



ISP

ISP HOLDINGS LIMITED
昇柏控股有限公司

(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: 02340.HK

2023

ANNUAL REPORT 年報

MISSION 使命

We are committed to creating value for stakeholders by providing comprehensive and innovative solutions that achieve high quality results.

我們致力為持份者創造價值，
為他們提供全面及創新的方案，
以達至高質素成效。

VALUES 企業價值

Customer Focus 以客為本

Integrity 正直誠實

Teamwork 群策群力

Innovation 不斷創新

Pursuit of Excellence 追求卓越

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SIGNIFICANT EVENTS OF THE YEAR

本年大事回顧

JAN
一月



Awarded a contract for reinstatement work of two floors of a commercial building in Central.
承接一項中環一幢商業大廈其中兩層的修復工程合約。

FEB
二月



Awarded a contract for hoarding work of a commercial building in Kowloon Bay.
承接一項九龍灣一幢商業大廈的圍板工程合約。

SIGNIFICANT EVENTS OF THE YEAR

本年大事回顧

MAR
三月



Recognised as MPF Good Employer 2022-2023 by The Mandatory Provident Fund Schemes Authority.

榮獲強制性公積金計劃管理局嘉許為積金好僱主2022-2023。

MAY
五月



Practical completion of a nominated sub-contract for fitting-out works of a composite building in Mong Kok.

旺角一棟綜合大樓的指定裝修工程分判合約實際竣工。



SIGNIFICANT EVENTS OF THE YEAR

本年大事回顧

OCT
十月



Won three awards including Proactive Safety Contractor Award for the Year 2022, Safety Person-in-charge Award for the Year 2022 and Safe Supervisor Award for the Year 2022 from the Hong Kong Construction Association.

榮獲香港建造商會頒發2022年積極推動安全承建商獎、2022年安全主管獎及2022年安全監工獎等三個獎項。



NOV
十一月



Awarded a contract for provision of a registered general building contractor service for staircase works of a shopping mall in Causeway Bay.

承接一項銅鑼灣一幢購物中心樓梯工程提供註冊一般建築承建商服務合約。

SIGNIFICANT EVENTS OF THE YEAR 本年大事回顧



Won Zero Accident Ambassador Award from Development Bureau and Construction Industry Council.

榮獲發展局及建造業議會頒發零意外大使獎。

NOV
十一月

Won 22nd Hong Kong Occupational Safety and Health Award 2023 — Safety Performance Award (All Industries) from Occupation Safety and Health Council.

榮獲職業安全健康局頒發第二十二屆香港職安健大獎2023 — 安全表現大獎(各行各業組)。



DEC
十二月

CHAIRMAN'S STATEMENT 主席報告



Chairman
Mr. Kingston Chu Chun Ho
主席
朱俊浩先生

Dear Shareholders,

On behalf of the Board of Directors (the "Board") of ISP Holdings Limited (the "Company"), I would like to present to you the annual performance of the Company and its subsidiaries (collectively, the "Group") for the year ended 31 December 2023 (the "Reporting Year").

Despite the resumption of global economies from the novel coronavirus ("COVID-19") which began in 2020, the construction industry and the general economic environment was slow to recover in 2023. Furthermore, macro-economic factors have continued to remain uncertain, due to volatile situations in the Russo-Ukrainian conflict, the tense situation on the Korean Peninsula and, more importantly the persistent pressure from a high benchmark interest rate by the US Fed. The uncertain environment resulted in a challenging financial year for our Group. The Group recorded consolidated revenue of approximately HK\$154.7 million for the Reporting Year, representing a decrease of 31.2% as compared to approximately HK\$224.9 million for the year ended 31 December 2022 (the "Corresponding Year"). Likewise, the Group recorded a decrease in gross profit of 42.2% as compared with the Corresponding Year, to approximately HK\$13.1 million for the Reporting Year. Excluding the beneficial

致各位股東：

本人謹代表昇柏控股有限公司（「本公司」）董事會（「董事會」）向閣下呈報本公司及其附屬公司（統稱「本集團」）截至2023年12月31日止年度（「報告年度」）的全年業績。

儘管全球經濟已從自2020年開始以來的新型冠狀病毒（「新冠病毒」）中恢復，但建造業及整體經濟環境於2023年的復蘇步伐仍然緩慢。此外，由於俄烏戰爭造成的局勢動盪、朝鮮半島劍拔弩張，尤其美國聯儲局基準利率持續高企所帶來的壓力，宏觀經濟因素仍存在不確定性。不明朗環境致本集團經歷了充滿挑戰的財政年度。本集團於報告年度錄得綜合收益約港幣154,700,000元，較截至2022年12月31日止年度（「相應年度」）約港幣224,900,000元減少31.2%。同樣地，本集團於報告年度的毛利較相應年度減少42.2%

gain from the disposal of the property and facility management business in Hong Kong ("PFM HK Business") and ancillary business ("Ancillary Business") (collectively, the "Disposal Group") to China Resources Property Management Limited at a consideration of HK\$539.0 million (the "Disposal") for the Corresponding Year, the Group incurred a loss attributable to the equity holders of the Company of approximately HK\$15.2 million, as compared with the loss of approximately HK\$1.7 million for the Corresponding Year.

Stepping in to 2024, we foresee continued uncertainty in the regional economy, which will directly affect the construction industry. The persistent inflationary pressure on construction costs and the high global interest rates will continue to place a heavy burden on the industry as a whole. In addition, we anticipate delays or cancellations of potential project tenders in the market, under such an unpredictable business environment. We expect to compete fiercely in this market for existing tenders while maintaining a sustainable margin for the Group. During this difficult time, our ISP Business will focus on delivering high quality work to complete existing projects, while actively tendering for new projects to replenish workload. In a promising note to the industry, the Hong Kong Housing Authority has announced that there are plans to redevelop local properties, in order to provide some 32,800 housing flats. Announced during the Chief Executive Policy Address, this should revitalize the demand for building construction and fitting out works, and the Group will strive to capture all opportunities to drive our business growth and strengthen our position in the market. The Group will continue to leverage its solid foundation, expertise and committed management team, and we have full confidence that we will overcome future challenges and tap into the vast growth potential of a recovering market.

Aligning our values of customer-focus, integrity, teamwork, innovation and the pursuit of excellence, together with responsible business and sustainability, is our core long term strategy. We are committed to proactively making improvements under the implementation of Total Quality Management, through the comprehensive and innovative solutions in our provision of quality services, with the aim to enhance customer satisfaction. The Group is cautiously optimistic about the outlook of our core business amidst continuing challenge and uncertainties in 2024.

至約港幣13,100,000元。撇除相應年度以代價港幣539,000,000元出售香港物業及設施管理業務(「香港物業及設施管理業務」)及輔助業務(「輔助業務」)(統稱「出售集團」)予華潤物業管理有限公司(「出售事項」)所產生的實際收益，本集團錄得本公司權益持有人應佔虧損約港幣15,200,000元，而相應年度則為虧損約港幣1,700,000元。

踏入2024年，我們預計地區經濟仍然不明朗，並會直接影響建造業。建造成本的持續通脹壓力以及全球高利率將繼續為整體行業帶來沉重負擔。此外，在不可預測的營商環境下，我們預料市場的潛在項目招標將出現延誤或取消的情況。我們期望在這個市場現有招標項目激烈競爭下，同時保持本集團的可持續利潤率。在此艱難時期，我們室內裝飾及特殊項目業務將全力專注交付優質工作成果以完成現有項目，同時積極投標新項目來補充工作量。對業界感到鼓舞消息的是，香港房屋委員會已公佈本地物業重建計劃，以提供約32,800個住宅單位。是次計劃在行政長官發表施政報告時宣佈，預計可刺激對建築及裝修工程的需求。本集團將積極抓緊一切機遇推動業務增長並鞏固市場地位。本集團相信，憑藉雄厚實力、專業知識及盡忠職守的管理團隊，定能一如既往克服未來種種挑戰，把握市場復甦所帶來的龐大增長潛力。

貫徹我們以客為本、正直誠實、群策群力、不斷創新及追求卓越的企業價值，加上負責任經營及可持續發展，構成我們的核心長期策略。我們致力透過落實全面品質管理作出改進，以綜合及創新解決方案提供優質服務，從而提高客戶滿意度。2024年仍將滿佈挑戰及不明朗因素，本集團對核心業務的前景保持審慎樂觀態度。

CHAIRMAN'S STATEMENT 主席報告

On behalf of the Board, I would like to express my most sincere gratitude to our Directors and dedicated staff members for their unwavering commitment and passion towards our business during these difficult times, driving the Group towards sustainable development. I would also like to sincerely thank all our valued service providers, business partners as well as our shareholders for their continuous support and patience throughout the years. Looking to the future, although the construction industry is still full of challenges and uncertainty, we maintain confidence in creating value for our stakeholders and will continue to provide a comprehensive one stop solutions for our customers.

Kingston Chu Chun Ho
Chairman

Hong Kong, 27 March 2024

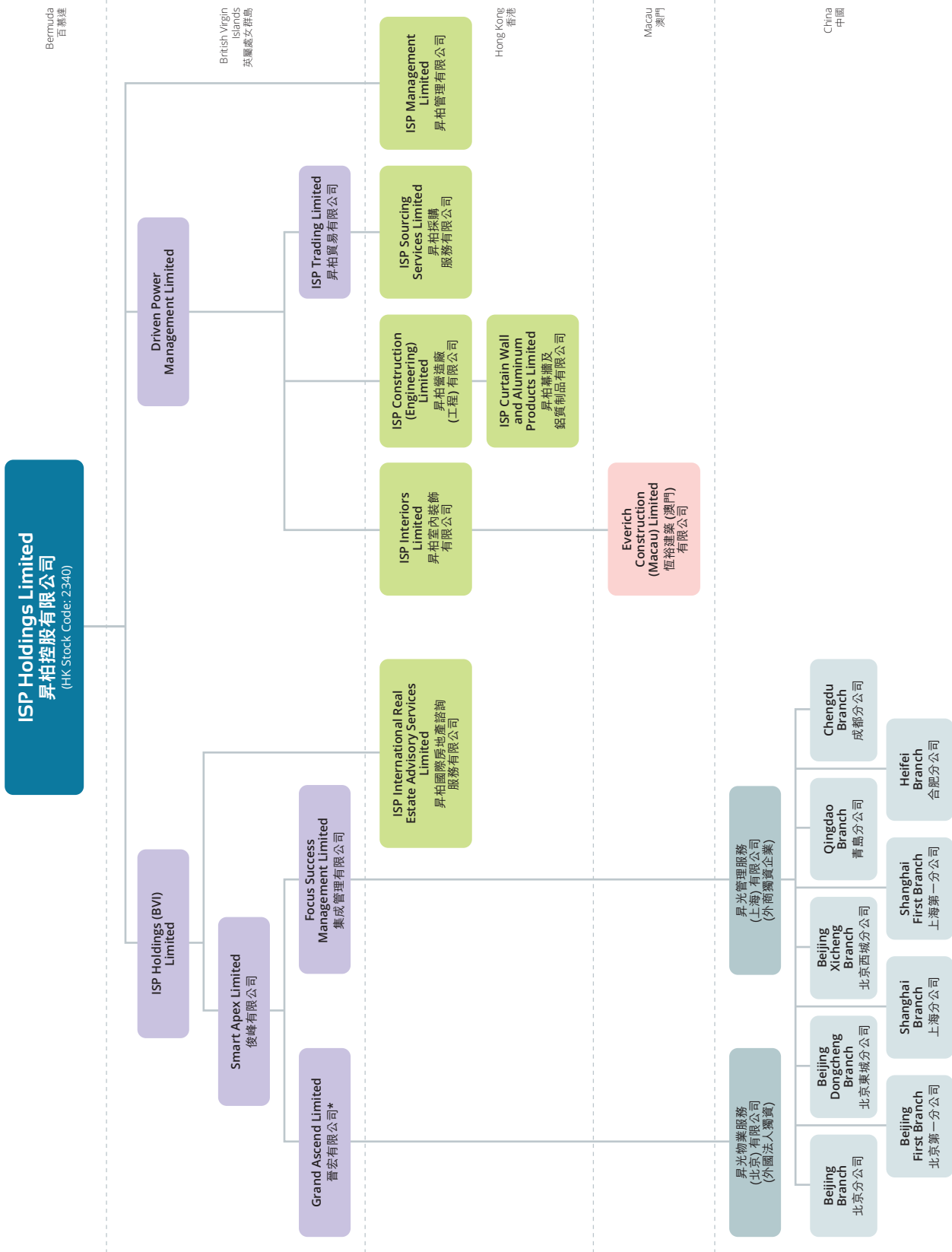
本人謹代表董事會，為董事及盡忠職守的員工在艱難時期竭誠奉獻和熱切投入我們的業務並推動本集團邁向可持續發展，向彼等致以衷心感謝。本人亦謹此對各位尊貴的服務供應商、業務夥伴以及股東多年來鼎力支持及忍耐致以誠摯感謝。展望將來，雖然建造業仍然充滿挑戰及不確定性，我們仍有信心為持份者創造價值，並將繼續向客戶提供全面一站式解決方案。

主席
朱俊浩

香港，2024年3月27日

GROUP STRUCTURE

集團架構



* for identification purpose only.
* 僅供識別

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL OVERVIEW

財務概覽

HK\$' million	港幣百萬元	2023	2022	Change 變動	
				Amount 金額	%
Continuing Operations	持續經營業務				
Revenue	收益	154.7	224.9	(70.2)	↓ 31.2%
Gross profit	毛利	13.1	22.7	(9.6)	↓ 42.3%
Gross profit margin	毛利率	8.5%	10.1%	-	↓ 1.6%
Operating expenses (excluding interest)	經營開支 (不包括利息)	(29.9)	(25.7)	(4.2)	↑ 16.3%
Operating loss	經營虧損	(16.8)	(3.0)	(13.8)	↑ 460.0%
Other income and gain or loss	其他收入和損益	1.4	5.0	(3.6)	↓ 72.0%
Government subsidy	政府補貼	-	2.1	(2.1)	↓ 100.0%
Costs in relation to the Disposal	有關出售事項的成本	-	(5.6)	5.6	↓ 100.0%
Taxation	稅項	0.2	(0.2)	0.4	↓ 200.0%
Loss for the year from Continuing Operations	年內來自持續經營業務 的虧損	(15.2)	(1.7)	(13.5)	↑ 794.1%
Discontinued Operations	已終止業務				
Profit for the year from Discontinued Operations	年內來自已終止業務的 溢利	-	438.4	(438.4)	↓ 100.0%
Continuing Operations & Discontinued Operations (Loss)/profit attributable to the equity holders of the Company	持續經營業務及 已終止業務 本公司權益持有人 應佔(虧損)/溢利	(15.2)	436.7	(451.9)	↓ 103.5%
(LBITDA)/EBITDA	(除息稅、折舊及攤銷前 虧損)/除息稅、折舊 及攤銷前盈利	(12.7)	440.0	(452.7)	↓ 102.9%
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利 (港幣仙)	(3.6)	87.9	(91.5)	↓ 104.1%

Continuing Operations

The interior and special projects business (“ISP Business”) and the property management and facility management business in China (“PFM China Business”) constituted the Continuing Operations of the Group. The Continuing Operations together reported a revenue of approximately HK\$154.7 million for the year ended 31 December 2023 (the “Reporting Year”), representing a decrease of 31.2% over that of last year (2022: HK\$224.9 million). Such decrease was mainly due to the lack of adequate new interior and special project orders for replenishment in the Reporting Year and the disruption of work progress in our existing ISP Business projects. Furthermore, in this unfavourable situation, gross profit decreased by 42.3% from that of last year (2022: HK\$22.7 million) to approximately HK\$13.1 million and gross profit margin likewise decreased from 10.1% to 8.5% for the Reporting Year as compared with last year.

During the Reporting Year, the court orders for litigation cases with Falcon Insurance Company (Hong Kong) Limited under High Court Action number of HCA 245 of 2022 and HCA 472 of 2022 were made, which can be referenced to the interim report of the Company for the six months ended 30 June 2023 and the announcement of the Company dated 1 March 2022 and 27 April 2023 respectively. According to the court orders, provision for the cost orders for the Group to pay the plaintiff’s costs on an indemnity basis was made in the Reporting Year. On the other hand, more administrative costs were involved in supporting the litigation and arbitration case. These all led to an increase of the operating expenses by 16.3% over that of last year to approximately HK\$29.9 million.

持續經營業務

本集團的室內裝飾及特殊項目業務（「室內裝飾及特殊項目業務」）及中國物業及設施管理業務（中國物業及設施管理業務）構成本集團的持續經營業務。持續經營業務合共於截至2023年12月31日止年度（「報告年度」）錄得收益約港幣154,700,000元，較去年減少31.2%（2022年：港幣224,900,000元）。該等減少主要是由於報告年度內缺乏足夠的新室內裝飾及特殊項目補充訂單，以及我們現有的室內裝飾及特殊項目業務的工作進度受到干擾。此外，在此不利情況下，毛利較去年下跌42.3%（2022年：港幣22,700,000元）至約港幣13,100,000元，而相比去年，報告年度之毛利率亦由10.1%下跌至8.5%。

於報告年度，法院就我們與富勤保險（香港）有限公司的訴訟案件（高等法院民事訴訟編號2022年第245號及高等法院民事訴訟編號2022年第472號）已作出頒令，有關詳情請參閱本公司截至2023年6月30日止六個月的中期報告及本公司分別於2022年3月1日及2023年4月27日的公告。根據法院頒令，本集團於報告年度已為按彌償基準支付原告訟費的訟費命令作出撥備。另一方面，就支援訴訟及仲裁案件產生更多的行政費用。凡此種種均導致經營開支較去年增加16.3%至約港幣29,900,000元。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Taking into consideration of the one-off subsidy from Employment Supporting Scheme launched by the Government of the Hong Kong Special Administrative Region of approximately HK\$2.1 million, costs in relation to the Disposal of approximately HK\$5.6 million recognised last year but not recurred in the Reporting Year, lesser other income and gain or loss and the various factors mentioned above, the Group recorded a loss of approximately HK\$15.2 million from the Continuing Operations as compared to a loss of approximately HK\$1.7 million last year.

Discontinued Operations

Discontinued Operations of the Group comprised the property and facility management in Hong Kong (the “PFM HK Business”) and the ancillary business (the “Ancillary Business”) (collectively, the “Disposal Group”). The Disposal Group was disposed to China Resources Property Management Limited for the consideration of HK\$539.0 million (the “Disposal”) and the exceptionally significant disposal gain of approximately HK\$438.4 million was recognised last year, but there was no such transaction for the Reporting Year.

Continuing Operations and Discontinued Operations

Including both the results of Continuing Operations and Discontinued Operations, the Group recorded the loss attributable to equity holders of the Company of approximately HK\$15.2 million for the Reporting Year as compared to a profit attributable to equity holders of the Company of approximately HK\$436.7 million last year. Basic loss per share of the Group was 3.6 HK cents (2022: Basic earnings per share was 87.9 HK cents).

考慮到香港特別行政區政府推出保就業計劃的一次性補貼約港幣2,100,000元、去年確認但於報告年度並無再產生約港幣5,600,000元與有關出售事項的成本、其他收入和損益減少及上述各項因素，本集團於持續經營業務錄得虧損約港幣15,200,000元，而去年則錄得虧損約港幣1,700,000元。

已終止業務

本集團之已終止業務包括香港物業及設施管理業務（「香港物業及設施管理業務」）及輔助業務（「輔助業務」）（統稱「出售集團」）。出售集團已經以代價港幣539,000,000元出售予華潤物業管理有限公司（「出售事項」），並於去年已確認極大額出售收益約港幣438,400,000元，但於報告年度並無此項交易。

持續經營業務及已終止業務

連同持續經營業務之業績及已終止業務之業績在內，本集團於報告年度錄得本公司股權持有人應佔溢利約港幣15,200,000元，而去年則錄得本公司股權持有人應佔溢利約港幣436,700,000元。本集團之每股基本虧損則為港幣3.6仙（2022年：每股基本盈利港幣87.9仙）。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW AND PROSPECTS

Business Overview

Since the completion of the disposal of the Disposal Group in January 2022, the Group focused on the expansion and development of ISP Business and maintained the existing operating scale of PFM China Business.

Business Results

業務回顧及前景

業務概覽

自2022年1月完成對出售集團之出售後，本集團專注於擴充及發展室內裝飾及特殊項目業務，並維持中國物業及設施管理業務之現有營運規模。

業務業績

HK\$' million	港幣百萬元	ISP Business 室內裝飾及特殊項目業務				PFM China Business 中國物業及設施管理業務			
		2023	2022	Change Amount 金額	% 變動	2023	2022	Change Amount 金額	% 變動
Revenue	收益	150.3	217.7	(67.4)	↓ 31.0%	4.4	7.2	(2.8)	↓ 38.9%
Gross Profit	毛利	9.1	18.1	(9.0)	↓ 49.7%	4.0	4.6	(0.6)	↓ 13.0%
Operating Expenses	經營開支	(17.8)	(14.9)	(2.9)	↑ 19.5%	(4.2)	(4.7)	0.5	↓ 10.6%
Operating (Loss)/ Profit	經營(虧損)/ 溢利	(8.7)	3.2	(11.9)	↓ 371.9%	(0.2)	(0.1)	(0.1)	↑ 100.0%
Government Subsidies (Note)	政府補貼 (附註)	-	2.1	(2.1)	↓ 100.0%	-	-	-	-
Others	其他	0.6	0.7	(0.1)	↓ 14.3%	0.2	0.7	(0.5)	↓ 71.4%
Taxation	稅項	0.2	(0.2)	0.4	↓ 200.0%	-	-	-	-
Net (Loss)/Profit	純(損)/利	(7.9)	5.8	(13.7)	↓ 236.2%	-	0.6	(0.6)	↓ 100.0%

Note: Government subsidies — Employment Support Scheme launched by the Government of HKSAR.

附註：政府補貼 — 香港特別行政區政府推出的保就業計劃。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

ISP Business

After the completion of the Disposal, ISP Business became the major business arm of the Group and contributed over 95% revenue of the Group. The ISP Business had been in operation since 2006. Before being acquired by the Group in late 2012, ISP Business had completed over 253 projects with a contract sum of over HK\$9.0 billion up to 31 December 2023 for a large variety of services, including interior design, fitting out, renovation and conservation, addition and alteration works (“A&A works”), construction, maintenance, and buildability and feasibility studies for building related projects.

2023 was an extension of the challenging time to our ISP Business. Notwithstanding the fact that there were signs of global economic recovery from the easing of the novel coronavirus (“COVID-19”), the business environment was still subject to the economic and geopolitical uncertainties. Our ISP Business was unavoidably threatened. The ongoing Russo-Ukrainian conflicts, the tense situation on the Korean Peninsula and persistent pressure from high benchmark interest rate by the US Fed not only led to inflation in construction costs but also increased the competition in the construction market. In this uncertain business environment, the property market remained sluggish although there was relaxation of Hong Kong’s property mortgage policy. Our potential business operators and property owners were hesitant and took a prudent attitude and deferred or even abandoned the fitting-out, A&A works or new construction project plans. The invitations to tenders in the market decreased sharply and the competition in the industry became stiff. Meanwhile, ISP Business was cautious during the Reporting Year in tendering projects and more selective in tender opportunities due to the depressed environment. These resulted in a decrease in our new contracts awarded during the Reporting Year. Moreover, the work progress of our existing projects was disrupted by late handover of sites and design changes. All of these factors caused project construction period to drag longer. Although notice of claims had been submitted to employers to avoid any disputes in the future, they still made a hit to the revenue of ISP Business, which decreased by 31.0% over last year. ISP Business continued our dedication and commitment to overcome the difficulties in our existing projects and deliver high quality work. During the Reporting Year, we had completed a nominated fitting out project of proposed composite building in Yin Chong Street and several offices A&A works projects. Together with three on-going residential development projects in Peak Road, Pokfulam and Stanley and a nominated fitting out project in Aberdeen, ISP Business recorded a revenue of approximately

室內裝飾及特殊項目業務

完成出售事項後，室內裝飾及特殊項目業務已成為了本集團之主要業務支柱，並為本集團貢獻逾95%收益。室內裝飾及特殊項目業務自2006年起已運作。其後，於2012年底被本集團收購，截至2023年12月31日，室內裝飾及特殊項目業務已完成超過253個項目，總合約金額逾港幣90億元，提供多種服務，覆蓋室內設計、裝修、翻新及養護、加建及改建工程（「加建及改建工程」）、建築、維護及樓宇相關項目的可建及可行研究。

2023年對我們的室內裝飾及特殊項目業務來說，延續了過往的挑戰。雖然新型冠狀病毒（「新冠肺炎」）趨緩，環球經濟出現復甦跡象，惟營商環境仍受經濟和地緣政治狀況不確定所影響。我們室內裝飾及特殊項目業務難免受到波及。俄烏衝突持續、朝鮮半島局勢緊張，加上美國聯儲局基準利率高企持續帶來的壓力，不但令建造成本上漲，亦令建造業市場的競爭加劇。營商環境不確定的情況下，即使香港放寬物業按揭政策，物業市場表現仍然呆滯。潛在營運商及物業擁有人變得猶豫，營運取態亦更審慎，延遲甚至擱置裝修、加建及改建工程或新建築項目計劃。市場競投的招標項目數量大減，業內競爭更為激烈。同時，面對市場不景氣，於報告年度內，我們審慎考慮室內裝飾及特殊項目業務的項目投標，並對投標機會加以嚴格篩選。此等因素均導致我們於報告年度獲授的新合約減少。此外，我們現有項目的工程進度亦因地盤延遲交付及設計更改而遭擾亂。所有此等因素均導致項目工期延長。即使已向僱主提交索償通知以避免日後出現任何糾紛，但有關情況仍對室內裝飾及特殊項目業務的收益造成打擊，較去年減少31.0%。室內裝飾及特殊項目業務仍致力克服我們現有項目的困難，並交出高品質工作成果。於報告年度，室內裝飾及特殊項目業務已完成一幢位於煙廠街的擬建綜合大樓的指定裝飾項目以及數個辦公室加建及改建工程項目。連同位於山頂道、薄扶林及赤柱三個進行中的住宅發展項目以及香港仔一項指定裝飾項目，室內裝飾及特殊項目業務於報告年度錄得收益約港幣

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HK\$150.3 million for the Reporting Year (2022: HK\$217.7 million). Simultaneously, ISP Business recorded a gross profit of approximately HK\$9.1 million, which represented a decrease of 49.7% over last year (2022: HK\$18.1 million). With more administrative costs involved in supporting the legal case related to ISP Business, the operating expenses increased by 19.5% to approximately HK\$17.8 million as compared with last year (2022: HK\$14.9 million). As a result of the foregoing, ISP Business turned from an operating profit of approximately HK\$3.2 million last year to a loss of approximately HK\$8.7 million for the Reporting Year. After taking into account of the interest income and other income, ISP Business recorded a net loss for the Reporting Year of approximately HK\$7.9 million as compared with a net profit of approximately HK\$5.8 million last year.

In face of the uncertain economy and stiff competition in the construction market, ISP Business was deeply affected and was only awarded three small scale contracts in 2023, which included a hoarding works project in Kowloon Bay, reinstatement work in Queen's Road Central and registered general building contractor service for staircase work in Causeway Bay. In view of the few new contracts awarded in the Reporting Year, ISP would be more proactive with caution and prudence in tendering in the coming year. As of the report date, ISP Business tendered for 6 projects and pending for the results and had a total of 11 potential tenders on hand, including new build, fitting out, demolition, site formation, A&A works, landscaping and external works with the total contract sum of over HK\$1,158.0 million. These new projects would bring in substantial income to the Group in the next few years if awarded. Meanwhile, the total outstanding workload for contracts on hand as of 31 December 2023 amounted to approximately HK\$141.2 million, all of which was expected to be recognised in 2024.

Going forward, the shadow of the negative uncertain vibe will still be there and may not falter as soon as expected. The recovery of construction industry has been prolonged and its industry rivalry is still fierce. Our potential business operators and property owners have not regained the confidence and still temporize. Against this backdrop, there are fewer invitations to tenders for new development projects in the market. In addition, the ongoing high benchmark interest rate by the US Fed and geopolitical conflicts have still posed uncertainty to the global economy. ISP Business is inevitably hindered in this hostile environment. During this tough period, our ISP Business would adopt an active approach to continuing our dedication and commitment to overcome the difficulties in existing projects and deliver high quality work while

150,300,000元(2022年:港幣217,700,000元)。同時,室內裝飾及特殊項目業務錄得毛利約港幣9,100,000元,較去年減少49.7%(2022年:港幣18,100,000元)。隨著更多行政費用以支援室內裝飾及特殊項目業務有關的法律案件,經營開支較去年增加19.5%至約港幣17,800,000元(2022年:港幣14,900,000元)。有鑒於此,室內裝飾及特殊項目業務由去年經營溢利約港幣3,200,000元,轉為報告年度錄得經營虧損約港幣8,700,000元。計及利息收入及其他收入,室內裝飾及特殊項目業務於報告年度錄得純損約港幣7,900,000元,而去年則錄得純利約港幣5,800,000元。

面對經濟不明朗及建造市場激烈競爭的情況下,室內裝飾及特殊項目業務深受影響,於2023年僅獲授三份小規模合約,包括位於九龍灣的圍板搭建工程、皇后大道中的復原工程及銅鑼灣樓梯工程的一般建築承建商服務。鑒於報告年度所獲授合約較少,室內裝飾及特殊項目業務將於來年投標時主動採取小心謹慎的態度應對。於本報告日期,室內裝飾及特殊項目業務已就6個項目提交標書,結果有待公佈,而手頭上合共有11份潛在標書,包括新建、裝修、拆卸、地盤平整、裝修工程、景觀美化及外部工程,合約總額超過港幣1,158,000,000元。倘本集團成功取得此等項目的合約,其將於未來幾年為我們帶來重大收入。同時,截至2023年12月31日,手頭未完成合約總額約港幣141,200,000元,預期全部將於2024年確認。

展望未來,消極不明朗的陰霾仍將存在,並且可能不會像預期般迅速退散。建築業復甦持續夠長時間,行業競爭依然激烈。業務潛在營運商及物業擁有人尚未恢復信心,抱持觀望態度。在此情況下,市場上新發展項目招標數量減少。另外,美國聯儲局基準利率持續高企,加上地緣政治衝突,仍為全球經濟帶來不明朗因素。室內裝飾及特殊項目業務在這種惡劣環境下難免受阻。在此艱難時期,室內裝飾及特殊項目業務將採取積極態度,繼續致力克服現有項目所面對困難,並

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vigilantly tendering for new projects to replenish our workload. As usual, ISP Business would continue to position ourselves in the market with strategic focus on the luxury residential sector, in which ISP Business has 4 existing projects. Meanwhile, ISP Business would also seize the opportunities from our existing customers for the extension works of our existing projects. Furthermore, ISP Business would also grasp more business opportunities in renovation work in hospitality industry as swift recovery of the hospitality industry from COVID-19 is expected under the Government Policy. As promulgated in the latest Chief Executive's Policy Address, the Government would provide sufficient supply of land and sustain Hong Kong Housing Authority redevelopment projects in order to provide some 32,800 flats in total in the near future. The policy should give rise to an increase in the demand for building construction and fitting out works, and the Group will strive to capture the opportunities to drive our business growth and strengthen our position in the existing market.

In addition, leveraging on our enhanced financial resource, long standing reputation and good tracking records in the industry and taking into account of Chief Executive's Policy Address on land use, the projects currently on hand, the tenders submitted recently as well as more sizable tenders, which we plan to submit this year, Directors are confident that there will be ample business opportunity and growth impetus in the market for ISP Business. Also, ISP Business is well positioned to capture these business opportunities for market growth in the near future.

PFM China Business

The COVID-19 had gradually subsided in early 2023. However, the recovery of the China market has been slow due to the strained relationship between China and the United States. During the Reporting Year, PFM China Business successfully renewed a property and facility management contract for a composite building with office and retail pavilions in Shanghai for two years and was awarded two property management contracts for a commercial building in Qingdao for one year and a business and residential building in Shanghai for two years respectively. In the challenging business environment, PFM China Business recorded a revenue of approximately HK\$4.4 million with a decrease of 38.9% as compared with last year (2022: HK\$7.2 million). Despite the effective cost control measure, PFM China Business still incurred an operating loss of approximately HK\$0.2 million for the Reporting Year (2022: HK\$0.1 million).

交出高品質的工作成果，同時積極投標新項目，以擴增工程數量。一如既往，室內裝飾及特殊項目業務堅持針對自己在豪宅市場的戰略定位，室內裝飾及特殊項目業務在此界別已有4個項目。同時，室內裝飾及特殊項目業務亦會把握現有客戶擴建現有項目的機遇。此外，由於酒店行業有望因政府政策而從新冠肺炎迅速復甦過來，室內裝飾及特殊項目業務亦會掌握拓展酒店行業翻新工程的商機。最新發表的行政長官施政報告中表示，政府會提供充足土地供應，維持香港房屋委員會的重建計劃，以在不久將來提供合共約32,800個單位。該政策應可帶動樓宇建築及裝修工程的需求增長，而本集團將致力把握機遇，推動業務增長，鞏固本集團的現有市場地位。

再者，憑藉我們有所增強的財務資源、悠久聲譽和在業界的良好往績並計及行政長官施政報告內土地用途政策、我們現時手頭項目、近期入標項目以及本年度計劃入標的較大型項目，董事相信，室內裝飾及特殊項目業務在市場上將有充足機遇及增長動力。此外，室內裝飾及特殊項目業務亦具備充份條件把握此等商機，並於不久將來以達到市場增長。

中國物業及設施管理業務

新冠肺炎於2023年年初消退，但由於中美兩國關係緊張，中國市場復甦仍然緩慢。於報告年度，中國物業及設施管理業務成功就上海一幢綜合樓宇（含寫字樓及零售商舖）重續一份物業及設施管理合約，為期兩年，並就青島一幢商業樓宇及上海一幢商業住宅樓宇獲授兩份物業管理合約，分別為期一年及兩年。在充滿挑戰的營商環境下，中國物業及設施管理業務錄得收入約港幣4,400,000元，較去年減少38.9%（2022年：港幣7,200,000元）。於報告年度，儘管採取有效成本控制措施，中國物業及設施管理業務仍產生經營虧損約港幣200,000元（2022年：港幣100,000元）。

Stepping into 2024, in view of economic volatility, sluggish recovery in the Mainland and the keen competition faced by PFM China Business, the Group will adopt a prudent approach to maintaining the existing structure while exploring new or alternative business development opportunities to enhance income streams of PFM China Business.

Outlook of the Group

Looking forward, we expect the local economy remains challenging, amid the low confidence of our potential business operators and property owners, elevated global inflation and economic uncertainty. In such hostile environment, our ISP Business would expect to a certain extent, to suffer from these negative impacts. In the midst of the economy encompassed by an atmosphere of uncertainty, we are well-equipped to focus on the relatively steady of development and bounce back as expected of the luxury residential sector as well as the hospitality sector and extension works of existing projects. Leveraging on our good historical track records and experience in the industry, diversified professional team and our strengthened liquidity and financial position, we are able to undertake more sizable projects in the coming year and strive to maintain continuous business growth.

At the Group level, we take a positive view that the overall financial performance of the Group will remain stable with steady growth so as to create long-term values to the shareholders in the years to come. Same as the past, along with improving financial performance, we must sustain a transparent, responsible and passionate belief in our business so that we can continue our journey to sustainable development. Aligning our values with customer focus, integrity, teamwork, innovation and pursuit of excellence, sustainability are our core business values. We are committed to enhancing customer satisfaction through better communication with clients and continuous improvement to our services. Besides, with the rapid change of the business environment, we will take appropriate measures to manage various operational and financial risks. Leveraging on our solid foundation and dedicated management team, the Group has full confidence in overcoming all the difficulties ahead of us.

踏入2024年，鑒於經濟動盪、中國內地經濟復甦緩慢及中國物業及設施管理業務面臨激烈競爭，本集團將採取審慎方針以維持現有架構的同時，探索全新或替代業務發展機會，以增加中國物業及設施管理業務的收入來源。

本集團的前景

展望未來，在我們業務潛在營運商及物業擁有人缺乏信心、加上全球通脹升溫以及經濟環境不明朗下，我們預期本地經濟繼續面臨挑戰。在此不景氣的環境下，我們的室內裝飾及特殊項目業務預計會遭到頗大負面影響。在經濟氣紛充斥不明朗因素下，憑藉本身的優越條件，我們覷準相對穩定發展及預期反彈的豪宅及酒店服務業板塊以及現有項目擴建工程的發展及復修工程機遇。靠賴我們良好的往績和行業經驗、多元化的專業團隊以及雄厚流動資金和財務狀況，我們定可在不久將來承接更多大型項目，並力爭未來保持業務持續增長。

在本集團層面方面，我們對集團整體財務表現保持樂觀，預計其將保持穩定增長，在往後為股東創造長期價值。一如既往，除了改善財務表現，我們定必保持以透明、負責而兼容並充滿熱情的信念開展我們的業務，以便能夠繼續實現可持續發展的道路。可持續發展是我們業務價值，與我們以客為本、正直誠實、群策群力、不斷創新及追求卓越的企業價值貫徹一致。我們致力通過改進與客戶的溝通及改善服務，提高客戶滿意度。另外，隨著經營環境急速轉變，我們將採取合適措施舒緩各種營運及財務風險。憑藉其穩固根基及敬業的管理團隊，本集團深信能克服眼前一切困難。

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Financial Position and Financial Risk Management

As at 31 December 2023, there was no outstanding bank loan for the Group. During the Reporting Year, the Group's sources of fund were supported by retained earnings from its business operation.

With regard to the current portfolio of businesses, management expects that financial requirements in the foreseeable future will be met from a combination of shareholders' equity and banking facilities. The existing cash and cash equivalents balance are proposed to be deployed towards further strengthening competitive advantage of the Continuing Operations of the Group with extra cash for the purchase of surety bonds and payment of upfront costs, which will enable the continuing operations to tender for larger and/or more projects. They in turn can contribute to increase in tender success rate and facilitate the expansion of the ISP Business. The management of the Group would continue to proactively monitor the financial position and capital structure on a regular basis in order to maintain sufficient working capital and liquidity in the way that can enable us to seize more business opportunities in the market when they arise, hereby boosting their profitability.

財務狀況及財務風險管理

本集團於截至2023年12月31日並無尚未償還的銀行貸款。於報告年度，本集團資金來源主要由其經營活動的保留盈利支持。

就現有業務組合而言，管理層預期將以股東權益及銀行信貸之方式應付可預見未來的財務需求。現有現金及現金等值項目結餘擬用於進一步鞏固本集團持續經營業務的競爭優勢，額外現金則擬購買履約保證金及支付前期成本，使持續經營業務能夠競投更大型的及／或更多招標項目。藉此提升中標率，促進室內裝飾及特殊項目業務擴張。本集團管理層將繼續積極定期監控財務狀況及資本架構，以維持充足營運資本及流動資金，適時把握更多市場商機，從而提升盈利能力。

Financial position (HK\$'000)	財務狀況 (港幣千元)	2023	2022
Total assets	資產總值	348,600	424,314
Account and other receivables, retention receivables and other assets	應收賬款及其他應收款項及應收保固金及其他資產	199,273	249,187
Restricted cash deposits, pledged bank deposits and cash and cash equivalents	受限制現金、已抵押銀行存款及現金及現金等值	147,255	172,951
Current assets	流動資產	346,528	422,138
Current liabilities	流動負債	163,493	223,871
Non-current liabilities	非流動負債	679	245
Net assets	資產淨值	184,428	200,198
Net assets per share (HK cents)	每股資產淨值 (港幣仙)	36.5	39.7
Current ratio	流動比率	2.1	1.9

The Group adopts a conservative approach to management of its financial risks and resources, under the supervision of the Directors.

本集團在董事監督下對其財務風險和資源採取審慎方式管理。

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The Group's business is conducted primarily in Hong Kong, and the majority of its assets and liabilities are denominated in Hong Kong Dollars. Therefore, the Group has minimal foreign currency exposure. The growth of the Group's business in China has been funded by permanent capital injection for the long-term and hence, foreign currency hedging is considered unnecessary.

There were no material investments, capital commitments or contingent liabilities as at 31 December 2023 and up to the date of this report, other than a writ of summons received by ISP Construction (Engineering) Limited, an indirect wholly-owned subsidiary of the Company, from the employer of the factory development at Yuen Long, details of which were set out in the announcement of the Company dated 18 January 2021.

Cash Management

The Group operates a centralised cash management system. Cash balances surplus for fulfilling immediate requirements are mainly placed as short-term bank deposits with licensed banks in Hong Kong.

Human Resources

As at 31 December 2023, the Group employed a total of 312 staffs (including Directors of the Company) in Hong Kong and China (2022: 317).

The economy, business and the job market in Hong Kong staged a slight recovery. Human resources are continuously playing a major role in supporting the Group. To promote workplace wellness programs to achieve employees' well-being and work-life balance, we have been instrumental in maintaining business continuity and preparing the Group for sustainable growth. Being more flexible, remote-friendly and following digital working norms, improvements in processes, workspaces, collaboration systems, and employee wellness are indispensable. In order to sustain our quality services, it is always our long-term goal to retain top talent for the Group. We put a lot of efforts in ensuring our staff members are enjoying competitive remunerations and benefits through market research for regular benchmarking review. Our Human Resources team always strives their best to keep track of changes in the latest market conditions in order to attract more high caliber candidates to join our winning team. In addition, aiming for the mutual growth of the staff and the Group, we do our utmost to invest and share resources with our staff. We do believe our staff will reward the Company and customers through providing quality services and thus receiving appreciation and recognition from the customers.

本集團的業務主要在香港進行，其大部分資產和負債均以港幣計值，因此本集團的外匯風險甚微。本集團業務在中國之增長透過永久注資長期撥付資金，因此本集團認為並無必要進行外匯對沖。

於2023年12月31日及截至本報告日期，除了本公司間接全資附屬公司昇柏營造廠(工程)有限公司接獲元朗廠房發展項目的僱主的傳訊令狀(詳情披露於本公司日期為2021年1月18日的公告)外，本集團概無重大投資、資本承擔或或然負債。

現金管理

本集團設有中央現金管理系統。為應對即時需求之盈餘現金結存，主要存放於香港多間持牌銀行作為短期銀行存款。

人力資源

截至2023年12月31日，本集團於香港及中國包括本公司董事僱用合共有312名員工(2022年：317名)。

香港經濟、商業及就業市場逐步復甦。人力資源為支持本集團發揮了重要角色。為了推動工作場所健康計劃以達成僱員健康及工作生活平衡，我們一直在維持業務連續性和為集團實現可持續發展做準備。為求更加靈活、更簡易進行遠程遙控及遵循數碼工作模式的常態，改善流程、工作空間、協作系統和員工的健康不可或缺。為了維持優質服務，留聘最優秀人才一直以來是本集團的長期目標。我們透過市場研究進行定期基準化分析法檢討，竭力確保員工獲得具競爭力的薪酬及福利。人力資源團隊一直盡其所能緊貼最新市況變化，以吸納更多人才加入我們卓越的團隊。此外，為了員工能與本集團共同成長，我們盡最大可能投放及與員工分享資源。我們相信員工將以優質服務回饋本公司及顧客，贏得顧客更多的讚賞及嘉許。

PROFILES OF DIRECTORS

董事之簡介



MR. KINGSTON CHU CHUN HO

(aged 38)

Mr. Kingston Chu Chun Ho ("Mr. Chu") was appointed as an Executive Director and the Chairman of the Company with effect from 9 March 2017. He is also the chairman of the Investment Committee and a member of each of the Executive Committee, the Nomination Committee and the Remuneration Committee.

Mr. Chu is a licensed person under Securities and Futures Ordinance for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities for Kingston Securities Limited and Kingston Corporate Finance Limited, respectively. Mr. Chu is a member of General Committee of The Chamber of Hong Kong Listed Companies, vice president of Hong Kong CPPCC Youth Association, vice director of Youth Committee of HKCPPCC (Provincial) Members Association, vice president of Federation of Hong Kong Guangxi Community Organisations, vice chairman of Hong Kong Guangdong Youth Association, honorary chairman of Hong Kong Guangxi Youth Organisations and founder chairman of Youth Committee of Hong Kong Federation of Dongguan Associations. Mr. Chu holds a Bachelor Degree of Science in Business Administration from the University of Southern California in the U.S.A.

Mr. Chu has been an executive director of Kingston Financial Group Limited since 21 August 2015, the shares of which were withdrawn voluntarily from listing on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") on 27 February 2023. He had also been an executive director of Sincere Watch (Hong Kong) Limited (stock code: 444) since 29 May 2012 (which is listed on the main board of the Stock Exchange) and was then re-designated as a non-executive director since 1 February 2023 until his resignation on 29 June 2023.

He is the son of Mrs. Chu Yuet Wah, the ultimate beneficial owner of Champ Key Holdings Limited, which is the controlling shareholder of the Company.

朱俊浩先生

(現年38歲)

朱俊浩先生(「朱先生」)自2017年3月9日起獲委任為本公司之執行董事兼主席。彼亦為投資委員會之主席，以及執行委員會、提名委員會及薪酬委員會之成員。

朱先生分別為金利豐證券有限公司及金利豐財務顧問有限公司於證券及期貨條例項下之第1類(證券交易)及第6類(就機構融資提供意見)受規管活動之持牌人士。朱先生為香港上市公司商會常務委員會委員、香港政協青年聯會副主席、港區省級政協委員聯誼會青年委員會副主任、香港廣西社團總會副會長、香港廣東青年總會副主席、香港廣西青年聯會名譽主席及香港東莞社團總會青年委員會創會主席。朱先生持有美國南加州大學工商管理學士學位。

朱先生自2015年8月21日起出任金利豐金融集團有限公司之執行董事，該公司之股份已於2023年2月27日於香港聯合交易所有限公司(「聯交所」)自願撤銷上市。彼亦自2012年5月29日起出任Sincere Watch (Hong Kong) Limited (股份代號：444)之執行董事，該公司於聯交所主板上市，其後自2023年2月1日起調任為非執行董事，直至2023年6月29日辭任。

彼為李月華女士(本公司控股股東Champ Key Holdings Limited之最終實益擁有人)之兒子。



MR. LAM CHUN KIT

(aged 50)

Mr. Lam Chun Kit (“Mr. Lam”) was appointed as a Non-executive Director with effect from 16 February 2022. He is also a member of the Investment Committee.

林俊傑先生

(50歲)

林俊傑先生（「林先生」）自2022年2月16日起獲委任為非執行董事。彼亦為投資委員會之成員。

Mr. Lam is the financial controller of VMS Investment Group Limited, which is an investment company specializing in equity investments, private equity investments and structured financing.

Before that, Mr. Lam worked in a private group engaging in investment properties and oil and gas industry as head of finance control, and in international audit firms over 10 years. Mr. Lam has developed extensive experience in finance and accounting, treasury, tax and corporate governance. Mr. Lam graduated from The Hong Kong Polytechnic University with a bachelor's degree of Arts in Accountancy. He is also a member of The Hong Kong Institute of Certified Public Accountants.

