

Trio Industrial Electronics Group Limited 致豐工業電子集團有限公司

(Incorporated in Hong Kong with limited liability) (於香港註冊成立的有限公司)

Stock Code 股份代號 : 1710

2023

Annual Report

年度報告



CONTENTS 目錄

Vision and Mission 目標及使命	2
About the Group 關於本集團	3
Corporate Information 公司資料	4
Information for our Investors 投資者參考資料	6
Financial Highlights 財務摘要	7
Chairman's Statement 主席報告	10
Biographical Details of Directors and Senior Management 董事及高級管理層履歷	13
Management Discussion and Analysis 管理層討論及分析	21
Corporate Governance Report 企業管治報告	48
Report of the Directors 董事會報告	75
Independent Auditor's Report 獨立核數師報告	95
Consolidated Statement of Comprehensive Income 綜合全面收益表	103
Consolidated Statement of Financial Position 綜合財務狀況表	104
Consolidated Statement of Changes in Equity 綜合權益變動表	105
Consolidated Statement of Cash Flows 綜合現金流量表	106
Notes to the Consolidated Financial Statements 綜合財務報表附註	107
Five Years Financial Summary 五年財務概要	180

POWERING THE *e*WORLD

注動力 建未來



VISION
目標

1

To be a manufacturer of world-class standard in power electronics
世界級水準的工業電子產品生產商

2

To capture global demand in innovative products in the new smart economy
捕捉智慧經濟下對創新產品的需求

3

To be socially and environmentally responsible to all stakeholders
在社會及環境方面向持份者負責



MISSION
使命

P

Passion to improve & innovate
以熱誠去改良及創新

O

Obligation to stakeholders
盡義務面對持份者

W

World class standards & quality
世界級的品質及水準

E

Excellence in operations
卓越的營運

R

Responsibility to develop our people
負責任培育人才

ABOUT THE GROUP 關於本集團

Founded in 1983, Trio Industrial Electronics Group Limited (the “**Company**”) and its subsidiaries (collectively, the “**Group**”) is an electronics manufacturing services (“**EMS**”) provider specialising in the manufacturing and sales of customised industrial electronic components and products, with offices in Hong Kong, Republic of Ireland (“**Ireland**”) and Thailand, and production facilities in the People’s Republic of China (the “**PRC**”), Ireland and Thailand. The Group’s principal subsidiary, Trio Engineering Company Limited (“**Trio Engineering**”), is the first industrial electronics provider in Hong Kong to have obtained Industry 4.0 level 1i certification.

“Powering the eWorld” is the Group’s corporate vision. We provide customised engineering and contract manufacturing services for a broad range of industries. For highly complex requirements, we offer advanced solutions and provide new products that meet diversified business needs. Our product lines include: (i) electro-mechanical products; (ii) switch-mode power supplies; (iii) smart chargers; and (iv) smart vending systems. Our products are widely applied in various industrial and commercial areas, such as renewable energy facilities, telecommunication equipment, commercial freight equipment, medical and healthcare devices, leisure and entertainment products, security and access systems, etc.

於一九八三年創立，致豐工業電子集團有限公司（「本公司」）及其附屬公司（統稱「本集團」）為專門製造及銷售定製工業電子零件及產品的電子製造服務（「電子製造服務」）供應商，辦事處位於香港、愛爾蘭共和國（「愛爾蘭」）及泰國，而生產設施設於中華人民共和國（「中國」）、愛爾蘭及泰國。本集團的主要附屬公司致豐工程有限公司（「致豐工程」）為香港首間取得工業4.0 1i級證書的工業電子供應商。

「注動力、建未來」為本集團的企業目標。我們為各行各業提供定製工程及合約製造服務。為應對高度複雜的要求，我們提供先進的解決方案，並提供符合多元化業務需求的新產品。我們的產品線包括：(i)機電產品；(ii)開關電源；(iii)智能充電器；及(iv)智能售賣系統。我們的產品廣泛應用於不同工業及商業範疇上，如可再生能源設施、電訊設備、商業貨運設備、醫療及保健器材、休閒及娛樂產品、保安及門禁系統等。

CORPORATE INFORMATION

公司資料

EXECUTIVE DIRECTORS

Mr. Wong Sze Chai (Chairman)
Mr. Tai Leung Lam
Mr. Joseph Mac Carthy
Mr. Lo Ka Kei Jun
Mr. Lai Yiu Wah (resigned on 31 January 2023)

NON-EXECUTIVE DIRECTOR

Mr. Kwan Tak Sum Stanley

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fung Chun Chung
Mr. Hau Siu Laam
Ms. Law Ying Wai Denise

CHIEF EXECUTIVE OFFICER

Mr. Kwan Chan Kwong

AUDIT COMMITTEE

Ms. Law Ying Wai Denise (Chairperson)
Mr. Fung Chun Chung
Mr. Hau Siu Laam

REMUNERATION COMMITTEE

Mr. Hau Siu Laam (Chairman)
Mr. Fung Chun Chung
Ms. Law Ying Wai Denise
Mr. Kwan Tak Sum Stanley
Mr. Wong Sze Chai (appointed on 31 January 2023)
Mr. Lai Yiu Wah (resigned on 31 January 2023)

執行董事

黃思齊先生(主席)
戴良林先生
Joseph Mac Carthy先生
羅嘉祺先生
黎耀華先生(於二零二三年一月三十一日辭任)

非執行董事

關德深先生

獨立非執行董事

馮鎮中先生
侯肇嵐先生
羅瑩慧女士

行政總裁

關燦光先生

審核委員會

羅瑩慧女士(主席)
馮鎮中先生
侯肇嵐先生

薪酬委員會

侯肇嵐先生(主席)
馮鎮中先生
羅瑩慧女士
關德深先生
黃思齊先生(於二零二三年一月三十一日
獲委任)
黎耀華先生(於二零二三年一月三十一日辭任)

CORPORATE INFORMATION
公司資料

NOMINATION COMMITTEE

Mr. Fung Chun Chung (Chairman)
Mr. Hau Siu Laam
Ms. Law Ying Wai Denise
Mr. Tai Leung Lam
Mr. Wong Sze Chai (appointed on 31 January 2023)
Mr. Lai Yiu Wah (resigned on 31 January 2023)

RISK MANAGEMENT COMMITTEE

Mr. Wong Sze Chai (Chairman)
(appointed on 31 January 2023)
Mr. Fung Chun Chung
Ms. Law Ying Wai Denise
Mr. Lai Yiu Wah (resigned on 31 January 2023)

COMPANY SECRETARY

Mr. Cheung Yu Man

AUTHORISED REPRESENTATIVES

Mr. Wong Sze Chai (appointed on 31 January 2023)
Mr. Tai Leung Lam
Mr. Lai Yiu Wah (resigned on 31 January 2023)

AUDITOR

PricewaterhouseCoopers
Certified Public Accountants
Registered Public Interest Entity Auditor
22nd Floor Prince's Building
Central, Hong Kong

PRINCIPAL BANKERS

DBS Bank (Hong Kong) Limited
Hongkong and Shanghai Banking Corporation Limited
Standard Chartered Bank (Hong Kong) Limited

LEGAL ADVISOR

Howse Williams

提名委員會

馮鎮中先生(主席)
侯肇嵐先生
羅瑩慧女士
戴良林先生
黃思齊先生(於二零二三年一月三十一日
獲委任)
黎耀華先生(於二零二三年一月三十一日辭任)

風險管理委員會

黃思齊先生(主席)(於二零二三年一月三十一日
獲委任)
馮鎮中先生
羅瑩慧女士
黎耀華先生(於二零二三年一月三十一日辭任)

公司秘書

張如敏先生

授權代表

黃思齊先生(於二零二三年一月三十一日
獲委任)
戴良林先生
黎耀華先生(於二零二三年一月三十一日辭任)

核數師

羅兵咸永道會計師事務所
執業會計師
註冊公眾利益實體核數師
香港中環
太子大廈22樓

主要往來銀行

星展銀行(香港)有限公司
香港上海滙豐銀行有限公司
渣打銀行(香港)有限公司

法律顧問

何韋律師行

INFORMATION FOR OUR INVESTORS

投資者參考資料

FINANCIAL CALENDAR

Financial year end	31 December 2023
Announcement of annual results	12 April 2024
Annual report and sustainability report available online	30 April 2024
<ul style="list-style-type: none">Company website: http://www.trio-ieg.com ("Investor Relations" section)Hong Kong Stock Exchange website: www.hkexnews.hk	
Annual report dispatch date	30 April 2024
Annual general meeting	28 May 2024

SHARE INFORMATION

Stock code	1710
Board lot	4,000 shares
Market capitalisation as at 31 December 2023	HK\$240 million

SHARE REGISTRAR

Tricor Investor Services Limited
Address: 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong
Telephone: (852) 2980 1333
Facsimile: (852) 2810 8185
Email: is-enquiries@hk.tricorglobal.com

財務日程表

財政年度結算日	二零二三年十二月三十一日
公佈全年業績	二零二四年四月十二日
年度報告及可持續發展報告上載網站	二零二四年四月三十日
<ul style="list-style-type: none">公司網站：http://www.trio-ieg.com（「投資者關係」一節）香港聯合交易所網站：www.hkexnews.hk	
年度報告寄發日期	二零二四年四月三十日
股東週年大會	二零二四年五月二十八日

股份資料

股份代號	1710
每手買賣單位	4,000股
於二零二三年十二月三十一日的市值	240,000,000港元

股份過戶登記處

卓佳證券登記有限公司
地址：香港夏慤道16號遠東金融中心17樓
電話：(852) 2980 1333
傳真：(852) 2810 8185
電子郵箱：is-enquiries@hk.tricorglobal.com

FINANCIAL HIGHLIGHTS
財務摘要

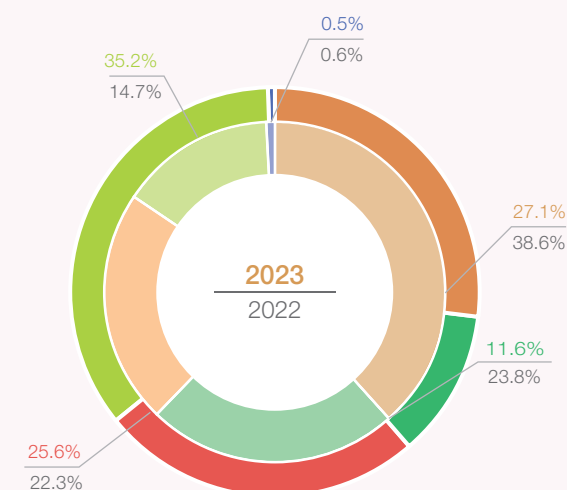
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	Changes 變動
Revenue	收益	1,160,211	978,103	+18.6%
Gross profit	毛利	222,721	207,295	+7.4%
Profit before income tax	除所得稅前溢利	57,445	55,879	+2.8%
Profit for the year	年內溢利	47,149	45,418	+3.8%
Earnings per share (in HK cents)	每股盈利(港仙)			
– Basic and diluted	– 基本及攤薄	4.71	4.54	+3.7%
Dividends per share (in HK cents)	每股股息(港仙)			
– Final (Note)	– 末期(附註)	–	1.2	
– Interim	– 中期	0.8	0.8	
		0.8	2.0	

Note: The board of directors of the Company did not recommend any final dividend for the year ended 31 December 2023.

附註：本公司董事會不建議就截至二零二三年十二月三十一日止年度派發任何末期股息。

Sales by product category for the years
ended 31 December 2023 and 2022

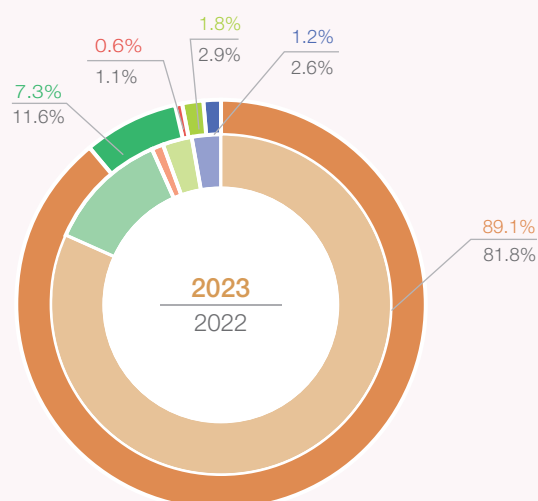
截至二零二三年及二零二二年十二月三十一日止年度
以產品分類的銷售額



- Electro-mechanical products
機電產品
- Smart chargers
智能充電器
- Smart vending systems
智能售賣系統
- Switch-mode power supplies
開關電源
- Others
其他

Sales by region for the years
ended 31 December 2023 and 2022

截至二零二三年及二零二二年十二月三十一日止年度
以地理位置分類的銷售額



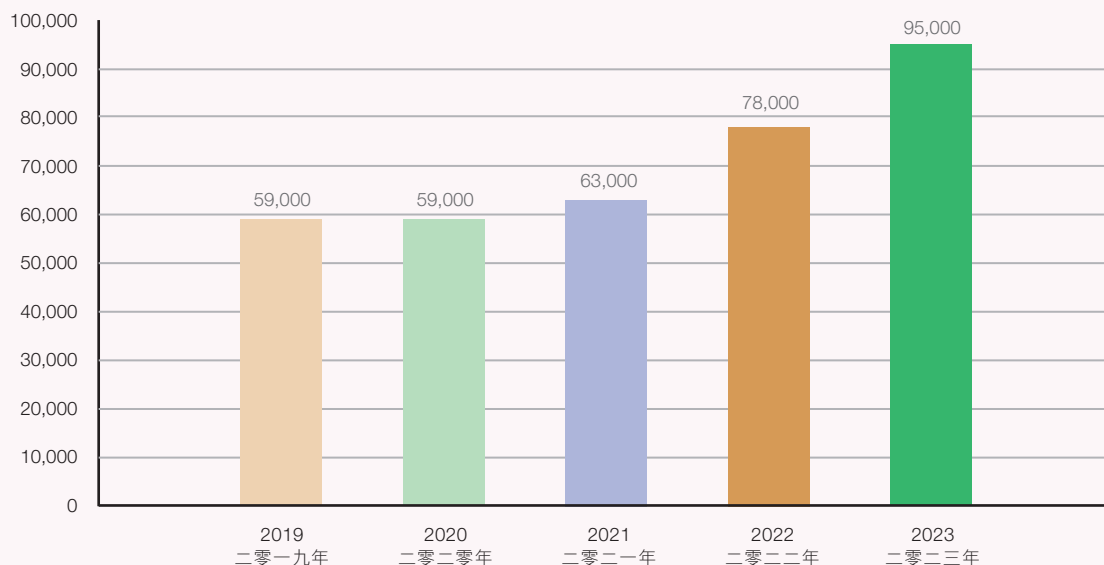
- Europe
歐洲
- North America
北美
- The PRC (including Hong Kong)
中國(包括香港)
- South-east Asia
東南亞
- Others
其他

FINANCIAL HIGHLIGHTS

財務摘要

Sales per capita⁽¹⁾ (US\$)

人均銷售額⁽¹⁾(美元)



Note:

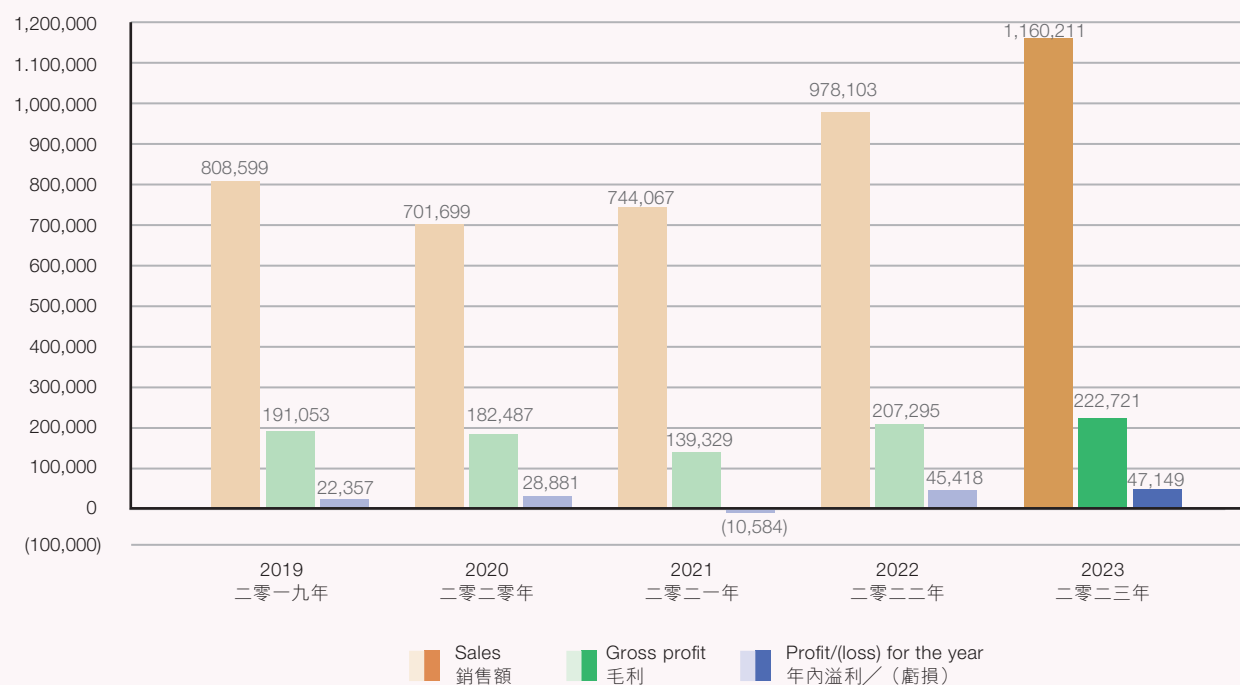
(1) "Sales per capita" represents average sales per person, which is calculated by dividing total sales for a particular period by the number of employees in the same period.

附註：

(1) 「人均銷售額」指每人平均銷售額，乃以某一時期的銷售總額除以同期僱員人數計算。

Sales, gross profit, and profit/(loss) for the years (HK\$'000)

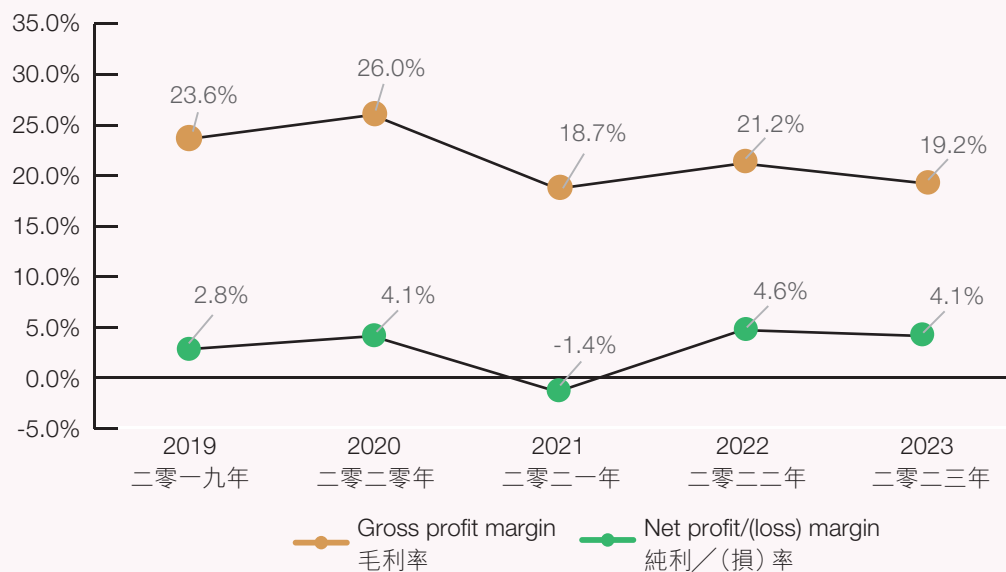
銷售額、毛利及年內溢利／(虧損)(千港元)



FINANCIAL HIGHLIGHTS
財務摘要

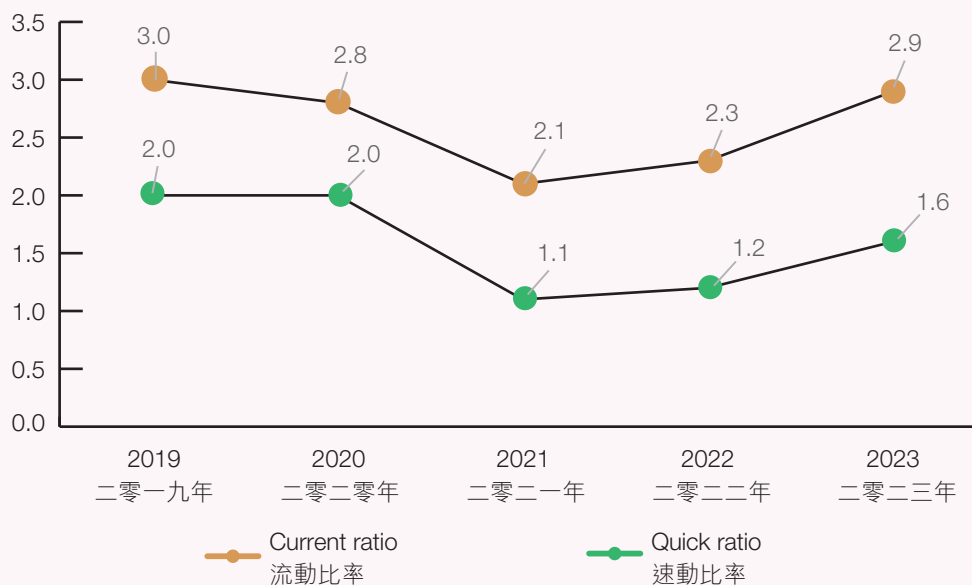
Gross profit margin and net profit/(loss) margin

毛利率及純利/(損)率



Current ratio and quick ratio (times)

流動比率及速動比率(倍)



CHAIRMAN'S STATEMENT 主席報告

On behalf of the board (the “**Board**”) of directors (the “**Directors**”) of Trio Industrial Electronics Group Limited (the “**Company**”), and its subsidiaries (together, the “**Group**” or “**Trio Group**”), I am pleased to present to you the annual report of the Company for the year ended 31 December 2023 (“**FY2023**”).

Trio Group, a leading provider of electronics manufacturing services, specialises in production and sales of customised industrial electronic components and products. With a remarkable track record spanning over four decades, we have established ourselves as a trusted market leader through our unwavering commitment to excellence. In 2023, Trio Group was honoured with the prestigious title of “Most Outstanding Industrial Electronics Manufacturer of the Year” by Hong Kong Commercial Times, further solidifying our contributions and accomplishments as a success story in Hong Kong’s industrial development.

Our extensive product range, including electro-mechanical products, switch-mode power supplies, smart chargers, and smart vending systems, finds widespread applications across various industries such as renewable energy, telecommunications, commercial freight, medical and healthcare, gaming, and security. The exceptional quality, reliability, and innovative features of our products have earned us an esteemed reputation and the unwavering trust of our valued customers.

Throughout our 40 years journey in the ever-evolving EMS industry, Trio Group has consistently delivered high-quality products and exceptional customer service. Our success can be attributed to a unique approach that combines cutting-edge automated machinery technology with meticulous craftsmanship. This harmonious blend enables us to maintain cost control while offering a diverse product portfolio that caters to the evolving needs of our discerning customers. In an era defined by rapid technological advancements, we remain at the forefront of innovation by embracing smart manufacturing practices. Our investments in automation and state-of-the-art technologies have optimised supply chain management, streamlined production processes, and achieved remarkable cost reductions. As pioneers in Hong Kong, we take pride in being the first industrial electronics provider to receive Industry 4.0 level 1i certification, showcasing our commitment to digital transformation.

本人謹代表致豐工業電子集團有限公司(「本公司」)及其附屬公司(統稱「本集團」或「致豐集團」)董事(「董事」)組成之董事會(「董事會」)，欣然向閣下提呈本集團截至二零二三年十二月三十一日止年度(「二零二三財政年度」)之年度報告。

致豐集團為專門製造及銷售定製工業電子零件及產品的電子製造服務領先供應商。憑藉超過四十年的出色往績以及對卓越的堅定承諾，我們已成為市場上值得信賴的領導者。於二零二三年，致豐集團榮獲香港商業時報頒發「年度最傑出工業電子製造商」稱號，進一步鞏固我們在香港工業發展中的貢獻及成就。

我們的產品範圍廣泛，包括機電產品、開關電源、智能充電器及智能售賣系統，可廣泛應用於各行各業，例如可再生能源、電訊、商業貨運、醫療及保健、遊戲及保安。我們的產品質量優越而可靠，具備創新功能，為我們贏得良好聲譽及我們重要客戶堅定不移的信任。

致豐集團在不斷變化的電子製造服務行業走過四十年，持續提供高質量的產品和卓越的客戶服務。我們的成功可歸功於我們結合最先進自動化機械技術與精細手工工藝的獨特方法。這種和諧的組合使我們保持控制成本，同時提供多樣化的產品組合，以滿足我們精明的客戶不斷變化的需求。置身於技術快速進步、不斷發展的時代，我們通過採用智能製造實踐保持在創新的最前沿。我們對最新技術及自動化進行投資，已使我們得以優化供應鏈管理效率、簡化生產流程並顯著降低成本。作為香港行業的先驅，我們深感榮幸可成為首間獲得工業4.0 1i級認證的工業電子供應商，彰顯我們對數碼轉型的承諾。

CHAIRMAN'S STATEMENT
主席報告

Despite the uncertainties that characterised the global economic landscape in 2023, we seized positive business opportunities. The COVID-19 pandemic and subsequent economic slowdown acted as catalysts, driving the adoption of health-consciousness, digital transformation, automation solutions, and energy-efficient technologies. These trends have fuelled increased global demand for our products, with notable growth in the European market, further validating the success of our strategic initiatives.

To meet the surging customer demand and enhance our operational capacity, we strategically leased two new buildings adjacent to our existing production base in the PRC. Since May 2023, these facilities, which include a dedicated warehouse and a production factory equipped with advanced automation and digitisation equipment, have enhanced our efficiency. We are now better equipped to respond effectively to the growing demand for our high-value and heavy-duty product series. Building on the success of our production plant in Thailand, we are expanding our production capabilities in the region. An additional factory building near our existing facility is scheduled to be operational in the second quarter of 2024. This strategic move will further enhance our production capacity and enable us to cater to the evolving needs of our customers.

Our success is not solely rooted in technological prowess, but also in the unwavering dedication and technical expertise of our workforce. We remain steadfast in our commitment to nurturing talent, fostering a culture of continuous improvement, and upgrading our production techniques to ensure the consistent delivery of high-quality industrial electronic products.

Looking ahead, we anticipate that economic conditions will continue to present challenges, including potential downside risks and lower growth resulting from the interest rates being maintained at high level and geopolitical instability. However, we maintain an optimistic outlook, particularly in emerging sectors such as electric vehicles, solar and wind power. Trio Group has proactively engaged in these areas by manufacturing components for solar and wind power applications and developing esteemed electric vehicle chargers under our Deltrix brand. Aligning with China's "Belt and Road" initiative, Trio Group will actively pursue expansion opportunities in Central Asia, including Kazakhstan. Additionally, we aim to establish a strong presence in Hong Kong, Macau and Southeast Asia by offering comprehensive electric vehicle charging solutions. Our ultimate goal is to create a "Greater Asia Renewable Energy Business Circle", fostering collaboration and growth in the region.

儘管二零二三年全球經濟形勢充滿不確定因素，但我們仍把握正面商機。COVID-19疫情及隨之而來的經濟放緩已成為催化劑，推動健康意識、數碼轉型、自動化解決方案及節能技術獲得採納。該等趨勢推動全球對我們產品的需求增加，其中歐洲市場的增長尤其值得注意，這進一步驗證了我們的戰略舉措。

為滿足不斷增長的客戶需求並提高我們的營運能力，我們戰略性地租賃了毗鄰我們在中國現有生產基地的兩座大樓。自二零二三年五月起，該等設施（包括一個專用倉庫及一個配備先進自動化及數碼化設備的生產工廠）提高了我們的效率。現時我們的設備更加完善，能有效應對有關高價值及重型產品系列不斷增長的需求。鑒於泰國的生產廠房取得成功，我們正擴大我們在該區的產能。我們在現有設施附近新建的廠房計劃於二零二四年第二季度投入運營。這一策略性舉措將進一步提高我們的產能，使我們能夠滿足客戶不斷變化的需求。

我們的成功不僅植根於我們的技術實力，還歸功於我們員工的不懈努力和技術專長。我們堅定不移地致力於培育人才、促進精益求精的文化及升級生產技術，以確保我們能始終如一地提供高質量的工業電子產品。

展望將來，我們預期經濟情況仍將帶來挑戰，包括由於利率維持在較高水平及地緣政治不穩定而可能導致的下行風險和增長放緩。然而，我們對前景仍保持樂觀，尤其是在電動汽車、太陽能及風能等新興行業。致豐集團一直積極參與有關領域，生產太陽能和風能應用零部件，並以我們的Deltrix品牌開發備受推崇的電動汽車充電器。致豐集團配合中國的「一帶一路」倡議，正積極尋求在中亞（包括哈薩克斯坦）的擴張機會。此外，我們也致力通過提供全面的電動汽車充電解決方案，在香港、澳門及東南亞建立強大的業務版圖。我們的最終目標是打造「大亞洲新能源業務圈」，促進區內合作和發展。

CHAIRMAN'S STATEMENT

主席報告

I would like to express my deepest appreciation to our management team and dedicated employees for their unwavering commitment and invaluable contributions to our shared vision of success. I also extend heartfelt gratitude to our esteemed business partners, loyal customers, reliable suppliers, and supportive shareholders for their continued trust and unwavering support. Together, we will continue to drive innovation, deliver excellence, and create sustainable value for all stakeholders. So described as “inherit the past and open up the future”, with all your kind support and trust, I am confident that we will lead the Group to the next milestone.

Wong Sze Chai

Chairman and Executive Director

Hong Kong, 12 April 2024

本人謹向我們的管理團隊及敬業的僱員致以最深切的謝意，感謝他們對我們共同的成功願景的堅定承諾及寶貴貢獻。本人亦謹此衷心感謝我們尊敬的業務合作夥伴、忠實的客戶、可靠的供應商及支持我們的股東的持續信任及堅定的支持。我們將繼續推動創新，實現卓越，並為所有持份者創造可持續的價值。正所謂「承先啟後，繼往開來」，有大家的支持和信任，我們定能帶領本集團邁向另一個里程碑。

黃思齊

主席兼執行董事

香港，二零二四年四月十二日

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

EXECUTIVE DIRECTORS

Mr. Wong Sze Chai (黃思齊), aged 62, joined the Group in November 2022 and was appointed as the deputy chairman and an executive director of the Company with effect from 16 December 2022. He was re-designated as the chairman of the Board ("**Chairman**") with effect from 31 January 2023 and is responsible for the corporate and strategic development of the Group. He is also the chairman of the risk management committee (the "**Risk Management Committee**"), member of the remuneration committee (the "**Remuneration Committee**") and the nomination committee (the "**Nomination Committee**") of the Company. He is a director of certain subsidiaries of the Group. Mr. Wong has extensive experience in corporate management, business strategy, banking, corporate finance, investment and accountancy. He also has wide experience in businesses including investment banking, fintech and manufacturing sectors.

Mr. Wong obtained a Bachelor of Financial Services degree from University College Dublin, the National University of Ireland in October 1995, a Master of Business Administration degree from the University of South Australia in April 2000, and a Master of Practising Accounting degree from the Monash University in Australia in March 2006. Mr. Wong is a fellow member of CPA Australia and Chartered Institute of Management Accountants, respectively, and a member of the Hong Kong Institute of Bankers.

Mr. Wong has over 20 years of experience in the banking field. Mr. Wong was a senior manager at the investment banking department of The Sumitomo Bank Hong Kong Branch, a senior vice president at the corporate banking and structured finance department of China Construction Bank Hong Kong Branch, the head of corporate and institutional banking of Oversea-Chinese Banking Corporation Ltd., Hong Kong Branch, and the head of corporate finance of corporate banking, financial institutions and project management at Bank of China (Hong Kong) Ltd. Moreover, he was a managing director and the chief financial officer of China Wealth Investments Ltd. from September 2008 to February 2015. He was also the head of corporate finance of Binhai Investment Company Limited (a company listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**"), stock code: 2886) from October 2010 to April 2012, the group chief financial officer of Formax Capital Market Limited ("**Formax**") from March 2015 to July 2017, an executive director and the chief executive officer of Perfectech International Holdings Limited ("**Perfectech**") (a company listed on the Main Board of the Stock Exchange, stock code: 765) from December 2018 to February 2019. He was also an executive director and the chief financial officer of China Shine Capital Limited (formerly known as China Bravery Capital Ltd.) from August 2017 to October 2022.

執行董事

黃思齊先生，62歲，於二零二二年十一月加入本集團，並自二零二二年十二月十六日起獲委任為本公司副主席兼執行董事。彼自二零二三年一月三十一日起調任董事會主席（「**主席**」），負責本集團的企業及策略業務發展。彼亦為本公司風險管理委員會（「**風險管理委員會**」）主席、薪酬委員會（「**薪酬委員會**」）及提名委員會（「**提名委員會**」）成員。彼為本集團部分附屬公司之董事。黃先生於企業管理、業務策略、銀行、企業融資、投資及會計方面擁有豐富經驗。彼亦於投資銀行、金融科技及製造業等行業擁有豐富經驗。

黃先生於一九九五年十月獲得愛爾蘭國立都柏林大學的金融服務學士學位、於二零零零年四月獲得南澳大學的工商管理碩士學位及於二零零六年三月獲得澳洲蒙納士大學的實務會計學碩士學位。黃先生分別為澳洲會計師公會及特許管理會計師公會資深會員以及香港銀行學會會員。

黃先生於銀行業擁有逾20年經驗。黃先生曾擔任住友銀行香港分行投資銀行部高級經理、中國建設銀行香港分行企業銀行及結構融資部高級副總裁、華僑銀行香港分行企業及機構銀行部主管及中國銀行（香港）有限公司企業銀行、金融機構及項目管理部之企業融資主管。此外，彼於二零零八年九月至二零一五年二月擔任中愉投資有限公司董事總經理及首席財務官。彼亦於二零一零年十月至二零一二年四月擔任濱海投資有限公司（一間於香港聯合交易所有限公司（「**聯交所**」）主板上市的公司，股份代號：2886）企業融資主管、於二零一五年三月至二零一七年七月擔任Formax Capital Market Limited（「**Formax**」）的集團首席財務官，以及於二零一八年十二月至二零一九年二月擔任威發國際集團有限公司（「**威發**」）（一間於聯交所主板上市的公司，股份代號：765）的執行董事兼行政總裁。彼亦於二零一七年八月至二零二二年十月擔任中耀資本有限公司（前稱為中輝資本有限公司）的執行董事兼首席財務官。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Tai Leung Lam (戴良林), aged 76, is an executive Director and the director of manufacturing of the Group. He resigned as the chief executive officer of the Company (“**Chief Executive Officer**”) on 1 September 2022. Mr. Tai joined the Group since October 1985 and was appointed as a Director on 15 April 2016. He is responsible for the management, strategic planning and development of the manufacturing division. Mr. Tai was a director of Trio Engineering from October 1985 to July 1987, and has been serving in the same position from July 1990 until present. He is a director of certain subsidiaries of the Group. Mr. Tai has over 45 years of experience in the electronics industry, and specialises in the establishment and management of production plants for electronics manufacturing.

Mr. Tai obtained a Diploma in Wireless Mechanical Maintenance without Wireless Telegraph Communication in The World Electric Engineering College (香港世界電機工程學校) in March 1965. During the period from October 1976 to 1983, Mr. Tai held various positions in Timco Manufacturing Co. Limited (“**Timco**”), a limited liability company incorporated in Hong Kong and principally engaged in electronics manufacturing. Timco was dissolved in December 1991 as a result of creditor’s winding up.

Mr. Joseph Mac Carthy, aged 58, is an executive Director and was appointed as head of sales and technical in November 2020. He is managing the operations in Europe, covering sales and marketing all over the world. Mr. Mac Carthy joined the Group since March 1996 and was appointed as a Director on 15 April 2016. He joined the Group as a consultant in March 1996 and has been a director of Trio Engineering since October 2003. He is a director of certain subsidiaries of the Group. Before joining the Group, Mr. Mac Carthy worked in different companies engaging in related industries. Mr. Mac Carthy has been in the industry of design engineering for electronic and magnetic products for over 30 years.

In 1985, Mr. Mac Carthy obtained a national certificate in Electronic Engineering from Waterford Institute of Technology in Ireland.

戴良林先生，76歲，為本集團執行董事及生產總監。彼於二零二二年九月一日辭任本公司行政總裁（「**行政總裁**」）。戴先生自一九八五年十月起加入本集團，於二零一六年四月十五日獲委任為董事。彼負責製造部的管理、策略規劃及發展。戴先生於一九八五年十月至一九八七年七月擔任致豐工程之董事，並於一九九零年七月至今擔任相同職位。彼為本集團部分附屬公司董事。戴先生於電子行業有逾45年經驗，且專注於為電子產品製造商建立及管理生產廠房。

戴先生於一九六五年三月從香港世界電機工程學校獲得無線機械維修及無線電報通訊文憑。於一九七六年十月至一九八三年期間，戴先生於嘉和工程有限公司（「**嘉和**」，一間於香港註冊成立的有限公司，主要從事電子製造）擔任不同職位。嘉和於一九九一年十二月由於債權人清盤而解散。

Joseph Mac Carthy先生，58歲，為本公司執行董事，並於二零二零年十一月獲委任為銷售及技術主管。彼管理歐洲業務的營運，範圍涵蓋世界各地的銷售及市場營銷。Mac Carthy先生自一九九六年三月起加入本集團，於二零一六年四月十五日獲委任為董事。Mac Carthy先生於一九九六年三月加入本集團擔任顧問，自二零零三年十月起為致豐工程的董事。彼為本集團部分附屬公司的董事。於加入本集團之前，Mac Carthy先生曾任職於相關行業的不同公司。Mac Carthy先生已從事電子及磁性產品的設計工程行業逾30年。

於一九八五年，Mac Carthy先生自愛爾蘭沃特福德理工學院獲得電子工程國家文憑。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Lo Ka Kei Jun (羅嘉祺), aged 45, was appointed as an executive Director on 1 September 2022 and is the director of the marketing division. He was appointed as the chairman of Panyu Trio Microtronics Co. Ltd., the indirect wholly-owned subsidiaries of the Company incorporated in the PRC with effect from 9 January 2023. He is also a director of certain subsidiaries of the Group. Mr. Lo is responsible for the management and supervision of the Group's marketing, as well as the supervision of factory production and operations, management of communication with suppliers, internal control and operation matters. He has 18 years of experience in international marketing and business development in the electronics industry.

Mr. Lo obtained a higher national Diploma in Business and Marketing in July 2001 and a bachelor of arts degree in business management in September 2002 from the Southampton Institute in the United Kingdom. He obtained a master degree in management and a master degree in business administration from Macquarie University in Australia in November 2013 and December 2014, respectively.

NON-EXECUTIVE DIRECTOR

Mr. Kwan Tak Sum Stanley (關德深), aged 69, was appointed as a non-executive Director with effect from 1 September 2022. He is one of the founders of the Group and was the Chairman of the Board, the Chief Executive Officer, an executive Director of the Company, director of marketing, member of the Remuneration Committee, chairman of the Nomination Committee and chairman of the Risk Management Committee before he retired on 25 May 2018. He obtained a Diploma in Management Studies in the Hong Kong Polytechnic (now known as Hong Kong Polytechnic University) in September 1993 and has over 30 years of experience in the electronics industry, in particular plastic injection moulding and electronic assembly services.

羅嘉祺先生，45歲，於二零二二年九月一日獲委任為執行董事，並為市場營銷部總監。彼自二零二三年一月九日起獲委任為本公司於中國註冊成立的間接全資附屬公司番禺致豐微電器有限公司的董事長。彼亦為本集團部分附屬公司之董事。羅先生負責本集團的市場營銷的管理及監督，以及監督工廠生產運營、管理與供應商的溝通、內部管理和日常工作管理。羅先生於電子行業的國際市場營銷及業務發展方面有18年經驗。

羅先生於二零零一年七月獲取業務及市場營銷高等國家文憑及於二零零二年九月獲英國南安普敦學院獲得工商管理文學學士學位。彼分別於二零一三年十一月及二零一四年十二月在澳洲麥考瑞大學獲取管理學碩士學位及工商管理碩士學位。

非執行董事

關德深先生，69歲，於二零二二年九月一日獲委任為非執行董事。關先生為本集團創辦人之一，彼於二零一八年五月二十五日退任前，擔任董事會主席、行政總裁、本公司執行董事、市場營銷總監、薪酬委員會成員、提名委員會主席及風險管理委員會主席。彼於一九九三年九月於香港理工學院（現稱為香港理工大學）獲取管理文憑，並於電子行業有逾30年經驗，尤其是塑膠注塑及電子裝配服務。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Fung Chun Chung (馮鎮中), aged 81, was appointed as an independent non-executive Director with effect from 10 February 2017, and is the chairman of the Nomination Committee and a member of the audit committee (the “**Audit Committee**”), Remuneration Committee and Risk Management Committee of the Company. Mr. Fung has over 40 years of experience in the electronics industry.

Mr. Fung received an advanced Diploma in Engineering from North-East Essex Technical College in the United Kingdom in July 1968 and a Master degree of Science in Engineering from the University of Hong Kong in November 1978. Mr. Fung was admitted as a member of the Hong Kong Institution of Engineers in January 1983, and a member of the Institution of Production Engineers (now known as the Institution of Engineering and Technology) in the United Kingdom in July 1971.

Mr. Fung worked as a manager of production in Transelectronics Ltd. from June 1970 to December 1974, responsible for leading the development of the company and training of the production operators and staff. Mr. Fung was appointed as the chairman of Manlion Industrial Co., Ltd., a company principally engaged in the manufacturing of lighting products and festival items and decorations, in October 1983, and of Packway Industries Ltd., a company principally engaged in the manufacturing of battery chargers and festival items and decorations, in November 2007. In addition, Mr. Fung was the secretary of the Hong Kong Electrical Appliance Industries Association from 2006 to 2008 and the executive committee member of group four (electrical products) of the Federation of Hong Kong Industries from July 2005 to July 2015.

獨立非執行董事

馮鎮中先生，81歲，於二零一七年二月十日獲委任為獨立非執行董事，亦為本公司提名委員會主席以及審核委員會（「**審核委員會**」）、薪酬委員會及風險管理委員會的成員。馮先生於電子行業擁有逾40年經驗。

馮先生於一九六八年七月取得英國North-East Essex Technical College工程學高級文憑，並於一九七八年十一月取得香港大學工程學理學碩士學位。馮先生於一九八三年一月獲香港工程師學會接納為會員，於一九七一年七月成為英國生產工程師學會（現稱工程及技術學會）會員。

馮先生自一九七零年六月至一九七四年十二月為Transelectronics Ltd.的生產部門經理，負責領導公司發展及培訓生產部從業員及員工。馮先生自一九八三年十月起獲委任為猛利安實業有限公司（一間主要從事照明產品及節日用品和裝飾用品製造的公司）及自二零零七年十一月起獲委任為柏匯工業有限公司（一間主要從事電池充電器及節日用品和裝飾用品製造的公司）的主席。此外，馮先生於二零零六年至二零零八年為香港電器業協會秘書，並於二零零五年七月至二零一五年七月為香港工業總會第四分組（電氣製品）執行委員會成員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT
董事及高級管理層履歷

Ms. Law Ying Wai Denise (羅瑩慧), aged 42, was appointed as an independent non-executive Director with effect from 1 August 2022. She is the chairperson of the Audit Committee and a member of each of the Remuneration Committee, the Nomination Committee and the Risk Management Committee. Ms. Law is currently a director of Halcyon Capital Limited which specialises in initial public offerings and corporate advisory in mergers and acquisitions. Ms. Law is also an independent non-executive director of Smart Globe Holdings Limited (stock code: 1481), whose shares are listed on the Main Board of the Stock Exchange since 7 July 2023. Ms. Law possesses over 15 years of experience in corporate finance and auditing. She used to work for an international accounting firm and other corporate finance arms of financial institutions in Hong Kong. She graduated from the University of New South Wales in Australia with a degree of Bachelor of Commerce in Accounting and Finance in April 2004. She is also a member of the American Institute of Certified Public Accountants.

Mr. Hau Siu Laam (侯肇嵐), aged 39, was appointed as an independent non-executive Director with effect from 1 August 2022. He is the chairman of Remuneration Committee and a member of the Audit Committee and the Nomination Committee. Mr. Hau is currently an executive director of Asian Capital Limited, a corporation licensed to carry on Type 1 (dealing in securities), Type 4 (advising on securities) and Type 6 (advising on corporate finance) regulated activities under the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). Mr. Hau possesses over 15 years of experience in corporate finance, corporate advisory and auditing. Mr. Hau obtained a degree of Bachelor of Arts with a major in Accountancy and a minor in Corporate Finance from The Hong Kong Polytechnic University in December 2006, and is a member of the Hong Kong Institute of Certified Public Accountants.

羅瑩慧女士，42歲，於二零二二年八月一日獲委任為獨立非執行董事。彼為審核委員會主席以及薪酬委員會、提名委員會及風險管理委員會各自的成員。羅女士現時為鎧盛資本有限公司的董事（該公司為企業提供首次公開發售以及收購合併諮詢服務）。自二零二三年七月七日，羅女士亦為竣球控股有限公司（其股份於聯交所主板上市，股份代號：1481）的獨立非執行董事。羅女士於企業融資及審計方面擁有逾15年經驗。彼曾任職於一家國際會計師事務所及香港金融機構的其他企業融資部門。彼於二零零四年四月畢業於澳洲新南威爾斯大學，取得會計及金融商學士學位。彼亦為美國註冊會計師協會會員。

侯肇嵐先生，39歲，於二零二二年八月一日獲委任為獨立非執行董事。彼為薪酬委員會主席以及審核委員會及提名委員會的成員。侯先生現時為卓亞融資有限公司的執行董事，該公司為一家可進行證券及期貨條例（香港法例第571章）項下第1類（證券交易）、第4類（就證券提供意見）及第6類（就機構融資提供意見）受規管活動的持牌法團。侯先生於企業融資、企業諮詢及審計方面擁有逾15年經驗。侯先生於二零零六年十二月取得香港理工大學文學士學位，主修會計學，副修企業融資，侯先生亦為香港會計師公會會員。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

SENIOR MANAGEMENT

Mr. Kwan Chan Kwong (關燦光), aged 75, was appointed as the Chief Executive Officer with effect from 1 September 2022. Mr. Kwan is one of the founders of the Group and was a consultant of the Group during November 2021 to August 2022. He had been involved in the overall management as well as supervision of the sales and marketing division of the Group before he retired from his directorship in the Group by the end of 2015.

Mr. Kwan has over 40 years of experience in the electronics industry and has established close and stable working relationships with the customers of the Group.

Mr. Lai Sek Piu (黎錫標), aged 64, is the head of manufacturing division and innovation development division of the Company and is responsible for the management and supervision of the Group's innovation and development. Mr. Lai is a director of certain subsidiaries of the Company. Starting from 1 January 2019, Mr. Lai has also been a joint managing director of certain subsidiaries of the Company. On 21 January 2020, he was further appointed as the managing director of Trio-Tronics (Thailand) Limited, a wholly-owned subsidiary of the Company incorporated in Thailand, to take charge of the operations and management of production facilities in Thailand. He has over 35 years of experience in the field of manufacturing and engineering.

