

CITYCHAMP  
WATCH & JEWELLERY GROUP LIMITED

冠城鐘錶珠寶集團有限公司

(Incorporated in the Cayman Islands with limited liability)

(於開曼群島註冊成立之有限公司)

Stock Code 股份代號 : 256

2023

Annual Report

年報

改變 拓展 新開始

A YEAR OF CHANGE

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# CORPORATE INFORMATION

## BOARD OF DIRECTORS

### Executive Directors

HON Kwok Lung BBS (*Chairman*)

SIU Chun Wa (*Chief Executive Officer*)

(re-designated on 27 March 2024)

HAO Xiaohui (*Co-Chief Executive Officer*)

(resigned on 27 March 2024)

SHI Tao

SIT Lai Hei

HON Hau Wong

Teguh HALIM

### Independent Non-executive Directors

KWONG Chun Wai, Michael

ZHANG Bin

KAM, Eddie Shing Cheuk

LI Ziqing (resigned on 27 March 2024)

## AUDIT COMMITTEE

KAM, Eddie Shing Cheuk (*Committee Chairman*)

KWONG Chun Wai, Michael

ZHANG Bin

LI Ziqing (resigned on 27 March 2024)

## REMUNERATION COMMITTEE

KAM, Eddie Shing Cheuk (*Committee Chairman*)

HON Kwok Lung

SIU Chun Wa

KWONG Chun Wai, Michael

ZHANG Bin

LI Ziqing (resigned on 27 March 2024)

## NOMINATION COMMITTEE

HON Kwok Lung (*Committee Chairman*)

SIU Chun Wa

KWONG Chun Wai, Michael

ZHANG Bin

KAM, Eddie Shing Cheuk

LI Ziqing (resigned on 27 March 2024)

## RISK MANAGEMENT COMMITTEE

Teguh HALIM (*Committee Chairman*)

(appointed on 27 March 2024)

SIT Lai Hei (resigned on 27 March 2024)

HAO Xiaohui (resigned on 27 March 2024)

SHI Tao

SIU Chun Wa (appointed on 27 March 2024)

## CFO & COMPANY SECRETARY

FONG Chi Wah

## AUTHORISED REPRESENTATIVES

HON Kwok Lung

FONG Chi Wah

## AUDITOR

BDO Limited

*Certified Public Accountants and*

*Registered Public Interest Entity Auditor*

## PRINCIPAL BANKERS

Bank of China (Hong Kong) Limited

China CITIC Bank International Limited

Industrial Bank Co., Ltd. Hong Kong Branch

## HONG KONG SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Secretaries Limited

17/F, Far East Finance Centre

16 Harcourt Road

Hong Kong

## REGISTERED OFFICE

P.O. Box 309

Ugland House

Grand Cayman, KY1-1104

Cayman Islands

## PRINCIPAL OFFICE

Units 1902-04, Level 19

International Commerce Centre

1 Austin Road West, Kowloon

Hong Kong

## STOCK CODE

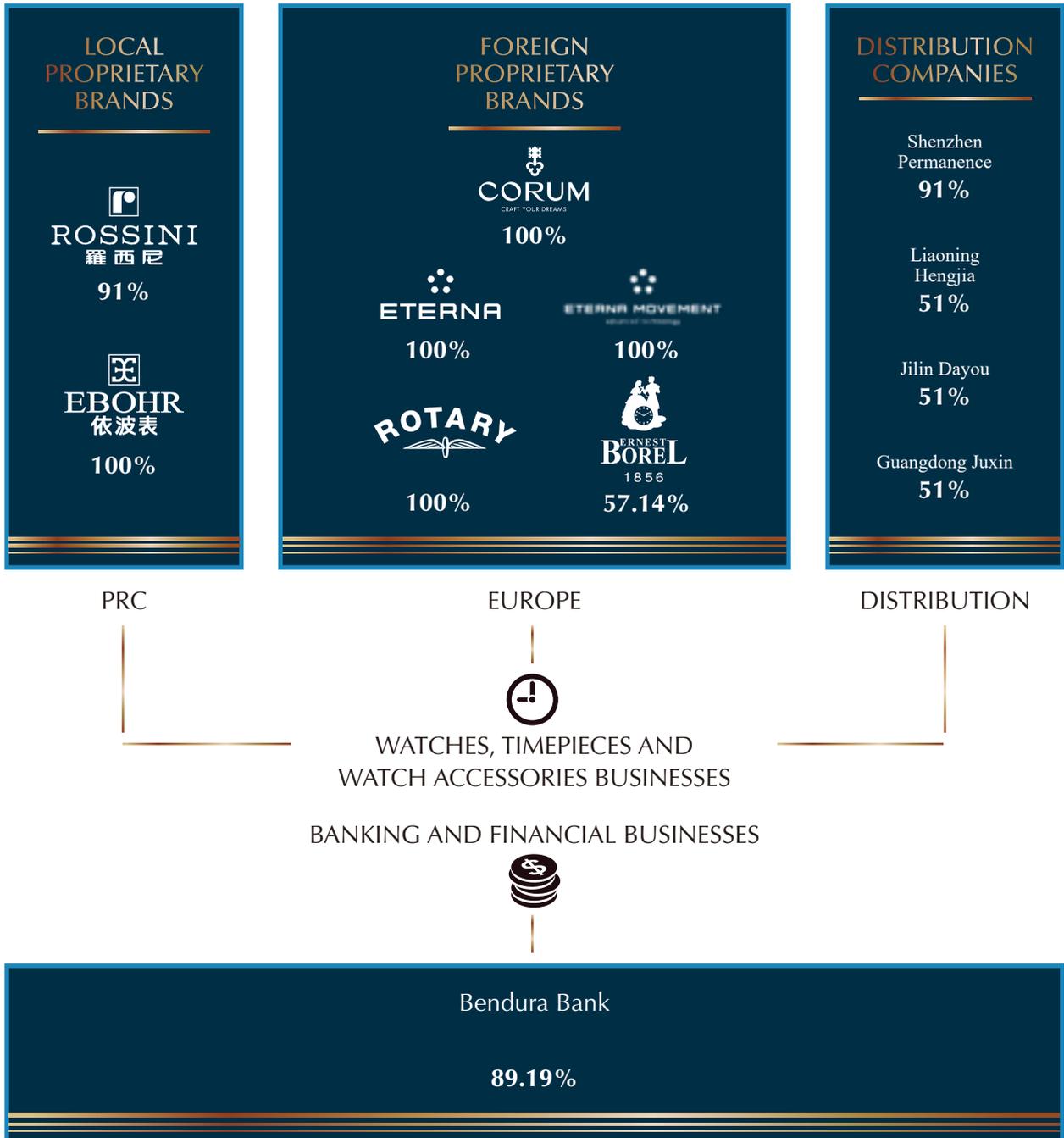
256

## WEBSITES

[www.irasia.com/listco/hk/citychamp](http://www.irasia.com/listco/hk/citychamp)

