

枋濟

ANNUAL 年
REPORT 報

2023

LegendStrategy 枋濟國際

Legend Strategy International Holdings Group Company Limited
(a company incorporated in the Cayman Islands with limited liability)

枋濟國際集團控股有限公司
(於開曼群島註冊成立的有限公司)
Stock Code 股份代號 1355

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Corporate Information 公司資料

DIRECTORS

Executive Director

Mr. Chung Tin Yan (Chief Executive Officer)

Non-executive Directors

Mr. Yuan Fuer (Chairman)

Mr. Hu Xinglong

Independent Non-executive Directors

Mr. Wu Jilin

Mr. Du Hongwei

Mr. Lam Cheung Shing Richard

COMPANY SECRETARY

Mr. Chung Tin Yan

AUTHORISED REPRESENTATIVES

Mr. Chung Tin Yan

Mr. Hu Xinglong

AUDIT COMMITTEE

Mr. Wu Jilin (Chairman)

Mr. Du Hongwei

Mr. Lam Cheung Shing Richard

NOMINATION COMMITTEE

Mr. Lam Cheung Shing Richard (Chairman)

Mr. Wu Jilin

Mr. Du Hongwei

REMUNERATION COMMITTEE

Mr. Du Hongwei (Chairman)

Mr. Wu Jilin

Mr. Lam Cheung Shing Richard

董事

執行董事

鍾天昕先生(行政總裁)

非執行董事

袁富兒先生(主席)

胡性龍先生

獨立非執行董事

吳吉林先生

杜宏偉先生

林長盛先生

公司秘書

鍾天昕先生

授權代表

鍾天昕先生

胡性龍先生

審核委員會

吳吉林先生(主席)

杜宏偉先生

林長盛先生

提名委員會

林長盛先生(主席)

吳吉林先生

杜宏偉先生

薪酬委員會

杜宏偉先生(主席)

吳吉林先生

林長盛先生

Corporate Information 公司資料

PRINCIPAL BANKS

PRC

Industrial Bank Co., Ltd.

Hong Kong

Hang Seng Bank Limited
Bank of China (Hong Kong) Limited

AUDITOR

HLB Hodgson Impey Cheng Limited

LEGAL ADVISER AS TO HONG KONG LAW

Chiu & Partners

REGISTERED OFFICE

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

HEADQUARTER AND PRINCIPAL PLACE OF BUSINESS IN HONG KONG

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World-Wide House
19 Des Voeux Road Central
Central
Hong Kong

THE CAYMAN ISLANDS PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

主要往來銀行

中國

興業銀行股份有限公司

香港

恒生銀行有限公司
中國銀行(香港)有限公司

核數師

國衛會計師事務所有限公司

就香港法律之法律顧問

趙不渝 馬國強律師事務所

註冊辦事處

Cricket Square
Hutchins Drive
P.O. Box 2681
Grand Cayman
KY1-1111
Cayman Islands

總部及香港主要營業地點

香港
中環
德輔道中19號
環球大廈
17樓1702室

開曼群島主要股份過戶登記處

Conyers Trust Company (Cayman) Limited
Cricket Square
Hutchins Drive
P.O. Box 2681
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Corporate Information

公司資料

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Union Registrars Limited
Suites 3301-04, 33/F
Two Chinachem Exchange Square
338 King's Road
North Point
Hong Kong

COMPANY'S WEBSITE

www.legend-strategy.com

STOCK CODE

1355

香港股份過戶登記分處

聯合證券登記有限公司
香港
北角
英皇道338號
華懋交易廣場2期
33樓3301-04室

公司網站

www.legend-strategy.com

股份代號

1355

Chairman's Statement 主席報告

On behalf of the board (the “Board”) of directors (the “Directors”) of Legend Strategy International Holdings Group Company Limited (the “Company”, together with its subsidiaries, the “Group”), I am pleased to present the annual results of the Company and its subsidiaries for the year ended 31 December 2023 (the “Year”).

BUSINESS REVIEW

In 2023, the world successfully and effectively controlled the COVID-19 pandemic. Over the past few years, in the face of the challenges posed by the pandemic, the Group has consistently prioritized the safety and health of the people. We actively cooperated with the government's epidemic prevention efforts and protected the safety of our employees and customers through robust internal management and crisis response systems. With China's continued implementation of proactive epidemic prevention policies, the domestic situation further improved. Mainland China lifted all restrictions related to the pandemic in the first half of 2023, including travel limitations. As border controls eased, signs of recovery started to emerge in the commercial and tourism industries, and both business travelers and tourists began to embark on their journeys.

Throughout the year, we have adhered to a “steady progress” development approach, closely monitoring changes in the international environment and swiftly adjusting our business strategies to ensure the stable operation of the Company amidst external uncertainties. The Group demonstrated resilience in the performance of its accommodation operation segment and achieved a new balance between online and offline operations through digital empowerment, ensuring both epidemic prevention and normal operations. Additionally, we continued to expand in the areas of accommodation consulting and property facility management services, striving to enhance our brand, quality, and efficiency, thereby laying a solid foundation for business growth.

OUTLOOK FOR THE FUTURE

Looking ahead to 2024, we are confident about the future. As the world moves beyond the pandemic, we believe that the travel and accommodation industry will experience a gradual recovery. The end of the COVID-19 pandemic will bring more confidence and a sense of security, leading to an increase in travel activities and a gradual rebound in consumer demand for accommodation services. This trend also fuels people's enthusiasm for travel and signifies that in the days to come, they will be more willing to invest in vacation trips, bringing more opportunities for our accommodation business.

本人謹代表枋濬國際集團控股有限公司(「本公司」)，連同其附屬公司(「本集團」)董事(「董事」)會(「董事會」)，欣然提呈本公司及其附屬公司截至二零二三年十二月三十一日止年度(「本年度」)之全年業績。

業務回顧

二零二三年，全球成功有效控制了新冠病毒大流行。在過去幾年，面對疫情的挑戰，本集團堅持以人民生命安全和健康為首要目標，積極配合政府的防疫工作，同時通過充實的內部管理和危機應對體系，保護員工和客戶的安全。隨著中國持續實施積極的防疫政策也見其成效，國內疫情亦進一步趨緩。中國大陸在二零二三年上半年全面解封，也解除了與疫情相關的旅遊限制。隨著邊境管控的放寬，商業與旅遊業開始顯露復甦跡象，商務客和遊客紛紛踏上旅途。

在這一年的經營中，我們始終秉持「穩中求進」的發展思路，緊密關注國際環境變化，迅速調整經營策略，以確保本公司在外部環境不確定性下的穩健運行。本集團在住宿運營板塊業績中表現出彈性，並透過資訊化賦能，實現線上線下雙管齊下，確保實現防疫抗疫和運營常序運行的新平衡。此外，本集團在住宿諮詢及物業設施管理服務方面持續拓展，致力於提升品牌、品質、效益，為業務增長打下堅實基礎。

展望未來

展望二零二四年，我們對未來充滿信心。隨著全球迎接疫情後的日子，我們相信旅遊和住宿行業將迎來漸進式的恢復。新冠疫情的結束將帶來更多的信心和安全感，這將助長旅遊活動的增加，促使消費者對住宿服務的需求逐漸回升。這一趨勢同時推動了人們對旅行的熱情，預示著在未來的日子裡，人們將更願意投入在度假旅行上，為我們的住宿業務帶來了更多機遇。

Chairman's Statement

主席報告

While we acknowledge that challenges still exist, we also see opportunities. The optimization of the Chinese economy and the macro policies promoted by the government will provide strong support for our business development. The Group will continue to actively seek various investment and business development opportunities, enhance our competitiveness in the market, and promote sustained high-quality development. At this new starting point, we will remain committed to the principles of “prudent operation and continuous innovation”, constantly improving our products and service levels to meet the growing needs of our customers. Moreover, we will embrace cooperation opportunities of different industries with an open mindset, expand and diversify our income sources, and achieve the long-term goal of sustainable development for the Company.

We express our gratitude to shareholders and partners for their continuous support, enabling us to work together to create a brighter future and share the fruits of future development.

Yuan Fuer

Chairman

On Behalf of the Board

25 March 2024

我們深知挑戰仍然存在，但也看到機遇。中國經濟持續優化，政府推動的宏觀政策將為我們的業務發展提供有力支持。本集團將繼續積極尋找各種投資和業務發展機會，提高我們在市場上的競爭力，推進持續高質量發展。在這個新的起點上，我們將持續堅守「穩健經營、持續創新」的理念，不斷提升產品和服務水平，以滿足客戶日益增長的需求。同時，我們將以更加開放的態度迎接各行各業的合作機會，拓展並擴闊收益來源，增加盈利，實現公司可持續發展的長遠目標。

感謝股東和合作夥伴一直以來的支持，讓我們攜手共創未來，共同分享未來的發展的成果。

袁富兒

主席

代表董事會

二零二四年三月二十五日

Management Discussion and Analysis

管理層討論及分析

BUSINESS AND OPERATION REVIEW FOR 2023

The Group is principally engaged in accommodation operations, provision of accommodation consultations and property facilities management services and other related business. The Group has five leased-and-operated accommodation projects under operation during the Year. Revenue from accommodation operations during the Year was mainly derived from rental of accommodation and conference facilities and provision of property facilities management and accommodation consultations services.

With the gradual reduction of the impact of the COVID-19 pandemic in the first half of 2023 and the reopening of China's borders with other international regions, the hotel business is expected to gradually improve. However, the hotel business is still affected by the unstable Chinese and global economy and geopolitical situation. Faced with such complex and severe situation, the Group maintains a cautious and proactive attitude around its main business, by the way enhancing its core competitiveness, grasping macro-environmental trends and market developments, seizing opportunities in the recovery of the tourism industry and the increasing consumer willingness to spend, adjusting business strategies, expanding and developing personalized accommodation products and management services, accelerating store openings, upgrading brands and products, optimizing member benefits, enhancing experience and efficiency, forming a well-structured, distinctive and clear hotel brand matrix, and achieving performance growth. On this basis, the Group also takes advantage of the situation, overcomes difficulties, promotes integration, strengthens management, controls costs, reduces expenses, and promotes the sustainable and high-quality development of the enterprise.

Accommodation operations business

With respect to the accommodation operation, for the year ended 31 December 2023, the revenue was HK\$58,247,000, representing an increase of approximately 6.57% as compared with the last financial year. The increase in revenue was mainly attributable to the growth in the accommodation business of the Group, which was driven by the accelerated recovery of various industries and the further stabilization of the overall improving fundamentals in light of the effective domestic pandemic prevention and control measures and other favorable policies, in particular when the tourism market rebounded gradually, evidenced by the resumption of cross-province traveling frequency to the pre-pandemic level, as well as a significant increase in resident travel radius, length of stay, and leisure travel radius.

二零二三年之業務及營運回顧

本集團主要從事住宿營運及提供住宿諮詢及物業設施管理服務等相關業務。截至二零二三年十二月三十一日止年度（「本年度」），本集團擁有五家營運中之租賃經營住宿項目。本年度住宿營運之收益主要來自租賃住宿及會議設施與提供物業設施管理及住宿諮詢服務。

隨著二零二三年上半年新冠疫情影響減弱以及中國與其他國際地區邊境重新開放，酒店業務將逐漸改善。然而，酒店業務仍然受到中國經濟、全球經濟和地緣政治不穩定的影響。面對複雜嚴峻的形勢，本集團保持審慎、積極的態度，圍繞主營業務，增強核心競爭力的戰略目標，把握宏觀環境和市場發展趨勢，抓住旅遊行業復甦、消費意願增強的機遇，調整業務策略，拓展和開發個性化的住宿產品和管理服務，加速開店步伐，升級品牌和產品，優化會員權益，提升體驗和效率，形成佈局完善、特色鮮明、主次清晰的酒店品牌矩陣，實現業績增長。在此基礎上，本集團還因勢利導，攻堅克難，推進整合，通過加強管理、控制成本、降低費用等措施，推進企業持續高品質發展。

住宿營運業務

就住宿營運方面，截至二零二三年十二月三十一日的年度收益為58,247,000港元，較上個財政年度同期上升約6.57%。收益增加主要得益於國內疫情防控形勢和政策利好影響，行業復甦進程不斷提速，持續向上的基本面進一步穩固，特別是旅遊市場逐步回暖，跨省遊頻率向疫前常態回歸，居民出遊半徑、停留時長、目的地遊憩半徑擴張明顯，帶動本集團住宿業務有所增長。

Management Discussion and Analysis

管理層討論及分析

Despite the Group recorded an increase in revenue as compared to the last financial year, the Group continued to dedicate itself to improving the performance of its existing accommodation projects and stimulating its property facilities management and accommodation consultations services by implementing effective sales and marketing plans, including entering into cooperation agreements with new tourism intermediaries and actively liaising with various corporate customers. The Group also continued to adopt a series of operation improvement schemes during the Year such as improving accommodation ancillary facilities and implementing staff performance programs. By seeking customers' feedback from time to time, reviewing comments available from online travel agencies and their platforms, as well as actively carrying out improvement plans to increase service quality, customers' satisfaction and employees' morale, in order to boost up revenue and improve performance in all aspects.

In addition to the frontline operation of various accommodation projects and services, we also took important actions to control back office and other expenses, including reviewing human resource efficiency and making corresponding improvements, maintaining cost-saving measures to lower corporate expenses and reviewing performance from time to time by comparing with financial budgets, so as to maximize the Group's benefits.

The following is an update on the Group's existing business:

Accommodation projects under operations

Chengdu Branch

Chengdu Branch is situated near Tianfu Square. It has two floors and a total gross floor area ("GFA") of approximately 7,600 sq.m.. As located at the heart of Chengdu, Tianfu Square is a representative landmark, which is not only the economic, cultural, and commercial center of Chengdu, but also a strategically important transportation hub. Adjacent to famous tourist sites, including People's Park, Wuhou Shrine, Kuanzhai Alley, Chunxi Road Pedestrian Street, and the millennium ancient temple Daci Temple, the Chengdu branch gains full access to the golden business district of Tianfu Square, while overlooking Sichuan Provincial Library, Chengdu Museum, Tianfu Square, and other new landmarks in the city. Due to easily accessible transport services, accommodation guests can reach tourist attractions by express shuttle buses or multiple bus routes nearby the branch. It is a one-minute walk to Metro Lines 1 and 2 (Tianfu Square Station), and an approximately five-minute walk to the airport bus stop. In addition, drives from Chengdu Shuangliu International Airport, Chengdu East Railway Station and Chengdu South Railway Station take within 30 minutes. Furthermore, the branch is in close proximity to various gourmet restaurants.

儘管本集團的收益較前一期間增加，本集團仍繼續致力實行之有效的銷售及市場方案，以改善自身現有住宿項目及刺激物業設施管理及住宿諮詢服務之業績，包括與新的旅遊中介簽訂合作協議及主動與不同的企業客戶聯繫。本集團亦於本期間繼續實行一系列的經營改善方案，如改善住宿項目配套設施和實行員工績效方案等，本集團亦會不時聽取顧客意見，檢視網上旅遊代理及於其平台提供的建議並積極落實改善方案，以提高服務質素、客戶的滿意度和員工的士氣，務求全方位提高收益，改善業績。

在各個住宿項目及服務的前線營運以外，我們亦就控制後勤和其他支出方面作出了重要舉措，包括檢討人力資源效益並作出相對應的調整、維持成本節約政策以減低企業支出費用及不時對比財務預算以檢討表現，為本集團爭取最佳利益。

以下為本集團現有業務之最新動態：

營運中的住宿項目

成都店

成都店地近天府廣場，擁有兩層樓面，總建築面積約7,600平方米。天府廣場地處成都市中心心臟地帶，是成都的一張城市名片，既是成都市的經濟、文化和商業中心，又是成都市的重要交通樞紐。成都店坐擁天府廣場黃金商圈，毗鄰人民公園、武侯祠、寬窄巷子、春熙路商業街、千年古刹大慈寺等著名景點，窗外即可俯覽成都市新地標建築—四川省圖書館、成都市博物館、天府廣場。分店交通便利，周邊有景區直通車或多條路線便捷到達各景區，距地鐵1、2號線(天府廣場站)步行距離1分鐘；距離機場大巴乘車點步行約5分鐘，距離雙流機場、高鐵成都東站和南站等均為30分鐘以內車程。分店周邊各類特色美食豐富。

Management Discussion and Analysis

管理層討論及分析

Chengdu as a famous domestic tourist city, at a result of the resumption of normal cross-border traffic between mainland China and Hong Kong, local economic and livelihood activities were quickly restored. With the increasing momentum of economic recovery in Chengdu and the steady rebound in tourism consumption confidence, coupled with the Group's flexible and rapid approach in adjusting its operational strategies, business of the Chengdu Branch recorded exceptional growth during the Year. It is expected that the Chengdu Branch will generate sustainable and stable income for the Group in the future.

Wuhan Branch

Located at the intersection of Lingyun Road and Lingkonggang Avenue in Municipal East-West Lake Lingkonggang Economic Development Zone, the Wuhan Branch has five floors and a total GFA of approximately 9,000 sq.m.. It is adjacent to East-West Lake Five-Ring Sports Center and the new district government building. It is also close to the East-West Lake Eco-tourism Zone, Matoutan Cultural Heritage Park, Xiehe East-West Lake Hospital and Huangshihai Park. It is a within nine-minute drive to Sandian Metro Station and Matoutan Metro Station. It is 200 meters away from the bus station of Lingyun Road East, 21 kilometers away from Wuhan Tianhe Airport and 15 kilometers away from Hankou Railway Station, which makes it very convenient to travel around.

As a major transportation hub in China, mainland China has further consolidated its achievements in epidemic prevention and control as well as economic recovery. This has led to the release of various pent-up demands in Wuhan city. Companies engaging in cross-province and cross-city activities have stabilized and begun to recover. Wuhan Branch, taking into account the current situation, has strengthened management in operational upgrades, revenue marketing, and cost optimization since its opening despite the fact that the performance of large commercial complexes and other business activities of the surrounding area has yet to improve. It has steadily operated and achieved expected results.

Huizhou Branch

Huizhou Branch is situated at Xunliawan of Huizhou, which is easily accessible as Huizhou is located near the Pearl River Delta neighbouring Shenzhen and Hong Kong with direct flights to other cities in China. Xunliawan offers our guests opportunities to enjoy a beach vacation in the region, become a beach bum, spend their days lazing on the sand and take in the sun followed by a dip in the clear waters. Also, with both historic scenic spots and the coast along the Pacific Ocean, Huizhou attracts domestic and foreign tourists to spend their holiday in the region.

成都作為國內著名旅遊城市，隨著內地和香港恢復正常通關，當地經濟和民生活動得以迅速恢復，城市經濟復甦動力不斷增強，旅遊消費信心穩步回升，加之本集團以靈活快速的方式調整營運策略，成都店業務在本年度達成強勁增長。期望成都店在未來能給本集團帶來持續穩定的收入。

武漢店

武漢店位於市東西湖臨空港經濟開發區凌雲路與臨空港大道交匯處，擁有五層樓面，總建築面積約9,000平方米。酒店緊鄰東西湖五環體育中心及新區政府大樓。金銀湖生態旅遊區、碼頭潭文化遺址公園、協和東西湖醫院、黃獅海公園等近在咫尺。9分鐘車程內均能快捷抵達三店地鐵站、碼頭潭地鐵站。距離凌雲路東公交場站200米；距離武漢天河機場車程約21公里，距離漢口火車站車程約15公里，交通線路四通八達，出行十分便利快捷。

作為全中國的交通樞紐，內地伴隨著國內進一步鞏固疫情防控和經濟復甦成果，對武漢市壓抑已久的各種需求得到釋放，各種跨省跨市的活動企穩復甦。武漢店審時度勢，雖然項目周邊的大型商業綜合體及其他商業活動表現仍有待改善，但本店開業初期便在營運升級、收益營銷和開源節流等方面加強管理，穩步經營，取得了預期成效。

惠州店

惠州店位於惠州巽寮灣，惠州靠近與深圳及香港相鄰的珠江三角洲，並有飛往中國其他城市的直達航班，交通便利。巽寮灣令賓客有機會在該地區享受海灘假日，成為海灘常客，在清澈海水中暢遊後流連沙灘、沐浴陽光。另外，惠州兼具歷史名勝及太平洋海岸的景觀，藉此吸引國內外遊客到該區度假。

Management Discussion and Analysis

管理層討論及分析

Benefiting from the resumption of normal cross-border traffic between mainland China and Hong Kong, the industry is noticeably on the trajectory of recovery as the popularity of travel among tourists continues to rise. Given the popularity of Huizhou Branch gained from previous years and with the commitment to the development of the Greater Bay Area of the Chinese Government, the Group looks forward to the increasing number of guests visiting the region which will boost the performance of Huizhou Branch in the long run.

Nanshan Branch

Nanshan Branch is situated near the Hong Kong-Shenzhen Western Corridor and the Shekou Port. It has five floors and a total GFA of approximately 7,000 sq.m., comprising 189 rooms. The Branch is located just beside the subway exit of Nanshan Station of Shenzhen Metro Line No. 11 and it takes approximately 30 minutes to travel from Nanshan Branch to the airport. Also, Nanshan Branch is in the proximity of the Coastal City Commercial Area, Shenzhen Book Mall (Nanshan), Shenzhen Bay Sports Centre Stadium and theme parks such as the Window of the World, Overseas Chinese Town Harbour and the Sea World, which provides convenient location and stable demand for temporary accommodation from both business and tourism guests.

As mentioned in the Company's announcement dated 28 December 2023, an indirectly wholly-owned subsidiary of the Company as tenant and the landlord entered into a supplemental tenancy agreement in respect of the renewal of the tenancy of the properties on which Nanshan Branch operates till 30 June 2026.

Nanshan Branch sought transformation through innovation and continued to introduce various types of accommodations to attract consumers, such as e-sports rooms and other special arrangements, thus increasing customer base and the satisfaction level of accommodation guests. Given an orderly recovery of the domestic tourism market, a stronger consumer sentiment, and an increasing demand for commercial activities such as exhibitions and training, the operating result of Nanshan Branch continued to improve, with an increase in revenue over the last financial year. The Group will continue to review its marketing strategies and re-examine the model of cooperation and sales plans with tourism intermediaries and corporate customers in order to improve its revenue in the long run.

隨著內地和香港恢復正常通關，旅客出行熱度持續升溫，行業復甦趨勢明顯。憑著惠州店過去獲取的人氣及隨著內地政府致力於大灣區發展，本集團期待造訪該地區的旅客數量增長，並從長遠提升惠州店表現。

南山店

南山店地近深港西部通道及蛇口碼頭，擁有五層樓面，總建築面積約7,000平方米，包括189間客房。該店位於深圳地鐵11號線南山站地鐵出口旁，用大概30分鐘便可從南山店抵達機場。此外，南山店鄰近海岸城商業區、深圳書城(南山店)、深圳灣體育中心以及世界之窗、歡樂海岸及海上世界等主題公園，地理位置便利，商業及遊客對短暫住宿的需求穩定。

誠如本公司於二零二三年十二月二十八日之公告，本集團之管理層已決定續簽租約直至二零二六年六月三十日。

南山店創新求變，不斷推出吸引消費者的各類住宿模式如電競房等特別安排，不但增加客源，也可令住客滿意度有所提升。由於國內旅遊市場有序復甦，消費回暖，展會、培訓等商務活動需求增長，南山店經營業績開始回升，收入較上年同期有所增長。本集團將繼續檢視其銷售策略，重新審視與旅遊中介及企業客戶的合作及營銷模式，從而提高長遠收益。

Management Discussion and Analysis

管理層討論及分析

Baoan Branch

Baoan Branch has four floors and a total GFA of approximately 1,700 sq.m., comprising 46 rooms. Surrounded by prosperous commercial streets and pedestrian streets, the Branch is located at the central area of administration, culture, sport, commerce and entertainment in the Baoan District, “a core district of the Bay Area”, and is within close proximity of Haiya Mega Mall, a famous commercial center in Shenzhen, and Baoan Sports Center, the largest gymnasium in Shenzhen where the 2011 Summer Universiade was held. It is a 20-minute drive from the Baoan International Airport, and takes within 10 minutes walk from the Coach Terminal, the Xixiang Pier, and Lingzhi Station of Shenzhen Metro Line 5 (near Lingzhi Park). It has convenient access to efficient road, sea and air transportation.

Benefiting from the overlapping effects of the accommodation improvements brought about by the comprehensive renovation in recent years and the rebound in the tourism industry, revenue from the accommodation business of the Baoan Branch also increased.

Project in the pipeline

Baoan exhibition project

The Baoan exhibition project is located in the Exhibition Bay Li An Square (會展灣裡岸廣場) in Baoan Airport New City, Shenzhen, and adjacent to Baoan International Airport, Shenzhen World Convention & Exhibition Center and the coastline of Guangdong-Hong Kong-Macao Greater Bay Area, with a GFA of approximately 9,583 square meters. Upon completion, the project, which can provide 144 guest rooms, will be mainly used for the relevant operation of hotel rooms and catering and supporting projects. The all-inclusive international exhibition supporting facilities of Exhibition Bay Li An Square fully satisfy the needs of businesses, hotels and parks. Equipped with approximately 190,000 square meters of a shopping center Garden World (花園天地), the project also provides approximately 16,000 square meters of sunken coffee-and-cocktail-bar-themed commercial facilities, building an upscale entertainment and leisure platform, and creating a bustling lifestyle center in an international metropolis.

寶安店

寶安店擁有四層樓面，總建築面積約1,700平方米，包括46間客房。該店地處「灣區核心」寶安區的行政、文體、商業和娛樂的中心地帶，周邊有繁華的商業街和步行街，鄰近深圳知名商業城海雅繽紛城、深圳最大並承辦過大運會的寶安體育館，距離寶安國際機場20分鐘車程，距離長路汽車站、西鄉碼頭、5號線靈芝公園站地鐵站口等步行無需10分鐘，路、海、空交通十分快捷，生活便利。

受益於近年全面裝修所帶來的住宿軟硬件改善以及旅遊產業回暖所帶來的疊加效應，寶安店由住宿業務所衍生的收益有所增加。

籌建中的項目

寶安會展項目

寶安會展項目位於深圳市寶安空港新城會展灣裡岸廣場，緊鄰寶安國際機場、深圳國際會展中心及粵港澳大灣區海岸線，建築面積約9,583平方米。項目建成後主要用於酒店客房及餐飲和配套項目的相關經營，可提供144間客房。會展灣裡岸廣場國際會展配套包羅萬象，商業、酒店、公園全維滿足，以約19萬平方米花園天地—購物中心，項目配建約1.6萬平方米下沉式日咖夜酒主題商業配套，構建高端娛樂休閒平台，打造國際大都會繁華生活中心。

Management Discussion and Analysis 管理層討論及分析

Shenzhen Zhaohua Exhibition Industry Company Limited (“Shenzhen Zhaohua”) is a limited company established in China by China Merchants Shekou Industrial Zone Holdings Co., Ltd. and Shenzhen Overseas Chinese Town Co., Ltd., each holding approximately 50% of the shares. As the owner of the Baoan exhibition project, Shenzhen Zhaohua was originally scheduled to deliver the property to the Group by the end of 2023. However, due to Shenzhen Zhaohua’s failure to complete the construction and acceptance of the property and deliver it to the Group as agreed before the delivery deadline, and in light of the changes in the economy, business environment, and ecology of the area over time, the Group has also periodically updated the commercial investment return assessment of the project accordingly. After careful consideration, the Group believes that the latest forecasted return of the project does not meet its requirements, and shall propose to cease waiting for the property that has not been delivered on time. Therefore, after negotiations, the Group and Shenzhen Zhaohua have reached a consensus to terminate the contract. The Group has claimed for a full refund of the previously paid deposits and guarantees, formally withdrawing from the project and reallocating resources for other promising projects, while continuing to develop the accommodation business in an organized manner in line with economic conditions.

Property facilities management and accommodation consultations services

The Group continued to explore ways to broaden and stabilise its revenue base and source of income as well as to improve the performance of the Group such as the provision of property facilities management and accommodation consultations services which are considered to be less impacted by the pandemic. For facilities management services, the Group provided property facilities outsourcing management services such as professional cleaning, sterilisation, inventory supply management and quality management to third party customers. For accommodation consultations services, the Group provides consultations services for setting up accommodations, guesthouses, inns, resorts, apartments, elderly apartments, hostels, homestays, dormitories, staff quarters and other accommodation projects, such as performing market research and investment feasibility analysis, provision of accommodation construction and design consultations services and accommodation planning, opening and construction management services to customers.

深圳市招華會展實業有限公司(「深圳招華」)是由招商局蛇口工業區控股股份有限公司及深圳華僑城股份有限公司在中國成立各自擁有約50%股份的一間有限公司。作為寶安會展項目的業主，深圳招華原定於二零二三年年末將物業交付給本集團，但由於深圳招華多次在其交付限期前未能按照約定竣工驗收並把物業交付給本集團，再加上隨著時間流逝，該區經濟、營商環境與生態也產生了變化，本集團亦不時對本項目作出相對應的商業投資回報評估更新。經過細心考量後，本集團認為本項目最新的預測回報並不能夠滿足本集團的要求並應該提出停止等待未能按時執行交付的物業。因此經過協商後，本集團與深圳招華最終達成共識，終止合同。本集團已要求退回過去已支付的全數按金及保證金，正式退出本項目並把資源調撥，留待給其他有潛質的項目，將住宿業務繼續按照經濟節奏有條理地發展。

物業設施管理和住宿顧問服務

本集團一直不斷尋找方法以擴大及穩定其收入基礎及來源，發展一些被視為較少受疫情影響的業務，如提供物業設施管理和諮詢服務，以改善本集團的業績。就設施管理服務而言，本集團向不同客戶提供物業設施外包管理服務，包括專業保潔、消毒、物資管理和質量管理等服務。就住宿諮詢服務而言，本集團為客戶提供開辦酒店、賓館、旅店、度假村、公寓、老人公寓、青年旅舍、民宿、學生宿舍及員工宿舍等住宿項目的諮詢服務，如進行市場調研及投資的可行性分析、提供住宿建築及設計諮詢服務及住宿籌建、開業及施工管理服務。

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管理層討論及分析

During the Year, the Group strengthened its business operations involving property facilities management and accommodation consultations services, which are expected to continuously contribute to the performance of the Group. In the foreseeable future, we expect to expand further the property facilities management services to residential property management services, and popularise high-standard property facilities management services to the general community, so as to optimize the business portfolio, enlarge revenue base and create values for shareholders.

OUTLOOK

Under the challenging business environment, the Group will continue to actively strengthen the foundation of its principal businesses and build brand synergy. The accommodation operations recorded a significant improvement due to the increasing customer base and scale of operation of Chengdu Branch and Wuhan Branch. At the same time, the Group will also continue to focus on accommodation projects and accommodation consultation and management services and provide diversified and quality products and services in a targeted manner such as hostels, elderly apartments and elderly resorts in order to expand its market share and achieve overall growth in 2024.

FINANCIAL REVIEW

For the Year, the Group recorded revenue of HK\$67,661,000, compared with HK\$63,002,000 for the last financial year, representing an increase of approximately 7.40%. The Group recorded a total comprehensive loss of HK\$61,867,000 for the Year compared with HK\$18,902,000 for the last financial year, representing an increase of approximately 227.30%.

The following table shows the key information of all the Group's leased-and-operated accommodation rooms for the years ended 31 December 2023 and 2022 respectively.

於本期間，本集團加強了發展物業設施管理和住宿諮詢服務的營運，期望該等服務能為本集團繼續改善業務表現。在不久的將來，我們期望進一步拓展物業設施管理服務至住宅物業管理服務，將高標準的物業設施管理服務普及到一般社區，以優化業務組合，增加收益基礎，擴大利潤來源，為股東創造價值。

展望

本集團在充滿挑戰的營商環境下，將繼續積極強化主營業務基礎，形成品牌合力。隨著成都店和武漢店客戶群不斷增加，營運規模加大，帶動住宿業務大幅提升。與此同時，本集團還將繼續在發展住宿項目及住宿諮詢管理服務上精耕細作，有針對性地提供青年旅舍、老年公寓、老年度假村等多元化、品質化產品服務，擴大市場份額，從而實現二零二四全年業績全面增長。

財務回顧

本年度，本集團錄得收益67,661,000港元，較上個財政年度之63,002,000港元增加約7.40%。本集團於本年度錄得全面虧損總額61,867,000港元，較上個財政年度之18,902,000港元增加約227.30%。

下表載列本集團全部租賃經營住宿項目分別於截至二零二三年及二零二二年十二月三十一日止年度之主要資料。

		2023 二零二三年	2022 二零二二年
Total available room nights	總可出租客房晚數	235,045	237,250
Occupancy rate	入住率	74.38%	66.54%
ARR (RMB)*	平均房租(人民幣元)*	312.2	273.6
RevPAR (RMB)#	平均每間客房收入(人民幣元)#	232.2	182.0

Management Discussion and Analysis

管理層討論及分析

* ARR: the room revenue of all accommodation rooms divided by the total occupied room nights

RevPAR: the room revenue of all accommodation rooms divided by the total available room nights

For the Year, total available room nights of the Group decreased by 2,205 nights or approximately 0.93% as compared with last financial year due to internal renovation work of certain rooms of the Year. The occupancy rate and RevPAR of the Group increased by 7.84% and RMB50.2 or approximately 27.58% respectively as compared with last financial year, mainly due to strong rebound and in demand of domestic tourism industry.

Operating costs

The total operating costs decreased by HK\$12,368,000, or approximately 16.32%, from HK\$75,793,000 for last financial year to HK\$63,425,000 for the Year. The decrease is mainly attributable to the following reasons:

Depreciation of right-of-use assets decreased by HK\$971,000 or approximately 4.56% due to the rent reduction regarding lease modification of Baoan Branch, Wuhan Branch and Chengdu Branch. Depreciation of property, plant and equipment decreased by HK\$515,000 or approximately 5.50%, primarily due to certain property, plant and equipment fully depreciated in prior Year.

Employee benefit expenses decreased by HK\$3,863,000 or approximately 17.90% mainly attributable to the effective employee management adopted during the year. Meanwhile, utilities decreased by HK\$218,000 or approximately 5.64%.

Other operating expenses decreased by HK\$6,801,000 or approximately 34.54% mainly because one-off expenses incurred regarding the early termination of operator contract of Chengdu Branch and Wuhan Branch in prior year.

* 平均房租：所有住宿項目之客房收入除以總入住客房晚數

平均每間客房收入：所有住宿項目之客房收入除以總可出租客房晚數

本年度，本集團總可出租客房晚數較上個財政年度減少2,205晚或約0.93%，由於部分房間於本年度進行內部裝修所致。本集團入住率及平均每間客房收入分別較上個財政年度上升7.84%及人民幣50.2元或約27.58%，主要由於國內旅遊業的強勁回升及需求所致。

經營成本

本年度，總經營成本由上個財政年度之75,793,000港元減少12,368,000港元或約16.32%至63,425,000港元。減少的主要原因如下：

使用權資產折舊減少971,000港元或約4.56%，此乃由於寶安店、武漢店及成都店修改租約，令租金下降所致。物業、廠房及設備折舊減少515,000港元或約5.50%，主要上年度部份固定資產全額折舊所致。

僱員福利開支減少3,863,000港元或約17.90%則主要有賴於本年內有效的員工管理計劃所致。與此同時，公用設施減少218,000港元或約5.64%。

其他營運開支減少6,801,000港元或約34.54%，此乃主要由於往年成都店及武漢店提早變更酒店經營方所產生的一次性費用所致。

Management Discussion and Analysis

管理層討論及分析

The following table shows the total operating costs for the financial years ended 31 December 2023 and 2022:

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財政年度之總經營成本：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Depreciation of right-of-use assets	使用權資產折舊	20,316	21,287
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8,847	9,362
Employee benefit expenses	僱員福利開支	17,722	21,585
Utilities	公用設施	3,649	3,867
Other operating expenses	其他營運開支	12,891	19,692
		63,425	75,793

Finance costs

The finance costs decreased by HK\$1,596,000 to HK\$5,791,000 as compared with last financial year. The decrement is mainly due to repayment of lease liabilities during the Year, therefore interest expense is relatively reduced.

融資成本

融資成本較上個財政年度減少1,596,000港元至5,791,000港元。該減少主要由於期內償還租賃負債，利息費用相對減少。

Liquidity and financial resources

During the Year, the Group mainly financed its operations and expansion with its own working capital generated internally and borrowings from the Controlling Shareholder (with principal amount of HK\$27,469,000 as at 31 December 2023, which are unsecured, interest-free and repayable on demand).

流動資金及財務資源

本年度，本集團主要以其內部產生之本身營運資金及向控股股東借款(二零二三年十二月三十一日本金為27,469,000港元，無抵押、免息及須按要求隨時償還)為其營運及擴展撥付資金。

As at 31 December 2023, the Group had bank and cash balances of HK\$2,214,000 (31 December 2022: HK\$2,434,000). Gearing ratio is calculated as the amount of interest-bearing borrowings divided by total equity. The gearing ratio as at 31 December 2023 was N/A (31 December 2022: 9,031%).

於二零二三年十二月三十一日，本集團之銀行及現金結餘為2,214,000港元(二零二二年十二月三十一日：2,434,000港元)。資本負債比率乃按附息借貸除以資本總額計算。截至二零二三年十二月三十一日之資本負債比率為不適用(二零二二年十二月三十一日：9,031%)。

Management Discussion and Analysis

管理層討論及分析

The Group was in net current liabilities and net liabilities position of HK\$72,189,000 and HK\$82,741,000 as at 31 December 2023. The Controlling Shareholder has agreed to provide continuing financial support to the Company to enable it to meet its liabilities as and when they fall due and to enable the Company to continue its operations for the foreseeable future. Consequently, the financial statements are prepared on a going concern basis.

Foreign exchange risk

For the Year, the Group's majority of the assets and liabilities, and income and expenses were denominated in Renminbi and Hong Kong Dollar. The Group had no significant exposure to fluctuations in exchange rates under foreign exchange contracts, interest, currency swaps or other financial derivatives.

Capital structure

For the Year, there was no material change to the capital structure of the Group and information disclosed in the report of the Company for the year ended 31 December 2023. The total number of the issued shares of the Company was 448,363,708 as at 31 December 2023 (31 December 2022: 448,363,708 shares).

Dividends

The Directors do not recommend the payment of dividend in respect of the Year (2022: Nil).

SUFFICIENCY OF PUBLIC FLOAT

Based on information that is publicly available to the Company and within the knowledge of the Directors, at least 25% of the Company's total issued share capital was held by the public as at 25 March 2024, being the latest practicable date prior to the issue of this annual report for the purpose of ascertaining information contained herein (the "Latest Practicable Date").

本集團於二零二三年十二月三十一日處於淨流動負債及淨負債狀況(分別為72,189,000港元及82,741,000港元)。控股股東已同意繼續為本公司提供財務支持以使本公司能償還到期負債並於可見將來持續經營業務。因此，財務報表乃按持續經營基準編製。

外匯風險

本年度，本集團大部分資產、負債、收入及開支乃以人民幣及港元計值。本集團概無因外匯合約、利率、貨幣掉期或其他金融衍生工具而面臨任何重大因外匯變動而帶來的風險。

資本結構

本年度，本集團資本結構與於本公司截至二零二三年十二月三十一日止年度報告中所披露之資料概無重大變動。於二零二三年十二月三十一日，本公司已發行股份總數為448,363,708股(二零二二年十二月三十一日：448,363,708股)。

股息

董事不建議就本年度派付任何股息(二零二二年：無)。

足夠公眾持股量

根據本公司可查閱之公開資料及據董事所知，本公司已發行股本總額中至少25%於二零二四年三月二十五日(即本年報發行前就確定本年報所載資料的最後實際可行日期(「最後實際可行日期」))乃由公眾持有。

Management Discussion and Analysis 管理層討論及分析

EMPLOYEE AND REMUNERATION POLICIES

The Group had 94 employees (31 December 2022: 120 employees) as at 31 December 2023. During the Year, the total staff costs (including Directors' emoluments) were HK\$17,722,000 (2022: HK\$21,585,000). Remuneration is determined with reference to market terms and performance, qualifications and experience of each individual employee. Discretionary bonuses based on individual performance will be paid to employees as recognition of and reward for their contributions. Other benefits include contributions to retirement scheme.

CHARGES ON ASSETS

As at 31 December 2023, the Group did not have any charges on its assets (31 December 2022: Nil).

CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

As at 31 December 2023 and 2022, the Group had no outstanding capital commitments.

As at 31 December 2023 and 2022, the Group had no material contingent liabilities.

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

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

Neither the Company nor any of its subsidiaries had issued or granted any convertible securities, options, warrants or similar rights or exercised any conversion or subscription rights under any convertible securities, options, warrants or similar rights during the Year.

僱員及薪酬政策

於二零二三年十二月三十一日，本集團有94名僱員（二零二二年十二月三十一日：120名僱員）。本年度，僱員成本總額（包括董事酬金）為17,722,000港元（二零二二年：21,585,000港元）。薪酬乃參考市場條款與每位個別僱員之表現、資歷及經驗釐定。本集團亦向僱員支付基於個人表現之酌情花紅，以表揚及獎勵彼等作出之貢獻。其他福利包括退休計劃供款。

資產抵押

於二零二三年十二月三十一日，本集團並無任何資產抵押（二零二二年十二月三十一日：無）。

資本承擔及或然負債

於二零二三年及二零二二年十二月三十一日，本集團並無未償還資本承擔。

於二零二三年及二零二二年十二月三十一日，本集團並無重大或然負債。

購買、出售或贖回本公司之上市證券

本公司或其任何附屬公司於本年度內概無購買、出售或贖回本公司任何上市證券。

於本年度，本公司或其任何附屬公司概無發行或授出任何可換股證券、期權、認股權證或類似權利或根據任何可換股證券、期權、認股權證或類似權利行使任何換股權或認購權。

COMPLIANCE CONFIRMATION

The Board of Directors confirms that throughout the Year, the Group has conformed in all material respects with all the requirements under relevant statutes, rules, standards, codes, licences in respect of its operation, financial reporting, or disclosures in Hong Kong or other applicable jurisdictions.

ENVIRONMENTAL PROTECTION AND STAKEHOLDERS' RIGHTS

The Group recognises and respects: (i) the importance of environmental protection; (ii) the lawful rights of stakeholders, broadly to be categorised as employees, customers, suppliers, members of communities; and (iii) corporate social responsibilities of the Group as a member of the society. A specific report on these issues is covered in the “Environmental, Social and Governance Report” of this Annual Report.

遵例確認

董事會確認，於本年度，本集團已就其營運、財務報告或披露而在所有重大方面均符合於香港或其他適用司法管轄區的相關法規、規則、準則、守則、牌照下的所有規定。

環保與利益相關者權利

本集團明白並尊重：(i)環保極為重要；(ii)持份者（廣義而言涵蓋僱員、客戶、供應商、社區成員）的合法權利；及(iii)本集團身為社會一分子所肩負的企業社會責任。有關上述事宜的特定報告乃載於本年報中的「環境、社會及管治報告」。

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷詳情

The following set forth the biographical details of the Directors and the members of the senior management of the Company as at the Latest Practicable Date.

EXECUTIVE DIRECTOR, CHIEF EXECUTIVE OFFICER AND COMPANY SECRETARY

Chung Tin Yan

Mr. Chung Tin Yan (“Mr. Chung”), aged 40, was appointed as an Executive Director and Chief Financial Officer of the Company in December 2019, following the appointment as the financial controller and the company secretary of the Company in February 2017. He was further appointed as the Chief Executive Officer of the Company with effect from 3 November 2022. Mr. Chung graduated from the Hong Kong Polytechnic University with a degree of Bachelor of Arts in Accountancy in 2005. He has over 16 years of experience in finance, investment, mergers and acquisitions, compliance, internal control, auditing and accounting. Prior to joining the Company, Mr. Chung held various senior positions mainly responsible for business analysis in the management team of the Chief Operating Officer with Hutchison Telecommunications Hong Kong Holdings Limited (stock code: 0215). He has also worked as an audit manager at Deloitte Touche Tohmatsu. Mr. Chung has extensive experience in corporate finance and fund raising activities in both Hong Kong and the United States. He is a member of Hong Kong Institute of Certified Public Accountants and Hong Kong Securities and Investment Institute. He has also been acting as a subcommittee member of the Association of Chartered Certified Accountants since November 2021.

以下載列於最後實際可行日期本公司董事及高級管理層成員的履歷詳情。

執行董事，行政總裁及公司秘書

鍾天昕

鍾天昕先生(「鍾先生」)，40歲，自二零一九年十二月三十一日起獲委任為本公司執行董事及首席財務官，於二零一七年二月獲委任為本公司的財務總監及公司秘書。彼進一步獲委任為本公司行政總裁，自二零二二年十一月三日起生效。鍾先生於二零零五年畢業於香港理工大學並取得會計學文學士學位。彼擁有超過16年財務、投資、企業併購、合規、內控、審計及會計方面的經驗。在加入本公司前，鍾先生曾於和記電訊香港控股有限公司(股份代號：0215)首席營運官之管理團隊擔任要職，主要負責業務分析。彼亦曾於德勤會計師事務所任職審計經理。鍾先生亦在香港和美國的企業融資及集資活動方面有豐富的經驗。彼為香港會計師公會及香港證券及投資學會會員。由二零二一年十一月開始至今，彼亦為英國特許公認會計師公會理事會分會成員。

NON-EXECUTIVE DIRECTORS

Yuan Fuer

Mr. Yuan Fuer (“Mr. Yuan”), aged 61, was appointed as a non-executive Director of the Company with effect from 15 August 2018 and the Chairman of the Group with effect from 6 September 2018. Mr. Yuan graduated from Jiangxi Public Medical School in medical studies. Mr. Yuan, a businessman with over 18 years of experience in property development and investment business in the PRC, founded Shenzhen Hazens Real Estate Group Company Limited (“Shenzhen Hazens”) in 1996. Apart from property development and investment in the PRC, Shenzhen Hazens expanded into other businesses including financial business, medical business, and hotel and tourism business. Mr. Yuan is the ultimate beneficial controlling shareholder of Shenzhen Hazens. Mr. Yuan is also a controlling Shareholder by virtue of being the sole director and sole shareholder of Hehui International Development Limited, the Controlling Shareholder. Mr. Yuan is a brother-in-law of Mr. Hu Xinglong, a non-executive Director of the Company.

Hu Xinglong

Mr. Hu Xinglong (“Mr. Hu”), aged 59, was appointed as a non-executive Director of the Company with effect from 15 August 2018. Mr. Hu holds a Master Degree in Business Administration from China Europe International Business School. Mr. Hu is a brother-in-law of Mr. Yuan. Mr. Hu has been the vice president of Shenzhen Hazens since October 2016, and the chairman and the general manager of Shenzhen Hazens Property Service Company Limited from October 2016 to April 2017. Furthermore, he had also served as an audit manager, finance manager and chief accountant of FIYTA Holdings Limited, a company listed on the Shenzhen Stock Exchange (SZSE Stock Code: 000026) from June 1997 to October 2016. Mr. Hu was certified as Certified Public Accountant by the Chinese Institute of Certified Public Accountants in 1993 and Certified Internal Auditor by the Institute of Internal Auditors in 1999.

非執行董事

袁富兒

袁富兒先生(「袁先生」)，61歲，自二零一八年八月十五日起獲委任為本公司非執行董事，並自二零一八年九月六日起獲委任為本集團主席。袁先生於江西醫學院畢業，主修醫學。袁先生為商人，在中國之物業發展及投資業務積逾18年經驗，彼於一九九六年成立深圳市合正房地產集團有限公司(「深圳合正」)。除中國之物業發展及投資外，深圳合正已擴展至其他業務，包括金融業務、醫學業務及酒店及旅遊業務。袁先生為深圳合正之最終實益控股股東。袁先生藉為 Hehui International Development Limited(控股股東)之唯一董事及唯一股東而為控股股東。袁先生為胡性龍先生(本公司一位非執行董事)之姻親。

胡性龍

胡性龍先生(「胡先生」)，59歲，自二零一八年八月十五日起獲委任為本公司非執行董事。胡先生持有中歐國際工商學院頒授之工商管理碩士學位。胡先生為袁先生的姻親。胡先生由二零一六年十月起擔任深圳合正之副總裁及由二零一六年十月至二零一七年四月擔任深圳市合正物業服務有限公司之主席及總經理。此外，彼由一九九七年六月至二零一六年十月擔任飛亞達(集團)股份有限公司之審計經理、財務經理及總會計師，該公司於深交所上市(深交所股份代號：000026)。胡先生分別於一九九三年及一九九九年成為中國註冊會計師協會之註冊會計師及國際內部審計師協會之國際註冊內部審計師。

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷詳情

INDEPENDENT NON-EXECUTIVE DIRECTORS

Wu Jilin

Mr. Wu Jilin (“Mr. Wu”), aged 56, was appointed as an independent non-executive Director of the Company with effect from 15 August 2018. Mr. Wu holds a Master Degree in Accounting from Jiangxi University of Finance and Economics. Mr. Wu was an executive partner of Shenzhen Lianchuang Lixin Certified Public Accountants since January 2005 and is an adjunct professor of Accounting Faculty and a tutor of part-time master students at Jiangxi University of Finance and Economics since November 2015 and September 2016 respectively. He is a member of the Society of Chinese Accountants and Auditors since 2013.

In addition, Mr. Wu has served as an independent director of Jilin Liyuan Precision Manufacturing Co., Ltd. (a listed company on the Shenzhen Stock exchange, stock code: 002501) since April 2020, and an independent director of Huangshan Tourism Development Co., Ltd. (a company listed on the Shanghai Stock Exchange, stock code: 600054) since December 2020.

Du Hongwei

Mr. Du Hongwei (“Mr. Du”), aged 56, was appointed as an independent non-executive Director of the Company with effect from 15 August 2018. Mr. Du holds a Master Degree in Economics from Fudan University. Mr. Du was the vice president, chief financial officer and joint company secretary of Sunshine 100 China Holdings Ltd (Stock Code: 2608) from December 2013 to July 2016, January 2014 to March 2016 and June 2014 to March 2016, respectively. Mr. Du was the general manager of Tianjin Yufeng Equity Investment Management Company Limited from September 2009 to May 2012. Mr. Du was a director of Sichuan Dikang Sci & Tech Pharmaceutical Industry Co., Ltd. (now known as Sichuan Languang Development Co., Ltd.), a company listed on the Shanghai Stock Exchange (Shanghai Stock Exchange Stock Code: 600466) from November 2007 to October 2008. Mr. Du was an independent non-executive director of Enviro Energy International Holdings Limited (Stock Code: 1102) from June 2019 to October 2019 and has been re-appointed to the same position since June 2020 to March 2023.