林先生為鼎珮投資集團有限公司財務總監，該公司是一間專門從事股權投資、私募股權投資及結構性融資的投資公司。

在此之前，林先生曾在一家從事投資物業及石油天然氣行業的私人集團擔任財務總監，並曾在國際會計師事務所工作超過10年。林先生在財務及會計、庫務、稅務及企業管治方面積累豐富經驗。林先生畢業於香港理工大學，獲頒發會計學文學士學位。彼亦為香港會計師公會成員。

PROFILES OF DIRECTORS 董事之簡介



MR. LAU MAN TAK

(aged 54)

Mr. Lau Man Tak ("Mr. Lau") has been appointed as an Independent Non-executive Director since 28 September 2017. He is also the chairman of the Audit Committee, and a member of each of the Remuneration Committee, the Nomination Committee and the Investment Committee.

Mr. Lau graduated from the Hong Kong Polytechnic University with a bachelor's degree of arts in accountancy in November 1991. Mr. Lau has more than 20 years of experience in finance and accounting. He is an associate member of the Hong Kong Institute of Certified Public Accountants and a fellow member of each of the Association of Chartered Certified Accountants in United Kingdom, The Hong Kong Institute of Directors and the Hong Kong Securities and Investment Institute.

Mr. Lau is currently the chairman and a non-executive director of REF Holdings Limited ("REF") (stock code: 1631) and an independent non-executive director of Plus Group Holdings Inc. (stock code: 2486), both of which are listed on the Main Board of the Stock Exchange. He was also an independent non-executive director of Kingston Financial Group Limited (the shares of which were withdrawn voluntarily from listing on the Stock Exchange on 27 February 2023) until his resignation on 8 March 2023. Mr. Lau was an executive director and chairman of TEM Holdings Limited ("TEM") since 2015 and was re-designated as a director in January 2021 upon the withdrawal of the listing of TEM by way of privatisation. He was also an independent non-executive director of Chinese Food and Beverage Group Limited since February 2019 until his resignation upon its cancellation of listing on GEM of the Stock Exchange on 13 July 2021.

劉文德先生

(現年54歲)

劉文德先生(「劉先生」)自2017年9月28日起獲委任為本公司之獨立非執行董事。彼亦為審核委員會主席，以及薪酬委員會、提名委員會及投資委員會之成員。

劉先生於1991年11月在香港理工大學畢業，持有會計學文學士學位。彼於金融及會計方面擁有逾20年經驗。彼現為香港會計師公會之會員，亦為英國特許公認會計師公會、香港董事學會及香港證券及投資學會之資深會員。

劉先生現時為REF Holdings Limited (「REF」) (股份代號：1631)之主席兼非執行董事及普樂師集團控股有限公司(股份代號：2486)之獨立非執行董事，該兩間公司均於聯交所主板上市。他曾出任金利豐金融集團有限公司(其股份已於2023年2月27日於聯交所自願撤銷上市)之獨立非執行董事，直至2023年3月8日辭任。劉先生自2015年起擔任TEM Holdings Limited (創新電子控股有限公司*) (「創新電子」)之執行董事兼主席，並於創新電子以私有化方式撤銷上市地位後於2021年1月調任為董事。彼亦自2019年2月起曾出任華人飲食集團有限公司之獨立非執行董事，並於該公司2021年7月13日取消聯交所GEM上市地位時辭任。

* 僅供識別



MR. ERIC LEE HON MAN

(aged 57)

Mr. Eric Lee Hon Man (“Mr. Lee”) has been appointed as an Independent Non-executive Director since 28 September 2017. He is the chairman of the Nomination Committee, and a member of each of the Audit Committee and the Remuneration Committee.

Mr. Lee is currently an independent non-executive director of REF Holdings Limited (“REF”) (stock code: 1631), a company listed on the Main Board of the Stock Exchange. He was an independent non-executive director of TEM Holdings Limited (“TEM”) since April 2016 until his resignation in January 2021 upon withdrawal of the listing of TEM by way of privatization. Mr. Lee is currently employed by Opus Capital Limited, a company engaging in advising on corporate finance and dealing in securities, as managing director. He graduated from the University of Birmingham, the United Kingdom with a bachelor’s degree of engineering in electronic and electrical engineering in July 1988, and obtained a master’s degree in business administration from the Chinese University of Hong Kong in December 1993.

Mr. Lee has over 20 years of experience in the corporate finance industry. From December 2020 to July 2022, he worked at Alliance Capital Partners Limited, a company engaging in advising on corporate finance and dealing in securities, as managing director. From March 2017 to June 2020, he worked at Orient Capital (Hong Kong) Limited, a company engaging in advising on corporate finance, as managing director of investment banking department. From August 2015 to February 2017, Mr. Lee worked at LY Capital Limited, a company engaging in advising on corporate finance, as a director. From April 2002 to November 2014, he worked at First Shanghai Capital Limited, a company engaging in advising on corporate finance, and his last position was managing director. From July 1997 to March 2002, he worked at DBS Asia Capital Limited, a company engaging in advising on corporate finance, and his last position was vice president.

李翰文先生

(現年57歲)

李翰文先生(「李先生」)自2017年9月28日起獲委任為本公司之獨立非執行董事。彼為提名委員會主席，以及審核委員會及薪酬委員會之成員。

李先生現為 REF Holdings Limited (「REF」) (股份代號：1631) 之獨立非執行董事，該公司於聯交所主板上市。彼自於2016年4月擔任 TEM Holdings Limited (創新電子控股有限公司*) (「創新電子」) 的獨立非執行董事，並於創新電子以私有化方式撤銷上市地位後，在2021年1月辭任。李先生現時受聘於創富融資有限公司擔任董事總經理，該公司從事就企業融資提供意見及證券交易。彼於1988年7月畢業於英國伯明翰大學，獲工程學士學位(電子及電機工程)，並於1993年12月取得香港中文大學工商管理碩士學位。

李先生在企業融資行業有逾20年經驗。彼於2020年12月至2022年7月為同人融資有限公司擔任董事總經理，該公司從事就企業融資提供意見及證券交易。彼於2017年3月至2020年6月為東方融資(香港)有限公司擔任投資銀行部董事總經理，該公司從事就企業融資提供意見。李先生於2015年8月至2017年2月為絡繹資本有限公司的董事，該公司從事就企業融資提供意見。由2002年4月至2014年11月，彼任職第一上海融資有限公司，該公司從事就企業融資提供意見，而彼離職前職位為董事總經理。由1997年7月至2002年3月，彼效力於星展亞洲融資有限公司，該公司從事就企業融資提供意見，而彼離職前職位為副總裁。

* 僅供識別

PROFILES OF DIRECTORS 董事之簡介



MR. TO CHUN WAI

(aged 67)

Mr. To Chun Wai (“Mr. To”) has been appointed as an Independent Non-executive Director since 1 March 2021. He is the chairman of the Remuneration Committee, and a member of each of the Audit Committee and the Nomination Committee.

Mr. To is at present the chief executive officer of a Hong Kong registered consultancy company. He is also an independent non-executive director of Auto Italia Holdings Limited (stock code: 720) and Greenheart Group Limited (stock code: 94), DeTai New Energy Group Limited (stock code: 559) and NOVA Group Holdings Limited (stock code: 1360), all of which are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). Mr. To spent most of his career with the Hong Kong Police, beginning in 1974 and rising up the ranks to Assistant Commissioner (Crime), being responsible for the overall charge of policy designs and operations of, among others, the Commercial Crime Bureau, Organized Crime & Triad Bureau, Criminal Intelligence Bureau, Financial Investigation Bureau (anti money-laundering), and Technology Crime Bureau, until his retirement in 2011.

Mr. To was awarded the Police Meritorious Service Medal by the Chief Executive of the Hong Kong Special Administrative Region, in recognition of his long and staunch service and contribution to the Hong Kong society. From 2011 to 2012, he served as a part-time tutor at the University of Hong Kong. Between April 2013 and August 2018, he served as the chief strategic officer, chief operating officer, and a non-executive director of Integrated Waste Solutions Group Holdings Limited (“IWS”), the shares of which are listed on the Main Board of the Stock Exchange (stock code: 923), and sat on both the remuneration and nomination committees of IWS during his tenure of services.

Mr. To has wide administrative and management experiences in both the public and private sectors, and holds a master degree of public administration from the University of Hong Kong.

杜振偉先生

(現年67歲)

杜振偉先生(「杜先生」)自2021年3月1日起獲委任為本公司之獨立非執行董事。彼為薪酬委員會主席，以及審核委員會及提名委員會之成員。

杜先生現為一間香港註冊顧問公司之行政總裁，並為Auto Italia Holdings Limited(意達利控股有限公司*) (股份代號：720)、綠心集團有限公司(股份代號：94)、德泰新能源集團有限公司(股份代號：559)及諾發集團控股有限公司(股份代號：1360)之獨立非執行董事，該等公司於香港聯合交易所有限公司(「聯交所」)主板上市。杜先生自1974年起大部份職業生涯均於香港警隊服務，於2011年退休之前，彼晉升至助理處長(刑事)，全面負責(其中包括)商業罪案調查科、有組織罪案及三合會調查科、刑事情報科、財富調查科(打擊洗黑錢)及科技罪案調查科之政策設計及行動。

杜先生曾獲香港特別行政區行政長官頒授警察榮譽獎章以表揚其長期卓越服務及對香港社會的貢獻。於2011年至2012年，彼曾任香港大學兼職導師。彼曾於2013年4月至2018年8月擔任綜合環保集團有限公司(「綜合環保」)(股份代號：923)之策略總監、營運總監及非執行董事，該公司之股份於聯交所主板上市，彼於任期內擔任綜合環保之薪酬及提名委員會成員。

杜先生在公私營界別具備豐富行政及管理經驗，並持有香港大學公共行政碩士學位。

* 僅供識別

PROFILES OF THE GROUP'S KEY PERSONNEL

集團要員之簡介



MR. GARY TSE CHI CHIU

MEng (Civil & Architectural), CEng, MIStructE, MCIOB, MHKIE, MHKICM, ICE, RPE(Structural), Chartered Construction Manager (aged 46)

Mr. Gary Tse Chi Chiu ("Mr. Tse") was appointed as an Acting Managing Director for the interiors and special projects business (the "ISP Business") and a member of the Executive

Committee with effect from 7 May 2020. He is also a director of certain subsidiaries of the Company and is responsible for strategic planning, business development and overall operation of ISP Business and in charge of Planning, Engineering and Plant Department of the Group.

Mr. Tse joined interiors and special projects division in 2011. He has strong background in structural design and consultation knowledge and processes over 20 years of experience in the design, construction, supervision and project management. He has also been involved in various building, civil and renovation projects in Hong Kong, Macau, United Kingdom and Middle East.

Mr. Tse is a qualified contractor specialising in construction management in a wide range of construction projects including high rise class residential and commercial development, social facilities, shopping complex, hotel, hospital building; fitting-out works together with alteration and addition works, major demolition and repair works. He also qualified as a combined Chartered Civil and Structural Engineer as well as a Registered Professional Engineer.

謝志超先生

MEng (Civil & Architectural), CEng, MIStructE, MCIOB, MHKIE, MHKICM, ICE, RPE(Structural), Chartered Construction Manager (46歲)

謝志超先生(「謝先生」)自2020年5月7日起獲委任為室內裝飾及特殊項目業務(「室內裝飾及特殊項目業務」)的署理董事總經理及執行委員會之成員。彼亦為本公司若干附屬公司之董事，負責室內裝飾及特殊項目業務的整體策略、業務發展和管理營運以及負責本集團規劃工程及工廠部。

謝先生在2011年加入室內裝飾及特殊項目部門。彼於結構設計及諮詢方面擁有深厚的背景並具有超過20年的設計、建築、監督及項目管理的經驗。彼亦曾參與香港、澳門、英國以及中東的各種建築、土木及翻新項目。

謝先生為合資格的承建商，專門從事各種建築項目的建築管理包括高層住宅及商業發展項目、社區設施、購物中心、酒店、醫院大樓、室內裝飾工程和改建及加建工程以及大型拆卸和修理工程。彼亦持有聯合註冊的土木和結構工程師以及註冊專業工程師的資格。

PROFILES OF THE GROUP'S KEY PERSONNEL

集團要員之簡介



MR. LEUNG CHI MING

EMBA RICS CIH CPM (aged 50)

Mr. Leung Chi Ming ("Mr. Leung") is the Regional Director (China) and a director of certain subsidiaries of the Company. Mr. Leung holds an Executive Master's Degree of Business Administration in Real Estate from Shanghai Advanced Institute of Finance. He is also currently a Registered

Professional Housing Manager of Institute of Real Estate Management and a member of each of the Chartered Institute of Housing Asia Pacific Branch and Royal Institution of Chartered Surveyor.

Mr. Leung joined the Group in 1999 and has over 20 years of extensive experience in real estate consultancy and service in Hong Kong and China. He is responsible for the overall strategic planning, business development and management operations of the real estate business of the Group in China.

梁志明先生

EMBA, RICS, CIH, CPM (50歲)

梁志明先生(「梁先生」)為區域董事(中國)及本公司之若干附屬公司之董事。梁先生持有上海高級金融學院房地產專業高級工商管理碩士學位。彼亦為國際房地產管理協會的註冊專業房屋經理以及英國特許房屋經理學會亞太分會及英國皇家特許測量師學會的會員。

梁先生於1999年加入本集團，並於香港及中國之房地產顧問及服務擁有超過20年豐富經驗。彼負責本集團於中國房地產業務之整體規劃、發展策略及管理營運。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company recognises the interests of and its responsibility to one of its most important stakeholders — the shareholders. It is committed to upholding high standards of corporate governance as a means of protecting and enhancing shareholder value and ensuring the integrity of operations of the Group. Its corporate governance standards are built on the principles of independence, accountability, transparency and fairness with an appropriate system of checks and balances.

The Group has the mission to provide comprehensive and innovative solutions to achieve high quality results in both interiors and special projects business in Hong Kong and property and facility management business in China, so as to create value for its stakeholders whilst maintaining long-term profitability and assets growth with the adoption of flexible business model and prudential risk and capital management framework. The Board and the management always play a visionary role in the Group's development of business model to align the culture of the Group emphasizing customer-focus, integrity, teamwork, innovation and the pursuit of excellence, together with responsible business and sustainability. Through the implementation of our Group's business model, we are committed to proactively providing comprehensive and innovative solution in our provisions of quality services, with the aim to enhance customer satisfaction. The Group's business strategies drive for business goal and expansion, setting of the Group's risk appetite and tolerance levels, and undertaking appropriate initiatives to motivate staff to achieve business and financial targets. The Directors at their Board meetings during the year 2023 discussed business strategies, development and opportunities and followed up on the implementation status. Details of the Group's business performance and financial review for the year 2023 are set out in the "Management Discussion and Analysis" section of this annual report.

CORPORATE GOVERNANCE CODE

The Company has applied the principles of the Corporate Governance Code (the "CG Code") as contained in Appendix C1 of the Rules Governing the Listing of Securities (the "Listing Rules") on the Stock Exchange.

Throughout the Reporting Year, the Company complied with all code provisions set out the CG Code.

本公司深明股東是最重要之持份者之一，並對股東承擔責任。昇柏致力維持高度企業管治水平，以保障及提升股東價值，同時確保本集團誠實公正運作。昇柏的企業管治標準建基於獨立性、問責性、透明度及公平性原則，並制訂完善檢討及平衡制度。

本集團的使命是提供全面和創新的方案，以使香港室內裝飾及特殊項目業務和中國物業及設施管理業務中達致高質素成效，從而為持份者創造價值下，同時保持長期盈利能力和通過採用靈活的業務模式以及審慎的風險和資本管理框架下實現資產增長。董事會和管理層在集團一直發展業務模式中發揮遠見卓識的作用，令集團文化強調以客戶為本、正值誠實、群策群力、不斷創新和追求卓越，以及負責任的企業和可持續發展。透過實施本集團的業務模式，我們致力提供優質服務時，並積極提供全面及創新的方案，以提升客戶滿意度。本集團的業務戰略在於推動業務目標和擴張，設定集團的風險偏好和承受水平，並採取適當的舉措來激勵員工實現業務和財務上的目標。董事們在2023年的董事會會議上討論了業務戰略、發展和機遇，並跟進了實施情況。本集團2023年度業務表現及財務回顧詳情載於本年報「管理層討論與分析」部分。

企業管治守則

本公司已應用聯交所證券上市規則（「上市規則」）附錄C1所包括之《企業管治守則》（「企業管治守則」）之原則。

報告年度，本公司已遵守企業管治守則內之所有守則條文。

MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Board has adopted the Model Code for Securities Transactions by Directors of Listed Issuers (the “Model Code”) as set out in Appendix C3 of the Listing Rules (as amended from time to time by the Stock Exchange) as its own code of conduct for regulating securities transactions by Directors. Having made specific enquiry by the Company, all Directors confirmed they complied with the required standard set out in the Model Code throughout the Reporting Year.

The Board has further adopted the Model Code as the written guidelines for regulating securities transactions by the senior management (whose names are set out in Profiles of the Group’s Key Personnel on pages 25 to 26 of this annual report) and certain employees (collectively, the “Relevant Employees”) of the Group. The Board believes that the Relevant Employees may, by virtue of their positions, likely be in possession of unpublished inside information of the Group.

BOARD OF DIRECTORS

Composition

As at the date of this annual report, the Board comprised five Directors, including one Executive Director, one Non-executive Director and three Independent Non-executive Directors.

The names of the Directors are set out below:

Executive Director

Mr. Kingston Chu Chun Ho (*Chairman*)

Non-executive Director

Mr. Lam Chun Kit

Independent Non-executive Directors

Mr. Lau Man Tak

Mr. Eric Lee Hon Man

Mr. To Chun Wai

董事進行證券交易之標準守則

董事會已採納上市規則附錄C3所載之《上市發行人董事進行證券交易的標準守則》(「標準守則」)(經聯交所不時修訂)作為其規管本公司董事進行證券交易之操守準則。經本公司作出特定查詢後，所有董事均確認彼等於本報告年度一直遵守標準守則所規定之標準。

董事會進一步採納標準守則作為規管本集團高層管理人員(彼等之姓名載於本年報第25至26頁集團要員之簡介)及若干僱員(統稱「有關僱員」)進行證券交易之書面指引。董事會相信有關僱員可憑藉本身職位取得本集團未公開之內幕消息。

董事會

組成

於本年報日期，董事會由五名董事組成，包括一名執行董事、一名非執行董事及三名獨立非執行董事。

董事名稱載列如下：

執行董事

朱俊浩先生(主席)

非執行董事

林俊傑先生

獨立非執行董事

劉文德先生

李翰文先生

杜振偉先生

An updated list of Directors identifying their roles and functions is available on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.isp-hk.com.hk).

Coming from diverse businesses and professional backgrounds, the Board members possess a balance of skills, expertise and diversity of perspectives appropriate for the requirements of the business of the Group and they are collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. Save as disclosed in the Profiles of Directors set out on pages 20 to 24 of this annual report, there is no relationship among the Board members.

The Company currently has three Independent Non-executive Directors representing more than one-third of the total number of Board members and is in compliance with the requirement under Rule 3.10 of the Listing Rules. The views of the Independent Non-executive Directors carry weight in the Board's decisions, and their participation helps the Board exercise judgement, make decisions and act objectively in the interests of the Company and its shareholders as a whole.

Each of the Independent Non-executive Directors has given to the Company an annual confirmation of independence with reference to the factors set out in Rule 3.13 of the Listing Rules. The Company considers that all the Independent Non-executive Directors are and have remained independent. Mr. Lau Man Tak, chairman of the Audit Committee, has the appropriate accounting and financial management expertise required under Rule 3.10(2) of the Listing Rules.

The Company has put in place mechanisms to ensure independent views and input available to the Board. This is achieved by giving Directors access to external independent professional advice from legal advisers and auditor, as well as the full attendance of all independent non-executive Directors at all the meetings of the Board and its relevant committees held during the Reporting Year.

The Board reviews the implementation and effectiveness of the aforementioned mechanisms on an annual basis. The Board has reviewed the mechanisms and is satisfied with the implementation and effectiveness of such mechanisms.

The Board members, including all the Independent Non-executive Directors, are expressly identified in all corporate communications which disclose the names of the Directors of the Company.

董事名單更新版本可於聯交所網站(www.hkexnews.hk)及本公司網站(www.isp-hk.com.hk)供查閱，當中會列明各董事之職能及責任。

董事會成員來自不同行業及專業背景，具備切合本集團業務需要的全面技能、專業知識及多元化觀點。彼等共同負責領導及監督本公司的事務，以協助本公司成功發展。除於本年報第20頁至第24頁所載董事之簡介所披露者外，董事會成員之間並無任何關係。

本公司現時有三名獨立非執行董事，佔董事會成員總人數三分之一以上，符合上市規則第3.10條之規定。獨立非執行董事之意見於董事會決策中極具影響力，彼等幫助董事會行使判斷、作出決定及採取符合本公司與其股東整體利益之客觀行動。

各位獨立非執行董事已參考上市規則第3.13條之所載因素就彼等之獨立性向本公司提交年度確認函。本公司認為所有獨立非執行董事現時及一直保持獨立。審核委員會主席劉文德先生具備上市規則第3.10(2)條所規定的合適會計及財務管理專長。

本公司已設立機制，確保董事會可獲得獨立意見及建議。為達致此目的，董事可從法律的顧問及核數師獲得外部獨立專業意見，以及所有獨立非執行董事均悉數出席於報告年度舉行的所有董事會及其相關委員會會議。

董事會每年均會審查上述機制的執行情況及有效性。董事會已檢討有關機制，並對有關機制的執行情況及有效性感到滿意。

董事會成員(包括各獨立非執行董事)均明確地載列於所有披露本公司董事姓名的企業通訊中。

Functions

The Board has an ultimate oversight of the Group's activities. Its primary functions are to set and direct the Company's strategy and to monitor and measure the management's performance. The Board is accountable for the overall strategic development of the Group with the objective to enhance shareholder value. Material matters are reserved for the Board's considerations or decisions which include, among other things, overall strategy of the Group, business plans, annual budgets, significant capital expenditure, interim and annual results and reports, dividend policy and payments, material acquisitions, disposals or investment proposals, directors' appointments, re-appointments or removal, and other material transactions.

The Board has delegated certain of its responsibilities to the Audit Committee, Remuneration Committee, Nomination Committee, Investment Committee and Executive Committee. It has also delegated the day-to-day operations of the Group's business to the senior management. Delegation of duties to the Board committees and daily business operations to the management are discussed on pages 35 to 44 of this report.

Board Chairman and Managing Director

Code provision C.2.1 of the CG Code provides that the roles of chairman and chief executive should be separate and should not be performed by the same individual. The division of responsibilities between the chairman and chief executive should be clearly established and set out in writing.

Mr. Kingston Chu Chun Ho is the Chairman of the Board. During the Reporting Year, the role of chief executive of the Company was played by Mr. Gary Tse Chi Chiu as the Acting Managing Director for the ISP Business.

At all times, the Chairman of the Board and the Acting Managing Director are not related to each other and there are clear divisions among their responsibilities with a view to achieving a balance of power and authority. The Chairman of the Board provides leadership to the Board in terms of formulating policies and strategies. The Acting Managing Director has the overall responsibility of implementing the decisions, policies and strategies approved by the Board, and overseeing the Group's business and operations. The duties of the Chairman and the Acting Managing Director are set out in their respective service agreements entered into with the Company.

職能

董事會為本集團業務之最高監督組織，其主要職能為制定本公司之策略並提供指引，亦同時監察及評估管理層之表現。董事會負責本集團之整體策略發展，以致力提升股東價值為目標。所有重大事宜均留待董事會考慮或決定，有關事宜包括（其中包括）本集團整體策略、業務計劃、年度預算、重大資本開支、中期與年度業績及報告、股息政策及分派、重大收購、出售或投資建議、委任、重新委任或罷免董事、及其他重大交易。

董事會已將其若干責任轉授予審核委員會、薪酬委員會、提名委員會、投資委員會以及執行委員會。董事會亦已授權高層管理人員處理本集團業務之日常營運。有關轉授職責予董事會轄下的委員會及授權管理層處理日常營運之詳情，將於本報告第35頁至第44頁討論。

董事會主席及董事總經理

企業管治守則之守則條文第C.2.1條訂明，主席及行政總裁之職能必須分開，且不可由同一人兼任。主席及行政總裁之責任分工應以書面形式清楚列明。

朱俊浩先生為董事會主席。於報告年度，謝志超先生於報告年度擔任室內裝飾及特殊項目業務署理董事總經理。

董事會主席及署理董事總經理之間一直並無任何關係及彼等之責任有明確區分，以確保權力及職權的平衡。董事會主席領導董事會制訂政策及策略。署理董事總經理負責實行董事會通過之所有決定、政策及策略，並監察本集團之業務及營運。主席及署理董事總經理職責分別載於彼等各自與本公司訂立之服務協議內。

With the support from the Acting Managing Director and the Company Secretary, the Chairman of the Board ensures that all Directors are properly briefed on all issues arising from Board meetings and receive adequate, complete and reliable information in a timely manner.

Appointment, Re-election and Removal of Directors

The Board has assumed the responsibility to consider the appointment, re-election and removal of the Directors. The Board set up a Nomination Committee in 2011 to recommend the appointment, re-election and removal of the Directors.

All the Independent Non-executive Directors have entered into letters of appointment with the Company for a term of three years subject to the requirements of the Listing Rules and the bye-laws of the Company (“Bye-laws”), including the requirement of retirement by rotation and re-election or standing for re-election at annual general meetings (“AGM(s)”) of the Company at least once every three years. The term is renewable upon expiry.

Any new Director to be appointed by the Company shall be provided with information on duties and obligations of director, relevant regulatory requirements and the Group’s business affairs. All Directors appointed to fill a casual vacancy on the Board or as an addition to the existing Board shall hold office until the next following AGM and shall then be eligible for re-election at the meeting according to the Bye-laws.

Board Meetings

Regular Board meetings are held at least four times a year at approximately quarterly intervals. Tentative dates of regular Board meetings for next year are scheduled approaching the end of each calendar year in order to facilitate the Directors to plan for attendance of the meetings. Additional Board meetings will be convened, as and when required, to deal with ad hoc issues. Any Director who is not able to present physically may participate at any Board meeting through electronic means of communication, such as conference telephone or other similar communication equipment, in accordance with the Bye-laws.

在署理董事總經理及公司秘書的協助下，董事會主席確保在董事會會議上所有董事均適當知悉當前的事項，並適時收到充份且完備及可靠的資料。

委任、重選及罷免董事

董事會負責考慮委任、重選及罷免董事。董事會於2011年設立提名委員會，就董事之委任、重選及罷免作出建議。

所有獨立非執行董事均與本公司簽訂任期為3年之委任函，惟須遵守上市規則及本公司細則（「細則」）之規定，包括最少每3年一次於本公司股東周年大會（「股東周年大會」）上輪席告退並膺選連任或尋求重選連任之規定。於任期屆滿後可予續期。

任何獲本公司委任之新董事，將獲提供有關董事職責及責任、相關監管規則及本集團業務之資料。所有為填補董事會臨時空缺或增加現有董事名額而獲委任之董事任期至下屆股東周年大會為止，並有資格根據細則於該股東大會上重選。

董事會會議

董事會定期會議每年最少舉行四次，約每季一次。翌年董事會定期會議之暫定舉行日期將於每年近年底時編訂，以便董事安排出席有關會議。董事會亦將於有需要時召開額外的董事會會議，以處理突發事務。根據細則之規定，任何未能親身出席董事會會議之董事，可透過電話會議或其他類似通訊設備等電子通訊方式參與董事會會議。

Board Proceedings

Notice convening each regular Board meeting is sent at least 14 days in advance, and reasonable notice is given for other Board meetings. The Company Secretary assists the Chairman of the Board to prepare the meeting notice and agenda. Each Director may include any item on the agenda. The agenda, accompanied by meeting papers with sufficient and reliable information, are sent to each Director normally not less than three days before the date of a Board meeting to enable the Directors to make informed decisions on the matters to be discussed, except where a Board meeting is convened on a very urgent basis to consider any urgent ad hoc matter.

The Company Secretary is responsible for taking minutes of the Board meetings, drafts and final versions of which will be circulated to Directors for comment and records, respectively, and in both cases, within a reasonable time after each meeting. Minutes shall record in sufficient detail the matters considered by the Board at the meeting and decisions reached, including any concerns raised by the Directors or dissenting view (if any) expressed. Minutes of Board meetings are open for inspection to any Director on request.

All Directors have access to the Company Secretary who is responsible for ensuring that Board procedures are complied with and all applicable rules and regulations relating to Board process are followed. Directors have full and timely access to all relevant information, including reports from the Board committees and reports from the management. They are also provided with updates on the latest developments of the Listing Rules and other relevant legal and regulatory changes and matters of relevance to the Directors in discharging their duties as and when appropriate.

To assist the Directors to discharge their duties, the Board has adopted written procedures for any Director who wishes to seek independent professional advice at the Company's expenses.

Board approval is also given by circulation of resolution in writing pursuant to the Bye-laws on urgent matters which require decisions in a tight timeframe and hence convening a Board meeting is difficult or not practicable. In the case where a resolution in writing is circulated, sufficient information and explanatory materials will also be provided to the Directors at the same time.

董事會程序

董事會定期會議之通告於會議召開前最少14日發出，而董事會其他會議之通告則於合理時間內發出。公司秘書負責協助董事會主席擬備會議通告及議程。每位董事皆有機會將任何事項納入議程之內。一般在舉行董事會會議前最少3日，送出會議議程及其他具備充足可靠資料之會議文件予每位董事（除非董事會會議於緊急情況下召開以考慮任何緊急突發事項），使董事能夠就提出的事項作出知情決定。

公司秘書須負責撰寫董事會會議記錄，其初稿及最終稿須在每次董事會會議結束後的合理時間內發送予董事評議，而最終稿則予以存檔。會議記錄須對董事會會議上各董事所考慮的事項及達致的決定作出足夠詳細之記錄，其中包括董事提出之任何關注事項或表達之異議（如有）。董事會會議記錄按要求公開予任何董事查閱。

所有董事均有聯絡公司秘書之途徑，而公司秘書有責任確保董事會程序獲依循及所有關於董事會程序的適用規則及規例均獲遵守。董事均可適時全面取得所有相關資料，包括董事會轄下的委員會之報告及管理層之報告。彼等亦獲適時提供有關上市規則之最新發佈及其他有關法例及監管規例變動之最新信息，以及與董事履行彼等職責有關之事宜。

為協助董事履行彼等之職責，董事會已採納書面程序，以便任何董事尋求獨立專業意見，費用則由本公司支付。

如有緊急事項須於緊迫時限內作出決定，並因此難以或不能召開董事會會議，則根據細則，董事會可透過傳閱書面決議方式批准有關事項。在傳閱書面決議時，充分之資料及說明材料亦將同時提供予董事。

If a substantial shareholder or a Director has a conflict of interest in a matter (including material transactions with connected persons) which the Board determines to be material, the Board will hold a meeting to consider the relevant matter.

Appropriate insurance cover on Directors' and officers' liabilities has been arranged to protect the Directors and officers of the Group.

Attendances of Meetings

Four Board meetings, two Audit Committee meetings, one Remuneration Committee meeting, one Nomination Committee meeting, one Investment Committee meeting and one general meeting were held during the Reporting Year. Attendances of these meetings by Directors are set out below:

若有主要股東或董事在某一事項(包括與關連人士的重大交易)中存有董事會認為重大的利益衝突時，董事會將舉行會議以考慮有關事項。

本集團已購買適當之董事及高級職員責任保險，為其董事及高級職員提供保障。

會議出席情況

於報告年度內，曾經舉行四次董事會會議、兩次審核委員會會議、一次薪酬委員會會議、一次提名委員會會議、一次投資委員會會議及一次股東大會。下表載列董事出席該等會議之情況：

Name of Directors	董事姓名	Meetings attended/Eligible to attend					AGM
		Board	Audit Committee	Remuneration Committee	Nomination Committee	Investment Committee	
		董事會	審核委員會	薪酬委員會	提名委員會	投資委員會	股東周年大會
Executive Director	執行董事						
Kingston Chu Chun Ho	朱俊浩	4/4	n/a	1/1	1/1	1/1	1/1
Non-Executive Director	非執行董事						
Lam Chun Kit	林俊傑	4/4	n/a	n/a	n/a	1/1	1/1
Independent Non-executive Directors	獨立非執行董事						
Lau Man Tak	劉文德	4/4	2/2	1/1	1/1	1/1	1/1
Eric Lee Hon Man	李翰文	4/4	2/2	1/1	1/1	n/a	1/1
To Chun Wai	杜振偉	4/4	2/2	1/1	1/1	n/a	1/1

n/a: not applicable

n/a: 不適用

During the Reporting Year, the Chairman of the Board also held one meeting with the Independent Non-executive Directors without the other Director's presence.

於報告年度，董事會主席亦與獨立非執行董事在沒有其他董事出席下舉行一次會議。

Code provision C.1.6 of the CG Code provides that independent non-executive directors and other non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders generally. All Independent Non-executive Directors attended the AGM held on 25 May 2023 by electronic means.

企業管治守則之守則條文第C.1.6條訂明，獨立非執行董事及其他非執行董事應出席股東大會，並對股東的意見有全面公正的了解。全體獨立非執行董事均已通過電子方式出席於2023年5月25日舉行之股東周年大會。

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Directors' Training and Professional Development

Every Director keeps abreast of responsibilities as a Director of the Company and of the conduct, business activities and development of the Company.

Directors are aware of the requirement under the code provision C.1.4 of CG Code regarding continuous professional development. During the Reporting Year, the Company provided reading materials to the Directors for self-study. In addition, the Directors have attended external courses or director training webcasts organised by various organisations for their own continuous training.

Directors also reviewed the business and financial updates and other reading materials provided to them concerning latest developments in corporate governance practices, and relevant legal and regulatory developments. A record of the Directors' participation in various continuous professional development programme is kept by the company secretarial department. A summary of training received by the Directors for the Reporting Year according to the records provided by the Directors is as follows:

董事培訓及專業發展

每位董事均會時常更新有關本公司董事責任，以及本公司的經營、業務活動及動向的資料。

董事均知曉企業管治守則下守則條文第C.1.4條有關持續專業發展的規定。於報告年度，本公司曾為董事提供閱讀資料供自我進修。此外，董事已參加由不同機構舉辦的外界課程或董事培訓網路廣播，以接受持續培訓。

董事亦審閱彼等獲提供之業務及財務的更新資料以及其他有關企業管治常規及相關法律及法規演進最新發展的閱覽資料。1份董事參與不同持續專業發展項目的記錄，由公司秘書部保存。董事於截至報告年度所接受培訓的概要（根據董事所提供的記錄編製）如下：

Name of Directors	董事姓名	Training courses/ seminars/webcasts/ reading materials 培訓課程／研討會／ 網路廣播／閱讀材料
Kingston Chu Chun Ho	朱俊浩	✓
Lam Chun Kit	林俊傑	✓
Lau Man Tak	劉文德	✓
Eric Lee Hon Man	李翰文	✓
To Chun Wai	杜振偉	✓

BOARD COMMITTEES

During the Reporting Year, each of the Board committees, namely, the Audit Committee, the Remuneration Committee, the Nomination Committee, Investment Committee and the Executive Committee, assisted in the execution of the Board's responsibilities and to oversee particular aspect of the Group's affairs. Each Board committee is provided with sufficient resources to discharge its duties properly, and holds meetings in accordance with the By-laws, its specific written terms of reference and, where applicable, the proceedings of Board meeting.

Audit Committee

The Audit Committee currently comprises three Independent Non-executive Directors. The members of the Audit Committee during the Reporting Year and up to date of this report were:

Mr. Lau Man Tak (*Chairman*)
Mr. Eric Lee Hon Man
Mr. To Chun Wai

None of the Audit Committee members is or has been a former partner of the Company's existing external auditor for the past two years.

The Audit Committee is primarily responsible for conducting an independent and objective review of the financial reporting process, internal controls and audit function with emphasis on:

- (i) appraising the quality of the audit effort of the Company's internal and external auditors;
- (ii) serving as an independent and objective party to review the financial information presented by management to shareholders, regulators and the general public;
- (iii) ascertaining the adequacy of the Company's systems of risk management and internal control which management and the Board have established; and
- (iv) serving as a useful channel of communication between the Board and the external and internal auditors on matters relating to and arising out of the external and internal audits.

董事委員會

於報告年度，各董事委員會（即審核委員會、薪酬委員會、提名委員會、投資委員會及執行委員會）均為協助執行董事會之責任，並專責監督本集團事務之某一特定範疇。每個董事委員會均獲提供充足資源，可適當地履行其職責，並根據細則、其特定書面職權範圍及董事會議事程序（如適用）舉行會議。

審核委員會

審核委員會目前由三名獨立非執行董事組成。於報告年度及直至本報告日期，審核委員會的成員如下：

劉文德先生（主席）
李翰文先生
杜振偉先生

概無審核委員會成員現時或於過去兩年曾經為本公司現任外聘核數師之前合夥人。

審核委員會主要負責就財務申報程序、內部監控及審核職能進行獨立及客觀之檢討，並專注於以下事項：

- (i) 評估本公司內部及外聘核數師之審核工作質素；
- (ii) 以獨立及客觀身份審核由管理層向股東、監管機構及公眾呈報之財務資料；
- (iii) 釐定管理層及董事會設立之本公司風險管理及內部監控系統是否充分；及
- (iv) 就關於外部及內部審核及由其產生的事項，擔任董事會與外部及內部核數師之間一個有效的溝通渠道。

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The authority and duties of the Audit Committee are set out in its specific written terms of reference. Full text of the terms of reference of the Audit Committee is available on the websites of the Company and the Stock Exchange.

The principal duties of the Audit Committee include, among other things, recommending to the Board on the appointment, reappointment or removal of the Company's external auditor and on its remuneration; reviewing the Company's interim and annual financial statements and other financial reports; and reviewing the Company's financial reporting system, internal control procedures (including monitoring the effectiveness of the internal audit function) and risk management system. The Audit Committee has explicit authority to investigate any activity within its duties and responsibilities and the authority to obtain external legal or other independent professional advice if it considers necessary.

The Audit Committee shall meet at least twice a year. During the Reporting Year, two Audit Committee meetings were held. Attendances of the meetings have been disclosed on page 33 of this report.

During the Reporting Year, the Audit Committee members with the participation of the internal and external auditors and the management, (i) reviewed the risk management and internal control systems of the Group; (ii) reviewed the annual results for the year ended 31 December 2022 and the interim results for the period ended 30 June 2023 and the related financial statements of the Company with a view to ensuring that these financial statements were prepared in accordance with the accounting principles and standards generally accepted in Hong Kong; (iii) considered the reports from the external auditor on the scope and findings of its independent review of the interim financial statements and audit of the annual financial statements; (iv) reviewed the adequacy of resources, qualifications and experience of staff of the Group's accounting, internal audit and financial reporting functions and their training programmes and budget; (v) reviewed the report on continuing connected transactions; (vi) reviewed and approved the external auditor's fees for audit and non-audit services; (vii) reviewed the independence of external auditor; and (viii) recommended the Board to nominate the re-appointment of the external auditor at AGM.

There is no disagreement between the Board and the Audit Committee's view on re-appointment of external auditor, and they both have agreed to recommend the re-appointment of BDO Limited as the Company's external auditor for the ensuing year at the 2024 AGM.

審核委員會之權限及職責載於其特定書面職權範圍內。審核委員會之職權範圍全文已登載於本公司及聯交所網站內。

審核委員會之主要職責包括(當中包括)就委任、重新委任或罷免本公司外聘核數師及就其酬金向董事會作出建議; 審閱本公司中期及年度財務報表以及其他財務報告; 並檢討本公司之財務申報制度、內部監控程序(包括監管內部審核職能之成效)及風險管理制度。審核委員會具清晰權限, 可在其職責及責任範圍內調查任何活動, 並有權於其認為必需時取得外聘法律或其他獨立專業意見。

審核委員會須每年至少舉行兩次會議。於報告年度, 審核委員會舉行了兩次會議。出席會議之情況已於本報告第33頁披露。

於報告年度, 審核委員會成員已連同內部及外聘核數師與管理層(i)審閱本集團之風險管理及內部監控制度; (ii)審閱本公司截至2022年12月31日止年度的年度業績及截至2023年6月30日止期間的中期業績以及相關財務報表, 以確保該等財務報表根據香港公認會計原則及準則編製; (iii)省覽外聘核數師就其中期與年度財務報表進行獨立審閱和審核之範圍及就所得結果作出之報告; (iv)檢討本集團的會計、內部審核和財務申報功能的員工之資源、資歷及經驗是否充足, 以及彼等的培訓課程及預算; (v) 檢討持續關連交易報告; (vi)檢討及批准外聘核數師的審核及非審核服務費用; (vii)檢討外聘核數師的獨立性; 及(viii)建議董事會在股東周年大會上提名重新委任外聘核數師。

董事會及審核委員會就重新委任外聘核數師上並無分歧意見, 而彼等均已同意於即將舉行之2024年股東周年大會上, 建議重新委任香港立信德豪會計師事務所有限公司為本公司來年之外聘核數師。

Remuneration Committee

The Remuneration Committee currently comprises four Directors, a majority of whom are Independent Non-executive Directors. The members of the Remuneration Committee during the Reporting Year and up to date of this report were:

Mr. To Chun Wai (*Chairman*)
Mr. Kingston Chu Chun Ho
Mr. Lau Man Tak
Mr. Eric Lee Hon Man

The authority and duties of the Remuneration Committee are set out in its specific written terms of reference. Full text of the terms of reference of the Remuneration Committee is available on the websites of the Company and the Stock Exchange.

The Remuneration Committee is primarily responsible for reviewing the remuneration policy of the Group and the remuneration packages of the Directors and senior management of the Company. Its duties are summarised below:

- (i) make recommendations to the Board on the Company's policy and structure for all Directors and senior management remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy;
- (ii) review and approve the management's remuneration proposals with reference to the Board's corporate goals and objectives;
- (iii) make recommendations to the Board on the remuneration packages of individual Executive Directors and senior management;
- (iv) make recommendations to the Board on the remuneration of Non-executive Directors;
- (v) consider salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group;
- (vi) review and approve compensation payable to Executive Directors and senior management for any loss or termination of office or appointment to ensure that it is consistent with contractual terms and is otherwise fair and not excessive;

薪酬委員會

薪酬委員會目前由四名董事組成，以獨立非執行董事佔多數。於報告年度及直至本報告日期，薪酬委員會的成員如下：

杜振偉先生(主席)
朱俊浩先生
劉文德先生
李翰文先生

薪酬委員會之權限及職責載於其特定書面職權範圍內。薪酬委員會之職權範圍全文已登載於本公司及聯交所網站內。

薪酬委員會主要負責檢討本集團之薪酬政策及本公司董事與高層管理人員之薪酬待遇。其職責概述如下：

- (i) 就本公司所有董事及高層管理人員薪酬之政策及架構，以及就發展薪酬政策而訂立一套正式且具透明度之程序，向董事會作出建議；
- (ii) 經參考董事會之企業目的及目標後，檢討及批准管理層之薪酬建議；
- (iii) 就個別執行董事及高層管理人員之薪酬待遇，向董事會作出建議；
- (iv) 就非執行董事之薪酬，向董事會作出建議；
- (v) 考慮比較公司支付的薪金，須付出的時間及職責，以及本集團內其他職位的僱用條件；
- (vi) 檢討及批准向執行董事及高層管理人員就任何喪失或終止職務或委任而須支付的賠償，以確保該等賠償與合約條款一致；若未能與合約條款一致，賠償亦須公平合理，不致過多；

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- (vii) review and approve compensation arrangements, relating to dismissal or removal of Directors for misconduct to ensure that they are consistent with contractual terms and are otherwise reasonable and appropriate; and
- (viii) ensure that no Director or any of his associates is involved in deciding his own remuneration.

The Remuneration Committee shall meet at least once a year. During the Reporting Year, the Remuneration Committee held one meeting and passed written resolutions. Attendance of the meeting has been disclosed on page 33 of this report.

During the Reporting Year, the Remuneration Committee members reviewed the revised terms of reference of the Remuneration Committee with recommendation to the Board for approval.

Pursuant to code provision E.1.5 of the CG Code, the remuneration of the senior management by band for the Reporting Year is set out below:

- (vii) 檢討及批准因董事行為失當而解僱或罷免有關董事所涉及的賠償安排，以確保該等安排與合約條款一致；若未能與合約條款一致，有關賠償亦須合理適當；及
- (viii) 確保任何董事或其任何聯繫人不得參與釐定其薪酬。

薪酬委員會須每年至少舉行一次會議。於報告年度，薪酬委員會舉行了一次會議和通過書面決議。出席會議之情況已於本報告第33頁披露。

於報告年度，薪酬委員會成員已檢討經修訂之薪酬委員會職權範圍，並就批准該事宜向董事會作出推薦建議。

根據企業管治守則之守則條文第E.1.5條，以下列出高層管理人員於截至報告年度的薪酬組別：

Within the band of	組別介乎於	Number of individuals 人數
HK\$1,000,001 to HK\$2,000,000	港幣 1,000,001 元至港幣 2,000,000 元	2

Remuneration Policy of the Group

The Group sets out its remuneration policy by making reference to the prevailing market conditions and benchmark of the industry and formulating an appropriate performance-based reward system, so as to ensure that the Group is able to attract, retain and motivate executives of the highest calibre, which is essential to the successful leadership and effective management of the Group. The performance measures are balanced between financial and industrial comparatives. The components of remuneration package may consist of basic salary, allowances, benefits-in-kind, fringe benefits including medical insurance and contributions to pension funds, as well as incentives like discretionary bonus, participation in a share option scheme or long-term rewards.

本集團之薪酬政策

本集團在訂定其薪酬政策時會參考當時市況及行業標準，並制定一套與表現掛鈎的合適獎賞制度，以確保本集團能吸引、挽留及激勵具有卓越才幹、可成功領導及有效管理本集團之人才。在進行表現評核時會考慮財政狀況及行業指標以求在兩者中取得平衡。薪酬待遇之組成部分可包括基本薪金、津貼、實物福利、附加福利(包括醫療保險及退休金供款)及諸如酌情花紅、參與購股權計劃或長期回報等激勵。

The remuneration packages of the Executive Directors and senior management of the Company are determined by the Remuneration Committee and approved by the Board by reference to their respective duties and responsibilities in the Group, individual performance, achievement of the Group's targets and the prevailing market terms in the industry.

The remunerations of the Non-executive Director and the Independent Non-executive Directors are approved by the Board with the recommendation of the Remuneration Committee by reference to their duties and responsibilities in the Group, time involvement and the prevailing market situation.

