進行討論。薪酬委員會亦已就以下事項進行審議、討論及提供推薦建議：

- | | |
|--|---|
| <ul style="list-style-type: none"> - the re-election of Mr. Law Wing Chi Stephen as executive Director of the Company; | <ul style="list-style-type: none"> — 重選羅永志先生為本公司執行董事； |
| <ul style="list-style-type: none"> - the re-election of Mr. He Yi as independent non-executive Director of the Company; and | <ul style="list-style-type: none"> — 重選賀弋先生為本公司獨立非執行董事；及 |
| <ul style="list-style-type: none"> - the appointment of Ms. Kwok Pui Ha as independent non-executive Director of the Company. | <ul style="list-style-type: none"> — 委任郭佩霞女士為本公司獨立非執行董事。 |

CORPORATE GOVERNANCE REPORT

企業管治報告書

SHAREHOLDERS' RIGHTS

It is the Company's responsibility to protect shareholder's interest. To do so, the Company maintains on-going dialogue with shareholders to communicate with them and encourage their participation through annual general meetings or other general meetings.

Registered shareholders are notified by post for the shareholders' meetings. The notice of meeting contains the agenda, the proposed resolutions and a postal voting form.

Any duly registered shareholder from time to time is entitled to attend the annual and special general meetings, provided that their shares have been recorded in the register of members of the Company.

Shareholders who are unable to attend a general meeting may complete and return to the share registrar the proxy form enclosed with the notice of meeting to give proxy to their representatives, another shareholder or Chairman of the meetings.

Shareholders or investors can enquire by sending their enquiries to the Company through the following means:

Hotline no. : (852) 2804-2221

By post : 28th Floor, Chinachem Century Tower,
178 Gloucester Road, Wanchai, Hong Kong.

PROCEDURES FOR SHAREHOLDERS TO CONVENE A SPECIAL GENERAL MEETING

Shareholder(s) can by written requisition to the Board or the secretary of the Company to require a special general meeting be called by the Board for the transaction of any business specified in such requisition. To raise such requisition, the shareholder(s) must have held at the date of deposit of such requisition not less than 10% of the voting rights in the share capital of the Company (Bye-law 58).

The meeting so requisitioned shall be held within two months after the deposit of such requisition. If within twenty-one (21) days of such requisition deposit the Board fails to proceed to convene such meeting, the requisitionists themselves may do so in accordance with section 74(3) of the Companies Act 1981 of Bermuda (Bye-law 58).

股東權利

本公司有責任保障股東權益。為達到此目標，本公司透過股東週年大會或其他股東大會與股東保持持續對話，藉以與股東溝通，並鼓勵股東積極參與。

登記股東透過郵遞方式收取股東大會通告。股東大會通告載有議程、所提呈決議案及郵遞投票表格。

任何妥為登記股東均有權不時出席股東週年大會及股東特別大會，惟彼等之股份必須已登記於本公司股東名冊內。

未能出席股東大會之股東可填妥大會通告隨附之代表委任表格，並交回股份過戶登記處，以委任彼等之代表、另一名股東或股東大會主席擔任彼等之代表。

股東或投資者可透過以下方式向本公司作出查詢：

熱線電話號碼 : (852) 2804-2221

郵遞 : 香港灣仔告士打道178號
華懋世紀廣場28樓

股東召開股東特別大會之程序

股東可透過向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求中註明之任何事務。就提出書面要求而言，股東必須於提交要求當日持有本公司股本中投票權不少於10%（公司細則第58條）。

該大會必須於有關要求提交後兩個月內舉行。倘於提交要求後二十一(21)日內，董事會未能召開有關大會，則提出要求之人士本身可根據百慕達《一九八一年公司法》第74(3)條自行召開大會（公司細則第58條）。

PROCEDURES FOR SHAREHOLDERS TO PUT ENQUIRIES TO THE BOARD

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

The Company Secretary of Kai Yuan Holdings Limited

28th Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong

Email : enquiry@kaiyuanholdings.com

Telephone No. : (852) 2804-2221

Facsimile No. : (852) 2723-8571

The company secretary will forward the shareholders' enquiries and concerns to the Board and/or relevant Board committees of the Company, where appropriate, to answer the shareholders' questions.

PROCEDURES FOR PUTTING FORWARD PROPOSALS AT GENERAL MEETINGS BY SHAREHOLDERS

Subject to Section 79 of The Companies Act 1981 of Bermuda, it shall be the duty of the Company, on the requisition in writing of (i) any number of members representing not less than one twentieth of the total voting rights of all the members having at the date of the requisition a right to vote at the meeting to which the requisition relates; or (ii) not less than one hundred members, at the expense of the requisitionists unless the Company otherwise resolves:

- (a) to give to members of the Company entitled to receive notice of the next annual general meeting notice of any resolution which may properly be moved and is intended to be moved at that meeting; and
- (b) to circulate to members of the Company entitled to have notice of any general meeting sent to them any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at that meeting.

股東向董事會作出查詢之程序

股東如欲向董事會作出查詢或發表意見，可隨時以書面形式將之寄發予公司秘書，詳細聯絡資料如下：

開源控股有限公司公司秘書

香港灣仔告士打道178號華懋世紀廣場28樓

電郵 : enquiry@kaiyuanholdings.com

電話號碼 : (852) 2804-2221

傳真號碼 : (852) 2723-8571

公司秘書會將股東之查詢及意見轉交董事會及／或本公司相關之董事會轄下委員會(如適用)，以便解答股東之問題。

股東於股東大會提呈建議之程序

在符合百慕達《一九八一年公司法》第79條之規定下，除非本公司另行議決，否則本公司在收到(i)不少於在該請求書提出的日期有權在該要求有關的會議上表決的全體股東的總表決權二十分之一的股東人數；或(ii)不少於100名股東發出書面請求書後，在發出請求人支付費用的情況下，有責任：

- (a) 向有權接收下屆股東週年大會通告的公司股東發出通知，內容有關可能會在該會議上恰當地動議並擬在該會議上動議的任何決議案；及
- (b) 向有權獲送交大會通告的本公司股東傳閱一份字數不多於1,000字的陳述書，內容有關在任何建議決議案內所提述的事宜，或有關將在該會議上處理的事務。

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Subject to Section 80 of the Companies Act 1981 of the Bermuda, notice of any such intended resolution duly signed by the shareholder(s) concerned (the requisitionist(s)), shall be deposited at the registered office of the Company not less than six weeks before the meeting (in the case of a requisition requiring notice of a resolution); and not less than one week before the meeting (in the case of any other requisition) together with a sum reasonably sufficient to meet the Company's expenses in sending the notice and circulating the statement submitted by the shareholder concerned.

Upon receiving the requisition, the Company would take appropriate actions and make necessary arrangements in accordance with the requirements under the provisions as stated in Sections 79 and 80 of the Companies Act 1981 of Bermuda.

AUDITORS REMUNERATION

It is the auditors' responsibility to form an independent opinion, based on their audit, on those financial statements and to report their opinion solely to the Company, as a body, in accordance with the Companies Ordinance, and for no other purpose. They do not assume responsibility towards or accept liability to any other person for the contents of the auditors' report.

Apart from the provision of annual audit services, the Group's external auditors also provided interim review of the Group's results, taxation services, and professional consulting services for the Group.

For the year ended 31 December 2023, Ernst & Young, the external auditors provided following services to the Group:

在符合百慕達《一九八一年公司法》第80條之規定下，任何有關擬動議決議案並經有關股東(請求人)簽署之通知，須於下述時間送達本公司的註冊辦事處：如屬要求發出決議案通知的請求書，在有關會議舉行前不少於6個星期；如屬任何其他請求書，則在有關會議舉行前不少於1個星期，連同一筆按理足以應付本公司為發出該通知及傳閱有關股東提呈之陳述書而產生的開支的款項。

於收到有關請求書後，本公司會根據百慕達《一九八一年公司法》第79條及第80條之條文規定採取適當行動及作出所需安排。

核數師酬金

核數師之責任乃根據其審核工作之結果，對財務報表發表獨立意見，並按照公司條例之規定，只向本公司作整體報告。除此之外，該報告不可用作其他用途。核數師概不會就核數師報告書之內容對任何其他人士負上或承擔任何責任。

除每年提供審核服務外，本集團外聘核數師亦審閱本集團之中期業績，並為本集團提供稅務服務及專業諮詢服務。

於截至二零二三年十二月三十一日止年度，外聘核數師安永會計師事務所曾為本集團提供以下服務：

Ernst & Young
安永會計師事務所
HK\$'000
千港元

Audit services	審核服務	2,768
Taxation services	稅務服務	157
Professional consulting services	專業諮詢服務	1,200

RISK MANAGEMENT AND INTERNAL CONTROL

The Audit Committee assisted the Board to perform its duties to maintain an effective and sound internal control system for the Group. The Audit Committee reviewed the Group's procedures and workflow for the financial, operational and compliance, and also the risk assessment and its initiatives for business risks management and control. Recommendations will also be put forward to the Board for consideration and approval. The Group has an internal audit function. The Company engaged an independent internal control consultant to carry out review on risk management and internal control systems of the Group annually. The review report had been presented to the Audit Committee to review, and nothing had come to the Audit Committee's or the Board's attention to believe that risk management and internal control systems of the Group were inadequate or ineffective. Please refer to the section headed "Risk Management and Internal Control Report" for further details.

The management of the Company, together with the internal control consultant, has reviewed the risk management and internal control system of the Group for the Year and considered them to be effective and adequate.

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

The Board acknowledges its responsibilities and the Company has established a policy on the handling and dissemination of inside information (the "Inside Information"). The inside information policy concerns the handling and the dissemination of the Inside Information as follows:

Handling of Inside Information

1. an officer of the Company with appropriate skills has been assigned to identify any potential Inside Information and to escalate any such Inside Information to the attention of the Board;
2. the Company should, as soon as reasonably practicable after any Inside Information has come to our knowledge, disclose the Inside Information to the public, unless the Inside Information falls within any of the safe harbours as provided in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong); and
3. before the Inside Information is fully disclosed to the public, the Company should ensure that the Inside Information is kept strictly confidential. If the Board believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Company should immediately disclose the Inside Information to the public.

風險管理及內部監控

審核委員會協助董事會履行職責，為本集團維持一個行之有效且穩健妥善之內部監控制度。審核委員會已檢討本集團在財務、運作及合規等方面之程序與工作流程、風險評估以及其對業務風險管理及監控之措施。審核委員會亦將提出建議供董事會考慮及審批。本集團設有內部審計部。本公司委聘一名獨立內部監控顧問，每年就本集團之風險管理及內部監控制度進行檢討。檢討報告已提呈審核委員會審閱。審核委員會或董事會未有注意到有任何事件足以令其相信本集團之風險管理及內部監控制度屬不足夠或無效。進一步詳情請參閱「風險管理及內部監控報告」部分。

於本年度，本公司管理層連同內部監控顧問已審閱本集團的風險管理及內部監控制度並認為該制度屬有效及充足。

有關處理及發佈內幕消息之程序及內部監控

董事會確認其須負責處理及發佈內幕消息（「內幕消息」），且本公司已制定有關處理及發佈內幕消息之政策。與處理及發佈內幕消息有關之內幕消息政策載列如下：

處理內幕消息

1. 本公司已委派具備合適技能之高級人員負責識別任何潛在內幕消息，並將任何該等內幕消息上報董事會處理；
2. 本公司須於知悉任何內幕消息後，在合理可行範圍內盡快向公眾披露有關內幕消息，但如有關內幕消息屬香港法例第571章證券及期貨條例所規定之任何安全港範圍內則除外；及
3. 向公眾全面披露內幕消息前，本公司須確保內幕消息絕對保密。如董事會認為無法維持所需的保密程度，又或有關保密性之規定可能已遭違反，屆時本公司須即時向公眾披露有關內幕消息。

CORPORATE GOVERNANCE REPORT

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Dissemination of Inside Information

Inside Information will be announced promptly through the websites of the Stock Exchange (www.hkexnews.com.hk) and the Company (www.kaiyuanholdings.com).

INVESTOR RELATIONS

The Company has in place a Shareholders' Communication Policy to ensure that Shareholders' views and concerns are appropriately addressed. The policy is regularly reviewed to ensure its effectiveness.

The Company has established a range of communication channels for our shareholders to communicate their views, they include (i) the publication of interim and annual reports; (ii) the annual general meeting or special general meeting providing a forum for Shareholders to raise comments and exchanging views with the Board; (iii) updated members of the Board are available on the websites of the Stock Exchange and the Company; (iv) the website (www.kaiyuanholdings.com) of the Company offers latest information of the Group and to receive comments and enquiries by email or through telephone.

When information of the Group is communicated to our shareholders, the Company is committed to ensure that information provided is drafted by using plain and simple language and avoid legal jargon so that our shareholders can understand the information easily. The information will also be presented in any easy-to-read manner.

The Company is committed to listen and address to our shareholders' views and concerns. The Board member as well as chairmen of the Audit Committee, the Nomination Committee and the Remuneration Committee, or in their absence the Directors elected to chair the general meeting, are available to answer Shareholders' questions on the Group's businesses. The Company will also ensure the presence of the external auditors to attend the annual general meeting and make written and/or verbal representations to shareholders at the annual general meeting.

During the Year, the Company had reviewed the implementation and effectiveness of our shareholders communication policy (the "Policy"), it is concluded that the Policy has been effectively implemented.

發佈內幕消息

內幕消息將適時透過聯交所網站 (www.hkexnews.com.hk) 及本公司網站 (www.kaiyuanholdings.com) 公佈。

投資者關係

本公司已制定股東溝通政策以確保股東的意見及顧慮得以妥善解決。本公司將定期檢討該政策以確保其有效性。

本公司已設立一系列溝通渠道，供股東交流意見，包括(i)刊發中期及年度報告；(ii)舉行股東週年大會或股東特別大會，讓股東向董事會提出意見及交流看法；(iii)於聯交所及本公司網站更新董事會成員信息；(iv)本公司網站 (www.kaiyuanholdings.com) 向本集團提供最新的資料及透過郵件或電話接收意見及查詢。

當股東獲提供本集團資料時，本公司致力確保所提供資料以簡單明了的語言起草且避免使用法律術語，以便股東能輕易理解資料。該資料亦將以易於閱讀的方式呈列。

本公司致力於傾聽及解決股東意見及疑慮。董事會成員以及審核委員會、提名委員會及薪酬委員會主席或(倘彼等缺席)獲選主持股東大會的董事可於會上解答股東有關本集團事務的提問。本公司亦將確保外聘核數師出席股東週年大會及於股東週年大會上向股東作出書面及/或口頭陳述。

於本年度，本公司已審閱股東溝通政策(「政策」)的實施及有效性，並得出結論，認為政策已有效實施。

CORPORATE GOVERNANCE REPORT

企業管治報告書

For the year ended 31 December 2023, the following shareholders' meeting was held by the Company:

於截至二零二三年十二月三十一日止年度，本公司曾舉行以下股東大會：

Date 日期	Venue 地點	Type of Meeting 會議類型	Particulars 詳情	Voting at the Meeting 會上所進行表決
29 May 2023	Board Room, Level 1, South Pacific Hotel, 23 Morrison Hill Road, Wanchai Hong Kong	Annual General Meeting	<ol style="list-style-type: none"> To receive and consider audited financial statements for the year ended 31 December 2022 and the corresponding reports of the Directors and auditors To re-elect Directors and to authorise the Board to fix their remuneration To re-appoint Ernst & Young as the auditors of the Company and authorise the Board to fix their remuneration To approve the general mandates to issue and repurchase shares of the Company 	By Poll
二零二三年 五月二十九日	香港灣仔 摩理臣山道23號 南洋酒店 一樓玉蘭閣	股東週年大會	<ol style="list-style-type: none"> 省覽及考慮截至二零二二年十二月三十一日止年度之經審核財務報表與對應的董事會報告書及核數師報告書 重選董事及授權董事會釐定董事酬金 續聘安永會計師事務所為本公司核數師及授權董事會釐定其酬金 批准一般授權以發行及購回本公司股份 	投票

FINANCIAL CALENDAR FOR 2024

二零二四年財務日誌

Event 事件	Date/Proposed Date 日期／建議舉行日期
Announcement of 2023 annual results 公佈二零二三年全年業績	Late March 2024 二零二四年三月底
Annual General Meeting 股東週年大會	Around June 2024 二零二四年六月左右
Announcement of 2024 interim results 公佈二零二四年中期業績	Late August 2024 二零二四年八月底

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

OVERVIEW

Kai Yuan Holdings Limited (the “Company” or “Kai Yuan”) and its subsidiaries (collectively referred to as the “Group” or “We”) are pleased to present the 2023 Environmental, Social and Governance (“ESG”) report (the “Report”) to disclose our sustainability visions, strategies and measures to various stakeholders.

SUSTAINABILITY GOVERNANCE

In our sustainability governance structure, the Board of Directors (“the Board”) is at the highest decision-making level. The Board is responsible for monitoring our overall ESG performance. The Board is committed to achieving the Group’s strategic ESG objectives through risk identification and management, target setting, sustainability performance evaluation and monitoring within the Group through regular risk assessment and internal control review. Therefore, board meetings are held to discuss ESG-related risks and opportunities with appropriate response measures in maintaining the Group’s sustainable development.

In addition, we have engaged an independent ESG consultant, to assist the Group in preparing this Report and providing ESG-related consultancy services.

Board Diversity

Diversity in the Board allows us to improve our operational performance and to maintain the highest standards of corporate governance. The Board also sees diversity at the Board level as an essential element in maintaining a competitive advantage. The Group adopted a board diversity policy, a summary of which is set out at page 29 of this annual report.

CORPORATE GOVERNANCE

Integrity is at the core of the Group’s operation. We strive to integrate honesty, ethics and transparency in our operations. We believe that effective and comprehensive internal control, risk management and compliance systems are the foundation for embracing good corporate governance. For more details on our corporate governance practices, please refer to our Corporate Governance Report.

概覽

開源控股有限公司(「本公司」或「開源」)，連同其附屬公司(統稱「本集團」或「我們」)欣然提呈二零二三年度環境、社會及管治報告(「本報告」)，以向各權益人披露我們的可持續發展願景、策略及方針。

可持續發展管治

董事會(「董事會」)為我們可持續發展管治架構的最高決策層。董事會負責監督整體環境、社會及管治表現。董事會致力於通過風險識別及管理、目標設定、可持續發展表現評估實現本集團的戰略環境、社會及管治目標以及通過定期風險評估及內部監控審閱於本集團內進行監督。因此，於保持本集團可持續發展過程中，本集團舉行董事會會議，以討論環境、社會及管治相關風險及機遇，並採取適當的應對措施。

此外，我們已委聘獨立環境、社會及管治顧問，協助本集團編製本報告及提供環境、社會及管治相關諮詢服務。

董事會多元化

董事會多元化使我們能提升營運表現及維持高水平的企業管治。董事會亦明白董事會成員多元化是維持競爭優勢的關鍵要素。本集團已採納董事會多元化政策，其概要載於本年報第29頁。

企業管治

誠信是本集團營運的核心。我們努力將誠信、道德操守及透明度融入我們的營運中。我們相信，有效及全面的內部監控、風險管理及合規系統為達致良好企業管治的基石。有關企業管治常規之進一步詳情，請參閱「企業管治報告」。

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ABOUT THIS REPORT

This Report covered the period from 1 January 2023 to 31 December 2023 (the "Reporting Period"). This Report mainly focuses on our core business segment – The Hotel operation of the Paris Marriott Hotel Champs-Elysées in Paris, France (the "Hotel" or the "Paris Marriott Hotel"). If there is any change in the scope, we will explain the difference and reason for the change in the Report.

This Report has been prepared in accordance with the Mandatory Disclosure Requirements and the "comply or explain" provisions under the "Environmental, Social and Governance Reporting Guide" ("ESG Guide") set out in Appendix C2 of the Listing Rules of The Stock Exchange of Hong Kong Limited.

The preparation of the Report was underpinned by the following three reporting principles:

- **Materiality:** The Group has identified ESG issues by conducting stakeholder engagement and considering its business nature and development.
- **Quantitative:** This Report has disclosed key performance indicators ("KPIs") in a quantitative manner where appropriate.
- **Consistency:** This Report applies consistent statistical methodologies for meaningful comparisons of ESG data over time. In case of any changes in the reporting scope or methodologies, they shall be explained in the appendix for stakeholders' reference.

This Report is available in English and Chinese and is uploaded to the website of The Stock Exchange of Hong Kong Limited and the Group's website (<http://www.kaiyuanholdings.com>). In case of any discrepancies between the two versions, the English version shall prevail.

We sincerely welcome your comments and suggestions regarding this Report and our sustainability performance. Please feel free to provide your comments via email at enquiry@kaiyuanholdings.com.

Stakeholder Engagement

Opinions from stakeholders are valuable to the Group and are the basis for our bearing of corporate social responsibility. Engagement with stakeholders helps us find the right direction in sustainability development. We maintain ongoing dialogues with our stakeholders (including but not limited to employees, management and suppliers) such that we actively collect their views to boost the growth of both the Group and benefit our stakeholders. We communicate with other stakeholders through formal and informal communication channels,

關於本報告

本報告涵蓋二零二三年一月一日至二零二三年十二月三十一日止期間(「報告期間」)。本報告主要聚焦於我們的核心業務分部—位於法國巴黎的Paris Marriott Hotel Champs-Elysées(「該酒店」或「Paris Marriott Hotel」)之酒店經營。倘報告範圍發生任何變化，我們將於本報告中說明變化的差異及原因。

本報告乃根據香港聯合交易所有限公司上市規則附錄C2所載「環境、社會及管治報告指引」(「報告指引」)之強制披露規定及「不遵守就解釋」條文而編製。

本報告按以下三項匯報原則編製：

- **重要性：**本集團通過權益人參與及對業務性質及發展的考量識別環境、社會及管治議題。
- **量化：**本報告按量化方式(倘適用)披露關鍵績效指標。
- **一致性：**本報告應用一致的數據統計方法，令環境、社會及管治數據日後可作有意義的比較。倘報告範圍或方法發生任何變化，應於附錄中說明，以供權益人參考。

本報告有中、英文版本且已上傳至香港聯合交易所有限公司網站及本集團網站(<http://www.kaiyuanholdings.com>)。倘中英版本有任何歧義，概以英文為準。

歡迎就本報告及我們在可持續發展方面之表現提出意見及建議。閣下可把意見電郵至本公司，電郵地址為 enquiry@kaiyuanholdings.com。

權益人之參與

權益人的意見對本集團而言極具價值，是我們承擔企業社會責任的基礎。權益人之參與讓我們得以找到持續發展之正確方向。我們一直與權益人(包括但不限於僱員、管理層及供應商)保持溝通，藉以積極收集彼等之意見，致力促進本集團之增長以及為權益人增進利益。我們透過正式及非正式溝通渠道(包括但不限於問卷、郵件、熱線、社交媒

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including but not limited to questionnaires, emails, hotlines, social media, physical meetings, assessments, reports, etc. It enables us to recognise our strengths and weaknesses to better devise our business strategies in responding to their needs and expectations, anticipating potential risks, and strengthening key relationships. During the Reporting Period, the Group reviewed its fundamentals, conducted a peer analysis, adopted international standards and initiated internal resource allocation to carefully identify stakeholders' concerns. More comprehensive and external stakeholder engagement channels, such as questionnaires and interviews for external stakeholders' opinion obtainment, will be further strengthened in the future.

Materiality Assessment

The information collected throughout the stakeholder engagement serves as an underlying basis for identifying key ESG issues. We have identified and prioritised nine issues that both our stakeholders and the Group consider significant to formulate the foundation for our ESG objectives and the scope of this ESG Report. After consideration and having detailed assessment related to the materiality of various ESG issues, we have categorised and prioritised the issues below.

Highest materiality level:

- Greenhouse gas and air emissions
- Energy management
- Health and safety for employees and guests

Medium materiality level:

- Water consumption
- Labour practices
- Supply chain management
- Anti-corruption

Relevant materiality level:

- Combating climate change
- Customer privacy and information security

體、實體會議、評估、報告等)與其他權益人溝通，而此能讓我們認識到自身的優勢及劣勢，從而更有效制定我們的業務策略，以應對權益人之需求及期望、預計潛在風險及鞏固與權益人之間的重要關係。於報告期間內，本集團審閱其公司資料，進行同業分析，採納國際標準及啟動內部資源配置，以審慎識別權益人關注的內容。未來將進一步加強更多全面的外部權益人的參與渠道，如問卷及訪談，以聽取外部權益人的意見。

重要性評估

在權益人參與過程中收集所得的信息是識別重要環境、社會及管治議題的基礎。我們已識別九個權益人及本集團認為重要的關鍵議題並進行優先排序，據此制定我們的環境、社會及管治目標基礎以及本報告之範圍。經考慮及詳盡評估多項環境、社會及管治議題的重要性後，我們對以下議題進行分類及優先排序。

最高重要性程度：

- 溫室氣體與廢氣排放
- 能源管理
- 僱員及客人的健康與安全

中等重要性程度：

- 水資源使用
- 勞工常規
- 供應鏈管理
- 反貪污

相關重要性程度：

- 應對氣候變化
- 客戶隱私及資料安全

A. ENVIRONMENTAL

A1. Emissions

Although the Group does not have significant impact on the environment, we are aware of our emissions during operations. We aim to gradually reduce emissions relating to air and greenhouse gas emissions, discharge into water and land, and generation of hazardous and non-hazardous waste. We are committed to operating our businesses in an environmentally responsible manner. We work closely with the Hotel manager to restrain emissions and continue to improve our environmental performance. The Hotel conserves resources by reducing unnecessary waste of electricity and water at source and enhancing environmental awareness of Hotel staff and guests through internal communication, training, warm reminders, and interactions with our guests. We also communicate our policies and requirements toward environmental protection with our contractors and suppliers to collaborate in environmental protection.

Our major source of emissions includes (1) greenhouse gases which generated from town gas and electricity consumption; (2) non-hazardous waste generated by our Hotel guests and office; and (3) food waste generated during our food and beverage services at the Hotel. Due to the nature of the Hotel business, we did not generate hazardous waste during the Reporting Period (as defined by regulations in France).

Our Group strives to take care of our planet while providing an ideal experience for our guests. We aim to properly handle and reduce emissions and waste by the following measures:

- Actively manage the use of electricity to reduce indirect greenhouse gas emissions;
- Work collaboratively with different waste recycling partners to trim down the tonnage;
- Introduce refillable bath amenities in the guestrooms;
- Recycle organic wastes with bio-waste partners to turn wastes into compost and biogas; and
- Recycle food waste, used oil, lamps, batteries, metal, plastic, glass and paper by working with different recycling companies.

To reduce waste at the source and promote recycling, Marriott International introduced Recycling, Waste and Hazardous Waste Disposal guidelines to the Hotel. During the Reporting Period, the Hotel started a total waste removal partnership to reduce waste disposal. Further waste reduction targets will be set along with our waste removal partner in the future.

A. 環境

A1. 排放物

儘管本集團並無對環境造成重大影響，但我們知悉營運過程中會產生排放物。我們旨在逐漸減少廢氣及溫室氣體排放、向水及土地排污，以及有害及無害廢棄物的產生。我們本著善盡環保責任之方針經營業務。我們與酒店管理公司緊密合作，致力控制排放物，並持續提升環境表現。該酒店透過在源頭減少不必要的水電浪費、節約資源，以及透過內部溝通、培訓、溫馨提示及與客人互動，提高酒店員工及客人之環保意識。我們亦向承包商及供應商傳達我們的環保政策及要求，在環保方面通力合作。

我們的主要排放物來源包括：(1)煤氣及電力消耗所產生之溫室氣體；(2)酒店客人及辦公室所產生之無害廢棄物；及(3)酒店在提供餐飲服務之過程中所產生之廚餘。由於酒店業務之性質，我們於報告期間並無產生有害廢棄物（定義見法國法規）。

本集團致力於保護地球，同時為客人提供滿意的體驗。我們旨在通過以下措施妥善處理及減少排放和廢棄物：

- 積極管理用電，以減少間接溫室氣體排放；
- 與不同的廢棄物回收合作夥伴合作，減少廢棄物數量；
- 於客房內推出可再充裝的浴室用品；
- 與生物廢棄物合作夥伴合作回收有機廢棄物，將廢棄物轉化為堆肥及生物燃氣；及
- 通過與不同的回收公司合作，回收廚餘、廢油、燈、電池、金屬、塑膠、玻璃及紙張。

為減少源頭廢棄物及提高回收，萬豪國際亦為酒店引入回收、廢棄物及有害廢棄物處理指引。於報告期間，該酒店啟動全面廢物清除合作，以減少廢棄物處置量。未來我們將與廢棄物清除合作夥伴共同制定進一步的廢物減少目標。

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The Hotel has conducted a partial renovation in 2022, which helps to reduce greenhouse gas emissions. The renovation plan includes the following:

- Replacement of the air-conditioning in guestrooms;
- Replacement of some windows to achieve better noise reduction and energy-saving performance; and
- Replacement of installations in kitchen.

Compliance

The Group strictly complies with the relevant laws and regulations, including but not limited to French Environmental Code and French Energy Code. We are committed to staying up-to-date of the latest legal requirements and actively preparing to ensure our compliance. During the Reporting Period, we did not notice any non-compliance with all relevant laws and regulations relating to air and greenhouse gas emissions, discharge into water and land, and generation of hazardous and non-hazardous waste.

酒店於二零二二年進行局部裝修，有助於減少溫室氣體排放。裝修計劃包括以下各項：

- 更換客房的空調；
- 更換部分窗戶，以達到更好的隔音和節能表現；及
- 更換廚房設備。

合規

本集團嚴格遵守相關法律及法規，如法國環境法典及法國能源法典。我們致力於了解最新的法律要求，並做好積極準備以確保我們合規。於報告期間內，就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的所有相關法律及規例而言，我們並無發現任何違規情況。

Emission Type 排放物種類	Unit 單位	2023 二零二三年
Air emissions¹		
廢氣排放¹		
Nitrogen oxides (NOx) 氮氧化物	Kg 公斤	59.41
Sulphur oxides (SOx) 硫氧化物	Kg 公斤	0.16
Particulate matter (PM) 懸浮粒子	Kg 公斤	1.71
Greenhouse gas emissions²		
溫室氣體排放量²		
Total (Scope 1 & Scope 2) 總計(範圍一及範圍二)	Tonnes of CO ₂ equivalent 噸二氧化碳當量	750.74
Scope 1 範圍一	Tonnes of CO ₂ equivalent 噸二氧化碳當量	100.13
Scope 2 範圍二	Tonnes of CO ₂ equivalent 噸二氧化碳當量	650.61
Intensity (per room night) 密度(每間房每晚)	Kg of CO ₂ equivalent/room night 公斤二氧化碳當量/每間房每晚	14.07
Intensity (per m2 of gross floor area) 密度(每平方米建築面積)	Kg of CO ₂ equivalent/m ² 公斤二氧化碳當量/平方米	42.37

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Emission Type 排放物種類	Unit 單位	2023 二零二三年
Non-hazardous waste 無害廢棄物		
Total waste generated 所產生廢棄物總量	Tonnes 噸	319.91
Glass 玻璃	Tonnes 噸	28.48
Food waste 廚餘	Tonnes 噸	10.20
Paper 紙張	Tonnes 噸	22.75
Other general refuse ³ 其他一般廢物 ³	Tonnes 噸	258.48
Intensity (per room night) 密度(每間房每晚)	Kg/room night 公斤/每間房每晚	6.00
Intensity (per m ² of gross floor area) 密度(每平方米建築面積)	Kg/m ² 公斤/平方米	18.05
Disposed waste 已處置的廢棄物	Tonnes 噸	258.48
Recycled waste 已回收的廢棄物	Tonnes 噸	61.43

¹ The air emission is calculated based on the methodology suggested in the "How to Prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" published by The Stock Exchange of Hong Kong Limited.

² The greenhouse gas emission is calculated based on the methodology suggested in the "How to Prepare an ESG Report – Appendix 2: Reporting Guidance on Environmental KPIs" published by The Stock Exchange of Hong Kong Limited.

¹ 廢氣排放量乃根據香港聯合交易所有限公司刊發之「如何準備環境、社會及管治報告－附錄二：環境關鍵績效指標匯報指引」所建議之方法計量。

² 溫室氣體排放量乃根據香港聯合交易所有限公司刊發之「如何準備環境、社會及管治報告－附錄二：環境關鍵績效指標匯報指引」所建議之方法計量。

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A2. Use of Resources

1. Energy

We are committed to consuming resources in an effective manner and to monitor our usage to ensure the consumption of resources is cost-effective, sustainable and responsible. During the course of our business, we consumed an array of resources ranging from electricity, water, and town gas to food ingredients used in our food and beverage services. Due to the nature of the Hotel business, we do not have material consumption of any packaging materials during the course of our operation.

We target to enhance the energy efficiency of the Hotel by managing the electricity reduction at sources, such as guest rooms, public areas, restrooms, parking lots and other facilities. During the Reporting Period, we have improved our energy management by implementing a number of energy-saving initiatives to optimise our usage of resources:

Energy efficiency initiatives

- Turn off unnecessary lighting and air-conditioning;
- Set and maintain standard indoor temperature;
- Review regularly our environmental policy and energy-saving plan;
- Closely monitor energy consumption patterns and take necessary actions if irregular usage is noticed;
- Motion detectors are installed in back-office areas, public areas, restrooms and meeting rooms. LED lighting is installed in back offices, and LED motion sensor lighting is installed in the parking staircase;
- Programmable thermostats are adopted in guest rooms and meeting facilities;
- Window sensors were installed in guest rooms to switch off the air-conditioning system when windows are opened; and
- Educate and inspire associates and guests to conserve and preserve by displaying signs.

2. Water

Water is a valuable resource to the Group and it is our responsibility to ensure that we use water effectively throughout our operations. We believe water is a basic necessity for all living on earth, but water resource is scarce. For this reason, we target to optimise water usage and enhance water efficiency by improving our water management through a number of water-saving initiatives.

A2. 資源使用

1. 能源

我們致力於以有效方式消耗資源及監察使用情況，以確保我們以合乎成本效益、可持續及負責任的方式消耗資源。在我們經營業務的過程中，我們耗用多種資源，由電、水、煤氣以至用於餐飲服務的食材。由於酒店業務的性質，我們在經營過程中沒有任何重大的包裝材料消耗。

我們旨在通過管理客房、公共區域、洗手間、停車場及其他設施等源頭的用電量減少以提高酒店的能源效率。於報告期間內，我們通過實施多項節能舉措以改善我們的能源管理，從而優化我們的資源使用：

節能措施

- 關掉不需要的電燈及空調；
- 設定及保持標準室內溫度；
- 定期檢討環保政策及節能計劃；
- 密切監察耗電模式，並於發現不合常規用電時採取所需行動；
- 在後勤部門地區、公用區域、洗手間及會議室安裝動作感測器。在後勤部門安裝LED電燈以及在停車場樓梯安裝LED動作感測電燈；
- 在客房及會議設施採用可程式化溫度調節器；
- 在客房安裝窗戶感應器，以於窗戶打開時關閉空調系統；及
- 通過張貼告示教育及鼓勵員工和客人環保節約。

2. 水

對本集團而言，水為寶貴的資源，且於營運過程中確保有效用水為我們的責任。我們相信水是地球上所有生命的基本必需品，但水資源卻是短缺的。因此，我們的目標是通過多項節水舉措改善我們的水資源管理，從而優化用水並提高用水效率。

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Water efficiency initiatives

- Encouraging guests to save water and reuse linen and towel during their stay;
- Close monitoring on water consumption pattern and take action if irregular usage is noticed;
- Adoption of low-flow water faucets in guest rooms and common areas;
- Introduction of water savers, low-flow showerheads and tap aerators in guest bathrooms;
- Installation of water-efficient commercial dishwashers and washing machines (except the washing machine in the kitchen); and
- Installation of low-flow pre-rinse spray valves in kitchen.

During the Reporting Period, the Group had no issue in sourcing water that is fit for purpose due to its business nature and geographical location.

節水措施

- 鼓勵客人在入住期間節約用水以及重覆使用床單及毛巾；
- 密切監察耗水模式，並於發現不合常規用水時採取行動；
- 客房及公用地方採用低流量水龍頭；
- 在客房浴室引入節水器、低流量花灑頭及水龍頭加氣設備；
- 安裝高用水效益的商用洗碗碟機及洗衣機(廚房之洗衣機除外)；及
- 在廚房安裝低流量噴洗閥。

於報告期間內，由於業務性質和地理位置，本集團在求取適用水源上並無存在問題。

Resource Type 資源種類	Unit 單位	2023 二零二三年
Energy consumption 能源消耗		
In total 總計	kWh 千瓦時	4,733,460.63
In purchased electricity (Indirect energy) 外購電力(間接能源)	kWh 千瓦時	2,005,438.00
In steam production (Indirect energy) 蒸汽生產(間接能源)	kWh 千瓦時	1,447,669.00
In chilled water (Indirect energy) 冷水(間接能源)	kWh 千瓦時	1,181,000.00
In non-renewable fuel (Direct energy) 不可再生燃料(直接能源)	kWh 千瓦時	99,353.63
Intensity (per room night) 密度(每間房每晚)	kWh/room night 千瓦時/每間房每晚	88.71
Intensity (per m ² of gross floor area) 密度(每平方米建築面積)	kWh/m ² 千瓦時/平方米	267.14
Water consumption 耗水量		
In total 總計	m ³ 立方米	20,497.00
Intensity (per room night) 密度(每間房每晚)	m ³ /room night 立方米/每間房每晚	0.38
Intensity (per m ² of gross floor area) 密度(每平方米建築面積)	m ³ /m ² 立方米/平方米	1.16

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Resource Type 資源種類	Unit 單位	2023 二零二三年
Chilled water for cooling system 冷卻系統所使用的冷水		
In total 總計	m ³ 立方米	184,639.00
Intensity (per room night) 密度(每間房每晚)	m ³ /room night 立方米/每間房每晚	3.46
Intensity (per m2 of gross floor area) 密度(每建築面積)	m ³ /m ² 立方米/平方米	10.42

A3. The Environment and Natural Resources

During the Reporting Period, the Group did not notice our operations have a significant impact on the environment and natural resources. Nonetheless, the Group strives to promote sustainability in every aspect of our operation, including light and noise pollution reduction, biodiversity conservation, carbon footprint reduction and sustainable corporate development.