[www.citychampwj.com](http://www.citychampwj.com)

# OUR KEY GROUP COMPANIES



# FINANCIAL HIGHLIGHTS

## REVENUE

HK\$'000



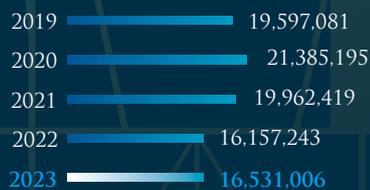
## PROFIT/(LOSS) AFTER TAX

HK\$'000



## TOTAL ASSETS

HK\$'000



## OWNERS' EQUITY

HK\$'000



**REVENUE BY PROPRIETARY  
AND NON-PROPRIETARY BRANDS**  
HK\$'000



**REVENUE**

**HK\$1,629,059,000**

**PROFIT AFTER TAX**

**HK\$63,259,000**



# CHAIRMAN'S STATEMENT

Despite initial signs of recovery in consumer sentiment earlier in the year of 2023, there were no significant signs of V-shaped recovery and hence, Mainland China's post-COVID-19 recovery in 2023 turned out to be weaker than anticipated. The significant drop in residential property transactions – a past pillar of wealth creation. Falling property prices are still having a sizeable negative impact on wealth, given that over 60% of household wealth in Mainland China is invested in property. Other factors contributing are lower household disposable income growth, less global demand for Mainland China's export and concerns about the rising geopolitical tensions.

Despite the above challenges, we have effectively managed headwinds from unexpected factors and achieved solid and hard-earned results.

## RESULTS OVERVIEW

The Group continued to face with a complex and ever-changing operating environments in Mainland China in 2023. Even that, we recorded net profit after tax of HK\$63 million for FY2023, compared with net loss after tax of HK\$119 million for FY2022.

Revenue increased by 1.3% to HK\$1.63 billion in 2023, versus HK\$1.61 billion generated in 2022. Profit attributable to the owners of the Company in 2023 was HK\$45 million, compared with a loss attributable to the owners of the Company of HK\$111 million in 2022.

The Board resolved not to declare a final dividend for the year ended 31 December 2023 in order to preserve sufficient funds to meet the financial needs of the Group.

## BUSINESS AND MARKET DEVELOPMENT

In 2023, owing to the challenging period, the local proprietary watch brand business in Mainland China performed slightly worse than last year for the following reasons: (a) production and distribution were yet to be recovered; and (b) market sentiment and consumer confidence were yet to be re-established to pre-COVID-19 level. Apart from Rossini managed to maintain profitability, losses of EBOHR Group has been narrowed in 2023.

# CHAIRMAN'S STATEMENT

The foreign proprietary watch brand business, owing to economic tremors from the continuous adverse impact of the COVID-19, geopolitical instability and its effect on global supply chain and the profound business disruption to the key international markets, where the general demand was still weak, was yet to be recovered in 2023. Accordingly, certain measures were successfully implemented to increase the cashflow and reduce the extent of loss.

Bendura Bank's operation and performance were slightly affected by the COVID-19 due to lesser extent of communication and interaction with clients. Bendura Bank has taken various measures in the wake of COVID-19 to withstand significant operational disruptions and would closely monitor further development to ensure operational resilience through governance, business continuity planning and management of information and communication technology. While COVID-19 has brought headwinds and challenges, it has also provided tailwinds of digitalization for Bendura Bank that we intend to exploit to propel us forward.

Details of the progress we made in 2023 for individual companies and segments are set out in the Management Discussion & Analysis of this Annual Report.

## BOARD OF DIRECTORS

The Board has eventually been able to meet in a few of key markets in person in 2023. We continue to enhance our governance and culture despite the difficult circumstances.

## ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") PERFORMANCE

The Board recognizes the growing importance of ESG and oversees the ESG agenda. In accordance with the recently published requirements of the Listing Rules, we have designated an executive director to head the ESG and strengthened the relevant activities and disclosures.

## RISK MANAGEMENT

We monitor our risks and uncertainties facing the Group and formulate and adopt appropriate risk management measures against each principal risk and uncertainty. Our risk management committee has reviewed the major risks and suggested the relevant way to manage those risks. We ensure that emergency plans are ready and in place to cope with all situations, to guarantee healthy and smooth running of our business.

## OUTLOOK

Global economies growth will continue to be slow in 2024 due to high interest rates, armed conflict, climate disasters and a slowdown in the world's top economies. Higher interest rates are grinding their way through the system, wars are wreaking havoc around the world, climate disasters are becoming more and more common. As such, the global macro-economic situation in 2024 will remain challenging. However, 2024 is an election year for a number of key countries, such as US, UK and Australia, and hence the growth will take center stage as politicians and Governments are likely to enable the economies to continue growing at least in the short term.

Despite the complex and severe internal and external issues facing Mainland China, signs point towards showing long-term growth in Mainland China. This is because the country's growth model is evolving: as its economy grows and becomes more sophisticated, the returns from investments in land, capital and labour diminish. Raising productivity and increasing innovation are more difficult than building factories or bridges, while an ageing society points to a shrinking workforce. Well aware of the challenges arising from its demographic changes, the Chinese government have considered it is necessary and urgent to foster the economical growth and have been trying to cushion the economic and social impact. The Chinese government is expected to execute comprehensive macroeconomic policies, among others, such as those aimed at boosting property demand and infrastructure growth, and structural reforms to wrestle with the structural issues and achieve the target growth. The measures also include aggressively investing in advanced technology, artificial intelligence and automation. The Chinese government aims to become a robotics global power by 2025 under the Robot Plus Application Action Plan that seeks to increase the use of robots in manufacturing, agriculture, logistics, energy, healthcare, education and elderly services. The fiscal and monetary stimuli are expected to continue to play an important role in supporting the economic growth in 2024.

To confront the current challenges in Mainland China, in the tone-setting central economic work conference, President Xi advocates building a nationwide unified market in December 2023. The objectives are to have an unfettered access to market, a free flow of production factors across the country, and a fair competition without discrimination in Mainland China. It is particularly useful in retaining the foreign investors to stay onshore. The goal is to let the market play a decisive role and achieve business efficiency. Such policy would grease the wheel of domestic demand in general and hence the demand for our watches in the medium term. With crisis comes opportunities. With foresight and adjustment, economic and social engines can still drive positive and sustainable development in the years to come.