獨立非執行董事

吳吉林

吳吉林先生(「吳先生」)，56歲，自二零一八年八月十五日起獲委任為本公司獨立非執行董事。吳先生持有江西財經大學頒授之會計碩士學位。吳先生由二零零五年一月起擔任深圳聯創立信會計師事務所之執行合夥人，並分別由二零一五年十一月及二零一六年九月起為江西財經大學會計學院客座教授及兼讀碩士學生的導師。彼由二零一三年起成為香港華人會計師公會之成員。

此外，二零二零年四月開始吳先生還擔任深市上市公司吉林利源精製股份有限公司(002501)獨立董事。二零二零年十二月開始擔任滬市上市公司黃山旅遊股份有限公司(600054)獨立董事。

杜宏偉

杜宏偉先生(「杜先生」)，56歲，自二零一八年八月十五日起獲委任為本公司獨立非執行董事。杜先生持有復旦大學頒授之經濟學碩士學位。由二零一三年十二月至二零一六年七月、二零一四年一月至二零一六年三月及二零一四年六月至二零一六年三月，擔任陽光100中國控股有限公司(股份代號：2608)之副總裁、首席財務官及聯席公司秘書。杜先生由二零零九年九月至二零一二年五月擔任天津裕豐股權投資有限公司之總經理。杜先生由二零零七年十一月至二零零八年十月擔任四川迪康科技藥業股份有限公司(現稱為四川藍光發展股份有限公司)之董事，該公司於上海證券交易所上市(上海證券交易所股份代號：600466)。杜先生於二零一九年六月至二零一九年十月擔任環能國際控股有限公司(股份代號：1102)的獨立非執行董事，並自二零二零年六月至二零二三年三月再度獲委任擔任該職位。

Biographical Details of Directors and Senior Management 董事及高級管理層之履歷詳情

Lam Cheung Shing Richard

Mr. Lam Cheung Shing Richard (“Mr. Lam”), aged 65, has been appointed as an independent non-executive Director of the Company since 31 December 2022. Mr. Lam served as the vice chairman and chief executive officer of EverChina Int’l Holdings Company Limited, a company listed on the Main Board of the Stock Exchange, from June 2009 to October 2023. He is currently a senior advisor to EverChina Int’l Holdings Company Limited. He is a fellow member of Hong Kong Institute of Certified Public Accountants and obtained the Master’s Degree in Business Administration in the Chinese University of Hong Kong in 2006. Mr. Lam spent over ten years in PricewaterhouseCoopers, an international accounting firm and was promoted to the position of senior audit manager, and is equipped with extensive experience in accountancy, taxation and corporate finance. During the period from July 2019 to July 2020, Mr. Lam was also appointed as a senior advisor to the chairman of the Board, and has a certain understanding of the business of the Group.

Other than the directorship in the Company, Mr. Lam currently also serves as an independent non-executive director at Far East Holdings International Limited, Lajin Entertainment Network Group Limited and China Water Industry Group Limited, whose shares are listed on the GEM and the Main Board of the Stock Exchange, respectively. Besides, Mr. Lam was appointed as an independent non-executive director or executive director in various companies whose shares are listed on the Main Board of the Stock Exchange during the period from 2001 and July 2014, including Eagle Legend Asia Limited, Kai Yuan Holdings Limited and Softpower International Limited (now known as China Pipe Group Limited).

SENIOR MANAGEMENT

Various businesses of the Group are respectively under the direct responsibility of the executive Director as named above.

Only the executive Director is regarded as a member of the Group’s senior management.

林長盛

林長盛先生，65歲，自二零二二年十二月三十一日起獲委任為本公司獨立非執行董事，林先生於二零零九年六月至二零二三年十月出任聯交所主板上市公司潤中國國際控股有限公司的副主席兼行政總裁，現為潤中國國際控股有限公司的高級顧問。林先生為香港會計師公會之資深會員，並於二零零六年獲香港中文大學頒發工商管理碩士學位。他曾於國際會計師事務所羅兵咸永道會計師事務所任職超過十年至高級核數經理一職，擁有豐富會計、稅務及企業融資經驗。於二零一九年七月至二零二零年七月期間，林先生亦獲委任為本公司董事會主席高級顧問，對集團的業務有一定的了解。

除於本公司擔任獨立非執行董事職務外，林先生現時亦為遠東控股國際有限公司，拉近網娛集團有限公司及中國水業集團有限公司的獨立非執行董事，其股份分別於聯交所GEM板及主板上市。此外，林先生於二零零一年至二零一四年七月期間獲委任為股份於聯交所主板上市的多家公司的獨立非執行董事或執行董事，包括鵬程亞洲有限公司、開源控股有限公司及冠力國際有限公司(前稱中國管業集團有限公司)。

高級管理層

本集團各項業務分別由名列於上文的執行董事直接負責。

僅執行董事被視為本集團的高級管理人員。

Corporate Governance Report

企業管治報告

The Company is committed to ensuring a high standard of corporate governance in the interests of the shareholders and devotes considerable effort to maintain high level of business ethics and corporate governance practices.

CORPORATE GOVERNANCE PRACTICES

The Company has complied with the applicable Corporate Governance Code (the “CG Code”) as set out in Part 2 of Appendix C1 (formerly known as Appendix 14) to the Rules Governing the Listing of Securities on the Stock Exchange (“Listing Rules”) throughout the Year, except for certain deviations as specified with considered reasons for such deviations as explained below. The Board will keep reviewing and updating such practices from time to time to ensure compliance with legal and commercial standards.

CORPORATE GOVERNANCE STRUCTURE

The Board is primarily responsible for formulating strategies, monitoring performance and managing risks of the Company and its subsidiaries. At the same time, it also has the duty to enhance the effectiveness of the corporate governance practices of the Group. Under the Board, there are 3 Board committees, namely the audit committee, the remuneration committee and the nomination committee. All these committees perform their distinct roles in accordance with their respective terms of reference and assist the Board in supervising certain functions of the senior management.

COMPLIANCE WITH THE MODEL CODE FOR SECURITIES TRANSACTIONS

The Group had adopted the Model Code for Securities Transactions by Directors of Listed Issuers as set out in Appendix C3 (formerly known as Appendix 10) to the Listing Rules (the “Model Code”) as its own code of conduct for securities transactions by the Directors and relevant employees who, because of their office or employment, are likely to be in possession of unpublished inside information in relation to the Company's securities. The Company had made specific enquiry to all the Directors and such relevant employees and they had confirmed compliance with the Model Code throughout the Year. No incident of non-compliance was noted by the Company during the Year.

本公司致力推行高標準之企業管治，以保障股東權益，並盡力維持高水準的商業操守及企業管治常規。

企業管治常規

於本年度，本公司已遵守適用的聯交所證券上市規則（「上市規則」）附錄C1（前稱附錄十四）第2分部所載企業管治守則（「企業管治守則」），惟下文解釋之若干已闡明原因之偏離除外。董事會將繼續不時檢討及更新該等常規，以確保符合法律及商業準則。

企業管治架構

董事會主要負責本公司及其附屬公司之策略制定、監控表現及風險管理。同時，董事會亦有責任提升本集團企業管治常規效力。董事會轄下有三個董事委員會，即審核委員會、薪酬委員會及提名委員會。所有該等委員會均根據彼等各自之職權範圍履行其各自職責，並協助董事會監督高級管理層之若干職能。

遵守進行證券交易之標準守則

本集團已採納上市規則附錄十所載上市發行人董事進行證券交易之標準守則（「標準守則」）作為其董事及有關僱員（因職務或職位而可能取得有關本公司證券之尚未發佈內幕消息）進行證券交易的操守守則。本公司已向全體董事及該等有關僱員作出具體查詢，而彼等已確認於本年度內一直遵守標準守則。本公司於本年度內並無發現任何不合規的事宜。

CHANGES IN DIRECTORS' INFORMATION

Mr. Lam Cheung Shing Richard resigned as an executive director, and also ceased to be the chief executive officer of EverChina Int'l Holdings Company Limited (stock code: 202), a company listed on the Main Board of the Stock Exchange, with effect from 1 November 2023.

Mr. Lam Cheung Shing Richard has been appointed as an independent non-executive director of Far East Holdings International Limited (stock code: 36), a company listed on the Main Board of the Stock Exchange, with effect from 17 November 2023.

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

BOARD OF DIRECTORS

As at the Latest Practicable Date, the Board comprises six Directors as follows:

Executive Director

Mr. Chung Tin Yan (Chief Executive Officer)

Non-executive Directors

Mr. Yuan Fuer (Chairman)
Mr. Hu Xinglong

Independent Non-executive Directors

Mr. Wu Jilin
Mr. Du Hongwei
Mr. Lam Cheung Shing Richard

List of Directors and their roles and functions are available on the websites of Company and the Stock Exchange. Biographical details of the Directors as at the Latest Practicable Date are set out in the section of "Biographical Details of Directors and Senior Management" on pages 19 to 22. Mr. Yuan Fuer, a non-executive Director and the Chairman of the Company, is a brother-in-law of Mr. Hu Xinglong, a non-executive Director of the Company. Save for the aforementioned relationship, there are no financial, business, family or other material relationships among members of the Board.

董事資料變更

林長盛先生已辭任潤中國國際控股有限公司(聯交所主板上市公司，股份代號：202)的執行董事，亦不再擔任該公司的行政總裁，自二零二三年十一月一日起生效。

林長盛先生已獲委任為遠東控股國際有限公司(聯交所主板上市公司，股份代號：36)的獨立非執行董事，自二零二三年十一月十七日起生效。

除上文所披露者外，概無董事的任何資料變更須根據上市規則第13.51B(1)條作出披露。

董事會

於最後實際可行日期，董事會由以下六名董事組成：

執行董事

鍾天昕先生(行政總裁)

非執行董事

袁富兒先生(主席)
胡性龍先生

獨立非執行董事

吳吉林先生
杜宏偉先生
林長盛先生

董事名單及彼等之職責及職能於本公司及聯交所網站可供查閱。於最後實際可行日期各董事的履歷詳情載於第19至22頁「董事及高級管理層之履歷詳情」一節。本公司非執行董事及主席袁富兒先生為本公司非執行董事胡性龍先生的姻親，除上述關係外，董事會成員之間概無財務、業務、親屬或其他重大關係。

Corporate Governance Report 企業管治報告

The Board meets regularly for reviewing and approving the financial and operating performance, and considering and approving the overall strategies and policies of the Company. Apart from the regular board meetings of the Year, the Board also meets on other occasions when a Board-level decision on a particular matter is required.

During the year ended 31 December 2023, management provided all members of the Board with monthly updates giving a balanced and understandable assessment of the Company's performance, position and prospects in sufficient detail.

Day-to-day operational responsibilities are specifically delegated by the Board to the management under the leadership of the chief executive officer. Major matters include implementation of the strategies and decisions approved by the Board and the management assumes full responsibility to the Board for operations of the Group.

According to code provision C.5.3 of the CG Code, a notice of at least 14 days should be given of a regular board meeting to give all directors an opportunity to attend; for all other board meetings, reasonable notice should be given. Due to the practical scheduling issues and with no objections from any Director, a shorter reasonable notice was given to the Directors for a number of Board meetings held in 2023.

Meanwhile, according to code provision C.1.6 of the CG Code, independent non-executive Directors and non-executive Directors should attend general meetings. At the annual general meeting held on 25 May 2023, all the independent non-executive Directors and the non-executive Directors were present to enable the Board to develop a balanced understanding of the views of the shareholders of the Company.

The Company will arrange to furnish all Directors with appropriate information on all general meetings and take all reasonable measures to arrange the schedule that all Directors can attend the general meetings in order to develop a balanced understanding of the views of shareholders.

The Board will continue to review the corporate governance status of the Company from time to time and make any necessary changes to comply with the CG Code.

董事會定期舉行會議，以檢討及通過財務及經營業績以及審議及批准本公司總體策略及政策。除本年度之董事會例會外，董事會亦會就需由董事會層面作出決定的特別事項於其他時候舉行會議。

截至二零二三年十二月三十一日止年度，管理層每月向董事會全體成員提供最新資料，當中載列詳盡內容，以公正及易於理解的角度評估本公司的表現、狀況及前景。

董事會特別授權管理層在行政總裁的領導下，履行日常營運責任。主要事務包括執行經董事會批准的策略及決定，且管理層就本集團的業務營運向董事會承擔全部責任。

根據企業管治守則之守則條文C.5.3條，董事會定期會議須於會議召開前不少於十四日發出通知，以讓全體董事有機會出席；對於所有其他董事會會議，則須發出合理通知。由於實際安排關係且並無任何董事反對，本公司曾就二零二三年舉行之多次董事會會議向董事發出提前時間較短的合理通知。

同時，根據企業管治守則之守則條文C.1.6，全體獨立非執行董事及非執行董事須出席股東大會。於二零二三年五月二十五日舉行之股東週年大會上，全體獨立非執行董事及非執行董事均已出席該大會，以使董事會對本公司股東之意見有公正的了解。

本公司將安排向全體董事提供所有股東大會之適用資料，並採取一切合理措施以安排時間表，確保全體董事能夠出席股東大會以對股東意見有公正的了解。

董事會將繼續不時檢討本公司的企業管治情況，並作出任何必要變動以符合企業管治守則。

Corporate Governance Report 企業管治報告

The attendance record of each Director at Board meetings, audit committee meetings, remuneration committee meetings, nomination committee meetings and general meetings during the year ended 31 December 2023 is set out in the following table:

各董事於截至二零二三年十二月三十一日止年度有關董事會會議、審核委員會會議、薪酬委員會會議、提名委員會會議及股東大會之出席記錄載於下表：

Name of directors 董事姓名		Board Meetings 董事會會議 (attendance/ total no. of meetings held) (出席次數/ 舉行會議總次數)	Audit Committee Meetings 審核委員會會議 (attendance/ total no. of meetings held) (出席次數/ 舉行會議總次數)	Remuneration Committee Meetings 薪酬委員會會議 (attendance/ total no. of meetings held) (出席次數/ 舉行會議總次數)	Nomination Committee Meetings 提名委員會會議 (attendance/ total no. of meetings held) (出席次數/ 舉行會議總次數)	General Meetings 股東大會 (attendance/ total no. of meetings held) (出席次數/ 舉行會議總次數)
Executive Director	執行董事					
Mr. Chung Tin Yan (Chief Executive Officer)	鍾天昕先生 (行政總裁)	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Non-executive Directors	非執行董事					
Mr. Yuan Fuer (Chairman)	袁富兒先生(主席)	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Mr. Hu Xinglong	胡性龍先生	4/4	N/A 不適用	N/A 不適用	N/A 不適用	1/1
Independent Non-executive Directors	獨立非執行董事					
Mr. Wu Jilin	吳吉林先生	4/4	3/3	1/1	1/1	1/1
Mr. Du Hongwei	杜宏偉先生	4/4	3/3	1/1	1/1	1/1
Mr. Lam Cheung Shing Richard	林長盛先生	4/4	3/3	1/1	1/1	1/1

Corporate Governance Report 企業管治報告

All Directors were provided with details of agenda items for decisions making with reasonable notice and were invited to raise any matters in the agenda of Board meeting. Directors have access to the advice and services of the company secretary who is responsible for ensuring that the Board procedures are complied with and advising the Board on compliance matters. Minutes of Board meetings and meetings of the Board committees are kept by the company secretary and are opened for inspection as requested by the Directors. During the Year, the Board was given sufficient time to review and approve minutes of Board meetings and meetings of Board committees. The Directors were also provided with access to independent professional advice, where necessary, in carrying out their obligations as the Directors, at the expense of the Company. Directors who are considered to have conflict of interests or material interests in the proposed transactions or issues to be discussed would not be counted in the quorum of meeting and would abstain from voting on the relevant resolution.

All Directors assume the responsibilities to the shareholders of the Company for the well-being and success of the Company. They are aware of their duties to act in good faith and in the best interests of the Company.

The Board is responsible for maintaining proper accounting records so as to enable the Directors to monitor the Company's overall financial position. The Board updates shareholders on the operations and financial position of the Group through, interim and annual results announcements as well as the publication of timely announcements of other matters as prescribed by the relevant rules and regulations.

The Company has three independent non-executive Directors, at least one of whom has appropriate financial management expertise, in compliance with the Listing Rules. The Company has received from each of the independent non-executive Directors an annual confirmation of his/her independence pursuant to Rule 3.13 of the Listing Rules. The Company is of the view that all independent non-executive Directors meet the independence guidelines set out in Rule 3.13 of the Listing Rules and are independent in accordance with the terms of the guidelines.

全體董事均獲合理通知以獲得各項議程之詳細資料以便作出決定並受邀於董事會會議議程上提出任何事項。董事均可獲得公司秘書提供之意見及服務，公司秘書負責確保遵守董事會程序及就合規事宜向董事會提供意見。董事會會議及董事委員會之會議記錄由公司秘書保管並可應董事要求提供查閱。於本年度，董事會已獲充足時間審閱及確認董事會會議及董事委員會之會議記錄。董事在履行彼等作為董事之義務時，如有需要亦可獲提供獨立專業意見，費用由本公司承擔。被視為於建議交易或將予討論事項中涉及利益衝突或擁有重大利益的董事，不得計入該次會議之法定人數，並須就相關決議案放棄投票。

全體董事就本公司穩健發展與成功向本公司股東負責。彼等知悉彼等應以誠信態度及在符合本公司最佳利益之情況下履行職務。

董事會有責任保存完備之會計記錄，以便董事監察本公司整體財務狀況。董事會透過中期及全年業績公告以及根據有關規則及規例之規定就其他事項適時刊發之公告，向股東提供本集團營運及財務狀況之最新資料。

本公司擁有三名獨立非執行董事，且為符合上市規則，其中至少一名獨立非執行董事具備適當之財務管理專業知識。本公司已接獲各獨立非執行董事根據上市規則第3.13條就其獨立性作出的年度確認。本公司認為，全體獨立非執行董事均符合上市規則第3.13條所載獨立性指引，且根據指引條款屬獨立人士。

To ensure independent views and input are made available to the Board, the Board (or through the Board committees) ensures the following mechanisms are in place and reviews the implementation and effectiveness of such mechanisms annually:

- (1) all Directors should have the required character, integrity, perspectives, skills, expertise and experience to fulfill their roles and are encouraged to express their independent views through board meetings;
- (2) all Directors are required to declare conflicts of interest (if any) in their roles as Directors and Directors who have material interests shall not vote or be counted in the quorum for the relevant Board resolutions;
- (3) the Chairman of the Board meets with independent non-executive Directors annually without the presence of the executive Director and non-executive Directors; and
- (4) all independent non-executive Directors are required to confirm in writing on an annual basis their compliance of independence requirements pursuant to Rule 3.13 of the Listing Rules.

According to the Company's Articles of Association ("Articles"), newly appointed Directors shall hold office until the next annual general meeting and shall be eligible for re-election at that meeting. Every Director, including those appointed for a specific term, should be subject to retirement by rotation at least once every three years.

During the financial year ended 31 December 2023, the Company had arranged appropriate insurance cover in respect of legal action against the Directors.

為確保董事會能夠獲得獨立觀點及意見，董事會(或通過董事委員會)確保制定以下機制，並每年審閱此類機制的實施和有效性：

- (1) 所有董事均應具備履行職責所需的品格、誠信、觀點、技能、專業知識和經驗，並鼓勵通過董事會會議發表獨立意見；
- (2) 所有董事均須申報其擔任董事期間的利益衝突(如有)，而擁有重大利益的董事均不得就有關董事會決議案投票或計入有關董事會會議的法定人數內；
- (3) 董事會主席每年在執行董事及非執行董事不在場的情況下與獨立非執行董事會面；及
- (4) 所有獨立非執行董事均須每年書面確認其遵守上市規則第3.13條的獨立性規定。

根據本公司之組織章程細則(「細則」)，最近獲委任之董事將任職至股東週年大會為止，並於該大會上合資格膺選連任。每名董事(包括擁有特定任期之董事)須至少每三年輪值退任一次。

於截至二零二三年十二月三十一止財政年度，本公司已安排適當保險，使董事面對法律訴訟時有所保障。

CHAIRMAN AND CHIEF EXECUTIVE OFFICER

Under code provision of C.2.1 of the CG Code, the roles of the chairman of the Company (the “Chairman”) and the chief executive officer of the Company (the “Chief Executive Officer”) should be separated and should not be performed by the same individual. The roles of Chairman and Chief Executive Officer should be separated to ensure a clear division between the Chairman’s responsibility to manage the Board and the Chief Executive Officer’s responsibility to manage the Company’s business. The separation ensures a balance of power and authority so that power is not concentrated.

During the year ended 31 December 2023, Mr. Chung Tin Yan was the Chief Executive Officer of the Group, and Mr. Yuan Fuer was the Chairman of the Group. The roles of the Chairman and the Chief Executive Officer are segregated. The Chairman’s main role is to lead the Board in discharging its powers and duties, while the Chief Executive Officer’s main role is to lead the management of the Company for undertaking all the responsibilities delegated by the Board and managing the overall operation of the Group.

NON-EXECUTIVE DIRECTORS

Each of the non-executive Directors and independent non-executive Directors has entered into a service contract with the Company for a specific term of three years but subject to termination in certain circumstance as stipulated in the relevant service contracts and re-election.

ROTATION OF DIRECTORS

At each annual general meeting, one third of the Directors for the time being (if their number is not a multiple of three, then the number nearest to but not less than one third) will retire from office by rotation provided that every Director shall be subject to retirement at an annual general meeting at least once every three years. Any Director appointed to fill a casual vacancy or as an addition to the existing board shall hold office only until the next annual general meeting of the Company and shall then be eligible for re-election.

主席及行政總裁

根據企業管治守則之守則條文第C.2.1條，本公司主席（「主席」）與本公司行政總裁（「行政總裁」）之角色應有區分，不應由一人同時兼任。將主席與行政總裁之角色劃分，可確保主席管理董事會之責任與行政總裁管理本公司業務之責任得到清晰分工。該劃分將確保權力及授權分佈均衡，令權力不會集中於任何個人。

截至二零二三年十二月三十一日止年度，鍾天昕先生為本集團行政總裁，而袁富兒先生為本集團主席。主席與行政總裁之角色是區分的。主席之主要角色為領導董事會執行其權力及履行其職責而行政總裁之主要角色為領導本公司管理層承擔由董事會授權之所有責任及管理本集團之整體運作。

非執行董事

各非執行董事及獨立非執行董事已與本公司訂立三年特定任期之服務合約，惟該等合約可於有關服務合約所訂明之若干情況下予以終止，並須接受重選。

董事的輪任

在每屆股東週年大會上，當時三分之一的董事（若其人數並非三的倍數，則以當時最接近但不少於三分之一的人數）將輪值退任，前提是各董事須至少每三年在股東週年大會上退任一次。任何獲委任以填補臨時空缺的董事或現有董事會中任何增任董事的任期僅至本公司下屆股東週年大會為止，隨後符合資格可膺選連任。

CORPORATE GOVERNANCE FUNCTION

The Board is responsible for performing corporate governance duties and has adopted the written terms of reference on its corporate governance functions. The duties of the Board in respect of the corporate governance functions include:

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

Since 2023 and up to the date of this report, the Board has performed the corporate governance duties in accordance with its terms of reference.

BOARD DIVERSITY POLICY

During the year ended 31 December 2023, the Board adopted a board diversity policy (the "Board Diversity Policy") setting out the approach to achieve diversity on the Board. The Company considered diversity of board members can be achieved through consideration of a number of aspects, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. All Board appointments will be based on meritocracy, and candidates will be considered against objective criteria, having due regard for the benefits of diversity on the Board.

Measurable objectives

Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, professional experience, skills and knowledge. The ultimate decision will be made upon the merits and contributions that the selected candidates will bring to the Board.

企業管治職能

董事會負責履行企業管治職責，並已採納其企業管治職能之書面職權範圍。董事會有關企業管治職能之職責包括：

- (i) 制定及檢討本公司之企業管治政策及常規；
- (ii) 檢討及監察董事及高級管理層之培訓及持續專業發展；
- (iii) 檢討及監察本公司在遵守法律及監管規定方面之政策及常規；
- (iv) 制定、檢討及監察適用於僱員及董事之操守守則及合規手冊(如有)；及
- (v) 檢討本公司對企業管治守則之遵守情況及在企業管治報告之披露。

由二零二三年起及直至本報告日期，董事會已根據其職權範圍履行企業管治職責。

董事會成員多元化政策

於截至二零二三年十二月三十一日止年度，董事會已採納董事會成員多元化政策(「董事會成員多元化政策」)，其中載有實現董事會成員多元化之方法。本公司認為可透過多方面考慮實現董事會成員多元化，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。董事會所有委任將用人唯才，並在考慮候選人時以客觀準則充分顧及董事會成員多元化的裨益。

可計量目標

候選人的甄選將基於一系列多元化角度，包括但不限於性別、年齡、文化及教育背景、專業經驗、技能及知識。最終決定將按所選候選人的優點及其將為董事會帶來的貢獻而作出。

Corporate Governance Report 企業管治報告

Implementation and monitoring

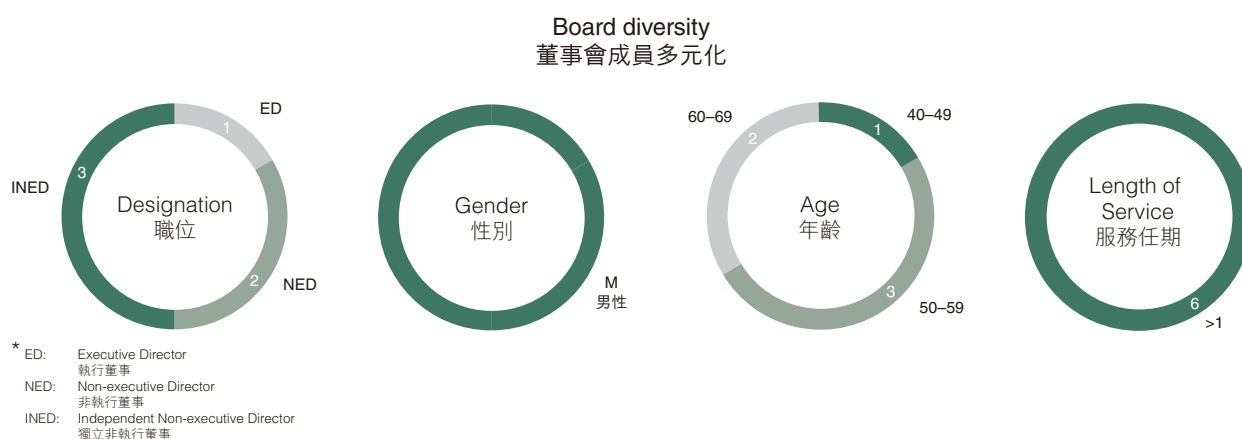
The Nomination Committee reviewed the Board's composition under diversified perspectives, and monitored the implementation of the Board Diversity Policy annually.

As at the date of this report, the Board's composition under diversified perspectives was summarized as follows:

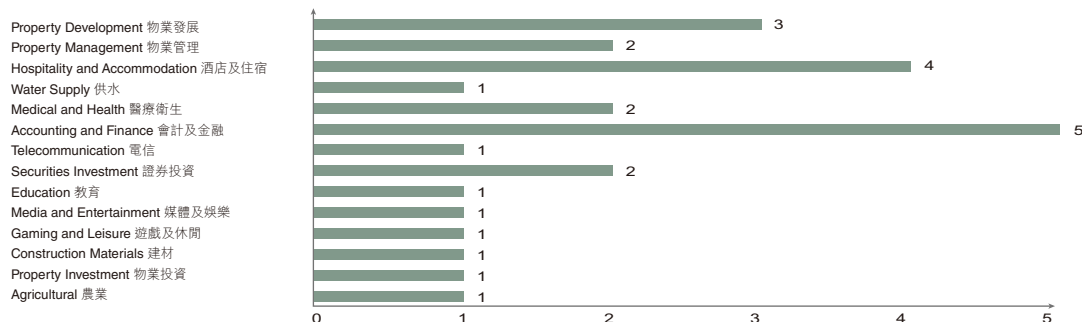
執行及監察

提名委員會按多元化的角度檢討董事會的組成，並每年監察董事會成員多元化政策的執行。

於本報告日期，董事會在主要多元化層面的組成概述如下：



Professional industry 專業行業



The Nomination Committee has reviewed the Board Diversity Policy to ensure its effectiveness and considered that the Group achieved the objectives of Board Diversity Policy.

In terms of gender diversity, there is currently no female Director on the Board. The Company recognises the importance and benefits of gender diversity at the Board level and is committed to continue to identify female candidates and ensure at least one member of the Board shall be female by December 2024.

提名委員會已檢討董事會成員多元化政策，以確保其行之有效，並認為本集團已達致董事會成員多元化政策的目標。

就性別多元化而言，董事會目前並無女性董事。本公司認識到董事會層面性別多元化的重要性及裨益，並致力於繼續物色女性候選人，並確保到二零二四年十二月至少有一名董事會成員為女性。

As at 31 December 2023, the Group had 31 male employees (31 December 2022: 46 male employees) and 63 female employees (31 December 2022: 74 female employees) and the male-to-female ratio in the workforce, including the senior management, was approximately 3:7 (31 December 2022: 4:6), which is regarded by the Board as satisfactory and in line with the industry which the Group operates its businesses in.

The Company will continue to take gender diversity into consideration during recruitment and balance the gender proportion at all levels over time with the ultimate goal of achieving gender parity, such that there is a pipeline of female senior management and potential successors to the Board in the future.

REMUNERATION COMMITTEE

A remuneration committee of the Board was set up on 22 June 2011 (the "Remuneration Committee") to oversee the remuneration policy and structure for all Directors and senior management. The terms of reference is available on the websites of the Company and the Stock Exchange.

The primary objectives of the Remuneration Committee include making recommendations to the Board on the remuneration policy and structure of the Directors and the senior management and determining the remuneration packages of all Directors and senior management. The Remuneration Committee is also responsible for ensuring that no Director or any of his associates will participate in deciding his/her own remuneration. The remuneration packages of Directors are determined by the Remuneration Committee with reference to the performance of the individual and the Company as well as market practice and conditions. Members are provided with sufficient resources, including but not limited to, the access to independent professional advice, where necessary, in carrying out their obligations, at the expense of the Company.

The Remuneration Committee held one meeting during the year ended 31 December 2023 for reviewing the remuneration package of the Directors and the senior management, assessing performance of Directors, approving the terms of Directors' service contracts and making recommendations to the Board as to the remuneration packages of individual Directors and senior management.

截至二零二三年十二月三十一日，本集團有31名男性僱員(二零二二年十二月三十一日：46名男性僱員)及63名女性僱員(二零二二年十二月三十一日：74名女性僱員)，員工隊伍(包括高級管理層)中的男女比例約為3:7(二零二二年十二月三十一日：4:6)，董事會將其視為令人滿意，符合本集團經營業務所在行業發展。

本公司將繼續在招聘過程中考慮性別多元化，逐步平衡各層級的男女性比例，以實現性別均等為最終目標，同時為未來的女性高級管理層及潛在的董事會繼任者提供後備力量。

薪酬委員會

本公司已於二零一一年六月二十二日成立董事會薪酬委員會(「薪酬委員會」)，以監察全體董事及高級管理層之薪酬政策及架構。有關職權範圍於本公司及聯交所網站可供查閱。

薪酬委員會之主要任務包括就董事及高級管理層之薪酬政策及架構向董事會作出推薦建議，以及釐定全體董事及高級管理層之薪酬方案。薪酬委員會亦負責確保概無董事或其任何聯繫人將參與決定其自身薪酬。董事之薪酬待遇由薪酬委員會參考個人表現及本公司業績以及市場慣例及狀況釐定。各成員獲提供充足資源(包括但不限於在必要時獲得獨立專業建議)以履行彼等之責任，費用由本公司承擔。

薪酬委員會於截至二零二三年十二月三十一日止年度舉行一次會議以檢討各董事及高級管理層之薪酬方案、評估董事之表現、批准董事服務合約之條款及就個別董事及高級管理層之薪酬方案向董事會作出推薦建議。

Corporate Governance Report 企業管治報告

The Remuneration Committee comprises three members as at the date of this report namely:

Mr. Du Hongwei (Chairman)

Mr. Wu Jilin

Mr. Lam Cheung Shing Richard

All of the current members are independent non-executive Directors.

In addition, pursuant to the code provision E.1.5 of the CG Code, an analysis of annual remuneration payable to the members of the senior management by band for the year ended 31 December 2023 is set out below:

於本報告日期，薪酬委員會由以下三名成員組成：

杜宏偉先生(主席)

吳吉林先生

林長盛先生

全體現任成員均為獨立非執行董事。

此外，根據企業管治守則守則條文第E.1.5條，應付高級管理層成員截至二零二三年十二月三十一日止年度之年度薪酬按薪酬等級分析載列如下：

		2023 二零二三年 Number of persons 人數	2022 二零二二年 Number of persons 人數
Above HK\$1,000,000	1,000,000港元以上	1	2
Nil to HK\$1,000,000	0至1,000,000港元	4	5

NOMINATION COMMITTEE

The Company has established a nomination committee of the Board on 22 June 2011 (the "Nomination Committee") for making recommendations to the Board on appointment of the Directors and succession planning of the Directors.

The principal duties of the Nomination Committee include reviewing the Board composition, making recommendations to the Board on the appointment and succession planning of the Directors, assessing the independence of the independent non-executive Directors and reviewing the Board Diversity Policy. Members are provided with access to independent professional advice, where necessary, in carrying their obligations at the expense of the Company.

提名委員會

本公司已於二零一一年六月二十二日成立董事會提名委員會(「提名委員會」)，以就委任董事及董事的繼任人選規劃向董事會作出推薦建議。

提名委員會之主要職責包括檢討董事會組成、就董事委任及繼任人選規劃向董事會作出推薦建議、評估獨立非執行董事之獨立性以及檢討多元化政策。各成員在必要時獲提供獨立專業建議，以履行彼等之責任，費用由本公司承擔。

For the policy of nomination of Directors (the “Nomination Policy”), the Nomination Committee of the Company shall first discuss the nomination of candidates for new Directors, examine the qualification of these candidates, and then recommend such candidates to the Board. The Board shall determine whether the appointment of such candidates should be proposed for election at the general meetings. The major criteria considered by the Nomination Committee and the Board are the candidates’ educational backgrounds, experience in the industry, their proposed commitment to the Company and achieving the goal of diversity of the Board. Regarding the nomination of independent non-executive Directors, the Nomination Committee will also particularly consider the independence of such candidates taking into account the independence guidelines set out in Rules 3.13 of the Listing Rules.

During the financial year ended 31 December 2023, the Nomination Committee held one meeting. The members reviewed the current composition of the Board and discussed about the Board structure to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company pursuant to its terms of reference (available on the websites of the Company the Stock Exchange), the Nomination Policy and the Board Diversity Policy.

The Nomination Committee considered current Board composition has achieved the objectives of the Board Diversity Policy.

In accordance with the Articles, Mr. Chung Tin Yan and Mr. Wu Jilin shall retire and are eligible to offer themselves for re-election at the forthcoming annual general meeting.

The Nomination Committee recommended the re-appointment of the Directors standing for re-election at the forthcoming annual general meeting of the Company.

The Nomination Committee comprises three members as at the date of this report namely:

Mr. Lam Cheung Shing Richard (Chairman)

Mr. Wu Jilin

Mr. Du Hongwei

All of the current members are independent non-executive Directors.

關於董事的提名政策(「提名政策」)，本公司提名委員會首先商議新董事的提名人選，對董事候選人進行資格審查，再向董事會推薦有關候選人。董事會決定是否將委任有關候選人的事宜提交股東大會選舉。提名委員會及董事會所考慮的主要標準為有關候選人的教育背景、行業經驗、其擬對本公司的投入程度以及董事會成員多元化目標的達成情況。就提名獨立非執行董事而言，提名委員會亦會特別就上市規則第3.13條訂立獨立性的指引考慮有關候選人的獨立性。

提名委員會於截至二零二三年十二月三十一日止財政年度舉行一次會議。提名委員會成員檢討董事會之現時組成並討論調整董事會之架構，確保董事會根據其職權範圍(於本公司及聯交所網站可供查閱)、提名政策及董事會多元化政策在適合本公司業務需要之專業知識、技能及經驗各方面取得平衡。

提名委員會認為董事會現時的組成已達致董事會多元化政策的目標。

根據細則，鍾天昕先生及吳吉林先生須於應屆股東週年大會上退任並合資格膺選連任。

提名委員會建議於本公司應屆股東週年大會上重新委任待重選之董事。

於本報告日期，提名委員會由以下三名成員組成：

林長盛先生(主席)

吳吉林先生

杜宏偉先生

全體現任成員均為獨立非執行董事。

AUDIT COMMITTEE

The Company has established an audit committee of the Board on 22 June 2011 (the “Audit Committee”) with written terms of reference (available on the websites of the Company and the Stock Exchange) that set out the authorities and duties of the Audit Committee adopted by the Board. The Audit Committee performs, amongst others, the following functions:

- reviewing the financial information of the Group;
- reviewing the relationship with and the terms of appointment of the external auditors; and
- overseeing the Company’s financial reporting system, internal control system and risk management system.

The Audit Committee is given sufficient resources to oversee the internal control system of the Group, reports to the Board on any material issues, and makes recommendations to the Board. During the year under review, the Audit Committee reviewed the Group’s annual results and annual report for the year ended 31 December 2022, and the interim results and interim report for the six months ended 30 June 2023, the accounting principles and policies adopted by the Group, the financial reporting and compliance procedures, the Company’s internal control and risk management systems and processes, the effectiveness of Company’s internal audit function and the re-appointment of the external auditors.

The Audit Committee held three meetings during the year ended 31 December 2023.

The Audit Committee comprises three members as at the date of this report namely:

Mr. Wu Jilin (Chairman)

Mr. Du Hongwei

Mr. Lam Cheung Shing Richard

All the members are independent non-executive Directors. None of the members of the Audit Committee is a former partner of the Company’s existing external auditors.

審核委員會

本公司已於二零一一年六月二十二日成立董事會審核委員會(「審核委員會」)，其書面職權範圍(於本公司及聯交所網站可供查閱)載有董事會所採納之審核委員會之權力及職責。審核委員會履行(其中包括)以下職能：

- 審閱本集團財務資料；
- 檢討與外聘核數師的關係及其委任年期；及
- 監察本公司之財務申報系統、內部監控系統及風險管理系統。

審核委員會具有充足資源監督本集團之內部監控系統、向董事會報告任何重大問題，並向董事會作出推薦建議。於回顧年度，審核委員會已審閱本集團截至二零二二年十二月三十一日止年度之全年業績及年報及截至二零二三年六月三十日止六個月的中期業績及中期報告、本集團採納之會計原則及政策、財務申報及合規程序、本公司之內部監控及風險管理系統及流程、本公司內部審核職能的效能，以及外聘核數師之續聘。

審核委員會於截至二零二三年十二月三十一日止年度舉行三次會議。

於本報告日期，審核委員會由以下三名成員組成：

吳吉林先生(主席)

杜宏偉先生

林長盛先生

全體成員均為獨立非執行董事。概無審核委員會成員為本公司現任外聘核數師之前合夥人。

INTERNAL CONTROLS AND RISK MANAGEMENT

The Board has overall responsibility for evaluating and determining the nature and extent of the risks it is willing to take in achieving the Group's strategic objectives, maintaining sound systems of risk management and internal controls and reviewing their effectiveness to safeguard interests of the Group as a whole. However, such systems are designed to manage the Group's risks within an acceptable risk profile, rather than to eliminate the risk of failure to achieve business objectives of the Group, they can only provide reasonable assurance but not absolute assurance against material misstatement or loss.

The Board has established an on-going process for identifying, evaluating and managing the significant risks faced by the Group. This process includes enhancing the systems of risk management and internal control in view of the changes to the business environment or regulatory guidelines.

Management assists the Board in the implementation of the Group's policies, procedures and controls by identifying and assessing the risks faced, and in the design, operation and monitoring of suitable internal controls to mitigate and control these risks. The adequacy and effectiveness of the systems of risk management and internal controls of the Group are annually reviewed by the Board. The review covers all material controls including financial, operational and compliance controls as well as the process for the identification, evaluation and management of the significant risks faced by the Company and the Group. The Board also reviews the adequacy of resources, employees' qualifications and experience, their training programs, and budget of the Group's accounting, internal audit and financial reporting functions. The Board has conducted and completed such review in respect of the year ended 31 December 2023 and considers the risk management and internal control systems of the Group effective and adequate.

內部監控及風險管理

董事會負責整體評估及確定為達致本集團策略目標而願意承擔風險的性質及程度，以及維持風險管理及內部監控的穩健系統，並檢討該等系統對保障本集團整體利益的有效性。然而，該等系統僅可將本集團風險控制在可接受範圍內，而無法消除不能達致本集團業務目標的風險，且僅可提供合理保證而非絕對保證不會出現重大失實陳述或損失。

董事會已建立程序，以持續地識別、評估及管理本集團所面對的重大風險。程序包括針對營商環境或監管指引的變更而不時加強風險管理及內部監控系統。

管理層透過識別及評估所面對的風險，協助董事會執行本集團的政策及程序以及監控並參與設計、運作及監察合適的內部監控措施，以減少及控制此等風險。董事會每年檢討本集團的風險管理及內部監控系統是否充足及有效。檢討範圍涵蓋所有重大監控，包括財務、營運及合規監控，以及本公司及本集團所面對的重大風險的識別、評估及管理的過程。董事會亦檢討資源的充足性、本集團負責會計、內部審核及財務報告職能僱員的資格及經驗及彼等的培訓計劃及預算。董事會已進行及完成就截至二零二三年十二月三十一日止年度的有關審閱，認為本集團的風險管理及內部監控系統有效及充足。

HANDLING AND DISSEMINATION OF INSIDE INFORMATION

For the purposes of handling and disseminating inside information in accordance with the Listing Rules and the Securities and Futures Ordinance (Cap 571 of the Laws of Hong Kong), the Company has in place a policy on handling and dissemination of inside information (“Policy”) which sets out the procedures and internal controls for handling and dissemination of inside information in a timely manner in such a way so as not to place any person in a privileged dealing position and to allow time for the market to price the listed securities of the Company with the latest available information. This Policy also provides guidelines to staff of the Company to ensure proper safeguards exist to prevent the Company from breaching the statutory disclosure requirements. It also includes appropriate internal control and reporting systems to identify and assess potential inside information. Dissemination of inside information of the Company shall be conducted by publishing the relevant information on the websites of the Stock Exchange and the Company, according to the requirements of the Listing Rules.

EXTERNAL AUDITOR AND AUDITORS’ REMUNERATION

The statement of the external auditor of the Company on their reporting responsibilities and opinion on the Group’s financial statements for the year ended 31 December 2023 is set out in the section headed “Independent Auditor’s Report” in this annual report.

The Audit Committee is responsible for considering the appointment of the external auditor and reviewing any non-audit functions performed by the external auditor, including whether such non-audit functions could lead to any potential material adverse effect on the Company.

During the year ended 31 December 2023, the Group has incurred an aggregate fee of HK\$1,100,000 to the external auditor and its affiliate. Among such fee, the amount of HK\$900,000 was paid for the final audit purposes and HK\$200,000 was paid to its affiliate for non-audit purposes including interim review and other review engagements. The non-audit services mainly consist of consulting services in relation to the environmental, social and governance reporting, risk assessment and review on financing reporting procedures and internal control system, as well as due diligence work over new projects.

處理及發佈內幕消息

就根據上市規則及香港法例第571章證券及期貨條例處理及發佈內幕消息而言，本公司已訂立處理及發佈內幕消息的政策（「政策」），當中載有處理及發佈內幕消息的程序及內部監控，使內幕消息得以適時處理及發佈，而不會導致任何人士在證券交易上處於佔優的地位，亦讓市場有時間定出能反映最新現有實況的本公司上市證券價格。該政策亦為本公司員工提供指引，確保設有適當措施以預防本公司違反法定披露規定。該政策亦載有適當的內部監控及匯報制度，以識別及評估潛在的內幕消息。根據上市規則規定，本公司內幕消息之發佈方法乃於聯交所及本公司網站刊載相關消息。

外聘核數師及核數師酬金

本公司外聘核數師有關其申報責任的聲明及對於本集團截至二零二三年十二月三十一日止年度之財務報表的意見，載於本年報「獨立核數師報告」一節。

審核委員會負責考慮外聘核數師之委聘及審查外聘核數師進行之任何非核數工作，包括有關非核數工作會否對本公司構成任何潛在重大不利影響。

於截至二零二三年十二月三十一日止年度，本集團已產生支付予外聘核數師及其聯屬公司的費用總額1,100,000港元。有關費用中，900,000港元為年度審核項目及200,000港元為作非審核用途之費用支付予其聯屬公司，包括中期審閱及其他審閱項目之費用。非審核服務主要包括有關環境、社會及管治報告、風險評估及有關財務申報程序及內部監控系統審閱以及新項目盡調工作之諮詢服務。

DIRECTORS' RESPONSIBILITIES FOR THE FINANCIAL STATEMENTS

The Directors are responsible for the preparation of the financial statements for each financial year which gives a true and fair view. In preparing the financial statements, appropriate accounting policies and standards are selected and applied consistently.

COMPANY SECRETARY

The company secretary is responsible for ensuring that the Board procedures are followed and facilitating communications among the Directors as well as with shareholders and management.

During 2023, Mr. Chung Tin Yan has attended relevant professional training to update his skills and knowledge. He met the training requirements as required under Rule 3.29 of the Listing Rules.

INVESTOR RELATIONS

The Company believes that maintaining a high level of transparency is a key to enhance investor relations. It is committed to a policy of open and timely disclosure of corporate information to its shareholders and the public.

The Company updates its shareholders on its latest business developments and financial performance through its annual and interim reports.

The website of the Company (www.legend-strategy.com) has provided an effective communication platform to the public and the shareholders.

SIGNIFICANT CHANGES IN CONSTITUTIONAL DOCUMENT

The Company has not made any change to its constitutional documents during the year ended 31 December 2023. A consolidated version of the Company's constitutional documents is available on the Company's website and the website of the Stock Exchange.

董事對財務報表應負的責任

董事負責就各財政年度編製真實兼公平地反映意見之財務報表。在編製財務報表時，董事選擇及貫徹地應用適當之會計政策及準則。

公司秘書

公司秘書負責確保遵守董事會程序及促進董事之間以及與股東及管理層的溝通。

於二零二三年期間，鍾天昕先生已出席相關專業培訓以提升其技能及知識。彼符合上市規則第3.29條所要求之培訓規定。

投資者關係

本公司相信，維持高透明度是鞏固投資者關係的關鍵。本公司致力奉行向其股東及大眾公開及適時披露公司資料的政策。

本公司透過其年度及中期報告向其股東提供其最新的業務發展及財務表現資料。

本公司的網站(www.legend-strategy.com)為大眾及股東提供一個有效的溝通平台。

章程文件之重大變動

於截至二零二三年十二月三十一日止年度，本公司並無對其章程文件作出任何變動。本公司章程文件之綜合版本可於本公司網站及聯交所網站查閱。

INDUCTION AND CONTINUING PROFESSIONAL DEVELOPMENT

Each newly appointed Director receives a formal, comprehensive and tailored induction on the first occasion of his/her appointment to ensure appropriate understanding of the business and operations of the Company and full awareness of Director's responsibilities and obligations under the Listing Rules and relevant statutory requirements.

All Directors are encouraged to participate in continuous professional development to develop and refresh their knowledge and skills. The Company has continuously provided relevant training materials to the Directors. Directors participated in continuous development relating to their roles, functions and duties of a listed company director or further enhancement of their professional development by the way of attending training courses or reading relevant materials. All Directors had provided the Company their training confirmations for the year under review. The Directors and officers 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 shall not be indemnified where there is any fraud, breach of duty or breach of trust proven against them.

入職指引及持續專業發展

每名新委任之董事均於首次獲委任時獲提供正式、全面及度身制訂的入職指引，確保新委任之董事可適當掌握本公司之業務及營運，並充分了解其於上市規則及相關法規項下之責任與義務。

本公司鼓勵全體董事參與持續專業發展，以發展及更新彼等之知識及技能。本公司持續向董事提供有關培訓材料。董事透過參加培訓課程或閱讀有關材料，參與與上市公司董事之角色、職能及職責或進一步增強彼等專業發展相關之持續發展。全體董事已向本公司提供彼等於回顧年度之培訓確認函。董事及高級職員於擔任本公司董事及高級職員期間，因彼等履行其職責而引致之任何責任均受到董事及高級職員責任保險之彌償，惟倘證實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。

Directors	董事	Attending Seminar(s)	Reading regulatory updates
		出席講座	閱讀監管規定的最新資料
Mr. Chung Tin Yan	鍾天昕先生	✓	✓
Mr. Yuan Fuer	袁富兒先生	✓	✓
Mr. Hu Xinglong	胡性龍先生	✓	✓
Mr. Wu Jilin	吳吉林先生	✓	✓
Mr. Du Hongwei	杜宏偉先生	✓	✓
Mr. Lam Cheung Shing Richard	林長盛先生	✓	✓

DIVIDEND AND DIVIDEND POLICY

The Group did not declare nor pay any dividends to shareholders of the Group during the Year.

The payment and the amount of any dividends, if paid, will depend on the results of operations, cash flows, financial condition, statutory and regulatory restrictions on the payment of dividends by the Group, future prospects and other factors that the Directors may consider relevant. Holders of the shares will be entitled to receive such dividends pro rata according to the amounts paid up or credited as paid up on the shares. The declaration of payment and amount of dividends will be subject to the Directors' discretion.

Dividends may be paid only out of the Group's distributable profits as permitted under the relevant laws. To the extent profits are distributed as dividends, such portion of profits will not be able to be reinvested in the Group's operations. There can be no assurance that the Directors will be able to declare or distribute any dividend in the amount set out in any plan of the Board or at all. The dividend distribution record in the past may not be used as a reference or basis to determine the level of dividends that may be declared or paid by the Group in the future.

SHAREHOLDER COMMUNICATION

The Company has adopted a shareholders communication policy with objectives to provide our shareholders with detailed information about the Company so that they can exercise their rights as shareholders in an informed manner. The Company would review the shareholders communication policy on a regular basis.

The Company uses a range of communication tools to ensure its shareholders are kept well informed of key business imperatives, including annual general meeting, annual report, various notices, announcements and circulars. Procedures for demanding a poll have been included in circulars accompanying notice convening a general meeting and such procedures have been read out by the chairman of the general meeting. The annual general meeting and other general meetings of the Company are primary forum for communication between the Company and its shareholders. The Company shall provide shareholders with relevant information on the resolution(s) proposed at a general meeting in a timely manner in accordance with the Listing Rules. The information provided shall be reasonably necessary to enable shareholders to make an informed decision on the proposed resolution(s). At the annual general meeting held on 25 May 2023 (the "2023 AGM"), a separate resolution was proposed by the chairman of the meeting in respect of each separate issue, including re-election of the Directors.