A4. Climate Change

Climate change is an global issue and is affecting various industries and communities. Physical risks such as severe heat waves and flooding due to rising sea levels could adversely affect the Hotel's operation, health and safety of employees and guests. Transition risks such as tighter environmental laws and regulations by the regulatory authorities could increase the costs for the low carbon economy transformation and the Hotel operation. We work closely with Marriott International and the Hotel manager to implement climate actions. These include but are not limited to using bamboo straws instead of plastic straws, placing recycling bins and promoting green energy consumption within the Hotel.

B. SOCIAL

Employment and Labour Practices

B1. Employment

Employees are the basis of the Group's operation. We strive to promote equal opportunity and anti-discrimination. Our employment decision is only based on one's working ability and disregards gender, race, ethnicity, sexual orientation, disability, etc. We review our remuneration policies and packages annually to ensure our employees are fairly treated. We grant discretionary bonuses to qualified employees based on operation results and individual performance. Our employees are also entitled to medical insurance, mandatory provident fund and paid leaves.

A3. 環境及天然資源

於報告期間內，本集團未發現我們的經營活動對環境及天然資源產生重大影響。然而，本集團致力在經營的各個方面促進可持續發展，例如減少光和噪音污染、保護生物多樣性、減少碳足跡和可持續的企業發展。

A4. 氣候變化

氣候變化是一個全球性問題，且正在影響各行各業和各個社區。嚴重熱浪和海平面上升而導致的洪水等物理風險，可能會對酒店的運營、員工和客人的健康和產生不利影響。監管機構收緊環境法律法規等轉型風險可能會增加低碳經濟轉型及酒店運營的成本。我們與萬豪國際及酒店經理密切合作，以實施氣候行動。該等措施包括但不限於使用竹吸管代替塑膠吸管、放置回收箱以及在酒店內推廣使用綠色能源。

B. 社會

僱傭及勞工常規

B1. 僱傭

僱員為本集團營運的基礎。我們致力於促進平等機會及反歧視。我們的僱用決定僅建基於一個人的工作能力，而不會考慮性別、種族、族群、性取向、殘疾等因素。我們會每年檢討薪酬政策及待遇，確保僱員獲得公平對待。我們會根據經營業績及個人表現，向合資格僱員發放花紅。我們的僱員亦享有醫療保險、強制性公積金保障及有新假期。

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Employees working in the Hotel (“Hotel Staff”) are employed and managed by Marriott International. However, we work closely with the Hotel manager to ensure they have consistent policies with us in handling employee matters and are compliant with all relevant laws and regulations in the area in which the Hotel operates.

As at 31 December 2023, we had 6 employees working for the Group, excluding the Hotel Staff, in Hong Kong, and our employee turnover rate is approximately 17%. During the Reporting Period, the employee distribution is as follows.

在酒店工作的員工(「酒店員工」)由萬豪國際僱用及管理。然而，我們一直與酒店管理公司緊密合作，確保其在處理僱員事宜上的政策與我們的政策貫徹一致，且符合該酒店經營所在地區的所有相關法律及法規。

截至二零二三年十二月三十一日，我們於香港有6名集團員工(不包括酒店員工)，且僱員流失比率約為17%。於報告期間，僱員的分佈如下。

		2023
		二零二三年
By gender 按性別	Male 男性	5
	Female 女性	1
By age 按年齡	21-30	0
	21-30歲	
	31-40	1
	31-40歲	
	41-50	2
	41-50歲	
	51-60	2
51-60歲		
By geographical region 按地理區域	60 above 60歲以上	1
	Hong Kong 香港	6
	Luxembourg 盧森堡	0
By employment type 按僱傭類型	Full time 全職	5
	Part-time or contract 兼職或合約	1

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The employee turnover rate⁴ is as follows:

僱員流失率⁴如下：

		2023 二零二三年
By gender 按性別	Male 男性	20%
	Female 女性	0%
By age 按年齡	21-30 21-30歲	100%
	31-40 31-40歲	0%
	41-50 41-50歲	0%
	51-60 51-60歲	0%
	60 above 60歲以上	0%
By geographical region 按地理區域	Hong Kong 香港	0%
	Luxembourg 盧森堡	100%

⁴ The turnover rate is calculated by: (the number of employees who left the company/the number of employees as at 31 Dec 2023) x 100%

⁴ 流失率計算為：(公司離職僱員人數／於二零二三年十二月三十一日的僱員人數)x 100%

Compliance

The Group strictly comply with the relevant laws and regulations, including but not limited to the French Labor Code. We were not aware of any material non-compliance with any relevant laws and regulations that have a significant impact on the Group relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, other benefits and welfare, occupational health and safety, child and forced labour and other laws and regulations during the Reporting Period.

合規

本集團嚴格遵守相關法律法規，包括但不限於法國勞工法典。於報告期內，我們並不知悉對本集團有重大影響的與薪酬與解僱、招聘與晉升、工作時間、休息時間、平等機會、多元化、反歧視、其他待遇及福利、職業健康安全、童工及強制勞工有關的任何違反法律法規的事項。

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B2. Health and Safety

We value our employees and we strive to provide them with a healthy and safe working environment for employees. We believe that productivity comes from a healthy workforce. We remind our employees to increase their awareness of occupational safety. During the Reporting Period, we have implemented several measures to ensure the health and safety of employees:

- Established a Crisis Plan with detailed crisis management procedures and visual guides;
- Set up an Emergency Response Team with direct contacts;
- Developed an internal accident instant reporting system, "MIRA"; and
- Health and safety training was provided to the Hotel staff.

We are determined to provide a safe working environment for our employees. With this regard, our Hotel manager has implemented comprehensive hygiene and infection control practices, including:

- Provided workers with education and training on the pandemic, COVID-19 risk factors and protective behaviours (e.g. maintaining social distancing, cough etiquette, and care of personal protective equipment);
- Circulated clear guideline "COVID-19 Protocol" at every department;
- Facilitated air ventilation in the work environment; and
- Reinforced cleaning and disinfection protocols for the workplace.

Compliance

The Hotel strictly complies with the relevant laws and regulations, including but not limited to French Labor Code Part IV, entitled "Health and Safety at Work". No work-related fatalities or injuries and lost days due to work injury were recorded in the past three years, including the Reporting Period.

B2. 健康與安全

我們重視我們的員工及我們努力為僱員提供一個健康及安全的工作環境。我們相信員工的健康影響生產力。我們提醒僱員要提高職業安全意識。於報告期間內，我們採取了多項措施保障員工的健康和安全：

- 制定了包含詳細危機管理程序及可視化指南的危機計劃；
- 建立一個有直接聯繫人的應急小組；
- 開發內部事故即時報告系統「MIRA」；及
- 為酒店員工提供健康與安全培訓。

我們決心為僱員提供安全的工作環境。為此，我們的酒店管理公司已實施全面的衛生及感染控制措施，包括：

- 為員工提供關於流行病、COVID-19風險因素及防護行為（如保持社交距離、咳嗽禮儀及個人防護設備的護理）的教育及培訓；
- 於各部門傳閱明確的「COVID-19協議」指南；
- 促進工作環境的通風；及
- 強化工作場所的清潔及消毒規格。

合規

酒店嚴格遵守相關法律法規，包括但不限於法國勞工法典第IV部分「工作中的健康和 safety」。於包括報告期間在內的近三年內，未發生因工傷亡和工傷損失日數。

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B3. Development and Training

The Group promotes the development of employees so that they can enhance their skills and professional knowledge. Employees are encouraged to attend seminars relevant to their position to enhance their work capability. We provide all new employees with orientation training to ensure that they are familiar with our corporate values and goals and that the employees understand their role in our Group. Other training provided during the Reporting Period including but not limited to business ethics, anti-corruption, etc. During the Reporting Period, the percentage of employees trained and the average training hours of each employee by gender and employee category are as follows.

B3. 發展及培訓

本集團推進僱員的發展，令彼等可提升其技能及專業知識。本集團鼓勵僱員參加與本身職位相關的研討會，以提升其工作能力。我們向所有新僱員提供入職培訓，確保彼等熟悉我們的企業價值和目標，並確保僱員了解其在集團中的角色。在報告期間所提供的其他培訓包括但不限於商業道德、反貪污等。於報告期間內，按性別、僱員類別劃分的受訓僱員百分比及每名僱員完成受訓的平均時數如下。

	Percentage 百分比	Average training hours 平均培訓時數
By gender		
按性別		
Male 男性	80%	14
Female 女性	0%	0
By employee category		
按僱員類別		
Senior management 高級管理層	50%	23
Middle management and general staff 中級管理層及一般職員	75%	6

B4. Labour Standards

We have zero tolerance towards the usage of child and forced labour. Our recruitment policy forbids the hiring of children or forced labour, and we will not purchase from any supplier who is doing so. During the Reporting Period, we have implemented several measures to prevent any cases of child and forced labour:

- Confirm the identities of newly recruited employees to verify their ages comply with the employment standards;
- Sign labour contract with all newly recruited employees to ensure that employees perform their work on a voluntary basis in order to eliminate all matters involving forced labour; and
- Should any cases of child or forced labour be discovered, an investigation will be carried out immediately, and the recruitment procedure will be reviewed for the room for improvement.

B4. 勞工準則

我們對僱用童工及強制勞工持零容忍態度。我們的招聘政策嚴禁聘用童工或強制勞工，以及我們不會向任何作出此舉的供應商採購。於報告期間內，我們為防止任何童工和強制勞工的情況採取了多項措施：

- 確認新入職員工的身份以核實其年齡是否遵守僱傭準則；
- 與新入職員工簽訂合同，以確保僱員自願執行工作，以消除所有涉及強迫勞動的事項；及
- 若發現任何童工或強制勞工情況，將立即進行調查，並審查招聘程序是否有改進空間。

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Compliance

The Group strictly complies with the relevant laws and regulations, including but not limited to the “European Convention for the Protection of Human Rights and Fundamental Freedoms”.

During the Reporting Period, no child labour or forced labour cases were discovered.

Operating Practices

B5. Supply Chain Management

The Group actively manages the social and environmental risks of our supply chain. Therefore, we work closely with the Hotel manager to ensure responsible procurement is in place, which is consistent with our approach to sustainability. Hotel operation involves a number of procurement categories, including furniture, fixtures and equipment, Hotel amenities, ingredient for food and beverages, office supplies and different kinds of maintenance and professional services. During the Reporting Period, the Hotel had 404 major suppliers (2022: 329 major suppliers), of which 372 were from France and 32 were from other countries.

The Group makes effort to ensure that our suppliers follow the “Supplier’s Sustainability Policies”. The Paris Marriott Hotel has in place a clear “Supplier Code of Conduct”, a “Preferred Supplier Summary List” and a “Sustainability Assessment Program” to provide environmental and social guidelines to their suppliers.

For environmental protection, we require all suppliers to sign the “Marriott International Global Procurement”, which stipulates the commitment to minimising the impacts of its operation on the environment and promoting environmental sustainability. The Hotel has also followed Marriott International’s initiatives, such as choosing suppliers who provide sustainable seafood, cage-free eggs, as well as ensuring down and feather products are from humane sources.

To manage social risks in the supply chain, the Paris Marriott Hotel follows Marriott’s “Global Employment and Human Rights” principles and have the expectations on their suppliers that they provide safe and secure working environments which are free of discrimination, and avoid using child and forced labour. Annual review of the “Preferred Supplier Summary List” and “Supplier Screening Program” is conducted by Marriott International to monitor their suppliers’ work in an environmentally and socially responsible manner. During the Reporting Period, 26 suppliers have passed the assessment process before engagement.

合規

本集團嚴格遵守相關法律法規，包括但不限於《歐洲保障人權和根本自由公約》。

於報告期內，並未發現使用童工和強制勞動的情況。

營運慣例

B5. 供應鏈管理

本集團積極管理供應鏈的社會及環境風險。因此，我們與酒店管理公司緊密合作，確保執行負責任的採購方式，貫徹我們的可持續發展方針。酒店經營涉及多種項目的採購工作，包括傢俬、固定裝置及設備、酒店設施、餐飲食材、辦公室用品及不同種類的維修保養及專業服務。於報告期間，酒店有404個主要供應商（二零二二年：329個主要供應商），其中372個位於法國，32個位於其他國家。

本集團努力確保供應商遵循「供應商的可持續發展政策」。Paris Marriott Hotel制定了清晰的「供應商行為守則」、「首選供應商摘要列表」及「可持續發展評核計劃」，為供應商提供環保及社會指引。

就環境保護而言，我們要求所有供應商簽署「萬豪國際全球採購」，當中訂明減少其營運對環境的影響及促進環境可持續性的承諾。酒店亦遵從萬豪國際的措施，例如：選擇提供可持續海鮮、走地雞蛋的供應商以及確保羽絨及羽毛產品均來自人道的供應來源。

為管理供應鏈中的社會風險，Paris Marriott Hotel遵循Marriott的「全球僱傭及人權」原則，並期望旗下供應商提供安全安心及無歧視的工作環境，並會避免使用童工及強制勞工。萬豪國際已對「首選供應商摘要列表」及「供應商篩選計劃」進行年度審閱，以監督供應商以環保兼善盡社會責任之方式工作。於報告期間，26個供應商於委聘前已通過評估程序。

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B6. Product Responsibility

Quality service is the core of our business. We strive to provide customers with the best and the most consistent experience in terms of service, condition, cleanliness, and operation standards. Also, we believe high-quality service is essential to maintain a long-term relationship with our customers. Thus, the Hotel has its own “Standard Operation Procedures” and “Quality Assurance Program” to ensure guests’ satisfaction. All Hotel staff are well trained with respective standards and procedures to deliver high-quality services. Internal audit and third-party audits were performed regularly throughout the Reporting Period. In addition, the Hotel also reviewed the mandated external audit by Marriott International during the Reporting Period.

Guest safety

The safety of our guests is the priority in our daily operations. Surveillance cameras are installed at Hotel entrances and exits for security purposes. Our Hotel operator also conducts internal audit on operations and brand programs regularly. Once the Hotel operator finds any non-compliance of food safety and fire or life safety with self-audit standards, it will be resolved as soon as possible to achieve safe operation. Apart from these, a comprehensive Crisis Plan sets out contingency response procedures under different emergency and crisis scenarios, including but not limited to terrorist attacks, fires and physical injuries, to protect the Hotel and customers from inevitable threats.

Guest satisfaction

With its quality service and high standard of customer experience, Paris Marriott Hotel is classified and recognised as a five-star Hotel by the République Française (French Republic). The Hotel actively collects information to understand customer experiences. Complaint handling procedures are in place, together with a guest feedback program developed by Paris Marriott Hotel “Guest Voice”. A guest satisfaction system that integrates a shorter, simpler guest and event satisfaction survey with social media (reviews, posts, tweets, etc.) into a single user dashboard, enabling the Hotel to act on issues and concerns without missing any opinion from guests and facilitate a timely response. During the Reporting Period, the Hotel received no major complaints relating to the services provided. The duty manager, executive committees and relative personnel have reviewed the complaints and discussed the responses and improvements. All complaints were handled timely to ensure the satisfaction of guests.

B6. 產品責任

品質服務是我們業務的核心。我們努力在服務、狀況、清潔及運作水平等方面為客人提供貫徹始終的最佳體驗。此外，我們相信，優質服務是我們與客人維持長遠關係之關鍵。因此，該酒店設有「標準營運程序」及「質量保證計劃」，致力確保客人的滿意度。所有酒店員工均已接受適當培訓，學習有關提供優質服務之相關標準及程序。我們於整個報告期間一直定期進行內部審查及第三方審查。此外，該酒店亦審查報告期間萬豪國際的授權外部審核。

客人安全

客人安全是我們日常業務運作過程中優先考慮的事宜。為了加強保安，酒店出入口均安裝了監控攝像機。我們的酒店營運商亦會定期對業務運作及品牌計劃進行自我審查。倘酒店營運商發現食物安全及消防／人身安全等方面有任何未達內部審查標準的違規情況，便會盡快解決有關問題，致力達致安全營運。除此之外，全面的危機計劃制定了在不同緊急情況和危機情況下的應急處理程序，包括但不限於恐怖襲擊、火災和人身傷害，保障該酒店及客人免受無可避免的威脅。

客人滿意度

Paris Marriott Hotel憑藉著其優質服務及高標準的客人體驗獲République Française(法國共和國)歸類及認許為五星級酒店。該酒店積極搜集資料以了解客人的體驗。Paris Marriott Hotel制定了投訴處理程序以及名為「Guest Voice」的客人回應計劃。客人滿意度系統把簡短的客人及活動滿意調查與社交媒體(檢討、貼文、推文(tweets)等)相結合，其併入一個單一用戶報表，讓該酒店得以就問題及關注事項採取行動，不錯過客人的任何意見，並適時地作出回應。在報告期內，酒店並無接獲有關提供服務的重大投訴。值班經理、執行委員會及相關人員對投訴進行審核，並討論應對措施及改進措施。所有投訴均得到及時處理，確保客人滿意。

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Personal data protection practice

The Group is committed to protect the privacy of the personal data of our guests. With the EU's "General Data Protection Regulation" (GDPR) coming into effect on 25 May 2018, we have worked closely with our Hotel manager to ensure compliance measures are in place. Our Hotel manager has undertaken a significant amount of work to ensure the Hotel is complied with GDPR. The Hotel has further strengthened its data governance and privacy programs, as well as its centralised systems, in preparation for the GDPR implementation. A number of specific actions include but are not limited to:

- Updated procedures to ensure an appropriate response is made to individual rights requests from our guests and associates as required under GDPR;
- Updated the terms and conditions of loyalty programs, privacy statements and notices, as well as Hotel registration cards to encompass GDPR principles;
- Acquired customers for their consent before any release of personal information if necessary;
- Conducted a holistic review of marketing and digital processes and policies to ensure accountability and data governance; and
- Updated contracts with new privacy language to ensure the Hotel is fully compliant with GDPR as well as other relevant personal data privacy regulations in France.

Compliance

The Group was not aware of any material non-compliance with the relevant laws and regulations that have a significant impact on health and safety, advertising, labelling, intellectual property rights and privacy matters relating to products and services provided and methods of redress. Due to the nature of the Hotel business, we have no products sold or shipped subjected to recalls for safety and health reasons and are not involved in intellectual property related issues.

個人資料保護實務

本集團承諾保護客人的個人資料隱私。自從歐盟的《一般資料保護規定》(General Data Protection Regulation)於二零一八年五月二十五日生效後，我們一直與酒店管理公司緊密合作，確保執行合規措施。我們的酒店管理公司已進行大量工作，致力確保該酒店符合一般資料保護規定。酒店已進一步提升其數據治理及私隱程式以及中央系統，為一般資料保護規定之實施作準備。多個特定行動包括(但不限於)：

- 根據一般資料保護規定更新程序以確保適當應對客人及聯繫人提出的個人權利要求；
- 更新忠誠系統之條款及條件、私隱聲明與通知，以及酒店登記卡以符合一般資料保護規定之原則；
- 在使用任何個人資料(如有需要)前，亦會事先獲得客人的同意；
- 就市場推廣及數碼程序與政策進行全面的檢討，確保問責及數據治理得以體現；及
- 更新私隱條款合同，確保酒店全面符合一般資料保護規定及法國其他相關個人資料私隱條例之規定。

合規

就本集團所知，我們並無重大違反對所提供產品和服務的健康與安全、廣告、標籤、知識產權及私隱事宜以及補救方法等方面有重大影響的任何相關法律及法規的情況。由於酒店業務的性質，我們並無因安全及健康原因而召回已售或運送的產品且並無介入知識產權相關事宜。

ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

環境、社會及管治報告

B7. Anti-corruption

The Group upholds the highest standards of integrity and honesty in our operations. The Group believes it is of paramount importance that businesses are conducted in accordance with applicable rules, regulations and social standards. No such rules, regulations or standards should be traded in exchange for business benefits or even for guest feedback. Meanwhile, the Group provides anti-corruption training to directors and staff to enhance their awareness. For the Hotel, Marriott International Policies (MIP) Anti-corruption Training is provided to all the Hotel's employees annually, with an aim to educate our staff about anti-corruption and business integrity.

We have zero tolerance for bribery in any form. All Hotel staff are required to stringently abide by the anti-corruption guidelines and policies of the Hotel. In cases when breaching of Marriott International's internal policies of anti-corruption guidelines is spotted, disciplinary actions, including immediate termination of employment and involvement of local authorities, would be taken. Whistleblowing policy, hotline and mailbox are set up for staff to report extortion, money laundering, fraud, bribery and corruption. Whistle-blowers can come forward on the condition of anonymity to protect themselves from retaliation.

Compliance

The Group strictly complies with the relevant laws and regulations, including but not limited to the Sapin II: "Law on Transparency, Anti-corruption Measures and the Modernisation of the Economy" in France. During the Reporting Period, no legal case was filed against the Group, the Hotel or its employees with regard to corruption issues.

COMMUNITY

B8. Community Investment

Marriott International has a global commitment to promoting opportunity, community and purpose for all. The Hotel is engaged in the Marriott Take Care, which offers holistic programs beyond just physical well-being, including mental and emotional health, career development, financial planning, team building, recognition, sustainability and social impact, and much more. Forums were organised to communicate the TakeCare programs with the Hotel staff quarterly.

It is our policy to encourage our employees and Hotel manager to participate in and support community services in order to lead a healthy and balanced lifestyle. The Hotel manager actively shared knowledge about global issues and related topics with employees through internal newsletters in order to promote better understanding and a deeper appreciation for the contributions and struggles of people and cultures different from one's own and thus encourage them to participate in various community activities.

B7. 反貪污

本集團在其業務運作中奉行最高標準的誠信及誠實。本集團相信公司業務按照適用規則、法規及社會標準進行至為重要。絕對不容為了換取商業利益或客戶反饋而違反有關規則、法規或標準。同時，本集團為董事及員工提供反貪污培訓，以提高他們的意識。就該酒店而言，每年為所有酒店員工提供萬豪國際政策(MIP)反貪污培訓，旨在對員工進行反貪污及企業信譽教育。

我們對任何形式之賄賂持零容忍態度。所有酒店員工均須嚴格遵守酒店的反貪污指引及政策。倘發現違反萬豪國際反貪指引的內部政策，便會進行紀律行動，包括即時終止僱用以及介入當地機關。本公司設立了舉報政策、熱線及信箱，讓員工報告任何勒索、洗黑錢、詐騙、賄賂及貪污事宜。舉報人可在匿名情況下舉報，全力保障其免遭報復。

合規

本集團嚴格遵守相關法律及法規，包括但不限於法國的《薩賓第二法案》(Sapin II)：「關於透明度、打擊腐敗和經濟生活現代化的法律」。於報告期間內，並無針對本集團、該酒店或其僱員而作出有關貪污問題之訴訟。

社區

B8. 社區投資

萬豪國際制定對促進機會、社區及以所有人為本的全球承諾。該酒店參與Marriott Take Care，提供除身體健康以外的全面計劃，包括精神及情緒健康、職業發展、財務規劃、團隊建設、認可、可持續發展及社會影響等。本公司每季度組織論壇，與酒店員工交流TakeCare計劃。

我們的政策是鼓勵僱員及酒店經理參與及支持社區服務，以保持身心健康和平衡工作及生活。酒店經理通過內部通訊，積極與僱員分享有關全球事宜和相關議題的知識，以促進對與自身不同的人士的貢獻、奮鬥以及文化的深度理解及欣賞，從而鼓勵僱員參加各種社區活動。

RISK MANAGEMENT AND INTERNAL CONTROL REPORT

風險管理及內部監控報告

RISK MANAGEMENT AND INTERNAL CONTROL

The Board acknowledges its responsibility to establish, maintain and review a sound and effective risk management and internal control systems. An enterprise risk management (“ERM”) framework is in place to implement risk management and internal control effectively.

Our risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve the Company’s business objectives, and can only provide reasonable, but not absolute assurance against material misstatements or losses.

RISK MANAGEMENT STRUCTURE

Effective risk management resides at all levels of the Group. Staff in different business units identify and manage risks during their daily operation, the management is responsible for identifying, assessing and responding to risks at strategic level. Reporting to the Board, the Audit Committee reviews and monitors major risks and effectiveness of risk management and internal control systems. Through this top down and bottom up approach, together with independent review by the independent internal control consultant, assisted the Group to manage its major risks in an effective manner.

風險管理及內部監控

董事會確認其負責建立及維持一個穩健妥善兼行之有效的風險管理及內部監控制度並就此作出檢討。本公司已設立企業風險管理（「企業風險管理」）架構，致力有效實施風險管理及內部監控。

我們的風險管理及內部監控制度旨在管理而非消除未能達成本公司業務目標之風險，對避免重大錯誤陳述或損失只能提供合理而非絕對的保證。

風險管理架構

風險管理的有效執行是本集團上下各級員工的責任。不同業務單位之員工會於日常業務運作過程中識別及管理風險。管理層負責識別、評估及應對策略層面之風險。審核委員會負責檢討及監察主要風險以及風險管理及內部監控制度之成效，並向董事會匯報。透過這個結合由上而下及由下而上的管理方法，加上獨立內部監控顧問所作之獨立檢討，有助本集團以有效方式管理主要風險。

Risk Management Structure

風險管理架構

The Board
董事會

- Oversees the risk management and internal control systems;
監督風險管理及內部監控制度；
- Determines the Group’s business strategies and risk appetite;
釐定本集團之業務策略及風險承受度；
- Reviews at least annually the effectiveness of the risk management and internal control systems; and
最少每年一次檢討風險管理及內部監控制度之成效；及
- Monitors the risk management and internal control systems in an on-going manner.
持續監察風險管理及內部監控制度。

Audit Committee
審核委員會

- Oversees the evaluation and improvement process of risk management and internal control systems;
監督風險管理及內部監控制度之評核及改善程序；
- Reviews the Group’s risk register; and
審閱本集團之風險管理登記冊；及
- Reviews and approves the internal control review plan and review results.
審視及批准內部監控檢討計劃及檢討結果。

RISK MANAGEMENT AND INTERNAL CONTROL REPORT

風險管理及內部監控報告

Risk Management Structure

風險管理架構

Management and staff
管理層及員工

- Identify and monitor all risks relevant to daily operations of the Group;
識別及監察與本集團日常業務運作有關之所有風險；
- Report to the Board and the Audit Committee on the risks identified including strategic, operational, financial, reporting and compliance risks and its changes during the Year;
向董事會及審核委員會匯報已識別出來的風險，包括策略、營運、財務、申報及合規等方面之風險及有關風險於年內之變動情況；
- Implement and execute and on-going monitor risk management and internal control processes; and
實施、執行及持續監察風險管理及內部監控程序；及
- Develop and execute appropriate action plans to mitigate the risk-identified and to resolve material internal control defects.
制定及執行適當的行動計劃，以降低已識別出來之風險，以及解決重大內部監控缺陷。

Internal audit function and
external auditors
內部審計部及外聘核數師

- Outsource the internal audit function to an independent internal control consultant;
將內部審核工作外判予獨立內部監控顧問；
- Review the effectiveness of the Group's risk management and internal control systems;
檢討本集團風險管理及內部監控制度之成效；
- The scope of the internal control review is risk-based and is reviewed by the Audit Committee;
內部監控檢討之範疇以風險為依據，並經由審核委員會覆核；
- Communicate review result directly to the Audit Committee; and
與審核委員會直接溝通檢討結果；及
- External auditors are also able to communicate internal control issues they noticed during their audit to the Audit Committee directly.
外聘核數師亦可與審核委員會直接溝通其在審計過程中發現之內部監控問題。

RISK MANAGEMENT AND INTERNAL CONTROL REPORT

風險管理及內部監控報告

RISK MANAGEMENT PROCESS

The risk management process defined the procedures for identifying, assessing, responding and monitoring risks and their changes. The management discusses regularly with each operating functions to collect their views towards the risks they have identified at operation level, and to strengthen their understanding to risk management at the Group's strategic view level to foster two way communication. Risk identification is a continuous and interactive process, major risks are communicate between the bottom and the top.

風險管理程序

風險管理程序界定有關識別、評估、應對及監察風險及其變動之程序。管理層定期與各營運部門進行討論，以收集他們在營運層面已識別出來之風險的意見，並同時在集團策略性觀點層面加強了解風險管理，以促進雙向溝通。風險識別是一個持續互動程序。我們會上下徹底溝通主要風險。



Significant risks are classified into one of the four categories: strategic, operational, financial, reporting and compliance. After identified all relevant risks, the management assesses the potential impact and possibilities of the risks and prioritise the risks, appropriate internal control measures are then developed to mitigate the risks. Also, effectiveness of internal control measures and changes of risks are monitored in an on-going manner and are communicated to the Board and the Audit Committee to allow their monitoring at the top level.

重大風險會歸類為以下四大類別之一：策略、營運、財務、申報及合規。在識別出所有有關風險後，管理層便會評估有關風險之潛在影響及可能性，以及確定有關風險之優先處理次序，繼而制定適當的內部監控措施以降低風險。此外，本集團會持續監察內部監控措施之成效及風險變動，並會與董事會及審核委員會溝通上述事宜，讓彼等在最高層面進行監察。

RISK MANAGEMENT AND INTERNAL CONTROL REPORT

風險管理及內部監控報告

MAIN FEATURES OF OUR RISK MANAGEMENT AND INTERNAL CONTROL SYSTEMS

Maintain an effective internal control system at operational level

- Establish clear internal control policies and procedures, clearly define the responsibilities, authorities and accountabilities of each key positions;
- Establish code of conduct, explain the Group's requirements on integrity and ethical value to all staff;
- Establish whistleblowing mechanism, encourage employees to report incidents of misconduct or fraud;
- Establish appropriate level of information technology access rights, avoid leakage of price sensitive information; and
- Establish insider information disclosure policy, including reporting channels and responsible person of disclosure, unified response to external enquiries and obtain advices from professionals or the Stock Exchange, if necessary.

In evaluating the effectiveness of internal control systems, the Board has considered the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting, internal audit and financial reporting functions.

On-going risk monitoring at risk management level

The management identifies and mitigates major risks according to the risk management process, the identified risks are summarised in risk register and submitted to the Board and the Audit Committee for their review together with a 3-year internal control review plan to enable the Board and the Audit Committee effectively monitor major risks of the Group and how the risks are managed. Major risks relevant to the Group are shown on pages 66 to 69 of this annual report.

本公司風險管理及內部監控制度之主要特色

在營運層面維持一個有效的內部監控制度

- 制定明確的內部監控政策及程序，清楚界定各主要職位的職責、授權及問責性；
- 制定操守準則，向全體員工闡釋本集團對誠信及道德價值之要求；
- 制定舉報機制，鼓勵僱員舉報不當行為或欺詐事故；
- 制定資訊科技存取權限之適當等級，避免洩漏股價敏感資料；及
- 制定內幕消息披露政策，包括報告渠道及負責披露的人士、對外界查詢之統一回應及於有需要時向專業人士或聯交所徵求意見。

在評核內部監控制度之有效性時，董事會曾考慮在會計、內部審計及財務申報職能方面的資源、員工資歷及經驗是否足夠，以及員工所接受的培訓課程及有關預算是否充足。

在風險管理層面之持續風險監察

管理層根據風險管理程序識別及降低主要風險。已識別出來之風險概述於風險登記冊，並連同一個3年期間的內部監控檢討計劃，一併提交予董事會及審核委員會審閱，以便董事會及審核委員會有效監察本集團之主要風險及有關風險之管理方法。與本集團有關之主要風險載於本年報第66頁至第69頁。

RISK MANAGEMENT AND INTERNAL CONTROL REPORT

風險管理及內部監控報告

Independent review

The Group had appointed an independent internal control consultant to conduct an internal control review¹ for the Year, the scope of review has covered the period from 1 January 2023 to 31 December 2023. The results of the internal control review has been submitted to the Audit Committee.

The management had established remediation and improvement plan for internal control weaknesses identified. Nothing had come to the Audit Committee's or the Board's attention to believe that risk management and internal control systems of the Group were inadequate or ineffective.

獨立檢討

本集團已委聘獨立內部監控顧問進行本年度之內部監控檢討¹。檢討範圍涵蓋二零二三年一月一日至二零二三年十二月三十一日期間。內部監控檢討之結果已提交審核委員會。

管理層已就識別出來的內部監控弱點制定補救及改善計劃。審核委員會及董事會並無發現任何事情足以令其相信本集團之風險管理及內部監控制度屬不足夠或無效。

¹ The internal control review performed by the internal control consultant does not constitute an assurance engagement made in accordance with the Hong Kong Standards on Auditing, Hong Kong Standards on Review or Hong Kong Standards on Assurance Engagement issued by the Hong Kong Institute of Certified Public Accountants.

¹ 內部監控顧問所作之內部監控檢討並不構成根據香港會計師公會頒佈之《香港審計準則》、《香港審閱委聘準則》或《香港核證委聘準則》而進行之核證委聘。

DIRECTORS' REPORT

董事會報告書

The Directors present their annual report and audited financial statements for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the subsidiaries comprise hotel operation and money lending. The principal activities and other particulars of subsidiaries of the Group are set out in note 1 to the financial statements.

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

BUSINESS REVIEW

Please refer to the section headed "Management Discussion and Analysis" of this annual report for further details on review of the Group's business and particulars of important events affecting the Group during the Year, together with future development of the Group.

Principal Risks and Uncertainties

The following are the principal risks and uncertainties facing by the Group's hotel operation segment and money lending segment as determined by the Board. The content below is not intended to be an exhaustive list of all the risks and uncertainties that may arise.

Hotel Operation

(i) Operational risks

Notwithstanding the active monitoring and supervision of performance of the Hotel by the Group, daily operations of the Hotel are delegated to the hotel manager, pursuant to hotel management agreement signed with third party hotel manager. Dependent on the ability of hotel manager, the failure of hotel manager to manage the hotel in an efficient and effective manner could have a material adverse effect on financial results of the Group.

董事謹此提呈截至二零二三年十二月三十一日止年度之年度報告及經審核財務報表。

主要業務

本公司之主要業務為投資控股。附屬公司之主要業務包括酒店經營及融資業務。本集團附屬公司之主要業務及其他資料載於財務報表附註1。

年內，本集團之主要業務性質並無重大變動。

業務回顧

有關本年度本集團業務回顧及影響本集團的重大事件的詳情，以及本集團的未來發展，請參閱本年報「管理層討論及分析」一節。

主要風險及不明朗因素

下文所述為經董事會確定本集團酒店經營分部及融資業務分部所面對之主要風險及不明朗因素。下文所載僅為可能會產生之風險及不明朗因素，並非全部可能性。

酒店經營

(i) 營運風險

儘管本集團一直積極監察及監督旗下酒店之表現，惟酒店之日常業務運作已根據本集團與第三方酒店管理公司所簽訂之酒店管理協議，轉授予酒店管理公司負責。視乎酒店管理公司之能力而定，如酒店管理公司未能有效率兼有效益地管理該酒店，便可能會對本集團之財務業績構成重大不利影響。

Furthermore, if any of the hotel management agreements are terminated prior to their expiration, we may experience disruptions to our operations, and will then be required to seek for replacement of hotel manager.

Finally, the Hotel is operated under brand name of the hotel manager. As a result, the continuation on revenue generation relies on the success of the hotel manager in maintaining reputation and enhancing the recognition of their brand.

(ii) Competition

The Group owns a Hotel in France in which the hospitality industry is highly competitive due to ongoing supply of new hotels and renovation of existing hotel properties. The intensity of competition is affected by a range of factors including political stability of country where the Hotel is located, regional and global economic conditions, convenience of location, interior design and amenities offered, as well as travel pattern of customers. The Group is committed to offer the best of our services and hotel experience to our guests.

(iii) Economic and market risks

The Group's business is exposed to risks of unfavourable movements in the global and regional economies and financial markets, in particular to the markets where the Hotel is located. Change in economic conditions would lead to recession, inflation, deflation, currency fluctuations, availability of financing, interest rates and other factors that are beyond control of the Group. Occurrence of any of the above may reduce revenue, increase operating costs and lower asset value of the Group.

(iv) Terrorism, diseases and natural disasters

The Group's business could be adversely impacted by acts of God, natural disasters, wars, terrorist attacks, riots, diseases and other events beyond our control. The Group cannot predict the occurrence of these events. An increased threat of terrorism would affect travel patterns and reduce the number of travellers of different categories. All of the above events would eventually adversely affect the business and financial performance of our Hotel.

此外，倘任何酒店管理協議於屆滿前遭終止，本集團之業務運作或會受到干擾，繼而需尋求替任的酒店管理公司。

再者，該酒店乃以酒店管理公司之品牌經營。因此，能否持續帶來收益取決於酒店管理公司能否成功維持品牌聲譽以及提高品牌認受性。

(ii) 競爭

本集團在法國擁有一間酒店，由於新酒店供應不斷，加上市場上現有酒店物業不斷裝修翻新，導致當地酒店業競爭異常激烈。競爭之強烈程度受多項因素影響，包括該酒店所在國家之政局穩定性、地區及全球經濟情況、位置便利程度、室內設計及所提供之設施，以及客人之旅遊模式。本集團致力為客人提供最佳服務與酒店經驗。

(iii) 經濟及市場風險

本集團之業務須承受全球與地區經濟及金融市場（特別是該酒店所在市場）之不利變動所帶來之風險。經濟情況變動可導致經濟衰退、通脹、通縮、貨幣波動、影響融資及利率，以及導致其他在本集團控制範圍以外之因素。一旦發生任何上述情況，或會導致本集團之收益減少、經營成本增加及資產值減少。

(iv) 恐怖主義、疾病及自然災害

天災、自然災害、戰爭、恐怖襲擊、暴亂、疾病及其他在本集團控制範圍以外之事件均可能對本集團之業務構成不利影響。本集團無法預料上述事件會否發生。恐怖主義之威脅上升會影響旅遊模式，並減少不同類型旅客之數目。所有上述事件最終均會對酒店之業務及財務表現構成不利影響。

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(v) Indebtedness and interest rates

The Group maintains certain level of indebtedness to partly finance the hotel property investment. The indebtedness level could increase the vulnerability of the Group to adverse general economic or industry conditions, and restrict the Group from making strategic acquisitions or taking advantage of business opportunities. Hence, increase in interest rates could materially and adversely affect the results of the Group.