Nomination Committee

The Nomination Committee currently comprises four Directors, a majority of whom are Independent Non-executive Directors. The members of the Nomination Committee during the Reporting Year and up to date of this report were:

Mr. Eric Lee Hon Man (*Chairman*)
Mr. Kingston Chu Chun Ho
Mr. Lau Man Tak
Mr. To Chun Wai

The authority and duties of the Nomination Committee are set out in its specific written terms of reference. Full text of the terms of reference of the Nomination Committee is available on the websites of the Company and the Stock Exchange.

The Nomination Committee is primarily responsible for formulating nomination policy and leading the process of identifying and nominating suitable candidates. Its duties are summarised below:

- (i) review the structure, size and diversity (including without limitation, gender, age, cultural and educational background, ethnicity, skills, knowledge, professional experience and length of service) of the Board at least annually and make recommendations on any proposed changes to the Board to complement the Group's corporate strategy;
- (ii) identify individuals suitably qualified to become Board members and select or make recommendations to the Board on the selection of individuals nominated for directorships based on the objective criteria with due regard for the benefits of diversity on the Board;

本公司執行董事及高層管理人員之薪酬待遇乃由薪酬委員會及董事會經參考彼等各自於本集團之職責及責任、個人表現、本集團目標之達標情況及業內當時之市場條款後釐定及批准。

非執行董事及獨立非執行董事之薪酬乃由董事會根據薪酬委員會之建議，並經參考各董事於本集團之職責及責任、所耗時間及當時市況後批准。

提名委員會

提名委員會目前由四名董事組成，以獨立非執行董事佔多數。於報告年度及直至本報告日期，提名委員會的成員如下：

李翰文先生 (*主席*)
朱俊浩先生
劉文德先生
杜振偉先生

提名委員會之權限及職責載於其特定書面職權範圍內。提名委員會之有關職權範圍全文已登載於本公司及聯交所網站內。

提名委員會主要負責制定提名政策及主導物色及提名適合候選人的過程。其職責概述如下：

- (i) 至少每年檢討董事會的架構、規模及多元化（包括但不限於性別、年齡、文化及教育背景、種族、技能、知識、專業經驗及服務年期方面），並就任何擬作出的變動向董事會提出建議以配合執行本集團企業策略；
- (ii) 根據客觀標準及基於董事會多元化的好處，物色具備合適資格可擔任董事會成員的人士，並挑選提名有關人士出任董事或就此向董事會提出建議；

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- (iii) taking into account the Group's corporate strategy and mix of skills, knowledge, experience and diversity needed in the future, to make recommendations to the Board on the appointment or re-appointment of Directors and succession planning for Directors, in particular, the Chairman and the Chief Executive;
 - (iv) assess the independence of Independent Non-executive Directors and review the Independent Non-executive Directors' annual confirmations on their independence; and make disclosure of its review results in the Corporate Governance Report;
 - (v) regularly review the time required from a Director to perform his/her responsibilities and report to the Board of their findings; and
 - (vi) review the policies on both the Board Diversity Policy and the Nomination Policy, as appropriate; and review the measurable objectives that the Board has set for implementing the Board Diversity Policy, and the progress on achieving the objectives; and make disclosure of its review results in the Corporate Governance Report annually.
- (iii) 經計及本集團的企業策略以及未來所需的技能、知識、經驗及多元化組合，就董事委任或重新委任以及董事（尤其是主席及行政總裁）繼任計劃的有關事宜向董事會提出建議；
 - (iv) 評核獨立非執行董事之獨立性及審視獨立非執行董事就其獨立性所作年度確認；並在《企業管治報告》內披露其審視結果；
 - (v) 定期檢討董事履行其責任所需付出之時間，並向董事會匯報其檢討結果；及
 - (vi) 在適當情況下檢討董事會成員多元化政策及提名政策等政策；及檢討董事會為執行董事會成員多元化政策而制定之可計量目標和達標進度；以及每年在《企業管治報告》內披露其檢討結果。

The Nomination Committee shall meet at least once a year. During the Reporting Year, the Nomination Committee held one meeting. Attendance of the meeting has been disclosed on page 33 of this report.

提名委員會須每年至少舉行一次會議。於報告年度，提名委員會舉行了一次會議。出席會議之情況已於本報告第33頁披露。

The Board has adopted a Board Diversity Policy. Pursuant to the Board Diversity Policy, the Board shall consider the benefits of diversity when they review the Board composition. In designing the Board composition, Board diversity has been considered from a number of aspects, including but not limited to skills, background, experience, knowledge, expertise, culture, independence, race, gender, and other qualities of Directors. All Board appointments will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

董事會採納董事會成員多元化政策。根據董事會成員多元化政策，董事會於審閱董事會組成時須考慮多元化的裨益。在釐定董事會組成時，董事會多元化應從數個角度考慮，包括但不限於董事的技能、背景、經驗、知識、專業、文化、獨立性、種族、性別及其他資質。所有董事會委任將參考客觀標準並基於董事會多元化的裨益作出。

The Nomination Committee will monitor the implementation of the Board Diversity Policy and review the Board composition under diversified perspectives annually to ensure the Board has a balance of skills, knowledge, experience and diversity of perspectives appropriate to the achievement of the strategic objectives and sustainable development of the Company.

提名委員會將監控董事會成員多元化政策的落實及每年根據多元化的角度檢討董事會組成，以確保董事會在技能、知識、經驗及觀點多元化方面達到平衡，對於取得本公司策略性目標及可持續發展而言屬合適。

Currently, all Board members are male. The Board has set down its goals to appoint one female as Board member no later than 31 December 2024 as part of its effort to achieve diversity at the Board level. The Nomination Committee will continue to monitor and actively consider different aspects of diversity in the boardroom, and recommend further actions or plan to the Board when necessary.

As at 31 December 2023, more than 28.5% of the Group's global workforce were female, with no senior management roles being held by women. The chart below summarizes the share of women at different position levels across the Group as at 31 December 2023.

The Board considers that the Group's workforce (including senior management) is adequately diverse of gender presently in view of the business activities and nature of the Group.

目前，所有董事會成員均為男性。董事會已制定目標，於2024年12月31日或之前委任1名女性為董事會成員，作為實現董事會層面多元化努力的一部分。提名委員會將繼續監察及積極考慮董事會多元化的不同範疇，並於有需要時向董事會建議進一步行動或計劃。

於2023年12月31日，本集團全球員工隊伍中女性佔比超過28.5%，其中高級管理層職位並無由女性擔任。下圖概述於2023年12月31日，本集團不同職級的女性比例。

鑑於本集團的業務活動及性質，董事會認為本集團的員工隊伍（包括高級管理層職位）目前性別充分多元化。

Gender	性別	Level 職級			
		Director 董事	Senior Management 高級管理層	Manager 經理	Employee 僱員
Male	男性	5	2	35	181
Female	女性	-	-	16	73

Note: The above data is calculated based on the number of total employees of the Group as of 31 December 2023.

附註：上述數據乃根據本集團截至2023年12月31日的員工總數計算的。

The Board, through the Nomination Committee, has reviewed the implementation and effectiveness of the Board Diversity Policy and confirmed that the Board has an appropriate mix of skills and experience to deliver the Company's strategy.

董事會透過提名委員會審查了董事會多元化政策的實施和有效性，並確認董事會擁有適當的技能和經驗組合來實現本公司的政策。

The Board has also adopted the Nomination Policy which sets out the selection criteria and nomination procedures to identify, select and recommend candidates for directorships.

董事會亦採納提名政策，列載識別、挑選及推薦董事人選的挑選標準及提名程序。

Selection Criteria

When assessing the suitability of the proposed candidate to the Board regarding the appointment or re-appointment of any existing director(s) of the Board, the Nomination Committee should consider the following factors:

1. The candidate should be of good character, integrity and competent to act as director of the Company;
2. The candidate should possess the skills, knowledge, and experience in the commercial and professional fields which are relevant to the principal business of the Group;

挑選標準

就委任或重新委任任何董事會現有董事而評估董事會候選董事的合適性時，提名委員會應考慮以下因素：

1. 候選人須品格優良、誠信及有能力擔任本公司董事；
2. 候選人應具備與本集團主要業務相關的商業及專業領域的技能、知識及經驗；

3. The candidate should be able to devote sufficient time and attention to the Board; and
4. The candidates should be considered on merit, against objective criteria and with due regard to the diversity perspectives set out in the Board Diversity Policy of the Company.

Nomination Procedures

1. The Secretary of the Nomination Committee shall convene a meeting, and invite nominations of candidates from Board members (if any), for consideration by the Nomination Committee. The Nomination Committee may also nominate candidates for its consideration;
2. The Nomination Committee shall undertake adequate due diligence in respect of appointment of any proposed candidate to the Board, prior to making recommendations for the Board's consideration and approval;
3. The Nomination Committee shall make recommendations to the Board for its consideration and recommendation in respect of re-appointment of any existing Director(s) of the Board, for the proposed candidates to stand for re-election at a general meeting;
4. The procedures for shareholders' nomination of any proposed candidate for election as a director should follow the "procedures for shareholders to propose a person for election as a director of the Company" which are available on the Company's website; and
5. The Board shall have the final decision on all matters relating to its recommendation of candidates to stand for election at a general meeting.

During the Reporting Year, the Nomination Committee members (i) reviewed and considered the structure, size, diversity and composition of the Board; (ii) assessed the independence of Independent Non-executive Directors; (iii) considered the re-election of directors at the AGM; (iv) the appointment of a new Non-executive Director; and (v) recommended the aforesaid matters to the Board for approval.

3. 候選人應能夠投入足夠的時間及關注予董事會事務；及
4. 應根據客觀標準並充分考慮公司董事會成員多元化政策中規定的多元化觀點來考慮候選人。

提名程序

1. 提名委員會秘書將召開會議及邀請董事會成員提名之人選(如有)以供提名委員會考慮。提名委員會亦可提名人選以供考慮；
2. 提名委員會將就委任任何候選董事進行足夠的盡職審查，其後方作出推薦，以供董事會考慮及批准；
3. 提名委員會應就重新委任董事會任何現有董事向董事會作出推薦建議，以供其考慮及推薦有關候選人在股東大會上重選連任；
4. 股東提名任何候選人選舉董事的程序應遵從「股東建議人士選舉本公司董事的程序」，該程序已登載於本公司網站內；及
5. 董事會對於有關其推薦人選在股東大會上選舉的所有事宜享有最終決定權。

於報告年度，提名委員會成員已(i)檢討及考慮董事會的架構、規模、多元化及組成；(ii)評估獨立非執行董事的獨立性；(iii)考慮董事於股東周年大會重選；(iv)委任新的非執行董事；及(v)就前述事宜向董事會作出推薦，供其批准。

Investment Committee

The Investment Committee currently comprises one Executive Director, one Non-executive Director and one Independent Non-executive Director. The members of the Investment Committee during the Reporting Year were:

Mr. Kingston Chu Chun Ho (*Chairman*)
Mr. Lam Chun Kit
Mr. Lau Man Tak

The authority and duties of the Investment Committee are set out in its specific written terms of reference. Full text of the terms of reference of the Investment Committee is available on the websites of the Company and the Stock Exchange. The principal duties of the Investment Committee are to review and evaluate any investment projects proposed by the Company and make recommendations to the Board on such investment projects. It also monitors the investments of the Group. Meetings of the Investment Committee shall be held at least once a year.

During the Reporting Year, the Investment Committee held one meeting to discharge their duties. Attendance of the meeting has been disclosed on page 33 of this report.

Executive Committee

The Executive Committee currently comprises one Executive Director and one senior management member of the Group. The members of the Executive Committee during the Reporting Year were:

Mr. Kingston Chu Chun Ho (*Chairman of the Board*)
Mr. Gary Tse Chi Chiu (*Acting Managing Director for ISP Business*)

The authority and duties of the Executive Committee are set out in its specific written terms of reference. Full text of the terms of reference of the Executive Committee is available on the website of the Company. The principal duties of the Executive Committee are, pursuant to the Authorisation Matrix/Limits of Authority of each subsidiary, to approve tender submissions and/or payment requisitions when the amount of tender or payment exceeds certain limits, to approve banking matters, the issue of guarantees to third party customers, the issue of shares under share option scheme and promotion or appointment of senior management at operational level, and other duties delegated by the Board from time to time.

投資委員會

投資委員會現時由一名執行董事、一名非執行董事及一名獨立非執行董事組成。於報告年度，投資委員會的成員如下：

朱俊浩先生(主席)
林俊傑先生
劉文德先生

投資委員會之權力及職責載於其特定書面職權範圍內。投資委員會之職權範圍全文可於本公司及聯交所網站查閱。投資委員會之主要職責為審閱及評估本公司建議之任何投資項目，並就該等投資項目向董事會提出建議。其亦會監察本集團之投資。投資委員會會議每年至少舉行一次。

於報告年度，投資委員會舉行了一次會議以履行其職責。會議出席情況已於本報告第33頁披露。

執行委員會

執行委員會目前由一名執行董事及一名本集團高層管理人員組成。於報告年度，執行委員會的成員如下：

朱俊浩先生(董事會主席)
謝志超先生(室內裝飾及特殊項目業務署理董事總經理)

執行委員會之權限及職責載於特定書面職權範圍內。執行委員會之有關職權範圍全文已登載於本公司網站內。執行委員會之主要職責為根據各附屬公司之審批權限額度表，倘若投標額或付款額超過若干限制，則需審批入標競投及/或付款請求、批准銀行事務、向第三方客戶出具擔保、按購股權計劃發行股份及晉升或委任業務層的高層管理人員、及不時執行由董事會委任的其他職責。

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The Executive Committee shall meet as and when required depending on business and operation needs. Members' attendances would depend on the importance of the matters to be transacted. Instead of meetings, the members of the Executive Committee would also adopt written resolutions to transact the abovementioned corporate actions expeditiously should the need arise. During the Reporting Year, the Executive Committee executed two times of written resolutions to discharge their duties.

CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for determining the policy for the corporate governance of the Company and performing the corporate governance duties as below:

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

The Board has in place the procedures for Directors to seek independent professional advice if necessary.

DELEGATION TO MANAGEMENT

The monitoring of the day-to-day business operations of the Group and the implementation of the business plans and strategies adopted by the Board are performed by the senior management led primarily by the Managing Director(s) of the Company.

The Group has also organised a management meeting for senior management and other relevant staff on a monthly basis to review business operations with significant issue, review the financial and business performance against the budget approved by the Board, and review the implementation of the strategies and policies adopted by the Board.

執行委員會須因應業務及營運需要召開會議。成員可按將予處理事宜之重要性出席會議。如有需要，執行委員會成員亦會通過書面決議案以盡快處理上述公司行動，而非召開會議。於報告年度，執行委員會執行了兩次書面決議案以履行職責。

企業管治職能

董事會負責釐定本公司企業管治政策及履行以下企業管治職責：

- (i) 制訂及檢討本公司企業管治政策及常規；
- (ii) 檢討及監察董事及高層管理人員之培訓及持續專業發展；
- (iii) 檢討及監察本公司就遵守所有法律及監管規定所制定之政策及常規；
- (iv) 制訂、檢討及監察適用於僱員及董事之行為守則及合規手冊（如有）；及
- (v) 檢討本公司是否遵守企業管治守則及企業管治報告之披露規定。

董事會已設有董事在有需要情況下可尋求獨立專業意見之程序。

轉授權力予管理層

高層管理人員主要在本公司董事總經理之領導下，監督本集團之日常業務運作及執行經董事會採納之業務計劃與策略。

本集團亦每月為高層管理人員及其他相關員工召開管理人員會議，以檢討有關業務運作之重要事宜，按董事會批准之預算檢討財政及業務表現，以及檢討董事會所採納的策略及政策之實施成效。

Risk Management Committee

With a view to further enhancing risk management at all levels, a Risk Management Committee, as approved by the Audit Committee and the Board, has been established to assume the responsibility for identifying, evaluating, assessing and managing risk areas from a company-wide perspective. The Risk Management Committee comprises senior management and corporate managers of the Group. Its findings and recommendations are reported to the Audit Committee and the Board.

Risk Management

The Board has the overall responsibility for establishing, maintaining and evaluating the adequacy and effectiveness of the risk management and internal control systems of the Group on an ongoing basis. Such systems are designed to manage rather than eliminate risk of failure to achieve business objective, and can only provide reasonable but not absolute assurance against material misstatement or loss. To ensure systematic coverage of all auditable areas and effective deployment of resources, an every 3-year internal audit (“IA”) plan with reference to the risk assessment results has been formulated and approved by the Audit Committee. During the Reporting Year, the IA plan focused on the examination of the financial and treasury management, management of litigation and claims, procurement control and compliance with applicable rules and regulations. Subsequent meetings were conducted to update the IA plan in order to reflect the major changes in the organisational structure and business objectives, review the IA reports and highlight the more significant issues identified from the IA reviews and follow up actions taken. Meetings between the head of IA function and senior management are conducted monthly to stay current with market developments and changes in the business strategy.

Management is responsible for setting the appropriate tone from the top, performing risk assessments, and owning the design, implementation and maintenance of internal controls. The associated policies and procedures for risk management and internal controls, which are properly documented and communicated to staff, are designed to help ensure that the Group’s assets are safeguarded against unauthorised use or disposition; relevant rules and regulations are adhered to and complied with; complete, accurate and reliable financial and accounting records are maintained; and key risk factors including business strategic, operational, financial, corporate reputation and regulatory compliance risks which may impact the Group’s performance are appropriately identified and managed.

風險管理委員會

為進一步加強各層面的風險管理，經審核委員會與董事會批准，風險管理委員會已成立，其責任是從公司整體層面識別、分析、評估及管理不同的風險範疇。風險管理委員會由本集團高層管理人員及企業部門經理組成。其調查結果及建議向審核委員會及董事會呈報。

風險管理

董事會全權負責設立、維持並持續評估本集團之風險管理及內部監控系統之充足性及成效。有關管理系統旨在管理而非消除未能達成業務目標之風險，並僅可就重大錯誤陳述或損失提供合理而非絕對保證。為確保系統性地覆蓋所有可審核領域，並有效地部署資源，參照風險評估結果制定每三年一次的內部審核（「內部審核」）計劃，並由審核委員會批准。於報告年度，內部審核計劃集中審查財務及庫務管理、管理訴訟及索賠、採購控制及遵守適用規則及規例的情況。其後舉行的會議旨在更新內部審核計劃，以反映組織架構及業務目標的重大變動，審閱內部審核報告，並重點指出內部審核檢討中發現的較重要問題及所採取的跟進行動。內部審核職能主管與高級管理層每月舉行會議，以掌握市場發展及業務策略變動的最新情況。

管理層負責從頂層為監控定調、執行風險評估、並設計、實施及維護內部監控。風險管理及內部監控之相關政策及程序已作妥善書面記錄並傳達予員工，該等政策及程序旨在協助確保本集團資產不會在未經授權下被使用或轉讓；有關規則及規例獲依循及遵守；財務及會計記錄獲完整、準確及可靠地保存；以及可能影響本集團業績的業務策略、營運、財務、公司聲譽及監管合規風險等主要風險因素均獲妥為識別及管理。

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To ensure the risk management process is consistent with the best practice, the Directors of the Company review the existing practice, and their suggestions will be incorporated into the Group's risk management framework in due course.

The Group's risk management framework comprises the following key features:

- (i) A distinct organisational structure for different responsible parties with defined authority, responsibilities and risk management roles;
- (ii) The Board sets forth the proper risk management culture and risk appetite for the Group, evaluates and determines the level of risk that the Group should take and monitor regularly;
- (iii) The Risk Management Committee facilitates the risk assessment process and timely communication to the Audit Committee and the Board. Also, it ensures key business and operational risks are being properly identified and managed; and
- (iv) A Risk Management Policy has been established to provide a framework for the identification, analysis, evaluation, treatment, monitoring and reporting of key risks at all levels across the Group to support the achievement of the organisation's overall strategic objectives.

Identified potential risks are evaluated using appropriate qualitative and quantitative techniques and risk responses (i.e. accept, reduce, transfer and avoid) are formulated, which are consistent with the Group's risk appetite. Risks are assessed based on a risk assessment matrix that helps to rank the risks into four risk levels (i.e. Extremely High, High, Medium and Low) and to prioritise risk management effort to determine the appropriate risk mitigation plans.

Internal Control

The Group has an IA function, which plays a major role in monitoring the internal governance of the Group, to conduct independent reviews of the adequacy and effectiveness of its risk management and internal control system and report the review results regularly to the Board through the Audit Committee.

為確保風險管理程序與最佳常規一致，本公司董事審閱現時的做法，彼等的建議將於適當時候納入本集團風險管理框架。

本集團之風險管理框架包含以下主要特徵：

- (i) 就負責各方訂立權責及風險管理角色分明的組織架構；
- (ii) 董事會為本集團設立適當的風險管理文化及風險承受能力，評估及釐定本集團應承擔並進行定期監控的風險水平；
- (iii) 風險管理委員會促進風險評估程序，並及時向審核委員會及董事會溝通。再者，彼確保主要業務及營運風險妥為識別及管理；及
- (iv) 制定風險管理政策以提供一個框架，以識別、分析、評估、處理、監控及匯報本集團的關鍵風險，協助組織實現整體戰略目標。

已識別潛在風險乃以恰當定性及定量方法評估，並制定與本集團風險承受能力一致的風險應對方法（即接受、減低、轉移及避免）。風險乃根據風險評級分為4個風險等級（即極高、高、中等及低）進行評估，該評級亦可協助制定風險管理優先次序，訂立恰當的風險緩解計劃。

內部監控

本集團既有內部審核職能，主要職責為監察本集團內部管治，對風險管理及內部監控系統的充足性及成效進行獨立審視，並透過審核委員會定期向董事會匯報審視結果。

To ensure systematic coverage of all auditable areas and effective deployment of resources, an every 3-year IA plan with reference to the risk assessment results has been formulated and approved by the Audit Committee. During the Reporting Year, the IA plan focused on the examination of the fraud control, business strategy, financial and treasury management, compliance with applicable rules and regulations, management of litigation and claims, payment controls and conflict of interest. Subsequent meetings were conducted to update the IA plan in order to reflect the major changes in the organisational structure and business objectives, review the IA reports and highlight the more significant issues identified from the IA reviews and follow-up actions taken. Meetings between the head of IA function and senior management are conducted monthly to stay current with market developments and changes in the business strategy.

The Group is fully aware of its obligation of handling and dissemination of inside information under the Listing Rules and the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "SFO"). The Group has a set of procedures and controls in place to preserve the confidentiality of inside information relating to the Group. All Board members and senior management, who are likely to possess the Group's inside information because of their offices or employments in the Group, are bound by Model Code. In addition, every employee is required to follow the guidelines of the code of conduct and the staff handbook to keep unpublished inside information strictly confidential.

Review of Risk Management and Internal Control Systems

During the Reporting Year, the Board conducted a review of the effectiveness of risk management and internal control systems of the Group through discussion with the Audit Committee, which covered the major control procedures in the areas of business/strategy, operational, financial, compliance, corporate reputation and regulatory risk, and was satisfied with the effectiveness of the Group's risk management and internal control systems.

The changes in the nature and extent of significant risks faced by the Group and response plans to changes in its business and the external environment have been evaluated. The scope and quality of ongoing monitoring of risks and the internal control systems have been assessed.

為確保有系統地覆蓋所有審核範圍及有效分配資源，參考風險評估結果後已制訂三年內部審核計劃並獲得審核委員會批准。於報告年度內，內部審核計劃的焦點為評核財務及庫務管理、欺詐監控、業務策略、遵守適用法規及規例、管理訴訟及索賠、付款監控以及利益沖突。其後亦召開會議，更新內部審核計劃，反映組織架構的主要變動及業務目標、審閱內部審核報告，並重點提及內部審核所識別的較重大問題及已採取的跟進行動。內部審核職能的主管與高層管理人員每月召開會議，以得知市場發展及業務策略的變動。

本集團十分清楚上市規則及香港法例第571章證券及期貨條例（「證券及期貨條例」）下處理及發佈內幕消息的責任。本集團有一系列程序及監控，以保護與本集團有關的內幕消息機密。全體董事會成員及高層管理人員均可能因彼等的職務或受僱於本集團，而擁有本集團內幕消息，彼等均受標準守則約束。再者，各員工須遵守道德守則及員工手冊內的指引，確保未刊發內幕消息絕對保密。

風險管理及內部監控系統回顧

於報告年度內，董事會通過與審核委員會就業務／策略、營運、財務、合規、公司聲譽及監管的風險範疇之主要監控程序的討論，對本集團風險管理及內部監控系統的效能進行檢討，並對本集團風險管理及內部監控系統的成效表示滿意。

本集團所面臨重大風險之性質及程度之轉變以及就其業務及外部環境變動所作出之應對計劃已經作出評估。持續監察風險及內部監控系統的工作範疇及素質已作出評估。

CORPORATE GOVERNANCE REPORT

企業管治報告

Despite the reopening of societies worldwide from the ravages of the novel coronavirus ("COVID-19") which began in early 2020, the business environment had not fully recovered in 2023 and remained unstable during the Reporting Year. Under such an unpredictable business environment in the construction industry, potential project tenders in the market were delayed or cancelled, which led to fierce competition in the market. Also, the Russo-Ukrainian conflicts extended to the second year since it began in 2022 and the tense situation on the Korean Peninsula gave rise to the price of materials, especially concrete, steel and petroleum. ISP Business had signed the supplier agreement for most of the materials that its projects required, so as to save certain costs for our existing projects and the projects pending result of award. The cost saving from the aforesaid arrangement, however, was offset by the persistent pressure from a high benchmark interest rate by the US Fed during the Reporting Year which led to an increased cost of materials and labor, thus further challenging our potential project tenders.

In 2023, no significant areas of concern that may affect the Group to achieve strategic goals were identified. The Board considered that the risk management and internal control systems are functioning effectively and adequately.

In addition, confirmation from management on the effectiveness of the risk management and internal control systems of the Group was received during the Reporting Year.

The Board has reviewed and is satisfied with the adequacy of resources, staff qualifications and experiences, training requirements and budgets of the Group's accounting, financial reporting and IA functions.

儘管自2020年初新型冠狀病毒（「新冠肺炎」）開始肆虐以來全球社會重新開放，但2023年的商業環境並非全面恢復，於報告年度仍不穩定。建造業在如此充滿未知之數的經營環境下，市場上潛在的項目招標被推遲或取消，導致市場競爭激烈。此外，俄烏衝突自2022開始，已持續到第二年，朝鮮半島的緊張局勢亦導致材料價格上漲，特別是混凝土、鋼鐵及石油。室內裝飾及特殊項目已就項目所需的大部分材料簽署供應商協議，因此可為我們的現有項目及待中標項目節省若干成本。然而，上述節省成本的安排被聯儲局於報告年度持續高企的基準利率所帶來的壓力抵銷，導致材料及勞工成本上升，進一步為我們的潛在項目投標帶來挑戰。

於2023年，概無識別可能影響本集團達成策略目標的重要關注事項。董事會認為風險管理內部監控系統的運作有效充足。

此外，於報告年度已收到管理層對本集團風險管理及內部監控系統有效性之確認。

董事會已審視及滿意資源充足性、僱員資格及經驗、受訓要求及本集團會計、財務報告及內部審核職能的預算。

Integrity Monitoring Committee

Each of our staff is given clear guidelines and codes of standard in the staff handbook with integrity being put as the first and foremost code of conduct. An anti-corruption policy was set up to promote and maintain a high level of integrity culture and professional ethics of the Company to provide customers with quality services. The policy has been prepared with necessary rules and regulations to meet the policies' requirements that (among others) all directors and employees shall abide by their commitments, perform their duties professionally, and refrain from any conduct that violates the law or damages the Company's reputation. Meanwhile, a whistle-blowing-type channel which is implemented by the Integrity Monitoring Committee is to provide staff and contractors a channel to report issues which might cause a significant financial loss to, or an adverse impact on the image of the Company. The Integrity Monitoring Committee comprises the Safety Manager as chairman of the Committee, the Senior Accounting Manager and the Assistant Human Resources Manager as members.

DIRECTORS' RESPONSIBILITY FOR FINANCIAL REPORTING

The Directors acknowledge their responsibility for preparing the consolidated financial statements which give a true and fair view of the state of affairs of the Company and the Group on a going concern basis. With the support of the accounting and finance functions led by the Senior Accounting Manager of the Group, the Directors have ensured that the consolidated financial statements for the Reporting Year have been prepared in accordance with appropriate accounting policies applied, if any, consistently save for those new and amended accounting standards as disclosed in the notes to the consolidated financial statements.

In preparing the interim and annual financial statements, announcements and other financial disclosures required under the Listing Rules, the Directors aim at presenting a balanced, clear and understandable assessment of the Group's position and prospects. Financial information put before the Board for approval by management is accompanied by sufficient explanation to enable the Directors to make an informed assessment.

The independent auditor's report, which contains the statement of the external auditor about its reporting responsibilities on the Company's financial statements, is set out on pages 78 to 80 of this annual report.

誠信監察委員會

本集團給每位員工的員工手冊中均載有清晰指引及標準守則，其中以誠信為首要操守原則。本公司已制定反貪污政策，以促進及維持本公司高水平的誠信文化及專業道德，為客戶提供優質服務。該政策已制定必要的規則及規定，以滿足政策的要求，即（其中包括）全體董事及員工均應遵守其承諾，專業履行其職責，並避免任何違反法律或損害本公司聲譽的行為。同時，誠信監察委員會實施之舉報渠道為員工及承建商提供渠道報告或會導致本公司蒙受重大財務損失或有損本公司形象的事項。誠信監察委員會由安全經理（委員會主席）、高級會計經理及助理人才資源經理（成員）組成。

董事的財務匯報責任

董事明白彼等對編製綜合財務報表的責任，財務報表須真實公平地反映本公司及本集團按持續經營基準的事務狀況。在本集團高級會計經理統領的會計及財務職能支援下，董事確保截至報告年度之綜合財務報表已根據貫徹應用的適當會計政策（如有）編製，惟綜合財務報表附註所披露的該等新訂及經修訂會計準則除外。

在編製中期與年度財務報表、公告及根據上市規則之規定須予披露之其他財務資料時，董事均以中肯、清晰及易於理解之形式評估本集團之情況及前景為目標。管理層提呈予董事會審批的財務資料須連同充足解說，使董事可作出知情評估。

獨立核數師報告（當中載有外聘核數師就本公司財務報表之匯報責任所作聲明）載於本年報第78至第80頁。

CORPORATE GOVERNANCE REPORT

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AUDITOR'S REMUNERATION

The fees paid/payable to BDO Limited, the Company's external auditor, for services rendered for the Reporting Year are set out as follows:

Services rendered	所提供服務	Fees paid/payable 已付/應付費用 HK\$'000 港幣千元
Audit services	審核服務	1,025
Non-audit services	非審核服務	155

COMPANY SECRETARY

The Company Secretary is responsible for facilitating the Board process, as well as communications among Board members. The Company Secretary complied with all the qualifications under the Listing Rules. The Company Secretary is Mr. Eric Chan Kwong Leung ("Mr. Chan"), who is engaged and appointed by the Company from an external secretarial services provider. The primary corporate contact person at the Company during the Reporting Year was Mr. Gary Tse Chi Chiu, Acting Managing Director of the ISP Business.

For the Reporting Year, Mr. Chan has undertaken not less than 15 hours of relevant professional training in compliance with Rule 3.29 of the Listing Rules.

SHAREHOLDERS' RIGHTS, INVESTOR RELATIONS AND COMMUNICATIONS WITH SHAREHOLDERS

The Company engages with shareholders through various communication channels and a Shareholders' Communication Policy is in place to ensure that shareholders' views and concerns are appropriately addressed.

In summary, the Shareholders' Communication Policy aims to ensure that, among others, the shareholders are provided with ready, equal, regular and timely access to material information about the Company in order to maintain an on-going dialogue with the shareholders and to enable the shareholders to exercise their rights in an informed manner.

The Company communicates information to the shareholders through different channels, including, among others, its periodical financial announcements and reports, annual general meetings and other general meetings (if any), all the disclosures submitted to the Stock Exchange and its corporate communications and other publications on the Company's website.

核數師酬金

截至報告年度，就本公司外聘核數師香港立信德豪會計師事務所有限公司提供服務而已付/應付費用載列如下：

公司秘書

公司秘書負責促成董事會的有效運作，以及董事會成員之間的溝通。公司秘書已符合上市規則之所有資格。公司秘書為陳勵良先生（「陳先生」），彼由本公司委聘及委任為外間秘書服務供應商。於報告年度，本公司的主要企業聯絡人為室內裝飾及特殊項目業務署理董事總經理謝志超先生。

於報告年度，陳先生已依照上市規則第3.29條的規定接受不少於15小時的相關專業培訓。

股東權利、投資者關係及與股東之溝通

本公司透過各種溝通渠道與股東溝通，並已制定股東通訊政策，以確保股東的意見及關注事項得到適當處理。

概而言之，股東通訊政策旨在確保（其中包括）股東可隨時、平等、定期及適時取得有關本公司之重大資料，以與股東保持持續對話，並使股東可在知情情況下行使其權利。

本公司透過不同渠道向股東傳達資料，包括（其中包括）其定期財務公告及報告、股東周年大會及其他股東大會（如有）、向聯交所提交的所有披露資料，以及其公司通訊及本公司網站上的其他刊物。

The Company's general meetings are a valuable forum for the Board to communicate directly with the shareholders and to answer questions that shareholders may raise. Separate resolutions are proposed at general meetings for each substantial issue, including the re-election and election of individual directors. The detailed procedures of conducting a poll are explained to shareholders at the commencement of the general meetings, to ensure that shareholders are familiar with such procedures.

To solicit and obtain feedback from shareholders, the Company provides shareholders with channels to express their views on matters affecting the Company including (i) Hong Kong Branch Share Registrar of the Company, Computershare Hong Kong Investor Services Limited, for enquiries on shareholdings; (ii) communication means provided in annual reports of the Company for direct questions, request for publicly available information and provision of comments and suggestions.

The Board has reviewed the implementation and effectiveness of the Shareholders' Communication Policy including steps taken at the general meetings, the handling of queries received (if any) and the multiple channels of communication and engagement in place, and considered that the Shareholders' Communication Policy was properly implemented during the Reporting Year and is effective.

Procedures for directing shareholders' enquiries to the Board

Enquiries from shareholders are welcome through the following channels to the Company:

- (i) by post to the Company's Hong Kong principal place of business at 3/F, Hay Nien Building, No. 1 Tai Yip Street, Kwun Tong, Kowloon, Hong Kong
- (ii) by telephone at (852) 2635 8290
- (iii) by facsimile transmission to (852) 2811 8401
- (iv) by email at investor@isp-hk.com.hk
- (v) on the Company's website at www.isp-hk.com.hk under "IR Contact" of "Investor Relations"

本公司股東大會為董事會直接與股東溝通及解答股東可能提出之問題的寶貴平台。各項重大事項(包括重選及選舉個別董事)均於股東大會上提呈獨立決議案。進行投票表決之詳細程序於股東大會開始時向股東解釋,以確保股東熟悉有關程序。

為徵求及獲取股東意見,本公司為股東提供渠道,讓彼等就影響本公司之事宜發表意見,包括(i)本公司之香港股份過戶登記分處香港中央證券登記有限公司,以查詢有關股權之事宜;(ii)本公司於年報中提供的溝通方式,以直接提問、索取公開資訊以及提出意見及建議。

董事會已檢討股東通訊政策之實施及成效,包括於股東大會上採取之步驟、處理所接獲之查詢(如有)及現有之多個溝通及參與渠道,並認為股東通訊政策於報告年度內已妥善實施及有效。

將股東查詢提交董事會的程序

股東如有任何查詢,歡迎透過下列途徑提交予本公司:

- (i) 郵寄至本公司之香港主要營業地點,地址為香港九龍觀塘大業街1號禧年大廈3樓
- (ii) 致電(852) 2635 8290
- (iii) 傳真至(852) 2811 8401
- (iv) 發送電郵至 investor@isp-hk.com.hk
- (v) 於本公司網站 www.isp-hk.com.hk 之「投資者關係」下「投資界查詢」一欄

Procedures for Convening a Special General Meeting by Shareholders

In accordance with the Bye-laws, any shareholder holding not less than one-tenth of the paid-up capital of the Company carrying the right of voting at a general meeting shall have the right, by written requisition served to the Board or the Company Secretary, to require a special general meeting to be convened by the Board for transaction of any business specified in such requisition. Any vote of shareholders at a general meeting must be taken by poll. The chairman of the meeting will explain the poll voting procedures at the relevant general meeting.

Procedures for Shareholders to Put Forward Proposals at General Meetings

The following shareholders are entitled to put forward a proposal (which may properly be put to the meeting) for consideration at a general meeting of the Company:

- (i) any number of members representing not less than one twentieth of the total voting rights of the Company on the date of the requisition; or
- (ii) not less than 100 members holding shares in the Company.

The requisition specifying the proposal, duly signed by the shareholders concerned, together with a statement of not more than 1,000 words with respect to the matter referred to in the proposal must be deposited at the Company's principal place of business in Hong Kong at 3/F, Hay Nien Building, No. 1 Tai Yip Street, Kwun Tong, Kowloon, Hong Kong. The Company would take appropriate actions and make necessary arrangements, and the shareholders concerned would be responsible for the expenses incurred in giving effect thereto in accordance with the requirements under Sections 79 and 80 of the Companies Act 1981 of Bermuda once valid documents are received.

股東召開股東特別大會的程序

根據細則之規定，任何持有有權於股東大會上投票之本公司繳足股本不少於十分之一的股東，均有權向董事會或公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求列明之任何事項。股東於股東大會上必須以投票表決方式進行任何表決。大會主席將於相關股東大會上解釋投票表決的程序。

股東於股東大會上提呈建議之程序

以下股東有權於本公司股東大會上提呈建議（可於大會上正式提呈之建議）以供考慮：

- (i) 於請求日期佔本公司總投票權不少於二十分之一之任何股東數目；或
- (ii) 不少於100位持有本公司股份之股東。

經有關股東正式簽署並載列建議之請求書連同不多於1,000字有關建議內所述事宜之聲明，須送交本公司之香港主要營業地點，地址為香港九龍觀塘大業街1號禧年大廈3樓。本公司將採取適當行動及作出必要安排，而有關股東須根據1981年百慕達公司法第79及80條之規定負責支付作出該等行動及安排所產生之開支。

CONTINUOUS CORPORATE GOVERNANCE ENHANCEMENT

The Board is committed to continuous corporate governance enhancement including giving closer attention to any regulatory changes with a view to maintaining a corporate culture built on ethics and integrity and increasing shareholder value as a whole.

INVESTOR RELATIONS

At the 2023 Annual General Meeting, a special resolution was passed by shareholders to amend the Company's Bye-laws in order to, amongst others, comply with (i) the Core Shareholder Protection Standards as set out in Appendix 3 (which has been re-numbered as Appendix A1 since 31 December 2023) to the Listing Rules; and (ii) incorporate certain housekeeping changes. The amended and restated Bye-laws of the Company are available on the respective websites of the Company and the Stock Exchange.

不斷提升企業管治水平

董事會承諾將繼續提升企業管治水平，包括密切留意任何法規變動，務求維持一套建基於道德及誠信的企業文化，及提升股東的整體價值。

投資者關係

於2023年股東周年大會上，股東通過一項特別決議案以修訂本公司細則，藉此(其中包括)符合(i)上市規則附錄3(自2023年12月31日起已重新編號為附錄A1)所載《核心的股東保障水平》及(ii)納入若干內務變更。本公司經修訂及重列細則可於本公司及聯交所各自之網站上查閱。

HIGHLIGHTS OF 2023 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

2023年環境、社會及管治報告摘要

As a responsible corporate citizen, we believe in doing well while doing good. We are mindful that stable and responsible corporate development can only be achieved when sustainability becomes the cornerstone of the business. Furthermore, various environmental, social and governance (“ESG”) issues may constitute risks that threaten the sustainable development of ISP Holdings Limited and its subsidiaries (the “Group”), but the act of venturing to solve such issues may lead to new business opportunities. Hence, to foster Group’s longevity and growth, the Group commits to integrating sustainability principles into every facet of the business.

The Group’s Environmental, Social and Governance Report (the “ESG Report”) 2023 has been prepared to communicate our sustainability-related visions, commitments, policies and performances. It adheres to the “Mandatory Disclosure Requirements” and “Comply or Explain” provisions of the ESG Reporting Guide under Appendix C2 of the Listing Rules on the Stock Exchange.

Below are some key highlights of the Group’s ESG performance in 2023:

作為負責任的企業公民，我們堅信做好業務同時亦應做好事，只有可持續發展成為企業的基礎時，才能實現穩定及負責任的企業發展。此外，不同的環境、社會及管治（「環境、社會及管治」）議題亦可能會構成風險，影響昇柏控股有限公司及其附屬公司（「本集團」）的可持續發展，但敢於作出解決這些問題的行動可能會帶來新的商機。因此，為促進本集團的長遠發展，本集團致力將可持續發展原則融入業務的各個方面。

本集團的2023年環境、社會及管治報告（「環境、社會及管治報告」）旨在傳達可持續發展相關的願景、承諾、政策及表現。其遵守聯交所上市規則附錄C2的環境、社會及管治報告指引「強制披露規定」及「不遵守就解釋」條文。

下表載列本集團於2023年的環境、社會及管治表現的若干摘要：

<p>Our Sustainable Development 我們的可持續發展</p>	<p>Committed to performing this exercise annually to ensure our existing priorities, strategies and policies align with stakeholders’ expectations, sustainability-related risks and opportunities. 承諾每年進行一次調整，以確保我們現有的優先排序、策略和政策符合持份者的期望以及與可持續發展相關的風險和機遇。</p>
<p>Business 業務營運</p>	<p>Incorporated ESG-related issues and risks, such as climate change, customer satisfaction, supply chain management and talent retention into our Enterprise Risk Management in order to reduce the possibility of risks occurrence and their potential impact. This also strengthens our decision-making process and allows us to focus on long-term value creation. 將環境、社會及管治相關的議題及風險納入我們的「企業風險管理」框架，包括氣候變化、顧客滿意度、供應鏈管理和人才保留等方面，以降低發生風險的可能性及其潛在影響。這亦加強了我們的決策過程，並使我們能專注於創造長遠價值。</p>
<p>Customers 以客為本</p>	<p>Established mechanism for handling and managing complaints and requests, ensuring that all customers’ complaints are dealt with in a timely and professional manner. 設有完善的處理和管理投訴的機制，保證會專業適時地處理所有客戶投訴和詢問。</p>

HIGHLIGHTS OF 2023 ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT 2023年環境、社會及管治報告摘要

<p>People 人才發展</p>	<p>Developed effective employee communication channels to maintain workplace harmony, encourage innovation, increase inter-departmental cooperation and help manage a diverse workplace. 建立有效的員工溝通渠道，以維持工作場所的和諧，還可以鼓勵創新，增加部門間的合作並有助於管理多元化的工作場所。</p>
<p>Community 社會貢獻</p>	<p>Continued to participate different community investment activities in order to express our sincere care and concern to all walks of life. 繼續參與不同的社區投資活動，向各界表達我們真誠的關懷和關注。</p>
<p>Partners 夥伴合作</p>	<p>Included “Environmental Protection” section in the contract with our suppliers to encourage them to take environmental measures in their operations. 在與供應商的合作中包含了《環境保護》部份，鼓勵他們在其營運中實行環境措施。</p>
<p>Environment 環境管理</p>	<p>Coordinated the Water Supplies Department and promoted the installation of flow controllers on taps to improve water-saving efficiency. 與水務署合作，推廣在水龍頭上安裝節水器，並提高節水效率。</p>

Please visit the websites of the Group and the Stock Exchange to download the full version of the Group's ESG Report 2023.

如欲下載本集團之2023年環境、社會及管治報告全文，請瀏覽本集團及聯交所網頁。

DIRECTORS' REPORT

董事會報告

The Directors present their report and the consolidated financial statements of the Group for the year ended 31 December 2023 (the "Reporting Year").

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The principal activities of the Company's subsidiaries are the provision of interiors and special projects business (the "ISP Business") in Hong Kong and property and facility management business in China. Particulars of the principal subsidiaries of the Company are set out in note 34 to the financial statements.

SEGMENT INFORMATION

Details of segment information are set out in note 7 to the financial statements.

BUSINESS REVIEW

Details of the business review information are set out in the section headed "Management Discussion and Analysis" on pages 10 to 19 of this annual report.

ENVIRONMENTAL POLICIES AND PERFORMANCE

The Directors consider that environmental protection is essential to the long-term development of the Group and will constantly improve management practices so as to minimise waste, maximise efficiencies and reduce the Group's negative environmental impact on the environment.

For details, please refer to the Company's standalone "Environmental, Social and Governance Report 2023".

COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risk of non-compliance with such requirements. The Group has been allocating system and staff resources to ensure ongoing compliance with relevant rules and regulations.

The Group's operations are mainly carried out by the Company's subsidiaries in Hong Kong, China and Macau while the Company itself was incorporated in Bermuda and listed on The Stock Exchange of Hong Kong Limited (the "Stock Exchange") in Hong Kong. Our establishment and operations accordingly shall comply with relevant laws and regulations in Hong Kong, Bermuda, China and Macau.

董事會提呈本報告及本集團截至2023年12月31日止年度(「報告年度」)之綜合財務報表。

主要業務

本公司之主要業務為投資控股。本公司附屬公司之主要業務為於香港提供室內裝飾及特殊項目業務(「室內裝飾及特殊項目業務」)及於中國提供物業及設施管理業務。本公司主要附屬公司之詳情載於財務報表附註34。

分部資料

分部資料詳情載於財務報表附註7。

業務回顧

業務回顧資料之詳情載於本年報第10頁至第19頁之「管理層討論及分析」一節。

環境政策及表現

董事認為環境保護對本集團之長遠發展而言屬至關重要，並將持續改善管理常規以盡量減少廢棄物、提升效益及降低本集團的負面環境影響。

有關詳情謹請參閱本公司獨立的「2023年環境、社會及管治報告」。

遵守法律及法規

本集團承認遵守監管規定之重要性及不遵守有關規定之風險。本集團已分配系統及員工資源以確保持續遵守相關規則及法規。

本集團之營運主要由本公司於香港、中國及澳門之附屬公司進行，而其本身於百慕達註冊成立並於香港聯合交易所有限公司(「聯交所」)上市。我們的成立及營運因此應遵守香港、百慕達、中國及澳門之相關法律及法規。

To ensure compliance with the Competition Ordinance, the Group has conducted training for staff. The Group also steps up measures to increase safety awareness amongst the management and staff to prevent accidents in contravention with safety regulations.

RISKS AND UNCERTAINTIES

Various risks that the Company may face have been disclosed in the Corporate Governance Report and the notes to the financial statements on pages 45 to 48 and pages 115 to 126 of this annual report respectively.

RELATIONSHIPS WITH EMPLOYEES, CUSTOMERS AND SUPPLIERS

The Group ensures all staff are reasonably remunerated and the Company regularly reviews and improves its policies on remuneration and benefits, training, occupational health and safety.

The Group maintains a good relationship with its customers. A customer complaint handling mechanism is in place to receive, analyse and study complaints and make recommendations on remedies with the aim of improving service quality.