In 2024, Bendura Bank will continue focusing on expanding future markets in addition to strengthening existing core markets. The Asian business will be of the focus. The Asia desk in the Liechtenstein serves as a local contact point, in addition to the Hong Kong Representative office, for potentially interested clients and intermediaries. Bendura Bank has successfully expanded the brand presence in Asia. Bank business momentum is still supported by the strong tailwind of high interest rate. We are well positioned to take advantage of growth opportunities as we navigate a challenging external environment in 2024.

Our foundation of sound governance, risk management and taking responsibility of our people and communities give our businesses a strong platform for continued success. The Board will continue to oversee the task of striking the right balance between the opportunities and risks and keep optimizing allocation of resources, we are confident that with the strategy and actions to continue driving and indeed accelerating our goals, we will create long-term and sustainable value for our stakeholders.

## **ACKNOWLEDGEMENTS**

We would like to highlight the deep sense of share purpose among our colleagues and remarkable efforts of our colleagues again this year. Their commitment and endurance in challenging circumstances have contributed to the sustainability of the Group and for this, we are very grateful. Finally, we would like to thank our business partners, our customers and our shareholders for their loyalty and support during these challenging times.

**Hon Kwok Lung**  
*Chairman*

Hong Kong, 27 March 2024

# MANAGEMENT DISCUSSION AND ANALYSIS

	Year ended 31 December		Variation %
	2023 HK\$'000	2022 HK\$'000	
Total revenue	<b>1,629,059</b>	1,607,388	1.3
Operating expenses	<b>1,044,120</b>	1,075,037	-2.9
Gross-profit generated from non-banking and financial businesses	<b>623,219</b>	664,019	-6.1
Gross profit generated from banking and financial businesses	<b>491,839</b>	338,642	45.2
EBITDA	<b>255,878</b>	51,728	394.7
Profit/(loss) before tax	<b>83,798</b>	(110,280)	N/A
Net profit/(loss) after tax	<b>63,259</b>	(119,437)	N/A
Earnings/(loss) per share attributable to owners of the Company			
– Basic	<b>HK1.04 cents</b>	HK(2.55) cents	N/A
– Diluted	<b>HK1.04 cents</b>	HK(2.55) cents	N/A

	As at 31 December		Variation %
	2023 HK\$'000	2022 HK\$'000	
Total assets	<b>16,531,006</b>	16,157,243	2.3
Total liabilities	<b>12,165,712</b>	11,978,382	1.6
Total equity	<b>4,365,294</b>	4,178,861	4.5



## OPERATING RESULT

For the year ended 31 December 2023, the Group recorded total revenue of approximately HK\$1,629,059,000 (31 December 2022: HK\$1,607,388,000), an increase of HK\$21,671,000 or 1.3% over 2022.

Operating expenses (including selling and distribution expenses and administrative expenses) for the year ended 31 December 2023 was approximately HK\$1,044,120,000 (31 December 2022: HK\$1,075,037,000), a decrease of HK\$30,917,000 or 2.9% over 2022.

Gross profit generated from non-banking and financial businesses for the year ended 31 December 2023 was approximately HK\$623,219,000 (31 December 2022: HK\$664,019,000), a decrease of HK\$40,800,000 or 6.1% over 2022.

Gross profit generated from banking and financial businesses for the year ended 31 December 2023 was approximately HK\$491,839,000 (31 December 2022: HK\$338,642,000), an increase of HK\$153,197,000 or 45.2% over 2022.

The EBITDA for the year ended 31 December 2023 was approximately HK\$255,878,000 (31 December 2022: HK\$51,728,000), an increase of HK\$204,150,000 or 394.7% over 2022.

Net profit after tax for the year ended 31 December 2023 was approximately HK\$63,259,000 (31 December 2022: net loss after tax of HK\$119,437,000).

## PERFORMANCE

Our Group comprises three key divisions – watches and timepieces and watch accessories businesses, banking and financial businesses, and various investment businesses.



## MANAGEMENT DISCUSSION AND ANALYSIS

# WATCHES, TIMEPIECES AND WATCH ACCESSORIES BUSINESSES

### WATCHES, TIMEPIECES AND WATCH ACCESSORIES BUSINESSES

#### I.A. Local Proprietary Brands

#### Zhuhai Rossini Watch Industry Limited

#### ROSSINI'S NUMBER OF DISTRIBUTION OUTLETS

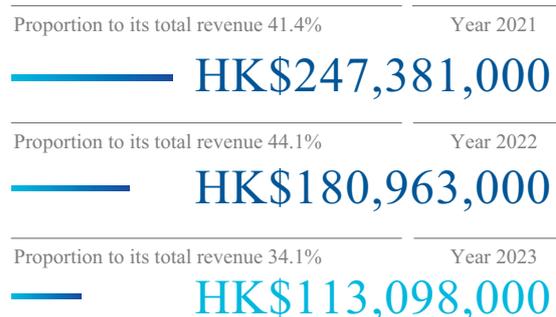
Year 2021	3,095
Year 2022	2,556
Year 2023	2,505

#### Proportions to Rossini's total revenue by different types of sales

	31 December 2023	31 December 2022	31 December 2021
Physical stores	62.5%	52.7%	55.8%
E-commerce	34.1%	44.1%	41.4%
Other	3.4%	3.2%	2.8%



### ROSSINI'S REVENUE EARNED FROM E-COMMERCE SALES



For the year ended 31 December 2023, Zhuhai Rossini Watch Industry Limited (“Rossini”), a 91% subsidiary of the Group, recorded revenue of HK\$331,389,000, a decrease of HK\$78,764,000 or 19.2% from HK\$410,153,000 in 2022. Net profit after tax attributable to owners of the Company for the year ended 31 December 2023 was HK\$34,974,000, representing an increase of HK\$7,395,000 or 26.8%, from HK\$27,579,000 in 2022.

In 2023, affected by macro factors such as the slowdown of overall economic growth in China and the impact of Sino-US trade friction, the recovery momentum of consumption in the Chinese market was lower than expected. By constantly adapting to market changes, the traditional watch industry still has grabbed hold of the opportunity to grow. Rossini seized the market opportunity using different policies and models. Rossini improved market information collection processes, kept abreast of market changes and other competing product market policies. It flexibly adjusted market strategies, including product positioning, marketing strategies, etc., and took timely response measures. At the same time, Rossini created differentiated products to adapt to multi-level market changes and improved competitiveness.

For physical stores, on one hand, Rossini opened shops in new shopping malls to ensure the market share. It placed more emphasis on counties and towns in third-tier and fourth-tier cities and urban development and expansion in fifth-tier and sixth-tier cities. On the other hand, Rossini assessed the operating conditions and qualifications of distribution customers in low-sales markets, and gradually transformed into consignment cooperation to actively promote the products' circulation and sales activities. For this reason, the number of distribution outlets has gradually decreased since 2021.