(vi) Foreign exchange fluctuations

The Group has operations in France, Luxembourg, the PRC and Hong Kong, where transactions and cash flow are denominated mainly in Euro, Renminbi, United States dollar and Hong Kong dollar. Therefore, the Group's financial results are exposed to foreign exchange risk as a result of fluctuation in currency exchange rates.

(vii) Information technology systems

The Group is dependent on information technology systems provided by the hotel manager and by other third parties to monitor and operate the day-to-day operations of the Hotel. These systems include booking, check-in/check-out, management of rooms and collection of payment etc. Any disruption of these systems could result in the Hotel failing to operate. Furthermore, operations of the above systems are also subject to information security and cyber threats. The Group together with the hotel manager will consistently review, maintain or upgrade these information technology systems when required to minimize system down-time and defend against cyber threats.

(v) 債務及利率

本集團維持一定程度負債，以融資酒店物業投資之部分資金。債務水平或會增加本集團在整體經濟或行業情況不利之情況下所面對之困難，並可能限制本集團作出策略性收購或抓緊商機。因此，利率上升可對本集團之業績構成重大不利影響。

(vi) 外匯波動

本集團在法國、盧森堡、中國及香港經營業務，當地之交易及現金流量主要以歐羅、人民幣、美元及港元計值。因此，本集團之財務業績會因為匯率波動而承受匯兌風險。

(vii) 資訊科技系統

本集團倚賴由酒店管理公司及其他第三方提供之資訊科技系統來監察及管理該酒店之日常業務運作。上述系統包括預訂、入住／退房、房間管理及收款等系統。如上述系統受到任何干擾，均可能導致該酒店不能運作。此外，上述系統之運作亦受資訊保安及網絡攻擊之影響。本集團連同酒店管理公司會不斷檢討、維護或於有需要時升級上述資訊科技系統，以減少系統故障情況及防禦網絡攻擊。

Money Lending

(i) Credit risk

A credit risk is the risk of default on a loan that may arise from borrowers failing to meet loan repayment obligation when due. To control credit risk, the Group requires borrowers to provide sufficient collaterals before mortgage loans will be granted. We will also regularly monitor and review our loan portfolio. Notwithstanding these measures, the Group might still suffer from financial loss if the economic climate in Hong Kong changes adversely and abruptly so that net proceeds from disposal of collaterals might become insufficient to cover mortgage loan granted and loan interests receivable.

Environmental Policies

We are attentive to consumption of natural resources and reduction of pollution during the course of managing our businesses. It is our goal to minimise our environmental impacts through recycling of materials, encouragement of resources savings and reduction of wastes. The Group is committed to ensure our compliance with relevant environmental protection laws and regulations. We also require our business partners to comply with relevant environmental protection laws and regulations. For further details on performance of the Group on environmental aspects during the Year, please refer to our Environmental, Social and Governance Report on pages 44 to 60.

Compliance with Laws and Regulations

The Group requires operations of the Company and its subsidiaries to comply with the relevant laws and regulations in the territories in which we operate. During the Year, the Board was not informed of any events relating to violation of laws and regulations that would have a significant impact on the Group.

Key Relationships with Employees, Customers and Suppliers

The Group has in place remuneration policies to ensure provision of adequate rewards to employees with recognised experience of the assigned roles and duties. The Group also provides other benefits including bonuses, mandatory provident fund scheme, medical insurance scheme and participation to share option scheme.

The Group places high priority on maintaining good relationship with our customers. We have in place a mechanism to keep track on customers' feedback and identify areas for improvement. Customer's complaints once acknowledged and reported will be dealt with timely, fairly and diligently.

融資業務

(i) 信貸風險

信貸風險指貸款的違約風險，其可由於借款人未能於借款到期時履行償還貸款責任而產生。為了監控信貸風險，本集團於授出按揭貸款前，會要求借款人提供充足的抵押品。我們亦會定期監察及檢討貸款組合。儘管已作出該等措施，惟如香港經濟氣候出現不利變動或突變，以致出售抵押品之所得款項淨額不足以應付已授出之按揭貸款及應收貸款利息，屆時本集團仍可能蒙受財務損失。

環境政策

本集團在管理旗下業務之過程中，一直關注天然資源之耗用及減少污染等問題。本集團之目標是透過循環再用物料、鼓勵節約資源及減廢，盡量減少對環境造成之影響。本集團致力確保其符合相關環保法律及法規之規定。本集團亦規定合作夥伴必須符合相關環保法律及法規之規定。有關本集團於年內在環保方面之表現之進一步詳情，請參閱第44頁至第60頁所載之「環境、社會及管治報告」。

符合法律及法規之規定

本集團規定本公司及其附屬公司之業務運作必須符合經營所在地區之相關法律及法規之規定。年內，董事會並無獲知會有關將對本集團造成重大影響之違反法律及法規之事宜。

與僱員、客戶及供應商之重要關係

本集團設有薪酬政策，確保提供足夠之獎賞予在獲派職務與職責方面具備認可經驗之僱員。此外，本集團亦提供其他福利，包括花紅、強制性公積金計劃、醫療保險計劃及參與購股權計劃。

本集團最重視的事宜就是與客戶維持良好關係。我們設有機制以了解客戶反應及識別有待改進之範疇。已接獲並匯報之客戶投訴將會適時、公平公正及勤快地處理。

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To ensure efficient delivery of quality products and services to our customers, the Group recognises the importance of maintaining close and long-term relationship with suppliers. The Group will ensure fairness when conducting procurement activities and a consistent balance on qualities of products and services against value-for-money.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2023 and the state of affairs of the Group at that date are set out in the audited financial statement on pages 85 to 187.

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

Dividend Policy

The Board may from time to time propose the payment of a dividend, if any, with respect to the shares of the Company listed on the Stock Exchange pursuant to the following dividend policy (the "Dividend Policy"). Subject to the relevant laws of Bermuda and the Bye-laws, dividend may be proposed and/or declared by the Board for a financial year or period as:

- (i) interim dividend;
- (ii) final dividend;
- (iii) special dividend; and
- (iv) any distribution of net profits that the Board may deem appropriate.

Any final dividend proposed by the Board for any financial year shall be subject to the approval by the shareholders of the Company.

為確保可有效率地提供優質產品及服務予客戶，本集團認同與供應商維持緊密而長遠的關係至為重要。本集團確保會公平公正地進行採購活動，以及在產品及服務之質量與物有所值之間取得一致性平衡。

業績及股息

本集團截至二零二三年十二月三十一日止年度之業績以及本集團於該日之財務狀況載於第85頁至第187頁之經審核財務報表。

董事會並不建議就截至二零二三年十二月三十一日止年度派付任何股息(二零二二年：無)。

股息政策

根據下列股息政策(「股息政策」)，董事會可不時就本公司於聯交所上市之股份建議派發股息(如有)。在百慕達的相關法例及公司細則之規限下，董事會可就某一財政年度或期間建議派發及/或宣派股息作為：

- (i) 中期股息；
- (ii) 末期股息；
- (iii) 特別股息；及
- (iv) 董事會可能視為適當之任何純利分派。

董事會就任何財政年度建議派發之任何末期股息須經本公司股東批准後方可作實。

The declaration of a dividend is subject to the discretion of the Board, which will take into account the following factors, in no particular order of importance, when considering the payment of a dividend:

- (a) the financial results of the Group;
- (b) the cash flow situation and future cash requirements of the Group;
- (c) the general business conditions and strategies of the Group;
- (d) the future capital expenditure or debt settlement requirements of the Group;
- (e) future operations and earnings of the Group;
- (f) the taxation consideration;
- (g) the statutory and regulatory restrictions; and
- (h) any other factors the Board may deem relevant.

Given the fluctuating nature of earnings or loss of the Group, the Board does not recommend setting a target dividend payout ratio, or maintaining a consistent dividend payment over time. There can be no assurance that a dividend will be proposed or declared in any specific period.

The Board will review the Dividend Policy from time to time.

SUMMARY FINANCIAL INFORMATION

A summary of the results and the assets and liabilities of the Group for the last five financial years, as extracted from the audited financial statements and restated as appropriate is set out on page 188. This summary does not form part of the audited financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Year are set out in note 14 to the financial statements.

SHARE CAPITAL AND SHARE OPTIONS

Details of movements in the Company's share capital and share options during the Year are set out in notes 30 and 31 to the financial statements.

股息之宣派須由董事會酌情決定，而董事會於考慮派付股息時將考慮下列因素（重要程度不分先後）：

- (a) 本集團財務業績；
- (b) 本集團現金流量狀況及未來現金需求；
- (c) 本集團整體業務狀況及策略；
- (d) 本集團未來資本開支或債務清償需求；
- (e) 本集團未來營運及盈利；
- (f) 稅務考慮因素；
- (g) 法定及監管限制；及
- (h) 董事會可能視為相關之任何其他因素。

由於本集團盈利或虧損之波動性質使然，董事會並不建議制定目標派息率，或一直維持一致的派息金額。概不能保證將於任何特定期間建議派發或宣派股息。

董事會將不時檢討股息政策。

財務資料概要

本集團於過去五個財政年度之業績及資產與負債概要載於第188頁，有關資料乃摘錄自經審核財務報表，並已作出適當之重列呈報。此概要並非經審核財務報表之組成部分。

物業、廠房及設備

本集團於年內之物業、廠房及設備之變動詳情載於財務報表附註14。

股本及購股權

本公司於年內之股本及購股權變動詳情載於財務報表附註30及附註31。

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PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the 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, neither the Company, nor any of its subsidiaries purchased, redeemed or sold any of the Company's listed securities.

RESERVES

Details of movements in the reserves of Company and the Group during the Year are set out in note 44 to the financial statements and in the consolidated statement of changes in equity, respectively.

DISTRIBUTABLE RESERVES

Details of the distributable reserves of the Company as at 31 December 2023 are set out in note 44 to the financial statements.

CHARITABLE CONTRIBUTIONS

During the Year, the Company did not make any charitable contributions (2022: Nil).

MAJOR CUSTOMERS AND SUPPLIERS

During the Year, sales to the Group's five largest customers accounted for approximately 21% of the total sales for the Year, sales to the largest customer included therein amounted to approximately 11%. Purchases from the Group's five largest suppliers accounted for approximately 43% of the total purchases for the Year, purchases from the largest supplier included therein amounted to approximately 20% of the total purchases for the Year.

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

DIRECTORS

The Directors during the Year and up to the date of this report were/are:

Executive Directors:

Mr. Xue Jian (*Chief Executive Officer*)
Mr. Law Wing Chi, Stephen

優先購買權

公司細則或百慕達法例並無有關優先購買權之條文，規定本公司須按比例向現有股東提呈發售新股。

購買、贖回或出售本公司上市證券

年內，本公司或其任何附屬公司並無購買、贖回或出售本公司任何上市證券。

儲備

本公司及本集團於年內之儲備變動詳情分別載於財務報表附註44及綜合權益變動表。

可供分派儲備

本公司於二零二三年十二月三十一日可供分派儲備之詳情載於財務報表附註44。

慈善捐款

年內，本公司並無作出任何慈善捐款(二零二二年：無)。

主要客戶及供應商

年內，本集團向五大客戶作出之銷售佔年內銷售總額約21%，而當中向最大客戶作出之銷售佔年內銷售總額約11%。本集團向五大供應商作出之採購佔年內採購總額約43%，而當中向最大供應商作出之採購佔年內採購總額約20%。

概無董事或彼等之任何緊密聯繫人士或任何股東(據董事所知擁有本公司已發行股本超過5%)於上文所披露之本集團五大客戶或供應商中擁有任何實益權益。

董事

年內及直至本報告日期的董事如下：

執行董事：

薛健先生(*行政總裁*)
羅永志先生

Independent non-executive Directors:

Mr. Tam Sun Wing
Mr. Ng Ge Bun
Mr. He Yi
Ms. Kwok Pui Ha

The Directors, save and except for the Chairman (if any), are subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with Bye-laws 87(1) and 87(2).

INDEPENDENCE OF INDEPENDENT NON-EXECUTIVE DIRECTORS

The Company has received from each of the independent non-executive Directors an annual confirmation of his independence pursuant to the guidelines set out in Rule 3.13 of the Listing Rules. The Company considers all of the independent non-executive Directors are independent.

BIOGRAPHICAL DETAILS OF DIRECTORS

Biographical details of the Directors are set out on pages 19 to 21 of this annual report.

DIRECTORS' SERVICE CONTRACTS

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

DIRECTOR'S REMUNERATION

Subject to shareholders' approval at annual general meetings authorising the Board, remuneration of the Directors are determined by the Board with reference to the Directors' duties, responsibilities and performance and the results of the Group.

PERMITTED INDEMNITY PROVISION

The Bye-laws provides that the Directors for the time being acting in relation to any of the affairs of the Company, 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 may incur or sustain by or by reason of any act done. The Company has arranged for insurance cover on Directors' and officers' liabilities to provide appropriate cover for legal actions brought against its Directors and officers arising out of corporate activities of the Company.

DIRECTORS' INTERESTS IN CONTRACTS

No Director or any entity connected with a Director was materially interested, either directly or indirectly, in any transaction, arrangement or contract of significance to which the Company, or any of its subsidiaries was a party, which was subsisting during the Year or at the end of the Year.

獨立非執行董事：

譚新榮先生
吳志彬先生
賀弋先生
郭佩霞女士

根據公司細則第87(1)條及第87(2)條，董事(除了及惟主席(如有)除外)須於本公司股東週年大會上輪值告退及接受重選。

獨立非執行董事之獨立性

本公司已接獲各獨立非執行董事根據上市規則第3.13條所載指引就其獨立性而發出之年度確認書。本公司認為全體獨立非執行董事均為獨立人士。

董事履歷詳情

董事履歷詳情載於本年報第19頁至第21頁。

董事服務合約

擬於即將舉行之股東週年大會上重選連任之董事概無訂立本公司不可於一年內免付賠償(法定賠償除外)予以終止之服務合約。

董事酬金

待股東於股東週年大會上批准向董事會作出授權後，董事酬金由董事會經參考董事之職務、職責及表現以及本集團之業績後釐定。

獲准許的彌償條文

公司細則規定，當時就本公司任何事務行事之董事將獲彌償及毋須就彼等因進行任何行動而可能產生或蒙受之一切法律行動、成本、費用、虧損、損失及開支負責，本公司將以其資產及溢利承擔任何上述責任。本公司已就董事及高級人員之責任安排投保，旨在為董事及高級人員因本公司企業活動而引致之法律行動提供合適的保險保障。

董事之合約權益

年內及於年終時，董事或與董事有關連之任何實體概無於本公司或其任何存續之附屬公司所訂立之任何重大交易、安排或合約中直接或間接擁有重大權益。

DIRECTORS' REPORT

董事會報告書

MANAGEMENT CONTRACTS

The Group entered into or maintained following management contracts for its Hotel during the Year.

Paris Marriott Hotel

The Group maintained a management agreement (dated 16 June 1995), as amended from time to time (the "Marriott Agreement") in relation to management of Paris Marriott Hotel, with Marriott Hotels Manager France SAS ("Marriott"). The Marriott Agreement shall continue for thirty years after 1 January 2000. Marriott has option to renew the Marriott Agreement on the same terms and conditions for each of three successive periods of ten years.

The Group signed a hotel asset management services contract with Jones Lang LaSalle Hotels & Hospitality Group in relation to the Paris Marriott Hotel on 25 August 2022. The contract period commenced on 1 November 2022 and will expire on 31 October 2025.

No Director had interests in the above contracts.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES AND DEBENTURES

As at 31 December 2023, none of the Directors or chief executive of the Company had interests and short positions in the shares, underlying shares and debentures of the Company or any associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept by the Company pursuant to Section 352 of SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited pursuant to the Model Code, for Securities Transactions by Directors of Listed Issuers (the "Model Code") set out in Appendix C3 of the Listing Rules.

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

At no time during the Year were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouses or minor children, or were any such rights exercised by them; save as disclosed in the section titled "Share option scheme" below, the Company or any of its subsidiaries or fellow subsidiaries was not a party to any arrangement to enable the Directors to acquire such rights in the Company on any other body corporate.

SHARE OPTION SCHEME

The Company operates a share option scheme (the "Scheme") for the purpose of providing incentives and rewards to eligible participants who contribute to the success of the Group's operations. Further details of the Scheme are disclosed in note 31 to the audited financial statements.

管理合約

年內，本集團為旗下酒店訂立了或一直保持下列管理合約。

Paris Marriott Hotel

本集團與 Marriott Hotels Manager France SAS (「Marriott」) 一直保持涉及管理 Paris Marriott Hotel 之管理合約 (「Marriott 協議」，日期為一九九五年六月十六日，經不時修訂)。Marriott 協議於二零零零年一月一日後將繼續生效 30 年。Marriott 有權於接續的三個十年期間各期間按相同條款及條件重續 Marriott 協議。

本集團與 Jones Lang LaSalle Hotels & Hospitality Group 於二零二二年八月二十五日簽訂有關 Paris Marriott Hotel 的酒店資產管理服務合約。合約期由二零二二年十一月一日開始，將於二零二五年十月三十一日屆滿。

概無董事於上述合約中擁有權益。

董事及主要行政人員於股份、相關股份及債券之權益及淡倉

於二零二三年十二月三十一日，本公司董事或主要行政人員概無於本公司或任何相聯法團 (定義見證券及期貨條例 (「證券及期貨條例」) 第 XV 部) 之股份、相關股份及債券中擁有已載入根據證券及期貨條例第 352 條本公司須予存置之登記冊內或根據上市規則附錄 C3 所載上市發行人董事進行證券交易的標準守則 (「標準守則」) 須另行知會本公司及香港聯合交易所有限公司之權益及淡倉。

董事購入股份或債券之權利

於年內任何時間董事或彼等各自之配偶或未成年子女概無獲授可藉購入本公司股份或債券而獲取利益之權利，而彼等亦無行使任何該等權利；除下文「購股權計劃」一節所披露者外，本公司或其任何附屬公司或同系附屬公司亦無訂立任何安排，致使董事可於任何其他法人團體獲得本公司的該等權利。

購股權計劃

本公司運作一項購股權計劃 (「該計劃」)，旨在獎勵及獎賞合資格參與者對本集團成功經營所作出之貢獻。該計劃之進一步詳情於經審核財務報表附註 31 披露。

CONTRACT OF SIGNIFICANCE

No contract of significance (including any such contract for provision of services to the Company and its subsidiaries by a substantial shareholder of the Company or its subsidiaries) to which the Company or any of its subsidiaries was a party and in which a substantial shareholder of the Company or any of its subsidiaries had a material interest, whether directly or indirectly, subsisted at the end of the Year or at any time during the Year.

TAX RELIEF AND EXEMPTION

The Company is not aware of any tax relief and exemption available to the shareholders by reason of their holding of the Company's listed securities.

PERSONS HOLDING 5% OR MORE INTERESTS IN SHARES AND UNDERLYING SHARES

As at 31 December 2023, the following persons (other than a Director or chief executive of the Company) had interests or short positions in the shares and 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 Position

Name of shareholders 股東姓名／名稱	Capacity 身份	Number of ordinary shares held 所持 普通股數目	Percentage of issued share capital 佔已發行 股本百分比
Mr. Du Shuang Hua ¹ 杜雙華先生 ¹	Interest of controlled corporation 受控制法團之權益	708,000,000	5.54%
Happy Sino International Limited ¹	Beneficial interest 實益權益	708,000,000	5.54%
Mr. Zhang He Yi ¹ 張和義先生 ¹	Beneficial interest 實益權益	1,400,000,000	10.96%
Ms. Lu Xiaomei ² 路小梅女士 ²	Interest of controlled corporation 受控制法團之權益	753,190,000	5.89%
Sincere Profit Group Limited ²	Beneficial interest 實益權益	753,190,000	5.89%
Ga Leung Investment Company Limited ³ 嘉良投資有限公司 ³	Beneficial Interest 實益權益	1,866,666,666	14.61%

重大合約

本公司或其任何附屬公司概無訂立本公司或其任何附屬公司之主要股東於其中直接或間接擁有重大權益，且於本年度年結日或年內任何時間仍為有效之任何重大合約（包括本公司或其附屬公司的一名主要股東向本公司及其附屬公司提供服務的任何有關合約）。

稅務寬免及豁免

本公司並不知悉股東可由於持有本公司上市證券而享有任何稅項寬免及豁免。

於股份及相關股份中持有5%或以上權益之人士

於二零二三年十二月三十一日，根據本公司遵照證券及期貨條例第336條規定須予存置之登記冊之記錄，下列人士（本公司董事或主要行政人員除外）在本公司之股份及相關股份中擁有權益或淡倉：

好倉

DIRECTORS' REPORT

董事會報告書

Name of shareholders 股東姓名／名稱	Capacity 身份	Number of ordinary shares held 所持普通股數目	Percentage of issued share capital 佔已發行股本百分比
Mr. Sun Yong Feng ³ 孫永峰先生 ³	Interest on controlled corporation 受控制法團之權益	1,866,666,666	14.61%
	Beneficial interest 實益權益	133,000,000	1.04%
Ms. Meng Ya ⁴ 孟雅女士 ⁴	Interest of spouse 配偶權益	1,999,666,666	15.65%
Mr. Hu Yishi 胡翼時先生	Beneficial interest 實益權益	1,300,000,000	10.17%

¹ Mr. Du Shuang Hua and Mr. Zhang He Yi beneficially owns 85% and 15% interest respectively in the issued share capital of Happy Sino International Limited. Mr. Du Shuang Hua is deemed to be interested in the 708,000,000 shares held by Happy Sino International Limited under the provisions of the SFO.

¹ 杜雙華先生及張和義先生分別實益擁有 Happy Sino International Limited 已發行股本 85% 及 15% 權益。根據證券及期貨條例條文，杜雙華先生被視為於 Happy Sino International Limited 持有之 708,000,000 股股份中擁有權益。

² Ms. Lu Xiaomei beneficially owns 100% interest in the issued share capital of Sincere Profit Group Limited. Ms. Lu Xiaomei is deemed to be interested in the 753,190,000 shares held by Sincere Profit Group Limited under the provisions of the SFO.

² 路小梅女士實益擁有 Sincere Profit Group Limited 已發行股本 100% 權益。根據證券及期貨條例條文，路小梅女士被視為於 Sincere Profit Group Limited 持有之 753,190,000 股股份中擁有權益。

³ Mr. Sun Yong Feng beneficially owns 100% interest in the issued capital of Ga Leung Investment Company Limited. Mr. Sun Yong Feng is deemed to be interested in the 1,866,666,666 shares held by Ga Leung Investment Company Limited under the provisions of the SFO.

³ 孫永峰先生實益擁有嘉良投資有限公司已發行股本 100% 權益。根據證券及期貨條例條文，孫永峰先生被視為於嘉良投資有限公司持有之 1,866,666,666 股股份中擁有權益。

⁴ Ms. Meng Ya is the spouse of Mr. Sun Yong Feng. Ms. Meng Ya is deemed to be interested in the 1,999,666,666 shares in which Mr. Sun Yong Feng is interested.

⁴ 孟雅女士為孫永峰先生之配偶。孟雅女士被視為於孫永峰先生擁有權益之 1,999,666,666 股股份中擁有權益。

Save as disclosed above, as at 31 December 2023, no person, other than the Directors and chief executive of the Company, whose interests or short positions are set out in the section titled "Directors' and chief executive's interests and short positions in shares, underlying shares and debentures" above, had any interest or short position in the shares or underlying shares of the Company that was required to be recorded pursuant to Section 336 of the SFO.

除上文所披露者外，於二零二三年十二月三十一日，概無任何人士（本公司董事及主要行政人員除外，彼等所擁有之權益或淡倉載於上文「董事及主要行政人員於股份、相關股份及債券之權益及淡倉」一節）於本公司之股份或相關股份中擁有根據證券及期貨條例第 336 條之規定須予記錄之任何權益或淡倉。

CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 22 to 43 of this annual report.

CONNECTED TRANSACTIONS AND CONTINUING CONNECTED TRANSACTIONS

During the Year, the Company did not have any connected transactions and continuing connected transactions which were subject to the disclosure requirements of the Listing Rules. The related party transactions as disclosed in note 39 to the audited financial statements did not fall under the definition of connected transactions or continuing connected transactions in the Listing Rules. The Company confirms that the Group has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules.

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, the Company had maintained a sufficient public float throughout the year ended 31 December 2023 and as at the date of this report.

EVENTS AFTER THE REPORTING PERIOD

Details of the significant events of the Group after the reporting period are set out in note 43 to the audited financial statements.

EMOLUMENT POLICY

Emolument policy on the remuneration of the Directors and the employees of the Group is reviewed periodically and determined by reference to market terms, the Group's performance and individual qualifications and performance. The Company has adopted the Scheme as an incentive to the Directors and eligible employees, details of the Scheme are set out in note 31 to the financial statements.

AUDITORS

The financial statements have been audited by Ernst & Young ("EY"). EY shall retire and, being eligible, offer themselves for re-appointment. A resolution for the re-appointment of EY as auditors of the Company is to be proposed at the forthcoming annual general meeting.

On behalf of the Board

Law Wing Chi, Stephen

25 March 2024

企業管治

本公司之企業管治常規詳情載於本年報第22頁至第43頁之企業管治報告書內。

關連交易及持續關連交易

年內，本公司並無任何須根據上市規則規定作出披露之關連交易及持續關連交易。經審核財務報表附註39所披露之關聯人士交易並不屬於上市規則所界定之關連交易或持續關連交易。本公司確認，本集團一直按照上市規則第14A章遵行披露規定。

足夠公眾持股量

根據本公司可公開獲得之資料及就董事所知，本公司於截至二零二三年十二月三十一日止年度及截至本報告日期一直維持足夠的公眾持股量。

呈報期間後事項

本集團於呈報期間後之重大事項詳情載於經審核財務報表附註43。

薪酬政策

有關本集團董事及僱員報酬之薪酬政策會定期檢討，並根據市場條款、本集團業績表現及個別人士之資歷與工作表現釐定。本公司採納了該計劃，以獎勵董事及合資格僱員。有關該計劃之詳情載於財務報表附註31。

核數師

財務報表已經由安永會計師事務所（「安永」）審核。安永將任滿告退，惟其符合資格並願意受聘連任。於即將舉行之股東週年大會上將會提呈決議案，以續聘安永為本公司核數師。

代表董事會

羅永志

二零二四年三月二十五日

INDEPENDENT AUDITORS' REPORT

獨立核數師報告書



Ernst & Young
27th Floor, One Taikoo Place
979 King's Road
Quarry Bay, Hong Kong

安永會計師事務所
香港鰂魚涌
英皇道979號
太古坊一座27樓

Tel 電話: +852 2846 9888
Fax 傳真: +852 2868 4432
ey.com

To the shareholders of Kai Yuan Holdings Limited

(Incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of Kai Yuan Holdings Limited (the "Company") and its subsidiaries (the "Group") set out on pages 85 to 187, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss, the consolidated statement of 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 2023, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

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. For each matter below, our description of how our audit addressed the matter is provided in that context.

致開源控股有限公司股東

(於百慕達註冊成立之有限公司)

意見

我們已審核列載於第85至187頁開源控股有限公司(「貴公司」)及其附屬公司(「貴集團」)之綜合財務報表，此等綜合財務報表包括於二零二三年十二月三十一日之綜合財務狀況表、截至該日止年度之綜合損益及綜合全面收益表、綜合權益變動表及綜合現金流量表，以及包括主要會計政策資料在內的綜合財務報表附註。

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(「香港財務報告準則」)真實而公平地反映貴集團於二零二三年十二月三十一日之綜合財務狀況，以及其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披露規定妥為編製。

意見的基礎

我們按照香港會計師公會頒佈之香港審計準則(「香港審計準則」)進行審核工作。我們在此等準則下之責任於本報告「核數師就審核綜合財務報表須承擔之責任」一節進一步詳述。根據香港會計師公會的「專業會計師道德守則」(「守則」)，我們乃獨立於貴集團，而我們已根據守則履行我們的其他道德責任。我們相信我們已取得足夠及合適的審核證據為我們的意見提供基礎。

關鍵審核事項

關鍵審核事項是根據我們之專業判斷，認為對本期間綜合財務報表之審核最為重要的事項。此等事項是我們對綜合財務報表整體進行審計並形成意見時處理的。我們不會對此等事項提供單獨的意見。就下述各項事項，本行對如何就有關事項進行審核工作的描述已於文中列明。

KEY AUDIT MATTERS (continued)

We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter 關鍵審計事項

How our audit addressed the key audit matter 我們的審計如何處理關鍵審計事項

Impairment assessment of a hotel property located in France ("French Hotel Property")
位於法國之酒店物業(「法國酒店物業」)之減值評估

The Group had a French Hotel Property with a carrying amount of HK\$2,377 million, representing 65% of the total assets of the Group as at 31 December 2023. As the carrying amount of the Group's net assets was higher than the Group's market capitalisation, the Group involved external experts to perform an impairment assessment on the French Hotel Property based on an income approach to estimate the fair value less costs of disposal. This matter was significant to our audit because the balance of the French Hotel Property was material to the consolidated financial statements. Further, the assessment process was complex and involved significant judgements.

於二零二三年十二月三十一日，貴集團擁有賬面值為2,377,000,000港元之法國酒店物業，其佔貴集團總資產65%。由於貴集團淨資產之賬面值高於貴集團之資本市值，貴集團安排外聘專家根據收入法為法國酒店物業進行減值評估，估算公平值減去出售成本。此事項對我們的審計屬重要，原因為法國酒店物業之結餘對綜合財務報表屬重要。此外，評估過程複雜，且涉及重大判斷。

Related disclosures about the impairment of non-financial assets are included in note 3 to the financial statements.
有關非金融資產減值之相關披露載於財務報表附註3。

關鍵審計事項(續)

本行已履行報告中「核數師就審核綜合財務報表的責任」一節所述的責任，包括有關該等事項的責任。據此，本行的審核工作包括進行有關旨在回應本行對綜合財務報表出現重大錯誤陳述的風險評估的程序。本行所進行審核程序的結果，包括就處理以下事項所進行的程序，為本行就隨附的綜合財務報表作出審核意見提供基礎。

Our audit procedures included, among others, assessing the competence, capabilities and objectivity of its external experts and involving our valuation experts to assist us in evaluating the methodologies used by the Group's external experts to determine the fair value less costs of disposal as at 31 December 2023 and testing the assumptions, in particular, the average daily rate per room, occupancy rate, discount rate, long-term growth rate and terminal capitalisation rate.

我們的審計程序包括(其中包括)評估外聘專家之稱職程度、能力及客觀性，並安排我們的估值專家協助我們評價貴集團外聘專家就釐定二零二三年十二月三十一日之公平值減去出售成本所使用之方法，以及測試各項假設，特別是每間客房之平均日租、入住率、貼現率、長期增長率及最終資本化率。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告書

KEY AUDIT MATTERS (continued)

關鍵審計事項(續)

Key audit matter

關鍵審計事項

How our audit addressed the key audit matter

我們的審計如何處理關鍵審計事項

Provision for impairment of an overdue convertible bond investment and a loan to an associate
逾期可換股債券投資及提供予聯營公司之貸款之減值撥備

As at 31 December 2023, the Group had an overdue convertible bond investment with a gross carrying amount of HK\$92 million and impairment of HK\$11 million and a loan to an associate with a gross carrying amount of HK\$217 million and impairment of HK\$106 million. The Group involved external experts to assess the expected credit losses ("ECLs") on a lifetime basis. This matter was significant to our audit because the balances and impairment charges were material to the consolidated financial statements. Further, the assessment process was complex and involved significant judgements.

於二零二三年十二月三十一日，貴集團逾期可換股債券投資的總賬面值及減值分別為92,000,000港元及11,000,000港元，以及提供予聯營公司之貸款的總賬面值及減值分別為217,000,000港元及106,000,000港元。貴集團安排外聘專家按全期基準評估預期信貸虧損（「預期信貸虧損」）。此事項對我們的審計屬重要，原因為結餘及減值支出對綜合財務報表屬重要。此外，評估程序複雜，且涉及重大判斷。

Related disclosures about the provision for impairment of the overdue convertible bond investment and the loan to an associate are included in notes 3, 20(a) and 39(b), respectively, to the financial statements.

有關逾期可換股債券投資及提供予聯營公司之貸款之減值撥備之相關披露分別載於財務報表附註3、20(a)及39(b)。

Our audit procedures included, among others, assessing the competence, capabilities and objectivity of the Group's external experts, involving our valuation experts to assist us in evaluating the methodologies used by the Group's external experts to determine the ECLs as at 31 December 2023 and testing the assumptions and estimations used in the valuation. For collateral held to secure the loan to an associate, we inspected the legal agreement and supporting documentation, checked the mortgage registration system, and obtained the legal opinion regarding the priority of settlement over collateral.

我們的審計程序包括(其中包括)評估貴集團外聘專家之稱職程度、能力及客觀性，安排我們的估值專家協助我們評價貴集團外聘專家就釐定於二零二三年十二月三十一日之預期信貸虧損所使用之方法，以及測試估值所用的各項假設及估計。就所持用以為提供予聯營公司之貸款作抵押的抵押品而言，我們檢查法律協議及證明文件、審查按揭登記系統並就對抵押品的優先結算權徵求法律意見。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告書

OTHER INFORMATION INCLUDED IN THE ANNUAL REPORT

The directors of the Company are responsible for the other information. The other information comprises the information included in the Annual Report, other than the consolidated financial statements and our auditor's report thereon.

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available 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 the fact. We have nothing to report in this regard.

RESPONSIBILITIES OF THE DIRECTORS FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

年報所載其他資料

貴公司董事須對其他資料負責。其他資料包括年報所載綜合財務報表及我們就此發出的核數師報告以外的資料。

我們對綜合財務報表所出具的意見並不涵蓋其他資料，我們亦不會對該等其他資料發表任何形式的鑒證結論。

就我們審計綜合財務報表而言，我們的責任是閱讀上文所指向我們提供之其他資料，而在閱讀過程中，我們須考慮有關其他資料是否與綜合財務報表或我們在審計過程中所了解的情況有重大抵觸，又或看似存在重大錯誤陳述。基於我們已執行的工作，倘我們認為其他資料存在重大錯誤陳述，我們須報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的香港財務報告準則及香港《公司條例》的披露規定編製真實而意見公平的綜合財務報表，以及維護董事認為必要的內部監控，以確保綜合財務報表的編製不會存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，貴公司董事須負責評估貴集團持續經營的能力，並在適用情況下披露與持續經營有關的事項，以及使用持續經營會計基準，除非貴公司董事有意將貴集團清盤或停止營運，或別無其他實際的替代方案。

審核委員會協助貴公司董事履行監督貴集團財務申報程序的責任。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告書

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. Our 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.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.

核數師就審計綜合財務報表須承擔的責任

我們的目標，是對綜合財務報表整體上是否存在由於欺詐或錯誤而導致的任何重大錯誤陳述取得合理保證，並出具包含我們意見的核數師報告書。我們按照百慕達《一九八一年公司法》第九十節的規定，僅向閣下整體報告。除此以外，我們的報告書不可用作其他用途。我們概不會就本報告書的內容，對任何其他人士負上或承擔責任。

合理保證屬高水平的保證，但不能保證按照香港審計準則進行的審計，總能在重大錯誤陳述存在時將之發現。錯誤陳述可由於欺詐或錯誤而引起，倘按理預計錯誤陳述（單獨或結合起來）將會影響使用者依據綜合財務報表所作出的經濟決定，則有關錯誤陳述會被視為重大。

在根據香港審計準則進行審計的過程中，我們會行使專業判斷，並保持專業懷疑態度。我們亦會：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對有關風險，以及取得充足和適當的審計憑證，為我們的意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部監控之上，因此未能發現由於欺詐而導致的重大錯誤陳述的風險高於未能發現由於錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部監控，以便設計適當的審計程序，但此並非為對貴集團的內部監控的效能發表意見。

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

(continued)

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

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

核數師就審計綜合財務報表須承擔的責任(續)

- 評價董事所使用的會計政策的恰當性及所作出的會計估計及相關披露的合理性。
- 對董事採用持續經營會計基準的恰當性作出結論，以及根據所得的審計憑證，確定是否有事件或情況存在重大不明朗因素，會導致貴集團持續經營的能力存在重大疑慮。如果我們認為存在重大不明朗因素，便須在核數師報告書中提請使用者注意綜合財務報表中的相關披露資料，或如有關披露資料不足，便須修訂我們的意見。我們的結論是依據截至核數師報告書日期為止所取得的審計憑證而作出的。然而，未來事件或情況可導致貴集團不能繼續持續經營。
- 評價綜合財務報表的整體列報方式、結構及內容，包括披露資料，以及綜合財務報表是否公平地呈報有關交易及事項。
- 就貴集團內各實體或業務活動的財務資料獲得充足適當的審計憑證，以便對綜合財務報表發表意見。我們須負責指導、監督和執行貴集團的審計工作。我們須為我們的審計意見承擔全部責任。

我們就(其中包括)審計工作的計劃範圍與時間安排以及重大審計發現(包括我們在審計過程中在內部監控方面發現的任何重大缺陷)與審核委員會進行溝通。

INDEPENDENT AUDITORS' REPORT

獨立核數師報告書

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

(continued)

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

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

The engagement partner on the audit resulting in this independent auditor's report is Shun Lung Wai.