The Group is in good relationship with its suppliers and conducts a fair and strict appraisal of its suppliers.

For details, please refer to the Company's standalone "Environmental, Social and Governance Report 2023".

RESULTS AND APPROPRIATIONS

The results of the Group for the Reporting Year are set out in the consolidated statement of profit or loss and other comprehensive income on pages 81 to 82; and the state of affairs of the Group and of the Company as at 31 December 2023 are set out in the Consolidated Statement of Financial Position on pages 83 to 84; and Statement of Financial Position and Change in Equity of the Company are set out in note 32 to the financial statements.

The Board did not recommend the payment of interim dividend for the period ended 30 June 2023 (2022: Nil). On 20 January 2022 and 23 November 2022, the Board declared the payment of special dividends of HK\$0.59 and HK\$0.20 per share/per convertible preference share, respectively, for the year ended 31 December 2022. To preserve funds for the operation and business development of the Company, the Board did not recommend the payment of final dividend for the Reporting Year (2022: Nil).

為確保遵守競爭條例，本集團已對員工進行培訓。本集團亦加強措施提升管理人員及員工安全意識，以防止違反安全法規之事故發生。

風險及不確定因素

本公司可能面臨的各類風險已分別於本年報第45至第48頁及第115至第126頁之企業管治報告及財務報表附註披露。

與僱員、客戶及供應商之關係

本集團確保全體員工均獲得合理薪酬，同時本公司亦定期檢討及改進我們的薪酬及福利、培訓、職業健康及安全政策。

本集團與客戶保持良好關係。本集團設有客戶投訴處理系統以接收、分析及研究投訴及就補救措施提供建議，進而提升服務質素。

本集團與其供應商保持良好關係並對其供應商進行公平及嚴格之評估。

有關詳情謹請參閱本公司獨立的「2023年環境、社會及管治報告」。

業績及分派

本集團截至報告年度之業績載於第81至第82頁之綜合損益及其他全面收益表；及本集團和本公司截至2023年12月31日之財政狀況載於第83至第84頁之綜合財務狀況表及財務報表附註32之本公司財務狀況表及權益變動表。

董事會不建議就截至2023年6月30日止期間派付中期股息（2022年：無）。於2022年1月20日及2022年11月23日，董事會分別就截至2022年12月31日止年度宣派特別股息每股／每股可換股優先股港幣0.59元及港幣0.20元。為了本公司營運及業務發展之資金所需，董事會不建議就截至報告年度派付末期股息（2022年：無）。

DIVIDEND POLICY

The Company has adopted a dividend policy (the "Dividend Policy"), pursuant to which the Company may declare and distribute dividends to the shareholders to allow shareholders to share the Company's profits and for the Company to retain adequate reserves for future growth. In proposing any dividend payout, the Board shall also take into account, among others, the Group's actual and expected financial performance, operating results, cash flow, financial condition and capital requirements, Shareholders' interests, contractual covenants, general business conditions and strategies, possible effects on the Group's creditworthiness, state of economy and other factors that the Board deems appropriate.

Such declaration and recommendation of dividends shall be determined at the sole discretion of the Board and are subject to the restrictions under the Companies Act 1981 of Bermuda, the Bye-laws and any other applicable laws, rules and regulations.

The Company will review the Dividend Policy from time to time and reserves the right in its sole and absolute discretion to update, amend and/or modify the Dividend Policy. The Dividend Policy shall not constitute a legally binding commitment by the Company and there is no assurance that dividends will be paid in any particular amount in any given period.

RESERVES

Details of movements in the reserves of the Group and of the Company during the Reporting Year are set out in the Consolidated Statement of Changes in Equity on page 85 and in note 32 to the financial statements respectively.

FIVE-YEAR FINANCIAL SUMMARY

A summary of the operating results and of the assets and liabilities of the Group for the last four financial years and for the Reporting Year is set out on page 174. This summary does not form a part of the financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of movements in the property, plant and equipment of the Group during the Reporting Year are set out in note 17 to the financial statements.

股息政策

本公司已採納一項股息政策（「股息政策」），據此，本公司可向股東宣派及分派股息，讓股東分佔本公司溢利及為本公司保留足夠儲備作未來增長之用。於提議任何派付股息的金額時，董事會亦將考慮（其中包括）本集團實際及預期財務表現、經營業績、現金流量、財務狀況及資金需求、股東權益、合約契據、整體業務狀況及策略、對本集團信譽的潛在影響、經濟狀況及董事會認為適當的任何因素。

有關股息的宣派及建議將由董事會全權酌情決定，惟受1981年百慕達公司法、細則及任何其他適用法律、規則及法規的限制。

本公司將不時審閱股息政策並保留全權絕對酌情權更新、修訂及／或修改股息政策。股息政策並不構成本公司具法律約束力的承諾，概不保證將於任何指定期間按任何特定金額派付股息。

儲備

本集團及本公司於報告年度內之儲備變動詳情分別載於第85頁之綜合權益變動表及財務報表附註32。

五年財務摘要

本集團於過去4個財政年度及截至報告年度經營業績與資產及負債摘要載於第174頁。此摘要並不屬於財務報表之一部份。

物業、機器及設備

於報告年度，本集團物業、機器及設備之變動詳情載於財務報表附註17。

SHARE CAPITAL

Details of movements in the share capital of the Company during the Reporting Year are set out in note 27 to the financial statements.

DISTRIBUTABLE RESERVES

Distributable reserves of the Company at 31 December 2023, calculated under the Companies Act 1981 of Bermuda, amounted to HK\$125,834,000 (31 December 2022: HK\$148,487,000).

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Bye-laws although there is no restriction against such rights under the laws of Bermuda.

DIRECTORS

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

Executive Director

Mr. Kingston Chu Chun Ho (*Chairman*)

Non-executive Director

Mr. Lam Chun Kit

Independent Non-executive Directors

Mr. Lau Man Tak
Mr. Eric Lee Hon Man
Mr. To Chun Wai

The profiles of Directors who are in office as at the date of this report are set out on pages 20 to 24 of this annual report.

The Company has received from each of its Independent Non-executive Directors an annual confirmation of independence and considers that all the Independent Non-executive Directors are independent in accordance with the terms of the independence guidelines set out in Rule 3.13 of the Listing Rules.

股本

報告年度內本公司之股本變動詳情，載於財務報表附註27。

可供分派儲備

本公司於2023年12月31日之可供分派儲備乃根據1981年百慕達公司法計算，金額為港幣125,834,000元（2022年12月31日：港幣148,487,000元）。

優先購買權

細則並無優先購買權之條文，惟百慕達法例亦無就該等權利設有任何限制。

董事

於報告年度及截至本報告日期止，董事如下：

執行董事

朱俊浩先生(主席)

非執行董事

林俊傑先生

獨立非執行董事

劉文德先生
李翰文先生
杜振偉先生

於本報告日期在職之董事之簡介載於本年報第20頁至第24頁。

本公司已接獲其每位獨立非執行董事，就彼等之獨立性而發出之年度書面確認函，並認為所有獨立非執行董事均為獨立人士，符合上市規則第3.13條所載獨立指引的條款。

RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-laws 87(1) and 87(2) of the Bye-laws, Mr. Lau Man Tak and Mr. Eric Lee Hon Man shall retire by rotation at the 2024 AGM, and being eligible, have offered themselves for re-election at the 2024 AGM. Save for the aforesaid, the other remaining Directors would continue in office.

The proposed re-election of Mr. Lau Man Tak and Mr. Eric Lee Hon Man as Independent Non-executive Directors was made in accordance with the Nomination Policy of the Company and took into account a wide range of diversity perspectives, including but not limited to (where applicable) gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge, length of services and independency, with due regard of the diversity perspectives as set out under the Board Diversity Policy of the Company.

The Board had assessed and reviewed the written confirmation of independence of Mr. Lau Man Tak and Mr. Eric Lee Hon Man based on the independence guidelines set out in Rule 3.13 of the Listing Rules and is satisfied that as at the date of this report, Mr. Lau Man Tak and Mr. Eric Lee Hon Man remained independent in accordance with Rule 3.13 of the Listing Rules.

The Board is also of the view that Mr. Lau Man Tak and Mr. Eric Lee Hon Man would bring to the Board their respective perspectives, skills and experience, and can contribute to the Company. The Board believes that their re-election to the Board of the Company would be in the best interests of the Company and its shareholders as a whole.

DIRECTORS' SERVICE CONTRACTS

None of the Directors offering themselves for re-election at AGM have entered into a service contract with the Company or any of its subsidiaries which is not determinable within one year without payment of compensation (other than statutory compensation).

DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS

Save for the agreements disclosed in the section headed "Continuing Connected Transactions" below, there were no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company's subsidiaries, its holding companies or its fellow subsidiaries was a party and in which any Director and the Director's connected party had a material interest, whether directly or indirectly, subsisted at the end of or at any time during the Reporting Year.

重選退任董事

根據細則第87(1)及87(2)條，劉文德先生及李翰文先生將於2024年股東周年大會上輪值退任並符合資格於2024年股東周年大會膺選連任。除前述者外，其他餘下之董事均將繼續留任。

建議重選劉文德先生及李翰文先生為獨立非執行董事乃根據本公司的提名政策而作出，並已考慮到廣泛的多元化觀點，在適用情況下包括但不限於性別、年齡、文化及教育背景、種族、專業經驗、技能、知識、服務年期及獨立性，並充分考慮到本公司董事會成員多元化政策所載的多元化觀點。

董事會已根據上市規則第3.13條所載的獨立性指引評估及審閱劉文德先生及李翰文先生的獨立性確認書，並信納劉文德先生及李翰文先生於本報告日期根據上市規則第3.13條保持獨立。

董事會亦認為，劉文德先生及李翰文先生將為董事會帶來他們各自的觀點、技能及經驗，並能為本公司作出貢獻。董事會相信，其重選出任本公司董事會符合本公司及其股東的整體最佳利益。

董事之服務合約

於即將舉行之股東周年大會上重選連任之董事概無與本公司或其任何附屬公司簽訂不可於一年內終止而毋須支付賠償（法定賠償除外）之服務合約。

董事於交易、安排或合約之權益

除下文「持續關連交易」一節所披露的協議外，於報告年度末或報告年度之任何時間，本公司之附屬公司、其控股公司或其同系附屬公司概無就本集團之業務訂立董事及董事之關連人士直接或間接擁有重大權益之交易、安排及合約。

DIRECTORS' EMOLUMENTS

Details of Directors' emoluments are set out in note 12 to the financial statements.

CHANGE IN INFORMATION OF DIRECTOR

Pursuant to Rule 13.51B(1) of the Listing Rules, change in Director's information is set out below:

Mr. Kingston Chu Chun Ho

- ceased to be the member of Guangxi Committee of The Chinese People's Political Consultative Conference with effect from 18 January 2023.

Updated biographical details of the Directors are also available on the website of the Company.

Save as disclosed above, there is no other Directors' information required to be disclosed pursuant to Rule 13.51B(1) of the Listing Rules.

EQUITY-LINKED AGREEMENTS

Save for disclosed in the sections headed "Share Option Scheme", "Convertible Securities, Options, Warrants or Similar Rights" and "Substantial Shareholders' Interests and Short Positions in the Shares and Underlying Shares of the Company — Convertible Preference Shares" of this report, the Company did not enter into any equity-linked agreements during the Reporting Year.

PERMITTED INDEMNITY PROVISIONS

Pursuant to the Bye-law 168 of the Bye-laws, every Director or other officers of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, and no Director or other officers shall be liable for any loss, damages or misfortune which may happen to or be incurred by the Company in the execution of the duties of his/her office or in relation thereto, provided that this Bye-law shall only have effect in so far as its provisions are not avoided by the Companies Act 1981 of Bermuda. The Company maintained Directors and officers liability insurance during the Reporting Year.

BANK LOANS AND OTHER BORROWINGS

There were no bank loans (2022: Nil) and other borrowings (2022: Nil) of the Group as at 31 December 2023.

董事酬金

董事酬金之詳情載於財務報表附註12。

董事資料變動

根據上市規則第13.51B(1)條，董事資料變動如下：

朱俊浩先生

- 自2023年1月18日起不再擔任中國人民政治協商會議廣西壯族自治區政協委員。

董事的更新履歷詳情亦可於本公司網站查閱。

除上文所披露者外，概無其他董事資料須根據上市規則第13.51B(1)條披露。

權益掛鈎協議

除本報告「購股權計劃」、「可換股證券、購股權、認股權證或類似權利」及「主要股東於本公司股份及相關股份中擁有之權益及淡倉 — 可轉換優先股」各節所披露外，本公司概無於報告年度訂立任何權益掛鈎協議。

獲准許彌償條文

根據細則第168條，各董事或本公司其他高級職員有權就履行其職務或在其他有關方面蒙受或產生之所有虧損或負債自本公司之資產中獲得彌償，且概無董事或其他高級職員須就履行職責或與此有關而使本公司蒙受或產生之任何虧損、損失或不幸事件負責，惟該公司細則僅在未被1981年百慕達公司法廢止之情況下有效。本公司於報告年度維持董事及高級職員責任保險。

銀行貸款及其他借貸

本集團於2023年12月31日並無銀行貸款(2022年：無)及其他借貸(2022年：無)。

DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

As at 31 December 2023, none of the Directors or chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO), which were required: (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they are taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code as set out in Appendix C3 to the Listing Rules.

SHARE OPTION SCHEME

At the 2013 AGM, the shareholders approved the adoption of a share option scheme (the "Share Option Scheme") which expired on 16 June 2023. Details of the Share Option Scheme as required to be disclosed under Chapter 17 of the Listing Rules are set out below:

Summary of the Share Option Scheme

(a) Purpose of the Share Option Scheme

The Share Option Scheme is set up for the purpose of recognising and motivating the contribution of the Eligible Persons (as defined below) to the Company and/or any of its subsidiaries and/or any Invested Entity (as defined below).

(b) Participants of the Share Option Scheme

Eligible persons entitled to participate in the Share Option Scheme (the "Eligible Persons") include:

- (i) any employee (whether full time or part time) of the Company, any of its subsidiaries, or any entity in which the Company or any of its subsidiaries holds an equity interest (the "Invested Entity"); including any Executive Director of the Company, any of its subsidiaries or any Invested Entity and any employee employed or to be employed by the Company, any of its subsidiaries or any Invested Entity, whether in Hong Kong or in The People's Republic of China;
- (ii) any Non-executive Director (including any Independent Non-executive Director) of the Company, any of its subsidiaries or any Invested Entity;

董事及行政總裁於本公司及其相聯法團的股份、相關股份及債券中擁有之權益及淡倉

截至2023年12月31日，本公司董事或行政總裁概無於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份及債券中擁有權益及淡倉而須：(a)根據證券及期貨條例第XV部第7及第8分部知會本公司及聯交所（包括根據證券及期貨條例有關條文彼等被當作或視為擁有之權益及淡倉）；或(b)根據證券及期貨條例第352條須記錄於該條所指之登記冊內；或(c)根據上市規則附錄C3所載之標準守則須知會本公司及聯交所。

購股權計劃

在2013年股東周年大會上，股東批准採納購股權計劃（「購股權計劃」），並已於2023年6月16日到期。根據上市規則第17章規定須予披露有關購股權計劃之詳情載列如下：

購股權計劃之摘要

(a) 購股權計劃之目的

購股權計劃旨在表彰及激勵合資格人士（定義見下文）為本公司及／或其任何附屬公司及／或任何投資實體（定義見下文）作出貢獻。

(b) 購股權計劃之參與人士

可參與購股權計劃之合資格人士（「合資格人士」）包括：

- (i) 本公司、其任何附屬公司、或本公司或其任何附屬公司持有股本權益之任何實體（「投資實體」）之任何僱員（不論全職或兼職），包括本公司、其任何附屬公司或任何投資實體之任何執行董事，及本公司、其任何附屬公司或任何投資實體（不論於香港或中華人民共和國）僱用或將僱用之任何僱員；
- (ii) 本公司、其任何附屬公司或任何投資實體之任何非執行董事（包括任何獨立非執行董事）；

- | | |
|--|--|
| <p>(iii) any shareholder of the Company, any of its subsidiaries or any Invested Entity or any holder of any securities issued by the Company, any of its subsidiaries or any Invested Entity who has, in the opinion of the Board, made contribution to the business growth of the Company, any of its subsidiaries or any Invested Entity;</p> | <p>(iii) 本公司、其任何附屬公司或任何投資實體之任何股東或本公司、其任何附屬公司或任何投資實體所發行任何證券之持有人，而董事會認為其對本公司、其任何附屬公司或任何投資實體之業務發展有所貢獻者；</p> |
| <p>(iv) any person or entity that provides research, development or other technological support to the Company, any of its subsidiaries or any Invested Entity;</p> | <p>(iv) 向本公司、其任何附屬公司或任何投資實體提供研究、開發或其他技術支援之任何人士或實體；</p> |
| <p>(v) any supplier of goods and/or services to the Company, any of its subsidiaries or any Invested Entity;</p> | <p>(v) 本公司、其任何附屬公司或任何投資實體的任何貨品及／或服務供應商；</p> |
| <p>(vi) any business collaborator, business consultant, joint venture or business partner, or technical, financial, legal and other professional advisers engaged by the Company, any of its subsidiaries or any Invested Entity;</p> | <p>(vi) 與本公司、其任何附屬公司或任何投資實體已訂約之任何業務合作方、業務顧問、合資公司或業務夥伴、或技術、財務、法律及其他專業顧問；</p> |
| <p>(vii) any associate (as defined under the Listing Rules) of the directors or the substantial shareholders of the Company, any of its subsidiaries or any Invested Entity who has, in the opinion of the Board, made contribution to the business growth of the Company, any of its subsidiaries or any Invested Entity; or</p> | <p>(vii) 本公司、其任何附屬公司或任何投資實體之董事或主要股東之任何聯繫人(定義見上市規則)，而董事會認為其對本公司、其任何附屬公司或任何投資實體之業務發展有所貢獻者；或</p> |
| <p>(viii) the trustee of any trust pre-approved by the Board, the beneficiary (or in case of discretionary trust, the discretionary objects) of which includes any of the abovementioned persons,</p> | <p>(viii) 經董事會預先批准之任何信託之受託人，其受益人(或倘為全權信託，則為受益對象)包括任何上述人士，</p> |

and, for the purposes of the Share Option Scheme, the options may be granted to any company wholly owned by one or more of the above Eligible Persons.

及就購股權計劃而言，購股權可授予任何一名或以上之上述合資格人士全資擁有之任何公司。

(c) Maximum Number of shares available for issue under the Share Option Scheme

At 2013 AGM, the scheme mandate limit for the Share Option Scheme allowed the Company to issue a maximum of 33,200,000 options under the Share Option Scheme, representing approximately 7.81% of the total number of issued shares of the Company (i.e. 424,850,000 ordinary shares) as at 16 June 2023 (being the expiry date of the Share Option Scheme).

As at 16 June 2023, there were no outstanding share options and during the period from 1 January 2023 to 16 June 2023, there were no share options granted, exercised, cancelled and lapsed under the Share Option Scheme. As at 16 June 2023, the maximum number of shares available for issue under the Share Option Scheme was 29,600,000, representing approximately 6.97% of the total number of issued shares of the Company (i.e. 424,850,000 ordinary shares) as at 16 June 2023.

(c) 根據購股權計劃可發行之股份數目上限

在2013年股東周年大會上，購股權計劃之計劃授權限額允許本公司根據購股權計劃最多發行33,200,000份購股權，佔本公司於2023年6月16日(為購股權計劃到期日)已發行股份總數(即424,850,000股普通股股份)約7.81%。

於2023年6月16日，概無任何購股權未行使，而於2023年1月1日至2023年6月16日期間亦無任何購股權根據購股權計劃授出、行使、註銷及失效。於2023年6月16日，根據購股權計劃可發行之股份數目上限為29,600,000股，佔本公司於2023年6月16日已發行股份總數(即424,850,000股普通股股份)約6.97%。

The number of share options available for grant under the scheme mandate as at 1 January 2023 and 16 June 2023 was both 29,600,000.

(d) Maximum entitlement of each Eligible Person under the Share Option Scheme

No option may be granted to any one Eligible Person in any 12-month period which, if exercised in full, would result in the total number of shares already issued to such Eligible Person under all the options previously granted to him/her which have been exercised and, issuable to him/her under all the options previously granted to him/her which are for the time being subsisting and unexercised, exceeding 1% of the share capital of the Company in issue on the last date of such 12-month period unless being approved by the shareholders of the Company in a general meeting.

Where any proposed grant of option to a substantial shareholder or an independent non-executive director of the Company, or any of their respective associates (as defined in the Listing Rules), would result in the shares issued and to be issued upon exercise of all options already granted (including options exercised, cancelled and outstanding) and to be granted to such person in the 12-month period up to and including the date of the proposed grant:

- (i) representing in aggregate over 0.1% of the total number of shares in issue for the time being; and
- (ii) the aggregate value of which, based on the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the date of the proposed grant, is in excess of HK\$5.0 million, such proposed grant of option shall be subject to the prior approval of the shareholders of the Company at a general meeting in which all connected persons for the time being of the Company (if any) (except where any connected person intends to vote against the proposed grant of option and his/her intention to do so has been stated in the circular) shall abstain from voting at such general meeting and at which any vote taken shall be taken on a poll.

截至2023年1月1日及2023年6月16日，根據此計劃授權可授出的購股權數量均為29,600,000股。

(d) 購股權計劃項下每位合資格人士可獲授購股權之上限

倘於任何12個月期間內向任何一位合資格人士授出之購股權獲悉數行使時，會導致該合資格人士因過往獲授及已行使之所有購股權而獲發行的股份，及過往獲授仍有效且未行使之所有購股權而須予發行之股份，合計總數超過該12個月期間最後一日之本公司已發行股本之1%，則不可向該合資格人士授出有關購股權，惟經本公司股東於股東大會上批准則除外。

倘向本公司之主要股東或獨立非執行董事或彼等各自之任何聯繫人(定義見上市規則)建議授出購股權，而將會導致於截至(及包括)建議授出日期止12個月期間向該人士已授出(包括已行使、註銷及未行使之購股權)及將授出之所有購股權獲行使而已發行及將予發行之股份：

- (i) 合共超過當時已發行股份總數之0.1%；及
- (ii) 根據於建議授出日期聯交所發出之每日報價表所載股份之收市價計算，總值超過港幣5,000,000元，則授出購股權的建議須事先獲得本公司股東於股東大會上批准，而本公司當時的所有關連人士(如有)不得於該股東大會上投票(惟擬投票反對該項授出購股權建議並已在通函中表明其意向的任何關連人士除外)，及該股東大會須以投票表決方式進行表決。

(e) Period for and payment on acceptance of an option

An offer for grant of an option must be accepted by an Eligible Person (and by no other person) in respect of all the shares for which the offer is made. Acceptance shall be made by such Eligible Person by signing and returning the duplicate of the offer letter together with the payment of a consideration of HK\$1.00 for such grant to the Company within the time period specified in the offer letter.

(f) Exercise period

The period within which the options may be exercised must expire no later than 10 years from the relevant date of grant.

(g) The basis of determining the subscription price

The subscription price in respect of any option granted under the Share Option Scheme shall be a price determined by the Board and notified to each grantee and shall not be less than the highest of (i) the nominal value of a share; (ii) the average of the closing prices of the shares as stated in the Stock Exchange's daily quotation sheets for the five business days immediately preceding the date on which an offer for grant of an option (the "New Offer Date") is made to an Eligible Person; and (iii) the closing price of the shares as stated in the Stock Exchange's daily quotation sheet on the New Offer Date which must be a business day, provided that the subscription price shall be rounded upwards to the nearest whole cent.

(h) Minimum period for holding an option before exercise

There is no minimum holding period for which an option must be held before exercise pursuant to the Share Option Scheme. The commencement date of the period during which an option may be exercised shall be specified by the Board in the relevant offer letter.

(i) Remaining life

The Share Option Scheme shall be valid and effective for a period of ten years commencing on 17 June 2013, the date of adoption of the Share Option Scheme, unless otherwise terminated in accordance with the rules of the Share Option Scheme.

(e) 接納購股權之期限及付款

合資格人士(及並無其他人士)可就其獲授之購股權下全部股份接納有關授出購股權的要約。接納要約須於要約函件指定時限內，由該合資格人士將要約函件副本正式簽妥並連同港幣1.00元作為有關授出之代價交回本公司。

(f) 行使期

購股權可予行使的期限不得遲於相關授出日期起計10年屆滿。

(g) 釐定認購價之基準

根據購股權計劃所授出任何購股權的認購價須由董事會釐定及通知各承授人，惟不得低於下列三者中的最高者：(i)股份之面值；(ii)於緊接授出購股權要約予合資格人士日期(「新要約日期」)前5個營業日股份在聯交所每日報價表所載之平均收市價；及(iii)於新要約日期(必須為營業日)股份在聯交所每日報價表所載之收市價，惟認購價不足1仙的金額亦作1仙計算。

(h) 購股權行使前須持有之最短期限

根據購股權計劃，購股權於行使前並無須持有之最短期限。購股權可獲行使之期間的開始日期應由董事會於有關要約函件內訂明。

(i) 餘下期限

除根據購股權計劃之規則予以終止外，購股權計劃由2013年6月17日(即採納購股權計劃之日期)起計10年期間內生效及維持有效。

DIRECTORS' REPORT

董事會報告

DIRECTORS' RIGHT TO ACQUIRE SHARES OR DEBENTURES

During the Reporting Year, the Company maintained the Share Option Scheme pursuant to which options may be granted, inter alia, to the Directors.

Save as disclosed in the section headed "Share Option Scheme" above, at no time during the Reporting Year was the Company, its holding company or any of its subsidiaries a party to any arrangements to enable the Directors or their spouses or children under the age of 18 to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

DIRECTOR'S INTEREST IN COMPETING BUSINESS

None of the Directors (excluding Independent Non-executive Directors) nor their respective associates had any interest in business which competes or is likely to compete, either directly or indirectly, with the business of the Group for the Reporting Year.

CONVERTIBLE SECURITIES, OPTIONS, WARRANTS OR SIMILAR RIGHTS

Convertible Preference Shares

The Company issued and allotted 80,000,000 convertible preference shares ("CPSs"), as part of the consideration for the acquisition of ISP Business in late 2012. The CPSs may be convertible into the ordinary shares at HK\$0.75 per share subject to satisfaction of the minimum public float requirements under the Listing Rules. As at 31 December 2023 and up to the date of this report, none of the CPSs was converted nor redeemed.

Save as disclosed above and other than the share option scheme described in the paragraph titled "Share Option Scheme" above, the Company had no outstanding convertible securities, options, warrants or similar rights at 31 December 2023. There was no issue or exercise of any convertible securities, options, warrants or similar rights during the Reporting Year.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company was entered into or existed during the Reporting Year.

RETIREMENT SCHEMES

The Group participated in mandatory provident fund schemes in Hong Kong and in the municipal government contribution scheme in China. Particulars of the retirement schemes are set out in note 4(g)(ii) to the financial statements.

董事認購股份或債券之權利

於報告年度內，本公司維持購股權計劃，據此，本公司可授出購股權予（其中包括）董事。

除上文「購股權計劃」一節所披露者外，本公司、其控股公司或其任何附屬公司於報告年度內任何時間概無訂立任何安排，致使董事或彼等的配偶或18歲以下的子女可透過購買本公司或任何其他法人團體之股份或債券而從中獲取利益。

董事於競爭業務之權益

概無董事（不包括獨立非執行董事）或其各自的聯繫人於截至報告年度擁有與本集團業務直接或間接構成競爭或可能構成競爭的業務之權益。

可換股證券、購股權、認股權證或類似權利

可轉換優先股

本公司發行及配發80,000,000股可轉換優先股（「可轉換優先股」）股份，作為2012年末收購室內裝飾及特殊項目業務之部份代價。可轉換優先股可按每股港幣0.75元轉換為普通股，惟須符合上市規則規定之最低公眾持股量。截至2023年12月31日及直至本報告日期，概無轉換或贖回可轉換優先股。

除上文披露及上述「購股權計劃」一段所述的購股權計劃外，於2023年12月31日，本公司概無任何尚未發行之可換股證券、購股權、認股權證或類似權利。本報告年度內，概無任何可換股證券、購股權、認股權證或類似權利獲發行或行使。

管理合約

本報告年度內，概無就本公司全部或任何主要業務部份訂立或訂有任何管理及行政合約。

退休計劃

本集團參與香港強制性公積金計劃及中國市級政府供款計劃。該等退休計劃詳情載於財務報表附註4(g)(ii)。

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES AND UNDERLYING SHARES OF THE COMPANY

As at 31 December 2023, the following person/entity (other than Directors or chief executive of the Company) had or were deemed or taken to have interests or short positions in the shares and underlying shares of the Company as recorded in the register of interests and short positions of substantial shareholders (the "Register of Substantial Shareholders") required to be kept by the Company pursuant to section 336 of the SFO:

Long Positions in the Shares and Underlying Shares of the Company

(a) Ordinary Shares

Name of Shareholders 股東名稱	Capacity 身份	Number of ordinary shares held 持有之普通股股份數目	Approximate percentage of interests in the total number of issued shares 佔已發行股份總數之概約權益百分比 (Note (ii)) (附註(ii))
Chu Yuet Wah ("Mrs. Chu") 李月華 (「李女士」)	Interests of controlled corporation 受控法團權益	225,518,633 (Note (i)) (附註(i))	53.08%
Champ Key Holdings Limited ("Champ Key")	Beneficial owner 實益擁有人	225,518,633	53.08%

Notes:

- (i) Champ Key being a company wholly-owned by Mrs. Chu is deemed to be a controlled corporation of Mrs. Chu under the SFO.
- (ii) There were 424,850,000 ordinary shares of the Company in issue as at 31 December 2023.

附註：

- (i) 根據證券及期貨條例，Champ Key (李女士全資擁有之公司) 被視為李女士之受控制法團。
- (ii) 本公司截至2023年12月31日之已發行普通股股份為424,850,000股。

主要股東於本公司股份及相關股份中擁有之權益及淡倉

截至2023年12月31日，根據證券及期貨條例第336條本公司須予存置之主要股東權益及淡倉登記冊(「主要股東登記冊」)所記錄，下列人士／實體(本公司董事或行政總裁除外)於本公司股份及相關股份中擁有或被視為擁有權益或淡倉：

於本公司股份及相關股份之好倉

(a) 普通股股份

(b) Convertible Preference Shares

(b) 可轉換優先股

Name of Shareholders	Capacity	Number of convertible preference shares held	Approximate percentage of interests in the total number of issued shares
股東名稱	身份	持有之普通股股份數目	佔已發行股份總數之概約權益百分比 (Note (ii)) (附註(ii))
Mrs. Chu 李女士	Interests of controlled corporation 受控法團權益	80,000,000 (Note (i)) (附註(i))	100%
Champ Key	Beneficial owner 實益擁有人	80,000,000	100%

Notes:

- (i) The Company issued and allotted 80,000,000 CPSs to Smart Lane Holdings Limited ("Smart Lane"), as part of the consideration for the acquisition of ISP Business in late 2012. As disclosed in the joint announcement of Champ Key and the Company dated 30 November 2016, Champ Key (a company wholly-owned by Mrs. Chu) as the offeror entered into the sale and purchase agreement with Smart Lane as the vendor of the sale and purchase of 169,116,777 ordinary shares and the 80,000,000 CPSs. Champ Key being a company wholly-owned by Mrs. Chu is deemed to be a controlled corporation of Mrs. Chu under the SFO.
- (ii) There were 80,000,000 CPSs of the Company in issue as at 31 December 2023.

附註：

- (i) 本公司向Smart Lane Holdings Limited (「Smart Lane」)發行及配發80,000,000股可轉換優先股股份，作為於2012年年末收購室內裝飾及特殊項目業務之部份代價。誠如Champ Key及本公司日期為2016年11月30日之聯合公告所披露，由李女士全資擁有之公司Champ Key(作為要約人)與Smart Lane(作為買賣169,116,777股普通股及80,000,000股可轉換優先股之賣方)訂立買賣協議。根據證券及期貨條例，Champ Key(李女士全資擁有之公司)被視為李女士之受控制法團。
- (ii) 本公司截至2023年12月31日之已發行可轉換優先股股份為80,000,000股。

Save as disclosed above, as at 31 December 2023, the Directors were not aware of any persons/entities (other than Directors or chief executive of the Company) who/which had or were deemed or taken to have any other interests or short positions in the shares or underlying shares of the Company as recorded in the Register of Substantial Shareholders required to be kept by the Company pursuant to section 336 of the SFO.

除上文所披露者外，於2023年12月31日，董事並無獲悉任何人士／實體(本公司董事或行政總裁除外)於本公司股份及相關股份中擁有或被視為擁有記錄於本公司根據證券及期貨條例第336條須予存置之主要股東登記冊之任何其他權益或淡倉。

CONTINUING CONNECTED TRANSACTIONS

In contemplation of the ISP Works Master Agreement which expired on 31 December 2022, the Company and Mrs. Chu entered into the new ISP Works Master Agreement ("2023 ISP Works Master Agreement") on 13 December 2022 to continue the provision of the ISP works for a term of three years commencing from 1 January 2023 to 31 December 2025. The annual cap under the 2023 ISP Works Master Agreement for each of the three years ending 31 December 2023, 2024 and 2025 is HK\$5,000,000. As Mrs. Chu is the controlling shareholder of the Company and hence, a connected person of the Company under the Listing Rules, the transactions contemplated under the 2023 ISP Works Master Agreement constitute continuing connected transactions of the Company under Chapter 14A of the Listing Rules and are subject to the announcement, reporting and annual review requirements but are exempt from the independent shareholders' approval requirements under Chapter 14A of the Listing Rules. Details of the transactions are set out in the announcement of the Company dated 13 December 2022.

持續關連交易

鑒於室內裝飾及特殊項目工程總協議已於2022年12月31日屆滿，本公司與李女士於2022年12月13日訂立新室內裝飾及特殊項目工程總協議(「2023年室內裝飾及特殊項目工程總協議」)，以繼續提供室內裝飾及特殊項目工程，自2023年1月1日起至2025年12月31日止為期三年。室內裝飾及特殊項目工程總協議下載至2023年、2024年及2025年12月31日止三個年度各年，年度上限均為港幣5,000,000元。由於李女士為本公司之控股股東，因此根據上市規則為本公司之關連人士，據2023年室內裝飾及特殊項目工程總協議擬進行之交易構成本公司於根據上市規則第14A章下之持續關連交易，須遵守公告、申報及年度審閱規定，惟根據上市規則第14A章，獲豁免遵守獨立股東之批准規定。交易詳情載於本公司日期為2022年12月13日之公告。

During the Reporting Year, the Company and/or its subsidiaries had entered into the following continuing connected transactions pursuant to the 2023 ISP Works Master Agreement which are subject to annual review and reporting requirements under Chapter 14A of the Listing Rules:

於報告年度內，本公司及／或其附屬公司已根據2023年室內裝飾及特殊項目工程總協議訂立下列須遵守上市規則第14A章之年度審核及申報規定的持續關連交易：

Connected person(s) 關連人士	Date of agreement(s) 協議日期	Terms 期限	Particulars 詳情	Annual cap 年度上限	Annual consideration 年度代價	Nature and extent of the connected person's interest 關連人士權益性質及範圍
Mrs. Chu	ISP Works Master Agreement on 13 December 2022	The period from 1 January 2023 to 31 December 2025 (both days inclusive)	Mrs. Chu and/or her associates to engage the Group for providing ISP Works	HK\$5,000,000	HK\$355,000	Mrs. Chu is a substantial shareholder and controlling shareholder of the Company and hence, a connected person under the Listing Rules.
李女士	日期為2022年12月13日之室內裝飾及特殊項目工程總協議	自2023年1月1日起至2025年12月31日止期間(包括首尾兩日)	李女士及／或其聯繫人委聘本集團提供室內裝飾及特殊項目工程	港幣5,000,000元	港幣355,000元	李女士為本公司之主要股東及控股股東，因而為上市規則下之關連人士。

The Directors (including the Independent Non-executive Directors) have reviewed and confirmed that the continuing connected transactions mentioned above conducted in the Reporting Year were entered into on the following basis:

董事(包括獨立非執行董事)已審閱並確認上文所述報告年度進行的持續關連交易乃按照下列原則進行：

- | | |
|---|--|
| <ul style="list-style-type: none"> (i) in the ordinary and usual course of the business of the Group; (ii) on normal commercial terms or better; and (iii) according to the relevant agreements governing these transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole. | <ul style="list-style-type: none"> (i) 於本集團日常及一般業務範圍內進行； (ii) 按照一般商業條款或更好的條款；及 (iii) 根據監管該等交易的相關協議按公平合理並符合本公司股東整體利益的條款訂立。 |
|---|--|

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

根據香港會計師公會發佈的香港鑒證業務準則3000號「歷史財務資料審核或審閱以外的鑒證工作」並參考實務說明740號「香港上市規則規定的持續關連交易的核數師函件」，本公司核數師已受聘對本集團持續關連交易作出報告。根據上市規則第14A.56條，核數師已就本集團披露的上述持續關連交易，發出無保留意見的函件，並載有其發現和結論。

DIRECTORS' REPORT

董事會報告

In addition, the auditor of the Company has confirmed to the Board that nothing has come to their attention that causes them to believe that the above continuing connected transactions for the Reporting Year:

- (i) have not been approved by the Board;
- (ii) were not, in all material respects, in accordance with the pricing policies of the Group where the transactions involve the provision of services by the Group;
- (iii) were not entered into, in all material respects, in accordance with the relevant agreements governing the transactions; and
- (iv) have exceeded the relevant annual caps as disclosed in the respective previous announcements of the Company.

The Company has complied with the disclosure requirements in accordance with Chapter 14A of the Listing Rules in respect of the continuing connected transactions mentioned above.

MAJOR CUSTOMERS AND SUPPLIERS

The aggregate revenue attributable to the Group's five largest customers accounted for approximately 97.6% (2022: 82.1%) of the Group's total revenue and the revenue attributable to the Group's largest customer accounted for approximately 31.7% (2022: 24.0%) of the Group's total revenue for the Reporting Year.

The aggregate purchases attributable to the Group's five largest suppliers were less than 40% of the Group's total purchases for the Reporting Year (2022: less than 30%).

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

BANK BORROWINGS

At 31 December 2023, the Group had no outstanding bank borrowings (2022: Nil).

DONATIONS

The Group donated HK\$59,800 (2022: HK\$22,000) for charitable and other purposes during the Reporting Year.

此外，本公司之核數師已向董事會確認，彼等並不知悉任何事項使彼等相信上述截至報告年度之持續關連交易：

- (i) 並無獲董事會批准；
- (ii) 於所有重大方面並不符合本集團有關涉及本集團提供服務之交易之定價政策；
- (iii) 於所有重大方面並無根據規管該等交易之相關協議訂立；及
- (iv) 超過本公司先前公告所披露之相關年度上限。

本公司就上文所述有關的持續關連交易，已遵守上市規則第14A章所載之披露規定。

主要客戶及供應商

於報告年度，本集團最大5位客戶佔本集團總收益約97.6%（2022年：82.1%），而本集團最大客戶則佔本集團總收益約31.7%（2022年：24.0%）。

於報告年度，本集團最大5位供應商佔本集團之總採購額少於40%（2022年：少於30%）。

董事、任何彼等之緊密聯繫人或股東（據董事所知擁有本公司已發行股本超過5%者）概無在本集團之最大5位客戶中擁有任何實益權益。

銀行借款

於2023年12月31日，本集團並無尚未償還銀行借款（2022年：無）。

捐款

於報告年度，本集團作出慈善及其他捐款港幣59,800元（2022年：港幣22,000元）。

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

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the Reporting Year.

RELATED PARTY TRANSACTIONS

Related party transactions of the Group are set out in note 31 to the financial statements. In relation to those related party transactions that also constituted connected transactions or continuing connected transactions of the Group as defined in the Listing Rules, the relevant disclosure requirements in accordance with Chapter 14A of the Listing Rules have been complied with.

PUBLIC FLOAT

At the date of this report, the Company has maintained the prescribed public float under the Listing Rules, based on the information that is publicly available to the Company and to the best of knowledge of its Directors.

AUDITOR

The consolidated financial statements of the Group for the Reporting Year were audited by BDO Limited who has expressed its willingness to offer itself for re-appointment at the 2024 AGM.

A resolution will be proposed to the 2024 AGM to re-appoint BDO Limited as the auditor of the Company for the ensuring year and to authorize the Directors to fix its remuneration.

On behalf of the Board

Kingston Chu Chun Ho
Chairman

Hong Kong, 27 March 2024

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於報告年度概無購買、出售或贖回本公司之任何上市證券。

關連人士交易

本集團之關連人士交易載於財務報表附註31。就該等亦構成本集團關連交易或持續關連交易(定義見上市規則)之關聯方交易而言,本集團已遵守根據上市規則第14A章之相關披露規定。

公眾持股量

於本報告日期,據本公司所獲之公眾資料及董事所知悉,本公司已維持上市規則所指定之公眾持股量。

核數師

本集團截至報告年度之綜合財務報表已由香港立信德豪會計師事務所有限公司審核,彼已表明願意於2024年股東周年大會上提呈重選連任。

於2024年股東周年大會上將提呈決議案重選香港立信德豪會計師事務所有限公司為本公司翌年之核數師,並授權董事釐定其酬金。

代表董事會

主席
朱俊浩

香港, 2024年3月27日

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

TO THE SHAREHOLDERS OF ISP HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)

OPINION

We have audited the consolidated financial statements of ISP Holdings Limited (the “Company”) and its subsidiaries (together the “Group”) set out on pages 81 to 173, which comprise the consolidated statement of financial position as at 31 December 2023, the consolidated statement of profit or loss and other comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

BASIS FOR OPINION

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

致昇柏控股有限公司之股東
(於百慕達註冊成立之有限公司)

意見

我們已審計昇柏控股有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)列載於第81頁至第173頁的綜合財務報表，包括於2023年12月31日的綜合財務狀況表、截至該日止年度的綜合損益及其他全面收益表、綜合權益變動表、綜合現金流量表及綜合財務報表附註，包括重大會計政策資料。

我們認為，該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的《香港財務報告準則》(「香港財務報告準則」)真實而中肯地反映了貴集團於2023年12月31日的綜合財務狀況及其截至該日止年度的綜合財務表現及綜合現金流量，並已遵照香港《公司條例》的披露規定妥為擬備。

意見的基礎

我們已根據香港會計師公會頒佈的《香港審計準則》(「香港審計準則」)進行審計。我們在該等準則下承擔的責任已在本報告「核數師就審計綜合財務報表承擔的責任」部份中作進一步闡述。根據香港會計師公會頒佈的《專業會計師道德守則》(以下簡稱「守則」)，我們獨立於貴集團，並已履行守則中的其他專業道德責任。我們相信，我們所獲得的審計憑證能充足及且適當地為我們的審計意見提供基礎。

KEY AUDIT MATTERS

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

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

- Accounting for construction contracts — including revenue recognition and contract assets/liabilities; and
- Impairment assessment on account and other receivables, retention receivables and contract assets.

ACCOUNTING FOR CONSTRUCTION CONTRACTS INCLUDING REVENUE RECOGNITION AND CONTRACT ASSETS/LIABILITIES

We identified the accounting for construction contracts as a key audit matter due to the significant judgements involved in determining the completion status of construction works.

Refer to note 4(l), note 6(c), note 7 and note 18 to the consolidated financial statements.

For the year ended 31 December 2023, the Group recognised revenue from construction contracts relating to the interiors and special projects which totalled approximately HK\$150.3 million. The contract assets amounted to approximately HK\$85.6 million (after provision for impairment of approximately HK\$0.8 million) as at 31 December 2023.

The recognition of revenue for the Group's construction contracts is based on the progress towards complete satisfaction of the performance obligation.

Progress towards complete satisfaction of the performance obligation is determined by reference to work performed up to the end of the reporting period. The Group reviews and revises the estimates of contract revenue, contract costs, variation orders as well as the financial impact of claims, disputes and liquidation damages prepared for each construction contract as the contract progresses. The management's estimate of revenue and the completion status of construction works requires significant judgement and has a significant impact on the amount and timing of revenue recognised.

關鍵審計事項

關鍵審計事項是根據我們的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在我們審計整體綜合財務報表及出具意見時進行處理的。我們不會對這些事項提供單獨的意見。

我們在審計中識別的關鍵審計事項概述如下：

- 建築合約之會計處理 — 包括確認收益及合約資產／負債；及
- 應收賬款及其他應收款項、應收保固金及合約資產之減值評估。

建築合約之會計處理包括確認收益及合約資產／負債

我們將建築合約的會計處理識別為關鍵審計事項，乃由於釐定建築工程的完成狀況涉及重大判斷。

請參閱綜合財務報表附註4(l)、附註6(c)、附註7及附註18。

截至2023年12月31日止年度，貴集團確認來自室內裝飾及特殊項目建築合約的收益合共約港幣150,300,000元。於2023年12月31日，合約資產為約港幣85,600,000元（已扣除減值撥備約港幣800,000元）。

貴集團建築合約之收益乃根據履約責任完全達成的進度予以確認。

履約責任完全達成的進度乃參考報告期末所執行的工作釐定。貴集團在合約過程中檢討及修訂各建築合約的合約收益、合約成本、變更指令之估計以及索償、爭議及違約賠償金之財務影響。管理層對收益及建築工程完成狀況的估計須要重大判斷並對確認收益金額及時間構成重大影響。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Our response:

We tested the key controls on how management measure the progress towards complete satisfaction of the performance obligation, including controls on estimated total contract revenue and costs, budgeted margins, progress billings and progress payments of contracts.

Our work in relation to management's estimated total contract revenue and costs, and budgeted margins focused on the following procedures in relation to material construction contracts within the Group:

- Discussing with the Group's project managers for the status of the projects, identifying any variations, claims and provision on loss-making contracts, and obtaining explanations for fluctuations in margins and the expected recovery of variations.
- Obtaining corroborative evidence, in relation to the above points, by reviewing the project budgets, external architect's instructions, external architect's certificates of work performed and minutes of management's regular internal meetings, on a sample basis.
- Inspecting signed contracts, on a sample basis, to identify the total contract sum and terms.
- Agreeing the progress towards complete satisfaction of the performance obligation to the surveyors' latest valuation and/or external architects certificates.
- Testing the calculations of contract revenue, costs, and construction contracts assets/liabilities.
- Where applicable, inspecting correspondence with the customers and sub-contractors to obtain audit evidence on variations from customers, claims from customers and sub-contractors.