股息及股息政策

於本年度，本集團並沒有向本集團股東宣告或支付任何股息。

任何股息的派付及金額(若有)將取決於經營業績、現金流量、財務狀況、本集團股息派付的法定及法規限制、未來前景及董事認為相關的其他因素。股份持有人將有權根據就股份繳付或入賬列為繳足的股款按比例收取此等股息。宣告股息的派付及金額將由董事酌情處理。

股息可根據相關法例的允許下從本集團應佔溢利內派付。倘溢利獲分派為股息，則該部分溢利將不可重新投資於本集團的業務經營上。無法確保董事將可按董事會任何計劃所定的金額宣派或派付股息，或根據不能宣派或派付股息。過往派息記錄不應用作釐定本集團日後可能宣派或派付股息的水平之參考或基準。

與股東之溝通

本公司已採納與股東溝通之政策，旨在向股東提供有關本公司的詳細資料，使彼等能在知情的情況下行使彼等身為股東的權利。本公司將定期檢討股東溝通政策。

本公司使用多種溝通渠道，以確保股東及時獲悉主要業務須知，包括股東週年大會、年報、各項通告、公告及通函。以投票方式表決之程序已載入隨附召開股東大會通告的通函內，而股東大會主席已於會上宣讀有關程序。本公司的股東週年大會及其他股東大會為本公司與其股東溝通的主要平台。本公司應按照上市規則及時向股東提供在股東大會上提呈的決議案的相關資料。所提供的資料應是合理所需的資料，以便股東能夠就提呈的決議案作出知情決定。於二零二三年五月二十五日舉行之股東週年大會(「二零二三年股東週年大會」)上，會議主席就各項獨立事宜(包括重選董事)提呈獨立決議案。

Corporate Governance Report 企業管治報告

At the 2023 AGM, the executive Directors, the chairmen of the Audit, Remuneration and Nomination Committees and representatives from the auditor of the Company, HLB Hodgson Impey Cheng Limited, were present for questions from shareholders. There was one general meeting held during the year ended 31 December 2023.

The Board has reviewed the implementation of the shareholders' communications policy and is satisfied that it is effective for the Board to understand the views and opinion of the shareholders through the available channels.

PROCEDURES FOR SHAREHOLDERS TO CONVENE AN EXTRAORDINARY GENERAL MEETING

There are no provisions allowing shareholders to propose new resolutions at the general meetings under the Cayman Islands Companies Act (2021 Revision). However, shareholders are requested to follow article 58 of the Articles, general meetings shall be convened on the written requisition of any one or more members holding at the date of deposit of the requisition not less than one-tenth of the paid up capital of the Company carrying the right of voting at general meetings of the Company shall at all times have the right, by written requisition to the Board or the secretary to the Company, to require an extraordinary general meeting to be called by the Board for the transaction of any business specified in such requisition; and such meeting shall be held within two (2) months after the deposit of such requisition. If within twenty-one (21) days of such deposit the Board fails to convene such meeting the requisitionist(s) himself (themselves) may do so in the same manner, and all reasonable expenses incurred by the requisitionist(s) as a result of the failure of the Board shall be reimbursed to the requisitionist(s) by the Company.

於二零二三年股東週年大會上，執行董事、審核委員會、薪酬委員會及提名委員會各自之主席以及本公司核數師國衛會計師事務所有限公司之代表均已出席回答股東之提問。截至二零二三年十二月三十一日止年度內，本公司共舉行一次股東大會。

董事會已審閱股東溝通政策的執行情況，並信納董事會通過可用渠道了解股東的看法和意見是有效的。

股東召開股東特別大會的程序

開曼群島公司法(二零二一年修訂本)並無條文允許股東於股東大會上提呈新決議案。然而，股東須遵從細則第58條細則，即任何一位或以上於提請要求當日持有不少於本公司繳足股本(賦予權利在本公司股東大會上投票)十分之一的股東，可隨時向董事會或本公司秘書發出書面要求，要求董事會召開股東特別大會，以處理有關要求所指明的任何事項；有關大會須於提請該要求後兩(2)個月內舉行。倘提請後二十一(21)日內董事會未有召開有關大會，則提請要求的人士可自行以相同方式召開大會，而本公司須向提請要求的人士補償其因董事會未有召開大會而產生的所有合理開支。

PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

The provisions for a shareholder to propose a person for election as a Director of the Company are laid down under article 85 of the Articles. No person other than a Director retiring at the meeting shall, unless recommended by the Board for election, be eligible for election to the office of Director at any general meeting unless a notice in writing of the intention to propose such person for election as a Director, signed by a shareholder (other than the person to be proposed for election as a Director) duly qualified to attend and vote at the meeting for which such notice is given, and a notice in writing signed by such person of his willingness to be elected shall have been lodged at the head office or at the registration office. The minimum length of the period during which such notices are given shall be at least seven (7) days and the period for lodgment of such notices shall commence no earlier than the day after the dispatch of the notice of the general meeting appointed for such election and end no later than seven (7) days prior to the date of such general meeting. Detailed procedures for shareholders to propose a person for election as a Director are available on the Company's website.

PROCEDURES FOR SHAREHOLDERS TO PUT FORWARD PROPOSAL

If a shareholder wishes to make any proposal at any general meeting of the Company, the shareholder should deposit a written notice of the proposal to the company secretary of the Company within 7 days commencing from the date of the notice of the general meeting of the Company (or such other period as may be determined and announced by the Director from time to time).

PROCEDURES FOR SENDING ENQUIRIES TO THE BOARD

Shareholders may send written enquiries to the Company, for the attention of the company secretary, by email: info@lsih.com.hk, or mail to Suite 1702, 17/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong.

股東提名人選參選為董事的程序

有關股東提名人選參選為本公司董事的規定載列於細則第85條細則。除非獲董事會推薦參選，否則任何人士(將於大會上退任之董事除外)應無資格在任何股東大會上參選董事職位，除非本公司總辦事處或註冊辦事處收到一份由正式合資格出席大會並可於會上投票的一名股東(被提名參選董事之人士除外)所簽署，表明彼擬提名該人士參選為董事之書面通知，及收到一份由該被提名人士所簽署，表示其願意接受推選之書面通知。作出該等通知的期間必須不少於七(7)天，提交該等通知之期間須由不早於指定進行該推選之股東大會通告寄發翌日起計，及不遲於該股東大會舉行日期前七(7)天結束。股東提名人選參選為董事的程序詳情於本公司網站刊載。

股東提出建議的程序

倘股東欲於本公司任何股東大會上提呈任何建議，股東須自本公司股東大會通告日期起計七日內(或由董事不時決定及公佈的其他期間)向本公司的公司秘書就有關建議遞交書面通知。

向董事會發出查詢的程序

股東可透過以下方式向本公司(註明公司秘書為收件人)發出書面查詢：發電郵至 info@lsih.com.hk，或郵寄至香港中環德輔道中19號環球大廈17樓1702室。

Corporate Governance Report 企業管治報告

INFORMATION DISCLOSURE

The Company discloses information in compliance with the Listing Rules and publishes periodic reports and announcements to the public in accordance with the relevant laws and regulations. The primary focus of the Company is to ensure information disclosure is timely, fair, accurate, truthful and complete, thereby enabling shareholders, investors as well as the public to make rational and informed decisions.

CONCLUSION

The Company believes that good corporate governance could ensure an effective distribution of the resources and shareholders' interests. The senior management will continue endeavors in maintaining, enhancing and increasing the Group's corporate governance level and quality.

資料披露

本公司遵從上市規則披露資料，及根據相關法律及法規向公眾定期刊發報告及公告。本公司盡力確保及時披露資料，而有關資料為公正、準確、真實及完整，務求使股東、投資者及公眾能作出合理知情決定。

總結

本公司堅信良好的企業管治可保證資源之有效分配及保障股東權益。高級管理層將繼續致力維持、加強及提升本集團之企業管治水平及質素。

Environmental, Social and Governance Report

環境、社會及管治報告

PRINCIPLES

The Group hereby presents this Environmental, Social and Governance report (“ESG report”) for the year ended 31 December 2023, in order to comply with the requirements set forth in Environmental, Social and Governance (the “ESG”) Reporting Guide of the Listing Rules. This covers the environmental and social performance of the core business of the Group in the PRC (the “People’s Republic of China”) during the period from 1 January 2023 to 31 December 2023 (the “Year”).

The Group is committed to the long-term sustainability of its business, as well as providing support to environmental protection and the communities in which it operates. Quality accommodation services are delivered to customers by the Group, and its business is managed prudently under sound decision-making processes. The Group seeks to balance the views and interests of the stakeholders through constructive conversation with a purpose to set the course for long-term prosperity.

The board of Directors (the “Board”) is responsible for evaluating and determining the ESG risks of the Group, and ensuring that relevant risk management and internal control systems are in place and operate effectively.

GOVERNANCE STRUCTURE

Board’s oversight of ESG issues

The Board has a primary role in overseeing the Group’s ESG issues. During the Year, the Board, the management and ESG responsible staff evaluated the impacts of ESG-related risks towards the operation and formulated ESG-related policies in dealing with relevant risks. The oversight of the Board ensures that the management and the ESG responsible staff can have all the right tools and resources to oversee the ESG issues.

原則

為符合上市規則環境、社會及管治(「環境、社會及管治」)報告指引所載的規定，本集團謹此呈列截至二零二三年十二月三十一日止年度之本環境、社會及管治報告(「環境、社會及管治報告」)。本報告涵蓋本集團於二零二三年一月一日至二零二三年十二月三十一日期間(「本年度」)於中國核心業務的環境及社會表現。

本集團致力維持其業務的長遠可持續發展，以及為環境保護及其營運所在的社區提供支援。本集團為客戶提供優質的住宿服務，並根據完善的決策程序審慎管理業務。本集團透過具建設性的溝通，致力平衡持份者的意見及利益，從而確定長期發展方向。

董事會(「董事會」)負責評估及釐定本集團的環境、社會及管治風險，並確保相關風險管理及內部監控系統已實施到位及有效運作。

管治架構

董事會對環境、社會及管治事宜的監督

董事會在督導本集團的環境、社會及管治事宜方面擔當主要角色。於本年度內，董事會、管理層與環境、社會及管治負責人員評估環境、社會及管治相關風險對營運的影響，並制定環境、社會及管治相關政策以處理相關風險。董事會的督導確保管理層及環境、社會及管治負責人員擁有一切合適的工具及資源，以便督導環境、社會及管治事宜。

Environmental, Social and Governance Report 環境、社會及管治報告

To demonstrate the Group's commitment to transparency and accountability, the management and ESG responsible staff review and evaluate the Group's performance in respect of ESG issues and report to the Board regularly.

ESG management approach and strategy for material ESG-related issues

To better understand the opinions and expectations of different stakeholders on the ESG issues, materiality assessment is conducted annually. The Group ensures various platforms, and channels of communication are used to reach, listen and respond to its key stakeholders. Through communication with the stakeholders, the Group is able to understand the expectations and concerns from its stakeholders. The feedbacks obtained allow the Group to make more informed decisions, and to better assess and manage the resulting impacts of the business decisions.

The Group has evaluated the materiality for each of the ESG aspects through the following steps: (i) identification of ESG issues by the Group; (ii) key ESG areas prioritisation with stakeholder engagement; and (iii) validation and determining material ESG issues based on the results of communication with the stakeholders.

Taking these steps enhances the understanding of the expectations and concerns of the Group's stakeholders on various ESG issues, which enable the Board to plan the sustainable development direction to address material ESG-related issues in the future.

Progress review made against ESG-related goals and targets

ESG-related goals and targets have been set to provide a strategic direction in business operations, the progress is closely reviewed by the Group from time to time. Modification may be needed if the progress falls short of expectation or there is a change of business operations.

The Group's sustainability target enables the Company to develop a realistic roadmap and focus on the results. The sustainability performance and progress made against the goals are reported to the Board for review at least annually.

為展示本集團對透明度及問責性的承擔，管理層與環境、社會及管治負責人員檢討及評估本集團就環境、社會及管治事宜的表現，並定期向董事會匯報。

環境、社會及管治管理方針及重大環境、社會及管治相關事宜策略

為更好地了解不同持份者對環境、社會及管治事宜的意見及期望，我們每年進行重要性評估。本集團確保使用各種平台及溝通渠道來接觸、聆聽及回應其主要持份者。通過與持份者溝通，本集團得以了解其持份者的期望及關注。所獲得的反饋意見使本集團能夠作出更明智的決策，並更好地評估及管理該等商業決策產生的影響。

本集團已透過以下步驟評估環境、社會及管治各方面的重要性：(i)本集團識別環境、社會及管治事宜；(ii)在持份者參與下，排列關鍵環境、社會及管治範疇優先順序；及(iii)根據與持份者的溝通結果驗證及釐定重大環境、社會及管治事宜。

進行該等步驟可加深對本集團利益相關者對各環境、社會及管治事宜的期望及重點關注問題，從而使董事會能夠規劃可持續發展方向，以應對未來與環境、社會及管治相關的重大問題。

環境、社會及管治相關目的與目標的進度檢討

本集團已設立環境、社會及管治相關目標，為業務運營提供策略方向，並不時密切檢討進度。如進度不及預期或業務運營發生變化，則可能需要進行修改。

本集團的可持續發展目標使本公司能夠制定實際藍圖並專注於結果。有關目標的可持續發展表現及進展至少每年向董事會匯報一次以供審閱。

REPORTING PRINCIPLES

The report is centred on four principles:

Materiality: Stakeholder engagement and materiality assessment were conducted regularly to identify material ESG issues, and to ensure that these issues are addressed in the report.

Quantitative: Data presented in this report have been collected prudently. Please refer to the data for emissions, waste production and resources consumption for standards and methodologies used for calculation of key performance indicators.

Balance: Both positive and negative sides of the performance have been presented in a transparent manner.

Consistency: Unless otherwise stated, the disclosures, data collection and calculation methods have remained consistent throughout the years to facilitate comparability over time.

REPORTING BOUNDARIES

The Group is principally engaged in accommodation operations, provision of consultations and property facilities management services and other related businesses. During the Year, the Group operates five leased accommodation branches. The five branches are located at Nanshan District (the “Nanshan Branch”) and Baoan District (the “Baoan Branch”) in Shenzhen, in Huizhou city (the “Huizhou Branch”), Chengdu city (the “Chengdu Branch”) and Wuhan city (the “Wuhan Branch”) of the PRC respectively (collectively, the “Five Branches”). The Five Branches have 653 rooms in total. In addition, certain green renovations of the Five Branches have been completed in 2022 in order to attract more guests and boost the revenue of the Group. The report covers the Five Branches and includes the key performance indicators (KPIs) in the environmental and social aspects.

報告原則

報告著重於四個原則：

重要性：定期進行持份者參與及重要性評估，以識別重大環境、社會及管治事宜，並確保該等事宜反映於我們的報告中。

量化：本報告所呈列的數據乃經謹慎收集。請參閱排放物、廢物產生及資源消耗數據，以了解用於計算關鍵績效指標的標準及方法。

平衡性：業務所帶來的正面及負面影響均以透明方式呈列。

一致性：除另有說明者外，披露情況、資料搜集及計算方法於多年來一直保持一致，以便隨時進行比較。

報告範圍

本集團主要從事住宿營運，提供諮詢及物業設施管理服務等相關業務。於本年度，本集團經營五間租賃住宿分店。這五間住宿項目分別位於中國深圳市南山區（「南山店」），寶安區（「寶安店」），惠州市（「惠州店」），成都市（「成都店」）及武漢市（「武漢店」）（統稱「五間分店」）。這五間分店共有653間客房。此外，本集團已於二零二二年完成五間分店的若干綠化裝修，以吸引更多客人及增加本集團的收益。該報告涵蓋五間分店，並包括環境及社會範疇關鍵績效指標（關鍵績效指標）。

STAKEHOLDER ENGAGEMENT

Stakeholder engagement plays a core role in the sustainability of the Group. The Group fully appreciates the needs to build both online and offline communication channels and to provide stakeholders with timely reports on strategic planning and performance of the Group in order to establish a continuing communication mechanism with the stakeholders. In addition, the Group consults the stakeholders on their recommendations and propositions to ensure its business practices can meet the expectations of the stakeholders. Through regular engagement with key stakeholders, the Group is able to identify major concerns and proceed to formulating a response.

The stakeholders include the shareholders, governments and regulatory bodies, employees, customers, suppliers, society and the public. The Group discusses with the stakeholders through various channels about their expectations and relevant feedback of the Group as below:

持份者參與

持份者參與在本集團的可持續發展中擔當核心角色。本集團深明需要搭建線上及線下溝通渠道，並及時向持份者提供有關本集團戰略規劃及表現的報告，藉以與持份者建立長效溝通機制。此外，本集團向持份者徵求建議及提議，以確保其業務實踐符合持份者之期望。通過主要持份者的定期參與，本集團能夠識別主要問題並著手制定對策。

持份者包括股東、政府及監管機構、僱員、客戶、供應商、社會及公眾。本集團透過多種渠道與持份者討論其期望，而本集團的相關反饋如下：

Stakeholders 持份者	Expectations 期望	Communication and feedback 溝通及反饋
Shareholders 股東	<ul style="list-style-type: none"> Financial results 財務業績 ESG performance 環境、社會及管治表現 Corporate transparency 企業透明度 Sound risk control 完善的風險控制 	<ul style="list-style-type: none"> Improving profitability 提高盈利能力 Monitoring use of resources 監測資源使用 Regular information disclosures 定期信息披露 Optimising risk management and internal control 優化風險管理及內部控制
Governments and regulatory bodies 政府及監管機構	<ul style="list-style-type: none"> Compliance with laws and regulations 遵守法例及規例 Tax payment in accordance with laws 依法納稅 Compliance with environmental regulations 遵守環境規例 	<ul style="list-style-type: none"> Compliance operation 合規經營 Tax payment in full and on time 按時足額納稅 Compliance of environmental policies 遵守環境政策
Employees 僱員	<ul style="list-style-type: none"> Career development platform 職業發展平台 Salary and benefits 薪金及福利 Occupational health and safety 職業健康及安全 	<ul style="list-style-type: none"> Transparent promotion mechanism 晉升機制 Competitive salary and employee benefits 具競爭力的薪金及僱員福利 Providing trainings for employees and strengthening their safety awareness 提供僱員培訓及加強安全意識

Environmental, Social and Governance Report

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Stakeholders 持份者	Expectations 期望	Communication and feedback 溝通及反饋
Customers 客戶	<ul style="list-style-type: none"> Service quality 服務水準 Customer information security 客戶信息安全 Customer rights and interests protection 客戶權益保護 	<ul style="list-style-type: none"> Monitoring the customers' satisfaction level through enquiry and questionnaire 以查詢及問卷形式監測客戶滿意度 Customer privacy protection 客戶私隱保護 Complaint handling mechanism 處理投訴機制
Suppliers 供應商	<ul style="list-style-type: none"> Business ethics and credibility 商業道德及信譽 Integrity cooperation 誠信合作 	<ul style="list-style-type: none"> Performing the contracts according to law 依法履約 Building a responsible supply chain 建立負責任的供應鏈
Society and the public 社會及公眾	<ul style="list-style-type: none"> Environmental protection 環境保護 Employment opportunities 就業機會 Caring company and social responsibility 關懷公司和社會責任 	<ul style="list-style-type: none"> Putting into use environmental protections and energy saving equipment 將環保節能設備投入使用 Providing equal opportunities for all employees 提供所有員工公平機會 Community investment 社區投資

MATERIALITY ASSESSMENT

During the Year, the Group conducted a comprehensive materiality assessment, which involved group discussions, interviews and a survey with internal and external stakeholders to identify “material issues” and reflect the environment, social and operational issues which have the most significant impacts on the Company’s business and the relevant issues which are of concern to the stakeholders.

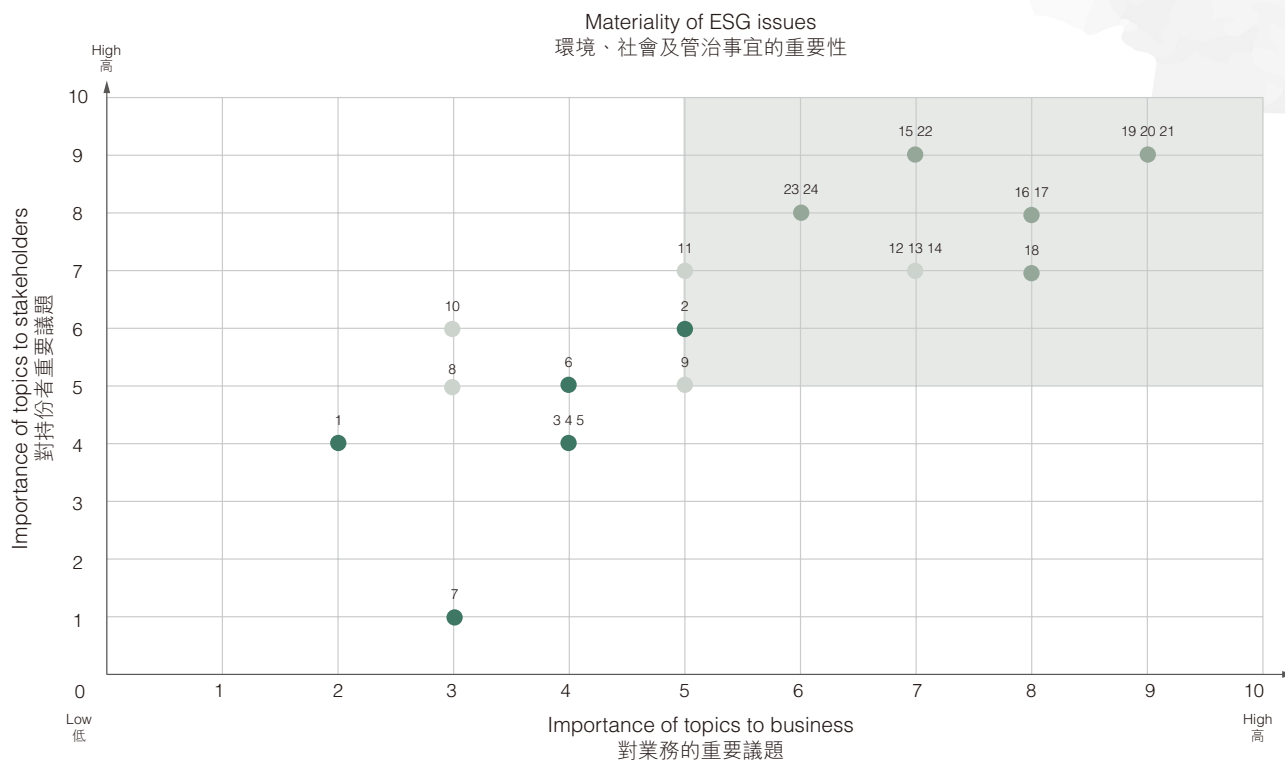
With reference to the scope of disclosure as required under the ESG Reporting Guide, as well as taking into consideration its business features, the Group has identified and determined 24 issues covering greenhouse gas (“GHG”) emission, energy consumption, employee welfare, occupational health and safety, training and development, supply chain management, customer privacy, anti-corruption, and community investment with respect to its business operation.

重要性評估

本年度內，本集團進行全面的重要性評估，涉及小組討論、訪談及與內部及外部持份者進行的調查，以識別「重大問題」及反映對本公司業務及持份者關注的相關事宜有重大影響的環境、社會及營運問題。

經參考環境、社會及管治報告指引所規定的披露範圍以及考慮其業務特點，本集團已就其業務營運識別及釐定24項有關溫室氣體（「溫室氣體」）排放、能源消耗、僱員福利、職業健康及安全、培訓及發展、供應鏈管理、客戶私隱、反貪污及社區投資等事宜。

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Environmental issues 環境方面

1. Greenhouse gas emissions
1. 溫室氣體排放
2. Energy consumption and resource management
2. 能源消耗及資源管理
3. Water resources management
3. 水資源管理
4. Waste management
4. 廢棄物管理
5. Use of packaging materials
5. 包裝材料使用
6. Impact on the environment
6. 對環境的影響
7. Climate change
7. 氣候變化

Social issues 社會方面

8. Community contribution
8. 社區貢獻
9. Occupational health and safety
9. 職業健康及安全
10. Child labour
10. 童工
11. Forced and compulsory labour
11. 強迫和強制勞動
12. Training and development
12. 培訓與發展
13. Salaries and employee benefits
13. 薪酬及員工福利
14. Diversity and equal opportunity
14. 多元化及平等機會
15. Talent attraction and retention
15. 吸引及挽留人才

Operation issues 營運方面

16. Anti-corruption
16. 反貪污
17. Supply chain management
17. 供應鏈管理
18. Supplier evaluation and selection
18. 供應商評估及選擇
19. Customer service and satisfaction
19. 客戶服務及滿意度
20. Customer privacy
20. 客戶隱私
21. Feedback and complaint handling
21. 意見及投訴處理
22. Product safety and quality
22. 產品安全及質量管理
23. Intellectual property protection
23. 保護知識產權
24. Marketing and labelling
24. 行銷與標示

EMISSIONS

The Group is principally engaged in accommodation operations, provision of consultations and property facilities management services and other related businesses. Hence, the emissions relating to air, GHG emissions and discharge into the water and land, as well as generation of hazardous and non-hazardous waste are minimal in the Year.

During the Year, the major GHG emissions of the Five Branches were the GHG generated by the electricity consumption and the waste paper disposal at landfills. In order to minimise the energy consumption and waste paper of the Five Branches, various sustainable development measures have been enforced to address environmental responsibilities within normal operating procedures, including but not limited to (i) installing compact fluorescent lamp as many as possible in the Five Branches for the Year; (ii) installing switch on and off sensors in the corridors; (iii) encouraging staff to switch off the electronic devices, lights and air-conditioners after the use of a room or leaving office for a period of time such as during lunch hour; (iv) replacing air-conditioners with low efficiency or malfunction in the Year; (v) keeping refrigerators away from sunlight; and (vi) encouraging staff to print only when necessary and use recycle papers in first priority for printing so far as practicable.

Other air pollutants include nitrogen oxides (“NO_x”), sulphur oxides (“SO_x”) and particulate matter (“PM”), which have adverse effects on the climate, ecosystems, air quality, habitats, agriculture, and human and animal health. The Group generates other air pollutants through the use of its motor vehicles.

排放物

本集團主要從事住宿營運，提供諮詢及物業設施管理服務等相關業務，因此於本年度並無重大空氣排放物、溫室氣體排放、向水及土地的排污以及產生有害及無害廢物。

於本年度，五間分店的主要溫室氣體排放來自電力消耗及堆填區棄置的廢紙。為盡量減少五間分店的能源消耗及廢紙，本集團已採取若干可持續發展措施，在日常經營過程中承擔環境責任，包括但不限於(i)於本年度於五間分店盡可能安裝節能燈；(ii)於走廊安裝開關感應器；(iii)鼓勵員工在使用房間後或離開辦公室一段時間(如午餐時段)時關閉電子設備、燈源及空調；(iv)於本年度更換低效或出現故障的空調；(v)冰箱遠離日光放置；及(vi)鼓勵員工僅於必要時打印並在切實可行範圍內優先使用再生紙打印。

其他空氣污染物包括氮氧化物(「氮氧化物」)、硫氧化物(「硫氧化物」)及懸浮微粒(「懸浮微粒」)，它們對氣候、生態系統、空氣質量、棲息地、農業以及人類和動物健康都有不利影響。本集團通過使用汽車產生其他空氣污染物。

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Gaseous Emissions from the Use of Motor Vehicles

使用汽車產生的氣體排放

Air emissions (Note) 廢氣排放(附註)	Unit 單位	2023 二零二三年	2022 二零二二年
NO _x 氮氧化物	Kilogram ("Kg") 公斤(「公斤」)	2.10	2.12
SO _x 硫氧化物	Kg 公斤	0.05	0.05
PM 懸浮微粒	Kg 公斤	0.15	0.16

Note: The emission factors used to calculate the NO_x, SO_x and PM are sourced from: the Hong Kong Environmental Protection Department's ("EPD") EMFAC-HK Vehicle Emission Calculation model and the United States Environmental Protection Agency's Vehicle Emission Modeling Software – MOBILE 6.1; and the assumptions of 80% relative humidity, a temperature of 25 degrees Celsius, an average speed of 30kmh, and include running exhaust emissions only.

附註：用於計算氮氧化物、硫氧化物及懸浮微粒的排放因子來源於：香港環境保護署(「環保署」)的EMFAC-HK Vehicle Emission Calculation 汽車排放計算模型及美國環境保護署的Vehicle Emission Modeling Software 汽車排放模型軟件—MOBILE 6.1；及假設相對濕度80%、溫度攝氏25度、平均時速每小時30公里及僅包括行車時的廢氣排放量。

Reduction target of air emissions

廢氣排放的減排目標

Air emissions intensity 廢氣排放，密度	Reduction Target 減排目標	Baseline Year 基準年	Status 狀態
NO _x intensity 氮氧化物，密度	Reduce 1% by 2024 於二零二四年度前減少1%	2019 二零一九年	In progress 進行中
SO _x intensity 硫氧化物，密度	Reduce 1% by 2024 於二零二四年度前減少1%	2019 二零一九年	In progress 進行中
PM intensity 懸浮微粒，密度	Reduce 1% by 2024 於二零二四年度前減少1%	2019 二零一九年	In progress 進行中

GHG emissions from operations

營運產生的溫室氣體排放

GHG Emissions 溫室氣體排放	Unit 單位	2023 二零二三年	2022 二零二二年
GHG emissions (Scope 1) 溫室氣體排放(範圍1)	Tonnes of Carbon dioxide equivalent ("Tonnes of CO ₂ e") 以噸計二氧化碳當量(「以噸計二氧化碳當量」)	8.8	8.9
GHG emissions (Scope 2)* 溫室氣體排放(範圍2)*	Tonnes of CO ₂ e 以噸計二氧化碳當量	1,493.8	1,360.9
GHG emissions (Scope 3) 溫室氣體排放(範圍3)	Tonnes of CO ₂ e 以噸計二氧化碳當量	36.3	34.1
Total 總額	Tonnes of CO ₂ e 以噸計二氧化碳當量	1,538.9	1,403.9
Branch gross floor area 分店建築面積	Square meter ("m ² ") 平方米(「平方米」)	36,853	36,853
GHG intensity 溫室氣體密度	Tonnes of CO ₂ e/m ² 以噸計二氧化碳當量/平方米	0.0418	0.0381

* The emission factor of electricity consumed is sourced from the China Southern Power Grid in 2021. The figures are calculated in accordance with the "Reporting Guidance on Environmental KPIs". The figures are restated for consistent comparison purpose.

* 二零二一年所耗電力的排放因子乃來自中國南方電網。數據根據環境關鍵績效指標匯報指引計算所得，並已為統一比較重列。

Scope 1: It represents mainly the gasoline and diesel oil consumed by motor vehicles.

範圍1： 主要指汽車消耗的汽油及柴油。

Scope 2: It represents mainly the electricity purchased from power suppliers in China.

範圍2： 主要指自中國電力供應商購買的電力。

Scope 3: It represents mainly the paper waste disposed at landfills, water used and other indirect emission.

範圍3： 主要指棄置於堆填區的廢紙、用水及其他間接排放。

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Reduction target of GHG emissions

溫室氣體排放的減排目標

GHG Emissions 溫室氣體排放	Reduction Target 減排目標	Baseline Year 基準年	Status 狀態
GHG emission intensity (Scope 1) 溫室氣體排放密度(範圍1)	Reduce 1% by 2024 於二零二四年度前減少1%	2019 二零一九年	In progress 進行中
GHG emission intensity (Scope 2) 溫室氣體排放密度(範圍2)	Reduce 1% by 2024 於二零二四年度前減少1%	2019 二零一九年	In progress 進行中
GHG emission intensity (Scope 3) 溫室氣體排放密度(範圍3)	Reduce 1% by 2024 於二零二四年度前減少1%	2019 二零一九年	Achieved 已達成

Waste produced from operations

營運產生的廢棄物

Waste 廢棄物	Unit 單位	2023 二零二三年	2022 二零二二年
Hazardous waste produced 有害廢物產生	Tonnes 噸	N/A 不適用	N/A 不適用
Intensity (per total area of operations) 密度(每營運總面積)	Tonnes/m ² 噸/平方米	N/A 不適用	N/A 不適用
Non-hazardous waste produced 非有害廢物產生	Tonnes 噸	125.0	141.4
Intensity (per total area of operations) 密度(每營運總面積)	Tonnes/m ² 噸/平方米	0.003	0.004

Reduction target of hazardous and non-hazardous waste produced

產生的有害廢棄物及無害廢棄物的減排目標

Waste 廢棄物	Reduction Target 減排目標	Baseline Year 基準年	Status 狀態
Hazardous waste produced intensity 產生的有害廢棄物密度	N/A 不適用	N/A 不適用	N/A 不適用
Non-hazardous waste produced intensity 產生的無害廢棄物密度	Reduce 1% by 2024 於二零二四年度前減少1%	2019 二零一九年	Achieved 已達成

No hazardous wastes are generated from the accommodation operations, provision of consultations and property facilities management services and other related businesses. Non-hazardous wastes generated from the operations in the Five Branches are mainly from office and room consumables. The staff of each branch has promoted separation of waste such as cartons and plastic bottles, which are placed in certain areas assigned to recycled suppliers for collection. For the consumables such as cans and used plastic bottles of water, the building management offices of landlords have separated them from other waste for recycling purposes.

Moreover, due to the relaxation of epidemic prevention policies, the occupancy rates of the rooms in the Five Branches have increased throughout the Year, resulting in a direct rise in the total consumption of electricity and water, and ultimately contributing to an increase in GHG emissions.

Compliance with relevant laws and regulations

The Group is not aware of any non-compliance with the Environmental Protection Law of the PRC and other applicable laws and regulations that has an impact relating to air and GHG emissions, discharges into water and land, generation of hazardous and non-hazardous waste of the Group in the Year.

No fines or non-monetary sanctions for non-compliance with relevant laws and regulations had been reported in the Year.

從事住宿營運、提供諮詢及物業設施管理服務等相關業務並無產生任何有害廢物。五間分店經營產生的無害廢物主要來自辦公室及客房的消耗品。各分店員工推行廢物分類，如紙箱及塑料瓶存放在分配予回收供應商的若干區域以便回收。就易拉罐及已用飲用水塑料瓶等消耗品而言，業主樓宇管理辦事處已進行分類以便回收再用。

此外，隨著防疫政策放寬，全年五間分店的客房入住率上升，導致用電及用水總量直接上升，最終導致溫室氣體排放量增加。

遵守相關法律及法規

本集團並不知悉任何不遵守中國環境保護法及其他適用法律及法規而具有有關本年度本集團空氣及溫室氣體排放、向水及土地的排污及產生有害及無害廢物的影響。

本年度並無呈報就不遵守相關法律及法規的罰款或非貨幣處罰。

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USE OF RESOURCES

The Group is committed to minimising the impact of business activities on the environment and supporting environmental protection programmes. In particular, a number of initiatives, which are designed to conserve resources, were introduced to promote employee awareness of the need to achieve efficient utilisation of resources.

As mentioned in the above “Emissions” section, the Group has a series of policies and procedures to minimise the electricity used by the employees in the Five Branches. In order to increase the electricity consumption efficiency, a number of new light emitting diodes (“LED”) lightings were installed in the Year. Other than the above, solar water heaters and heat pumps have been installed in Nanshan Branch to generate daily hot water supply in order to reduce gas or electricity consumption. In addition, shower sprinklers with low water pressure were installed in all bathrooms of the Five Branches to reduce water consumption and water intensity. During the Year, there was no issue in sourcing water that is fit for purpose.

Relevant Consumptions from operations

Resources Consumed 資源消耗	Unit 單位	2023 二零二三年	2022 二零二二年
Energy Consumption 能源消耗			
Electricity consumption 電力消耗	kWh 千瓦時	2,656,219	2,460,678
Fuel consumption (Note) 燃料消耗(附註)	kWh 千瓦時	32,050	32,350
Total energy consumption 總能源消耗	kWh 千瓦時	2,688,269	2,493,028
Energy consumption intensity (per total area of operations) 能源消耗密度(每營運總面積)	kWh/M ² 千瓦時/平方米	72.9	67.6
Water Consumption 水耗			
Water consumption 水耗	Cubic metre (“m ³ ”) 立方米(「立方米」)	67,784	60,965
Water consumption intensity (per total area of operations) 水耗密度(每營運總面積)	m ³ /m ² 立方米/平方米	1.8	1.7

Note: The conversion factors used to calculate the units to kWh are sourced from the Energy Statistics Manual issued by the International Energy Agency.

資源使用

本集團致力減低業務活動對環境的影響，以及支持環境保護項目，並特別推出各種節約資源的措施，提高員工對需要有效利用資源的意識。

誠如上文「排放物」一節所述，本集團於五間分店設有多項政策及程序以減少僱員用電量。為提高用電效能，於本年度安裝了發光二極管(「LED」)照明。除上述以外，南山店亦已安裝太陽能熱水器及熱水泵，以滿足日常熱水供應，減少燃氣及電力消耗。此外，我們亦已於五間分店的全部浴室安裝較低水壓的淋浴噴頭，藉此減少水耗及水密度。於本年度內，並無遭遇就此尋求適當水源的問題。

營運產生的相關消耗

附註：將單位計算為千瓦時所用的換算因子源自國際能源機構頒佈的「能源統計手冊」。

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As the Group is principally engaged in accommodation operations, provision of consultations and property facilities management services and other related businesses, no packaging material was used in the Year.

由於本集團主要從事住宿營運，提供諮詢及物業設施管理服務等相關業務，於本年度並無使用包裝材料。

Reduction target of resources consumption

資源消耗的減排目標

Resource Consumed 資源消耗	Reduction Target 減排目標	Baseline Year 基準年	Status 狀態
Energy consumption intensity 能源消耗密度	Reduce 1% by 2024 於二零二四年度前減少1%	2019 二零一九年	In progress 進行中
Water consumption intensity 水消耗密度	Reduce 1% by 2024 於二零二四年度前減少1%	2019 二零一九年	In progress 進行中

Regarding the accommodation operations, the Group closely monitors the level of energy consumption and GHG emissions of its Branches. Every year, the Five Branches are required to set their respective energy use efficiency, water efficiency and carbon reduction targets, and come up with feasible measures to achieve them. The details and results achieved are listed as follows:

就住宿經營而言，本集團密切監測其分店的能源消耗及溫室氣體排放水平。五間分店每年均須訂立彼等各自的能源使用效率、用水效率及碳減排目標，並制定可行措施以達成目標。所達至的詳情及結果載列如下：

Projects

項目

Targets, steps taken and results achieved

目標、所採取的措施及取得的結果

LED and compact fluorescent lamps
LED及慳電膽

Number of LED lamps have been installed in the Five Branches in order to save electricity and have saved up much electricity as compared with using incandescent light lamps. For Chengdu Branch, aisle lightings on floors are turned off when no guests are staying, and restored when the floors are occupied.

為節省電力，五間分店已安裝多個LED燈，與使用白熾燈相比已節省較多電力。就成都店而言，樓層過道燈於沒有客人逗留時關閉，當樓層有人時則恢復照明。

Shower heads
花灑頭

Using water savings shower heads in the bathroom of the Five Branches, relevant consumption of water is saved after installation.

於五間分店浴室使用省水花灑頭，安裝後能節省相關用水。

Robotic window cleaners
機器人擦窗機

Using robotic window cleaners in rooms of Baoan Branch, in order to save electricity and have reduced water consumption for cleaning and increased cleaning efficiency.

於寶安店的客房採用機器人擦窗機，以便且已經節約用電並減少清潔用水量及提高清潔效率。

Environmental, Social and Governance Report

環境、社會及管治報告

Projects

項目

Targets, steps taken and results achieved

目標、所採取的措施及取得的結果

Air-source heat pumps
空氣源熱泵

Air-source heat pumps have been installed in Nanshan Branch and Baoan Branch to generate daily hot water supply in order to reduce electricity consumption and thus reduce emissions. The consumption of electricity is reduced in the Nanshan Branch and Baoan Branch for water heating.
南山店及寶安店已安裝空氣源熱泵供應日用熱水，減少用電，從而減少排放。南山店及寶安店的熱水用電量已有所減少。

Air-conditioners
空調

Energy saving signs are displayed to remind staff to turn off air-conditioners after use to promote energy saving in the Five Branches. Moreover in Chengdu Branch, since independent air-conditioners are installed in all guest rooms, the aisle air-conditioners on each floor are controlled and switched automatically according to the temperature.
五間分店內均張貼節能標識，提醒員工使用後關閉空調，促進節能。此外，於成都店，由於所有客房均安裝獨立空調，各樓層的過道空調乃根據氣溫自動控制及切換。

Non-Hazardous waste
非有害廢物

Non-hazardous waste produced by the Five Branches include packaging materials of guest rooms supplies, paper for office use and kitchen waste from restaurants. Each branch made its best effort to minimise the impact on the environment by using biodegradable material for packaging materials of guest rooms supplies. The Five Branches promoted separation of waste such as cartons and plastic bottles, which are placed in certain areas assigned to recycled suppliers for collection.
五間分店產生的非有害廢物包括客房用品包裝物料、辦公室用紙及餐廳廚餘廢物。各分店透過客房用品包裝物料採用可生物降解物料，盡量減少環境影響。五間分店推動廢物(如紙箱及塑膠瓶)分類，放置於分派予回收供應商的若干區域供其收集。

THE ENVIRONMENT AND NATURAL RESOURCES 環境及天然資源

The Group always promotes energy-saving awareness among the staff of the Five Branches, reminding them to switch off all lighting and electronic devices after use. On the other hand, guests are reminded of the importance of energy reduction through the display of energy-saving tips in lobbies of each branch and written reminders placed in guest rooms.

本集團一直向五間分店員工倡導節能的意識，提醒員工於使用後關閉所有燈光及電子設備。另一方面，透過於各分店大堂展示節能提示及於客房放置書面節能提示，提醒住客節約能源的重要性。

The impact on the environment and natural resources from the accommodation operations of the Group in the PRC is minimal in the Year.

本年度，本集團於中國的住宿營運對環境及自然資源造成的影響極為微弱。

CLIMATE CHANGE

Awareness over climate change continues to grow and is one of the most discussed topics among companies. The Group is no exception in increasing its awareness over the potential impact from climate change on the Group's business and operation.

In accordance to the reporting framework developed by the Task Force on Climate-related Financial Disclosures, there are two major categories of climate-related risks, physical risks and transitional risks, which may impact the business. Physical risks are risks related to physical impacts of climate change which can be driven by events such as floods and typhoons (acute risks) or longer-term shifts in climate patterns such as sustained high temperatures and sea level rise (chronic risks). Transitional risks are risks related to the transition to a lower-carbon economy, which may entail policy, legal, technology, and market changes to address mitigation and adaptation requirements related to climate change.

For physical risks, the Group has developed a contingency plan for extreme weather. For transitional risks, the Group regularly reviews global and local government policies, regulatory updates and market trends to identify potential climate-related risks which may have an impact on the Group's business operation. The Group will develop a response plan when necessary such as by changing the business strategy and modifying the development plan in order to reduce the negative impacts of such climate-related risks.

The Group will continuously incorporate sustainable practices in its business operations and prepare and maintain sufficient resources for managing identified climate-related risks and studying the potential remediation measures.

During the Year, there was no climate-related risk, including physical risks and transitional risks that had a significant impact to the Group.

EMPLOYMENT

The Group places a significant emphasis on developing human capital and provides competitive remuneration and welfare packages. Promotion opportunities and salary adjustments are benchmarked against individual performance. Employees are entitled to benefits such as annual leave, sick leave, maternity leave, marriage leave, funeral leave and medical coverage in accordance with local regulations.

氣候變化

大眾對氣候變化的意識不斷提高，氣候變化亦為公司間最常探討的話題之一。本集團亦不例外，日益提高氣候變化對本集團業務及營運的潛在影響的意識。

根據氣候相關財務資料披露工作組制定的報告框架，可能影響業務的氣候相關風險分為物理風險及過渡風險兩大類。物理風險為與氣候變化的物理影響有關的風險，可能因洪水及颱風等事件(急性風險)或持續高溫及海平面上升等氣候規律的長期變化(慢性風險)所致。過渡風險為與過渡至低碳經濟有關的風險，為應對氣候變化制定緩解和適應方案時，可能引致政策、法律、科技及市場方面的變化。

就物理風險而言，本集團已制定極端天氣的應急計劃。就過渡風險而言，本集團定期審查全球及地方政府政策、監管最新資料及市場趨勢，以識別可能影響本集團業務營運的潛在氣候相關風險。本集團將於必要時制定應對計劃，例如改變業務策略及修訂發展計劃，以降低有關氣候相關風險的負面影響。

本集團將繼續把可持續發展常規納入其業務營運，並準備及維持充足資源，藉以管理已識別的氣候相關風險及研究潛在補救措施。

於本年度，概無對本集團有重大影響的氣候相關風險(包括物理風險及過渡風險)。

僱傭

本集團高度重視發展人力資本並提供具競爭力的薪酬及福利組合，且會根據員工個人表現提供晉升機遇及作出薪資調整。僱員可根據當地法規享有年假、病假、產假、婚假、喪假以及醫療保險等多種福利。

Environmental, Social and Governance Report

環境、社會及管治報告

Distribution of work force of the Five Branches are classified by different categories as follows:

五間分店按不同類別分類的勞動力分佈如下：

Social Performance 社會表現	Unit 單位	2023 二零二三年	2022 二零二二年
By Gender			
按性別劃分			
Male 男性	Person 人	18 (24%)	32 (34%)
Female 女性	Person 人	58 (76%)	63 (66%)
By Age Group			
按年齡組別劃分			
Under 30 years old 30歲以下	Person 人	23 (30%)	31 (33%)
30–50 years old 30至50歲	Person 人	40 (53%)	53 (56%)
Over 50 years old 50歲以上	Person 人	13 (17%)	11 (12%)
By Employment Categories			
按就業類別			
Senior level 高級	Person 人	– (–%)	4 (4%)
Middle level 中級	Person 人	14 (18%)	16 (17%)
Entry level 入門級	Person 人	62 (82%)	75 (79%)
By Geographical Region			
按地理區域劃分			
Hong Kong 香港	Person 人	– (–%)	– (–%)
China 中國	Person 人	76 (100%)	95 (100%)

As at 31 December 2023, the Five Branches had 76 employees (2022: 95 employees), of whom 100% were full-time and 100% were in long-term employees.

於二零二三年十二月三十一日，五間分店擁有76名(二零二二年：95名)僱員，100%的僱員為全職及長期僱員。

Environmental, Social and Governance Report

環境、社會及管治報告

This Year, the Five Branches' annual employee turnover rate is as follows:

於本年度內，五間分店的年度僱員流失比率如下：

Employee turnover rate 僱員流失比率	2023 二零二三年	2022 二零二二年
By gender (Note 1) 按性別劃分(附註1)		
Male 男性	161%	138%
Female 女性	109%	63%
By age group (Note 1) 按年齡組別劃分(附註1)		
Under 30 years old 30歲以下	157%	155%
30 to 50 years old 30至50歲	105%	64%
Over 50 years old 50歲以上	108%	18%
By geographical region (Note 1) 按地理區域劃分(附註1)		
Hong Kong 香港	—	—
China 中國	121%	88%

Note 1: The employee turnover rate is calculated based on the number of employees who left employment in specified category during the reporting period divided by the total number of employees as at the end of the financial year in specified category.

附註1：僱員流失比率乃根據報告期內特定組別的離職僱員人數除以財政年度末特定組別的僱員總人數計算。

Environmental, Social and Governance Report 環境、社會及管治報告

The Group places emphasis on equal opportunities for all personnel in respect of hiring, pay rates, training and development, promotion and other terms of employment. The Group is committed to providing a working environment which is free from any form of discrimination on the basis of ethnicity, gender, religion, age, disability or sexual orientation.

The Group has a wide diversity of cultures including the employees with different genders, ages, skills, educational backgrounds, industry experiences and other qualifications in order to achieve the most suitable composition and balance.

The Group has recently updated its employee handbook, effective from November 2023, which applies to all employees across the Five Branches. The revised employee handbook aligns with the Labour Law of the PRC and has been provided to all employees upon their commencement of employment with the Group.

The remuneration and position of the employees of the accommodation operations will be adjusted based on the results of evaluation of individual working performance and efficiency. Staff bonus is based on the performance appraisal and operating results.

Treatment of employee's misconduct must be fair and reasonable in all of the circumstances. Misconduct may lead to a warning and even a dismissal. Any acts of misconduct are to be reported to the human and administration department. This Year, no incident of serious misconduct was identified.

Employees' wages, overtime payments and related benefits are made not less than the local government's minimum requirements. The normal working hours for general employees are normally 8 hours a day and 40 hours a week. Integrated computation of working hours is implemented with reference to the requirements of the Labour Law of the PRC.

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with the Labour Law of the PRC, Labour Contract Law of the PRC, Payment of Wages Tentative Provisions and other applicable laws and regulations that has a significant impact relating to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination and other benefits and welfare on the Group in the Year.

No non-compliance with law that resulted in significant fines or sanctions had been reported in the Year.

本集團注重在招聘、薪酬比率、培訓及發展、晉升及其他就業待遇方面為全體職員提供平等機遇。本集團致力提供一個不存在種族、性別、宗教、年齡、殘疾或性取向等任何歧視的工作環境。

本集團文化架構多元，聘有不同性別、年齡、技能、教育背景、行業經驗及其他質素的員工，並就此達致最適合之結構和平衡。

本集團最近更新了其員工手冊，該手冊自二零二三年十一月起生效，適用於本集團經營的五間分店的全體僱員。修訂後的員工手冊符合中國勞動法，並已於各員工入職本集團時向其提供。

住宿經營僱員薪酬及狀況將根據個人工作表現及效率評估結果進行調整。員工花紅乃基於表現評估及經營業績。

僱員如有不當行為，於所有情況下均須本著公平合理的態度對待，一經發現，將給予警告，甚至予以解僱。任何不當行為將上報人力及行政部門。本年度，並無發現情節嚴重的不當行為。

僱員薪資、加班工資及相關福利不得少於當地政府的最低規定。一般僱員的正常工作時間通常為每天8小時，每週40小時。工作時間乃經參考中國勞動法規定綜合計算。

遵守相關法律及法規

本集團並不知悉任何不遵守中國勞動法、中國勞動合同法、工資支付暫行條例及其他適用法律及法規而具有有關本年度本集團賠償及解僱、招聘及晉升、工作時數、休息時間、平等機會、多元化、反歧視及其他權益及福利的影響。

本年度並無呈報導致重大罰款或處罰的法律不合規。

HEALTH AND SAFETY

The Group adopts non-discriminatory employment practices and provides a healthy and safe workplace. All employees are strictly required to follow the operating procedures, which include but not limited to (i) pay attention to whether there is a dangerous work situation, if found, they should immediately report to the supervisor; (ii) use both hands to handle the carts; (iii) use a ladder or chair to take items from a height or ask colleagues for help; (iv) wipe out the slippery or oily working areas immediately in order to prevent slipping; (v) do not use damaged machines or appliances to avoid accidents; (vi) maintain a variety of tools and safety equipment; and (vii) strictly enforce the industry norms and professional operation. Designated staff has been deployed to monitor the implementation of those procedures.