Mr. Lai completed a three years' part-time course in Electronic Engineering at Kasetsart University in Thailand in July 1993.

Mr. Lai worked as a section manager in Capetronic International (Thailand) Public Company Limited in Thailand, a company principally engaged in the manufacturing, distribution and provision of after-sales services for computer monitors in Thailand, from August 1988 to February 1997. He joined the Group as an engineer in November 1998, promoted as a general manager of manufacturing division in April 2007, and has been the director of Innovation and Development Division since January 2018.

高級管理層

關燦光先生，75歲，於二零二二年九月一日獲委任為行政總裁。關先生為本集團創辦人之一，彼於二零二一年十一月至二零二二年八月期間為本集團顧問。彼於二零一五年年底退任本集團董事職務前，一直參與本集團銷售及營銷部門的整體管理及監督。

關先生於電子產業擁有逾40年經驗，並與本集團客戶建立了緊密及穩固的工作關係。

黎錫標先生，64歲，為本公司製造部及創新及發展部總監，負責本集團創新及發展的管理及監督。黎先生為本公司部分附屬公司的董事。自二零一九年一月一日起，黎先生亦為本公司部分附屬公司的聯席董事總經理。彼於二零二零年一月二十一日更獲委任為Trio-Tronics (Thailand) Limited(本公司於泰國註冊成立的全資附屬公司)董事總經理，負責營運及管理設於泰國的生產設施。彼於製造及工程領域有逾35年經驗。

黎先生於一九九三年七月在泰國的農業大學(Kasetsart University)完成三年兼讀制電子工程課程。

黎先生於一九八八年八月至一九九七年二月在泰國Capetronic International (Thailand) Public Company Limited(一家主要從事泰國電腦顯示器生產、分銷及提供售後服務之公司)擔任部門經理。彼於一九九八年十一月加入本集團擔任工程師，於二零零七年四月晉升為製造部總經理，並自二零一八年一月起一直為創新及發展部總監。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Mr. Leung Tak Ho (梁德豪), aged 48, joined Trio Engineering as the chief financial officer in December 2022 and was appointed as the chief financial officer of the Company (“**Chief Financial Officer**”) with effect from 31 January 2023. Mr. Leung has over 25 years of experience in auditing, accounting, corporate governance and financial management. Prior to joining the Group, Mr. Leung was the chief financial officer, company secretary, and authorised representative of Perfectech from September 2018 to September 2021. Mr. Leung obtained a degree of Bachelor of Accountancy from City University of Hong Kong in November 1997. He is a fellow member of the Hong Kong Institute of Certified Public Accountants.

Mr. Cheung Yu Man (張如敏), aged 40, was appointed as the company secretary of the Company (“**Company Secretary**”) with effect from 20 December 2022. Mr. Cheung has over 15 years of experience in legal and company secretarial field. Mr. Cheung obtained a Bachelor of Arts degree in Business Administration and Management from University of Huddersfield in November 2007 and a Bachelor of Laws degree from the University of London in November 2013. Mr. Cheung obtained his Graduate Diploma in Legal Practice from The College of Law in Australia in February 2017. Mr. Cheung is a lawyer admitted in the Supreme Court of New South Wales. He is also a member of the Law Society of New South Wales, Australia and an associate member of both The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom.

Ms. Jingjing Zhang (張靜靜), aged 41, joined the Company as the general manager of business development of the Company in August 2023, and is responsible for global market exploration.

Ms. Zhang obtained a degree of Bachelor of Mathematics and Applied Mathematics from University of Electronic Science and Technology of China in 2004, a degree of Master of Business Administration – Operations Research and Finance from University of Connecticut.

Ms. Zhang has over fifteen years’ experience in finance, hi-tech industry, and global market. Before joining Trio Group, she has worked with Ant Group, Formax, GE Capital North America and JP Morgan Chase Bank consumer portfolio risk department in global market innovation, financial risk management and regulatory compliance functions.

梁德豪先生，48歲，於二零二二年十二月加入致豐工程擔任首席財務官，並於二零二三年一月三十一日獲委任為本公司首席財務官（「**首席財務官**」）。梁先生於審計、會計、企業管治及財務管理方面擁有逾25年經驗。於加入本集團之前，梁先生於二零一八年九月至二零二一年九月擔任威發的首席財務官、公司秘書兼授權代表。梁先生於一九九七年十一月獲得香港城市大學會計學學士學位。彼為香港會計師公會資深會員。

張如敏先生，40歲，於二零二二年十二月二十日獲委任為本公司的公司秘書（「**公司秘書**」）。張先生於法律及公司秘書領域擁有逾15年經驗。張先生於二零零七年十一月獲得赫德斯菲爾德大學工商管理文學學士學位及於二零一三年十一月獲得倫敦大學法律學士學位。張先生於二零一七年二月在澳洲法學院獲得法律執業研究生文憑。張先生獲新南威爾斯最高法院認可為律師。彼亦為澳洲新南威爾斯律師協會會員以及香港公司治理公會及英國特許公司治理公會會員。

張靜靜女士，41歲，於二零二三年八月加入本公司出任本公司業務發展部總經理，負責海外市場的開拓。

張女士於二零零四年獲得中國電子科技大學的數學與應用數學學士學位，獲得康涅狄格大學工商管理碩士學位 – 運籌學與金融學。

張女士於金融、高科技行業、全球市場有逾15年經驗。在加入本集團之前，張女士先後在螞蟻集團、Formax、通用電氣資本北美區、摩根大通銀行消費融資組合風險部等企業擔任全球業務創新、金融風險管理和監管合規等方面的工作。

BIOGRAPHICAL DETAILS OF DIRECTORS AND SENIOR MANAGEMENT

董事及高級管理層履歷

Ms. Liu Yun (劉雲), aged 42, was appointed as general manager, capital markets of the Company with effect from 16 October 2023. Ms. Liu is primarily responsible for business promotion in the overseas markets, handling of capital markets transactions and related legal documentation. Ms. Liu obtained a degree of Bachelor of Law from People's Public Security University of China in July 2004 and a degree of Executive Master of Business Administration from Renmin University of China in July 2014.

Prior to joining the Group, Ms. Liu worked in PRC's Intermediate People's Court and served as the manager of business development department and legal and compliance department of a subsidiary of a listed company, Shenzhen United Financial Microloan Joint Stock Co., Ltd,. She was also the legal director of Formax and a lawyer at Beijing Gaopeng (Shenzhen) Law Firm. Ms. Liu has nearly 20 years of experience in financial, capital markets, and legal fields, and has engaged in strategic business development, investment and merger and acquisitions, joint venture management, legal risk control, and regulatory compliance.

Ms. Wu Mo Man (胡慕雯), aged 45, is the director of the marketing division, responsible for the management and supervision of the marketing division.

Ms. Wu obtained a Diploma in Management in December 2003 from the University of Leicester, and a degree of Master of Business Administration from the University of Iowa in May 2019.

She joined the Group in March 2006 as marketing executive and was promoted to marketing manager in 2009 until she left in June 2011. From June 2012 to April 2014, Ms. Wu worked in Fuji Xerox (H.K.) Limited as sales planning executive and assisted in pipeline, sales and marketing data analysis and presented the pre-sale & sales performance. In December 2014, she rejoined the Group as marketing manager and has been the director of the marketing division since January 2019. Ms. Wu has over 20 years of experience in the procurement and supply chain development in the electrical and mechanical industry, as well as sales planning and international marketing business development in the electronics industry.

劉雲女士，42歲，於二零二三年十月十六日獲委任為本公司的資本市場部總經理。劉女士主要負責發掘和開拓海外業務市場、處理資本市場項目及相關法律文件。劉女士於二零零四年七月獲得中國人民公安大學法學學士學位及於二零一四年七月獲得中國人民大學高級管理人員工商管理碩士。

於加入本集團之前，劉女士曾任職於中國內地中級人民法院，並曾擔任上市公司深圳聯合金融小額貸款股份有限公司子公司市場發展部門和法律合規部門經理、Formax法務總監以及國內一級律師事務所 - 北京市高朋(深圳)律師事務所律師。劉女士在金融、資本市場和法律領域擁有近20年經驗，專門從事戰略業務發展、投資併購、合資企業管理、法律風險控制、監管合規等方面。

胡慕雯女士，45歲，市場營銷部總監，負責市場營銷部的管理及監督。

胡女士於二零零三年十二月取得萊斯特大學管理文憑，並於二零一九年五月在愛荷華大學取得工商管理碩士學位。

彼於二零零六年三月加入本集團，擔任營銷主管，於二零零九年被擢升為營銷經理，直至二零一一年六月離職為止。自二零一二年六月至二零一四年四月，胡女士於富士施樂(香港)有限公司擔任銷售計劃總監，協助渠道、銷售及營銷數據分析以及提呈預售及銷售表現。於二零一四年十二月，彼重新加入本集團，擔任營銷經理，並自二零一九年一月起擔任市場營銷部總監。胡女士於機電行業採購及供應鏈發展以及電子行業銷售計劃及國際營銷業務發展方面有逾20年經驗。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

BUSINESS REVIEW

As a leading EMS provider specialising in customised industrial electronic components and products, our Group has solidified its position in the industry. With headquarters in Hong Kong and production facilities in the PRC, Thailand and Ireland, we have established a strong presence in the market.

Our expertise lies in manufacturing and selling a diverse range of industrial electronic products, including electro-mechanical components, switch-mode power supplies, smart chargers, and smart vending systems. These products have extensive applications in various sectors, such as gaming and entertainment, medical and healthcare, renewable energy, telecommunications, commercial freight, security, and access control systems.

Despite the challenging global economic environment characterised by high interest rates, inflationary pressures, geopolitical tensions, the emergence of new virus variants, and currency depreciation, we successfully identified and capitalised on positive business opportunities.

The COVID-19 pandemic and the subsequent global economic slowdown acted as catalysts for changes in consumer behaviour, resulting in heightened health consciousness, increased digital transformation, automation solutions, and a demand for energy-efficient products. These shifts have significantly impacted companies, work styles and societies, leading to a surge in the global demand for medical and healthcare devices, renewable energy facilities, telecommunication systems, energy-efficient equipment and digital gaming systems. Among our product portfolio, our smart vending systems and switch-mode power supplies have experienced substantial growth in demand in the European market.

Our revenue for FY2023 experienced a remarkable growth of 18.6%, reaching a record high of HK\$1,160.2 million (2022: HK\$978.1 million). This impressive growth was primarily driven by increased sales of our smart vending systems and switch-mode power supplies in Europe. The surge in demand from these key markets highlights the effectiveness of our market expansion strategies and the strength of our product offerings.

業務回顧

本集團為專門製造及銷售定製工業電子零件及產品的電子製造服務領先供應商，在行內地位穩固。本集團總部位於香港，並在中國、泰國及愛爾蘭擁有生產設施，具備強大的市場影響力。

我們專門製造及銷售多樣化的工業電子產品，包括機電零件、開關電源、智能充電器及智能售賣系統。該等產品廣泛應用於不同領域，例如遊戲及娛樂、醫療及保健、可再生能源、電訊、商業貨運、保安及門禁系統。

儘管利率高企、通脹壓力、地緣政治局勢緊張、新變種病毒出現及貨幣貶值導致全球經濟環境充滿挑戰，我們仍成功識別商機並從中獲益。

COVID-19疫情及隨之而來的經濟放緩成為改變消費者行為的催化劑，帶來更高的健康意識，使得數碼轉型及自動化解決方案更普遍，對節能產品的需求亦有增加。該等轉變對公司、工作模式及社會產生重大影響，導致全球對醫療及保健設備、可再生能源設施、電訊系統、節能設備及數碼遊戲系統的需求激增。在我們的產品組合中，我們的智能售賣系統及開關電源在歐洲市場的需求大幅增長。

我們於二零二三財政年度的收益顯著增長18.6%至1,160,200,000港元（二零二二年：978,100,000港元）的新高，表現相當出色。該顯著增長主要由我們在歐洲的智能售賣系統及開關電源銷售增加所推動。來自該等關鍵市場的需求激增，顯示我們的市場擴張策略取得成效，以及我們產品的強大實力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

In line with our commitment to meeting customer demand and bolstering operational capacity, we strategically expanded our presence. We leased two adjacent buildings near our existing production base in the PRC, which have become operational in May 2023. One building serves as a dedicated warehouse, while the other functions as a production factory. These additions not only expand our facilities but also generate synergies with our existing operations, optimising logistics and administrative costs. Through the integration of advanced automation and digital production lines, the new factory significantly enhances our capabilities for large-scale production of high-value and heavy-duty product series.

Building upon the success of our production plant in Thailand, we are actively expanding our production capabilities in the region. We have leased an additional factory building near our existing facility, which is scheduled to commence operations in the second quarter of 2024. This strategic move allows us to further strengthen our production capacity and effectively cater to the evolving needs of our valued customers.

We are steadfast in our commitment to smart manufacturing practices, which encompass innovation, automation, and technological advancements. As pioneers in Hong Kong, we proudly obtained Industry 4.0 level 1i certification, positioning us at the forefront of smart manufacturing. Leveraging these practices, we continuously enhance supply chain management efficiency, streamline production processes and achieve cost reduction. By prioritising continuous improvement, we optimise production techniques and consistently upgrade our product offerings, ensuring the delivery of high-quality industrial electronic products that precisely meet the evolving demands of our customers. For FY2023, our dedication and strategic actions yielded impressive results. The profit attributable to owners of the Company increased by HK\$1.7 million, reaching HK\$47.1 million (2022: HK\$45.4 million). These numbers reflect our Group's resilience, agility and ability to navigate through challenging times while maintaining steady growth.

本著我們滿足客戶需求及提升運營能力的承諾，我們戰略性地擴大了我們的業務。我們租賃了毗鄰我們在中國現有生產基地的兩座相鄰樓宇，並於二零二三年五月投入運營。其中一幢樓宇用作專用倉庫，另一幢用作生產工廠。該等添置不僅擴大了我們的設施，亦與我們現有的業務產生協同效應，進而優化物流及行政成本。透過整合先進的自動化及數碼化生產線，新工廠大幅提升我們大規模生產高價值及重型產品系列的能力。

鑒於泰國的生產廠房取得成功，我們正再接再厲，積極擴大區域產能。我們租賃了鄰近我們現有設施的一座新廠房，並計劃於二零二四年第二季度投入運營。這一策略性舉措將進一步加強我們的產能，使我們能有效滿足重要客戶不斷變化的需求。

我們對智能製造實踐的承諾堅定不移，包括創新、自動化及技術進步。作為香港行業的先驅，我們榮獲工業4.0 1i級認證，使我們處於智能製造的前沿。我們利用該等實踐，持續提高供應鏈管理效率、簡化生產流程並降低成本。我們以持續改進為優先，優化生產技術及不斷升級產品，確保交付優質工業電子產品，確切滿足客戶不斷變化的需求。二零二三財政年度，我們的付出及策略性行動取得了驕人的成績。本公司擁有人應佔溢利增加1,700,000港元至47,100,000港元（二零二二年：45,400,000港元）。該等數字反映本集團的韌性及靈活性，以及在充滿挑戰的時期仍能保持穩定增長的能力。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

FINANCIAL REVIEW

Revenue

The following table summarises the amount of revenue generated and as a percentage of total revenue from each product category for FY2023 and the year ended 31 December 2022 (“FY2022”):

		FY2023		FY2022		Changes	
		二零二三財政年度		二零二二財政年度		變動	
		HK\$'000	%	HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%	千港元	%
Smart vending systems	智能售賣系統	407,826	35.2	143,445	14.7	+264,381	+184.3
Electro-mechanical products	機電產品	314,739	27.1	377,517	38.6	-62,778	-16.6
Switch-mode power supplies	開關電源	297,062	25.6	218,354	22.3	+78,708	+36.0
Smart chargers	智能充電器	135,019	11.6	232,758	23.8	-97,739	-42.0
Others ⁽¹⁾	其他 ⁽¹⁾	5,565	0.5	6,029	0.6	-464	-7.7
Total	總計	1,160,211	100.0	978,103	100.0	+182,108	+18.6

Note:

(1) Others include automatic testing equipment (“ATE”), power switch gear boards, and catering equipment control boards.

Revenue for FY2023 increased by HK\$182.1 million as compared with FY2022, primarily due to the increase in sales of smart vending systems and switch-mode power supplies as a result of the growing customer demand, as discussed in the section headed “Business Review” above. However, this growth in revenue was partially offset by the decrease in sales of electro-mechanical products, smart chargers, and other products, reflecting a decline in demand for these products.

財務回顧

收益

下表概述各產品分類於二零二三財政年度及截至二零二二年十二月三十一日止年度（「二零二二財政年度」）所產生收益金額及佔總收益百分比：

附註：

(1) 其他包括自動化檢測設備（「自動化檢測設備」）、電源開關裝置板及餐飲設備控制板。

二零二三財政年度的收益較二零二二財政年度相比增加182,100,000港元，主要是由於客戶需求不斷增長帶動智能售賣系統及開關電源的銷售額上漲（如上文「業務回顧」一節所述）。然而，該收入增長部分被機電產品、智能充電器及其他產品的銷售下降所抵銷，反映了對該等產品的需求下降。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The table below summarises the geographical revenue segment based on location of customers for FY2023 and FY2022:

下表概述於二零二三財政年度及二零二二財政年度按客戶位置分類的地理收益分部：

		FY2023 二零二三財政年度		FY2022 二零二二財政年度		Changes 變動	
		HK\$'000	%	HK\$'000	%	HK\$'000	%
		千港元	%	千港元	%	千港元	%
Europe ⁽¹⁾	歐洲 ⁽¹⁾	1,034,228	89.1	800,243	81.8	+233,985	+29.2
North America ⁽²⁾	北美 ⁽²⁾	84,189	7.3	113,211	11.6	-29,022	-25.6
The PRC (including Hong Kong)	中國 (包括香港)	20,532	1.8	28,163	2.9	-7,631	-27.1
South-east Asia ⁽³⁾	東南亞 ⁽³⁾	7,503	0.6	11,013	1.1	-3,510	-31.9
Others ⁽⁴⁾	其他 ⁽⁴⁾	13,759	1.2	25,473	2.6	-11,714	-46.0
Total	總計	1,160,211	100.0	978,103	100.0	+182,108	+18.6

Notes:

- (1) Europe includes Austria, Denmark, Estonia, France, Germany, Greece, Hungary, Ireland, Italy, Malta, Spain, Sweden, Switzerland, the Netherlands and the United Kingdom (the "UK").
- (2) North America includes the United States of America (the "US").
- (3) South-east Asia includes India, Malaysia, Philippines, Singapore, Thailand and Vietnam.
- (4) Others include Australia, Brazil, Israel, Japan and Taiwan.

附註：

- (1) 歐洲包括奧地利、丹麥、愛沙尼亞、法國、德國、希臘、匈牙利、愛爾蘭、意大利、馬爾他、西班牙、瑞典、瑞士、荷蘭及英國(「英國」)。
- (2) 北美地區包括美利堅合眾國(「美國」)。
- (3) 東南亞包括印度、馬來西亞、菲律賓、新加坡、泰國及越南。
- (4) 其他包括澳洲、巴西、以色列、日本及台灣。

Europe and North America continued to be the major markets of the Group which in aggregate accounted for 96.4% and 93.4% of total revenue in FY2023 and FY2022 respectively. Sales to customers in Europe had a significant increase of 29.2% in FY2023 compared to FY2022, which was resulted from the growing demand for the Group's products in these regions, as discussed in the section headed "Business Review" above.

歐洲及北美繼續作為本集團的主要市場，於二零二三財政年度及二零二二財政年度分別合共佔總收益的96.4%及93.4%。二零二三財政年度歐洲客戶的銷售額較二零二二財政年度相比大幅增加29.2%，如上文「業務回顧」一節所述，乃由於對該等區域內本集團產品的需求不斷增長所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Cost of sales

The Group's cost of sales mainly comprised direct materials, direct labour costs, and manufacturing overheads. Cost of sales for FY2023 increased by 21.6% to HK\$937.5 million from HK\$770.8 million in FY2022. The increase in cost of sales is a combination of: (i) an increase in material costs in line with the growth in revenue; (ii) an increase in depreciation for right-of-use assets resulting from the inclusion of two leased factory buildings in the PRC that were delivered to the Group in June 2022; and (iii) decrease in direct labour cost.

Gross profit and gross profit margin

As a result of the aforementioned factors, the Group achieved a gross profit of HK\$222.7 million in FY2023, representing an increase of 7.4% compared to FY2022. However, the gross profit margin reduced by 2.0 percentage points to 19.2% in FY2023 from 21.2% in FY2022.

Other income

Other income primarily comprises sales of scrap materials, government grants and subsidies received in the PRC and Hong Kong, rental income, service income, commission income and investment income. The Group's other income dropped from HK\$6.2 million in FY2022 to HK\$4.6 million in FY2023. The decrease was mainly due to the decrease in scrap material sales income of HK\$1.3 million during the reporting period.

Other income is re-defined to exclude fair value gain/loss on financial assets at fair value through profit or loss and gain/loss on foreign exchange, and as such comparative figures were adjusted accordingly.

Selling and distribution expenses

Selling and distribution expenses primarily consist of freight and transportation expenses, sales commission expenses, inspection fee, advertising and promotion expenses and marine insurance expenses. These expenses increased from HK\$15.9 million in FY2022 to HK\$18.6 million in FY2023, mainly resulted from higher commissions paid to sales agents and increased advertising and promotion expenses incurred to facilitate sales.

銷售成本

本集團的銷售成本主要包括直接物料費、直接勞工成本及製造成本。於二零二三財政年度的銷售成本為937,500,000港元，較二零二二財政年度的770,800,000港元增加21.6%。銷售成本增加乃由於下列各項的綜合影響所致：(i)材料成本隨收入增長而增加；(ii)納入於二零二二年六月交付予本集團的兩座位於中國的租賃廠房導致的使用權資產折舊增長；及(iii)直接勞工成本降低。

毛利及毛利率

由於上述原因，本集團於二零二三財政年度的毛利為222,700,000港元，較二零二二財政年度增加7.4%。然而，毛利率由二零二二財政年度的21.2%減少2.0個百分點至二零二三財政年度的19.2%。

其他收入

其他收入主要包括銷售報廢物料、收到中國及香港的政府補助及補貼、租金收入、服務收入、佣金收入及投資收入。本集團的其他收入由二零二二財政年度的6,200,000港元下滑至二零二三財政年度的4,600,000港元。該減少主要由於報告期內，報廢物料銷售收入減少1,300,000港元所致。

其他收入已重新界定，以剔除按公平值計入損益賬的金融資產的公平值收益／虧損及外匯收益／虧損，因此比較數字已作出相應調整。

銷售及分銷費用

銷售及分銷費用主要包括運費及運輸開支、銷售佣金開支、檢驗費、廣告及推廣開支及海上保險開支。該等開支由二零二二財政年度的15,900,000港元增加至二零二三財政年度的18,600,000港元，主要由向銷售代理支付更多佣金及廣告及推廣開支以促進銷售增加所致。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Administrative expenses

Administrative expenses primarily consist of employee benefit expenses (including directors' remuneration), depreciation for property, plant and equipment and right-of-use assets, auditors' remuneration, insurance expenses and other general administrative expenses. Administrative expenses grew by 12.3% from HK\$133.8 million in FY2022 to HK\$150.2 million in FY2023. The increase in administrative expenses was mainly due to the rise in employee benefit expenses of directors, management, sales and administrative staff in the Group, which included an amount of HK\$4.8 million for one-time gratuities and a bonus paid to a resigned director and a senior management member during the year.

Other operating income, net

Other operating income, net mainly consists of net gain on foreign exchange, reversal of impairment loss on inventories, obsolete inventories written off, fair value loss on financial assets at fair value through profit or loss and provision for impairment loss on trade receivables. Other operating income, net increased from HK\$2.9 million in FY2022 to HK\$8.8 million in FY2023, which is primarily resulted from the increase in reversal of impairment loss on inventories of HK\$5.3 million in FY2023.

Other operating income, net is re-defined to include fair value gain/loss on financial assets at fair value through profit or loss and gain/loss on foreign exchange, and as such comparative figures were adjusted accordingly.

Finance expenses, net

Finance expenses, net represent interest on lease liabilities and bank borrowings, bank charges and interest income on bank deposits. Finance expenses, net reduced by 9.3% from HK\$10.8 million in FY2022 to HK\$9.8 million in FY2023. The decrease is mainly attributable to the following factors: (i) an increase in bank interest income; (ii) a decrease in bank charges and bank interest expenses; and (iii) partially offset by an increase in interest on lease liabilities due to the inclusion of two leased factory buildings in the PRC that were delivered to the Group in June 2022.

Income tax expense

Income tax expense decreased from HK\$10.5 million in FY2022 to HK\$10.3 million in FY2023, mainly attributable to the utilisation of deferred tax.

行政開支

行政開支主要包括僱員福利開支(包括董事薪酬)、物業、廠房及設備及使用權資產折舊、核數師薪酬、保險開支及其他一般行政開支。行政開支由二零二二財政年度的133,800,000港元增加12.3%至二零二三財政年度的150,200,000港元。行政開支增加主要由於本集團的董事、管理層、銷售及行政員工的員工福利開支增加(包括年內支付予辭任董事及高級管理層成員的一次性酬金及花紅4,800,000港元)所致。

其他經營收入淨額

其他經營收入淨額主要包括外匯收益淨額、存貨減值虧損撥回、陳舊存貨撇銷、按公平值計入損益賬的金融資產的公平值虧損及貿易應收款項減值虧損撥備。其他經營收入淨額由二零二二財政年度的2,900,000港元增加至二零二三財政年度的8,800,000港元，主要由於於二零二三財政年度存貨減值虧損撥回增加5,300,000港元。

其他經營收入淨額已重新界定，以納入按公平值計入損益賬的金融資產的公平值收益／虧損及外匯收益／虧損，因此比較數字已作出相應調整。

財務開支淨額

財務開支淨額指租賃負債及銀行借款利息、銀行手續費及銀行存款利息收入。財務開支淨額由二零二二財政年度的10,800,000港元減少9.3%至二零二三財政年度的9,800,000港元。該減少主要由於以下因素所致：(i)銀行利息收入增加；(ii)銀行手續費及銀行利息開支減少；及(iii)部分由租賃負債的利息增加所抵銷，乃由於納入於二零二二年六月交付予本集團的兩座位於中國的租賃廠房。

所得稅開支

所得稅開支由二零二二財政年度的10,500,000港元減少至二零二三財政年度的10,300,000港元，乃主要由於使用遞延稅項。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

LIQUIDITY AND FINANCIAL RESOURCES

During FY2023, the Group primarily financed its operational and capital requirements through a combination of cash flows generated from the operating activities, proceeds from the listing of the shares of the Company on the Main Board of the Stock Exchange on 23 November 2017 (the “**Listing**”) and bank borrowings. As at 31 December 2023, the Group had bank borrowings of HK\$20.7 million (2022: HK\$21.0 million), which were classified as current liabilities and primarily denominated in Hong Kong dollars (“**HK\$**”) and United States Dollars (“**US\$**”). In addition, as at 31 December 2023, the Group had undrawn banking facilities of HK\$220.4 million (2022: HK\$191.4 million) and restricted bank deposits and cash and cash equivalents of HK\$77.5 million (2022: HK\$79.0 million), which were mainly denominated in HK\$, US\$, Renminbi (“**RMB**”), Thai Baht (“**THB**”) and Euro (“**EUR**”).

As at 31 December 2023, the Group had net current assets of HK\$328.5 million (2022: HK\$306.3 million). The Group’s current ratio, calculated by dividing current assets by current liabilities, increased from 2.3 times as at 31 December 2022 to 2.9 times as at 31 December 2023. The Group’s gearing ratio, determined by dividing net debt by total capital at the end of the reporting period, was not applicable (“**N/A**”) as at 31 December 2023 (2022: N/A) since the Group maintained a positive net cash position (cash and cash equivalents minus borrowings). Net debt is calculated as bank borrowings less cash and cash equivalents, while total capital is calculated as “total equity” as shown in the consolidated statement of financial position plus net debt, where applicable.

FINANCIAL RISK MANAGEMENT

The Group’s activities are exposed to various financial risks, including (i) market risk (including foreign exchange risk, price risk and cash flow interest rate risk), (ii) credit risk; and (iii) liquidity risk. The Group’s risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse impacts on the Group’s financial performance.

流動資金及財務資源

於二零二三財政年度，本集團主要透過經營活動所得現金流、本公司股份於二零一七年十一月二十三日於聯交所主板上市（「**上市**」）所得款項及銀行借款撥付營運及資金需要。於二零二三年十二月三十一日，本集團的銀行借款為20,700,000港元（二零二二年：21,000,000港元），乃分類為流動負債，主要以港元（「**港元**」）及美元（「**美元**」）計值。此外，本集團於二零二三年十二月三十一日未提取的銀行融資為220,400,000港元（二零二二年：191,400,000港元），以及受限制銀行存款及現金及現金等價物77,500,000港元（二零二二年：79,000,000港元），主要以港元、美元、人民幣（「**人民幣**」）、泰銖（「**泰銖**」）及歐元（「**歐元**」）計值。

於二零二三年十二月三十一日，本集團的流動資產淨額為328,500,000港元（二零二二年：306,300,000港元）。本集團的流動比率按流動資產除以流動負債計算，由二零二二年十二月三十一日的2.3倍增長至二零二三年十二月三十一日的2.9倍。本集團的資產負債比率乃根據報告期末的債項淨額除以總資本計算得出，於二零二三年十二月三十一日為不適用（「**不適用**」）（二零二二年：不適用），乃因本集團持續錄得正淨現金狀況（現金及現金等價物減借款）。債項淨額按銀行借款減現金及現金等價物計算，而總資本則以綜合財務狀況表內所示的「權益總額」加上債項淨額（如適用）計算。

財務風險管理

本集團業務承受多類財務風險，其中包括(i)市場風險（包括外匯風險、價格風險及現金流量利率風險）、(ii)信貸風險；及(iii)流動資金風險。本集團的風險管理計劃重點關注金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Foreign exchange risk

The Group operates mainly in Hong Kong, the PRC, Thailand and Ireland. Entities within the Group are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US\$, RMB, THB and EUR. Foreign exchange risk arises from export sales, purchases, other future commercial transactions and monetary assets and liabilities denominated in currencies other than the entity's functional currency.

The management of the Company has set up a policy to require the Group to manage its foreign exchange risk against its functional currencies. It manages its foreign currency risk by closely monitoring the movements of foreign currency rates and may enter into forward foreign exchange contracts to mitigate exposure should the need arise. During FY2023 and FY2022, the Group did not enter into any forward foreign exchange contract.

Price risk

The Group is exposed to equity securities price risk from equity instruments held by the Group which is classified in the consolidated statement of financial position as financial assets at fair value through profit or loss. The Group mitigates its price risk exposure by maintaining a portfolio of investments with different risk and return profiles, and ensuring the investment portfolio is frequently reviewed and monitored.

Cash flow interest rate risk

The Group's interest rate risk primarily arises from borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk, which is partially offset by cash held in banks at variable rates. The Group does not adopt any interest hedging strategy.

外匯風險

本集團主要於香港、中國、泰國及愛爾蘭經營。本集團內實體面對多種貨幣產生的外匯風險，主要有關美元、人民幣、泰銖及歐元。外匯風險產生自以並非有關實體功能貨幣計值的出口銷售、購買、其他日後商業交易以及貨幣資產及負債。

本公司管理層已制定政策要求本集團管理其功能貨幣面臨的外匯風險。其透過密切監察外幣匯率變動管理其外幣風險，並將考慮在必要時訂立遠期外匯合約以減低風險。於截至二零二三財政年度及二零二二財政年度內，本集團概無訂立任何遠期外匯合約。

價格風險

本集團因其持有的股本工具承受股本證券價格風險，該等工具於綜合財務狀況表中分類為按公平值計入損益賬之金融資產。本集團通過維持具有不同風險及回報特徵的投資組合，並確保經常檢討及監控投資組合，以減輕價格風險。

現金流量利率風險

本集團的利率風險主要產生自借款。按浮動利率作出的借款令本集團面臨現金流量利率風險，由以浮動利率持有的銀行現金部分抵銷。本集團並無採納任何利息對沖策略。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

During FY2023 and FY2022, all bank borrowings of the Group were arranged at floating rates varied with prevailing market condition.

As at 31 December 2023, the Group had bank borrowings of HK\$20.7 million (2022: HK\$21.0 million), primarily denominated in HK\$ and US\$.

Credit risk

The Group's credit risks are primarily attributable to financial instruments that are financial assets at fair value through profit or loss, trade and other receivables, deposits, time deposits and cash held in banks.

In respect of time deposits and cash held in banks, the credit risk is considered low as the counterparties are banks with high credit ratings assigned by international credit rating agencies.

The management of the Group conducts periodic assessment on the recoverability of trade and other receivables based on historical payment records, the duration of the overdue periods, the financial strength of debtors and the presence of any disputes with the debtors. According to the Group's historical experience in collection of trade and other receivables, the irrecoverable trade and other receivables fall within the recognised allowances and the management is of the opinion that adequate provision for uncollectible receivables has been made.

As at 31 December 2023, the Group has concentration of credit risk as 49.0% (2022: 11.6%) and 81.0% (2022: 73.1%) of the total trade receivables was due from the Group's largest customer and the five largest customers respectively. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

於二零二三財政年度及二零二二財政年度，本集團所有銀行借款乃按隨當前市況波動之浮動利率計息。

於二零二三年十二月三十一日，本集團有銀行借款20,700,000港元（二零二二年：21,000,000港元），主要以港元及美元計值。

信貸風險

本集團的信貸風險主要來自金融工具，即按公平值計入損益賬的金融資產、貿易及其他應收款項、按金、定期存款及持有於銀行的現金。

就定期存款及持有於銀行的現金而言，信貸風險被視為很低，乃由於對方為國際信貸評級機構給予高信貸評級的銀行。

本集團管理層基於過往付款記錄、逾期期間長度、債務人的財務能力以及與債務人是否存在任何糾紛，定期對貿易及其他應收款項的可收回性進行評估。根據本集團過往收回貿易及其他應收款項的經驗，不可收回貿易及其他應收款項屬於已確認撥備範圍之內，管理層認為已就不可收回的應收款項計中作出充分撥備。

於二零二三年十二月三十一日，本集團的信貸風險集中度為應收貿易賬款總額的49.0%（二零二二年：11.6%）及81.0%（二零二二年：73.1%），分別來自本集團最大客戶及五大客戶。為將信貸風險減至最低，本集團管理層已委派團隊負責釐定信貸額度及信貸審批。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Liquidity risk

Cash flow forecasts are performed in the operating entities of the Group. These forecasts consider the Group's debt financing plans, covenant compliance, and any applicable external regulatory or legal requirements, such as currency restrictions.

The Group manages liquidity through various means, including orderly realisation of short-term financial assets and receivables, and long-term financing through long-term borrowings. The Group strives to maintain funding flexibility by maintaining sufficient bank balances, available committed credit lines and interest-bearing borrowings. These measures enable the Group to sustain its business operations in the foreseeable future.

COMMITMENTS

- (a) The Group's capital expenditure on property, plant and equipment contracted for but not recognised as liabilities as at 31 December 2023 amounted to HK\$4.8 million (2022: HK\$1.1 million).
- (b) The Group has recognised right-of-use assets and lease liabilities for all leases, except for short-term leases with original lease term of less than one year. The total future minimum lease payments under non-cancellable leases for which no lease liabilities have been recognised by the Group as at 31 December 2023 amounted to HK\$152,000 (2022: HK\$565,000).

CAPITAL STRUCTURE

The capital structure of the Group consists of bank borrowings and equity attributable to owners of the Company, comprising issued share capital and reserves. As at 31 December 2023, the Company had 1,000,000,000 shares in issue (2022: 1,000,000,000 shares).

SIGNIFICANT INVESTMENTS

As at 31 December 2023, the Group did not hold any significant investments (2022: nil).

流動資金風險

現金流動預測乃於本集團的經營實體進行。該等預測考慮本集團之債務融資計劃、契諾規定及任何外部監管或法律要求(如貨幣限制)。

本集團透過多種方式(包括有序變現短期金融資產及應收款項)以及長期借款的長期融資方式)維持流動資金。本集團致力於透過保持充足銀行結餘、可供動用承諾信貸額度及計息借款，維持資金的靈活彈性，讓本集團於可見將來繼續經營其業務。

承擔

- (a) 於二零二三年十二月三十一日，本集團已訂約但尚未確認為負債的物業、廠房及設備的資本開支金額為4,800,000港元(二零二二年：1,100,000港元)。
- (b) 本集團已就所有租賃確認使用權資產及租賃負債，惟不包括原租期少於一年的短期租賃。於二零二三年十二月三十一日，在不可撤銷之租賃之下，本集團並無確認租賃負債之未來最低租賃付款總額為152,000港元(二零二二年：565,000港元)。

資本架構

本集團的資本架構包括銀行借款及本公司擁有人應佔權益(包括已發行股本及儲備)。於二零二三年十二月三十一日，本公司有1,000,000,000股已發行股份(二零二二年：1,000,000,000股股份)。

重大投資

於二零二三年十二月三十一日，本集團並無持有任何重大投資(二零二二年：無)。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

MATERIAL ACQUISITIONS OR DISPOSAL OF SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

The Group did not have any material acquisitions nor disposals of subsidiaries, associates and joint ventures during FY2023 (2022: nil).

FUTURE PLANS FOR MATERIAL INVESTMENTS AND CAPITAL ASSETS

Save as those disclosed in the prospectus of the Company dated 13 November 2017 (the “**Prospectus**”) or otherwise in this annual report, the Group currently has no other plans for material investments and capital assets.

CONTINGENT LIABILITIES

The Group did not have material contingent liabilities as at 31 December 2023 (2022: nil).

TREASURY MANAGEMENT

During FY2023, there were no material changes in the Group’s funding and treasury policies. The Group maintains an adequate level of cash and banking facilities to support its normal business operations.

The Group’s capital management objectives are to ensure the continuity of the Group as a going concern while maximising the return to the Shareholders through an optimal balance of debt and equity. The Group manages the amount of capital in proportion to risk and makes necessary adjustments to its overall capital structure. The management of the Group closely monitors trade receivable balances for any overdue amounts on an ongoing basis and only trade with creditworthy parties. The management of the Group carefully monitors the Group’s liquidity position to ensure that the liquidity structure of its assets, liabilities and commitments can meet its funding requirements and effectively manage liquidity risk.

PLEDGE OF ASSETS

As at 31 December 2023, the financial assets at fair value through profit or loss amounted to HK\$1.9 million (2022: HK\$9.3 million), property, plant and equipment amounted to HK\$22.9 million (2022: HK\$23.0 million), bank deposits amounted to HK\$16.5 million (2022: HK\$6.2 million) and an indemnity for an unlimited amount executed by the Company were pledged as security for the bank borrowings of the Group.

重大收購或出售附屬公司、聯營公司及合營企業

於二零二三財政年度，本集團並無重大收購或出售任何附屬公司、聯營公司及合營企業（二零二二年：無）。

有關重大投資及資本資產的未來計劃

除本公司日期為二零一七年十一月十三日的招股章程（「**招股章程**」）或本年報另行披露者外，本集團目前並無其他有關重大投資及資本資產的計劃。

或然負債

於二零二三年十二月三十一日，本集團並無重大或然負債（二零二二年：無）。

庫務管理

於二零二三財政年度，本集團的融資及庫務政策並無重大變動。本集團保持充足水平的現金及銀行融資，以支持其一般業務經營。

本集團的資本管理目標是保障本集團持續經營的可持續性，同時通過優化債務及權益的平衡以為股東帶來最大回報。本集團根據風險水平管理資本，並對其整體資本結構作出調整。本集團管理層持續密切監察任何逾期金額的貿易應收款項結餘，並只會與具信譽的有關方進行貿易。本集團管理層審慎監察本集團的流動資金狀況，以確保其資產、負債及承擔的流動資金架構可滿足其融資需求，且有效管控流動資金風險。

資產抵押

於二零二三年十二月三十一日，按公平值計入損益賬的金融資產1,900,000港元（二零二二年：9,300,000港元）、物業、廠房及設備22,900,000港元（二零二二年：23,000,000港元）、銀行存款16,500,000港元（二零二二年：6,200,000港元）以及由本公司簽立的無限金額彌償保證經已抵押，作為本集團銀行借款的擔保。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

EMPLOYEES AND REMUNERATION POLICIES

The total number of employees were approximately 1,560 as at 31 December 2023 (2022: approximately 1,600). The Group's employee benefit expenses mainly included salaries, overtime payment, discretionary bonus, directors' remuneration, other staff benefits and contributions to retirement schemes.

For FY2023, the Group's total employee benefit expenses (including directors' remuneration) amounted to HK\$192.6 million (2022: HK\$193.2 million). Remuneration is determined with reference to the qualification, experience and work performance, whereas the discretionary bonus is subject to work performance and the financial performance of the Group in that particular year and prevailing market conditions.

SHARE OPTION SCHEME

The Group operates a share option scheme (the "**Share Option Scheme**") for the purpose of providing incentives and rewards to eligible Directors and employees of the Group, who contribute to the success of the Group's operations. No share options were granted, exercised or lapsed under the Share Option Scheme during FY2023. As at 31 December 2023, the Group did not have any outstanding share options granted under the Share Option Scheme (31 December 2022: nil). No share options were granted, exercised or lapsed under the Share Option Scheme during the year ended 31 December 2023.

The total number of share options available for grant under the scheme mandate limit of the Share Option Scheme was 70,000,000 as at 1 January 2023 and 31 December 2023.

The Share Option Scheme was conditionally approved and adopted in compliance with Chapter 17 of the Rules Governing the Listing of Securities (the "**Listing Rules**") on the Stock Exchange by written resolutions of the then Shareholder on 27 October 2017. In any event, any grant of options under the Share Option Scheme shall comply with the amended provisions of Chapter 17 of the Listing Rules which took effect on 1 January 2023 notwithstanding any provisions of the Share Option Scheme.

僱員及薪酬政策

於二零二三年十二月三十一日合共聘用約1,560名僱員(二零二二年：約1,600名)。本集團的僱員福利開支主要包括薪金、加班工資、酌情花紅、董事薪酬、其他僱員福利及退休計劃供款。

於二零二三財政年度，本集團僱員福利開支總額(包括董事薪酬)為192,600,000港元(二零二二年：193,200,000港元)。薪酬乃按僱員的資歷、經驗及工作表現釐定，而酌情花紅則視乎工作表現、本集團於特定年度的財務業績及當前市場狀況而釐定。

購股權計劃

本集團經營一項購股權計劃(「**購股權計劃**」)，以嘉許及獎勵為本集團經營之成功做出貢獻之本集團合資格董事及僱員。於二零二三財政年度內，概無購股權根據購股權計劃授出、行使或失效。於二零二三年十二月三十一日，本集團並無任何根據購股權計劃授出的尚未行使購股權(二零二二年十二月三十一日：無)。截至二零二三年十二月三十一日止年度，概無購股權根據購股權計劃授出、行使或失效。

於二零二三年一月一日及二零二三年十二月三十一日，根據購股權計劃的計劃授權限額可供授出的購股權總數為70,000,000份。

購股權計劃乃根據聯交所證券上市規則(「**上市規則**」)第十七章，於二零一七年十月二十七日透過當時的股東書面決議案有條件批准及採納。在任何情況下，根據購股權計劃授出的任何購股權須遵守於二零二三年一月一日生效的上市規則第十七章的經修訂條文，即使該購股權計劃有任何其他條文規定。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The purpose of the Share Option Scheme is to (i) motivate the eligible persons (as set out in the paragraph below) to optimise their performance and efficiency for the benefit of our Group; and (ii) to attract, retain or otherwise maintain ongoing relationships with the eligible persons who are significant to and/or whose contributions are or will be beneficial to the performance, growth and success of our Group.

The participants of the Share Option Scheme include: (i) any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to any member of the Group or a company in which the Group holds an interest or a subsidiary of such company (the “Affiliate”); (ii) the trustee of any trust the beneficiary of which or any discretionary trust the discretionary objects of which include any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to any member of the Group or an Affiliate; or (iii) a company beneficially owned by any director, employee, consultant, professional, customer, supplier, agent, partner or adviser of or contractor to any member of the Group or an Affiliate.

As at 31 December 2023 and as at the date of this annual report, the total number of shares available for issue under the Share Option Scheme was 70,000,000 (2022: 70,000,000 shares), representing 7% (2022: 7%) of the issued share capital of the Company.

The aggregate number of shares which may be issued upon exercise of all outstanding options granted and to be exercised under the Share Option Scheme and any other share option scheme of the Company, must not in aggregate exceed 10% of the Company’s shares in issue as at the date of listing of the Company. The 10% limit may be refreshed at any time by obtaining approval of the Shareholders in general meeting provided that the total number of the Company’s shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other share option scheme of the Company, must not exceed 10% of the Company’s shares in issue as at the date of the approval of the refreshed limit.

購股權計劃的目的為(i)鼓勵合資格人士(如下文段落所載)為本集團利益而提升其表現及效率;及(ii)吸引、挽留或以其他方式繼續維持與對本集團的業績、增長及成功屬重要及/或其貢獻有利於或將有利於本集團的業績、增長或成功的合資格人士的長期合作關係。

購股權計劃項下的參與者可包括:(i)本集團任何成員公司或本集團持有其中權益的公司或該公司的附屬公司的任何董事、僱員、顧問、專業人員、客戶、供應商、代理、合夥人或諮詢人或承辦商(「關聯人士」);(ii)其酌情受益人包括本集團任何成員公司的任何董事、僱員、顧問、專業人員、客戶、供應商、代理、合夥人、諮詢人或承辦商或關聯人士的任何信託或全權信託的受託人;或(iii)本集團任何成員公司的任何董事、僱員、顧問、專業人員、客戶、供應商、代理、合夥人、諮詢人或承辦商或關聯人士實益擁有的公司。

於二零二三年十二月三十一日及本年報日期,根據購股權計劃可供發行的股份總數為70,000,000股(二零二二年:70,000,000股),相當於本公司已發行股本7%(二零二二年:7%)。

根據購股權計劃及本公司任何其他購股權計劃已授出而可予行使的所有未行使購股權獲行使時可發行的股份總數,合共不得超過本公司於上市日期的已發行股份10%。該10%上限可隨時由股東於股東大會上批准而予以更新,惟根據購股權計劃及本公司任何其他購股權計劃將授出的所有購股權獲行使時可予發行的本公司股份總數,不得超過本公司於經更新上限獲批准日期的已發行股份10%。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Under the Share Option Scheme, the number of shares issued and to be issued in respect of which options granted and which may be granted to any individual in any 12-month period up to the date of the grant, shall not exceed 1% of the shares of the Company in issue. Any further grant of options in excess of this limit must be separately approved by the Shareholders in a general meeting with such grantee and his/her close associates abstaining from voting. Any grant of an option to a Director, chief executive or substantial shareholder of the Company (or any of their respective associates) must be approved by the independent non-executive Directors (excluding any independent non-executive Director who is the grantee of the option).

Where any grant of options to a substantial shareholder of the Company or an independent non-executive Director (or any of their respective associates) will result in the total number of shares issued and to be issued upon exercise of all options already granted and to be granted to such person under the Scheme and any other share option scheme of the Company (including options exercised, cancelled and outstanding) in any 12-month period up to and including the date of grant representing in aggregate over 0.1% of the shares in issue and having an aggregate value, based on the closing price of the shares at the date of each grant, in excess of HK\$5,000,000, such further grant of options is required to be approved by the Shareholders at a general meeting of the Company, with voting to be taken by way of a poll.