我們的回應：

我們已就管理層如何計量履約責任完全達成的進度的主要監控進行測試，包括就估計合約總收益及成本、預算利潤、合約進度發票及進度付款的監控。

我們對管理層於 貴集團的重大建築合約所估計的合約總收益及成本及預算利潤集中進行以下程序：

- 與 貴集團項目經理討論有關項目之狀況，以識別是否存在任何變更、申索及因虧蝕合約而產生的撥備，並取得有關利潤波動及預期變更回收的解釋。
- 對項目預算、外部建築師指示、外部建築師已進行工程的證書及管理層進行的定期內部會議之會議紀錄進行抽樣審閱，就上述觀點取得證據支持。
- 抽樣檢查已簽署合約，以識別合約總金額及條款。
- 核對履約責任完全達成的進度符合測量師之最近估值及／或外部建築師之證書。
- 對合約收益、成本及建築合約資產／負債的計算進行測試。
- 在適當情況下，檢查與客戶及分包商的來往資料，以就對客戶的變更指令、客戶及分包商所提出之索償取得審計證據。

IMPAIRMENT ASSESSMENT ON ACCOUNT AND OTHER RECEIVABLES, RETENTION RECEIVABLES AND CONTRACT ASSETS

We identified the impairment assessment on account and other receivables, retention receivables and contract assets as a key audit matter due to the significance of account and other receivables, retention receivables and contract assets to the Group's consolidated financial position and the involvement of significant judgements and management estimates in evaluating the impairment process.

Refer to note 4(e)(ii), note 6(b), note 18 and note 19 to the consolidated financial statements.

The Group had account and other receivables of approximately HK\$40.4 million (after provision for impairment of approximately HK\$4.6 million), retention receivables of approximately HK\$46.9 million (after provision for impairment of approximately HK\$0.5 million) and contract assets of approximately HK\$85.6 million (after provision for impairment of approximately HK\$0.8 million) as at 31 December 2023.

Account and other receivables, retention receivables and contract assets of the Group are mainly in relation to the Group's business of interiors and special projects.

The recoverable amounts of account receivables, retention receivables and contract assets are estimated by management based on their specific recoverability assessment on individual counterparties and collectively by using a provision matrix with appropriate grouping with reference to the aging profile, historical payment pattern, the past record of default, forward-looking factors and assessment of their financial position. Management would make specific provision against balances with reference to the estimated recoverable amount. Management has assessed the recoverable amount of other receivables by assessing any significant increase in credit risk. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

For the purpose of impairment assessment, significant judgements and assumptions include specific recoverability assessment, the credit risks of counterparty, the estimated timing and amount of future cash flows for the determination of the impairment charge.

應收賬款及其他應收款項、應收保固金及合約資產之減值評估

我們將應收賬款及其他應收款項、應收保固金及合約資產之減值評估識別為關鍵審計事項，乃由於應收賬款及其他應收款項、應收保固金及合約資產對貴集團綜合財務狀況的重要性，以及評估減值過程涉及重大判斷及管理層估計。

請參閱綜合財務報表附註4(e)(ii)、附註6(b)、附註18及附註19。

貴集團於2023年12月31日的應收賬款及其他應收款項為約港幣40,400,000元(已扣除減值撥備約港幣4,600,000元)、應收保固金為約港幣46,900,000元(已扣除減值撥備約港幣500,000元)及合約資產為約港幣85,600,000元(已扣除減值撥備約港幣800,000元)。

貴集團之應收賬款及其他應收款項、應收保固金及合約資產主要與貴集團室內裝飾及特殊項目業務有關。

應收賬款、應收保固金及合約資產的可回收金額乃管理層根據其個別應付方的可回收性評估而估算得出，並使用撥備矩陣作出適當組合共同釐定，當中參考賬齡組合、以往付款習慣、以往拖欠紀錄、前瞻性因素及評估其財務狀況。管理層會參考估算可收回金額，對結餘作出特定撥備。管理層已通過評估其他應收款項的信貨風險是否大增來評估其可收回金額。倘信貨風險大增，則貴集團將按全期而非12個月預期信貸虧損計量虧損撥備。

就減值評估而言，重大判斷及假設包括應付方之特定可回收性評估、信貨風險、估計時間及未來現金流量金額，以識別減值金額。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

Our response:

We performed the following procedures in relation to the recoverability of account and other receivables, retention receivables and contract assets:

- Testing the accuracy of aging of trade receivables at year end on a sample basis.
- Obtaining lists of outstanding account and other receivables, retention receivables and contract assets, and identifying any counterparty with potential financial difficulty through discussion with management.
- Challenging management's basis and judgement in determining credit loss allowance on retention receivables and contract assets as at 31 December 2023 through the discussion with the management, including management's identification of significant retention receivables and contract assets, the reasonableness of management's grouping of the remaining retention receivables and contract assets into different categories in the provision matrix and the basis of estimated loss rates applied.
- Assessing the recoverability of the unsettled account and other receivables, retention receivables and contract assets on a sample basis through our evaluation of management's assessment with reference to the credit profile of the counterparties, historical payment pattern of the counterparties, publicly available information and latest correspondence with the counterparties and to consider if any additional provision should be made.
- Testing subsequent settlement and contract work certification of account and other receivables, retention receivables and contract assets respectively after the end of reporting date on a sample basis.

我們的回應：

我們已就應收賬款及其他應收款項、應收保固金及合約資產之可收回性進行以下程序：

- 對年末貿易應收賬款的賬齡之準確性進行抽樣測試。
- 獲取尚未償還應收賬款及其他應收款項、應收保固金及合約資產的清單，通過與管理層討論從而識別是否存在有潛在財政困難的應付方。
- 透過與管理層討論，質疑管理層釐定於2023年12月31日應收保固金及合約資產信貸虧損撥備的基準及判斷，包括管理層識別重大應收保固金及合約資產、管理層將餘下應收保固金及合約資產於撥備矩陣中劃分為不同類別的合理性及所應用的估計虧損率基準。
- 根據管理層對未結清應收賬款及其他應收款項、應收保固金及合約資產可回收性的評估，我們參照應付方的信貸組合、應付方以往付款習慣、公開資訊及與應付方的近期通信，以抽樣方式評估應收賬款之可回收性，並考慮應否作出額外撥備。
- 分別於報告期末後的應收賬款及其他應收款項、應收保固金及合約資產之期後結算及合約工程認證進行抽樣測試。

OTHER INFORMATION

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

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

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

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

The directors are also responsible for overseeing the Group's financial reporting process. The Audit Committee assists the directors in discharging their responsibilities in this regard.

其他信息

董事須對其他信息負責。其他信息包括 貴公司年報內的信息，但不包括綜合財務報表及我們的核數師報告。

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

結合我們對綜合財務報表的審計，我們的責任是閱讀其他信息，在此過程中，考慮其他信息是否與綜合財務報表或我們在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於我們已執行的工作，如果我們認為其他信息存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事就綜合財務報表須承擔的責任

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

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

董事負責監督 貴集團之財務申報程序。審核委員會協助董事履行其在此方面的職責。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. This report is made solely to you, as a body, in accordance with Section 90 of the Bermuda Companies Act 1981, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report.

Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表承擔的責任

我們的目標，是對綜合財務報表整體是否存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。此報告僅按照百慕達1981年公司法第90條向閣下（作為整體）作出，除此之外別無其他目的。我們不會就本報告的內容向任何其他人士負責或承擔任何責任。

合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴綜合財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

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

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部控制的有效性發表意見。
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the 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.
- 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對 貴集團的持續經營能力產生重大疑慮。如果我們認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。假若有關的披露不足，則我們應當發表非無保留意見。我們的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致 貴集團不能持續經營。
- 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否中肯反映交易和事項。
- 就 貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。我們負責 貴集團審計的方向、監督和執行。我們為審計意見承擔全部責任。

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

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

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

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

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

From the matters communicated with the directors, 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.

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

BDO Limited

Certified Public Accountants

Choi Kit Ying

Practising Certificate Number P07387

Hong Kong, 27 March 2024

香港立信德豪會計師事務所有限公司

執業會計師

蔡潔瑩

執業證書編號 P07387

香港，2024年3月27日

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2023
截至2023年12月31日止年度

		Notes 附註	2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Continuing Operations	持續經營業務			
Revenue	收益	7	154,715	224,923
Cost of sales and service	銷售及服務成本		(141,620)	(202,263)
Gross profit	毛利		13,095	22,660
Other income and gain or loss	其他收入和損益	8	1,388	7,229
General and administrative expenses	一般及行政開支		(30,204)	(31,374)
Interest expenses	利息開支	9	(68)	(87)
Net reversal of impairment losses on account and other receivables, retention receivables and contract assets	應收賬款及其他應收款項、應收保固金及合約資產之減值虧損回撥淨額		342	36
Loss before taxation	除稅前虧損	10	(15,447)	(1,536)
Taxation	稅項	14	203	(164)
Loss for the year from Continuing Operations	年內來自持續經營業務的虧損		(15,244)	(1,700)
Discontinued Operations	已終止業務			
Profit for the year from Discontinued Operations	年內來自已終止業務溢利	13	-	438,440
(Loss)/profit for the year attributable to equity holders of the Company	本公司股權持有人應佔年內(虧損)/溢利		(15,244)	436,740
Other comprehensive (loss)/income:	其他全面(虧損)/收益：			
<u>Items that will not be reclassified to profit or loss:</u>	<u>其後將不會重新分類至損益之項目：</u>			
Remeasurement on long service payment liabilities	重新計量長期服務金負債	25	(110)	10
<u>Items that may be subsequently reclassified to profit or loss:</u>	<u>可其後重新分類至損益之項目：</u>			
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額		(416)	(2,697)
Other comprehensive loss for the year	年內其他全面虧損		(526)	(2,687)
Total comprehensive (loss)/income for the year attributable to equity holders of the Company	本公司股權持有人應佔年內全面(虧損)/收益總額		(15,770)	434,053

CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

綜合損益及其他全面收益表

For the year ended 31 December 2023
截至2023年12月31日止年度

		Notes 附註	2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Total comprehensive (loss)/income for the year attributable to equity holders of the Company arises from	本公司股權持有人應佔以下所得之年內全面(虧損)/收益總額			
— Continuing Operations	— 持續經營業務		(15,770)	(4,387)
— Discontinued Operations	— 已終止業務		-	438,440
			(15,770)	434,053
<u>From Continuing Operations and Discontinued Operations</u>	<u>來自持續經營業務及已終止業務</u>			
(Loss)/earnings per share attributable to the owners of the Company	本公司擁有人應佔每股(虧損)/盈利			
— basic (HK cents)	— 基本(港幣仙)	16	(3.6)	87.9
— diluted (HK cents)	— 攤薄(港幣仙)	16	(3.0)	86.5
<u>From Continuing Operations</u>	<u>來自持續經營業務</u>			
Loss per share attributable to the owners of the Company	本公司擁有人應佔每股虧損			
— basic (HK cents)	— 基本(港幣仙)	16	(3.6)	(0.4)
— diluted (HK cents)	— 攤薄(港幣仙)	16	(3.0)	(0.3)

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023
於2023年12月31日

		Notes 附註	2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Non-current assets	非流動資產			
Property, plant and equipment	物業、機器及設備	17	1,844	1,936
Deferred tax assets	遞延稅項資產	26	228	240
Total non-current assets	非流動資產總額		2,072	2,176
Current assets	流動資產			
Contract assets	合約資產	18	85,572	115,899
Account and other receivables and retention receivables	應收賬款及其他應收款項及應收保固金	19	87,254	102,839
Deposits and prepayments	按金及預付款項		1,904	1,796
Financial assets at fair value through profit or loss ("Financial assets at FVTPL")	按公平值計入損益的金融資產(「按公平值計入損益的金融資產」)	20	24,497	28,653
Taxation recoverable	可收回稅項		46	-
Restricted cash deposits	受限制現金存款	21	62,620	-
Pledged bank deposits	已抵押銀行存款	22	16,394	19,524
Cash and cash equivalents	現金及現金等值	22	68,241	153,427
Total current assets	流動資產總額		346,528	422,138
Current liabilities	流動負債			
Payables and accruals	應付賬款及應計費用	23	160,207	222,699
Contract liabilities	合約負債	18	2,200	-
Lease liabilities	租賃負債	24	1,086	1,053
Taxation payable	應付稅項		-	119
Total current liabilities	流動負債總額		163,493	223,871
Net current assets	流動資產淨值		183,035	198,267
Total assets less current liabilities	資產總額減流動負債		185,107	200,443
Non-current liabilities	非流動負債			

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023
於2023年12月31日

		Notes 附註	2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Long service payment liabilities	長期服務金負債	25	256	128
Lease liabilities	租賃負債	24	415	59
Deferred tax liabilities	遞延稅項負債	26	8	58
Total non-current liabilities	非流動負債總額		679	245
Net assets	資產淨值		184,428	200,198
Equity attributable to equity holders of the Company	本公司股權持有人應佔權益			
Share capital	股本	27	50,486	50,486
Reserves	儲備	28	133,942	149,712
Total equity	權益總額		184,428	200,198

The notes on pages 87 to 173 are an integral part of these consolidated financial statements.

第87至第173頁之附註為該等綜合財務報表之組成部分。

The financial statements were approved by the Board of Directors on 27 March 2024 and were signed on its behalf.

財務報表經董事會於2024年3月27日批准，並由以下人士代表簽署。

Kingston Chu Chun Ho

朱俊浩
Chairman
主席

Lam Chun Kit

林俊傑
Non-executive Director
非執行董事

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2023
截至2023年12月31日止年度

		Attributable to equity holders of the Company 歸屬於本公司股權持有人					
		Share capital	Share premium	Merger reserve	Exchange reserve	Retained earnings/ (accumulated losses)	Total Equity
		股本	股份溢價	合併儲備	匯兌儲備	保留溢利/ (累計虧損)	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2023	於2023年1月1日	50,486	-	1,513	(2,544)	150,743	200,198
Loss for the year	年內虧損	-	-	-	-	(15,244)	(15,244)
Other comprehensive loss:	其他全面虧損:						
Remeasurement on long service payment liabilities	長期服務金負債之重新計量	-	-	-	-	(110)	(110)
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	-	-	-	(416)	-	(416)
Total other comprehensive loss	其他全面虧損總額	-	-	-	(416)	(110)	(526)
Total comprehensive loss	全面虧損總額	-	-	-	(416)	(15,354)	(15,770)
At 31 December 2023	於2023年12月31日	50,486	-	1,513	(2,960)	135,389	184,428
At 1 January 2022	於2022年1月1日	50,486	185,420	1,513	153	(72,595)	164,977
Profit for the year	年內溢利	-	-	-	-	436,740	436,740
Other comprehensive income/(loss):	其他全面收益/(虧損):						
Remeasurement on long service payment liabilities	長期服務金負債之重新計量	-	-	-	-	10	10
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額	-	-	-	(2,697)	-	(2,697)
Total other comprehensive (loss)/income	其他全面(虧損)/收益總額	-	-	-	(2,697)	10	(2,687)
Total comprehensive income	全面收益總額	-	-	-	(2,697)	436,750	434,053
Special dividends (Note 15)	特別股息(附註15)	-	-	-	-	(398,832)	(398,832)
Share premium reduction (Note)	股份溢價削減(附註)	-	(185,420)	-	-	185,420	-
At 31 December 2022	於2022年12月31日	50,486	-	1,513	(2,544)	150,743	200,198

Note: Pursuant to a special resolution passed by the shareholders at the special general meeting of the Company on 7 November 2022, an amount of HK\$185,420,000 standing to the credit of the share premium account of the Company was reduced and the credit arising therefrom be transferred to the contributed surplus account of the Company.

附註：根據股東於2022年11月7日舉行之本公司股東特別大會上通過之特別決議案，本公司股份溢價賬之進賬額港幣185,420,000元已予削減，而由此產生之進賬額將轉撥至本公司的繳入盈餘賬。

The notes on pages 87 to 173 are an integral part of these consolidated financial statements.

第87至第173頁之附註為該等綜合財務報表之組成部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2023
截至2023年12月31日止年度

		Notes 附註	2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Operating activities	經營業務			
Cash used in operations	經營業務耗用之現金	29(a)	(28,000)	(19,323)
Interest received	已收利息		3,567	3,070
Net cash used in operating activities	經營業務耗用之現金淨額		(24,433)	(16,253)
Investing activities	投資業務			
Purchase of property, plant and equipment	購買物業、機器及設備		(90)	(188)
Proceeds from disposal of property, plant and equipment	出售物業、機器及設備所得款項		-	10
Purchase of financial assets at FVTPL	購買按公平值計入損益之金融資產		-	(29,671)
Dividend derived from financial assets at FVTPL	來自按公平值計入損益之金融資產之股息		1,511	1,335
Disposal of subsidiaries, net of cash disposed of	出售附屬公司，扣除出售現金	13	-	529,197
Placement of restricted cash deposits	存放受限制現金存款		(62,620)	-
Placement of pledged bank deposits	存放已抵押銀行存款		-	(19,524)
Release in pledged bank deposit	解除已抵押銀行存款		3,130	-
Net cash (used in)/generated from investing activities	投資業務(耗用)/產生之現金淨額		(58,069)	481,159
Financing activities	融資業務			
Dividend paid	已付股息	29(b) 15	-	(398,832)
Repayment of principal portion and interest of the lease liabilities	償還租賃負債之本金部分及利息		(2,158)	(2,443)
Net cash used in financing activities	融資業務耗用之現金淨額		(2,158)	(401,275)
Net (decrease)/increase in cash and cash equivalents	現金及現金等值(減少)/增加之淨額		(84,660)	63,631
Cash and cash equivalents at the beginning of the year	年初之現金及現金等值		153,427	92,464
Exchange loss on cash and cash equivalents	現金及現金等值之匯兌虧損		(526)	(2,668)
Cash and cash equivalents at the end of the year	年末之現金及現金等值		68,241	153,427

The note on pages 87 to 173 are an integral part of these consolidated financial statements.

第87至第173頁之附註為該等綜合財務報表之組成部分。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

1. GENERAL INFORMATION

ISP Holdings Limited (the “Company”) was incorporated in Bermuda under the Companies Act 1981 of Bermuda as an exempted company on 4 August 2003. The address of its registered office is Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda. The Company's shares were listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) on 9 October 2003.

The principal business of the Group is principally engaged in the provision of ISP Business in Hong Kong and property and facility management services in China.

The consolidated financial statements are presented in thousands of Hong Kong dollars (HK\$), unless otherwise stated, and were approved for issue by the Board on 27 March 2024.

2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) AND CHANGES IN OTHER ACCOUNTING POLICIES

(a) Adoption of new and revised standards — effective 1 January 2023

The HKICPA has issued new and a number of amended standards, interpretations and amendments to standards that are first effective for the current accounting period of the Group:

HKFRS 17 (including the October 2020 and February 2022 amendments to HKFRS 17) 香港財務報告準則第17號(包括2020年10月及2022年2月修訂之香港財務報告準則第17號)	Insurance Contracts 保險合約
Amendments to HKAS 1 and HKFRS Practice Statement 2 香港會計準則第1號及香港財務報告準則實務公告第2號(修訂)	Disclosure of Accounting Policies 會計政策的披露
Amendments to HKAS 8 香港會計準則第8號(修訂)	Definition of Accounting Estimates 會計估計的定義
Amendments to HKAS 12 香港會計準則第12號(修訂)	Deferred Tax related to Assets and Liabilities arising from a Single Transaction 與單一交易產生的資產及負債有關的遞延稅項
Amendments to HKAS 12 香港會計準則第12號(修訂)	International Tax Reform—Pillar Two Model Rules 國際稅務改革 — 第二支柱範本規則

1. 一般資料

昇柏控股有限公司(「本公司」)，於2003年8月4日根據1981年百慕達公司法在百慕達註冊成立為獲豁免公司。註冊辦事處地址為Clarendon House, 2 Church Street, Hamilton, HM 11, Bermuda。本公司股份於2003年10月9日在香港聯合交易所有限公司(「聯交所」)上市。

本集團之主要業務主要為於香港從事提供室內裝飾及特殊項目業務以及於中國從事提供物業及設施管理服務。

除另有列明者外，本綜合財務報表以港幣千元列示，並已於2024年3月27日經董事會批准刊發。

2. 採納香港財務報告準則(「香港財務報告準則」)及其他會計政策變動

(a) 採納新訂及經修訂準則 — 於2023年1月1日生效

香港會計師公會已頒佈新訂及多項於本集團的當前會計期間首次生效的經修訂準則、詮釋及準則修訂：

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

The new and amended standards that are effective from 1 January 2023 did not have any material impact on the Group's accounting policies.

Except as described below, the adoption of the new and amendments to HKFRSs does not have any significant impact on the Group's financial positions and performance for the current and prior years.

Impact on application of Amendments to HKAS 1 and HKFRS Practice Statement 2 — Disclosure of Accounting Policies

Amendments to HKAS 1 and HKFRS Practice Statement 2 require entities to disclose their material accounting policy information rather than their significant accounting policies. Accounting policy information is material if, when considered together with other information included in an entity's financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements. HKFRS Practice Statement 2 "Making Materiality Judgements" provide non-mandatory guidance on how to apply the concept of materiality to accounting policy disclosures.

The application of the amendments has had no material impact on the Group's financial positions and performance but has affected the disclosure of the Group's accounting policies set in Note 4 to the consolidated financial statements.

於2023年1月1日生效的新訂及經修訂準則對本集團的會計政策概無任何重大影響。

除下文所述者外，採納新訂及經修訂香港財務報告準則對本集團本年度及過往年度之財務狀況及表現並無造成重大影響。

應用香港會計準則第1號(修訂本)及香港財務報告準則實務公告第2號的影響 — 會計政策的披露

香港會計準則第1號(修訂本)及香港財務報告準則實務公告第2號規定實體須披露其重大會計政策資料，而非其主要會計政策。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬於重大。香港財務報告準則實務公告第2號「作出重大判斷」在披露會計政策時如何應用重要性概念提供非強制性指引。

應用修訂本對本集團的財務狀況及表現並無重大影響，惟對綜合財務報表附註4所載本集團的會計政策披露資料有所影響。

(b) Change in accounting policy

New HKICPA guidance on the accounting implications of the abolition of the mandatory provident fund (“MPF”) — long service payment (“LSP”) offsetting mechanism

In June 2022, the Hong Kong SAR Government (the “Government”) gazetted the Hong Kong Employment and Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 (the “Amendment Ordinance”), which will come into effect from 1 May 2025 (the “Transition Date”). Once the Amendment Ordinance takes effect, an employer can no longer use any of the accrued benefits derived from its mandatory contributions to MPF scheme to reduce the LSP in respect of an employee’s service from the Transition Date (the abolition of the “offsetting mechanism”). In addition, the LSP in respect of the service before the Transition Date will be calculated based on the employee’s monthly salary immediately before the Transition Date and the years of service up to that date.

In July 2023, the HKICPA published “Accounting implications of the abolition of the MPF-LSP offsetting mechanism in Hong Kong” that provides accounting guidance relating to the offsetting mechanism and the abolition of the mechanism.

The Group has considered the accrued benefits derived from mandatory MPF contributions that are expected to be used to reduce the LSP payable to an employee as deemed contributions by that employee towards the LSP. Historically, the Group accounted for the offsetting mechanism by applying the practical expedient in HKAS 19.93(b). Based on the HKICPA guidance, upon the enactment of the Amendment Ordinance in June 2022, these deemed contributions should be attributed to periods of service in the same manner as the gross LSP benefit applying HKAS 19.93(a).

The Group has changed its accounting policy in connection with its LSP liabilities and has applied HKICPA guidance retrospectively. There is no material impact on the Group’s results and financial position for the current or prior periods.

(b) 會計政策變動

就廢除強制性公積金計劃（「強積金」）— 長期服務金（「長服金」）抵銷機制的會計影響的新香港會計師公會指引

於2022年6月，香港特別行政區政府（「政府」）刊憲《2022年就業及退休計劃法例（抵銷安排）（修訂）條例》（「修訂條例」），將自2025年5月1日（「過渡日期」）起生效。修訂條例生效後，僱主概不得使用其強制性強積金供款所產生之任何累計權益，減少僱員由過渡日期服務年期之長服金（廢除「抵銷安排」）。另外用於計算過渡日期前就業期間之長服金將按僱員緊接過渡日期前之月薪及截至過渡日期之服務年期計算。

於2023年7月，香港會計師公會頒佈《香港廢除強積金—長服金對沖機制之會計影響》，就有關抵銷機制及廢除該機制之會計考量提供指引。

本集團已考慮用於減少應付予僱員長服金之強制性強積金供款所產生之累計權益視為該僱員對長服金之供款而入賬。一直以來，本集團採用香港會計準則第19.93(b)規定的權宜之法將抵銷機制入賬。根據香港會計師公會的指引，當修訂條例於2022年6月生效後，該等視作供款應與應用香港會計準則第19.93(a)之長服金權益總額一樣歸入服務期。

本集團已更改其有關長服金負債的會計政策，並已追溯應用香港會計準則指引。此舉對本集團今個及過往期間的業績及財務狀況並無重大影響。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(c) Amendments to HKFRSs issued but not yet effective

The following revised standards, potentially relevant to the Group's consolidated financial statements, have been issued, but are not yet effective for the current financial year. The Group's current intention is to apply these changes on the date they become effective. These standards are not expected to have a material impact on the Group in the current or future reporting periods and on foreseeable future transactions.

(c) 已頒佈但尚未生效之香港財務報告準則的修訂

以下與本集團綜合財務報表潛在相關之經修訂香港財務報告準則已經頒佈，但於本財政年度尚未生效。本集團目前計劃於該等準則生效日期應用該等變動。該等準則預期不會對本報告期間或未來報告期間之本集團及可見將來的交易造成重大影響。

Amendments to HKFRS 10 and HKAS 28 香港財務報告準則第10號(修訂)及香港會計準則第28號(修訂)	Sales or Contribution of Assets between an Investor and its Associate or Joint Venture ³ 投資者與其聯營公司或合營企業之間的資產出售或注資 ³
Amendments to HKFRS 16 香港財務報告準則第16號(修訂)	Lease Liability in a Sale and Leaseback ¹ 售後租回之租賃負債 ¹
Amendments to HKAS 1 香港會計準則第1號(修訂)	Classification of Liabilities as Current or Non-current ¹ 負債分類為流動或非流動 ¹
Hong Kong Interpretation 5 (Revised) 香港詮釋第5號(經修訂)	Presentation of Financial Statements — Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause ¹ 財務報表之呈列 — 借款人對載有按要求償還條文的定期貸款的分類 ¹
Amendments to HKAS 1 香港會計準則第1號(修訂)	Non-current Liabilities with Covenants ¹ 附帶契諾之非流動負債 ¹
Amendments to HKAS 7 and HKFRS 7 香港會計準則第7號及香港財務報告準則第7號(修訂)	Supplier Finance Arrangements ¹ 供應商融資協議 ¹
Amendments to HKAS 21 香港會計準則第21號(修訂)	Lack of Exchangeability ² 缺乏可交換性 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 Effective for annual periods beginning on or after a date to be determined.

¹ 於2024年1月1日開始或之後開始之年度期間生效。

² 於2025年1月1日開始或之後開始之年度期間生效。

³ 於待釐定日期開始或之後開始之年度期間生效。

3. BASIS OF PREPARATION

(a) Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRSs”) and the disclosure requirements of the Hong Kong Companies Ordinance. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the “Listing Rules”).

(b) Basis of measurement

The consolidated financial statements have been prepared under the historical cost basis, except for certain financial instruments that are measured at fair values, at the end of each reporting period, as explained in the accounting policies set out below.

(c) Use of estimates and judgements

The preparation of consolidated financial statements in conformity with HKFRSs requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group’s accounting policies. The areas involving a higher degree of judgement or complexity or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in note 6.

(d) Functional and presentation currency

The financial statements are presented in Hong Kong dollars (“HK\$”), which is the same as the functional currency of the Company. All values are rounded to the nearest thousand except when otherwise indicated.

3. 編製基準

(a) 合規聲明

綜合財務報表乃根據所有適用香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（下文統稱為「香港財務報告準則」）及香港公司條例之披露規定編製。此外，綜合財務報表載有聯交所證券上市規則（「上市規則」）規定的適用披露事項。

(b) 計量基準

誠如下文所載的會計政策所說明，除若干金融工具按公允值計量外，各報告期末之綜合財務報表乃根據歷史成本基準編製。

(c) 使用估計及判斷

在遵照香港財務報告準則編製財務報表時，須採用若干關鍵會計估算，管理層亦須在應用本集團會計政策之過程中作出判斷。該範疇涉及較高程度的判斷或複雜性，或對綜合財務報表而言屬重大的假設及估計的範疇於附註6內披露。

(d) 功能及呈列貨幣

財務報表乃以港幣（「港幣」）呈列，其與本公司功能貨幣相同。除另有指明者外，所有價值會取捨至最接近的千位數。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

4. MATERIAL ACCOUNTING POLICY INFORMATION

The material accounting policies applied in the preparation of these consolidated financial statements are set out as below.

(a) Basis of consolidation

The consolidated financial statements comprise the financial statements of the Group. Inter-company transactions and balances between group companies together with unrealised profits are eliminated in full in preparing the consolidated financial statements. Unrealised losses are also eliminated unless the transaction provides evidence of impairment on the asset transferred, in which case the loss is recognised in profit or loss.

The results of subsidiaries acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the effective dates of acquisition or up to the effective dates of disposal, as appropriate. Where necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with those used by other members of the Group.

When the Group loses control of a subsidiary, the gain or loss on disposal is calculated as the difference between (i) the aggregate of the fair value of the consideration received and the fair value of any retained interest and (ii) the previous carrying amount of the assets (including goodwill), and liabilities of the subsidiary and any non-controlling interest. Amounts previously recognised in other comprehensive income in relation to the subsidiary are accounted for in the same manner as would be required if the relevant assets or liabilities were disposed of.

4. 重大會計政策資料

編製該等綜合財務報表所應用的重大會計政策載於下文。

(a) 綜合基準

綜合財務報表包括本集團的財務報表。公司間的交易、集團內公司間結餘及未變現溢利於編製綜合財務報表時悉數對銷。未變現虧損的交易亦予以對銷，除非交易有證據顯示所轉讓資產出現減值，並在損益中確認虧損。

年內收購或出售附屬公司的業績乃自收購生效日期起至出售生效日期止（視適用情況而定）於綜合損益及其他全面收益表入賬。如有需要，本集團會調整附屬公司的財務報表，使其會計政策與本集團其他成員一致。

倘本集團失去附屬公司的控制權，出售收益或虧損乃按下列兩者的差額計算：(i) 所收取代價的公允值與任何保留權益的公允值總額，與(ii) 該附屬公司的資產（包括商譽）及負債與任何非控股權益過往的賬面值。先前就該附屬公司於其他全面收入確認的款額按出售相關資產或負債時所規定的相同方式列賬。

(b) Subsidiaries

A subsidiary is an investee over which the Company is able to exercise control. The Company controls an investee if all three of the following elements are present: power over the investee, exposure, or rights, to variable returns from the investee, and the ability to use its power to affect those variable returns. Control is reassessed whenever facts and circumstances indicate that there may be a change in any of these elements of control.

In the Company's statement of financial position, investments in subsidiaries are stated at cost less impairment loss, if any. The results of subsidiaries are accounted for by the Company on the basis of dividend received and receivable.

(c) Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker, who is responsible for allocating resources and assessing performance of the operating segments and making strategic decisions.

(d) Property, plant and equipment

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

Subsequent costs are included in each asset's carrying amount only when it is probable that there is future economic benefit to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are charged to the consolidated statement of profit or loss and other comprehensive income during the financial period in which they are incurred.

(b) 附屬公司

附屬公司指本公司能對其行使控制權之實體。倘下列三項因素全部出現時，本公司可控制被投資方：被投資方、風險承擔的權力，或有權更改被投資方的回報及有能力利用權力影響該等可變回報。當事實及情況顯示該等控制權的任何因素可能發生變動，控制權將會進行重新評估。

在本公司之財務狀況表中，於附屬公司之投資按成本扣除減值虧損（如有）列賬。附屬公司之業績由本公司按已收或應收股息基準列賬。

(c) 分部報告

營運分部之報告形式與向主要營運決策者提供之內部報告形式一致。主要營運決策者負責資源調配、為各營運分部評估表現及作策略性決定。

(d) 物業、機器及設備

物業、機器及設備按歷史成本減累計折舊及減值虧損列賬。歷史成本包括收購該等項目直接應佔之開支。

其後成本僅在對本集團很可能有未來經濟利益，而該項目之成本能可靠計量時，方計入各項資產的賬面值。已更換項目部份的賬面值已被取消確認。所有其他維修及保養在所涉財政期間內於綜合損益及其他全面收益表支銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

Depreciation of property, plant and equipment is calculated using the straight-line method based on estimated useful lives, as follows:

Leasehold improvements	Over the lease period
Motor vehicles	25%–33% per annum
Furniture and equipment	10%–50% per annum

The assets' residual values and useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period. An assets' carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount (Note 4(h)).

The gain or loss on disposal of an item of property, plant and equipment is the difference between the net sale proceeds and its carrying amount, and is recognised in profit or loss on disposal.

(e) Financial Instruments

(i) Financial assets

A financial asset (unless it is an account receivable without a significant financing component) is initially measured at fair value plus, for an item not at fair value through profit or loss ("FVTPL"), transaction costs that are directly attributable to its acquisition or issue. An account receivable without a significant financing component is initially measured at the transaction price.

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

Financial assets with embedded derivatives are considered in their entirety when determining whether their cash flows are solely payment of principal and interest.

物業、機器及設備的折舊以直線法於預計可使用年內計算如下：

租賃物業裝修	按租約年期
汽車	每年25%–33%
傢俱及設備	每年10%–50%

資產餘值及可使用年期於各報告期末檢討並按需要作出調整。倘資產的賬面值高於其估計可收回金額，則資產賬面值即時撇減至其可收回金額(附註4(h))。

出售物業、機器及設備項目的收益或虧損為銷售所得款項淨額及其賬面值的差額，於出售之損益確認。

(e) 金融工具

(i) 金融資產

金融資產(除非其為並無重大融資部分之應收賬款)按公平值加(倘項目並非按公平值計入損益(「按公平值計入損益」))其收購或發行直接應佔之交易成本初步計量。並無重大融資部分之應收賬款按交易價格初步計量。

所有按常規方式購買及出售之金融資產於交易日(即本集團承諾購買或出售該資產之日期)確認。按常規方式購買或出售指須於市場規例或慣例一般設定之期間內交付資產之金融資產購買或出售。

具有嵌入式衍生工具之金融資產於釐定其現金流量是否僅為本金及利息付款時予以整體考慮。

Debt instruments

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

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Financial assets at amortised cost are subsequently measured using the effective interest rate method. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain on derecognition is recognised in profit or loss.

Fair value through profit or loss ("FVTPL"): Financial assets at fair value through profit or loss include financial assets held for trading, financial assets designated upon initial recognition at fair value through profit or loss, or financial assets mandatorily required to be measured at fair value. Financial assets are classified as held for trading if they are acquired for the purpose of selling or repurchasing in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Financial assets with cash flows that are not solely payments of principal and interest are classified and measured at fair value through profit or loss, irrespective of the business model. Notwithstanding the criteria for debt instruments to be classified at amortised cost or at fair value through other comprehensive income, debt instruments may be designated at fair value through profit or loss on initial recognition if doing so eliminates, or significantly reduces, an accounting mismatch.

債務工具

債務工具之其後計量視乎本集團管理該資產之業務模式及該資產之現金流量特徵而定。本集團將其債務工具分類為兩個計量類別：

攤銷成本：就持作收回合約現金流量之資產而言，倘該等資產之現金流量僅指本金及利息付款，則按攤銷成本計量。按攤銷成本列賬之金融資產其後採用實際利率法計量。利息收入、外匯收益及虧損以及減值於損益中確認。終止確認之任何收益於損益中確認。

按公平值計入損益（「按公平值計入損益」）：按公平值計入損益之金融資產包括持作買賣之金融資產、於初步確認時指定按公平值計入損益之金融資產，或強制要求按公平值計量之金融資產。倘金融資產為於近期作出售或購回目的而收購，則其分類為持作買賣。衍生工具（包括個別嵌入式衍生工具）亦分類為持作買賣，除非其指定為實際對沖工具則作別論。現金流量並非僅為本金及利息付款之金融資產，不論其業務模式如何，均按公平值計入損益分類及計量。儘管存在債務工具可按攤銷成本或按公平值計入其他全面收益分類之標準，惟倘能消除或顯著減少會計錯配，則債務工具可於初步確認時指定為按公平值計入損益。

Equity instruments

On initial recognition of an equity investment that is not held for trading, the Group could irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. This election is made on an investment-by-investment basis. Equity investments at fair value through other comprehensive income are measured at fair value. Dividend income are recognised in profit or loss unless the dividend income clearly represents a recovery of part of the cost of the investments. Other net gains and losses are recognised in other comprehensive income and are not reclassified to profit or loss. All other equity instruments are classified as FVTPL, whereby changes in fair value, dividends and interest income are recognised in profit or loss.

(ii) Impairment loss on financial assets, retention receivables and contract assets

The Group recognises loss allowances for expected credit loss ("ECL") on account and other receivables, retention receivables and contract assets, and financial assets measured at amortised cost. The ECLs are measured on either of the following bases: (1) 12 months ECLs: these are the ECLs that result from possible default events within the 12 months after the reporting date; and (2) lifetime ECLs: these are ECLs that result from all possible default events over the expected life of a financial instrument. The maximum period considered when estimating ECLs is the maximum contractual period over which the Group is exposed to credit risk.

ECLs are a probability-weighted estimate of credit losses. Credit losses are measured as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive. The shortfall is then discounted at an approximation to the assets' original effective interest rate.

股本工具

於初次確認並非持作買賣用途的股本投資時，本集團可不撤回地選擇於其他全面收益中呈列投資公平值的後續變動。該選擇乃按投資逐項作出。按公平值計入其他全面收益的股本投資按公平值計量。股息收入於損益內確認，除非股息收入明確表示收回部分投資成本。其他收益及虧損淨額於其他全面收益確認且不會重新分類至損益。所有其他股本工具分類為按公平值計入損益，而公平值變動、股息及利息收入則於損益確認。

(ii) 金融資產、應收保固金及合約資產之減值虧損

本集團就應收賬款及其他應收款項、應收保固金及合約資產以及按攤銷成本計量之金融資產之預期信貸虧損（「預期信貸虧損」）確認虧損撥備。預期信貸虧損按以下其中一項基準計量：(1) 12個月預期信貸虧損：其為於報告日期後12個月內發生之可能違約事件所導致之預期信貸虧損；及(2) 全期預期信貸虧損：其為於金融工具預計年期內發生之所有可能違約事件所導致之預期信貸虧損。估計預期信貸虧損時考慮之最長期間為本集團面臨信貸風險之最長合約期間。

預期信貸虧損為信貸虧損之概率加權估計。信貸虧損乃基於根據合約應付本集團之合約現金流量與本集團預期收取之所有現金流量之間之差額計量。該差額其後按資產原有實際利率之近似值貼現。

Lifetime ECL represents the ECL that will result from all possible default events over the expected life of the relevant instrument. In contrast, 12-month ECL represents the portion of lifetime ECL that is expected to result from default events that are possible within 12 months after the reporting date. Assessments are done based on the Group's historical credit loss experience, adjusted for factors that are specific to the debtors, general economic conditions and an assessment of both the current conditions at the reporting date as well as the forecast of future conditions.

The Group has elected to measure loss allowances for account receivables, retention receivables and contract assets using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. In addition to individual assessment, the Group has also established a provision matrix that is based on the Group's historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

For other debt financial assets, the ECLs are based on the 12-month ECLs. However, when there has been a significant increase in credit risk since origination, the allowance will be based on the lifetime ECLs.

全期預期信貸虧損指於相關工具之預期年期內所有可能發生之違約事件所產生之預期信貸虧損。相反，12個月預期信貸虧損指預期於報告日期後12個月內可能發生之違約事件所產生之部分全期預期信貸虧損。有關評估乃根據本集團之過往信貸虧損經驗進行，並根據債務人特有之因素、整體經濟狀況以及於報告日期時之當前狀況評估及未來狀況預測而作出調整。

本集團已選擇採用香港財務報告準則第9號之簡化方法計量應收賬款、應收保固金及合約資產之虧損撥備，並已根據全期預期信貸虧損計算預期信貸虧損。除個別評估外，本集團亦已設立根據本集團過往信貸虧損經驗計算之撥備矩陣，並按債務人之特定前瞻性因素及經濟環境作出調整。

就其他債務金融資產而言，預期信貸虧損以12個月預期信貸虧損為基準。然而，於信貸風險自產生以來已顯著增加時，撥備將以全期預期信貸虧損為基準。

Significant increase in credit risk

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating ECL, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information analysis, based on the Group's historical experience and informed credit assessment and including forward-looking information.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a debt instrument has not increase significantly since initial recognition if the debt instrument is determined to have low credit risk at the reporting date. A debt instrument is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations.

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

信貸風險大幅增加

當釐定金融資產信貸風險自初步確認以來是否大幅增加及於估計預期信貸虧損時，本集團考慮相關且無需付出過多成本或努力便可取得的合理及有根據資料。此包括根據本集團過往經驗及已知信貸評估作出的定量及定性資料分析，並包括前瞻性資料。

本集團假設，倘金融資產逾期超過30日，則信貸風險已大幅增加，除非本集團有合理及可靠資料證明可予收回則當別論。

儘管有前述規定，若於報告日期債務工具乃釐定為具有低信貸風險，本集團會假設債務工具的信貸風險自初步確認以來並未顯著增加。在以下情況，債務工具會釐定為具有低信貸風險：i) 其有低違約風險；ii) 借款人具有充份履行近期的合約現金流量責任的能力；及iii) 經濟及商業環境的較長期不利變動有可能但未必會降低借款人履行合約現金流量責任的能力。

本集團定期監察用以釐定信貸風險有否顯著增加的準則的成效，並於適當時候作出修訂，從而確保有關準則能夠於款項逾期前識別出信貸風險已顯著增加。

Credit-impaired financial assets

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due.

Interest income on credit-impaired financial assets is calculated based on the amortised cost (i.e. the gross carrying amount less loss allowance) of the financial asset. For non credit-impaired financial assets, interest income is calculated based on the gross carrying amount.

Definition of default

The Group considers the following as constituting an event of default for internal credit risk management purposes as historical experience indicates that account and other receivables that meet either of the following criteria are generally not recoverable:

- when there is a breach of financial covenants by the debtor; or
- information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

The Group considers that default has occurred when a financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

信貸減值金融資產

本集團認為金融資產於下列情況屬信貸減值：(1)在本集團並無追索權採取如變現抵押品(如持有)等行動之情況下，借款人則不大可能向本集團悉數支付其信貸債務；或(2)金融資產逾期超過90日。

信貸減值金融資產的利息收入乃根據金融資產之攤銷成本(即賬面總值減虧損撥備)計算。對於非信貸減值金融資產而言，利息收入乃根據賬面總額計算。

違約定義

本集團認為以下情況就內部信貸風險管理目的而言構成違約事件，因為過往經驗表明符合以下任何一項條件的應收賬款及其他應收款項一般無法收回：

- 債務人違反財務契約；或
- 內部產生或獲取自外部來源的資料表明，債務人不太可能向其債權人(包括本集團)全額還款(不考慮本集團持有的任何抵押品)。

本集團認為倘工具逾期超過90日，違約已發生，除非本集團有合理及可靠資料顯示較寬鬆的違約準則更為合適。

Write-off policy

The Group writes off a financial asset when there is information indicating that the debtor is in severe financial difficulty and there is no realistic prospect of recovery, e.g. when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data adjusted by forward-looking information as described above. As for the exposure at default, for financial assets, this is represented by the assets' gross carrying amount at the reporting date.

For financial assets, the ECL is estimated as the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the Group expects to receive, discounted at the original effective interest rate.

If the Group has measured the loss allowance for a financial instrument at an amount equal to lifetime ECL in the previous reporting period, but determines at the current reporting date that the conditions for lifetime ECL are no longer met, the Group measures the loss allowance at an amount equal to 12-month ECL at the current reporting date, except for assets for which simplified approach was used.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments with a corresponding adjustment to their carrying amount through a loss allowance account.

撤銷政策

當有資料顯示債務人陷入嚴重財政困難，且並無實際收回款項的可能時（例如對手方被清盤或進入破產程序），本集團會撤銷金融資產。經計及在適當情況下的法律意見後，已撤銷的金融資產可能仍可於本集團收回程序下被強制執行。收回的任何款項於損益內確認。

計量及確認預期信貸虧損

預期信貸虧損的計量乃違約概率、違約虧損率（即違約造成虧損的幅度）及違約風險的函數。違約概率及違約虧損率乃根據經上文所述前瞻性資料調整的歷史數據進行評估。金融資產之違約風險乃按資產於報告日期之賬面總值呈列。

就金融資產而言，預期信貸虧損按根據合約應付本集團的所有合約現金流與本集團將收取的所有現金流量之間的差額估計，並按原先實際利率貼現。

倘本集團於上一個報告期間以相等於全期預期信貸虧損的金額計量一項金融工具的虧損撥備，但於本報告日期釐定該全期預期信貸虧損的條件不再符合，則本集團於本報告日期按相等於12個月預期信貸虧損的金額計量虧損撥備，惟採用簡化方法計量的資產除外。

本集團於損益確認所有金融工具的減值收益或虧損，並透過虧損撥備賬目對其賬面值作出相應調整。

(iii) Financial liabilities

The Group classifies its financial liabilities as at FVTPL when the financial liability is (i) contingent consideration for an acquirer in a business combination to which HKFRS 3 applies, (ii) held for trading or (iii) it is designated as at FVTPL. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised costs are initially measured at fair value, net of directly attributable costs incurred.

Financial liabilities at amortised cost

Financial liabilities at amortised cost including account and other payables are subsequently measured at amortised cost, using the effective interest method. The related interest expense is recognised in profit or loss.

(iv) Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income or interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial asset or liability, or where appropriate, a shorter period.

(v) Derecognition

The Group derecognises a financial asset when the contractual rights to the future cash flows in relation to the financial asset expire or when the financial asset has been transferred and the transfer meets the criteria for derecognition in accordance with HKFRS 9.

Gains or losses are recognised in profit or loss when financial liabilities are derecognised once the obligation specified in the relevant contract is discharged, cancelled or expires.

(iii) 金融負債

當金融負債為(i)香港財務報告準則第3號適用的業務合併中收購方的或然代價；(ii)持作買賣；或(iii)指定為按公平值計入損益時，本集團將其金融負債分類為按公平值計入損益。按公平值計入損益的金融負債初步按公平值計量，而按攤銷成本列賬的金融負債初步按公平值減所產生的直接應佔成本計量。

按攤銷成本計量的金融負債

按攤銷成本計量的金融負債包括應付賬款及其他應付款項其後使用實際利率法按攤銷成本計量。相關利息開支於損益確認。

(iv) 實際利率法

實際利率法乃計算金融資產或金融負債的攤銷成本及於相關期間分配利息收入或利息開支的方法。實際利率乃於金融資產或負債的預計年期或(倘適用)較短期間實際貼現估計未來現金收入或付款的比率。

(v) 終止確認

當與該金融資產有關的未來現金流量的合約權利到期時，或當該金融資產已轉移且轉移符合香港財務報告準則第9號的終止確認標準時，目標集團終止確認該金融資產。

一旦相關合約中訂明的義務獲解除、取消或到期，終止確認金融負債時於損益確認收益或虧損。

(f) Employee benefits

(i) Employee leave entitlements

Employee entitlements to annual leave and long service leave are recognised when they accrue to employees. It is the Group's policy to forfeit any untaken annual leave with a specific time period. Subject to regular assessment of staff turnover rate, a provision will be made or reversed. Employee entitlements to sick leave and maternity leave are not recognised until the time of leave. A provision is made for the estimated liability up to the end of reporting date.