To reduce the losses, Rossini strengthened the division's legal and risk awareness, and controlled and improved the division's accountability system at the source. A total of approximately HK\$5.53 million receivables has been recovered throughout the year, and the remaining receivables from partners in arrears are also being gradually paid off. In addition, for problem receivables that have not been repaid for a long time, Rossini continues to act with the assistance of the lawyers to collect them.

The inventory of Rossini dropped by 7.8% in 2023 compared to last year by placing accurate orders, upgrading the dials of unsalable watches and speeding up the sales of unsalable watch models.

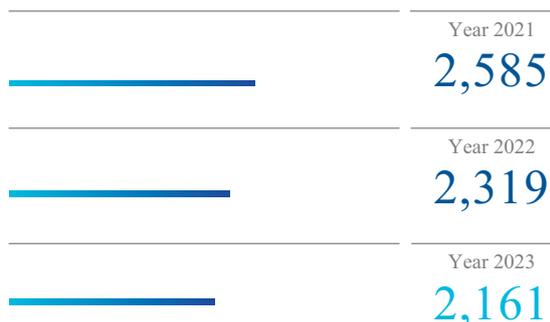
Currently, there are thirteen e-commerce independently operated stores, and Rossini has deployed a multi-channel distribution system. Mainstream e-commerce platforms such as Tmall, JD.com and Vipshop continued to maintain their ranking in domestic watch industry. Rossini deeply explored live streaming and distribution channels. Pinduoduo operated meticulously, with year-on-year growth 54%, with increased emphasis on live broadcast channels, and sales increased by 27% year-on-year. Rossini established a strict budget management system to control costs and expenditures. The overall cost of e-commerce, as a result, dropped by 25.7% compared with last year. By continuously optimizing the promotion strategy and launching core products in stores, the overall input-output ratio increased by 18.5% year-on-year. For the year ended 31 December 2023, revenue earned from e-commerce sales decreased to HK\$113,098,000 from HK\$180,963,000 comparing to last year, representing a decrease of HK\$67,865,000 or 37.5%.

The coming year 2024 is 40th anniversary of Rossini brand. New products' design in the second-half of 2023 was mainly focus on this theme. Rossini will use a marketing matrix composed of four powers, namely “brand power, channel power, product power, and execution power”, to increase sales volume. Rossini will stabilize the direct-operated stores, focus on adding new consignment stores, select rental stores, and expand customized group purchase orders. For online market, Rossini will strengthen the layout of store self-broadcasting and short videos, and make a good layout of Pinduoduo products to further increase sales and assist distribution in multi-channel distribution systems such as Pinduoduo, Douyin, and Xiaohongshu in order to expand market share.

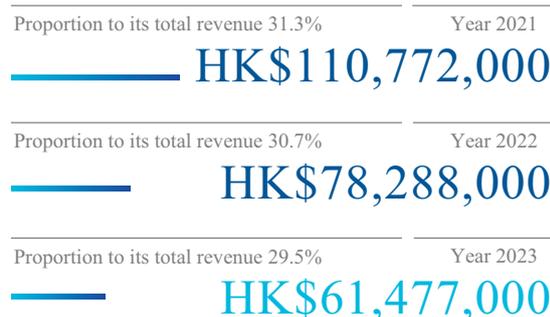
# MANAGEMENT DISCUSSION AND ANALYSIS

## EBOHR GROUP

### EBOHR'S NUMBER OF DISTRIBUTION OUTLETS



### EBOHR'S REVENUE EARNED FROM E-COMMERCE SALES



EBOHR Group is composed of EB Brand Limited, EBOHR Luxuries International Limited (“EBOHR”), Shenzhen EBOHR Luxuries Online E-commerce Co., Ltd., PAMA Precision Manufacturing Limited and Shenzhen EBOHR PAMA Sales Co., Ltd. Shenzhen EBOHR PAMA Sales Co., Ltd. has been disposed in September 2023.

Revenue from watches, timepieces and watch accessories businesses of EBOHR Group for the year ended 31 December 2023 was HK\$208,131,000, a decrease of HK\$47,267,000 or 18.5%, from HK\$255,398,000 in 2022. Net loss after tax from watches, timepieces and watch accessories businesses for the year ended 31 December 2023 was HK\$14,705,000, a decrease of HK\$9,998,000 or 40.5%, from HK\$24,703,000 in 2022.

Apart from watches, timepieces and watch accessories businesses, EBOHR Group's investment properties also contributed rental income and net profit of HK\$14,558,000 during the year ended 31 December 2023 (31 December 2022: HK\$12,061,000) which was recorded in property investments segment result.

The drop in revenue was mainly attributable for two reasons. Firstly, the adverse consequences arose from post-COVID-19 period were more intensive than expected. The economic growth was weak as a result of slow recovery. Consumers were more conservative with spending on non-necessities. Secondly, low unit price, low flow of customers into the points of sale and low sales volume were common problems in many regions, making it difficult to increase revenue.

Regarding e-commerce, the retail sales in 2023 fell compared to the previous year, leading to decrease in overall sales. For the year ended 31 December 2023, the e-commerce sales decreased to HK\$61,477,000 from HK\$78,288,000 last year, representing a decrease of HK\$16,811,000 or 21.5%. The retail sales retail amount of several major platforms showed that New Retail (live broadcasting), Xinxuan and JD.com's self-operated platforms have suffered a serious decline, especially New Retail (live broadcasting) and Xinxuan. Excluding New Retail (live broadcasting) and Xinxuan, the cumulative sales from January to December 2023 has increase slightly.

To closely monitor the inventory level of finished products, the logistics team of the marketing department worked together with the marketing planning department and branches through precise calculations, scientific and accurate forecasts of market demand, reasonable reordering, assisted by horizontal transfers between branches, and full consideration of new model substitutions and other measures. These strategies also ensured the supply of products on the market and there was no shortage of best-selling products in 2023.

Moreover, the design department made much use of inventory materials from design source and through the inter-department inventory material disposal team, including the design department, purchasing department, marketing department, customer service, warehouse, etc., conducted in-depth cleaning and active repairs, to minimize the level of inventory effectively.

EBOHR noted the importance of increasing brand awareness. In 2023, on one hand, EBOHR actively promoted brand building activities and did well in reception work for the media, government, and associations. It has received free publicity from the central media, radio, television and other media. The overall e-commerce advertising fee dropped 13% compared with last year. On the other hand, the designers joined competitions to increase the popularity of EBOHR's creative design and the reputation of EBOHR brand.