Upon acceptance of an option to subscribe for shares, the eligible participant shall pay HK\$1 to the Company as consideration for the grant. The subscription price of a share subject to options granted under the Share Option Scheme shall be a price determined by the Board and notified to a participant and shall be at least the higher of: (i) the closing price of the shares as stated in the Stock Exchange's daily quotations sheet on the date of the grant of the option; and (ii) The average closing price of the shares as stated in the Stock Exchange's daily quotations sheets for the five trading days immediately preceding the date of the grant of the option.

根據購股權計劃項下，於任何十二個月期間內直至授出日期，任何個別人士獲授及可獲授的購股權所涉及的已發行及將發行的股份數目，不得超過本公司已發行股份的1%。超出此上限的任何購股權進一步授出，必須另外經股東在股東大會上批准，而有關承授人及其緊密聯繫人須放棄投票。向本公司董事、主要行政人員或主要股東（或彼等各自的任何聯繫人）授出任何購股權，必須經獨立非執行董事（不包括身為購股權承授人的任何獨立非執行董事）批准。

倘向本公司主要股東或獨立非執行董事（或彼等各自的任何聯繫人）授出任何購股權，會導致於任何十二個月期間內直至授出日期（包括該日）該人士根據該計劃及本公司任何其他購股權計劃獲授及將獲授的所有購股權（包括已行使、已註銷及尚未行使之購股權）獲行使時已發行及將發行的股份總數，合共超過已發行股份的0.1%，且根據每次授出日期的股份收市價計算，總值超過5,000,000港元，則上述進一步授出購股權須由股東在本公司股東大會上批准，且須以投票方式表決。

於接納可認購股份的購股權時，合資格參與者須向本公司支付1港元作為是次授出的代價。根據購股權計劃授出購股權所涉及的股份認購價應為由董事會釐定並向參與者知會的價格，並應最少相等於以下最高者：(i)聯交所每日報價表所示股份於授出購股權日期的收市價；及(ii)聯交所每日報價表所示股份於緊接授出購股權日期前五個交易日的平均收市價。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Under the Share Option Scheme, options granted are exercisable after three years but not exceeding ten years from the date of the grant.

No share options were granted, exercised or lapsed under the Scheme during the years ended 31 December 2023 and 2022.

The Share Option Scheme shall be valid and effective for a period of 10 years commencing on 23 November 2017. As at 31 December 2023, the remaining life of the Share Option Scheme is approximately 3.9 years. However, the Shareholders may by a resolution in general meeting at any time terminate the Share Option Scheme. Upon expiry or termination of the Share Option Scheme, no further options shall be offered but in all other respects the provisions of the Share Option Scheme shall remain in full force and effect.

Further details of the Share Option Scheme are also set out in note 29 to the consolidated financial statements.

購股權計劃項下所授出的購股權可於授出日期起計三年後但不超過十年的期間行使。

截至於二零二三年及二零二二年十二月三十一日止年度，概無購股權根據購股權計劃授出、行使或失效。

購股權計劃將自二零一七年十一月二十三日起為期十年有效及生效。於二零二三年十二月三十一日，購股權計劃的剩餘年期約為3.9年。然而，股東可於股東大會上透過決議案隨時終止購股權計劃。於購股權計劃屆滿或終止後，本公司將不會再授出購股權，但就所有其他方面而言，購股權計劃的條文仍將具有十足效力。

購股權計劃之進一步詳情亦載於綜合財務報表附註29。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

COMPLIANCE WITH LAWS AND REGULATIONS

The Group recognises the importance of compliance with regulatory requirements and the risks of non-compliance with such requirements. To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Group has complied with all relevant laws and regulations in Hong Kong and other jurisdictions applicable to the Group in all material respects during FY2023.

The Group also complies with the requirements under the Listing Rules and the Securities and Futures Ordinance, Chapter 571 of the laws of Hong Kong (the "SFO") for the disclosure of information and corporate governance in all material respects.

ENVIRONMENTAL POLICY

The Group recognises its responsibility to protect the environment from its business activities. The Group continually seeks to identify and manage environmental impacts attributable to its operational activities in order to minimise these impacts if possible.

RELATIONSHIPS WITH STAKEHOLDERS

The Group recognises employees as one of the valuable assets of the Group. The Group strictly complies with the labour laws and regulations in Hong Kong and other jurisdictions applicable to the Group and regularly reviews the existing staff benefits for improvement.

The Group provides good quality services to customers and maintains a good relationship with them. The Group is able to establish trust and long-standing business relationship with its major customers.

The Group also maintains effective communication and develops long term and stable relationships with suppliers. During FY2023, there was no material dispute nor disagreement between the Group and its suppliers.

遵守法例及法規

本集團深明遵守監管規定的重要性以及不遵守有關規定所涉及的風險。經董事作出一切合理查詢後所深知、盡悉及確信，於二零二三財政年度，本集團已在各主要方面遵守香港以及本集團所適用的其他司法管轄區的一切相關法例及法規。

本集團在披露資料及企業管治的所有主要方面亦遵守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」）之規定。

環保政策

本集團肩負進行業務活動時保護環境之責任。本集團不斷設法識別和管控其經營活動所引起的環境影響，務求盡可能將有關影響減至最低。

與持份者的關係

本集團視僱員為本集團其中一項寶貴資產。本集團嚴格遵守香港以及本集團所適用的其他司法管轄區的勞動法例及法規，並定期審閱及完善現有員工福利。

本集團為客戶提供優質服務，並與彼等維持良好關係。本集團能夠與主要客戶建立互信並維持長遠業務關係。

本集團亦與供應商維持有效溝通，並建立長期穩定關係。於二零二三財政年度，本集團與供應商之間並無任何重大糾紛或意見分歧。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

COMPARISON OF BUSINESS STRATEGIES
WITH ACTUAL BUSINESS PROGRESS

業務策略與實際業務進展之比較

The following sets out a comparison of the business strategies as stated in the Prospectus with the Group's actual business progress for FY2023 and up to the date of this annual report:

下文載列於二零二三財政年度及截至本年報日期，招股章程所載的業務策略與本集團實際業務進展之比較：

Business strategies as stated in the Prospectus 招股章程所述的業務策略	Actual business progress up to the date of this annual report 截至本年報日期的實際業務進展
<p>Continue to expand the customer base in the European market and explore new markets in the PRC, the US and other Asian countries</p>	<p>Amidst the uncertainties in the global economic outlook, including a high interest rate and high inflation environment, geopolitical tensions, new virus variants and currency depreciation, positive business opportunities continue to emerge. The COVID-19 pandemic and global economic slowdown have driven digital transformation, impacting companies, work styles and societies. This has resulted in an increased global demand for medical and healthcare devices, automation solutions, smart charging solutions, energy-efficient equipment and self-service kiosks.</p> <p>By leveraging the dedicated efforts of our marketing team, the Group has successfully expanded its customer base in Europe, the US, the PRC (including Hong Kong) and other Asian countries. To capitalise on emerging opportunities, the Group will continue to allocate additional resources to sales and marketing activities.</p>
<p>持續擴展歐洲市場客戶群以及在中國、美國及其他亞洲國家開拓新市場</p>	<p>儘管全球經濟前景存在不確定因素，包括高利率及高通脹的環境、地緣政治緊張局勢、新變種病毒及貨幣減值，市場仍然充滿商機。COVID-19疫情及全球經濟放緩推動了數碼轉型，對公司、工作模式及社會均產生影響。這從而帶動全球對醫療及保健器材、自動化解決方案、智慧充電解決方案、節能設備及自助式售賣機的更高需求。</p> <p>憑藉我們營銷團隊所作出的不懈努力，本集團已成功擴展其歐洲、美國、中國（包括香港）及其他亞洲國家的客戶群。本集團將繼續投放更多資源於銷售及營銷活動，以把握這些新機遇。</p>

Business strategies as stated in the Prospectus

招股章程所述的業務策略

Manufacture products of higher value and/or with higher profit contribution per the resources

按資源生產價值較高及／或利潤回報較高的產品

Actual business progress up to the date of this annual report

截至本年報日期的實際業務進展

The Group specialises in manufacturing and sale of customised industrial electronic components and products. Our diverse product range includes electro-mechanical products, switch-mode power supplies, smart chargers and smart vending systems. These products have diverse applications across industrial and commercial sectors, including medical and healthcare devices, renewable energy systems, telecommunication systems, commercial freight equipment, security and access control systems, as well as gaming and entertainment systems. Our industrial electronic products are renowned for their exceptional quality, technical precision, and their ability to deliver high value and make significant profit contributions.

本集團專門製造及銷售定製工業電子零件及產品。我們多樣化的產品範圍包括機電產品、開關電源、智能充電器及智能售賣系統。該等產品於工業及商業領域有多樣化應用，包括醫療及保健器材、可再生能源系統、電訊系統、商業貨運設備、保安及門禁系統以及遊戲及娛樂系統。我們的工業電子產品憑藉其卓越的品質、技術精度以及提供較高價值及貢獻可觀利潤而聞名。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Business strategies as stated in the Prospectus**招股章程所述的業務策略**

Continue to expand the operations in ATE business segment

繼續擴大自動化檢測設備業務

Actual business progress up to the date of this annual report**截至本年報日期的實際業務進展**

The global economic slowdown and uncertain business environment have led our customers in the ATE business to adopt a cautious approach in project development and capital investment. As a result, there has been a decline in demand for ATEs. In light of this, we have decided to suspend our expansion plans in the ATE business and instead reallocate our resources to strengthen our capabilities in our core business of industrial electronic manufacturing services. This strategic reallocation allows us to navigate the challenging economic landscape, optimise operational efficiency, and maintain our dedication to delivering high-quality industrial electronic solutions.

全球經濟放緩及商業環境充滿不確定性促使我們的自動化檢測設備業務客戶對項目開發及資本投資採取審慎態度，從而導致對自動化檢測設備的需求下降。因此，我們已決定暫停於自動化檢測設備業務的擴展計劃，且重新分配我們資源以加強我們於工業電子製造服務核心業務的能力。該戰略性重新分配使我們能夠應對充滿挑戰的經濟形勢，優化運營效率，並繼續致力於提供優質工業電子解決方案。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Business strategies as stated in the Prospectus

招股章程所述的業務策略

Strengthen the sales and marketing efforts in the industrial electronic manufacturing services sector

加強對工業電子製造服務領域的銷售及營銷力度

Actual business progress up to the date of this annual report

截至本年報日期的實際業務進展

We prioritise maintaining strong relationships with customers and partners through regular visits, fostering better cooperation and project development. Additionally, we actively collaborate with customers, design houses, and industry participants to drive innovation and explore new products. By actively participating in industry exhibitions, trade fairs and promotional campaigns, we stay informed about market developments, connect with potential customers and seize emerging opportunities. To enhance our online presence, we have placed significant emphasis on enriching the content of our website. This includes providing timely corporate news and updates, showcasing our state-of-the-art smart manufacturing processes and highlighting our superior quality industrial electronic products. Through these efforts, we aim to strengthen our reputation and solidify our position as a leading provider of customised industrial electronic components and products.

我們優先考慮通過定期拜訪、促進更好的合作及項目開發來與客戶及合作夥伴保持良好的關係。此外，我們積極與客戶、設計公司及行業參與者合作，推動創新及發掘新產品。我們透過積極參加行業展覽、貿易展會及促銷活動，從而及時了解市場發展、與潛在客戶建立聯繫並抓住新機遇。為提升我們的線上影響力，我們非常重視豐富我們網站的內容，包括及時提供企業新聞及更新內容、展示我們最先進的智能製造流程以及突出我們優質的工業電子產品。透過該等努力，我們旨在提升公司聲譽並鞏固我們作為定製工業電子零件及產品領先供應商的地位。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Business strategies as stated in the Prospectus**招股章程所述的業務策略**

Further enhance the production efficiencies and expand the production capacity

Actual business progress up to the date of this annual report**截至本年報日期的實際業務進展**

As disclosed in the Company's announcements dated 23 April 2021, 22 June 2021, 15 December 2021, 18 March 2022, and 13 May 2022, along with the circular dated 26 July 2021, the Group entered into tenancy agreements with the Shiji Cooperative Economic Association of Dongchong Town, Nansha District, Guangzhou City, Guangdong Province* (廣東省廣州市南沙區東涌鎮石基股份合作經濟聯合社) to lease two factory buildings adjacent to our existing production plant. These buildings have gradually commenced operations since May 2023, with one building serving as a warehouse and the other as a production facility. This expansion enables us to increase our production capacity and effectively meet the growing demand from our customers. The expansion plan aims to create synergies with the existing production facilities, optimise logistics and administrative costs, and maximise production efficiencies. By integrating advanced automation and digital production lines, the new factory enhances our capabilities to undertake large-scale production of high-value and heavy-duty product series.

Moreover, building upon the successful performance of our production plant in Thailand, our management has taken steps to further expand our production capabilities in the region. We have recently leased an additional factory building in close proximity to our existing production facility. This strategic move allows us to further enhance our production capacity and cater to the evolving needs of our customers. With these measures in place, we are confident in our ability to solidify our position as a leading provider of industrial electronic manufacturing services.

* for identification purpose only

Business strategies as stated in the Prospectus

招股章程所述的業務策略

進一步提高生產效率及擴大產能

Actual business progress up to the date of this annual report

截至本年報日期的實際業務進展

誠如本公司日期為二零二一年四月二十三日、二零二一年六月二十二日、二零二一年十二月十五日、二零二二年三月十八日及二零二二年五月十三日的公佈以及日期為二零二一年七月二十六日的通函所披露，本集團與廣東省廣州市南沙區東涌鎮石基股份合作經濟聯合社訂立租賃協議，以租賃兩幢毗鄰我們現有生產廠房的工廠大廈。該等建築自二零二三年五月逐步開始運營，其中一幢大廈用作倉庫，另一幢大廈用作生產工廠。該擴展能使我們增加產能及有效滿足客戶不斷增長的需求。擴展計劃旨在與現有生產設施創造協同效應，優化物流及行政成本及最大限度地提高生產效率。新生產工廠透過配備先進的自動化及數碼化生產線，增強了我們承擔大量生產高價值及重型產品系列的能力。

此外，由於我們泰國的生產工廠表現理想，管理層已採取措施進一步擴展我們於該地區的產能。我們於近日於現有生產設施附近租賃一間額外的工廠大廈。該戰略性舉動使我們能夠進一步提高產能並滿足客戶不斷變化的需求。透過該等措施，我們有信心有能力鞏固我們作為領先工業電子製造服務供應商的地位。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Business strategies as stated in the Prospectus

招股章程所述的業務策略

Continue to recruit talents and professionals

繼續招聘優秀人才及專業人士

Actual business progress up to the date of this annual report

截至本年報日期的實際業務進展

To maintain our competitive edge in the industrial electronics manufacturing industry, our Group has implemented a strategic approach that focuses on recruiting and developing skilled professionals. As part of our commitment to high value-added solutions and the integration of new technologies, we have transformed our strategic talent centre (“STC”) in Guangzhou City, Guangdong Province, China into an innovation and development hub. This transformation aims to attract and cultivate technological talents, enhance our infrastructure, and drive the application of advanced technologies and innovation across our operations. As of 31 December 2023, the STC employed eleven individuals to provide a wide range of value-added services for the Group. Looking ahead, our management remains dedicated to continuously attract and recruit talented individuals of the highest caliber and scale for the STC. This ensures that they can provide essential support to our ongoing operations and contribute to our continued growth and success in the industry.

為保持我們於工業電子製造行業的競爭優勢，本集團已實施專注於招聘及培養專業技能人才的策略方法。本著對高增值及新技術整合的承諾，我們已將位於中國廣東省廣州市的戰略人才中心（「戰略人才中心」）打造成創新及發展樞紐。此舉旨在吸引及培育科技人才、提升我們的基礎設施，並推動先進科技及創新在整個營運過程中的應用。截至二零二三年十二月三十一日，戰略人才中心僱用十一名人士，為本集團提供廣泛的增值服務。展望未來，我們的管理層將繼續致力於為戰略人才中心吸引及招聘所需能力和規模的人才，藉此確保彼等能夠為我們的持續營運提供必要支持，並為我們在行業內的持續增長及成功作出貢獻。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

USE OF PROCEEDS

The following table sets forth the status of use of net proceeds from the Listing as at 31 December 2023 and the expected timeline of the use of the unutilised proceeds:

所得款項用途

下表列載上市所得款項淨額於二零二三年十二月三十一日的使用情況及未動用所得款項用途的預期時間表：

Business strategies as set out in the Prospectus	The actual net proceeds prior to the reallocation on 25 October 2019 (the "First Reallocation")		The actual net proceeds subsequent to the First Reallocation		Utilised net proceeds up to 31 December 2022		Unutilised net proceeds as at 1 January 2023		The reallocation on 22 December 2023		Utilised net proceeds during the year ended 31 December 2023		Expected timeline of full utilisation of the balance as at 31 December 2023	
	The First Reallocation	The First Reallocation	The First Reallocation	The First Reallocation	31 December 2022	31 December 2022	as at 1 January 2023	as at 1 January 2023	on 22 December 2023	on 22 December 2023	31 December 2023	31 December 2023	Balance as at 31 December 2023	Balance as at 31 December 2023
招股章程所載的業務策略	於二零一九年十月二十五日重新分配 (「首次重新分配」) 前實際所得 款項淨額	首次重新分配	首次重新分配後 實際所得 款項淨額	截至二零二二年十二月三十一日 已動用的所得 款項淨額	於二零二三年一月一日的 未動用所得 款項淨額	於二零二三年十二月二十二日的 重新分配 所得款項淨額	於二零二三年十二月三十一日止年度 已動用的 所得款項淨額	於二零二三年十二月三十一日 之結餘	於二零二三年十二月三十一日 之結餘	於二零二三年十二月二十二日的 重新分配	於二零二三年十二月三十一日止年度 已動用的 所得款項淨額	於二零二三年十二月三十一日 之結餘	於二零二三年十二月三十一日 之結餘	於二零二三年十二月三十一日 悉數動用 結餘的 預期時間表
	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million	HK\$' million
	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元	百萬港元
Development of new production base 發展新生產基地	77.8	-	77.8	(43.3)	34.5	-	(10.3)	24.2						
- installation of SMT production lines, interchangeable PCB assembly production lines and other machineries and equipment in the Group's new production bases in the PRC and Thailand (the "Sub-item 1") (note)	54.2	-	54.2	(23.8)	30.4	(13.3)	(6.0)	11.1	End of 2024					二零二四年末
在本集團於中國及泰國的新生產基地安裝SMT生產線、可互換PCB組裝生產線及其他機械設備 (「分項目1」)(附註)														
- advance payment of rental deposit, electricity installation charges and rental prepayment in respect of the Group's new production base	14.4	-	14.4	(10.3)	4.1	-	(4.1)	-	-					-
預付本集團新生產基地的租金按金、電安裝費及租金預付款項														
- configuration of the Group's new production bases including leasehold improvements (the "Sub-item 3") (note)	9.2	-	9.2	(9.2)	-	13.3	(0.2)	13.1	End of 2024					二零二四年末
本集團新生產基地的配置(包括租賃物業裝修)(「分項目3」)(附註)														
Upgrading of existing production facilities 升級現有生產設施	4.5	-	4.5	(4.5)	-	-	-	-	N/A					不適用

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Business strategies as set out in the Prospectus	The actual net proceeds prior to the reallocation on 25 October 2019	The actual net proceeds subsequent to the First Reallocation	The actual net proceeds to the First Reallocation	Utilised net proceeds up to 31 December 2022	Unutilised net proceeds as at 1 January 2023	The reallocation on 22 December 2023	Utilised net proceeds during the year ended 31 December 2023	Balance as at 31 December 2023	Expected timeline of full utilisation of the balance as at 31 December 2023
	(the "First Reallocation") 於二零一九年十月二十五日重新分配 (「首次重新分配」) 前實際所得款項淨額	The First Reallocation 首次重新分配	首次重新分配後 實際所得款項淨額	截至二零二二年十二月三十一日 已動用的所得款項淨額	於二零二三年一月一日的 未動用所得款項淨額	於二零二三年十二月二十二日的 重新分配 (附註)	截至二零二三年十二月三十一日止年度 已動用的 所得款項淨額	於二零二三年十二月三十一日 之結餘	於二零二三年十二月三十一日 悉數動用 結餘的 預期時間表
	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元	HK\$' million 百萬港元
Establishment of offices in Dublin, Ireland and Paris, France 在愛爾蘭都柏林及法國巴黎建立辦事處	11.3	(8.3)	3.0	(3.0)	-	-	-	-	N/A 不適用
Establishment of the STC in Guangzhou City, Guangdong Province, the PRC 在中國廣東省廣州市建立戰略人才中心	11.3	(5.0)	6.3	(6.3)	-	-	-	-	N/A 不適用
Working capital and other general corporate purposes 營運資金及其他一般企業用途	5.1	-	5.1	(5.1)	-	-	-	-	N/A 不適用
Business developments and operations in Europe 在歐洲進行業務發展及營運	-	13.3	13.3	(13.3)	-	-	-	-	N/A 不適用
	110.0	-	110.0	(75.5)	34.5	-	(10.3)	24.2	

Note: Having taken into account the latest business development of the Group and the business needs, the Board resolved to change the use of the unutilised net proceeds by (i) reallocating HK\$13.3 million from the Sub-item 1 to the Sub-item 3; and (ii) inclusion of the new production base in Thailand in the Sub-item 1 and the Sub-item 3. Please refer to the announcement of the Company dated 22 December 2023 for further details in relation to the change of use of proceeds.

附註：經考慮本集團最新業務發展及業務需要，董事會已決議通過(i)將13,300,000港元從分項目1重新分配至分項目3；及(ii)將泰國新生產基地納入分項目1及分項目3，以改變未動用所得款項淨額的用途。有關改變所得款項用途進一步詳情，請參考本公司日期為二零二三年十二月二十二日的公告。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

The unutilised net proceeds have been deposited in interest-bearing bank accounts with licensed banks in Hong Kong. The Board closely monitors the use of net proceeds with reference to those disclosed in the Prospectus and the announcements of the Company dated 25 October 2019 and 22 December 2023 as to the change in use of proceeds from the Listing. The remaining portion of the net proceeds are expected to be utilised up to the financial year ending 31 December 2024. The expected timeline of full utilisation is based on the Directors' best estimation barring unforeseen circumstances, and would be subject to change based on the future development of market conditions.

OUTLOOK

Looking ahead, we anticipate that the economic conditions for the coming year will remain challenging, characterised by downside risks and a lower growth rate due to factors such as high interest rates, inflation and geopolitical instability. Despite these challenges, our management maintains a cautious yet optimistic outlook. We are committed to vigilance in navigating the demanding operating environment.

The Group's order backlog continues to reflect strong demand for our products, driven by a growing emphasis on health consciousness, digital transformation, automation solutions and energy efficiency. To capitalise on these trends, we will allocate additional resources to bolster our sales and marketing activities, enabling us to explore new business opportunities effectively. Simultaneously, we will invest in new technologies to enhance our production efficiencies and capabilities in both the PRC and Thailand.

Building upon the success of our production plant in Thailand, we are proactively expanding our production capabilities in the region. We have secured an additional factory building near our existing facility, which is scheduled to commence operations in the second quarter of 2024. This strategic move significantly strengthens our production capacity, empowering us to meet the evolving needs of our esteemed customers more effectively.

未動用的所得款項淨額經已存放在香港持牌銀行的計息銀行賬戶內。董事會參考招股章程及本公司日期為二零一九年十月二十五日及二零二三年十二月二十二日有關更改上市所得款項用途的公佈所披露的內容，密切監察所得款項淨額的使用情況。預計所得款項淨額的剩餘部分將被動用至截至二零二四年十二月三十一日止財政年度。除非出現不可預見的情況，悉數動用的預期時間表乃基於董事的最佳估計，並會根據市況的未來發展而變動。

展望

展望未來，我們預計來年經濟狀況仍將充滿挑戰，主要表現為高利率、通貨膨脹及地緣政治不穩定等因素所導致的經濟下行風險及較低增長率。儘管面對這些挑戰，我們的管理層對前景仍持審慎樂觀態度。我們致力在充滿挑戰的經營環境下保持警惕。

本集團的未交付訂單持續反映市場在人們日益重視健康、數字化轉型、自動化解決方案及能源效率帶動下，對我們產品的強勁需求。為了利用該等趨勢，我們將投放更多資源加大銷售及營銷活動，從而有效地探索新商機。同時，我們將投資新科技，以增強我們在中國及泰國的生產效率及產能。

我們在泰國生產廠房的成功基礎上，積極擴大該區的產能。我們已在現有設施附近增建一座新廠房，並計劃於二零二四年第二季度投入運營。這一策略性舉措將大幅加強我們的產能，使我們能更有效地滿足重要客戶不斷變化的需求。

MANAGEMENT DISCUSSION AND ANALYSIS

管理層討論及分析

Furthermore, the global demand for electric vehicles, solar power and wind power, along with batteries, continues to thrive as countries worldwide invest significant resources in energy-saving and environmental protection initiatives. The new energy vehicle industry is experiencing substantial growth, driven by favourable government policies. In light of this, we maintain a highly optimistic outlook, particularly in the emerging sectors of electric vehicles, solar power and wind power. The Group has been actively involved in these areas, manufacturing components for solar and wind power applications, and developing esteemed electric vehicle chargers under our renowned Deltrix brand. Aligning with China's influential "Belt and Road" initiative, Trio Group is actively pursuing expansion opportunities in Central Asia, including Kazakhstan. Simultaneously, we have set our sights on establishing a robust presence in Hong Kong, Macau and Southeast Asia by offering comprehensive solutions for electric vehicle charging. Our ultimate ambition is to create a "Greater Asia Renewable Energy Business Circle", fostering collaboration and promoting sustainable growth throughout the region.

As we look ahead, we will continue to allocate additional resources to our sales and marketing activities, with a clear focus on exploring new business prospects in the new energy-related markets. Through these concerted efforts, we aim to fortify our position and seize the growing opportunities in the industry. Our commitment to delivering excellence and meeting the needs of our stakeholders remains unwavering.

此外，隨著全球各國在節能環保方面大量投入資源，全球對電動汽車、太陽能及風能以及電池的需求持續旺盛。在政府利好政策的推動下，新能源汽車行業顯著增長。有鑒於此，我們對前景保持高度樂觀，尤其是在電動汽車、太陽能及風能等新興行業。本集團一直積極參與相關領域，製造太陽能及風能應用的零部件，並以我們知名的Deltrix品牌開發備受推崇的電動汽車充電器。致豐集團配合中國具影響力的「一帶一路」倡議，正積極尋求在中亞（包括哈薩克斯坦）的擴張機會。同時，我們也致力通過提供全面的電動汽車充電解決方案，在香港、澳門及東南亞建立強大的業務版圖。我們的最終目標是打造「大亞洲新能源業務圈」，促進整個地區的合作及促進可持續發展。

展望未來，我們將繼續將更多資源配置到銷售及營銷活動中，並明確專注於尋求新能源相關市場的新商機。通過各方面的共同努力，我們旨在鞏固我們的地位及抓住行業中的發展機會。我們將堅定不移地履行我們追求卓越及滿足持份者需求的承諾。

CORPORATE GOVERNANCE REPORT

企業管治報告

The Company's corporate governance code is based on the principles of the Corporate Governance Code (the "CG Code") as set out in Appendix C1 to the Listing Rules. The Company is committed to ensuring a quality board and transparency and accountability to the Shareholders.

The Company complied with all code provisions in the CG Code during FY2023.

The Board has reserved for its decision and consideration in relation to (i) formulating the strategic objectives of the Group; (ii) considering and deciding the Group's significant operational and financial matters, including but not limited to substantial mergers and acquisitions and disposals; (iii) overseeing the Group's corporate governance practices; (iv) ensuring effective risk management and internal control systems in place; (v) directing and monitoring the senior management in pursuit of the Group's strategic objectives; and (vi) determining the remuneration packages of all Directors and the Group's senior management, including benefits in kind, pension rights and compensation payments for loss or termination of their office or appointment. Implementation and execution of Board policies and strategies and the daily administrative matters are delegated to the respective Board committees and the management team of the Company.

The Board conducts at least four regular Board meetings in a year and additional meetings will be held or resolutions in writing signed by all Directors in lieu of a meeting will be arranged as and when required. If a substantial shareholder of the Company or a Director has a conflict of interest in a transaction which the Board determines to be material, it will be considered and dealt with by the Board at a duly convened Board meeting. Comprehensive information on matters to be discussed at the Board meeting will be supplied to the Directors in a timely manner to facilitate discussion and decision making.

本公司之企業管治守則乃按上市規則附錄C1所載企業管治守則(「企業管治守則」)之原則訂立。本公司致力確保高質素的董事會及透明度，並會向股東負責。

本公司於二零二三財政年度已遵守所有企業管治守則之守則條文。

董事會保留以下事項供其決定及考慮：(i)制定本集團的策略性目標；(ii)考慮及決定本集團的重要營運及財務事宜，包括但不限於重大合併和收購及出售事項；(iii)監察本集團的企業管治常規；(iv)確保設有有效風險管理及內部監控制度；(v)指導及監察高級管理層追求本集團的策略目標；及(vi)釐定全體董事及本集團高級管理層的薪酬待遇，包括實物利益、退休金權利及喪失或終止職務或委任的賠償。董事會政策及策略與日常行政事務的推行及執行交由各董事會委員會及本公司管理層團隊負責。

董事會每年最少召開四次常規董事會會議，並於需要時舉行額外會議或以全體董事簽署的書面決議案代替舉行會議。倘董事會認為本公司的主要股東或董事於一項交易中涉及重大利益衝突，有關交易將於正式召開的董事會會議上由董事會考慮及處理。本集團適時向董事提供將於董事會會議商討的事宜之全面資料，以助討論及決策。

CORPORATE GOVERNANCE REPORT
企業管治報告

COMPOSITION OF THE BOARD

At the date of this annual report, the Board comprises four executive Directors, one non-executive Director and three independent non-executive Directors. The name and office of each of the members of the Board and the Board committees of the Company during FY2023 and up to the date of this annual report are as follows:

Executive Directors**執行董事**

Wong Sze Chai (Chairman of the Board) (Note 1)

黃思齊 (董事會主席) (附註1)

Tai Leung Lam

戴良林

Joseph Mac Carthy (Note 2)

Joseph Mac Carthy (附註2)

Lo Ka Kei Jun

羅嘉祺

Lai Yiu Wah (Note 3)

黎耀華 (附註3)

Non-executive Director**非執行董事**

Kwan Tak Sum Stanley

關德深

Independent non-executive Directors**獨立非執行董事**

Fung Chun Chung

馮鎮中

Hau Siu Laam

侯肇嵐

Law Ying Wai Denise

羅瑩慧

董事會之組成

於本年報日期，董事會由四名執行董事、一名非執行董事及三名獨立非執行董事組成。於二零二三財政年度及直至本年報日期，本公司董事會及董事委員會各成員之姓名及職位如下：

Notes:

- re-designated as the Chairman of the Board with effect from 31 January 2023.
- a notice of requisition has been received by the Company from a shareholder for the proposed removal of Mr. Joseph Mac Carthy as an executive Director as included in the announcement "Requisition for general meeting from shareholder to remove director" dated 12 April 2024.
- resigned as the Chairman of the Board and an executive Director with effect from 31 January 2023.

附註：

- 於二零二三年一月三十一日調任為董事會主席。
- 誠如日期為二零二四年四月十二日的「股東要求召開股東大會罷免董事」公告所載，本公司接獲一名股東有關建議罷免Joseph Mac Carthy先生之執行董事職務的遞呈通知。
- 於二零二三年一月三十一日辭任董事會主席及執行董事。

CORPORATE GOVERNANCE REPORT

企業管治報告

AUDIT COMMITTEE MEMBERS

Law Ying Wai Denise (*Chairperson*)
Hau Siu Laam
Fung Chun Chung

REMUNERATION COMMITTEE MEMBERS

Hau Siu Laam (*Chairman*)
Wong Sze Chai (*Note 1*)
Law Ying Wai Denise
Kwan Tak Sum Stanley
Fung Chun Chung
Lai Yiu Wah (*Note 2*)

NOMINATION COMMITTEE MEMBERS

Fung Chun Chung (*Chairman*)
Wong Sze Chai (*Note 1*)
Tai Leung Lam
Hau Siu Laam
Law Ying Wai Denise
Lai Yiu Wah (*Note 2*)

RISK MANAGEMENT COMMITTEE MEMBERS

Wong Sze Chai (*Chairman*) (*Note 3*)
Law Ying Wai Denise
Fung Chun Chung
Lai Yiu Wah (*Note 4*)

Notes:

1. appointed as a member with effect from 31 January 2023.
2. ceased to be a member with effect from 31 January 2023.
3. appointed as the chairman with effect from 31 January 2023.
4. ceased to be the chairman with effect from 31 January 2023.

審核委員會成員

羅瑩慧 (*主席*)
侯肇嵐
馮鎮中

薪酬委員會成員

侯肇嵐 (*主席*)
黃思齊 (*附註1*)
羅瑩慧
關德深
馮鎮中
黎耀華 (*附註2*)

提名委員會成員

馮鎮中 (*主席*)
黃思齊 (*附註1*)
戴良林
侯肇嵐
羅瑩慧
黎耀華 (*附註2*)

風險管理委員會成員

黃思齊 (*主席*) (*附註3*)
羅瑩慧
馮鎮中
黎耀華 (*附註4*)

附註：

1. 於二零二三年一月三十一日獲委任為成員。
2. 於二零二三年一月三十一日不再為成員。
3. 於二零二三年一月三十一日獲委任為主席。
4. 於二零二三年一月三十一日不再為主席。

CORPORATE GOVERNANCE REPORT
企業管治報告

All non-executive Directors (including independent non-executive Directors) are appointed for a specific term. Mr. Kwan Tak Sum Stanley, a non-executive Director, has entered into a letter of appointment with the Company for a term of three years commencing from 1 September 2022. Each of Hau Siu Laam and Ms. Law Ying Wai Denise (both being independent non-executive Directors) has entered into a letter of appointment with the Company for a term of three years commencing from 1 August 2022. Mr. Fung Chun Chung, an independent non-executive Director, has entered into a letter of appointment with the Company for an initial term of three years commencing from 1 February 2017 and his current term of service has been renewed for a term of three years commencing from 1 February 2023.

All Directors are subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company (the “**Articles**”).

The Board composition is regularly reviewed to ensure that it has a balance of skills and experience appropriate for the requirements of the business of the Group. A balanced composition of executive Directors and independent non-executive Directors is maintained to ensure independence and effective management. As at the date of this report, the Company has satisfied the relevant provision of the Listing Rules in having at least one of the independent non-executive Directors with appropriate professional qualifications or accounting or related financial management expertise. There is no relationship (including financial, business, family or other material/relevant relationship(s)) among the members of the Board.

The appointment of Directors is recommended by the Remuneration Committee and the Nomination Committee and approved by the Board based on a formal written procedure and policy for the appointment of new Directors. When selecting potential candidates for the Directors, their skills, experience, expertise, devotion of time and non-conflicts of interests are the key factors.

所有獲委任的非執行董事(包括獨立非執行董事)均有特定任期。非執行董事關德深先生已與本公司訂立委任函，任期由二零二二年九月一日起為期三年。侯肇嵐先生及羅瑩慧女士(均為獨立非執行董事)分別與本公司訂立委任函，任期由二零二二年八月一日起為期三年。獨立非執行董事馮鎮中先生與本公司訂立委任函，任期由二零一七年二月一日起初步為期三年，而彼之現有任期已獲重續，由二零二三年二月一日起為期三年。

全體董事須根據本公司組織章程細則(「**細則**」)規定每三年至少一次輪席退任。

本公司定期檢討董事會的組合，以確保其於技能及經驗方面均達致適切本集團業務所需的平衡。執行董事及獨立非執行董事人數亦保持均衡，以確保其獨立性及有效管理。於本報告日期，本公司符合上市規則的有關規定，即最少一位獨立非執行董事具備適當的專業資格或會計或相關的財務管理專長。董事會成員之間概無任何關係(包括財務、業務、家庭或其他重大／相關關係)。

董事的委任乃由薪酬委員會及提名委員會建議，並由董事會根據委任新董事的正式書面程序及政策予以批准。當甄選董事候選人時，其技能、經驗、專長、可投放的時間及無利益衝突均為主要因素。

CORPORATE GOVERNANCE REPORT

企業管治報告

The daily operation and management of the business of the Group including, among other matters, the implementation of strategies, are delegated to the executive Directors, the chief executive officer and the senior management. They report periodically to the Board on their work and business decisions.

All Directors have been fully consulted about any matters proposed for inclusion in the agenda for regular meetings. The chairman of the Board has delegated the responsibility for drawing up the agenda for each Board meeting to the Company Secretary.

With the assistance of the Company Secretary, the chairman of the Board seeks to ensure that all Directors are properly briefed on issues arising at the Board meetings and have received adequate and reliable information in a timely manner.

Notices of at least 14 days are given to the Directors for regular Board meetings, while the Board papers are sent to the Directors not less than three days before the intended date of a Board or Board committee meeting. With respect to other meetings, the Directors are given as much notice as is reasonable and practicable in the circumstances. The Directors can attend meetings in person or through other means of electronic communication in accordance with the Articles. The Company Secretary ensures that the procedures and all applicable rules and regulations are complied with. Minutes of the Board meetings and meetings of the Board committees are kept by the Company Secretary and are available for inspection at any time on reasonable notice by any Directors.

The Directors have full access to information of the Group and are able to obtain independent professional advice whenever they deem necessary. The Directors are updated with legal and regulatory changes and matters of relevance to the Directors in the discharge of their duties from time to time.

本集團業務的日常營運和管理(其中包括策略的執行)已授權執行董事、行政總裁及高級管理層負責。彼等定期向董事會匯報工作及業務決策。

就擬納入定期會議議程的任何事項均已向所有董事作出充分諮詢。董事會主席已授權公司秘書擬訂每次董事會會議的議程。

董事會主席亦會在公司秘書協助下，盡力確保全體董事均獲妥善匯報有關董事會會議上提出的事項，並及時接收足夠及可靠的資訊。

召開定期董事會會議時董事均獲發最少14日通知，而會議文件在預定召開董事會或董事委員會會議日期前最少三日送呈董事。就其他會議而言，於合理實際可行的情況下，董事獲發合理的通知。董事可親身出席會議，或依據細則，透過其他電子通訊方式參與會議。公司秘書確保已遵守有關程序及所有適用規則及法規。董事會會議及董事委員會會議的會議記錄由公司秘書保管，任何董事於發出合理通知後可隨時查閱會議記錄。

董事可全權取閱本集團的資料，並於認為有需要時可徵詢獨立專業意見。董事不時收到備忘錄，以知悉法律及監管變動及董事在履行其職責時相關事宜之更新資料。

CORPORATE GOVERNANCE REPORT
企業管治報告

Draft minutes are normally circulated to Directors or members of the relevant Board committees for comment within a reasonable time after each meeting.

Any material transaction, which involves a conflict of interests between a substantial shareholder or a Director and the Company, will be considered and dealt with by the Board at a duly convened Board meeting with the presence of the independent non-executive Directors. Directors are abstained from voting and not to be counted in the quorum at meetings for approving transactions in which such Directors or any of their associates have a material interest.

The Company has received from each of the independent non-executive Directors an annual confirmation of their independence pursuant to Rule 3.13 of the Listing Rules. The Company considers that all of the independent non-executive Directors are independent.

RESPONSIBILITIES

In the course of discharging their duties, the Directors act in good faith, with due diligence and care, and in the best interests of the Company and its shareholders. Their responsibilities include (i) regular board meetings focusing on business strategy, operational issues and financial performance; (ii) monitoring the quality, timeliness, relevance and reliability of internal and external reporting; (iii) monitoring and managing potential conflicts of interest of the management, members of the Board and shareholders, including misuse of corporate assets and abuse in connected transaction; and (iv) ensuring processes are in place to maintain the overall integrity of the Company, including financial statements, relationships with suppliers, customers and other stakeholders, and compliance with all laws and ethics.

DIRECTORS' RESPONSIBILITIES FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The Directors' responsibilities for the consolidated financial statements are set out on page 99 of this annual report.

於每次會議後合理時間內，會議記錄草稿一般會發予董事或相關董事委員會成員傳閱，以作評論。

任何涉及主要股東或董事及本公司利益衝突的重大交易，將於獨立非執行董事在場的情況下，由董事會於正式召開的董事會會議上考慮及處理。當董事或彼等任何聯繫人在會議通過的交易中有重大利益時，該等董事不得投票及計入有關會議的法定人數。

本公司已收取各獨立非執行董事根據上市規則第3.13條之年度獨立身份確認書。本公司認為所有獨立非執行董事均為獨立。

責任

董事在履行其職責過程中以誠信、盡職及審慎態度，按本公司及其股東之最佳利益行事。彼等的責任包括(i)定期舉行董事會會議，專注於業務策略、經營問題及財務表現；(ii)監控內部及對外匯報的質素、及時性、相關性及可靠性；(iii)監控及處理管理層、董事會成員及股東的潛在利益衝突，包括不當使用公司資產及進行關連交易；及(iv)確保按程序以保持本公司整體的誠信，包括財務報表、與供應商、客戶及其他持份者的關係及符合所有法律及道德規範。

董事就綜合財務報表承擔之責任

董事就綜合財務報表承擔之責任載於本年報第99頁。

CORPORATE GOVERNANCE REPORT

企業管治報告

BOARD DIVERSITY POLICY

The Board has adopted a board diversity policy which sets out the approach to achieve a sustainable and balanced development of the Company and also to enhance the quality of performance of the Company.

The Company seeks to achieve board diversity through the consideration of a number of factors, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service.

Selection of candidates will be based on a range of diversity perspectives as stated in the above. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

As at the date of this annual report, the Board comprises eight Directors. Three of the Directors are independent non-executive Directors and are independent of the management, thereby promoting critical review and control of the management process. The Board is also characterised by significant diversity, whether considered in terms of professional background and skills.

The Nomination Committee reviews the composition of the Board from diversified angles up to the date of this report and summarised as follows:

董事會多元化政策

董事會已採納董事會多元化政策，其列明達致本公司可持續及平衡發展的方法，及提升本公司表現質素。

本公司尋求通過考慮若干因素，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、知識及服務任期，實現董事會多元化。

甄選董事會成員人選將按上述一系列多元化範疇為基準。最終將按董事人選的優點及將為董事會帶來的貢獻而作決定。

於本年報日期，董事會由八名董事組成。三名董事為獨立於管理層的獨立非執行董事，藉此促進管理過程的重要審核及監管。不論以專業背景及技能作考慮，董事會亦顯著多元化。

提名委員會從多個角度檢討截至本報告日期的董事會組成，並概述如下：

		No. of Directors 董事人數
Gender: 性別：	Male 男	7
	Female 女	1
Ethnicity: 種族：	Chinese 中國籍	7
	Non-Chinese 非中國籍	1
Age Group: 年齡組別：	31-40	1
	41-50	2
	51-60	1
	61-70	2
	≥ 71	2

CORPORATE GOVERNANCE REPORT
企業管治報告

For the purpose of implementation of the board diversity policy, the following measurable objectives were adopted:

1. The Company should comply with the requirements on board composition in the Listing Rules from time to time.
2. The number of independent non-executive Directors should be not less than three and one-third of the Board.
3. At least one of the independent non-executive Directors must have appropriate professional qualifications or accounting or related financial management expertise.
4. The Board should have at least one member of a different gender in order to achieve gender diversity at Board level.

The Nomination Committee is of the view that the Company has achieved these measurable objectives under the board diversity policy.

GENDER DIVERSITY

As at 31 December 2023, the gender ratio in the total workforce of the Group (including the senior management) was approximately 35:65 (male:female). The Group may face difficulties in achieving gender diversity across the workforce in a country in which the Group operates due to the nature of the industry, working culture in that country, etc. Nevertheless, the Company targets to avoid a single gender senior workforce and will timely review the gender diversity of the senior workforce in accordance with the business development of the Group.

BOARD MEETINGS AND GENERAL MEETINGS

During the year ended 31 December 2023, six Board meetings were held to review and approve, among other things, (i) the financial results for the year ended 31 December 2022; (ii) the interim results for the six months ended 30 June 2023; (iii) business progress, operation updates and quarterly results; and (iv) publication of positive profit alert announcements. A meeting of the Board was also held on 12 April 2024 to approve the annual results of the Company for the year ended 31 December 2023. One annual general meeting of the Company (“**2023 AGM**”) was held during the year ended 31 December 2023.

為落實董事會成員多元化政策，已採納以下可計量目標：

1. 本公司應不時遵守上市規則內有關董事會組成的規定。
2. 獨立非執行董事的人數不應少於三人及董事會成員人數的三分之一。
3. 其中至少一名獨立非執行董事必須具備合適的專業資格或會計或相關財務管理專長。
4. 董事會須有至少一名不同性別的成員，以於董事會層面達到性別多元化。

提名委員會認為，本公司已達到以上董事會成員多元化政策的可計量目標。

性別多元化

於二零二三年十二月三十一日，本集團勞動力的性別比例（包括高級管理層）為約35:65（男：女）。由於本集團業務所在國家的行業性質和工作文化等原因，本集團或在實現員工性別多元化方面面臨困難。儘管如此，本公司致力避免只有單一性別的高級管理層團隊，並將根據本集團的業務發展，及時檢討高級管理層團隊的性別比例。

董事會會議及股東大會

截至二零二三年十二月三十一日止年度，本公司已舉行六次董事會會議以審核及批准（其中包括）(i)截至二零二二年十二月三十一日止年度的財務業績；(ii)截至二零二三年六月三十日止六個月的中期業績；(iii)業務進展、最新經營情況及季度業績；及(iv)正面盈利預告公告的刊發。董事會亦於二零二四年四月十二日舉行董事會會議以批准本公司截至二零二三年十二月三十一日止年度的年度業績。截至二零二三年十二月三十一日止年度，本公司已舉行一次股東週年大會（「二零二三年股東週年大會」）。

CORPORATE GOVERNANCE REPORT

企業管治報告

Details of the Directors' attendance records in Board meetings and general meetings during the year ended 31 December 2023 are set out below:

截至二零二三年十二月三十一日止年度，董事於董事會會議及股東大會會議的出席記錄詳情如下：

Name of Directors 董事姓名	No. of Board meetings attended/ eligible to attend 出席／合資格出席 董事會會議次數	No. of general meetings attended/ eligible to attend 出席／合資格出席 股東大會會議次數
Executive Directors 執行董事		
Wong Sze Chai 黃思齊	6/6	1/1
Tai Leung Lam 戴良林	6/6	1/1
Joseph Mac Carthy Joseph Mac Carthy	4/6	1/1
Lo Ka Kei Jun 羅嘉祺	6/6	1/1
Lai Yiu Wah (Note) 黎耀華 (附註)	2/2	Nil 無
Non-executive Director 非執行董事		
Kwan Tak Sum Stanley 關德深	2/6	0/1
Independent Non-executive Directors 獨立非執行董事		
Fung Chun Chung 馮鎮中	5/6	1/1
Hau Siu Laam 侯肇嵐	6/6	1/1
Law Ying Wai Denise 羅瑩慧	6/6	1/1

Note: resigned with effect from 31 January 2023

附註：於二零二三年一月三十一日辭任

CORPORATE GOVERNANCE REPORT
企業管治報告

DELEGATION BY THE BOARD

The Board has established four committees, namely the Audit Committee, the Remuneration Committee, the Nomination Committee and the Risk Management Committee. Specific responsibilities of each committee are described below. All committees have defined terms of reference which are no less exacting than those set out in the CG Code.

AUDIT COMMITTEE

The Audit Committee was established on 27 October 2017 with written terms of reference in compliance with Rule 3.21 of the Listing Rules and paragraph C4 and paragraph D3 of the CG Code. As at the date of this report, the Audit Committee comprises three members, namely Ms. Law Ying Wai Denise, Mr. Fung Chun Chung and Mr. Hau Siu Laam. The chairperson of the Audit Committee is Ms. Law Ying Wai Denise, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules.