(ii) Retirement contribution benefit plans

The Group participates in mandatory provident fund schemes in Hong Kong which are defined contribution plan generally funded through payments to trustee — administered funds. The assets of the schemes is held separately from those of the Group in independently administered funds. Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Pursuant to the relevant regulations of the government in the People's Republic of China ("PRC"), the subsidiaries in PRC participates in the municipal government contribution scheme whereby the subsidiaries are required to contribute to the scheme for the retirement benefit of eligible employees. The municipal government of the PRC is responsible for the entire benefit obligations payable to the retired employees. The only obligation of the Group with respect to the scheme is to pay the ongoing contributions required by the scheme. The Group's contributions to the scheme are expensed as incurred.

(f) 僱員福利

(i) 僱員享有假期權益

僱員享有年假及長期服務假的權益於僱員應該享有時予以確認。根據本集團政策，於指定時間內未曾動用之年假將被註銷。本集團定期評估員工的流失率，將計提或撥回撥備。僱員之病假及產假在僱員正式休假時確認。按僱員截至報告日期末止估計之負債作出撥備。

(ii) 退休供款福利計劃

本集團在香港參與強制性公積金計劃，該計劃為界定供款計劃，一般藉付款予受託人管理的基金以提供資金。該等計劃之資產由獨立管理的基金持有，並與本集團之資產分隔。當僱員已提供賦予彼等享有供款之服務時，向定額供款退休福利計劃之付款確認為開支。

根據中華人民共和國（「中國」）政府之有關規例，中國國內的附屬公司須參與市政府的供款計劃，據此，附屬公司須為合資格僱員向該項計劃提供退休福利供款。中國市政府負責支付予退休僱員的所有福利承擔，本集團就該項計劃所承擔之唯一責任是根據該計劃規定持續作出供款。本集團對計劃之供款於產生時作開支支銷。

(iii) Retirement benefit cost

For defined benefit retirement benefit plans including the LSP under the Hong Kong Employment Ordinance, the cost of providing benefits is determined using the projected unit credit method, with actuarial valuations being carried out at the end of each annual reporting period. In determining the present value of the Group's defined benefit obligations and the related current service cost and, where applicable, past service cost, the Group attributes benefit to periods of service under the plan's benefit formula. However, if an employee's service in later years will lead to a materially higher level of benefit than earlier years, the Group attributes the benefit on a straight-line basis from:

- (a) The date when service by the employee first leads to benefits under the plan (whether or not the benefits are conditional on further service) until
- (b) the date when further service by the employee will lead to no material amount of further benefits under the plan other than from further salary increases.

Remeasurement, comprising actuarial gains and losses, the effect of the changes to the asset ceiling (if applicable) and the return on plan assets (excluding interest), is reflected immediately in the consolidated statement of financial position with a charge or credit recognised in other comprehensive income in the period in which they occur. Remeasurement recognised in other comprehensive income is reflected immediately in retained earnings and will not be reclassified to profit or loss.

(iii) 退休福利費用

就定額福利退休福利計劃(包括香港僱傭條例項下之長期服務金)而言,提供福利之成本乃採用預計單位貸記法釐定,並於各年度報告期末進行精算估值。於釐定本集團界定福利責任的現值及相關現時服務成本及過往服務成本(如適用)時,本集團根據計劃福利公式將福利歸屬於服務期間。然而,倘僱員於較後年度的服務將導致福利水平大幅高於較早年度,則本集團按直線法將福利歸屬於:

- (a) 員工服務首次導致獲得計劃福利的日期(無論福利是否以進一步服務為條件),直至
- (b) 僱員的進一步服務將不會導致除進一步加薪之外的計劃下的任何進一步重大福利金額的日期。

重新計量(包括精算收益及虧損、資產上限(如適用)變動之影響及計劃資產回報(不包括利息))即時於綜合財務狀況表反映,並於其產生期間於其他全面收入確認為支出或抵免。於其他全面收入確認之重新計量即時於保留溢利反映,將不會重新分類至損益。

(g) Foreign currency

Transactions entered into by the group entities in currencies other than the currency of the primary economic environment in which it/they operate(s) (the “functional currency”) are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the end of reporting period. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the translation of monetary items, are recognised in profit or loss in the period in which they arise. Exchange differences arising on the retranslation of non-monetary items carried at fair value are included in profit or loss for the period except for differences arising on the retranslation of non-monetary items in respect of which gains and losses are recognised in other comprehensive income, in which case, the exchange differences are also recognised in other comprehensive income.

On consolidation, income and expense items of foreign operations are translated into the presentation currency of the Group at the average exchange rates for the year, unless exchange rates fluctuate significantly during the period, in which case, the rates approximating to those ruling when the transactions took place are used. All assets and liabilities of foreign operations are translated at the rate ruling at the end of reporting period. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity as exchange reserve. Exchange differences recognised in profit or loss of group entities’ separate financial statements on the translation of long-term monetary items forming part of the Group’s net investment in the foreign operation concerned are reclassified to other comprehensive income and accumulated in equity as exchange reserve.

(g) 外幣

集團實體以其經營業務所在主要經濟環境貨幣（「功能貨幣」）以外的貨幣進行的交易，按交易發生時的適用匯率入賬。外幣貨幣資產及負債則以報告期末的適用匯率換算。以外幣計值並按公平值入賬之非貨幣項目按釐定公平值當日適用之匯率重新換算。以外幣按歷史成本計量的非貨幣項目不會重新換算。

結算及換算貨幣項目所產生之匯兌差額於產生期間在損益確認。重新換算按公平值列賬之非貨幣項目所產生之匯兌差額計入期間之損益，惟重新換算有關盈虧在其他全面收益確認之非貨幣項目所產生之匯兌差額除外，在此情況下，有關匯兌差額亦在其他全面收益確認。

合併時，海外業務的收入和支出項目按本年度的平均匯率換算為本集團的列報貨幣，除非匯率在此期間大幅波動，在這種情況下，匯率接近於在交易發生時的那些裁決被使用。海外業務的所有資產和負債均按報告期末的匯率換算。產生的匯兌差額（如有）於其他全面收益確認，並於權益中累計為匯兌儲備。在構成本集團有關海外業務淨投資的一部分的長期貨幣項目的轉換中，在集團實體的單獨財務報表損益中確認的匯兌差額，重新分類為其他全面收益，並作為匯兌波動準備在權益中累計。

On disposal of a foreign operation, the cumulative exchange differences recognised in the exchange reserve relating to that operation up to the date of disposal are reclassified to profit or loss as part of the profit or loss on disposal.

(h) Impairment of assets (other than financial assets)

At the end of each reporting period, the Group reviews the carrying amounts of the following assets to determine whether there is any indication that those assets have suffered an impairment loss or an impairment loss previously recognised no longer exists or may have decreased:

- property, plant and equipment; and
- investments in subsidiaries

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately, unless the relevant asset is carried at a revalued amount under another HKFRSs, in which case the impairment loss is treated as a revaluation decrease under that HKFRSs.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised as income immediately, unless the relevant asset is carried at a revalued amount under another HKFRSs, in which case the reversal of the impairment loss is treated as a revaluation increase under that HKFRSs.

Value in use is based on the estimated future cash flows expected to be derived from the asset or cash generating unit, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or cash generating unit.

於出售海外業務時，直至出售日期與該業務有關的匯兌波動儲備確認的累計匯兌差額將重新分類至損益，作為出售損益的一部分。

(h) 資產(金融資產除外)減值

於各報告期末，本集團審閱下列資產之賬面值，以判定該等資產是否有任何減值虧損跡象或之前確認的減值虧損不再存在或可能減少：

- 物業、機器及設備；及
- 於附屬公司之投資

倘估計某項資產之可收回金額低於其賬面值，則該資產賬面值會被減低至其可收回金額。而減值虧損隨即確認為開支，惟相關資產按另一香港財務報告準則以重估金額列賬除外；在此情況下，根據該香港財務報告準則，減值虧損被視為重估減少。

倘減值虧損隨後轉回，則該資產之賬面值會增加至其經修訂估計可收回金額，然而增加之賬面值亦因此不會超過可能已經釐定之賬面值(假設於過往年度未就該資產確認減值虧損)。減值虧損轉回即時確認為收入，惟相關資產按另一香港財務報告準則以重估金額列賬除外；在此情況下，根據該香港財務報告準則，減值虧損轉回被視為重估增加。

使用價值乃基於預期資產或現金產生單位產生之估計未來現金流量，使用反映當前市場對金錢時間價值評估及相關資產或現金產生單位特定風險之除稅前折現率，折現至其現值。

(i) Provisions and contingent liabilities

Provisions are recognised for liabilities of uncertain timing or amount when the Group has a legal or constructive obligation arising as a result of a past event, which it is probable will result in an outflow of economic benefits that can be reliably estimated.

Where it is not probable that an outflow of economic benefits will be required, or the amount cannot be estimated reliably, the obligation is disclosed as a contingent liability, unless the probability of outflow of economic benefits is remote. Possible obligations, the existence of which will only be confirmed by the occurrence or non-occurrence of one or more future events, are also disclosed as contingent liabilities unless the probability of outflow of economic benefits is remote.

(j) Current and deferred income tax

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of reporting date in the countries where the Group's entities operate and generate taxable income. Management periodically evaluates tax related situations and establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

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

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

(i) 撥備及或然負債

當本集團因過往事件須承擔法定責任或推定責任，而可能需要流出經濟利益，且有關數額能可靠估計時，須就未確定時間或金額不確定之負債確認撥備。

若當不大可能需要付出流出經濟利益，或其數額未能可靠地估計，否則該項責任須披露該責任為或然負債，惟流出經濟利益之可能性極低則除外。其存在僅能以一宗或數宗未來事項之發生或不發生予以確認來證實之潛在義務責任，除非其付出流出經濟利益之可能性極低，否則亦需須披露為或然負債。

(j) 當期及遞延所得稅

當期所得稅支出根據本集團營運所在及產生應課稅收入的國家於報告日期末已頒佈或實質頒佈的稅法計算。管理層就與稅項有關的情況作定期評估，並在適用情況下根據預期須向稅務機關支付的稅款計提撥備。

遞延所得稅按資產及負債之稅基與其在綜合財務報表之賬面值兩者間之暫時差額以負債法全數撥備。然而，若遞延所得稅來自在交易（不包括業務合併）中初步確認資產或負債，而在交易時不會影響會計損益或應課稅盈虧，則不作記賬。遞延所得稅採用在報告日期末前已頒佈或實質頒佈並在有關遞延所得稅資產變現或遞延所得稅負債結算時預期適用之稅率及法例釐定。

遞延所得稅資產於有可能出現未來應課稅溢利以抵銷暫時差額時方予以確認。

Deferred income tax is provided on temporary differences arising on investments in subsidiaries except where the timing of the reversal of the temporary difference is controlled by the Group and it is probable that the temporary difference will not reverse in the foreseeable future.

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

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(k) Lease

The 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.

Right-of-use asset

The Group recognises right-of-use assets at the commencement date of the lease (i.e. the date which the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and 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. The right-of-use assets are also subject to impairment. The Right-of-use assets are depreciated on straight-line basis over the lease terms.

遞延所得稅按於附屬公司之投資所產生之暫時差額作出撥備，惟倘本集團可以控制暫時差額之回撥時間，且暫時差額在可見未來將不會回撥之情況則除外。

當有法定可執行權利將當期稅項資產與當期稅務負債抵銷，且遞延所得稅資產和負債涉及由同一稅務機關對應課稅主體或不同應課稅主體所徵所得稅但有意向以淨額基準結算所得稅結餘時，則可將遞延所得稅資產與負債互相抵銷。

即期及遞延稅項於損益確認，除非其涉及於其他全面收益或直接於權益確認的項目。於此情況下，稅項亦分別於其他全面收益或直接於權益確認。

(k) 租賃

本集團作為承租人

本集團對所有租賃應用單一確認及計量方法，惟短期租賃及低價值資產租賃除外。本集團確認租賃負債以作出租賃付款，而使用權資產指使用相關資產的權利。

使用權資產

本集團於租賃開始日期（即可使用相關資產的日期）確認使用權資產。使用權資產以成本減任何累計折舊及減值虧損計量，並就租賃負債的任何重新計量作出調整。使用權資產的成本包括已確認的租賃負債金額，已產生的初始直接成本，以及於開始日期或之前作出的租賃付款減已收取的任何租賃優惠。使用權資產亦會發生減值。使用權資產於租期及內按直線法計提折舊。

Lease liability

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 (i.e. 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 the assessment of an option to purchase the underlying asset).

租賃負債

租賃負債於租賃開始日期按租期內作出的租賃付款之現值予以確認。租賃付款包括固定付款（包括實質固定付款）減任何應收租賃優惠、取決於某一指數或比率的可變租賃付款，以及預期在殘值擔保下支付的金額。租賃付款亦包括合理確定將由本集團行使的購買選擇權的行使價以及為終止租賃而支付的罰款（倘租期反映本集團行使終止租賃選擇權）。並非取決於某一指數或比率的可變租賃付款於導致付款的事件或條件發生的期間內確認為開支。

於計算租賃付款的現值時，由於租賃內含利率無法確定，則本集團使用租賃開始日期的增量借款利率計算。於開始日期後，租賃負債金額的增加反映了利息的增長，而所作出的租賃付款有所減少。此外，倘存在修改（即租期變動、賃付款變動（如某一指數或比率的變動引起的未來租賃付款變動）或購買相關資產的評估變動），則重新計量租賃負債的賬面值。

(I) Revenue and income recognition

Revenue comprises the fair value of the consideration received or receivable for the sale of goods and services in the ordinary course of the Group's activities. Revenue is shown net of returns and discounts and after eliminating sales within the Group.

Revenue are recognised when or as the control of the services or goods is transferred to the purchaser. Depending on the terms of the contract and the laws that apply to the contract, control of the services or goods may transfer over time or at a point in time. Control of the services or goods is transferred over time if the Group's performance:

- provides all the benefits received and consumed simultaneously by the purchaser; or
- creates or enhances an asset that the purchaser controls as the Group performs; or
- do not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

If control of the services or goods transfers over time, revenue is recognised over the period of the contract by reference to the progress towards complete satisfaction of that performance obligation. Otherwise, revenue is recognised at a point in time when the purchaser obtains control of the asset.

The progress towards complete satisfaction of the performance obligation is measured based on output method that best depict the Group's performance in satisfying the performance obligation. The output method is made reference to the gross value of contracting work to date as compared to the total contract sum receivable under the contracts.

An entity is a principal if it controls the promised good or service before transferring it to the customer. An entity is an agent if its role is to arrange for another entity to provide the good or service.

(I) 收益及收入確認

收益包括於本集團活動的一般過程中銷售貨品及服務的已收或應收代價公平值。收益按扣除退貨及折扣和撇銷本集團內銷售後列示。

收益於或隨著服務或貨品控制權轉移予買方而確認。視乎合約條款及適用於合約的法律、服務或貨品的控制權可能於一段時間或某一時間點轉移。倘本集團的履約屬以下所述，則服務或貨品的控制於一段時間內轉移：

- 提供客戶同時收到且消耗所有利益；或
- 在本集團履約時創建或增強資產並由客戶控制該資產；或
- 並未產生讓本集團有替代用途之資產，且本集團對至今已完履約之付款具有可強制執行之權利。

如果服務或貨品之控制權在一段時間內轉移，即參考完成履約責任之進度在整個合約期間內確認收益。否則，收益於買方獲得資產控制權之時間點確認。

完成履約責任之進度乃按最貼切描述本集團完成履約責任之表現之輸出方法計量。輸出方法乃參考迄今合約工程總價值對比根據合約應收總合約金額。

倘實體於轉移予客戶前控制貨品或服務，則其為主事人。倘實體的責任為安排另一實體提供貨品或服務，則其為代理。

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In determining the transaction price, the Group adjusts the promised amount of consideration for the effect of a financing component if it is significant.

Provision of services of property and facility management business

Property and facility management fees and other supporting service fees are recognised when the services are rendered and in accordance with the terms of agreements. There are two types of agreement, namely management remuneration contracts (“MR Contracts”) and lump sum contracts (“LS Contracts”). Under a MR Contract, the Group is remunerated based on a fixed percentage of the costs involved in the management of the property or facility, and only such fee is recognised as the Group’s revenue. Under a LS Contract, the Group is paid a lump sum fee which normally covers the costs involved, thus the whole of lump sum fee is recognised as the Group’s revenue. The Group satisfies the performance obligation over time for both MR Contracts and LS Contracts and therefore, recognises revenue over time in accordance with input method for measuring progress.

Provision of construction services in interiors and special projects business

Under HKFRS 15, revenue from construction contracts is recognised when or as the construction projects are transferred to the customer. The control of the construction projects transfer over time in accordance with the terms of the contracts and the laws that are applicable to the contracts. If construction projects create or enhance an asset that the customer controls as the asset is created or enhanced, the Group satisfies the performance obligation over time and therefore, recognises revenue over time in accordance with the output method for measuring progress.

Where the outcome of a construction contract can be estimated reliably, revenue is recognised by applying the stage-of-completion method of individual contract using output method with reference to the certificates issued by the customers, measured based on the value of work performed to date to the contract value.

釐定交易價時，倘融資部份重大，本集團將根據合約之融資部份調整合約之承諾代價。

提供物業及設施管理業務的服務

物業及設施管理費及其他支援服務費於根據協議條款提供服務時確認。協議分為經理人酬金合約（「經理人酬金合約」）及全包賬式合約（「全包賬式合約」）兩種。根據經理人酬金合約，本集團將按於管理物業或設施所涉成本之固定百分比收取費用，只有該等費用會確認為本集團之收益。根據全包賬式合約，本集團獲付一筆款項，該等款項一般足以支付所涉成本，故此整筆款項會確認為本集團之收益。本集團就經理人酬金合約及全包賬式合約隨時間履行履約責任，因此，根據計量進度的輸入法隨時間確認收益。

提供室內裝飾及特殊項目業務的建築服務

根據香港財務報告準則第15號，建築合約收入於建築項目轉讓予客戶時確認。建築項目的控制權根據合約條款及適用於合約的法律隨時間轉移。倘建築項目創造或改良於資產被創造或改良時由客戶所控制的資產，本集團將根據滿足在一段時間內履行責任的條件，按照輸出法確認收入。

倘建築合約之成果能夠可靠地估計，收益則會使用產出法參考客戶所出具的證書使用完成階段法予以確認，乃基於至今已施工工程的價值佔合約價值之比例計量。

The excess of cumulative revenue recognised in consolidated statement of profit or loss and other comprehensive income over the cumulative billings to customers is recognised as contract assets. The excess of cumulative billings to customers over the cumulative revenue recognised in consolidated statement of profit or loss and other comprehensive income is recognised as contract liabilities.

Variable consideration

For the consideration promised in a contract includes a variable amount (i.e. variation order), the Group estimates the amount of consideration to which the Group will be entitled in exchange for transferring the promised services to a customer.

The Group estimates an amount of variable consideration by using either the expected value method or the most likely amount method, depending on which method the Group expects to better predict the amount of consideration to which it will be entitled.

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

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

計入綜合損益及其他全面收益表的累計確認收入超過累計客戶開單的款項的差額確認為合約資產。累計客戶開單的款項超過計入綜合損益及其他全面收益表的累計確認收入的差額確認為合約負債。

可變代價

就包括可變金額(即變更指令)之合約中所承諾之代價而言,本集團估計本集團將有權就向客戶轉移所承諾服務換取之代價金額。

本集團透過使用預期價值法或最可能金額法估計可變代價之金額,視乎本集團預期將更好預測其有權收取之代價金額之方法而定。

可變代價的估計金額將納入交易價格,惟前提為隨後解決與可變代價相關的不確定性時,有關納入不會導致日後的重大收入撥回。

於各報告期末,本集團更新估計交易價格(包括更新其對可變代價估計是否受限的評估),以真實呈報於報告期內的情況。

Contract assets and liabilities

A contract asset represents the Group's right to consideration in exchange for services that the Group has transferred to a customer that is not yet unconditional. In contrast, a receivable represents the Group's unconditional right to consideration, i.e. only the passage of time is required before payment of that consideration is due.

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

Contract asset is recognised when (i) the Group completes the construction works under such services contracts but yet certified by architects, surveyors or other representatives appointed by customers, or (ii) the customers retain retention money to secure the due performance of the contracts. Any amount previously recognised as a contract asset is reclassified to account receivables at the point at which it is invoiced to the customer. If the considerations (including advances received from customers) exceeds the revenue recognised to date under the output method then the Group recognises a contract liability for the difference.

(m) Related parties

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of key management personnel of the Group or the Company's parent.

合約資產及負債

合約資產指本集團就向客戶換取本集團已轉讓的服務收取代價的權利(尚未成為無條件)。相反,應收款項指本集團收取代價的無條件權利,即代價只需待時間過去而到期支付。

合約負債指本集團就已自客戶收取代價(或應付代價金額)而須向客戶轉讓服務的責任。

合約資產於(i)本集團根據該等服務合約完成建設工程但尚未由客戶委聘的建築師、測量師或其他代表認證,或(ii)客戶保留保固金以確保合約依期獲履行。先前確認為合約資產的任何金額在向客戶出具發票時重新分類為應收賬款。如有關代價(包括向客戶收取的預付款項)超出迄今根據輸出方法確認的收益,則本集團會就有關差額確認合約負債。

(m) 關連人士

- (a) 倘適用下列情況,該名人士或該名人士的近親家屬成員被視為與本集團有關連:
- (i) 對本集團有控制權或共同控制權;
 - (ii) 對本集團有重大影響力;或
 - (iii) 為本集團或本公司母公司主要管理人員。

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- (b) An entity is related to the Group if any of the following conditions apply:
- (i) The entity and the Group are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
 - (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
 - (iii) Both entities 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 the employees of the Group or an entity related to the Group.
 - (vi) The entity is controlled or jointly controlled by a person identified in (a).
 - (vii) A person identified in (a)(i) has significant influence over the entity or is a member of key management personnel of the entity (or of a parent of the entity).
 - (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 group's parent.
- (b) 僅在以下任何情況適用下，實體與本集團有關連：
- (i) 實體與本集團為同一集團之成員（即各母公司、附屬公司及同系附屬公司均互相有關連）。
 - (ii) 一實體為另一實體之聯營公司或合營公司（或另一實體為成員之集團成員公司之聯營公司或合營公司）。
 - (iii) 兩實體均為同一第三方之合營公司。
 - (iv) 一實體為第三方實體之合營公司，而另一實體為該第三方實體之聯營公司。
 - (v) 該實體為本集團或與本集團有關連實體的僱員福利而設的離職後福利計劃。
 - (vi) 該實體受(a)所識別人士控制或共同控制。
 - (vii) 於(a)(i)所識別對實體有重大影響的人士，或是實體（或實體的母公司）主要管理層人員。
 - (viii) 實體，或其構成部分的集團的任何成員公司，對集團或集團母公司提供主要管理層人員服務。

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

- (i) that person's children and spouse or domestic partner;
- (ii) children of that person's spouse or domestic partner; and
- (iii) dependents of that person or that person's spouse or domestic partner.

(n) Cash and cash equivalents

Bank balances and cash in the consolidated statement of financial position comprise cash at banks and on hand and short-term deposits with original maturity of three months or less.

For the purpose of the consolidated statement of cash flows, cash and cash equivalents consist of bank balances and cash as defined above.

Deposit with a maturity over three months that are not readily convertible into known amounts of cash are defined as deposit with a bank in the consolidated statement of financial position.

(o) Dividend distribution

Provision is made for the amount of any dividend declared, being appropriately authorised and no longer at the discretion of the entity, on or before the end of the reporting period but not distributed at the end of the reporting period.

某一人士的近親家屬成員指預期可影響該人士與實體進行買賣或於買賣時受該人士影響的有關家屬成員並包括：

- (i) 該名人士的子女及配偶或家庭夥伴；
- (ii) 該名人士的配偶或家庭夥伴的子女；及
- (iii) 該名人士或該名人士的配偶或家庭夥伴的受養人。

(n) 現金及現金等值

綜合財務狀況表的銀行結餘及現金包括銀行及手頭現金以及原到期日為三個月或以下之短期存款。

就綜合現金流量表而言，現金及現金等值包括上文界定的銀行結餘及現金。

到期日超過三個月不可隨時轉換為已知數額現金的存款在綜合財務狀況表中被界定為銀行存款。

(o) 股息分派

就於報告期末或之前已宣派但於報告期末並未分派之任何股息金額（已經適當授權及再不由實體酌情決定）作出撥備。

(p) Discontinued operations

A discontinued operation is a component of the Group's business, the operations and cash flows of which can be clearly distinguished from the rest of the Group and which represents a separate major line of business or geographical area of operations, or is a part of a single co-ordinated plan to dispose of a separate major line of business or geographical area of operations, or is a subsidiary acquired exclusively with a view to resale.

Classification as a discontinued operation occurs upon disposal or when the operation meets the criteria to be classified as held for sale, if earlier. It also occurs if the operation is abandoned.

Where an operation is classified as discontinued, a single amount is presented on the face of the statement of profit or loss, which comprises the post-tax profit or loss of the discontinued operation and post-tax gain or loss recognised on the measurement to fair value less costs to sell, or on the disposal, of the assets or disposal group constituting the discontinued operation.

(p) 已終止業務

已終止業務為本集團業務之組成部分，其經營業務及現金流量可與本集團餘下者清楚區分，其為獨立的主要業務部或經營地區，或出售獨立的主要業務部或經營地區之單一整體計劃之一部分，或專為準備轉售而收購之附屬公司。

當出售或經營業務符合有關分類為持作出售之標準（如較早）時會分類為已終止業務。其亦於經營業務棄置時發生。

當經營業務分類為已終止，則會於損益表內按單一數額呈列，其包括：已終止業務之除稅後溢利或虧損及計量構成已終止業務之資產或出售組別之公平值減銷售成本時或出售時所確認之除稅後收益或虧損。

5. FINANCIAL RISK MANAGEMENT

5.1 Financial risk factors

Categories of financial instruments

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Financial assets	金融資產		
Amortised cost	攤銷成本	188,940	220,829
FVTPL	按公平值計入損益	24,497	28,653
Financial liabilities	金融負債		
Amortised cost	攤銷成本	161,708	223,811

5. 財務風險管理

5.1 財務風險因素

金融工具類別

Financial risk management objectives and policies

The Group's financial instruments include account and other receivables, financial assets at fair value through profit or loss, deposits, bank balances, accounts payable, other payables and lease liabilities. Details of the financial instruments are disclosed in respective notes. The risks associated with these financial instruments include credit risk, market risks (currency risk and interest rate risk) and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

(a) Market risk

(i) Foreign currency exchange risk

The Group mainly operated in Hong Kong with most of the transactions settled in functional currency Hong Kong dollar ("HK\$") while most of the Group's operations are transacted in the functional currency of the respective group entities, the Group undertakes certain transactions denominated in foreign currencies. At the end of the reporting period, certain bank balances, account and other receivables, trade payables and other payables of the Group are denominated in foreign currencies. The Group manages its foreign currency risk by performing regular reviews of the Group's net foreign exchange exposure.

財務風險管理目標及政策

本集團之金融工具包括應收賬款及其他應收款項、按公平值計入損益之金融資產、按金、銀行結餘、應付賬款、其他應付款項及租賃負債。金融工具之詳情於相關附註披露。與該等金融工具有關之風險包括信貸風險、市場風險（貨幣風險及利率風險）及流動資金風險。有關如何減低該等風險之政策載於下文。管理層管理及監察該等風險，以確保及時有效地採取適當措施。

(a) 市場風險

(i) 外幣兌換風險

本集團主要於香港經營業務，大部分交易以功能貨幣港幣（「港幣」）結算，而本集團大部分業務以各集團實體之功能貨幣進行交易，本集團進行若干以外幣計值之交易。於報告期末，本集團若干銀行結餘、應收賬款及其他應收款項、貿易應付賬款及其他應付款項以外幣計值。本集團透過定期檢討本集團之外匯風險淨額管理其外匯風險。

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At the end of the reporting period, the carrying amounts of the Group's major monetary assets and monetary liabilities denominated in currency other than the functional currency of the relevant group entities are as follows:

於報告期末，本集團以相關集團實體功能貨幣以外之貨幣計值之主要貨幣資產及貨幣負債之賬面值如下：

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Assets	資產		
Renminbi ("RMB")	人民幣 (「人民幣」)	23,688	24,123
Liabilities	負債		
RMB	人民幣	2,912	2,836

Sensitivity analysis

The following table details the Group's sensitivity to a 5% increase or decrease in HK\$ against the RMB for the years ended 31 December 2023 and 2022. 5% (2022: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items, and adjusts their translation at the end of the reporting period for a 5% (2022: 5%) change in foreign currency rates.

敏感度分析

下表詳列本集團於截至2023年及2022年12月31日止年度對港幣兌換人民幣升值或貶值5%的敏感度。5% (2022年：5%) 為向主要管理人員內部匯報外幣風險時所用之敏感度比率，代表管理層對外匯匯率合理可能變動之評估。敏感度分析僅包括以外幣計值之未償還貨幣項目，並於報告期末按5% (2022年：5%) 外幣匯率變動。

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A positive number below indicates a decrease in post-tax loss where the respective functional currencies of the reporting entity strengthening 5% (2022: 5%) against the relevant foreign currencies. For a 5% (2022: 5%) weakening of the respective functional currencies against the relevant foreign currencies, there would be an equal and opposite impact on the loss, and the balances below would be positive.

以下正數表示報告實體各自的功能貨幣兌換有關貨幣升值5% (2022年: 5%) 會減少稅後虧損。倘各自的功能貨幣兌換有關外幣貶值5% (2022年: 5%)，將對虧損產生同等及相反的影響，以下結餘將為正數。

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Profit or loss	損益		
RMB	人民幣	867	888

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to fixed-rate lease liabilities. The Group is also exposed to cash flow interest rate risk in relation to variable-rate restricted cash deposits, pledged bank deposits and bank balances. The Group's cash flow interest rate risk is mainly concentrated on the fluctuation of interest rates on restricted cash deposits, pledged bank deposits and bank balances.

The directors of the Company consider that the overall interest rate risk is not significant as the fluctuation of the interest rates on pledged bank deposits and bank balances is minimal. Accordingly, no sensitivity analysis is prepared and presented.

(ii) 利率風險

本集團面臨與固定利率租賃負債有關的公平值利率風險。本集團亦面臨與浮息受限制現金存款、已抵押銀行存款及銀行結餘有關的現金流量利率風險。本集團的現金流量利率風險主要集中於受限制現金存款、已抵押銀行存款及銀行結餘的利率波動。

本公司董事認為整體利率風險並不重大，因為已抵押銀行存款及銀行結餘的利率波動很微。因此，並無編製及呈列敏感度分析。

(b) Credit risk

The Group has no significant concentration of customer credit risk, with exposure spread over a number of debtors. The Group's credit risk mainly arises from deposits, cash and bank balances, account and other receivables, retention receivables and contract assets. Current policies ensure that sales and services are made to customers with an appropriate credit history and subject to periodic credit evaluations. Collection of outstanding account and other receivables and retention receivables is closely monitored on an ongoing basis.

The Group's concentration of customer credit risk by geographical locations is mainly in Hong Kong which accounted for 98% (2022: 97%) of the total account receivables as at 31 December 2023.

As at 31 December 2023, a provision of approximately HK\$4,648,000 (2022: HK\$5,403,000), approximately HK\$489,000 (2022: HK\$220,000) and approximately HK\$793,000 (2022: HK\$649,000) against account and other receivables, retention receivables and contract assets respectively based on the impairment assessment.

In order to minimise the credit risk, the directors of the Company are responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. Certain customers have exceeded their respective credit terms during the reporting. However, management does not expect any significant losses from non-performance by these counterparties because of their satisfactory repayment history.

For account receivables, retention receivables and contract assets, the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. The Group determines the ECL collectively by using a provision matrix, estimated based on historical credit loss experience, as well as the general economic conditions of the industry in which the debtors operate.

(b) 信貸風險

本集團並無重大集中客戶信貸風險，風險分散於多名債務人。本集團的信貸風險主要來自按金、現金及銀行結餘、應收賬款及其他應收款項、應收保固金以及合約資產。目前，本集團已安排政策以確保服務及銷售乃售予具有合適信貸記錄的客戶，並會定期評估的信貸狀況。未收回應收賬款及其他應收款項以及應收保固金之催繳持續受到緊密監控。

按地區劃分，本集團的客戶信貸風險主要集中在香港，佔2023年12月31日應收賬款總額的98%（2022年：97%）。

於2023年12月31日，已根據減值評估分別就應收賬款及其他應收款項、應收保固金以及合約資產作出撥備約港幣4,648,000元（2022年：港幣5,403,000元）、約港幣489,000元（2022年：港幣220,000元）及約港幣793,000元（2022年：港幣649,000元）。

為了減少信貸風險，本公司董事負責釐定信貸限額、信貸審批及其他監察程序，以確保採取後續措施償還預期負債。若干客戶於呈報期間已超逾彼等各自的信貸期。然而，由於該等交易對手有良好還款記錄，管理層預計不會因該等交易對手拖欠付款而引致任何重大損失。

就應收賬款、應收保固金及合約資產而言，本集團應用香港財務報告準則第9號所訂明的簡化方法計量全期預期信貸虧損之虧損撥備。本集團利用撥備矩陣集體釐定預期信貸虧損，乃按債務人過往之信貸虧損經驗以及所經營行業之整體經濟狀況進行估計。

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For other non-trade related receivables, the Group has assessed whether there has been a significant increase in credit risk since initial recognition. If there has been a significant increase in credit risk, the Group will measure the loss allowance based on lifetime rather than 12-month ECL.

The credit risk associated with deposits and cash and bank balances is limited because the counterparties are bank with high credit rating.

The Group considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout the reporting period. To assess whether there is a significant increase in credit risk the Group compares the risk of a default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. It considers available reasonable and supportive forwarding-looking information. Especially the following indicators are incorporated:

- internal and external credit rating
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the borrower's ability to meet its obligations
- actual or expected significant changes in the operating results of the borrower
- significant changes in the expected performance and behaviour of the borrower, including changes in the payment status of borrowers in the Group and changes in the operating results of the borrower

對於其他非貿易相關應收款項，本集團已評估信貸風險自初步確認以來是否顯著上升。倘信貸風險顯著上升，本集團將按全期而非12個月預期信貸虧損計量虧損撥備。

與存款及現金及銀行結餘有關之信貸風險有限，因為交易對手方為具有高信貸評級之銀行。

本集團在資產之初始確認時考慮違約之可能性，亦評估在整個報告期間信貸風險是否持續顯著增加。在評估信貸風險是否顯著增加時本集團將於報告日期資產發生違約之可能性與於初始確認日期發生違約之可能性進行比較，同時亦考慮公開且合理及支持性之前瞻性資料。以下指標需要重點考慮：

- 內部及外部信貸評級
- 實際或預期的營業、財務或經濟狀況中的重大不利變化預期導致借款人按期償還到期債務的能力產生重大變化
- 借款人的經營業績實際或預期發生重大變化
- 借款人預期表現及行為發生重大變化，包括本集團借款人付款情況的變化和借款人經營業績的變化

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The Group's exposure to credit risk

The tables below detail the credit quality of the Group's financial assets, retention receivables and contract assets as well as the Group's maximum exposure to credit risk.

本集團之信貸風險

下表詳述本集團之金融資產及合約資產的信貸質素以及本集團所面臨的最大信貸風險。

31 December 2023 2023年12月31日	Notes 附註	12-month or lifetime ECL 12個月或全期預期信貸虧損	Gross carrying amount 賬面總值 HK\$'000 港幣千元	Accumulated Loss allowance 累計虧損撥備 HK\$'000 港幣千元	Net carrying amount 賬面淨值 HK\$'000 港幣千元
Account receivables 應收賬款	(a)	Lifetime ECL (Simplified approach) 全期預期信貸虧損(簡化方法)	34,317	(1,804)	32,513
Restricted cash deposits 受限制現金存款		12-month ECL 12個月預期信貸虧損	62,620	-	62,620
Pledged bank deposits 已抵押銀行存款		12-month ECL 12個月預期信貸虧損	16,394	-	16,394
Cash and cash equivalents 現金及現金等值		12-month ECL 12個月預期信貸虧損	68,241	-	68,241
Other receivables 其他應收款項	(c)	12-month ECL 12個月預期信貸虧損	10,703	(2,844)	7,859
Deposits 按金	(c)	12-month ECL 12個月預期信貸虧損	1,313	-	1,313
			193,588	(4,648)	188,940
Contract assets 合約資產	(d)	Lifetime ECL (Simplified approach) 全期預期信貸虧損(簡化方法)	86,365	(793)	85,572
Retention receivables 應收保固金	(b)	Lifetime ECL (Simplified approach) 全期預期信貸虧損(簡化方法)	47,371	(489)	46,882

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31 December 2022 2022年12月31日	Notes 附註	12-month or lifetime ECL 12個月或全期預期信貸虧損	Gross carrying amount 賬面總值 HK\$'000 港幣千元	Accumulated Loss allowance 累計虧損撥備 HK\$'000 港幣千元	Net carrying amount 賬面淨值 HK\$'000 港幣千元
Account receivables 應收賬款	(a)	Lifetime ECL (Simplified approach) 全期預期信貸虧損(簡化方法)	40,454	(2,422)	38,032
Pledged bank deposits 已抵押銀行存款		12-month ECL 12個月預期信貸虧損	19,524	-	19,524
Cash and cash equivalents 現金及現金等值		12-month ECL 12個月預期信貸虧損	153,427	-	153,427
Other receivables 其他應收款項	(c)	12-month ECL 12個月預期信貸虧損	11,460	(2,981)	8,479
Deposits 按金	(c)	12-month ECL 12個月預期信貸虧損	1,367	-	1,367
			226,232	(5,403)	220,829
Contract assets 合約資產	(d)	Lifetime ECL (Simplified approach) 全期預期信貸虧損(簡化方法)	116,548	(649)	115,899
Retention receivables 應收保固金	(b)	Lifetime ECL (Simplified approach) 全期預期信貸虧損(簡化方法)	56,548	(220)	56,328

Notes:

- (a) For account receivables, the Group has applied the simplified approach to measure the loss allowance at lifetime ECL. The Group determines the expected credit losses by using individual assessment and provision matrix, grouped based on share credit risk characteristics and the days past due.

附註：

- (a) 就應收賬款而言，本集團應用簡化方法計量全期預期信貸虧損模型下的虧損撥備。本集團使用個別評估及撥備矩陣以釐定預期信貸虧損，根據共同信貸風險特徵及逾期日數進行分組。

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The loss allowances for account receivables as at 31 December 2023 and 2022 were determined as follows:

於2023年及2022年12月31日，應收賬款的虧損撥備釐定如下：

		Not yet due 尚未逾期	1 to 30 days 1至30日	31 to 60 days 31至60日	61 to 90 days 61至90日	91 to 180 days 91至180日	Over 180 days 180日以上	Total 總計
31 December 2023	2023年12月31日							
Gross carrying amount (HK\$'000)	賬面總值(港幣千元)	2,569	441	2,997	-	880	27,430	34,317
Less: Individually assessed (HK\$'000)	減：個別評估(港幣千元)	-	-	-	-	-	(833)	(833)
Carrying amount under collective measurement (HK\$'000)	共同計量下之賬面值(港幣千元)	2,569	441	2,997	-	880	26,597	33,484
Expected credit loss rate (%)	預期信貸虧損率(%)	-	-	-	1.96%	3.20%	3.55%	
ECL allowance for collectively measurement (HK\$'000)	共同計量之預期信貸虧損撥備(港幣千元)	-	-	-	-	28	943	971
Individually assessed loss allowance (HK\$'000)	個別評估虧損撥備(港幣千元)	-	-	-	-	-	833	833
Total loss allowance (HK\$'000)	虧損撥備總額(港幣千元)	-	-	-	-	28	1,776	1,804
		Not yet due 尚未逾期	1 to 30 days 1至30日	31 to 60 days 31至60日	61 to 90 days 61至90日	91 to 180 days 91至180日	Over 180 days 180日以上	Total 總計
31 December 2022	2022年12月31日							
Gross carrying amount (HK\$'000)	賬面總值(港幣千元)	9,465	1,577	-	516	3,668	25,228	40,454
Less: Individually assessed (HK\$'000)	減：個別評估(港幣千元)	-	-	-	-	-	(833)	(833)
Carrying amount under collective measurement (HK\$'000)	共同計量下之賬面值(港幣千元)	9,465	1,577	-	516	3,668	24,395	39,621
Expected credit loss rate (%)	預期信貸虧損率(%)	-	0.50%	1.00%	1.50%	3.00%	6.00%	
ECL allowance for collectively measurement (HK\$'000)	共同計量之預期信貸虧損撥備(港幣千元)	-	8	-	8	110	1,463	1,589
Individually assessed loss allowance (HK\$'000)	個別評估虧損撥備(港幣千元)	-	-	-	-	-	833	833
Total loss allowance (HK\$'000)	虧損撥備總額(港幣千元)	-	8	-	8	110	2,296	2,422

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(b) For retention receivables, the Group has applied the simplified approach permitted by HKFRS 9 to measure the allowance for credit losses at lifetime ECL. The retention receivables is assessed for ECL by individual assessment and using provision matrix. The allowance for ECL on retention receivables of HK\$489,000 (2022: HK\$220,000) is recognised as at 31 December 2023.

(c) For other receivables and deposits, the Group has assessed these balances using 12-month ECL basis as there was no significant increase in credit risk for these balances since initial recognition. Other than impairment on individual assessment of HK\$2,844,000 (2022: HK\$2,981,000) of other receivables, the directors of the Company consider that the allowance for ECL for the year ended 31 December 2022 and 2023 on other receivables and deposits are insignificant to the Group.

(d) For contract assets, the Group has applied the simplified approach permitted by HKFRS 9 to measure the allowance for credit losses at lifetime ECL. The contract assets are assessed for ECL by individual assessment and using provision matrix. The allowance for ECL on contract assets of HK\$793,000 (2022: HK\$649,000) is recognised as at 31 December 2023.

(c) Liquidity risk

The Group adopts prudent liquidity risk management which includes maintaining sufficient bank balances and cash, and having available funding through an adequate amount of committed credit facilities.

Since last year end, there have been no changes in the risk management department or in any risk management policies.

(b) 就應收保固金而言，本集團已應用香港財務報告準則第9號所准許的簡化方法計量全期預期信貸虧損模型下之信貸虧損撥備。應收保固金之預期信貸虧損乃使用個別評估及撥備矩陣以作評估。應收保固金的預期信貸虧損撥備港幣489,000元（2022年：港幣220,000元）於2023年12月31日確認。

(c) 就其他應收款項及按金而言，本集團已使用12個月預期信貸虧損基準評估該等結餘，因該等結餘自初步確認起信貸風險並無大幅增加。除為數港幣2,844,000元（2022年：港幣2,981,000元）的其他應收款項個別評估減值外，本公司董事認為截至2022年及2023年12月31日止年度其他應收款項及按金的預期信貸虧損撥備對本集團而言並不重大。

(d) 就合約資產而言，本集團已應用香港財務報告準則第9號所允許的簡化方法，按全期預期信貸虧損計量信貸虧損撥備。合約資產的預期信貸虧損使用個別評估及撥備矩陣以作評估。合約資產的預期信貸虧損撥備港幣793,000元（2022年：港幣649,000元）於2023年12月31日確認。

(c) 流動資金風險

本集團採取審慎流動資金風險管理，包括維持充足之銀行結餘及現金，並擁有可供動用之充足金額已承諾信貸融資。

自去年末起，風險管理部或任何風險管理政策並無任何變動。

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Financial risk factors

Liquidity risk (in HK\$'000)

財務風險因素

流動資金風險(港幣千元)

		Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total contractual undiscounted cash flow	Carrying amount
		少於一年	一至兩年	兩至五年	未折現合約 現金流量總額	賬面值
At 31 December 2023	於2023年12月31日					
Continuing Operations	持續經營業務					
Lease liabilities	租賃負債	1,125	375	50	1,550	1,501
Payables and accruals	應付賬款及應計費用	117,740	3,301	39,166	160,207	160,207
Total	總計	118,865	3,676	39,216	161,757	161,708
		Less than 1 year	Between 1 and 2 years	Between 2 and 5 years	Total contractual undiscounted cash flow	Carrying amount
		少於一年	一至兩年	兩至五年	未折現合約 現金流量總額	賬面值
At 31 December 2022	於2022年12月31日					
Continuing Operations	持續經營業務					
Lease liabilities	租賃負債	1,072	59	-	1,131	1,112
Payables and accruals	應付賬款及應計費用	171,394	4,650	46,655	222,699	222,699
Total	總計	172,466	4,709	46,655	223,830	223,811

5.2 Capital risk management

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity balances. The Group's overall strategy remains unchanged from prior year.

The capital structure of the Group consists of net of bank balances and cash disclosed in Note 22, and equity attributable to owners of the Company, comprising issued share capital and reserves.

The directors of the Company review the capital structure periodically. As part of the review, the directors of the Company consider the cost of capital and the risks associated with each class of capital. Based on the recommendations of the directors of the Company, the Group will balance its overall capital structure through the payment of dividends, new share issues, issue of new debts or the redemption of existing debt.

5.3 Fair value estimation

Other than those as disclosed in Note 20, the carrying amounts of the Group's current assets and liabilities approximate their fair values due to their short term maturities as at 31 December 2023 and 2022.

5.2 資本風險管理

本集團管理其資本，以確保本集團內實體均可持續經營，同時透過優化債務及權益結餘為股東謀求最大回報。本集團之整體策略與上個年度維持不變。

本集團之資本架構由已扣除附註22所披露之銀行結餘及現金以及本公司擁有人應佔權益(包括已發行股本及儲備)組成。

本公司董事定期檢討資本架構。作為此檢討工作一部分，本公司董事考慮資本成本及各類資本相關之風險。按照本公司董事建議，本集團將透過派發股息、發行新股份、發行新債務或贖回現有債務之方式平衡其整體資本架構。

5.3 公平值估計

除附註20所披露者外，鑒於本集團流動資產及負債於短期內到期，於2023年及2022年12月31日其賬面值與其公平值相若。

6. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

(a) Useful lives of property, plant and equipment

Management determines the estimated useful lives and related depreciation and amortisation charges for its property, plant and equipment. Such estimate is based on the historical experience of the actual useful lives of property, plant and equipment of similar nature and functions.