Ernst & Young

Certified Public Accountants
Hong Kong

25 March 2024

核數師就審計綜合財務報表須承擔的責任(續)

我們亦向審核委員會提供聲明，說明我們已符合有關獨立性的道德要求，並就可能被合理認為會影響我們獨立性的所有關係和其他事宜以及(如適用)所採取消除威脅之行動或應用的防範措施，與審核委員會進行溝通。

從我們與審核委員會溝通的事項中，我們確定那些事項屬本期綜合財務報表審計工作的最重要事項，因而構成關鍵審計事項。我們會在核數師報告書中描述此等事項，除非法律或法規不容許公開披露有關事項，又或在極端罕有的情況下，如可按理預計在我們的報告中溝通某一事項所帶來的負面影響將會超過作出此舉所產生的公眾利益，我們會因而決定不應在報告中披露有關事項。

出具本獨立核數師報告書的審計項目合夥人為孫龍偉。

安永會計師事務所

執業會計師
香港

二零二四年三月二十五日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS

綜合損益表

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

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
REVENUE	收益	5	293,620	153,519
Cost of sales	銷售成本		(223,127)	(154,313)
Gross profit/(loss)	毛利/(毛虧)		70,493	(794)
Other income and gains	其他收入及收益	5	32,483	36,719
Provision for impairment of an overdue convertible bond investment	逾期可換股債券投資之減值撥備	20(a)	(11,337)	-
Provision for impairment of a loan to an associate	提供予聯營公司之貸款之減值撥備	39(b)	(8,163)	(3,525)
Other expenses	其他開支	6	(355)	(619)
Administrative expenses	行政開支		(38,476)	(34,427)
Finance costs	融資成本	7	(43,784)	(46,293)
PROFIT/(LOSS) BEFORE TAX	除稅前溢利/(虧損)	8	861	(48,939)
Income tax (charge)/credit	所得稅(開支)/抵免	11	(3,258)	7,823
LOSS FOR THE YEAR	年內虧損		(2,397)	(41,116)
Attributable to: Owners of the Company	以下應佔： 本公司擁有人		(2,397)	(41,116)
LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY	本公司普通權益持有人應佔 每股虧損	13		
Basic and diluted – For loss for the year	基本及攤薄 — 就年內虧損而言		HK(0.02) cents 港仙	HK(0.32) cents 港仙

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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

			2023	2022
		Notes 附註	二零二三年 HK\$'000 千港元	二零二二年 HK\$'000 千港元
LOSS FOR THE YEAR	年內虧損		(2,397)	(41,116)
Cash flow hedges:	現金流量對沖：			
Effective portion of changes in fair value of hedging instruments arising during the year	年內產生之對沖工具公平值變動之有效部分	25	3,600	77,941
Reclassification adjustments for loss included in the consolidated statement of profit or loss	入賬綜合損益表之虧損之重新分類調整	25	(44,207)	(2,089)
Income tax effect	所得稅影響	29	10,152	(18,963)
			(30,455)	56,889
Exchange differences:	匯兌差額：			
Exchange differences on translation of foreign operations	換算境外業務所產生之匯兌差額		30,159	(68,875)
Net other comprehensive loss that may be reclassified to profit or loss in subsequent periods	於其後期間可能重新分類至損益表之其他全面虧損淨額		(296)	(11,986)
Other comprehensive income that will not be reclassified to profit or loss in subsequent periods:	於其後期間不會重新分類至損益表之其他全面收入：			
Actuarial reserve relating to employee benefits, net of tax	與僱員福利相關的精算準備金(已扣除稅項)		(131)	13
Net other comprehensive income that will not be reclassified to profit or loss in subsequent periods	於其後期間不會重新分類至損益表之其他全面收入淨額		(131)	13
OTHER COMPREHENSIVE LOSS FOR THE YEAR, NET OF TAX	年內其他全面虧損(已扣除稅項)		(427)	(11,973)
TOTAL COMPREHENSIVE LOSS FOR THE YEAR	年內全面虧損總額		(2,824)	(53,089)
Attributable to:	以下應佔：			
Owners of the Company	本公司擁有人		(2,824)	(53,089)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

As at 31 December 2023
於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	14	2,407,192	2,374,660
Right-of-use assets	使用權資產	15	2,014	3,525
Intangible assets	無形資產	16	429	461
Derivative financial instruments	衍生金融工具	25	-	30,374
Deferred tax assets	遞延稅項資產	29	40,311	31,126
Total non-current assets	非流動資產總值		2,449,946	2,440,146
CURRENT ASSETS	流動資產			
Inventories	存貨	18	1,194	897
Trade receivables	應收賬款	19	12,553	12,111
Prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產	20	138,078	49,146
Loan to an associate	提供予聯營公司之貸款	39(b)	110,928	122,547
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	21	-	97,109
Derivative financial instruments	衍生金融工具	25	38,033	50,008
Pledged deposits	已抵押存款	22	33,122	19,802
Time deposits	定期存款	22	-	124,580
Cash and cash equivalents	現金及現金等值物	22	884,192	700,237
Total current assets	流動資產總值		1,218,100	1,176,437
Total assets	總資產		3,668,046	3,616,583
CURRENT LIABILITIES	流動負債			
Trade payables	應付賬款	23	2,625	7,157
Other payables and accruals	其他應付款項及應計費用	24	80,273	77,530
Interest-bearing bank borrowings	計息銀行借貸	27	1,502,706	-
Lease liabilities	租賃負債	26	1,608	1,530
Tax payable	應付稅項		7,732	6,348
Total current liabilities	流動負債總額		1,594,944	92,565
NET CURRENT (LIABILITIES)/ASSETS	流動(負債)/資產淨值		(376,844)	1,083,872
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		2,073,102	3,524,018

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況報表

As at 31 December 2023
於二零二三年十二月三十一日

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債		2,073,102	3,524,018
NON-CURRENT LIABILITIES	非流動負債			
Interest-bearing bank borrowings	計息銀行借貸	27	–	1,450,071
Lease liabilities	租賃負債	26	554	2,163
Other long term payables	其他長期應付款項	28	2,224	1,699
Deferred tax liabilities	遞延稅項負債	29	142,502	139,439
Total non-current liabilities	非流動負債總額		145,280	1,593,372
Net assets	資產淨值		1,927,822	1,930,646
EQUITY	權益			
Share capital	股本	30	1,277,888	1,277,888
Reserves	儲備	32	649,934	652,758
Total equity	權益總額		1,927,822	1,930,646

Approved on behalf of the board of directors:

代表董事會批准：

Xue Jian

薛健

Director

董事

Law Wing Chi, Stephen

羅永志

Director

董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Share capital	Share premium*	Share option reserve*	Retirement reserve*	Cash flow hedge reserve*	Exchange fluctuation reserve*	Accumulated losses*	Total equity
		股本	股份溢價*	購股權儲備*	退休金儲備*	現金流量對沖儲備*	匯兌波動儲備*	累計虧損*	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
At January 1, 2022	於二零二二年一月一日之結餘	1,277,888	1,027,637	2,158	694	(115)	(108,764)	(215,763)	1,983,735
Loss for the year	年內虧損	-	-	-	-	-	-	(41,116)	(41,116)
Other comprehensive loss for the year:	年內其他全面虧損：								
Cash flow hedges, net of tax	現金流量對沖 (已扣除稅項)	-	-	-	-	56,889	-	-	56,889
Exchange differences on translation of foreign operations	換算海外業務所產生之 匯兌差額	-	-	-	-	-	(68,875)	-	(68,875)
Actuarial reserve relating to employee benefits, net of tax	與僱員福利相關的精算 準備金(已扣除稅項)	-	-	-	13	-	-	-	13
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	13	56,889	(68,875)	(41,116)	(53,089)
Transfer of share option reserve upon the lapse of share options	於購股權失效後轉撥購股權儲備	-	-	(2,158)	-	-	-	2,158	-
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及 二零二三年一月一日	1,277,888	1,027,637	-	707	56,774	(177,639)	(254,721)	1,930,646
Loss for the year	年內虧損	-	-	-	-	-	-	(2,397)	(2,397)
Other comprehensive loss for the year:	年內其他全面虧損：								
Cash flow hedges, net of tax	現金流量對沖 (已扣除稅項)	-	-	-	-	(30,455)	-	-	(30,455)
Exchange differences on translation of foreign operations	換算海外業務所產生之 匯兌差額	-	-	-	-	-	30,159	-	30,159
Actuarial reserve relating to employee benefits, net of tax	與僱員福利相關的精算 準備金(已扣除稅項)	-	-	-	(131)	-	-	-	(131)
Total comprehensive loss for the year	年內全面虧損總額	-	-	-	(131)	(30,455)	30,159	(2,397)	(2,824)
At 31 December 2023	於二零二三年十二月三十一日	1,277,888	1,027,637	-	576	26,319	(147,480)	(257,118)	1,927,822

* These reserve accounts comprise the consolidated reserves of HK\$649,934,000 (2022: HK\$652,758,000) in the consolidated statement of financial position.

* 此等儲備賬構成綜合財務狀況報表內之綜合儲備649,934,000港元(二零二二年：652,758,000港元)。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
CASH FLOWS FROM OPERATING ACTIVITIES	來自經營活動之現金流量			
Profit/(loss) before tax:	除稅前溢利/(虧損)：		861	(48,939)
Adjustments for:	經作出以下調整：			
Finance costs (excluding interest expense of defined benefit plan)	融資成本(界定福利計劃的利息開支除外)		43,718	46,278
Interest income from a loan to an associate	提供予聯營公司之貸款之利息收入	5	-	(7,222)
Interest income from a convertible bond	可換股債券之利息收入	5	(7,828)	(7,828)
Change in fair value of an investment in convertible bonds	可換股債券投資之公平值變動	5	-	(395)
Depreciation of property, plant and equipment	物業、廠房及設備折舊	14	44,035	37,098
Depreciation of right-of-use assets	使用權資產折舊	15	1,599	1,614
Amortisation of intangible assets	無形資產攤銷	16	46	41
Provision for impairment of an overdue convertible bond investment	逾期可換股債券投資之減值撥備	20(a)	11,337	-
Provision for impairment of a loan to an associate	提供予一間聯營公司之貸款之減值撥備	39(b)	8,163	3,525
Defined benefit plan expenses	界定福利計劃開支	28	291	168
			102,222	24,340
Increase in inventories	存貨增加		(297)	(321)
Increase in trade receivables	應收賬款增加		(442)	(7,572)
(Increase)/decrease in prepayments, other receivables and other assets	預付款項、其他應收款項及其他資產(增加)/減少		(8,160)	3,320
(Decrease)/increase in trade payables	應付賬款(減少)/增加		(4,532)	5,803
Increase in other payables and accruals	其他應付款項及應計費用增加		2,743	19,190
Cash generated from operations	營運所得現金		91,534	44,760
Hong Kong profits tax paid	已付香港利得稅		(990)	-
Net cash flows generated from operating activities	經營活動所得現金流量淨額		90,544	44,760

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net cash flows generated from operating activities	經營活動所得現金流量淨額	90,544	44,760
CASH FLOWS FROM INVESTING ACTIVITIES	來自投資活動之現金流量		
Interest received	已收利息	7,828	13,933
Decrease/(increase) in time deposits	定期存款減少/(增加)	124,580	(124,580)
Purchases of items of property, plant and equipment	購買物業、廠房及設備項目	(3,034)	(75,968)
Purchases of intangible assets	購買無形資產	-	(331)
Receipt of an overdue convertible bond investment	收回逾期可換股債券投資	5,000	-
Net cash flows generated from/(used in) investing activities	投資活動所得/(所用)現金流量淨額	134,374	(186,946)
CASH FLOWS FROM FINANCING ACTIVITIES	來自融資活動之現金流量		
(Increase)/decrease in pledged deposits	已抵押存款(增加)/減少	(13,320)	19,474
Principal portion of lease payments	租賃付款本金部分	(1,619)	(1,385)
Interest paid	已付利息	(36,065)	(39,476)
Net cash flows used in financing activities	融資活動所用現金流量淨額	(51,004)	(21,387)
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS	現金及現金等值物增加/(減少)淨額	173,914	(163,573)
Cash and cash equivalents at beginning of year	年初現金及現金等值物	700,237	871,732
Effect of foreign exchange rate changes, net	匯率變動之影響淨額	10,041	(7,922)
CASH AND CASH EQUIVALENTS AT END OF YEAR	年終現金及現金等值物	884,192	700,237

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NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

1. CORPORATE AND GROUP INFORMATION

The Company is incorporated in Bermuda as an exempted company with limited liability and its shares are listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange"). The address of the registered office of the Company is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda, and the principal place of business is located at 28th Floor, Chinachem Century Tower, 178 Gloucester Road, Wanchai, Hong Kong.

The principal activity of the Company is investment holding, and its subsidiaries are principally engaged in hotel operation and money lending.

Information about subsidiaries

Particulars of the Company's subsidiaries are as follows:

Name of subsidiary 附屬公司名稱	Form of legal entity 法定實體形式	Place of incorporation or registration/ place of operations 註冊成立或 登記註冊地點/ 經營地點	Issued ordinary/ registered share capital 已發行普通股/ 註冊股本	Percentage of issued share/registered capital attributable to the Company 本公司應佔 已發行股份/ 註冊資本百分比		Principal activities 主要業務
				Direct % 直接 %	Indirect % 間接 %	
Crown Value Limited ("Crown Value") ([Crown Value])	Corporation 公司	Hong Kong/Hong Kong 香港/香港	HK\$154,694,251 154,694,251港元	100	-	Investment holding 投資控股
Splendid Holdings S.à r.l.	Corporation 公司	Luxembourg/Luxembourg 盧森堡/盧森堡	EUR20,000 20,000歐羅	-	100	Investment holding 投資控股
MCE OpCo HoldCo	Corporation 公司	France/France 法國/法國	EUR1,000 1,000歐羅	-	100	Investment holding 投資控股
MCE OpCo	Corporation 公司	France/France 法國/法國	EUR26,835,915 26,835,915歐羅	-	100	Hotel operation 酒店經營
Splendid PropCo	Corporation 公司	France/France 法國/法國	EUR44,000,010 44,000,010歐羅	-	100	Owner of a hotel property 酒店物業擁有人
Global Strategy International Limited ⁽ⁱ⁾ 環球策略國際有限公司 ⁽ⁱ⁾	Corporation 公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	US\$100 100美元	100	-	Investment holding 投資控股
Kai Yuan Capital Limited 開源融資有限公司	Corporation 公司	Hong Kong/Hong Kong 香港/香港	HK\$10,000 10,000港元	-	100	Money lending 融資業務

1. 公司及集團資料

本公司乃於百慕達註冊成立之獲豁免有限責任公司，其股份於香港聯合交易所有限公司（「聯交所」）上市。本公司註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，主要營業地點則位於香港灣仔告士打道178號華懋世紀廣場28樓。

本公司主要業務為投資控股及旗下附屬公司主要從事酒店經營及融資業務。

附屬公司資料

本公司附屬公司詳情如下：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

1. CORPORATE AND GROUP INFORMATION

(continued)

Information about subsidiaries (continued)

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

Star Wonder Limited 星烽有限公司	Corporation 公司	Hong Kong/Hong Kong 香港/香港	HK\$1 1港元	-	100	Investment holding 投資控股
Ever Info Limited ⁽ⁱ⁾	Corporation 公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	US\$100 100美元	100	-	Investment holding 投資控股
Universal Yield Investments Limited ⁽ⁱ⁾ 皇宇投資有限公司 ⁽ⁱ⁾	Corporation 公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	US\$1 1美元	100	-	Investment holding 投資控股
Deluxe (China) Limited 帝豪(中國)有限公司	Corporation 公司	Hong Kong/Hong Kong 香港/香港	HK\$1 1港元	-	100	Investment holding 投資控股
Shanghai Top Star Advanced Materials Co., Limited 上海泰普星坦新材料 有限公司	Wholly-owned foreign enterprise 外商獨資企業	The PRC/Mainland China 中國/中國大陸	US\$35,000,000 35,000,000美元	-	100	Investment holding 投資控股
Ever Profit Management Limited 永利管理有限公司	Corporation 公司	Hong Kong/Hong Kong 香港/香港	HK\$1,000,000 1,000,000港元	100	-	Service provision 提供服務
Charter Best Investments Limited ⁽ⁱ⁾	Corporation 公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	US\$1 1美元	100	-	Investment holding 投資控股
Oriental Institute of Science Limited	Corporation 公司	Hong Kong/Hong Kong 香港/香港	HK\$100 100港元	-	100	Research and development 研發
Full Kingdom Limited ⁽ⁱ⁾	Corporation 公司	British Virgin Islands/ Hong Kong 英屬維爾京群島/香港	US\$100 100美元	100	-	Investment holding 投資控股
New York Limited	Corporation 公司	Hong Kong/Hong Kong 香港/香港	HK\$100 100港元	-	100	Investment holding 投資控股

(i) No audited financial statements have been prepared for these entities for the year ended 31 December 2023 as these entities were not subject to any statutory audit requirement under relevant rules and regulations in their jurisdictions of incorporation.

1. 公司及集團資料(續)

附屬公司資料(續)

本公司附屬公司詳情如下：(續)

(i) 此等實體並無編製截至二零二三年十二月三十一日止年度之經審核財務報表，原因為根據彼等註冊成立之司法權區之有關法例及法規之規定，彼等不受任何法定審計規則之限制。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

2.1 BASIS OF PREPARATION

These financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards ("HKASs") and Interpretations) issued by the Hong Kong Institute of Certified Public Accountants, and the disclosure requirements of the Hong Kong Companies Ordinance. They have been prepared under the historical cost convention, except for derivative financial instruments and financial assets at fair value through profit or loss which have been measured at fair value. These financial statements are presented in Hong Kong dollars and all values are rounded to the nearest thousand except when otherwise indicated.

As at 31 December 2023, the Group's current liabilities exceeded its current assets by HK\$376,844,000. The directors are of the opinion that the Group will have sufficient cash flows for its foreseeable future operations (at least 12 months from the date of the consolidated financial statements), and concluded that a going concern basis was appropriate when preparing the financial statements, after taking into consideration of followings:

- The directors are of the opinion that the bank borrowings of EUR175,000,000 due in October 2024 as disclosed in note 27 to the financial statements pledged by the Group's hotel properties in France with a sufficient safety headroom considering the pledged assets' valuation result as at 31 December 2023, will be renewed before due date. The management is actively negotiated with the lender indicative terms and conditions of the renewal and does not foresee significant obstacles;
- As at 31 December 2023, the Group's cash and cash equivalents amounted to HK\$884,192,000, which is expected to be sufficient to maintain the operating cash outflows of the Group in the next twelve months ended 31 December 2024. In addition, based on the cash flow forecast prepared by the management of the Company, the Group has stable operating cash inflows to meet its daily working capital requirements for the year ended 31 December 2024; and

2.1 編製基準

此等財務報表已按照香港會計師公會頒佈之香港財務報告準則(「香港財務報告準則」，包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋)及香港公司條例之披露規定而編製。財務報表已根據歷史成本慣例編製，惟衍生金融工具及按公平值計入損益之金融資產除外，兩者按公平值計量。此等財務報表乃以港元呈列，除另有指示者外，所有價值均約整至最接近千元。

截至二零二三年十二月三十一日，本集團之流動負債超逾流動資產376,844,000港元。董事認為本集團將有充裕之現金流量，足以應付可見未來(自綜合財務報表日期起計最少12個月)營運所需，並經考慮下列各項後確定，按持續經營基準編製財務報表屬恰當之舉：

- 董事認為，如財務報表附註27所披露，以本集團於法國之酒店物業作抵押且鑒於抵押資產於二零二三年十二月三十一日之估值結果具有足夠安全空間之於二零二四年十月到期之175,000,000歐羅銀行借貸將於到期日前重續。管理層現正積極與借款人就重續事宜磋商指標性條款及條件，且並無預見任何重大阻礙；
- 於二零二三年十二月三十一日，本集團現金及現金等值物為884,192,000港元，預計將足夠維持本集團截至二零二四年十二月三十一日止未來十二個月的經營活動現金流出。此外，根據本公司管理層所擬備之現金流量預測，本集團於截至二零二四年十二月三十一日止年度具有穩定的經營活動現金流入，足以應付日常營運資金所需；及

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

2.1 BASIS OF PREPARATION (continued)

- An entity owned by Mr. Du Shuang Hua, who in turn is a shareholder deemed to be interested in approximately 5.54% of the issued share capital of the Company, has committed to provide financial support to enable the Group to meet its liabilities when they fall due in the foreseeable future (at least 12 months from the date of the consolidated financial statements).

Basis of consolidation

The consolidated financial statements include the financial statements of the Company and its subsidiaries (collectively referred to as the "Group") for the year ended 31 December 2023. A subsidiary is an entity (including a structured entity), directly or indirectly, controlled by the Company. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee (i.e., existing rights that give the Group the current ability to direct the relevant activities of the investee).

Generally, there is a presumption that a majority of voting rights results in control. When the Company has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- (a) the contractual arrangement with the other vote holders of the investee;
- (b) rights arising from other contractual arrangements; and
- (c) the Group's voting rights and potential voting rights.

2.1 編製基準(續)

- 由杜雙華先生(被視為擁有本公司已發行股本約5.54%之股東)擁有之實體已承諾提供財政援助，讓本集團得以於可見未來(自綜合財務報表日期起計最少12個月)在其債務到期時予以償還。

綜合基準

綜合財務報表包括本公司及其附屬公司(統稱「本集團」)截至二零二三年十二月三十一日止年度之財務報表。附屬公司為本公司直接或間接控制之實體(包括結構性實體)。當本集團對參與投資對象業務之浮動回報承擔風險或享有權利以及能透過運用支配投資對象之權力(即本集團當時獲賦予可主導投資對象相關活動之現有權利)影響該等回報時，即屬取得控制權。

一般而言，假設大多數投票權導致控制。倘本公司擁有少於投資對象過半數的投票或類似權利，則本集團於評估其是否擁有對投資對象的權力時會考慮所有相關事實及情況，包括：

- (a) 與投資對象其他投票權持有人訂立之合約安排；
- (b) 其他合約安排所產生之權利；及
- (c) 本集團之投票權及潛在投票權。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

2.1 BASIS OF PREPARATION (continued)

Basis of consolidation (continued)

The financial statements of the subsidiaries are prepared for the same reporting period as the Company, using consistent accounting policies. The results of subsidiaries are consolidated from the date on which the Group obtains control, and continue to be consolidated until the date that such control ceases.

Profit or loss and each component of other comprehensive income are attributed to the owners of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance. All intra-group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

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 described above. A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction.

If the Group loses control over a subsidiary, it derecognises the related assets (including goodwill), liabilities, any non-controlling interest and the exchange fluctuation reserve; and recognises the fair value of any investment retained and any resulting surplus or deficit in profit or loss. The Group's share of components previously recognised in other comprehensive income is reclassified to profit or loss or retained profits, as appropriate, on the same basis as would be required if the Group had directly disposed of the related assets or liabilities.

2.1 編製基準(續)

綜合基準(續)

附屬公司之財務報表按本公司相同之報告期間使用一致之會計政策編製。附屬公司之業績自本集團取得控制權之日起綜合入賬，並一直綜合入賬，直至有關控制權終止之日為止。

損益及其他全面收入之各組成部分歸屬於本集團母公司擁有人及非控股權益，即使此舉會導致非控股權益出現虧絀結餘亦然。所有集團內公司間之資產與負債、權益、收入、支出以及與本集團成員公司之間交易有關的現金流量均於綜合賬目時悉數抵銷。

倘事實及情況顯示上述三項控制權因素其中一項或多項有變，屆時本集團便會重新評估是否仍然控制投資對象。附屬公司擁有權益之變動(並無失去控制權)於入賬時列作權益交易。

倘本集團失去一間附屬公司之控制權，便會終止確認有關資產(包括商譽)、負債、任何非控股權益及匯兌波動儲備；及確認任何仍然保留之投資之公平值及損益中任何因此產生之盈餘或虧絀。先前於其他全面收入確認之本集團應佔部分會按假若本集團直接出售相關資產或負債而須依據之同一基準重新分類至損益或保留溢利(視何者適用)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

2.2 CHANGES IN ACCOUNTING POLICIES AND DISCLOSURES

The Group has adopted the following new and revised HKFRSs for the first time for the current year's financial statements.

HKFRS 17	<i>Insurance Contracts</i>
Amendment to HKFRS 1 and HKFRS Practice Statement 2	<i>Disclosure of Accounting Policies</i>
Amendments to HKAS 8	<i>Definition of Accounting Estimates</i>
Amendments to HKAS 12	<i>Deferred Tax related to Assets and Liabilities arising from a Single Transaction</i>
Amendments to HKAS 12	<i>International Tax Reform – Pillar Two Model Rules</i>

The application of the new and revised HKFRSs in the current year had no material impact on the Groups' consolidated financial position and performance for the current and prior years.

2.2 會計政策之變動及披露

本集團已於本年度之財務報表首次採納以下新訂及經修訂香港財務報告準則。

香港財務報告準則第17號	保險合約
香港財務報告準則第1號及香港財務報告準則實務報告第2號之修訂	會計政策之披露
香港會計準則第8號之修訂	會計估計的定義
香港會計準則第12號之修訂	產生自單一交易的資產及負債相關遞延稅項
香港會計準則第12號之修訂	國際稅收改革—支柱二規則範本

於本年度應用新訂及經修訂香港財務報告準則不會對本集團於本年度及過往年度之綜合財務狀況及業績造成重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2023
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2.3 ISSUED BUT NOT YET EFFECTIVE HONG KONG FINANCIAL REPORTING STANDARDS

The Group has not applied the following revised HKFRSs, that have been issued but are not yet effective, in these financial statements. The Group intends to apply these revised HKFRSs, if applicable, when they become effective.

Amendments to HKFRS 10 and HKAS 28	<i>Sale or Contribution of Assets between an Investor and its Associate or Joint Venture</i> ³
Amendments to HKFRS 16	<i>Lease Liability in a Sale and Leaseback</i> ¹
Amendments to HKAS 1	<i>Classification of Liabilities as Current (the "2020 Amendments")</i> ^{1,4}
Amendments to HKAS 1	<i>Non-current Liabilities with Covenants (the "2022 Amendments")</i> ^{1,4}
Amendments to HKAS 7 and HKFRS 7	<i>Supplier Finance Arrangements</i> ¹
Amendments to HKAS 21	<i>Lack of Exchangeability</i> ²

¹ Effective for annual periods beginning on or after 1 January 2024

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

³ No mandatory effective date yet determined but available for adoption

⁴ As a consequence of the 2020 Amendments and 2022 Amendments, Hong Kong Interpretation 5 Presentation of Financial Statements - Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause was revised to align the corresponding wording with no change in conclusion

While the adoption of some of the revised HKFRSs may result in changes in accounting policies, none of these HKFRSs is expected to have a significant impact on the Group's results of operations and financial position.

2.3 已頒佈但尚未生效之香港財務報告準則

本集團並未於此等財務報表應用下列已頒佈但尚未生效之經修訂香港財務報告準則。本集團擬於該等經修訂香港財務報告準則生效時應用該等經修訂香港財務報告準則(倘適用)。

香港財務報告準則第10號及香港會計準則第28號之修訂	<i>投資者與其聯營公司或合營公司之間之資產出售或投入</i> ³
香港財務報告準則第16號之修訂	<i>一項售後租回之租賃負債</i> ¹
香港會計準則第1號之修訂	<i>負債分類為流動(「二零二零年修訂本」)</i> ^{1,4}
香港會計準則第1號之修訂	<i>附帶契諾的非流動負債(「二零二二年修訂本」)</i> ^{1,4}
香港會計準則第7號及香港財務報告準則第7號之修訂	<i>供應商融資安排</i> ¹
香港會計準則第21號之修訂	<i>缺乏可交換性</i> ²

¹ 於二零二四年一月一日或之後開始之年度期間生效

² 於二零二五年一月一日或之後開始之年度期間生效

³ 尚未確定強制生效日期，惟已可供採納

⁴ 由於二零二零年修訂本及二零二二年修訂本，香港詮釋第5號「財務報表的呈列－借款人對含有按要求償還條款的定期貸款的分類」已修訂以調整相應的措辭及結論不變

採納若干經修訂香港財務報告準則或會導致會計政策有所變動，而預期該等香港財務報告準則不會對本集團之經營業績及財務狀況造成重大影響。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investment in an associate

An associate is an entity in which the Group has a long term interest of generally not less than 20% of the equity voting rights and over which it has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee, but is not control or joint control over those policies.

The Group's investment in an associate is stated in the consolidated statement of financial position at the Group's share of net assets under the equity method of accounting, less any impairment losses.

The Group's share of the post-acquisition results and other comprehensive income of an associate is included in the consolidated statement of profit or loss and consolidated other comprehensive income, respectively. In addition, when there has been a change recognised directly in the equity of the associate, the Group recognises its share of any changes, when applicable, in the consolidated statement of changes in equity. Unrealised gains and losses resulting from transactions between the Group and its associate are eliminated to the extent of the Group's investment in the associate, except where unrealised losses provide evidence of an impairment of the assets transferred. Goodwill arising from the acquisition of the associate is included as part of the Group's investment in an associate.

2.4 主要會計政策概要

於聯營公司之投資

聯營公司為本集團長期持有其一般不少於20%股本投票權之權益，並可對其施以重大影響之實體。重大影響是指參與投資對象之財務及經營政策決策之權力，但非控制或共同控制該等政策。

本集團於聯營公司之投資乃按本集團根據權益會計法分佔資產淨值減任何減值虧損於綜合財務狀況表列賬。

本集團分佔聯營公司收購後業績及其他全面收益分別計入綜合損益表及其他全面收益內綜合入賬。此外，倘於聯營公司權益內直接確認一項變動，則本集團在適當情況下會在綜合權益變動表確認其分佔之任何變動。本集團與其聯營公司之間之交易產生之未變現收益及虧損與本集團於聯營公司之投資對銷，惟未變現虧損提供證據證明已轉讓資產減值則作別論。收購聯營公司產生之商譽入賬列作本集團於聯營公司之投資。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investment in an associate (continued)

If an investment in an associate becomes an investment in a joint venture or vice versa, the retained interest is not remeasured. Instead, the investment continues to be accounted for under the equity method. In all other cases, upon loss of significant influence over the associate or joint control over the joint venture, the Group measures and recognises any retained investment at its fair value. Any difference between the carrying amount of the associate or joint venture upon loss of significant influence or joint control and the fair value of the retained investment and proceeds from disposal is recognised in profit or loss.

When an investment in an associate or a joint venture is classified as held for sale, it is accounted for in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations*.

Fair value measurement

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

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

2.4 主要會計政策概要(續)

於聯營公司之投資(續)

倘於聯營公司之投資變為於合營公司之投資(反之亦然)，則不會重新計量保留權益。取而代之，該項投資會繼續根據權益法入賬。在所有其他情況下，本集團不再對聯營公司有重大影響力或對合營公司有共同控制權時，本集團會按其公平值計量及確認任何保留投資。聯營公司或合營公司於喪失重大影響力或共同控制權時的賬面值與保留投資的公平值及出售所得款項兩者之間的任何差額會在損益確認。

於聯營公司或合營公司之投資分類為持作出售時，該投資會根據香港財務報告準則第5號持作出售之非流動資產及已終止經營業務入賬。

公平值計量

本集團於各呈報期間結算日按公平值計量其衍生金融工具及股權工具。公平值為市場參與者於計量日期在有序交易中出售資產所收取之價格或轉讓負債所支付之價格。公平值計量乃根據假設出售資產或轉讓負債之交易於資產或負債主要市場或(在無主要市場情況下)最具優勢市場進行而作出。主要及最具優勢市場須為本集團可進入之市場。資產或負債之公平值乃按市場參與者於資產或負債定價時所使用之假設計量，並假設市場參與者會以符合最佳經濟利益之方式行事。

非金融資產的公平值計量須計及市場參與者能否自最佳最有效使用該資產而賺取經濟利益，或將該資產出售予將最佳最有效使用該資產之其他市場參與者而賺取經濟利益。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Fair value measurement (continued)

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

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

- Level 1 – based on quoted prices (unadjusted) in active markets for identical assets or liabilities
- Level 2 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is observable, either directly or indirectly
- Level 3 – based on valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

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

Impairment of non-financial assets

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

2.4 主要會計政策概要(續)

公平值計量(續)

本集團會使用適用於不同情況且具備充分數據以供計量公平值之估值方法，並儘量使用相關可觀察輸入數據及儘量減少使用不可觀察輸入數據。

已於財務報表中計量或披露公平值之所有資產及負債乃基於對公平值計量整體而言屬重大之最低層輸入數據按以下公平值等級分類：

- 第一級 – 基於相同資產或負債於活躍市場之報價(未經調整)
- 第二級 – 基於對公平值計量而言屬重大之可觀察(直接或間接)最低層輸入數據之估值方法
- 第三級 – 基於對公平值計量而言屬重大之不可觀察最低層輸入數據之估值方法

就按經常性基準於財務報表確認之資產及負債而言，本集團透過於各呈報期間結算日重新評估分類(基於對公平值計量整體而言屬重大之最低層輸入數據)確定不同等級之間是否出現轉移。

非金融資產減值

倘出現減值跡象或須就資產進行年度減值測試(存貨、遞延稅項資產、金融資產及非流動資產除外)，便會估計資產之可收回金額。資產之可收回金額為資產或現金產生單位之使用價值或其公平值減銷售成本(以較高者為準)，並就每項資產釐定，除非有關資產並不能產生明顯獨立於其他資產或資產組別之現金流入，在此情況下則就資產所屬現金產生單位釐定可收回金額。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of non-financial assets (continued)

In testing a cash-generating unit for impairment, a portion of the carrying amount of a corporate asset (e.g., a headquarters building) is allocated to an individual cash-generating unit if it can be allocated on a reasonable and consistent basis or, otherwise, to the smallest group of cash-generating units.

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

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

Related parties

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

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

or

2.4 主要會計政策概要(續)

非金融資產減值(續)

在對現金產生單位進行減值測試時，倘能按合理及一致的基準分配，則會將公司資產(例如總部大樓)的部分賬面值分配至個別現金產生單位，否則分配至最小組別的現金產生單位。

減值虧損僅在資產賬面值超出其可收回金額之情況下會確認。在評估使用價值時，估計日後現金流量採用按可反映貨幣時間價值及資產特定風險之現時市場評估的稅前貼現率貼現至現值。減值虧損於其產生期間自損益表中與該減值資產功能相符之開支類別中扣除。

於各呈報期間結算日，將評估是否有跡象顯示先前已確認之減值虧損可能不再存在或已減少。倘出現有關跡象，便會估計可收回金額。先前就商譽以外資產確認之減值虧損僅在用以釐定該資產可收回金額之估計出現變動時撥回，而有關金額將不會高於倘過往年度並無就資產確認減值虧損而應釐定之賬面值(扣除任何折舊／攤銷)。撥回減值虧損於其產生期間計入損益表。

關聯人士

在下列情況下，某一方將被視為與本集團有關連：

- (a) 如上述一方為一名人士(或有關人士之直系親屬)，而有關人士
 - (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響力；或
 - (iii) 為本集團或本集團母公司之主要管理人員其中一名成員；

或

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Related parties (continued)

A party is considered to be related to the Group if: (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, and the sponsoring employers of the post-employment benefit plan;
 - (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.

2.4 主要會計政策概要(續)

關聯人士(續)

在下列情況下，某一方將被視為與本集團有關連：(續)

- (b) 如上述一方為一個實體，且下列任何情況適用：
 - (i) 有關實體與本集團屬同一集團之成員；
 - (ii) 其中一個實體為另一實體(或另一實體之母公司、附屬公司或同系附屬公司)之聯營公司或合營公司；
 - (iii) 有關實體及本集團均為同一第三方之合營公司；
 - (iv) 其中一個實體為第三方實體之合營公司，而另一實體則為該第三方實體之聯營公司；
 - (v) 有關實體為離職後福利計劃，而該計劃之受益人為本集團或與本集團有關之實體之僱員，以及提供資助予離職後福利計劃之僱主；
 - (vi) 有關實體由(a)項所辨識人士控制或共同控制；
 - (vii) 於(a)(i)項所辨識人士對有關實體有重大影響力或屬有關實體(或有關實體之母公司)主要管理人員其中一名成員；及
 - (viii) 有關實體或其所屬集團之任何成員公司向本集團或向本集團之母公司提供主要管理人員服務。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation

Property, plant and equipment are stated at cost less accumulated depreciation and any impairment losses. When an item of property, plant and equipment is classified as held for sale or when it is part of a disposal group classified as held for sale, it is not depreciated and is accounted for in accordance with HKFRS 5. The cost of an item of property, plant and equipment comprises its purchase price and any directly attributable costs of bringing the asset to its working condition and location for its intended use.