董事會授權

董事會成立四個委員會，即審核委員會、薪酬委員會、提名委員會及風險管理委員會。各委員會的具體職責於下文詳述。所有委員會均訂有明確的職權範圍，其嚴謹程度不下於企業管治守則所載者。

審核委員會

審核委員會於二零一七年十月二十七日成立，並遵照上市規則第3.21條及企業管治守則第C4及D3段制訂書面職權範圍。於本年報日期，審核委員會包括三名成員，即羅瑩慧女士、馮鎮中先生及侯肇嵐先生。審核委員會主席為羅瑩慧女士，彼具有上市規則第3.10(2)條及3.21條規定的合適專業資格。

CORPORATE GOVERNANCE REPORT

企業管治報告

The primary duties of the Audit Committee include, but are not limited to, the following: (i) making recommendations to the Board on the appointment and removal of the external auditor; (ii) reviewing the financial statements of the Group and monitoring the integrity of such financial statements; and (iii) overseeing the financial reporting system and internal control procedures and the Group's internal audit function.

During the year ended 31 December 2023, two Audit Committee meetings were held, during which the Audit Committee reviewed and discussed (i) the independence and objectivity of independent auditor and its engagement; (ii) the audited financial statement of the Group for the year ended 31 December 2022; (iii) the internal control and risk management report of the Group for the year ended 31 December 2022; (iv) the unaudited interim financial statements of the Group for the six months ended 30 June 2023; and (v) the re-appointment of the independent auditor of the Group. An Audit Committee meeting was also held on 28 March 2024 with all the members present to review and consider, inter alia, the audited financial statements of the Group for the year ended 31 December 2023 and the re-appointment of independent auditor of the Group. There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor.

Attendance at meetings of the Audit Committee during the year ended 31 December 2023 is as follows:

審核委員會的主要職責包括(但不限於)以下各項：(i)就外部核數師的委任及罷免向董事會作出推薦建議；(ii)審閱本集團財務財表及監察該等財務報表的完整性；及(iii)監督財務申報系統及內部監控程序以及本集團的內部審核職能。

於截至二零二三年十二月三十一日止年度內，審核委員會舉行了兩次會議，於會議期間，審核委員會檢討及討論(i)獨立核數師的獨立性及客觀性以及聘任；(ii)本集團於截至二零二二年十二月三十一日止年度的經審核財務報表；(iii)本集團截至二零二二年十二月三十一日止年度的內部控制及風險管理報告；(iv)本集團於截至二零二三年六月三十日止六個月的未經審核中期財務報表；及(v)本集團獨立核數師的重新委任。審核委員會亦於二零二四年三月二十八日舉行一次會議(全體成員均有出席)，以審閱及考慮(其中包括)本集團於截至二零二三年十二月三十一日止年度的經審核財務報表，以及重新委任本集團獨立核數師。董事會與審核委員會在甄選及委任外部核數師時並無出現意見分歧。

審核委員會會議於截至二零二三年十二月三十一日止年度的出席載列如下：

Name of Directors	No. of meetings attended/ eligible to attend
董事姓名	出席／合資格出席會議次數
Law Ying Wai Denise 羅瑩慧	2/2
Fung Chun Chung 馮鎮中	1/2
Hau Siu Laam 侯肇嵐	2/2

CORPORATE GOVERNANCE REPORT
企業管治報告

The Company's consolidated financial statements for the year ended 31 December 2023 have been reviewed by the Audit Committee. The Audit Committee considered that the relevant financial statements have been prepared in compliance with the applicable accounting principles and requirements of the Listing Rules and disclosures have been fully made.

REMUNERATION COMMITTEE

The Remuneration Committee was established with written terms of reference on 27 October 2017. As at the date of this report, the Remuneration Committee comprises five members, namely, Mr. Hau Siu Laam, Mr. Wong Sze Chai, Mr. Kwan Tak Sum Stanley, Mr. Fung Chun Chung and Ms. Law Ying Wai Denise. The chairman of the Remuneration Committee is Mr. Hau Siu Laam.

The Remuneration Committee has adopted the model described in code provision E.1.2(c)(ii) of the CG Code in its terms of reference. The primary duties of the Remuneration Committee include, but are not limited to, the following: (i) making recommendations to the Board on the policy and structure for the remuneration of all the Directors and senior management; (ii) making recommendations to the Board on the establishment of a formal and transparent procedure for developing remuneration policy; (iii) making recommendations to the Board on the specific remuneration packages of all the Directors and senior management and approving and making recommendations to the Board on terms of service contracts with Directors; (iv) reviewing and approving the management's remuneration proposals with reference to the corporate goals and objectives resolved by the Board from time to time; (v) assessing performance of executive directors; and (vi) reviewing and/or approving matters relating to share schemes under Chapter 17 of the Listing Rules.

During the year ended 31 December 2023, two Remuneration Committee meetings were held to review and recommend the remuneration package of the Directors and senior management and the relevant service agreements and/or letters of appointment.

審核委員會已審閱本公司於截至二零二三年十二月三十一日止年度的綜合財務報表。審核委員會認為，有關財務報表已遵照適用的會計原則及上市規則的規定而編製，並已作出全面披露。

薪酬委員會

薪酬委員會於二零一七年十月二十七日成立，並制訂書面職權範圍。於本報告日期，薪酬委員會包括五名成員，即侯肇嵐先生、黃思齊先生、關德深先生、馮鎮中先生及羅瑩慧女士。薪酬委員會主席為侯肇嵐先生。

薪酬委員會已在其職權範圍內採納企業管治守則守則條文第E.1.2 (c)(ii)條所述的模式。薪酬委員會的主要職責包括（但不限於）以下各項：(i) 就全體董事及高級管理層的薪酬政策及架構向董事會作出推薦建議；(ii) 就設立正式而具透明度之薪酬政策制訂程序向董事會作出推薦建議；(iii) 就全體董事及高級管理層的具體薪酬待遇向董事會提出建議以及批准與董事的服務協議條例並就其向董事會提出建議；(iv) 根據董事會不時議決的企業目標及宗旨審閱及批准管理層的薪酬建議；(v) 評估執行董事的表現；及(vi) 審閱及／或批准上市規則第十七章項下關於股份計劃的事宜。

於截至二零二三年十二月三十一日止年度內，薪酬委員會舉行兩次會議，以檢討及建議董事及高級管理層的薪酬組合以及相關服務協議及／或委任函。

CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance at meetings of the Remuneration Committee during the year ended 31 December 2023 is set out as follows:

薪酬委員會會議於截至二零二三年十二月三十一日止年度的出席載列如下：

Name of Directors 董事姓名	No. of meetings attended/ eligible to attend 出席／合資格 出席會議次數
Hau Siu Laam 侯肇嵐	2/2
Fung Chun Chung 馮鎮中	2/2
Law Ying Wai Denise 羅瑩慧	2/2
Wong Sze Chai (Note 1) 黃思齊(附註1)	1/1
Kwan Tak Sum Stanley 關德深先生	1/2
Lai Yiu Wah (Note 2) 黎耀華(附註2)	1/1

Notes:

- appointed as a member with effect from 31 January 2023.
- ceased to be a member with effect from 31 January 2023.

附註：

- 於二零二三年一月三十一日獲委任為成員。
- 於二零二三年一月三十一日不再為成員。

Details of the Directors' remuneration and five highest paid individuals for the year ended 31 December 2023 are set out in note 10 to the consolidated financial statements.

截至二零二三年十二月三十一日止年度，董事薪酬及五名最高薪酬人士的詳情，載於綜合財務報表附註10。

During the year ended 31 December 2023, the remuneration of the senior management is listed below by band:

截至二零二三年十二月三十一日止年度，高級管理層薪酬按範圍載列如下：

	Number of individuals 人數
HK\$ nil to HK\$1,000,000 零港元至1,000,000港元	3
HK\$1,000,001 to HK\$1,500,000 1,000,001港元至1,500,000港元	1
HK\$1,500,001 to HK\$2,000,000 1,500,001港元至2,000,000港元	1
HK\$2,000,001 to HK\$2,500,000 2,000,001港元至2,500,000港元	1
HK\$5,000,001 to HK\$5,500,000 5,000,001港元至5,500,000港元	1

CORPORATE GOVERNANCE REPORT
企業管治報告**NOMINATION COMMITTEE**

The Nomination Committee was established with written terms of reference on 27 October 2017. As at the date of this annual report, the Nomination Committee comprises five members, namely Mr. Fung Chun Chung, Mr. Wong Sze Chai, Mr. Tai Leung Lam, Mr. Hau Siu Laam and Ms. Law Ying Wai Denise. The chairman of the Nomination Committee is Mr. Fung Chun Chung.

The primary functions of the Nomination Committee include, but are not limited to, the following: (i) reviewing the structure, size and composition of the Board; (ii) assessing the independence of the independent non-executive Directors; and (iii) making recommendations to the Board on matters relating to the appointment or re-appointment of Directors and succession planning for Directors.

During the year ended 31 December 2023, two Nomination Committee meetings were held to, among other things, (i) review the structure, size, diversity and composition of the Board; (ii) assess the independence of independent non-executive Directors; (iii) recommend the re-election of Directors; and (iv) re-designation of Mr. Wong Sze Chai as the Chairman of the Board.

提名委員會

提名委員會於二零一七年十月二十七日成立，並制訂書面職權範圍。於本年報日期，提名委員會包括五名成員，即馮鎮中先生、黃思齊先生、戴良林先生、侯肇嵐先生及羅瑩慧女士。提名委員會主席為馮鎮中先生。

提名委員會的主要職責包括(但不限於)以下各項：(i)檢討董事會架構、規模及組成；(ii)評估獨立非執行董事的獨立性；及(iii)就委任或重新委任董事及董事繼任計劃向董事會作出推薦建議。

於截至二零二三年十二月三十一日止年度內，提名委員會舉行兩次會議以(其中包括)(i)檢討董事會的架構、規模、多元化及組成；(ii)評估獨立非執行董事的獨立性；(iii)建議重選董事；及(iv)調任黃思齊先生為董事會主席。

CORPORATE GOVERNANCE REPORT

企業管治報告

Attendance at meetings of the Nomination Committee during the year ended 31 December 2023 is set out as follows:

提名委員會會議於截至二零二三年十二月三十一日止年度的出席載列如下：

Name of Directors 董事姓名	No. of meetings attended/ eligible to attend 出席／合資格 出席會議次數
Fung Chun Chung 馮鎮中	2/2
Tai Leung Lam 戴良林	2/2
Hau Siu Laam 侯肇嵐	2/2
Law Ying Wai Denise 羅瑩慧	2/2
Wong Sze Chai (Note 1) 黃思齊(附註1)	1/1
Lai Yiu Wah (Note 2) 黎耀華(附註2)	1/1

Notes:

1. appointed as a member with effect from 31 January 2023.
2. ceased to be a member with effect from 31 January 2023.

The Nomination Committee has reviewed annually the Board composition by considering the benefits of all aspects of diversity, including but not limited to those described under the heading of Board Diversity Policy in this annual report. The Board Diversity Policy shall be reviewed by the Nomination Committee and the Board, as appropriate, to ensure its effectiveness.

For the appointment and nomination of new Directors during FY2023, the proposed candidates were referred to the Nomination Committee and in making recommendation to the Board, the Nomination Committee considered a number of factors including but not limited to the following:

a. Skills, Experience and Professional Expertise

The candidate should possess the skills, knowledge, experience and professional expertise which are relevant to the operations of the Group.

附註：

1. 於二零二三年一月三十一日獲委任為成員。
2. 於二零二三年一月三十一日不再為成員。

提名委員會已透過考慮多元化各方面的裨益，每年檢討董事會的組成，包括但不限於本年報董事會多元化政策項下所述者。董事會多元化政策須由提名委員會及董事會審閱（視乎情況），以確保其有效。

於二零二三財政年度期間委任及提名新董事時，所建議的候選人經引薦給提名委員會，而提名委員會在向董事會作出推薦時已考慮多項因素，包括但不限於下列各項：

a. 技能、經驗及專業知識

候選人應擁有與本集團業務營運有關的技能、知識、經驗及專業知識。

CORPORATE GOVERNANCE REPORT
企業管治報告

b. Diversity

Candidates should be considered on merit and against objective criteria, with due regard to the diversity perspectives set out in the Board Diversity Policy of the Company.

c. Commitment

The candidate should be able to devote sufficient time to attend the Board meetings and participate in induction, training and other Board associated activities. In particular, if the proposed candidate will be nominated as an independent non-executive Director and will be holding his/her seventh (or more) listed company directorship, the Nomination Committee should consider the reason given by the candidate for being able to devote sufficient time to the Board and committee meetings.

d. Standing

The candidate must satisfy the Board and the Stock Exchange that he/she has the character, experience and integrity, and is able to demonstrate a standard of competence commensurate with the relevant position as a director of the Company.

e. Independence

The candidate to be nominated as an independent non-executive Director must satisfy the independence criteria set out in Rule 3.13 of the Listing Rules. Where applicable, the totality of the candidate's education, qualifications and experience shall also be evaluated to consider whether he or she has the appropriate professional qualifications or accounting or related financial management expertise for filling the office of an independent non-executive Director.

b. 多元化

考慮候選人應基於其優點及客觀標準，並適當考慮本公司董事會多元化政策內所載的多元化範疇。

c. 承擔

候選人應能投入充足的時間出席董事會會議及參加入職儀式、培訓及其他董事會相關活動。特別是，如提議的候選人獲提名為獨立非執行董事及將上任其第七個(或以上)上市公司董事職位，則提名委員會應考慮候選人所給出能投入充足時間參加董事會及委員會會議的原因。

d. 資格

候選人須讓董事會及聯交所信納其有品格、經驗及誠信，能證明其擁有與本公司董事相關職位相匹配的能力水平。

e. 獨立性

擬提名為獨立非執行董事的候選人須滿足上市規則第3.13條所載獨立標準。如適用，則亦須評估該候選人的學歷、資格及經驗等整體情況，以考慮彼是否具備合適的專業資格或會計或相關財務管理專長以擔任獨立非執行董事。

RISK MANAGEMENT COMMITTEE

The Risk Management Committee was established on 27 October 2017 to review and monitor the risk management system and oversee the hedge activities of the Group. As at the date of this report, the Risk Management Committee comprises three members, namely Mr. Wong Sze Chai, Mr. Fung Chun Chung and Ms. Law Ying Wai Denise. The chairman of the Risk Management Committee is Mr. Wong Sze Chai.

風險管理委員會

風險管理委員會於二零一七年十月二十七日成立，以審查及監察風險管理體系以及監督本集團對沖活動。於本報告日期，風險管理委員會包括三名成員，即黃思齊先生、馮鎮中先生及羅瑩慧女士。風險管理委員會的主席為黃思齊先生。

CORPORATE GOVERNANCE REPORT

企業管治報告

The primary functions of the Risk Management Committee include, but are not limited to, the following: (i) reviewing the risk management system of the Group and ensure that the management has performed its duties to establish an effective risk management system; (ii) formulating risk policies and standards; (iii) reviewing the material risk exposures of the Group; (iv) reviewing annually the changes in nature and extent of significant risks; (v) reviewing annually the scope and quality of the management's ongoing monitoring of risk management systems and the work of the Group's internal audit function; (vi) reviewing the Directors' decisions on entering into hedge arrangements; (vii) reviewing the effectiveness of the hedge policy; and (viii) providing recommendations to the Board on improving the hedge policy, where appropriate and if necessary.

During the year ended 31 December 2023, one Risk Management Committee meeting was held to review the risk management system of the Group the effectiveness of the Group's hedging policy.

風險管理委員會的主要職責包括(但不限於)以下各項:(i)檢討本集團的風險管理系統,並確保管理層已履行其職責以設立有效的風險管理系統;(ii)制訂風險政策及標準;(iii)檢討本集團所面對的重要風險;(iv)每年檢討重大風險的性質及程度變化;(v)每年檢討管理層持續監察風險管理系統及本集團內部審核職能工作的範圍及質素;(vi)檢討董事對訂立對沖安排所作的決定;(vii)檢討對沖政策的有效性;及(viii)在適當情況下和有需要時就改善對沖政策向董事會提供推薦建議。

於截至二零二三年十二月三十一日止年度內,風險管理委員會舉行一次會議,以檢討本集團的風險管理系統以及本集團對沖政策的有效性。

Name of Directors 董事姓名	No. of meetings attended/ eligible to attend 出席/合資格 出席會議次數
Wong Sze Chai (Note 1) 黃思齊(附註1)	1/1
Fung Chun Chung 馮鎮中	1/1
Law Ying Wai Denise 羅瑩慧	1/1
Lai Yiu Wah (Note 2) 黎耀華(附註2)	Nil 無

Notes:

1. appointed to be the chairman with effect from 31 January 2023.
2. ceased as the chairman with effect from 31 January 2023.

附註:

1. 於二零二三年一月三十一日獲委任為主席。
2. 於二零二三年一月三十一日不再為主席。

CORPORATE GOVERNANCE REPORT
企業管治報告**DIRECTORS' SECURITIES TRANSACTIONS**

The Company has adopted the Model Code for Securities in Appendix C3 to the Listing Rules (the “**Model Code**”) as the code of conduct governing Directors’ securities transactions. All Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standards set out in the Model Code and there were no events of non-compliance during the year ended 31 December 2023 and up to the date of this report.

CONTINUOUS PROFESSIONAL DEVELOPMENT FOR DIRECTORS

Directors must keep abreast of their collective responsibilities. All newly appointed Directors will receive training from the legal adviser of the statutory and regulatory obligations of a director of a listed company in Hong Kong. The Directors are continually updated with business and market changes, and legal and regulatory developments to facilitate the discharge of their responsibilities through various Board meetings, resolutions, memoranda, Board papers, and updates on corporate governance practices and director’s responsibilities under the Listing Rules, applicable laws and other relevant statutory requirements. The Company has arranged the legal adviser to provide a training to all Directors on continuous professional development for directors.

董事進行證券交易

本公司已採納上市規則附錄C3所載上市發行人董事進行證券交易的標準守則（「**標準守則**」），作為規管董事進行證券交易的操守守則。經本公司作出具體查詢後，所有董事已確認彼等已遵守標準守則所載的規定標準，且於截至二零二三年十二月三十一日止年度及截至本報告日期並無發生不遵守標準規則之事件。

董事之持續專業發展

董事需確保其集體責任與時並進。所有新任董事將會接受法律顧問就香港上市公司董事的法定及監管義務的培訓。董事透過各種董事會會議、決議案、備忘錄、董事會文件、根據上市規則、適用法律及其他相關法定規定的企業管治常規和董事職責之更新，持續獲得有關業務和市場變動，以及法律和監管發展之更新，以助彼等履行其職責。本公司已安排法律顧問向全體董事提供有關董事持續專業發展的培訓。

CORPORATE GOVERNANCE REPORT

企業管治報告

During the FY2023, the following Board members have participated in the following training programs:

於二零二三財政年度，以下董事會成員曾參加以下培訓課程：

Name of Directors 董事姓名	Types of training 培訓類別	
	Attending training organised by legal adviser 出席由法律顧問安排的培訓	Reading materials updating on new rules and regulations 閱讀有關新規則及法規之更新
Executive Directors 執行董事		
Wong Sze Chai 黃思齊	✓	✓
Tai Leung Lam 戴良林	✓	✓
Joseph Mac Carthy Joseph Mac Carthy	✓	✓
Lo Ka Kei Jun 羅嘉祺	✓	✓
Lai Yiu Wah (Note) 黎耀華 (附註)	N/A 不適用	N/A 不適用
Non-executive Director 非執行董事		
Kwan Tak Sum Stanley 關德深	✓	✓
Independent Non-executive Directors 獨立非執行董事		
Fung Chun Chung 馮鎮中	✓	✓
Hau Siu Laam 侯肇嵐	✓	✓
Law Ying Wai Denise 羅瑩慧	✓	✓

Note: resigned with effect from 31 January 2023

附註：於二零二三年一月三十一日辭任

CORPORATE GOVERNANCE REPORT
企業管治報告**WHISTLEBLOWING POLICY**

The Company has adopted a whistleblowing policy to enhance the awareness of internal corporate justice and regard this as a kind of internal control mechanism. This policy provides the assistance to individual employees to disclose internally and at a high level, information which the individual believes showing malpractice or impropriety.

DIRECTORS AND OFFICERS INSURANCE

Appropriate insurance covers on directors' and officers' liabilities have been in force to protect the Directors and officers of the Group from their risk exposure arising from the business of the Group and, as at the date of this annual report, the Directors and officers of the Company are indemnified under a directors' and officers' liability insurance against any liability incurred by them in discharge of their duties while holding office as the Directors and officers of the Company. The Directors and officers of the Company shall not be indemnified where there is any fraud, breach of duty or breach of trust proven against them.

COMPANY SECRETARY

The Company Secretary is to ensure a good information flow within the Board and between the Board and senior management of the Company, to provide advice to the Board in relation to the Directors' obligations under the Listing Rules and applicable laws and regulations and to assist the Board in implementing the corporate governance practices. Mr. Cheung Yu Man ("**Mr. Cheung**"), attended not less than 15 hours of relevant professional training as required under Rule 3.29 of the Listing Rules during the year ended 31 December 2023.

Mr. Cheung is an external service provider engaged by the Company as the Company Secretary. Mr. Wong Sze Chai, the Chairman of the Board and an executive Director, and Mr. Leung Tak Ho, the Chief Financial Officer, are the main contact persons for Mr. Cheung.

舉報政策

本公司已採納舉報政策以提高僱員對維持企業內部公正的意識，並藉此作為一項內部監控機制。這項政策旨在協助個別僱員在公司內部及向高級管理層披露其相信為舞弊或不當行為的資料。

董事及高級職員保險

本公司已為本集團董事及高級職員購買合適的責任保險，就彼等因本集團業務承擔的風險提供保障，而於本年報日期，本公司董事及高級職員於擔任本公司董事及高級職員期間，因彼等履行職責而引致的任何責任均受到董事及高級職員責任保險之彌償。倘證實本公司董事及高級職員存在任何欺詐、失職或失信行為，則彼等將不獲彌償。

公司秘書

公司秘書確保董事會成員之間以及董事會與本公司高級管理層之間的資訊交流良好，就根據上市規則及適用法律法規的董事責任向董事會提供意見，以及協助董事會實行企業管治常規。張如敏先生（「**張先生**」）已遵守上市規則第3.29條的規定，於截至二零二三年十二月三十一日止年度出席不少於15小時的相關專業培訓。

張先生為獲本公司委聘擔任公司秘書的外部服務提供者。董事會主席兼執行董事黃思齊先生及首席財務官梁德豪先生為彼之主要聯絡人士。

RISK MANAGEMENT AND INTERNAL CONTROLS

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

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

The Risk Management Committee and the Audit Committee assist the Board in leading the management and overseeing their design, implementation and monitoring of the risk management and internal control systems.

Principles of Risk Management and Internal Control Systems

The principal aim of the Company's risk management and internal control systems is to manage and mitigate business risks, with a view to enhancing the value of Shareholders' investments and safeguarding assets.

Main Features of Risk Management and Internal Control Systems

The key elements of the Company's risk management and internal control systems include the establishment of a risk register to keep track of and document identified risks, the assessment and evaluation of risks, the development and continuous updating of responsive procedures, and the ongoing testing of internal control procedures to ensure their effectiveness. A risk matrix is also adopted to determine risk ratings after evaluation of the risk by the likelihood and the impact of the risk event. The risk ratings reflect the level of management's attention and risk treatment effort required.

風險管理及內部監控

董事會知悉其有責任按持續經營基準監控本集團風險管理及內部監控系統並審閱其成效。該等系統旨在管理而非消除未能達成業務目標的風險，且僅可就重大失實陳述或虧損作出合理而非絕對的保證。

董事會全權負責評估及釐定本公司為達成戰略目標所願承擔的風險性質及程度，並建立及維持適當及有效的風險管理及內部監控制度。

風險管理委員會及審核委員會協助董事會領導風險管理及內部監控制度的管理及監督其構成、執行及監管情況。

風險管理及內部監控系統原則

本公司風險管理及內部監控系統的主要目標乃管理及減低業務風險，以提高股東投資價值及保障資產。

風險管理及內部監控系統的主要特點

本公司風險管理及內部監控系統的主要元素包括設立風險登記冊以跟進及記錄已識別之風險、評估及檢討風險、制定及不時更新應對措施，以及持續測試內部監控程序以確保其成效。本公司亦於評估風險出現的可能性及風險事項的影響後採納一個風險矩陣以釐定風險評級。風險評級反映管理層所需注意及處理風險力度水平。

CORPORATE GOVERNANCE REPORT
企業管治報告**Process Used to Identify, Evaluate and Manage Significant Risk**

All divisions/departments conduct internal control assessment regularly to identify risks that potentially impact the business of the Group and various aspects including key operational and financial processes, regulatory compliance and information security. Self-evaluation has been conducted annually to confirm that control policies are properly complied with by each division/department. The management assessed the likelihood of risk occurrence, provide treatment plans, and monitor the risk management progress, and reported to the Board on all findings and the effectiveness of the systems.

The management has confirmed to the Board, the Risk Management Committee, and the Audit Committee on the effectiveness of the risk management and internal control systems for the year ended 31 December 2023.

Internal Audit Function

The Board, through the Risk Management Committee and the Audit Committee, conducted an annual review of design, implementation, and effectiveness of the risk management and internal control systems of the Group, which covered all material controls including financial, operational and compliance controls. Such annual review was done with a view to ensuring that the resources, staff qualifications and experience, training programmes and budget of the Group's accounting, internal control, financial reporting functions and the Company's performance and reporting in the aspect of environmental, social and governance are adequate. In this respect, the Risk Management Committee and Audit Committee communicated any material issues to the Board.

The Group's internal audit team is responsible for performing an independent review of the adequacy and effectiveness of the Group's risk management and internal control systems. The internal audit team examined key issues in relation to the accounting practices and all material controls and the results of the independent review and assessment were reported to the Risk Management Committee, the Audit Committee, and the Board. Moreover, improvements in internal control and risk management measures to enhance the risk management and internal control systems of the Group and to mitigate risks of the Group were adopted by the Board. Based on the internal audit findings and recommendations, as well as the comments of the Risk Management Committee and the Audit Committee, the Board considered the internal control and risk management systems are adequate and effective.

識別、評估及管理重大風險所用程序

所有分部／部門定期進行內部監控評估，以識別可能影響本集團業務以及主要營運及財務流程、監管合規及信息安全等方面的風險。各分部／部門於每年進行自我評估，以確認其妥善遵守監控政策。管理層評估風險發生概率、提供應對計劃及監察風險管理進程，並向董事會報告所有結果及系統成效。

管理層已向董事會、風險管理委員會及審核委員會確認截至二零二三年十二月三十一日止年度風險管理及內部監控制度的成效。

內部審核職能

董事會透過風險管理委員會及審核委員會對本集團風險管理及內部監控系統的設計、實施及成效進行年度檢討，涵蓋所有重大控制方面，包括財務、經營及合規控制。進行該項年度檢討旨在確保本集團在會計、內部監控、財務申報職能及本公司的表現以及關於環境、社會及管制的報告方面的資源、員工資歷及經驗、培訓計劃及有關預算均屬充分。就此而言，風險管理委員會及審核委員會會就任何重大事宜與董事會溝通。

本集團的內部審核團隊負責獨立審閱本集團的風險管理及內部監控制度是否充足及有效。內部審核團隊審查與會計常規有關的關鍵事項及各項重大控制措施並向風險管理委員會、審核委員會及董事會匯報獨立審閱及評估結果。此外，為提高本集團風險管理及內部監控系統以及減低本集團風險而作出的內部監控及風險管理措施的改進措施已獲董事會採納。根據內部審核結果和推薦意見以及風險管理委員會與審核委員會的意見，董事會認為，內部監控及風險管理系統乃屬充足及有效。

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with the requirements under the Listing Rules and SFO to disclose inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of disclosure of inside information in a balanced, adequate and effective way. The procedures and internal controls for the handling and dissemination of inside information are as follows:

- the Group conducts its affairs with close regard to the disclosure requirement under the Listing Rules, the Guideline on Disclosure of Inside Information issued by the Securities and Futures Commission and its own policy;
- the Group has implemented and disclosed events or matters on fair disclosure by non-exclusive distribution of information to the public through channels such as financial reporting, public announcements and its website;
- the Group has strictly prohibited unauthorised use of confidential or inside information; and
- the Group has established procedures for responding to external enquiries about the Group's affairs so that only the executive Directors, Company Secretary and other persons duly authorised by the Board are authorised to communicate with parties outside the Group.

處理及發放內幕消息

本集團遵守證券及期貨條例及上市規則之規定，於知悉任何內幕消息後，在合理切實可行的範圍內盡快向公眾作出披露，除非有關消息屬於證券及期貨條例下任何安全港條文的範圍。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外洩，會即時向公眾作出披露。本集團亦致力確保公告中所載的資料不得在某事關重要的事實方面屬虛假或具誤導性，或因遺漏某事關重要的事實而屬虛假或具誤導性，使公眾能平等、適時及有效地取得所披露的內幕消息。處理及發佈內幕消息的程序及內部監控措施如下：

- 本集團嚴格按照上市規則項下之披露規定、由證券及期貨事務監察委員會發出的內幕消息披露指引及其本身之政策處理事務；
- 本集團透過財務報告、公告及公司網站等渠道向公眾廣泛及非獨家披露資料，以落實及披露事件或事宜；
- 本集團嚴禁未經授權使用機密或內幕消息；及
- 本集團已就外界查詢之事務訂立及執行回應程序，據此，只有執行董事、公司秘書及已獲董事會正式授權之其他人士獲授權與本集團外部人士溝通。

CORPORATE GOVERNANCE REPORT
企業管治報告AUDITOR'S REMUNERATION AND
RESPONSIBILITIES

核數師薪酬及責任

The Company has appointed PricewaterhouseCoopers as the auditor of the Group. The following table shows the audit and non-audit services provided by PricewaterhouseCoopers and its affiliates and other auditors for the year ended 31 December 2023:

本公司已委任羅兵咸永道會計師事務所為本集團核數師。下表載列截至二零二三年十二月三十一日止年度羅兵咸永道會計師事務所及其關聯事務所及其他核數師提供之核數及非核數服務：

	HK\$'000 千港元
Audit services:	
核數服務	
- PricewaterhouseCoopers 羅兵咸永道會計師事務所	2,066
- Other auditors 其他核數師	329
	2,395
Non-audit services:	
非核數服務	
- PricewaterhouseCoopers 羅兵咸永道會計師事務所	819
- Other auditors 其他核數師	201
	1,020

Non-audit services provided by PricewaterhouseCoopers and its affiliates to the Group mainly represents interim review and taxation services. The reporting responsibilities of PricewaterhouseCoopers are set out in pages 100 to 102 of this annual report.

羅兵咸永道會計師事務所及其關聯事務所向本集團提供之非核數服務主要指中期審閱及稅務服務。羅兵咸永道會計師事務所之呈報責任載於本年報第100至102頁。

There was no disagreement between the Board and the Audit Committee on the selection and appointment of the external auditor during the year ended 31 December 2023.

於截至二零二三年十二月三十一日止年度，董事會與審核委員會於甄選及委任外部核數師方面並無意見分歧。

COMMUNICATIONS WITH SHAREHOLDERS AND INVESTORS

The Company considers that effective communication with its Shareholders is essential for enhancing investor relations and investors' understanding of the Group's business performance and strategies. The Company also recognises the importance of transparency and timely disclosure of corporate information, which will enable the Shareholders and investors to make the best investment decisions.

The disclosure of the Group's information in a reasonable and timely manner by the Board is to facilitate the Shareholders as well as the investors to have a better understanding of the business performance, operations and strategies of the Group. The Company's website at www.trio-ieg.com allows the potential and existing investors as well as the public to get access to and acquire the Company's up-to-date corporate and financial information.

Shareholders are provided with contact details of the Company, such as telephone hotline, email address and postal address, in order to enable them to make any query that they may have with respect to the Company.

They can also send their enquiries to the Board through the above means. The contact details of the Company are set out in page 73 of this annual report and the Company's website.

The Board welcomes views of the Shareholders and encourages them to attend general meetings to raise any concerns that they may have with the Board or the management directly. Board members and appropriate senior staff of the Group are available at the meetings to answer any questions raised by the Shareholders.

與股東及投資者之溝通

本公司認為與股東有效溝通對促進投資者關係及投資者對本集團業務表現及策略的了解極為重要。本公司亦深明企業資料的透明度及適時披露之重要性，其可令股東及投資者作出最佳投資決定。

董事會合理並適時披露本集團資料，以令股東及投資者對本集團的業務表現、營運及策略有更佳了解。本公司的潛在及現有投資者以及公眾人士可透過本公司網站www.trio-ieg.com取得本公司最新的企業及財務資料。

本公司向股東提供本公司的聯絡資料，例如電話熱線、電郵地址及郵寄地址，以令股東可作出任何與本公司有關之查詢。

股東亦可透過上述方式向董事會發出查詢。本公司的聯絡資料載於本年報第73頁及本公司網址。

董事會歡迎股東提出意見，並鼓勵股東出席股東大會直接向董事會或管理層提出任何關注。董事會成員以及本集團合適的高級職員會於會上回答股東提出的任何疑問。

CORPORATE GOVERNANCE REPORT
企業管治報告PROCEDURES FOR SHAREHOLDERS TO
CONVENE GENERAL MEETING

To safeguard Shareholders' interests and rights, separate resolutions are proposed at general meetings on each substantial issue, including the election of individual Directors, for shareholders' consideration and voting. Besides, pursuant to article 68(c) of the Articles, the Directors may, whenever they think fit, convene a general meeting, and general meetings shall also be convened on such requisition, or in default, may be convened by such requisitionists, as provided by the Hong Kong Companies Ordinance (Chapter 622, the laws of Hong Kong) (the "**Companies Ordinance**"). If any time there are not within Hong Kong sufficient Directors capable of acting to form a quorum, any Director or any two or more members of the Company representing at least 10% of the total voting rights of all members having a right to vote at general meetings, may convene a general meeting in the same manner as nearly as possible, as that in which meetings may be convened by the Directors.

Shareholders may send written enquiries to the Company or put forward any enquiries or proposals to the Board. The contact details are as follows:

Board of Directors
Trio Industrial Electronics Group Limited
Address: Block J, 5/F, Phase II, Kaiser Estate,
51 Man Yue Street,
Hung Hom, Kowloon, Hong Kong
Telephone hotline: (852) 2765 8787
Email address: info@trio-engineering.com

To put forward proposals at an annual general meeting or a general meeting, the Shareholders shall submit a written notice of those proposals with detailed contact information to the Board/Company Secretary at the Company's registered office.

The request will be verified with the Company's share registrar and upon its confirmation that the request is proper and in order, the Company Secretary will ask the Board to include the proposed resolution in the agenda for the general meeting.

股東召開股東大會之程序

為保障股東的利益及權利，於股東大會上均就每項重要事項，包括選舉個別董事提出獨立決議案，以供股東考慮及投票。此外，根據細則第68(c)條，董事可於其認為適當時召開股東大會，並亦須按香港公司條例（香港法例第622章）（「**公司條例**」）的規定應有關要求召開股東大會，如並無應有關要求召開股東特別大會，則可由請求人召開。如於任何時候在香港並無足夠能執行事務的董事以構成法定人數，則本公司的任何一名董事或任何兩名或以上股東（代表有權於股東大會上投票表決的所有股東的總投票權至少10%），均可以盡可能接近董事可能召開會議的方式召開股東大會。

股東可向本公司發送書面查詢，或向董事會提出任何查詢或建議。聯絡資料如下：

董事會
致豐工業電子集團有限公司
地址：香港九龍紅磡
民裕街51號
凱旋工商中心2期5樓J室
電話熱線：(852) 2765 8787
電郵地址：info@trio-engineering.com

如欲於股東週年大會或股東大會上提呈議案，股東須將該等議案的書面通知連同詳細聯絡資料遞交至本公司的註冊辦事處，註明董事會／公司秘書收。

請求將由本公司的香港股份過戶登記處核實，經確定為恰當及適當後，公司秘書將要求董事會將有關提呈決議案納入股東大會的議程內。

CORPORATE GOVERNANCE REPORT

企業管治報告

Moreover, the notice period concerning the notice to be given to all the Shareholders for consideration of the proposals submitted by the Shareholders concerned varies as follows pursuant to article 70 of the Articles and subject to section 578 of the Companies Ordinance.

- (a) for an annual general meeting, it shall be called by notice in writing of at least twenty-one clear days (or such longer period as may be required by the Listing Rules); and
- (b) for a general meeting other than an annual general meeting, it shall be called by notice in writing of least fourteen clear days (or such longer period as may be required by the Listing Rules),

shall be given in the manner mentioned in the Articles to all members, to the Directors and to the auditor.

For the avoidance of doubt, the Shareholder(s) must deposit and send the original duly signed written requisition, notice or statement, or enquiry (as the case may be) to the Company's registered office and provide their full names, contact details and identification in order to give effect thereto. Shareholders' information may be disclosed as required by law.

CONSTITUTIONAL DOCUMENTS

There was no change on the articles of association of the Company during the year ended 31 December 2023. An up-to-date version of the articles of association of the Company is available on the Company's website and the Stock Exchange's website.

此外，根據細則第70條及在公司條例第578條規限下，就考慮有關股東提呈的議案而向全體股東發出通告之通知期按下文所列而有所不同。

- (a) 倘為股東週年大會，須以不少於二十一個完整日（或上市規則所規定的較長期間）的書面通告召開；及
- (b) 倘為股東週年大會以外的股東大會，可以不少於十四個完整日（或上市規則所規定的較長期間）的書面通告召開，

並應按細則所述方式發送予所有股東、董事及核數師。

為免生疑問，股東必須提交及發送正式簽署的書面請求、通知或聲明之正本，或將查詢（視情況而定）發送至本公司的註冊辦事處，並提供其全名、聯絡資料及身份以令有關文件有效。股東的資料可能按法律要求披露。

組織章程文件

截至二零二三年十二月三十一日止年度，本公司的組織章程細則並無變動。本公司組織章程細則的最新版本可在本公司網站及聯交所網站查閱。

REPORT OF THE DIRECTORS 董事會報告

The Board is pleased to present their annual report together with the audited consolidated financial statements of the Group for the year ended 31 December 2023.

PRINCIPAL ACTIVITIES

The Company is an investment holding and the activities of its principal subsidiaries are shown on pages 159 to 160 of this annual report.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated financial statements on pages 103 to 179 of this annual report.

An interim dividend of HK0.8 cent (2022: HK0.8 cent) per ordinary share totalling HK\$8,000,000 was paid to the Shareholders on 20 October 2023 (2022: 17 October 2022).

The Board did not recommend any final dividend for FY2023 (2022: HK1.2 cents).

Details of the Company's dividend policy are set out in the section headed "Dividend Policy" on page 92 of this annual report.

董事會欣然提呈其年度報告連同本集團截至二零二三年十二月三十一日止年度之經審核綜合財務報表。

主要業務

本公司為一間投資控股公司，其主要附屬公司的活動載於本年報第159至160頁。

業績及撥款

本集團截至二零二三年十二月三十一日止年度之業績載於本年報第103至179頁之綜合財務報表。

本公司已於二零二三年十月二十日（二零二二年：二零二二年十月十七日）向股東派付中期股息每股普通股0.8港仙（二零二二年：0.8港仙），合共8,000,000港元。

董事會不建議就二零二三財政年度派發任何末期股息（二零二二年：1.2港仙）。

本公司股息政策的詳情載於本年報第92頁「股息政策」一節。

REPORT OF THE DIRECTORS

董事會報告

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the annual general meeting (the “AGM”) to be held on Tuesday, 28 May 2024, the register of members of the Company will be closed from Thursday, 23 May 2024 to Tuesday, 28 May 2024, both days inclusive, during which no transfer of Shares will be effected. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged with the Company’s share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 22 May 2024.

BUSINESS REVIEW

A discussion and analysis of the Group’s performance for the year ended 31 December 2023, the key factors affecting its results and financial position, and the information on the compliance with laws and regulations, environmental policy and relationships with stakeholders are set out in the section headed “Management Discussion and Analysis” of this annual report. Furthermore, a fair review of, and an indication of likely future development in the Group’s business are set out in the section headed “Chairman’s Statement” of this annual report. Save as disclosed in this annual report, since the end of the year ended 31 December 2023, no important event affecting the Group has occurred.

暫停辦理股東登記

為確定股東出席二零二四年五月二十八日(星期二)舉行的股東週年大會(「股東週年大會」)及在會上投票的資格，本公司將於二零二四年五月二十三日(星期四)至二零二四年五月二十八日(星期二)期間(包括首尾兩日)暫停辦理股份過戶登記手續，於該期間概不辦理股份過戶登記。為符合資格出席股東週年大會及在會上投票，務請於二零二四年五月二十二日(星期三)下午四時三十分前將所有過戶文件連同有關股票送交本公司的股份過戶登記處卓佳證券登記有限公司，地址為香港夏慤道16號遠東金融中心17樓。

業務回顧

對本集團截至二零二三年十二月三十一日止年度表現的討論及分析、影響其業績及財務狀況的主要因素以及有關遵守法例及法規、環境政策及與持份者的關係之資料載於本年報「管理層討論及分析」一節。此外，本集團業務的公平審視以及其可能的未來發展趨向載於本年報「主席報告」一節。除本年報所披露者外，自截至二零二三年十二月三十一日止年度末以來，概無發生影響本集團的重要事件。

REPORT OF THE DIRECTORS
董事會報告

PRINCIPAL RISKS AND UNCERTAINTIES

Geopolitical tensions may have an impact on the Group's business and financial performance.

Geopolitical tensions such as the Russo-Ukrainian crisis have posed considerable threats to the global recovery and especially European economies. The disruptions caused by the crisis may aggravate soaring material prices, longer lead times and currency fluctuation. In addition, as most of the Group's major customers are in Europe, the crisis may have a potential impact on their business. If one or more major customers reduce their purchase orders to the Group, the Group's business and financial performance may be adversely affected.

The five largest customers accounted for more than 70.0% of the total revenue. Loss of the major customers may adversely affect our business performance.

Since (i) the Group does not enter into long-term sale and purchase agreements with the customers and does not have long-term purchase commitment from them; and (ii) the Group is not their exclusive supplier, there is no assurance that the five largest customers will continue to purchase the products at current levels or at all in the future. If the prices of the products are not as competitive as those set by the competitors for comparable products, the customers may reduce their purchase volume. If any of the five largest customers significantly reduces its purchase volume or ceases to place purchase orders with the Group, and the Group is unable to identify new customers, the business performance of the Group may be adversely affected.

主要風險及不確定因素

地緣政治局勢緊張或會對本集團的業務及財務表現造成影響。

俄烏危機導致地緣政治局勢緊張，為全球經濟復甦帶來重大威脅，對歐洲經濟打擊尤甚。危機造成的供應中斷或會令材料價格飆升、交貨期延長及貨幣波動等情況進一步惡化。此外，由於本集團大部分主要客戶位於歐洲，有關危機可能會對彼等的業務造成潛在影響。倘一名或以上的主要客戶減少向本集團下採購訂單，本集團的業務及財務表現或會受到不利影響。

五大客戶佔總收益的70.0%以上。主要客戶的損失或會對我們的業務表現造成不利影響。

由於(i)本集團並無與客戶訂立長期買賣協議且本集團並無取得彼等的長期採購承諾；及(ii)本集團並非他們的獨家供應商，故不能保證五大客戶日後將繼續按現時水平採購或確會採購產品。倘產品價格無法較競爭對手就同類產品所定的價格相宜，客戶或會減少採購量。倘任何五大客戶大幅減少彼等採購量或終止向本集團下採購訂單，且本集團無法物色新客戶，本集團的業務表現或會受到不利影響。

REPORT OF THE DIRECTORS

董事會報告

Fluctuations in the prices of raw materials may adversely affect our business operations and profitability.

The major raw materials include integrated circuits, metal parts, plastic parts, printed circuit board components, capacitors, connectors, transistors, cables and cores. The prices of the raw materials generally follow their respective price trends in the market and vary with industry conditions and market supply and demand.

Since the Group does not enter into long-term supply contracts with the suppliers, there is no assurance that the suppliers will not significantly increase the prices of raw materials in the future, in particular when the market prices of or the market demand for such raw materials increase. There is also no assurance that the Group will be able to pass the increase in cost of materials to the customers to avoid adverse impacts on the profitability. If, in the event of material fluctuations in raw material prices, or the Group cannot pass the increase in cost of materials to the customers, the Group's profitability may be adversely affected.

Any slowdown of the industrial electronics industry may adversely affect our results of operations, financial condition and business prospects.

As an EMS provider specialising in the manufacturing and sales of customised industrial electronic components and products, our business performance depends, to a large extent, on the performance and condition of the industrial electronics industry.

The industrial electronics industry may experience slowdown or downturn due to market or industry conditions, global economic environment or other factors beyond control. Any decrease in the demand for industrial electronics equipment such as renewable energy facilities, telecommunication equipment, commercial freight equipment, medical and healthcare devices, and security systems may reduce the demand for our OEM products. In such circumstances, the sales may decline and the results of operations, financial condition and business prospects may be adversely affected.

原材料價格波動或會對業務營運及盈利能力造成不利影響。

主要原材料包括集成電路、金屬部件、塑膠部件、印刷電路板零件、電容器、連接器、晶體管、纜線及核心。原材料的價格一般跟隨各自於市場的價格趨勢，並按行業狀況以及市場供求而變化。

由於本集團並無與供應商訂立長期供應合約，故不能保證供應商日後不會大幅提高原材料價格，特別是有關原材料的市價或市場需求上升時。概不保證本集團能將材料成本上漲轉嫁予客戶，以避免對盈利能力造成不利影響。倘原材料價格出現重大波動或本集團未能將材料成本上漲轉嫁予客戶，則本集團的盈利能力或會受到不利影響。

工業電子行業的任何放緩或會對本集團的經營業績、財務狀況及業務前景造成不利影響。

作為專門製造及銷售定製工業電子零件及產品的電子製造服務供應商，本集團的業務表現很大程度上取決於工業電子行業的表現及狀況。

工業電子行業或會因市場或行業狀況、全球經濟環境或其他不能控制的因素而經歷放緩或衰退。任何工業電子設備如可再生能源設施、通訊設備、商業貨運設備、醫療及保健器材及保安系統的需求減少，或會減低對本集團原始設備製造商產品的需求。在此情況下，銷售量或會下降，而本集團的經營業績、財務狀況及業務前景可能受到不利影響。

REPORT OF THE DIRECTORS
董事會報告**The Group is exposed to foreign exchange risks.**

The functional currency is HK\$, while some of the business transactions and the cost of sales are mainly denominated US\$, RMB, THB, and EUR. The Group is exposed to foreign currency risks as a result of sales and purchases that are denominated in a currency other than HK\$. Any significant changes in the exchange rate between HK\$ and other currencies may have adverse effect on the Group's results of operations.

Failure to retain the services of key personnel may adversely affect the results of operations.

The success to date has largely been attributable to the contributions, commitment and experience of the management team and key employees, in particular their familiarity with the business operations and their experience and expertise in the industrial EMS industry. Some of our executive Directors and our chief executive officer have more than 40 years of experience in the electronics industry. Mr. Tai Leung Lam and Mr. Kwan Chan Kwong have more than 45 and 40 years of experience in the electronics industry, respectively. The continued success is dependent on the ability to retain the services of members of the senior management and key employees who possess the necessary experience and expertise in the industrial EMS industry. If there is any significant or material change to the composition of the key management team, the Group may not be able to recruit experienced or qualified personnel in a timely manner or at all, and may have adverse effect on the Group's business performance, results of operations as well as business prospects.