In the coming year, EBOHR will actively cooperate and support the strategy of Citychamp Group's developing sales channels, try to rent stores, develop shopping malls, and actively participate in the sales channels organized by the Citychamp Group to seize the opportunity for offline retail development. EBOHR will also enter markets in Hong Kong and Macau, the duty-free market in Hainan, and e-commerce platform such as Amazon.com to explore external markets.

#### **I.B. Foreign Proprietary Brands**

##### **ERNEST BOREL HOLDINGS LIMITED**

The Group held 57.14% equity interest in Ernest Borel Holdings Limited ("Ernest Borel", a company listed on main board of the Stock Exchange (stock code: 1856)), as at 31 December 2023.

For the year ended 31 December 2023, Ernest Borel recorded revenue of approximately HK\$164,833,000, representing an increase of HK\$34,794,000 or 26.8% over HK\$130,039,000 in 2022. Net profit after tax attributable to the owners of the Company was HK\$8,982,000, compared with net loss after tax of HK\$7,536,000 in 2022.

Ernest Borel turned a profit from loss in 2023 was mainly for two reasons. Firstly, the profit compensation to be payable by Fair Future Industrial Limited ("Fair Future", an associate of the Group) as there was a shortfall of the profit target of Gold Vantage Industrial Limited ("Gold Vantage") for the year ended 31 December 2023. Secondly, Ernest Borel actively reduced production cost, operating cost, travelling expenses and unnecessary administrative costs in a large extent.

In the global trend of digitalization, the demand for smart watches is rising. In April 2023, Ernest Borel completed the acquisition of Gold Vantage, a smart watch processing factory. Gold Vantage is determined to change and innovate, seeking to get a share of the smart watch sector and blaze a new path. The factory is mainly engaged in the business of designing, developing and manufacturing

stainless steel alloy watch cases and smart watch cases on ODM or OEM basis. The business prospects of Gold Vantage, whose products are radically different from other products of Ernest Borel, have synergistic effects with its business. It can provide necessary watch cases and other components for its watch manufacturing. Gold Vantage has extensive experience in the manufacturing and sales of smart watches, which will provide good opportunities for the diversified development of the watch industry. Ernest Borel expects that the smart watch processing business will become an important source of income in the future, and the profitability will continue to increase.

Mainland China remains as the core market of the Ernest Borel. Revenue from Mainland China was approximately HK\$132 million for the year ended 31 December 2023, accounting for approximately 80% of its total revenue.

The extensive distribution network of the Ernest Borel covers retail markets in Mainland China, Hong Kong, Macau and Southeast Asian countries. As at 31 December 2023, Ernest Borel had more than 786 POS (31 December 2022: 817 POS), comprising 633 POS in Mainland China, 37 POS in Hong Kong and Macau and 116 POS in other countries mainly in Southeast Asia and Europe.

The inventory of Ernest Borel in 2023 when compared with last year showed a clear downward trend, with 8.5% reduction. Procurement department and marketing department worked closely to fully utilize supply and demand of finished products to minimize inventory, and gradually improve efficiency in the entire supply chain operation. On one hand, the group focused on reducing inventory of movements and spare parts while ensuring sales supply. On the other hand, the departments analysed sales and inventory in real-time, separate production in stages, deliver products on demand and control cash outflow to reduce the inventory of finished products.

The business direction for the coming year is to strive to expand sales scale, seize market share, increase sales profits, and increase cash flow. Ernest Borel will focus on developing the Southeast Asian and North American markets. For the Asian market, it will focus on strengthening sales in duty-free stores in Singapore. Duty-free shops in Thailand are planned to open in second week of second quarter. Moreover, Ernest Borel will strengthen marketing integration within the group of Citychamp, in particular, the resource sharing and marketing interaction with the Corum brand with the aim to enhance the influence of the Ernest Borel brand in the global market.

# MANAGEMENT DISCUSSION AND ANALYSIS

## Other Foreign Proprietary Brands

Collectively, Corum, Eterna and The Dreyfuss Group Limited (the “Dreyfuss Group”) contributed revenue and net loss after tax for the year ended 31 December 2023 of HK\$218,379,000 (31 December 2022: HK\$255,566,000) and HK\$19,315,000 (31 December 2022: HK\$30,572,000), respectively.

Generally, Swiss high-end watches markets continued to grow in 2023 and recovered to pre-COVID-19 level. Watch exports achieved record value, increased 7.6% as compared to 2022, while the corresponding number of watches also increased.

However, Swiss franc continued to appreciate against major currencies, which directly results in Swiss watches becoming more expensive for international buyers. The geopolitical situation in Europe, with the war in Ukraine is also a factor Swiss brands had to cope with shortage of raw materials, prices increase, and as a consequence, the lead time drastically increased, putting pressure on the final delivery of our watches.

Corum took some strategic decisions to cope with this environment. To overcome the increased lead time, Corum, on one hand, raised its level of account receivables. On the other hand, it monitored globally its inventory of watches to increase the rotation of stocks as well as to generate cash. The net inventory reduced by 8% as compared to 2022.

Corum focused its strengths in producing high-end pieces. After a strategic discussion with the top management, a SWOT analysis has led to focus on the development of high-end collections above CHF150,000 retail value and above, such as on the Golden Bridges and Heritage timepieces. By adapting the marketing costs to the current business needs, Corum reduced its consolidated operating expenses by 15.3% compared with previous year.

During the year 2023, Eterna opened the Indian market, which became the most important market for Eterna. It achieved a better margin there. Eterna also penetrated into the African markets. These new partners drove the margin up, with new distribution agreement. Switzerland remained an important market, while there was a growing interest in Asia, namely with the partner in Vietnam and with Eterna (Asia) Limited (located in Hong Kong) for the Greater China markets. Within the USA, the trend was going towards online sales, with a number of potential online partners expressing interest in collaborations.

The worldwide economic situation remained challenging for the market of non-essential goods. The unresolved conflict between Russia and Ukraine has kept energy prices elevated, contributing to increased living and business costs. These factors have inevitably impacted consumer confidence and their ability to spend. The turnover of the Dreyfuss Group as a result was lower than the previous year. Although the gross profit experienced a reduction, the gross profit margin increased 3% to 60.9% as compared to previous year.

The Dreyfuss Group streamlined operations and managed costs effectively to reduce the operating overheads by approximately 6.4% compared to 2022. The cost-reduction strategy was crucial, especially given the end of the UK government furlough scheme, which previously subsidized wages. It also undertook a strategic re-evaluation of advertising fee to ensure judicious use of resources amidst a tough economic environment.