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

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

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊

物業、廠房及設備按成本減累計折舊及任何減值虧損後列賬。倘物業、廠房及設備項目被分類為持作出售或屬於分類為持作出售之待售組別其中部分，則毋須折舊，並按香港財務報告準則第5號入賬。物業、廠房及設備項目之成本包括其購買價及任何使資產達至營運狀況及地點作擬定用途之直接應佔成本。

物業、廠房及設備項目投入運作後所產生之開支(例如：維修保養)，一般於其產生期間自損益表扣除。倘符合確認條件，則重大檢查支出會於資產賬面值中資本化作為置換。倘須定期置換物業、廠房及設備之重大部分，則本集團會將該等部分確認為有特定可使用年期之個別資產，並相應作出折舊。

折舊以直線基準按估計可使用年期將物業、廠房及設備各個項目之成本撇銷至其餘值計算。就此使用之主要年率如下：

		Useful life 可使用年期 (years) (年)	Depreciation rate 折舊率
Hotel properties	酒店物業		
– Freehold land	– 永久業權土地	Not depreciated 不予折舊	Not depreciated 不予折舊
– Building in Paris	– 位於巴黎之樓宇	10-94	1-10%
Buildings	樓宇	18-27	3-5%
Leasehold improvements	租賃物業裝修	2-5	20-50%
Motor vehicles	汽車	5	18-20%
Office equipment	辦公室設備	5-6	15-20%

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Property, plant and equipment and depreciation (continued)

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

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

Intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is the fair value at the date of acquisition. The useful lives of intangible assets are assessed to be either finite or indefinite. Intangible assets with finite lives are subsequently amortised basis over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a finite useful life are reviewed at least at each financial year end.

The useful life of an intangible asset is shown as follows:

	Useful life 可使用年期 (years) (年)
Software 軟件	3-5

2.4 主要會計政策概要(續)

物業、廠房及設備以及折舊(續)

倘物業、廠房及設備項目各部分之可使用年期不同，則該項目之成本將合理分配至各部分，而各部分將個別折舊。剩餘價值、可使用年期及折舊方法至少於各財政年度年結日審閱，並作出調整(倘適用)。

物業、廠房及設備項目(包括初步確認之任何重大部分)於出售時或預期日後使用或出售該項目不會產生經濟利益時終止確認。於資產終止確認之年度在損益表就出售或廢棄資產而確認之任何收益或虧損為有關資產出售所得款項淨額與賬面值間之差額。

無形資產

個別收購所得之無形資產於初步確認時按成本計量。於業務合併收購所得之無形資產之成本指收購當日之公平值。無形資產之可使用年期可評定為有限期或無限期。有限可使用年期無形資產其後於可使用經濟年限攤銷，並於無形資產可能出現減值跡象時評估減值。有限可使用年期無形資產之攤銷期及攤銷方法至少須於各個財政年度年結日進行審閱。

無形資產之可使用年期載列如下：

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases

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

Group as a lessee

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

(a) Right-of-use assets

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

		Lease terms
		租期
		(Years)
		(年)
Buildings	樓宇	2-3
Motor vehicle	汽車	2-3
Office equipment	辦公室設備	3-4

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

2.4 主要會計政策概要(續)

租賃

本集團會於合約開始時評估該合約是否屬租賃或包含租賃。倘合約透過轉易已識別資產在一段時間內的用途控制權來換取代價，該合約即屬租賃或包含租賃。

本集團作為承租人

本集團對所有租賃採用單一確認及計量法，惟短期租賃及低價值資產租賃除外。本集團會確認作出租賃付款之租賃負債及使用權資產(即使用相關資產之權利)。

(a) 使用權資產

使用權資產乃於租賃開始日期(即相關資產可供使用日期)確認。使用權資產按成本減去任何累計折舊及任何耗損虧損計量，並就租賃負債之任何重新計量作出調整。使用權資產之成本包括已確認租賃負債金額、初步已產生直接成本，以及於開始日期或之前已作出之租賃付款減去任何已收取之租賃獎勵。使用權資產按直線法於租期或有關資產之估計可使用年期(以較短者為準)計算折舊，詳情如下：

如租賃資產擁有權會於租期結束時轉歸本集團，又或成本反映行使購買選擇權，便會使用有關資產之估計可使用年期計算折舊。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessee (continued)

(b) Lease liabilities

Lease liabilities are recognised at the commencement date of the lease at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable, variable lease payments that depend on an index or a rate, and amounts expected to be paid under residual value guarantees. The lease payments also include the exercise price of a purchase option reasonably certain to be exercised by the Group and payments of penalties for termination of a lease, if the lease term reflects the Group exercising the option to terminate the lease. The variable lease payments that do not depend on an index or a rate are recognised as an expense in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Group uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in lease payments (e.g., a change to future lease payments resulting from a change in an index or rate) or a change in assessment of an option to purchase the underlying asset.

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

The Group applies the short-term lease recognition exemption to all its short-term leases (that is those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option) and leases of items that are considered to be of low value.

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

2.4 主要會計政策概要(續)

租賃(續)

本集團作為承租人(續)

(b) 租賃負債

本集團於租賃開始日期按租期內須作出之租賃付款現值確認租賃負債。租賃付款包括定額付款(包括實質定額款項)減去任何應收租賃獎勵、取決於指數或利率之可變租賃付款以及預期根據剩餘價值擔保須予支付之金額。租賃付款亦包括合理確定本集團將予行使之購買選擇權之行使價及有關終止租賃之罰款(如租期反映本集團行使終止租賃選擇權)。並不取決於指數或利率之可變租賃付款在觸發付款之事件或情況發生之期間確認為開支。

在計算租賃款項之現值時，由於租賃內含利率不易釐定，故此本集團使用租賃開始日期之遞增借貸利率計算。於租賃開始日期後，租賃負債金額之增加反映利息之增長，其減少則關乎已作出之租賃付款。此外，倘出現修改、租期變動、租賃款項變動(指數或利率變動導致未來租賃款項變動)、或購買相關資產之選擇權之評估有變，便會重新計量租賃負債之賬面值。

(c) 短期租賃及低價值資產租賃

本集團對所有短期租賃(即自租賃開始日期起計租期為十二個月或以下，並且不包含購買選擇權的租賃)及被視為低價值的資產租賃應用確認豁免。

短期租賃及低價值資產租賃之租賃款項按直線法於租期內確認為開支。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Leases (continued)

Group as a lessor

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

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

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

Investments and other financial assets

Initial recognition and measurement

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

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

2.4 主要會計政策概要(續)

租賃(續)

本集團作為出租人

如本集團為出租人，便會在租賃開始時(或在租賃修訂時)把各項租賃分類為經營租賃或融資租賃。

凡本集團不會轉讓資產擁有權附帶之絕大部分風險及回報之租賃，均分類為經營租賃。倘合約包含租賃及非租賃部分，本集團會根據相對獨立的售價基準將合約代價分配予各部分。租金收入按直線法於租期內入賬，並由於屬經營性質，故於損益表中計入其他收入及收益處理。於磋商及安排經營租賃過程中所產生之初步直接成本會加至租賃資產之賬面值，並按租金收入之同一基準在租期內確認。或然租金於賺取之期間內確認為其他收入及收益。

凡轉讓相關資產擁有權附帶之絕大部份風險及回報予承租人之租賃，均入賬為融資租賃。

投資及其他金融資產

初步確認及計量

金融資產於初步確認時分類，其後按攤銷成本、按公平值計入其他全面收入及按公平值計入損益計量。

金融資產於初步確認時之分類取決於有關金融資產之合約現金流量特徵及本集團管理有關金融資產之業務模式。除了並無重大融資成份之應收賬款或本集團已對其應用可行權宜處理方法不會就重大融資成份之影響作出調整之應收賬款外，本集團初步按公平值，加上(如為並非按公平值計入損益之金融資產)交易成本計量金融資產。並無重大融資成份之應收賬款或本集團已對其應用可行權宜處理方法之應收賬款會按照下文「收益確認」所載政策根據香港財務報告準則第15號釐定之交易價格計量。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Initial recognition and measurement (continued)

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

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

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

Subsequent measurement

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

Financial assets at amortised cost (debt instruments)

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

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

初步確認及計量(續)

就按攤銷成本或按公平值計入其他全面收入分類及計量之金融資產而言，其產生之現金流量必需為純粹就未償還本金而支付之本金及利息。如金融資產所產生之現金流量並非純粹就未償還本金而支付之本金及利息，則按公平值計入損益分類及計量，而不論其業務模式。

本集團管理金融資產之業務模式指其管理旗下金融資產以產生現金流量之方法。業務模式決定現金流量是否來自收取合約現金流量、出售金融資產或同時來自兩者。按攤銷成本分類及計量之金融資產乃於特定業務模式內持有之金融資產，而持有有關金融資產之目的為收取合約現金流量。而按公平值計入其他全面收入分類及計量之金融資產則於旨在收取合約現金流量及出售之業務模式內持有。並非於上述業務模式內持有之金融資產按公平值計入損益分類及計量。

買賣指須按照市場一般設立之規定或慣例在一定期間內交付資產之金融資產買賣，於交易日確認，即本集團承諾購買或出售該資產之日。

其後計量

金融資產之其後計量取決於其分類，現載列如下：

按攤銷成本計算之金融資產(債務工具)

按攤銷成本計算之金融資產其後按實際利息法計量，並須計提減值。當終止確認或修訂有關資產或有關資產出現減值時，便會在損益表確認盈虧。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Financial assets designated at fair value through other comprehensive income (equity investments)

Upon initial recognition, the Group can elect to classify irrevocably its equity investments as equity investments designated at fair value through other comprehensive income when they meet the definition of equity under HKAS 32 *Financial Instruments: Presentation* and are not held for trading. The classification is determined on an instrument-by-instrument basis.

Gains and losses on these financial assets are never recycled to the statement of profit or loss. Dividends are recognised as other income in the statement of profit or loss when the right of payment has been established, except when the Group benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in other comprehensive income. Equity investments designated at fair value through other comprehensive income are not subject to impairment assessment.

Financial assets at fair value through profit or loss

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

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

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

指定按公平值計入其他全面收入之金融資產(股本投資)

於初步確認時，本集團可以不可撤回地選擇，把其股本投資分類為指定按公平值計入其他全面收入之股本投資(如有關股本投資符合香港會計準則第32號「金融工具：呈報」下有關權益之定義，且並非持作買賣用途)。分類乃按每個工具逐一釐定。

此等金融資產之盈虧不會結轉至損益表。股息將於確立支付權後，在損益表中確認為其他收入，惟如本集團獲得有關所得款項利益作為金融資產之部分收回成本則除外。在此情況下，有關收益會於其他全面收入入賬。指定按公平值計入其他全面收入之股本投資毋須進行減值評估。

按公平值計入損益之金融資產

按公平值計入損益之金融資產於財務狀況表按公平值列賬，淨公平值變動則於損益表內確認。

此類別包括本集團並無不可撤回地選擇按公平值計入其他全面收益分類之衍生工具及股本投資。股本投資股息亦於確立支付權時於損益表內確認為其他收入。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Investments and other financial assets (continued)

Financial assets at fair value through profit or loss (continued)

A derivative embedded in a hybrid contract, with a financial liability or non-financial host, is separated from the host and accounted for as a separate derivative if the economic characteristics and risks are not closely related to the host; a separate instrument with the same terms as the embedded derivative would meet the definition of a derivative; and the hybrid contract is not measured at fair value through profit or loss. Embedded derivatives are measured at fair value with changes in fair value recognised in the statement of profit or loss. Reassessment only occurs if there is either a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required or a reclassification of a financial asset out of the fair value through profit or loss category.

A derivative embedded within a hybrid contract containing a financial asset host is not accounted for separately. The financial asset host together with the embedded derivative is required to be classified in its entirety as a financial asset at fair value through profit or loss.

Derecognition of financial assets

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

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

2.4 主要會計政策概要(續)

投資及其他金融資產(續)

按公平值計入損益之金融資產(續)

倘混合合約內含衍生工具(包含金融負債或非金融主體)之經濟特徵及風險並非與主體密切相關;具備與內含衍生工具相同條款之單獨工具符合衍生工具之定義;且混合合約並非按公平值計入損益計量,則混合合約之內含衍生工具與主體分開並作為單獨衍生工具入賬。內含衍生工具乃按公平值計量,而公平值之變動則於損益表確認。倘合約條款有所變動而導致原應需要之現金流量有重大修改或金融資產自按公平值計入損益類別獲重新分類至其他類別時,方會進行重新評估。

混合合約內含之衍生工具(包含金融資產主體)並不單獨入賬。金融資產主體連同內含衍生工具須整體分類為按公平值計入損益之金融資產。

終止確認金融資產

金融資產(或(如適用)一項金融資產之一部分或一組類似金融資產之一部分)主要在下列情況下終止確認(即從本集團之綜合財務狀況報表剔除):

- 自資產收取現金流量之權利已屆滿;或
- 本集團已轉讓自資產收取現金流量之權利,或承擔根據「轉手」安排在無重大延誤之情況下向第三方全數支付所收取現金流量之責任;且(a)本集團已轉讓資產之絕大部分風險及回報;或(b)本集團既無轉讓亦無保留資產之絕大部分風險及回報,惟已轉讓資產之控制權。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial assets (continued)

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

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

Impairment of financial assets

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

General approach

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

2.4 主要會計政策概要(續)

終止確認金融資產(續)

倘本集團已轉讓其可自資產收取現金流量之權利或已訂立轉手安排，則會評估是否保留資產擁有權之風險及回報及其程度。倘既無轉讓亦無保留資產之絕大部分風險及回報，亦無轉讓資產之控制權，則本集團按其持續參與之程度繼續確認已轉讓資產。於該情況下，本集團亦確認相關負債。已轉讓資產及相關負債乃按能反映本集團所保留權利及責任之基準計量。

以擔保方式繼續參與已轉讓資產之參與程度，按該資產之原賬面值或本集團可能被要求償還之代價之最高金額(以較低者為準)計量。

金融資產減值

本集團就所有並非按公平值計入損益持有之債務工具確認預期信貸虧損撥備。預期信貸虧損乃基於根據合約應付之合約現金流量與本集團預期可收取之所有現金流量之間的差額，按原實際利率近似值貼現計算。預期現金流量將包括來自銷售所持有抵押品或其他信用增級之現金流量，此乃合約條款不可或缺之部分。

一般處理方法

預期信貸虧損於兩個階段進行確認。對於自初步確認後並無大幅上升之信貸風險，將會就可能於未來12個月內(12個月預期信貸虧損)出現之違約事件所帶來之信貸虧損計提預期信貸虧損撥備。對於自初步確認後出現大幅上升之預期信貸風險，須就有關風險剩餘年期之預期信貸虧損計提虧損撥備，而不論違約事件於何時發生(全期預期信貸虧損)。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

General approach (continued)

At each reporting date, the Group assesses whether the credit risk on a financial instrument has increased significantly since initial recognition. When making the assessment, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition and considers reasonable and supportable information that is available without undue cost or effort, including historical and forward-looking information. The Group considers that there has been a significant increase in credit risk when contractual payments are more than 30 days past due.

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

Debt investments at fair value through other comprehensive income and financial assets at amortised cost are subject to impairment under the general approach and they are classified within the following stages for measurement of ECLs except for trade receivables which apply the simplified approach as detailed below.

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

2.4 主要會計政策概要(續)

金融資產減值(續)

一般處理方法(續)

於各個報告日期，本集團會評估自首次確認以來金融工具之信貸風險有否大幅上升。在作出有關評估時，本集團會將有關金融工具於報告日期發生違約事件之風險，與有關金融工具於初步確認日期發生違約事件之風險作比較，並會考慮毋須付出不必要的成本或努力即可獲得之合理且有依據之資料(包括過往資料及具有前瞻性的資料)。當合約還款逾期超過30日，本集團認為信貸風險顯著上升。

本集團認為，金融資產合約還款逾期90日，即屬發生違約事件。然而，在若干情況下，如內部或外部資料顯示，本集團不可能悉數收取尚欠合約金額(在不計及其所持有之任何信用增級前)，屆時本集團亦可能認為發生金融資產違約事件。在並無合理期望能收回合約現金流量時，便會撤銷金融資產。

根據一般處理方法，按公平值計入其他全面收入之債務投資及按攤銷成本計算之金融資產須計提減值，並會分類至以下所述階段，以計量預期信貸虧損，惟應收賬款除外，其應用簡化處理方法(詳見下文)。

- 第一階段 – 自初步確認後信貸風險並無大幅上升及虧損撥備按相當於12個月預期信貸虧損金額計量之金融工具
- 第二階段 – 自初步確認後信貸風險出現大幅上升惟不屬出現信貸減值之金融資產及虧損撥備按相當於全期預期信貸虧損金額計量之金融工具
- 第三階段 – 於報告日期已出現信貸減值(並非購入或源生的信貸減值)及虧損撥備按相當於全期預期信貸虧損金額計量之金融資產

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Impairment of financial assets (continued)

Simplified approach

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

Financial liabilities

Initial recognition and measurement

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

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

The Group's financial liabilities include trade payables, other payables, lease liabilities and interest-bearing bank borrowings.

Subsequent measurement

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

Financial liabilities at amortised cost (trade and other payables, and borrowings)

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

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

2.4 主要會計政策概要(續)

金融資產減值(續)

簡化處理方法

就並無重大融資成份之應收賬款或就本集團已對其應用可行權宜處理方法不會就重大融資成份之影響作出調整之應收賬款而言，本集團會應用簡化處理方法來計算預期信貸虧損。根據簡化處理方法，本集團不會追蹤信貸風險變動，惟會於各個報告日期根據全期預期信貸虧損確認虧損撥備。本集團已基於其過往信貸虧損經驗制定撥備矩陣，並因應與債務人及經濟環境相關並具有前瞻性之特定因素作出調整。

金融負債

初步確認及計量

金融負債於初步確認時分類為按公平值計入損益之金融負債、貸款及借貸、應付款項或分類為指定作為有效對沖工具之衍生工具(視何者適用)。

所有金融負債初始按公平值確認，並(就貸款及借貸及應付款項而言)經扣除直接應佔交易成本。

本集團金融負債包括應付賬款、其他應付款項、租賃負債及計息銀行借貸。

其後計量

金融負債其後之計量取決於其分類，現載列如下：

按攤銷成本計算之金融負債(應付賬款及其他應付款項以及借貸)

於初步確認後，應付賬款及其他應付款項以及計息借貸其後以實際利率法按攤銷成本計量，但如貼現之影響並不重大則除外，在此情況下，則按成本列賬。盈虧於負債終止確認時及於按實際利率法攤銷之過程中在損益表確認。

計算攤銷成本時會計及收購所產生之任何折讓或溢價，亦計及作為實際利率一部分之費用或成本。實際利率攤銷計入損益表之融資成本中。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derecognition of financial liabilities

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

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

Offsetting of financial instruments

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

Derivative financial instruments and hedge accounting

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as interest rate swaps, to hedge its interest rate risk. Such derivative financial instruments are initially recognised at fair value on the date on which a derivative contract is entered into and are subsequently remeasured at fair value. Derivatives are carried as assets when the fair value is positive and as liabilities when the fair value is negative.

Any gains or losses arising from changes in fair value of derivatives are taken directly to the statement of profit or loss, except for the effective portion of cash flow hedges, which is recognised in other comprehensive income and later reclassified to profit or loss when the hedged item affects profit or loss.

For the purpose of hedge accounting, hedges are classified as:

- fair value hedges when hedging the exposure to changes in the fair value of a recognised asset or liability or an unrecognised firm commitment; or

2.4 主要會計政策概要(續)

終止確認金融負債

金融負債於負債項下之責任獲解除或取消或屆滿時終止確認。

如一項現有金融負債以來自同一貸款人而條款絕大部分不同之另一項金融負債取代，或現有負債之條款獲大幅修改，則有關轉換或修改事宜會被當作終止確認原有負債及確認新負債處理，而兩者賬面值間之差額在損益表確認。

抵銷金融工具

倘現時可強制執行法定權利抵銷已確認金額及有意向以淨額結算，或同時變現資產及清償負債，則金融資產與金融負債方可互相抵銷，並在財務狀況報表呈報淨額。

衍生金融工具及對沖會計法

初步確認及其後計量

本集團利用利率掉期等衍生金融工具對沖利率風險。上述衍生金融工具初步於衍生工具合約訂立日期按公平值確認，其後按公平值重新計量。當衍生工具之公平值為正數時，便會入賬為資產；當衍生工具之公平值為負數時，便會入賬為負債。

衍生工具公平值變動所產生之任何收益或虧損，會直接計入收益表，惟現金流量對沖之有效部分除外，有關部份於其他全面收入確認，之後於被對沖項目影響損益時重新分類至損益表。

就對沖會計法而言，對沖分類為：

- 公平值對沖，用於對沖已確認資產或負債之公平值變動風險或未確認之肯定承諾；或

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derivative financial instruments and hedge accounting (continued)

Initial recognition and subsequent measurement (continued)

- cash flow hedges when hedging the exposure to variability in cash flows that is either attributable to a particular risk associated with a recognised asset or liability or a highly probable forecast transaction, or a foreign currency risk in an unrecognised firm commitment; or
- hedges of a net investment in a foreign operation.

At the inception of a hedge relationship, the Group formally designates and documents the hedge relationship to which the Group wishes to apply hedge accounting, the risk management objective and its strategy for undertaking the hedge.

The documentation includes identification of the hedging instrument, the hedged item, the nature of the risk being hedged and how the Group will assess whether the hedging relationship meets the hedge effectiveness requirements (including the analysis of sources of hedge ineffectiveness and how the hedge ratio is determined). A hedging relationship qualifies for hedge accounting if it meets all of the following effectiveness requirements:

- There is “an economic relationship” between the hedged item and the hedging instrument.
- The effect of credit risk does not “dominate the value changes” that result from that economic relationship.
- The hedge ratio of the hedging relationship is the same as that resulting from the quantity of the hedged item that the Group actually hedges and the quantity of the hedging instrument that the Group actually uses to hedge that quantity of hedged item.

2.4 主要會計政策概要(續)

衍生金融工具及對沖會計法(續)

初步確認及其後計量(續)

- 現金流量對沖，用於對沖現金流量變動風險，有關風險來自已確認資產或負債之相關特定風險或來自極有可能進行之預期交易或來自未確認之肯定承諾之外幣風險；或
- 對沖海外業務投資淨額。

在設立對沖關係時，本集團會正式指定及記錄本集團有意應用對沖會計法之對沖關係、風險管理目標及進行對沖之策略。

有關記錄包括識別對沖工具、被對沖項目、被對沖之風險性質，以及本集團將如何評估對沖關係是否符合對沖有效性之要求(包括分析對沖無效之緣由及對沖比率之釐定方法)。如對沖關係符合下列所有有效性要求，則適用對沖會計法：

- 被對沖項目與對沖工具之間存在「經濟關係」。
- 信貸風險之影響不會「影響價值變動(由該經濟關係所引致者)」。
- 對沖關係之對沖比率與根據本集團實際對沖之被對沖項目數量與本集團實際用以對沖該數量之被對沖項目之對沖工具數量計算所得者相同。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derivative financial instruments and hedge accounting (continued)

Initial recognition and subsequent measurement (continued)

Hedges which meet all the qualifying criteria for hedge accounting are accounted for as follows:

Cash flow hedges

The effective portion of the gain or loss on the hedging instrument is recognised directly in other comprehensive income in the cash flow hedge reserve, while any ineffective portion is recognised immediately in the statement of profit or loss. The cash flow hedge reserve is adjusted to the lower of the cumulative gain or loss on the hedging instrument and the cumulative change in fair value of the hedged item.

The amounts accumulated in other comprehensive income are accounted for, depending on the nature of the underlying hedged transaction. If the hedged transaction subsequently results in the recognition of a non-financial item, the amount accumulated in equity is removed from the separate component of equity and included in the initial cost or other carrying amount of the hedged asset or liability. This is not a reclassification adjustment and will not be recognised in other comprehensive income for the period. This also applies where the hedged forecast transaction of a non-financial asset or non-financial liability subsequently becomes a firm commitment to which fair value hedge accounting is applied.

For any other cash flow hedges, the amount accumulated in other comprehensive income is reclassified to the statement of profit or loss as a reclassification adjustment in the same period or periods during which the hedged cash flows affect the statement of profit or loss.

If cash flow hedge accounting is discontinued, the amount that has been accumulated in other comprehensive income must remain in accumulated other comprehensive income if the hedged future cash flows are still expected to occur. Otherwise, the amount will be immediately reclassified to the statement of profit or loss as a reclassification adjustment. After the discontinuation, once the hedged cash flow occurs, any amount remaining in accumulated other comprehensive income is accounted for depending on the nature of the underlying transaction as described above.

2.4 主要會計政策概要(續)

衍生金融工具及對沖會計法(續)

初步確認及其後計量(續)

符合對沖會計法所有適用準則之對沖會按下列方法入賬：

現金流量對沖

對沖工具之收益或虧損之有效部分直接在其他全面收入項下之現金流量對沖儲備內確認，而無效部分則即時於損益表確認。現金流量對沖儲備會調整至對沖工具之累計收益或虧損或被對沖項目之累計公平值變動(以較低者為準)。

在其他全面收入累計之金額按相關對沖交易之性質進行會計處理。如對沖交易其後導致確認一項非金融項目，則權益中之累計金額將自權益的獨立部分中轉出，並計入被對沖資產或負債之初始成本或其他賬面值。此並非重新分類調整，故不會在期內其他全面收入中確認。此亦適用於非金融資產或非金融負債之預期對沖交易其後成為肯定承諾，並應用公平值對沖會計法之情況。

就任何其他現金流量對沖而言，在其他全面收入累計之金額會於對沖現金流量影響損益表之同一期間或各個期間重新分類至損益表作為重新分類調整。

倘終止使用現金流量對沖會計法，則已在其他全面收入中累計之金額必須保留在累計其他全面收入中(如預期被對沖的未來現金流量仍然會發生)。否則，有關金額將即時重新分類至損益表作為重新分類調整。在終止使用現金流量對沖會計法後，當被對沖的現金流量發生時，任何保留在累計其他全面收入之金額按上述相關交易之性質進行會計處理。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Derivative financial instruments and hedge accounting (continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is determined on the first-in, first-out basis and, in the case of work in progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is based on estimated selling prices less any estimated costs to be incurred to completion and disposal.

Cash and cash equivalents

Cash and cash equivalents in the statement of financial position comprise cash on hand and at banks, and short-term highly liquid deposits with a maturity of generally within three months that are readily convertible into known amounts of cash, subject to an insignificant risk of changes in value, and held for the purpose of meeting short-term cash commitments.

2.4 主要會計政策概要(續)

衍生金融工具及對沖會計法(續)

存貨

存貨按成本或可變現淨值(以較低者為準)列賬。成本按先入先出基準釐定，並(如為在建工程及製成品)包括直接物料、直接勞工成本及適當比例之間接費用。可變現淨值按估計售價扣減於完成及出售前將產生之任何估計成本計算。

現金及現金等值物

財務狀況表內的現金及現金等值物包括手頭現金及銀行現金，以及一般於三個月內到期、可在無重大價值轉變風險之前提下換算為已知現金數額並持作滿足短期現金承擔之短期高流動性存款。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Cash and cash equivalents (continued)

For the purpose of the consolidated statement of cash flows, cash and cash equivalents comprise cash on hand and at banks, and short-term deposits as defined above, less bank overdrafts which are repayable on demand and form an integral part of the Group's cash management.

Provisions

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

When the Group expects some or all of a provision to be reimbursed, the reimbursement is recognised as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of profit or loss net of any reimbursement.

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

Income tax

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

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

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

2.4 主要會計政策概要(續)

現金及現金等值物(續)

就綜合現金流量表而言，現金及現金等值物包括手頭現金及銀行現金以及上文定義之短期存款，當中扣減須按要求償還並構成本集團現金管理重要部分之銀行透支。

撥備

倘因過去事件導致目前存在(法律或推斷)責任，且日後很可能須流出資源以償付責任，便會確認撥備，惟必須可對責任涉及之金額作出可靠估計。

當本集團預期部份或全部撥備可獲償付時，有關償付額僅可於實際確定時方可確認為獨立資產。有關撥備之開支乃於扣除任何償付後呈列於損益表。

倘貼現影響重大，確認為撥備之金額為預期日後償付責任所須開支於呈報期間結算日之現值。隨著時間流逝產生之經貼現現值增加數額，計入損益表之融資成本。

所得稅

所得稅包括即期及遞延稅項。於損益表以外部分確認之項目之相關所得稅，會於損益表以外部分確認，即於其他全面收入確認或直接於權益確認。

即期稅項資產及負債乃根據於呈報期間結算日已頒佈或實際頒佈之稅率(及稅法)，考慮到本集團業務所在國家當前之詮釋及慣例，以預期可自稅務機關收回或向稅務機關支付之金額計量。

遞延稅項乃使用負債法，就於呈報期間結算日資產及負債之稅基與其作財務申報用途之賬面值間所有暫時差額作出撥備。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

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

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

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

2.4 主要會計政策概要(續)

所得稅(續)

所有應課稅暫時差額均會確認遞延稅項負債，惟以下情況除外：

- 當遞延稅項負債因初步確認商譽或非業務合併交易之資產或負債而產生，且在進行交易時對會計溢利或應課稅損益均無影響且不會產生同等應課稅及可扣減暫時差額；及
- 就與於附屬公司及聯營公司之投資有關之應課稅暫時差額而言，當暫時差額之撥回時間可予控制，且暫時差額於可見將來可能不會撥回。

所有可扣減暫時差額以及結轉未動用稅項抵免及任何未動用稅項虧損，均會確認遞延稅項資產。倘將來很可能取得應課稅溢利而令可扣減暫時差額以及結轉未動用稅項抵免及未動用稅項虧損得以運用，便會確認遞延稅項資產，惟於以下情況除外：

- 倘遞延稅項資產與因初步確認一項並非業務合併之交易之資產或負債而產生之可扣減暫時差額有關，而在進行交易時遞延稅項資產對會計溢利或應課稅損益均無影響且不會產生同等應課稅及可扣減暫時差額；及
- 就與於附屬公司及聯營公司之投資有關之可扣減暫時差額而言，遞延稅項資產僅會於暫時差額可能於可見將來撥回及很可能取得應課稅溢利而令暫時差額得以運用時確認。

遞延稅項資產之賬面值會於各呈報期間結算日覆核，並將予扣減直至不再可能有足夠應課稅溢利可用於抵銷全部或部分遞延稅項資產為止。未確認遞延稅項資產會於各呈報期間結算日重新評估，並於其可能有足夠應課稅溢利可用於抵銷全部或部分遞延稅項資產時予以確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Income tax (continued)

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

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

Government grants

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

Revenue recognition

Revenue from contracts with customers

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

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

2.4 主要會計政策概要(續)

所得稅(續)

遞延稅項資產及負債根據於呈報期間結算日前已頒佈或實際頒佈之稅率(及稅法)，按預期於變現資產或清償負債期間應用之稅率計量。

遞延稅項資產及遞延稅項負債可予抵銷，前提是(並僅在此情況下)本集團在法律上擁有抵銷本期稅項資產及本期稅項負債之行使權利，且遞延稅項資產及遞延稅項負債與同一稅務當局向同一應課稅單位或不同之應課稅單位(預期在未來每一個將清償或收回顯著數目遞延稅項負債或資產之週期，計劃以淨額基準清償本期稅項負債及資產，或同時變現資產及清償負債)徵收之所得稅有關。

政府補助

倘能合理保證能收取補助及已符合所有附帶條件，則政府補助按其公平值確認。倘補助涉及開支項目，則會在按擬用以彌償已列支成本的期間系統地確認為收入。

收益確認

客戶合約收益

客戶合約收益於貨物或服務之控制權轉移予客戶時，按能反映本集團就有關貨物及服務而預期有權換取所得之代價金額予以確認。

當合約代價包含可變金額時，便會估計本集團轉讓貨物或服務予客戶而預期有權換取所得之代價金額。可變代價於合約開始時予以估計，且不得改動，直至可變代價之相關不確定性其後得以解決，已確認累計收益金額不大可能出現大幅收益撥回情況為止。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Revenue recognition (continued)

Revenue from contracts with customers (continued)

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

Revenue recognition for the hotel operation of the Group is subject to HKFRS 15, including rendering of accommodation services, catering services, travel agency services and laundry services, each deemed as a separate performance obligation. Such performance obligation is satisfied over time as the service is rendered and revenue is recognised accordingly. Payment is generally due within 30 days upon completion of the service.

Revenue from other sources

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

Other income

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

2.4 主要會計政策概要(續)

收益確認(續)

客戶合約收益(續)

倘合約具有融資成份，其為客戶提供超過一年有關轉讓貨物或服務予客戶之重大融資利益，則收益於合約開始時按應收金額之現值計量，並使用本集團與客戶間之獨立融資交易中反映之貼現率貼現。倘合約具有為本集團提供超過一年之重大融資利益之融資成份，則在合約下確認之收益包括根據實際利率法就合約負債附有之利息開支。就客戶付款至轉讓所承諾貨物或服務之期間為一年或以下之合約而言，由於使用香港財務報告準則第15號之可行權宜處理方法，交易價格不會就重大融資成份之影響作出調整。

本集團酒店經營業務之收益確認須符合香港財務報告準則第15號之規定，包括提供住宿服務、餐飲服務、旅行社服務及洗衣服務，各項服務均被視為獨立的履約責任。有關履約責任會隨時間轉移透過本集團提供服務而獲履行，並因而相應確認收益。有關款項一般於完成服務後30日內到期。

來自其他來源之收益

租金收入根據有關租賃年期按時間比例確認。並不取決於指數或利率之可變租賃款項在產生之會計期間確認為收入。

其他收入

利息收入乃按應計基準採用實際利率法透過應用有關利率(即於金融工具預計年期或(倘適用)較短期間內將估計未來現金收入準確貼現至金融資產賬面淨值之利率)計算確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments

The Company operates a share option scheme. Employees (including directors) of the Group receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments ("equity-settled transactions"). The cost of equity-settled transactions with employees is measured by reference to the fair value at the date at which they are granted.

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

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

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

2.4 主要會計政策概要(續)

股份付款

本公司設有一項購股權計劃。本集團僱員(包括董事)以股份付款之方式收取報酬，而僱員則提供服務換取股權工具(「股權結算交易」)。與僱員進行股權結算交易之成本乃參考授出權益當日之公平值計量。

股權結算交易之成本於達成表現及／或服務條件之期間內在僱員福利開支確認，並於權益作出相應增加。在歸屬日期前於各呈報期間結算日就股權結算交易確認之累計開支反映歸屬期間屆滿時股權工具的數額，以及本集團對最終能歸屬之股權工具數目之最佳估計。於某一期間在損益表扣除或計入之款項為於該期間期初及期末時確認之累計開支變動。

在釐定獎賞之授出日期公平值時不會考慮服務及非市場表現條件，惟將會評估達成條件之可能性，其為本集團對最終能歸屬之股權工具數目之最佳估計之一部分。市場表現條件將在授出日期公平值內反映。附帶於獎賞中之任何其他條件，如並無相關服務要求，皆被視為非歸屬條件。非歸屬條件於獎賞公平值內反映，並導致獎賞即時支銷，惟如亦包括服務及／或表現條件則除外。

因未能達至非市場表現及／或服務條件而最終並無歸屬之獎賞不會確認開支。倘獎賞包括一項市場或非歸屬條件，不論市場或非歸屬條件是否獲達成，有關交易均會視作已歸屬處理，惟所有其他表現及／或服務條件必須達成。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Share-based payments (continued)

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

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

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

Other employee benefits

Defined contribution plans

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

Defined benefit plans

The Group's subsidiaries which operate in France have obligations to pay benefits to eligible employees either at the end of their employment or during their retirement. The Group's main defined benefit plans provide indemnities payable to employees on retirement or when they leave the Group.

2.4 主要會計政策概要(續)

股份付款(續)

倘股權結算獎賞之條款被修訂，而獎賞之原有條款已獲達致，所確認之開支最少須達到猶如條款並無修改時所確認之水平。此外，任何會增加股份付款交易公平值總額，或於修訂當日對僱員有利之修訂，均須確認開支。倘股權結算獎賞被註銷，其將視作已於註銷日期歸屬般處理，而有關獎賞之任何未確認開支須即時確認。

此包括在本集團或僱員控制範圍內之非歸屬條件未能達成之任何獎賞。然而，倘有新獎賞取代被註銷之獎賞，並於授出日期被指定為替代獎賞，則被註銷及新作出之獎賞將視作原有獎賞被修訂般處理(如前段所述)。

於計算每股盈利時，如未行使購股權具有攤薄影響，有關影響會反映為額外股份攤薄。

其他僱員福利

界定供款計劃

本集團根據強制性公積金計劃條例，為所有合資格僱員提供定額供款強制性公積金退休福利計劃(「強積金計劃」)。供款根據僱員基本薪金之某個百分比計算作出，並於有關供款根據強積金計劃之規則須予支付時在損益表支銷。強積金計劃之資產獨立於本集團之資產，在獨立管理之基金持有。本集團向強積金計劃作出之僱主供款，一經支付即全數歸屬於僱員。

界定福利計劃

本集團於法國經營業務之附屬公司有義務在合資格僱員離職或退休時向彼等支付福利。本集團之主要界定福利計劃提供僱員退休時或離職時的應付補償。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Other employee benefits (continued)

Defined benefit plans (continued)

The Group operates an unfunded defined benefit pension plan under provisions detailed in the note 28 to the financial statements. The cost of providing benefits under the defined benefit plan is determined using the projected unit credit actuarial valuation method. The liability recognised in the consolidated statement of financial position in respect of long service payment is the net obligation.

Remeasurements arising from a defined benefit pension plan, comprising actuarial gains and losses are recognised immediately in the consolidated statement of financial position with a corresponding debit or credit to retained profits through other comprehensive income in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Past service costs are recognised in profit or loss at the earlier of:

- (i) the date of the plan amendment or curtailment; and
- (ii) the date that the Group recognises restructuring-related costs.

Interest is calculated by applying the discount rate to the defined benefit liability. The Group recognises service costs comprising current service costs, past service costs, gains and losses on curtailments and non-routine settlements in the net defined benefit obligation under “cost of sales” and “administrative expenses” in the consolidated statement of profit or loss by function. Interest expense is recognised in the net defined benefit obligation under “finance costs” in the consolidated statement of profit or loss.