本集團須承受匯兌風險。

本集團的主要功能貨幣為港元，而若干業務交易及銷售成本則主要以美元、人民幣、泰銖及歐元計值。本集團須承受以港元以外貨幣計值的銷售及採購產生的匯兌風險。港元兌其他貨幣之匯率任何重大變動或會對本集團經營業績造成不利影響。

未能留聘主要人員繼續為本集團效力或會對經營業績構成不利影響。

本集團至今取得的成功很大程度歸功於管理團隊及主要僱員的貢獻、承擔及經驗，特別是彼等對業務營運的熟悉程度及在工業電子製造服務行業的經驗及專長。本集團的部分執行董事及行政總裁在電子行業有逾40年經驗。戴良林先生及關燦光先生在電子行業分別有超過45年及40年經驗。本集團持續成功取決於留聘高級管理層成員及主要僱員繼續為我們效力的能力，這些人員擁有工業電子製造服務行業必需的經驗及專長。倘主要管理團隊組成有任何重大或重要變動，本集團或未能適時或未能聘用到具有經驗或合資格的人員，則或對本集團業務表現、經營業績以及業務前景造成不利影響。

REPORT OF THE DIRECTORS

董事會報告

FINANCIAL SUMMARY

A summary of the results, assets and liabilities of the Group for the last five financial years is set out on page 180 of this annual report. This summary does not form part of the consolidated financial statements.

SUBSIDIARIES

Details (including the principal activities) of the Company's principal subsidiaries as at 31 December 2023 are set out in note 20 to the consolidated financial statements.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the year ended 31 December 2023 are set out in note 15 to the consolidated financial statements.

CHARITABLE DONATIONS

Charitable and other donations made by the Group during the year ended 31 December 2023 amounted to HK\$10,000 (2022: HK\$10,000).

DISTRIBUTABLE RESERVES OF THE COMPANY

As at 31 December 2023, the Company's distributable reserves available for distribution is HK\$14,673,000 (2022: HK\$33,058,000).

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles which would oblige the Company to offer new shares on a pro rata basis to existing shareholders unless otherwise required by the Stock Exchange.

SHARE CAPITAL

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

財務概要

本集團過去五個財政年度的業績、資產及負債概要載於本年報第180頁。此概要並不構成綜合財務報表的一部分。

附屬公司

本公司的主要附屬公司於二零二三年十二月三十一日之詳情(包括主要業務)載於綜合財務報表附註20。

物業、廠房及設備

本集團於截至二零二三年十二月三十一日止年度之物業、廠房及設備變動詳情載於綜合財務報表附註15。

慈善捐款

本集團於截至二零二三年十二月三十一日止年度作出的慈善及其他捐款為10,000港元(二零二二年：10,000港元)。

本公司可分派儲備

於二零二三年十二月三十一日，本公司的可供分派儲備為14,673,000港元(二零二二年：33,058,000港元)。

優先購買權

除聯交所另有規定外，細則並無訂有任何有關優先購買權的規定，要求本公司須按比例向現有股東提呈發售新股。

股本

本公司的股本變動詳情載於綜合財務報表附註27。

REPORT OF THE DIRECTORS
董事會報告

DIRECTORS

The Directors of the Company during FY2023 and up to date of this annual report were as follows:

董事

本公司於二零二三財政年度及直至本年報日期之董事名列如下：

Executive Directors

執行董事

Wong Sze Chai (Chairman of the Board) (Note 1)

黃思齊 (董事會主席) (附註1)

Tai Leung Lam

戴良林

Joseph Mac Carthy (Note 2)

Joseph Mac Carthy (附註2)

Lo Ka Kei Jun

羅嘉祺

Lai Yiu Wah (Note 3)

黎耀華 (附註3)

Non-executive Director

非執行董事

Kwan Tak Sum Stanley

關德深

Independent non-executive Directors

獨立非執行董事

Fung Chun Chung

馮鎮中

Hau Siu Laam

侯肇嵐

Law Ying Wai Denise

羅瑩慧

Notes:

1. re-designated as the Chairman of the Board with effect from 31 January 2023.
2. a notice of requisition has been received by the Company from a shareholder for the proposed removal of Mr. Joseph Mac Carthy as an executive Director as included in the announcement "Requisition for general meeting from shareholder to remove director" dated 12 April 2024.
3. resigned as the Chairman of the Board and an executive Director with effect from 31 January 2023.

附註：

1. 於二零二三年一月三十一日調任為董事會主席。
2. 誠如日期為二零二四年四月十二日的「股東要求召開股東大會罷免董事」公告所載，本公司接獲一名股東有關建議罷免Joseph Mac Carthy先生之執行董事職務的遞呈通知。
3. 於二零二三年一月三十一日辭任董事會主席及執行董事。

REPORT OF THE DIRECTORS

董事會報告

Pursuant to article 120(a) of the Articles, subject to article 120(e), at each annual general meeting, one-third of the Directors (excluding those Director(s) who are not subject to the rotation requirement under the Articles) or, if their number is not three or a multiple of three the number which is nearest to and is at least one-third, shall retire from office by rotation. A retiring Director shall be eligible for re-election.

Pursuant to article 120(e) of the Articles, any Director who holds the position as an Executive Director shall not be subject to the retirement-rotation requirement of the Article.

Pursuant to code provision B.2.2 of the CG Code, all directors (no matter executive or independent non-executive directors) including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

Pursuant to article 120(a) of the Articles, Mr. Wong Sze Chai, Mr. Lo Ka Kei Jun and Mr. Fung Chun Chung shall retire from office at the AGM. Mr. Wong Sze Chai and Mr. Lo Ka Kei Jun being eligible, offer themselves for re-election at the AGM while Mr. Fung Chun Chung, although eligible, has decided not to offer himself for re-election due to his retirement. Accordingly, Mr. Fung Chun Chung will retire as an independent non-executive Director and cease to be the chairman of the Nomination Committee, members of the Audit Committee, Remuneration Committee and Risk Management Committee of the Company after the conclusion at the AGM.

DIRECTORS OF SUBSIDIARIES

The name of directors who have served on the boards of the subsidiaries of the Company during the year and up to the date of this annual report are set out below:

Wong Sze Chai
Tai Leung Lam
Joseph Mac Carthy
Lai Sek Piu
Lo Ka Kei Jun
David Mac Carthy
Lai Yiu Wah (resigned on 31 January 2023)

根據細則第120(a)條，除細則第120(e)條另有規定外，於每屆股東週年大會上，三分之一的董事（不包括不受細則下輪席退任規定所規限的該等董事），或如董事的人數並非三或三的倍數，則最接近但不少於三分之一人數的董事須輪席退任。退任董事有資格膺選連任。

根據細則第120(e)條，任何擔任執行董事職位的董事毋須受細則的輪席退任規定所規限。

根據企業管治守則之守則條文第B.2.2條，所有董事（不論執行或獨立非執行董事）（包括按特定任期委任的董事）應最少每三年輪席退任一次。

根據細則第120(a)條，黃思齊先生、羅嘉祺先生及馮鎮中先生將於股東週年大會退任。黃思齊先生及羅嘉祺先生均符合資格並願意於股東週年大會膺選連任，而馮鎮中先生雖然符合資格，但因退休而決定不再膺選連任。因此，馮鎮中先生將於股東週年大會結束後退任獨立非執行董事，並不再擔任本公司提名委員會主席以及審核委員會、薪酬委員會及風險管理委員會成員。

附屬公司的董事

於年內及直至本年報日期，出任本公司附屬公司董事會的董事名單如下：

黃思齊
戴良林
Joseph Mac Carthy
黎錫標
羅嘉祺
David Mac Carthy
黎耀華（於二零二三年一月三十一日辭任）

REPORT OF THE DIRECTORS
董事會報告**CONFIRMATION OF INDEPENDENCE OF
INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Company has received from each of the independent non-executive Directors an annual written confirmation of independence pursuant to Rule 3.13 of the Listing Rules as at the date of this annual report and considers all the independent non-executive Directors are independent.

**BIOGRAPHIES OF DIRECTORS AND SENIOR
MANAGEMENT**

Biographical details of the Directors and the senior management of the Group are set out on pages 13 to 20 of this annual report.

DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors has entered into a service contract with the Company either with or without a specific term.

All non-executive Directors (including independent non-executive Directors) are appointed for a specific term. Mr. Stanley Kwan, a non-executive Director, has entered into a letter of appointment with the Company for a term of three years commencing from 1 September 2022. Each of Mr. Hau Siu Laam and Ms. Law Ying Wai Denise (both being independent non-executive Directors) has entered into a letter of appointment with the Company for a term of three years commencing from 1 August 2022. Mr. Fung Chun Chung, an independent non-executive Director, has entered into a letter of appointment with the Company for an initial term of three years commencing from 1 February 2017 and his current term of service has been renewed for a term of three years commencing from 1 February 2023.

None of the Directors proposed for election at the forthcoming AGM has entered into any service contract or letter of appointment with any member of the Group which is not determinable by any member of the Group within one year without payment of compensation other than statutory compensation.

獨立非執行董事之獨立性確認

於本年報日期，本公司已接獲各獨立非執行董事根據上市規則第3.13條所發出有關其獨立性之年度書面確認，且認為全體獨立非執行董事均屬獨立。

董事及高級管理層履歷

董事及本集團高級管理層的履歷詳情載於本年報第13至20頁。

董事服務合約

各執行董事已與本公司訂立服務合約（不論是否具有指定任期）。

所有獲委任的非執行董事（包括獨立非執行董事）均有特定任期。非執行董事關德深先生已與本公司訂立委任函，任期由二零二二年九月一日起為期三年。侯肇嵐先生及羅瑩慧女士（均為獨立非執行董事）分別與本公司訂立委任函，任期由二零二二年八月一日起為期三年。獨立非執行董事馮鎮中先生與本公司訂立委任函，任期由二零一七年二月一日起初步為期三年，而彼之現有任期已獲重續，由二零二三年二月一日起為期三年。

擬於應屆股東週年大會建議選舉的董事並無與本集團任何成員公司訂立任何不可由本集團任何成員公司於一年內終止而毋須補償（法定補償除外）的服務合約或委任函。

REPORT OF THE DIRECTORS

董事會報告

TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

There were no transactions, arrangements and contracts of significance in relation to the business of the Group to which the Company, any of its subsidiaries, holding company, or fellow subsidiaries was a party and in which a director or a connected entity of a director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2023.

RELATED PARTY TRANSACTIONS

The related party transaction set out in Note 33 to the consolidated financial statements was terminated on 1 September 2022 and did not constitute connected transaction or continuing connected transaction under Chapter 14A of the Listing Rules for the year ended 31 December 2023.

During the year ended 31 December 2023, the Company did not have any connected transactions or continuing connected transactions which were subject to the disclosure requirements under Chapter 14A of the Listing Rules.

MANAGEMENT CONTRACT

No contract concerning the management and administration of the whole or any substantial part of the business of the Company or its subsidiaries were entered into or existed during the year ended 31 December 2023.

DIRECTORS' REMUNERATION

Details of the remuneration of the Directors on a named basis during the year ended 31 December 2023 are set out in note 10 to the consolidated financial statements.

重大交易、安排及合約

概無由本公司、其任何附屬公司、控股公司或同系附屬公司訂立，而董事或董事的關連實體於其中直接或間接擁有重大利益之有關本集團業務的重大交易、安排及合約於年末或截至二零二三年十二月三十一日止年度任何時間存續。

關聯方交易

載於綜合財務報表附註33的關聯方交易已於二零二二年九月一日終止，且並不構成截至二零二三年十二月三十一日止年度上市規則第14A章項下的關連交易或持續關連交易。

截至二零二三年十二月三十一日止年度，本公司並無任何須遵守上市規則第14A章項下披露規定的關連交易或持續關連交易。

管理合約

於截至二零二三年十二月三十一日止年度內，概無訂立或存在有關本公司或其附屬公司的所有或任何重大部分業務之管理及行政合約。

董事薪酬

截至二零二三年十二月三十一日止年度內董事薪酬詳情按記名方式載於綜合財務報表附註10。

REPORT OF THE DIRECTORS
董事會報告**REMUNERATION POLICY**

Under the remuneration policy of the Company, the Remuneration Committee considers factors such as salaries paid by comparable companies, time commitment, responsibilities and performance of the Directors and senior management, as the case may be, in assessing the amount of remuneration payable to the Directors and members of the senior management. The Remuneration Committee periodically reviews the compensation levels of the key executives. Based on the performance and the executives' respective contribution to the Group, the Remuneration Committee may, within the aggregate remuneration amount having been approved in a Shareholders' meeting, make recommendations to our Board as to salary increases or payment of discretionary bonuses.

The Group's employee benefit expenses mainly include salaries, overtime payment and discretionary bonus, other staff benefits and contributions to retirement schemes.

Remuneration is determined with reference to the qualification, experience and work performance, whereas the payment of discretionary bonus is generally subject to work performance, the financial performance of the Group in that particular year and general market conditions.

PERMITTED INDEMNITY PROVISION

Appropriate insurance covers on directors' and officers' liabilities have been in force to protect the Directors and officers of the Group from their risk exposure arising from conducting the business of the Group.

Pursuant to the Articles and subject to the provisions of the Companies Ordinance, the Directors shall be indemnified out of the assets of the Company against any liability, loss or expenditure incurred by him in defending any proceedings, whether civil or criminal, which relate to anything done or omitted to be done or alleged to have been done or omitted to be done by him/her as a Director.

薪酬政策

根據本公司的薪酬政策，薪酬委員會考慮可比較公司所支付薪金、董事及高級管理層（視乎情況而定）所付出時間、職責及表現，以評定應付董事及高級管理層成員的酬金。薪酬委員會定期審閱主要行政人員的薪酬水平。根據本集團表現及行政人員各自對本集團所作貢獻，薪酬委員會可就加薪或支付酌情花紅向董事會提出推薦建議，惟以本公司股東大會批准的薪酬總額為限。

本集團的僱員福利開支主要包括薪金、加班工資及酌情花紅、其他僱員福利及退休計劃供款。

薪酬乃按僱員的資歷、經驗及工作表現釐定，而酌情花紅的支付一般視乎工作表現、本集團於特定年度的財務業績及整體市場狀況而釐定。

獲准許的彌償條文

本公司已為董事及高級職員的責任投購適當之保險，以保障本集團董事及高級職員免於進行本集團業務所帶來的風險。

根據細則及在公司條例的條文規限下，倘董事作出或遺漏任何事宜或被指稱其作為董事作出或遺漏任何事宜，則本公司將使用其資產彌償任何對有關指控的民事或刑事法律程序提出抗辯時產生的法律責任、損失或開支。

REPORT OF THE DIRECTORS

董事會報告

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATIONS

As at 31 December 2023, the interests and short positions of the Directors and the chief executive of the Company in the Shares, underlying Shares or debentures of the Company or its associated corporations (within the meaning of Part XV of the SFO) (i) as recorded in the register required to be kept pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (ii) as required to be notified to the Company and the Stock Exchange pursuant to Model Code contained in Appendix C3 to the Listing Rules, were as follows:

董事及主要行政人員於本公司或任何其他相關法團之股份、相關股份及債權證的權益及淡倉

於二零二三年十二月三十一日，董事及本公司主要行政人員於本公司或其相聯法團（定義見證券及期貨條例第XV部）的股份、相關股份或債權證中擁有(i)須記錄於根據證券及期貨條例第352條規定須存置於該條所述登記冊的權益及淡倉；或(ii)根據上市規則附錄C3所載標準守則須知會本公司及聯交所的權益及淡倉如下：

Name of Directors and chief executive	Nature of interest	Number of Shares held in Long Position	Total	Percentage of shareholding in the Company's issued share capital (<i>Note 2</i>)
董事及主要行政人員姓名	權益性質	所持好倉的股份數目	合共	佔本公司已發行股本之股權百分比(附註2)
Mr. Tai Leung Lam ("Mr. Tai") 戴良林先生 (「戴先生」)	Interest in controlled corporations 於受控法團的權益	750,000,000 (<i>Note 1</i>) (附註1)	750,000,000	75.00%
Mr. Joseph Mac Carthy ("Mr. Mac Carthy") Joseph Mac Carthy先生 (「Mac Carthy先生」)	Beneficiary of a trust 信託受益人	750,000,000 (<i>Note 1</i>) (附註1)	750,000,000	75.00%
Mr. Lo Ka Kei Jun ("Mr. Lo") 羅嘉祺先生 (「羅先生」)	Interest in controlled corporations 於受控法團的權益	750,000,000 (<i>Note 1</i>) (附註1)	750,000,000	75.00%
Mr. Kwan Tak Sum Stanley ("Mr. Stanley Kwan") 關德深先生 (「關德深先生」)	Interest in controlled corporations 於受控法團的權益	750,000,000 (<i>Note 1</i>) (附註1)	750,000,000	75.00%
Mr. Kwan Chan Kwong ("Mr. Kwan") 關燦光先生 (「關先生」)	Interest of spouse and interest in controlled corporations 於配偶及受控法團的權益	750,000,000 (<i>Note 1</i>) (附註1)	750,000,000	75.00%

REPORT OF THE DIRECTORS
董事會報告

Notes:

- (1) These shares were held by Trio Industrial Electronics Holding Limited (“**Trio Holding**”). Trio Holding was owned as to 27.5%, 27.5%, 17.5%, 22.0% and 5.5% by Nawk Investment Inc. (“**Nawk Investment**”), LLT Investment Inc. (“**LLT Investment**”), JMC Investment Holdings Limited (“**JMC Investment**”), Eastville Enterprises Limited (“**Eastville Enterprises**”) and Mr. Lo, respectively. Nawk Investment, LLT Investment, Eastville Enterprises were directly and wholly owned by Mr. Stanley Kwan, Mr. Tai and Ms. Wong So Nui Amy (the spouse of Mr. Kwan, “**Ms. Wong**”), respectively. JMC Investment was wholly-owned by Alpadis Trust (HK) Limited (“**Alpadis Trust**”), a company which acts as the trustee of a discretionary trust established by Mr. Mac Carthy as a settlor. Because of their interests in Trio Holding, Mr. Stanley Kwan, Mr. Tai, Mr. Mac Carthy, Ms. Wong, Mr. Kwan, Mr. Lo, Nawk Investment, LLT Investment, JMC Investment, and Eastville Enterprises were deemed to be interested in shares of the Company as at 31 December 2023.
- (2) The approximate percentages were calculated based on 1,000,000,000 shares in issue as at 31 December 2023.

Save as disclosed above, as at 31 December 2023, none of the Directors nor chief executive of the Company has registered an interests and short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) (i) which were required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (ii) which were required to be notified to the Company and the Stock Exchange pursuant to Model Code.

DIRECTORS’ RIGHT TO ACQUIRE SHARES

Save as disclosed under the paragraphs headed “Directors’ and Chief Executive’s Interests and Short Positions in the Shares, Underlying Shares and Debentures of the Company or any other Associated Corporations” above, at no time during the year ended 31 December 2023 were there any rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or the chief executive of the Company or any of their respective spouses or minor children, or were any such rights exercised by them; or was the Company, its holding company, or any of its subsidiaries and fellow subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

附註：

- (1) 該等股份由致豐工業電子控股有限公司（「致豐控股」）持有。致豐控股由Nawk Investment Inc.（「Nawk Investment」）、LLT Investment Inc.（「LLT Investment」）、JMC Investment Holdings Limited（「JMC Investment」）、Eastville Enterprises Limited（「Eastville Enterprises」）及羅先生分別擁有27.5%、27.5%、17.5%、22.0%及5.5%。Nawk Investment、LLT Investment、Eastville Enterprises分別由關德深先生、戴先生及黃蘇女士（「黃女士」，關先生之配偶）直接全資擁有。JMC Investment由Alpadis Trust (HK) Limited（「Alpadis Trust」，擔任由Mac Carthy先生作為財產授予人設立的全權信託的受託人的公司）全資擁有。由於關德深先生、戴先生、Mac Carthy先生、黃女士、關先生、羅先生、Nawk Investment、LLT Investment、JMC Investment及Eastville Enterprises於致豐控股之權益，於二零二三年十二月三十一日，彼等被視為於本公司股份中擁有權益。
- (2) 概約百分比乃根據二零二三年十二月三十一日的1,000,000,000股已發行股份計算。

除上文所披露者外，於二零二三年十二月三十一日，概無董事及本公司主要行政人員於本公司或其任何相聯法團（定義見證券及期貨條例第XV部）之股份、相關股份或債權證中登記擁有(i)根據證券及期貨條例第352條須記錄於該條所述登記冊的權益及淡倉；或(ii)根據標準守則須知會本公司及聯交所的權益及淡倉。

董事購入股份之權利

除於上文「董事及主要行政人員於本公司或任何其他相聯法團之股份、相關股份及債權證的權益及淡倉」各段所披露者外，於截至二零二三年十二月三十一日止年度任何時間，概無任何董事或本公司主要行政人員或任何彼等各自的配偶或未成年子女獲授可透過購入本公司股份或債權證而取得利益之任何權利，或彼等並無行使任何該等權利；或本公司、其控股公司或其任何附屬公司及同系附屬公司並無訂立任何安排，以致董事可購入任何其他法人團體的有關權利。

REPORT OF THE DIRECTORS

董事會報告

SUBSTANTIAL SHAREHOLDERS' INTERESTS AND SHORT POSITIONS IN THE SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY OR ANY SPECIFIED UNDERTAKING OF THE COMPANY OR ANY OTHER ASSOCIATED CORPORATIONS

So far as the Directors are aware, as at 31 December 2023, the following persons (not being Directors or chief executive of the Company) had or were deemed or taken to have an interest or short position in the Shares or the underlying Shares of the Company as recorded in the register required to be kept under Section 336 of the SFO:

主要股東於本公司股份、相關股份及債權證或本公司或任何其他相聯法團之任何指明事務的權益及淡倉

就董事所知，於二零二三年十二月三十一日，下列人士（並非董事或本公司主要行政人員）於本公司的股份或相關股份中擁有或被視為或當作擁有記錄於根據證券及期貨條例第336條須予存置的登記冊內的權益或淡倉：

Name of shareholders	Nature of interests	Number of Shares held in Long Position	Percentage of shareholding in the Company's issued share capital (Note 5) 佔本公司已發行股本之股權百分比 (附註5)
股東名稱	權益性質	所持好倉的股份數目	
Ms. Wong 黃女士	Interest in a controlled corporation 於受控法團的權益	750,000,000 (Note 1) (附註1)	75.00%
Trio Holding 致豐控股	Beneficial owner 實益擁有人	750,000,000 (Note 1) (附註1)	75.00%
Nawk Investment Nawk Investment	Interest in a controlled corporation 於受控法團的權益	750,000,000 (Note 1) (附註1)	75.00%
LLT Investment LLT Investment	Interest in a controlled corporation 於受控法團的權益	750,000,000 (Note 1) (附註1)	75.00%
Eastville Enterprises Eastville Enterprises	Interest in a controlled corporation 於受控法團的權益	750,000,000 (Note 1) (附註1)	75.00%
JMC Investment JMC Investment	Interest in a controlled corporation 於受控法團的權益	750,000,000 (Note 1) (附註1)	75.00%
Alpadis Trust Alpadis Trust	Trustee and interest in a controlled corporation 受託人及於受控法團的權益	750,000,000 (Notes 1 & 2) (附註1及2)	75.00%
Alpadis Group Holding AG ("Alpadis Group")	Interest in a controlled corporation 於受控法團的權益	750,000,000 (Note 2) (附註2)	75.00%
Alain ESSEIVA Alain ESSEIVA	Interest in a controlled corporation 於受控法團的權益	750,000,000 (Note 2) (附註2)	75.00%

REPORT OF THE DIRECTORS
董事會報告

Name of shareholders	Nature of interests	Number of Shares held in Long Position	Percentage of shareholding in the Company's issued share capital (Note 5) 佔本公司已發行股本之股權百分比 (附註5)
股東名稱	權益性質	所持好倉的股份數目	
Wei Lee TEO	Interest of spouse and interest in a controlled corporation	750,000,000 (Note 3)	75.00%
Wei Lee TEO	配偶權益及於受控法團的權益	(附註3)	
RUAN David Ching Chi	Interest of controlled corporation	88,872,000 (Note 4)	8.89%
RUAN David Ching Chi	受控法團的權益	(附註4)	
RAYS Capital Partners Limited	Investment manager	88,872,000 (Note 4)	8.89%
RAYS Capital Partners Limited	投資經理	(附註4)	
Asian Equity Special Opportunities Portfolio Master Fund Limited	Beneficial owner	84,064,000 (Note 4)	8.41%
Asian Equity Special Opportunities Portfolio Master Fund Limited	實益擁有人	(附註4)	

Notes:

- (1) These shares were held by Trio Holding. Trio Holding was owned as to 27.5%, 27.5%, 17.5%, 22.0% and 5.5% by Nawk Investment, LLT Investment, JMC Investment, Eastville Enterprises and Mr. Lo, respectively. Nawk Investment, LLT Investment, Eastville Enterprises were directly and wholly owned by Mr. Stanley Kwan, Mr. Tai and Ms. Wong, respectively. JMC Investment was wholly-owned by Alpadis Trust, a company which acts as the trustee of a discretionary trust established by Mr. Mac Carthy as a settlor. Because of their interests in Trio Holding, Mr. Stanley Kwan, Mr. Tai, Mr. Mac Carthy, Ms. Wong, Mr. Kwan, Mr. Lo, Nawk Investment, LLT Investment, JMC Investment, and Eastville Enterprises were deemed to be interested in shares of the Company as at 31 December 2023.
- (2) Alpadis Trust was indirectly wholly-owned by Alpadis Group, which was in turn owned as to 94% by Alain ESSEIVA.
- (3) Wei Lee TEO is the spouse of Alain ESSEIVA and was deemed to be interested in shares of the Company.

附註：

- (1) 該等股份由致豐控股持有。致豐控股由 Nawk Investment、LLT Investment、JMC Investment、Eastville Enterprises 及羅先生分別擁有 27.5%、27.5%、17.5%、22.0% 及 5.5%。Nawk Investment、LLT Investment、Eastville Enterprises 分別由關德深先生、戴先生及黃女士直接全資擁有。JMC Investment 由 Alpadis Trust (擔任由 Mac Carthy 先生作為財產授予人設立的全權信託的受託人的公司) 全資擁有。由於關德深先生、戴先生、Mac Carthy 先生、黃女士、關先生、羅先生、Nawk Investment、LLT Investment、JMC Investment 及 Eastville Enterprises 於致豐控股之權益，於二零二三年十二月三十一日，彼等將被視為於本公司股份中擁有權益。
- (2) Alpadis Trust 由 Alpadis Group 間接全資擁有，而 Alpadis Group 則由 Alain ESSEIVA 擁有 94%。
- (3) Wei Lee TEO 為 Alain ESSEIVA 的配偶，被視作擁有本公司股份的權益。

REPORT OF THE DIRECTORS

董事會報告

- (4) Accordingly to the information available on the website of the Stock Exchange, Asian Equity Special Opportunities Portfolio Master Fund Limited is owned as to 100% by RAYS Capital Partners Limited, which in turn is owned as to 95.24% by Mr. Ruan David Ching Chi.
- (5) The approximate percentages were calculated based on 1,000,000,000 shares in issue as at 31 December 2023.

Save as disclosed above, as at 31 December 2023, the Directors were not aware of any other persons who had any interests or short positions in the Shares or underlying Shares of the Company which would be recorded in the register required to be kept under Section 336 of the SFO.

SHAREHOLDERS' INTERESTS IN SECURITIES OF SIGNIFICANCE

Other than the interests disclosed above in respect of the substantial shareholders, as at 31 December 2023, no other person is individually or collectively entitled to exercise or control the exercise of 5% or more of the voting power at the general meetings of the Company and are able, as a practicable manner, to direct or influence the management of the Company.

MAJOR CUSTOMERS AND SUPPLIERS

The percentage of sales for the year ended 31 December 2023 generated from the Group's major customers is as follows:

- The largest customer	34.8%
- Five largest customers	73.0%

The percentage of purchases for the year ended 31 December 2023 attributable to the Group's major suppliers is as follows:

- The largest supplier	11.7%
- Five largest suppliers	37.1%

None of the Directors, their close associates (as defined in the Listing Rules) nor any shareholder (which to the knowledge of the Directors, owns more than 5% of the Company's share capital) had any beneficial interest in any of the Group's five largest customers or its five largest suppliers for the year ended 31 December 2023.

- (4) 根據在聯交所網站可供查閱的資料，Asian Equity Special Opportunities Portfolio Master Fund Limited 由 RAYS Capital Partners Limited 擁有 100%，而後者由 Ruan David Ching Chi 先生擁有 95.24%。
- (5) 概約百分比乃根據二零二三年十二月三十一日的 1,000,000,000 股已發行股份計算。

除上文所披露者外，於二零二三年十二月三十一日，董事並不知悉任何其他人士於本公司股份或相關股份中擁有將記錄於根據證券及期貨條例第 336 條須予存置的登記冊內的任何權益或淡倉。

股東於大多數證券之權益

除上文所披露有關主要股東的權益外，於二零二三年十二月三十一日，概無其他人士個別或共同地有權於本公司股東大會上行使或控制行使 5% 或以上投票權，而能以切實可行的方式指示或影響本公司的管理。

主要客戶及供應商

截至二零二三年十二月三十一日止年度來自本集團主要客戶之銷售額百分比如下：

— 最大客戶	34.8%
— 五大客戶	73.0%

截至二零二三年十二月三十一日止年度歸屬於本集團主要供應商之採購百分比如下：

— 最大供應商	11.7%
— 五大供應商	37.1%

概無董事、彼等的緊密聯繫人（定義見上市規則）或任何股東（就董事所知擁有本公司超過 5% 股本者）於本集團於截至二零二三年十二月三十一日止年度的任何五大客戶或其五大供應商中擁有任何實益權益。

REPORT OF THE DIRECTORS
董事會報告**PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY**

Neither the Company nor any of its subsidiaries had purchased, sold or redeemed any of the Company's listed securities during FY2023.

DIRECTOR'S SECURITIES TRANSACTIONS

The Company has adopted a code of conduct regarding Director's securities transactions on terms no less exacting than the Model Code. Having been made a specific enquiry by the Company, all Directors confirmed that they had complied with the required standard of dealings and code of conduct regarding securities transactions throughout the year ended 31 December 2023 and up to the date of this annual report.

COMPETING INTERESTS

During the year ended 31 December 2023 and up to the date of this annual report, none of the Directors nor the controlling shareholders nor substantial shareholders (as defined in the Listing Rules) of the Company or their respective close associates (as defined in the Listing Rules) were considered to have any interests in a business which competed or was likely to compete, either directly or indirectly, with the business of the Group and/or caused, or was likely to cause any other conflicts of interest with the Group.

SHARE OPTION SCHEME

The Share Option Scheme was conditionally approved and adopted in compliance with Chapter 17 of the Listing Rules by written resolutions of the then shareholder on 27 October 2017. Further details of the Share Option Scheme are set out in note 29 to the consolidated financial statements.

EQUITY-LINKED AGREEMENTS

Save and except for the Share Option Scheme as disclosed in the paragraph headed "Share Option Scheme" above, no equity-linked agreement that (i) will or may result in the Company issuing shares or (ii) requires the Company enter into any agreement that will or may result in the Company issuing shares, was entered into by the Company during the year ended 31 December 2023 or subsisted at the end of the reporting period.

購買、出售或贖回本公司上市證券

本公司或其任何附屬公司於二零二三財政年度並無購買、出售或贖回本公司的任何上市證券。

董事進行證券交易

本公司已採納有關董事進行證券交易的行為守則，其條款的嚴謹程度不下於標準守則。經本公司具體查詢後，全體董事確認彼等於截至二零二三年十二月三十一日止整個年度及直至本年報日期一直遵守有關證券交易的規定交易標準及行為守則。

競爭權益

於截至二零二三年十二月三十一日止年度及直至本年報日期，概無董事或本公司控股股東或主要股東（定義見上市規則）或彼等各自的緊密聯繫人（定義見上市規則）被視為於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中擁有任何權益，及／或致使或可能致使與本集團有任何其他利益衝突。

購股權計劃

購股權計劃是於二零一七年十月二十七日由當時股東遵照上市規則第十七章通過書面決議案有條件批准及採納。購股權計劃的進一步詳情載於綜合財務報表附註29。

股票掛鈎協議

除上文「購股權計劃」一段披露的購股權計劃外，本公司於截至二零二三年十二月三十一日止年度並無訂立或於報告期末仍然存續股票掛鈎協議(i)將會或可能導致本公司發行股份，或(ii)要求本公司訂立任何將會或可能導致本公司發行股份的協議。

REPORT OF THE DIRECTORS

董事會報告

DIVIDEND POLICY

The Company has adopted a dividend policy (the “**Dividend Policy**”), pursuant to which the Company normally pays dividend twice a year. The Board may declare special dividends in addition to such dividends as it considers appropriate. The dividend payout ratio varies from year to year. There is no assurance that dividends are paid in any particular amount for any given period. In determining/recommending the frequency, amount and form of any dividend in any financial year/period, the Board shall consider the following factors:

- the actual and expected financial results of the Group;
- economic conditions and other internal or external factors that may have an impact on the business or financial performance and position of the Group;
- the Group’s business strategies, including future cash commitments and investment needs to sustain the long-term growth aspect of the business;
- the current and future operations, liquidity position and capital requirements of the Group; and
- any other factors that the Board deem appropriate.

AUDIT COMMITTEE

The Company has set up an Audit Committee on 27 October 2017 with written terms of reference. The primary duties of the Audit Committee include, but are not limited to, the following: (i) making recommendations to the Board on the appointment and removal of the external auditor; (ii) reviewing the financial statements of our Group and monitoring the integrity of such financial statements; and (iii) overseeing the financial reporting system and internal control procedures. As at the date of this annual report, the Audit Committee comprises three members, namely Ms. Law Ying Wai Denise, Mr. Hau Siu Laam and Mr. Fung Chun Chung. The chairperson of the Audit Committee is Ms. Law Ying Wai Denise, who holds the appropriate professional qualifications as required under Rules 3.10(2) and 3.21 of the Listing Rules. The audited consolidated financial statements of the Group for the year have been reviewed by the Audit Committee, which was of the opinion that the preparation of such results complied with the applicable accounting standards, the Listing Rules and legal requirements, and adequate disclosures have been made.

股息政策

本公司已採納一項股息政策（「**股息政策**」），據此，本公司一年正常派息兩次。董事會或會在其考慮適當時在該股息之外宣派特別股息。股息派付率逐年不同。無法保證就任何特定期間派付任何特定金額的股息。在釐定／建議任何財政年度／期間任何股息的派息頻率、金額及形式時，董事會將考慮以下因素：

- 本集團的實際及預期財務業績；
- 經濟狀況及可能對本集團的業務或財務表現及狀況有影響的其他內部或外部因素；
- 本集團的業務策略，包括維持業務長期增長的未來現金承擔及投資需求；
- 本集團目前及未來的營運、流動資金狀況及資本需求；及
- 董事會認為適當的任何其他因素。

審核委員會

本公司於二零一七年十月二十七日成立審核委員會，並制訂書面職權範圍。審核委員會的主要職責包括但不限於：(i) 就外部核數師的委任及罷免向董事會作出推薦建議；(ii) 審閱本集團財務報表及監督該等財務報表的完整性；及(iii) 監督財務報告系統及內部控制程序。於本年報日期，審核委員會包括三名成員，即羅瑩慧女士、侯肇嵐先生及馮鎮中先生。審核委員會主席為羅瑩慧女士，彼持有上市規則第3.10(2)及3.21條規定的適當專業資格。本集團於年內的經審核綜合財務報表已由審核委員會審閱，而審核委員會認為有關業績乃遵循適用會計準則、上市規則及法定要求而編製，並已作出充分披露。

REPORT OF THE DIRECTORS
董事會報告**SUFFICIENCY OF PUBLIC FLOAT**

From the information publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capitals are held by the public at all times throughout the year ended 31 December 2023 and up to the date of latest practicable date prior to the publication of this annual report for ascertaining certain information contained herein.

TAX RELIEF

The Company is not aware of any relief from taxation available to the Shareholders by reason of their holdings of the Shares.

COMPLIANCE WITH CORPORATE GOVERNANCE CODE

The Company is committed to implementing good corporate governance practices. Information on the principal corporate governance practices adopted by the Company is set out in the Corporate Governance Report on pages 48 to 74 of this annual report.

THE FORTHCOMING AGM

The forthcoming AGM of the Company will be held at Room R2, United Conference Centre, 10/F., United Centre, 95 Queensway, Admiralty, Hong Kong on Tuesday, 28 May 2024 at 3:00 p.m. and the notice convening such meeting will be published and despatched to the Shareholders in the manner as required by the Listing Rules in due course.

EVENTS AFTER THE REPORTING PERIOD

There are no significant events affecting the Group after FY2023 and up to the date of this report.

充足公眾持股量

自本公司可得的公開資料及就董事所知，於截至二零二三年十二月三十一日止年度整年及直至本年報刊發前為確定當中所載若干資料的最後實際可行日期止內任何時間，本公司全部已發行股本的最少25%由公眾人士持有。

稅務寬減

本公司並不知悉有股東因持有股份而享有任何稅務寬減。

遵守企業管治守則

本公司致力實行良好企業管治常規。有關本公司採納的主要企業管治常規的資料載於本年報第48至74頁的企業管治報告。

應屆股東週年大會

本公司應屆股東週年大會將於二零二四年五月二十八日(星期二)下午三時正假座香港金鐘金鐘道95號統一中心十樓統一會議中心R2號會議室舉行，而召開有關大會的通告將按照上市規則所規定的方式適時刊登及寄發予股東。

報告期後事項

於二零二三財政年度後以及截至本報告日期，本集團並不受重大事項影響。

REPORT OF THE DIRECTORS

董事會報告

INDEPENDENT AUDITOR

The consolidated financial statements for the year ended 31 December 2023 have been audited by PricewaterhouseCoopers, who will retire and, being eligible, offer themselves for re-appointment. The Board has taken the Audit Committee's recommendation that a resolution for their re-appointment as independent auditor of the Company will be proposed at the forthcoming AGM.

There is no change of independent auditor for the past three years.

On behalf of the Board

Wong Sze Chai

Chairman and Executive Director

Hong Kong, 12 April 2024

獨立核數師

截至二零二三年十二月三十一日止年度綜合財務報表已由羅兵咸永道會計師事務所審核，而彼將退任並符合資格獲重新委任。董事會已參照審核委員會的建議，並將於應屆股東週年大會上提呈有關重新委任該會計師事務所為本公司獨立核數師之決議案。

於過往三年，獨立核數師並無變動。

代表董事會

黃思齊

主席兼執行董事

香港，二零二四年四月十二日

INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



羅兵咸永道

To the Members of Trio Industrial Electronics Group Limited

(incorporated in Hong Kong with limited liability)

致致豐工業電子集團有限公司成員

(於香港註冊成立的有限公司)

OPINION

What we have audited

The consolidated financial statements of Trio Industrial Electronics Group Limited (the “**Company**”) and its subsidiaries (the “**Group**”), which are set out on pages 103 to 179, comprise:

- the consolidated statement of financial position as at 31 December 2023;
- the consolidated statement of comprehensive income for the year then ended;
- the consolidated statement of changes in equity for the year then ended;
- the consolidated statement of cash flows for the year then ended; and
- the notes to the consolidated financial statements, comprising material accounting policy information and other explanatory information.

Our opinion

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 Hong Kong Companies Ordinance.

意見

我們已審計的內容

致豐工業電子集團有限公司(以下簡稱「**貴公司**」)及其附屬公司(以下統稱「**貴集團**」)列載於第103至179頁的綜合財務報表，包括：

- 於二零二三年十二月三十一日的綜合財務狀況表、
- 截至該日止年度的綜合全面收益表、
- 截至該日止年度的綜合權益變動表、
- 截至該日止年度的綜合現金流量表、及
- 綜合財務報表附註，包括重大會計政策信息及其他解釋信息。

我們的意見

我們認為，該等綜合財務報表已根據香港會計師公會頒佈的《香港財務報告準則》真實而中肯地反映了 貴集團於二零二三年十二月三十一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》妥為擬備。

Independent Auditor's Report

獨立核數師報告

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 believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

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.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, 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.

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》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」部分中作進一步闡述。

我們相信，我們所獲得的審計憑證能充足及適當地為我們的審計意見提供基礎。

獨立性

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。

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。

Independent Auditor's Report
獨立核數師報告

The key audit matter identified in our audit is related to the net realisable value assessment of inventories.

我們在審計中識別的關鍵審計事項是關於存貨的可變現淨值評估。

Key Audit Matter**關鍵審計事項****Net realisable value assessment of inventories**

Refer to notes 4(a) and 21 to the consolidated financial statements.

As at 31 December 2023, the Group has inventories of approximately HK\$206 million, which were stated at lower of cost and net realisable value.

存貨的可變現淨值評估

請參閱綜合財務報表附註4(a)及21。

於二零二三年十二月三十一日，貴集團的存貨約為206,000,000港元，乃按成本及可變現淨值的較低者列賬。

How our audit addressed the Key Audit Matter**我們的審計如何處理關鍵審計事項**

Our procedures in relation to the net realisable value assessment of inventories included:

- Understood and evaluated the management's key internal controls in relation to inventory costing and the net realisable value assessment, and assessed the inherent risk of material misstatement by considering the degree of estimation uncertainty and level of other inherent risk factors such as complexity, subjectivity, changes and susceptibility to management bias or fraud;
- Tested, on a sample basis, the accuracy of the inventories aging profile used by the management to estimate the appropriate provision for slow moving and obsolete inventories;

我們就存貨的可變現淨值評估進行的程序包括：

- 了解及評價管理層有關存貨成本及可變現淨值評估的關鍵內部控制，並透過考慮估計的不確定性程度及其他固有風險因素水平（例如複雜性、主觀性、變化及是否容易受管理層偏見或欺詐的影響）來評估重大錯誤陳述的固有風險；
- 以抽樣方式，測試管理層估計滯銷和過時存貨的適當撥備所使用的庫齡的準確性；

Independent Auditor's Report

獨立核數師報告

Key Audit Matter

關鍵審計事項

The determination of net realisable value required judgment to be made by the management on the estimated selling price, the estimated costs to completion and the estimated costs necessary to make the sale.

We focused on this area because of the significance of the balances and the judgments and estimates involved.

可變現淨值的釐定，須由管理層對估計售價、達致完成的估計成本及進行銷售所需的估計成本作出判斷。

由於結餘及所涉及的判斷及估計的重要性，故我們尤為重視該領域。

How our audit addressed the Key Audit Matter

我們的審計如何處理關鍵審計事項

- Assessed the reasonableness of estimated selling price determined by the management by testing, on a sample basis, the sales subsequent to the year end. If subsequent sales were not available, we compared the estimated selling price against the most latest selling price prior to the year end and assessed the impact of recent price trends for these inventories; and
- Assessed the reasonableness of: (i) the estimated costs to completion by comparing to the latest costs to completion prior to the year end; and (ii) the estimated costs necessary to make the sale by comparing to costs incurred during the year.

Based on the procedures performed, we considered that the judgments and assumptions used by the management in determining the net realisable value of inventories were supported by the available evidence.

- 以抽樣方式測試於年結日後的銷售，從而評估管理層所釐定的估計售價的合理性。如未能取得年結日後的銷售資料，我們將估計售價與年結日前的最近期售價進行比較，並評估該等存貨近期價格趨勢的影響；及
- (i) 透過比較年結日前達致完成的最近期成本，從而評估達致完成的估計成本的合理性；及(ii) 透過比較產生的成本，從而評估進行銷售所需的估計成本的合理性。

根據所執行的程序，我們認為管理層於釐定存貨可變現淨值時所使用的判斷及假設，均有相應證據支持。

Independent Auditor's Report
獨立核數師報告**OTHER INFORMATION**

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

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

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

RESPONSIBILITIES OF DIRECTORS AND THE AUDIT COMMITTEE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

The directors of the Company are responsible for the preparation of the consolidated financial statements that give a true and fair view in accordance with HKFRSs issued by the HKICPA and the 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 Audit Committee is responsible for overseeing the Group's financial reporting process.

其他信息

貴公司董事須對其他信息負責。其他信息包括年報內的所有信息，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。

董事及審核委員會就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒佈的《香港財務報告準則》及香港《公司條例》擬備真實而中肯的綜合財務報表，並對其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。

審核委員會須負責監督 貴集團的財務報告過程。

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. We report our opinion solely to you, as a body, in accordance with Section 405 of the Hong Kong Companies Ordinance, 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 judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- 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不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括我們意見的核數師報告。我們僅按照香港《公司條例》第405條向閣下（作為整體）報告我們的意見，除此之外本報告別無其他目的。我們不會就本報告的內容向任何其他人士負上或承擔任何責任。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滙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**AUDITOR'S RESPONSIBILITIES FOR THE
AUDIT OF THE CONSOLIDATED FINANCIAL
STATEMENTS** *(Continued)*

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

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

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.

核數師就審計綜合財務報表承擔的責任 *(續)*

- 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。

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，用以消除對獨立性產生威脅的行動或採取的防範措施。

Independent Auditor's Report

獨立核數師報告

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS *(Continued)*

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

The engagement partner on the audit resulting in this independent auditor's report is Mr. Li Ching Lap Bernard.

PricewaterhouseCoopers
Certified Public Accountants

Hong Kong, 12 April 2024

核數師就審計綜合財務報表承擔的責任 (續)

從與審核委員會溝通的事項中，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。

出具本獨立核數師報告的審計項目合夥人是李政立先生。

羅兵咸永道會計師事務所
執業會計師

香港，二零二四年四月十二日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收益表

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

			2023 二零二三年	2022 二零二二年
		Note 附註	HK\$'000 千港元	HK\$'000 千港元 (Restated, note 37) (經重列， 附註37)
Revenue	收益	6	1,160,211	978,103
Cost of sales	銷售成本	7	(937,490)	(770,808)
Gross profit	毛利		222,721	207,295
Other income	其他收入	6	4,596	6,196
Selling and distribution expenses	銷售及分銷費用	7	(18,626)	(15,940)
Administrative expenses	行政開支	7	(150,172)	(133,780)
Other operating income, net	其他經營收入淨額	8	8,763	2,878
Profit from operations	經營溢利		67,282	66,649
Finance expenses, net	財務開支淨額	11	(9,837)	(10,770)
Profit before income tax	除所得稅前溢利		57,445	55,879
Income tax expense	所得稅開支	12	(10,296)	(10,461)
Profit for the year attributable to owners of the Company	本公司擁有人應佔 年內溢利		47,149	45,418
Other comprehensive (expense)/income, net of tax	其他全面(開支)/收益 (扣稅後)			
<i>Items that will not be reclassified subsequently to profit or loss:</i>	<i>其後不會重新分類至損益 的項目：</i>			
Fair value gains/(losses) on revaluation of land and building, net of tax	重估土地及樓宇的公平值 收益/(虧損)(扣稅後)		946	(644)
Currency translation differences	貨幣換算差額		(1,337)	2,305
Other comprehensive (expense)/income for the year, net of tax	年內其他全面 (開支)/收益(扣稅後)		(391)	1,661
Total comprehensive income for the year attributable to owners of the Company	本公司擁有人應佔 年內全面收益總額		46,758	47,079
Earnings per share	每股盈利			
- Basic and diluted (HK cents)	- 基本及攤薄(港仙)	13	4.71	4.54

The notes on pages 107 to 179 are an integral part of these financial statements.