Smoking is prohibited in all indoor areas of the Five Branches. First aid, fire extinguishing, evacuation, leakage and escape exercises are regularly performed. Two fire drills were conducted in the Year for the Baoan, Nanshan and Huizhou Branch.

For electrical works, the Five Branches have employed or outsourced to external electrical technicians who have valid licences granted by relevant government officials.

The below table shows the work-related fatalities and recordable injury for the three years ended 31 December 2021, 2022 and 2023.

Notification of accident 意外通知

Number of work-related fatalities
因工死亡人數
Rate of work-related fatalities
因工死亡比率
Lost days due to work injury
因工傷而損失的天數

健康與安全

本集團採用非歧視僱傭常規並提供健康安全的工作場所。所有僱員均須嚴格遵守經營程序，包括但不限於(i)留意工作中是否存在危險情況，一經發現，彼等應立即向上級部門報告；(ii)雙手推車；(iii)利用梯子或椅子從高處拿取物件或請求同事幫助；(iv)即時清除濕滑或油膩工作區域，防止滑倒；(v)禁止使用損壞機器或電器，避免事故發生；(vi)維持各種工具及安全設備；及(vii)嚴格執行行業規範及專業操作。本集團已部署該等員工監督該程序的落實。

五間分店所有室內區域禁止吸煙。定期安排急救、消防、疏散、洩漏及逃生演習。寶安店、南山店及惠州店於本年度進行兩次消防操練。

電器工程方面，五間分店已僱用或外包給外部電器技術人員，彼等均獲相關政府部門授予有效資格證。

截至二零二一年、二零二二年及二零二三年十二月三十一日止三個年度，因工死亡人數及可記錄工傷情況載列於下表。

	2023 二零二三年	2022 二零二二年	2021 二零二一年
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Number of work-related fatalities 因工死亡人數	-	-	-
Rate of work-related fatalities 因工死亡比率	-	-	-
Lost days due to work injury 因工傷而損失的天數	-	-	-

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with the Law of the PRC on Work Safety, Regulations on Work-Related Injury Insurance of the PRC and other applicable laws and regulations that has a significant impact on the Group relating to safe working environment and protecting employees from occupational hazards in the Year.

No non-compliance with law that resulted in significant fines or sanctions had been reported in the Year.

遵守相關法律及法規

本集團並不知悉任何不遵守中國安全生產法、中國工傷保險條例及其他適用法律及法規而對本集團於本年度的安全工作環境及保護僱員免受職業傷害方面造成重大影響的情況。

本年度並無呈報導致重大罰款或處罰的法律不合規。

DEVELOPMENT AND TRAINING

The Group has been committed to providing on-the-job training of its employees in order to enhance their knowledge and skills. All employees are encouraged to enhance their skills and knowledge at every opportunity in order to perform their current job more efficiently and effectively and to be better prepared for career opportunities which may arise. During the Year, quarterly training courses were provided to the employees including but not limited to customer check-in and check-out procedures, room services techniques, disinfection techniques for guest rooms, fire safety, handling customers' complaint, handling of items left by customers and so on. The employees participated actively in the training courses. For certain external training courses recommended by the Group, part of the fees are borne by the Group in accordance with the specific guidelines of reimbursement stated in the employee handbook.

During the Year, the employee training rate for Five Branches is as follows:

發展及培訓

本集團承諾為其僱員提供在職培訓，以提高彼等的知識和技能。本集團鼓勵所有僱員抓緊每一個機會提升技能及知識，以更高效執行當前的工作，及做好準備迎接職業機遇。於本年度，本集團向其僱員提供季度培訓課程，包括但不限於客戶入住和退房程序，客房服務技巧，客房消毒技術，消防安全，客戶投訴處理，客戶遺漏物品處理等。僱員積極參與培訓課程。有關本集團建議的若干外部培訓課程，部分費用由本集團根據僱員手冊中所述的具體補償指引承擔。

於本年度內，五間分店的僱員受訓比率如下：

Employee training rate 僱員受訓比率	2023 二零二三年	2022 二零二二年
Percentage of employees trained (Note 1) 受訓僱員百分比(附註1)	100%	103%
Employee trained by gender (Note 2) 按性別劃分的受訓僱員(附註2)		
Male 男性	24%	35%
Female 女性	76%	65%
Employee trained by employment category (Note 2) 按僱傭類別劃分的受訓僱員(附註2)		
Senior management 高級管理層	—	4%
Middle management 中級管理層	18%	17%
General staff 一般員工	82%	79%

Note 1: It is calculated by dividing the number of employees who took part in training by number of employees as at the end of the financial year.

附註1：其乃按受訓僱員人數除以財政年度末僱員人數所計算。

Note 2: It is calculated by dividing the number of employees trained in specified category by the total number of employees trained.

附註2：其乃按特定組別的受訓僱員人數除以受訓僱員總人數計算。

Note 3: The figures are restated for consistent comparison purpose.

附註3：數據已為統一比較重列。

Environmental, Social and Governance Report 環境、社會及管治報告

During the Year, the average training hours per employee for Five Branches is as follows:

於本年度內，五間分店的每位僱員平均培訓時數如下：

	2023 二零二三年	2022 二零二二年
Total number of training hours 培訓的總時數	228	647
Average training hours per employee (Note 1) 每位僱員平均培訓時數(附註1)	3.0	6.8
Average training hours per employee by gender (Note 2) 按性別劃分的每位僱員平均培訓時數(附註2)		
Male 男性	3.2	8.0
Female 女性	2.9	6.2
Average training hours per employee by employment category (Note 2) 按僱傭類別劃分的每位僱員平均培訓時數(附註2)		
Senior management 高級管理層	N/A 不適用	1.8
Middle management 中級管理層	3.1	2.6
General staff 一般員工	3.0	8.0

Note 1: It is calculated by dividing the total number of training hours by the total number of employees as at the end of the financial year.

附註1：其乃按培訓的總時數除以財政年度末僱員總人數計算。

Note 2: It is calculated by dividing the total number of training hours for specified category by the number of employees as at the end of the financial year in specified category.

附註2：其乃按特定組別的培訓總時數除以財政年度末特定組別的僱員人數計算。

For recreational activities, the Group often organises a variety of physical and mental health or sports activities, such as various sports competitions, outdoor picnic and employees' birthday party.

娛樂活動方面，本集團經常組織各種身心健康活動或體育活動，例如各種體育比賽、戶外野餐及僱員生日會等。

LABOUR STANDARDS

The Group fully understands that the exploitation of child and forced labour are universally condemned, and therefore take the responsibility against child and forced labour very seriously. The Group complies with all laws and regulations against child labour and forced labour strictly for the Five Branches.

The Group conducts interviews with selected applicants for positions of the Group to understand their backgrounds and motivations for working for the Group. For registration as an employee, all employees must present valid documents and copies to the Group as follows: (i) identity card, academic proof such as diploma or degree certificate, title certificate, vocational qualification certificate, English grade certificate; (ii) social security card; (iii) medical or health certificate; (iv) recent photos; and (v) other relevant information and documents required by the Group. The above procedures can ensure no child labour or forced labour will be employed in the accommodation operations.

All employees are entitled to have sick leave, injury leave and maternity leave with medical proof in accordance with the Labour Law of the PRC. In addition, all employees work normally 8 hours daily and are not encouraged to work overtime. But if overtime work is required, the relevant employees and supervisors will agree mutually in written form. The compensation for overtime work is in accordance with the provisions of Labour Law of the PRC.

The human resources function of the Group is responsible for reviewing the measures to ensure they remain effective for avoiding child and forced labour. When any child labour or forced labour is discovered, the Group would terminate the employment relationship, report to the relevant authorities and arrange to provide any necessary assistance to the subject persons if required.

Compliance with relevant laws and regulations

The Group is not aware of any non-compliance with the Labour Law of the PRC, Provisions on the Prohibition of Using Child Labour, Protection of Minors of the PRC and other applicable laws and regulations relating to preventing child or forced labour on the Group in the Year.

No non-compliance with law that resulted in significant fines or sanctions had been reported in the Year.

勞工準則

本集團深知僱用童工及強制勞工嚴重違反普世價值觀，因此竭力反對一切僱用童工及強制勞工的行為。本集團的五間分店遵守禁用童工及強制勞工的所有法律及法規。

本集團與選定的本集團職位申請人進行面談，以了解彼等的背景及為本集團工作的動機。為登記為僱員，所有僱員須向本集團提交以下有效文件及副本：(i)身份證、文憑或學位證書等學歷證明、職稱證書、職業資格證書、英語等級證書；(ii)社會保險卡；(iii)醫療或健康證明；(iv)近期相片；及(v)本集團所需之其他相關資料及文件。上述程序可確保在住宿營運不會僱用童工或強制勞工。

根據中國勞動法，所有員工有權享有帶有醫療證明的病假、工傷假及產假。此外，所有員工每天正常工作8小時，不鼓勵加班。倘需要加班工作，相關僱員及上司將雙方書面同意。加班補償符合中國勞動法的規定。

本集團的人力資源部門負責審查措施，以確保其在避免童工及強制勞工方面仍然有效。當發現任何童工或強制勞工時，本集團將終止僱傭關係、向有關部門報告，並在需要時安排向相關人員提供任何必要的協助。

遵守相關法律及法規

本集團並不知悉任何不遵守有關本年度本集團防止童工及強制勞工的中國勞動法、禁止使用童工規定、中國未成年人保護法及其他適用法律及法規。

本年度並無呈報導致重大罰款或處罰的法律不合規。

SUPPLY CHAIN MANAGEMENT

The Group has set up strict supply chain management system to ensure high quality of service to customers. Specific attentions have been paid to promote the health and safety consumables and services of the Five Branches.

The Group adheres to the principle of transparency and implements the values of honesty in order to minimise environmental and social risks along the supply chain management. When selecting suppliers, in order to minimise environmental and social risks along the supply chain, the Group takes into account the factors such as quality of services and products, past performance, reputation and the degree of environmental and social responsibility of the suppliers. When dealing with suppliers of goods and services, the approval procedures are in place to ensure that all supplier engagements are monitored and approved by the appropriate level of management. The Group expects major suppliers to observe the same environmental, social, health and safety and governance policies in their operating practices as those adopted by the Group.

The major suppliers for accommodation operations are suppliers of bottles of water, washing of bed linings and pest control. For drinking water provided to customers, the Group places orders to acquire bottles of water from a well-known brand which has a series of green production procedures. For washing of bed linings, the Group requires the supplier to provide hygiene licence and environmental protection certificate prior to placing any order. For pest control, the Group requires the supplier to use pest control materials or consumables which fulfil the required standards of local laws and regulations.

The Group regularly conducts random checks on the qualifications and the products of the suppliers that have been engaged to ensure they maintain the requisite standards.

供應鏈管理

本集團已建立嚴格的供應鏈管理系統，確保向客戶提供高質量的服務，並特別注重加強五間分店的衛生及消耗品的安全性，並提升服務質量。

為在供應鏈管理方面減少環境及社會風險，本集團秉持誠實的原則。本集團在甄選供應商時會考慮多項因素，如供應商的服務及產品質素、過往表現、聲譽及對環境及社會責任的重視程度，以盡量降低供應鏈所帶來的環境及社會風險。本集團在採用貨品及服務供應商時執行審批程序以確保全體供應商委聘受到適當的管理層監控與審批。本集團要求主要供應商於其經營常規中在環境、社會、健康、安全以及企業管治方面採納與本集團一致的標準。

住宿營運的主要供應商為供應瓶裝水、洗滌床套和蟲害防治。客戶飲用水供應方面，本集團向知名品牌(擁有一系列綠色生產程序)下達訂單採購瓶裝水。洗滌床套方面，本集團於下達任何訂單前要求供應商提供衛生許可證和環境保護證書。在蟲害防治方面，本集團要求供應商使用符合本地法律法規要求的防蟲材料或消耗品。

本集團定期對已委聘供應商的資質及產品進行抽查，以確保其保持必要的標準。

Environmental, Social and Governance Report 環境、社會及管治報告

During the Year, the number of suppliers by geographical region for the Five Branches is as follows:

於本年度內，五間分店按地理區域劃分的供應商數目如下：

Suppliers by geographical region 按地理區域劃分的供應商

2023 二零二三年	2022 二零二二年
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Mainland China 中國內地	59	35
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PRODUCT RESPONSIBILITY

A high priority for the Group is to ensure customer satisfaction in terms of products and services. Strenuous efforts are made to ensure compliance with the laws and regulations relating to health and safety, advertising, labelling and privacy matters of the jurisdictions in which the Group operate. Employees are required to comply with applicable governmental and regulatory laws, rules, codes and regulations.

產品責任

確保顧客滿意我們的產品和服務是本集團的重要宗旨。我們致力確保本集團在健康、安全、廣告、標籤以及私隱權方面遵守本集團經營所在地的法律和法規。員工亦要求遵守相關的政府規定、法律、規則、守則及規例。

As mentioned above, smoking is prohibited in all indoor areas of the Five Branches. First aid, fire extinguishing, evacuation, leakage and escape exercises are regularly performed. Daily guest room cleaning services and regular hygiene inspection are maintained from time to time. If a customer complains on his initially assigned guest room, the front line staff will arrange another guest room until it is satisfied by the customer. During the Year, no complaints was reported at the Five Branches.

誠如上文所述，五間分店所有室內區域嚴禁吸煙。急救、消防、疏散、洩漏及逃生演練定期舉行。日常客房清潔服務及常規衛生檢查按部就班開展。如客戶對原先安排的客房不滿意，當班人員會安排更換另一間客房，直至客戶滿意。於本年度內，五間分店概無接獲投訴。

Customer Feedback and Handling

The Group welcomes comments and suggestions from the customers. The Group provides a variety of communication channels, for instance, social media, membership channel, phone hotline, emails and websites. Regular communication channels and feedback systems are in place to gather information on satisfaction and suggestions for improvement from the customers.

客戶反饋及處理方式

本集團歡迎客戶提出意見及建議。本集團提供多種溝通渠道，例如社交媒體、會員頻道、電話熱線、電子郵件及網頁。我們定期設立溝通渠道及反饋系統，以便從客戶收集滿意度資料和改進建議。

The Group consolidated and comprehensively analysed the customers' feedback and monitored the level of customer satisfaction in its business. Follow-up actions, including internal evaluation and modification of training programmes for employees, formulation of improvement plan and refining the existing management procedures will be taken to address the identified issues. Feedback will be provided to the customers in a timely manner.

本集團綜合及全面分析客戶的反饋意見，並監察客戶對其業務的滿意程度。我們將採取跟進行動，包括內部評估及修改僱員培訓計劃、制定改進方案及完善現有管理程序，以解決已識別的問題。本集團將及時向客戶提供反饋。

Environmental, Social and Governance Report 環境、社會及管治報告

During the Year, there were no cases of complaints received against the Group's products and services due to health and safety issues.

The business nature of the Group does not involve the recall of products.

Data Privacy and Intellectual Property Rights Protection

The Group deals with lots of private and confidential information of its customers. Hence, the Group has set up strict code of conduct requirements for their employees. In addition, the employees are required to maintain all reasonable methods to safeguard the information of the Group and the customers as stated in employee handbook and working practices.

The Group is committed to comply with relevant laws and regulations in relation to intellectual property right ("IP rights") by valuing and protecting its intellectual properties through renewals of patent and trademark. In order to ensure that the customer's IP rights of products are properly protected during the outsourcing processes to suppliers, a confidentiality agreement regarding IP rights must be signed before engagement. The Group enters standard employment contracts with its employees which contain provisions on IP rights and confidentiality.

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with the Patent Law of the PRC and other applicable laws and regulations that has a significant impact relating to health and safety, advertising, labelling, privacy matters relating to products and services provided and methods of redress on the Group in the Year.

No significant fines had been reported in the Year.

ANTI-CORRUPTION

Corruption, bribery, extortion, fraud and money laundering in any form are strictly prohibited. The Group's anti-corruption policies set out standards of conduct to which all employees are required to adhere in order to promote the integrity environment in the workplace. Any employee is prohibited from giving and accepting of advantages, by using the excuse of work or the authority granted from the Group. The advantages include but not limited to money, gifts, loans, rewards, contracts, services and entertainment.

於本年度內，並無因健康及安全問題而針對本集團的服務接獲投訴的情況。

本集團業務性質並不涉及產品召回。

數據私隱及知識產權保護

本集團業務接觸大量客戶私密資料。因此，本集團制定嚴格的員工行為守則。此外，我們要求員工按照員工手冊及工作準則要求採取一切合理方法對本集團及客戶資料保密。

本集團致力遵守知識產權(「知識產權」)的相關法例及規例，並透過重續專利及商標，尊重及保障其知識產權。為確保客戶產品的知識產權於外判予供應商的过程中獲得適當的保護，於聘請前必須簽署有關知識產權的保密協議。本集團與其僱員訂立標準的僱傭合約，當中載列有關知識產權及保密性的規定。

遵守相關法律及法規

本集團並不知悉任何重大不遵守中國專利法及其他適用法律及法規而具有有關本年度本集團所提供產品及服務的健康及安全、廣告、標籤、私隱事宜以及糾正方法的重大影響。

本年度並無呈報重大罰款。

反貪污

任何形式的腐敗、賄賂、勒索、舞弊或洗黑錢行為一律嚴令禁止。本集團的反貪污政策訂有明確行為準則，並要求全體員工嚴格遵守，以營造公正的職場環境。所有員工嚴禁利用工作便利或本集團授予的權力提供或收受利益，包括但不限於現金、禮品、貸款、獎勵、合約、服務及款待。

Environmental, Social and Governance Report

環境、社會及管治報告

All employees are required to strictly follow the guidelines stated in the employee handbook, which includes but not limited to (i) protection of customer information, business decision and private documents; (ii) report and contribute to the Group for any gifts, commission, rebate exceeding RMB100; (iii) prohibit to use the name or authority of the Group for personal benefit; and (iv) prohibit to negotiate business separately such as signing of contract, purchase of equipment or goods without obtaining approval from relevant superiors. Certain guidelines are repeatedly emphasized in anti-corruption training. During the Year, the Group provides anti-corruption education and training (through webcast and circulation of e-training materials) to its directors and staff on a regular basis to raise their awareness towards ethical and corruption issues.

The Group encourages the reporting of dishonest acts by the employees. The human resources department may terminate the employment contract with the employee because of dishonest acts as stated in the employee handbook. The content of the complaint should be clear to the fact and it is forbidden to fabricate the facts without any factual basis or vent their anger. The criteria for a valid complaint includes (i) the individual is unfairly treated in which the relevant supervisors handling of the problem is not fair, abuse his power or combat retaliation; and (ii) the behaviour of individual causes damage to the interests of the Group. All employees can raise their complaint by putting a written letter into a complaint box located at the reception desk of each branch, by mail to human resources department or even by verbal presentation.

The Group continuously monitors the implementation of the preventive measures and whistle-blowing procedures.

Compliance with relevant laws and regulations

The Group is not aware of any material non-compliance with the Anti-Unfair Competition Law of the PRC and other applicable laws and regulations that has a significant impact on the issuer relating to bribery, extortion, fraud and money laundering in the Year.

There was no legal case concerning corruption brought against the Group or its employees in the Year.

全體員工須嚴格遵守員工手冊規定的守則，包括但不限於(i)對客戶資料、商業決策及私密檔案保密；(ii)將任何超過人民幣100元的禮品、佣金、返利上報並交還本集團；(iii)禁止使用本集團名義或權力謀取私利；及(iv)禁止在未經上級批准的情況下私下進行商業談判，例如簽訂合同、採購設備或商品等。若干守則於反貪污培訓時反覆強調。於本年度內，本集團定期向其董事及員工提供反貪污教育及培訓(通過網絡直播和分發電子培訓材料)，以提高彼等對道德和腐敗問題的認識。

本集團鼓勵舉報員工舞弊行為。人事部有權終止行為不檢(如員工手冊所述)員工的僱傭合同。舉報內容應有理有據，嚴禁憑空捏造事實或純粹發洩怨憤。有效舉報應符合以下標準(i)個人因有關上司處理問題偏倚、濫用職權或報復而受到不公正對待；及(ii)個人行為損害本集團利益。所有員工可通過向各分店前台的舉報信箱投遞書面函件、向人事部寫信或口頭面陳等形式進行舉報。

本集團持續監控預防措施及舉報程序的落實。

遵守相關法律及法規

本集團並不知悉任何重大不遵守中國反不正當競爭法及其他適用法律及法規而具有對發行人有關本年度賄賂、勒索、欺詐及洗黑錢的重大影響。

本年度並無對本集團或其僱員有關貪污的法律案件。

COMMUNITY INVESTMENT

The Group is committed to creating sustainable prosperity that brings long-term social and economic benefits for all stakeholders, particularly to maintain the relationship with interest groups which are relevant to business operation. This is realised by first meeting the needs of the employees and then further extending the care and services to their families and surrounding community.

Although the Group has not established and documented a specific community policy, social care is deep-seated in the Group's corporate culture. Employees are encouraged to participate in various charitable events and community service.

During the Dragon Boat Festival, the Huizhou Branch organised a rice dumpling-making event. Employees were provided with materials and tools to participate in the hands-on process of making rice dumplings. It was a fun activity that allowed them to experience Chinese culture and fostered interaction among them. Additionally, the Branch distributed the finished rice dumplings to the nearby community, creating a shared celebration of the traditional holiday and strengthening the relationship between employees and the community.

社區投資

本集團致力創造可持續繁榮為所有持份者帶來長期社會及經濟利益，尤其維持與業務營運相關的利益團體的關係，需首先滿足僱員的需求，隨後進一步延伸關懷及服務至彼等家庭及周圍社區。

儘管本集團並未建立及記錄特定社區政策，但社會關懷深深植根於本集團的企業文化。本集團鼓勵僱員參與不同慈善活動及社區服務。

端午節期間，惠州店舉辦包粽子活動，為員工提供材料及工具，讓他們參與包粽子的過程。這是一項有趣的活動，不但讓他們體驗中國文化，亦促進彼此之間的互動。此外，該店亦將成品粽子分發給附近社區，普天同慶，加強員工與社區的關係。

Report of the Directors

董事會報告

The directors of the Company (the “Directors”) are pleased to submit their report together with the audited consolidated financial statements of the Company, and its subsidiaries (collectively the “Group”) for the year ended 31 December 2023.

BUSINESS REVIEW

Details of business review are set out in the “Chairman’s Statement” on pages 5 to 6 and the section of “Management Discussion and Analysis” on pages 7 to 18.

PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding. The Group is principally engaged in accommodation operations, provision of accommodation consultations and property facilities management services and other related business. The foregoing discussions form parts on the business review as contained in this Report of the Directors.

SEGMENT INFORMATION

An analysis of the Group’s performance for the Year by operating segments is set out in note 7 to the consolidated financial statements.

RESULTS AND DIVIDENDS

The results of the Group for the year ended 31 December 2023 are set out in the consolidated financial statements on page 95 of this annual report. The Directors do not recommend payment of any dividend in respect of the year ended 31 December 2023.

PROPERTY, PLANT AND EQUIPMENT

Details of the movements in property, plant and equipment of the Group during the Year are set out in note 18 to the consolidated financial statements.

PROPERTIES

The Group did not own any major property or property interests as at 31 December 2023.

本公司董事(「董事」)欣然呈報其報告以及本公司及其附屬公司(統稱「本集團」)截至二零二三年十二月三十一日止年度的經審核綜合財務報表。

業務回顧

業務回顧的詳情載於第5至6頁之「主席報告」及第7至18頁之「管理層討論及分析」一節。

主要業務

本公司之主要業務為投資控股。本集團主要從事住宿營運、提供住宿諮詢及物業設施管理服務等相關業務。於本董事會報告之內容構成業務回顧之部分內容。

分部資料

本集團年內按經營分部資料載於綜合財務報表附註7。

業績及股息

本集團截至二零二三年十二月三十一日止年度的業績載於本年報第95頁之綜合財務報表。董事不建議派付截至二零二三年十二月三十一日止年度之任何股息。

物業、廠房及設備

本集團之物業、廠房及設備於本年度的變動詳情載於綜合財務報表附註18。

物業

於二零二三年十二月三十一日，本集團並無任何主要物業或物業權益。

SHARE CAPITAL

Details of the movements in the Company's share capital during the Year are set out in note 30 to the consolidated financial statements.

DISTRIBUTABLE RESERVES

As at 31 December 2023, the Company had no reserve available for distribution to shareholders including share premium account and accumulated losses.

RESERVES

Details of movements in the reserves of the Company and the Group during the Year are set out in note 32 to the consolidated financial statements and in the consolidated statement of changes in equity on page 98 respectively.

TAX RELIEF AND EXEMPTION

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

PRE-EMPTIVE RIGHTS

There are no provisions for pre-emptive rights under the Articles or the laws of Cayman Islands which would oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

MAJOR CUSTOMERS AND SUPPLIERS

The diversity and nature of the Group's activities are such that the percentage of sales attributable to the Group's five largest customers was approximately 13.9% (2022: 37.4%) of the total and the percentage of sales attributable to the Group's largest customer was approximately 13.9% (2022: 13.3%) and the Directors do not consider any one customer to be influential to the Group.

股本

本公司股本於本年度的變動詳情載於綜合財務報表附註30。

可供分派儲備

於二零二三年十二月三十一日，本公司並無可供分派予股東之儲備包括股份溢價賬加保留虧損。

儲備

本公司及本集團之儲備於本年度的變動詳情分別載於綜合財務報表附註32及第98頁之綜合權益變動表。

稅務寬免及豁免

董事並不知悉股東因持有本公司證券可獲任何稅務寬免及豁免。

優先購買權

細則或開曼群島法例並無有關優先購買權的條文，規定本公司須按比例向現有股東提呈發售新股。

主要客戶及供應商

由於本集團業務多元化及其性質關係，本集團五大客戶佔本集團銷售的比率約為13.9%（二零二二年：37.4%），而最大客戶佔本集團銷售的比率為約13.9%（二零二二年：13.3%）。董事認為，並無任何單一客戶對本集團有重要影響。

Report of the Directors 董事會報告

The main suppliers of the Group comprise suppliers of disposable amenities, bed linings cleaning, laundry services, supply of bottles of water and pest control. For the financial year ended 31 December 2023, the Group's five largest suppliers in aggregate accounted for approximately 67.9% (2022: 42.6%) of the total purchases and purchases from the largest supplier accounted for approximately 17.4% (2022: 21.3%) of total purchases.

None of the Directors, their close associates or any shareholders of the Company (which, to the best knowledge of the Directors, own more than 5% of the Company's issued share capital) had any interest in the Group's five largest customers or five largest suppliers during the financial year ended 31 December 2023.

BANK LOANS AND OTHER BORROWINGS

As at 31 December 2023, the Group had borrowings of principal amount of HK\$27,469,000 (2022: HK\$27,469,000) from the Controlling Shareholder. The borrowings are unsecured, interest-free and repayable on demand. Save for the borrowings, the Group did not have any outstanding bank borrowings for both years.

Moreover, on top of the above borrowings, the Controlling Shareholder has also made available credit facilities of HK\$200,000,000 and HK\$350,000,000 respectively, to the Company under substantially the same terms with the Controlling Shareholder's Borrowing under which the Company may request for drawdown at any time prior on or to 27 August 2025 and 7 August 2024 respectively. Any borrowing made will be unsecured and interest-free. As at 31 December 2023, credit facility of amount of HK\$522,531,000 (2022: HK\$527,233,000) is available for use.

INTEREST CAPITALISATION

The Group had no capitalised interest during the year ended 31 December 2023 (2022: Nil).

本集團主要的供應商包括提供一次性消耗品、床套清潔、洗衣服務以及供應瓶裝水及進行蟲害防治的供應商。截至二零二三年十二月三十一日止財政年度，本集團五大供應商合共佔採購總額約67.9%（二零二二年：42.6%），而向最大供應商的採購則佔採購總額約17.4%（二零二二年：21.3%）。

截至二零二三年十二月三十一日止財政年度，概無董事、彼等之緊密聯繫人或任何本公司股東（據董事所深知，擁有本公司已發行股本5%以上者）於本集團的五大客戶或五大供應商擁有任何權益。

銀行借貸及其他借款

於二零二三年十二月三十一日，本集團擁有來自控股股東之借款本金額27,469,000港元（二零二二年：27,469,000港元）。借款為無抵押、免息及按要求隨時償還。除此之外，本集團在這兩年內並無任何未償還銀行借款。

此外，除上述股東借款外，控股股東亦已根據與控股股東借款大致相同的條款向本公司提供金額為200,000,000港元及350,000,000港元的信貸融資額度，並分別可由本公司於二零二五年八月二十七日及二零二四年八月七日或之前隨時要求提取，其提取的借款則為無抵押及免息的。於二零二三年十二月三十一日，尚餘522,531,000港元（二零二二年：527,233,000港元）的信貸融資額度可用。

利息資本化

截至二零二三年十二月三十一日止年度，本集團並無擁有資本化利息（二零二二年：無）。

GROUP FINANCIAL SUMMARY

A summary of the results of the Group for year ended 31 December 2023 is set out on page 196 of this annual report.

DIRECTORS

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

Executive Director

Mr. Chung Tin Yan (Chief Executive Officer)

Non-executive Directors

Mr. Yuan Fuer (Chairman)

Mr. Hu Xinglong

Independent Non-executive Directors

Mr. Wu Jilin

Mr. Du Hongwei

Mr. Lam Cheung Shing Richard

The terms of office of each Director are subject to retirement by rotation in accordance with the Articles.

DIRECTORS' AND SENIOR MANAGEMENT'S BIOGRAPHIES

Biographical details of the Directors and the senior management of the Group are set out from pages 19 to 22 of this annual report.

本集團財務概要

本集團截至二零二三年十二月三十一日止年度的業績概要載於本年報第196頁。

董事

於本年度直至本報告日期，董事如下：

執行董事

鍾天昕先生(行政總裁)

非執行董事

袁富兒先生(主席)

胡性龍先生

獨立非執行董事

吳吉林先生

杜宏偉先生

林長盛先生

各董事須根據細則輪席退任。

董事及高級管理層之履歷

董事及本集團高級管理層之履歷詳情載於本年報第19至22頁。

Report of the Directors 董事會報告

DIRECTORS' SERVICE CONTRACTS

None of the Directors who are proposed for re-election at the 2023 AGM has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

PERMITTED INDEMNITY PROVISION

Every service agreement entered into by the Company with an executive Director, which is currently in force and was in force during the year ended 31 December 2023, contains indemnity provisions which are permitted indemnity provisions under section 467 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for the benefit of the executive Directors. Pursuant to such provisions, the Company shall indemnify any executive Director against any liability attaching to him in connection with any legal proceedings in which he is involved by reason of being a Director, and in which the judgment is given in his favour or in which he is acquitted.

TERMS OF OFFICE FOR THE INDEPENDENT NON-EXECUTIVE DIRECTORS

All the independent non-executive Directors were appointed for a specific term of three years, but subject to the relevant provisions of the Articles or any other applicable laws whereby the directors shall vacate or retire from their office.

EMOLUMENTS OF DIRECTORS AND FIVE HIGHEST PAID INDIVIDUALS

Details of the emoluments of the Directors and the five highest paid individuals of the Group are set out in note 10 to the consolidated financial statements. Remuneration packages of the Directors are recommended by the Remuneration Committee and approved by the Board.

董事之服務合約

本公司概無與任何擬於二零二三年股東週年大會上膺選連任之董事訂立不可由本公司於一年內終止而毋須作出賠償(法定賠償除外)之服務合約。

獲准許彌償條文

本公司與執行董事訂立的每份服務協議(目前具有效力及於截至二零二三年十二月三十一日止年度內具有效力)就執行董事的利益載有彌償條文(為根據香港法例第622章公司條例第467條的獲准許彌償條文)。根據有關條文,倘任何執行董事因以董事身份涉及任何法律程序而附加任何責任,並獲判勝訴或無罪,則本公司應就任何該等責任彌償有關執行董事。

獨立非執行董事之任期

所有獨立非執行董事之指定任期為三年,惟董事的離任或退任須受細則或任何其他適用法例的有關條文所規限。

董事薪酬及五名最高薪酬人士

董事之薪酬及本集團五名最高薪酬人士之詳情乃載於綜合財務報表附註10。董事之薪酬方案由薪酬委員會提出並由董事會審批。

DIRECTORS' AND CHIEF EXECUTIVE'S INTEREST AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY AND ITS ASSOCIATED CORPORATIONS

董事及主要行政人員於本公司及其相關法團股份、相關股份及債權證之權益及淡倉

As at 31 December 2023, so far as was known to the Directors, the following Director had interest in the shares of the Company as notified to the Company and the Stock Exchange pursuant to the Model Code and as recorded in the register required to be kept by the Company under section 352 of the SFO:

就董事所知，於二零二三年十二月三十一日，以下董事於本公司股份中擁有根據標準守則須知會本公司及聯交所及須登記於本公司根據證券及期貨條例第352條存置之登記冊之權益：

Name of Director	Capacity/ Nature of interest	Number of ordinary shares	Approximately percentage of the issued share capital (Note 1) 佔已發行股本 概約百分比 (附註1)
董事姓名	身份／權益性質	普通股數目	
Yuan Fuer (Note 2)	Interest of a controlled corporation	321,580,510 shares	71.72%
袁富兒(附註2)	受控制法團之權益	321,580,510股	71.72%

Note 1: The approximate shareholding percentage is based on the number of shares in issue as at 31 December 2023 of 448,363,708.

附註1：概約股權百分比乃基於二零二三年十二月三十一日已發行股份448,363,708股。

Note 2: These 321,580,510 shares were registered in the name of Hehui International Development Limited ("Hehui"). Mr. Yuan Fuer held the entire issued share capital of Hehui and was deemed to be interested in the 321,580,510 shares in which Hehui was interested pursuant to the SFO.

附註2：該321,580,510股股份是以Hehui International Development Limited(「Hehui」)的名下登記的。袁富兒先生擁有Hehui全部已發行股份，因此彼根據證券及期貨條例被視為擁有Hehui擁有之321,580,510股股份權益中之權益。

Save as disclosed above, as at 31 December 2023, so far as was known to the Directors, none of the Directors and the chief executive of the Company had any interest or short position 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) as recorded in the register required to be kept by the Company under section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to the Model Code.

除上文所披露外，就董事所知，於二零二三年十二月三十一日，概無本公司董事及主要行政人員於本公司或其任何相關法團(定義見證券及期貨條例第XV部)的任何股份、相關股份或債權證內擁有須登記於本公司根據證券及期貨條例第352條存置之登記冊或根據標準守則須知會本公司及聯交所的任何權益及淡倉。

Report of the Directors 董事會報告

SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES OF THE COMPANY

As at 31 December 2023, so far as was known to the Directors, the following substantial shareholders (as defined in the Listing Rules) of the Company, not being Directors or the chief executive of the Company, had interests in the shares as recorded in the register required to be kept by the Company under section 336 of the SFO:

主要股東及其他人士於本公司股份、相關股份及債權證之權益及淡倉

就董事所知，於二零二三年十二月三十一日，以下本公司主要股東(定義見上市規則)(並非本公司董事或主要行政人員)於股份中擁有須登記於本公司根據證券及期貨條例第336條存置之登記冊之權益：

Name	Capacity	Number of ordinary shares	Aggregate percentage of shareholding (Note 1) 總股權百分比 (附註1)
姓名	身份	普通股數目	
Hehui	Beneficial owner 實益擁有人	321,580,510	71.72%
Chen Hui (Note 2) 陳輝(附註2)	Interest of a controlled corporation 受控制法團之權益	35,740,071	7.97%

Note 1: The approximate shareholding percentages are based on the number of shares in issue as at 31 December 2023 of 448,363,708.

附註1：概約股權百分比乃基於二零二三年十二月三十一日已發行股份448,363,708股。

Note 2: As disclosed in "Form 1 – Individual Substantial Shareholder Notice" filed by Mr. Chen Hui on 20 February 2018, Mr. Chen Hui controls 100% of the shares in 智眾開曼, which in turn controls 100% of the shares in CHINA DRAGON ASIA CHAMPION FUND SERIES SPC, and 智眾開曼 and CHINA DRAGON ASIA CHAMPION FUND SERIES SPC each holds interests in 35,740,071 shares of the Company directly.

附註2：誠如陳輝先生於二零一八年二月二十日於「表格1 – 個人大股東通知」之披露，陳輝先生擁有智眾開曼100%之股權，而智眾開曼則擁有 CHINA DRAGON ASIA CHAMPION FUND SERIES SPC之100%股權，因此，智眾開曼及CHINA DRAGON ASIA CHAMPION FUND SERIES SPC 各直接於本公司 35,740,071股股份中擁有權益。

Save as disclosed above, as at 31 December 2023, so far as was known to the Directors, no other person (not being a Director or the chief executive of the Company) had any interest or short position in the shares or underlying shares as recorded in the register required to be kept by the Company under section 336 of the SFO.

除上文所披露外，就董事所知，於二零二三年十二月三十一日，概無其他人士(並非本公司董事或主要行政人員)於股份或相關股份中擁有須登記於本公司根據證券及期貨條例第336條存置之登記冊之權益或淡倉。

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

Mr. Yuan Fuer, a non-executive Director of the Company, is the ultimate beneficial controlling shareholder and chairman of each of Shenzhen Hazens and Hazens. Shenzhen Hazens is principally engaged in property development and property management services business and holds interests in several hotels which are located in the United States of America and managed by multinational hotel management groups through its subsidiaries, and Hazens' business scope includes projects related to accommodation business. Given that the hotel business of Shenzhen Hazens and its subsidiaries is not conducted in the target markets of the Group or places where the Group has existing and ongoing business operations, and that the Group has a right of refusal under the relevant accommodation consultancy framework agreement entered into with Hazens which grants the Group the priority to obtain the accommodation business proposed to be conducted by Hazens or its associate with independent third parties, and that the majority of the members of the Board are independent and not connected with the boards of Shenzhen Hazens and Hazens and their respective subsidiaries, the Group is capable of and has been operating independently of, and at arm's length from the business of Shenzhen Hazens and Hazens and their respective subsidiaries, no competition is considered to exist during the Year.

Save as disclosed in the above and the sections headed "Biographical Details of Directors and Senior Management" and "Continuing Connected Transactions", for the year ended 31 December 2023 and up to the date of this report, the Directors are not aware of any business or interest of the Directors, the management of the Company and their respective associates (as defined under the Listing Rules) that compete or may compete with the business of the Group and any other conflict of interest which any such person has or may have with the Group.

董事於競爭業務之權益

袁富兒先生(本公司一位非執行董事)為深圳合正及合正各自之最終實益控股股東兼主席，深圳合正主要從事物業開發及物業管理服務業務並透過其附屬公司於美國擁有幾家由國際酒店管理集團所經營的酒店的權益，而合正的業務範圍包括住宿業務相關項目。由於深圳合正及其附屬公司的酒店管理業務，並不在本集團現有或將有之業務的市場範圍及地區進行，而且本集團與合正訂立的相關住宿顧問框架協議授予本集團優先獲得合正或其聯營公司擬與獨立第三方開展的住宿業務的權利(即本集團有優先權)，且董事會大部分成員獨立於深圳合正及合正以及其各自的附屬公司之董事會，且與彼等並無關連，因此，本集團有能力及一直獨立於深圳合正及合正以及其各自的附屬公司經營，而且經營方式是按公平交易原則進行的，於本年度不存在任何競爭。

除上述所提及及於「董事及高級管理層之履歷詳情」及「持續關連交易」所披露外，截至二零二三年十二月三十一日止年度及直至本報告日期，董事概不知悉董事、本公司管理層及彼等各自的聯繫人(定義見上市規則)之任何業務或權益與本集團的業務出現或可能出現競爭，亦不知悉任何該等人士已經或可能與本集團出現任何其他利益衝突。

Report of the Directors 董事會報告

DIRECTORS' INTERESTS IN CONTRACTS

Save as disclosed in the sections headed “Connected Transactions” and “Continuing Connected Transactions” below and in note 34 to the financial statements and those exempted from the reporting, annual review, announcement and independent shareholders’ approval requirements under the Listing Rules, there was no

- (1) transaction, arrangement or contract of significance in relation to the Group’s business to which the Company or any of its subsidiaries was a party in which any Director or any entity connected with any Director is or was materially interested, either directly or indirectly;
- (2) contract of significance between the Company, or any of its subsidiaries, and any of the Company’s controlling shareholders or their subsidiaries; or
- (3) contract of significance for the provision of services to the Company, or any of its subsidiaries, by any of the Company’s controlling shareholders or their subsidiaries

subsisting during or at the end of the financial year.

ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the Year was the Company or any of its subsidiaries a party to any arrangements to enable the Directors to acquire benefits by means of the acquisitions of shares or debentures of, the Company or any other body corporates.

MANAGEMENT CONTRACTS

No contract concerning the management and administration of the whole or any substantial part of the business of the Company which was not contract of service with Directors or persons engaged in the full-time employment of the Company was entered into or existed during the year under review.

董事於合約中的權益

除下文「關連交易」及「持續關連交易」兩節及財務報表附註34披露者及獲豁免遵守上市規則項下申報、年度審閱、公告及獨立股東批准規定者外，概無

- (1) 本公司或其任何附屬公司訂立與本集團業務有關的重要交易、安排或合約，且任何董事或與任何董事有關連的任何實體（不論直接或間接）於其中擁有重大權益；
- (2) 本公司或其任何附屬公司與本公司任何控股股東或彼等附屬公司之間的重要合約；或
- (3) 就本公司任何控股股東或彼等附屬公司向本公司或其任何附屬公司提供服務的重要合約

於財政年度期間或財政年度末仍然存續。

購買股份或債權證的安排

本公司或其任何附屬公司於年內任何時間概無訂立任何安排，以使董事可透過收購本公司或任何其他法團之股份或債權證而獲益。

管理合約

於回顧年度內，本公司概無訂立或訂有任何有關管理與經營本公司全部或任何重大部分業務之合約（並非與本公司董事或全職受僱的人士訂立的服務合約）。

CONNECTED TRANSACTIONS

Save for the provision of accommodation consultations services from related parties as disclosed in note 34(b) to the consolidated financial statements (further details of which are set forth in the section headed “Continuing Connected Transactions” in this Report of the Directors), none of the related party transactions as disclosed in note 34 to the consolidated financial statements constituted a connected transaction or a continuing connected transaction that was not fully exempt under Chapter 14A of the Listing Rules. The Company has complied with all applicable disclosure requirements in respect of those transactions that were not fully exempt in accordance with Chapter 14A of the Listing Rules.

On 16 November 2018 and 27 August 2021, Hehui International Development Limited (“He Hui” or “Controlling Shareholder”), a controlling shareholder of the Company which is wholly-owned by Mr. Yuen Fuer has made available credit facilities up to amount of HK\$350,000,000 and HK\$200,000,000, respectively, to the Company (“Controlling Shareholder’s Credit Facilities”) on normal commercial terms or better to the Group. The borrowings drawn under the Controlling Shareholder’s Credit Facilities shall be repayable on the date as set out in the individual borrowing agreements and are interest-free and unsecured. The Company may request for drawdown at any time prior on or to 27 August 2025 and 7 August 2024 respectively. Such financial assistance received by the Group was fully exempt from the requirements under Chapter 14A of the Listing Rules.

As at 31 December 2023, the Group has borrowings of HK\$27,469,000 (2022: HK\$27,469,000) from the Controlling Shareholder. The borrowings are repayable on demand, interest-free and unsecured.

關連交易

除綜合財務報表附註34(b)所披露關聯方提供住宿諮詢服務外(詳情載於董事會報告「持續關連交易」一節),綜合財務報表附註34所披露的關聯方交易並不構成上市規則第14A章的非全面豁免關連交易或持續關連交易。本公司已就該等非全面豁免交易遵守根據上市規則第14A章所有適用的披露要求。

於二零一八年十一月十六日及二零二一年八月二十七日, Hehui International Development Limited(「He Hui」或「控股股東」,由袁富兒先生全資擁有的本公司控股股東)按一般商業條款或更有利於本集團的條款分別向本公司提供金額最多為350,000,000港元及200,000,000港元的信貸額度(「控股股東信貸額度」)。根據控股股東信貸額度所提取的借款按各借款協議訂立還款日期還款並且是免息及無抵押的,並分別可由本公司於二零二五年八月二十七日及二零二四年八月七日或之前隨時要求提取。本集團獲得的有關財務資助全面豁免遵守上市規則第14A章規定。

於二零二三年十二月三十一日,本集團擁有來自控股股東之借款27,469,000港元(二零二二年:27,469,000港元),該股東借款為按要求隨時償還、免息及無抵押。

CONTINUING CONNECTED TRANSACTIONS

During the year under review, the Group has conducted the following continuing connected transactions which were required to be disclosed pursuant to Rule 14A.71 of the Listing Rules.

On 24 February 2023, the Company and Hazens Holdings Group (Shenzhen) Limited (“Hazens”), a company owned as to 99% by Mr. Yuan Fuer (a non-executive Director and the chairman of the Board) and 1% by his brother and hence a connected person of the Company under Rule 14A.07 of the Listing Rules, entered into a consultancy framework agreement (“2023 Consultancy Framework Agreement”) pursuant to which the Group will provide accommodation consultancy services to Hazens and its subsidiaries in respect of feasibility of accommodation business at the locations proposed by Hazens and the design of accommodation places for a term commencing from 1 January 2023 to 31 December 2023 (both dates inclusive).

The principal terms of the 2023 Consultancy Framework Agreement are set out below:

Date	: 24 February 2023 (after trading hours of the Stock Exchange)
Parties	: (i) The Company; and (ii) Hazens
Term	: The term commences from 1 January 2023 and ends on 31 December 2023 (both days inclusive)
Nature of transactions	: Pursuant to the 2023 Consultancy Framework Agreement, the Group agreed to provide the following accommodation consultancy services to Hazens and its subsidiaries within the term above.

持續關連交易

於回顧年度內，本集團進行以下須根據上市規則第14A.71條下所披露的持續關連交易。

於二零二三年二月二十四日，本公司與合正控股集團(深圳)有限公司(「合正」，該公司由袁富兒先生(非執行董事兼董事會主席)及其兄弟分別擁有99%及1%權益，因此根據上市規則第14A.07條為本公司的關連人士)訂立顧問服務框架協議(「二零二三年度顧問服務框架協議」)，據此，本集團將位於合正所提議位置的就住宿項目的可行性及住宿項目的設計向合正提供住宿顧問服務，自二零二三年一月一日起至二零二三年十二月三十一日(包括首尾兩日)。

二零二三年度顧問服務框架協議之主要條款載列如下：

日期	: 二零二三年二月二十四日 (聯交所交易時段後)
訂約方	: (i) 本公司；及 (ii) 合正
期限	: 自二零二三年一月一日起至二零二三年十二月三十一日結束(包括首尾兩日)
交易性質	: 根據二零二三年度顧問服務框架協議，本集團同意在上述期限內向合正及其附屬公司提供以下住宿顧問服務。

The accommodation consultancy services will include, but not limited to: (i) seeking suitable location in relation to the accommodation business; (ii) performing market research of the location of accommodation business proposed by Hazens; (iii) providing advice on certain interior and external design for the accommodation business; (iv) advising on estimated renovation cost and analysis on the financial forecast of the accommodation business; (v) preparing operation manual and quality manuals with reference to ISO standards; and (vi) assisting Hazens in seeking construction contractor for the accommodation business.

The parties will enter into individual agreement for each transaction setting out specific terms of the services including, among others, scope of services, service fees, settlement method and payment arrangement. Such terms will be consistent with the terms of the 2023 Consultancy Framework Agreement.

Pricing basis : The basis of service fee was arrived at after arm's length negotiations between the Group and Hazens after taking into consideration of the market conditions, the Group's current pricing policy of the services and on normal commercial terms or on terms no less favourable to the Group than those offered to other customers of the Group who are independent third parties for comparable services.

If there is no relevant market price or comparable services that the Group provide to independent third parties, the service fees will be determined by the relevant costs and past performance of such consulting services of the Group and take reference to the market price of such comparable services.