2.4 主要會計政策概要(續)

其他僱員福利(續)

界定福利計劃(續)

本集團運作一個財務報表附註28所詳述準備項下之未置存基金的界定福利退休金計劃。根據界定福利計劃提供福利之成本乃使用預測單位信用精算估值法釐定。於綜合財務狀況報表確認之有關長期服務付款之負債為淨債務。

界定福利退休金計劃所產生之重新計量(包括精算收益及虧損)，乃即時於綜合財務狀況表內確認，有關計入或扣除自保留利潤之款項於發生期間於其他綜合收益確認。重新計量概不於隨後期間重新分類至損益。

過往服務成本乃於以下日期(以較早者為準)於損益確認：

- (i) 計劃修訂或裁減之日；及
- (ii) 本集團確認架構重整相關成本之日。

利息乃將貼現率應用於界定福利負債予以計算。本集團按職能於綜合損益表中的「銷售成本」及「行政開支」下的界定福利責任淨額中確認服務成本，包括現時服務成本、過往服務成本、裁減之損益及非例行結算。利息開支於綜合損益表中「融資成本」下的界定福利責任淨額中確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Borrowing costs

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

Dividends

Final dividends are recognised as a liability when they are approved by the shareholders in a general meeting. Proposed final dividends are disclosed in the notes to the financial statements. Interim dividends are simultaneously proposed and declared, because the Company's Bye-laws grant the directors the authority to declare interim dividends. Consequently, interim dividends are recognised immediately as a liability when they are proposed and declared.

Foreign currencies

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

2.4 主要會計政策概要(續)

借貸成本

收購、建造或生產認可資產(即必需花上一段長時間方能作其擬定用途或出售之資產)之直接應佔借貸成本均撥充資本，作為此等資產成本之一部分。於此等資產大致上可作其擬定用途或出售時，即停止將該等借貸成本撥充資本。所有其他借貸成本於產生期間列作開支。借貸成本包括利息及實體於借入資金時產生之其他成本。

股息

末期股息於股東在股東大會上作出批准後確認為負債。擬派末期股息將於財務報表附註中披露。由於本公司公司細則授予董事宣派中期股息之權利，故中期股息可同步建議派發及宣派。因此，中期股息將於建議派發及宣派時即時確認為負債。

外幣

財務報表以港元呈列，港元為本公司之功能貨幣。本集團各實體自行決定其功能貨幣，而載入各實體財務報表內之項目則以該功能貨幣計量。本集團實體錄得之外幣交易初步按交易日期之適用匯率入賬。以外幣計值之貨幣資產及負債按呈報期間結算日適用之功能貨幣匯率換算。因結算換算貨幣項目而產生之差額均於損益表確認。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

Differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss with the exceptions of monetary items that are designated as part of the hedge of the Group's net investment of a foreign operation. These are recognised in other comprehensive income until the net investment is disposed of, at which time the cumulative amount is reclassified to the statement of profit or loss. Tax charges and credits attributable to exchange differences on those monetary items are also recorded in other comprehensive income.

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

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

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

2.4 主要會計政策概要(續)

外幣(續)

因結算或換算貨幣項目而產生之差額於損益表確認，惟指定作為本集團海外業務淨投資之部分對沖之貨幣項目除外。有關項目於其他全面收入確認，直至相關淨投資獲出售為止，屆時累計金額將會重新分類至損益表。該等貨幣項目之匯兌差額之稅項開支及抵免亦入賬其他全面收入。

按歷史成本計量之外幣非貨幣項目採用首次交易日期之匯率換算。按公平值計量之外幣非貨幣項目則採用計量公平值日期之匯率換算。因換算按公平值計量之非貨幣項目而產生的收益及虧損之處理方式與確認該項目公平值變動所產生之收益或虧損之處理方式一致(即公平值收益或虧損於其他全面收入或損益確認的項目，其匯兌差額亦分別於其他全面收入或損益確認)。

就終止確認預收代價之相關非貨幣資產或非貨幣負債而言，在釐定初步確認相關資產、開支或收入所使用之匯率時，初始交易日期指本集團初步確認預收代價所產生之非貨幣資產或非貨幣負債之日期。倘存在多筆預付款或預收款，本集團將釐定每筆預付代價付款或收款的交易日期。

若干海外附屬公司及聯營公司之功能貨幣為港元以外之貨幣。於呈報期間結算日，該等實體之資產及負債按呈報期間結算日之適用匯率換算為港元，而其損益表則按與交易日期現行之匯率相若的匯率換算為呈列貨幣。

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2.4 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Foreign currencies (continued)

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

Any goodwill arising on the acquisition of a foreign operation and any fair value adjustments to the carrying amounts of assets and liabilities arising on acquisition are treated as assets and liabilities of the foreign operation and translated at the closing rate.

For the purpose of the consolidated statement of cash flows, the cash flows of Mainland China and overseas subsidiaries are translated into Hong Kong dollars at the weighted average exchange rates for the year of the cash flows.

3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES

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

Judgements

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

Property lease classification – Group as lessor

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

2.4 主要會計政策概要(續)

外幣(續)

就此產生之匯兌差額於其他全面收入確認，並於匯兌波動儲備累計，惟歸屬於非控股權益之差額除外。出售海外業務時，與該特定海外業務有關之其他全面收入部分於損益表確認。

因收購海外業務而產生的任何商譽及收購所得資產與負債之賬面值之公平值調整額視為海外業務的資產及負債處理，並根據期末匯率換算。

就綜合現金流量表而言，中國大陸及海外附屬公司之現金流量按年內現金流量之加權平均匯率換算為港元。

3. 重大會計判斷及估計

在編製本集團財務報表時，管理層須作出判斷、估計及假設，而有關判斷、估計及假設可能影響所呈報收益、開支、資產與負債金額以及其隨附披露及或然負債披露。然而，此等假設及估計之不確定性可能會導致在未來需要對受影響資產或負債之賬面值作出重大調整。

判斷

管理層在應用本集團會計政策時，除了作出涉及估計之判斷外，亦曾作出下列對財務報表已確認金額構成最重大影響之判斷：

物業租賃分類 – 本集團作為出租人

本集團已就其投資物業組合訂立商用物業租賃。根據對有關安排之條款及條件作出之評估(如租期並不構成商用物業之經濟壽命之主要部分，且最低租賃款項現值不等於商用物業之絕大部分公平值)，本集團確定其保留上述出租物業所有權附帶之絕大部分風險及回報，並將有關合約入賬為經營租賃。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Judgements (continued)

Classification between investment properties and owner-occupied properties

The Group determines whether a property qualifies as an investment property, and has developed criteria in making that judgement. Investment property is a property held to earn rentals or for capital appreciation or both. Therefore, the Group considers whether a property generates cash flows largely independently of the other assets held by the Group. Some properties comprise a portion that is held to earn rentals or for capital appreciation and another portion that is held for use in the production or supply of goods or services or for administrative purposes. If these portions could be sold separately or leased out separately under a finance lease, the Group accounts for the portions separately. If the portions could not be sold separately, the property is an investment property only if an insignificant portion is held for use in the production or supply of goods or services or for administrative purposes. Judgement is made on an individual property basis to determine whether ancillary services are so significant that a property does not qualify as an investment property.

Estimation uncertainty

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

Depreciation of items of property, plant and equipment

Depreciation is calculated on the straight-line basis to write off the cost of each item of property, plant and equipment to its residual value over its estimated useful life. Useful lives are determined based on management's past experience with similar assets and estimated changes in technologies. If the estimated useful lives changed significantly, adjustment of depreciation will be provided in the future year. The carrying amount of property, plant and equipment at 31 December 2023 was approximately HK\$2,407,192,000 (2022: approximately HK\$2,374,660,000). More details are given in note 14.

3. 重大會計判斷及估計(續)

判斷(續)

投資物業與自用物業之分類

本集團判斷物業是否符合投資物業之條件，並已制定此類判斷之標準。投資物業指為賺取租金或資本升值或同時為上述兩個目的而持有之物業。因此，本集團會考慮物業產生之現金流是否大部分獨立於本集團持有之其他資產。若干物業其中一部分是為賺取租金或資本升值而持有，而另一部分則為用於生產或提供商品或服務或行政用途而持有。如該等部分可獨立出售或根據融資租賃獨立出租，則本集團會將該等部分獨立入賬。如有關部份不能獨立出售，則只有持作生產或提供商品或服務或行政用途而持有之部分不屬重大之情況下，有關物業才屬投資物業。本集團對各項物業作出判斷，以確定配套服務是否如此重要，致使物業不符合投資物業之條件。

估計之不確定性

下文載列有極大風險導致下一個財政年度內資產與負債賬面值須作出重大調整之主要未來假設，以及於呈報期間結算日估計不明朗因素之其他主要來源。

物業、廠房及設備項目折舊

折舊以直線法於估計可使用年期內撇銷各項物業、廠房及設備項目之成本至其剩餘價值計算。可使用年期根據管理層對同類資產之過往經驗與估計技術變動釐定。倘若估計可使用年期出現重大變動，則會於來年對折舊作出調整。於二零二三年十二月三十一日，物業、廠房及設備之賬面值為約2,407,192,000港元(二零二二年：約2,374,660,000港元)。進一步詳情載於附註14。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Estimation uncertainty (continued)

Impairment of non-financial assets

The Group assesses whether there are any indicators of impairment for all non-financial assets (including the right-of-use assets) at the end of each reporting period. Non-financial assets are tested for impairment when there are indicators that the carrying amounts may not be recoverable. An impairment exists when the carrying value of an asset or a cash-generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The Group involved external experts to perform an impairment assessment on the French hotel property with a carrying amount of HK\$2,376,528,000 as at 31 December 2023 (2022: HK\$2,341,192,000) based on an income approach to estimate its fair value less costs of disposal. The assessment is based on key assumptions, such as the average daily rate per room, occupancy rate, discount rate, long-term growth rate and terminal capitalisation rate. Further details are contained in note 14 to the financial statements.

Deferred tax assets

Deferred tax assets are recognised for all unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management estimation is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and level of future taxable profits together with future tax planning strategies. The carrying value of deferred tax assets relating to recognised tax losses at 31 December 2023 was HK\$47,720,000 (2022: HK\$50,332,000). The amount of unrecognised tax losses at 31 December 2023 was HK\$281,965,000 (2022: HK\$266,470,000). Further details are contained in note 29 to the financial statements.

3. 重大會計判斷及估計(續)

估計之不確定性(續)

非金融資產減值

本集團於各呈報期間結算日評估所有非金融資產(包括使用權資產)是否有任何減值跡象。非金融資產於出現跡象顯示賬面值可能無法收回時進行減值測試。倘資產或現金產生單位之賬面值高於其可收回金額(即公平值減出售成本與使用價值兩者之較高者)，即表示出現減值。本集團安排外聘專家根據收入法就二零二三年十二月三十一日賬面值為2,376,528,000港元(二零二二年：2,341,192,000港元)之法國酒店物業進行減值評估，估計其公平值減去出售成本。有關評估乃基於關鍵假設進行，例如：每間客房之平均日租、入住率、貼現率、長期增長率及最終資本化率。進一步詳情載於財務報表附註14。

遞延稅項資產

遞延稅項資產於有可能動用應課稅溢利抵銷虧損之情況下，就所有未動用稅項虧損確認。釐定可予確認遞延稅項資產之金額時，管理層須作出重大估計，有關估計乃按照可能產生未來應課稅溢利之時間及數額，連同未來稅務計劃策略作出。於二零二三年十二月三十一日，與已確認稅項虧損有關之遞延稅項資產之賬面值為47,720,000港元(二零二二年：50,332,000港元)。於二零二三年十二月三十一日，未確認稅項虧損金額為281,965,000港元(二零二二年：266,470,000港元)。進一步詳情載於財務報表附註29。

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3. SIGNIFICANT ACCOUNTING JUDGEMENTS AND ESTIMATES (continued)

Impairment of financial assets and other items subject to impairment assessment under HKFRS 9

Impairment of financial assets subject to impairment assessment under HKFRS 9 represent management's best estimate of losses incurred at the reporting date under ECL models.

The measurement of the ECL involves significant management judgements and assumptions, primarily including the selection of appropriate models and determination of relevant key measurement parameters, criteria for determining whether or not there was a significant increase in credit risk or a default was incurred, economic indicators for forward-looking measurement, and the application of economic scenarios and weightings, management consideration due to significant uncertain factors not covered in the models and the estimated future cash flow. The information about the ECLs on the Group's overdue convertible bond investment and the loan to an associate is disclosed in note 20(a) and note 39(b) to the financial statements.

3. 重大會計判斷及估計(續)

金融資產之減值及其他須根據香港財務報告準則第9號進行減值評估的項目須根據香港財務報告準則第9號進行減值評估的金融資產之減值指管理層對預期信貸虧損模式項下於呈報日期產生的最佳虧損估計。

預期信貸虧損之計量涉及重大管理層判斷及假設，主要包括選擇適當的模式及釐定相關關鍵計量參數、釐定信貸風險是否大幅增加或是否出現違約的條件、前瞻計量的經濟指標及因模式中未涵蓋的重大不確定因素及估計未來現金流量而對經濟場景及加權、管理層考慮的應用。有關本集團逾期可換股債券投資及提供予聯營公司之貸款的預期信貸虧損之資料於財務報表附註20(a)及附註39(b)披露。

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4. OPERATING SEGMENT INFORMATION

For management purposes, the Group is organised into business units based on their products and services and has two reportable operating segments (2022: two) as follows:

- (a) the hotel operation segment engaged in the operation of the hotel business in France; and
- (b) the money lending segment engaged in providing mortgage loans in Hong Kong.

Management monitors the results of the Group's operating segments separately for the purpose of making decisions about resource allocation and performance assessment. Segment performance is evaluated based on reportable segment profit/loss, which is a measure of adjusted profit/loss before tax from continuing operations. The adjusted profit/loss before tax from continuing operations is measured consistently with the Group's profit before tax from continuing operations except that interest income, other interest income from financial assets at fair value through profit or loss, interest income from loan to an associate, fair value gains on financial assets at fair value through profit or loss, share of loss of an associate and corporate expenses are excluded from such measurement.

4. 經營分部資料

本集團根據所提供之產品及服務將業務單位分類並加以管理。本集團有下列兩個可報告經營分部(二零二二年：兩個)：

- (a) 在法國經營酒店業務之酒店經營分部；及
- (b) 在香港提供按揭貸款之融資業務分部。

管理層獨立監察本集團經營分部之業績，以便作出有關資源分配及表現評估之決策。分部表現乃根據可報告分部溢利／虧損(其為來自持續經營業務之經調整除稅前溢利／虧損之計量)予以評估。來自持續經營業務之經調整除稅前溢利／虧損之計量與本集團來自持續經營業務之除稅前溢利之計量一致，惟利息收入、按公平值計入損益之金融資產之其他利息收入、提供予聯營公司之貸款之利息收入、按公平值計入損益之金融資產之公平值收益、應佔聯營公司之虧損及公司開支並不計算在內。

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財務報表附註

For the year ended 31 December 2023
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4. OPERATING SEGMENT INFORMATION (continued)

An analysis for the Group's revenue is as follows:

4. 經營分部資料(續)

本集團之收益分析如下：

Year ended 31 December 2023 截至二零二三年十二月三十一日止年度		Hotel operation 酒店經營 HK\$'000 千港元	Money lending 融資業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Segment revenue (note 5)	分部收益(附註5)			
Sales to external customers	向外部客戶銷售	293,620	-	293,620
Segment results	分部業績	8,956	(993)	7,963
<i>Reconciliation:</i>	<i>對賬：</i>			
Bank interest income	銀行利息收入			23,275
Interest income from financial assets at fair value through profit or loss	按公平值計入損益之金融資產之利息收入			7,828
Provision for impairment of an overdue convertible bond principal	逾期可換股債券本金之減值撥備			(11,337)
Provision for impairment of an investment in an associate	於聯營公司之投資之減值撥備			(8,163)
Corporate and other unallocated expenses	公司及其他未分配開支			(18,705)
Profit before tax	除稅前溢利			861

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4. OPERATING SEGMENT INFORMATION (continued)

4. 經營分部資料(續)

Year ended 31 December 2022 截至二零二二年十二月三十一日止年度	Hotel operation 酒店經營 HK\$'000 千港元	Money lending 融資業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元	
Segment revenue (note 4) Sales to external customers	分部收益(附註4) 向外部客戶銷售	153,519	-	153,519
Segment results	分部業績	(51,044)	(942)	(51,986)
<i>Reconciliation:</i>	<i>對賬:</i>			
Bank interest income	銀行利息收入			7,409
Interest income from financial assets at fair value through profit or loss	按公平值計入損益之金融資產之利息收入			7,828
Interest income from a loan to an associate	提供予聯營公司之貸款之利息收入			7,222
Fair value gain on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值收益			395
Provision for impairment of an investment in an associate	於聯營公司之投資之減值撥備			(3,525)
Corporate and other unallocated expenses	公司及其他未分配開支			(16,282)
Loss before tax	除稅前虧損			(48,939)

Geographical information

(a) Revenue from external customers

地區資料

(a) 來自外部客戶之收益

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
France 法國	293,620	153,519

The revenue information above is based on the locations of the customers.

上述之收益資料乃根據客戶所在地劃分。

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財務報表附註

For the year ended 31 December 2023
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4. OPERATING SEGMENT INFORMATION (continued)

Geographical information (continued)

(b) Non-current assets

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
France	法國	2,378,949	2,345,171
Mainland China	中國大陸	30,680	33,463
Hong Kong	香港	6	12
		2,409,635	2,378,646

The non-current asset information above is based on the locations of the assets and excludes financial instruments and deferred tax assets.

Information about a major customer

A single customer contributed revenue of HK\$33,298,000, accounting for 10% or more of the Group's total revenue for the year ended 31 December 2023. No revenue from transactions with a single customer accounted for 10% or more of the Group's total revenue for the years ended 31 December 2022.

4. 經營分部資料(續)

地區資料(續)

(b) 非流動資產

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
France	法國	2,378,949	2,345,171
Mainland China	中國大陸	30,680	33,463
Hong Kong	香港	6	12
		2,409,635	2,378,646

上述之非流動資產資料乃根據資產所在地劃分，並不包括金融工具及遞延稅項資產。

主要客戶之資料

截至二零二三年十二月三十一日止年度，單一客戶貢獻收益33,298,000港元，佔本集團收益總額10%或以上。截至二零二二年十二月三十一日止年度，並無與單一客戶進行交易之收益佔本集團收益總額10%或以上。

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5. REVENUE, OTHER INCOME AND GAINS

The Group's revenue represents revenue from contracts with customers. The disaggregation information is as follows:

5. 收益、其他收入及收益

本集團之收益指客戶合約收益。劃分資料如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Type of services	服務類型		
Rendering of accommodation services	提供住宿服務	252,549	133,974
Rendering of catering services	提供餐飲服務	36,307	17,165
Rendering of travel agency services	提供旅行社服務	3,441	1,685
Rendering of laundry services	提供洗衣服務	1,323	695
Total	總計	293,620	153,519
Geographical market	地區市場		
France	法國	293,620	153,519
Timing of revenue recognition	收益確認時間		
Services transferred over time and total revenue from contracts with customers	服務在一段時間內轉移及客戶合約收益總額	293,620	153,519

Total revenue from contracts with customers can be directly reconciled to the segment revenue of hotel operation disclosed in note 4.

客戶合約收益總額可與附註4所披露之酒店經營分部收益直接對賬。

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財務報表附註

For the year ended 31 December 2023
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5. REVENUE, OTHER INCOME AND GAINS (continued)

Other income and gains is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Other income	其他收入		
Gross rental income from a property operating lease:	物業經營租賃之租金收入總額：		
Fixed lease payments	固定租賃款項	1,380	1,649
Interest income from financial assets at fair value through profit or loss	按公平值計入損益之金融資產之利息收入	7,828	7,828
Interest income from a loan to an associate	提供予聯營公司之貸款之利息收入	-	7,222
Government grants	政府補助	-	12,216
Bank interest income	銀行利息收入	23,275	7,409
Total other income	其他收入總額	32,483	36,324
Gains	收益		
Fair value gain on financial assets at fair value through profit or loss	按公平值計入損益之金融資產之公平值收益	-	395
Total gains	收益總額	-	395
Total other income and gains	其他收入及收益總額	32,483	36,719

5. 收益、其他收入及收益(續)

其他收入及收益分析如下：

6. OTHER EXPENSES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Foreign exchange losses	匯兌虧損	355	619

6. 其他開支

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7. FINANCE COSTS

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Notes 附註			
Interest on bank borrowings		銀行借貸利息	87,775	48,222
Fair value gain, net:		公平值收益淨額：		
Cash flow hedges (transfer from other comprehensive income)		現金流量對沖(轉撥自其他全面收入)	(44,207)	(2,089)
Interest on lease liabilities	26	租賃負債利息	150	145
Interest on a defined benefit plan	28	界定福利計劃利息	66	15
Total		總計	43,784	46,293

8. PROFIT/(LOSS) BEFORE TAX

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

7. 融資成本

8. 除稅前溢利／(虧損)

本集團除稅前溢利／(虧損)乃經扣除／(計入)以下項目：

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
	Notes 附註			
Cost of hotel operation		酒店經營成本	179,010	117,082
Depreciation of property, plant and equipment	14	物業、廠房及設備折舊	44,035	37,098
Depreciation of right-of-use assets	15	使用權資產折舊	1,599	1,614
Amortisation of intangible assets	16	無形資產攤銷	46	41
Provision for impairment of an overdue convertible bond investment	20(a)	逾期可換股債券投資之減值撥備	11,337	-
Provision for impairment of a loan to an associate	39(b)	提供予聯營公司之貸款之減值撥備	8,163	3,525
Lease payments not included in the measurement of lease liabilities	37(b)	並無計入租賃負債計量之租賃付款	21	28
Auditor's remuneration		核數師酬金	2,768	2,563
Wages, salaries and other benefits (including directors' and chief executive's remuneration)	9	工資、薪金及其他福利(包括董事薪酬及主要行政人員薪酬)	9,052	8,668
Foreign exchange difference, net	6	匯兌淨差額	355	619
Fair value gain, net:		公平值收益淨額：		
Cash flow hedges (transfer from other comprehensive income)	7	現金流量對沖(轉撥自其他全面收入)	(44,207)	(2,089)
Fair value gains on financial assets at fair value through profit or loss	5	按公平值計入損益之金融資產之公平值收益	-	(395)
Interest income from financial assets at fair value through profit or loss	5	按公平值計入損益之金融資產之利息收入	(7,828)	(7,828)
Interest income from a loan to an associate	5	提供予聯營公司之貸款之利息收入	-	(7,222)
Bank interest income	5	銀行利息收入	(23,275)	(7,409)

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9. DIRECTORS' AND CHIEF EXECUTIVE'S REMUNERATION

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

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Fees	袍金	1,200	1,000
Other emoluments:	其他報酬：		
Salaries, allowance and benefits in kind	薪金、津貼及實物利益	4,290	4,290
Performance related bonuses	與表現掛鈎之花紅	760	760
Pension scheme contributions	退休金計劃供款	36	36
Subtotal	小計	5,086	5,086
Total	總計	6,286	6,086

No share options were granted for the years ended 31 December 2023 and 2022.

9. 董事及主要行政人員薪酬

根據上市規則及香港《公司條例》第383(1)(a)、(b)、(c)及(f)條及《公司(披露董事利益資料)規例》第2部披露之董事及主要行政人員年內薪酬如下：

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Fees	袍金	1,200	1,000
Other emoluments:	其他報酬：		
Salaries, allowance and benefits in kind	薪金、津貼及實物利益	4,290	4,290
Performance related bonuses	與表現掛鈎之花紅	760	760
Pension scheme contributions	退休金計劃供款	36	36
Subtotal	小計	5,086	5,086
Total	總計	6,286	6,086

於截至二零二三年及二零二二年十二月三十一日止年度，並無授出任何購股權。

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

Executive directors, independent non-executive directors and the chief executive:

2023 二零二三年	Fees 袍金 HK\$'000 千港元	Salaries, allowance and benefits in kind 薪金、 津貼及 實物利益 HK\$'000 千港元	Performance related bonuses 與表現掛鈎之 花紅 HK\$'000 千港元	Pension scheme contributions 退休金 計劃供款 HK\$'000 千港元	Total remuneration 薪酬總額 HK\$'000 千港元
Executive directors: 執行董事：					
Mr. Xue Jian* 薛健先生*	200	2,600	500	18	3,318
Mr. Law Wing Chi, Stephen 羅永志先生	200	1,690	260	18	2,168
Subtotal 小計	400	4,290	760	36	5,486
Independent non-executive directors: 獨立非執行董事：					
Mr. Tam Sun Wing 譚新榮先生	200	-	-	-	200
Mr. Ng Ge Bun 吳志彬先生	200	-	-	-	200
Mr. He Yi 賀弋先生	200	-	-	-	200
Ms. Kwok Pui Ha** 郭佩霞女士**	200	-	-	-	200
Subtotal 小計	800	-	-	-	800
Total 總計	1,200	4,290	760	36	6,286

9. 董事及主要行政人員薪酬(續)

執行董事、獨立非執行董事及主要行政人員：

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

Executive directors, independent non-executive directors and the chief executive: (continued)

2022 二零二二年	Fees 袍金 HK\$'000 千港元	Salaries, allowance and benefits in kind 薪金、 津貼及 實物利益 HK\$'000 千港元	Performance related bonuses 與表現掛鈎之 花紅 HK\$'000 千港元	Pension scheme contributions 退休金 計劃供款 HK\$'000 千港元	Total remuneration 薪酬總額 HK\$'000 千港元
Executive directors: 執行董事：					
Mr. Xue Jian* 薛健先生*	200	2,600	500	18	3,318
Mr. Law Wing Chi, Stephen 羅永志先生	200	1,690	260	18	2,168
Subtotal 小計	400	4,290	760	36	5,486
Independent non-executive directors: 獨立非執行董事：					
Mr. Tam Sun Wing 譚新榮先生	200	-	-	-	200
Mr. Ng Ge Bun 吳志彬先生	200	-	-	-	200
Mr. He Yi 賀弋先生	200	-	-	-	200
Subtotal 小計	600	-	-	-	600
Total 總計	1,000	4,290	760	36	6,086

* Mr. Xue Jian is the chief executive officer of the Company.

** Ms Kwok Pui Ha was appointed as an independent non-executive director effective from 1 January 2023.

There was no arrangement under which a director waived or agreed to waive any emoluments during the Year.

9. 董事及主要行政人員薪酬(續)

執行董事、獨立非執行董事及主要行政人員：(續)

* 薛健先生為本公司行政總裁。

** 郭佩霞女士獲委任為獨立非執行董事，自二零二三年一月一日起生效。

年內概無任何有關董事放棄或同意放棄任何報酬之安排。

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10. FIVE HIGHEST PAID INDIVIDUALS

The five highest paid individuals during the year included two directors (2022: two directors), details of whose emoluments are set out in note 9 above. Details of the emoluments for the year of the remaining three (2022: three) highest paid individuals who are neither a director nor chief executive of the Company are as follows:

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,407	2,332
Performance related bonuses	與表現掛鈎之花紅	234	234
Pension scheme contributions	退休金計劃供款	53	53
Total	總計	2,694	2,619

The number of non-director and non-chief executive highest paid individuals whose emoluments fell within the following bands is as follows:

		Number of employees	
		僱員人數	
		2023	2022
		二零二三年	二零二二年
Nil to HK\$1,000,000	零至1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1
Total	總計	3	3

10. 五名最高薪酬人士

年內五名最高薪酬人士包括二名董事（二零二二年：二名董事），彼等之薪酬詳情載於上文附註9。年內餘下三名（二零二二年：三名）既非本公司董事亦非主要行政人員之最高薪酬人士之薪酬詳情如下：

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	2,407	2,332
Performance related bonuses	與表現掛鈎之花紅	234	234
Pension scheme contributions	退休金計劃供款	53	53
Total	總計	2,694	2,619

薪酬介乎以下範圍之既非董事亦非主要行政人員最高薪酬人士之人數如下：

		Number of employees	
		僱員人數	
		2023	2022
		二零二三年	二零二二年
Nil to HK\$1,000,000	零至1,000,000港元	2	2
HK\$1,000,001 to HK\$1,500,000	1,000,001港元至1,500,000港元	1	1
Total	總計	3	3

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11. INCOME TAX

Hong Kong profits tax has been provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profits arising in Hong Kong during the year, except for one subsidiary of the Group which is a qualifying entity under the two-tiered profits tax rates regime. The first HK\$2,000,000 (2022: HK\$2,000,000) of assessable profits of this subsidiary are taxed at 8.25% (2022: 8.25%) and the remaining assessable profits are taxed at 16.5% (2022: 16.5%). Taxes on profits assessable elsewhere have been calculated at the rates of tax prevailing in the countries in which the Group operates.

The provision for PRC current income tax was based on the statutory rate of 25% (2022: 25%) of the assessable profits of the Group's subsidiaries in Mainland China as determined in accordance with the relevant income tax rules and regulations of the PRC Corporate Income Tax Law, which came into effect on 1 January 2008.

The provision of French current income tax was based on the rate of 25% (2022: 25%) of the estimated assessable profits arising during the year.

The provision for Luxembourg's current income tax was based on the rate of 24.94% (2022: 24.94%) of the estimated assessable profits arising during the year.

The major components of income tax expense for the years ended 31 December 2023 and 2022 were as follows:

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Note 附註		
Current income tax charge for the year – France	年內即期所得稅支出 – 法國	(a)	2,065	–
Current income tax charge for the year – Mainland China	年內即期所得稅支出 – 中國大陸		–	2,835
Current income tax – Hong Kong Charge for the year	即期所得稅 – 香港 年內支出		439	438
Overprovision in prior years	過往年度超額撥備		–	(107)
Deferred (Note 29)	遞延 (附註29)		754	(10,989)
Income tax charge/(credit) for the year	年內所得稅開支/(抵免)		3,258	(7,823)

11. 所得稅

香港利得稅根據年內在香港產生之估計應課稅溢利按稅率16.5%(二零二二年:16.5%)撥備,惟本集團旗下一間附屬公司(其為利得稅率兩級制下之合資格實體)除外。此附屬公司首2,000,000港元(二零二二年:2,000,000港元)之應課稅溢利按8.25%(二零二二年:8.25%)稅率計繳稅項,餘下應課稅溢利則按16.5%(二零二二年:16.5%)稅率計繳稅項。其他國家之應課稅溢利按本集團營運所在國家之現行稅率計算稅項。

中國即期所得稅撥備乃就本集團於中國大陸之附屬公司應課稅溢利按法定稅率25%(二零二二年:25%)計提。有關稅率乃按照於二零零八年一月一日生效之中國企業所得稅法相關所得稅規則及規例而釐定。

法國即期所得稅根據年內產生之估計應課稅溢利按25%(二零二二年:25%)稅率撥備。

盧森堡即期所得稅根據年內產生之估計應課稅溢利按稅率24.94%(二零二二年:24.94%)撥備。

截至二零二三年及二零二二年十二月三十一日止年度所得稅開支之主要部分如下:

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11. INCOME TAX (continued)

- (a) Tax losses arising in France may be carried forward indefinitely. However, the amount of losses used in a year may not exceed EUR1 million plus 50% of the taxable profit above that amount for such financial year.

A reconciliation of the tax expense applicable to profit/(loss) before tax at the statutory rates for the jurisdictions in which the Company and its subsidiaries are domiciled to the tax credit at the effective tax rates, and a reconciliation of the applicable rates (i.e., the statutory tax rates) to the effective tax rates are as follows:

2023		Mainland China		Hong Kong		France		Luxembourg		Others ⁽ⁱ⁾		Total	
二零二三年		中國大陸		香港		法國		盧森堡		其他 ⁽ⁱ⁾		總計	
		HKS'000	%	HKS'000	%	HKS'000	%	HKS'000	%	HKS'000	%	HKS'000	%
		千港元		千港元		千港元		千港元		千港元		千港元	
Profit/(loss) before tax	除稅前溢利/ (虧損)	(9,841)		27,936		(18,154)		979		(59)		861	
Tax at the statutory income tax rate	按法定所得稅率計算之稅款	(2,460)	25.0	4,609	16.5	(4,539)	25.0	244	24.9	-	-	(2,146)	(249.2)
Expenses not deductible for tax	不可扣稅開支	-	-	-	-	7,358	(40.5)	-	-	-	-	7,358	854.6
Lower tax rate enacted by local authority	地方當局頒佈之較低稅率	-	-	(165)	(0.6)	-	-	-	-	-	-	(165)	(19.2)
Income not subject to tax	無需繳稅收入	-	-	(8,157)	(29.2)	-	-	(244)	(24.9)	-	-	(8,401)	(975.7)
Tax losses and temporary differences not recognised	未確認稅項虧損及暫時差額	2,460	(25.0)	4,152	14.9	-	-	-	-	-	-	6,612	767.9
Tax charge at the Group's effective rate	按本集團實際稅率計算之稅務開支	-	-	439	1.6	2,819	(15.5)	-	-	-	-	3,258	378.4

11. 所得稅(續)

- (a) 於法國產生之稅項虧損可無限期結轉。然而，每年動用的虧損金額不得超過1,000,000歐羅另加超過該財政年度金額應課稅溢利的50%。

按適用於本公司及其附屬公司所在司法權區之法定稅率計算之除稅前溢利/(虧損)之稅務開支與按實際稅率計算之稅務抵免之對賬，以及適用稅率(即法定稅率)與實際稅率之對賬如下：

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11. INCOME TAX (continued)

2022 二零二二年	Mainland China 中國大陸		Hong Kong 香港		France 法國		Luxembourg 盧森堡		Others ⁽ⁱ⁾ 其他 ⁽ⁱ⁾		Total 總計	
	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%	HK\$'000	%
	千港元		千港元		千港元		千港元		千港元		千港元	
Profit/(loss) before tax 除稅前溢利/ (虧損)	2,501		12,772		(65,228)		1,047		(31)		(48,939)	
Tax at the statutory income tax rate 按法定所得稅率 計算之稅款	625	25.0	2,107	16.5	(16,307)	25.0	261	24.9	-	-	(13,314)	27.2
Expenses not deductible for tax 不可扣稅開支	-	-	-	-	5,318	(8.2)	-	-	-	-	5,318	(10.9)
Lower tax rate enacted by local authority 地方當局頒佈之較 低稅率	-	-	(165)	(1.3)	-	-	-	-	-	-	(165)	0.3
Income not subject to tax 無需繳稅收入	-	-	(3,910)	(30.6)	-	-	(261)	(24.9)	-	-	(4,171)	8.5
Tax losses and temporary differences not recognised 未確認稅項虧損 及暫時差額	2,210	88.4	2,406	18.8	-	-	-	-	-	-	4,616	(9.4)
Adjustments in respect of current tax of previous periods 有關過往期間的 即期稅項調整	-	-	(107)	(0.8)	-	-	-	-	-	-	(107)	0.2
Tax charge/(credit) at the Group's effective rate 按本集團實際稅率 計算之稅務 開支/(抵免)	2,835	113.4	331	2.6	(10,989)	16.8	-	-	-	-	(7,823)	15.9

(i) Others represent the results of certain subsidiaries which are tax-exempted companies incorporated in Bermuda and the British Virgin Islands.

(i) 其他指若干附屬公司(於百慕達及英屬維爾京群島註冊成立之獲豁免稅項公司)之業績。

12. DIVIDENDS

The directors do not recommend the payment of any dividend in respect of the year (2022: Nil).

12. 股息

董事並不建議派付本年度任何股息(二零二二年: 無)。

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13. LOSS PER SHARE ATTRIBUTABLE TO ORDINARY EQUITY HOLDERS OF THE COMPANY

The calculation of the basic loss per share amount is based on the loss for the year attributable to ordinary equity holders of the Company, and the weighted average number of 12,778,880,000 (2022: 12,778,880,000) shares in issue during the year.

No adjustment has been made to the basic loss per share amounts presented for the years ended 31 December 2023 and 2022 in respect of a dilution as the exercise prices of the Company's outstanding share options were higher than the average market prices for the Company's shares during the years.