第107至179頁的附註為本財務報表不可分割部分。

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2023 於二零二三年十二月三十一日

		Note 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Assets	資產			
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	15	76,006	57,997
Right-of-use assets	使用權資產	16	100,467	102,047
Prepayments and deposits	預付款項及按金	18	1,581	6,260
Financial assets at fair value through profit or loss	按公平值計入損益賬的金融資產	17	3,345	10,998
Deferred tax assets	遞延稅項資產	19	-	1,133
			181,399	178,435
Current assets	流動資產			
Inventories	存貨	21	205,612	244,213
Trade and other receivables	貿易及其他應收款項	22	202,564	200,744
Prepayments and deposits	預付款項及按金	18	15,241	20,830
Tax recoverable	可收回稅項		204	-
Financial assets at fair value through profit or loss	按公平值計入損益賬的金融資產	17	258	342
Restricted bank deposits	受限制銀行存款	23	16,543	6,156
Cash and cash equivalents	現金及現金等價物	23	60,949	72,796
			501,371	545,081
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項	24	123,498	158,895
Contract liabilities	合約負債	25	16,865	38,414
Borrowings	借款	26	20,657	20,970
Lease liabilities	租賃負債	16	7,116	8,795
Current income tax liabilities	即期所得稅負債		4,730	11,679
			172,866	238,753
Net current assets	流動資產淨值		328,505	306,328
Total assets less current liabilities	資產總值減流動負債		509,904	484,763
Non-current liabilities	非流動負債			
Lease liabilities	租賃負債	16	95,633	97,139
Deferred tax liabilities	遞延稅項負債	19	3,536	3,759
			99,169	100,898
Net assets	資產淨值		410,735	383,865
Equity	權益			
Share capital	股本	27	281,507	281,507
Reserves	儲備	28	129,228	102,358
Total equity	權益總額		410,735	383,865

The financial statements on pages 103 to 179 were approved by the Board of Directors on 12 April 2024 and were signed on its behalf

第103至179頁之財務報表已由董事會於二零二四年四月十二日批准，並由以下董事代表董事會簽署

Wong Sze Chai

黃思齊

Director

董事

Tai Leung Lam

戴良林

Director

董事

The notes on pages 107 to 179 are an integral part of these financial statements.

第107至179頁的附註為本財務報表不可分割部分。

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

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

		Share capital	Other reserve	Statutory reserve	Currency translation reserve	Revaluation reserve	Retained profits	Total
	Note	股本	其他儲備	法定儲備	貨幣換算 儲備	重估儲備	保留盈利	總計
	附註	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balance at 1 January 2023	於二零二三年一月一日結餘	281,507	(125,162)	14,705	1,498	20,182	191,135	383,865
Revaluation surplus on land and building	土地及樓宇重估盈餘	-	-	-	-	1,050	-	1,050
Tax effect of revaluation surplus	重估盈餘稅務影響	-	-	-	-	(104)	-	(104)
Realisation of revaluation deficit, net of tax	實現重估虧損(扣稅後)	-	-	-	-	(673)	785	112
Currency translation differences	貨幣換算差額	-	-	-	(1,337)	-	-	(1,337)
Profit for the year	年內溢利	-	-	-	-	-	47,149	47,149
Appropriation of statutory reserve	提取法定儲備	-	-	1,865	-	-	(1,865)	-
Dividends paid	已付股息	-	-	-	-	-	(20,000)	(20,000)
	14							
Balance at 31 December 2023	於二零二三年十二月三十一日結餘	281,507	(125,162)	16,570	161	20,455	217,204	410,735
Balance at 1 January 2022	於二零二二年一月一日結餘	281,507	(125,162)	14,705	(807)	21,544	152,880	344,667
Revaluation deficit on land and building	土地及樓宇重估虧損	-	-	-	-	(714)	-	(714)
Tax effect of revaluation deficit	重估虧損稅務影響	-	-	-	-	70	-	70
Realisation of revaluation deficit, net of tax	實現重估虧損(扣稅後)	-	-	-	-	(718)	837	119
Currency translation differences	貨幣換算差額	-	-	-	2,305	-	-	2,305
Profit for the year	年內溢利	-	-	-	-	-	45,418	45,418
Dividends paid	已付股息	-	-	-	-	-	(8,000)	(8,000)
	14							
Balance at 31 December 2022	於二零二二年十二月三十一日結餘	281,507	(125,162)	14,705	1,498	20,182	191,135	383,865

The notes on pages 107 to 179 are an integral part of these financial statements.

第107至179頁的附註為本財務報表不可分割部分。

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

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

		Note	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		附註		
Cash flows from operating activities	經營活動現金流量			
Cash generated from operations	經營業務所得現金	32(a)	79,741	67,576
Interest and bank charges paid	已付利息及銀行費用		(11,168)	(11,183)
Income tax paid	已付所得稅		(16,530)	(5,303)
Net cash generated from operating activities	經營活動所得現金淨額		52,043	51,090
Cash flows from investing activities	投資活動現金流量			
Increase in restricted bank deposits	受限制銀行存款增加		(10,107)	(16)
Interest received	已收利息		1,051	413
Investment income received	已收投資收入		167	222
Purchase of property, plant and equipment	購置物業、廠房及設備		(30,593)	(12,998)
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項		19	51
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入損益賬的金融資產的所得款項		7,610	-
Net cash used in investing activities	投資活動所用現金淨額		(31,853)	(12,328)
Cash flows from financing activities	融資活動現金流量			
Proceeds from borrowings	借款所得款項	32(b)	70,005	178,781
Repayments of borrowings	償還借款	32(b)	(70,327)	(194,669)
Dividends paid	已付股息	14	(20,000)	(8,000)
Principal elements of lease payments	租賃付款的本金部分	32(b)	(10,337)	(7,859)
Net cash used in financing activities	融資活動所用現金淨額		(30,659)	(31,747)
Net (decrease)/increase in cash and cash equivalents	現金及現金等價物(減少)/增加淨額		(10,469)	7,015
Effect of foreign currency rate change	外幣兌換變動的影響		(1,378)	2,991
Cash and cash equivalents at 1 January	於一月一日的現金及現金等價物		72,796	62,790
Cash and cash equivalents at 31 December	於十二月三十一日的現金及現金等價物	23	60,949	72,796
Analysis of cash and cash equivalents	現金及現金等價物分析			
Time deposit with original maturity up to three months	原到期日為三個月或以下的定期存款	23	-	15,000
Bank and cash balances	銀行及現金結餘	23	60,949	57,796
			60,949	72,796

The notes on pages 107 to 179 are an integral part of these financial statements.

第107至179頁的附註為本財務報表的不可分割部分。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

1 GENERAL INFORMATION

Trio Industrial Electronics Group Limited (the “**Company**”) is a limited liability company incorporated in Hong Kong and listed on the Main Board of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”). The principal place of business and registered office of the Company is at Block J, 5/F., Phase II, Kaiser Estate, 51 Man Yue Street, Hunghom, Kowloon, Hong Kong.

The Company is an investment holding company. The Company and its subsidiaries (collectively, the “**Group**”) are principally engaged in the manufacturing and sales of electronic products. The immediate holding company of the Company is Trio Industrial Electronics Holding Limited, a company incorporated in the British Virgin Islands with limited liability.

The consolidated financial statements are presented in thousands of Hong Kong dollars (“**HK\$’000**”), unless otherwise stated.

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES

This note provides a list of the material accounting policies adopted in the preparation of these consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

2.1 Basis of preparation

These consolidated financial statements have been prepared in accordance with Hong Kong Financial Reporting Standards (“**HKFRSs**”) as issued by the Hong Kong Institute of Certified Public Accountants (“**HKICPA**”) and requirements of the Companies Ordinance. HKFRSs comprise the following authoritative literature:

- Hong Kong Financial Reporting Standards
- Hong Kong Accounting Standards
- Interpretations developed by HKICPA.

The consolidated financial statements also include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange.

1 一般資料

致豐工業電子集團有限公司(「**本公司**」)為一家於香港註冊成立的有限公司，並在香港聯合交易所有限公司(「**聯交所**」)主板上市。本公司主要營業地點及註冊辦事處為香港九龍紅磡民裕街51號凱旋工商中心2期5樓J室。

本公司為一家投資控股公司。本公司及其附屬公司(統稱「**本集團**」)主要從事製造及銷售電子產品。本公司之直接控股公司為致豐工業電子控股有限公司(一家於英屬處女群島註冊成立的有限公司)。

除另有指明外，本綜合財務報表乃以港幣千元(「**千港元**」)呈列。

2 重大會計政策概要

本附註提供編製本綜合財務報表時所採納的重大會計政策清單。除另有說明外，該等政策於所有呈報年度貫徹一致應用。

2.1 編製基準

綜合財務報表乃按照香港會計師公會(「**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**」)及公司條例的要求而編製。香港財務報告準則包括以下權威文獻：

- 香港財務報告準則
- 香港會計準則
- 香港會計師公會制定的詮釋。

本綜合財務報表亦載有聯交所證券上市規則所規定的適用披露資料。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2.1 Basis of preparation (Continued)

These consolidated financial statements have been prepared under the historical cost convention, as modified by the revaluation of land and buildings and financial assets at fair value through profit or loss (“**FVPL**”), which are carried at fair value.

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

2.1.1 New and amended standards adopted by the Group

The Group has applied the following new and amended standards for its annual reporting period commencing 1 January 2023.

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

The adoptions listed above did not have any impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

2 重大會計政策概要 (續)

2.1 編製基準 (續)

綜合財務報表乃按歷史成本法編製，並就按公平值列賬的土地及樓宇重估值及按公平值計入損益賬（「按公平值計入損益賬」）的金融資產作出修訂。

遵照香港財務報告準則編製財務報表需要使用若干關鍵會計估計，亦需要管理層在應用本集團會計政策過程中作出判斷。涉及高度判斷或高度複雜性的範疇或涉及對財務報表屬重大假設和估計的範疇，已在綜合財務報表附註4中披露。

2.1.1 本集團採納的新訂及經修訂準則

本集團已於二零二三年一月一日開始的年度報告期間應用以下新訂及經修訂準則。

香港會計準則第1號及香港財務報告準則實務聲明第2號(修訂本)	會計政策的披露
香港會計準則第8號(修訂本)	會計估計的定義
香港會計準則第12號(修訂本)	與單項交易產生的資產和負債相關的遞延稅項
香港會計準則第12號(修訂本)	國際稅務變革一支柱二規則範本
香港財務報告準則第17號及香港財務報告準則第17號(修訂本)	保險合約

上述採納對過往期間確認的金額並無任何影響，且預期不會對當前或未來期間產生重大影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(Continued)***2.1 Basis of preparation** *(Continued)***2.1.2 New and amended standards and interpretations not yet adopted**

Certain amendments to accounting standards and interpretation have been published that are not mandatory for 31 December 2023 reporting period and have not been early adopted by the Group. These amendments are not expected to have a material impact on the entity in the current or future reporting periods and on foreseeable future transactions.

2.2 Foreign currency translation**(a) Functional and presentation currency**

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

(b) Transactions and balances in financial statements

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

2 重大會計政策概要 (續)**2.1 編製基準 (續)****2.1.2 未採納的新訂及經修訂準則及詮釋**

若干會計準則的修訂本及詮釋已頒佈但毋須於二零二三年十二月三十一日報告期間強制應用，而本集團亦無提早採納。該等修訂本預計不會對實體於目前或未來報告期間或可見未來的交易有重大影響。

2.2 外幣換算**(a) 功能及呈列貨幣**

本集團實體的財務報表所包括的項目乃以該實體營運所在主要經濟環境的貨幣（「**功能貨幣**」）計算。綜合財務報表以港元呈列，其為本公司的功能及呈列貨幣。

(b) 財務報表的交易及結餘

外幣交易按交易當日或項目重新計量的估值日期的現行匯率換算為功能貨幣。結算該等交易及按年末匯率換算以外幣計值的貨幣資產及負債而產生的外匯收益及虧損於綜合全面收益表確認。

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2.2 Foreign currency translation (Continued)

(c) Group companies

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

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

2.3 Property, plant and equipment

Property, plant and equipment (except for land and building) is stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

2 重大會計政策概要(續)

2.2 外幣換算(續)

(c) 集團公司

功能貨幣與呈列貨幣不同之所有集團實體(當中不涉及嚴重通脹經濟體系貨幣)之業績及財務狀況按如下方式換算為呈列貨幣:

- (i) 每份呈報之財務狀況表內之資產與負債按該報告期末之收市匯率換算;
- (ii) 每份收益表內之收支按平均匯率換算(除非此平均匯率並不代表交易日期適用匯率之累計影響之合理約數,在此情況下,收支項目按交易日期之匯率換算);及
- (iii) 所有由此產生之貨幣換算差額於其他全面收益確認。

2.3 物業、廠房及設備

物業、廠房及設備(土地及樓宇除外)按歷史成本減折舊列賬。歷史成本包括收購該等項目直接應佔的開支。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** (Continued)**2.3 Property, plant and equipment** (Continued)

Land and buildings comprise mainly offices. Land and buildings are carried at revalued amount, being its fair value at the date of the revaluation on the basis of periodic valuations by an external independent valuer less any subsequent accumulated depreciation and impairment losses. Any accumulated depreciation at the date of valuation is eliminated against the gross carrying amounts of the asset and the net amount is restated to the revalued amount of the asset. Revaluations are performed with sufficient regularity to ensure that the carrying amount does not differ materially from that which would be determined using fair values at the end of the reporting period.

Revaluation increases of land and buildings are recognised in the consolidated statement of comprehensive income to the extent that the increases reverse previous revaluation decreases of the same asset. All other revaluation increases are credited to the property revaluation reserve in the equity. Revaluation decreases that offset previously revaluation increase of the same assets are charged against property revaluation reserve directly in equity. All other decreases are recognised in the consolidated statement of comprehensive income. On the subsequent sale or retirement of a revalued land and building, the attributable revaluation surplus remaining in the property revaluation reserve is transferred directly to retained profits.

Depreciation of property, plant and equipment is calculated at rates sufficient to write off their cost or revalued amounts less their residual values over the remaining useful lives on a straight-line basis. The estimated useful lives are as follows:

Land and buildings	30 years
Plant and machinery	5 years
Furniture and fixtures	5 years
Office equipment	5 years
Motor vehicles	5 years
Leasehold improvements	Shorter of 5 years or lease term

The residual values, useful lives and depreciation method are reviewed and adjusted, if necessary, at each reporting date.

2 重大會計政策概要 (續)**2.3 物業、廠房及設備** (續)

土地及樓宇主要包括辦公室。土地及樓宇按重估金額，即其重估日期之公平值(根據外聘獨立估值師定期進行之估值計算)減任何其後之累計折舊及減值虧損列賬。於估值日期之任何累計折舊與資產之賬面總額對銷，而淨額則重列至資產之重估金額。重估將適當地定期進行，以確保賬面值與報告期末所使用公平值釐定的價值並無太大差距。

土地及樓宇的重估升值於有關升幅撥回相同資產早前重估減值之情況下於綜合全面收益表內確認。所有其他重估升值計入權益的物業重估儲備。抵銷相同資產早前重估升值之重估減值，直接自權益內之物業重估儲備扣除。所有其他減值均於綜合全面收益表內確認。已重估土地及樓宇其後出售或報廢時，物業重估儲備餘下應佔重估盈餘乃直接轉撥至保留溢利。

物業、廠房及設備的折舊，按足以撇銷其成本或重估金額減剩餘價值的比率，於剩餘可使用年期內使用直線法計算。估計可使用年期如下：

土地及樓宇	30年
廠房及機械	5年
傢俱及裝置	5年
辦公室設備	5年
汽車	5年
租賃物業裝修	5年或租賃期限之較短者

剩餘價值、可使用年期及折舊方法於各報告日期進行檢討及作出調整(如需要)。

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2.4 Leases

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

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

- fixed payments (including in-substance fixed payments), less any lease incentives receivable;
- amounts expected to be payable by the Group under residual value guarantees;
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option; and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising an option to terminate the lease.

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

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

2 重大會計政策概要 (續)

2.4 租賃

本集團將租賃自可使用租賃資產之日起確認為使用權資產及相應負債。

租賃產生的資產及負債初步以現值進行計量。租賃負債包括以下租賃付款的淨現值：

- 固定付款(包括實質固定付款)減任何應收租賃優惠；
- 剩餘價值擔保下的本集團預期應付款項；
- 採購權的行使價格(倘本集團合理地確定行使該選擇權)；及
- 支付終止租賃的罰款(倘租賃條款反映本集團行使選擇權以終止租賃)。

根據合理確定續租選擇權支付的租賃付款亦計入負債計量之內。

租賃付款採用租賃所隱含的利率予以貼現。倘無法輕易釐定該利率，則使用承租人的增量借款利率，即個別承租人在類似條款、抵押及條件的類似經濟環境中借入獲得與使用權資產價值類似的資產所需資金所必須支付的利率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)****2.4 Leases (Continued)**

To determine the incremental borrowing rate, the Group:

- where possible, uses recent third-party financing received by the individual lessee as a starting point, adjusted to reflect changes in financing conditions since third party financing was received; and
- makes adjustments specific to the lease, e.g. term, country, currency and security.

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

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

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

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the Group reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

While the Group revalues its land and buildings that are presented within property, plant and equipment, it has chosen not to do so for the right-of-use buildings held by the Group.

2 重大會計政策概要 (續)**2.4 租賃 (續)**

為釐定增量借款利率，本集團：

- 在可能情況下，使用個別承租人最近獲得的第三方融資為出發點作出調整以反映自獲得第三方融資以來融資條件的變動；及
- 對租賃作出特定調整，如期限、國家、貨幣及擔保。

租賃付款於本金及融資成本之間作出分配。融資成本在租賃期間於綜合全面收益表扣除，藉以令各期間的負債餘額的期間利率一致。

使用權資產按成本計量，包括以下各項：

- 初始計量租賃負債的金額；
- 在開始日期或之前作出的任何租賃付款減已收取的任何租賃優惠；
- 承租人產生的任何初始直接成本；及
- 復原成本。

使用權資產一般按資產可使用年期或租期（以較短者為準）以直線法折舊。倘本集團合理確定行使採購選擇權，則使用權資產於相關資產的可使用年期內予以折舊。

儘管本集團重估於物業、廠房及設備內呈列的土地及樓宇，但已選擇不重估本集團持有的使用權樓宇。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES *(Continued)*

2.5 Inventories

Inventories are stated at the lower of cost and net realisable value.

Cost comprises direct materials, direct labour, an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity, and other costs incurred in bringing the inventories to their present location and condition, and is calculated using the weighted average method. Net realisable value is determined based on estimated selling price, less the estimated cost to completion and the estimated cost necessary to make the sale.

When inventories are sold, the carrying amount of those inventories is recognised as an expense in the period in which the related revenue is recognised. The amount of any write-down of inventories to net realisable value and all losses of inventories are recognised in consolidated statement of comprehensive income in the period the write-down or loss occurs. The amount of any reversal of any write-down of inventories is recognised as a reduction in the amount of inventories recognised as an expense in the period in which the reversal occurs.

2.6 Trade and other receivables

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

Trade and other receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less allowance for impairment.

2 重大會計政策概要(續)

2.5 存貨

存貨按成本與可變現淨值兩者中的較低者入賬。

成本包括直接物料費、直接勞動、適當比例的可變及固定間接開支(後者根據正常營運能力基準分配)及將存貨付運至其現在位置及令存貨達致現在狀況所產生的其他成本，以加權平均法計算。可變現淨值乃按估計售價減達致完成的估計成本及進行銷售所需的估計成本釐定。

當存貨售出時，該等存貨的賬面值於確認有關收益期間支銷。將存貨撇減至可變現淨值的金額及存貨的所有虧損於撇減或虧損發生期間於綜合全面收益表確認。任何存貨撇減的撥回金額乃於撥回產生期間確認為已列作開支的存貨金額的減少。

2.6 貿易及其他應收款項

貿易應收款項為在日常業務過程中就售出貨品或提供服務應收客戶的款項。如預期在一年或以內(如在業務的正常營運週期，則可較長時間)收回，分類為流動資產，否則分類為非流動資產。

貿易及其他應收款項按公平值初始確認，其後以實際利率法按攤銷成本扣除減值撥備計量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)****2.7 Financial assets****(a) Classification**

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

- those to be measured subsequently at FVPL; and
- those to be measured at amortised cost.

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

(b) Recognition and de-recognition

Regular way purchases and sales of financial assets are recognised on the trade-date, the date on which the Group commits to purchase or sell the asset. Financial asset are de-recognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all risks and rewards of ownership.

(c) Measurement

At initial recognition, the Group measures a financial assets at its fair value plus, in the case of a financial asset not at FVPL, transaction cost that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at FVPL are expensed in consolidated statement of comprehensive income.

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

2 重大會計政策概要(續)**2.7 金融資產****(a) 分類**

本集團將其金融資產分類為下列計量類別：

- 之後按公平值計入損益賬計量的金融資產；及
- 按攤銷成本計量的金融資產。

分類視乎實體管理金融資產之業務模式及現金流量之合約條款而定。

(b) 確認及終止確認

以常規方式購買及出售金融資產，均於交易日進行確認，交易日即本集團承諾購買或出售資產之日期。當收取金融資產所得現金流量之權利已屆滿或轉移且本集團已轉讓所有權絕大部分風險及回報時，終止確認金融資產。

(c) 計量

於初始確認時，若金融資產並非按公平值計入損益賬，則本集團按公平值另加收購該金融資產直接所佔交易成本計量該金融資產。按公平值計入損益賬的金融資產之交易成本於綜合全面收益表支銷。

釐定附帶嵌入式衍生工具之金融資產的現金流量是否僅為支付本金及利息時，予以整體考量。

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2.7 Financial assets (Continued)

(c) Measurement (Continued)

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. Interest income from these financial assets is included in financial income using the effective interest rate method. Any gain or loss arising on de-recognition is recognised directly in consolidated statement of comprehensive income and presented in "Other operating income, net" together with foreign exchange gains and losses. Impairment losses are presented as separate line item in the consolidated statement of comprehensive income.
- **FVPL:** Assets that do not meet the criteria for amortised cost are measured at FVPL. A gain or loss on a debt investment that is subsequently measured at FVPL is recognised in consolidated statement of comprehensive income and presented net within "Other operating income, net" in the period in which it arises.

Equity instruments

The Group subsequently measures all equity investment at fair value. Dividends from such investments continue to be recognised in consolidated statement of comprehensive income as other income when the Group's right to receive payments is established.

Changes in the fair value of financial assets at FVPL are recognised in "Other operating income, net" in the consolidated statement of comprehensive income as applicable.

2 重大會計政策概要(續)

2.7 金融資產(續)

(c) 計量(續)

債務工具

債務工具之後續計量取決於本集團管理資產之業務模式及資產之現金流量特徵。本集團將其債務工具分類為兩種計量類別：

- **攤銷成本：**倘為收取合約現金流量而持有之資產的現金流量僅為本金及利息付款，則該等資產按攤銷成本計量。該等金融資產之利息收入採用實際利率法計入財務收入。終止確認產生之任何收益或虧損直接於綜合全面收益表中確認，並連同外匯收益及虧損於「其他經營收入淨額」列示。減值虧損於綜合全面收益表內作為單獨項目列示。
- **按公平值計入損益賬：**不符合按攤銷成本計量標準的資產乃按公平值計入損益賬計量。其後按公平值計入損益賬的債務投資產生的收益或虧損於綜合全面收益表內確認，並於其產生期間之「其他經營收入淨額」中以淨值列示。

股本工具

本集團其後按公平值計量所有股本投資。當本集團收取付款之權利確立時，此類投資之股息繼續於綜合全面收益表中確認為其他收入。

按公平值計入損益賬的金融資產之公平值變動於綜合全面收益表(如適用)內「其他經營收入淨額」中確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(Continued)***2.7 Financial assets** *(Continued)***(d) Impairment**

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

For trade receivables, the Group applies the simplified approach permitted by HKFRS 9, which requires expected lifetime losses to be recognised from initial recognition of the receivables, see note 22 to the consolidated financial statements for further details.

2.8 Revenue recognition**Sales of goods**

Revenue is recognised when control of the products has transferred, being when the products are delivered to the customers, the customers have full discretion over the products, and there is no unfulfilled obligation that could affect the customers' acceptance of the products. Delivery occurs when the products have been shipped to the specified location, the risks of obsolescence and loss have been transferred to the customers, and either the customers have accepted the products in accordance with the sales contract, the acceptance provisions have lapsed, or the Group has objective evidence that all criteria for acceptance have been satisfied.

The Group collects cash or bank acceptance notes from the customers before or upon deliveries of products through banks. Cash or bank acceptance notes collected from the customers before product delivery is recognised as contract liabilities (see note 25 to the consolidated financial statements).

2 重大會計政策概要 (續)**2.7 金融資產 (續)****(d) 減值**

本集團按前瞻性基準評估按攤銷成本列賬的債務工具相關之預期信貸虧損。所採用減值方法視乎信貸風險是否大幅增加而定。

就貿易應收款項而言，本集團應用香港財務報告準則第9號許可的簡化法，其要求自初步確認應收款項起確認預期全期虧損，進一步詳情請參閱綜合財務報表附註22。

2.8 收益確認**銷售貨品**

收入於產品控制權轉移時確認，即產品交付客戶、客戶對產品有全權酌情權及並無未履行責任會影響客戶接納產品之時。交付於產品已運送至特定地點、陳舊及虧損的風險已轉嫁予客戶時發生，而當時客戶已根據銷售合約接納產品且接納條文已告失效，或本集團有客觀證據證明已達成所有接納條件。

本集團在產品交付之前或之後透過銀行向客戶收取現金或銀行承兌票據。在產品交付前自客戶收取的現金或銀行承兌票據確認為合約負債（參見綜合財務報表附註25）。

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2.9 Employee benefits

(a) Pension obligations

The Group contributes on a monthly basis to publicly or privately administered pension insurance plans on a mandatory, contractual or voluntary basis. The Group has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior years. The contributions are recognised as employee benefit expense when they are due. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

For employees in Hong Kong, the Group participates in both a defined contribution retirement benefit scheme which is registered under the Occupational Retirement Scheme Ordinance (the “**ORSO Scheme**”) and a Mandatory Provident Fund Scheme (the “**MPF Scheme**”) established under the Mandatory Provident Fund Ordinance in December 2000.

The ORSO Scheme is funded by monthly contributions from both employees and the Group at rates ranging from 5% to 15% of the employee’s basic salary, depending on the length of services with the Group.

For employees under the MPF Scheme, the Group contributes monthly the lower of HK\$1,500 or 5% of the employees’ relevant income to the MPF Scheme, subject to a cap of monthly relevant income of HK\$30,000.

2 重大會計政策概要 (續)

2.9 僱員福利

(a) 退休金責任

本集團以強制性、合同性或自願性方式每月向公開或私人管理的退休保險計劃供款。倘若基金並無持有足夠資產支付所有僱員有關當年及過往年度的僱員服務的福利，則本集團並無法律或推定責任支付進一步的供款。該等供款於到期時確認為僱員福利支出。預付供款按照現金退款或可減少未來付款而確認為資產。

對於位於香港的僱員，本集團同時參與根據職業退休計劃條例註冊之定額供款退休福利計劃（「**職業退休計劃**」）及於二零零零年十二月根據強制性公積金條例設立之強制性公積金計劃（「**強積金計劃**」）。

職業退休計劃之資金來自僱員及本集團雙方之每月供款，費率介乎僱員基本薪酬之5%至15%不等，視乎於本集團之服務年期而定。

就強積金計劃項下之僱員而言，本集團按1,500港元或僱員相關收入的5%（以較低者為準）每月向強積金計劃作出供款，惟每月相關收入的上限為30,000港元。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** *(Continued)***2.9 Employee benefits** *(Continued)***(a) Pension obligations** *(Continued)*

The Group in the PRC participates in defined contribution retirement benefit plans organised by relevant government authorities for its employees in the PRC and contributes to these plans based on certain percentages of the salaries of the employees on a monthly basis, up to a maximum fixed monetary amount, as stipulated by the relevant government authorities. The government authorities undertake to assume the retirement benefit obligations payable to all existing and future retired employees under these plans. There are no forfeited contributions under these plans to reduce the contributions payable by the Group.

(b) Bonus plans

The expected cost of bonus payments is recognised as a liability when the Group has a present legal or constructive obligation as a result of services rendered by employees and a reliable estimate of the obligation can be made.

(c) Short-term employee benefits

Salaries, annual bonuses, paid annual leave and the cost of non-monetary benefits are accrued in the period in which the associated services are rendered by employees.

2 重大會計政策概要 (續)**2.9 僱員福利 (續)****(a) 退休金責任 (續)**

本集團於中國為其中國僱員參與有關政府機關營辦之定額供款退休福利計劃，並依照僱員薪金之若干百分比按月向該等計劃供款不超過有關政府機關規定之最高固定貨幣金額。根據該等計劃，該等政府機關承擔應付所有現有及未來退休僱員之退休福利責任。於該等計劃下概無任何沒收供款可用以扣減本集團應付之供款。

(b) 獎金計劃

當本集團因為職工已提供之服務而產生現有法律或推定性責任，而該責任金額能可靠估算時，則將獎金付款之預計成本確認為負債入賬。

(c) 短期僱員福利

薪金、年度花紅、有薪年假及非貨幣福利成本於僱員提供相關服務期間內累計。

2 SUMMARY OF MATERIAL ACCOUNTING POLICIES (Continued)

2.10 Taxation

The tax expense comprises current and deferred tax. Tax is recognised in the consolidated statement of comprehensive income, 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 recognized in other comprehensive income or directly in equity, respectively.

(a) Current 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 period in the countries where the Group operates and generates taxable income. The management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

(b) Deferred income tax

Inside basis differences

Deferred income tax is recognised, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. 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 substantively enacted by the end of reporting period 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 assets are recognised only to the extent that it is probable that future taxable profit will be available against which the temporary differences can be utilised.

2 重大會計政策概要 (續)

2.10 稅項

稅項開支包括即期及遞延稅項。稅項於綜合全面收益表確認，惟與其他全面收益或直接於權益確認之項目相關除外。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。

(a) 即期所得稅

即期稅項開支根據本集團營運所在及產生應課稅收入之國家於報告期末已頒佈或實質頒佈之稅務法例計算。管理層就適用稅務法例有待詮釋之情況定期評估報稅表之狀況，並在適用情況下根據預期須向稅務機關支付之稅款設定撥備。

(b) 遞延所得稅

內在差異

對於資產及負債的稅基與其在綜合財務報表的賬面值之間的暫時差額，使用負債法確認遞延所得稅。然而，若遞延稅項負債於商譽初步確認時產生，則其不獲確認。若遞延所得稅於交易（不包括業務合併）中對資產或負債初步確認時產生，而在交易時不影響會計損益或應課稅損益，則不作記賬。遞延所得稅乃以於報告期末已頒佈或實質頒佈的稅率（及税法）釐定，並預期於變現相關遞延所得稅資產或償還遞延所得稅負債時應用。

遞延所得稅資產僅於有可能產生未來應課稅溢利而可動用暫時差額抵銷而確認。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**2 SUMMARY OF MATERIAL ACCOUNTING POLICIES** (Continued)**2.10 Taxation** (Continued)**(b) Deferred income tax** (Continued)**Outside basis differences**

Deferred income tax liabilities are provided on taxable temporary differences arising from investments in subsidiaries, except for deferred income tax liability 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 are recognised on deductible temporary differences arising from investments in subsidiaries, only to the extent that it is probable the temporary difference will reverse in the future and there is sufficient taxable profit available against which the temporary difference can be utilised.

(c) Offsetting

Deferred income tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets against current tax liabilities and where the deferred income tax assets and liabilities relate to income taxes levied by the same taxation authority. Current income tax assets and liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

2 重大會計政策概要 (續)**2.10 稅項** (續)**(b) 遞延所得稅** (續)**外在差異遞延**

遞延所得稅負債就於附屬公司之投資所產生之應課稅暫時差額作出撥備，惟倘本集團可控制暫時差額之撥回時間，及很有可能在可預見未來不會撥回該暫時差額之遞延所得稅負債除外。

僅在暫時差額可能將於日後撥回，且有充足之應課稅溢利而動用暫時差額予以抵銷時，方會就因投資附屬公司而產生之可扣減暫時差額確認遞延所得稅資產。

(c) 抵銷

倘有合法可強制執行權利以即期稅項資產抵銷即期稅項負債，以及當遞延所得稅資產及負債涉及由同一稅務機關徵收所得稅，遞延所得稅資產與負債則互相抵銷。倘該實體合法可強制抵銷，及有意以淨額準則結算或確認資產並同時結算負債，即期所得稅資產與負債則互相抵銷。

3 FINANCIAL RISK MANAGEMENT

The Group's activities expose it to a variety of financial risks: market risk (including foreign exchange risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. The Group's overall risk management programme focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the Group's financial performance.

3.1 Financial risk factors

(a) Market risk

(i) Foreign exchange risk

The Group operates mainly in Hong Kong, the PRC, Thailand and Ireland. Entities within the Group are exposed to foreign exchange risk arising from various currency exposures, primarily with respect to US\$, RMB, THB and EUR. Foreign exchange risk arises from export sales, purchases, other future commercial transactions and monetary assets and liabilities that are denominated in a currency that is not the entity's functional currency.

The management has set up a policy to require the group companies to manage their foreign exchange risks against their functional currencies. The group companies do not adopt formal hedge accounting policy. They manage their foreign currency risks by closely monitoring the movement of foreign currency rates and by considering to enter into foreign exchange contracts to reduce the exposure should the need arises.

The Group is exposed to foreign exchange risk arising from various currency exposures, primarily with the surplus funds placed with banks, trade and other receivables, rental and utility deposits, trade and other payables, and lease liabilities denominated in EUR, RMB and THB. Foreign exchange risk arises when future commercial transactions or recognised assets or liabilities are denominated in a currency that is not the entity's functional currency.

3 財務風險管理

本集團業務承受多類財務風險：市場風險（包括外匯風險、現金流量利率風險及價格風險）、信貸風險及流動資金風險。本集團的整體風險管理計劃重點關注金融市場的不可預測性，並尋求盡量減低對本集團財務表現的潛在不利影響。

3.1 財務風險因素

(a) 市場風險

(i) 外匯風險

本集團主要於香港、中國、泰國及愛爾蘭經營。本集團內實體面對若干貨幣產生的外匯風險，主要有關美元、人民幣、泰銖及歐元。外匯風險產生自以並非有關實體功能貨幣計值的出口銷售、購買、其他日後商業交易以及貨幣資產及負債。

管理層已制定政策要求集團公司管理其功能貨幣面對的外匯風險。集團公司並無採納正式對沖會計政策。其透過密切監察外幣匯率變動管理其外幣風險，並將考慮在必要時訂立遠期外匯合約以減低風險。

本集團面對多種貨幣產生的外匯風險，主要來自存入銀行的盈餘資金、貿易及其他應收款項、租賃及公用事業按金、貿易及其他應付款項以及以歐元、人民幣及泰銖計值的租賃負債。當日後商業交易或已確認資產或負債並非以有關實體功能貨幣計值，則產生外匯風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT
(Continued)**3.1 Financial risk factors** (Continued)**(a) Market risk** (Continued)**(i) Foreign exchange risk** (Continued)

The table below summarises the foreign exchange exposure on the net monetary position of the above assets and liabilities, expressed in the Group's presentation currency of HK\$:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net (liabilities)/assets	(負債)/資產淨額		
EUR	歐元	(4,965)	(6,319)
RMB	人民幣	(123,684)	(135,431)
THB	泰銖	(2,881)	1,553
Total net exposure	淨風險總額	(131,530)	(140,197)

As at 31 December, a 5% strengthening/weakening of the currencies of the above assets and liabilities against HK\$ would have decreased/increased (2022: decreased/increased) post-tax profit for the year by the amounts as shown below. This analysis assumes that all other variables remain constant.

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
EUR	歐元	207	264
RMB	人民幣	5,164	5,654
THB	泰銖	120	(65)
		5,491	5,853

There is no significant foreign currency transaction risk that would affect equity directly. The 5% movement represents management's assessment of a reasonably possible change in foreign exchange rates over the period until the next annual reporting period.

3 財務風險管理 (續)**3.1 財務風險因素 (續)****(a) 市場風險 (續)****(i) 外匯風險 (續)**

下表概述上述資產及負債之貨幣淨頭寸之外匯風險，以本集團之呈列貨幣港元列示：

於十二月三十一日，上述資產及負債之貨幣兌港元升值／貶值5%將導致年內除稅後溢利金額減少／增加(二零二二年：減少／增加)，金額如下所示。此分析假設所有其他因素不變。

概無任何重大外幣交易風險會對權益構成直接影響。5%之變動乃管理層對直至下一個年度報告期間外幣匯率合理可能變動之評估。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(a) Market risk (Continued)

(i) Foreign exchange risk (Continued)

Under the Linked Exchange Rate System in Hong Kong, HK\$ is pegged to US\$, the management therefore considers that there is no significant foreign exchange risk with respect to the US\$.

As at 31 December 2023 and 2022, the exposures to foreign exchange risk arising from certain currency exposures, such as Great British Pound and Singapore dollar, are not significant.

(ii) Cash flow interest rate risk

The Group's interest rate risk primarily arises from borrowings. Borrowings obtained at variable rates expose the Group to cash flow interest rate risk which is partially offset by cash held in banks at variable rates. The Group does not adopt any interest hedging strategy.

Bank borrowings of the Group were arranged at floating rates varied with prevailing market condition.

As at 31 December 2023, if interest rates on borrowings at variable rates had been 50 basis points higher/lower with all other variables held constant, the Group's post-tax profit for the year ended 31 December 2023 would have been approximately HK\$7,000 (2022: HK\$10,000) lower/higher as a result of higher/lower net interest expenses.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(a) 市場風險 (續)

(i) 外匯風險 (續)

根據香港的聯繫匯率制度，港元與美元掛鈎，管理層因此認為並無有關美元的重大外匯風險。

於二零二三年及二零二二年十二月三十一日，因若干貨幣（如英鎊及新加坡元）風險而產生的外匯風險並不重大。

(ii) 現金流量利率風險

本集團的利率風險主要產生自借款。按浮動利率獲得的借款令本集團面臨現金流量利率風險，部分被按浮動利率持有的銀行現金抵銷。本集團並無採納任何利息對沖策略。

本集團的銀行借款乃按隨當時市況波動的浮動利率計息。

於二零二三年十二月三十一日，倘借款浮息利率增加／減少50個基點而所有其他變量保持不變，本集團截至二零二三年十二月三十一日止年度的除稅後溢利將因利息開支淨額增加／減少而減少／增加約7,000港元（二零二二年：10,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**3 FINANCIAL RISK MANAGEMENT**
(Continued)**3.1 Financial risk factors** (Continued)**(a) Market risk** (Continued)**(iii) Price risk**

The Group is exposed to equity securities price risk from equity instruments held by the Group which is classified in the consolidated statement of financial position as financial assets at fair value through profit or loss. Price risk is the risk of changes in fair value of financial instruments from fluctuations, whether such a change in price is caused by factors specific to the individual instrument or factors affecting all instruments traded in the market. The Group mitigates its price risk exposure by maintaining a portfolio of investments with different risks and return profiles and ensuring the investment portfolio is frequently reviewed and monitored.

As at 31 December 2023, if the equity price of the financial assets at fair value through profit or loss had been higher/lower by 5 percent with all other variables held constant, the Group's post-tax profit for the year ended 31 December 2023 would have increased/decreased approximately by HK\$72,000 (2022: HK\$84,000).

(b) Credit risk

The Group's credit risk is primarily attributable to financial instruments, that are financial assets at fair value through profit or loss, trade and other receivables, deposits, time deposits and cash deposited at banks. The management has credit policy in place and the exposures to these credit risks are monitored on an ongoing basis. In this respect, the management considers the credit risk is significantly reduced.

3 財務風險管理 (續)**3.1 財務風險因素 (續)****(a) 市場風險 (續)****(iii) 價格風險**

本集團因其持有的股本工具承受股本證券價格風險，該等工具於綜合財務狀況表中分類為按公平值計入損益賬之金融資產。價格風險指金融工具公平值因波動而出現變動的風險，無論有關價格變動是因個別工具特有的因素或影響市場上所有買賣工具的因素所引致。本集團通過維持具有不同風險及回報特徵的投資組合，並確保經常檢討及監控投資組合，以減輕價格風險。

於二零二三年十二月三十一日，倘按公平值計入損益賬的金融資產的權益價格上升/下降5%而所有其他變量保持不變，截至二零二三年十二月三十一日止年度，本集團的除稅後溢利將增加/減少約72,000港元(二零二二年：84,000港元)。

(b) 信貸風險

本集團的信貸風險主要來自金融工具(即按公平值計入損益賬的金融資產)、貿易及其他應收款項、按金、定期存款及存放銀行的現金。管理層已制定信貸政策並持續監察該等信貸風險。就此而言，管理層認為信貸風險已大幅降低。

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

In respect of cash deposited at banks and time deposits, the credit risk is considered to be low as the counterparties are reputable financial institutions with sound credit ratings assigned by international credit rating agencies.

For deposits and other receivables, the management makes periodic collective assessments as well as individual assessments on the recoverability with no significant credit risks identified.

Impairment allowance policies for trade receivables

The Group applies the HKFRS 9 simplified approach in measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. To measure the expected credit losses, trade receivables has been grouped based on shared credit risk characteristics and the days past due.

The expected loss rates are based on the payment profiles of sales over a period of 120 days by due date and the corresponding historical credit losses experienced within this period. The historical loss rates are adjusted to reflect current and forward-looking information on macroeconomic factors affecting the ability of the customers to settle the receivables. The Group has identified the relevant GDP of the countries in which it sells its goods to be the most relevant factor, and accordingly adjusts the historical loss rates based on expected changes in these factors.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

就存放銀行的現金及定期存款而言，信貸風險被視為偏低，此乃由於對方為獲國際信貸評級機構評定為良好信貸評級的知名金融機構。

就按金及其他應收款項而言，管理層定期對可收回性進行集體評估及個別評估，惟並無發現任何重大信貸風險。

貿易應收款項的減值撥備政策

本集團採用香港財務報告準則第9號簡化法計量預期信貸虧損，並對所有貿易應收款項使用全期預期虧損撥備。為計量預期信貸虧損，貿易應收款項已根據類似信貸風險特徵及逾期日期分類。

預期虧損率基於到期日前120日期間內銷售的付款情況及本期間內出現的相應過往信貸虧損。過往虧損率作出調整以反映影響客戶結算應收賬款能力的宏觀經濟因素的當前及前瞻性資料。本集團已識別其出售貨品所在國家的相關國內生產總值為最相關的因素，並根據該等因素的預期變動相應調整過往虧損率。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**3 FINANCIAL RISK MANAGEMENT**
(Continued)**3.1 Financial risk factors** (Continued)**(b) Credit risk** (Continued)**Impairment allowance policies for trade receivables** (Continued)

On that basis, the loss allowances for trade receivables as at 31 December 2023 and 2022 were determined as follows:

		2023 二零二三年		
		Expected loss rate 預期虧損率	Gross carrying amount 賬面總額 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current	即期	0.1%	101,285	106
1-30 days	1至30天	0.4%	71,572	309
31-60 days	31至60天	2.7%	23,725	638
61-90 days	61至90天	25.5%	2,699	688
91-120 days	91至120天	58.3%	12	7
Over 120 days	120天以上	100.0%	2,065	2,065
Total	總計		201,358	3,813

		2022 二零二二年		
		Expected loss rate 預期虧損率	Gross carrying amount 賬面總額 HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元
Current	即期	0.1%	155,475	89
1-30 days	1至30天	0.3%	37,472	98
31-60 days	31至60天	2.8%	3,045	86
61-90 days	61至90天	18.9%	148	28
91-120 days	91至120天	34.4%	637	219
Over 120 days	120天以上	100.0%	1,827	1,827
Total	總計		198,604	2,347

3 財務風險管理 (續)**3.1 財務風險因素 (續)****(b) 信貸風險 (續)****貿易應收款項的減值撥備政策 (續)**

按該基準，於二零二三年及二零二二年十二月三十一日的貿易應收款項虧損撥備釐定如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.1 Financial risk factors (Continued)

(b) Credit risk (Continued)

Impairment allowance policies for trade receivables (Continued)

The closing loss allowances for trade receivables as at 31 December 2023 and 2022 reconcile to the opening loss allowances as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
As at 1 January	於一月一日	2,347	1,846
Loss allowance, recognised in consolidated statement of comprehensive income during the year	年內於綜合全面收益表 確認之虧損撥備	1,466	501
As at 31 December	於十二月三十一日	3,813	2,347

Trade receivables are written off when there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include, amongst others, the failure of a debtor to engage in a repayment plan with the Group and a failure to make contractual payments for a period greater than 90 days past due.

Impairment losses on trade receivables are presented as net impairment losses within "Other operating income, net". Subsequent recoveries of amounts previously written off are credited against the same line item.

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(b) 信貸風險 (續)

貿易應收款項的減值撥備政策 (續)

於二零二三年及二零二二年十二月三十一日的貿易應收款項的期末虧損撥備與期初虧損撥備的對賬如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
As at 1 January	於一月一日	2,347	1,846
Loss allowance, recognised in consolidated statement of comprehensive income during the year	年內於綜合全面收益表 確認之虧損撥備	1,466	501
As at 31 December	於十二月三十一日	3,813	2,347

貿易應收款項於無合理預期可收回時撇銷。並無合理預期可收回款項的跡象包括(其中包括)債務人未能與本集團訂立還款計劃,以及於逾期超過90天的期間內未能作出合約付款。

貿易應收款項的減值虧損列為「其他經營收入淨額」內的減值虧損淨額。其後收回先前撇銷的金額乃計入同一項目。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**3 FINANCIAL RISK MANAGEMENT**
(Continued)**3.1 Financial risk factors** (Continued)**(b) Credit risk** (Continued)**Impairment allowance policies for trade receivables** (Continued)

During the year, the provision for impairment loss on trade receivables was recognised in consolidated statement of comprehensive income in relation to impaired financial assets (note 8).

As at 31 December 2023, 49.0% (2022: 11.6%) of the trade receivable was due from the Group's largest customer and 81.0% (2022: 73.1%) was due from the five largest customers determined on the same basis. In order to minimise the credit risk, the management of the Group has delegated a team responsible for determination of credit limits and credit approvals.

(c) Liquidity risk

Cash flow forecasts are performed in the operating entities of the Group. Such forecasts take into consideration of the Group's debt financing plans, covenant compliance and, if applicable, external regulatory or legal requirements – for example, currency restrictions.

The Group maintains liquidity by a number of sources including orderly realisation of short-term financial assets and receivables; and long-term financing including long-term borrowings. The Group aims to maintain flexibility in funding by keeping sufficient bank balances, committed credit lines available and interest-bearing borrowings which enable the Group to continue its business for the foreseeable future.

3 財務風險管理 (續)**3.1 財務風險因素 (續)****(b) 信貸風險 (續)****貿易應收款項的減值撥備政策 (續)**

年內，已就已減值金融資產於綜合全面收益表確認貿易應收款項減值虧損撥備(附註8)。

於二零二三年十二月三十一日，貿易應收款項的49.0%(二零二二年：11.6%)乃應收自本集團的最大客戶，而按同一基準釐定則81.0%(二零二二年：73.1%)乃應收自五大客戶。為盡量降低信貸風險，本集團管理層已委派一個團隊負責釐定信貸限額及信貸審批。

(c) 流動資金風險

現金流量預測乃於本集團的經營實體進行。該等預測乃經考慮本集團之債務融資計劃、契諾規定及外部監管或法律要求(如貨幣限制)(如適用)。

本集團透過一系列方式(包括有序變現短期金融資產及應收款項)及長期融資(包括長期借款)維持流動資金。本集團旨在透過保持充足銀行結餘、可供動用承諾信貸額度及計息借款，維持資金的靈活彈性，讓本集團於可見將來繼續經營其業務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT
(Continued)

3.1 Financial risk factors (Continued)

(c) Liquidity risk (Continued)

The table below analyses the Group's financial liabilities into the applicable maturity groupings based on the remaining period at the end of reporting date to the contractual maturity date. The amounts disclosed are the contractual undiscounted cash flows.