住宿顧問服務包括但不限於：(i)尋求開辦住宿項目的適當位置；(ii)為合正提議的開辦項目位置進行市場調查；(iii)為住宿項目提供若干室內風格建議及外場設計方案；(iv)就住宿項目裝修工程的投資成本提供預估及財務預測分析；(v)參照ISO標準的指引準備經營程序及質量手冊；及(vi)協助合正為住宿項目尋找承建商施工。

訂約方將就每項交易訂立個別協議，訂明服務的具體條款，其中包括服務範圍、服務費、結算方式及付款安排等。該等條款將與二零二三年度顧問服務框架協議的條款一致。

定價基準 : 服務費基準乃本集團與合正經考慮市場狀況、本集團現行服務定價政策以及按一般商業條款或按不遜於本集團向本集團其他獨立第三方客戶提供可比服務的條款公平磋商後釐定。

倘本集團並無向獨立第三方提供相關市場價格或可比服務，則服務費將根據本集團此類顧問服務的相關成本及過往業績並參考該等可比服務的市場價格而釐定。

Report of the Directors 董事會報告

- Payment terms** : Payment of service fees will be made according to the payment terms of the individual agreement for each transaction between the parties, which will be determined by arm's length negotiations between the parties with reference to, among others, the amount of service fees payable.
- Right of first refusal** : Since Hazens is a company controlled by Mr. Yuan Fuer, a connected person of the Company, the accommodation business in relation to the 2023 Consultancy Framework Agreement, if conducted, might constitute competing business. To avoid any potential conflicts and unapproved competition with the Group, Hazens agreed that if the accommodation business in relation to the 2023 Consultancy Framework Agreement will be conducted by Hazens or its associate (other than the Company and its subsidiaries) with other independent third parties, Hazens shall notify the Group in written form.
- The Group has the priority to obtain such business opportunities regarding the accommodation business and the Group must inform Hazens whether the Group will exercise the right of first refusal within 30 days after receiving the written notice.
- The Group can only exercise the right of first refusal after obtaining all independent non-executive directors approval. If there is a conflict of interest or potential conflict of interest from the directors of the Group, the directors with conflicts of interest (if any) shall be excluded in all board meetings and its voting right regarding whether to exercise the right of first refusal.
- 支付條款** : 服務費的支付將根據訂約方之間每筆交易的個別協議之支付條款進行，這將由訂約方之間公平磋商釐定，並參考(其中包括)應付的服務費金額。
- 優先購買權** : 由於合正乃由袁富兒先生(本公司之關連人士)控制，因此與二零二三年度顧問服務框架協議有關的住宿項目如最後落實執行可能構成同業競爭。為避免與本集團業務產生任何潛在矛盾及未經批准的競爭，合正承諾倘與二零二三年度顧問服務框架協議有關的住宿項目將由合正或其關聯公司(本公司及其附屬公司除外)與其他獨立第三方執行，則合正應以書面形式通知本集團。
- 本集團優先獲得有關住宿項目的商機，本集團須於收到書面通知後30天內通知合正本集團是否將行使優先購買權。
- 本集團僅在獲得所有獨立非執行董事的批准後方可行使優先購買權。倘本集團董事存在利益衝突或潛在利益衝突，則在所有董事會會議及其是否行使優先購買權的表決權中，應將存在利益衝突的董事(如有)排除在外。

Annual Cap and Basis of Annual Cap

The Company estimates the annual cap of HK\$9,970,000 for the financial year ended 31 December 2023. The annual cap is calculated based on the estimated demand of relevant services by Hazens under the 2023 Consultancy Framework Agreement and the prevailing price of similar services provided by the Group to its independent third party customers.

In order to determine the service fees for each transaction and to ensure that the service fees charged by the Group would not be less favourable than the service fees charged by the independent third party in the market for similar services, the Group will (i) make reference to the pricing of similar services with independent third party customers; (ii) review historical transactions between Hazens and its independent third party suppliers for similar services (if the Group could not obtain information in (i) for comparison); and (iii) obtain price quotations from its independent third party suppliers and mark up with a reasonable profit margin. In order to ensure the pricing basis of connected transactions will be complied with, the Group will make reference to the pricing in all similar services in the past 12 months prior to the proposed connected transactions (the "Review Period"). If the Group has not provided any similar services in the Review Period, the Group will request its connected persons, e.g. Hazens, to provide details on at least two historical transactions in the Review Period with and/or quotations of its independent third party suppliers to assess the market price and assess the profitability after taking into account its relevant costs, such as price quotations from its independent third party suppliers and own administrative costs. In rare cases both the Group and its connected persons have not been involved in similar services in the Review Period, the Group will determine the pricing based on price quotations from its independent third party suppliers and own administrative costs and mark up with a reasonable profit margin with reference to similar services in the market.

年度上限及年度上限基準

本公司估計截至二零二三年十二月三十一日止財政年度的年度上限為9,970,000港元。年度上限乃由合正根據二零二三年度顧問服務框架協議估計相關服務需求及本集團向其獨立第三方客戶提供類似服務的現行價格計算得出。

為釐定每項交易的服務費並確保本集團收取的服務費不會低於市場上獨立第三方收取的類似服務的服務費，本集團將(i)參考與獨立第三方客戶提供的類似服務的定價；(ii)審查合正與其獨立第三方供應商之間就類似服務的過往交易（倘本集團無法獲得(i)中的資料以作比較）；及(iii)向其獨立第三方供應商處獲取報價，並以合理的利潤率加價。為確保關連交易的定價基準獲遵守，本集團於進行建議關連交易之前將會參考過往12個月（「回顧期間」）所有類似服務的定價。倘本集團於回顧期間並無提供任何類似服務，本集團將要求關連人士（如合正）提供回顧期間內與其獨立第三方供應商之間至少兩項歷史交易的詳情及／或其獨立第三方供應商的報價，以評估市價以及經考慮其相關成本（如其獨立第三方供應商的報價及本身行政成本）後評估盈利能力。在極少數情況下，倘本集團及其關連人士於回顧期間均無涉及類似服務，本集團將基於獨立第三方供應商的報價以及本身行政成本及參考市場上類似服務之合理利潤率的加價來釐定價格。

Report of the Directors 董事會報告

HLB Hodgson Impey Cheng Limited (“HLB”), the Company’s auditors, were engaged to report on the Group’s continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 (Revised) “Assurance Engagements Other Than Audits or Reviews of Historical Financial Information” and with reference to Practice Note 740 “Auditor’s Letter on Continuing Connected Transactions under the Hong Kong Listing Rules” issued by the Hong Kong Institute of Certified Public Accountants. HLB has issued their unqualified letter to the Board containing their findings and conclusions in respect of the continuing connected transactions disclosed above by the Group in accordance with the Listing Rules and confirming the matters as stated in Rule 14A.56 of the Listing Rules.

The independent non-executive Directors have, for the purpose of Rule 14A.55 of the Listing Rules, reviewed and confirmed that the above continuing connected transactions undertaken by the Group were entered into (i) in the ordinary and usual course of business of the Group; (ii) either on normal commercial terms or better; and (iii) in accordance with the relevant agreements governing the transactions on terms that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

PENSION SCHEMES

The Group participates in a defined contribution retirement scheme organised by the government in the PRC and the Mandatory Provident Fund Scheme under which certain percentage of the salaries of the employees are contributed to the pension schemes. Particulars of these schemes are set out under “Employee benefits” in note 4 of the consolidated financial statements. There is no provision under the pension schemes which provides for forfeiture of contributions which may be used by the Group to reduce the existing level of contributions.

本公司核數師國衛會計師事務所有限公司(「國衛」)獲委聘按照香港會計師公會頒佈之香港鑒證業務準則第3000號(經修訂)下之「非審核或審閱過往財務資料之鑒證工作」規定，或參照實務說明第740號「關於香港上市規則所述持續關連交易之核數師函件」就本集團之持續關連交易編製報告。國衛已就本集團所披露的持續關連交易向董事會發出並無保留意見的函件，而該函件載有核數師對有關上述持續關連交易的發現及結論及按上市規則第14A.56條所需確認之事項。

就上市規則第14A.55條而言，獨立非執行董事已審閱並確認本集團所進行之上述持續關連交易乃：(i)於本集團日常及一般業務範圍內進行；(ii)按一般商業條款或更佳之條款進行；及(iii)根據規管該等交易之有關協議進行，其條款屬公平合理，符合本公司股東之整體利益。

退休計劃

本集團參與一項由中國政府安排之定額供款退休計劃及強制性公積金計劃，根據該等計劃，僱員工資的特定比例將用於向退休計劃供款。該等計劃的詳情載列於綜合財務報表附註4「僱員福利」。退休計劃項下並無規定沒收供款可由本集團用於減少現有供款水平的條文。

AUDITOR

The financial statements for the year ended 31 December 2023 have been audited by HLB Hodgson Impey Cheng Limited and a resolution for the reappointment as auditors of the Company will be proposed at the forthcoming annual general meeting. HLB Hodgson Impey Cheng Limited has been the auditor of the Company since 29 June 2020.

PUBLICATION OF INFORMATION ON WEBSITES

This annual report is available for viewing on the website of Stock Exchange at www.hkex.com.hk and on the website of the Company at www.legend-strategy.com.

By Order of the Board

Yuan Fuer
Chairman

25 March 2024

核數師

截至二零二三年十二月三十一日止年度之財務報表已由國衛會計師事務所有限公司審核，而本公司將於應屆股東週年大會上提呈重新委任國衛會計師事務所有限公司為本公司核數師的決議案。自二零二零年六月二十九日以來，國衛會計師事務所有限公司一直為本公司核數師。

於網站刊發資料

本年報可於聯交所網站www.hkex.com.hk及本公司網站www.legend-strategy.com瀏覽。

承董事會命

袁富兒
主席

二零二四年三月二十五日

Independent Auditors' Report

獨立核數師報告



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TO THE SHAREHOLDERS OF LEGEND STRATEGY INTERNATIONAL HOLDINGS GROUP COMPANY LIMITED

(Incorporated in the Cayman Islands with limited liability)

致枋濬國際集團控股有限公司股東
(於開曼群島註冊成立之有限公司)

OPINION

We have audited the consolidated financial statements of Legend Strategy International Holdings Group Company Limited (the “Company”) and its subsidiaries (collectively referred to as the “Group”) set out on pages 95 to 195, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policy information and other explanatory information.

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

意見

我們已審核載於第95頁至195頁的枋濬國際集團控股有限公司(「貴公司」)及其附屬公司(統稱為「貴集團」)的綜合財務報表，此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與截至該日止年度的綜合損益及其他全面收入表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註(包括主要會計政策資料及其他解釋資料概要)。

我們認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則(「香港財務報告準則」)真實及公平地提供 貴集團於二零二三年十二月三十一日之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，並已根據香港《公司條例》之披露規定妥為編製。

BASIS FOR OPINION

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

MATERIAL UNCERTAINTY RELATED TO GOING CONCERN

We draw attention to note 2 to the consolidated financial statements which indicates that the Group incurred a net loss of HK\$61,768,000 for the year ended 31 December 2023 and, as of that date, the Group had net current liabilities and net liabilities of HK\$72,189,000 and HK\$82,741,000 respectively. As stated in note 2 to the consolidated financial statements, these events or conditions, along with other matters as set in note 2 to the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Group's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significant 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. In addition to the matter described in *Material Uncertainty Related to Going Concern* section above, we have determined the matters described below to be key audit matters to be communicated in our report.

意見基礎

我們已根據香港會計師公會頒佈的香港核數準則(「香港核數準則」)進行審核。在這些準則下，我們的責任會在我們報告中核數師就審核綜合財務報表須承擔的責任一節中進一步闡述。根據香港會計師公會之職業會計師道德守則(「守則」)，我們獨立於貴集團，並已遵循守則履行其他道德責任。我們相信，我們所獲得的審核憑證可充足和適當地為我們的意見提供基礎。

與持續經營相關的重大不明朗因素

我們注意到綜合財務報表附註2，當中表示貴集團於截至二零二三年十二月三十一日止年度錄得淨虧損61,768,000港元及截至該日貴集團的淨流動負債及淨負債分別為72,189,000港元及82,741,000港元。誠如綜合財務報表附註2所述，該等事件或狀況連同綜合財務報表附註2所載的其他事項顯示存在可能令貴集團能否持續經營嚴重成疑之重大不明朗因素。我們就此事宜發表無保留意見。

關鍵審核事項

根據我們的專業判斷，關鍵審核事項為我們審核本期間綜合財務報表中最重要的事項。我們在審核整體綜合財務報表和就此形成意見時處理此等事項，而不會就此等事項單獨發表意見。除上文「與持續經營有關的重大不明朗因素」一節所述的事宜外，我們已釐定下述事宜為將於我們的報告內傳達之關鍵審核事項。

Independent Auditors' Report 獨立核數師報告

Key audit matters

關鍵審核事項

Impairment assessment of property, plant and equipment (“PPE”), goodwill and right-of-use assets (“ROU assets”)

Refer to notes 18, 20 and 21 to the consolidated financial statements respectively.

The Group had interests in various branches of hotel in the People Republic of China (the “PRC”). The carrying values of hotels were included in the PPE, goodwill and ROU assets with carrying amounts (net of impairment) of HK\$19,927,000, HK\$nil and HK\$92,039,000 respectively as at 31 December 2023.

Management considers each branch to be a separate cash-generating unit (“CGU”) and performs impairment assessments, where impairment indicators exist, to determine the recoverable amount of the branches' PPE, goodwill and ROU assets. The recoverable amount is determined as the CGU's value-in-use, which involves estimation of future business performance and key assumptions including discount rates, occupancy rates, average room rates, etc.. Based on the impairment assessments carried out by management, impairment loss of HK\$6,796,000, HK\$1,858,000 and HK\$33,106,000 respectively were recognised in respect of PPE, goodwill and ROU assets during the year ended 31 December 2023.

We focused on this area as the impairment assessments and determination of recoverable amounts involve significant management's judgments and estimations.

How our audit addressed the key audit matter

我們的審計如何處理關鍵審核事項

物業、廠房及設備(「物業、廠房及設備」)、商譽以及使用權資產(「使用權資產」)減值估計

請分別見綜合財務報表附註18、20及21。

貴集團於中華人民共和國(「中國」)擁有多家分店的權益。於二零二三年十二月三十一日，計入物業、廠房及設備、商譽及使用權資產的酒店賬面值(扣除減值)分別約為19,927,000港元、零港元及92,039,000港元。

管理層將每家分店視為獨立的現金產生單位(「現金產生單位」)，並在出現減值跡象時進行減值評估，以判斷分店物業、廠房及設備、商譽及使用權資產的可回收數額。可回收數額為該現金產生單位的使用價值，其中涉及估算未來業務表現及重要假設，包括貼現率、入住率、平均房價等。根據管理層進行的減值評估，截至二零二三年十二月三十一日止年度，就物業、廠房及設備、商譽及使用權資產確認減值虧損分別6,796,000港元、1,858,000港元及33,106,000港元。

我們專注於這方面，原因是減值評估及可回收數額的釐定涉及管理層的重大判斷及估計。

Key audit matters

關鍵審核事項

Our audit procedures in relation to management's impairment assessments including, but not limited to the followings:

- Evaluating management's future cash flow forecasts and the process by which they were prepared for each CGU, including testing the mathematical accuracy of the underlying calculations and compared the future cash flow forecasts to the latest approved budgets and actual results of the prior period;
- Assessing the appropriateness of methodologies used by management with the support of the auditors' experts;
- Assessing the key assumptions including occupancy rates and average room rates applied in the forecasts by comparing them to historical results, economic and industry forecasts;
- Assessing external professional valuers' competence, capabilities and objectivity, and reading the valuation reports prepared by the external valuers; and
- Checking, on a sample basis, the accuracy and relevance of the input data used by the auditors' experts.

Based on our audit procedures performed, we found the assessments of the recoverability of the carrying amounts of PPE, goodwill and ROU assets were supported by the evidence we obtained.

How our audit addressed the key audit matter

我們的審計如何處理關鍵審核事項

我們有關管理層減值評估的審核程序包括但不限於以下各項：

- 評估管理層的未來現金流量預測及其編製各個現金產生單位預測的過程，包括測試相關計算方法的數學準確度，及比對未來現金流量預測及最新核准預算及上期實際業績；
- 在核數師專家的支持下評估管理層所採用方法的適當性；
- 評估預測過程中所使用的入住率及平均房價等關鍵假設，方法是將其與過往業績、經濟及行業預測進行比較；
- 評估外聘專業估值師是否勝任、具有能力及客觀，並閱讀外部估值師所編製之估值報告；及
- 抽樣檢查核數師專家所用之輸入數據的準確性及適當性。

基於我們已執行的審核程序，我們發現物業、廠房及設備、商譽及使用權資產賬面值的可回收程度評估獲得憑證支持。

Independent Auditors' 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 the information included in the annual report, but does not include the consolidated financial statements and our auditors' report thereon.

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

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

RESPONSIBILITIES OF DIRECTORS AND 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 disclosure requirements of the Hong Kong Companies Ordinance, and for such internal control as the directors determine is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

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

The Audit Committee is responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料承擔責任。其他資料包括年報中所包含的資料，但不包括綜合財務報表及我們就此發出的核數師報告。

我們對綜合財務報表作出的意見並未考慮其他資料。我們不對其他資料發表任何形式的核證結論。

就審核綜合財務報表而言，我們的責任是閱讀其他資料，從而考慮其他資料是否與綜合財務報表或我們在審核過程中獲悉的資料存在重大不符，或似乎存在重大錯誤陳述。基於我們已執行的工作，如果我們認為其他資料存在重大錯誤陳述，我們需要報告該事實。在這方面，我們沒有任何報告。

董事及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》的披露規定編製綜合財務報表，以令綜合財務報表作出真實而公平的反映，及落實其認為編製綜合財務報表所必要的內部控制，以使綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

在編製綜合財務報表時，董事須負責評估貴集團持續經營的能力，並披露與持續經營有關的事項(如適用)。除非董事有意將貴集團清盤或停止營運，或除此之外並無其他實際可行的辦法，否則董事須採用以持續經營為基礎的會計法。

審核委員會須負責監督貴集團的財務報告過程。

AUDITORS' RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, 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 skepticism throughout the audit. We also:

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

核數師就審核綜合財務報表須承擔 的責任

我們的目標是對整體綜合財務報表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，並根據我們協定的委聘條款僅向閣下出具包括我們意見的核數師報告，除此之外本報告別無其他目的。我們概不就本報告的內容對其他任何人士負責或承擔責任。合理確定屬高層次的核證，但不能擔保根據香港核數準則進行的審核工作總能發現所有存在的重大錯誤陳述。重大錯誤陳述可源於欺詐或錯誤，倘個別或整體在合理預期情況下可影響使用者根據該等綜合財務報表作出的經濟決定時，被視為重大錯誤陳述。

作為根據香港核數準則進行審核其中一部分，我們在整個審核期間運用專業判斷並保持專業懷疑態度。我們亦：

- 識別及評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對該等風險，以及獲取充足及適當的審核憑證，作為我們意見之基礎。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出現重大錯誤陳述的風險高於未能發現因錯誤而導致出現重大錯誤陳述的風險。
- 了解與審核相關之內部控制，以設計在有關情況下屬適當之審核程序，但目的並非對貴集團內部控制之有效性發表意見。
- 評估董事所採用會計政策之適當性及作出會計估計及相關披露之合理性。

Independent Auditors' Report

獨立核數師報告

- Conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 對董事採用持續經營會計基礎之適當性作出結論，並根據所獲取的審核憑證，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。倘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注意綜合財務報表中之相關披露，或倘有關之披露不足，則修訂我們之意見。我們之結論乃基於直至核數師報告日期止所取得之審核憑證。然而，未來事項或情況可能導致貴集團不能持續經營業務。
- 評估綜合財務報表之整體列報方式、結構及內容(包括披露)以及綜合財務報表是否公平反映相關交易及事項。
- 就貴集團內各實體或業務活動之財務資料獲取充足適當之審核憑證，以就綜合財務報表發表意見。我們負責指導、監督及執行貴集團之審核工作。我們須為我們之審計意見承擔全部責任。

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

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

我們與審核委員會就(其中包括)審核之計劃範圍及時間以及重大審核發現，包括我們在審核中識別出內部監控之任何重大不足之處溝通。

我們亦向審核委員會提交聲明，表明我們已符合有關獨立性之相關道德要求，並與彼等溝通可能合理被認為會影響我們獨立性的所有關係及其他事項以及在適用的情況下，消除威脅之行動或採取之防範措施。

Independent Auditors' Report 獨立核數師報告

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

The engagement director on the audit resulting in this independent auditors' report is Yu Chi Fat.

從與審核委員會溝通之事項中，我們確定該等對本期綜合財務報表之審核最為重要的事項，因而構成關鍵審核事項。我們在核數師報告中闡釋該等事項，除非法律或法規不允許公開披露此等事項，或在極端罕見的情況下，合理預期倘於我們之報告中溝通某事項而造成的負面後果將會超過產生的公眾利益，則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之審核項目董事為余智發。

HLB Hodgson Impey Cheng Limited
Certified Public Accountants

Yu Chi Fat
Practising Certificate Number: P05467

Hong Kong, 25 March 2024

國衛會計師事務所有限公司
執業會計師

余智發
執業證書編號：P05467

香港，二零二四年三月二十五日

Consolidated Statement of Comprehensive Income

綜合全面收入表

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

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Revenue	收益	8	67,661	63,002
Depreciation of right-of-use assets	使用權資產折舊		(20,316)	(21,287)
Depreciation of property, plant and equipment	物業、廠房及設備折舊		(8,847)	(9,362)
Employee benefit expenses	僱員福利開支		(17,722)	(21,585)
Utilities	公用設施		(3,649)	(3,867)
Other operating expenses	其他營運開支	11	(12,891)	(19,692)
Fair value (loss)/gain on financial asset at fair value through profit or loss ("FVTPL")	按公平值計入損益(「按公平值計入損益」)之金融資產之公平值(虧損)/收益		(1,864)	1,422
Allowance for expected credit loss model on financial assets at amortised cost	預期信貸虧損模式項下按攤銷成本計值的金融資產的減值虧損		(14,573)	(208)
Impairment on non-financial assets	非金融資產減值		(41,760)	–
Other income	其他收入	12	1,079	2,861
Operating loss	營運虧損		(52,882)	(8,716)
Finance costs	融資成本	13	(5,791)	(7,387)
Loss before tax	除稅前虧損		(58,673)	(16,103)
Income tax expense	所得稅開支	14	(3,095)	(1,544)
Loss for the year	年內虧損	15	(61,768)	(17,647)
Other comprehensive loss: <i>Item that may be subsequently reclassified to profit or loss:</i>	其他全面虧損： <i>其後可能重新分類至損益之項目：</i>			
Exchange differences on translating foreign operations	換算海外業務產生之匯兌差額		(99)	(1,255)
Total comprehensive loss for the year	年內全面虧損總額		(61,867)	(18,902)
Loss for the year attributable to:	以下人士應佔年內虧損：			
Owners of the Company	本公司擁有人		(38,178)	(7,794)
Non-controlling interests	非控股權益		(23,590)	(9,853)
			(61,768)	(17,647)
Total comprehensive loss for the year attributable to:	以下人士應佔年內全面虧損總額：			
Owners of the Company	本公司擁有人		(38,526)	(10,145)
Non-controlling interests	非控股權益		(23,341)	(8,757)
			(61,867)	(18,902)
Loss per share	每股虧損	17		
– Basic (Hong Kong cents)	– 基本(港仙)		(8.51)	(1.74)
– Diluted (Hong Kong cents)	– 攤薄(港仙)		(8.51)	(1.74)

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

隨附附註構成該等綜合財務報表不可或缺的一部分。

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

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current assets	非流動資產			
Property, plant and equipment	物業、廠房及設備	18	19,927	35,597
Rental deposits	租賃按金	19	3,226	2,146
Goodwill	商譽	20	–	1,962
Prepayments	預付款項		–	22
Right-of-use assets	使用權資產	21	92,039	123,618
Deferred tax assets	遞延稅項資產	22	2,909	3,398
			118,101	166,743
Current assets	流動資產			
Rental deposits	租賃按金	19	1,197	2,644
Prepayments, deposits and other receivables	預付款項、按金及其他應收款項	19	2,303	4,128
Financial asset at FVTPL	按公平值計入損益之金融資產	23	2,049	3,913
Trade receivables	應收賬款	24	1,071	15,962
Inventories	存貨	25	384	344
Bank and cash balances	銀行及現金結餘		2,214	2,434
			9,218	29,425
Total assets	總資產		127,319	196,168
Current liabilities	流動負債			
Trade and other payables	應付賬款及其他應付款項	26	25,778	38,052
Tax payable	應付稅項		2,207	2,671
Lease liabilities	租賃負債	28	25,953	22,572
Borrowings	借款	29	27,469	27,469
			81,407	90,764
Net current liabilities	淨流動負債		(72,189)	(61,339)
Total assets less current liabilities	資產總值減流動負債		45,912	105,404

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

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current liabilities	非流動負債			
Provision for asset retirement	報廢資產復原撥備	27	477	463
Lease liabilities	租賃負債	28	128,176	125,815
			128,653	126,278
Net liabilities	淨負債		(82,741)	(20,874)
EQUITY	權益			
Capital and reserves	資本及儲備			
Share capital	股本	30	4,484	4,484
Reserves	儲備		(40,832)	(2,306)
Equity attributable to owners of the Company	本公司擁有人應佔權益		(36,348)	2,178
Non-controlling interests	非控股權益		(46,393)	(23,052)
Capital deficiency	資本虧絀		(82,741)	(20,874)

The consolidated financial statements on pages 95 to 195 were approved and authorised for issue by the board of directors on 25 March 2024 and are signed on its behalf by:

於第95頁至第195頁的綜合財務報表已於二零二四年三月二十五日獲董事會批准及授權刊發並由以下人士代表簽署：

Yuan Fuer
袁富兒
Director
董事

Chung Tin Yan
鍾天昕
Director
董事

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

隨附附註構成綜合財務報表不可或缺的一部分。

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

		Attributable to owners of the Company 本公司擁有人應佔						Non-controlling interests 非控股權益	Total 總計	
		Share capital 股本	Share premium 股份溢價 Note (i) 附註(i)	Exchange reserve 匯兌儲備 Note (ii) 附註(ii)	Statutory reserve 法定儲備 Note (iii) 附註(iii)	Shareholders' contributions 股東注資 Note (iv) 附註(iv)	Accumulated losses 累計虧損	Sub-total 小計		
		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	HK\$'000 千港元	
At 31 December 2021 and at 1 January 2022	於二零二一年 十二月三十一日 及於二零二二年 一月一日	4,484	261,578	1,474	3,513	9,112	(267,838)	12,323	(14,295)	(1,972)
Loss for the year	年內虧損	-	-	-	-	-	(7,794)	(7,794)	(9,853)	(17,647)
Other comprehensive (loss) income	其他全面(虧損) 收入	-	-	(2,351)	-	-	-	(2,351)	1,096	(1,255)
At 31 December 2022 and at 1 January 2023	於二零二二年 十二月三十一日 及於二零二三年 一月一日	4,484	261,578	(877)	3,513	9,112	(275,632)	2,178	(23,052)	(20,874)
Loss for the year	年內虧損	-	-	-	-	-	(38,178)	(38,178)	(23,590)	(61,768)
Other comprehensive (loss) income	其他全面(虧損) 收入	-	-	(348)	-	-	-	(348)	249	(99)
At 31 December 2023	於二零二三年 十二月三十一日	4,484	261,578	(1,225)	3,513	9,112	(313,810)	(36,348)	(46,393)	(82,741)

Notes:

(i) Share premium

Under the Companies Act of the Cayman Islands, the funds in the share premium account of the Company are distributable to the shareholders of the Company provided that immediately following the date on which the dividend is proposed to be distributed, the Company will be in a position to pay off its debts as they fall due in the ordinary course of business.

(ii) Exchange reserve

The exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations. The reserve is dealt with in accordance with the accounting policies set out in note 4 to the consolidated financial statements.

(iii) Statutory reserve

The statutory reserve, which is non-distributable, is appropriated from the profit after taxation of the Group's PRC subsidiaries under the applicable laws and regulations in the PRC.

(iv) Shareholders' contributions

The shareholders' contribution represent waiver of interest expenses on borrowings from shareholders.

附註：

(i) 股份溢價

根據開曼群島公司法，本公司股份溢價的資金可分派予本公司股東，惟緊隨建議派付股息日期後本公司須有能力清償於一般業務過程中到期的債項。

(ii) 匯兌儲備

匯兌儲備由換算海外業務財務報表產生的所有外匯差額構成。該儲備乃根據綜合財務報表附註4所載的會計政策處理。

(iii) 法定儲備

法定儲備為不可分派，由本集團中國附屬公司根據中國適用法律及法規於除稅後溢利中轉撥。

(iv) 股東注資

股東的注資指豁免股東借款的利息開支。

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cash flows from operating activities	經營活動產生的現金流量		
Loss before tax	除稅前虧損	(58,673)	(16,103)
Adjustments for:	經調整：		
Bank interest income	銀行利息收入	(4)	(10)
Depreciation of right-of-use assets	使用權資產折舊	20,316	21,287
Depreciation of property, plant and equipment	物業、廠房及設備折舊	8,847	9,362
Fair value loss/(gain) on financial asset at FVTPL	按公平值計入損益之金融資產之 公平值虧損／(收益)	1,864	(1,422)
Allowance for expected credit loss model on financial assets at amortised cost	預期信貸虧損模式項下按攤銷成 本計值的金融資產的減值虧損	14,573	208
Impairment of non-financial assets	非金融資產減值	41,760	-
Finance cost on provision for asset retirement	報廢資產復原撥備的融資成本	21	22
Interest on lease liabilities	租賃負債利息	5,770	7,365
Gain on lease modification	租賃修改收益	-	(574)
Operating profit before working capital changes	營運資金變動前的經營溢利	34,474	20,135
Decrease/(increase) in trade and other receivables	應收賬款及其他應收款項 減少／(增加)	2,615	(12,228)
Decrease/(increase) in rental deposits	租賃按金減少／(增加)	768	(439)
(Increase)/decrease in inventories	存貨(增加)／減少	(40)	5
Increase in trade and other payables	應付賬款及其他應付款項增加	426	4,380
Cash generated from operations	經營所得現金	38,243	11,853
Income tax paid	已付所得稅	(3,083)	(2,505)
Net cash generated from operating activities	經營活動所得的現金淨額	35,160	9,348

Consolidated Statement of Cash Flows

綜合現金流量表

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cash flows from investing activities	投資活動產生的現金流量		
Purchases of property, plant and equipment	購買物業、廠房及設備	(648)	(2,938)
Interest received	已收利息	4	10
Net cash used in investing activities	投資活動所用的現金淨額	(644)	(2,928)
Cash flows from financing activities	融資活動產生的現金流量		
Proceeds from borrowings	借款所得款項	-	4,702
Repayment to non-controlling interests	償還非控股權益借款	(12,680)	(328)
Repayment of lease liabilities	償還租賃負債	(22,264)	(23,383)
Net cash used in financing activities	融資活動所用的現金淨額	(34,944)	(19,009)
Net decrease in cash and cash equivalents	現金及現金等價物減少淨額	(428)	(12,589)
Cash and cash equivalents at the beginning of the year	年初的現金及現金等價物	2,434	14,296
Effect of foreign exchange rate changes	外匯匯率變動的影響	208	727
Cash and cash equivalents at end of the year	年終的現金及現金等價物	2,214	2,434

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

1. GENERAL INFORMATION

The Company was incorporated in the Cayman Islands with limited liability. The address of its registered office is Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands. The address of its principal place of business is Suite 1702, 17/F., World-Wide House, No. 19 Des Voeux Road Central, Central, Hong Kong. The Company's shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

Its parent is Hehui International Development Limited (the "Controlling Shareholder"), a company incorporated in the British Virgin Islands, and is beneficially owned as to 100% by Mr. Yuan Fuer ("Mr. Yuan"), who is also a non-executive director of the Company.

The Company is an investment holding company. The Company and its subsidiaries (collectively referred to as the "Group") are principally engaged in the accommodation operations, provision of consultations and property facilities management services and other related businesses in the People's Republic of China (the "PRC").

The consolidated financial statements are presented in Hong Kong dollars ("HK\$") which is same as the functional currency of the Company. The consolidated financial statements are presented in the nearest thousand (HK\$'000) unless otherwise stated.

2. GOING CONCERN

The Group incurred a net loss of HK\$61,768,000 for the year ended 31 December 2023 and, as of that date, the Group had net current liabilities and net liabilities of HK\$72,189,000 and HK\$82,741,000 respectively. These conditions indicate the existence of a material uncertainty which may cast significant doubt on the Group's ability to continue as a going concern. Therefore, the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

1. 一般資料

本公司於開曼群島註冊成立為有限公司。註冊辦事處地址為Cricket Square, Hutchins Drive, P.O. Box 2681, Grand Cayman, KY1-1111, Cayman Islands。主要營業地點地址為香港中環德輔道中19號環球大廈17樓1702室。本公司股份於香港聯合交易所有限公司(「聯交所」)主板上市。

其母公司為Hehui International Development Limited(「控股股東」)。該公司於英屬處女群島註冊成立，並由袁富兒先生(「袁先生」)實益擁有100%權益，彼亦為本公司的非執行董事。

本公司為一間投資控股公司。本公司及其附屬公司(統稱為「本集團」)主要於中華人民共和國(「中國」)從事住宿營運及提供諮詢及物業設施管理服務等相關業務。

綜合財務報表以港元(「港元」)呈列，港元亦為本公司的功能貨幣。除另有說明者外，綜合財務報表湊整至最接近千位(千港元)。

2. 持續經營

截至二零二三年十二月三十一日止年度，本集團錄得淨虧損61,768,000港元及截至該日，本集團的淨流動負債及淨負債分別為72,189,000港元及82,741,000港元。該情況說明存在重大不確定因素可能對本集團繼續經營的能力造成重大懷疑。因此，本集團未必能於正常營運中體現其資產及履行其負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. GOING CONCERN (Continued)

These consolidated financial statements have been prepared on a going concern basis, the validity of which depends upon the financial support of the Controlling Shareholder and its beneficial owner, at a level sufficient to finance the working capital requirements of the Group and the Controlling Shareholder has undertaken not to demand repayment for the borrowings due by the Group of HK\$27,469,000 at 31 December 2023, until the Company can meet all the other obligations. Moreover, The Controlling Shareholder has entered into a financial support agreement with 合正控股集團(深圳)有限公司 which is over 99% owned by its beneficial owner for financial support to the Company for adequate funds for the Group to meet its liabilities as they fall due and agrees to undertake the unused credit facility of HK\$172,531,000 granted by the Controlling Shareholder to the Company, of which HK\$200,000,000 will be expired on 27 August 2025.

In addition, the Group obtained consent from non-controlling interests of 成都力之浚酒店管理有限公司 (“Chengdu Partner”) and 武漢枋浚酒店管理有限公司 (“Wuhan Partner”) they would not request for immediate repayment for the amount due to Chengdu Partner and Wuhan Partner of HK\$10,347,000 and HK\$235,000 respectively as at 31 December 2023.

In order to improve the Group’s operating performance and alleviate its liquidity risk, management is implementing measures to broaden its revenue base, control costs and limit capital expenditures. Further investments in accommodation operations, provision of consultations and property facilities management services will be made only when the Group has sufficient financial resources after meeting its day-to-day working capital and other capital commitment requirements.

The Directors of the Company are therefore of the opinion that it is appropriate to prepare the consolidated financial statements on a going concern basis. Should the Group be unable to continue as a going concern, adjustments would have to be made to the consolidated financial statements to adjust the value of the Group’s assets to their recoverable amounts, to provide for any further liabilities which might arise and to reclassify non-current assets and liabilities as current assets and liabilities, respectively.

2. 持續經營(續)

該等綜合財務報表已按持續經營基準編製，其有效性取決於控股股東及其實益擁有人的財務支持，其金額足以滿足本集團的營運資金需求，而控股股東已承諾不要求償還截至二零二三年十二月三十一日本集團結欠的借款27,469,000港元直到本公司能夠履行所有其他負債為止。此外，控股股東為向本公司提供財務支持已與合正控股集團(深圳)有限公司(其實益擁有人擁有超過99%權益)訂立財務支持協議，為本集團提供足夠資金，以償還到期之負債，並同意承擔控股股東向本公司授出的未動用信貸融資額度172,531,000港元，其中200,000,000港元將於二零二五年八月二十七日屆滿。

此外，本集團分別獲得成都力之浚酒店管理有限公司(「成都合作夥伴」)及武漢枋浚酒店管理有限公司(「武漢合作夥伴」)各非控股權益持有人同意，彼等不會要求立即償還於二零二三年十二月三十一日應付成都合作夥伴及武漢合作夥伴分別10,347,000港元及235,000港元的款項。

為改善本集團的經營表現及降低其流動資金風險，管理層現正實施措施以擴闊其收益基礎、控制成本及限制資本開支。僅當本集團於在滿足日常營運資金及其他資本承擔需求後仍擁有足夠的財務資源時，方會進一步投資住宿營運，提供諮詢及物業設施管理服務業務。

因此，本公司董事認為按持續經營基準編製綜合財務報表乃屬恰當。倘本集團無法繼續持續經營，則必須對綜合財務報表作出調整，以將本集團資產的價值調整至可收回金額，以撥備可能出現的任何額外負債並分別將非流動資產和負債重新分類為流動資產和負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

2. GOING CONCERN (Continued)

The directors of the Company have reviewed the Group's cash flow projections. The cash flow projections cover a period of not less than twelve months from 31 December 2023. In the opinion of the directors of the Company, based on these cash flow projections and in light of the above, the Group will have sufficient financial resources in the coming twelve months to meet its financial obligations as and when they fall due. Accordingly, the directors of the Company are satisfied that it is appropriate to prepare the consolidated financial statements on a going concern basis.

3. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following new and amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”) for the first time, which are mandatory effective for the annual periods beginning on or after 1 January 2023 for the preparation of the consolidated financial statements:

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

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

2. 持續經營(續)

本公司董事已審閱本集團的現金流量預測。現金流量預測涵蓋自二零二三年十二月三十一日起計不少於十二個月的期間。本公司董事認為，根據該等現金流量預測以及鑑於上文所述，本集團將具備足夠的財務資源，可履行未來十二個月到期應付的財務責任。因此，本公司董事信納，按持續經營基準編製綜合財務報表乃屬恰當。

3. 應用香港財務報告準則(「香港財務報告準則」)修訂本

於本年度強制生效的香港財務報告準則修訂本

於本年度，本集團於編製綜合財務報表時已首次應用由香港會計師公會(「香港會計師公會」)頒佈的以下香港財務報告準則之修訂本，該等修訂本於二零二三年一月一日或之後開始的年度期間強制生效：

香港財務報告準則第17號 (包括二零二零年十月及 二零二二年二月香港財 務報告準則第17號之修 訂本)	保險合約
香港會計準則第1號之 修訂本及香港財務報告 準則實務報告第2號	會計政策之披露
香港會計準則第8號之 修訂本	會計估計之定義
香港會計準則第12號之 修訂本	與單一交易產生之 資產及負債有關 之遞延稅項
香港會計準則第12號之 修訂本	國際稅務改革－第 二支柱模式規則

於本年度應用香港財務報告準則修訂本對本集團於本年度及過往年度之財務狀況及表現及／或對該等綜合財務報表所載之披露事宜並無重大影響。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

3. APPLICATION OF AMENDMENTS TO HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

New and amendments to HKFRSs in issued but not yet effective

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

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

¹ Effective for annual periods beginning on or after a date to be determined

² Effective for annual periods beginning on or after 1 January 2024

³ Effective for annual periods beginning on or after 1 January 2025

The directors of the Company anticipate that the application of all new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

3. 應用香港財務報告準則(「香港財務報告準則」)修訂本(續)

已頒佈但未生效的香港財務報告準則之新訂及修訂本

本集團並無提早應用下列已頒佈但尚未生效的香港財務報告準則之新訂及修訂本：

香港財務報告準則第10號及香港會計準則第28號之修訂本	投資者與其聯營或合營企業之間的資產出售或注資 ¹
香港財務報告準則第16號之修訂本	售後租回的租賃負債 ²
香港會計準則第1號之修訂本	將負債分類為流動或非流動以及香港詮釋第5號(二零二零年)之有關修訂 ²
香港會計準則第1號之修訂本	附帶契諾的非流動負債 ²
香港會計準則第7號及香港財務報告準則第7號之修訂本	供應商融資安排 ²
香港會計準則第21號之修訂本	缺乏可交換性 ³

¹ 於將予釐定的日期或之後開始年度期間生效

² 於二零二四年一月一日或之後開始的年度生效

³ 於二零二五年一月一日或之後開始的年度生效

本公司董事預期應用所有香港財務報告準則之新訂及修訂本於可見將來不會對綜合財務報表造成重大影響。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION

Basis of preparation of consolidated financial statements

These consolidated financial statements have been prepared in accordance with HKFRSs (which include all Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards (“HKASs”) and Interpretations (“Ints”)) issued by the HKICPA and accounting principles generally accepted in Hong Kong. In addition, these consolidated financial statements include applicable disclosures required by the Listing Rules and the disclosure requirements of the Hong Kong Companies Ordinance (Cap. 622).

These consolidated financial statements have been prepared under the historical cost basis, except for certain financial instruments, which are measured at their fair values.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of HKFRS 2 *Share-based Payment*, leasing transactions that are accounted for in accordance with HKFRS 16, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in HKAS 2 *Inventories* or value in use in HKAS 36 *Impairment of Assets*.

4. 編製綜合財務報表的基準及主要會計政策

編製綜合財務報表的基準

該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈的香港財務報告準則(「香港財務報告準則」,包括所有香港財務報告準則、香港會計準則(「香港會計準則」)及詮釋(「詮釋」))及香港公認會計原則編製。而且,該等綜合財務報表亦載有上市規則規定的適用披露事項及香港《公司條例》(第622章)的披露規定。

該等綜合財務報表乃按照歷史成本基準編製,除若干金融工具乃按公平值計量外。

公平值是指市場參與者之間在計量日進行的有序交易中出售一項資產所收取或轉移一項負債所支付的價格,無論該價格是直接觀察到的結果還是採用其他估值技術作出的估計。在對資產或負債的公平值作出估計時,本集團考慮了市場參與者在計量日為該資產或負債進行定價時將會考慮該資產或負債的特徵。該等綜合財務報表中計量及/或披露的公平值均在此基礎上予以釐定,惟香港財務報告準則第2號以股份為基礎付款範圍內以股份為基礎付款交易、根據香港財務報告準則第16號入賬的租賃交易,以及與公平值類似但並非公平值的計量(例如香港會計準則第2號存貨中的可變現淨值或香港會計準則第36號資產減值中的使用價值)除外。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Basis of preparation of consolidated financial statements (Continued)

In addition, for financial reporting purposes, fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date;
- Level 2 inputs are inputs, other than quoted prices included within Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are observable inputs for the asset or liability.

Basis of consolidation

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company and its subsidiaries. Control is achieved when the Company:

- has power over the investee;
- is exposed, or has rights, to variable returns from its involvement with the investee; and
- has the ability to use its power to affect its returns.

The Group reassesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control listed above.

Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Specially, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated statement of profit or loss and other comprehensive income from the date the Group gains control until the date when the Group ceases to control the subsidiary.

4. 編製綜合財務報表的基準及主要會計政策(續)

編製綜合財務報表的基準(續)

此外，就財務報告而言，公平值計量根據公平值計量的輸入數據可觀察程度及公平值計量的輸入數據對其整體的重要性分類為第一級、第二級或第三級，詳情如下：

- 第一級輸入數據是實體於計量日可以取得的相同資產或負債於活躍市場的報價(未經調整)；
- 第二級輸入數據是就資產或負債直接或間接地可觀察得出的輸入數據(第一級內包括的報價除外)；及
- 第三級輸入數據是資產或負債的可觀察輸入數據。

綜合基準

綜合財務報表包括本公司以及由本公司及其附屬公司控制的實體的財務報表。本公司在下列情況下取得控制權：

- 對投資對象擁有權力；
- 因參與投資對象業務而承擔可變回報的風險或享有可變回報的權利；及
- 能夠使用其權力以影響其回報。

倘有事實及情況顯示上述三項控制權要素有一項或以上出現變動，本集團會重新評估其是否對投資對象擁有控制權。

損益及各項其他全面收入項目歸屬於本公司擁有人及非控股權益。附屬公司的全面收入總額歸屬於本公司擁有人及非控股權益，即使此舉將導致非控股權益出現虧絀結餘。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Basis of consolidation (Continued)

Profit or loss and each item of other comprehensive income are attributed to the owners of the Company and to the non-controlling interests. Total comprehensive income of subsidiaries is attributed to the owners of the Company and to the non-controlling interests even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies.

All intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

Non-controlling interests in subsidiaries are presented separately from the Group's equity therein, which represent present ownership interests entitling their holders to a proportionate share of net assets of the relevant subsidiaries upon liquidation.

Business combinations or asset acquisitions

Business combinations

A business is an integrated set of activities and assets which includes an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired processes are considered substantive if they are critical to the ability to continue producing outputs, including an organised workforce with the necessary skills, knowledge, or experience to perform the related processes or they significantly contribute to the ability to continue producing outputs and are considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

Acquisitions of businesses are accounted for using the acquisition method. The consideration transferred in a business combination is measured at fair value, which is calculated as the sum of the acquisition-date fair values of the assets transferred by the Group, liabilities incurred by the Group to the former owners of the acquiree and the equity interests issued by the Group in exchange for control of the acquiree. Acquisition-related costs are generally recognised in profit or loss as incurred.

4. 編製綜合財務報表的基準及主要會計政策(續)

綜合基準(續)

本集團於獲得附屬公司控制權時將附屬公司綜合入賬，並於失去附屬公司控制權時終止入賬。具體而言，於年內購入或出售的附屬公司的收入及開支，自本集團獲得控制權當日起至本集團失去附屬公司控制權當日止，計入綜合損益及其他全面收益表內。

如有需要，將會就附屬公司的財務報表作出調整，使其會計政策與本集團的會計政策貫徹一致。

集團內的所有資產及負債、權益、收入、開支以及與本集團成員公司間的交易相關的現金流量已於綜合賬目時全額抵銷。

於附屬公司之非控股權益與本集團於當中之權益分開呈列，其指於清盤時賦予其持有人權利按比例分佔有關附屬公司資產淨值之現有擁有權權益。

業務合併或資產收購

業務合併

業務是一系列活動及資產的綜合集合，其中包括投入及實質性過程。其共同極大地促進了創造產出的能力。倘所獲得的過程對繼續生產產出的能力至關重要，包括具有執行相關過程所需技能、知識或經驗的有組織的勞動力，或者對繼續生產產出的能力有重大貢獻，並且被認為屬獨特的或稀缺的，或者在繼續生產產出的能力方面倘無有重大成本、努力或延遲就不能被取代，則被認為屬重大。

收購業務乃採用收購法入賬。於業務合併中轉讓的代價按公平值計量，而計算方法為本集團所轉讓的資產、本集團對被收購方原持有人產生的負債及本集團為交換被收購方的控制權所發行的股權於收購日期的公平值的總和。與收購有關的成本一般於產生時在損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations or asset acquisitions (Continued)

Business combinations (Continued)

For business combinations in which the acquisition date is on or after 1 January 2022, the identifiable assets acquired and liabilities assumed must meet the definitions of an asset and a liability in the *Conceptual Framework for Financial Reporting 2018* issued in June 2018 (the "Conceptual Framework") except for transactions and events within the scope of HKAS 37 or HK(IFRIC)-Int 21, in which the Group applies HKAS 37 or HK(IFRIC)-Int 21 instead of the Conceptual Framework to identify the liabilities it has assumed in a business combination. Contingent assets are not recognised.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognised at their fair value, except that:

- deferred tax assets or liabilities, and assets or liabilities related to employee benefit arrangements are recognised and measured in accordance with HKAS 12 *Income Taxes* and HKAS 19 *Employee Benefits* respectively;
- liabilities or equity instruments related to share-based payment arrangements of the acquiree or share-based payment arrangements of the Group entered into to replace share-based payment arrangements of the acquiree are measured in accordance with HKFRS 2 *Share-based Payment* at the acquisition date (see the accounting policy below);
- assets (or disposal groups) that are classified as held for sale in accordance with HKFRS 5 *Non-current Assets Held for Sale and Discontinued Operations* are measured in accordance with that standard; and
- lease liabilities are recognised and measured at the present value of the remaining lease payments (as defined in HKFRS 16) as if the acquired leases were new leases at the acquisition date. Right-of-use assets are recognised and measured at the same amount as the relevant lease liabilities, adjusted to reflect favorable or unfavorable terms of the lease when compared with market terms.

4. 編製綜合財務報表的基準及主要會計政策(續)

業務合併或資產收購(續)

業務合併(續)

就收購日期為二零二二年一月一日或之後的業務合併而言，所收購的可識別資產及所承擔的負債必須符合於二零一八年六月頒佈的二零一八年財務報告概念框架(「概念框架」)中資產及負債的定義，惟香港會計準則第37號或香港(國際財務報告詮釋委員會)－詮釋第21號範圍內的交易及事件除外，在該等情況下，本集團應用香港會計準則第37號或香港(國際財務報告詮釋委員會)－詮釋第21號而非概念框架來識別其於業務合併中所承擔的負債。或然資產不予確認。

於收購日期，所收購可辨別資產及所承擔負債按其公平值確認，惟下文所述者除外：

- 遞延稅項資產或負債及與僱員福利安排有關之資產或負債，乃分別根據香港會計準則第12號所得稅及香港會計準則第19號僱員福利確認及計量；
- 與被收購方之以股份為基礎付款安排或與本集團之以股份為基礎付款安排取代被收購方之以股份為基礎付款安排相關之負債或權益工具乃於收購日期根據香港財務報告準則第2號以股份為基礎付款計量(請參閱下文之會計政策)；
- 根據香港財務報告準則第5號持作出售非流動資產及已終止業務被分類為持作出售之資產(或出售組別)乃根據該準則計量；及
- 租賃負債按剩餘租賃付款(定義見香港財務報告準則第16號)的現值確認及計量，猶如收購的租賃於收購日期均為新租賃。使用權資產按與相關租賃負債相同的金額確認及計量，並經調整以反映與市場條款相比租賃的有利或不利條款。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations or asset acquisitions (Continued)

Business combinations (Continued)

Goodwill is measured as the excess of the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree, and the fair value of the acquirer's previously held equity interest in the acquire (if any) over the net amount of the identifiable assets acquired and the liabilities assumed as at acquisition date. If, after re-assessment, the net amount the identifiable assets acquired and liabilities assumed exceeds the sum of the consideration transferred, the amount of any non-controlling interests in the acquiree and the fair value of the acquirer's previously held interest in the acquire (if any), the excess is recognised immediately in profit or loss as a bargain purchase gain.

Non-controlling interests that are present ownership interests and entitle their holders to a proportionate share of the relevant subsidiary's net assets in the event of liquidation are initially measured at the non-controlling interest's proportionate share of the recognised amounts of the acquiree's identifiable net assets or at fair value. The choice of measurement basis is made on a transaction-by-transaction basis.

When the consideration transferred by the Group in a business combination includes a contingent consideration arrangement, the contingent consideration is measured at its acquisition-date fair value and included as part of the consideration transferred in a business combination. Changes in the fair value of the contingent consideration that qualify as measurement period adjustments are adjusted retrospectively. Measurement period adjustments are adjustments that arise from additional information obtained during the "measurement period" (which cannot exceed one year from the acquisition date) about facts and circumstances that existed at the acquisition date.

The subsequent accounting for the contingent consideration that do not qualify as measurement period adjustments depends on how the contingent consideration is classified. Contingent consideration that is classified as equity is not remeasured at subsequent reporting dates and its subsequent settlement is accounted for within equity. Contingent consideration that is classified as an asset or a liability is remeasured to fair value at subsequent reporting dates, with the corresponding gain or loss being recognised in profit or loss.