The calculation of basic loss per share is based on:

13. 本公司普通權益持有人應佔每股虧損

每股基本虧損金額乃根據本公司普通權益持有人應佔年內虧損以及年內已發行股份加權平均股數 12,778,880,000 股（二零二二年：12,778,880,000 股）計算。

並無就截至二零二三年及二零二二年十二月三十一日止年度已呈報之每股基本虧損金額作出攤薄調整，原因為於有關年度本公司尚未行使購股權之行使價均高於本公司股份之平均市場價格。

每股基本虧損乃按下列數據計算：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss	虧損		
Loss attributable to ordinary equity holders of the Company	本公司普通權益持有人應佔虧損	(2,397)	(41,116)
		2023 二零二三年	2022 二零二二年
Shares ('000)	股份(千股)		
Weighted average number of ordinary shares in issue during the year used in the diluted loss per share calculation	用於計算每股攤薄虧損之年內已發行普通股加權平均股數	12,778,880	12,778,880

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14. PROPERTY, PLANT AND EQUIPMENT

14. 物業、廠房及設備

		Hotel properties 酒店物業 HK\$'000 千港元	Buildings 樓宇 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Cost	成本						
As at 31 December 2021	於二零二一年十二月三十一日	3,011,708	61,056	1,835	4,551	1,227	3,080,377
Additions	增置	75,968	-	-	-	-	75,968
Exchange differences on translation	換算產生之匯兌差額	(162,954)	(4,641)	(13)	(456)	(17)	(168,081)
As at 31 December 2022	於二零二二年十二月三十一日	2,924,722	56,415	1,822	4,095	1,210	2,988,264
Additions	增置	3,034	-	-	-	-	3,034
Exchange differences on translation	換算產生之匯兌差額	93,951	(1,613)	(5)	(158)	(6)	92,169
As at 31 December 2023	於二零二三年十二月三十一日	3,021,707	54,802	1,817	3,937	1,204	3,083,467
Accumulated depreciation	累計折舊						
As at 31 December 2021	於二零二一年十二月三十一日	(241,249)	(23,391)	(1,835)	(3,965)	(1,199)	(271,639)
Charge for the year	年內扣除	(35,195)	(1,894)	-	-	(9)	(37,098)
Exchange differences on translation	換算產生之匯兌差額	12,759	1,779	13	410	17	14,978
As at 31 December 2022	於二零二二年十二月三十一日	(263,685)	(23,506)	(1,822)	(3,555)	(1,191)	(293,759)
Charge for the year	年內扣除	(42,188)	(1,841)	-	-	(6)	(44,035)
Exchange differences on translation	換算產生之匯兌差額	(9,188)	672	5	142	6	(8,363)
As at 31 December 2023	於二零二三年十二月三十一日	(315,061)	(24,675)	(1,817)	(3,413)	(1,191)	(346,157)
Impairment loss	減值虧損						
As at 31 December 2021	於二零二一年十二月三十一日	(338,142)	-	-	-	-	(338,142)
Exchange differences on translation	換算產生之匯兌差額	18,297	-	-	-	-	18,297
As at 31 December 2022	於二零二二年十二月三十一日	(319,845)	-	-	-	-	(319,845)
Exchange differences on translation	換算產生之匯兌差額	(10,273)	-	-	-	-	(10,273)
As at 31 December 2023	於二零二三年十二月三十一日	(330,118)	-	-	-	-	(330,118)
Net carrying amount	賬面淨值						
As at 31 December 2023	於二零二三年十二月三十一日	2,376,528	30,127	-	524	13	2,407,192
As at 31 December 2022	於二零二二年十二月三十一日	2,341,192	32,909	-	540	19	2,374,660

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14. PROPERTY, PLANT AND EQUIPMENT (continued)

The Group's land is included in hotel properties. The analysis of land is stated as follows:

Analysis of land:

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
In France, freehold	於法國，永久業權	1,797,550	1,741,614

At 31 December 2023, certain of the Group's hotel properties with a net carrying amount of approximately HK\$2,376,528,000 (2022: approximately HK\$2,341,192,000) were pledged to secure general banking facilities granted to the Group (note 27).

14. 物業、廠房及設備(續)

本集團之土地計入酒店物業內。土地之分析呈列如下：

土地分析：

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
In France, freehold	於法國，永久業權	1,797,550	1,741,614

於二零二三年十二月三十一日，本集團賬面淨值約2,376,528,000港元(二零二二年：約2,341,192,000港元)之若干酒店物業已作質押，作為本集團獲授一般銀行融資之抵押品(附註27)。

15. RIGHT-OF-USE ASSETS

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

		Buildings	Motor vehicles	Office equipment	Total
		樓宇	汽車	辦公室設備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 1 January 2022	於二零二二年一月一日	451	43	49	543
Addition	添置	4,532	70	-	4,602
Depreciation charge	折舊開支	(1,458)	(110)	(46)	(1,614)
Exchange differences on translation	換算產生之匯兌差額	-	(3)	(3)	(6)
As at 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	3,525	-	-	3,525
Addition	添置	88	-	-	88
Depreciation charge	折舊開支	(1,599)	-	-	(1,599)
As at 31 December 2023	於二零二三年十二月三十一日	2,014	-	-	2,014

15. 使用權資產

本集團使用權資產之賬面值及其年內變動如下：

		Buildings	Motor vehicles	Office equipment	Total
		樓宇	汽車	辦公室設備	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
As at 1 January 2022	於二零二二年一月一日	451	43	49	543
Addition	添置	4,532	70	-	4,602
Depreciation charge	折舊開支	(1,458)	(110)	(46)	(1,614)
Exchange differences on translation	換算產生之匯兌差額	-	(3)	(3)	(6)
As at 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	3,525	-	-	3,525
Addition	添置	88	-	-	88
Depreciation charge	折舊開支	(1,599)	-	-	(1,599)
As at 31 December 2023	於二零二三年十二月三十一日	2,014	-	-	2,014

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16. INTANGIBLE ASSETS

16. 無形資產

		Software
		軟件
		HK\$'000
		千港元
Cost	成本	
As at 1 January 2022	於二零二二年一月一日	802
Addition	添置	331
Exchange differences on translation	換算產生之匯兌差額	(74)
As at 31 December 2022	於二零二二年十二月三十一日	1,059
Exchange differences on translation	換算產生之匯兌差額	33
As at 31 December 2023	於二零二三年十二月三十一日	1,092
Amortisation	攤銷	
As at 1 January 2022	於二零二二年一月一日	(616)
Provided for the year	年內撥備	(41)
Exchange differences on translation	換算產生之匯兌差額	59
As at 31 December 2022	於二零二二年十二月三十一日	(598)
Provided for the year	年內撥備	(46)
Exchange differences on translation	換算產生之匯兌差額	(19)
As at 31 December 2023	於二零二三年十二月三十一日	(663)
Net carrying amount	賬面淨值	
As at 31 December 2023	於二零二三年十二月三十一日	429
As at 31 December 2022	於二零二二年十二月三十一日	461

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17. INVESTMENT IN AN ASSOCIATE

17. 於聯營公司之投資

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Share of net assets	應佔資產淨值	6,448	6,637
Goodwill on acquisition	收購之商譽	1,127	1,161
Provision for impairment	減值撥備	(7,575)	(7,798)
Total	總計	-	-

Particulars of the associate are as follows:

有關聯營公司詳情如下：

Name	Particulars of issued shares held	Place of registration and business	Percentage of ownership interest attributable to the Group		Principal activity
			本集團應佔擁有權益百分比		
名稱	所持已發行股份詳情	登記及營業地點	應佔擁有權益百分比		主要業務
Beijing Chemical Reaction Engineering Science & Technology Co., Ltd. 北京凱瑞英科技有限公司	Registered capital of RMB1 each 註冊股本每股人民幣1元	PRC/Mainland China 中國/中國大陸	37.125		Manufacture and sale of chemical products 製造及銷售化工產品

The Group's shareholding in the associate is held through a wholly-owned subsidiary of the Company.

本集團於有關聯營公司之股權乃透過本公司旗下全資附屬公司持有。

During the year ended 31 December 2023, the associate recorded further losses. The Group discontinued recognising its share of additional losses as its interest in the associate had been reduced to zero and, therefore, the directors are of the opinion that it is not meaningful to disclose the summarised financial information of the associate.

截至二零二三年十二月三十一日止年度，聯營公司錄得進一步虧損。本集團終止確認其應佔其他虧損，原因為其於聯營公司的權益已減少至零，因此，董事認為，披露聯營公司的財務資料概要並無意義。

18. INVENTORIES

18. 存貨

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Food and beverages	食物及飲料	1,194	897

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19. TRADE RECEIVABLES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade receivables	應收賬款	12,553	12,111

Hotel operation revenue is normally settled by cash or credit card. For travel agents and certain corporate customers, the credit period is generally one month. There is no significant concentration of credit risk. The Group does not hold any collateral or other credit enhancements over its trade receivable balances. Trade receivables are non-interest-bearing.

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

酒店經營收入一般以現金或信用卡支付。就旅行社及若干公司客戶而言，餘賬期一般為一個月。並無重大信貸集中風險。本集團概無就應收賬款結餘持有任何抵押品或其他信貸增強措施。應收賬款並不計息。

於呈報期間結算日，按發票日期計算，應收賬款(已扣除虧損撥備)之賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 1 month	一個月以內	11,256	11,155
1 to 3 months	一至三個月	1,267	740
Over 3 months	三個月以上	30	216
Total	總計	12,553	12,111

The Group applies a simplified approach in calculating ECLs prescribed by HKFRS 9, which permits the use of the lifetime expected loss for all trade receivables. To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected credit losses have also incorporated forward-looking information. The expected credit loss rates for trade receivables that were not yet past due are minimal.

本集團應用香港財務報告準則第9號所訂明之簡化處理方法來計算預期信貸虧損，其允許就所有應收賬款使用全期預期虧損。在計量預期信貸虧損時，應收賬款已根據共同信貸風險特徵及逾期日數予以分類。此外，預期信貸虧損亦納入具有前瞻性之資料。並未逾期之應收賬款之預期信貸虧損率屬輕微。

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20. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS

20. 預付款項、其他應收款項及其他資產

		Notes	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		附註		
Overdue convertible bond investment	逾期可換股債券投資	(a)	92,109	-
Input tax of value added tax	增值稅之進項稅項		54,519	44,939
Prepayments	預付款項		1,750	1,639
Deposits and other receivables	按金及其他應收款項	(b)	1,037	2,562
Corporate income tax prepayment	企業所得稅預付款項		-	6
			149,415	49,146
Impairment allowance	減值撥備	(a)	(11,337)	-
			138,078	49,146

(a) Overdue convertible bond investment, which was unsecured, resulted from the default in payment by convertible bond issuer, Zhonghua Gas Holdings Limited ("Zhonghua Gas", 中華燃氣控股有限公司), which is further disclosed in note 21 to the financial statements. The overdue convertible bond investment had movements during the year as follows:

(a) 尚未償還的逾期可換股債券投資因可換股債券發行人中華燃氣控股有限公司(「中華燃氣」)拖欠付款而產生，於財務報表附註21進一步披露。年內逾期可換股債券投資發生以下變動：

		Gross carrying amount 賬面總值	Impairment 減值	Total 總計
As at 1 January 2022, 31 December 2022 and 1 January 2023	於二零二二年一月一日、 二零二二年十二月三十一 日及二零二三年一月一日	-	-	-
Transfer from financial assets at fair value through profit or loss	轉撥自按公平值計入損益 之金融資產	97,109	-	97,109
Impairment losses recognised	已確認減值虧損	-	(11,337)	(11,337)
Settlement	結算	(5,000)	-	(5,000)
31 December 2023	二零二三年十二月三十一日	92,109	(11,337)	80,772

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20. PREPAYMENTS, OTHER RECEIVABLES AND OTHER ASSETS (continued)

(a) (continued)

The overdue convertible bond investment was classified as Stage 2 for the purpose of ECL calculation as the Group accepted, pending signing of formal and binding agreements, a preliminary proposal from Zhonghua Gas as regards deferral of repayment. The calculation of a lifetime ECL is based on the probability of default ("PD") approach with key elements as follows:

- PD: an estimate of the likelihood of default over a given time horizon based on the latest repayment schedule by reference to an external credit rating matrix with the lowest rating;
- Loss Given Default ("LGD"): an estimate of the loss arising in the case where a default occurs at a given time by reference to an external credit rating matrix with the lowest rating; and
- Exposure at Default ("EAD"): an estimate of the exposure at a future default date based on the latest repayment schedule.

The Group received repayments from Zhonghua Gas in aggregate amount of HK\$10,000,000 after the reporting period and by the date of approval of the financial statements. In addition, Zhonghua Gas agreed to urge two of its shareholders to provide personal guarantees and pledge certain properties in Chinese Mainland to secure the overdue convertible bond investment in March 2024. The Group is expediting the legal to formalise these guarantees and pledges documentations.

(b) None of the deposits and other receivables was either past due or impaired and there was no history of default and past due amounts.

Deposits and other receivables were classified as Stage 1 without any significant increase in credit risk tracked since initial recognition. Their recoverability was assessed with reference to the credit status of the debtors, and the expected credit loss as at 31 December 2023 and 31 December 2022 was considered to be minimal.

20. 預付款項、其他應收款項及其他資產(續)

(a) (續)

就預期信貸虧損的計算而言，逾期可換股債券投資歸類至第二階段，原因為本集團已在簽署正式且具約束力的協議前自中華燃氣接受一份有關延期還款的初步提案。整個生命週期的預期信貸虧損根據違約概率（「違約概率」）法計算，主要因素如下：

- 違約概率：經參考最低評級之外部信貸評級矩陣基於最新還款計劃對特定時間範圍內違約的可能性的估計；
- 違約損失率（「違約損失率」）：經參考最低評級之外部信貸評級矩陣在特定時間發生違約的情況下所導致損失的估計；及
- 違約風險敞口（「違約風險敞口」）：基於最新還款計劃對在未來違約日期的敞口的估計。

於報告期間後及於財務報表批准日期前，本集團收到中華燃氣還款合共10,000,000港元。此外，於二零二四年三月，中華燃氣同意敦促其兩名股東提供個人擔保及抵押於中國大陸的若干物業，以為逾期可換股債券投資作抵押。本集團正加快編製法律文件，以令該等擔保及抵押正式化。

(b) 按金及其他應收款項並無逾期或減值，亦無違約紀錄及逾期款項。

按金及其他應收款項被歸類為第一階段，且自初步確認以來，信貸風險並無錄得大幅上升。其收回性乃經參考債務人之信貸情況而評估，而於二零二三年十二月三十一日及二零二二年十二月三十一日之預期信貸虧損被視為輕微。

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21. FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS

21. 按公平值計入損益之金融資產

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Investment in convertible bonds, at fair value	按公平值計量之可換股債券投資	-	97,109

On 16 November 2020, the Company invested in the unsecured convertible bonds issued by Zhonghua Gas at a face value of HK\$97,800,000. Zhonghua Gas is listed on GEM (stock code: 8246), and is principally engaged in the provision of diverse integrated new energy services in China. The convertible bonds were for a term of 3 years, bearing interest at the rate of 8% per annum with the conversion price at HK\$0.27. The Company could exercise the conversion at any time until the maturity date, 16 November 2023.

The Group did not exercise any conversion right and Zhonghua Gas repaid all outstanding interest but defaulted on the principal, which was reclassified to prepayment, other receivables and other assets (note 20(a)) accordingly.

於二零二零年十一月十六日，本公司投資中華燃氣發行的無抵押可換股債券，面值為97,800,000港元。中華燃氣於GEM上市（股份代號：8246），主要從事於中國提供多元化綜合新能源服務。可換股債券之年期為三年，按年利率8%計息，換股價為0.27港元。本公司可於屆滿日期（二零二三年十一月十六日）前隨時行使換股權。

本集團未行使任何換股權，而中華燃氣悉數償還所有未償還利息，但拖欠本金，相關款項因而重新分類至預付款項、其他應收款項及其他資產（附註20(a)）。

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22. CASH AND CASH EQUIVALENTS AND PLEDGED DEPOSITS

22. 現金及現金等值物以及已抵押存款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cash and bank balances	現金及銀行結餘	917,314	844,619
Less: Pledged deposits	減：已抵押存款	(33,122)	(19,802)
Time deposits with original maturity of more than three months	原定到期日超過三個月的定期存款	-	(124,580)
Cash and cash equivalents	現金及現金等值物	884,192	700,237

As at 31 December 2023, pledged deposits represented the time deposits pledged to secure the repayment of interest arising from interest-bearing bank borrowings, amounted to HK\$33,122,000 (2022: HK\$19,802,000).

As at 31 December 2023, the cash and bank balances of the Group denominated in RMB amounted to HK\$16,053,000 (2022: HK\$16,396,000). The RMB is not freely convertible into other currencies, however, under Mainland China's Foreign Exchange Control Regulations and Administration of Settlement, and Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB for other currencies through banks authorised to conduct foreign exchange business.

Cash at banks earns interest at floating rates based on daily bank deposit rates. Short term time deposits are made for varying periods of between one day and three months in Hong Kong and Mainland China depending on the immediate cash requirements of the Group, and earn interest at the respective short term time deposit rates. The bank balances and pledged deposits are deposited with creditworthy banks with no recent history of default. The carrying amounts of these assets approximate to their fair values.

於二零二三年十二月三十一日，已抵押存款指已作抵押用以擔保償還計息銀行借貸利息之定期存款為33,122,000港元(二零二二年：19,802,000港元)。

於二零二三年十二月三十一日，本集團以人民幣計值之現金及銀行結餘為16,053,000港元(二零二二年：16,396,000港元)。人民幣不可自由兌換成其他貨幣。然而，根據中國大陸外匯管理條例以及結匯、售匯及付匯管理規定，本集團獲准透過獲授權進行外匯業務之銀行將人民幣兌換成其他貨幣。

銀行存款按每日銀行存款利率賺取浮動利息。香港及中國大陸之短期定期存款期由一日至三個月不等，視乎本集團之即時現金需求而定，並按各自之短期定期存款利率賺取利息。銀行結餘及已抵押存款存放於信譽良好且最近並無拖債記錄之銀行。此等資產之賬面值與其公平值相若。

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23. TRADE PAYABLES

An ageing analysis of the trade payables as at the end of the reporting period, based on the invoice date, is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 1 month	一個月以內	2,625	6,217
1 to 3 months	一至三個月	-	767
Over 3 months	三個月以上	-	173
Total	總計	2,625	7,157

The trade payables are non-interest-bearing and are normally settled on terms of 30 to 60 days.

24. OTHER PAYABLES AND ACCRUALS

Other tax payables	其他應付稅項	48,321	41,116
Accruals	應計費用	18,913	26,045
Other payables	其他應付款項	13,039	10,369
Total	總計	80,273	77,530

Other payables are non-interest-bearing and have no significant balances aged over one year.

23. 應付賬款

於呈報期間結算日，按發票日期計算，應付賬款之賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 1 month	一個月以內	2,625	6,217
1 to 3 months	一至三個月	-	767
Over 3 months	三個月以上	-	173
Total	總計	2,625	7,157

應付賬款並不計息及一般於30日至60日內清償。

24. 其他應付款項及應計費用

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Other tax payables	其他應付稅項	48,321	41,116
Accruals	應計費用	18,913	26,045
Other payables	其他應付款項	13,039	10,369
Total	總計	80,273	77,530

其他應付款項並不計息，以及並無賬齡超過一年之重大結餘。

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25. DERIVATIVE FINANCIAL INSTRUMENTS

25. 衍生金融工具

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Interest rate swaps	利率掉期合約	38,033	80,382
Less: portion classified as current portion	減：分類為即期部分之部分	38,033	50,008
Non-current portion	非即期部分	-	30,374

At 31 December 2023, the Group had an interest rate swap agreement in place with a notional amount of EUR175,000,000 whereby it received interest at a variable rate equal to the Europe Interbank Offered Rate ("EURIBOR") on the notional amount and paid interest at a fixed rate of 0.19% (2022: 0.19%). The swap is designated as a hedging instrument to hedge the exposure to changes in future cash outflows of interest arising from its 5-year secured loan (note 27).

於二零二三年十二月三十一日，本集團訂立了名義金額為175,000,000歐羅之利率掉期合約。據此，本集團就名義金額按相當於歐元區銀行同業拆息（「歐元區銀行同業拆息」）之浮動利率收取利息，並按固定息率0.19厘（二零二二年：0.19厘）支付利息。上述掉期合約被指定作為對沖工具，旨在對沖五年期有抵押貸款（附註27）利息之未來現金流出變動風險。

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25. DERIVATIVE FINANCIAL INSTRUMENTS (continued)

Cash flow hedge – Interest rate risk

There is an economic relationship between the hedged item and the hedging instrument as the terms of the interest rate swap critically match the terms of the fixed rate loan (i.e., notional amount, maturity, payment and reset dates). The Group has established a hedge ratio of 1:1 for the hedging relationships as the underlying risk of the interest rate swap is identical to that of the hedged risk component. In addition, based on quantitative assessment prepared by the management by comparing the changes in the fair value of the hedging instrument against the changes in the fair value of the hedge item attributable to the hedged risk, the hedge of the interest rate swap was assessed to be highly effective with insignificant ineffective portion. For the year ended 31 December 2023, the effective portion of the hedging instrument arising from the hedge of the interest rate swap was included in the hedging reserve as follows:

25. 衍生金融工具(續)

現金流量對沖—利率風險

由於利率掉期合約之條款與定息貸款之條款(即名義金額、到期日、付款及重訂日期)一致,故此被對沖項目與對沖工具之間存在經濟關係。本集團就對沖關係設定之對沖比率為1:1,原因為利率掉期合約之相關風險與被對沖風險部分之相關風險相同。此外,根據管理層透過將對沖工具的公平值變動與對沖風險應佔對沖項目的公平值變動進行對比而編製的定量評估,利率掉期合約對沖被評定為高度有效,而無效部分並不重大。截至二零二三年十二月三十一日止年度,利率掉期合約對沖所產生的對沖工具的有效部分已計入對沖儲備如下:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Total fair value gain included in the hedging reserve	計入對沖儲備之公平值收益總額	3,600	77,941
Deferred tax on changes in fair value	公平值變動之遞延稅項	(900)	(19,485)
Recognised in finance costs included in the statement of profit or loss (note 7)	於損益表之融資成本確認 (附註7)	(44,207)	(2,089)
Deferred tax on reclassification to profit or loss	重新分類至損益之 遞延稅項	11,052	522
Net (loss)/gain on cash flow hedges	現金流量對沖之 (虧損)/收益淨額	(30,455)	56,889

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26. LEASE LIABILITIES

The carrying amount of lease liabilities and the movements during the year are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	3,693	481
New leases	新訂租賃	88	4,602
Accretion of interest recognised during the year	年內已確認利息增加	150	145
Payments	付款	(1,769)	(1,529)
Exchange differences on translation	換算產生之匯兌差額	-	(6)
Carrying amount at 31 December	於十二月三十一日之賬面值	2,162	3,693
Analysed into:	分析：		
Current portion	即期部分	1,608	1,530
Non-current portion	非即期部分	554	2,163

Maturity profile of lease liabilities as at 31 December 2023 and 2022 is as follows:

於二零二三年及二零二二年十二月三十一日，租賃負債之到期情況如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	1,680	1,680
In the second year	第二年	560	1,680
In the third to five years, inclusive	第三至第五年(包括首尾兩年)	-	560
Total undiscounted lease liabilities	未貼現租賃負債總額	2,240	3,920
Discount amount	貼現額	(78)	227
Total present value of lease liabilities	租賃負債總現值	2,162	3,693
Current portion	即期部分	1,608	1,530
Non-current portion	非即期部分	554	2,163
Analysed into:	分析：		
Within one year	一年內	1,608	1,530
In the second year	第二年	554	1,609
In the third to fifth years, inclusive	第三至第五年 (包括首尾兩年)	-	554
Total present value of lease liabilities	租賃負債總現值	2,162	3,693

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27. INTEREST-BEARING BANK BORROWINGS

27. 計息銀行借貸

		2023 二零二三年			2022 二零二二年		
		Effective interest rate (%) 實際利率	Maturity 到期日	HK\$'000 千港元	Effective interest rate (%) 實際利率	Maturity 到期日	HK\$'000 千港元
Current	即期						
Bank loans - secured	銀行貸款－有抵押	0.19%+2.2%*	14 Oct 2024 二零二四年 十月十四日	1,502,706	-	-	-
Three-month	三個月歐元區						
EURIBOR+2.2% (i)	銀行同業拆息加2.2厘(i)						
Non-current	非即期						
Bank loans - secured	銀行貸款－有抵押	-	-	-	0.19%+2.2%*	14 Oct 2024	1,450,071
Three-month	三個月歐元區						
EURIBOR+2.2% (i)	銀行同業拆息加2.2厘(i)						
Total	總計			1,502,706			1,450,071

* Includes the effects of a related interest rate swap as disclosed in note 25 to the financial statements.

* 包括財務報表附註25所披露之相關利率掉期之影響。

		2023 二零二三年 HK\$'000 千港元		2022 二零二二年 HK\$'000 千港元	
Analysed into:	分析：				
Bank loans repayable:	銀行貸款還款期：				
Within one year	一年內	1,502,706	-	-	-
In the second year	第二年	-	1,450,071	1,450,071	-
Total	總計	1,502,706	1,450,071	1,450,071	-

(i) On 14 October 2019, the Group renewed loans of EUR175,000,000 from Societe Generale Corporate & Investment Banking, which bear interest at the three-month EURIBOR plus 2.2%, and will be repaid on 14 October 2024. The loans were pledged by the Group's hotel property situated in France, which had an aggregate carrying value of HK\$2,376,528,000 as at 31 December 2023 (2022: HK\$2,341,192,000). Deposits amounting to HK\$33,122,000 (2022: HK\$19,802,000) were pledged to secure the repayment of interest arising from interest-bearing bank borrowings.

(i) 於二零一九年十月十四日，本集團重續其向 Societe Generale Corporate & Investment Banking 借入之175,000,000歐羅貸款，有關借貸按三個月歐元區銀行同業拆息加2.2厘計息，並須於二零二四年十月十四日償還。上述貸款以本集團位於法國之酒店物業作抵押，其於二零二三年十二月三十一日之賬面總值為2,376,528,000港元（二零二二年：2,341,192,000港元）。金額為33,122,000港元（二零二二年：19,802,000港元）之存款已作抵押，作為償還計息銀行借貸所產生之利息之擔保。

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28. OTHER LONG TERM PAYABLES

28. 其他長期應付款項

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Defined benefit plans	界定福利計劃	2,224	1,699

Under defined-benefit plans, the Group has an obligation to provide benefits to employees of the Paris Marriott Hotel in France either on their retirement or when they leave the Paris Marriott Hotel. The Group's defined benefit plans are unfunded and are covered by provisions recorded in the financial statements. The Group's obligations under defined benefit plans are measured using the projected unit credit method. This method involves the use of long-term actuarial assumptions concerning demographic variables (such as employee turnover and mortality) and financial variables (such as future increases in salaries and discount rates). These variables are reviewed each year. The discount rate is determined by reference to the market yields at the reporting date of high quality corporate bonds.

根據界定福利計劃，在僱員於Paris Marriott Hotel退休或離職時，本集團有義務為法國Paris Marriott Hotel的僱員提供福利。本集團的界定福利計劃屬未置存基金性質，且由記錄在財務報表的撥備涵蓋。本集團於界定福利計劃項下的責任乃採用預計單位貸記法計量。該方法涉及使用有關人口統計變量(如僱員流動及死亡率)及財務變量(如未來薪金及貼現率增加)的長期精算假設。該等變量每年均會進行審核。貼現率乃經參考呈報日期高質量公司債券的市場收益率釐定。

The principal actuarial assumptions used for the major defined benefit plan of the Group as at the end of each reporting period are as follows:

於各呈報期間結算日，本集團主要界定福利計劃所用的主要精算假設如下：

		2023 二零二三年 %	2022 二零二二年 %
Discount rate	貼現率	3.22	3.84
Expected rate of salary increase	預期薪金增加比率	1.40	2.52

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28. OTHER LONG TERM PAYABLES (continued)

A quantitative sensitivity analysis for significant assumptions as at the end of the reporting period is shown below:

2023 二零二三年	Sensitivity of fair value to the input 公平值對輸入數據之敏感度
Discount rate 貼現率	5% increase/decrease would result in decrease/increase in defined benefit obligations by HK\$38,000 上升/下跌5%將會導致界定福利責任下跌/上升38,000港元
Expected rate of salary increase 預期薪金增加比率	5% increase/decrease would result in increase/decrease in defined benefit obligations by HK\$17,000 上升/下跌5%將會導致界定福利責任上升/下跌17,000港元
2022 二零二二年	Sensitivity of fair value to the input 公平值對輸入數據之敏感度
Discount rate 貼現率	5% increase/decrease would result in decrease/increase in defined benefit obligations by HK\$39,000 上升/下跌5%將會導致界定福利責任下跌/上升39,000港元
Expected rate of salary increase 預期薪金增加比率	5% increase/decrease would result in increase/decrease in defined benefit obligations by HK\$26,000 上升/下跌5%將會導致界定福利責任上升/下跌26,000港元

The sensitivity analysis above has been determined based on a method that extrapolates the impact on defined benefit obligations as a result of reasonable changes in key assumptions occurring at the end of each year. The sensitivity analysis is based on a change in a significant assumption, keeping all other assumptions constant. The sensitivity analysis may not be representative of an actual change in the defined benefit obligations as it is unlikely that changes in assumptions would occur in isolation of one another.

The total expenses recognised in the consolidated statement of profit or loss in respect of the plan are as follows:

28. 其他長期應付款項(續)

於呈報期間結算日，就重大假設所作
量化敏感度分析列示如下：

上述敏感度分析乃基於對界定福利責任因各年末主要假設出現合理變動而受到的影響進行推斷的方式釐定。敏感度分析基於某一重大假設的變動，同時所有其他假設保持不變。敏感度分析不表示界定福利責任的實際變動，是由於該等假設的變動通常不會孤立發生。

就該計劃於綜合損益表中確認的總開支如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current service cost 即期服務成本		225	153
Interest expense 利息開支		66	15
Total 總計		291	168

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28. OTHER LONG TERM PAYABLES (continued)

The movements in the present value of the defined benefit obligations are set out below:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	1,699	1,635
Current service cost	即期服務成本	225	153
Interest expense	利息開支	66	15
(Loss)/gain an actuarial changes in other comprehensive income	其他綜合收入精算變動產生之(虧損)/收益	174	(17)
Exchange realignment	匯兌調整	60	(87)
At 31 December	於十二月三十一日	2,224	1,699

The defined benefit plan is unfunded, and there are no expected contributions in the next 12 months.

The average duration of the defined benefit obligations as at 31 December 2023 was 10 to 30 years (31 December 2022: 10 to 30 years).

28. 其他長期應付款項(續)

界定福利責任的現值變動載列如下：

界定福利計劃屬未有置存基金撥資且未來十二個月並無預期供款。

於二零二三年十二月三十一日，界定福利責任的平均期限分別為10到30年(二零二二年十二月三十一日：10到30年)。

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29. DEFERRED TAX

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

Deferred tax liabilities

		Fair value adjustments from acquisition of subsidiaries upon purchase price allocation 於購買價格分攤後收購附屬公司所產生之公平值調整 HK\$'000 千港元	Cash flow hedges 現金流量對沖 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2023	於二零二三年一月一日	139,439	19,216	415	159,070
Deferred tax credited to the statement of profit or loss during the year (note 11)	年內計入損益表之遞延稅項(附註11)	(1,394)	-	(415)	(1,809)
Deferred tax credited to other comprehensive income during the year	年內計入其他全面收入之遞延稅項	-	(10,152)	-	(10,152)
Exchange differences on translation	換算產生之匯兌差額	4,457	444	-	4,901
Gross deferred tax liabilities at 31 December 2023	於二零二三年十二月三十一日之遞延稅項負債總額	142,502	9,508	-	152,010

Deferred tax assets

		Losses available for offsetting against future taxable profits 可供抵扣未來應課稅溢利之虧損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2023	於二零二三年一月一日	50,332	425	50,757
Deferred tax (charged)/credited to the statement of profit or loss during the year (note 11)	年內(扣除自)/計入損益表之遞延稅項(附註11)	(4,158)	1,595	(2,563)
Deferred tax credited to other comprehensive income during the year	年內計入其他全面收入之遞延稅項	-	43	43
Exchange differences on translation	換算產生之匯兌差額	1,546	36	1,582
Gross deferred tax assets at 31 December 2023	於二零二三年十二月三十一日之遞延稅項資產總額	47,720	2,099	49,819

29. 遞延稅項

遞延稅項負債及資產於年內之變動如下：

遞延稅項負債

		Fair value adjustments from acquisition of subsidiaries upon purchase price allocation 於購買價格分攤後收購附屬公司所產生之公平值調整 HK\$'000 千港元	Cash flow hedges 現金流量對沖 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2023	於二零二三年一月一日	139,439	19,216	415	159,070
Deferred tax credited to the statement of profit or loss during the year (note 11)	年內計入損益表之遞延稅項(附註11)	(1,394)	-	(415)	(1,809)
Deferred tax credited to other comprehensive income during the year	年內計入其他全面收入之遞延稅項	-	(10,152)	-	(10,152)
Exchange differences on translation	換算產生之匯兌差額	4,457	444	-	4,901
Gross deferred tax liabilities at 31 December 2023	於二零二三年十二月三十一日之遞延稅項負債總額	142,502	9,508	-	152,010

遞延稅項資產

		Losses available for offsetting against future taxable profits 可供抵扣未來應課稅溢利之虧損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2023	於二零二三年一月一日	50,332	425	50,757
Deferred tax (charged)/credited to the statement of profit or loss during the year (note 11)	年內(扣除自)/計入損益表之遞延稅項(附註11)	(4,158)	1,595	(2,563)
Deferred tax credited to other comprehensive income during the year	年內計入其他全面收入之遞延稅項	-	43	43
Exchange differences on translation	換算產生之匯兌差額	1,546	36	1,582
Gross deferred tax assets at 31 December 2023	於二零二三年十二月三十一日之遞延稅項資產總額	47,720	2,099	49,819

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29. DEFERRED TAX (continued)

Deferred tax assets (continued)

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position.

29. 遞延稅項(續)

遞延稅項資產(續)

就呈報而言，若干遞延稅項資產及負債已於綜合財務狀況報表中抵銷。

		HK\$'000 千港元
Net deferred tax assets recognised in the consolidated statement of financial position at 31 December 2023	於二零二三年十二月三十一日在綜合財務狀況報表中確認之遞延稅項資產淨值	40,311
Net deferred tax liabilities recognised in the consolidated statement of financial position at 31 December 2023	於二零二三年十二月三十一日在綜合財務狀況報表中確認之遞延稅項負債淨額	142,502

Deferred tax liabilities

遞延稅項負債

		Fair value adjustments from acquisition of subsidiaries upon purchase price allocation	Cash flow hedges	Others	Total
		於購買價格分攤後收購附屬公司所產生之公平值調整	現金流量對沖	其他	總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
As at 1 January 2022	於二零二二年一月一日	148,868	97	3,049	152,014
Deferred tax credited to the statement of profit or loss during the year (note 11)	年內計入損益表之遞延稅項(附註11)	(1,361)	-	(2,449)	(3,810)
Deferred tax charged to other comprehensive income during the year	年內在其他全面收入扣除之遞延稅項	-	18,963	-	18,963
Exchange differences on translation	換算產生之匯兌差額	(8,068)	156	(185)	(8,097)
Gross deferred tax liabilities at 31 December 2022	於二零二二年十二月三十一日之遞延稅項負債總額	139,439	19,216	415	159,070

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29. DEFERRED TAX (continued)

Deferred tax assets

29. 遞延稅項(續)

遞延稅項資產

		Losses available for offsetting against future taxable profits 可供抵扣 未來應課稅 溢利之虧損 HK\$'000 千港元	Others 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
As at 1 January 2022	於二零二二年一月一日	45,602	409	46,011
Deferred tax credited to the statement of profit or loss during the year (note 11)	年內計入損益表之遞延稅項(附註11)	7,137	42	7,179
Deferred tax charged to other comprehensive income during the year	年內在其他全面收入扣除之遞延稅項	-	(4)	(4)
Exchange differences on translation	換算產生之匯兌差額	(2,407)	(22)	(2,429)
Gross deferred tax assets at 31 December 2022	於二零二二年十二月三十一日之遞延稅項資產總額	50,332	425	50,757

For presentation purposes, certain deferred tax assets and liabilities have been offset in the consolidated statement of financial position.

就呈報而言，若干遞延稅項資產及負債已於綜合財務狀況報表中抵銷。

		HK\$'000 千港元
Net deferred tax assets recognised in the consolidated statement of financial position at 31 December 2022	於二零二二年十二月三十一日在綜合財務狀況報表中確認之遞延稅項資產淨值	31,126
Net deferred tax liabilities recognised in the consolidated statement of financial position at 31 December 2022	於二零二二年十二月三十一日在綜合財務狀況報表中確認之遞延稅項負債淨額	139,439

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29. DEFERRED TAX (continued)

Deferred tax assets (continued)

Deferred tax assets have not been recognised in respect of the following items:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Tax losses arising in Hong Kong ⁽ⁱ⁾	於香港產生之稅項虧損 ⁽ⁱ⁾	279,540	265,713
Deductible temporary differences in Hong Kong	於香港之可扣減暫時差額	11,337	-
Tax losses arising in Mainland China ⁽ⁱⁱ⁾	於中國大陸產生之稅項虧損 ⁽ⁱⁱ⁾	1,668	-
Deductible temporary differences in Mainland China	於中國大陸之可扣減暫時差額	113,593	108,581
Tax losses arising in Luxembourg ⁽ⁱⁱⁱ⁾	於盧森堡產生之稅項虧損 ⁽ⁱⁱⁱ⁾	757	757
Total	總計	406,895	375,051

- (i) The Group has tax losses arising in Hong Kong of HK\$279,540,000 (2022: HK\$265,713,000) that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.
- (ii) The Group has tax losses arising in Mainland China of HK\$1,668,000 (2022: nil) that will expire in five years for offsetting against future taxable profits of the companies in which the losses arose.
- (iii) The Group has tax losses arising in Luxembourg of HK\$757,000 (2022: HK\$757,000) that are available indefinitely for offsetting against future taxable profits of the entities in which the losses arose.

Deferred tax assets have not been recognised in respect of the above tax losses and deductible temporary differences arising in certain subsidiaries as they have been loss-making for some time and it is not considered probable that future taxable profits will be available against which the tax losses can be utilised.

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders.