(b) Impairment of account and other receivables, deposits, retention receivables and contract assets

Management determines the specific provision for impairment of account receivables, retention receivables and contract assets based on assessment of the recoverability of the balances. The assessment is based on the specific recoverability assessment on individual counterparties and collectively by using a provision matrix with appropriate grouping with reference to ageing profile, historical payment pattern, the past record of default, forward-looking factors and assessment of their financial position. Management determines the specific provision for impairment of other receivables and deposits by assessing any significant increase in credit risk. The specific recoverability assessment, credit risks of counterparty, the estimated timing and amount of future cash flows requires the use of judgements and estimates. Management would make specific provision against balances with reference to the estimated recoverable amount.

6. 關鍵會計判斷及估計不確定性之主要來源

應用本集團會計政策時，董事須就未能即時輕易從其他來源得知的資產及負債賬面值作出判斷、估計及假設。有關估計及相關假設乃根據過往經驗及被視為有關的其他因素作出。實際結果有別於該等估計。

有關估計及相關假設將持續進行審閱。倘修訂僅影響修訂估計的期間，則於該期間確認會計估計的修訂，或倘修訂同時影響現時及未來期間，則於修訂期間及未來期間確認會計估計的修訂。

(a) 物業、機器及設備之可使用年期

管理層釐定其物業、機器及設備的估計可使用年期及相關折舊及攤銷費用。有關估計乃基於類似性質及性能的物業、廠房及設備的實際可使用年期過往經驗得出。

(b) 應收賬款及其他應收款項、按金、應收保固金以及合約資產減值

管理層根據結餘可收回性的評估釐定應收賬款、應收保固金及合約資產的具體減值撥備。該評估乃根據個別交易對手之特定可收回性評估，並參考賬齡概況、過往付款模式、過往違約記錄、前瞻因素及財務狀況，使用適當分組的撥備矩陣進行集體評估。管理層通過評估信貸風險的任何顯著增加以釐定其他應收款項及按金的具體減值撥備。特定可收回性評估、交易對手的信貸風險、未來現金流量的估計時間及金額需要使用判斷及估計。管理層將參考估計可收回金額就結餘作出特定撥備。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

The Group has set out policies to ensure follow-up action is taken to recover overdue account and other receivables, deposits and retention receivables. As at 31 December 2023, the Group has made impairment provision of account and other receivables, retention receivables and contract assets approximately HK\$4,648,000, HK\$489,000 and HK\$793,000 respectively. The Group has been negotiating with the counterparties for the payment of settlement. The determination of the provision involved significant management estimation.

(c) Construction contracts

The Group recognises the revenue from provision of construction services in interiors and special projects business over time based on output method by directly measuring the value of construction work transferred to the customer to date relative to the remaining construction works promised to be completed under the construction contract. Most construction works take 1 to 3 years to complete and the scope of work may change during the construction period. The Group reviews and revises the estimates of contract revenue, contract costs, variation orders as well as the financial impact of claims, disputes and liquidation damages prepared for each construction contract as the contract progresses. The management's estimate of revenue and the completion status of construction works requires significant judgement and has a significant impact on the amount and timing of revenue recognised. The construction works performed by the Group would be certified by the quantity surveyors of the customers or payment applications from the in-house surveyors periodically according to the construction contracts. The Group regularly reviews and revises the estimation of contract revenue prepared for each construction contract as the contract progresses based on the construction progress and the certification issued by the customers.

本集團已制定政策，確保採取後續措施收回逾期應收賬款及其他應收款項、按金以及應收保固金。於2023年12月31日，本集團已作出應收賬款及其他應收款項、應收保固金以及合約資產減值撥備分別約港幣4,648,000元、港幣489,000元及港幣793,000元。本集團一直就結付款項與對手方進行磋商。撥備之釐定涉及大量管理層估計。

(c) 建築合約

本集團根據輸出方法透過直接計量截至目前已轉讓予客戶之建設工程相對根據建設合約承諾將完成之餘下建設工程之價值隨時間確認提供室內裝飾及特殊項目業務的建築服務之收益。大多數建設工程需1至3年方可完成且工程範圍可能於建設期作出變更。管理層在合約過程中檢討及修訂各建築合約的合約收益、合約成本、變更指令之估計以及索償、爭議及違約賠償金之財務影響。管理層估計收益及建設工程之完成狀態需作出重大判斷及對所確認收益之金額及時間有重大影響。本集團執行的建築工程會由客戶工料測量師或內部測量師的付款申請根據建築合約定期核證。本集團按合約進展定期根據建築進度及客戶發出的證明書，審閱及修訂就各建築合約而編製的合約收益估計。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

As at 31 December 2023, the Group had certain claims over its account receivables, retention receivables and contract assets in respect of disputes or prolonged negotiation between the Group and the employers in certain building construction contracts. The Group is closely monitoring the development of these contracts and has been negotiating with the employer. The directors of the Company are of the view that the carrying value of the balances as at 31 December 2023 would be fully recoverable. The determination of the recoverability involved significant management estimation.

於2023年12月31日，本集團就應收賬款、應收保固金及合約資產就本集團與僱主在某些建築施工合約中的糾紛或長期談判提出若干索償。本集團正密切監察這些合約的發展，並一直與僱主磋商。本公司董事認為，截至2023年12月31日的結餘賬面值可全數收回。可收回性的確定涉及重大的管理估算。

7. SEGMENT INFORMATION

In accordance with the Group's internal financial reporting provided to the chief operating decision-makers, identified as the Executive Committee of the Company, who is responsible for allocating resources, assessing performance of the operating segments and making strategic decisions, the reportable operating segments and their results are as below:

- interiors and special projects business ("ISP Business"); and
- property and facility management business in China ("PFM China Business")

Segment assets and liabilities of the Group are not reported to the Group's chief operating decision makers regularly. As a result, reportable assets and liabilities have not been presented in these consolidated financial statements.

7. 分部資料

根據提呈予本集團之營運決策者即本公司執行委員會（其負責調配資源、為各營運分部評估表現及作策略性決定）之內部財務報告，本集團須予呈報之營運分部及其業績如下：

- 室內裝飾及特殊項目業務（「室內裝飾及特殊項目業務」）；及
- 中國物業及設施管理業務（「中國物業及設施管理業務」）。

本集團的分部資產及負債並無定期向本集團之主要營運決策者呈報。因此，須予呈報之資產及負債並未於此等綜合財務報表內呈列。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(a) Segment Results (in HK\$'000)

(a) 分部業績(港幣千元)

		Continuing operations 持續經營業務				Total
		ISP Business 室內裝飾及 特殊項目業務	PFM China Business 中國物業及 設施管理業務	Subtotal 小計	Corporate Overhead (Note) 行政費用 (附註)	Total 總計
2023	2023年					
Revenue	收益					
— Over time	— 一段時間	150,348	4,367	154,715	-	154,715
		150,348	4,367	154,715	-	154,715
Gross profit	毛利	9,147	3,948	13,095	-	13,095
Gross profit margin	毛利率	6.1%	90.4%	8.5%	-	8.5%
Operating expenses	經營開支	(17,766)	(4,138)	(21,904)	(7,958)	(29,862)
Operating loss	經營虧損	(8,619)	(190)	(8,809)	(7,958)	(16,767)
Operating loss margin	經營虧損率	-5.7%	-4.3%	-5.7%	-	-10.8%
Interest expenses for lease	租賃利息開支	(36)	(32)	(68)	-	(68)
Other income	其他收入	559	199	758	630	1,388
Loss before taxation	除稅前虧損	(8,096)	(23)	(8,119)	(7,328)	(15,447)
Taxation	稅項	194	9	203	-	203
Loss for the year	年內虧損	(7,902)	(14)	(7,916)	(7,328)	(15,244)

Note: Corporate overhead mainly represents corporate and administrative activities and shared services

附註：行政費用主要為公司及行政活動，以及共享服務。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

		Continuing operations 持續經營業務			Corporate Overhead (Note) 行政費用 (附註)	Total 總計
		ISP Business 室內裝飾及 特殊項目業務	PFM China Business 中國物業及 設施管理業務	Subtotal 小計		
2022 Revenue — Over time	2022年 收益 — 一段時間					
		217,685	7,238	224,923	-	224,923
		217,685	7,238	224,923	-	224,923
Gross profit	毛利	18,082	4,578	22,660	-	22,660
Gross profit margin	毛利率	8.3%	63.2%	10.1%	-	10.1%
Operating expenses	經營開支	(14,881)	(4,735)	(19,616)	(6,072)	(25,688)
Operating profit/(loss)	經營溢利/(虧損)	3,201	(157)	3,044	(6,072)	(3,028)
Operating profit/(loss) margin	經營溢利/(虧損)率	1.5%	-2.2%	1.4%	-	-1.3%
Costs in relation to the Disposal	有關出售事項的成本	-	-	-	(5,650)	(5,650)
Interest expenses for lease	租賃利息開支	(49)	(38)	(87)	-	(87)
Other income	其他收入	2,814	822	3,636	3,593	7,229
Profit/(loss) before taxation	除稅前溢利/(虧損)	5,966	627	6,593	(8,129)	(1,536)
Taxation	稅項	(164)	-	(164)	-	(164)
Profit/(loss) for the year	年內溢利/(虧損)	5,802	627	6,429	(8,129)	(1,700)

Note: Corporate overhead mainly represents corporate and administrative activities and shared services.

附註：行政費用主要為公司及行政活動，以及共享服務。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

Information about major customers

Details of the customers contributing over 10% of total revenue of the Group are as follows:

		Continuing Operations 持續經營業務	
		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Customer A ¹	客戶A ¹	49,078	–
Customer B ¹	客戶B ¹	41,605	34,533
Customer C ¹	客戶C ¹	29,537	46,703
Customer D ¹	客戶D ¹	27,385	54,091
Customer E ¹	客戶E ¹	N/A ² 不適用 ²	25,060
Customer F ¹	客戶F ¹	N/A ² 不適用 ²	24,163
		147,605	184,550

Note:

- All of the above revenue were derived from ISP Business.
- The corresponding revenue did not contribute over 10% of the total revenue of the Group.

主要客戶的資料

佔本集團總收益超過10%的客戶的詳情列載如下：

		Continuing Operations 持續經營業務	
		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Customer A ¹	客戶A ¹	49,078	–
Customer B ¹	客戶B ¹	41,605	34,533
Customer C ¹	客戶C ¹	29,537	46,703
Customer D ¹	客戶D ¹	27,385	54,091
Customer E ¹	客戶E ¹	N/A ² 不適用 ²	25,060
Customer F ¹	客戶F ¹	N/A ² 不適用 ²	24,163
		147,605	184,550

附註：

- 上述所有收益來自室內裝飾及特殊項目業務。
- 相應收益並無佔本集團總收益超過10%。

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(b) Geographical analysis

The Group's operations are located in Hong Kong, Macau and the PRC. The PRC includes Mainland China but excludes Hong Kong and Macau.

The Group's revenue and information about its non-current assets by geographical location (excluding deferred tax assets) are detailed below:

Revenue

		Continuing Operations 持續經營業務	
		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Hong Kong and Macau	香港及澳門	150,348	217,685
PRC	中國	4,367	7,238
		154,715	224,923

Non-current assets

		Continuing Operations 持續經營業務	
		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Hong Kong and Macau	香港及澳門	1,111	1,732
PRC	中國	733	204
		1,844	1,936

(b) 地區分析

本集團的業務位於香港、澳門及中國。中國包括中國內地，但不包括香港及澳門。

本集團按地區劃分之收益及非流動資產資料(不包括遞延稅項資產)詳述如下：

收益

		Continuing Operations 持續經營業務	
		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Hong Kong and Macau	香港及澳門	150,348	217,685
PRC	中國	4,367	7,238
		154,715	224,923

非流動資產

		Continuing Operations 持續經營業務	
		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Hong Kong and Macau	香港及澳門	1,111	1,732
PRC	中國	733	204
		1,844	1,936

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

8. OTHER INCOME AND GAIN OR LOSS

8. 其他收入和損益

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
<u>Continuing Operations</u>	<u>持續經營業務</u>		
Government subsidies (Note)	政府補貼 (附註)	-	2,128
Miscellaneous income	其他收入	406	684
Bank interest income	銀行利息收入	3,516	3,374
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益	-	10
Dividend derived from financial assets at FVTPL	來自按公平值計入損益之 金融資產的股息	1,511	1,335
Fair value change on financial assets at FVTPL	按公平值計入損益之 金融資產的公平值變動	(4,156)	(1,018)
Exchange gain	匯兌收益	111	716
		1,388	7,229

Note: Government subsidies for the year ended 31 December 2022 predominantly comprised of subsidies from the Employment Support Scheme ("ESS") under the Anti-epidemic Fund of the Hong Kong Government, which aim to retain employment and combat COVID-19. During the year ended 31 December 2023, there was no government subsidy granted.

附註：截至2022年12月31日止年度之政府補貼主要包括來自香港政府防疫抗疫基金下的保就業計劃（「保就業計劃」）的補貼，而該補貼旨在保留就業和對抗新冠肺炎。於截至2023年12月31日止年度，概無發放任何政府補貼。

9. INTEREST EXPENSES

9. 利息開支

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
<u>Continuing Operations</u>	<u>持續經營業務</u>		
Interest expenses on lease liabilities	租賃負債的利息開支	68	87

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

10. LOSS BEFORE TAXATION

10. 除稅前虧損

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
<u>Continuing Operations</u>	<u>持續經營業務</u>		
Loss before taxation is arrived after charging:	除稅前虧損已扣除下列各項：		
Staff costs, including directors' emoluments (Note 11)	員工成本(包括董事酬金)(附註11)	48,029	52,371
Depreciation of property, plant and equipment	物業、機器及設備折舊	531	713
Depreciation of right-of-use assets	使用權資產折舊	2,130	2,302
Auditor's remuneration	核數師薪酬		
— Audit	— 審核	1,025	1,000
— Non-audit	— 非審核	155	150
Short-term lease expenses	短期租賃開支	151	31

11. STAFF COSTS, INCLUDING DIRECTORS' EMOLUMENTS

11. 員工成本(包括董事酬金)

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
<u>Continuing Operations</u>	<u>持續經營業務</u>		
Wages and salaries	工資及薪金		
— included in cost of sales	— 計入銷售成本	29,175	37,020
— included in general and administrative expenses	— 計入一般及行政開支	18,381	15,004
Pension — defined contribution scheme	退休金 — 界定供款計劃		
— included in general and administrative expenses	— 計入一般及行政開支	473	347
		48,029	52,371

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

12. BENEFITS AND INTEREST OF DIRECTORS

(a) Directors' Emoluments (in HK\$'000)

The remuneration of every Directors is set out below:

For the year ended 31 December 2023

Name of Directors	董事姓名	Fees	Salaries, allowances and bonuses*	Employer's contribution to a retirement benefit scheme*	Total
		袍金	薪金、津貼及花紅*	僱主對退休福利計劃之供款*	總計
Executive Director	執行董事				
Kingston Chu Chun Ho	朱俊浩	150	1,200	60	1,410
Independent Non-executive Directors	獨立非執行董事				
Lau Man Tak	劉文德	240	-	-	240
Eric Lee Hon Man	李翰文	240	-	-	240
To Chun Wai	杜振偉	240	-	-	240
Non-executive Director	非執行董事				
Lam Chun Kit ¹	林俊傑 ¹	600	-	-	600
		1,470	1,200	60	2,730

* Except for the Independent Non-executive Directors, the amounts represented emoluments in respect of services provided in connection with the management of the affairs of the Company or its subsidiaries undertaking.

¹ Appointed as a Non-executive Director with effect from 16 February 2022.

12. 董事福利及權益

(a) 董事酬金 (港幣千元)

各董事之薪酬載列如下：

截至2023年12月31日止年度

* 除獨立非執行董事外，該等金額指就提供有關管理本公司或其附屬公司所進行之事務之服務收取之酬金。

¹ 由2022年2月16日起獲委任為非執行董事。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

For the year ended 31 December 2022

截至2022年12月31日止年度

Name of Directors	董事姓名	Fees	Salaries, allowances and bonuses*	Employer's contribution to a retirement benefit scheme*	Total
		袍金	薪金、津貼及花紅*	僱主對退休福利計劃之供款*	總計
Executive Director					
Kingston Chu Chun Ho	朱俊浩	150	1,200	60	1,410
Independent Non-executive Directors					
Lau Man Tak	劉文德	240	-	-	240
Eric Lee Hon Man	李翰文	240	-	-	240
To Chun Wai	杜振偉	240	-	-	240
Non-executive Director					
Lam Chun Kit ¹	林俊傑 ¹	523	-	-	523
		1,393	1,200	60	2,653

* Except for the Independent Non-executive Directors, the amounts represented emoluments in respect of services provided in connection with the management of the affairs of the Company or its subsidiaries undertaking.

* 除獨立非執行董事外，該等金額指就提供有關管理本公司或其附屬公司所進行之事務之服務收取之酬金。

¹ Appointed as a Non-executive Director with effect from 16 February 2022.

¹ 由2022年2月16日起獲委任為非執行董事。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

(b) Interest of Directors

- (i) During the year, no retirement benefits, payments or benefits in respect of termination of Directors' services were paid or made, directly or indirectly, to the directors; nor are any payable (2022: Nil). No consideration was provided to or receivable by third parties for making available directors' services (2022: Nil).
- (ii) There are no loans, quasi-loans or other dealings in favour of Directors, their controlled bodies corporate and connected entities (2022: Nil).
- (iii) No significant transactions, arrangements and contracts in relation to the Company's business to which the Company was a party and in which a Director of the Company had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year (2022: Nil).

(c) Five highest paid individuals

During the year, the five individuals whose emoluments were the highest in the Group include one Director (2022: one) whose emoluments are included in Note 12(a). The emoluments payable to the other four (2022: four) highest paid individuals during the year are as follows:

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	5,262	4,051
Pension — defined contribution scheme	退休金 — 界定供款計劃	72	62
		5,334	4,113

(b) 董事權益

- (i) 於年內，並無向董事直接或間接支付或作出退休福利、有關終止董事服務之付款或福利，亦無任何就此應付之款項（2022年：無）。並無就獲得董事服務而撥備或第三方就此應收之代價（2022年：無）。
- (ii) 並無貸款、準貸款或其他以董事、彼等之控權實體法團及關連實體為受益人之交易（2022年：無）。
- (iii) 於本年度末或於本年度任何時間並無存續本公司訂立之有關本公司業務之重大交易、安排及合約，而本公司董事直接或間接於其中擁有重大權益（2022年：無）。

(c) 五位最高薪人士

本年內，本集團五位最高薪人士包括一名（2022年：一名）董事，彼等之酬金已載於附註12(a)。本年內，應付予其他四名（2022年：四名）最高薪人士之酬金詳情如下：

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The emoluments of the above individuals fell within the following bands:

上述人士的酬金介乎以下範圍：

Emolument bands	酬金範圍	Number of individuals 人數	
		2023	2022
Nil to HK\$1,000,000	零至港幣 1,000,000 元	2	3
HK\$1,000,001 to HK\$1,500,000	港幣 1,000,001 元至 港幣 1,500,000 元	-	-
HK\$1,500,001 to HK\$2,000,000	港幣 1,500,001 元至 港幣 2,000,000 元	1	1
HK\$2,000,001 to HK\$2,500,000	港幣 2,000,001 元至 港幣 2,500,000 元	1	-
		4	4

During the year, no emoluments were paid by the Group to any of the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office.

於年內，本集團並無向任何五位最高薪人士支付任何酬金，作為促使加入或加入本集團時的酬金或作為離職補償。

13. DISCONTINUED OPERATION AND DISPOSAL OF SUBSIDIARIES

Pursuant to the circular of the Company dated 1 December 2021, the seller, being the Company, and purchaser, an independent third party, entered into the sale and purchase agreement on 26 November 2021, pursuant to which to the seller conditionally agreed to sell, and the purchaser conditionally agreed to acquire, the share capital, representing 100% of the equity interest in the Disposal Group, which in turns hold the equity interests of the Disposal Group, at a cash consideration of HK\$539.0 million. The Disposal Group is principally engaged in the provision of property and facility management business in Hong Kong ("PFM HK Business") and integrated procurement, laundry, cleaning, security, maintenance and technical support services ("Ancillary Business"). On 10 January 2022, the transaction was completed and the members of the Disposal Group ceased to be subsidiaries of the Company.

Two operations discontinued along with the completion of disposal of the Disposal Group as set out below:

- (i) PFM HK Business; and
- (ii) Ancillary Business

13. 已終止業務及出售附屬公司

根據本公司日期為2021年12月1日之通函，於2021年11月26日，賣方（即本公司）與買方（獨立第三方）訂立買賣協議，據此，賣方有條件同意出售，及買方有條件同意收購股本（佔出售集團100%股權），而出售集團則持有出售集團之全部股權，現金代價為港幣539,000,000元。出售集團主要從事提供香港物業及設施管理業務（「香港物業及設施管理業務」）及綜合採購、洗衣、清潔、保安、維修及技術支援服務（「輔助業務」）。於2022年1月10日，交易已完成，而出售集團之成員公司不再為本公司之附屬公司。

完成出售出售集團後下文所載的兩項業務已終止營運：

- (i) 香港物業及設施管理業務；及
- (ii) 輔助業務

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財務報表附註

- (a) The profit from of the Discontinued Operations for the preceding financial year is analysed as follows:

- (a) 上一財政年度已終止業務的溢利分析如下：

		For the period from 1 January 2022 to 10 January 2022 2022年1月1日至2022年1月10日期間 HK\$'000 港幣千元
Gain on disposal of subsidiaries, net of transaction costs	出售附屬公司之收益，扣除交易成本	438,440
Profit for the period from the Discontinued Operations	已終止業務期間之溢利	438,440

- (b) An analysis of the cash flows of the Discontinued Operations is as follows:

- (b) 已終止業務的現金流量分析如下：

		For the period from 1 January 2022 to 10 January 2022 2022年1月1日至2022年1月10日期間 HK\$'000 港幣千元
Net cash inflows from investing activities	投資活動之現金流量淨額	529,197

- (c) Related party transactions

There is no related party transaction during the period.

- (c) 關聯方交易

於期間概無任何關聯方交易。

14. TAXATION

Hong Kong Profits Tax has been provided at the rate of 16.5% (2022: 16.5%) on the estimated assessable profit for the year after setting off available tax losses brought forward from prior years. On 21 March 2018, the Hong Kong Legislative Council passed The Inland Revenue (Amendment) (No. 7) Bill 2017 (the "Bill") which introduces the two-tiered profits tax rates regime. The Bill was signed into law on 28 March 2018 and was gazette on the following day. Under the two-tiered profits tax rates regime, the first HK\$2.0 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2.0 million will be taxed at 16.5%. The profits of other group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%. Accordingly, the Hong Kong profits tax of the qualifying group entity is calculated at 8.25% on the first HK\$2.0 million of the estimated assessable profits and at 16.5% on the estimated assessable profits above HK\$2.0 million.

The PRC EIT was calculated at the statutory income tax rate of 25% (2022: 25%) on the assessable profits.

During the years ended 31 December 2023 and 2022, no Macau Complementary Income Tax has been provided since there were no assessable profits generated.

Taxation on profits generated outside Hong Kong has been calculated on the estimated assessable profits for the year at the rates of taxation prevailing in the countries/places in which the Group operates.

14. 稅項

香港利得稅乃按本年度之估計應課稅溢利在抵銷往年結轉之可動用稅項虧損後以稅率16.5% (2022年：16.5%)撥備。於2018年3月21日，香港立法會通過《2017年稅務(修訂)(第7號)條例草案》(「條例草案」)，以引入兩級利得稅稅率制度。該條例草案於2018年3月28日簽署成為法例，並於翌日刊憲。在兩級利得稅稅率制度下，符合資格集團實體首港幣2,000,000元的溢利將按8.25%的稅率徵稅，超過港幣2,000,000元的溢利則將按16.5%的稅率徵稅。不符合兩級利得稅稅率制度資格的香港其他集團實體的溢利將繼續按16.5%的統一稅率徵稅。因此，合資格集團實體的香港利得稅按首港幣2,000,000元的估計應課稅溢利的8.25%及超過港幣2,000,000元的估計應課稅溢利的16.5%計算。

中國企業所得稅乃按應課稅溢利的法定所得稅稅率25% (2022年：25%)計算。

由於截至2023年及2022年12月31日止年度內並無產生應課稅溢利，故並無澳門所得補充稅撥備。

在香港境外所產生溢利之稅項已根據本年度估計應課稅溢利按本集團經營所在國家/地區的現行稅率計算。

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The amount of tax (credited)/charged to the consolidated statement of profit or loss and other comprehensive income represents:

綜合損益及其他全面收益表(計入)/扣除之稅項金額如下：

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Continuing Operations	持續經營業務		
Current taxation	當期稅項		
Hong Kong profits tax	香港利得稅		
— provision for the year	— 年內撥備	-	207
— over provision in prior years	— 過往年度超額撥備	(165)	-
Deferred taxation (Note 26)	遞延稅項(附註26)	(38)	(43)
		(203)	164

The taxation on the Group's loss before taxation differs from the theoretical amount that would arise using the taxation rate of the home country of the Company as follows:

本集團除稅前虧損之稅項與按本公司所在國家之稅率應產生之理論稅款之差額如下：

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Continuing Operations	持續經營業務		
Loss before taxation	除稅前虧損	(15,447)	(1,536)
Calculated at a taxation rate of 16.5% (2022: 16.5%)	按稅率16.5%計算 (2022年: 16.5%)	(2,549)	(253)
Effect of different taxation rates in other tax jurisdictions	其他稅務司法權區不同稅率之影響	(22)	19
Over provision in prior years	過往年度超額撥備	(165)	-
Income not subject to taxation	毋須課稅收入	(600)	(1,199)
Expenses not deductible for taxation purposes	不可扣稅開支	505	1,654
Utilisation of tax losses previously not recognised	利用先前未確認的稅務虧損	(241)	(778)
Unrecognised tax losses	未獲確認之稅項虧損	2,869	721
		(203)	164

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財務報表附註

15. DIVIDEND

15. 股息

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
<u>Continuing Operations</u>	<u>持續經營業務</u>		
Dividend recognised as distribution during the year:	於年度已確認為分派之股息：		
First special dividend of HK\$0.59 per share (Note)	第一次特別股息，每股股份港幣0.59元(附註)	-	297,862
Second special dividend of HK\$0.20 per share (Note)	第二次特別股息，每股股份港幣0.20元(附註)	-	100,970
		-	398,832

Note: At Board of Directors ("Board") meetings held on 20 January 2022 and 23 November 2022, the Board resolved to declare special dividend of HK\$0.59 per share/per convertible preference share and HK\$0.20 per share/per convertible preference share respectively based on 504,850,000 shares (including 424,850,000 ordinary shares and 80,000,000 convertible preference shares) for the year ended 31 December 2022 (2023: Nil and Nil, respectively).

At a meeting held on 27 March 2024, the Board resolved not to declare final dividend for year ended 31 December 2023 (2022: Nil).

附註：於2022年1月20日及2022年11月23日舉行之董事會(「董事會」)會議上，董事會議決按截至2022年12月31日止年度的504,850,000股股份(包括424,850,000股普通股及80,000,000股可轉換優先股)，分別宣派特別股息每股股份/可轉換優先股港幣0.59元及每股股份/可轉換優先股港幣0.20元(2023年：分別為無及無)。

於2024年3月27日舉行之會議上，董事會議決不就截至2023年12月31日止年度宣派末期股息(2022年：無)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

16. (LOSS)/EARNINGS PER SHARE

- (a) Basic (loss)/earnings per share is calculated by dividing the Group's (loss)/profit attributable to the equity holders less dividends (if any) to convertible preference shareholders by the weighted average number of ordinary shares in issue during the year.

16. 每股(虧損)/盈利

- (a) 每股基本(虧損)/盈利乃根據股權持有人應佔本集團(虧損)/溢利減可轉換優先股股權持有人的股息(如有)除以年內已發行普通股加權平均數計算。

		2023	2022
(Loss)/profit for the year attributable to equity holders (HK\$'000)	股權持有人應佔年內(虧損)/溢利(港幣千元)		
— Continuing Operations and Discontinued Operations	— 持續經營業務及已終止業務	(15,244)	436,740
— Continuing Operations	— 持續經營業務	(15,244)	(1,700)
Less: dividends to convertible preference shareholders (HK'000)	減：可轉換優先股股權持有人之股息(港幣千元)		
— Continuing Operations and Discontinued Operations	— 持續經營業務及已終止業務	-	(63,200)
— Continuing Operations	— 持續經營業務	-	-
(Loss)/profit for the year attributable to ordinary shareholders (HK'000)	普通股股權持有人應佔年內(虧損)/溢利(港幣千元)		
— Continuing Operations and Discontinued Operations	— 持續經營業務及已終止業務	(15,244)	373,540
— Continuing Operations	— 持續經營業務	(15,244)	(1,700)
Weighted-average number of ordinary shares issued ('000)	已發行普通股加權平均數(千股)	424,850	424,850
Basic (loss)/earnings per share (HK cents)	每股基本(虧損)/盈利(港幣仙)		
— Continuing Operations and Discontinued Operations	— 持續經營業務及已終止業務	(3.6)	87.9
— Continuing Operations	— 持續經營業務	(3.6)	(0.4)

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財務報表附註

(b) Diluted (loss)/earnings per share for the Reporting Year is calculated by dividing the Group's (loss)/profit attributable to the equity holders by the weighted-average number of ordinary shares outstanding after adjusting for the potential ordinary shares to be issued on convertible preference shares. The calculation of the diluted (loss)/earnings per share attributable to the ordinary equity holders of the Company is based on the following data:

(b) 於報告年度之每股攤薄(虧損)/盈利乃於就可轉換優先股將予發行的潛在普通股作出調整後，根據股權持有人應佔本集團(虧損)/溢利除以發行普通股加權平均數目計算。本公司普通股權持有人應佔每股攤薄(虧損)/盈利乃根據以下數據計算：

		2023	2022
(Loss)/earnings	(虧損)/盈利		
(Loss)/earnings for the purposes of basic (loss)/earnings per share (HK\$'000)	就每股基本(虧損)/盈利的(虧損)/盈利(港幣千元)		
— Continuing Operations and Discontinued Operations	— 持續經營業務及已終止業務	(15,244)	436,740
— Continuing Operations	— 持續經營業務	(15,244)	(1,700)
Number of share	股份數目		
Weighted-average number of ordinary shares issued ('000)	已發行普通股加權平均數(千股)	424,850	424,850
Effect of dilutive potential ordinary shares:	攤薄潛在普通股之影響：		
— Convertible preference shares ('000)	— 可轉換優先股(千股)	80,000	80,000
Weighted-average ordinary shares for calculating diluted earnings/(loss) per share ('000)	就計算每股攤薄盈利/(虧損)之加權平均普通股(千股)	504,850	504,850
Diluted (loss)/earnings per share (HK cents)	每股攤薄(虧損)/盈利(港幣仙)		
— Continuing Operations and Discontinued Operations	— 持續經營業務及已終止業務	(3.0)	86.5
— Continuing Operations	— 持續經營業務	(3.0)	(0.3)

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Discontinued Operations

For the year ended 31 December 2022, basic and diluted earnings per share for the Discontinued Operations was 88.3 HK cents and 86.8 HK cents respectively, based on the profit for the year from Discontinued Operations attributable to ordinary shareholders of the Company for the year ended 31 December 2022 of approximately HK\$438,440,000 and the denominators detailed above for both basic and diluted earnings per share.

已終止業務

截至2022年12月31日止年度，已終止業務的每股基本及攤薄盈利分別為港幣88.3仙及港幣86.8仙，乃根據截至2022年12月31日止年度本公司普通股股權持有人應佔已終止業務的年內溢利約港幣438,440,000元及上文詳述之每股基本及攤薄盈利之分母。

17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、機器及設備

		Right-of-use assets 使用權資產 HK\$'000 港幣千元	Leasehold improvements 租賃物業裝修 HK\$'000 港幣千元	Motor vehicles 汽車 HK\$'000 港幣千元	Furniture and equipment 傢俱及設備 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Cost	成本					
At 1 January 2022	於2022年1月1日	6,483	1,942	2,956	9,649	21,030
Exchange differences	匯兌差額	(583)	7	(133)	(167)	(876)
Additions	添置	1,614	-	-	188	1,802
Disposals/written-off	出售/撇銷	(3,096)	(426)	-	(2,011)	(5,533)
At 31 December 2022	於2022年12月31日	4,418	1,523	2,823	7,659	16,423
Exchange differences	匯兌差額	(38)	-	(25)	(12)	(75)
Additions	添置	2,496	-	-	90	2,586
Disposals/written-off	出售/撇銷	(3,888)	-	-	-	(3,888)
At 31 December 2023	於2023年12月31日	2,988	1,523	2,798	7,737	15,046
Accumulated depreciation	累計折舊					
At 1 January 2022	於2022年1月1日	(3,819)	(1,846)	(2,425)	(8,901)	(16,991)
Exchange differences	匯兌差額	444	(6)	112	164	714
Depreciation for the year	年內折舊	(2,302)	(20)	(282)	(411)	(3,015)
Disposals/written-off	出售/撇銷	2,368	426	-	2,011	4,805
At 31 December 2022	於2022年12月31日	(3,309)	(1,446)	(2,595)	(7,137)	(14,487)
Exchange differences	匯兌差額	36	-	23	12	71
Depreciation for the year	年內折舊	(2,130)	(20)	(113)	(398)	(2,661)
Disposals/written-off	出售/撇銷	3,875	-	-	-	3,875
At 31 December 2023	於2023年12月31日	(1,528)	(1,466)	(2,685)	(7,523)	(13,202)
Closing net book value	年終賬面淨值					
At 31 December 2023	於2023年12月31日	1,460	57	113	214	1,844
At 31 December 2022	於2022年12月31日	1,109	77	228	522	1,936

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Right-of-use assets

For both years, the Group leases office premises and furniture and equipment for its operations.

使用權資產

於兩個年度，本集團為其營運租賃辦公物業和傢俱及設備。

		Leasehold Land and buildings 租賃土地 及樓宇 HK\$'000 港幣千元	Furniture and equipment 傢俱及設備 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2022	於2022年1月1日	2,414	250	2,664
Additions	添置	1,614	-	1,614
Termination	終止	(728)	-	(728)
Depreciation	折舊	(2,180)	(122)	(2,302)
Exchange differences	匯兌差額	(139)	-	(139)
Balance as at 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日的結餘	981	128	1,109
Additions	添置	2,383	113	2,496
Termination	終止	-	(12)	(12)
Depreciation	折舊	(2,024)	(106)	(2,130)
Exchange differences	匯兌差額	(3)	-	(3)
At 31 December 2023	於2023年12月31日	1,337	123	1,460

During the year ended 31 December 2023, the total cash outflow for leases were HK\$2,309,000 (2022: HK\$2,474,000).

截至2023年12月31日止年度，租賃之現金流出總額為港幣2,309,000元（2022年：港幣2,474,000元）。

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財務報表附註

18. CONTRACT ASSETS AND LIABILITIES

18. 合約資產及負債

		Notes 附註	2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Contract assets	合約資產			
— contract work of ISP business	— 室內裝飾及特殊項目 業務的合約工程	(i)	86,365	116,548
Less: impairment	減：減值	(ii)	(793)	(649)
Total contract assets	合約資產總額		85,572	115,899
Contract liabilities	合約負債			
— contract work of ISP business	— 室內裝飾及特殊項目 業務的合約工程	(iii)	(2,200)	—
Total contract liabilities	合約負債總額		(2,200)	—

Notes:

- (i) Significant changes in contract assets

Contract assets have decreased as the Group has completed contract work in progress as at 31 December 2023.

- (ii) Movements in the provision for impairment of contract assets that are assessed for impairment collectively are as follows:

附註：

- (i) 合約資產的重大變動

合約資產減少，因為本集團於2023年12月31日完成進行中工程合約所致。

- (ii) 合約資產（集體評估減值）之減值撥備變動如下：

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Contract Assets	合約資產		
At 1 January	於1月1日	649	973
Reversal of impairment loss	減值虧損撥回	—	(324)
Provision for impairment recognised	已確認減值撥備	144	—
At 31 December	於12月31日	793	649

For contract assets, the Group has applied the simplified approach permitted by HKFRS 9 to measure the allowance for credit losses at lifetime ECL. The contract assets are assessed for ECL by using the provision matrix similar with the approach of account receivables. After the assessment by the directors of the Company, the allowance for ECL on contract assets are HK\$793,000 as at 31 December 2023 (2022: HK\$649,000).

就合約資產而言，本集團已採用香港財務報告準則第9號所准許的簡化方法計量全期預期信貸虧損模型下之信貸虧損撥備。合約資產的預期信貸虧損使用應收賬款方法類似的撥備矩陣作出評估。經本公司董事評估，於2023年12月31日，合約資產的預期信貸虧損撥備為港幣793,000元（2022年：港幣649,000元）。

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(iii) Revenue recognised in relation to contract liabilities

The following table shows how much of the revenue recognised in the current reporting period relates to carried-forward contract liabilities.

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Revenue recognised that was included in the contract liability balance at the beginning of the period	於期初計入合約負債結餘的已確認收益		
Contract work of ISP Business	室內裝飾及特殊項目業務的合約工程	-	497

(iii) 就合約負債確認的收益

下表列載與結轉自前期合約負債有關的於本年確認收益金額及與於過往年度履行的履約責任有關的金額。

(iv) Unsatisfied long-term contract work of ISP Business

The following table shows unsatisfied performance obligations resulting from long-term contract work of ISP Business.

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Aggregate amount of the transaction price allocated to long-term contract work of ISP business that are partially or fully unsatisfied as at 31 December	分配至於12月31日部分或全部未完成室內裝飾及特殊項目業務的長期合約的交易價總額	141,200	285,900

(iv) 室內裝飾及特殊項目業務的未完成長期合約工程

下表列載源於室內裝飾及特殊項目業務的長期合約工程的未完成履約責任。

Management expects approximately that HK\$141,200,000 (2022: HK\$285,900,000) to the unsatisfied contracts as of 31 December 2023 will be recognised as revenue during the next financial year. The amount disclosed above does not include variable consideration which is constrained.

管理層概約預計於2023年12月31日未完成合約的港幣141,200,000元(2022年:港幣285,900,000元)將重新確認為下一財政年度的收益。上文所披露的金額並未計入受限制可變代價。

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19. ACCOUNT AND OTHER RECEIVABLES AND RETENTION RECEIVABLES

The credit period of the Group's accounts receivable generally ranges from 30 to 60 days (2022: 30 to 60 days) and the majority of the Group's accounts receivable are denominated in Hong Kong dollars. The ageing analysis of accounts receivable by invoice date is as follows:

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Account receivables (Note II)	應收賬款 (附註II)		
0 to 30 days	0至30日	1,026	11,042
31 to 60 days	31至60日	1,984	-
61 to 90 days	61至90日	2,997	516
Over 90 days	90日以上	28,310	28,896
		34,317	40,454
Other receivables	其他應收款項	10,703	11,460
		45,020	51,914
Impairment of account and other receivables (Note III)	應收賬款及其他應收款項之減值 (附註III)	(4,648)	(5,403)
		40,372	46,511
Retention receivables (Note I)	應收保固金 (附註I)	47,371	56,548
Impairment of retention receivables (Note III)	應收保固金之減值 (附註III)	(489)	(220)
		46,882	56,328

Note I:

Retention receivables in respect of the contracting business are settled in accordance with the terms of the respective contracts. At 31 December 2023, retention receivables held by customers for contract works amounting to approximately HK\$7,988,000 (2022: HK\$4,954,000) are expected to be recovered or settled in more than 12 months from the end of the reporting period, all of the remaining balances are expected to be recovered or settled within one year. Retention receivables are included in current assets as the Group expects to realise these within its normal operating cycle.

The retention receivables are contract assets under HKFRS 15 until the end of the retention period as the Group's entitlement to this final payment is conditional on the Group's work satisfactorily passing inspection.

19. 應收賬款及其他應收款項及應收保固金

本集團應收賬款之信貸期一般介乎30至60日(2022年:30至60日),而本集團之大部分應收賬款乃按港幣計值。按發票日期分類之應收賬款之賬齡分析如下:

附註I:

承建業務之應收保固金乃根據相關合約條款結付。於2023年12月31日,約港幣7,988,000元(2022年:港幣4,954,000元)之客戶就訂約工程持有的應收保固金預期於報告期末起計12個月後收回或結付,所有結餘預期於1年內收回或結付。應收保固金計入流動資產,因為本集團預期於正常經營週期變現該等款項。

應收保固金為香港財務報告準則第15號下的合約資產,直至保固期完結為止,因本集團收取該末期款項為本集團之工程完滿通過檢測的條件之一。

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For retention receivables, the Group has applied the simplified approach permitted by HKFRS 9 to measure the allowance for credit losses at lifetime ECL. The retention receivables are assessed for ECL by using the provision matrix similar with the approach of account receivables. After the assessment by the directors of the Company, the allowance for ECL on retention receivables are insignificant to the Group as at 31 December 2023 and 2022.

Note II:

As of 31 December 2023, account receivables of HK\$29,944,000 (2022: HK\$28,568,000) were past due but not impaired. These related to a number of independent customers for whom there is no recent history of default. Account receivables of HK\$1,804,000 (2022: HK\$2,422,000) were past due and impaired.

Note III:

The other classes within account and other receivables do not contain impaired assets. The Group does not hold any collateral as security.

就應收保固金而言，本集團已應用香港財務報告準則第9號所准許的簡化方法計量全期預期信貸虧損模型下之信貸虧損撥備。應收保固金之預期信貸虧損乃使用與應收賬款方法類似的撥備矩陣評估。經本公司董事評估，於2023年及2022年12月31日，應收保固金預期信貸虧損撥備對本集團而言並不重大。

附註 II:

於2023年12月31日，港幣29,944,000元（2022年：港幣28,568,000元）之應收賬款已逾期但未減值。該等款項與多名近期並無違約記錄的獨立客戶有關。港幣1,804,000元（2022年：港幣2,422,000元）之應收賬款已逾期及減值。

附註 III:

應收賬款及其他應收款項內其他類別並不包括已減值資產。本集團並無持有任何抵押品作為抵押。

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Impairment of account and other receivables	應收賬款及其他應收款項減值		
At 1 January	於1月1日	5,403	5,660
Reversal of provision for impairment	減值撥備撥回	(755)	(257)
At 31 December	於12月31日	4,648	5,403

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Impairment of retention receivables	應收保固金減值		
At 1 January	於1月1日	220	196
Provision for impairment recognised	已確認減值撥備	269	24
At 31 December	於12月31日	489	220

The maximum exposure to credit risk at the reporting date is the carrying value of the account and other receivable and retention receivables mentioned above. The Group does not hold any collateral as security.

於報告日期所面臨之最高信貸風險為上述應收賬款及其他應收款項及應收保固金之賬面值。本集團並無持有任何抵押品作抵押。

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20. FINANCIAL ASSETS AT FVTPL

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Listed equity securities in Hong Kong	香港上市的股本證券	24,497	28,653

The listed equity securities are classified as current assets as the management expects to realise these financial assets within twelve months after 31 December 2023.

Fair value of the Group's financial assets are measured at fair value on a recurring basis

The following table provides an analysis of financial instruments that are measured at fair value at the end of each reporting period, grouped into Levels 1 to 3 based on the degree to which the fair value is observable in accordance to the Group's accounting policy.

		2023			
		Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Financial asset	金融資產				
Financial assets at FVTPL	按公平值計入損益的金融資產				
— Listed equity investment	— 上市股本投資	24,497	-	-	24,497

		2022			
		Level 1 第一級 HK\$'000 港幣千元	Level 2 第二級 HK\$'000 港幣千元	Level 3 第三級 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
Financial asset	金融資產				
Financial assets at FVTPL	按公平值計入損益的金融資產				
— Listed equity investment	— 上市股本投資	28,653	-	-	28,653

During the year, there was no transfers of fair value measurements between Level 1 and Level 2 and no transfers into or out of Level 3 (2022: Nil).

20. 按公平值計入損益的金融資產

由於管理層預期將在2023年12月31日後12個月內變現這些金融資產，上市股本證券被分類為流動資產。

本集團的金融資產按經常性基準以公平值計量

下表載列於各報告期末按公平值計量的金融工具分析，其根據本集團的會計政策，按公平值的可觀察程度分為第一至第三級。

年內，第一級與第二級之間並無轉撥公平值計量，亦無轉入或轉出第三級（2022年：無）。

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The valuation techniques and input used in the fair value measurement of financial instrument are as set out below:

金融工具公平值計量所用之估值方法及輸入數據載列如下：

Financial asset 金融資產	Fair value of 公平值	Fair value hierarchy 公平值層級	Valuation technique and key input 估值方法及關鍵輸入數據
Financial asset at FVTPL 按公平值計入損益的金融資產			
— Listed equity securities in Hong Kong	HK\$24,497,000 (2022: HK\$28,653,000)	Level 1	Quoted closing price in an active market
— 香港上市股本證券	港幣 24,497,000 元 (2022 年： 港幣 28,653,000 元)	第一級	在活躍市場所報的收市價

21. RESTRICTED CASH DEPOSITS

21. 受限制現金存款

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Restricted cash deposits	受限制現金存款	62,620	-

During the Reporting Year, the Group's restricted cash deposits are placed in two restricted bank accounts in accordance with the court judgement made on 21 April 2023 amounting to HK\$58,880,000 (2022: Nil) and the arrangement after the consent summons filed to the court on 18 July 2023 amounting to HK\$3,740,000 (2022: Nil), respectively.

於報告年度，根據於2023年4月21日作出港幣58,880,000元（2022年：無）的法院判決及於2023年7月18日向法院提交同意傳訊令狀後作出港幣3,740,000元（2022年：無）的安排，本集團的受限制現金存款分別存放在兩個受限制銀行賬戶中。

These cash deposits were placed in the designated interest-bearing bank accounts in Hong Kong under the custodian's arrangement. They can be only used to settle potential future claims related to the court cases against the custodian, as specified in the surety bonds entered between the Group and custodian in early years. The restricted cash deposits will be released and repaid to the Group upon the settlement of the relevant court cases or by further court order.

此等現金存款已按託管人安排存入指定的香港計息銀行賬戶。根據本集團與託管人早年簽訂的保證書的規定，此等現金存款只能用於清償日後與託管人的法庭案件有關的潛在索賠。受限制現金存款將在相關法庭案件結案或法庭進一步頒令後發還並償還本集團。

The details of the relevant court cases are set out in Note 30 to the consolidated financial statements.

相關法庭案件詳情載於綜合財務報表附註30。

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財務報表附註

22. CASH AND CASH EQUIVALENTS AND PLEDGED BANK DEPOSITS

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Cash and bank balance	現金及銀行結餘	28,191	21,049
Time deposits with original maturities less than three months	原到期日為三個月以下的定期存款	40,050	132,378
Cash and cash equivalents	現金及現金等值	68,241	153,427
Pledged bank deposits	已抵押銀行存款	16,394	19,524
		84,635	172,951

Included in the cash and cash equivalents and pledged bank deposits are the following amounts denominated in foreign currencies other than the functional currency of relevant group entities;

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
RMB	人民幣	18,833	18,801
Macau pataca	澳門元	124	385

The deposits, cash and cash equivalents disclosed above and in the consolidated statement of cash flows include HK\$18,833,000 (2022: HK\$18,801,000) which are held in the PRC. These deposits are subject to regulatory restrictions and are therefore not available for general use by the other entities within the Group.