4. 編製綜合財務報表的基準及主要會計政策(續)

業務合併或資產收購(續)

業務合併(續)

商譽按所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方股本權益(如有)公平值總和超出所收購可識別資產及所承擔負債於收購日期之淨額計量。倘於重新評估後，所收購可識別資產及所承擔負債之淨額超出所轉讓代價、於被收購方任何非控股權益之金額及收購方過往所持被收購方權益(如有)公平值之總和，差額即時於損益確認為按折價收購收益。

非控股權益為現有所有權權益，授權持有人於清盤時按比例分佔相關附屬公司的資產淨值，其可初步按非控股權益按比例分佔被收購方可識別資產淨值之已確認數額或按公平值計量。按個別交易基準選擇計量基準。

當本集團於業務合併時轉讓之代價包含因或然代價安排時，或然代價將按收購日期之公平值計量，並被視為業務合併時所轉讓代價之一部份。符合作為計量期間調整之或然代價之公平值變動，需以追溯方式進行調整。計量期間調整是指於「計量期間」(不超出收購日期起計一年)因取得於收購日期已存在之事實及情況之額外資料而作出之調整。

不符合作為計量期間調整之或然代價之其後會計處理，取決於或然代價如何分類。分類為權益之或然代價於其後報告日期不會重新計量，其後結算於權益內進行入賬處理。分類為資產或負債之或然代價於其後報告日期重新計量至公平值，而相應收益或虧損乃於損益中確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations or asset acquisitions (Continued)

Business combinations (Continued)

When a business combination is achieved in stages, the Group's previously held equity interest in the acquiree is remeasured to fair value at the acquisition date (i.e. the date when the Group obtains control), and the resulting gain or loss, if any, is recognised in profit or loss or other comprehensive income, as appropriate. Amounts arising from interests in the acquire prior to the acquisition date that have previously been recognised in other comprehensive income and measured under HKFRS 9 would be accounted for on the same basis as would be required if the Group had disposed directly of the previously held equity interest.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted retrospectively during the measurement period (see above), and additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognised at that date.

Goodwill

Goodwill arising on an acquisition of a business is carried at cost as established at the date of acquisition of the business (see the accounting policy above) less accumulated impairment losses, if any.

For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units (or group of cash-generating units) that is expected to benefit from the synergies of the combination, which represent the lowest level at which the goodwill is monitored for internal management purposes and not larger than an operating segment.

A cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment annually or more frequently when there is indication that the unit may be impaired. For goodwill arising on an acquisition in a reporting period, the cash-generating unit (or group of cash-generating units) to which goodwill has been allocated is tested for impairment before the end of that reporting period. If the recoverable amount is less than its carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill and then to the other assets on a pro-rata basis on the carrying amount of each asset in the unit (or group of cash-generating units).

4. 編製綜合財務報表的基準及主要會計政策(續)

業務合併或資產收購(續)

業務合併(續)

倘業務合併分階段完成，則本集團過往所持有被收購方之股權會重新計量至收購日期(即本集團獲得控制權當日)之公平值，而所產生之收益或虧損(如有)會於損益或其他全面收益(如適用)確認。如本集團已直接出售先前持有之股權，先前已於其他全面收益確認並根據香港財務報告準則第9號計量的在收購日期前於被收購方的權益所產生之金額，將須按相同基準入賬。

倘業務合併之初步會計處理於合併發生之報告期末仍未完成，則本集團會就仍未完成會計處理之項目呈報暫定金額。該等暫定金額於計量期間(見上文)內作出追溯調整，並確認額外資產或負債，以反映獲得有關於收購日期已存在事實及情況之新資料，而倘知悉該等資料，將會影響於當日確認之金額。

商譽

因收購一項業務產生之商譽乃按收購業務當日設立之成本(見上述會計政策)減累計減值虧損(如有)列賬。

就減值測試而言，商譽分配至預期受益於合併協同效應之本集團各現金產生單位(或現金產生單位組別)，而該單位或單位組別指就內部管理目的監控商譽的最低水平且規模不超過經營分部。

獲分配商譽的現金產生單位(或現金產生單位組別)會每年進行減值測試，或於單位出現減值跡象時增加測試次數。就於某報告期間因收購產生的商譽而言，獲分配商譽的現金產生單位(或現金產生單位組別)於報告期末前進行減值測試。倘可收回金額少於其賬面值，則減值虧損會首先分配以削減任何商譽的賬面值，其後按各項資產所佔單位(或現金產生單位組別)的賬面值比例分配至其他資產。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Business combinations or asset acquisitions (Continued)

Goodwill (Continued)

On disposal of the relevant cash-generating unit or any of the cash-generating unit within the group of cash-generating units, the attributable amount of goodwill is included in the determination of the amount of profit or loss on disposal. When the Group disposes of an operation within the cash-generating unit (or a cash-generating unit within a group of cash-generating units), the amount of goodwill disposed of is measured on the basis of the relative values of the operation (or the cash-generating unit) disposed of and the portion of the cash-generating unit (or the group of cash-generating units) retained.

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items carried at fair value that are denominated in foreign currencies are retranslated at the rates prevailing on the date when the fair value was determined. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates prevailing at the dates of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of exchange reserve (attributed to non-controlling interests as appropriate).

Goodwill and fair value adjustments on identifiable assets acquired arising on an acquisition of a foreign operation are treated as assets and liabilities of that foreign operations and translated at the rate of exchange prevailing at the end of each reporting period. Exchange differences arising are recognised in other comprehensive income.

4. 編製綜合財務報表的基準及主要會計政策(續)

業務合併或資產收購(續)

商譽(續)

出售相關現金產生單位或現金產生單位組別內的任何現金產生單位時，釐定出售損益金額時會計入商譽應佔金額。當本集團出售現金產生單位(或現金產生單位組別內現金產生單位)內的業務時，所出售商譽金額按所出售業務(或現金產生單位)與所保留現金產生單位(或現金產生單位組別)部分的相對價值計量。

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之現行匯率確認。於各報告期末，以外幣列值之貨幣項目均按該日之現行匯率重新換算。按公平值以外幣列值之非貨幣項目乃按於公平值釐定當日之現行匯率重新換算。按外幣過往成本計量之非貨幣項目毋須重新換算。

於結算及換算貨幣項目時產生之匯兌差額均於產生期間內於損益中確認。

就呈列綜合財務報表而言，本集團經營業務之資產及負債於各報告期末使用現行匯率換算為本集團之呈報貨幣(即港幣)。而其他收入及支出項目乃按該期間之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論，在此情況下，則採用於交易當日之適用匯率。所產生的匯兌差額(如有)於其他全面收入確認及於權益項下匯兌儲備(非控股權益應佔(如適用))累計。

因收購海外業務而產生的商譽及所收購可識別資產的公平值調整被視為該海外業務的資產及負債，並按各報告期末的現行匯率換算。產生的匯兌差額於其他全面收益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Property, plant and equipment

Property, plant and equipment are tangible assets that are held for use in the production or supply of goods or services, or for administrative purpose. Property, plant and equipment are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and subsequent accumulated impairment loss, if any.

Construction in progress represents leasehold improvements, and is stated at cost less impairment losses. Depreciation begins when the relevant assets are available for use.

Depreciation is recognised so as to write off the cost of property, plant and equipment other than construction in progress less their residual values over their estimated useful lives, using the straight-line method. Depreciation begins when the relevant assets are available for use. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal or retirement of an item of property, plant and equipment is determined as the difference between the sale proceeds and the carrying amount of the asset is recognised in profit or loss.

Leases

Definition of a lease

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

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed. As a practical expedient, leases with similar characteristics are accounted on a portfolio basis when the Group reasonably expects that the effects on the consolidated financial statements would not differ materially from individual leases within the portfolio.

4. 編製綜合財務報表的基準及主要會計政策(續)

物業、廠房及設備

物業、廠房及設備乃為生產或提供貨品或服務或作行政用途而持有的有形資產。物業、廠房及設備乃按成本減去其後累計折舊及其後累計減值虧損(如有)於綜合財務狀況表列賬。

在建工程指租賃裝修，按成本減減值虧損列賬。當有關資產可供使用時，則開始計提折舊。

物業、廠房及設備項目(在建工程除外)均以直線法按其估計可使用年期將其成本撇減至剩餘價值確認折舊。有關資產可供使用後方開始計算折舊。估計可使用年期、剩餘價值及折舊方法於各報告期末檢討，並按預測基準計對估計出現任何變動之影響入賬。

物業、廠房及設備項目在出售時或預期繼續使用該資產不會帶來未來經濟利益時終止確認。處置或報廢物業、廠房及設備項目所產生的任何收益或虧損按銷售所得款項與資產賬面價值之間的差額於損益確認。

租賃

租賃的定義

倘合約在一定期間內讓渡控制使用一項已識別資產的權利以獲取代價，則合約為或包含租賃。

就於初始應用香港財務報告準則第16號日期或之後訂立或修改或由業務合併產生的合約而言，本集團根據香港財務報告準則第16號的定義於初始、修改日期或收購日期(倘適用)評估合約是否為租賃或包含租賃。除非合約條款及條件其後有變，否則有關合約將不予重新評估。作為可行權宜方法，倘本集團合理預期按組合基準入賬與於組合內的租賃個別入賬兩者對綜合財務報表之影響並無重大差異時，則具有類似特性之租賃按組合基準入賬。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee

Allocation of consideration of components of a contract

For a contract that contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease component.

The Group applies practical expedient not to separate non-lease components from lease component, and instead account for the lease component and any associated non-lease components as a single lease component.

Short-term leases and leases of low-value assets

The Group applies the short-term lease recognition exemption to leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. It also applies the recognition exemption for lease of low-value assets. Lease payments on short-term leases and leases of low-value assets are recognised as expense on a straight-line basis or another systematic basis over the lease term.

Right-of-use assets

The cost of right-of-use asset includes:

- the amount of the initial measurement of the lease liability;
- any lease payments made at or before the commencement date, less any lease incentives received;
- any initial direct costs incurred by the Group; and
- an estimate of costs to be incurred by the Group in dismantling and removing the underlying assets, restoring the site on which it is located or restoring the underlying asset to the condition required by the terms and conditions of the lease.

4. 編製綜合財務報表的基準及主要會計政策(續)

租賃(續)

本集團為承租人

分配合約組成部分代價

就含有租賃組成部分以及一項或多項額外租賃或非租賃組成部分的合約而言，本集團根據租賃組成部分的相對獨立價格及非租賃組成部分的合計獨立價格基準將合約代價分配至各項租賃組成部分。

本集團應用切實權宜方式，不將非租賃組成部分自租賃組成部分區分開來，而是將租賃組成部分以及任何相關非租賃組成部分入賬列作單一租賃組成部分。

短期租賃和低價值資產租賃

本集團對從開始日租賃期為12個月或更短的租賃及不包含購買選擇權的租賃應用短期租賃的確認豁免。本集團亦對低價值資產租賃應用確認豁免。短期租賃和低價值資產租賃的租賃付款在租賃期內採用直線法或另一種系統法確認為費用。

使用權資產

使用權資產的成本包括：

- 租賃負債的初始計量金額；
- 在開始日或之前支付的任何租賃付款，減去所取得任何租賃激勵；
- 本集團產生的任何初始直接成本；及
- 本集團拆卸及移除相關資產、復原相關資產所在地或將相關資產恢復至租賃條款和條件所規定的狀態所發生的預計成本。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets (Continued)

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities other than adjustments to lease liabilities resulting from COVID-19-related rent concessions in which the Group applied the practical expedient.

Right-of-use assets in which in Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets as a separate line item on the consolidated statements of financial position.

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

4. 編製綜合財務報表的基準及主要會計政策(續)

租賃(續)

本集團為承租人(續)

使用權資產(續)

使用權資產按成本減任何累計折舊及減值虧損計量，並於重新計算租賃負債時進行調整，惟不包括本集團應用COVID-19相關租金優惠的可行權宜方法產生的租賃負債的調整。

對於本集團可合理確定在租賃期結束時取得相關租賃資產所有權的使用權資產，自開始日至使用壽命結束的期間內計提折舊。否則，使用權資產應按估計使用壽命和租賃期兩者中的較短者以直線法計提折舊。

本集團於綜合財務狀況表內單獨呈列使用權資產。

可退回租賃按金

已支付的可退回租賃按金根據香港財務報告準則第9號進行核算，並且按公平值進行初始計量。初始確認時的公平值調整視為額外租賃付款並計入使用權資產的成本。

租賃負債

於租賃開始日期，本集團根據該日未支付租賃款項現值確認及計量租賃負債。於計算租賃款項現值時，倘租賃隱含的利率難以釐定，本集團於租賃開始日期使用增量借款利率。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease liabilities (Continued)

The lease payments include:

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

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group remeasures lease liabilities (and makes a corresponding adjustment to the related right-of-use assets) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the related lease liability is remeasured by discounting the revised lease payments using a revised discount rate at the date of reassessment.
- the lease payments change in market rental rates following a market rent review, in which cases the related lease liability is remeasured by discounting the revised lease payments using the initial discount rate.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

4. 編製綜合財務報表的基準及主要會計政策(續)

租賃(續)

本集團為承租人(續)

租賃負債(續)

租賃付款包括：

- 固定付款(包括實物固定付款)減去任何應收的租賃優惠；
- 初步按開始日期之指數或利率計量的可變租賃款項(視乎指數或利率而定)；
- 本集團根據剩餘價值擔保預期應支付的款項；
- 倘本集團合理確定行使購買選擇權，該選擇權的行使價；及
- 倘租賃期反映本集團行使選擇權終止租賃，終止租賃的罰款付款。

於開始日期後，租賃負債按利率增值及租賃款項予以調整。

本集團在以下情況下重新計量租賃負債(及對有關使用權資產作出相應調整)：

- 租期有變或行使購買選擇權的評估發生變動，在此情況下，有關租賃負債乃使用重新評估日期經修訂貼現率貼現經修訂租賃款項而重新計量。
- 租賃付款因進行市場租金調查後市場租金變動而變動，在此情況下，相關租賃負債使用初始貼現率貼現經修訂租賃付款而重新計量。

本集團於綜合財務狀況表內單獨呈列租賃負債。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

Except for COVID-19-related rent concessions in which the Group applied the practical expedient, the Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability, less any lease incentives receivable, based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset. When the modified contract contains a lease component and one or more additional lease or non-lease components, the Group allocates the consideration in the modified contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

4. 編製綜合財務報表的基準及主要會計政策(續)

租賃(續)

本集團為承租人(續)

租賃修改

除本集團應用COVID-19相關租金優惠可行權宜方法外，本集團將租賃修改作為一項單獨租賃進行會計處理，前提為：

- 該修改通過增加對一項或多項相關資產的使用權擴大了租賃範圍；及
- 租賃代價增加的金額與針對擴大租賃範圍的單獨價格及為反映特定合約的具體情況而對單獨價格作出的任何適當的調整相稱。

對於不作為一項單獨租賃進行會計處理的租賃修改，在租賃修改的生效日，本集團根據修改後租賃的租賃期，通過使用修改後的折現率對修改後的租賃付款進行折現，減任何應收租賃獎勵，以重新計量租賃負債。

本集團通過對相關使用權資產進行相應調整，對租賃負債的重新計量進行會計處理。當修改後的合約包含租賃組成部分和一個或多個其他租賃或非租賃組成部分時，本集團會根據租賃組成部分的相對獨立價格及非租賃組成部分的總獨立價格將修改後的合約中的代價分配至每個租賃組成部分。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Changes in the basis for determining the future lease payments as a result of interest rate benchmark reform

For changes in the basis for determining the future lease payments as a result of interest rate benchmark reform, the Group applies the practical expedient to remeasure the lease liabilities by discounting the revised lease payments using the unchanged discount rate and makes a corresponding adjustment to the related right-of-use assets. A lease modification is required by interest rate benchmark reform if, and only if, both of these conditions are met:

- the modification is necessary as a direct consequence of interest rate benchmark reform; and
- the new basis for determining the lease payments is economically equivalent to the previous basis (i.e. the basis immediately preceding the modification).

COVID-19-related rent concessions

In relation to rent concessions that occurred as a direct consequence of the COVID-19 pandemic, the Group has elected to apply the practical expedient not to assess whether the change is a lease modification if all of the following conditions are met:

- the change in lease payments results in revised consideration for the lease that is substantially the same as, or less than, the consideration for the lease immediately preceding the change;
- any reduction in lease payments affects only payments originally due on or before 30 June 2021; and
- there is no substantive change to other terms and conditions of the lease.

A lessee applying the practical expedient accounts for changes in lease payments resulting from rent concessions the same way it would account for the changes applying HKFRS 16 if the changes are not a lease modification. Forgiveness or waiver of lease payments are accounted for as variable lease payments. The related lease liabilities are adjusted to reflect the amounts forgiven or waived with a corresponding adjustment recognised in the profit or loss in the period in which the event occurs.

4. 編製綜合財務報表的基準及主要會計政策(續)

租賃(續)

本集團為承租人(續)

因利率基準改革導致釐定未來租賃付款的基準變動

就因利率基準改革導致釐定未來租賃付款的基準變動而言，本集團應用實際可行權宜方法，透過使用不變貼現率將經修訂租賃付款貼現而重新計量租賃負債，並對相關使用權資產作出相應調整。僅在同時符合以下情況時，方須根據利率基準改革的規定修改租賃：

- 因利率基準改革的直接後果而導致必須修改；及
- 釐定租賃付款的新基準在經濟上等同於過往基準(即緊接修改前的基準)。

COVID-19相關租金優惠

因COVID-19疫情的直接影響產生的租金優惠，倘符合下列所有條件，本集團選擇應用可行權宜方法不評估該變動是否為租賃修訂：

- 租賃款項變動引致的經修訂租賃代價大致上等同或低於緊接變動前的租賃代價；
- 租賃款項的任何減少僅影響原定於二零二一年六月三十日或之前到期的款項；及
- 租賃的其他條款及條件並無實質變動。

承租人應用可行權宜方法將租金優惠導致的租賃款項變動入賬的方式，與其應用香港財務報告準則第16號將變動列賬的方式一致(倘變動並非租賃修訂)。寬免或豁免租賃款項入賬為可變租賃款項。相關租賃負債乃經調整以反映寬免或豁免的金額，而相應調整於事件發生的期間內在損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories are determined on a first-in, first-out method. Net realisable value represents the estimated selling price for inventories, less all estimated costs of completion and costs necessary to make the sale. Costs necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the marketplace.

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contract with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets, or financial liabilities as appropriate, on initial recognition.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

4. 編製綜合財務報表的基準及主要會計政策(續)

存貨

存貨按成本與可變現淨值兩者中之較低者列賬。存貨成本以先進先出法計算。可變現淨值指存貨之估計售價減全部估計完成成本及銷售所需成本。銷售所需成本包括銷售直接應佔增量成本以及本集團須進行銷售產生的非增量成本。

金融工具

當一家集團實體成為工具合約條文的訂約方時確認金融資產及金融負債。所有以常規方式購入或出售之金融資產按交易日基準確認及終止確認。以常規方式購入或出售指須於市場規則或慣例所設定之時間架構內交收資產之金融資產購入或出售。

金融資產及金融負債按公平值初步計量，惟因客戶合約而產生的應收賬款乃按香港財務報告準則第15號初步計量。收購或發行金融資產及金融負債直接產生的交易成本將於初步確認時計入或扣減自有關金融資產或金融負債(視情況而定)的公平值。

實際利率法為於有關期間計算金融資產或金融負債的攤銷成本及分配利息收入及利息開支的方法。實際利率指於金融資產或金融負債的預期年期或(如適用)較短期間，將估計未來現金收入及付款(包括構成整體實際利率的所有已付或已收費用及利率差價、交易成本及其他溢價或折讓)準確貼現至初步確認時的賬面淨值的利率。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Financial assets that meet the following conditions are subsequently measured at fair value through other comprehensive income (“FVTOCI”):

- the financial asset is held within a business model whose objective is achieved by both selling and collecting contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL, except that at the date of initial application of HKFRS 9 or initial recognition of a financial asset the Group may irrevocably elect to present subsequent changes in fair value of an equity investment in other comprehensive income (“OCI”) if that equity investment is neither held for trading nor contingent consideration recognised by an acquirer in a business combination to which HKFRS 3 *Business Combinations* applies.

In addition, the Group may irrevocably designate a financial asset that is required to be measured at the amortised cost or FVTOCI as measured at FVTPL if doing so eliminates or significantly reduces an accounting mismatch.

4. 編製綜合財務報表的基準及主要會計政策(續)

金融工具(續)

金融資產

金融資產的分類及其後計量

符合以下條件的金融資產其後按攤銷成本計量：

- 金融資產的目的為收取合約現金流量的業務模式內持有；及
- 其合約條款引致於指定日期的現金流量純粹為支付本金及未償還本金的利息。

符合下列條件之金融資產其後按公平值計入其他全面收益(「按公平值計入其他全面收益」)計量：

- 金融資產於透過出售及收取合約現金流量達致目的的業務模式內持有；及
- 其合約條款引致於指定日期的現金流量純粹為支付本金及未償還本金的利息。

所有其他金融資產其後按公平值計入損益計量，惟在首次應用香港財務報告準則第9號或首次確認金融資產之日，倘股本投資並非持作買賣用途及收購方於香港財務報告準則第3號業務合併所適用之業務合併中確認的或然代價，則本集團可能會不可撤銷地選擇於其他全面收益(「其他全面收益」)中呈列該股本投資公平值的其後變動。

此外，倘可消除或大幅減少會計錯配，本集團可能會不可撤銷地指定須按攤銷成本或按公平值計入其他全面收益計量的金融資產為按公平值計入損益計量。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

(i) Amortised cost and interest income

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

(ii) Financial assets at FVTPL

Financial assets that do not meet the criteria for being measured at amortised cost or FVTOCI or designated as FVTOCI are measured at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any fair value gains or losses recognised in profit or loss. The net gain or loss recognised in profit or loss includes any dividend or interest earned on the financial asset and is included in the “fair value gain on financial asset at FVTPL” line item.

4. 編製綜合財務報表的基準及主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

(i) 攤銷成本及利息收入

其後按攤銷成本計量的金融資產乃使用實際利率法確認利息收入。利息收入乃對一項金融資產賬面總值應用實際利率予以計算，惟其後出現信貸減值的金融資產除外(見下文)。就其後出現信貸減值的金融資產而言，自下一報告期起，利息收入乃對金融資產攤銷成本應用實際利率予以確認。倘信貸減值金融工具的信貸風險好轉，使金融資產不再出現信貸減值，於釐定資產不再出現信貸減值後，自報告期開始起利息收入乃對金融資產賬面總值應用實際利率予以確認。

(ii) 按公平值計入損益之金融資產

不符合以攤銷成本或按公平值計入其他全面收益計量或指定為按公平值計入其他全面收益的金融資產均按公平值計入損益計量。

按公平值計入損益之金融資產按各報告期末之公平值計量，而任何公平值收益或虧損於損益確認。於損益確認之淨收益或虧損包括金融資產賺取的任何股息或利息，並計入「按公平值計入損益之金融資產之公平值收益」項目。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets (including trade receivables, deposits and other receivables and bank balances) which are subject to impairment assessment under HKFRS 9. The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

The Group always recognises lifetime ECL for trade receivables which are in trade nature.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

4. 編製綜合財務報表的基準及主要會計政策(續)

金融工具(續)

金融資產(續)

須根據香港財務報告準則第9號作減值評估的金融資產的減值

本集團根據預期信貸虧損(「預期信貸虧損」)模式對根據香港財務報告準則第9號須進行減值評估之金融資產(包括應收賬款、按金及其他應收款項及銀行結餘)進行減值評估。預期信貸虧損的金額於各報告日期更新，以反映自初步確認後信貸風險的變化。

全期預期信貸虧損指在相關工具之預期年期內所有可能的違約事件產生之預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指預期於報告日期後12個月內可能發生的違約事件導致之全期預期信貸虧損部分。評估乃根據本集團之歷史信貸虧損經驗進行，並根據債務人特有的因素、一般經濟狀況以及對報告日期當前狀況的評估以及對未來狀況的預測作出調整。

本集團始終就屬貿易性質的應收賬款確認全期預期信貸虧損。

對於所有其他工具，本集團計量的虧損撥備等於12個月預期信貸虧損，除非自初步確認後信貸風險顯著增加，在此情況下本集團確認全期預期信貸虧損。是否應確認全期信貸虧損的評估乃基於自初步確認以來發生違約之可能性或風險的顯著增加。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk

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

In particular, the following information is taken into account when assessing whether credit risk has increased significantly:

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

4. 編製綜合財務報表的基準及主要會計政策(續)

金融工具(續)

金融資產(續)

須根據香港財務報告準則第9號作減值評估的金融資產的減值(續)

(i) 信貸風險顯著增加

於評估自初步確認後信貸風險是否顯著增加時，本集團將對於報告日期金融工具發生之違約風險與初步確認日期金融工具發生之違約風險進行比較。在進行該評估時，本集團會考慮合理並有證據支持的定量和定性資料，包括無需付出不必要的成本或努力而可得之歷史經驗及前瞻性資料。

特別是，在評估信貸風險是否顯著增加時，會考慮以下資料：

- 金融工具的外部(如有)或內部信貸評級的實際或預期顯著惡化；
- 信貸風險的外部市場指標的顯著惡化，如信貸利差大幅增加，債務人的信貸違約掉期價格大幅上升；
- 預計會導致債務人履行其債務責任的能力大幅下降的業務、財務或經濟狀況的現有或預測的不利變化；
- 債務人經營業績的實際或預期顯著惡化；
- 導致債務人履行其債務責任的能力大幅下降的債務人監管、經濟或技術環境的實際或預期的重大不利變化。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full.

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

4. 編製綜合財務報表的基準及主要會計政策(續)

金融工具(續)

金融資產(續)

須根據香港財務報告準則第9號作減值評估的金融資產的減值(續)

(i) 信貸風險顯著增加(續)

不論上述評估之結果如何，本集團假定，當合約付款逾期超過30天，則自初步確認以來信貸風險已顯著增加，除非本集團有合理並有證據支持的資料顯示情況並非如此，則作別論。

本集團定期監控用以識別信貸風險有否顯著增加的標準之成效，且修訂標準(如適當)來確保標準能在金額逾期前識別信貸風險顯著增加。

(ii) 違約定義

就內部信貸風險管理而言，本集團認為，違約事件在內部制訂或自外界來源獲得的資料顯示債務人不大可能悉數向債權人(包括本集團)還款時發生。

不論上文有何規定，本集團認為，金融資產逾期超過90日即發生違約，惟本集團有合理並有證據支持的資料顯示更加滯後的違約標準更為恰當，則作別論。

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綜合財務報表附註

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4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider;
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation; or
- (e) the disappearance of an active market for that financial asset because of financial difficulties.

(iv) Write-off policy

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

4. 編製綜合財務報表的基準及主要會計政策(續)

金融工具(續)

金融資產(續)

須根據香港財務報告準則第9號作減值評估的金融資產的減值(續)

(iii) 信貸減值金融資產

金融資產在一項或以上違約事件(對該金融資產估計未來現金流量構成不利影響)發生時出現信貸減值。金融資產信貸減值的證據包括有關下列事件的可觀察數據:

- (a) 發行人或借款人出現重大財務困難;
- (b) 違反合約(如違約或逾期事件);
- (c) 借款人的貸款人因有關借款人財務困難的經濟或合約理由而向借款人批出貸款人原本不予考慮的優惠;
- (d) 借款人有可能面臨破產或進行其他財務重組;或
- (e) 該金融資產的活躍市場因財務困難而消失。

(iv) 撇銷政策

當資料顯示對手方處於嚴重財務困難及無實際收回可能時(例如對手方被清盤或已進入破產程序時),本集團則撇銷金融資產。經考慮法律意見後(倘合適),遭撇銷的金融資產可能仍須按本集團收回程序進行強制執行活動。撇銷構成終止確認事項。任何其後收回在損益中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights. The Group uses a practical expedient in estimating ECL on trade receivables using a provision matrix taking into consideration historical credit loss experience, adjusted for forward looking information that is available without undue cost or effort.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

Lifetime ECL for trade receivables are considered on a collective basis taking into consideration past due information and relevant credit information such as forward looking macroeconomic information.

For collective assessment, the Group takes into consideration the following characteristics when formulating the grouping:

- Past-due status;
- Nature, size and industry of debtors; and
- External credit ratings where available.

4. 編製綜合財務報表的基準及主要會計政策(續)

金融工具(續)

金融資產(續)

須根據香港財務報告準則第9號作減值評估的金融資產的減值(續)

(v) 預期信貸虧損之計量及確認

預期信貸虧損之計量為違約概率、違約虧損(即違約時虧損大小)及違約時風險敞口之函數。違約概率及違約虧損之評估乃基於歷史數據及前瞻性資料作出。預期信貸虧損的預估乃無偏概率加權金額，以各自發生違約的風險為權重確定。本集團於估計應收賬款的預期信貸虧損時使用可行權宜方法，利用計及歷史信貸虧損經驗的撥備矩陣，並就毋須作出不必要的成本或努力便可獲得的前瞻性資料作出調整。

一般而言，預期信貸虧損為根據合約應付本集團之所有合約現金流量與本集團預期收取之現金流量之間的差額(按初步確認時釐定之實際利率貼現)。

應收賬款的全期預期信貸虧損經考慮過往逾期資料及前瞻性宏觀經濟資料等相關信貸資料按集體基準考慮。

就集體評估而言，訂立組別時本集團考慮以下特徵：

- 逾期狀況；
- 債務人的性質、規模及行業；及
- 外部信貸評級(倘有)。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets subject to impairment assessment under HKFRS 9 (Continued)

The groupings in regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit-impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables, deposit and other receivables where the corresponding adjustment is recognised through a loss allowance account.

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

4. 編製綜合財務報表的基準及主要會計政策(續)

金融工具(續)

金融資產(續)

須根據香港財務報告準則第9號作減值評估的金融資產的減值(續)

歸類工作經管理層定期檢討，以確保各組別成份繼續分擔類似信貸風險特性。

利息收入乃根據金融資產之賬面總額計算，除非金融資產發生信貸減值，在此情況下，利息收入根據金融資產之攤銷成本計算。

本集團通過調整金融工具的賬面值於損益中確認所有金融工具的減值收益或虧損，惟應收賬款、按金及其他應收款項則除外，其相應調整於虧損撥備賬中確認。

終止確認金融資產

本集團僅於收取資產現金流量的合約權利屆滿時，或將金融資產及資產所有權的絕大部分風險及回報轉讓予另一實體時終止確認金融資產。

終止確認按攤銷成本計量的金融資產時，該資產賬面值與已收及應收代價總和之間的差額於損益中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Financial instruments (Continued)

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method.

Financial liabilities at amortised cost

Financial liabilities including trade and other payables (excluding contract liabilities and other tax payables), lease liabilities and borrowings are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

Derivative financial instruments

Derivatives are initially recognised at fair value at the date when derivative contracts are entered into and are subsequently remeasured to their fair value at the end of the reporting period. The resulting gain or loss is recognised in profit or loss.

4. 編製綜合財務報表的基準及主要會計政策(續)

金融工具(續)

金融負債與股本

分類為債務或股本

債務及股本工具乃根據合約安排的內容及金融負債與股本工具的定義分類為金融負債或股本。

股本工具

凡證明實體資產經扣除其所有負債後的剩餘權益的任何合約均為股本工具。本公司發行的股本工具按已收款項扣除直接發行成本確認。

金融負債

所有金融負債隨後使用實際利率法按攤銷成本計量。

按攤銷成本計量的金融負債

金融負債(包括應收賬款及其他應付款項(不包括合約負債及其他應付稅項)、租賃負債及借款)其後使用實際利率法按攤銷成本計量。

終止確認金融負債

當且僅當本集團的責任被解除、註銷或屆滿時，本集團方會終止確認金融負債。已終止確認的金融負債賬面值與已付及應付代價之間的差額於損益中確認。

衍生金融工具

衍生工具於訂立衍生工具合約當日按公平值初步確認，其後於報告期末重新計量至其公平值。所得收益或虧損於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand and demand deposits, excluding bank balances that are subject to regulatory restrictions that result in such balances no longer meeting the definition of cash; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts which are repayable on demand and form an integral part of the Group's cash management. Such overdrafts are presented as short-term borrowings in the consolidated statement of financial position.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

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

4. 編製綜合財務報表的基準及主要會計政策(續)

現金及現金等價物

綜合財務狀況表呈列之現金及現金等價物包括：

- (a) 現金，其包括手頭現金及活期存款，不包括受監管限制而導致有關結餘不再符合現金定義的銀行結餘；及
- (b) 現金等價物，其包括短期（通常原到期日為三個月或更短）、可隨時轉換為已知數額現金且價值變動風險不大的高流動性投資。現金等價物持作滿足短期現金承擔，而非用於投資或其他目的。

就綜合現金流量表而言，現金及現金等價物包括上文所定義之現金及現金等價物，扣除須按要求償還並構成本集團現金管理一部分的未償還銀行透支。有關透支於綜合財務狀況表內呈報為短期借款。

借貸成本

直接歸屬於收購、興建或生產合資格資產（指必須經一段長時間處理以作其預定用途或銷售的資產）的借貸成本，將計入該等資產之成本中，直至有關資產大致可供用作擬定用途或出售為止。

所有其他借貸成本於其產生期間在損益中確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers

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

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

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

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

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

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

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

4. 編製綜合財務報表的基準及主要會計政策(續)

與客戶合約的收益

本集團於完成履約責任時(或就此)確認收益，即於特定履約責任相關商品或服務之「控制權」轉移至客戶時。

履約責任指一項明確商品或服務(或一批商品或服務)或一系列大致相同之明確商品或服務。

控制權隨時間轉移，如滿足以下其中一項標準，則收入會按照完全滿足相關履約責任的進展情況而隨時間確認：

- 客戶於本集團履約時同時接受及使用本集團履約所提供之利益；
- 本集團履約產生或增強一項於本集團履約時由客戶控制之資產；或
- 本集團履約並無產生對本集團而言具替代用途之資產，且本集團對迄今完成之履約付款具有可執行權利。

否則，收入會在客戶獲得獨特商品或服務的控制權時確認。

合約資產指本集團以貨品或服務換取代價的權利，而本集團已轉讓給客戶的貨品或服務仍不是無條件的。合約資產是根據香港財務報告準則第9號評估減值。相反，應收款項指本集團收取代價的無條件權利，即代價僅隨時間推移即會成為到期支付。

合約負債指本集團就已收客戶代價(或到期代價款項)向客戶轉移貨品或服務之義務。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

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

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

Output method

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

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date (i.e. service contracts in which the Group bills a fixed amount for each month of service provided), the Group recognises revenue in an amount to which the Group has the right to invoice.

Accommodation operations and provision of property facilities management services

As the customers simultaneously receive and consumer the benefit provided by the Group's performance as the Group performs, the Group recognises the service fee received or receivable from the customers as its revenue over time based on output method, which is to recognise revenue on the basis of direct measurements of the value of the goods or services transferred to the customer to date relative to the remaining goods or services promised under the contract, that best depict the Group's performance in transferring control of goods or services.

As a practical expedient, if the Group has a right to consideration in an amount that corresponds directly with the value of the Group's performance completed to date, the Group recognises revenue in the amount to which the Group has the right to invoice.

4. 編製綜合財務報表的基準及主要會計政策(續)

與客戶合約的收益(續)

與同一合約有關的合約資產及合約負債按淨額基準入賬及呈列。

隨時間確認收益：計量完全達成履約責任的進度

產出法

完全達成履約責任的進度乃根據產出法計量，即基於直接計量迄今已轉移予客戶的貨品或服務相對於合約項下承諾提供的餘下貨品或服務的價值以確認收益，有關方法最能反映本集團於轉讓貨品或服務控制權方面的履約情況。

作為實際權宜方法，倘本集團有權以與本集團迄今已完成的業績（即本集團就每月所得供服務開具固定金額賬單的服務合約）的價值直接對應的金額收取代價，則本集團以本集團有權開具發票的金額確認收益。

住宿業務及提供物業設施管理服務

由於客戶同時收取及使用本集團履約所帶來的利益，本集團根據產出法確認已收或應收客戶的服務費作為其收益，其隨時間的變化，即按以下基準確認收益：直接計量轉移至客戶的貨品或服務相對於合約承諾的餘下貨品或服務的價值，以最能描述集團轉讓貨品或服務控制的表現。

作為實際權宜之計，倘本集團有權收取代價的金額直接對應本集團迄今為止所完成工作的價值，而本集團確認本集團有權開具發票金額的收入。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Revenue from contracts with customers (Continued)

Provision of accommodation consultations services

Revenue from provision of accommodation consultations services is recognised at a point in time when the customer obtains control of the distinct services.

Employee benefits

Retirement benefit costs

Payments to defined contribution retirement benefit plans are recognised as an expense when employees have rendered service entitling them to the contributions.

Termination benefits

A liability for a termination benefit is recognised at the earlier of when the Group entity can no longer withdraw the offer of the termination benefit and when it recognises any related restructuring costs.

Short-term and other long-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered the services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

Liabilities recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash outflows expected to be made by the Group in respect of services provided by employees up to the reporting date. Any changes in the liabilities' carrying amounts resulting from service cost, interest and remeasurements are recognised in profit or loss except to the extent that another HKFRS requires or permits their inclusion in the cost of an asset.

4. 編製綜合財務報表的基準及主要會計政策(續)

與客戶合約的收益(續)

提供住宿諮詢服務

提供住宿諮詢服務的收入於客戶取得指定服務控制權的某一時點確認。

僱員福利

退休福利成本

向定額供款退休福利計劃的付款於僱員已提供賦予其權利享受供款的服務時確認為開支。

終止福利

終止福利的負債於集團實體不再撤回終止福利的要約及確認任何相關重組成本時(以較早者為準)確認。

短期及其他長期僱員福利

短期僱員福利於僱員提供服務時按預期將予支付的未貼現福利金額確認。所有短期僱員福利均確認為開支，除非另有香港財務報告準則要求或允許將其計入資產成本。

僱員應計福利(例如工資、薪金、年假及病假)乃於扣除任何已付款項後確認為負債。

就其他長期僱員福利所確認的負債按本集團預期就僱員截至報告日期所提供服務將予作出的估計未來現金流出的現值計量。因服務成本、利息及重新計量而產生的負債賬面值的任何變化均在損益中確認，除非另有香港財務報告準則要求或允許將其計入資產成本。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation

Income tax expense represents the sum of the tax current payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit (loss) before tax because of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's liability for current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit and at the time of transaction does not give HSE to equal taxable and deductible temporary differences. In addition, deferred tax liabilities are not recognised if the temporary differences arises from the initial recognition of goodwill.

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interests are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

4. 編製綜合財務報表的基準及主要會計政策(續)

稅項

所得稅開支為應付即期稅項與遞延稅項的總和。

即期應付稅項乃按本年度應課稅溢利計算。應課稅溢利與除稅前溢利(虧損)不同，因有在其他年度應課稅或可扣稅之收入或開支及毋須課稅或不獲扣稅之項目。本集團的即期稅項負債乃按報告期末前已頒佈或實質頒佈的稅率計算。

遞延稅項乃根據綜合財務報表中資產及負債的賬面值與用作計算應課稅溢利的相應稅基間的暫時差額確認。遞延稅項負債一般會確認所有應課稅暫時差額。倘很可能有應課稅溢利可用於抵銷可扣減暫時差額，則遞延稅項資產一般會確認所有可扣減暫時差額。於一項交易中，倘因資產及負債的初步確認(業務合併除外)而產生的暫時差額不影響應課稅溢利及會計溢利，且交易發生時不會產生相等的應課稅及可扣減暫時差額，則不會確認該等遞延稅項資產及負債。此外，倘因商譽初步確認而產生暫時差額，則不會確認遞延稅項負債。

遞延稅項負債乃按於附屬公司之投資而產生之應課稅暫時差額確認入賬，惟倘本集團可控制暫時差額之撥回並預期該暫時差額將不會在可見將來撥回者除外。有關該等投資及利息之可扣稅暫時差額所產生之遞延稅項資產可予確認，惟以可能具備足夠應課稅溢利可予以抵銷以動用暫時差額之利益而預期該等暫時差額將於可見將來撥回為限。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Taxation (Continued)

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rates (or tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax assets and liabilities reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax reductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 *Income Taxes* requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss.

4. 編製綜合財務報表的基準及主要會計政策(續)

稅項(續)

遞延稅項資產的賬面值於各報告期末均會作出檢討，並在預期不再有足夠應課稅溢利予以收回全部或部分資產時作出相應減值。

遞延稅項資產及負債乃以預期於償還負債或變現資產當期基於報告期末前頒佈或實質頒佈的稅率(或稅法)計量。

遞延稅項資產及負債之計量反映按本集團預計於報告期末收回或清償其資產及負債之賬面值之稅務後果。

就本集團確認使用權資產及相關租賃負債之租賃交易計量遞延稅項而言，本集團首先釐定稅項扣減乃分配予使用權資產或租賃負債。

就租賃交易(其稅項扣減歸屬於租賃負債)而言，本集團對租賃交易整體應用香港會計準則第12號*所得稅*之規定。使用權資產與租賃負債之暫時性差額以淨額估算。使用權資產折舊超過租賃負債本金部分之金額會導致可扣除暫時性淨差額。

倘有法定可強制執行權利將即期稅項資產及即期稅項負債抵銷，且其與同一稅務機構向同一應課稅實體徵收的所得稅相關，則遞延稅項資產及負債可互相抵銷。

本期稅項及遞延稅項於損益確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment on property, plant and equipment and right-of-use assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and right-of-use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment and right-of-use assets are estimated individually, when it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

4. 編製綜合財務報表的基準及主要會計政策(續)

物業、廠房及設備以及使用權資產減值

於各報告期末時，本集團檢討其物業、廠房及設備以及使用權資產之賬面值，以釐定有否跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則須估計資產之可收回金額，以釐定減值虧損(如有)之程度。

物業、廠房及設備以及使用權資產之可收回金額乃個別地估計。倘無法個別地估計可收回金額，則本集團會估計該資產所屬現金產生單位之可收回金額。

為一個現金產生單位進行減值測試時，企業資產分配至相關現金產生單位(倘可建立合理及一致之分配基準)，否則彼等分配至可建立合理及一致分配基準之最小組別現金產生單位。就企業資產所屬之現金產生單位或現金產生單位組別釐定可收回金額，並與相關現金產生單位或現金產生單位組別之賬面值進行比較。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment on property, plant and equipment and right-of-use assets (Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash-generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

4. 編製綜合財務報表的基準及主要會計政策(續)

物業、廠房及設備以及使用權資產減值(續)

可收回金額為公平價值減銷售成本與使用價值兩者中之較高值。於評估使用價值時，乃以反映目前市場對金錢時間價值及資產(或現金產生單位)於估計未來現金流量調整前之獨有風險之稅前貼現率將估計未來現金流量貼現至現值。

倘估計資產(或現金產生單位)之可收回金額少於其賬面值，資產(或現金產生單位)之賬面值下調至其可收回金額。對於無法按合理及一致基準分配至現金產生單位之企業資產或企業資產之部分，本集團將現金產生單位組別的賬面值(包括分配至該現金產生單位組別的企業資產或企業資產部分的賬面值)與該現金產生單位組別的可收回金額進行比較。分配減值虧損時，首先將減值虧損分配至減少任何商譽(如適用)之賬面值，繼而根據單位或現金產生單位組別中各項資產之賬面值而按比例分配至其他資產。抵減後資產之賬面值不得低於以下三者之中最高者：該資產之公平價值減去出售成本(如可釐定)之數、其使用價值(如可釐定)及零。原應分配至該資產之減值虧損金額，乃按照該單位或現金產生單位組別中其他資產之賬面值而按比例分配。減值虧損即時於損益確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Impairment on property, plant and equipment and right-of-use assets (Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit or the group of cash-generating units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit or the group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable.

4. 編製綜合財務報表的基準及主要會計政策(續)

物業、廠房及設備以及使用權資產減值(續)

倘減值虧損於其後撥回，則該項資產(或現金產生單位或現金產生單位組別)之賬面值會增加至其經修訂之估計可收回金額，惟增加後之賬面值不得超出假設過往期間並無就該項資產(或現金產生單位或現金產生單位組別)確認減值虧損時原應釐定之賬面值。減值虧損撥回即時於損益確認。

政府補助

政府補助直至有合理保證證明本集團將遵守其附帶條件及將收取補助時方確認入賬。

作為已產生開支或虧損的補償或為向本集團提供即時財務資助(並無日後相關成本)而應收與收入有關的政府補助於成為可收取的期間內在損益確認。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Provisions

Provisions are recognised when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that the Group will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The amount recognised as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows (where the effect of the time value of money is material).

Provisions for the costs to restore leased assets to their original condition, as required by the terms and conditions of the lease, are recognised at the date of inception of the lease at the directors' best estimate of the expenditure that would be required to restore the assets. Estimates are regularly reviewed and adjusted as appropriate for new circumstances.

Related parties

A related party is a person or entity that is related to the Group.

- (a) A person or a close member of that person's family is related to the Group if that person:
- (i) has control or joint control over the Group;
 - (ii) has significant influence over the Group; or
 - (iii) is a member of the key management personnel of the Company or of a parent of the Company.

4. 編製綜合財務報表的基準及主要會計政策(續)

撥備

倘本集團因過往事件而產生現有的責任(法律或推定)：有可能需要本集團以償付責任；及責任金額已被可靠估計時確認撥備。

經計及有關責任的風險及不確定因素後，確認為撥備的金額為對於報告期末履行現時責任所需代價的最佳估計。倘撥備運用履行現時責任的估計現金流量計量，其賬面值為該等現金流量的現值(倘貨幣時間價值影響重大)。

將所租賃資產恢復至其原始狀態的成本撥備，按照租約條款及條件的規定，乃於租賃開始日期按董事最佳估計的恢復資產所需支出確認。估計乃定期審閱及就新情況作出適當調整。

關聯方

關聯方乃與本集團有關聯之人士或實體。

- (a) 倘屬以下人士，即該人士或該人士家庭近親成員與本集團有關連：
- (i) 控制或共同控制本集團；
 - (ii) 對本集團有重大影響；或
 - (iii) 為本公司或本公司母公司的主要管理層成員。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Related parties (Continued)

(b) An entity is related to the Group if any of the following conditions applies:

- (i) The entity and the Company are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).
- (ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).
- (iii) Both entities are joint ventures of the same third party.
- (iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.
- (v) The entity is a post-employment benefit plan for the benefit of employees of either the Group or an entity related to the Group. If the Group is itself such a plan, the sponsoring employers are also related to the Group.
- (vi) The entity is controlled or jointly controlled by a person identified in (a).
- (vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).
- (viii) The entity, or any member of a group of which it is a part, provides key management personnel services to the Company or to a parent of the Company.

4. 編製綜合財務報表的基準及主要會計政策(續)

關聯方(續)

(b) 倘符合下列任何條件，即實體與本集團有關連：

- (i) 該實體與本公司屬同一集團之成員公司(即各母公司、附屬公司及同系附屬公司彼此間有關連)。
- (ii) 一間實體為另一實體的聯營公司或合營企業(或另一實體為成員公司之集團旗下成員公司之聯營公司或合營企業)。
- (iii) 兩間實體均為同一第三方的合營企業。
- (iv) 一間實體為第三方實體的合營企業，而另一實體為該第三方實體的聯營公司。
- (v) 實體為本集團或與本集團有關連之實體就僱員利益設立的離職福利計劃。倘本集團本身便是該計劃，提供資助的僱主亦與本集團有關連。
- (vi) 實體受(a)所識別人士控制或受共同控制。
- (vii) 於(a)(i)所識別人士對實體有重大影響力或屬該實體(或該實體的母公司)主要管理層成員。
- (viii) 該實體或其所屬集團的任何成員公司向本公司或本公司的母公司提供主要管理人員服務。

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4. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

Contingent liabilities

A contingent liability is a present obligation arising from past events but is not recognised because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation.

Where the Group is jointly and severally liable for an obligation, the part of the obligation that is expected to be met by other parties is treated as a contingent liability and it is not recognised in the consolidated financial statements.

The Group assesses continually to determine whether an outflow of resources embodying economic benefits has become probable. If it becomes probable that an outflow of future economic benefits will be required for an item previously dealt with as a contingent liability, a provision is recognised in the consolidated financial statements in the reporting period in which the change in probability occurs, except in the extremely rare circumstances where no reliable estimate can be made.

5. KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 4, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

4. 編製綜合財務報表的基準及主要會計政策(續)

或然負債

或然負債指因過往事件而產生的現時責任，但因為不大可能需要經濟利益流出資源以履行責任而未予確認。

倘本集團對一項責任負有連帶責任，則預期由其他人士履行的責任部分被視為或然負債，並未於綜合財務報表中確認。

本集團持續評估以釐定帶有經濟利益的資源流出是否已成為可能。倘該公司可能需要就一項先前作為或然負債處理之項目付出未來經濟利益，則除非在極少數情況下無法作出可靠估計，否則於可能出現變動的報告期的綜合財務報表內確認撥備。

5. 估計不明朗因素的主要來源

於應用附註4所述的本集團會計政策時，本公司董事須就未能從其他來源輕易獲得的資產及負債的賬面值作出判斷、估計及假設。估計及相關假設乃基於過往經驗及被視為相關的其他因素。實際結果可能有別於該等估計。

估計及相關假設乃按持續經營基準檢討。倘會計估計的修訂僅影響估計獲修訂的期間，則相關修訂於該期間予以確認，或倘修訂影響現時及未來期間，則於修訂期間及未來期間內予以確認。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that may have a significant risk of causing a material adjustment to the carrying amounts of the assets within the next financial year.

(a) Estimated impairment of property, plant and equipment and right-of-use assets

Property, plant and equipment and right-of-use assets are stated at costs less accumulated depreciation and impairment, if any. In determining whether an asset is impaired, the Group has to exercise judgment and make estimation, particularly in assessing: (1) whether an event has occurred or any indicators that may affect the asset value; (2) whether the carrying value of an asset can be supported by the recoverable amount, in the case of value in use, the net present value of future cash flows which are estimated based upon the continued use of the asset; and (3) the appropriate key assumptions to be applied in estimating the recoverable amounts including cash flow projections and an appropriate discount rate. When it is not possible to estimate the recoverable amount of an individual asset, including right-of-use assets, the Group estimates the recoverable amount of the CGU to which the assets belong, including allocation of corporate assets when a reasonable and consistent basis of allocation can be established, otherwise recoverable amount is determined at the smallest group of CGUs, for which the relevant corporate assets have been allocated. Changing the assumptions and estimates, including the discount rates, occupancy rates, average room rates, etc. in the cash flow projections, could affect the recoverable amounts.