With the ongoing strategy of Just In Time (JIT) and Buy to Order methods, the Dreyfuss Group could quickly fulfill customer orders without the burden of excessive stock levels. The inventory was closely aligned with the market needs and consumer preferences, keeping stock turnover rate at a healthy level. Both the number of finished products held by the end of 2023 and the value of inventory dropped from the previous year.

United Kingdom (“UK”) is the Dreyfuss Group’s largest single market, representing 86% of its revenue for the year ended 31 December 2023. The economy went on recession and along with increased costs of fuel and energy for the families, the UK market situation was worse than previous year, leading to the closure of UK stores. The Dreyfuss Group moved to international markets accordingly. It has approached new potential distributors in India and Taiwan markets, Kuwait and Saudi Arabia markets. It was also running a new test with a chain store in USA and Rotary has the possibility to become a permanent listed brand in the retail network. It is believed that new contracts in place for permanent distributions partnership could bring additional revenues from the area.

With the launch of a new Shopify website system, the Dreyfuss Group expanded its markets beyond UK and introduced more flexible buying options. Online sales increased by 42% from 2022, with profit margins improving to 73.3% in 2023 from 71.8% in 2022. These indicated the online sales strategies through strategic collaborations and expansion into new platforms and markets were successful.

Looking ahead in 2024, the Dreyfuss Group will focus its resources on profitable sales growth opportunities in key markets such as the USA, Canada and Germany. To enhance online sales and global brand presence, the Dreyfuss Group is exploring marketplace options in the USA and Germany online platforms for sales in these regions. The aims of online campaign are to expand Rotary’s market share through strengthening brand awareness, share of search and social platforms, and increase its social media presence whilst improving engagement and building a community.

#### **I.C. Non-Proprietary Brands**

Currently, the Group holds four distribution companies. Collectively, distribution companies contributed revenue and net loss after tax for the year ended 31 December 2023 of HK\$142,890,000 (31 December 2022: HK\$156,769,000) and HK\$2,736,000 (31 December 2022: HK\$8,561,000), respectively.

#### **I.D. Watches and timepieces and watch accessories businesses – Others**

Other non-major subsidiaries of the Group are also engaged in other non-major categories of watches and timepieces and watch accessories businesses, which collectively contributed revenue and net loss after tax for the year ended 31 December 2023 of HK\$48,323,000 (31 December 2022: HK\$40,356,000) and HK\$5,005,000 (31 December 2022: HK\$3,574,000), respectively.

# MANAGEMENT DISCUSSION AND ANALYSIS

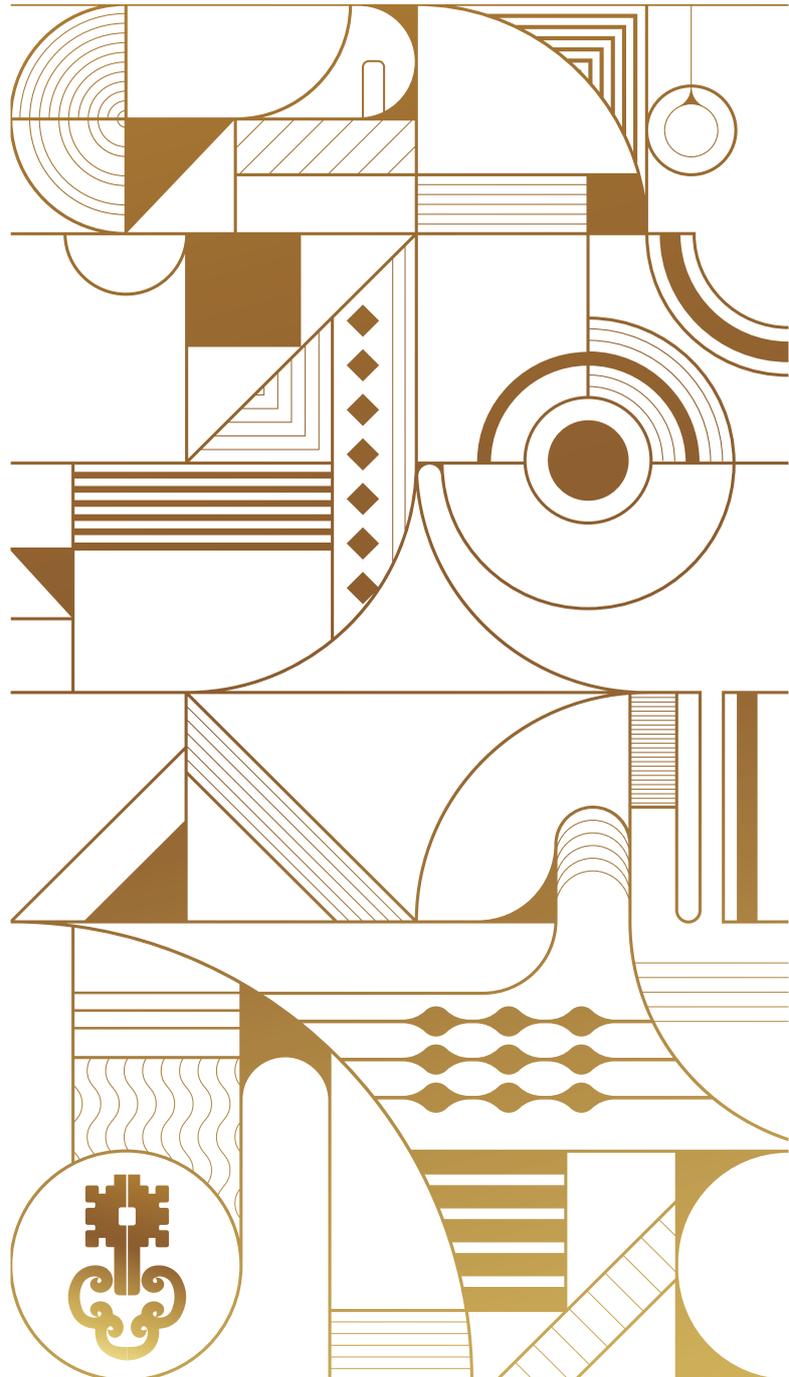
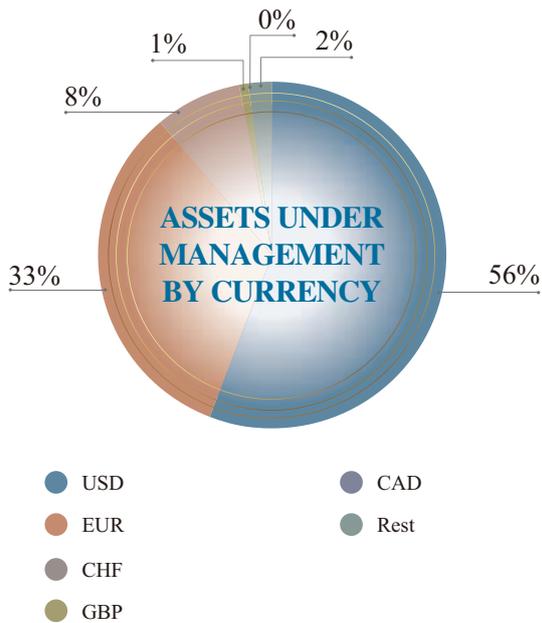
## BANKING AND FINANCIAL BUSINESS