		Carrying amount	Total contractual undiscounted cash flow	Within one year or on demand	In the second to fifth years, inclusive	Over five years
		賬面值	合約未貼現現金流量總額	一年內或按要 求	於第二至第五年 (首尾兩年包括在內)	五年以上
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
At 31 December 2023	於二零二三年十二月三十一日					
Trade and other payables (note)	貿易及其他應付款項 (附註)	114,759	114,759	114,759	-	-
Borrowings	借款	20,657	21,800	13,446	8,354	-
Lease liabilities	租賃負債	102,749	141,299	15,228	41,269	84,802
		238,165	277,858	143,433	49,623	84,802
At 31 December 2022	於二零二二年十二月三十一日					
Trade and other payables (note)	貿易及其他應付款項 (附註)	145,746	145,746	145,746	-	-
Borrowings	借款	20,970	21,249	21,249	-	-
Lease liabilities	租賃負債	105,934	143,654	13,284	36,899	93,471
		272,650	310,649	180,279	36,899	93,471

Note:

The amount excluding from trade and other payables mainly represents the accrual for salaries and other employee benefit costs.

附註：

不包括貿易及其他應付款項的金額主要指薪金及其他僱員福利成本的應計費用。

3 財務風險管理 (續)

3.1 財務風險因素 (續)

(c) 流動資金風險 (續)

下表分析按報告期末至合約到期日餘下期間將本集團的金融負債劃分成適用到期日組別。所披露金額為合約未貼現現金流量。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**3 FINANCIAL RISK MANAGEMENT**
(Continued)**3.2 Capital management**

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure to reduce the cost of capital.

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

Consistent with others in the industry, the Group monitors capital on the basis of the gearing ratio. This ratio is calculated as net debt divided by total capital. Net debt/ (cash) is calculated as borrowings less cash and cash equivalents. Total capital is calculated as "total equity" as shown in the consolidated statement of financial position plus net debt, where applicable.

The Group's strategy was to maintain optimal capital structure to reduce the cost of capital. The gearing ratios as at 31 December 2023 and 2022 were as follows:

3 財務風險管理 (續)**3.2 資金管理**

本集團管理資本的目標是保障本集團能持續經營，以為股東帶來回報及為其他利益相關者帶來利益，並維持最理想的資本架構以降低資本成本。

為維持或調整資本架構，本集團可能調整支付予股東的股息金額、向股東發回資本、發行新股或出售資產以減少債務。

本集團以資產負債比率為基準監察資本與其他同業一致。資產負債比率按淨債務除以資本總額計算。淨債務/(現金)按借款減現金及現金等價物計算。而資本總額則按綜合財務狀況表所示「權益總額」加淨債務(如適用)計算。

本集團的策略為維持最理想的資本架構以降低資本成本。於二零二三年及二零二二年十二月三十一日的資產負債比率如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Borrowings (note 26)	借款(附註26)	20,657	20,970
Less: cash and cash equivalents (note 23)	減：現金及現金等價物 (附註23)	(60,949)	(72,796)
Net cash	淨現金	(40,292)	(51,826)
Total equity	權益總額	(410,735)	(383,865)
Total capital	資本總額	(451,027)	(435,691)
Gearing ratio	資產負債比率	N/A 不適用	N/A 不適用

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT (Continued)

3.3 Fair value estimation

The table below analyses the Group's assets and liabilities carried at fair value as at 31 December 2023 and 2022 by level of the inputs to valuation techniques used to measure fair value. Such inputs are categorised into three levels within a fair value hierarchy as follows:

- Quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1).
- Inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (that is, as prices) or indirectly (that is, derived from prices) (level 2).
- Inputs for the asset or liability that are not based on observable market data (that is, unobservable inputs) (level 3).

As at 31 December 2023, assets measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產				
Land and buildings	土地及樓宇	-	-	22,900	22,900
Financial assets at fair value through profit or loss	按公平值計入損益賬的金融資產				
- Listed equity investments	- 上市股本投資	258	-	-	258
- Unlisted fund investments	- 非上市基金投資	-	1,475	-	1,475
- Unlisted keyman insurance contracts	- 非上市要員保險合約	-	1,870	-	1,870
		258	3,345	22,900	26,503

3 財務風險管理 (續)

3.3 公平值估計

下表按計量公平值之估值技術所用輸入數據的層級，分析本集團於二零二三年及二零二二年十二月三十一日按公平值列賬的資產及負債。有關輸入數據乃按下文所述而分類歸入公平值架構內的三個層級：

- 相同資產或負債在交投活躍市場的報價(未經調整)(第1層)。
- 除了第1層所包括的報價外，該資產或負債的可觀察的其他輸入，可為直接(即例如價格)或間接(即源自價格)(第2層)。
- 資產或負債並非依據可觀察市場數據的輸入(即非可觀察輸入)(第3層)。

於二零二三年十二月三十一日，於綜合財務狀況表按公平值計量的資產乃劃分為以下公平值層級：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註3 FINANCIAL RISK MANAGEMENT
(Continued)

3.3 Fair value estimation (Continued)

As at 31 December 2022, assets measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

		Level 1 第1層 HK\$'000 千港元	Level 2 第2層 HK\$'000 千港元	Level 3 第3層 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Assets	資產				
Land and buildings	土地及樓宇	-	-	23,000	23,000
Financial assets at fair value through profit or loss	按公平值計入損益賬的金融資產				
- Listed equity investments	- 上市股本投資	342	-	-	342
- Unlisted fund investments	- 非上市基金投資	-	1,673	-	1,673
- Unlisted keyman insurance contracts	- 非上市要員保險合約	-	9,325	-	9,325
		342	10,998	23,000	34,340

There were no transfers between levels 1, 2 and 3 during the years ended 31 December 2023 and 2022.

The fair value of financial instruments that are not traded in an active market (for example, over-the-counter derivatives) is determined by using valuation techniques. These valuation techniques maximise the use of observable market data where it is available and rely as little as possible on entity specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

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

The following table presents the changes in the Group's assets and liabilities carried at fair value for the years ended 31 December 2023 and 2022.

3 財務風險管理(續)

3.3 公平值估計(續)

於二零二二年十二月三十一日，於綜合財務狀況表按公平值計量的金融資產乃劃分為以下公平值層級：

截至二零二三年及二零二二年十二月三十一日止年度概無第1、2及3層之間的轉換。

並非於活躍市場上交易的金融工具(如場外衍生工具)的公平值乃使用估值方法釐定。該等估值方法盡量使用可供使用之可觀察市場數據，並盡量減少倚賴實體特定估算。倘計算某工具的公平值所需之重要輸入數據全部均可觀察，則有關工具會被列入第2層。

倘若一項或以上之重要輸入數據並非根據可觀察市場數據計算，該工具將被列入第3層。

下表載列截至二零二三年及二零二二年十二月三十一日止年度本集團按公平值列賬的資產及負債的變動。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

3 FINANCIAL RISK MANAGEMENT 3 財務風險管理 (續)
(Continued)

3.3 Fair value estimation (Continued)

3.3 公平值估計 (續)

		Land and building at fair value 按公平值計量的土地及樓宇 HK\$'000 千港元	Unlisted keyman insurance contracts 非上市要員保險合約 HK\$'000 千港元	Unlisted fund investments 非上市基金投資 HK\$'000 千港元	Listed equity investments 上市股本投資 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended 31 December 2023	截至二零二三年十二月三十一日止年度					
Opening balance	期初結餘	23,000	9,325	1,673	342	34,340
Gain/(loss) recognised in consolidated statement of comprehensive income	於綜合全面收益表確認的收益/(虧損)	-	155	(198)	(84)	(127)
Gain recognised in other comprehensive income	於其他全面收益表確認的收益	1,050	-	-	-	1,050
Disposal	出售	-	(7,610)	-	-	(7,610)
Depreciation	折舊	(1,150)	-	-	-	(1,150)
Closing balance	期末結餘	22,900	1,870	1,475	258	26,503
Year ended 31 December 2022	截至二零二二年十二月三十一日止年度					
Opening balance	期初結餘	24,900	9,086	2,441	639	37,066
Gain/(loss) recognised in consolidated statement of comprehensive income	於綜合全面收益表確認的收益/(虧損)	-	239	(768)	(297)	(826)
Loss recognised in other comprehensive income	於其他全面收益表確認的虧損	(714)	-	-	-	(714)
Depreciation	折舊	(1,186)	-	-	-	(1,186)
Closing balance	期末結餘	23,000	9,325	1,673	342	34,340

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS IN APPLYING THE GROUP'S ACCOUNTING POLICIES**

Estimates and judgments are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The Group makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below.

(a) Net realisable value of inventories

Net realisable value of inventories is estimated selling price in the ordinary course of business, less the estimated cost to completion and the estimated cost necessary to make the sale. These estimates are based on the current market condition and the historical experience of selling products of similar nature. It could change significantly as a result of changes in customer taste and competitor actions in response to severe industry cycle. The management reassesses these estimates at the end of each statement of financial position date.

(b) Impairment of trade receivables

The Group's management estimates the provision for impairment loss on trade receivables by assessing their recoverability. Provisions are applied to trade receivables where events or changes in circumstances indicate that the balances may not be collectible and require the use of estimates. Where the expectation is different from the original estimate, such difference will impact carrying value of trade receivables and impairment charge in the period in which such estimate has been changed.

4 應用本集團會計政策的主要會計估計及判斷

估計及判斷須持續進行評估，並以過往經驗及其他因素（包括對因應情況相信為合理的未來事件的預期）為基準。

主要會計估計及假設

本集團對未來作出估計及假設。所得的會計估計如其定義，很少會與其實際結果相同。存在重大風險導致下個財政年度之資產和負債之賬面值作出重大調整之估計和假設討論如下。

(a) 存貨的可變現淨值

存貨的可變現淨值指日常業務過程中的估計售價減達致完成的估計成本及進行銷售所需的估計成本。該等估計乃基於現時市況及銷售類似性質產品的過往經驗而作出。客戶喜好改變及競爭對手因應不利行業週期而採取的行動可能使該等估計有重大改變。管理層於各財務狀況表日期重新評估該等估計。

(b) 貿易應收款項減值

本集團管理層通過評估貿易應收款項的可收回性來估計其減值虧損撥備。當出現事件或環境變化預示結餘可能無法收回並需要使用估計時，則會就貿易應收款項計提撥備。倘預期金額與原先估計的金額不同，有關差額將影響貿易應收款項的賬面值以及有關估計出現變動期間內的減值開支。

4 CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS IN APPLYING THE GROUP'S ACCOUNTING POLICIES *(Continued)*

Critical accounting estimates and assumptions *(Continued)*

(c) Income taxes

The Group is subject to income taxes in Hong Kong and the PRC. Significant judgment is required in determining the provision for income taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the current and deferred income tax assets and liabilities in the period in which such determination is made.

4 應用本集團會計政策的主要會計估計及判斷 *(續)*

主要會計估計及假設 *(續)*

(c) 所得稅

本集團須繳納香港及中國的所得稅。釐定所得稅撥備時須作出重大判斷。交易項目眾多，而釐定該等最終稅項的計算方法並非確定。倘該等事宜的最終稅項結果與初始記錄的金額有所不同，該等差額將影響於釐定期內的即期及遞延所得稅資產及負債。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT INFORMATION

Operating segments are determined based on the information reviewed by the chief operating decision maker (“**CODM**”). The CODM, who is responsible for allocating resources and assessing performance of the operating segment, has been identified as the board of directors (the “**Board**”).

Operating segments are reported in the manner consistent with the internal reporting provided to the CODM. The Group is subject to similar business risk, and resources are allocated based on what is beneficial to the Group in enhancing the value as a whole. The Board considers the performance assessment of the Group should be based on the profit before income tax of the Group as a whole and regards the Group as a single operating segment, and reviews internal reporting accordingly. Therefore, the Board considers there to be only one operating segment under the requirements of HKFRS 8 “Operating Segments”.

The Group provides manufacturing and sales of electronic products, which are carried out internationally, through the production complexes located in the PRC, Thailand and Ireland during the years ended 31 December 2023 and 2022.

Segment assets and liabilities

No assets and liabilities are included in the Group’s segment reporting that are submitted to and reviewed by the CODM internally. Accordingly, no segment assets and liabilities are presented.

Information about major customers

External customers contribute over 10% of total revenue of the Group for the years ended 31 December are as follows:

		2023 二零二三年 HK\$’000 千港元	2022 二零二二年 HK\$’000 千港元
Customer A	客戶 A	403,793	137,693
Customer B	客戶 B	187,232	131,093
Customer C	客戶 C	131,899	231,765

5 分部資料

經營分部乃根據首席經營決策者（「**首席經營決策者**」）審閱的資料釐定。首席經營決策者負責分配資源及評估經營分部的表現，而董事會（「**董事會**」）被視為首席經營決策者。

經營分部的呈報方式與提供予首席經營決策者的內部呈報一致。本集團面臨類似業務風險，且資源基於對提升本集團整體價值有利的原則分配。董事會認為本集團的表現評估應基於本集團整體除所得稅前溢利作出，視本集團為單一經營分部並相應審閱內部報告。因此，董事會認為，根據香港財務報告準則第8號「經營分部」的規定，應僅存在一個經營分部。

於截至二零二三年及二零二二年十二月三十一日止年度，本集團透過位於中國、泰國及愛爾蘭的生產綜合體提供電子產品製造及銷售（屬國際業務）。

分部資產及負債

內部遞交予首席經營決策者及由其作審閱的本集團分部報告並無包括任何資產及負債。因此，概無呈列分部資產及負債。

主要客戶的資料

截至十二月三十一日止年度，為本集團總收益貢獻超過10%的外部客戶如下：

	2023 二零二三年 HK\$’000 千港元	2022 二零二二年 HK\$’000 千港元
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Customer A	客戶 A	403,793	137,693
Customer B	客戶 B	187,232	131,093
Customer C	客戶 C	131,899	231,765

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

5 SEGMENT INFORMATION (Continued)

Geographical information

The table below summarises the geographical revenue segment based on location of customers for the years ended 31 December 2023 and 2022:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Europe	歐洲	1,034,228	800,243
North America	北美	84,189	113,211
The PRC	中國	17,337	22,391
South-east Asia	東南亞	7,503	11,013
Hong Kong	香港	3,195	5,772
Others	其他	13,759	25,473
Total	總計	1,160,211	978,103

During the year ended 31 December 2023 and 2022, majority of revenue was derived from customers in Europe (mainly the UK, Switzerland and Ireland), while the remaining revenue was derived from customers in the US, the PRC, South-east Asia, Hong Kong and others (mainly Australia and Brazil).

In relation to non-current assets held by the Group (primarily represented by property, plant and equipment (note 15) and right-of-use assets (note 16)), land and buildings with carrying values as at 31 December 2023 of HK\$22,900,000 (2022: HK\$23,000,000) are located in Hong Kong. Other property, plant and equipment and right-of-use assets are primarily located in the PRC and Thailand.

5 分部資料(續)

地理區域資料

下表概述於二零二三財政年度及二零二二財政年度按客戶位置分類的地理收益分部：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
於截至二零二三年及二零二二年十二月三十一日止年度，大部分收益來自歐洲客戶(主要為英國、瑞士及愛爾蘭)，其餘收益來自美國、中國、東南亞、香港及其他地區(主要為澳洲及巴西)的客戶。		

就本集團所持有的非流動資產(主要為物業、廠房及設備(附註15)及使用權資產(附註16))而言，於二零二三年十二月三十一日，賬面值為22,900,000港元(二零二二年：23,000,000港元)的土地及樓宇均位於香港。其他物業、廠房及設備及使用權資產主要位於中國及泰國。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

6 REVENUE AND OTHER INCOME

6 收益及其他收入

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Revenue	收益		
Sales of goods (note a)	貨品銷售(附註a)	1,160,211	978,103
Other income	其他收入		
Commission income	佣金收入	181	195
Investment income	投資收入	167	222
Government grants (note b)	政府補助(附註b)	2,130	1,860
Scrap material sales income	報廢物料銷售收入	1,242	2,558
Rental income	租賃收入	158	388
Service income	服務收入	58	210
Gain on lease modification	租賃修訂收益	-	18
Sundry income	雜項收入	660	745
		4,596	6,196

Notes:

- (a) Revenue from the sale of goods is recognised at a point in time. In 2023, the Group incurred costs of HK\$2,986,000 (2022: HK\$1,430,000) in respect of sales commission paid to agents which is the incremental cost of obtaining a contract. The Group applied the practical expedient allowed by HKFRS 15 to recognise such costs as an expense when incurred as the amortisation period of the asset to be recognised is one year or less.
- (b) The government grants for the year ended 31 December 2023 mainly represented the one-off vocational training subsidy and reward for import trade promotion received from the PRC Government.

The government grants for the year ended 31 December 2022 mainly represented Employment Support Scheme under the Anti-epidemic Fund, set up by the HKSAR Government and subsidy for the stable growth of major foreign trade enterprise received from the PRC Government.

There are no unfulfilled conditions or other contingencies attaching to these grants.

附註：

- (a) 銷售貨品所得收入於某一點點確認。於二零二三年，本集團就向代理支付的銷售佣金產生成本2,986,000港元(二零二二年：1,430,000港元)，為取得合約的增量成本。由於將予確認的資產攤銷期為一年或以下，本集團應用香港財務報告準則第15號的可行權宜方法於產生時將有關成本確認為開支。
- (b) 截至二零二三年十二月三十一日止年度的政府補助主要指從中國政府收取的一次性留工培訓補助款及進口貿易促進獎勵款。

截至二零二二年十二月三十一日止年度的政府補助主要指香港特別行政區政府設立的防疫抗疫基金項下的「保就業」計劃的補貼，以及中國政府因重點外貿企業穩定增長而給予的補貼。

相關的補助金並無尚未達成的附帶條件或其他或然事項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

7 EXPENSES BY NATURE

Expenses included in “Cost of sales”, “Selling and distribution expenses” and “Administrative expenses” are analysed as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cost of inventories	存貨成本	806,564	637,792
Employee benefit expenses (including directors' remuneration) (note 9)	僱員福利開支 (包括董事薪酬) (附註9)	192,644	193,175
Depreciation for property, plant and equipment (note 15)	物業、廠房及設備折舊 (附註15)	13,693	12,883
Depreciation on right-of-use assets (note 16(b))	使用權資產折舊 (附註16(b))	13,215	10,066
Freight and transportation expenses	運費及運輸開支	10,392	11,142
Utilities expenses	公用事業開支	8,409	7,344
Auditors' remuneration	核數師薪酬		
– Audit services	– 審計服務	2,395	2,233
– Non-audit services	– 非審計服務	1,020	777
Expenses related to short-term leases	與短期租賃有關的開支	1,416	1,648

7 按性質分類的開支

開支包括「銷售成本」、「銷售及分銷費用」及「行政開支」分析如下：

8 OTHER OPERATING INCOME, NET

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元 (Restated) (經重列)
Gain on foreign exchange, net	外匯收益淨額	4,823	2,120
Obsolete inventories written off	陳舊存貨撇銷	(1,182)	(604)
Fair value loss on financial assets at fair value through profit or loss	按公平值計入損益賬的金融 資產的公平值虧損	(127)	(826)
Gain/(loss) on disposal of property, plant and equipment	出售物業、廠房及設備收益/ (虧損)	12	(222)
Provision for impairment loss on trade receivables (note 22(b))	貿易應收款項減值虧損撥備 (附註22(b))	(1,466)	(501)
Reversal of impairment loss on inventories (note 21)	存貨減值虧損撥回(附註21)	8,251	2,944
Others	其他	(1,548)	(33)
		8,763	2,878

8 其他經營收入淨額

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

9 EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' REMUNERATION) 9 僱員福利開支(包括董事薪酬)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Wages, salaries and allowances	工資、薪金及津貼	165,697	166,970
Pension costs – defined benefit plans	退休金成本 – 定額福利計劃	(72)	172
Pension costs – defined contribution plans (note)	退休金成本 – 定額供款計劃 (附註)	27,019	26,033
		192,644	193,175

Note:

During the year ended 31 December 2023, no forfeited contributions were used to reduce the contributions payable by the Group (2022: nil). No forfeited contribution under the ORSO Scheme and the MPF Scheme is available to reduce the contribution payable in future years.

附註：

截至二零二三年十二月三十一日止年度，概無任何沒收供款用作減少本集團應付的供款(二零二二年：無)。概無任何職業退休計劃及強積金計劃項下的沒收供款可用以減少未來年度應付的供款。

10 BENEFITS AND INTERESTS OF DIRECTORS 10 董事的福利及權益

Directors' remuneration disclosed pursuant to the section 383 of the Companies Ordinance is as follows:

根據公司條例第383條披露的董事薪酬如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Emoluments paid or receivable in respect of a person's services as a director, and other services in connection with the management of the affairs of the company or its subsidiary undertaking:	就個人擔任董事及與管理本公司或其附屬公司事務有關的其他服務已付或應收的酬金：		
Fees	袍金	960	720
Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物福利	16,181	13,981
Employer's contribution to a retirement benefit scheme	退休福利計劃的僱主供款	1,802	1,737
Retirement benefits	退休福利	3,000	-
		21,943	16,438

10 BENEFITS AND INTERESTS OF DIRECTORS *(Continued)***(a) Directors' retirement benefits**

Retirement benefits of HK\$3,000,000 was paid to Mr. Lai Yiu Wah in respect of his other services in connection with the management of the affairs of the Company or its subsidiary undertaking during the years ended 31 December 2023 (2022: nil).

(b) Directors' termination benefits

No payment was made to directors as compensation for the early termination of the appointment during the year ended 31 December 2023 (2022: nil).

(c) Consideration provided to third parties for making available directors' services

Save as disclosed above, no other payment was made to third parties for making available the services of them as a director of the Company during the year ended 31 December 2023 (2022: nil).

(d) Information about loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors

There were no loans, quasi-loans and other dealings in favour of directors, controlled bodies corporate by and connected entities with such directors during the year ended 31 December 2023 (2022: nil).

(e) Directors' material interests in transactions, arrangements or contracts

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 had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year ended 31 December 2023 (2022: nil).

10 董事的福利及權益 (續)**(a) 董事之退休福利**

於截至二零二三年十二月三十一日止年度，就黎耀華先生有關管理本公司或其附屬公司事務的其他服務而支付3,000,000港元退休福利(二零二二年：無)。

(b) 董事之離職福利

於截至二零二三年十二月三十一日止年度，概無就提早終止委任而向董事支付任何付款作為賠償(二零二二年：無)。

(c) 就獲提供董事服務而向第三方提供之代價

除上文披露者外，於截至二零二三年十二月三十一日止年度，概無就第三方向本公司提供董事服務而向其支付其他款項(二零二二年：無)。

(d) 有關以董事、由有關董事控制的法團及與其有關連的實體為受益人之貸款、準貸款及其他交易之資料

於截至二零二三年十二月三十一日止年度，概無有關以董事、由有關董事控制的法團及與其有關連的實體為受益人之貸款、準貸款及其他交易(二零二二年：無)。

(e) 董事於交易、安排或合約中之重大權益

本公司概無訂立且董事於當中直接或間接擁有重大權益而於年末或截至二零二三年十二月三十一日止年度任何時間仍然存續與本公司業務有關之重大交易、安排及合約(二零二二年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTORS (Continued) 10 董事的福利及權益(續)

(f) Directors' and chief executive's emoluments

The emoluments of every director and the chief executive for the years ended 31 December 2023 and 2022 are set out below:

(f) 董事及主要行政人員酬金

截至二零二三年及二零二二年十二月三十一日止年度各董事及主要行政人員的酬金如下：

		Fees	Basic salaries, allowances and benefits in kind	Employer's contribution to retirement benefit scheme	Total
		袍金 HK\$'000 千港元	基本薪金、津貼及實物福利 HK\$'000 千港元	退休福利計劃的僱主供款 HK\$'000 千港元	總計 HK\$'000 千港元
2023	二零二三年				
Executive directors	執行董事				
Mr. Lai Yiu Wah (note i)	黎耀華先生(附註i)	-	1,552	46	1,598
Mr. Wong Sze Chai (note ii)	黃思齊先生(附註ii)	-	3,040	390	3,430
Mr. Tai Leung Lam (note iii)	戴良林先生(附註iii)	-	4,740	558	5,298
Mr. Joseph Mac Carthy (note iv)	Joseph Mac Carthy 先生 (附註iv)	-	4,545	558	5,103
Mr. Lo Ka Kei Jun (note v)	羅嘉祺先生(附註v)	-	2,304	250	2,554
Non-executive director	非執行董事				
Mr. Kwan Tak Sum Stanley (note vi)	關德深先生(附註vi)	240	-	-	240
Independent non-executive directors	獨立非執行董事				
Mr. Fung Chun Chung (note vii)	馮鎮中先生(附註vii)	240	-	-	240
Mr. Hau Siu Laam (note viii)	侯肇嵐先生(附註viii)	240	-	-	240
Ms. Law Ying Wai Denise (note viii)	羅瑩慧女士(附註viii)	240	-	-	240
Chief executive	主要行政人員				
Mr. Kwan Chan Kwong (note x)	關燦光先生(附註x)	-	4,716	558	5,274
		960	20,897	2,360	24,217
2022	二零二二年				
Executive directors	執行董事				
Mr. Lai Yiu Wah (note i)	黎耀華先生(附註i)	-	4,509	558	5,067
Mr. Wong Sze Chai (note ii)	黃思齊先生(附註ii)	-	84	-	84
Mr. Tai Leung Lam (note iii)	戴良林先生(附註iii)	-	4,446	558	5,004
Mr. Joseph Mac Carthy (note iv)	Joseph Mac Carthy 先生 (附註iv)	-	4,403	558	4,961
Mr. Lo Ka Kei Jun (note v)	羅嘉祺先生(附註v)	-	539	63	602
Non-executive director	非執行董事				
Mr. Kwan Tak Sum Stanley (note vi)	關德深先生(附註vi)	80	-	-	80
Independent non-executive directors	獨立非執行董事				
Mr. Fung Chun Chung (note vii)	馮鎮中先生(附註vii)	240	-	-	240
Mr. Hau Siu Laam (note viii)	侯肇嵐先生(附註viii)	100	-	-	100
Ms. Law Ying Wai Denise (note viii)	羅瑩慧女士(附註viii)	100	-	-	100
Mr. Cheung Kin Wing (note ix)	張建榮先生(附註ix)	100	-	-	100
Mr. Wong Raymond Fook Lam (note ix)	黃福霖先生(附註ix)	100	-	-	100
Chief executive	主要行政人員				
Mr. Kwan Chan Kwong (note x)	關燦光先生(附註x)	-	1,700	186	1,886
		720	15,681	1,923	18,324

10 BENEFITS AND INTERESTS OF DIRECTORS (Continued)

(f) Directors' and chief executive's emoluments (Continued)

Notes:

- (i) Mr. Lai Yiu Wah resigned as chairman of the Board and executive director of the Company on 31 January 2023.
- (ii) Mr. Wong Sze Chai was appointed as deputy chairman of the Board and executive director of the Company on 16 December 2022 and re-designated as chairman of the Board on 31 January 2023.
- (iii) Mr. Tai Leung Lam resigned as the chief executive officer of the Company on 1 September 2022.
- (iv) The pension costs of Mr. Joseph Mac Carthy amounting to HK\$1,767,000 (2022: HK\$1,209,000) was not settled as at 31 December 2023 and was included in the accruals of the trade and other payables (note 24) of the consolidated financial statements. A notice of requisition has been received by the Company from a shareholder for the proposed removal of Mr. Joseph Mac Carthy as an executive director of the Company as included in the announcement "Requisition for general meeting from shareholder to remove director" dated 12 April 2024.
- (v) Mr. Lo Ka Kei Jun was appointed as executive director of the Company on 1 September 2022.
- (vi) Mr. Kwan Tak Sum Stanley was appointed as non-executive director of the Company on 1 September 2022.
- (vii) Mr. Fung Chun Chung will retire as an independent non-executive director of the Company after the conclusion at the AGM.
- (viii) Mr. Hau Siu Laam and Ms. Law Ying Wai Denise were appointed as independent non-executive directors of the Company on 1 August 2022.
- (ix) Mr. Cheung Kin Wing and Mr. Wong Raymond Fook Lam retired as independent non-executive directors of the Company on 27 May 2022.
- (x) Mr. Kwan Chan Kwong was appointed as the chief executive officer of the Company on 1 September 2022.

There was no arrangement under which a director or the chief executive waived or agreed to waive any remuneration during the year ended 31 December 2023 (2022: nil).

10 董事的福利及權益 (續)

(f) 董事及主要行政人員酬金 (續)

附註：

- (i) 黎耀華先生於二零二三年一月三十一日辭任本公司董事會主席及執行董事之職。
- (ii) 黃思齊先生於二零二二年十二月十六日獲委任為本公司董事會副主席兼執行董事，並於二零二三年一月三十一日調任為董事會主席。
- (iii) 戴良林先生於二零二二年九月一日辭任本公司行政總裁之職。
- (iv) Joseph Mac Carthy先生的退休金成本1,767,000港元(二零二二年：1,209,000港元)於二零二三年十二月三十一日尚未結清，並計入綜合財務報表貿易及其他應付款項(附註24)之中的應計。誠如日期為二零二四年四月十二日的「股東要求召開股東大會罷免董事」公告所載，本公司接獲一名股東有關建議罷免Joseph Mac Carthy先生之本公司執行董事職務的遞呈通知。
- (v) 羅嘉祺先生於二零二二年九月一日獲委任為本公司執行董事。
- (vi) 關德深先生於二零二二年九月一日獲委任為本公司非執行董事。
- (vii) 馮鎮中先生將於股東週年大會結束後退任本公司獨立非執行董事。
- (viii) 侯肇嵐先生及羅瑩慧女士於二零二二年八月一日獲委任為本公司獨立非執行董事。
- (ix) 張建榮先生及黃福霖先生於二零二二年五月二十七日退任本公司獨立非執行董事之職。
- (x) 關燦光先生於二零二二年九月一日獲委任為本公司行政總裁。

於截至二零二三年十二月三十一日止年度，董事或主要行政人員並無安排放棄或同意放棄任何薪酬(二零二二年：無)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTORS (Continued) 10 董事的福利及權益(續)

(f) Directors' and chief executive's emoluments
(Continued)

(f) 董事及主要行政人員酬金(續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Aggregate emoluments paid to or receivable by directors in respect of their services as directors, and other services in connection with the management of the affairs of the company or its subsidiary undertaking	董事就擔任董事及與管理本公司或其附屬公司事務有關的其他服務獲支付或應收的酬金總額	18,943	16,438

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

10 BENEFITS AND INTERESTS OF DIRECTORS (Continued) 10 董事的福利及權益 (續)

(g) Five highest paid individuals

The five individuals whose remuneration were the highest in the Group for the year ended 31 December 2023 included 4 directors (2022: 3 directors) whose remuneration are reflected in the analysis presented above. The remuneration payable to the remaining 1 individual (2022: 2 individuals) during the year ended 31 December 2023 are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Basic salaries, allowances and benefits in kind	基本薪金、津貼及實物福利	4,406	3,327
Discretionary bonuses	酌情花紅	310	-
Employer's contribution to retirement benefit scheme	退休福利計劃的僱主供款	558	329
		5,274	3,656

(g) 五名最高薪酬人士

截至二零二三年十二月三十一日止年度，本集團五名最高薪酬人士包括上述分析反映其薪酬的4名董事(二零二二年：3名董事)。截至二零二三年十二月三十一日止年度，應付餘下1名個別人士(二零二二年：2名個別人士)的薪酬如下：

The number of non-director highest paid employees whose remuneration fell within the following band is as follow:

薪酬介乎以下範圍的非董事最高薪僱員人數如下：

		2023 二零二三年	2022 二零二二年
Nil – HK\$1,500,000	零至1,500,000港元	-	-
HK\$1,500,001 – HK\$2,000,000	1,500,001港元至2,000,000港元	-	2
HK\$5,000,001 – HK\$5,500,000	5,000,001港元至5,500,000港元	1	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

11 FINANCE EXPENSES, NET

11 財務開支淨額

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Finance income	財務收入		
Bank interest income	銀行利息收入	1,331	413
Finance expenses	財務開支		
Interest on bank borrowings	銀行借款利息	(1,621)	(2,344)
Interest on lease liabilities (note 16(b))	租賃負債利息(附註16(b))	(4,671)	(3,080)
Bank charges	銀行收費	(4,876)	(5,759)
		(11,168)	(11,183)
Finance expenses, net	財務開支淨額	(9,837)	(10,770)

12 INCOME TAX EXPENSE

12 所得稅開支

The amount of taxation in the consolidated statement of comprehensive income represents:

綜合全面收益表內稅項金額如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current income tax:	即期所得稅：		
– Hong Kong	– 香港	5,799	7,031
– The PRC	– 中國	3,577	–
Under provision in prior years	過往年度撥備不足	2	30
Deferred tax expense	遞延稅項開支	918	3,400
Income tax expense	所得稅開支	10,296	10,461

Note:

附註：

(a) Under the two-tiered profits tax rates regime of Hong Kong Profits Tax, the first HK\$2 million of estimated assessable profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities in Hong Kong not qualifying for the two-tiered profits tax rates regime will continue to be taxed at the flat rate of 16.5%. The Hong Kong Profits Tax is calculated at 8.25% on the first HK\$2 million of the estimated assessable profits for the qualifying group entity and at 16.5% on the estimated assessable profits above HK\$2 million for the years ended 31 December 2023 and 2022.

(a) 根據香港利得稅的利得稅兩級制，合資格集團實體首2,000,000港元估計應課稅溢利將為8.25%，而超過2,000,000港元的溢利的稅率為16.5%。不符合利得稅兩級制的香港集團實體的溢利將持續按16.5%的統一稅率繳納稅項。截至二零二三年及二零二二年十二月三十一日止年度，合資格集團實體首2,000,000港元估計應課稅溢利的香港利得稅按8.25%計算，而超過2,000,000港元的估計應課稅溢利的香港利得稅則按16.5%計算。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

12 INCOME TAX EXPENSE (Continued)

The tax on the Group's profit before income tax differs from the theoretical amount that would arise using the tax rate applicable to profits as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	57,445	55,879
Calculated at a tax rate of 16.5% (2022: 16.5%)	按稅率16.5%(二零二二年：16.5%)計算之稅項	9,478	9,220
Effect of different tax rates in other tax jurisdictions	其他稅務司法轄區不同稅率的影響	2,305	267
Income not subject to tax	毋須課稅收入	(1,570)	(2,732)
Tax losses for which no deferred tax asset was recognised	並無確認遞延所得稅資產之稅項虧損	322	161
Expenses not deductible for tax purposes	不可扣稅開支	1,083	5,648
Utilisation of previously unrecognised tax loss	動用過往未予確認之稅項虧損	(337)	(1,968)
Under provision in prior years	過往年度撥備不足	2	30
Concession tax rate (note b)	減免稅率(附註b)	(987)	(165)
Income tax expense	所得稅開支	10,296	10,461

Note:

- (b) A subsidiary of the Group duly signed an agreement with the Board of Investment of Thailand on 3 August 2020 that the subsidiary would be exempted from corporate income tax. The tax exemption granted expires on 2 December 2024 and is capped at approximately HK\$20 million on a cumulative basis. Given the subsidiary's reported cumulative profit before tax amounting to HK\$11.8 million (2022: HK\$7.9 million) were within the tax exemption limit, no corporate income tax had been provided for both years.

12 所得稅開支(續)

本集團除所得稅前溢利稅項與按應用於溢利的稅率計算之理論數額差別如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit before income tax	除所得稅前溢利	57,445	55,879
Calculated at a tax rate of 16.5% (2022: 16.5%)	按稅率16.5%(二零二二年：16.5%)計算之稅項	9,478	9,220
Effect of different tax rates in other tax jurisdictions	其他稅務司法轄區不同稅率的影響	2,305	267
Income not subject to tax	毋須課稅收入	(1,570)	(2,732)
Tax losses for which no deferred tax asset was recognised	並無確認遞延所得稅資產之稅項虧損	322	161
Expenses not deductible for tax purposes	不可扣稅開支	1,083	5,648
Utilisation of previously unrecognised tax loss	動用過往未予確認之稅項虧損	(337)	(1,968)
Under provision in prior years	過往年度撥備不足	2	30
Concession tax rate (note b)	減免稅率(附註b)	(987)	(165)
Income tax expense	所得稅開支	10,296	10,461

附註：

- (b) 本集團的一家附屬公司於二零二零年八月三日與泰國投資局正式簽署協議，該附屬公司將獲豁免繳納企業所得稅。所授出的稅項豁免於二零二四年十二月二日屆滿，累計上限約為20,000,000港元。鑑於該附屬公司之列賬累計除稅前溢利為11,800,000港元(二零二二年：7,900,000港元)，於免稅限額之內，故於兩個年度均未計提企業所得稅。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

13 EARNINGS PER SHARE

(a) Basic earnings per share

The basic earnings per share is calculated on the profit attributable to owners of the Company divided by the weighted average number of ordinary shares in issue during the years ended 31 December 2023 and 2022.

		2023 二零二三年	2022 二零二二年
Profit attributable to owners of the Company (HK\$'000)	本公司擁有人應佔溢利 (千港元)	47,149	45,418
Weighted average number of ordinary shares in issue (thousand shares)	已發行普通股加權平均股數 (千股)	1,000,000	1,000,000
Basic earnings per share (HK cents)	每股基本盈利 (港仙)	4.71	4.54

(b) Diluted earnings per share

Diluted earnings per share was the same as basic earnings per share due to the absence of dilutive potential ordinary shares for the years ended 31 December 2023 and 2022.

13 每股盈利

(a) 每股基本盈利

每股基本盈利乃按本公司擁有人應佔溢利除以截至二零二三年及二零二二年十二月三十一日止年度已發行普通股加權平均股數計算。

(b) 每股攤薄盈利

由於截至二零二三年及二零二二年十二月三十一日止年度並無潛在攤薄普通股，因此每股攤薄盈利與每股基本盈利相同。

14 DIVIDENDS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Final dividend for 2022 paid of HK1.2 cents (final dividend for 2021: nil) per ordinary share	已付二零二二年末期股息每股普通股1.2港仙 (二零二一年末期股息：零)	12,000	-
Interim dividend paid of HK0.8 cent (2022: HK0.8 cent) per ordinary share	已付中期股息每股普通股0.8港仙 (二零二二年：0.8港仙)	8,000	8,000
		20,000	8,000

Note:

A final dividend in respect of the year ended 31 December 2022 of HK1.2 cents per ordinary share, amounting to a total dividend of HK\$12,000,000, was declared and recognised as distribution in the year ended 31 December 2023.

An interim dividend of HK0.8 cent (2022: HK0.8 cent) per ordinary share totalling HK\$8,000,000 was paid to the Shareholders on 20 October 2023 (2022: 17 October 2022).

The Board did not recommend any final dividend for the year ended 31 December 2023.

附註：

於截至二零二三年十二月三十一日止年度，本公司已宣派及確認分派截至二零二二年十二月三十一日止年度的末期股息每股普通股1.2港仙，股息總額為12,000,000港元。

本公司已於二零二三年十月二十日(二零二二年：二零二二年十月十七日)向股東派付中期股息每股普通股0.8港仙(二零二二年：0.8港仙)，合共8,000,000港元。

董事會不建議派發截至二零二三年十二月三十一日止年度的任何末期股息。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT

15 物業、廠房及設備

		Land & buildings 土地及樓宇 HK\$'000 千港元	Plant & machinery 廠房及機械 HK\$'000 千港元	Furniture & fixtures 傢俱及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended	截至二零二三年								
31 December 2023	十二月三十一日止年度								
Net book value at	於二零二三年								
1 January 2023	一月一日的賬面淨值	23,000	16,051	3,950	460	688	3,170	10,678	57,997
Exchange realignment	匯兌調整	-	75	(32)	-	-	23	-	66
Additions	添置	-	1,377	8,278	128	1,235	165	19,410	30,593
Transfer	轉移	-	1,819	-	-	-	17,783	(19,602)	-
Surplus on revaluation	重估盈餘	1,050	-	-	-	-	-	-	1,050
Disposals	出售	-	-	(3)	(4)	-	-	-	(7)
Depreciation	折舊	(1,150)	(6,871)	(2,330)	(186)	(420)	(2,736)	-	(13,693)
Balance as at	於二零二三年								
31 December 2023	十二月三十一日的結餘	22,900	12,451	9,863	398	1,503	18,405	10,486	76,006
At 31 December 2023	於二零二三年								
	十二月三十一日								
Cost or valuation	成本或估值	22,900	64,326	32,035	4,229	5,490	45,605	10,486	185,071
Accumulated depreciation	累計折舊	-	(51,875)	(22,172)	(3,831)	(3,987)	(27,200)	-	(109,065)
Net book value at	於二零二三年								
31 December 2023	十二月三十一日的賬面淨值	22,900	12,451	9,863	398	1,503	18,405	10,486	76,006

The analysis of the cost or valuation at 31 December 2023 of the above assets is as follows:

上述資產於二零二三年十二月三十一日的成本或估值分析如下：

		Land & buildings 土地及樓宇 HK\$'000 千港元	Plant & machinery 廠房及機械 HK\$'000 千港元	Furniture & fixtures 傢俱及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At cost	按成本	-	12,451	9,863	398	1,503	18,405	10,486	53,106
At valuation	按估值	22,900	-	-	-	-	-	-	22,900
		22,900	12,451	9,863	398	1,503	18,405	10,486	76,006

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註15 PROPERTY, PLANT AND EQUIPMENT 15 物業、廠房及設備(續)
(Continued)

		Land & buildings 土地及樓宇 HK\$'000 千港元	Plant & machinery 廠房及機械 HK\$'000 千港元	Furniture & fixtures 傢俱及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Year ended	截至二零二二年								
31 December 2022	十二月三十一日止年度								
Net book value at	於二零二二年								
1 January 2022	一月一日的賬面淨值	24,900	23,283	4,723	412	1,126	5,035	-	59,479
Exchange realignment	匯兌調整	-	(370)	(111)	(5)	(9)	(115)	-	(610)
Additions	添置	-	460	1,544	223	3	90	10,678	12,998
Loss on revaluation	重估虧損	(714)	-	-	-	-	-	-	(714)
Disposals	出售	-	(271)	(1)	(1)	-	-	-	(273)
Depreciation	折舊	(1,186)	(7,051)	(2,205)	(169)	(432)	(1,840)	-	(12,883)
Balance as at	於二零二二年								
31 December 2022	十二月三十一日的結餘	23,000	16,051	3,950	460	688	3,170	10,678	57,997
At 31 December 2022	於二零二二年 十二月三十一日								
Cost or valuation	成本或估值	23,000	62,976	24,097	4,152	4,253	30,904	10,678	160,060
Accumulated depreciation	累計折舊	-	(46,925)	(20,147)	(3,692)	(3,565)	(27,734)	-	(102,063)
Net book value at 31 December 2022	於二零二二年 十二月三十一日的 賬面淨值	23,000	16,051	3,950	460	688	3,170	10,678	57,997

The analysis of the cost or valuation at 31 December 2022 of the above assets is as follows:

上述資產於二零二二年十二月三十一日的成本或估值分析如下：

		Land & buildings 土地及樓宇 HK\$'000 千港元	Plant & machinery 廠房及機械 HK\$'000 千港元	Furniture & fixtures 傢俱及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At cost	按成本	-	16,051	3,950	460	688	3,170	10,678	34,997
At valuation	按估值	23,000	-	-	-	-	-	-	23,000
		23,000	16,051	3,950	460	688	3,170	10,678	57,997

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

15 PROPERTY, PLANT AND EQUIPMENT (Continued)

For the year ended 31 December 2023, depreciation expense of HK\$6,871,000 and HK\$6,822,000 (2022: HK\$7,051,000 and HK\$5,832,000) was charged to “Cost of sales” and “Administrative expenses” respectively.

As at 31 December 2023, the Group’s land and buildings are held under medium term leases (unexpired period between 20 years to 50 years) and the carrying amounts of land and buildings pledged as part of the securities for banking facilities from a bank amounted to HK\$22,900,000 (2022: HK\$23,000,000) (note 26(b)).

Carrying amounts that would have been recognised if land and buildings were stated at cost

If land and buildings were stated on the historical cost basis, the amounts would be as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cost	成本	5,014	5,014
Accumulated depreciation	累積折舊	(5,014)	(5,014)
Net book amount	賬面淨額	-	-

Valuation processes of the Group

The Group’s land and building was valued at 31 December 2023 and 2022 by an independent professionally qualified valuer who holds a recognised relevant professional qualification and has recent experience in the locations and segments of the assets valued. For land and building, the current use equates to the highest and best use.

The Group’s chief financial officer (“CFO”) reviews the valuations performed by the independent valuer for financial reporting purposes. CFO reports directly to the chairman of the Board (the “Chairman”). Discussions of valuation processes and results are held between the CFO, the Chairman and the valuer annually. As at 31 December 2023, the fair values of the land and building were determined by Ascent Partners Valuation Service Limited (2022: Ascent Partners Valuation Service Limited).

15 物業、廠房及設備(續)

截至二零二三年十二月三十一日止年度，折舊費用6,871,000港元及6,822,000港元(二零二二年：7,051,000港元及5,832,000港元)分別計入「銷售成本」及「行政開支」。

於二零二三年十二月三十一日，本集團之土地及樓宇為按中期租約(未逾期期間為20年至50年)持有，以及已抵押土地及樓宇(作為自銀行取得的銀行融資的部分擔保)賬面值為22,900,000港元(二零二二年：23,000,000港元)(附註26(b))。

倘土地及樓宇按成本列賬，則本應確認的賬面值

倘土地及樓宇按歷史成本基礎列賬，金額如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cost	5,014	5,014
Accumulated depreciation	(5,014)	(5,014)
Net book amount	-	-

本集團的估值流程

本集團的土地及樓宇於二零二三年及二零二二年十二月三十一日由專業合資格獨立估值師估值，該等估值師具有認可的相關專業資格，並在估值資產的地區及分部方面擁有新近經驗。就土地及樓宇而言，目前用途相當於最高及最佳用途。

本集團的首席財務官(「首席財務官」)負責審核獨立估值師就財務報告進行的估值。首席財務官直接向董事會主席(「主席」)報告。首席財務官、主席及估值師每年就估值過程及結果進行討論。於二零二三年十二月三十一日，土地及樓宇的公平值由艾升評值諮詢有限公司(二零二二年：艾升評值諮詢有限公司)釐定。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**15 PROPERTY, PLANT AND EQUIPMENT**
(Continued)**Valuation processes of the Group** (Continued)

At each financial year end, the finance division:

- verifies all major inputs to the independent valuation report;
- assesses property valuations movements when compared to the prior year valuation report; and
- holds discussions with the independent valuers.

Valuation techniques

For land and building, the valuation was determined using the sale comparison approach. Sales prices of comparable properties in close proximity are adjusted for differences in key attributes such as property size. The most significant input into this valuation approach is price per square foot, which is approximately amounted to HK\$5,748 per square foot for the year ended 31 December 2023 (2022: HK\$5,770 per square foot).

16 LEASE

This note provides information for leases where the Group is a lessee.

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

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Right-of-use assets	使用權資產		
Buildings	樓宇	100,467	102,047
Lease liabilities	租賃負債		
Current	流動	7,116	8,795
Non-current	非流動	95,633	97,139
		102,749	105,934

Additions to the right-of-use assets during year ended 31 December 2023 were HK\$6,380,000 (2022: HK\$98,513,000).