22. 現金及現金等值及已抵押銀行存款

現金及現金等值及已抵押銀行存款包括以下以相關集團實體功能貨幣以外的港幣計值的金額：

上文披露的存款、現金及現金等值和計入綜合現金流量表港幣18,833,000元(2022年：港幣18,801,000元)均在中國存置。該等存款受監管限制，因此集團內其他實體不可將其用作為一般用途。

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23. PAYABLES AND ACCRUALS

The credit period of the Group's accounts payable generally ranges from 30 to 60 days (2022: 30 to 60 days). The ageing analysis of accounts payable by invoice date is as follows:

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Accounts payable	應付賬款		
0 to 30 days	0至30日	61,795	100,796
31 to 60 days	31至60日	3,070	8,828
61 to 90 days	61至90日	3,114	5,796
Over 90 days	90日以上	18,542	28,033
		86,521	143,453
Retention payables, other payables and accruals	應付保固金、其他應付賬款及應計費用	73,686	79,246
		160,207	222,699

Retention payables in respect of the contracting business are settled in accordance with the terms of the respective contracts.

23. 應付賬款及應計費用

本集團應付賬款之信貸期一般介乎30至60日(2022年:30至60日)。按發票日期分類之應付賬款之賬齡分析如下:

承建業務之應付保固金乃根據相關合約條款結付。

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24. LEASE LIABILITIES

24. 租賃負債

		Leasehold land and buildings 租賃土地 及樓宇 HK\$'000 港幣千元	Furniture and equipment 傢俱及設備 HK\$'000 港幣千元	Total 總計 HK\$'000 港幣千元
At 1 January 2022	於2022年1月1日	2,592	163	2,755
Additions	添置	1,614	-	1,614
Termination	終止	(760)	-	(760)
Interest expenses	利息開支	77	10	87
Lease payments	租賃付款	(2,307)	(136)	(2,443)
Exchange differences	匯兌差異	(241)	100	(141)
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	975	137	1,112
Additions	添置	2,384	112	2,496
Termination	終止	-	(13)	(13)
Interest expenses	利息開支	63	5	68
Lease payments	租賃付款	(2,042)	(116)	(2,158)
Exchange differences	匯兌差異	(4)	-	(4)
At 31 December 2023	於2023年12月31日	1,376	125	1,501
Represented by:	代表：			
Current	流動	1,032	54	1,086
Non-current	非流動	344	71	415
		1,376	125	1,501

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Future lease payments are due as follows:

未來租賃付款到期如下：

		Minimum lease payments 最低 租賃付款 HK\$'000 港幣千元	Interest 利息 HK\$'000 港幣千元	Present value 現值 HK\$'000 港幣千元
Not later than one year	1年內	1,125	(39)	1,086
Later than one year and not later than two years	1年後但2年內	375	(9)	366
Later than two years not later than five years	2年後但5年內	50	(1)	49
At 31 December 2023	於2023年12月31日	1,550	(49)	1,501

		Minimum lease payments 最低 租賃付款 HK\$'000 港幣千元	Interest 利息 HK\$'000 港幣千元	Present value 現值 HK\$'000 港幣千元
Not later than one year	1年內	1,072	(19)	1,053
Later than one year and not later than two years	1年後但2年內	59	-	59
At 31 December 2022	於2022年12月31日	1,131	(19)	1,112

25. LONG SERVICE PAYMENT LIABILITIES

Pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay Long Service Payment ("LSP") to qualifying employees in Hong Kong upon retirement, subject to a minimum of 5 years employment period, based on the following formula:

Last monthly wages (before termination of employment) x 2/3 x Years of service

Last monthly wages are capped at HK\$22,500 while the amount of long service payment shall not exceed HK\$390,000. This obligation is accounted for as a post-employment defined benefit plan.

25. 長期服務金負債

根據僱傭條例第57章，本集團有義務在香港的合資格僱員退休時向其支付長期服務金（「長期服務金」），惟至少要有5年的僱傭期，計算公式如下：

最後一個月工資（終止僱傭前）x 2/3 x 服務年限

最後一個月工資的上限為港幣22,500元，而長期服務金的金額不得超過港幣390,000元。此項義務作為離職後的固定福利計劃入賬。

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Furthermore, the MPF Schemes Ordinance passed in 1995 permits the Group to utilize the Group's mandatory MPF contributions, plus/minus any positive/negative returns thereof (collectively, the "Eligible Offset Amount"), for the purpose of offsetting LSP payable to an employee (the "Offsetting Arrangement").

The Amendment Ordinance was gazette on 17 June 2022, which abolishes the use of the accrued benefits derived from employers' mandatory MPF contributions to offset the LSP. The Abolition will officially take effect on the Transition Date (i.e., 1 May 2025). Separately, the Government of the HKSAR is also expected to introduce a subsidy scheme to assist employers for a period of 25 periods after the Transition Date on the LSP payable by employers up to a certain amount per employee per year.

Under the Amendment Ordinance, the Group's mandatory MPF contributions, plus/minus any positive/negative returns, after the Transition Date can continue to be applied to offset the pre-Transition Date LSP obligation but are not eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligation before the Transition Date will be grandfathered and calculated based on the last monthly wages immediately preceding the Transition Date and the years of service up to that date. The Amendment Ordinance has impact on the Group's LSP liability with respect to employees that participate in MPF scheme and the Group has accounted for the offsetting mechanism and its abolition as disclosed in Notes 2(b) and 4(f). The LSP obligations are net of the negative service cost and interest income arising from the deemed contribution from employees, as the employer MPF contributions are expected to be offset as a deemed employee contribution towards the LSP benefits.

此外，1995年通過的強積金計劃條例允許本集團利用本集團的強積金供款，加上／減去任何正值／負值回報（統稱為「合資格抵銷額」），以抵銷應付僱員的長服金（「對沖安排」）。

修訂條例已於2022年6月17日刊憲，該條例廢除使用僱主強積金供款之累算權益抵銷長服金。有關廢除將於轉制日（即2025年1月1日）正式生效。此外，預期香港特區政府亦將會推出補貼計劃，於轉制日後25年期間內，協助僱主支付其應付的長服金，每名僱員每年以若干金額為限。

根據修訂條例，於轉制日後，本集團之強積金供款加上／減去任何正值／負值回報可繼續用以抵銷轉制日前的長服金義務，但不合資格抵銷轉制日後的長服金義務。另外，轉制日前的長服金義務將獲得豁免，並會以在緊接轉制日前最後一個月的工資及截至該日止的服務年資計算。修訂條例已對本集團有關參與強積金計劃之僱員之長服金負債造成影響，誠如附註2(b)及4(f)所披露，本集團已就抵銷制及其廢除進行會計處理。長服金義務已扣除僱員視作供款所產生的負的服務成本及利息收入，因為預期僱主的強積金供款將作為僱員對長服金福利的視作供款而予以抵銷。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

The Employment & Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 was gazette on 17 June 2022, which abolishes the Offsetting Arrangement. The Amendment will come into effect prospectively from a date to be determined by the Hong Kong SAR Government, which is expected to be in 2025 (the "Transition Date"). Under the amended Ordinance, the Eligible Offset Amount after the Transition Date can only be applied to offset the pre-Transition Date LSP obligation but no longer eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligations before the Transition Date will be grandfathered and calculated based on the Last monthly wages immediately preceding the Transition Date.

As disclosed in Note 2, the Group has changed its accounting policy in connection with LSP obligation to conform with the HKICPA Guidance. As at December 2023, the LSP obligation is HK\$256,000 (2022: HK\$128,000) and presented on a net basis.

Movements in present value of the unfunded long service payment obligations are as follows:

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
At beginning of the year	年初	128	133
Expenses recognised in profit or loss:	於損益確認之開支：		
Current service cost	即期服務成本	8	4
Interest cost	利息成本	98	-
Past service cost	過往服務成本	3	1
		237	138
Benefit payments from employer	僱主支付之福利	(91)	-
		146	138
Remeasurements recognised in other comprehensive income:	於其他全面收益確認之重新計量：		
Actuarial loss arising from changes in demographic assumptions	人口統計假設變動產生之精算虧損	-	3
Actuarial gains arising from changes in financial assumptions	財務假設變動產生之精算收益	(26)	(13)
Actuarial loss arising from changes in experience adjustments	經驗調整變動產生之精算虧損	136	-
At the end of the year	年末	256	128

The average duration of the benefit obligation at 31 December 2023 is 2.34 years (2022:1.56 years).

2022年僱傭及退休計劃法例(抵銷安排)(修訂)條例已於2022年6月17日刊憲，該條例廢除對沖安排。該修正案將從香港特區政府確定的日期開始生效，預計將在2025年(「轉制日」)生效。根據經修訂條例，轉制日後的合資格抵銷額只能用於對沖轉制日前的長服金，而不再具有資格對沖轉制日後的長服金。此外，交易日之前的長服金義務將不受限制，並按交易日之前的最後一個月工資計算。

誠如附註2所披露，本集團已更改其與長服金義務有關的會計政策，以符合香港會計師公會指引。於2023年12月，長期服務金義務為港幣256,000元(2022年：港幣128,000元)，按淨額基準呈列。

未支付長期服務金義務之現值變動如下：

於2023年12月31日，福利義務的平均年期為2.34年(2022年：1.56年)。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

26. DEFERRED TAXATION

Deferred taxation is calculated in full on temporary differences under the liability method using tax rates substantively enacted as at the date of statement of financial position. The movement on the net deferred tax (assets)/liabilities account is as follows:

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Beginning of the year	年初	(182)	(139)
Deferred taxation recognised in profit or loss (Note 14)	於損益確認之遞延稅項 (附註14)	(38)	(43)
End of the year	年末	(220)	(182)

The movement on the deferred tax assets and liabilities (prior to offsetting of balances within the same taxation jurisdiction) during the year is as follows:

		Deferred tax liabilities 遞延稅項負債 Accelerated tax depreciation 加速稅項折舊 HK\$'000 港幣千元	Deferred tax assets 遞延稅項資產 Accounting tax depreciation 會計稅項折舊 HK\$'000 港幣千元
At 1 January 2022	於2022年1月1日	129	(268)
(Credited)/charged to profit or loss	於損益(計入)/扣除	(71)	28
At 31 December 2022 and 1 January 2023	於2022年12月31日及 2023年1月1日	58	(240)
(Credited)/charged to profit or loss	於損益(計入)/扣除	(50)	12
At 31 December 2023	於2023年12月31日	8	(228)

No deferred tax assets are recognised for tax losses carried forward. The Group has unrecognised tax losses of approximately HK\$192,654,000 (2022: HK\$177,139,000) to carry forward against future taxable income. The remaining tax loss do not have expiry dates.

26. 遞延稅項

遞延稅項採用於財務狀況表之日期實質頒佈之稅率按負債法就暫時差額悉數計算。遞延稅項(資產)/負債賬目淨額之變動如下：

遞延稅項資產及負債(於相同徵稅司法權區抵銷結餘前)於本年度之變動如下：

概無就結轉的稅項虧損確認遞延稅項資產。本集團之未確認稅項虧損，為數約港幣192,654,000元(2022年：港幣177,139,000元)，可結轉以抵銷未來之應課稅收入。餘下稅項虧損並無屆滿日期。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when the deferred taxes relate to the same fiscal authority. The following amounts, determined after appropriate offsetting, are shown in the consolidated statement of financial position.

當有法定可執行權利可將當期稅項資產與當期稅項負債抵銷，而遞延稅項涉及同一財政機關，則可將遞延稅項資產與遞延稅項負債互相抵銷。在計入適當抵銷後，下列金額在綜合財務狀況表內列賬。

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Deferred tax assets	遞延稅項資產	(228)	(240)
Deferred tax liabilities	遞延稅項負債	8	58
		(220)	(182)

27. SHARE CAPITAL

27. 股本

		Number of shares 股份數目 '000 千股	Amount 金額 HK\$'000 港幣千元
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	於 2022 年 1 月 1 日、2022 年 12 月 31 日、2023 年 1 月 1 日及 2023 年 12 月 31 日		
Authorised:	法定：		
— Ordinary shares of HK\$0.1 each	— 每股普通股港幣 0.1 元	9,000,000	900,000
— Convertible preference shares (“CPSs”) of HK\$0.1 each (Note)	— 每股可轉換優先股 (「可轉換優先股」) 港幣 0.1 元 (附註)	1,000,000	100,000
		10,000,000	1,000,000
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	於 2022 年 1 月 1 日、2022 年 12 月 31 日、2023 年 1 月 1 日及 2023 年 12 月 31 日		
Issued and fully paid:	已發行及繳足：		
— Ordinary shares of HK\$0.1 each	— 每股普通股港幣 0.1 元	424,850	42,486
— CPSs of HK\$0.1 each (Note)	— 每股可轉換優先股 港幣 0.1 元 (附註)	80,000	8,000
		504,850	50,486

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

Note: 80,000,000 CPSs of HK\$0.75 each were issued as part of the consideration paid for the acquisition of ISP business in late 2012. The rights, privileges and restrictions of the CPS are set out below:

- (i) Dividend

Holder of each CPS shall have the same entitlement to dividend and other income distribution as the holder of each ordinary share of the Company and shall rank pari passu with ordinary shares of the Company as to dividend payments.
- (ii) Return on capital

On winding up of the Company, the holder of the CPSs shall be entitled to the return of capital on the basis of the issue price of the CPSs and in priority to ordinary shares of the Company.
- (iii) Conversion rights

The CPSs is convertible at the option of the holder at any time after the issue date. Conversion of the CPSs shall be subject to, among others, the minimum public float requirements stipulated under the Listing Rules or as required by the Stock Exchange being satisfied.
- (iv) Conversion price

The conversion price is HK\$0.75, subject to adjustment in accordance with the terms of the CPSs. The adjustment event includes consolidation, sub-division, right issue, issue of the Company's shares for cash and grant of options or warrants to subscribe for new shares of the Company at a discount of more than 20% of the market price.
- (v) Redemption

The Company shall have the sole right to redeem the CPSs at any time after the issue at the issue price of the CPSs, i.e. HK\$0.75 per share.

附註：於2012年底發行80,000,000股每股港幣0.75元的可換股優先股作為購買室內及特殊裝飾業務的代價的一部分。可換股優先股之權利、特權和限制如下：

- (i) 股息

每股可換股優先股之持有人與每股本公司普通股之持有人於股息及其他收入分派方面享有同等權利，且於派息方面與本公司普通股享有同等地位。
- (ii) 資本退還

可換股優先股之持有人有權利於本公司清盤時優先於本公司普通股按可換股優先股之發行價基準獲資本退還。
- (iii) 換股權

持有人可選擇於發行日期後任何時間轉換可換股優先股。轉換可換股優先股須待達到(其中包括)上市規則所規定或聯交所要求之最低公眾持股量後，方可進行。
- (iv) 兌換價

兌換價港幣0.75元，可根據可換股優先股之條款予以調整。該等調整事件包括合併、拆細、供股及發行本公司股份以獲取現金，以及授出購股權或認股權證以按市價逾20%之折讓認購本公司新股份。
- (v) 贖回

本公司擁有獨有權利，可於發行日期後任何時間按發行價(即每股港幣0.75元)贖回可換股優先股。

28. RESERVES

Details of movement in the reserves of the Group are set out on page 85.

The following describes the nature and purpose of each reserve within owners' equity

28. 儲備

本集團儲備的變動詳情載於第85頁。

下文描述擁有人股權內各儲備的性質及目的

Reserve

儲備

Description and purpose

描述及目的

Share premium

Prior to 3 March 2018, the application of the share premium account was governed by s.48B of the Hong Kong Companies Ordinance, Cap. 32. In accordance with the transitional provisions set out in s.37 of Schedule 11 to the Hong Kong Companies Ordinance, Cap. 622 (the Ordinance) any amount standing to the credit of the share premium account at the beginning of 3 March 2018 became part of the Company's share capital. The use of this share premium balance is governed by s.38 of Schedule 11 to the Ordinance. Pursuant to a special resolution passed by the shareholders at the special general meeting of the Company on 7 November 2022, an amount of HK\$185,420,000 standing to the credit of the share premium account of the Company was reduced and the credit arising therefrom be transferred to the contributed surplus account of the Company.

股份溢價

於2018年3月3日前，股份溢價賬之應用受香港公司條例(第32章)第48B條規管。按照香港公司條例(第622章)(該條例)附表11第37條所載之過渡條文，於2018年3月3日開始在股份溢價賬之任何進賬額已成為本公司股本一部分。動用此等股份溢價結餘受該條例附表11第38條規管。根據本公司股東於2022年11月7日的股東特別大會上通過的一項特別決議案，本公司股份溢價賬的進賬額港幣185,420,000元被削減，由此產生的進賬額將轉入本公司的實收盈餘賬戶。

Merger reserve

Amount of proceeds on merger accounting relating to the difference between the cost of investment and the nominal value of the share capital acquired.

合併儲備

與投資成本及已收購股本公平值之間差額有關的合併會計處理產生之所得款項金額。

Exchange reserve

Gains/losses arising on retranslating the net assets of foreign operations into presentation currency.

匯兌儲備

重新換算海外營運資產淨值為呈報貨幣產生的收益／虧損。

Retained earnings/(accumulated losses)

Cumulative net gains and losses recognised in profit or loss.

保留盈利／(累計虧損)

累計收益及虧損淨額於損益確認。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

29. NOTES TO CONSOLIDATED STATEMENT OF CASH FLOWS

(a) Reconciliation of loss before taxation to cash generated from operations:

29. 綜合現金流量表附註

(a) 除稅前虧損與經營業務產生之現金對賬表：

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Loss before taxation	除稅前虧損	(15,447)	(1,536)
Depreciation	折舊	2,661	3,015
(Reversal of impairment)/impairment of account and other receivables	應收賬款之(減值撥回)/減值	(755)	264
Impairment of retention receivables	應收保固金之減值	269	24
Impairment/(reversal of impairment) of contract assets	合約資產之減值/(減值撥回)	144	(324)
Interest income	利息收入	(3,516)	(3,374)
Interest expenses	利息開支	68	87
Fair value change on financial assets at FVTPL	按公平值計入損益之金融資產之公允值變動	4,156	1,018
Dividend income derived from financial assets at FVTPL	按公平值計入損益之金融資產所得之股息收入	(1,511)	(1,335)
Gain on disposal of property, plant and equipment	出售物業、機器及設備之收益	-	(10)
Operating loss before working capital changes	營運資金變動前之經營虧損	(13,931)	(2,171)
Decrease in contract assets	合約資產減少	30,183	24,053
Decrease/(increase) in account and other receivables	應收賬款及其他應收款項減少/(增加)	6,843	(10,260)
Decrease in retention receivables	應收保固金減少	9,177	11,786
(Increase)/decrease in deposits and prepayments	按金及預付款項(增加)/減少	(108)	1,110
Decrease in payables and accruals and long service payment liabilities	應付賬款、應計費用及長期服務金負債減少	(60,164)	(43,841)
Cash used in operations	經營業務耗用之現金	(28,000)	(19,323)

NOTES TO THE FINANCIAL STATEMENTS 財務報表附註

(b) Reconciliation of liabilities arising from financing activities

(b) 融資業務產生之負債對賬表

		Lease liabilities 租賃負債 (Note 24) (附註 24) HK\$'000 港幣千元
At 1 January 2022	於 2022 年 1 月 1 日	2,755
Lease payments	租賃付款	(2,443)
Total changes from financing cash flow	融資現金流量之變動總額	(2,443)
New lease entered during the year	年內新訂立租賃	1,614
Foreign exchange adjustments	外匯調整	(141)
Lease termination	終止租賃	(760)
Interest expenses	利息開支	87
Total other changes	其他變動總額	800
At 31 December 2022 and 1 January 2023	於 2022 年 12 月 31 日及 2023 年 1 月 1 日	1,112
Lease payments	租賃付款	(2,158)
Total changes from financing cash flow	融資現金流量之變動總額	(2,158)
New leases entered during the year	年內新訂立租賃	2,496
Foreign exchange adjustments	外匯調整	(4)
Lease termination	終止租賃	(13)
Interest expenses	利息開支	68
Total other changes	其他變動總額	2,547
At 31 December 2023	於 2023 年 12 月 31 日	1,501

30. LITIGATION

Below are the litigations which have been reviewed and formed opinion by the Directors of the Company.

Reference was made to the interim report of the Company for the six months ended 30 June 2023 (the “2023 Interim Report”) and the announcement of the Company dated 18 January 2021. Falcon Insurance Company (Hong Kong) Limited (“Falcon”) (as the 1st defendant) and ISP Construction (Engineering) Limited (“ISPCE”), an indirect wholly-owned subsidiary of the Company (as the 2nd defendant) (collectively, the “Defendants”) received a writ of summons under action number HCCT 6 of 2021 issued from the Court of First Instance of the High Court of Hong Kong (the “High Court”) by the solicitors acting for the employer of the factory development of Yuen Long (the “Project”) as a plaintiff (the “Plaintiff”), against the Defendants for the sum of approximately HK\$54.40 million regarding the Defendants’ alleged breaches of the surety bond (“the Surety Bond”) executed by the Defendants to guarantee due performance and observance by ISPCE for construction of works for the Project. A permanent stay of proceedings in favour of arbitration had been granted to ISPCE by the Court on 21 September 2021.

Reference was made to the 2023 Interim Report and the announcements of the Company dated 1 March 2022 and 27 April 2023. The Company (as the 1st defendant) and ISPCE (as the 2nd defendant) received a writ of summons on 25 February 2022 under the action number HCA 245 of 2022 (the “Writ of Summons”) issued from the High Court by the solicitors acting for Falcon as a plaintiff, against the Company and ISPCE for the deposit of a sum of HK\$58.88 million to Falcon until such time as the Falcon’s liability under the surety bond is released and/or other relief and cost on an indemnity basis regarding the Surety Bond. The Writ of Summons was related to another writ of summons, which was mentioned above and reference was made to the announcement dated 18 January 2021, under the High Court action number HCCT 6 of 2021, in which the Plaintiff under HCCT 6 of 2021 brought claims against Falcon (1st defendant under HCCT 6 of 2021) and ISPCE (2nd defendant under

30. 訴訟

下文為經本公司董事審閱及提出意見之訴訟。

茲提述本公司截至2023年6月30日止六個月之中期報告（「2023年中期報告」）以及本公司日期為2021年1月18日的公告。富勤保險（香港）有限公司（「富勤」）（作為第一被告人）及昇柏營造廠（工程）有限公司（「昇柏營造廠」，本公司之間接全資附屬公司）（作為第二被告人）（統稱「該等被告人」）收到元朗廠房發展（「項目」）之僱主作為原告人（「原告人」）之代表律師在香港高等法院原訟法庭（「高等法院」）所發出針對該等被告人之高院建築及仲裁訴訟2021年第6號下之傳訊令狀，就該等被告人據稱違反了由該等被告人簽署的保證金（「保證金」），其保證昇柏營造廠需妥善履行及遵守有關項目工程之合約，索償約港幣54,400,000元。於2021年9月21日，法院向昇柏營造廠授出批准，准予永久擱置法律程序以作仲裁。

茲提述2023年中期報告及本公司日期為2022年3月1日及2023年4月27日的公告。本公司（作為第一被告人）及昇柏營造廠（作為第二被告人）於2022年2月25日收到富勤（作為原告人）之代表律師在高等法院所發出針對本公司及昇柏營造廠之香港高等法院原訟法庭民事訴訟2022年第245號項下之傳訊令狀（「傳訊令狀」），就保證金要求向富勤存入港幣58,880,000元，直至富勤在保證金下之責任獲解除及／或獲得其他濟助及按彌償基準計算的訟費。傳訊令狀與上述另一份傳訊令狀有關，茲提述日期為2021年1月18日之公告，根據高院訴訟編號高院建築及仲裁訴訟2021年第6號，原告人（根據高院建築及仲裁訴訟2021年第6號）向富勤（作為高院建

HCCT 6 of 2021) for, among other things, alleged breaches of the Surety Bond. The judgement was handed down by the Court (the “Judgement”) in respect of the Writ of Summons on 21 April 2023. The Court granted summary judgement in favour of Falcon for the Company and ISPCE to deposit a sum of HK\$58.88 million (“Deposit”) within 7 days into a separate interest bearing account in Falcon’s name with a licensed bank in Hong Kong as designated by Falcon, which Deposit shall be kept in the account until such time as Falcon’s liability under the Surety Bond is released or until further order. Within 7 days of Falcon being released from the Surety Bond, Falcon shall repay to the Company and ISPCE the balance after deduction of (1) all sums paid under the Surety Bond and (2) all sums including costs due to Falcon under the court proceedings or pursuant to the indemnity agreements executed by the Company and ISPCE. As to costs, the court has made a cost order that the Company and ISPCE pay Falcon’s costs on an indemnity basis. The Board considers following the Judgement is in the interest of the Company and its shareholders as a whole and it would not incur any liabilities in addition to those under HCCT 6 of 2021. Also, the paying of the Deposit pursuant to the Judgement will have no material impact on the Group’s liquidity position and operation.

Reference was made to the 2023 Interim Report. The Company (as the 1st defendant) and ISP Curtain Wall and Aluminum Products Limited (as the 2nd defendant) (“ISPCW”), an indirect wholly-owned subsidiary of the Company, received a writ of summons on 28 April 2022 under the action number HCA 472 of 2022 issued from the High Court by the solicitors acting for Falcon (as a plaintiff), against the Company and ISPCW for the deposit of a sum of HK\$3.74 million to Falcon until such time as Falcon’s liability under the surety bond is released and/or other relief and cost on an indemnity basis regarding the surety bond. During Reporting Year, both Falcon, the Company, and ISPCW jointly applied by the way of filing consent summons and the order was made subsequently on 18 July 2023. It was ordered that the High Court to vacate the hearing in September 2023 and the Company and ISPCW to deposit a sum of HK\$3.74 million

築及仲裁訴訟2021年第6號的第一被告人)及昇柏營造廠(作為高院建築及仲裁訴訟2021年第6號的第二被告人)就(其中包括)指稱違反履約保證金提出申索。法院於2023年4月21日就傳訊令狀作出判決(「該判決」)。法院批准富勤之簡易判決申請,要求該等本公司及昇柏營造廠須於7日內將港幣58,880,000元的款項(「存款」)存入香港持牌銀行中富勤指定的富勤名義下獨立計息賬戶,存款應存於賬戶內,直至富勤於履約保證金下的責任獲解除之時或直至進一步頒令為止。在富勤自保證金獲解除後7日內,富勤應向該等本公司及昇柏營造廠償還經扣除(1)履約保證金下支付的所有款項;及(2)包含根據法院程序或根據該等本公司及昇柏營造廠簽立的彌償協議應付予富勤的費用在內的所有款項後的結餘。就費用而言,法院已作出暫准訟費命令,要求該等本公司及昇柏營造廠按彌償基準支付富勤的費用。董事會認為該判決符合本公司及其股東之整體利益,且不會在高院建築及仲裁訴訟2021年第6號的責任以外產生任何責任。另外,根據判決支付存款將不會對本集團之流動資金狀況及營運造成重大影響。

茲提述2023年中期報告,本公司(作為第一被告人)及昇柏幕牆及鋁質製品有限公司(作為第二被告人)(「昇柏幕牆」)(本公司的間接全資附屬公司)收到富勤(作為原告人)之代表律師在高等法院所發出針對本公司及昇柏幕牆之香港高等法院原訟法庭民事訴訟2022年第472號下之傳訊令狀,要求就保證金向富勤存入港幣3,740,000元,直至富勤在保證金下之責任獲解除為止及/或獲得其他濟助及按彌償基準計算的訟費。於報告年度,富勤、本公司及昇柏幕牆以遞交同意傳訊令狀方式共同提出申請,而相關命令亦於其後在2023年7月18日頒下,命令高等法院撤銷2023年9月之聆訊,以及本公司及昇柏幕牆在命令作出後7日內將港幣3,740,000元的款項存入

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within 7 days of the order made into a separate interest bearing account in Falcon's name with a licensed bank in Hong Kong as designated by Falcon, which deposit of HK\$3.74 million shall be kept in the account until such time as Falcon's liability under the surety bond is released. Within 7 days of Falcon being released from the surety bond, Falcon shall repay to the Company and ISPCW the balance after deduction of (1) all sums paid under the surety bond and (2) all sums including costs due to Falcon under the court proceedings or pursuant to the indemnity agreements executed by the Company and ISPCW. As to costs, the court has made a cost order that the Company and ISPCW pay Falcon's costs on an indemnity basis. The Board considers following the order was in the interest of the Company and its shareholders as a whole. On the other hand, the paying of the deposit of HK\$3.74 million pursuant to the order will have no material impact on the Group's liquidity position and operation.

Reference was made to the 2023 Interim Report and the announcement of the Company dated 20 December 2022, a writ of summons was filed on 20 December 2022 under the High Court action number HCCT 116 of 2022 at the High Court by ISPCE, against ATAL Engineering Limited, the defendant ("ATAL"), for payment of an outstanding amount of approximately HK\$98.5 million representing, inter alia, additional works performed, and additional costs incurred, by ISPCE. On or about 21 June 2017, ISPCE was awarded a domestic builder's work subcontract (the "Subcontract") in relation to the main contract of electrical and mechanical works for automation of arrivals bags delivery at a site situated at the Hong Kong International Airport in the contract sum of approximately HK\$166.6 million, in which the main contractor was and is ATAL. ISPCE subsequently carried out the works under the Subcontract until 4 April 2022. The first Case Management Conference was held during the Reporting Year to set the timetable for subsequent stages for the trial.

As at the date of issue of these consolidated financial statements, all legal cases are still ongoing. In the opinion of the Directors of the Company, it is premature to predict the outcome of those proceedings. There is no provision recognised or contingent assets or contingent liabilities disclosed as at 31 December 2023 as the directors of the Company consider the possibility of an outflow of resources embodying economic benefit is remote.

香港持牌銀行中富勤指定的富勤名義下獨立計息賬戶，該港幣3,740,000元的存款應存於賬戶內，直至富勤於履約保證金下的責任獲解除之時或直至進一步頒令為止。在富勤自履約保證金獲解除後7日內，富勤應向該等被告人償還經扣除(1)履約保證金下支付的所有款項；及(2)包含根據法院程序或根據該等被告人簽立的彌償協議應付予富勤的費用在內的所有款項後的結餘。就費用而言，法院已作出暫准訟費命令，要求本公司及昇柏幕牆按彌償基準支付富勤的費用。董事會認為遵從命令符合本公司及其股東之整體利益。另一方面，根據命令支付存款港幣3,740,000元將不會對本集團之流動資金狀況及營運造成重大影響。

茲提述2023年中期報告及本公司日期為2022年12月20日的公告，昇柏營造廠於2022年12月20日在高等法院向被告安樂工程有限公司（「安樂工程」）發出高院建築及仲裁訴訟2022年第116號的傳訊令狀，要求支付由昇柏營造廠所進行額外工程及所產生額外支出的欠款約港幣98,500,000元。於2017年6月21日或前後，昇柏營造廠獲得一份位於香港國際機場抵港行李輸送帶自動化機電工程總合約的相關本地建築商工程分包合約（「分包合約」），合約金額約為港幣166,600,000元，其總承建商過去和現在都是安樂工程。昇柏營造廠其後根據分包合約進行工程，直至2022年4月4日。首個案件管理會議已於報告年度舉行，以編定其後審判階層之時間表。

於此等綜合財務報表之刊發日期，所有法律案件仍在進行中。本公司董事認為，現在預測該等程序之結果為時尚早。由於本公司董事認為體現經濟利益的資源流出的可能性極微，故於2023年12月31日並無確認撥備或披露或然資產或者或然負債。

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31. RELATED PARTY TRANSACTIONS

(a) Key management personnel compensation

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,798	4,327
Pension — defined contribution scheme	退休金 — 界定供款計劃	121	133
		3,919	4,460

(b) Significant related party transactions

Summary of the significant related party transactions carried out by the Group during the year are follows:

		Notes 附註	2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Service charges paid to	向下列公司支付服務費			
— Company with common controlling shareholder	— 共同控股股東之公司	(i)	(9)	-
— Company controlled by a director	— 由一名董事控制之公司	(ii)	(261)	(237)
Contracting work's income from	來自下列公司之合約工程收入			
— Company with common controlling shareholder	— 共同控股股東之公司	(iii)	1,928	4,304

Notes:

- (i) Transaction fees paid in respect of supporting services were mutually agreed by both parties.
- (ii) Service charges paid in respect of typesetting, translation and printing services were mutually agreed by both parties.
- (iii) Contracting work's earned from construction and fitting-out projects, were mutually agreed by both parties.

附註：

- (i) 就支援服務支付的交易費用乃按雙方協定而收取。
- (ii) 就排版、翻譯及印刷服務支付的服務開支金額乃由雙方互相協定。
- (iii) 就建築及裝修項目賺取之合約工程費乃按雙方協定而收取。

31. 關連人士交易

(a) 主要管理人員薪酬

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Salaries, allowances and benefits in kind	薪金、津貼及實物利益	3,798	4,327
Pension — defined contribution scheme	退休金 — 界定供款計劃	121	133
		3,919	4,460

(b) 重大關連人士交易

於本年內本集團進行之重大關連人士交易概要如下：

		Notes 附註	2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Service charges paid to	向下列公司支付服務費			
— Company with common controlling shareholder	— 共同控股股東之公司	(i)	(9)	-
— Company controlled by a director	— 由一名董事控制之公司	(ii)	(261)	(237)
Contracting work's income from	來自下列公司之合約工程收入			
— Company with common controlling shareholder	— 共同控股股東之公司	(iii)	1,928	4,304

Notes:

- (i) Transaction fees paid in respect of supporting services were mutually agreed by both parties.
- (ii) Service charges paid in respect of typesetting, translation and printing services were mutually agreed by both parties.
- (iii) Contracting work's earned from construction and fitting-out projects, were mutually agreed by both parties.

附註：

- (i) 就支援服務支付的交易費用乃按雙方協定而收取。
- (ii) 就排版、翻譯及印刷服務支付的服務開支金額乃由雙方互相協定。
- (iii) 就建築及裝修項目賺取之合約工程費乃按雙方協定而收取。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

32. STATEMENT OF FINANCIAL POSITION AND CHANGE IN EQUITY OF THE COMPANY

Statement of Financial Position of the Company

As at 31 December 2023

32. 本公司財務狀況表及權益變動表

本公司財務狀況表

於 2023 年 12 月 31 日

		2023 HK\$'000 港幣千元	2022 HK\$'000 港幣千元
Non-current assets	非流動資產		
Deferred tax assets	遞延稅項資產	1	1
Investment in subsidiaries	於附屬公司之投資	89,203	89,203
Loan to a subsidiary	貸款予一間附屬公司	111,115	-
Total non-current assets	非流動資產總額	200,319	89,204
Current assets	流動資產		
Other receivables	其他應收款項	36,700	36,148
Deposits and prepayments	按金及預付款項	432	261
Financial assets at FVTPL	按公平值計入損益之金融資產	24,497	28,653
Restricted cash deposits	受限制現金存款	62,620	-
Cash and cash equivalents	現金及現金等值	39,146	130,708
Total current assets	流動資產總額	163,395	195,770
Current liabilities	流動負債		
Payables and accruals	應付賬款及應計費用	5,559	3,063
Amount due to subsidiaries	應付附屬公司款項	152,509	82,938
Total current liabilities	流動負債總額	158,068	86,001
Net current assets	流動資產淨值	5,327	109,769
Total assets less current liabilities	資產總額減流動負債	205,646	198,973
Non-current liabilities	非流動負債		
Amount due to a subsidiary	應付一間附屬公司款項	29,326	-
Total non-current liabilities	非流動負債總額	29,326	-
Net assets	資產淨值	176,320	198,973
Equity	權益		
Share capital	股本	50,486	50,486
Reserves	儲備	125,834	148,487
Total equity	權益總額	176,320	198,973

The statement of financial position of the Company was approved by the Board of Directors on 27 March 2024 and was signed on its behalf.

本公司財務狀況表經董事會於2024年3月27日批准，並由以下人士代表簽署。

Kingston Chu Chun Ho
朱俊浩
Chairman
主席

Lam Chun Kit
林俊傑
Non-executive Director
非執行董事

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

Change in equity of the Company

本公司權益變動表

		Share capital	Share premium	Contributed surplus	Accumulated Losses (Retained earnings)	Total equity
		股本	股份溢價	繳入盈餘	(保留盈利)	權益總額
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
At 1 January 2022	於 2022年1月1日	50,486	185,420	82,601	(153,530)	164,977
Profit for the year	年內溢利	-	-	-	432,828	432,828
Special dividends	特別股息	-	-	-	(398,832)	(398,832)
Share premium reduction	股份溢價削減	-	(185,420)	-	185,420	-
At 31 December 2022	於 2022年12月31日	50,486	-	82,601	65,886	198,973
Loss for the year	年內虧損	-	-	-	(22,653)	(22,653)
At 31 December 2023	於 2023年12月31日	50,486	-	82,601	43,233	176,320

33. HOLDING COMPANY

The Directors regarded Champ Key Holding Limited, a company incorporated in British Virgin Islands, as its ultimate holding company.

33. 控股公司

董事視 Champ Key Holdings Limited (於英屬處女群島註冊成立的公司) 為其最終控股公司。

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

34. PRINCIPAL SUBSIDIARIES

34. 主要全資附屬公司

Name 名稱	Place of incorporation and operation 註冊成立及經營地點	Principal activities 主要業務	Issued and paid up/ registered capital 已發行及繳足/ 註冊股本	Effective percentage of interest held 實際持有的權益比例	
				2023	2022
Interest held directly: 直接持有權益：					
ISP Holdings (BVI) Limited ¹	British Virgin Islands 英屬處女群島	Investment holding 投資控股	100,000 ordinary shares of HK\$0.1 each 100,000股每股面值 港幣0.1元之普通股	100%	100%
Driven Power Management Limited ¹	British Virgin Islands 英屬處女群島	Investment holding 投資控股	100 ordinary shares of US\$1 each 100股每股面值1美元之 普通股	100%	100%
Interest held indirectly: 間接持有權益：					
ISP Interiors Limited	Hong Kong	Provision of fitting-out, renovation and addition and alteration works	5,000,000 ordinary shares of HK\$1 each	100%	100%
昇柏室內裝飾有限公司	香港	提供室內裝修、翻新與加建及 改建工程	5,000,000股每股面值 港幣1元之普通股		
ISP Construction (Engineering) Limited	Hong Kong	Provision of demolition work, addition and alteration works and special construction projects	22,000,000 ordinary shares of HK\$1 each	100%	100%
昇柏營造廠(工程)有限公司	香港	提供拆建工程與加建及改建工程 及特殊建造項目	22,000,000股每股面值 港幣1元之普通股		
ISP Curtain Wall and Aluminium Products Limited	Hong Kong	Provision of curtain walling, cladding & related products	100,000 ordinary shares of HK\$1 each	100%	100%
昇柏幕牆及鋁質製品 有限公司	香港	提供幕牆、圍蔽及相關產品	100,000股每股面值 港幣1元之普通股		

NOTES TO THE FINANCIAL STATEMENTS

財務報表附註

Name 名稱	Place of incorporation and operation 註冊成立及經營地點	Principal activities 主要業務	Issued and paid up/ registered capital 已發行及繳足/ 註冊股本	Effective percentage of interest held 實際持有的權益比例	
				2023	2022
ISP Sourcing Services Limited 昇柏採購服務有限公司	Hong Kong 香港	Provision of procurement and supply chain services and trading business 提供採購及供應鏈服務及貿易業務	2 ordinary shares of HK\$1 each 2股每股面值港幣1元之普通股	100%	100%
昇光管理服務(上海)有限公司	PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Provision of property management, repair and maintenance of sophisticated equipment and indoor cleaning services, and property management consultancy services 提供物業管理、維修及維護精密設備及室內清潔服務，以及物業管理諮詢服務	RMB31,000,000 人民幣31,000,000元	100%	100%
昇光商業管理服務(北京)有限公司	PRC (wholly owned foreign enterprise) 中國(外商獨資企業)	Provision of property and facility management services, property agent and property consultancy services 提供物業及設施管理服務、物業代理及物業諮詢服務	RMB32,000,000 人民幣32,000,000元	100%	100%

¹ This is an investment holding company with no specific place of operation.

¹ 該公司為一間投資控股公司，並無具體經營地點。

35. MAJOR NON-CASH TRANSACTION

During the Reporting Year, the Group entered into new lease agreements in respect of certain leased properties. Right-of-use assets and lease liabilities of HK\$2,496,000 (2022: HK\$1,614,000) were recognised at the commencement date of the leases.

35. 主要非現金交易

於報告年度，本集團就若干出租物業訂立新租賃合約。使用權資產及租賃負債港幣2,496,000元（2022年：港幣1,614,000元）於該等租賃開始日期予以確認。

FIVE-YEAR FINANCIAL SUMMARY

五年財務摘要

		Five-Year Financial Summary 五年財務摘要				
		2023	2022	2021	2020	2019
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		港幣千元	港幣千元	港幣千元	港幣千元	港幣千元
Operating Results	經營業績					
Continuing Operations	持續經營業務					
Revenue	收益	154,715	224,923	430,651	385,597	852,945
(Loss)/Profit before taxation	除稅前(虧損)/溢利	(15,447)	(1,536)	(14,107)	(92,789)	8,315
Taxation	稅項	203	(164)	(1,339)	(6,482)	(760)
(Loss)/Profit for the year for Continuing Operations	年內來自持續經營業務的(虧損)/溢利	(15,244)	(1,700)	(15,446)	(99,271)	7,555
Discontinued Operations	已終止業務					
Profit for the year for Discontinued Operations	年內來自已終止業務溢利	-	438,440	35,058	113,484	30,027
(Loss)/Profit attributable to equity holders of the Company	本公司股權持有人應佔(虧損)/溢利	(15,244)	436,740	19,612	14,213	37,582
(Loss)/Profit attributable to equity holders of the Company	本公司股權持有人應佔(虧損)/溢利					
— Continuing Operations	— 持續經營業務	(15,244)	(1,700)	(15,446)	(99,271)	7,555
— Discontinued Operations	— 已終止業務	-	438,440	35,058	113,484	30,027
		(15,244)	436,740	19,612	14,213	37,582
Assets and Liabilities	資產及負債					
Total assets	資產總額	348,600	424,314	521,963	628,198	836,365
Total liabilities	負債總額	164,172	224,116	356,986	482,716	705,705
Equity attributable to equity holders of the Company	本公司股權持有人應佔權益	184,428	200,198	164,977	145,482	130,660

MAJOR PROJECTS IN-PROGRESS – INTERIORS AND SPECIAL PROJECTS

現時進行之主要工程項目 — 室內裝飾及特殊項目

Description 詳情	Commencement Date 開工日期	Anticipated Completion Date 預期竣工日期	Client 客戶
Residential Development Project at Peak Road 山頂道擬住宅項目工程	December 2021 2021年12月	July 2024 2024年7月	Authentic Diamond Limited
Superstructure Work for Proposed Redevelopment at Bisney Road, Pofulam 薄扶林碧荔道擬議重建項目的上蓋工程	February 2022 2022年2月	June 2024 2024年6月	Dragon Court Limited
Alteration and Addition Works at Middle Gap Road, Wanchai 灣仔中峽道擬改建及加建工程	July 2022 2022年7月	December 2024 2024年12月	Highclere Manor Limited
Residential Redevelopment Development Project at Headland Road, Repulse Bay 淺水灣赫蘭道擬住宅重建項目工程	February 2023 2023年2月	May 2024 2024年5月	Supreme Marvels Company Limited

CORPORATE INFORMATION

公司資料

Board of Directors 董事會

Kingston Chu Chun Ho (*Chairman*)
朱俊浩 (主席)
Lam Chun Kit[#]
林俊傑[#]
Lau Man Tak^{*}
劉文德^{*}
Eric Lee Hon Man^{*}
李翰文^{*}
To Chun Wai^{*}
杜振偉^{*}

^{*} Independent Non-executive Director
^{*} 獨立非執行董事
[#] Non-executive Director
[#] 非執行董事

Audit Committee 審核委員會

Lau Man Tak (*Chairman*)
劉文德 (主席)
Eric Lee Hon Man
李翰文
To Chun Wai
杜振偉

Nomination Committee 提名委員會

Eric Lee Hon Man (*Chairman*)
李翰文 (主席)
Kingston Chu Chun Ho
朱俊浩
Lau Man Tak
劉文德
To Chun Wai
杜振偉

Remuneration Committee 薪酬委員會

To Chun Wai (*Chairman*)
杜振偉 (主席)
Kingston Chu Chun Ho
朱俊浩
Lau Man Tak
劉文德
Eric Lee Hon Man
李翰文

Investment Committee 投資委員會

Kingston Chu Chun Ho (*Chairman*)
朱俊浩 (主席)
Lam Chun Kit
林俊傑
Lau Man Tak
劉文德

Executive Committee 執行委員會

Kingston Chu Chun Ho
朱俊浩
Gary Tse Chi Chiu
謝志超

Company Secretary 公司秘書

Eric Chan Kwong Leung
陳鄭良

Auditor 核數師

BDO Limited
香港立信德豪會計師事務所有限公司

Principal Bankers 主要往來銀行

The Hongkong and Shanghai
Banking Corporation Limited
香港上海滙豐銀行有限公司
Chong Hing Bank Limited
創興銀行有限公司
O-Bank Co., Ltd
王道商業銀行股份有限公司

Registered Office 註冊辦事處

Clarendon House
2 Church Street
Hamilton, HM 11
Bermuda

Principal Place of Business in Hong Kong 香港主要營業地點

3/F, Hay Nien Building,
No. 1 Tai Yip Street,
Kwun Tong, Kowloon, Hong Kong
香港九龍
觀塘大業街1號
禧年大廈三樓

Principal Share Registrar and Transfer Agent 主要股份過戶登記處

MUFG Fund Services (Bermuda) Limited
4th Floor North Cedar House
41 Cedar Avenue
Hamilton HM 12 Bermuda

Hong Kong Branch Share Registrar and Transfer Office 香港股份過戶登記分處

Computershare Hong Kong Investor
Services Limited
Shops 1712-1716
17th Floor, Hopewell Centre
183 Queen's Road East
Wan Chai, Hong Kong
香港中央證券登記有限公司
香港灣仔皇后大道東183號
合和中心17樓1712-1716號舖

Stock Code 股份代號

02340

Board Lot 每手買賣單位

4,000 shares
4,000股

Website 網站

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E-mail Address 電郵地址

investor@isp-hk.com.hk

Financial Calendar

Announcement of interim results 23 August 2023
Announcement of annual results 27 March 2024
Annual General Meeting for 2024 31 May 2024

財務日誌

公佈中期業績 2023年8月23日
公佈全年業績 2024年3月27日
2024年股東周年大會 2024年5月31日

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