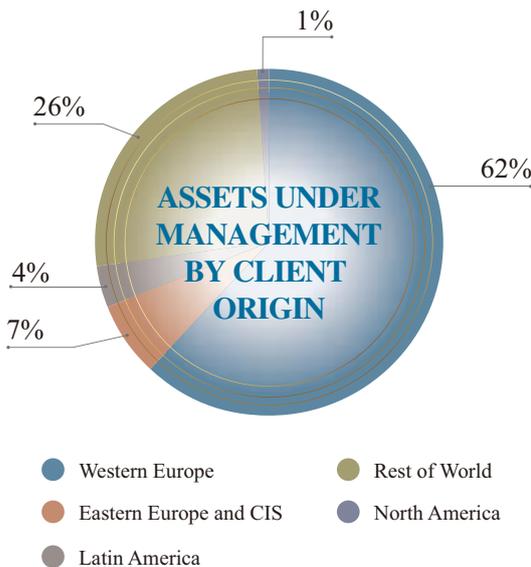
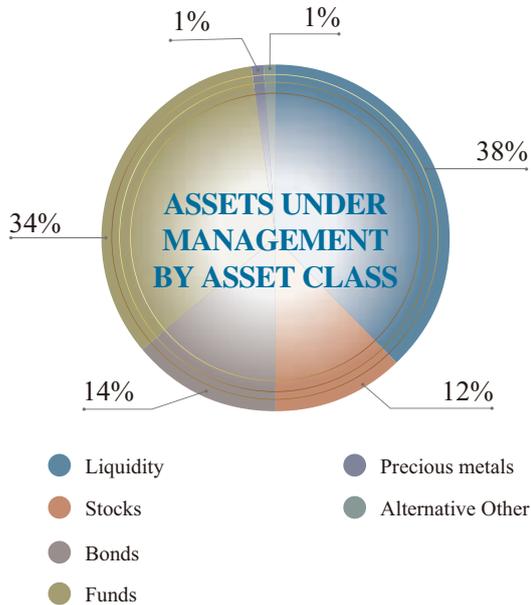
### BANKING AND FINANCIAL BUSINESS

#### II.A. BENDURA BANK AG

##### ASSETS UNDER MANAGEMENT

For the year ended	CHF'000,000
31 December 2021	4,050
31 December 2022	3,614
31 December 2023	3,318





Revenue of Bendura Bank AG (“Bendura Bank” or the “Bank”) and its subsidiaries (the “Bendura Group”) for the year ended 31 December 2023 was HK\$491,839,000, an increase of HK\$154,319,000 or 45.7% from HK\$337,520,000 over 2022. Net profit of the Bendura Group after tax attributable to owners of the Company for the year ended 31 December 2023 was HK\$104,425,000, an increase of HK\$76,535,000 or 274.4% from HK\$27,890,000 in 2022. With a sustainable and profitable business mode, the Bank continued to have a sound financial base and a healthy liquidity situation.

Net profit after tax in 2023 was well above the previous year’s level mainly due to the increase in interest income as a result of the significant rise in interest rates of major currencies. Net interest income increased by a 114% from HK\$133,526,000 in 2022 to HK\$286,001,000 in 2023.

Net income from commission and service fee activities recorded HK\$171,930,000, showing a slightly increase of 4% over the previous year. This was due to reduction in the number of client transactions and lower volume of assets under management.

Income from trading amounted to HK\$33,907,000, decreased by HK\$4,724,000 compared to the previous year while net ordinary income was increased by 36% over 2022 primarily due to the sale of a securities position.

Business expenses amounted to HK\$319,929,000, representing an increase of 16% compared to prior year, primarily due to the higher operating expenses related to the acquisition of Bendura Wealth Management (Hong Kong) Limited (formerly known as Challenge Capital Management Limited) (“Bendura Wealth”), a licensed corporation in Hong Kong which offers investment services such as dealing in securities, advice and asset management. Bendura Wealth has licences under the Securities and Futures Ordinance (“SFO”) to engaging in the following regulated activities: Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) in Hong Kong. Other reasons for the increase are project costs related to the ongoing strategy project and costs in connection with the establishment of the subsidiary BENDURA Service GmbH in Vienna.

Assets under management dropped by CHF296.8 million (equivalent to HK\$2,754.0 million) compared to previous year, ending at CHF3,317.6 million (equivalent to HK\$30,784.1 million) in 2023. The decrease was partly performance-related and partly the result of a net money outflow.



# MANAGEMENT DISCUSSION AND ANALYSIS

2023 was marked by challenges such as aggressive rate hikes by the Federal Reserve and European Central Bank, banking crises that affected numerous institutions and geopolitical tensions in the Middle East and Eastern Europe. Coupled with continuous tightening of operating requirements in particular compliance, the Bank took a very prudent approach. Accordingly, the Bank massively managed to reduce its exposure towards Credit Suisse in the period well before it was integrated into another bank. Active liquidity management ensured the Bank had extremely high liquidity.

To reduce geopolitical risks, in November 2023, the Bank further extended its business in Hong Kong and Asia through acquisition of Bendura Wealth. The goal is to use this platform to provide clients in Asia with a wider range of products and services. The representative office in Hong Kong continues to prove a great success and it will continue to act together with Bendura Wealth as perfect platform for the Bank's future business in Asia.

The shortage of qualified staff in Liechtenstein was one of the concerns to the Bank in 2023 and the Bank looked for alternatives. In the second half of 2023, the Bank founded BENDURA Service GmbH, a wholly-owned subsidiary in Vienna with five highly qualified employees. The subsidiary was primarily intended to provide services for compliance and thus improve the continuity and quality.

At the beginning of 2023, two new young yet qualified members of the Board of Management were recruited internally from the Representative Office of the Bank in Hong Kong and from the Trading & Treasury. This reflects the continuity and sustainable personnel orientation of the Bank. The Bank is equipped with a wide spectrum of skill sets and experience particularly relevant to the sustainable growth of the Bank.