15 物業、廠房及設備 (續)**本集團的估值流程 (續)**

於各財政年度結算日，財務部：

- 核實獨立估值報告之所有主要輸入數據；
- 於比較過往年度之估值報告時，評估物業估值變動；及
- 與獨立估值師討論。

估值技巧

就土地及樓宇而言，估值採用銷售比較法釐定。相近可比較物業的銷售價格會因應物業大小等關鍵屬性差異而調整。該估值法最重要的數據是每平方呎之價格，截至二零二三年十二月三十一日止年度為每平方呎約5,748港元(二零二二年：每平方呎5,770港元)。

16 租賃

倘本集團為承租人，則本附註就租賃提供資料。

(a) 於綜合財務狀況表確認的金額

綜合財務狀況表載列以下與租賃有關的金額：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Right-of-use assets		
Buildings	100,467	102,047
Lease liabilities		
Current	7,116	8,795
Non-current	95,633	97,139
	102,749	105,934

截至二零二三年十二月三十一日止年度使用權資產添置6,380,000港元(二零二二年：98,513,000港元)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

16 LEASE (Continued)

(b) Amounts recognised in the consolidated statement of comprehensive income

The consolidated statement of comprehensive income shows the following amounts relating to leases:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation charge of right-of-use assets (note 7)	使用權資產折舊開支 (附註7)		
– Buildings	– 樓宇	13,215	10,066
Interest expenses (included in finance expenses) (note 11)	利息開支 (計入財務開支) (附註11)	4,671	3,080

The total cash outflow for leases in 2023 was HK\$16,425,000 (2022: HK\$12,588,000).

(c) The Group's leasing activities and how these are accounted for

The Group leases various offices, warehouses, factory, staff dormitory and car parking spaces. Non-cancellable rental contracts are typically made for periods of one to fifteen years. The Group also leases various warehouses and factory under cancellable rental contracts. The option to terminate the leases are described in note (d) below.

Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. The lease agreements do not impose any covenants.

(d) Extension and termination options

Extension and termination options are included in a number of property leases across the Group. These are used to maximize operational flexibility in terms of managing the assets used in the Group's operations. The majority of extension and termination options held are exercisable only by the Group and not by the respective lessor.

16 租賃 (續)

(b) 於綜合全面收益表確認的金額

綜合全面收益表載列以下與租賃有關的金額：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation charge of right-of-use assets (note 7)		
– Buildings	13,215	10,066
Interest expenses (included in finance expenses) (note 11)	4,671	3,080

二零二三年租賃現金流出總額為16,425,000港元(二零二二年：12,588,000港元)。

(c) 本集團租賃活動及會計處理方式

本集團租賃多處辦公室、倉庫、工廠、員工宿舍及停車位。不可撤銷租賃合約一般為期一至十五年。本集團亦根據可撤銷租賃合約租賃多處倉庫及工廠。終止租賃的權利於下文附註(d)概述。

租賃條款乃在個別基礎上協商，並包含各種不同的條款及條件。租賃協議並無施加任何契諾。

(d) 延期及終止權

本集團多項物業租賃包含延期及終止權。就管理本集團運營所用資產而言，彼等用於最大化運營靈活性。持有的大部分延期及終止權僅可由本集團而非有關出租人行使。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

17 FINANCIAL ASSETS AT FAIR VALUE THROUGH PROFIT OR LOSS 17 按公平值計入損益賬的金融資產

			2023	2022
		Note	二零二三年	二零二二年
		附註	HK\$'000	HK\$'000
			千港元	千港元
Unlisted keyman insurance contracts	非上市要員保險合約	(a)	1,870	9,325
Unlisted fund investments	非上市基金投資	(b)	1,475	1,673
Listed equity investments	上市股本投資	(c)	258	342
			3,603	11,340
Less: non-current portion	減：非流動部分		(3,345)	(10,998)
Current portion	流動部分		258	342

Notes:

- (a) The amount represented the investment element of keyman insurance purchased for an executive director of the Company (2022: two executive directors of the Company). During the year ended 31 December 2023, an increase in fair value of HK\$155,000 (2022: HK\$239,000) was recognised in the consolidated statement of comprehensive income.

As at 31 December 2023, the Group's bank borrowings were secured over keyman insurances with the carrying amounts of HK\$1,870,000 (2022: HK\$9,325,000) (note 26(b)).

- (b) The fund investments were classified as financial assets at fair value through profit or loss as they were held for trading. The fund investments were valued at observable prices as of reporting date. During the year ended 31 December 2023, a decrease in fair value of HK\$198,000 (2022: HK\$768,000) was recognised in the consolidated statement of comprehensive income.
- (c) The equity investment was classified as a financial asset at fair value through profit or loss as it was held for trading. During the year ended 31 December 2023, a decrease in fair value of HK\$84,000 (2022: HK\$297,000) was recognised in the consolidated statement of comprehensive income.

附註：

- (a) 該金額指為本公司一名執行董事（二零二二年：兩名執行董事）所購買要員保險的投資部分。截至二零二三年十二月三十一日止年度，於綜合全面收益表內確認公平值增加155,000港元（二零二二年：239,000港元）。

於二零二三年十二月三十一日，本集團銀行借款以賬面值為1,870,000港元的要員保險為抵押（二零二二年：9,325,000港元）（附註26(b)）。

- (b) 該等基金投資已分類為按公平值計入損益賬的金融資產，乃由於該等投資為持作交易用途。該等基金投資乃按截至報告日期的可觀察價格估值。截至二零二三年十二月三十一日止年度，於綜合全面收益表內確認公平值減少198,000港元（二零二二年：768,000港元）。
- (c) 該股本投資已分類為按公平值計入損益賬的金融資產，乃由於該投資為持作交易用途。截至二零二三年十二月三十一日止年度，於綜合全面收益表內確認公平值減少84,000港元（二零二二年：297,000港元）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

18 PREPAYMENTS AND DEPOSITS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Prepayments	預付款項	12,209	22,998
Rental, utility and other deposits	租務、公用事業及其他按金	4,613	4,092
		16,822	27,090
Less: non-current portion	減：非流動部分		
Prepayments	預付款項	(251)	(6,260)
Rental, utility and other deposit	租務、公用事業及其他按金	(1,330)	-
Current portion	流動部分	15,241	20,830

The carrying amounts of deposits of the Group approximate their fair values as at 31 December 2023 and 2022.

19 DEFERRED INCOME TAX

Deferred income tax is calculated in full on temporary differences under the liability method using the tax rates applicable in the respective jurisdictions. Deferred income 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 income taxes relate to the same fiscal authority. The movements on the deferred income tax assets and liabilities are as follows:

18 預付款項及按金

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Prepayments	預付款項	12,209	22,998
Rental, utility and other deposits	租務、公用事業及其他按金	4,613	4,092
		16,822	27,090
Less: non-current portion	減：非流動部分		
Prepayments	預付款項	(251)	(6,260)
Rental, utility and other deposit	租務、公用事業及其他按金	(1,330)	-
Current portion	流動部分	15,241	20,830

本集團按金的賬面值與其於二零二三年及二零二二年十二月三十一日之公平值相若。

19 遞延所得稅

遞延所得稅乃採用負債法就臨時差額按相關司法管轄區的適用稅率悉數計算。當有合法可執行權利以即期稅項資產抵銷即期稅項負債，且遞延所得稅與同一財政機關有關時，遞延所得稅資產及負債予以抵銷。遞延所得稅資產及負債變動如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

19 DEFERRED INCOME TAX (Continued)

19 遞延所得稅(續)

(a) Deferred tax assets

(a) 遞延稅項資產

		Tax losses		Lease liabilities		Total	
		稅務虧損	租賃負債	稅務虧損	租賃負債	總計	總計
		2023	2022	2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元	千港元
					(restated)		(restated)
					(經重列)		(經重列)
At 1 January, as previously reported	於一月一日，如先前所呈報	1,133	4,754	-	-	1,133	4,754
Change in accounting policy – HKAS 12	會計政策變更 – 香港會計準則第12號	-	-	23,986	3,444	23,986	3,444
At 1 January, as restated	於一月一日，經重列	1,133	4,754	23,986	3,444	25,119	8,198
(Charged)/credited to consolidated statement of comprehensive income (note c)	(扣除)/計入綜合全面收益表(附註c)	(1,133)	(3,621)	(79)	20,542	(1,212)	16,921
At 31 December	於十二月三十一日	-	1,133	23,907	23,986	23,907	25,119

Note:

Deferred tax assets are recognised for tax losses carry forward to the extent that the realisation of the related tax benefits through the future taxable profits is probable.

The Group has unrecognised tax losses of approximately THB54,083,000 (approximately HK\$12,204,000) (2022: THB44,881,000, approximately HK\$10,081,000) at the balance sheet date which can be carried forward and used to offset against future taxable income, part of which subject to meeting certain statutory requirements by a subsidiary in Thailand. The tax losses expire in five years from the corresponding year of taxable loss.

附註：

遞延稅項資產乃由於結轉的稅務虧損而獲確認，惟以相關稅務利益很可能透過未來應課稅溢利變現者為限。

本集團於資產負債表日的未確認稅務虧損約為54,083,000泰銖(約12,204,000港元)(二零二二年：44,881,000泰銖(約10,081,000港元))，該未確認稅務虧損可結轉並用於抵銷未來應課稅收益，其中部分須待一家泰國附屬公司符合若干法定要求。稅務虧損自相應應課稅虧損年度起於五年後屆滿。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

19 DEFERRED INCOME TAX (Continued)

(b) Deferred tax liabilities

		Accelerated tax depreciation		Property revaluation surplus		Right-of-use assets		Others		Total	
		加速稅項折舊		物業重估盈餘		使用權資產		其他		總計	
		2023	2022	2023	2022	2023	2022	2023	2022	2023	2022
		二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年	二零二三年	二零二二年
		HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000	HKD'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
						(restated)					(restated)
						(經重列)					(經重列)
At 1 January, as previously reported	於一月一日，如先前所呈報	538	547	1,857	2,046	-	-	1,364	1,576	3,759	4,169
Change in accounting policy - HKAS 12	會計政策變更—香港會計準則第12號	-	-	-	-	23,986	3,444	-	-	23,986	3,444
At 1 January, as restated	於一月一日，經重列	538	547	1,857	2,046	23,986	3,444	1,364	1,576	27,745	7,613
Charged/(credited) to other comprehensive income	扣除/(計入)其他全面收益	-	-	104	(70)	-	-	-	-	104	(70)
(Credited)/charged to consolidated statement of comprehensive income (note c)	(計入)/扣除綜合全面收益表(附註c)	(45)	(9)	-	-	(79)	20,542	(170)	(212)	(294)	20,321
Credited to equity	計入權益	-	-	(112)	(119)	-	-	-	-	(112)	(119)
At 31 December	於十二月三十一日	493	538	1,849	1,857	23,907	23,986	1,194	1,364	27,443	27,745

(c) Deferred tax liabilities, net

(c) 遞延稅項負債淨額

		2023	2022
		二零二三年	二零二二年
		HK\$'000	HK\$'000
		千港元	千港元
At 1 January, as restated	於一月一日，經重列	2,626	(585)
Charged/(credited) to other comprehensive income	扣除/(計入)其他全面收益	104	(70)
Charged to consolidated statement of comprehensive income	自綜合全面收益表扣除	918	3,400
Credited to equity	計入權益	(112)	(119)
At 31 December	於十二月三十一日	3,536	2,626

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

19 DEFERRED INCOME TAX (Continued)

(d) Withholding tax on unremitted earnings

Deferred tax liabilities of HK\$6,069,000 as at 31 December 2023 (2022: HK\$5,230,000) have not been recognised for the withholding tax that would be payable on the unremitted earnings of certain subsidiaries. Unremitted earnings as at 31 December 2023 is HK\$121,380,000 (2022: HK\$104,599,000).

20 SUBSIDIARIES

Particulars of the principal subsidiaries at 31 December 2023 and 2022 are as follows:

Company name 公司名稱	Place of incorporation or establishment and type of legal entity 註冊成立或成立地點及 法律實體種類	Principal place of operation 主要經營地點	Principal activities 主要業務	Registered/ Issued and paid-up capital 註冊/已發行 及實繳股本	Effective interest held by the Company 本公司持有之實際權益	
					2023 二零二三年	2022 二零二二年
Directly held: 直接持有：						
Trio Engineering Company Limited 致豐工程有限公司	Hong Kong/Limited liability company 香港/有限責任公司	Hong Kong 香港	Sale of electronic product 銷售電子產品	200,000 shares HK\$20,000,000 200,000股股份 20,000,000港元	100%	100%
Professional Electronics Manufacturing Solutions Limited 普發電子工業設備有限公司	Hong Kong/Limited liability company 香港/有限責任公司	Hong Kong 香港	Sale of electronic product 銷售電子產品	10,000 shares HK\$10,000 10,000股股份 10,000港元	100%	100%
Deltrix Limited 德勁動力有限公司	Hong Kong/Limited liability company 香港/有限責任公司	Hong Kong 香港	Sale of electronic product 銷售電子產品	10,000 shares HK\$10,000 10,000股股份 10,000港元	100%	100%

19 遞延所得稅 (續)

(d) 未匯出盈利的預扣稅

於二零二三年十二月三十一日，尚未就若干附屬公司未匯出盈利應付的預扣稅確認的遞延稅項負債為6,069,000港元(二零二二年：5,230,000港元)。於二零二三年十二月三十一日的未匯出盈利為121,380,000港元(二零二二年：104,599,000港元)。

20 附屬公司

於二零二三年及二零二二年十二月三十一日之主要附屬公司詳情如下：

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

20 SUBSIDIARIES (Continued)

20 附屬公司 (續)

Company name 公司名稱	Place of incorporation or establishment and type of legal entity 註冊成立或成立地點及 法律實體種類	Principal place of operation 主要經營地點	Principal activities 主要業務	Registered/ Issued and paid-up capital 註冊/已發行 及實繳股本	Effective interest held by the Company 本公司持有之實際權益	
					2023 二零二三年	2022 二零二二年
Indirectly held: 間接持有：						
Panyu Trio Microtronics Co., Ltd. 廣州市番禺致豐微電器有限公司	The PRC/Wholly foreign-owned enterprise 中國/外商獨資企業	The PRC 中國	Manufacturing of electronic product 製造電子產品	Paid-in capital US\$5,000,000 實繳股本 5,000,000美元	100%	100%
Guangzhou Professional Electronics Manufacturing Solutions Limited 廣州普發科技有限公司	The PRC/Wholly foreign-owned enterprise 中國/外商獨資企業	The PRC 中國	Provision of information technology service 提供訊息技術服務	Paid-in capital RMB500,000 實繳股本人民幣 500,000元	100%	100%
Trio-tronics Manufacturing Global Limited	Ireland/Limited liability company 愛爾蘭/有限責任公司	Ireland 愛爾蘭	Global sourcing and purchase of materials, sales and marketing, service support 全球採購及購買材料、 銷售及營銷、服務支持	100,000 shares EUR100,000	100%	100%
Deltrix (Europe) Limited	Ireland/Limited liability company 愛爾蘭/有限責任公司	Ireland 愛爾蘭	Manufacturing of electronic components 製造電子部件	100,000 shares EUR100,000	100%	100%
Trio-tronics (Thailand) Limited	Thailand/Limited liability company 泰國/有限責任公司	Thailand 泰國	Manufacturing of electronic product 製造電子產品	100,000 shares THB60,000,000 (2022: THB38,000,000) 實繳股本 60,000,000泰銖 (二零二二年： 38,000,000泰銖)	100%	100%
Deltrix (Kazakhstan) Limited	Kazakhstan/Limited liability company 哈薩克斯坦/有限責任公司	Kazakhstan 哈薩克斯坦	Provision of electric vehicle charging solutions services and trading of electric vehicle chargers 提供電動汽車充電解決方案 服務，以及買賣電動汽 車充電器	KZT1,000,000 (unpaid) 1,000,000堅戈 (未繳付)	100%	-

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

21 INVENTORIES

21 存貨

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Raw materials	原材料	119,473	165,693
Work in progress	在製品	55,580	52,899
Finished goods	製成品	20,200	17,269
Goods in transit	在運貨品	10,359	8,352
		205,612	244,213

The cost of inventories recognised as expenses and included in "Cost of sales" amounted to HK\$806,564,000 for the year ended 31 December 2023 (2022: HK\$637,792,000). For the year ended 31 December 2023, the Group recognised a reversal of provision for impairment loss on inventories of HK\$8,251,000 (2022: HK\$2,944,000) and wrote off obsolete inventories of HK\$1,182,000 (2022: HK\$604,000). These amounts were recognised in "Other operating income, net" in the consolidated statement of comprehensive income.

截至二零二三年十二月三十一日止年度，確認為開支並計入「銷售成本」的存貨成本為806,564,000港元（二零二二年：637,792,000港元）。截至二零二三年十二月三十一日止年度，本集團確認撥回存貨減值虧損撥備8,251,000港元（二零二二年：2,944,000港元）及陳舊存貨撇銷1,182,000港元（二零二二年：604,000港元）。該等金額於綜合全面收益表的「其他經營收入淨額」內獲確認。

22 TRADE AND OTHER RECEIVABLES

22 貿易及其他應收款項

		2023 二零二三年 Note 附註 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade receivables	貿易應收款項	(a) 201,358	198,604
Less: provision for impairment loss on trade receivables	減：貿易應收款項減值虧損撥備	(b) (3,813)	(2,347)
Trade receivables – net	貿易應收款項 – 淨額	197,545	196,257
Other receivables	其他應收款項	5,019	4,487
		202,564	200,744

Under the factoring arrangements with banks, the Group has transferred certain trade receivables to the factor in exchange for cash and is prevented from selling or pledging the receivables. The Group has legally transferred all of the risks and rewards of ownership of the discounted trade receivables to the financial institutions. The carrying amounts of the trade receivables exclude receivables which are subject to the factoring arrangement.

根據與銀行之間保理安排，本集團已將若干貿易應收款項轉移至保理人以換取現金，並被禁止出售或質押應收款項。本集團已將已貼現貿易應收款項所有權的所有風險及回報從法律意義上轉讓予金融機構。貿易應收款項賬面值不包括受保理安排規限的應收款項。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

22 TRADE AND OTHER RECEIVABLES (Continued)

(a) Trade receivables

Trade receivables arise from trading of electronic products. The payment terms of trade receivables granted to third party customers generally range from full payment before shipment to 75 days after the end of month. The aging analysis of the trade receivables based on invoice date at the end of the reporting period is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Below 30 days	30天以下	45,654	67,577
Between 31 and 60 days	31至60天	45,472	59,730
Over 60 days	60天以上	110,232	71,297
		201,358	198,604

Trade and other receivables are past due when a counterparty has failed to make a payment when contractually due.

As at 31 December 2023, trade receivables of HK\$101,285,000 (2022: HK\$155,475,000) were not yet past due.

Trade receivables that were past due but not impaired relate to a number of independent customers for whom there is no significant financial difficulty and based on past experience, the overdue amounts can be recovered. The aging analysis of these receivables is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Past due by:	逾期:		
Below 30 days	30天以下	71,572	37,472
Between 31 and 60 days	31至60天	23,725	3,045
Over 60 days	60天以上	4,776	2,612
		100,073	43,129

(b) Trade receivables by currency denomination

The carrying amounts of the Group's trade receivables are denominated in the following currencies:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
US\$	美元	197,918	196,438
RMB	人民幣	2,903	2,166
EUR	歐元	537	-
		201,358	198,604

22 貿易及其他應收款項 (續)

(a) 貿易應收款項

貿易應收款項來自買賣電子產品。授予第三方客戶的貿易應收款項的付款期限一般由出貨前全數付款至月結後75天。根據發票日期，報告期末的貿易應收款項的賬齡分析如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Below 30 days	45,654	67,577
Between 31 and 60 days	45,472	59,730
Over 60 days	110,232	71,297
	201,358	198,604

當對手方不能於合約到期時支付款項，貿易及其他應收款項被視為逾期。

於二零二三年十二月三十一日，貿易應收款項101,285,000港元(二零二二年：155,475,000港元)尚未逾期。

已逾期但並無減值之貿易應收款項與多名並無重大財務困難的獨立客戶有關，根據過往經驗，可收回該等逾期款項。該等應收款項的賬齡分析如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Past due by:		
Below 30 days	71,572	37,472
Between 31 and 60 days	23,725	3,045
Over 60 days	4,776	2,612
	100,073	43,129

(b) 按貨幣計值的貿易應收款項

本集團貿易應收款項之賬面值以下列貨幣計值：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
US\$	美元	197,918	196,438
RMB	人民幣	2,903	2,166
EUR	歐元	537	-
		201,358	198,604

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

22 TRADE AND OTHER RECEIVABLES (Continued) 22 貿易及其他應收款項 (續)

(c) Provision for impairment loss on trade receivables

The movements on provision for impairment loss on trade receivables are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	2,347	1,846
Loss allowance, net recognised in consolidated statement of comprehensive income during the year (note 8)	年內於綜合全面收益表確認之虧損撥備淨額(附註8)	1,466	501
At 31 December	於十二月三十一日	3,813	2,347

The provision for impairment loss on trade receivables has been included in "Other operating income, net" in the consolidated statement of comprehensive income. Amounts charged to the allowance account are generally written off when there is no expectation of recovering additional cash.

The carrying amounts of trade and other receivables approximate their fair values as at 31 December 2023 and 2022.

The Group applies the HKFRS 9 simplified approach to measuring expected credit loss which uses a lifetime expected loss allowance for all trade receivables. Information about the impairment of trade receivables and the Group's exposure to credit risk and foreign currency risk can be found in note 3.1 to the consolidated financial statements.

(c) 貿易應收款項減值虧損撥備

貿易應收款項減值虧損撥備變動如下：

貿易應收款項減值虧損之撥備已計入綜合全面收益表「其他經營收入淨額」內。計入撥備賬之款項一般於預期無法收回額外現金時撇銷。

於二零二三年及二零二二年十二月三十一日，貿易及其他應收款項之賬面值與其公平值相若。

本集團採用香港財務報告準則第9號簡化方法計量預期信貸虧損，其對所有貿易應收款項使用全期預期虧損撥備。有關貿易應收款項減值的資料及本集團面臨的信貸風險及外幣風險參見綜合財務報表附註3.1。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

23 RESTRICTED BANK DEPOSITS AND CASH AND CASH EQUIVALENTS **23 受限制銀行存款及現金及現金等價物**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Restricted bank deposits (note)	受限制銀行存款(附註)	16,543	6,156
Time deposit with original maturity up to three months	原到期日為三個月或以下的定期存款	-	15,000
Bank and cash balances	銀行及現金結餘	60,949	57,796
Cash and cash equivalents	現金及現金等價物	60,949	72,796

Note:

The Group's restricted bank deposits represented deposits pledged to banks to secure banking facilities granted to a subsidiary of the Group as set out in note 26(b) to the consolidated financial statements.

(a) Balance by currency denomination

The carrying amount of restricted bank deposits, time deposit with original maturity up to three months, bank and cash balances of the Group are denominated in the following currencies:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
HK\$	港元	17,567	36,839
US\$	美元	49,233	38,416
RMB	人民幣	7,592	1,858
EUR	歐元	540	876
THB	泰銖	2,546	952
Other currencies	其他貨幣	14	11
		77,492	78,952

(b) Interest rate range

The restricted deposits, time deposit with original maturity up to three months and bank balances are at interest rate range from 0.001% to 4.57% per annum (2022: 0.001% to 4.45%) as at 31 December 2023 and therefore are subject to interest rate risk.

附註：

本集團的受限制銀行存款為存放於銀行的存款，以作為綜合財務報表附註26(b)所載授予本集團一家附屬公司的銀行融資之抵押。

(a) 按貨幣計值的結餘

本集團的受限制銀行存款、原到期日為三個月或以下的定期存款、銀行及現金結餘的賬面值以下列貨幣計值：

(b) 利率範圍

於二零二三年十二月三十一日，受限制存款、原到期日為三個月或以下的定期存款以及銀行結餘按年利率範圍0.001%至4.57%(二零二二年：0.001%至4.45%)計息，因此須面臨利率風險。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

24 TRADE AND OTHER PAYABLES

24 貿易及其他應付款項

			2023 二零二三年	2022 二零二二年
		Note 附註	HK\$'000 千港元	HK\$'000 千港元
Trade payables	貿易應付款項	(a)	102,959	132,932
Accruals	應計款項	(c)	18,743	20,853
Other payables and provisions	其他應付款項及撥備	(d)	1,796	5,110
			123,498	158,895

Notes:

附註：

(a) Aging analysis of trade payables

The credit terms of trade payables granted by the vendors generally range from full payment before shipment to net 180 days. The aging analysis of trade payables based on invoice date at the end of reporting period is as follows:

(a) 貿易應付款項賬齡分析

賣方授予的貿易應付款項的信貨期一般由出貨前全數付款至收貨後180天不等。根據發票日期，報告期末的貿易應付款項賬齡分析如下：

		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
Below 30 days	30天以下	36,688	56,307
Between 31 and 60 days	31至60天	25,201	42,254
Over 60 days	60天以上	41,070	34,371
		102,959	132,932

(b) Trade payables by currency denomination

The carrying amounts of the Group's trade payables are denominated in the following currencies:

(b) 按貨幣計值的貿易應付款項

本集團貿易應付款項之賬面值以下列貨幣計值：

		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
HK\$	港元	8,618	16,824
US\$	美元	44,815	70,230
RMB	人民幣	48,433	43,904
EUR	歐元	760	1,737
Other currencies	其他貨幣	333	237
		102,959	132,932

(c) Accruals

The amount mainly includes accruals for staff salaries and employee benefit costs, sales commission, audit fee and other operating expenses.

(c) 應計款項

該金額主要包括員工薪金及僱員福利成本、銷售佣金、審計費及其他經營開支的應計費用。

(d) Other payables and provisions

The amount mainly consists of refundable sales deposit received.

(d) 其他應付款項及撥備

該款項主要包括已收可退還銷售按金。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

25 CONTRACT LIABILITIES

As at 31 December 2023 and 2022, the Group recognised the following liabilities related to contracts with customers:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Contract liabilities	合約負債	16,865	38,414

(a) Change in contract liabilities

The Group receives payments from customers based on billing schedule as established in contracts. Payments are usually received in advance under the contracts which are mainly from sales of goods. Contract liabilities have decreased due to satisfaction of performance obligations from previous year during the year and reduction in prepayment received for goods to be delivered as of the reporting date.

(b) Revenue recognised in relation to contract liabilities

The following table shows the amounts of the revenue recognised for the years ended 31 December 2023 and 2022 which relates to carried-forward contract liabilities.

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue recognised that was included in the contract liabilities balance at the beginning of the year	計入於年初合約負債結餘的已確認收益		
Sales of goods	銷售貨品	28,672	9,345

(c) Unsatisfied contracts related to sales of goods

The Group has applied the practical expedient to exempt the disclosure of unsatisfied, or partially unsatisfied, performance obligations as of the end of the reporting periods arising from its sales contracts for electronic products, as they have original expected durations of one year or less.

25 合約負債

於二零二三年及二零二二年十二月三十一日，本集團確認以下與客戶合約有關的負債：

(a) 合約負債變動

本集團根據合約規定的出票安排向客戶收取付款。通常根據合約提前收取付款者，主要來自銷售貨品。合約負債減少乃由於年內已履行上一年度的履約責任及截至報告日期就將予交付的貨品收取的預付款項減少。

(b) 就合約負債確認的收益

下表載述截至二零二三年及二零二二年十二月三十一日止年度已確認與結轉合約負債有關的收益金額。

(c) 與銷售貨品有關的未履行合約

因為電子產品銷售合約的履約義務原預計期限為一年或更短，本集團已採用簡易實務處理手法，豁免其披露於報告日期期末的未履行或部分未履行的履約義務。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

26 BORROWINGS

26 借款

		2023 二零二三年	2022 二零二二年
	Note 附註	HK\$'000 千港元	HK\$'000 千港元
Secured bank borrowings	有抵押銀行借款	(a) 20,657	20,970

The Group's borrowings were repayable as follows (without taking into account the repayment on demand clause as detailed in note (a) below):

本集團的借款償還情況如下(未計及下文附註(a)所詳述按要求償還條款)：

		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
Within 1 year	1年內	13,157	19,150
Between 1 and 2 years	1年至2年	5,000	986
Between 2 and 5 years	2年至5年	2,500	834
		20,657	20,970

(a) Repayment on demand clause

As these loans include a clause that gives the lender the unconditional right to call the loans at any times ("Repayment on Demand Clause"). According to HK Interpretation 5 "Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause", these loans were classified by the Company as current liabilities.

(b) Pledge of assets

As at 31 December 2023 and 2022, the total borrowings were secured by the following assets and their carrying values were shown below:

(a) 按要求償還條款

由於該等貸款包括一項條款賦予貸款人無條件權利在任何時間追回貸款(「按要求償還條款」)。根據香港詮釋第5號「財務報表的呈報 – 借款人對載有按要求償還條款之有期貨款之分類」，該等貸款均被本公司歸類為流動負債。

(b) 資產抵押

於二零二三年及二零二二年十二月三十一日，以下資產作抵押的總借款及其賬面值列示如下：

		2023 二零二三年	2022 二零二二年
		HK\$'000 千港元	HK\$'000 千港元
Property, plant and equipment (note 15)	物業、廠房及設備(附註15)	22,900	23,000
Financial assets at fair value through profit or loss (note 17)	按公平值計入損益賬的 金融資產(附註17)	1,870	9,325
Restricted bank deposits (note 23)	受限制銀行存款(附註23)	16,543	6,156
		41,313	38,481

The borrowings were also secured by the an indemnity for an unlimited amount executed by the Company (note 30).

該等借款亦由本公司簽立的無限額彌償保證作為抵押(附註30)。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

26 BORROWINGS (Continued)

(c) Interest rate

The exposure of the Group's borrowings to interest rate changes and the contractual repricing dates at end of the reporting period are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Variable rate	變動利率	20,657	20,970

The fair values of the borrowings approximates their carrying amounts as the impact of discounting is not significant.

The effective interest rate of bank borrowings is 7.82% per annum for the year ended 31 December 2023 (2022: 5.55% per annum).

(d) Balance by currency denomination

The carrying amounts of the Group's borrowings are denominated in the following currencies:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
HK\$	港元	14,800	3,561
US\$	美元	5,857	17,409
		20,657	20,970

(e) Undrawn borrowing facilities

The Group has the following undrawn borrowing facilities (note 30):

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Expiring within one year	於一年內到期	220,376	191,419

27 SHARE CAPITAL

Issued and fully paid

At the beginning and the end of the year

已發行及繳足

於年初及年末

27 股本

2023 二零二三年		2022 二零二二年	
Number of shares 股份數目	Amount 金額 HK\$'000 千港元	Number of shares 股份數目	Amount 金額 HK\$'000 千港元
1,000,000,000	281,507	1,000,000,000	281,507

Ordinary shares are classified as equity.

普通股分類為權益。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

28 RESERVES**(a) Other reserve**

Other reserve as at 31 December 2023 and 2022 represent the aggregate paid-in capital of the subsidiaries acquired, offset by investment costs in subsidiaries of the Company during the reorganisation.

(b) Statutory reserve

In accordance with the PRC Company Law and the articles of association of those group companies incorporated in the PRC, the group companies are required to appropriate 10% of their profits after tax, as determined in accordance with Accounting Standards for Business Enterprises and the Accounting System for Business Enterprises and other regulations applicable to group companies, to the statutory surplus reserve until such reserve reaches 50% of the registered capital of the group companies. The appropriation to the reserve must be made before any distribution of dividends to holders of the group companies. The statutory surplus reserve can be used to offset previous years' losses, if any, and part of the statutory surplus reserve can be capitalised as the group companies' capital provided that the amount of such reserve remaining after the capitalisation shall not be less than 25% of the capital of the group companies.

(c) Revaluation reserve

Revaluation reserve as at 31 December 2023 and 2022 represent the revaluation of land and buildings held by the Group.

(d) Currency translation reserve

The currency translation reserve comprises the exchange differences arising for the translation of the financial statements of foreign operations.

28 儲備**(a) 其他儲備**

於二零二三年及二零二二年十二月三十一日，其他儲備指重組期間被本公司於附屬公司的投資成本抵銷的所收購附屬公司的實繳資本總額。

(b) 法定儲備

根據中國公司法及於中國註冊成立的集團公司的組織章程細則，集團公司須提取其稅後溢利之10%（根據企業會計準則及企業會計制度以及其他適用於集團公司的規例而定）作為法定盈餘儲備，直至該儲備達至其註冊股本之50%為止。儲備的撥款必須於向集團公司持有人宣派股息前作出。法定盈餘儲備可用於抵銷過往年度虧損（如有），部分亦可用於撥充集團公司股本的資金，惟於資本化後餘下的有關儲備金額不得少於其股本的25%。

(c) 重估儲備

於二零二三年及二零二二年十二月三十一日，重估儲備指重估本集團持有的土地及樓宇。

(d) 貨幣換算儲備

貨幣換算儲備包括換算境外業務的財務報表產生的匯兌差額。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

29 EQUITY-SETTLED SHARE-BASED PAYMENT TRANSACTION

Pursuant to a written resolution of the then shareholder passed on 27 October 2017, the Company adopted a Share Option Scheme (the “Scheme”).

The Scheme is a share incentive scheme established to recognise and acknowledge the contributions eligible participants have made to the Group. The Scheme is valid and effective for a period of ten years commencing on the date of the adoption of the Scheme, unless terminated earlier by the shareholders in a general meeting.

As at 31 December 2023, the total number of shares available for issue under the Scheme was 70,000,000 (2022: 70,000,000 shares), representing 7% (2022: 7%) of the issued share capital of the Company.

No share options were granted, exercised or lapsed under the Scheme during the years ended 31 December 2023 and 2022.

No share-based compensation expenses was charged to the consolidated statement of comprehensive income for the year ended 31 December 2023 (2022: nil).

30 BANKING FACILITIES

At 31 December 2023, the Group had banking facilities totalling HK\$261,180,000 (2022: HK\$239,350,000) granted by three banks (2022: three banks). These facilities were secured by the land and building, certain financial assets at fair value through profit or loss and restricted bank deposits of the Group, and an indemnity for an unlimited amount executed by the Company.

29 以權益結算及股份為基礎付款的交易

根據於二零一七年十月二十七日由當時股東通過的書面決議案，本公司採納購股權計劃（「該計劃」）。

該計劃為一項股份獎勵計劃，乃為表彰和肯定合資格參與者對本集團所作貢獻而設立。該計劃除非由股東在股東大會上提早終止，否則自該計劃採納日期起十年期間有效及具效力。

於二零二三年十二月三十一日，根據該計劃可供發行的股份總數為70,000,000股（二零二二年：70,000,000股），相當於本公司已發行股本7%（二零二二年：7%）。

截至二零二三年及二零二二年十二月三十一日止年度，概無購股權根據該計劃已授出、已行使或已失效。

概無以股份為基礎的報酬開支自截至二零二三年十二月三十一日止年度的綜合全面收益表扣除（二零二二年：無）。

30 銀行融資

於二零二三年十二月三十一日，本集團擁有由三家銀行（二零二二年：三家銀行）授出合共261,180,000港元（二零二二年：239,350,000港元）之銀行融資。該等融資由土地及樓宇、若干按公平值計入損益賬的金融資產及本集團的受限制銀行存款以及由本公司簽立的無限額彌償作抵押。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

31 COMMITMENTS

(a) Capital commitments

Capital expenditure contracted for at the end of the reporting period but not yet incurred is as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	4,823	1,121

(b) Lease commitments – as a lessee

The Group has recognised right-of-use assets and lease liabilities for all leases, except for short-term leases with original lease term of less than one year.

The total future minimum lease payments under non-cancellable leases for which no lease liabilities have been recognised by the Group as at 31 December 2023 and 2022 are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	152	565

31 承擔

(a) 資本承擔

於報告期末已訂約但未產生的資本開支如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Property, plant and equipment	4,823	1,121

(b) 租賃承擔 – 作為承租人

本集團已就所有租賃確認使用權資產及租賃負債，惟不包括原租期少於一年的短期租賃。

於二零二三年及二零二二年十二月三十一日，在不可撤銷之租賃之下，本集團並無確認租賃負債之未來最低租賃付款總額如下：

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	152	565

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

32 NOTE TO THE STATEMENT OF CASH FLOWS 32 現金流量表附註

(a) Reconciliation of profit before tax to cash generated from operations:

(a) 除稅前溢利與營運產生之現金對賬：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cash flows from operating activities	經營活動所得現金流量		
Profit before income tax	除所得稅前溢利	57,445	55,879
Adjustments for:	就下列各項調整：		
Interest income	利息收入	(1,331)	(413)
Investment income	投資收入	(167)	(222)
Depreciation for property, plant and equipment	物業、廠房及設備折舊	13,693	12,883
Depreciation for right-of-use assets	使用權資產折舊	13,215	10,066
Finance expenses	財務開支	11,168	11,183
Gain on lease modification	租賃修訂收益	-	(18)
(Gain)/loss on disposal of property, plant and equipment	出售物業、廠房及設備 (收益)/虧損	(12)	222
Provision for impairment loss on trade receivables	貿易應收款項減值 虧損撥備	1,466	501
Reversal of impairment loss on inventories	存貨減值虧損撥回	(8,251)	(2,944)
Obsolete inventories written off	陳舊存貨撇銷	1,182	604
Fair value loss on financial assets at fair value through profit or loss	按公平值計入損益賬的 金融資產的公平值虧損	127	826
Operating profit before working capital changes	營運資金變動前的 經營溢利	88,535	88,567
Decrease in inventories	存貨減少	45,670	1,856
Increase in trade and other receivables	貿易及其他應收款項 增加	(3,287)	(29,006)
Decrease/(increase) in prepayment and deposits	預付款項及按金減少/ (增加)	5,770	(1,729)
(Decrease)/increase in trade and other payables	貿易及其他應付款項 (減少)/增加	(35,398)	14,844
Decrease in contract liabilities	合約負債減少	(21,549)	(6,956)
Net cash generated from operations	經營所得現金淨額	79,741	67,576

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

32 NOTE TO THE STATEMENT OF CASH FLOWS (Continued) 32 現金流量表附註(續)

(b) Reconciliation of liabilities arising from financing activities:

(b) 融資活動產生之負債對賬：

		Lease liabilities 租賃負債 HK\$'000 千港元	Borrowings 借款 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Balance at 1 January 2022	於二零二二年一月一日的結餘	16,098	10,438	26,536
Cash flows	現金流			
– Inflow from financing activities	– 融資活動現金流入	–	178,781	178,781
– Outflow from financing activities	– 融資活動現金流出	(7,859)	(194,669)	(202,528)
– Outflow from operating activities	– 經營活動現金流出	(3,080)	(2,383)	(5,463)
Non-cash changes	非現金變動			
Interest expense	利息支出	3,080	2,383	5,463
Exchange differences	匯兌差額	(185)	99	(86)
Other non-cash items	其他非現金項目	97,880	26,321	124,201
Balance at 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日的結餘	105,934	20,970	126,904
Cash flows	現金流			
– Inflow from financing activities	– 融資活動現金流入	–	70,005	70,005
– Outflow from financing activities	– 融資活動現金流出	(10,337)	(70,327)	(80,664)
– Outflow from operating activities	– 經營活動現金流出	(4,671)	(1,621)	(6,292)
Non-cash changes	非現金變動			
Interest expense	利息支出	4,671	1,621	6,292
Exchange differences	匯兌差額	841	9	850
Other non-cash items	其他非現金項目	6,311	–	6,311
Balance at 31 December 2023	於二零二三年十二月三十一日的結餘	102,749	20,657	123,406

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

33 RELATED PARTY TRANSACTIONS

Transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed in this note. Save for those disclosed elsewhere in this consolidated financial statements, details of transactions between the Group and other related parties are disclosed below:

(a) Transactions with related party

During the year ended 31 December 2022, the Group entered into the following transaction with the related party:

Relationship 關係	Nature of transaction 交易性質	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
The spouse of one of the controlling shareholders of the Company 本公司其中一名控股股東的配偶	Consultancy fees 諮詢費用	-	3,141

The fees paid to the related party are made on normal commercial terms and conditions.

(b) Key management compensation

Members of key management during the year comprised the directors and chief executive whose remunerations are set out in note 10(f) to the consolidated financial statements.

33 關聯方交易

本公司與其附屬公司之間的交易已於綜合賬目時對銷而並無於本附註內披露。除本綜合財務報表其他部分披露的內容外，本集團與其他關聯方之間的交易詳情披露如下：

(a) 與關聯方的交易

於截至二零二二年十二月三十一日止年度，本集團與關聯方訂立以下交易：

2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
-	3,141

已付關聯方的費用乃按正常商業條款及條件作出。

(b) 主要管理層薪酬

於本年度主要管理層成員僅由其薪酬載列於綜合財務報表附註10(f)之董事及主要行政人員所組成。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

34 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY 34 本公司財務狀況表及儲備變動

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
		Note 附註		
Assets	資產			
Non-current assets	非流動資產			
Investment in subsidiaries	於附屬公司的投資	20	145,182	145,182
Financial assets at fair value through profit or loss	按公平值計入損益賬的金融資產		1,475	1,673
Amount due from a subsidiary	應收一家附屬公司款項		121,001	120,665
			267,658	267,520
Current assets	流動資產			
Prepayments and deposits	預付款項及按金		219	368
Other receivable	其他應收款項		2	12,000
Amount due from a subsidiary	應收一家附屬公司款項		4,986	4,385
Tax recoverable	可收回稅項		204	-
Cash and cash equivalents	現金及現金等價物		27,291	33,992
			32,702	50,745
Current liabilities	流動負債			
Trade and other payables	貿易及其他應付款項		4,180	3,293
Current income tax liabilities	即期所得稅負債		-	407
			4,180	3,700
Net current assets	流動資產淨值		28,522	47,045
Net assets	資產淨值		296,180	314,565
Equity	權益			
Share capital	股本	27	281,507	281,507
Reserve	儲備	(a)	14,673	33,058
Total equity	權益總額		296,180	314,565

The statement of financial position of the Company was approved by the Board of Directors on 12 April 2024 and was signed on its behalf

本公司的財務狀況表已由董事會於二零二四年四月十二日批准，並由以下董事代表董事會簽署

Wong Sze Chai
黃思齊
Director
董事

Tai Leung Lam
戴良林
Director
董事

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

34 STATEMENT OF FINANCIAL POSITION AND RESERVE MOVEMENT OF THE COMPANY *(Continued)*

(a) Reserve movement of the Company

34 本公司財務狀況表及儲備變動 (續)

(a) 本公司儲備變動

		<i>Note</i> 附註	Retained profits 保留溢利 HK\$'000 千港元
As 31 December 2022	於二零二二年十二月三十一日		33,058
Profit for the year	年內溢利		1,615
Dividend paid	已付股息	14	(20,000)
As 31 December 2023	於二零二三年十二月三十一日		14,673
As 31 December 2021	於二零二一年十二月三十一日		18,687
Profit for the year	年內溢利		22,371
Dividend paid	已付股息	14	(8,000)
As 31 December 2022	於二零二二年十二月三十一日		33,058

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註

35 FINANCIAL INSTRUMENTS BY CATEGORY

As at 31 December 2023

35 金融工具－按類別劃分

於二零二三年十二月三十一日

		Financial assets at amortised cost 按攤銷成本 計量的 金融資產 HK\$'000 千港元	Financial assets at FVPL 按公平值 計入損益賬 的金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at fair value through the profit or loss	按公平值計入損益賬的金融資產	-	3,603	3,603
Trade and other receivables	貿易及其他應收款項	202,564	-	202,564
Deposits	按金	4,613	-	4,613
Restricted bank deposits	受限制銀行存款	16,543	-	16,543
Cash and cash equivalents	現金及現金等價物	60,949	-	60,949
Total	總計	284,669	3,603	288,272

		Financial liabilities at amortised cost 按攤銷成本 計量的 金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade and other payables (note)	貿易及其他應付款項(附註)	114,759	114,759
Borrowings	借款	20,657	20,657
Lease liabilities	租賃負債	102,749	102,749
Total	總計	238,165	238,165

Note:

The amount excluding from trade and other payables mainly represents the accrual for salaries and other employee benefit costs.

附註：

不計入貿易及其他應付款項的金額主要指薪金及其他僱員福利成本的應計費用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

35 FINANCIAL INSTRUMENTS BY CATEGORY 35 金融工具－按類別劃分(續)
(Continued)

As at 31 December 2022

於二零二二年十二月三十一日

		Financial assets at amortised cost 按攤銷成本計量的金融資產 HK\$'000 千港元	Financial assets at FVPL 按公平值計入損益賬的金融資產 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at fair value through the profit or loss	按公平值計入損益賬的金融資產	–	11,340	11,340
Trade and other receivables	貿易及其他應收款項	200,744	–	200,744
Deposits	按金	4,092	–	4,092
Restricted bank deposits	受限制銀行存款	6,156	–	6,156
Cash and cash equivalents	現金及現金等價物	72,796	–	72,796
Total	總計	283,788	11,340	295,128

		Financial liabilities at amortised cost 按攤銷成本計量的金融負債 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Trade and other payables (note)	貿易及其他應付款項(附註)	145,746	145,746
Borrowings	借款	20,970	20,970
Lease liabilities	租賃負債	105,934	105,934
Total	總計	272,650	272,650

Note:

The amount excluding from trade and other payables mainly represents the accrual for salaries and other employee benefit costs.

附註：

不計入貿易及其他應付款項的金額主要指薪金及其他僱員福利成本的應計費用。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
綜合財務報表附註**36 CONTINGENT LIABILITIES**

The Group did not have any material contingent liabilities as at 31 December 2023 (2022: nil).

37 COMPARATIVE FIGURES

The following comparative figures in the consolidated statement of comprehensive income have been reclassified to conform with the current year's presentation of the Group:

- Reclassification of fair value loss on financial assets at fair value through profit or loss in the amount of HK\$826,000 from "Other income" to "Other operating income, net" to fairly present its nature.
- Reclassification of gain on foreign exchange, net in the amount of HK\$2,120,000 from "Other income" to "Other operating income, net" to fairly present its nature.

In the opinion of the Board, the reclassifications made to the comparative figures has no significant impact on the Group's consolidated statement of comprehensive income for the year ended 31 December 2022.

36 或然負債

於二零二三年十二月三十一日，本集團並無任何重大或然負債（二零二二年：無）。

37 比較數字

綜合全面收益表中的以下比較數字已重新分類，以符合本集團於本年度的呈列：

- 將按公平值計入損益賬的金融資產公平值虧損826,000港元由「其他收入」重新分類至「其他經營收入淨額」，以公平呈列其性質。
- 將外匯收益淨額2,120,000港元由「其他收入」重新分類至「其他經營收入淨額」，以公平呈列其性質。

董事會認為，對比較數字進行重新分類對本集團截至二零二二年十二月三十一日止年度的綜合全面收益表並無重大影響。

FIVE YEARS FINANCIAL SUMMARY

五年財務概要

For the year ended 31 December 截至十二月三十一日止年度

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Results	業績					
Revenue	收益	1,160,211	978,103	744,067	701,699	808,599
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	57,445	55,879	(15,495)	37,695	24,311
Income tax (expense)/credit	所得稅(開支)/抵免	(10,296)	(10,461)	4,911	(8,814)	(1,954)
Profit/(loss) for the year	年內溢利/(虧損)	47,149	45,418	(10,584)	28,881	22,357
Attributable to:	應佔：					
Owners of the Company	本公司擁有人	47,149	45,418	(10,584)	28,881	22,357

As at 31 December 於十二月三十一日

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元	2019 二零一九年 HK\$'000 千港元
Assets and liabilities	資產及負債					
Total assets	資產總值	682,770	723,516	601,614	543,717	515,235
Total liabilities	負債總額	(272,035)	(339,651)	(256,947)	(178,912)	(162,744)
Net assets	資產淨值	410,735	383,865	344,667	364,805	352,491
Equity attributable to owners of the Company	本公司擁有人 應佔權益	410,735	383,865	344,667	364,805	352,491

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