5. 估計不明朗因素的主要來源 (續)

以下為有關未來的主要假設及於報告期末的估計不明朗因素的其他主要來源，其可能導致於下一財政年度有對資產的賬面值作出重大調整的重大風險。

(a) 物業、廠房及設備及使用權資產的減值估算

物業、廠房及設備及使用權資產乃按成本減累計折舊及減值列賬(如有)。在釐定資產是否減值時，本集團須行使判斷及作出估計，特別是評估：(1)是否有事件已發生或有任何指標可能影響資產價值；(2)資產賬面值是否可獲可收回金額(如為使用價值)支持即按照持續使用資產估計的未來現金流量的淨現值；及(3)將應用於估計可收回金額的適當關鍵假設(包括現金流量預測及適當的貼現率)。當無法估計一項獨立資產(包括使用權資產)的可收回金額時，本集團會估計資產所屬的現金產生單位的可收回金額，包括在能夠建立合理及一致的分配基準時分配公司資產，否則可收回金額按有關公司資產已獲分配的最小組別現金產生單位釐定。更改假設及估計(包括現金流量預測的貼現率、入住率、平均房價等)可能影響可收回金額。

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

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(a) Estimated impairment of property, plant and equipment and right-of-use assets (Continued)

As at 31 December 2023, the carrying amounts of right-of-use assets and property, plant and equipment subject to impairment assessment were HK\$92,039,000 and HK\$19,927,000 (2022: HK\$123,618,000 and HK\$35,597,000) respectively, after taking into account the impairment losses of HK\$33,106,000 and HK\$6,796,000 (2022: HK\$nil and HK\$nil) in respect of right-of-use assets and property, plant and equipment that have been recognised respectively. Details of the impairment of right-of-use assets and property, plant and equipment are disclosed in notes 21 and 18 respectively.

(b) Estimated impairment of goodwill

Determining whether goodwill is impaired requires an estimation of the recoverable amount of the cash-generating units (or group of cash-generating units) to which goodwill has been allocated, which is the higher of the value in use or fair value less costs of disposal. The value in use calculation requires the Group to estimate the future cash flows expected to arise from the cash-generating units (or a group of cash-generating units) and a suitable discount rates in order to calculate the present value. Where the actual future cash flows are less than expected, or change in facts and circumstances which results in downward revision of future cash flows or upward revision of discount rate, a material impairment loss or future impairment loss may arise.

As at 31 December 2023, the carrying amount of goodwill was HK\$nil (2022: HK\$1,962,000) after taking into account the impairment losses of HK\$1,858,000 (2022: nil). Details of the recoverable amount calculation and impairment assessment are disclosed in note 20.

5. 估計不明朗因素的主要來源 (續)

(a) 物業、廠房及設備及使用權資產的減值估算(續)

經計及分別就使用權資產以及物業、廠房及設備確認減值虧損33,106,000港元及6,796,000港元(二零二二年：零港元及零港元)，於二零二三年十二月三十一日，須接受減值評估的使用權資產以及物業、廠房及設備的賬面值分別為92,039,000港元及19,927,000港元(二零二二年：123,618,000港元及35,597,000港元)。使用權資產以及物業、廠房及設備的減值詳情分別於附註21及18中披露。

(b) 商譽減值估算

於釐定商譽是否需要減值時，須估計商譽所獲分配現金產生單位(或現金產生單位組別)之可收回金額，而可收回金額指使用價值或公平值減出售成本的較高者。計算使用價值時，本集團須估計現金產生單位(或現金產生單位組別)預期所產生的未來現金流量，以及合適的貼現率，以計算該等現金流量的現值。倘實際未來現金流量低於預期，又或事實及情況有變導致未來現金流量下調或貼現率上調，則可能產生重大減值虧損或未來減值虧損。

於二零二三年十二月三十一日，商譽賬面值為零港元(二零二二年：1,962,000港元)，已計及減值虧損約1,858,000港元(二零二二年：零)。可收回金額計算及減值評估詳情於附註20披露。

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

5. KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

(c) Provision of expected credit loss (“ECL”) for trade receivables

Trade receivables with significant balances and credit-impaired are assessed for ECL individually.

The Group uses practical expedient in estimating ECL on trade receivables which are not assessed individually using a provision matrix. The provision rates are based on aging of debtors as groupings of various debtors taking into consideration the Group’s historical default rates and forward-looking information that is reasonable and supportable available without undue costs or effort. At every reporting date, the historical observed default rates are reassessed and changes in the forward-looking information are considered.

The information about the ECL and the Group’s trade receivables are disclosed in note 6.

As at 31 December 2023, the carrying amount of trade receivable was is HK\$1,071,000 (2022: HK\$15,962,000).

5. 估計不明朗因素的主要來源 (續)

(c) 應收賬款預期信貸虧損(「預期信貸虧損」)撥備

有大量餘額及信貸減值的應收賬款會單獨評估預期信貸虧損。

本集團於估計並非使用撥備矩陣單獨評估的應收賬款的預期信貸虧損時使用可行權宜方法。撥備率按不同債務人組別之債務人賬齡計算，當中計及本集團歷史違約率及毋須付出不必要成本或努力即可獲得合理可作為依據之前瞻性資料。於各報告日期重新評估歷史觀察所得違約率，並考慮前瞻性資料之變動。

有關預期信貸虧損及本集團應收賬款的資料於附註6披露。

於二零二三年十二月三十一日，應收賬款的賬面值為1,071,000港元(二零二二年：15,962,000港元)。

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6. FINANCIAL INSTRUMENTS

(a) Categories of financial instruments

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at amortised costs	按攤銷成本計值的金融資產	9,684	26,607
Financial asset at FVTPL	按公平值計入損益之金融資產	2,049	3,913
Financial liabilities:	金融負債：		
Financial liabilities at amortised costs	按攤銷成本計值的金融負債	206,008	213,420

(b) Financial risk management objectives and policies

The Group's major financial instruments include financial asset at FVTPL, trade receivables, deposits and other receivables (excluding other tax receivables), bank balances, trade and other payables (excluding other tax payables and contract liabilities), lease liabilities and borrowings. Details of the financial instruments are disclosed in respective notes.

The risks associated with the financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. The management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

Market risk

The Group does not enter into or trade in derivative financial instruments either for hedging or speculative purposes. There has been no change to the Group's exposure to market risks or the manner in which it manages and measures the risk during the year.

6. 金融工具

(a) 金融工具之分類

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Financial assets:	金融資產：		
Financial assets at amortised costs	按攤銷成本計值的金融資產	9,684	26,607
Financial asset at FVTPL	按公平值計入損益之金融資產	2,049	3,913
Financial liabilities:	金融負債：		
Financial liabilities at amortised costs	按攤銷成本計值的金融負債	206,008	213,420

(b) 財務風險管理目標及政策

本集團的主要金融工具包括按公平值計入損益之金融資產、貿易應收款項、按金及其他應收款項(不包括其他應收稅項)、銀行結餘、貿易及其他應付款項(不包括其他應付稅項及合約負債)、租賃負債及借款。金融工具詳情於各附註中披露。

與金融工具有關的風險包括市場風險(外幣風險及利率風險)、信用風險及流動資金風險。如何減輕該等風險的政策載於下文。管理層管理及監控該等風險，以確保及時有效地實施適當措施。

市場風險

本集團不會出於對沖或投機目的而訂立或買賣衍生金融工具。年內，本集團的市場風險或管理及衡量風險的方式概無變動。

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

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(i) Currency risk

The Group major operates in Hong Kong and the PRC. For the Group's PRC subsidiaries, majority of transactions are denominated in Renminbi ("RMB"), which is their functional currency. For the Company and other non-PRC subsidiaries of the Group, business transactions are principally denominated in HK\$, which is their functional currencies.

The Group did not have any significant financial assets or financial liabilities that are denominated in a currency other than their functional currency as at 31 December 2023 and 2022. Therefore, the management does not expect that there will be any significant currency risk.

(ii) Interest rate risk

The Group is exposed to fair value interest rate risk in relation to lease liabilities. The Group is also exposed to cash flow interest risk in relation to variable-rate bank balances which carry at prevailing market interest. The Group manages its interest rate exposures by assessing the potential impact arising from any interest rate movements based on interest rate level and outlook.

No sensitivity analysis on interest rate risk on bank balance is presented as management consider the sensitivity on interest rate risk on bank balance is insignificant.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

市場風險(續)

(i) 外幣風險

本集團主要於香港及中國經營業務。就本集團的中國附屬公司而言，主要交易乃以人民幣(「人民幣」)計值且為其功能貨幣。就本公司及本集團的其他非中國附屬公司而言，業務交易主要以港元計值且為其功能貨幣。

於二零二三及二零二二年十二月三十一日，本集團並無任何按其功能貨幣除外的貨幣計值的重大財務資產或財務負債。因此，管理層預期並無任何重大貨幣風險。

(ii) 利率風險

本集團面臨有關租賃負債的公平值利率風險。本集團亦面臨與按現行市場利率計息的浮息銀行結餘有關之現金流量利率風險，本集團根據利率水平及前景評估任何利率變動所產生的潛在影響，以管理其利率風險。

由於管理層認為銀行結餘利率風險敏感度的影響較小，因此並無呈列關於銀行結餘利率風險敏感度的分析。

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

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade receivables, deposits and other receivables and bank balances. The Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

(i) Trade receivables

In respect of trade receivables, individual credit evaluations are performed on corporate customers. These evaluations focus on the customer's past history of making payments when due and current ability to pay, and take into account information specific to the customer as well as pertaining to the economic environment in which the customer operates. The normal credit period to these corporate customers ranged from 30 to 90 days. Normally, the Group does not obtain collateral from customers.

The Group has concentration of credit risk as 62% (2022: 54%) and 83% (2022: 92%) of the total trade receivables was due from the Group's largest debtors and the five largest debtors 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.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信用風險及減值評估

信用風險指本集團交易對手違反其合約義務令本集團蒙受財務虧損的風險。本集團的信用風險敞口主要歸因於應收賬款、按金及其他應收款項及銀行結餘。本集團並無持有任何抵押品或其他信用增強措施，以涵蓋其金融資產的相關信貸風險。

(i) 應收賬款

就應收賬款而言，個別信貸評估乃針對公司客戶進行。此等評估主要針對客戶過往到期時之還款記錄及現時的還付能力，並考慮客戶之特定資料及客戶營運所在的經濟環境的相關資料。該等公司客戶的一般信貸期為30天至90天不等。一般而言，本集團並無向客戶取得抵押品。

本集團有信貸集中風險，原因是本集團的最大債務人及五大債務人分別佔應收賬款總額的62%（二零二二年：54%）及83%（二零二二年：92%）。為將信貸風險降至最低，本集團管理層已委派一個小組負責釐定信貸限額及信貸審批。

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綜合財務報表附註

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

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(i) Trade receivables (Continued)

An impairment analysis is performed at the end of each reporting period by reference to the credit risk characteristics of receivables, either individually or collectively. For receivables with credit risk identified deteriorated significantly, management makes provision on the individual basis, otherwise, management uses a provision matrix to measure expected credit losses for all other trade receivables. The provision rates are based on days past due for groupings of various customers with similar loss patterns. The calculation reflects the probability-weighted outcome, the time value of money and reasonable and supportable information that was available at the reporting date about past events, current conditions and forecasts of future economic conditions.

At 31 December 2023, trade receivables with gross carrying amount of HK\$13,804,000 (2022: HK\$nil) were assessed individually and management considered to be unlikely for the Group to receive the outstanding contractual amounts at the end of the reporting period and were fully impaired. There are no credit enhancements held by the Group on such outstanding amounts.

The rest of the trade receivables were assessed using a provision matrix and the Group assessed the expected credit loss were insignificant and thus no loss allowance was recognised for the year ended 31 December 2023. For the year ended 31 December 2022, the estimated loss rates of approximately 2.3% were estimated, and an impairment loss of HK\$208,000 was recognised in respect of trade receivables.

The increase in the loss allowance was due to certain outstanding contractual amounts which the debtors were in default and the directors of the Company considered unlikely to receive such outstanding contractual amounts at the end of the reporting period.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信用風險及減值評估(續)

(i) 應收賬款(續)

於各報告期末已參考應收款項的信用風險特徵進行減值分析(不論個別或共同)。就信用風險顯著惡化的應收款項而言，管理層已個別作出撥備，而其餘應收賬款會另行使用撥備矩陣計量預期信貸虧損。撥備率乃根據多個具有類似虧損模式的客戶組別的逾期天數釐定。該計算反映概率加權結果、貨幣時間價值及於報告日期可得之有關過往事件、當前狀況及未來經濟狀況預測的合理及可靠資料。

於二零二三年十二月三十一日，對總賬面值為13,804,000港元(二零二二年：零港元)的應收賬款進行單獨評估後，管理層認為本集團不大可能在報告期末收回未償還合約款項，並已全額減值。本集團並無就該等未償還款項持有任何信用增強措施。

其餘應收賬款採用撥備矩陣評估，本集團評估認為預期信貸虧損較小，因此截至二零二三年十二月三十一日止年度並無確認虧損撥備。截至二零二二年十二月三十一日止年度，估計虧損率約為2.3%，已就應收賬款確認減值虧損208,000港元。

虧損撥備增加是由於債務人拖欠的若干未償還合約款項所致，而本公司董事認為於報告期末不大可能收回該等未償還合約款項。

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

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

(ii) Deposits and other receivables

The directors of the Company make periodic individual assessment on the recoverability of deposits and other receivables based on historical settlement records, past experience, and also quantitative and qualitative information that is reasonable and supportive forward-looking information. The directors of the Company believe that there are no significant increase in credit risk of these amounts since initial recognition and the Group provided impairment based on 12m ECL basis. For the year ended 31 December 2023, the Group assessed the ECL for deposits and other receivables based on the Group's past history, existing market conditions as well as forward-looking estimates and recognised an impairment of HK\$971,000 (2022: HK\$nil).

(iii) Bank balances

The credit risks on bank balances are limited because the counterparties are financial institutions with high credit ratings assigned by international credit-rating agencies. The Group assessed 12m ECL for bank balances by reference to information relating to probability of default and loss given default of the respective credit rating grades published by external credit rating agencies. Based on the average loss rates, the 12m ECL is considered to be insignificant.

Liquidity risk

In the management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by the management to finance the Group's operations and mitigate the effects of fluctuations in cash flows.

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

信用風險及減值評估(續)

(ii) 按金及其他應收款項

就按金及其他應收款項而言，本公司董事根據歷史償付記錄、過往經驗以及合理且可證實的前瞻性定量及定性資料對其可收回程度作出定期個別評估。本公司董事認為，自初步確認以來該等款項的信貸風險並無顯著增加，且本集團根據12個月預期信貸虧損計提減值撥備。截至二零二三年十二月三十一日止年度，本集團基於本集團過往歷史、現時市況及前瞻性估計評估按金及其他應收款項的預期信貸虧損，並確認減值971,000港元（二零二二年：零港元）。

(iii) 銀行結餘

由於交易對手乃獲國際信貸評級機構給予優良信貸評級的金融機構，故銀行結餘的信貸風險有限。本集團參考外部信貸評級機構所發佈有關信貸評級等級的違約概率及虧損之資料評估銀行結餘的12個月預期信貸虧損。基於平均虧損率，12個月預期信貸虧損被視為不重大。

流動資金風險

本集團為管理流動資金風險，監控現金及現金等價物的水平，將其維持於管理層認為合適的水平，以撥支本集團的業務，亦減低現金流量波動的影響。

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

6. FINANCIAL INSTRUMENTS (Continued)

(b) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

The following table details the Group's contractual maturity for its financial liabilities. The table has been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay.

		Average effective interest rate 平均 實際利率 %	Repayable	Between 2 and 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總額	
			on demand or less than 1 year 按 要求償還 或一年內 HK\$'000 千港元			Undiscounted cash flow 未貼現 現金流量 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 31 December 2023	於二零二三年十二月三十一日						
Trade and other payables	應付賬款及其他應付款項	-	24,410	-	-	24,410	24,410
Borrowings	借款	-	27,469	-	-	27,469	27,469
Lease liabilities	租賃負債	4	31,961	72,286	82,272	186,519	154,129
			83,840	72,286	82,272	238,398	206,008

		Average effective interest rate 平均 實際利率 %	Repayable	Between 2 and 5 years 兩年至五年 HK\$'000 千港元	Over 5 years 五年以上 HK\$'000 千港元	Total 總額	
			on demand or less than 1 year 按 要求償還 或一年內 HK\$'000 千港元			Undiscounted cash flow 未貼現 現金流量 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
At 31 December 2022	於二零二二年十二月三十一日						
Trade and other payables	應付賬款及其他應付款項	-	37,564	-	-	37,564	37,564
Borrowings	借款	-	27,469	-	-	27,469	27,469
Lease liabilities	租賃負債	7	29,115	62,976	97,941	190,032	148,387
			94,148	62,976	97,941	255,065	213,420

6. 金融工具(續)

(b) 財務風險管理目標及政策(續)

流動資金風險(續)

下表詳述本集團金融負債的合約到期情況。表格乃根據本集團可能須付款之最早日期的未貼現金融負債現金流量制定。

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

6. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments

Some of the Group's financial instruments are measured at fair value for financial reporting purposes.

In estimating the fair value, the Group uses market-observable data to the extent it is available. For instruments with significant unobservable inputs under Level 3, the Group engages third party qualified valuers to perform the valuation. The management works closely with the qualified external valuers to establish the appropriate valuation techniques and inputs to the model. The Chief Financial Officer reports the findings to the directors of the Company at the end of each reporting period to explain the cause of fluctuations in the fair value.

- (i) *Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis*

Some of the Group's financial assets are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets are determined (in particular, the valuation technique(s) and inputs used).

Fair value hierarchy as at 31 December 2023

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVTPL	按公平值計入損益之金融資產				
Call options	認購期權	-	-	2,049	2,049

Fair value hierarchy as at 31 December 2022

		Level 1 第一級 HK\$'000 千港元	Level 2 第二級 HK\$'000 千港元	Level 3 第三級 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Financial assets at FVTPL	按公平值計入損益之金融資產				
Call options	認購期權	-	-	3,913	3,913

6. 金融工具(續)

(c) 金融工具的公平值計量

本集團若干金融工具按公平值計量，以作財務報告用途。

於估計公平值時，本集團盡可能使用市場可觀察數據。就存在重大不可觀察輸入數據的第三級工具而言，本集團委聘第三方合資格估值師進行估值。管理層與合資格外部估值師緊密合作，以建立模型適用的估值技術及輸入數據。財務總監於各報告期末向本公司董事匯報調查結果，以解釋公平值波動的原因。

- (i) *按經常基準計量公平值之本集團之金融資產及金融負債公平值*

本集團之若干金融資產於各報告期末按公平值計量。以下列表提供有關如何釐定所述金融資產之公平值(尤其是所用之估值技巧及輸入數據)之資料。

於二零二三年十二月三十一日的公平值層級

於二零二二年十二月三十一日的公平值層級

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6. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

- (i) Fair value of the Group's financial assets and financial liabilities that are measured at fair value on a recurring basis (Continued)

		Fair value as at 31 December 2023 於二零二三年 十二月三十一日 公平值 HK\$'000 千港元	Fair value as at 31 December 2022 於二零二二年 十二月三十一日 公平值 HK\$'000 千港元	Fair value hierarchy 公平值 層級	Valuation technique 估值技術	Significant unobservable input(s) 重大不可觀察 輸入值
Call options	認購期權	2,049	3,913	Level 3 第三級	Binomial lattice model 二項式點陣 模式	Discount rate of 9.9% (2022: 11.7%) 貼現率9.9% (二零二二年： 11.7%)

The fair value of the call options were determined by the future discounted cash flow of Chengdu LS and Wuhan LS. The cash flow forecasts were derived from the most recent financial budget and estimated future cash flows as approved by the management and using a discount rate of 9.9% (2022: 11.7%) per annum as well as estimate of the exercisability of the option. If the discount rate increase/decrease by 50 basis points, holding all other variables constant, would decrease/increase the carrying amount of the call options by HK\$585,000 and HK\$652,000 (2022: HK\$1,305,000 and HK\$1,402,000) respectively.

6. 金融工具(續)

(c) 金融工具的公平值計量(續)

- (i) 按經常基準計量公平值之本集團之金融資產及金融負債公平值(續)

認購期權公平值乃基於成都力之浚及武漢枋浚的未來貼現現金流釐定。現金流量預測乃根據管理層批准的最近財務預算及估計未來現金流量，並採用每年9.9%（二零二二年：11.7%）的貼現率以及對期權可行使性的估計編製而成。倘貼現率增加／減少50個基點，而其他所有變量不變，則認購期權的賬面值將分別減少／增加585,000港元及652,000港元（二零二二年：1,305,000港元及1,402,000港元）。

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6. FINANCIAL INSTRUMENTS (Continued)

(c) Fair value measurements of financial instruments (Continued)

(ii) Reconciliation of Level 3 fair value measurements

		Financial assets at FVTPL 按公平值 計入損益之 金融資產 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	2,749
Change in fair value	公平值變動	1,422
Exchange realignment	匯兌調整	(258)
At 31 December 2022 and 1 January 2023	於二零二二年十二月三十一日及 二零二三年一月一日	3,913
Change in fair value	公平值變動	(1,864)
Exchange realignment	匯兌調整	-
At 31 December 2023	於二零二三年十二月三十一日	2,049

(iii) Fair value of the Group's financial assets and financial liabilities that are not measured at fair value on a recurring basis

The directors of the Company consider that the carrying amounts of other financial assets and financial liabilities recognised at amortised cost in the consolidated financial statements were approximate to their fair values at 31 December 2023 and 2022.

6. 金融工具(續)

(c) 金融工具的公平值計量(續)

(ii) 第三級公平值計量的對賬

(iii) 未按經常基準計量公平值之本集團之金融資產及金融負債公平值

本公司董事認為，於綜合財務報表內按攤銷成本確認的其他金融資產及金融負債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的公平值相若。

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7. OPERATING SEGMENT INFORMATION

Information reported to the Group's management, being the chief operating decision maker ("CODM"), for the purpose of resources allocation and performance assessment on revenue analysis by services and geographical location of customers. No other discrete financial information is provided other than the Group's result and financial position as a whole. Accordingly, only entity-wide disclosures, major customers and geographic information are presented.

Geographical information

Information about the Group's revenue from external customers is presented based on the location of customers. All revenue were derived in the PRC for both years.

Information about the Group's non-current assets is presented based on the geographical location of the assets.

7. 經營分部資料

向本集團管理層(即主要經營決策者(「主要經營決策者」))呈報之資料以按服務及客戶地理位置進行的收入分析為主,以作資源分配及績效評估。除本集團之整體業績及財務狀況外,概無提供其他獨立財務資料。因此,僅呈列實體之披露資料、主要客戶及地區資料。

地區資料

有關本集團來自外部客戶收益的資料乃根據客戶地點呈列。兩個年度的所有收益均來自中國。

本集團之非流動資產資料乃按資產地理位置呈列。

		Non-current assets 非流動資產	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
By geographical location	按地區位置劃分		
Hong Kong	香港	3,036	1,308
PRC	中國	108,930	159,891
		111,966	161,199

Note: Non-current assets excluded financial instruments and deferred tax assets.

附註: 非流動資產不包括金融工具及遞延稅項資產。

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7. OPERATING SEGMENT INFORMATION

(Continued)

Information about major customers

Revenue from customers of corresponding years individually contributing over 10% of the total revenue of the Group 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	9,396	8,348
Customer B	客戶B	- ¹	7,317
Customer C	客戶C	- ¹	7,881

¹ The corresponding revenue did not contribute over 10% of the total revenue of the Group.

8. REVENUE

Revenue represents the aggregate amount of accommodation operations, provision of consultations and property facilities management services as set out as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Accommodation operations and provision of property facilities management services	住宿營運及提供物業設施管理服務	58,247	54,654
Provision of accommodation consultations services	提供住宿諮詢服務	9,414	8,348
Revenue from contracts with customers	與客戶合約的收益	67,661	63,002

7. 經營分部資料(續)

有關主要客戶的資料

於相應年度來自佔本集團總收益超過10%的個別客戶的收益載列如下：

		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	9,396	8,348
Customer B	客戶B	- ¹	7,317
Customer C	客戶C	- ¹	7,881

¹ 相應收益並非佔本集團總收益10%以上。

8. 收益

收益指住宿營運、提供諮詢及物業設施管理服務載列如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Accommodation operations and provision of property facilities management services	住宿營運及提供物業設施管理服務	58,247	54,654
Provision of accommodation consultations services	提供住宿諮詢服務	9,414	8,348
Revenue from contracts with customers	與客戶合約的收益	67,661	63,002

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8. REVENUE (Continued)

Performance obligations for contracts with customers

Accommodation operations and provision of property facilities management services

Revenue from accommodation operation is recognised over time on a daily basis and revenue of provision of property facilities management services is recognised over time using output method when the service are provided. The Group allows a credit period of 30 to 90 days to travel agents and corporate customers.

Provision of accommodation consultations services

Revenue of accommodation consultations services is recognised at a point in time when the related services are rendered.

When the Group receives a deposit before provision of accommodation consultation services activity, this will give rise to contract liabilities at the start of a contract, until the revenue is recognised. The Group typically receives a deposit on acceptance of contract.

No credit terms are allowed for trade receivables from accommodation consultation services upon the contractual obligation is performed.

9. EMPLOYEE BENEFIT EXPENSES (INCLUDING DIRECTORS' EMOLUMENTS)

8. 收益(續)

與客戶合約的履約責任

住宿營運及提供物業設施管理服務

住宿營運的收益按日基準隨時間確認，而提供物業設施管理服務的收益於提供服務時使用輸出法隨時間內確認。本集團允許旅行社及企業客戶的信貸期為30天至90天。

提供住宿諮詢服務

住宿諮詢服務的收入於提供相關服務的某一時點確認。

當本集團在提供住宿諮詢服務活動前收到按金時，這將在合約開始時產生合約負債，直至確認收入為止。本集團通常在簽訂合約時收到按金。

履行合約義務後，住宿諮詢服務的應收賬款不允許有信貸期。

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
Salaries, wages and allowances	薪金、工資及津貼	15,199	18,694
Pension obligations	退休金責任	1,804	2,375
Other benefits	其他福利	719	516
		17,722	21,585

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10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES

(a) Directors' and chief executive's emoluments

The emoluments paid and payable to each of the directors and chief executive of the Company for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance ("CO"), is as follows:

		Salaries, allowances and benefits		Bonus	Pension schemes	Total
		Fees	in kind		contribution	
		袍金	薪金、津貼及實物福利	花紅	退休金計劃供款	總額
		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
For the year ended	截至二零二二年					
31 December 2023	十二月三十一日					
	止年度					
Executive director:	執行董事：					
Chung Tin Yan	鍾天昕	2,000	-	-	18	2,018
Non-executive directors:	非執行董事：					
Yuan Fuer	袁富兒	-	-	-	-	-
Hu Xinglong	胡性龍	-	-	-	-	-
Independent non-executive directors:	獨立非執行董事：					
Wu Jilin	吳吉林	120	-	-	-	120
Du Hongwei	杜宏偉	120	-	-	-	120
Lam Cheung Shing Richard	林長盛	120	-	-	-	120
		2,360	-	-	18	2,378

10. 董事及最高行政人員之薪酬以及五名最高薪酬之僱員

(a) 董事及最高行政人員之薪酬

根據適用上市規則及公司條例(「公司條例」)，年內已付及應付本公司董事及最高行政人員之薪酬披露如下：

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10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (Continued)

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

	Notes 附註	Fees 袍金 HK\$'000 千港元	Salaries, allowances and benefits in kind 薪金、津貼及 實物福利		Bonus 花紅 HK\$'000 千港元	Pension schemes contribution 退休金計劃 供款 HK\$'000 千港元	Total 總額 HK\$'000 千港元
			HK\$'000 千港元	HK\$'000 千港元			
For the year ended 31 December 2022							
Executive directors:							
Chung Tin Yan	(a)	2,885	750	–	18	3,653	
Chen Wu	(b)	1,330	–	–	16	1,346	
Non-executive directors:							
Yuan Fuer		–	–	–	–	–	
Hu Xinglong		–	–	–	–	–	
Independent non- executive directors:							
Wu Jilin		120	–	–	–	120	
Du Hongwei		120	–	–	–	120	
Lam Cheung Shing Richard	(c)	–	–	–	–	–	
Li Zhou	(d)	120	–	–	–	120	
		4,575	750	–	34	5,359	

Notes:

- (a) Chung Tin Yan was appointed as the chief executive officer (“CEO”) with effect from 3 November 2022.
- (b) Chen Wu resigned as an executive director and CEO with effect from 3 November 2022.
- (c) Lam Cheung Shing Richard was appointed as independent non-executive director with effect from 31 December 2022.
- (d) Li Zhou resigned as an independent non-executive director with effect from 31 December 2022.

附註：

- (a) 自二零二二年十一月三日起，鍾天昕獲委任為行政總裁（「行政總裁」）。
- (b) 自二零二二年十一月三日起，陳武辭任執行董事及行政總裁。
- (c) 自二零二二年十二月三十一日起，林長盛獲委任為獨立非執行董事。
- (d) 自二零二二年十二月三十一日起，李舟辭任獨立非執行董事。

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10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (Continued)

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

During the years ended 31 December 2023 and 2022, no emoluments were paid by the Group as an inducement to join or upon joining the Group or to any of the directors as compensation for loss of office.

Neither the chief executive nor any of the directors waived any emoluments in the years ended 31 December 2023 and 2022.

(b) Five highest paid individuals

The five highest paid individuals in the Group during the year included one (2022: two) director whose emoluments are reflected in the analysis presented above. The emoluments of the remaining four (2022: three) individuals are set out below:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries, wages and allowances	薪金、工資及津貼	2,237	1,856
Pension obligations	退休金責任	54	32
		2,291	1,888

10. 董事及最高行政人員之薪酬以及五名最高薪酬之僱員(續)

(a) 董事及最高行政人員之薪酬(續)

截至二零二三年及二零二二年十二月三十一日止年度，本集團並無支付酬金作為加入或加入本集團時的獎勵或作為離職補償。

截至二零二三年及二零二二年十二月三十一日止年度，概無最高行政人員及任何董事放棄任何薪酬。

(b) 五名最高薪人士

年內，本集團五名最高薪人士包括一名(二零二二年：兩名)董事，酬金於上文呈列之分析中反映。其餘四名(二零二二年：三名)人士的酬金載列如下：

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10. DIRECTORS' AND CHIEF EXECUTIVE'S EMOLUMENTS AND FIVE HIGHEST PAID EMPLOYEES (Continued)

(b) Five highest paid individuals (Continued)

The number of the highest paid individuals who are not directors of the Company whose remuneration fell within the following band is as follows:

		Number of employees 僱員人數	
		2023 二零二三年	2022 二零二二年
Nil to HK\$1,000,000	0至1,000,000港元	4	3

No emoluments were paid to the five highest paid individuals as an inducement to join or upon joining the Group or as compensation for loss of office during both years.

No bonus was paid or receivable by five highest paid employees after considering the Group's operational and financial performance during the year (2022: nil).

10. 董事及最高行政人員之薪酬以及五名最高薪酬之僱員(續)

(b) 五名最高薪人士(續)

酬金介乎以下範圍而並非本公司董事的最高薪酬人士的人數如下：

兩個年度內均未向五名最高薪人士支付任何酬金作為吸引加入或加入本集團時之獎勵或作為離職補償。

經考慮本集團年內的營運及財務表現後，概無向五名最高薪酬僱員支付或應向其支付的花紅(二零二二年：無)。

11. OTHER OPERATING EXPENSES

11. 其他營運開支

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Legal and professional fee	法律及專業費用	1,340	2,782
Building management fee	樓宇管理費	1,205	2,662
Auditors' remuneration	核數師薪酬	1,100	1,740
Selling and advertising expenses	銷售及廣告費用	3,037	1,445
Accommodation operating costs	住宿運營成本	3,808	4,423
Branch operator early termination fee	提早更換酒店經營方費用	-	4,054
Repair and maintenance	維修和保養	936	641
Others	其他	1,465	1,945
		12,891	19,692

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12. OTHER INCOME

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Bank interest income	銀行利息收入	4	10
Food and beverage and other hotel income	食物及飲品及其他酒店收入	804	1,243
Government grants (Note)	政府補助(附註)	190	624
Gain on lease modification	租賃修改收益	-	574
Others	其他	81	410
		1,079	2,861

Note: During the year ended 31 December 2023, government grants of HK\$190,000 (2022: HK\$624,000) were relating to exemption of value-added-tax in the PRC in relation to the accommodation operation business.

There were no unfulfilled conditions or contingencies relating to these government grants.

附註：截至二零二三年十二月三十一日，190,000港元(二零二二年：624,000港元)的政府補助與住宿經營業務的中國增值稅豁免有關。

並無任何與該等政府補助有關之未履行條件或或然事項之情況。

13. FINANCE COSTS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Finance cost on provision for asset retirement	報廢資產復原撥備的融資成本	21	22
Interest on lease liabilities	租賃負債利息	5,770	7,365
		5,791	7,387

13. 融資成本

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14. INCOME TAX EXPENSE

14. 所得稅開支

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current tax – PRC Enterprise Income Tax	即期稅項－中國企業所得稅		
Provision for the year	年度撥備	2,672	2,858
Underprovision in prior year:	於過往年度撥備不足：		
PRC Enterprise Income Tax	中國企業所得稅	–	240
Deferred tax	遞延稅項	423	(1,554)
		3,095	1,544

The Group is not subject to taxation in the Cayman Islands and the British Virgin Islands.

Under the two-tiered profits tax rates regime, the first HK\$2 million of profits of the qualifying group entity will be taxed at 8.25%, and profits above HK\$2 million will be taxed at 16.5%. The profits of group entities not qualifying for the two-tiered profits tax rates regime will continue to be taxed at a flat rate of 16.5%.

The directors of the Company considered the amount involved upon implementation of the two-tiered profits tax rates regime as insignificant to the consolidated financial statements. Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

Under the Law of the PRC on Enterprise Income Tax (the “EIT Law”) and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% for both years.

本集團於開曼群島及英屬處女群島毋須繳納稅項。

根據利得稅兩級制，合資格集團實體的首2百萬港元溢利將按8.25%之稅率徵稅，超過2百萬港元之溢利則按16.5%之稅率徵稅。不符合利得稅兩級制的法團的溢利將繼續按16.5%的劃一稅率徵稅。

本公司董事認為，實施利得稅兩級制所涉及的金額與綜合財務報表並無重大關係。兩個年度的香港利得稅乃按估計應課稅溢利以16.5%之稅率計算。

根據中國有關企業所得稅法（「企業所得稅法」）及企業所得稅法實施條例，中國附屬公司於兩個年度內之稅率均為25%。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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14. INCOME TAX EXPENSE (Continued)

The income tax expense for the year can be reconciled to loss before tax per the consolidated statement of profit or loss as follows:

14. 所得稅開支(續)

年內所得稅開支與綜合損益表所示除稅前虧損的對賬如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Loss before tax	除稅前虧損	(58,673)	(16,103)
Tax calculated at domestic tax rates applicable to profits or loss in the respective countries	按適用於各國損益的當地稅率計算的稅項	(14,213)	(3,680)
Tax effect of income not taxable	無須課稅收入的稅務影響	-	(221)
Tax effect of expenses that are not deductible	不可扣除開支的稅務影響	12,489	382
Tax effect of tax losses not recognised	未確認稅項虧損的稅務影響	2,022	4,686
Tax effect of utilisation of tax losses not previously recognised	使用先前未確認稅項虧損的稅務影響	(96)	(168)
Under provision in prior year	以往年度撥備不足	-	240
Tax effect of deductible temporary differences not recognised	未確認可扣減暫時性差額的稅務影響	2,893	305
Income tax expense	所得稅開支	3,095	1,544

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15. LOSS FOR THE YEAR

Loss for the year has been arrived at after charging:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Auditors' remuneration for	以下各項的核數師酬金		
– audit services	– 審計服務	900	900
– non-audit services	– 非審計服務	200	840
		1,100	1,740
Net foreign exchange loss	匯兌虧損淨額	18	58
Impairment loss on non-financial assets	非金融資產減值		
– Goodwill	– 商譽	1,858	–
– Property, plant and equipment	– 物業、廠房及設備	6,796	–
– Right-of-use assets	– 使用權資產	33,106	–

15. 年內虧損

年內虧損乃經扣除下列項目達致：

16. DIVIDEND

No dividend was paid or proposed for ordinary shareholders of the Company for both years.

17. LOSS PER SHARE

(a) Basic loss per share

The calculation of basic loss per share attributable to owners of the Company is based on the loss for the year attributable to owners of the Company of HK\$38,178,000 (2022: HK\$7,794,000) and the weighted average number of ordinary shares was 448,363,708 (2022: 448,363,708) in issue during the year ended 31 December 2023.

(b) Diluted earnings per share

No diluted loss per share for both years were presented as there were no potential shares in issue for both years.

16. 股息

兩個年度內，本公司概無向普通股股東派付或擬派付股息。

17. 每股虧損

(a) 每股基本虧損

本公司擁有人應佔每股基本虧損的計算乃基於本公司擁有人應佔年內虧損38,178,000港元(二零二二年：7,794,000港元)及截至二零二三年十二月三十一日止年度已發行普通股加權平均數448,363,708股(二零二二年：448,363,708股)。

(b) 每股攤薄盈利

由於兩個年度概無已發行潛在股份，故概無呈列兩個年度的每股攤薄虧損。

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18. PROPERTY, PLANT AND EQUIPMENT

18. 物業、廠房及設備

		Leasehold improvements 租賃物業裝修 HK\$'000 千港元	Furniture and fixtures 傢俱及裝置 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總額 HK\$'000 千港元
Cost	成本				
At 1 January 2022	於二零二二年一月一日	55,939	17,056	4,581	77,576
Additions	添置	1,783	887	268	2,938
Write-off	撇銷	-	(318)	(18)	(336)
Exchange realignment	匯兌調整	(3,491)	(1,423)	(340)	(5,254)
At 31 December 2022 and at 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	54,231	16,202	4,491	74,924
Additions	添置	475	7	166	648
Exchange realignment	匯兌調整	(640)	(260)	(74)	(974)
At 31 December 2023	於二零二三年 十二月三十一日	54,066	15,949	4,583	74,598
Accumulated depreciation and impairment	累計折舊及減值				
At 1 January 2022	於二零二二年一月一日	21,801	7,270	3,055	32,126
Provided for the year	年內計提	5,970	2,685	707	9,362
Write-off	撇銷	-	(318)	(18)	(336)
Exchange realignment	匯兌調整	(938)	(631)	(256)	(1,825)
At 31 December 2022 and at 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	26,833	9,006	3,488	39,327
Provided for the year	年內計提	5,966	2,434	447	8,847
Impairment loss recognised	已確認減值虧損	5,753	960	83	6,796
Exchange realignment	匯兌調整	(96)	(157)	(46)	(299)
At 31 December 2023	於二零二三年十二月三十一日	38,456	12,243	3,972	54,671
Carrying amounts:	賬面值：				
At 31 December 2023	於二零二三年十二月三十一日	15,610	3,706	611	19,927
At 31 December 2022	於二零二二年十二月三十一日	27,398	7,196	1,003	35,597

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18. PROPERTY, PLANT AND EQUIPMENT

(Continued)

The above items of property, plant and equipment, except for construction in progress after taking into account of their estimated residual values, are depreciated on a straight-line basis at the following rates per annum:

Leasehold improvements	shorter of the unexpired term of lease and 7 years
Furniture and fixtures	5 years
Office equipment	5 years

Impairment assessment

The Group carried out impairment assessments of the recoverable amount of its property, plant and equipment and right-of-use assets as at 31 December 2023 and 2022 as a result of the deterioration of performance of branches. These assets are used in the Group's accommodation operations and provision of property facilities management segment.

The recoverable amount has been determined on the basis of their value-in-use using discounted cash flow method. The cash flow forecasts were derived from the most recent financial budgets and estimated future cash flows covering the remaining terms of respective lease as approved by the management and the average pre-tax discount rate ranging from 9.93% to 19.07% (2022: 14.75% to 39.03%). Other key assumptions included occupancy rates, average room rates, etc. which are determined based on the Group's past performance and management expectations for the market developments.

The relevant assets were impaired to their recoverable amounts of HK\$33,200,000, which was their carrying values as at 31 December 2023 and the impairment of HK\$6,796,000, HK\$1,858,000 and HK\$33,106,000 were recognised in respect of property, plant and equipment, goodwill and right-of-use asset respectively during the year ended 31 December 2023.

18. 物業、廠房及設備(續)

除在建工程外，上述物業、廠房及設備項目經計入其估計剩餘價值後以直線基準按以下年率計算折舊：

租賃物業裝修	未屆滿租賃期及7年 (以較短者為準)
傢俱及裝置	5年
辦公室設備	5年

減值評估

由於分店業績轉差，本集團於二零二三年及二零二二年十二月三十一日對物業、廠房及設備及使用權資產的可收回金額進行減值評估。該等資產用於本集團的住宿營運及提供物業設施管理分部。

可收回金額乃採用貼現現金流量法根據其使用價值釐定。現金流量預測來自最新財務預算以及管理層批准的涵蓋各剩餘租期的估計未來現金流量，使用之平均稅前折現率介乎9.93%至19.07%（二零二二年：介乎14.75%至39.03%）。其他主要假設（包括入住率、平均房價等）均根據本集團的過往業績及管理層對市場發展的預期所釐定。

相關資產已減值至其可收回金額33,200,000港元，即其截至二零二三年十二月三十一日的賬面值，截至二零二三年十二月三十一日止年度，就物業、廠房及設備、商譽及使用權資產分別確認減值6,796,000港元、1,858,000港元及33,106,000港元。

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

19. PREPAYMENTS, DEPOSITS AND OTHER RECEIVABLES

19. 預付款項、按金及其他應收款項

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Prepayments and deposit paid	預付款項及已付按金		
Prepayments	預付款項	327	729
Deposits	按金		
Rental deposits	租賃按金	4,423	4,790
Other receivables (note)	其他應收款項(附註)	1,976	3,421
Total prepayments, deposits and other receivables	預付款項、按金及其他應收款項總額	6,726	8,940

Analysed for reporting purpose as:

就呈報目的分析為：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current	非流動	3,226	2,168
Current	流動	3,500	6,772
		6,726	8,940

Note: As at 31 December 2023, the amount included refundable earnest money of HK\$795,000 (2022: HK\$1,803,000) paid to 深圳市招華會展實業有限公司 (Shenzhen Zhaohua Exhibition Industrial Limited*) ("Shenzhen Zhaohua") for a possible lease of premises under development in Shenzhen, the PRC. During the year ended 31 December 2023, the directors of the Company determined to cancel the lease and is in negotiation with Shenzhen Zhaohua for the settlement of earnest money paid. The Group had recognised impairment loss of HK\$971,000 for the year ended 31 December 2023.

附註：於二零二三年十二月三十一日，該款項包括就於中國深圳可能租賃一處發展中物業支付予深圳市招華會展實業有限公司（「深圳招華」）的可退還誠意金795,000港元（二零二二年：1,803,000港元）。截至二零二三年十二月三十一日止年度，本公司董事決定取消租約，並正在與深圳招華協商結清已付誠意金。截至二零二三年十二月三十一日止年度，本集團已確認減值虧損971,000港元。

* For identification purposes only

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20. GOODWILL

20. 商譽

		HK\$'000 千港元
Cost	成本	
At 31 December 2021 and at 1 January 2022	於二零二一年十二月三十一日及二零二二年一月一日	2,064
Exchange realignment	匯兌調整	(102)
At 31 December 2022 and at 1 January 2023	於二零二二年十二月三十一日及二零二三年一月一日	1,962
Impairment loss recognised	已確認減值虧損	(1,858)
Exchange realignment	匯兌調整	(104)
At 31 December 2023	於二零二三年十二月三十一日	-

For the purpose of impairment testing, goodwill has been allocated to 惠州合正東部灣旅遊服務有限公司 (Huizhou Hazens East Resort Travel Services Limited) (“Huizhou Hazens”), which engaged in accommodation operations and provision of property facilities management services in PRC.

就減值測試而言，商譽已分配至惠州合正東部灣旅遊服務有限公司（「惠州合正」），該公司於中國從事住宿營運及提供物業設施管理服務。

		2023 二零二二年 HK\$'000 千港元	2022 二零二一年 HK\$'000 千港元
Huizhou Hazens	惠州合正	-	1,962

In addition to goodwill above, property, plant and equipment and right-of-use assets (including allocation of corporate assets) that generate cash flows together with the related goodwill are also included in the CGU of Huizhou Hazens for the purpose of impairment assessment.

除上述商譽外，將產生現金流量的物業、廠房及設備以及使用權資產（包括公司資產的分配）連同相關商譽亦計入惠州合正的現金產生單位，以進行減值評估。

The recoverable amount of Huizhou Hazens has been determined by a value-in-use calculation. The Group performed impairment assessment on the CGU of Huizhou Hazens based on the cash flow forecast derived from the most recent financial budgets and estimated future cash flows covering the remaining lease term as approved by the management and using a pre-tax discount rate of 10.2% (2022: 25.3%) per annum. Other key assumptions included occupancy rates, average room rates, etc. which are determined based on the branch's past performance and management expectations for the market developments.

惠州合正的可收回金額已按使用價值計算釐定。本集團根據最近期財務預算得出的現金流量預測及管理層批准的剩餘租期的估計未來現金流量，使用每年的稅前貼現率10.2%（二零二二年：25.3%），對惠州合正的現金產生單位進行減值評估。其他主要假設包括入住率、平均房價等，乃根據分店的過往表現及管理層對市場發展的預期釐定。

During the year ended 31 December 2023, impairment loss of HK\$1,858,000 was made in relation to the goodwill due to the determination of the result of Huizhou Hazens.

截至二零二三年十二月三十一日止年度，由於惠州合正的業績釐定而產生商譽減值虧損為1,858,000港元。

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21. RIGHT-OF-USE ASSETS

21. 使用權資產

		Land and buildings 土地及 建築物 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	Office equipment 辦公室設備 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2022	二零二二年一月一日	159,212	251	56	159,519
Modification	修訂	(2,145)	–	–	(2,145)
Depreciation charge	折舊開支	(21,193)	(79)	(15)	(21,287)
Exchange realignment	匯兌調整	(12,451)	(18)	–	(12,469)
At 31 December 2022 and at 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	123,423	154	41	123,618
Addition	添置	20,819	–	–	20,819
Modification	修訂	3,457	–	–	3,457
Depreciation charge	折舊開支	(20,225)	(76)	(15)	(20,316)
Impairment loss recognised	已確認減值虧損	(33,057)	(49)	–	(33,106)
Exchange realignment	匯兌調整	(2,430)	(3)	–	(2,433)
At 31 December 2023	於二零二三年 十二月三十一日	91,987	26	26	92,039

Notes:

- (a) For both years, the Group leases land and buildings, a motor vehicle and office equipment for its operations. Lease contracts are entered into for fixed periods of 2 to 15 years (2022: 2 to 15 years), 5.5 years (2022: 5.5 years) and 5 years (2022: 5 years) respectively, but may have extension and termination options. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable. The lease agreements do not impose any covenants and the leased assets may not be used as security for borrowing purposes.

附註：

- (a) 於兩個年度，本集團就其營運租賃土地及建築物、汽車及辦公設備。租賃合約分別按固定期限2至15年(二零二二年：2至15年)、5.5年(二零二二年：5.5年)及5年(二零二二年：5年)訂立，惟可能會有延長及終止選擇權。租期均單個協商，涵蓋範圍廣，包括不同條款及條件。釐定租期及評估不可撤銷期限的長度時，本集團應用合約定義並釐定合約可執行的期限。該租賃協議並無施加任何契諾且租賃資產不得用作借款抵押用途。

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

21. RIGHT-OF-USE ASSETS (Continued)

Notes: (Continued)

- (b) The following amounts are related to leases with a related company (Mr. Yuan has control over the related company):

		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	1,505	5,470
Depreciation charge of right-of-use assets	使用權資產折舊開支	1,072	1,124
Lease liabilities	租賃負債	9,030	8,791
Lease interests	租賃利息	314	388
Total cash outflow for leases	租賃現金流出總額	28	77

(c)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Expense relating to short-term leases	短期租賃相關開支	164	1,036
Total cash outflow for leases	租賃現金流出總額	22,428	24,419

- (d) During the year ended 31 December 2023, the Group recognised right-of-use assets of HK\$16,726,000 under land and buildings which represented a leased-and-operate branch in Nanshan, Shenzhen. The lease was renewed for a period of 2.5 years and the Group applied incremental rate of 4.75% to the lease. Further details were disclosed in the Company's announcement dated 28 December 2023.

During the year ended 31 December 2023, the group recognised right-of-use asset of HK\$4,093,000 under land and buildings which represented head office in Hong Kong. The lease was renewed for a period of 2 years and the group applied incremental borrowing rate of 5.625% to the lease.

- (e) Details of impairment assessment were disclosed in note 18 to the consolidated financial statements.

21. 使用權資產(續)

附註：(續)

- (b) 以下金額與關聯公司(袁先生控制該關聯公司)的租賃有關：

		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	1,505	5,470
Depreciation charge of right-of-use assets	使用權資產折舊開支	1,072	1,124
Lease liabilities	租賃負債	9,030	8,791
Lease interests	租賃利息	314	388
Total cash outflow for leases	租賃現金流出總額	28	77

(c)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Expense relating to short-term leases	短期租賃相關開支	164	1,036
Total cash outflow for leases	租賃現金流出總額	22,428	24,419

- (d) 於截至二零二三年十二月三十一日止年度，本集團確認土地及建築物下的使用權資產16,726,000港元，指於深圳南山租賃及經營的分店。該租賃已續期2年半，本集團對該租賃採納的租金遞增率約為4.75%。進一步詳情於本公司日期為二零二三年十二月二十八日的公告中披露。

於截至二零二三年十二月三十一日止年度，本集團確認土地及建築物下的使用權資產4,093,000港元，指香港總部。該租賃已續期2年，本集團對該租賃採納的增量借款利率為5.625%。

- (e) 減值評估詳情於綜合財務報表附註18披露。

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

22. DEFERRED TAX ASSETS

The following are the major deferred tax assets recognised and movements thereon during the current and prior years:

		Right-of-use assets/lease liabilities 使用權資產/ 租賃負債 HK\$'000 千港元	Accelerated tax depreciation 加速稅項折舊 HK\$'000 千港元	Tax loss 稅項虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	1,696	355	-	2,051
Credited to profit or loss (Note 14)	於損益中計入(附註14)	721	833	-	1,554
Exchange realignment	匯兌調整	(154)	(53)	-	(207)
At 31 December 2022 and at 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	2,263	1,135	-	3,398
(Charge) credit to profit or loss (Note 14)	於損益中(扣除)計入 (附註14)	(218)	(297)	92	(423)
Exchange realignment	匯兌調整	(45)	(21)	-	(66)
At 31 December 2023	於二零二三年 十二月三十一日	2,000	817	92	2,909

At the end of the reporting period, the Group has unused tax losses of HK\$54,724,000 (2022: HK\$48,047,000) available for offset against future profits. A deferred tax asset has been recognised in respect of HK\$368,000 (2022: HK\$Nil) of such losses. No deferred tax asset has been recognised in respect of the remaining HK\$54,356,000 (2022: HK\$48,047,000) due to the unpredictability of future profit streams. Included in unrecognised tax losses are losses of HK\$39,944,000 (2022: HK\$37,367,000) that will expire within 5 years. Other losses may be carried forward indefinitely.