29. 遞延稅項(續)

遞延稅項資產(續)

並無就下列項目確認遞延稅項資產：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Tax losses arising in Hong Kong ⁽ⁱ⁾	於香港產生之稅項虧損 ⁽ⁱ⁾	279,540	265,713
Deductible temporary differences in Hong Kong	於香港之可扣減暫時差額	11,337	-
Tax losses arising in Mainland China ⁽ⁱⁱ⁾	於中國大陸產生之稅項虧損 ⁽ⁱⁱ⁾	1,668	-
Deductible temporary differences in Mainland China	於中國大陸之可扣減暫時差額	113,593	108,581
Tax losses arising in Luxembourg ⁽ⁱⁱⁱ⁾	於盧森堡產生之稅項虧損 ⁽ⁱⁱⁱ⁾	757	757
Total	總計	406,895	375,051

- (i) 本集團於香港產生之稅項虧損為279,540,000港元(二零二二年：265,713,000港元)，可無限年期用作抵銷產生虧損之公司之日後應課稅溢利。
- (ii) 本集團於中國大陸產生之稅項虧損1,668,000港元(二零二二年：無)將於五年後到期，可供抵銷產生虧損之公司之日後應課稅溢利。
- (iii) 本集團於盧森堡產生之稅項虧損為757,000港元(二零二二年：757,000港元)，可無限年期用作抵銷產生虧損之實體之日後應課稅溢利。

並無就若干附屬公司所產生之上述稅項虧損及可扣稅暫時差額確認遞延稅項資產，原因為該等附屬公司已出現虧損一段時間，且彼等被視為於日後不大可能會產生應課稅溢利而令有關稅項虧損得以運用。

本公司向其股東派發股息並不附帶任何所得稅後果。

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30. ISSUED CAPITAL

		Number of shares		Issued capital	
		股份數目		已發行股本	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		'000	'000	HK\$'000	HK\$'000
		千股	千股	千港元	千港元
Ordinary shares of HK\$0.10 each	每股面值0.10港元之普通股				
Authorised:	法定：				
At beginning and end of year	於年初及年終	20,000,000	20,000,000	2,000,000	2,000,000
Issued and fully paid:	已發行及繳足：				
At beginning and end of year	於年初及年終	12,778,880	12,778,880	1,277,888	1,277,888

30. 已發行股本

31. SHARE OPTION SCHEME

The Company adopted a new share option scheme (the "2022 Option Scheme") on 2 June 2022, which is for the purpose of providing incentives or rewards to eligible participants for their contributions to the Group and/or to enable the Group to recruit and retain high calibre employees and attract human resources that are valuable to the Group. The 2022 Option Scheme became effective for a period of 10 years commencing on 2 June 2022.

Pursuant to the 2022 Option Scheme and Chapter 17 of the Listing Rules, the total number of shares in respect of which options may be granted under the 2022 Option Scheme and any other share option schemes of the Company shall not exceed 10% of the total number of shares in issue on its adoption date (the "Scheme Mandate Limit") unless the Company seeks the approval of the Shareholders in general meeting for refreshing the Scheme Mandate Limit. The subscription price for shares in respect of any options granted under the 2022 Option Scheme will be a price determined by the board of the directors of the Company, in its absolute discretion, but in any case will not be lower than the higher of (i) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of offer, which must be a trading day; (ii) the average closing price of the shares as stated in the Stock Exchange's daily quotation sheets for the five trading days immediately preceding the date of grant; and (iii) the nominal value of a share on the date of grant. Upon acceptance of the option, the grantee shall pay HK\$1.00 to the Company by way of consideration for the grant.

31. 購股權計劃

於二零二二年六月二日，本公司採納一項新的購股權計劃（「二零二二年購股權計劃」），其目的為獎勵及回報合資格參與人士對本集團所作之貢獻及／或讓本集團得以聘用及留聘優秀僱員，並吸引對本集團而言屬有價值之人力資源。二零二二年購股權計劃自二零二二年六月二日起計10年內生效。

根據二零二二年購股權計劃及上市規則第17章，根據二零二二年購股權計劃及本公司任何其他購股權計劃可授出之購股權涉及之股份總數不得超過於採納日期已發行股份總數10%（「計劃授權限額」），除非本公司於股東大會上尋求股東批准更新計劃授權限額。根據二零二二年購股權計劃授出之任何購股權涉及之股份認購價乃由本公司董事會絕對酌情決定之價格，惟於任何情況下不得低於以下各項之最高者：(i)股份於要約日期（須為交易日）在聯交所日報表所報收市價；(ii)股份於緊接授出日期前五個交易日在聯交所日報表所報平均收市價；及(iii)股份於授出日期之面值。於接納購股權時，承授人須向本公司支付1.00港元，作為獲授購股權之代價。

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31. SHARE OPTION SCHEME (continued)

No eligible participant shall be granted an option if the total number of shares of the Company issued and to be issued upon exercise of the options granted and to be granted (including both exercised and outstanding options) in any 12-month period up to the date of the proposed grant to such eligible participant would exceed 1% of the shares of the Company for the time being in issue unless the proposed grant has been approved by the shareholders of the Company in general meeting with the proposed eligible participant and his associates abstaining from voting.

Pursuant to Chapter 17 of the Listing Rules, the vesting period for options shall not be less than 12 months. An option may be exercised in accordance with the terms of the 2022 Option Scheme at any time during a period as the board of directors of the Company ("the Board") may in its absolute discretion determine which shall not be more than ten years from the date of grant of the option and subject to the provisions of early termination thereof. The Board may provide restrictions on the exercise of an option.

From the effective date of the 2022 Share Option Scheme to the date of approval of these financial statements, there were no share options granted, exercised, cancelled or forfeited/lapsed under the 2022 Option Scheme, nor any outstanding share options. At the date of approval of the financial information, the total ordinary shares available for issue under the 2022 Share Option scheme was 1,277,887,980 shares (31 December 2022: 1,277,887,980 shares), which represented 10% (31 December 2022: 10%) of the Company's shares in issue.

32. RESERVES

The amounts of the Group's reserves and the movements therein for the current and prior year are presented in the consolidated statement of changes in equity on page 89 of the financial statements.

31. 購股權計劃(續)

如在截至建議向合資格參與人士授出購股權當日之任何12個月期間內授予及將授予有關合資格參與人士之購股權(包括已行使及尚未行使之購股權)獲行使後所發行及將發行之本公司股份總數超過本公司當時已發行股份之1%，除非建議授出購股權一事已獲本公司股東於股東大會上批准，且於會上獲建議授出購股權之合資格參與人士及其聯繫人士均放棄投票，否則不得向合資格參與人士授出有關購股權。

根據上市規則第17章，購股權歸屬期間不得少於12個月。購股權持有人可根據二零二二年購股權計劃之條款，於本公司董事會(「董事會」)可絕對酌情決定之期間內任何時間行使購股權，惟行使期由購股權授出日期起計不得超過十年及受其提前終止條文規限。董事會可以設定有關行使購股權之限制。

自二零二二年購股權計劃生效日期至該等財務報表獲批准當日，概無根據二零二二年購股權計劃授出、行使、註銷或沒收/失效的購股權，亦無任何尚未行使的購股權。於財務資料批准日期，根據二零二二年購股權計劃可供發行的普通股總數為1,277,887,980股(二零二二年十二月三十一日：1,277,887,980股)，佔本公司已發行股份10%(二零二二年十二月三十一日：10%)。

32. 儲備

本集團於本年度及過往年度之儲備金額及其變動詳情於財務報表第89頁之綜合權益變動表呈列。

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33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Major non-cash transactions

During the year ended 31 December 2023, the Group had non-cash additions to right-of-use assets and lease liabilities of HK\$88,000 and HK\$88,000 (2022: HK\$4,602,000 and HK\$4,602,000), respectively, in respect of lease arrangements for buildings, motor vehicles and office equipment.

(b) Changes in liabilities arising from financing activities

The following are changes in liabilities arising from financing activities, except for the changes in lease liabilities which have been disclosed in note 26 to financial statements:

33. 綜合現金流量表附註

(a) 主要非現金交易

截至二零二三年十二月三十一日止年度，本集團有使用權資產及租賃負債之非現金增置分別為88,000港元及88,000港元（二零二二年：4,602,000港元及4,602,000港元），乃與樓宇、汽車及辦公室設備的租賃安排有關。

(b) 融資活動所產生之負債變動

以下為融資活動所產生之負債變動，惟租賃負債變動除外，其於財務報表附註26披露：

		Interest-bearing bank borrowings 計息銀行借貸 HK\$'000 千港元
At 1 January 2023	於二零二三年一月一日	1,450,071
Effective interest rate amortisation	實際利率攤銷	43,568
Interest paid	已付利息	(36,065)
Exchange differences on translation	換算產生之匯兌差額	45,132
At 31 December 2023	於二零二三年十二月三十一日	1,502,706

		Interest-bearing bank borrowings 計息銀行借貸 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	1,516,793
Effective interest rate amortisation	實際利率攤銷	46,133
Interest paid	已付利息	(39,476)
Exchange differences on translation	換算產生之匯兌差額	(73,379)
At 31 December 2022	於二零二二年十二月三十一日	1,450,071

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33. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (continued)

(c) Total cash outflow for leases

The total cash outflow for leases included in the statement of cash flows is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within operating activities	經營活動	21	28
Within financing activities	融資活動	1,769	1,529
Total	總計	1,790	1,557

34. PENSION SCHEME AND OTHER RETIREMENT BENEFITS

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

The total MPF costs charged to the consolidated statement of profit or loss are approximately HK\$177,000 (2022: HK\$177,000).

There is no provision under the MPF Scheme which whereby forfeited contributions may be used to reduce future contributions.

35. CONTINGENT LIABILITIES

As at 31 December 2023, the Group had no contingent liabilities (2022: nil).

36. PLEDGE OF ASSETS

Details of the Group's assets pledged for the Group's bank loans are included in note 14 and note 22 to the financial statements.

33. 綜合現金流量表附註(續)

(c) 租賃之現金流出總額

現金流量表所載租賃之現金流出總額如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within operating activities	經營活動	21	28
Within financing activities	融資活動	1,769	1,529
Total	總計	1,790	1,557

34. 退休金計劃及其他退休福利

本集團根據強制性公積金計劃條例為其所有香港合資格僱員設立一項定額供款強制性公積金退休福利計劃(「強積金計劃」)。根據強積金計劃之規則，供款乃根據僱員基本薪金某個百分比作出，並於應付時在損益表中支銷。強積金計劃之資產由一項獨立管理基金持有，與本集團之資產分開持有。本集團向強積金計劃作出僱主供款時，有關供款即全數歸屬予僱員。

於綜合損益表支銷之強積金總成本為約177,000港元(二零二二年：177,000港元)。

強積金計劃並無有關沒收供款可用以扣減未來供款之規定。

35. 或然負債

於二零二三年十二月三十一日，本集團並無任何或然負債(二零二二年：無)。

36. 資產抵押

本集團就其銀行貸款而質押之資產詳情載於財務報表附註14及附註22。

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財務報表附註

For the year ended 31 December 2023
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37. LEASES

The Group as a lessee

The Group has lease contracts for various items of buildings, motor vehicles and office equipment used in its operations. Leases of buildings and motor vehicles generally have lease terms between 2 and 3 years, while office equipment generally has lease terms between 3 and 4 years. Generally, the Group is restricted from assigning and subleasing the leased assets outside the Group.

- (a) *Right-of-use assets and lease liabilities*
Detailed information regarding right-of-use assets and lease liabilities has been set out in notes 15 and 26, respectively, to the financial statements.
- (b) *The amounts recognised in profit or loss in relation to leases are as follows:*

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	150	145
Depreciation charge of right-of-use assets	使用權資產折舊開支	1,599	1,614
Expense relating to short-term leases (included in administrative expenses)	有關短期租賃之開支(計入 行政開支)	21	28
Total amount recognised in profit or loss	在損益表中確認之總金額	1,770	1,787

- (c) The total cash outflow for leases and non-cash additions to right-of-use assets and lease liabilities are disclosed in note 33(c) to the financial statements.

The Group as a lessor

The Group leases one of its buildings in Mainland China under operating lease arrangement, with a lease term of within one year. Rental income recognised by the Group during the year was HK\$1,380,000 (2022: HK\$1,649,000), details of which are included in note 5 to the financial statements.

37. 租賃

本集團作為承租人

本集團具有涉及業務運作所使用的樓宇、汽車及辦公室設備等多個項目的租賃合約。樓宇及汽車之租賃之租期一般為2年至3年；而辦公室設備之租期一般為3年至4年。基本上，本集團不得向本集團以外人士轉讓及分租租賃資產。

- (a) *使用權資產及租賃負債*
使用權資產及租賃負債之詳情分別載於財務報表附註15及附註26。
- (b) *在損益表中確認之租賃相關金額如下：*

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest on lease liabilities	租賃負債利息	150	145
Depreciation charge of right-of-use assets	使用權資產折舊開支	1,599	1,614
Expense relating to short-term leases (included in administrative expenses)	有關短期租賃之開支(計入 行政開支)	21	28
Total amount recognised in profit or loss	在損益表中確認之總金額	1,770	1,787

- (c) 租賃之現金流出總額以及使用權資產及租賃負債之非現金增置於財務報表附註33(c)披露。

本集團作為出租人

本集團根據經營租賃安排出租其位於中國大陸的其中一幢樓宇，租期少於一年。年內，本集團已確認之租金收入為1,380,000港元(二零二二年：1,649,000港元)，有關詳情載於財務報表附註5。

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37. LEASES (continued)

The Group as a lessor (continued)

At 31 December 2023 and 2022, undiscounted lease payments receivable by the Group in future periods under non-cancellable operating leases with its tenant are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	1,840	899
After one year but within two years	一年後但兩年內	2,125	-
After two years but within three years	兩年後但三年內	2,125	-
Total	總計	6,090	899

38. COMMITMENTS

The Group had the following capital commitments at the end of the reporting periods:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Contracted, but not provided for: Hotel properties	已訂約但未撥備： 酒店物業	2,907	7,252

39. RELATED PARTY TRANSACTIONS

(a) Related party transactions

In addition to the transactions detailed elsewhere in these financial statements, the Group had the following transactions with related parties during the period:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
An associate: Interest income	聯營公司： 利息收入	-	7,222

37. 租賃(續)

本集團作為出租人(續)

於二零二三年及二零二二年十二月三十一日，根據本集團與其租戶訂立之不可撤銷經營租賃，本集團於未來期間的未貼現應收租賃款項如下：

38. 承擔

本集團於呈報期間結算日有下列資本承擔：

39. 關聯人士交易

(a) 關聯人士交易

除該等財務報表其他地方詳述之交易外，本集團於期內與關聯人士訂立下列交易：

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39. RELATED PARTY TRANSACTIONS (continued)

(b) Outstanding balances with related parties:

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
Loan to an associate	提供予聯營公司之貸款	216,946	223,330
Provision for impairment	減值撥備	(106,018)	(100,783)
		110,928	122,547

The loan to an associate was secured by collateral provided by the associate, bearing interest rate of 6% per annum. The Group regularly monitors the business performance of the associate. As at 31 December 2023, the loan was past due for more than 90 days and, therefore, classified as Stage 3 (31 December 2022: Stage 3). An impairment loss of HK\$8,163,000 (2022: HK\$3,525,000) was recognised during the year, taking into consideration of the recoverability of collateral held.

During the year, the People's Court of Leling City, Shandong, the PRC (山東省樂陵市人民法院) (the "Court") dismissed the Group's application for enforcement of the collateral as arbitration was the designated dispute resolution according to the loan agreement. The associate submitted an application to the Court for liquidation restructuring in December 2023 and the Court approved the commencement of pre-reorganisation liquidation procedures in March 2024. The Group had sought legal advice and believed that the potential liquidation would not have material adverse effect on its priority to enforcement of the collateral.

39. 關聯人士交易(續)

(b) 關聯人士之未償還結餘：

提供予聯營公司之貸款由該聯營公司所提供的抵押品作抵押，按年利率6%計息。本集團定期監察該聯營公司的業務表現。於二零二三年十二月三十一日，貸款已逾期超過90日，因此，歸類至第三階段(二零二二年十二月三十一日：第三階段)。經計及所持有抵押品的可收回性，年內已確認減值虧損8,163,000港元(二零二二年：3,525,000港元)。

年內，中國山東省樂陵市人民法院(「法院」)駁回本集團要求執行抵押品的申請，原因為根據貸款協議，仲裁屬指定爭議議案。該聯營公司於二零二三年十二月向法院申請破產重整，且法院於二零二四年三月批准啟動破產預重整程序。本集團已尋求法律意見，並認為潛在的清算不會對其執行抵押品的優先權產生重大不利影響。

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39. RELATED PARTY TRANSACTIONS (continued)

(c) Compensation of key management personnel of the Group

Key management personnel of the Group include two (2022: two) executive directors, the respective remuneration of which has been disclosed in note 9 to financial statements.

Having due regard to the substance of the relationships, the directors are of the opinion that meaningful information relating to related party disclosures has been adequately disclosed.

40. FINANCIAL INSTRUMENTS BY CATEGORY

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

2023

Financial assets

		Derivatives designated as hedge instruments in hedge relationships 在對沖關係中指定為對沖工具之衍生工具	Financial assets at amortised cost 按攤銷成本計算之金融資產	Total
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Loan to an associate	提供予聯營公司之貸款	-	110,928	110,928
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產之金融資產	-	81,809	81,809
Trade receivables	應收賬款	-	12,553	12,553
Pledged deposits	已抵押存款	-	33,122	33,122
Derivative financial instruments	衍生金融工具	38,033	-	38,033
Cash and cash equivalents	現金及現金等值物	-	884,192	884,192
Total	總計	38,033	1,122,604	1,160,637

39. 關聯人士交易(續)

(c) 本集團主要管理人員之報酬

本集團之主要管理人員包括兩名(二零二二年:兩名)執行董事(彼等各自之薪酬已於財務報表附註9披露)。

經充分考慮各方之關係性質後,董事認為已充分披露與關連人士披露有關且具有意義的資料。

40. 按類別劃分之金融工具

於呈報期間結算日,各類別金融工具之賬面值如下:

二零二三年

金融資產

Derivatives designated as hedge instruments in hedge relationships 在對沖關係中指定為對沖工具之衍生工具	Financial assets at amortised cost 按攤銷成本計算之金融資產	Total
HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元

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40. FINANCIAL INSTRUMENTS BY CATEGORY (continued)

40. 按類別劃分之金融工具(續)

Financial liabilities

金融負債

		Financial liabilities at amortised cost 按攤銷成本計算之金融負債 HK\$'000 千港元
Trade payables	應付賬款	2,625
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用之金融負債	13,039
Lease liabilities	租賃負債	2,162
Interest-bearing bank borrowings	計息銀行借貸	1,502,706
Total	總計	1,520,532

2022

二零二二年

Financial assets

金融資產

	Derivatives designated as hedge instruments in hedge relationships 在對沖關係中指定為對沖工具之衍生工具 HK\$'000 千港元	Financial assets at fair value through profit or loss 按公平值計入損益之金融資產 HK\$'000 千港元	Financial assets at amortised cost 按攤銷成本計算之金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Loan to an associate	提供予聯營公司之貸款	-	122,547	122,547
Financial assets included in prepayments, other receivables and other assets	計入預付款項、其他應收款項及其他資產之金融資產	-	2,562	2,562
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	97,109	-	97,109
Trade receivables	應收賬款	-	12,111	12,111
Time deposits	定期存款	-	124,580	124,580
Pledged deposits	已抵押存款	-	19,802	19,802
Derivative financial instruments	衍生金融工具	80,382	-	80,382
Cash and cash equivalents	現金及現金等值物	-	700,237	700,237
Total	總計	80,382	981,839	1,159,330

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40. FINANCIAL INSTRUMENTS BY CATEGORY

(continued)

Financial liabilities

40. 按類別劃分之金融工具(續)

金融負債

		Financial liabilities at amortised cost 按攤銷成本計算之金融負債 HK\$'000 千港元
Trade payables	應付賬款	7,157
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用之金融負債	10,369
Lease liabilities	租賃負債	3,693
Interest-bearing bank borrowings	計息銀行借貸	1,450,071
Total	總計	1,471,290

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41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS

The carrying amounts and fair values of the Group's financial instruments, other than those with carrying amounts that reasonably approximate to fair values, are as follows:

		Carrying amounts		Fair values	
		賬面值		公平值	
		2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Financial assets	金融資產				
Financial assets at fair value through profit or loss	按公平值計入損益之金融資產	-	97,109	-	97,109
Derivative financial instruments	衍生金融工具	38,033	80,382	38,033	80,382
Total	總計	38,033	177,491	38,033	177,491

Management has assessed that the fair values of cash and cash equivalents, time deposits, pledged deposits, trade receivables, trade payables, financial assets included in prepayments, other receivables and other assets, a loan to an associate, financial liabilities included in other payables and accruals, the current portion of interest-bearing bank borrowings and the current portion of lease liabilities approximate to their carrying amounts largely due to the short term maturities of these instruments.

Management has assessed that the fair values of the non-current portion of interest-bearing bank borrowings of the Group approximate to their fair values due to their floating interest rates.

Management has assessed that the fair values of the non-current portion of lease liabilities and financial liabilities included in other long-term payables of the Group approximate to their carrying amounts due to their carrying amounts are present value and internal rates of return are close to rates currently available for instruments with similar terms, credit risk and remaining maturities.

41. 金融工具之公平值及公平值層級

下表列示本集團之金融工具之賬面值及公平值(惟賬面值與公平值合理相若者除外)：

管理層已評估下列各項之公平值：現金及現金等值物、定期存款、已抵押存款、應收賬款、應付賬款、計入預付款項、其他應收款項及其他資產之金融資產、提供予聯營公司之貸款、計入其他應付款項及應計費用之金融負債、計息銀行借貸之即期部分及租賃負債之即期部分，由於上述工具於短期內到期，故其公平值與賬面值相若。

根據管理層所作評估，由於按浮動息率計息，故此本集團計息銀行借貸非即期部分之公平值與其公平值相若。

管理層評定本集團租賃負債及計入其他長期應付款項之金融負債非即期部分之公平值與其賬面值相若，原因是其賬面值就是現值，且內部回報率與具有類似條款、信貸風險及剩餘年期之工具之現行回報率接近。

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41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The Group's corporate finance department headed by the finance manager is responsible for determining the policies and procedures for the fair value measurement of financial instruments. The corporate finance team reports directly to the chief financial officer and the audit committee. At each reporting date, the corporate finance team analyses the movements in the values of financial instruments and determines the major inputs applied in the valuation. The valuation is reviewed and approved by the chief financial officer.

The fair values of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following methods and assumptions were used to estimate the fair values:

The fair values of the non-current portion of lease liabilities and other long-term payables have been calculated by discounting the expected future cash flows using rates currently available for instruments with similar terms, credit risk and remaining maturities. The changes in fair value as a result of the Group's own non-performance risk for lease liabilities as at 31 December 2023 and 31 December 2022 were assessed to be insignificant.

The fair value of financial assets at fair value through profit or loss has been determined by reference to the valuation carried out by an external independent valuer by using binomial model. The model involves estimates on time to expiration, risk free rate, share price, expected volatility, discount rates and others. The significant unobservable input used in the fair value measurement is the expected volatility. The fair value measurement is positively correlated to the expected volatility. Any changes in the major inputs used in the model will result in changes in the fair value of financial assets at fair value through profit or loss. The variables and assumptions used in calculating the fair value are based on the directors' best estimate.

41. 金融工具之公平值及公平值層級(續)

本集團之企業財務部門由財務經理領導，專責釐定金融工具公平值計量之政策及程序。企業財務團隊直接向財務總監及審核委員會匯報。於各個呈報日期，企業財務團隊會分析金融工具之價值變動，並釐定估值所應用之主要輸入數據。估值由財務總監審閱及審批。

金融資產及負債之公平值以該工具於自願交易方(而非強迫或清倉銷售)當前交易下之可交易金額入賬。本集團使用下列方法及假設估算公平值：

租賃負債及其他長期應付款項非即期部分之公平值乃按具有類似條款、信貸風險及剩餘年期之工具之現行適用利率，貼現預期未來現金流量之方式計算。於二零二三年十二月三十一日及二零二二年十二月三十一日，就租賃負債而言，本集團本身之不履約風險所導致之公平值變動被評定為甚微。

按公平值計入損益之金融資產之公平值經參考外聘獨立估值師採用二項式模式進行的估值釐定。該模式涉及到期時間估計、無風險利率、股價、預期波幅、貼現率及其他因素。公平值計量採用之重大不可觀察輸入數據為預期波幅。公平值計量與預期波幅成正比。該模式所用之主要輸入數據之任何變動將導致按公平值計入損益之金融資產之公平值變動。計算公平值所用之可變因素及假設乃基於董事最佳估計得出。

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41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

The Group enters into derivative financial instruments with creditworthy financial institutions. Derivative financial instruments, mainly interest rate swaps, are measured using valuation techniques similar to swap models, using present value calculations. The models incorporate various market observable input including the credit quality of counterparties and interest rate curves. The carrying amounts of interest rate swaps are the same as their fair values.

Fair value hierarchy

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

Financial assets measured at fair value

As at 31 December 2023

於二零二三年十二月三十一日

		Fair value measurement using 使用以下各項進行公平值計量			
		Quoted prices in active markets (Level 1) 活躍市場 之報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元
Derivative financial instruments	衍生金融工具	-	38,033	-	38,033

41. 金融工具之公平值及公平值層級(續)

本集團與信譽良好的財務機構訂立衍生金融工具。衍生金融工具(主要為利率掉期合約)按類似掉期模式之估值技術，使用現值計算法計量。有關模式計入數項市場可觀察輸入數據，包括對手方之信貸質素及利率曲線。利率掉期合約之賬面值與其公平值相同。

公平值層級

下表列出本集團金融工具之公平值計量層級：

按公平值計量之金融資產

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41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Financial assets measured at fair value (continued)

As at 31 December 2022
於二零二二年十二月三十一日

	Quoted prices in active markets (Level 1) 活躍市場 之報價 (第一級) HK\$'000 千港元	Significant observable inputs (Level 2) 重大可觀察 輸入數據 (第二級) HK\$'000 千港元	Significant unobservable inputs (Level 3) 重大不可觀察 輸入數據 (第三級) HK\$'000 千港元	Total 總計 HK\$'000 千港元	
Derivative financial instruments Financial assets at fair value through profit or loss	衍生金融工具 按公平值計入損益 之金融資產	-	80,382	-	80,382
		-	-	97,109	97,109

Below is a summary of significant unobservable inputs to the valuation together with a quantitative sensitivity analysis as at 31 December 2022:

下表概述於二零二二年十二月三十一日估值所使用之重大不可觀察輸入數據連同定量敏感度分析：

31 December 2022 二零二二年十二月三十一日	Valuation technique 估值技術	Significant unobservable input 重大不可觀察 輸入數據	Range 範圍	Sensitivity of fair value to the input 公平值對 輸入數據之敏感度
Financial assets at fair value through profit or loss 按公平值計入損益之金融資產	Binomial mode 二項式模式	Spot price 現貨價格	0.18	5% increase/decrease would result in increase/decrease in fair value by 1% 上升/下跌5%將會導致公平值 上升/下跌1%

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41. FAIR VALUE AND FAIR VALUE HIERARCHY OF FINANCIAL INSTRUMENTS (continued)

Fair value hierarchy (continued)

Financial assets measured at fair value (continued)

The movements in fair value measurements within Level 3 during the year are as follows:

41. 金融工具之公平值及公平值層級(續)

公平值層級(續)

按公平值計量之金融資產(續)

年內第三級公平值計量之變動如下：

			Financial assets at fair value through profit or loss 按公平值 計入損益之 金融資產
		Note 附註	HK\$'000 千港元
1 January 2022	二零二二年一月一日		96,714
Gain recognised in the statement of profit or loss included in other income and gains	於損益表確認並計入其他收入及收益之收益		395
As at 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日		97,109
Transfer to prepayments, other receivables and other assets	轉撥至預付款項、其他應收款項及其他資產	20(a)	(97,109)
As at 31 December 2023	於二零二三年十二月三十一日		-

During the year, there were no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 for financial liabilities (2022: Nil).

年內，就金融負債而言，第一級和第二級公平值計量之間並無任何轉移，第三級亦無任何轉入或轉出(二零二二年：無)。

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42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's principal financial instruments, other than derivatives, comprise interest-bearing bank borrowings and cash and cash equivalents. The main purpose of these financial instruments is to raise finance for the Group's operations. The Group has various other financial assets and liabilities such as trade receivables, loan receivables, other receivables, trade payables and other payables, which arise directly from its operations.

The Group also enters into derivative transactions, principally interest rate swaps. The purpose is to manage the interest rate arising from the Group's sources of finance.

The main risks arising from the Group's financial instruments are credit risk and liquidity risk. Management reviews and agrees policies for managing each of these risks, which are summarised below. The Group's accounting policies in relation to financial instruments are set out in note 2.4 to the financial statements.

Credit risk

Credit risk is the risk that a counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Group is exposed to credit risk from its operating activities (primarily loans receivable).

The Group trades only with recognised and creditworthy third parties and related parties. It is the Group's policy that all customers who wish to trade on credit terms are subject to credit verification procedures. In addition, receivable balances are monitored on an ongoing basis and the Group's exposure to bad debts is not significant.

Maximum exposure and year-end staging

The carrying amounts of cash and cash equivalents, time deposit, pledged deposits, trade receivables, financial assets included in prepayments, other receivables, other assets and loan to an associate included in the consolidated statement of financial position represent the Group's maximum exposure to credit risk in relation to its financial assets. The Group has no other financial assets which carry significant exposure to credit risk.

The ECL stage classification for the loan to an associate is disclosed in notes 20(a) and 39(b) to the financial statements. In addition, the rest of the financial assets at amortised cost applying the general approach were classified as Stage 1 in terms of ECLs as at 31 December 2023 and 2022.

42. 財務風險管理目標及政策

本集團之主要金融工具(衍生工具除外)包括計息銀行借貸以及現金及現金等值物。此等金融工具之主要目的在於為本集團業務運作籌集資金。本集團還有其他多項金融資產及負債，包括應收賬款、應收貸款、其他應收款項、應付賬款及其他應付款項，乃直接自其業務產生。

本集團亦訂立了衍生工具交易，其主要是利率掉期合約，旨在管理本集團融資來源所產生之利率。

本集團金融工具所產生之主要風險包括信貸風險及流動資金風險。管理層檢討及協定管理各項有關風險之政策，有關詳情概述於下文。本集團有關金融工具之會計政策載於財務報表附註2.4。

信貸風險

信貸風險指因對手方未能履行在金融工具或客戶合約下之責任而帶來財務損失之風險。本集團之經營活動(主要是應收貸款)令其承受信貸風險。

本集團只會與獲認可兼信譽良好的第三方及關聯人士進行交易。本集團之政策是，所有有意按信貸條款交易之客戶必須進行信貸核實程序。此外，本集團會持續監察應收款項結餘及本集團所面對之壞賬風險並不重大。

最高風險及年末階段

入賬綜合財務狀況報表之現金及現金等值物、定期存款、已抵押存款、應收賬款、計入預付款項、其他應收款項、其他資產之金融資產及提供予聯營公司之貸款之賬面值為本集團就金融資產所承擔之信貸風險最高值。本集團並無任何其他附有重大信貸風險之金融資產。

提供予聯營公司之貸款的預期信貸虧損階段分類於財務報表附註20(a)及39(b)披露。此外，於二零二三年及二零二二年十二月三十一日，就計算預期信貸虧損而言，應用一般處理方法計算按攤銷成本計算之餘下金融資產分類為第一階段。

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42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Liquidity risk

The Group's treasury department closely monitors the Group's cash flow positions on a regular basis to ensure that the cash flows of the Group are positive. The Group aims to maintain flexibility in funding by keeping committed credit lines available, obtaining debentures from specific entities and borrowing loans from banks.

The maturity profile of the Group's financial liabilities as at the end of the reporting period, based on the contractual undiscounted payments, is as follows:

		2023 二零二三年			
		Less than 3 months	3 to less than 12 months	1 to 5 years	Total
		3個月內	3個月至 12個月內	1年至5年	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade payables	應付賬款	2,625	-	-	2,625
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用之金融負債	13,039	-	-	13,039
Lease liabilities	租賃負債	420	1,260	560	2,240
Interest-bearing bank borrowings	計息銀行借貸	19,501	1,556,437	-	1,575,938
Total	總計	35,585	1,557,697	560	1,593,842

		2022 二零二二年			
		Less than 3 months	3 to less than 12 months	1 to 5 years	Total
		3個月內	3個月至 12個月內	1年至5年	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Trade payables	應付賬款	6,984	173	-	7,157
Financial liabilities included in other payables and accruals	計入其他應付款項及應計費用之金融負債	10,369	-	-	10,369
Lease liabilities	租賃負債	420	1,260	2,240	3,920
Interest-bearing bank borrowings	計息銀行借貸	13,922	41,312	1,484,707	1,539,941
Total	總計	31,695	42,745	1,486,947	1,561,387

42. 財務風險管理目標及政策(續)

流動資金風險

本集團之庫務部門定期並密切監察本集團之現金流量狀況，以確保本集團之現金流量屬正數。本集團透過維持已承諾並可動用之信貸融資限額、向特定實體獲取債券及向銀行借入貸款，致力維持資金靈活性。

根據合約未貼現款項計算，本集團金融負債於呈報期間結算日之到期情況如下：

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42. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (continued)

Capital management

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

The Group manages its capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders, return capital to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the years ended 31 December 2023 and 31 December 2022.

The Group monitors capital using a gearing ratio, which is total borrowings divided by total assets. Total borrowings include interest-bearing bank borrowings. The gearing ratios as at the end of the reporting periods were as follows:

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Total borrowings	借貸總額			
Interest-bearing bank borrowings	計息銀行借貸	27	1,502,706	1,450,071
Total assets	資產總值		3,668,046	3,616,583
Gearing ratio	資產負債比率		41.0%	40.1%

42. 財務風險管理目標及政策(續)

資本管理

本集團資本管理之主要目標為保障本集團持續經營之能力及維持穩健資本比例，以支援其業務及盡量提升股東價值。

本集團管理其資本結構，並因應經濟情況變化及相關資產之風險特色作出調整。為維持或調整資本結構，本集團或會調整向股東派發之股息款項、向股東退回資本或發行新股。本集團不受任何外部施加的資本規定所限。截至二零二三年十二月三十一日及二零二二年十二月三十一日止年度，資本管理之目標、政策或程序概無變動。

本集團使用資產負債比率(即借貸總額除以資產總值)監察資本。借貸總額包括計息銀行借貸。於呈報期間結算日之資產負債比率如下：

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43. EVENTS AFTER THE REPORTING PERIOD

As at the date of approval of the financial statements, in addition to notes 20(a) and 39(b) to the financial statements, there was no material subsequent event undertaken by the Group.

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

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

43. 呈報期間後事項

於財務報表批准日期，除財務報表附註20(a)及39(b)外，本集團未發生重大期後事項。

44. 本公司之財務狀況報表

於呈報期間結算日本公司之財務狀況報表之資料如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產		
Investments in subsidiaries	於附屬公司之投資	155,950	155,950
Total non-current assets	非流動資產總值	155,950	155,950
CURRENT ASSETS	流動資產		
Due from subsidiaries	應收附屬公司款項	1,375,841	1,361,584
Other receivables and prepayments	其他應收款項及預付款項	232	937
Time deposits	定期存款	-	124,580
Cash and cash equivalents	現金及現金等值物	594,839	458,277
Total current assets	流動資產總值	1,970,912	1,945,378
CURRENT LIABILITIES	流動負債		
Other payables and accruals	其他應付款項及應計費用	2,149	2,215
Total current liabilities	流動負債總額	2,149	2,215
NET CURRENT ASSETS	流動資產淨值	1,968,763	1,943,163
TOTAL ASSETS LESS CURRENT LIABILITIES	總資產減流動負債	2,124,713	2,099,113
Net assets	資產淨值	2,124,713	2,099,113
EQUITY	權益		
Share capital	股本	1,277,888	1,277,888
Reserves (note)	儲備(附註)	846,825	821,225
Total equity	權益總額	2,124,713	2,099,113

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

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

44. STATEMENT OF FINANCIAL POSITION OF THE COMPANY (continued)

Note:

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

		Share premium 股份溢價 HK\$'000 千港元	Share option reserve 購股權儲備 HK\$'000 千港元	Translation reserve 匯兌儲備 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	1,027,637	2,158	23,350	(142,126)	911,019
Loss and total comprehensive loss for the year	年內虧損及全面虧損總額	-	-	-	(89,794)	(89,794)
Transfer of share option reserve upon the lapsed of share options	於購股權失效後轉撥購股權儲備	-	(2,158)	-	2,158	-
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	1,027,637	-	23,350	(229,762)	821,225
Profit and total comprehensive loss for the year	年內溢利及全面虧損總額	-	-	-	25,600	25,600
At 31 December 2023	於二零二三年十二月三十一日	1,027,637	-	23,350	(204,162)	846,825

44. 本公司之財務狀況報表(續)

附註：

以下為本公司儲備概要：

45. APPROVAL OF THE FINANCIAL STATEMENTS

The financial statements were approved and authorised for issue by the board of directors on 25 March 2024.

45. 批准財務報表

財務報表已於二零二四年三月二十五日獲董事會批准並授權刊發。

FIVE YEAR FINANCIAL SUMMARY

五年財務概要

A summary of the results and of the assets, liabilities of the Group for the last five financial years, as extracted from the published audited financial statements and re-presented/reclassified as appropriate, is set out below.

以下為本集團過去五個財政年度之業績、資產及負債概覽，有關資料乃摘錄自己刊發之經審核財務報表，並作出適當之重報／重新分類後呈報。

		Year ended 31 December 截至十二月三十一日止年度				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
RESULTS	業績					
REVENUE	收益	293,620	153,519	93,934	37,770	244,685
PROFIT/(LOSS) BEFORE TAX	除稅前溢利／(虧損)	861	(48,939)	(169,871)	(442,150)	(27,059)
Income tax (expense)/credit	所得稅(開支)／抵免	(3,258)	7,823	5,508	109,276	(3,556)
LOSS FOR THE YEAR	年內虧損	(2,397)	(41,116)	(164,363)	(332,874)	(30,615)

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

資產、負債及非控股權益

		As at 31 December 於十二月三十一日				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
Total assets	總資產	3,668,046	3,616,583	3,715,223	4,067,167	4,210,121
Total liabilities	總負債	(1,740,224)	(1,685,937)	(1,731,488)	(1,855,326)	(1,787,282)
		1,927,822	1,930,646	1,983,735	2,211,841	2,422,839



KAI YUAN HOLDINGS LIMITED
開源控股有限公司