At the end of the reporting period, the Group has deductible temporary difference of HK\$39,246,000 (2022: HK\$30,002,000). A deferred tax asset has been recognised in respect of HK\$11,268,000 (2022: HK\$13,594,000) of such deductible temporary difference. No deferred tax asset has been recognised in respect of the remaining HK\$27,978,000 (2022: HK\$16,408,000) due to the unpredictability of future profit streams.

The amount of temporary differences associated with undistributed earnings of subsidiaries for which deferred tax liabilities have not been recognised is HK\$49,050,000 for the year ended 31 December 2023 (2022: HK\$40,838,000). No liability has been recognised in respect of these differences because the Group is in a position to control the timing of reversal of the temporary differences and it is probable that such differences will not reverse in the foreseeable future.

22. 遞延稅項資產

下文載列於本年度及過往年度確認的主要遞延稅項資產及相關變動：

在報告期末，本集團有未動用稅項虧損 54,724,000 港元（二零二二年：48,047,000 港元）可用於抵銷未來利潤。已就其中虧損 368,000 港元（二零二二年：零港元）確認遞延稅項資產。由於無法預測未來利潤流，故並無就其餘 54,356,000 港元（二零二二年：48,047,000 港元）確認遞延稅項資產。未確認稅項虧損包括將於五年內到期之 39,944,000 港元（二零二二年：37,367,000 港元）之虧損。其他虧損可無限期向日後結轉。

在報告期末，本集團的可扣減暫時差額為 39,246,000 港元（二零二二年：30,002,000 港元）。已就其中可扣減暫時差額 11,268,000 港元（二零二二年：13,594,000 港元）確認遞延稅項資產。由於無法預測未來利潤流，故並無就其餘 27,978,000 港元（二零二二年：16,408,000 港元）確認遞延稅項資產。

於截至二零二三年十二月三十一日止年度有關就附屬公司未分派盈利未確認遞延稅項負債的暫時性差異為 49,050,000 港元（二零二二年：40,838,000 港元）。由於本集團可以控制暫時性差異撥回的時間，且該差異於可見將來可能不會撥回，故並未就上述差異確認負債。

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23. FINANCIAL ASSET AT FVTPL

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Call options for obtaining non-controlling interests	取得非控股權益的認購期權	2,049	3,913

The Group hold call options to obtain the non-controlling interests of Chengdu LS and Wuhan LS (as defined in note 36). Further details were disclosed in note 36.

These call options were not traded in an active market and the respective fair values were determined by using valuation technique. Details of the fair value measurements were disclosed in note 6(c).

23. 按公平值計入損益之金融資產

本集團持有取得成都力之浚及武漢枋浚（定義見附註36）非控股權益的認購期權。進一步詳情披露於附註36。

該等認購期權並無於活躍市場交易且有關於公平值採用估值技術釐定。公平值計量的詳情披露於附註6(c)。

24. TRADE RECEIVABLES

The majority of the Group's revenue transactions from accommodation operations and provision of property facilities management services are made via credit cards, cash or other payment platforms such as Alipay and WeChat Pay. Accommodation rooms are rented to corporate customers with an appropriate credit history on credit terms ranged from 30 to 90 days. No credit terms are allowed for trade receivables from accommodation consultation services. The Group seeks to maintain strict control over its outstanding receivables. Overdue balances are reviewed regularly by the Directors.

24. 應收賬款

本集團的住宿營運及提供物業設施管理服務收益交易主要以信用卡、現金或支付寶及微信等其他支付平台結算。本集團為擁有合適信貸記錄的企業客戶提供介乎30天至90天的住宿客房租賃信貸期。住宿諮詢服務的貿易賬款不允許使用信貸條款。本集團尋求嚴格控制客戶未償還之應收款項。董事會定期審閱逾期餘額。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade receivables	應收賬款	14,875	16,164
Less: Allowance for credit losses	減：信貸虧損撥備	(13,804)	(202)
		1,071	15,962

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24. TRADE RECEIVABLES (Continued)

The ageing analysis of the trade receivables, net of allowance for expected credit loss, based on invoice date as of the end of 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
0–30 days	0至30天	1,070	6,795
31–60 days	31至60天	–	2,225
61–90 days	61至90天	1	2,233
91–120 days	91至120天	–	4,260
Over 120 days	120天以上	–	449
		1,071	15,962

The following is the ageing analysis of trade receivables, net of allowance for credit losses, presented based on the past due date:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Neither past due nor impaired	未逾期或減值	1,071	10,406
1–30 days past due	1至30日逾期	–	4,300
31–60 days past due	31至60日逾期	–	526
61–90 days past due	61至90日逾期	–	470
Over 90 days past due	90日以上逾期	–	260
		1,071	15,962

As at 31 December 2023, included in the Group's trade receivables balance are debtors with aggregate carrying amount of HK\$nil (2022: HK\$5,556,000) which are past due as at the reporting date. Out of the past due balances, HK\$nil (2022: HK\$730,000) has been past due 60 days or more.

應收賬款基於報告期末的發票日期的賬齡分析(扣除預期信貸虧損撥備)如下：

下文載列根據逾期日期呈列的應收賬款(扣除信貸虧損撥備)的賬齡分析：

於二零二三年十二月三十一日，本集團的應收賬款結餘為總賬面值為零港元(二零二二年：5,556,000港元)於報告日期已逾期的應收賬款。在逾期結餘中，零港元(二零二二年：730,000港元)已逾期60日或以上。

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24. TRADE RECEIVABLES (Continued)

Movement in allowance for credit losses is as follow:

		Lifetime ECL (not credit impaired) 全期預期信貸虧損 (非信貸減值) HK\$'000 千港元	Lifetime ECL (credit impaired) 全期預期信貸虧損 (信貸減值) HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	-	-	-
Movement during the year	年內變動	208	-	208
Exchange realignment	匯兌調整	(6)	-	(6)
At 31 December 2022 and at 1 January 2023	於二零二二年 十二月三十一日及於 二零二三年一月一日	202	-	202
Movement during the year	年內變動	(202)	13,804	13,602
At 31 December 2023	於二零二三年 十二月三十一日	-	13,804	13,804

Details of impairment assessment of trade receivables are set out in note 6 to the consolidated financial statements.

信貸虧損撥備變動如下：

應收賬款減值評估的詳情載於綜合財務報表附註6。

25. INVENTORIES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Consumables	消耗品	384	344

25. 存貨

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26. TRADE AND OTHER PAYABLES

26. 應付賬款及其他應付款項

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade payables	應付賬款	1,529	992
Accruals and other payables	應計項目及其他應付款項	24,249	37,060
		25,778	38,052

The ageing analysis of trade payables, based on invoice date, is as follows:

應付賬款基於發票日期的賬齡分析如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
0-30 days	0至30天	470	329
31-60 days	31至60天	333	165
61-90 days	61至90天	244	115
Over 90 days	90天以上	482	383
		1,529	992

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

26. TRADE AND OTHER PAYABLES (Continued)

Accruals and other payables 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
Accruals	應計項目		
Accrued staff costs	應計員工成本	3,385	4,019
Accrued audit and professional fee	應計審核及專業費	3,791	2,313
		7,176	6,332
Other payables	其他應付款項		
Other tax payables	其他應付稅項	1,143	295
Contract liabilities (note (i))	合約負債(附註(i))	225	193
Amounts due to non-controlling interests (note (ii))	應付非控股權益款項(附註(ii))	10,582	23,269
Others	其他	5,123	6,971
		17,073	30,728
Total accruals and other payables	應計項目及其他應付款項總額	24,249	37,060

Notes:

- (i) The Group would collect deposits for corporate customers. Whenever the progress towards complete satisfaction or the relevant performance obligation is passed, such contract liabilities would be derecognised and the respective amount would be recognised as revenue. The balance of contract liabilities is expected to be recognised as revenue in next financial year.
- (ii) As at 31 December 2023, the amount represents amounts due to Chengdu Partner and Wuhan Partner of HK\$10,347,000 and HK\$235,000 (2022: HK\$12,471,000 and HK\$10,798,000) respectively. The amounts are unsecured, interest-free and repayable on demand.

應計項目及其他應付款項的分析載列如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Accruals	應計項目		
Accrued staff costs	應計員工成本	3,385	4,019
Accrued audit and professional fee	應計審核及專業費	3,791	2,313
		7,176	6,332
Other payables	其他應付款項		
Other tax payables	其他應付稅項	1,143	295
Contract liabilities (note (i))	合約負債(附註(i))	225	193
Amounts due to non-controlling interests (note (ii))	應付非控股權益款項(附註(ii))	10,582	23,269
Others	其他	5,123	6,971
		17,073	30,728
Total accruals and other payables	應計項目及其他應付款項總額	24,249	37,060

附註：

- (i) 本集團將對企業客戶收取按金。當全面達成或履行相關履約責任的進度獲得通過時，有關合約負債將被取消確認，而有關金額將確認為收益。合約負債結餘預期於下個財政年度確認為收入。
- (ii) 於二零二三年十二月三十一日，該款項指應付成都合作夥伴及武漢合作夥伴的款項分別10,347,000港元及235,000港元(二零二二年：12,471,000港元及10,798,000港元)。該款項為無抵押、免息及於要求時償還。

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27. PROVISION FOR ASSET RETIREMENT

Under the terms of the tenancy agreements signed with landlords, the Group shall vacate and re-instate the leased accommodation premises at the Group's cost upon expiry of the relevant tenancy agreements in 9 years (2022: 10 years). Provision is therefore made for the best estimate of the expected reinstatement costs to be incurred. Movements of provision for asset retirement are as follows:

27. 報廢資產復原撥備

根據與業主簽訂的租賃協議條款，本集團須於相關租賃協議租期(9年)(二零二二年：10年)屆滿後由本集團出資搬離及還原租賃住宿物業。因此已對預期產生的還原成本以最貼近的估計進行撥備。報廢資產復原撥備的變動如下：

		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	463	480
Finance cost on provision for asset retirement (note 13)	報廢資產復原撥備的融資成本 (附註13)	21	22
Exchange realignment	匯兌調整	(7)	(39)
At 31 December	於十二月三十一日	477	463
Less: non-current portion	減：非流動部分	(477)	(463)
Current portion	流動部分	-	-

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28. LEASE LIABILITIES

28. 租賃負債

		Lease payments 租賃付款		Present value of lease payments 租賃付款現值	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	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	31,961	29,115	25,953	22,572
In the second to fifth years, inclusive	第二及第五年 (包括首尾兩年)	72,286	62,976	55,430	42,250
After five years	五年後	82,272	97,941	72,746	83,565
		186,519	190,032	154,129	148,387
Less: Future finance charges	減：未來融資費用	(32,390)	(41,645)		
Present value of lease liabilities	租賃負債現值	154,129	148,387		
Less: Amount due for settlement within 12 months (shown under current liabilities)	減：十二個月內到期 償還之款項 (列於流動 負債下)			(25,953)	(22,572)
Amount due for settlement after 12 months	十二個月後到期償還 之款項			128,176	125,815

Notes:

- (a) At 31 December 2023, the incremental borrowing rates ranged from 4.2% to 9.0% (2022: 4.2% to 9.0%). Interest rates are fixed at the contract dates and thus expose the Group to fair value interest rate risk.
- (b) Lease liabilities of HK\$9,030,000 (2022: HK\$8,791,000) are related to leases with a related party as at 31 December 2023.

附註：

- (a) 於二零二三年十二月三十一日，增量借款利率介乎4.2%至9.0%(二零二二年：4.2%至9.0%)。利率於合約日期釐定，本集團因而承擔公平值利率風險。
- (b) 於二零二三年十二月三十一日，租賃負債9,030,000港元(二零二二年：8,791,000港元)與關聯方租賃有關。

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29. BORROWINGS

29. 借款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Borrowings from the Controlling Shareholder	來自控股股東的借款	27,469	27,469

The borrowings are unsecured, non-interest bearing and repayable on demand.

借款為無抵押、免息及按要求隨時償還。

30. SHARE CAPITAL

30. 股本

		Number of shares 股份數目	Amount 金額 HK\$'000 千港元
Authorised: Ordinary shares of HK\$0.01 (2022: HK\$0.01) each	法定： 每股面值0.01港元(二零二二年： 0.01港元)的普通股		
At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	於二零二二年一月一日、 二零二二年十二月三十一日、 二零二三年一月一日及 二零二三年十二月三十一日	780,000,000	7,800
Issued and fully paid: At 1 January 2022, 31 December 2022, 1 January 2023 and 31 December 2023	已發行及繳足： 於二零二二年一月一日、 二零二二年十二月三十一日、 二零二三年一月一日及 二零二三年十二月三十一日	448,363,708	4,484

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

30. SHARE CAPITAL (Continued)

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern and to maximise the return to the shareholders through the optimisation of the debt and equity balance.

The Group sets the amount of capital in proportion to risk. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the payment of dividends, issue new shares, buy-back shares, raise new debts, redeem existing debts or sell assets to reduce debts.

The Group monitors capital on the basis of the debt-to-capital ratio. This ratio is calculated as net debt divided by capital. Net debt is calculated as total debts less cash and cash equivalents. Capital comprises all components of equity (i.e. share capital, share premium and other reserves).

The gearing ratio at the end of the reporting periods were as follows:

30. 股本(續)

本集團資本管理的目標是保障本集團能持續經營，並通過優化資本負債比率給予股東最大回報。

本集團按比例設定風險資本金額。本集團管理其資本結構，並因應經濟狀況及相關資產風險特徵的變化而調整。為了維持或調整資本結構，本集團可能會調整股息支付，發行新股份，回購股份，融入新債，贖回現有債務或出售資產以減少債務。

本集團根據負債與資本比率來監管資本。該比率為負債淨額除以資本所得。負債淨額乃按借貸總額減現金及現金等價物計算。資本由全部權益(即股本、股份溢價及其他儲備)組成。

於報告期末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
Debt (note)	債項(附註)	192,180	199,125
Cash and cash equivalents	現金及現金等價物	(2,214)	(2,434)
Net debt	債項淨額	189,966	196,691
(Capital deficiency)/equity attributable to owners of the Company	本公司擁有人應佔(資本虧絀)/權益	(36,348)	2,178
Net debt to equity ratio	債項淨額與權益之比率	N/A 不適用	9,031%

Note: Debt includes borrowings, lease liabilities and amounts due to non-controlling interests included in trade and other payables.

附註：債項包括借款、租賃負債及計入應付賬款及其他應付款項的應付非控股權益款項。

Notes to the Consolidated Financial Statements
綜合財務報表附註

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

31. STATEMENT OF FINANCIAL POSITION OF THE COMPANY

31. 本公司財務狀況表

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	於附屬公司之投資	4,730	4,730
Rental deposits	租賃按金	1,081	1,416
Prepayments	預付款項	-	22
		5,811	6,168
Current assets	流動資產		
Prepayments and other deposits	預付款項及其他按金	245	413
Bank and cash balances	銀行及現金結餘	30	163
		275	576
Current liabilities	流動負債		
Amounts due to subsidiaries	應付附屬公司款項	23,669	21,075
Accruals and other payables	應計費用及其他應付款項	5,022	4,838
Borrowings	借款	27,469	27,469
		56,160	53,382
Net current liabilities	淨流動負債	(55,885)	(52,806)
Net liabilities	負債淨值	(50,074)	(46,638)
Equity	權益		
Share capital	股本	4,484	4,484
Reserves	儲備	(54,558)	(51,122)
Capital deficiency	資本虧絀	(50,074)	(46,638)

Approved and authorised for issue by the board of directors on 25 March 2024 and are signed on its behalf by:

於二零二四年三月二十五日獲董事會批准及授權刊發並由以下董事代表簽署：

Yuan Fuer
袁富兒
Director
董事

Chung Tin Yan
鍾天昕
Director
董事

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

32. RESERVES

(a) The Group

The amounts of the Group's reserves and movements therein are presented in the consolidated statement of profit or loss and other comprehensive income and consolidated statement of changes in equity.

(b) The Company

32. 儲備

(a) 本集團

本集團儲備的金額及變動乃於綜合損益及其他全面收入表以及綜合權益變動表中列示。

(b) 本公司

		Share premium 股份溢價 HK\$'000 千港元	Shareholder's contributions 股東注資 HK\$'000 千港元	Accumulated losses 累計虧損 HK\$'000 千港元	Total 總額 HK\$'000 千港元
At 31 December 2021 and at 1 January 2022	於二零二一年 十二月三十一日及 二零二二年一月一日	261,579	3,550	(306,603)	(41,474)
Total comprehensive loss for the year	年內全面虧損總額	-	-	(9,648)	(9,648)
At 31 December 2022 and at 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	261,579	3,550	(316,251)	(51,122)
Total comprehensive loss for the year	年內全面虧損總額	-	-	(3,436)	(3,436)
At 31 December 2023	於二零二三年 十二月三十一日	261,579	3,550	(319,687)	(54,558)

33. CONTINGENT LIABILITIES

The Group did not have any significant contingent liabilities for both years ended 31 December 2023 and 2022.

33. 或然負債

截至二零二三年及二零二二年十二月三十一日止兩個年度，本集團並無任何重大或然負債。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

34. MATERIAL RELATED PARTY TRANSACTIONS 34. 重大關聯方交易

In addition to those related party transactions and balances disclosed elsewhere in the consolidated financial statements, the Group had the following transactions with its related parties during the year.

除綜合財務報表其他內容披露之關聯方交易及結餘外，本集團於年內有以下關聯方交易。

(a) Key management compensation

(a) 主要管理人員補償

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries, wages and allowance	薪金、工資及津貼	2,000	4,964
Pension obligations	退休金責任	18	34
		2,018	4,998

(b) The Group had the following significant transactions with the related party during the year:

(b) 本集團於年內有以下重大關聯方交易：

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Provision of accommodation consultations services to related parties	關聯方提供住宿諮詢服務	(i)	9,396	8,348
Accommodation operations from related parties	來自關聯方的住宿營運	(i)	2	55
Rental expenses paid to a related party	一名關聯方收取的租賃費	(ii)	1,504	1,609

Notes:

附註：

- (i) Mr. Yuan has control over the related parties.
- (ii) A related party, controlled by Mr. Yuan, provides an office for certain subsidiaries free of charge during the year.

- (i) 袁先生擁有對關聯方的控制權。
- (ii) 一名關聯方(由袁先生擁有)於年內提供辦公室予某些附屬公司免費使用。

Notes to the Consolidated Financial Statements

綜合財務報表附註

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34. MATERIAL RELATED PARTY TRANSACTIONS

(Continued)

- (c) Details of the balance with related parties at the end of the reporting period are set out in notes 28 and 29.
- (d) As at 31 December 2023, the Controlling Shareholder had made available credit facilities up to the amount of HK\$200,000,000 (2022: HK\$350,000,000) to the Group on normal commercial terms or better to the Group. The borrowings drawn under the Controlling Shareholder's credit facility shall be repayable on the date as set out in the individual borrowing agreements and are interest-free and unsecured. The Group may request for drawdown on HK\$200,000,000 credit facilities at any time prior on or to 27 August 2025 respectively. As at 31 December 2023, credit facility of amount of HK\$172,531,000 (2022: HK\$322,531,000) is available for use.

34. 重大關聯方交易(續)

- (c) 於報告期末與關聯方的結餘詳情載於附註28及29。
- (d) 於二零二三年十二月三十一日，控股股東按一般商業條款或更有利於本集團的條款向本集團提供金額最多200,000,000港元(二零二二年：350,000,000港元)的信貸融資額度。根據控股股東信貸額度所提取的借款按各借款協議訂立還款日期還款並且是免息及無抵押的，可由本集團分別於二零二五年八月二十七日或之前隨時要求提取200,000,000港元的信貸融資。於二零二三年十二月三十一日，剩餘172,531,000港元(二零二二年：322,531,000港元)的信貸融資額度可用。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

35. CHANGES IN LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

35. 融資活動產生的負債變動

下表詳盡載列本集團融資活動產生的負債變動，包括現金及非現金變動。融資活動產生的負債指現金流量已歸類入或未來現金流量將會歸類入本集團綜合現金流量表作為融資活動產生的現金流量部分。

		Amounts due to non-controlling interests	Lease liabilities	Borrowings	Total liabilities from financing activities
		應付非控股 權益款項 HK\$'000 千港元	租賃負債 HK\$'000 千港元	借款 HK\$'000 千港元	融資活動 產生的 負債總額 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	25,573	180,856	22,767	229,196
Change in cash flows	現金流量變動	(328)	(23,383)	4,702	(19,009)
Non-cash changes	非現金變動				
- Interest charged	- 利息支出	-	7,365	-	7,365
- Lease modification	- 租賃修改	-	(2,719)	-	(2,719)
- Exchange realignments	- 匯兌調整	(1,976)	(13,732)	-	(15,708)
At 31 December 2022 and at 1 January 2023	於二零二二年 十二月三十一日及 於二零二三年一月一日	23,269	148,387	27,469	199,125
Change in cash flows	現金流量變動	(12,680)	(22,264)	-	(34,944)
Non-cash changes	非現金變動				
- Interest charged	- 利息支出	-	5,770	-	5,770
- Addition	- 添置	-	20,819	-	20,819
- Lease modification	- 租賃修改	-	3,457	-	3,457
- Exchange realignments	- 匯兌調整	(7)	(2,040)	-	(2,047)
At 31 December 2023	於二零二三年 十二月三十一日	10,582	154,129	27,469	192,180

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

36. PARTICULARS OF THE SUBSIDIARIES

Particulars of the subsidiaries as at 31 December 2023 are as follows:

36. 附屬公司詳情

於二零二三年十二月三十一日，附屬公司之詳情如下：

Company name 公司名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Legal form of corporate existence 公司存在的法律形式	Issued and fully paid/ registered capital 已發行及 已繳足/註冊資本	Percentage of ownership interest 擁有人 權益百分比	Principal activities 主要業務
Huizhou Hazens East Resort Travel Services Limited	The PRC	Private limited liability company	RMB1,000,000	100% (indirect)	Accommodation operations and provision of property facilities management services
惠州合正東部灣旅遊服務 有限公司	中國	私人有限公司	人民幣1,000,000元	100%(間接)	住宿營運及提供物業設施管理服務
Shenzhen Yingde Tourists Co., Ltd.*	The PRC	Private limited liability company	HK\$8,000,000	100% (indirect)	Accommodation operations and provision of property facilities management services
深圳盈的旅業有限公司*	中國	私人有限公司	8,000,000港元	100%(間接)	住宿營運及提供物業設施管理服務
Shenzhen Modern Tourists Co., Ltd.*	The PRC	Private limited liability company	HK\$1,000,000	100% (indirect)	Accommodation operations and provision of property facilities management services
深圳摩登旅業管理有限公司*	中國	私人有限公司	1,000,000港元	100%(間接)	住宿營運及提供物業設施管理服務
Legend Strategy Corporate Management (Shenzhen) Co., Ltd.*	The PRC	Private limited liability company	HK\$5,000,000	100% (indirect)	Provision of property consultations services
枋濬企業管理(深圳)有限公司*	中國	私人有限公司	5,000,000港元	100%(間接)	提供物業諮詢服務
Grand China Industrial Limited	Hong Kong	Private limited liability company	HK\$1 ordinary share	100% (indirect)	Cost centre
中國實業有限公司	香港	私人有限公司	1港元 普通股	100%(間接)	成本中心
Net Media Finance Hong Kong Limited	Hong Kong	Private limited liability company	HK\$20,000,000 ordinary shares	100% (indirect)	Provision of property consultations services
網信傳媒財務香港有限公司	香港	私人有限公司	20,000,000港元 普通股	100%(間接)	提供物業諮詢服務

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

36. PARTICULARS OF THE SUBSIDIARIES

(Continued)

Particulars of the subsidiaries as at 31 December 2023 are as follows: (Continued)

Company name 公司名稱	Place of incorporation/ registration and operation 註冊成立/ 註冊及經營地點	Legal form of corporate existence 公司存在的法律形式	Issued and fully paid/ registered capital 已發行及 已繳足/註冊資本	Percentage of ownership interest 擁有人 權益百分比	Principal activities 主要業務
Chengdu Legend Strategy Hotel Management Company Limited* ("Chengdu LS") (note) 成都力之浚酒店管理有限公司# (「成都力之浚」)(附註)	The PRC 中國	Private limited liability company 私人有限公司	RMB500,000 人民幣500,000元	51% (indirect) 51%(間接)	Accommodation operations and provision of property facilities management services 住宿營運及提供物業設施管理服務
Wuhan Legend Strategy Hotel Management Company Limited* ("Wuhan LS") (note) 武漢枋浚酒店管理有限公司# (「武漢枋浚」)(附註)	The PRC 中國	Private limited liability company 私人有限公司	RMB500,000 人民幣500,000元	51% (indirect) 51%(間接)	Accommodation operations and provision of property facilities management services 住宿營運及提供物業設施管理服務

* Wholly-owned Foreign Enterprise

Partially-owned Foreign Enterprise

Note: Chengdu LS and Wuhan LS are considered as subsidiaries of the Group because the Group has held 51% for both ownership and voting rights since the date of incorporation. The Group also have the right to appoint three out of five directors of the board of directors of Chengdu LS and Wuhan LS. The Group has a sufficient dominant voting interests to direct the relevant activities of Chengdu LS and Wuhan LS and therefore has controlled over Chengdu LS and Wuhan LS.

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affected the results or assets of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

36. 附屬公司詳情(續)

於二零二三年十二月三十一日，附屬公司之詳情如下：(續)

* 外商獨資企業

外商合資企業

附註：成都力之浚及武漢枋浚被視為本集團的附屬公司，原因為本集團自註冊成立日期起持有擁有權及投票權的51%權益。本集團亦有權委任成都力之浚及武漢枋浚董事會五名董事中的三名董事。本集團擁有足夠的主導投票權益，以指導成都力之浚及武漢枋浚的相關活動，因此擁有成都力之浚及武漢枋浚的控制權。

上表列出本公司董事認為對本集團業績或資產有主要影響的本公司附屬公司。本公司董事認為，若提供其他附屬公司的詳情，將會導致資料過於冗長。

概無附屬公司於本年度末發行任何債務證券。

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

36. PARTICULARS OF THE SUBSIDIARIES

(Continued)

The table below shows details of non-wholly-owned subsidiaries of the Group that have material non-controlling interests:

Name of subsidiary 附屬公司名稱	Place of incorporation and principal place of business 註冊成立地點及主要營業地點	Proportion of ownership interests and voting rights held by non-controlling interests 非控股權益所持所有權權益及投票權比例		Total comprehensive loss allocated to non-controlling interests 分配至非控股權益的全面虧損總額		Accumulated loss on non-controlling interests 非控股權益累計虧損	
		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Chengdu LS 成都力之凌	The PRC 中國	49%	49%	(976)	(5,379)	(13,810)	(12,834)
Wuhan LS 武漢枋凌	The PRC 中國	49%	49%	(22,244)	(3,336)	(32,097)	(9,853)
Individual immaterial subsidiaries with non-controlling interests 持有非控股權益的個人非重大附屬公司						(486)	(365)
						(46,393)	(23,052)

Information on non-wholly-owned subsidiaries with material non-controlling interests

Summarised financial information in respect of each of the Group's subsidiaries that have material non-controlling interests is set out below. The summarised financial information below represents amount before intra-group elimination.

36. 附屬公司詳情(續)

下表列示本集團並無重大非控股權益的非全資附屬公司詳情：

有關擁有重大非控股權益的非全資附屬公司資料

有關本集團擁有重大非控股權益的各附屬公司之財務資料概要載列如下。以下財務資料概要呈列集團內對銷前之金額。

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36. PARTICULARS OF THE SUBSIDIARIES

(Continued)

Chengdu LS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current assets	流動資產	1,556	2,063
Non-current assets	非流動資產	50,043	57,271
Current liabilities	流動負債	41,861	43,468
Non-current liabilities	非流動負債	37,922	42,057
Equity attributable to owners of the Company	本公司擁有人應佔權益	(14,374)	(13,357)
Equity attributable to non-controlling interests	非控股權益應佔權益	(13,810)	(12,834)

36. 附屬公司詳情(續)

成都力之浚

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

36. PARTICULARS OF THE SUBSIDIARIES

(Continued)

Chengdu LS (Continued)

During the year ended 31 December 2023, Chengdu LS had generated HK\$14,362,000 (2022: HK\$3,913,000) as revenue and HK\$16,677,000 (2022: HK\$18,795,000) as expenses, resulting in HK\$2,315,000 (2022: HK\$11,880,000) loss for the year, of which the loss attributable to owners of the Company and loss attributable to non-controlling interest of Chengdu LS were HK\$1,180,000 (2022: HK\$6,059,000) and HK\$1,135,000 (2022: HK\$5,821,000) respectively. Total comprehensive loss was HK\$1,988,000 (2022: HK\$10,977,000), of which total comprehensive loss attributable to owners of the Company and total comprehensive loss attributable to non-controlling interest of Chengdu LS were HK\$1,012,000 (2022: HK\$5,598,000) and HK\$976,000 (2022: HK\$5,379,000) respectively.

Chengdu LS had net cash inflow from operating activities, net cash outflow from investing activities, net cash outflow from financing activities and net cash outflow were of HK\$3,843,000 (2022: HK\$9,384,000), HK\$14,000 (2022: HK\$249,000), HK\$4,971,000 (2022: HK\$9,190,000) and HK\$1,142,000 (2022: HK\$55,000) respectively during the year ended 31 December 2023.

Priority distribution amount

From the date of commencement of business of the Chengdu LS to the expiry of the Chengdu Tenancy Agreement (the “Chengdu Priority Period”), 深圳枋浚酒店管理有限公司 (Shenzhen Legend Strategy Hotel Management Company Limited) (the “Shenzhen LS”), an indirect wholly-owned subsidiary of the Company, shall, subject to the laws in the PRC, have priority over 廖子涵 (Ms. Liao Zihan) (the “Chengdu Partner”) in respect of distribution from the amount (the “Chengdu Distributable Amount”) of profit after tax (after offsetting accumulated losses and contribution to statutory reserve) and adding back non-cash items including depreciation and amortisation charges of Chengdu LS, which on average, is based on around 12% of the proportionate capital commitment (in form of share capital, if paid up, and aforesaid shareholders’ loans) to be provided by Shenzhen LS (the “Chengdu Priority Amount”) for each 12 month period over the Chengdu Priority Period.

36. 附屬公司詳情(續)

成都力之浚(續)

截至二零二三年十二月三十一日止年度，成都力之浚於年內產生14,362,000港元(二零二二年：3,913,000港元)作為收益及約16,677,000港元(二零二二年：18,795,000港元)作為開支，導致虧損2,315,000港元(二零二二年：11,880,000港元)，其中本公司擁有人應佔虧損及成都力之浚非控股權益應佔虧損分別為1,180,000港元(二零二二年：6,059,000港元)及1,135,000港元(二零二二年：5,821,000港元)。全面虧損總額為1,988,000港元(二零二二年：10,977,000港元)，其中本公司擁有人應佔全面虧損總額及成都力之浚非控股權益應佔全面虧損總額分別為1,012,000港元(二零二二年：5,598,000港元)及976,000港元(二零二二年：5,379,000港元)。

截至二零二三年十二月三十一日止年度，成都力之浚的經營活動現金流入淨額、投資活動現金流出淨額、融資活動現金流出淨額及現金流出淨額分別為3,843,000港元(二零二二年：9,384,000港元)、14,000港元(二零二二年：249,000港元)、4,971,000港元(二零二二年：9,190,000港元)及1,142,000港元(二零二二年：55,000港元)。

優先分派金額

於成都力之浚開業日期至成都租賃協議屆滿期間(「成都優先期」)，本公司間接全資附屬公司深圳枋浚酒店管理有限公司(「深圳枋浚」)將根據中國法律較廖子涵(「廖子涵女士」)(「成都合作夥伴」)優先獲分派成都力之浚的除稅後溢利(經抵銷累計虧損及向法定儲備的供款)的金額(「成都可分派金額」)，並加回非現金項目(包括折舊及攤銷費用)，平均而言乃基於深圳枋浚於成都優先期每12個月期間所提供按比例計算的資本承擔(以股本(如已繳足)及上述股東貸款的形式)約12%(「成都優先金額」)計算。

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

36. PARTICULARS OF THE SUBSIDIARIES

(Continued)

Chengdu LS (Continued)

Priority distribution amount (Continued)

If the Chengdu Distributable Amount exceeds 24% of the total capital commitment of Chengdu LS, parties shall share the Chengdu Distributable Amount (other than those amounts which will firstly be distributed to Shenzhen LS and Chengdu Partner under the aforesaid arrangement) according to their respective interests in Chengdu LS. The aforesaid benchmarks of 12% and 24%, and accordingly the actual Chengdu Priority Amount for a particular 12 month period (the “Chengdu Account Period”) (starting from the business commencement date of Chengdu Branch) may vary in different stages of Chengdu Branch depending on its renovation period, ramp-up period etc. The average Chengdu Priority Amount of 12% is determined by the Company after considering the market return rate of companies engaging in accommodation business and expected return from its investment in the Chengdu Branch. Both parties shall continue to be entitled to the relevant Chengdu Distributable Amount, if not distributed, pursuant to the Chengdu Agreement and the articles of Chengdu LS.

The determination of the Chengdu Distributable Amount will be on a standalone basis for each Chengdu Account Period. Nevertheless, if Chengdu LS records accumulated losses and/or is subject to mandatory contribution to its statutory surplus, profit after tax of Chengdu LS for the relevant Chengdu Account Period will first be used to offset the accumulated losses and/or make contribution to statutory surplus in order to comply with the relevant legal requirements. The balance of such profit after tax will then be made reference for determining the Chengdu Distributable Amount. Both parties agreed to determine the Chengdu Priority Amounts based on audited accounts for each Chengdu Account Period prepared by an independent auditor to be engaged by Chengdu LS.

36. 附屬公司詳情(續)

成都力之浚(續)

優先分派金額(續)

倘成都可分派金額超逾成都力之浚的總資本承擔的24%，訂約各方須按照彼等各自於成都力之浚的權益分攤成都可分派金額(根據上述安排將首先分派予深圳枋浚及成都合作夥伴的該等金額除外)。上述12%及24%基準，以及由此所得的指定12個月期間(「成都會計期間」)(自成都店業務開始之日起)的實際成都優先金額，或會因成都店處於裝修期及增長期等不同階段而有所差異。成都優先金額平均為12%，乃由本公司經考慮從事住宿業務的公司的市場回報率以及其對成都店投資的預期回報而釐定。根據成都協議及成都力之浚的細則，雙方將繼續有權獲取相關成都可分派金額(如未獲分派)。

成都可分派金額將根據各個成都會計期間為單獨基準而釐定。然而，倘成都力之浚錄得累計虧損及／或須向法定盈餘作出強制性供款，成都力之浚於相關成都會計期間的稅後溢利將首先用做抵銷累計虧損及／或供款至法定盈餘，藉此遵守相關法律規定。屆時，有關稅後溢利的結餘將作為釐定成都可分派金額的參考。訂約雙方同意根據成都力之浚將予委聘的獨立核數師所編製的各成都會計期間經審核賬目釐定成都優先金額。

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

36. PARTICULARS OF THE SUBSIDIARIES

(Continued)

Chengdu LS (Continued)

Right of purchase

The Group is given a right to purchase (the “Chengdu Right of Purchase”) all the 49% interests in Chengdu LS held by the Chengdu Partner if (i) Chengdu Partner and/or Chengdu LS cannot fulfill their obligations to Shenzhen LS in respect of the distribution of the Chengdu Priority Amount in any Chengdu Account Period (e.g. the actual Chengdu Priority Amount is less than the benchmark to be agreed for each Chengdu Account Period); or (ii) Chengdu LS records losses after tax for two consecutive Chengdu Account Periods, during the first three Chengdu Account Periods (the “Chengdu Right of Purchase Period”).

The purchase price will be based on the investment costs committed by the Chengdu Partner in Chengdu LS (i.e. any paid-up capital and shareholder’s loans) less proportionate losses of Chengdu LS, if any, during the Chengdu Right of Purchase Period.

The Chengdu Right of Purchase is regarded as a derivative financial instruments. The directors of the Company assessed the fair value of the Chengdu Right of Purchases with reference to the valuation performed by Vincorn Consulting and Appraisal Limited (“Vincorn”), a firm of independent qualified professional valuers, which assess the fair value of the Chengdu Right of Purchase using binomial model. As at 31 December 2023, the fair value of the call option for obtaining non-controlling interest of Chengdu partner was HK\$2,049,000 (2022: HK\$2,435,000). Details of the fair value measurement were disclosed in note 6(c).

Further details were disclosed in the Company’s circular dated 26 March 2020.

36. 附屬公司詳情(續)

成都力之浚(續)

回購權

本集團獲賦予權利回購(「成都回購權」)成都合作夥伴所持有的全部49%成都力之浚權益，前提是(i)成都合作夥伴及/或成都力之浚未能就任何成都會計期間分派成都優先金額履行彼等對深圳枋浚的責任(例如實際的成都優先金額少於就各成都會計期間協定的基準)；或(ii)在首三個成都會計期間(「成都回購期」)，成都力之浚在連續兩個成都會計期間錄得除稅後虧損。

回購價將根據成都回購期內成都合作夥伴就成都力之浚承擔的投資成本(即任何繳足資本及股東貸款)減成都力之浚按比例計算的虧損(如有)計算。

成都回購權被視為衍生金融工具。本公司董事參考獨立合資格專業估值師泓亮諮詢及評估有限公司(「泓亮」)進行的估值評估成都回購權的公平值，泓亮使用二項式模式評估成都回購權的公平值。於二零二三年十二月三十一日，取得成都合作夥伴非控股權益的認購期權公平值為2,049,000港元(二零二二年：2,435,000港元)。公平值計量詳情披露於附註6(c)。

有關進一步詳情披露於本公司日期為二零二零年三月二十六日之通函。

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

36. PARTICULARS OF THE SUBSIDIARIES

(Continued)

Wuhan LS

36. 附屬公司詳情(續)

武漢朧浚

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current assets	流動資產	825	3,012
Non-current assets	非流動資產	32,383	76,564
Current liabilities	流動負債	36,020	35,037
Non-current liabilities	非流動負債	62,692	64,648
Equity attributable to owners of the Company	本公司擁有人應佔權益	(33,407)	(10,256)
Equity attributable to non-controlling interests	非控股權益應佔權益	(32,097)	(9,853)

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

36. PARTICULARS OF THE SUBSIDIARIES

(Continued)

Wuhan LS (Continued)

During the year ended 31 December 2023, Wuhan LS had generated HK\$8,978,000 (2022: HK\$11,584,000) as revenue and HK\$54,807,000 (2022: HK\$21,585,000) as expenses, resulting in HK\$45,829,000 (2022: HK\$8,089,000) loss for the year, of which the loss attributable to owners of the Company and loss attributable to non-controlling interest of Wuhan LS were HK\$23,373,000 (2022: HK\$4,125,000) and HK\$22,456,000 (2022: HK\$3,964,000) respectively. Total comprehensive loss was HK\$45,396,000 (2022: HK\$6,809,000), of which total comprehensive loss attributable to owners of the Company and total comprehensive loss attributable to non-controlling interest of Wuhan LS were HK\$23,152,000 (2022: HK\$3,473,000) and HK\$22,244,000 (2022: HK\$3,336,000) respectively.

Wuhan LS had net cash inflow from operating activities, net cash outflow from investing activities, net cash outflow from financing activities and net cash outflow were of HK\$3,964,000 (2022: HK\$5,207,000), HK\$Nil (2022: HK\$Nil), HK\$5,934,000 (2022: HK\$7,508,000) and HK\$1,970,000 (2022: HK\$300,000) respectively during the year ended 31 December 2023.

Priority distribution amount

From the date of commencement of business of the Wuhan LS to the expiry of the Wuhan Tenancy Agreement (the "Wuhan Priority Period"), Shenzhen LS shall, subject to the laws in the PRC, have priority over 孫太山 (Mr. Sun Taishan*) ("Wuhan Partner") in respect of distribution from the amount (the "Wuhan Distributable Amount") of profit after tax (after offsetting accumulated losses and contribution to statutory reserve) and adding back non-cash items including depreciation and amortisation charges of Wuhan LS, which on average, is based on around 12% of the proportionate capital commitment (in form of share capital, if paid up, and aforesaid shareholders' loans) to be provided by Shenzhen Subsidiary (the "Wuhan Priority Amount") for each 12 month period over the Wuhan Priority Period.

36. 附屬公司詳情(續)

武漢枋浚(續)

截至二零二三年十二月三十一日止年度，武漢枋浚於年內產生8,978,000港元（二零二二年：11,584,000港元）作為收益及約54,807,000港元（二零二二年：21,585,000港元）作為開支，導致虧損45,829,000港元（二零二二年：8,089,000港元），其中本公司擁有人應佔虧損及武漢枋浚非控股權益應佔虧損分別為23,373,000港元（二零二二年：4,125,000港元）及22,456,000港元（二零二二年：3,964,000港元）。全面虧損總額為45,396,000港元（二零二二年：6,809,000港元），其中本公司擁有人應佔全面虧損總額及武漢枋浚非控股權益應佔全面虧損總額分別為23,152,000港元（二零二二年：3,473,000港元）及22,244,000港元（二零二二年：3,336,000港元）。

截至二零二三年十二月三十一日止年度，武漢枋浚的經營活動現金流入淨額、投資活動現金流出淨額、融資活動現金流出淨額及現金流出淨額分別為3,964,000港元（二零二二年：5,207,000港元）、零港元（二零二二年：零港元）、5,934,000港元（二零二二年：7,508,000港元）及1,970,000港元（二零二二年：300,000港元）。

優先分派金額

於武漢枋浚開業日期至武漢租賃協議屆滿期間（「武漢優先期」），深圳枋浚將根據中國法律較孫太山（「孫太山先生」）（「武漢合作夥伴」）優先獲分派武漢枋浚的除稅後溢利（經抵銷累計虧損及向法定儲備的供款）的金額（「武漢可分派金額」），並加回非現金項目（包括折舊及攤銷費用），平均而言乃基於深圳附屬公司於武漢優先期每12個月期間所提供按比例計算的資本承擔（以股本（如已繳足）及上述股東貸款的形式）約12%（「武漢優先金額」）計算。

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36. PARTICULARS OF THE SUBSIDIARIES

(Continued)

Wuhan LS (Continued)

Priority distribution amount (Continued)

If the Wuhan Distributable Amount exceeds 24% of the total capital commitment of Wuhan LS, both parties shall share the Wuhan Distributable Amount (other than those amounts which will firstly be distributed to Shenzhen LS and Wuhan Partner under the aforesaid arrangement) according to their respective interests in Wuhan LS. The aforesaid benchmarks of 12% and 24%, and accordingly the actual Wuhan Priority Amount for a particular 12 month period (the “Wuhan Account Period”) (starting from the business commencement date of Wuhan Branch) may vary in different stages of Wuhan LS depending on its renovation period, ramp-up period etc. The average Wuhan Priority Amount of 12% is determined by the Company after considering the market return rate of companies engaging in accommodation business and expected return from its investment in the Wuhan LS. Both parties shall continue to be entitled to the relevant Wuhan Distributable Amount, if not distributed, pursuant to the Wuhan Agreement and the articles of Wuhan LS.

The determination of the Wuhan Distributable Amount will be on a standalone basis for each Wuhan Account Period. Nevertheless, if Wuhan LS records accumulated losses and/or is subject to mandatory contribution to its statutory surplus, profit after tax of Wuhan LS for the relevant Wuhan Account Period will first be used to offset the accumulated losses and/or make contribution to statutory surplus in order to comply with the relevant legal requirements. The balance of such profit after tax will then be made reference for determining the Wuhan Distributable Amount. Both parties agreed to determine the Wuhan Priority Amounts based on audited accounts for each Wuhan Account Period prepared by an independent auditor to be engaged by Wuhan LS.

36. 附屬公司詳情(續)

武漢枋浚(續)

優先分派金額(續)

倘武漢可分派金額超逾武漢枋浚的總資本承擔的24%，雙方須按照彼等各自於武漢枋浚的權益分攤武漢可分派金額(根據上述安排將首先分派予深圳枋浚及武漢合作夥伴的該等金額除外)。上述12%及24%基準，以及由此所得的指定12個月期間(「武漢會計期間」)(自武漢店業務開始之日起)的實際武漢優先金額，或會因武漢枋浚處於裝修期及增長期等不同階段而有所差異。武漢優先金額平均為12%，乃由本公司經考慮從事住宿業務的公司的市場回報率以及其對武漢枋浚投資的預期回報而釐定。根據武漢協議及武漢枋浚的細則，雙方將繼續有權獲取相關武漢可分派金額(如未獲分派)。

武漢可分派金額將根據各個武漢會計期間為單獨基準而釐定。然而，倘武漢枋浚錄得累計虧損及/或須向法定盈餘作出強制性供款，武漢枋浚於相關武漢會計期間的稅後溢利將首先用做抵銷累計虧損及/或供款至法定盈餘，藉此遵守相關法律規定。屆時，有關稅後溢利的結餘將作為釐定武漢可分派金額的參考。訂約雙方同意根據武漢枋浚將予委聘的獨立核數師所編製的各武漢會計期間經審核賬目釐定武漢優先金額。

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36. PARTICULARS OF THE SUBSIDIARIES

(Continued)

Wuhan LS (Continued)

Right of purchase

The Group is given a right to purchase (the “Wuhan Right of Purchase”) all the 49% interests in Wuhan LS held by the Wuhan Partner if (i) Wuhan Partner and/or Wuhan LS cannot fulfill their obligations to Shenzhen LS in respect of the distribution of the Wuhan Priority Amount in any Wuhan Account Period (e.g. the actual Wuhan Priority Amount is less than the benchmark to be agreed for each Wuhan Account Period); or (ii) Wuhan LS records losses after tax for two consecutive Wuhan Account Periods, during the first three Wuhan Account Periods (the “Wuhan Right of Purchase Period”).

The purchase price will be based on the investment costs committed by the Wuhan Partner in Wuhan LS (i.e. any paid-up capital and shareholder’s loans) less proportionate losses of Wuhan LS, if any, during the Wuhan Right of Purchase Period.

The Wuhan Right of Purchase is regarded as a derivative financial instruments. The directors of the Company assessed the fair value of the Wuhan Right of Purchases with reference to the valuation performed by Vincorn Consulting and Appraisal Limited (“Vincorn”), a firm of independent qualified professional valuers, which assess the fair value of the Wuhan Right of Purchase using binomial model.

As at 31 December 2023, the fair value of the call option for obtaining non-controlling interest of Wuhan partner was HK\$Nil (2022: HK\$1,478,000). Details of the fair value measurement were disclosed in note 6(c).

Further details were disclosed in the Company’s circular dated 26 March 2020.

36. 附屬公司詳情(續)

武漢枋浚(續)

回購權

本集團獲賦予權利回購(「武漢回購權」)武漢合作夥伴所持有的全部49%武漢枋浚權益，前提是(i)武漢合作夥伴及/或武漢枋浚未能就任何武漢會計期間分派武漢優先金額履行彼等對深圳枋浚的責任(例如實際的武漢優先金額少於就各武漢會計期間協定的基準);或(ii)在首三個武漢會計期間(「武漢回購期」)，武漢枋浚在連續兩個武漢會計期間錄得除稅後虧損。

回購價將根據武漢回購期內武漢合作夥伴就武漢枋浚承擔的投資成本(即任何繳足資本及股東貸款)減武漢枋浚按比例計算的虧損(如有)計算。

武漢回購權被視為衍生金融工具。本公司董事參考獨立合資格專業估值師泓亮諮詢及評估有限公司(「泓亮」)進行的估值評估武漢回購權的公平值，泓亮使用二項式模式評估武漢回購權的公平值。

於二零二三年十二月三十一日，取得武漢合作夥伴非控股權益的認購期權公平值為零港元(二零二二年：1,478,000港元)。公平值計量詳情披露於附註6(c)。

進一步詳情披露於本公司日期為二零二零年三月二十六日的通函。

Notes to the Consolidated Financial Statements 綜合財務報表附註

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

37. EVENTS AFTER THE REPORTING PERIOD

There is no significant event took place subsequent to the end of the reporting period.

38. APPROVAL OF FINANCIAL STATEMENTS

These financial statements were approved and authorised for issue by the board of directors on 25 March 2024.

37. 報告期後事項

於報告期末後並無發生任何重大事項。

38. 批准財務報表

該等財務報表由董事會於二零二四年三月二十五日批准及授權發佈。

* For identification purpose only

Five-Year Financial Summary 五年財務概要

A summary of results and of the assets and liabilities of the Group for the last five financial years is as follows:

本集團過往五個財政年度的業績以及資產及負債的概要如下：

RESULTS

業績

		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
Revenue	收益	67,661	63,002	70,564	50,678	45,585
(Loss) profit before tax	除稅前(虧損)溢利	(58,673)	(16,103)	(150)	144	(8,120)
Income tax (expense) credit	所得稅(開支)抵免	(3,095)	(1,544)	(3,866)	(2,605)	(7,002)
Loss for the year	年內虧損	(61,768)	(17,647)	(4,016)	(2,461)	(15,122)
Attributable to:	以下人士應佔：					
Owners of the Company	本公司擁有人	(38,178)	(7,794)	4,977	2,063	(14,970)
Non-controlling interests	非控股權益	(23,590)	(9,853)	(8,993)	(4,524)	(152)
		(61,768)	(17,647)	(4,016)	(2,461)	(15,122)

ASSETS, LIABILITIES AND NON-CONTROLLING INTERESTS

資產、負債及非控股權益

		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
Total assets	資產總值	127,319	196,168	240,184	231,528	71,236
Total liabilities	負債總額	(210,060)	(217,042)	(242,156)	(229,474)	(67,609)
Non-controlling interests	非控股權益	46,393	23,052	14,295	5,019	223
Equity attributable to owners of the Company	本公司擁有人應佔權益	(36,348)	2,178	12,323	7,073	3,850



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枋濬國際集團控股有限公司

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