Looking ahead, with newly acquired Bendura Wealth, it is expected wealth management will be further expanded in Hong Kong and Asia. The Bank will closely monitor the development to enhance customer experience and boost sales efforts and brand awareness through online marketing.

## III.A Listed Equity Investment

### (1) Citychamp Dartong Company Limited

As at 31 December 2023, financial assets at fair value through other comprehensive income of the Group was HK\$285,627,000. HK\$25,342,000 was related to the listed equity investment in the equity share of Citychamp Dartong Company Limited ("Citychamp

Dartong"). Citychamp Dartong is a company listed on the Shanghai Stock Exchange (stock code: 600067) and mainly engaged in real estate, electromagnetic wire, new energy and other businesses. As at 31 December 2023, the Group owned 9,154,370 shares of Citychamp Dartong at the market price of RMB2.51 per share (equivalent to HK\$2.77 per share) with the fair value of HK\$25,342,000. The shares held by the Group accounted for 0.66% of the total issued share capital of Citychamp Dartong as at 31 December 2023. Such fair value accounted for 0.2% of the Group's total assets.

The Group incurred a net loss on fair value change through other comprehensive income in investment in Citychamp Dartong of HK\$6,781,000 for the year ended 31 December 2023, as a result of decrease in the share price of Citychamp Dartong from RMB3.10 (equivalent to HK\$3.51) as at 1 January 2023 to RMB2.51 (equivalent to HK\$2.77) as at 31 December 2023. No dividend income from Citychamp Dartong was recognised by the Group for the year ended 31 December 2023 (2022: nil).

### (2) Min Xin Holdings Limited

Investment in Min Xin Holdings Limited ("Min Xin", a company listed on the main board of the Stock Exchange (stock code: 222)) was measured at fair value through other comprehensive income. The Company intends to hold the investment on a long-term basis.

Min Xin is a company engaged in financial services, insurance, property investment and strategic investment. As at 31 December 2023, the investment in Min Xin was HK\$254,754,000 (i.e. 88,150,000 shares at the market price of HK\$2.89 per share as at 31 December 2023). Such fair value of the investment accounted for 1.5% of the Group's total assets. The shares held by the Company accounted for 14.76% of the total issued share capital of Min Xin as at 31 December 2023.

The Company incurred a net loss on fair value change in Min Xin's investment of HK\$3,526,000 for the year ended 31 December 2023 (31 December 2022: net loss of HK\$92,557,000), as a result of decrease in the share price of Min Xin from HK\$2.93 as at 1 January 2023 to HK\$2.89 as at 31 December 2023. For the year ended 31 December 2023, the Company's dividend income from Min Xin was HK\$10,578,000 (2022: HK\$10,578,000).

### III.B Property Investment

The properties in Mainland China and Hong Kong owned by the Group have been leased out, with stable stream of rental income to the Group for the year ended 31 December 2023 under review. During the year ended 31 December 2023, these investment properties generated rental income of HK\$23,275,000 (31 December 2022: HK\$20,465,000). Net profit after tax from the property investment business for the year ended 31 December 2023 was HK\$17,671,000 (31 December 2022: HK\$7,239,000).

## HEADQUARTER AND OTHERS

Losses from administrative expenses, finance costs and income tax of the headquarter and other non-major subsidiaries and/or non-major categories of businesses for the year ended 31 December 2023 was HK\$79,191,000 (31 December 2022: HK\$96,605,000).

## FINANCIAL POSITION

### (1) Liquidity, Financial Resources and Capital Structure

As at 31 December 2023, the Group had non-pledged cash and bank balances of approximately HK\$3,749,474,000 (31 December 2022: HK\$4,314,638,000). Based on the borrowings of HK\$681,254,000 (31 December 2022: HK\$958,135,000), due to a shareholder of HK\$9,025,000 (31 December 2022: HK\$12,000,000), due to directors of HK\$66,772,000 (31 December 2022: HK\$81,515,000), due to a related company of HK\$148,000,000 (31 December 2022: HK\$148,000,000), due to an associate of HK\$50,000,000 (31 December 2022: HK\$10,000,000) and shareholders' equity of HK\$4,166,700,000 (31 December 2022: HK\$4,012,813,000), the Group's gearing ratio (being borrowings plus due to a shareholder, directors, a related company and an associate divided by shareholders' equity) was 22.9% (31 December 2022: 30%).

### (2) Charge on assets

As at 31 December 2023, the Group's borrowings were mainly secured by:

- (a) corporate guarantees provided by certain subsidiaries within the Group;
- (b) equity interest of certain subsidiaries within the Group; and
- (c) a legal charge over the Group's property, plant and equipment with the carrying amount of HK\$252,528,000 (2022: HK\$259,439,000).

### (3) Capital commitment

Capital commitments as at 31 December 2023 were approximately HK\$270,000,000 in total (31 December 2022: HK\$270,000,000), for investment in an associate – Citychamp Allied International Limited and purchase of property, plant and equipment.

Except for the above, the Group had no other material capital commitments as at 31 December 2023.

# MANAGEMENT DISCUSSION AND ANALYSIS

## FINANCIAL REVIEW

### (1) Total assets

Total assets increased to HK\$16,531,006,000 as at 31 December 2023 from HK\$16,157,243,000 as at 31 December 2022.

#### Cash and deposits

	<b>31 December 2023</b>	31 December 2022	<b>Increase/(decrease)</b>	
	<b>HK\$'000</b>	HK\$'000	Amount	%
			HK\$'000	
Cash and bank balances	<b>66,625</b>	75,452	(8,827)	(11.7)
Cash held on behalf of clients	<b>6,957</b>	–	6,957	100
Sight deposits with central banks	<b>3,687,849</b>	4,239,186	(551,337)	(13.0)

#### Due from banks

	<b>31 December 2023</b>	31 December 2022	<b>Increase/(decrease)</b>	
	<b>HK\$'000</b>	HK\$'000	Amount	%
			HK\$'000	
Due from banks on a daily basis	<b>1,908,088</b>	1,594,134	313,954	19.7
Due from banks other claims	<b>185,560</b>	127,947	57,613	45.0
Due from banks – precious metal	<b>130,989</b>	208,223	(77,234)	37.1
Valuation adjustments	<b>(1,669)</b>	(664)	(1,005)	(151.4)

**(2) Investments**

The investment as at 31 December 2023 included (a) trading portfolio investments of HK\$27,558,000; (b) derivative financial assets of HK\$5,136,000; (c) financial assets at amortised cost of HK\$1,878,805,000; and (d) financial assets at fair value through other comprehensive income of HK\$285,627,000 (the “Investments”).

**(a) Trading portfolio investments of HK\$27,558,000**

	<b>31 December 2023 HK\$'000</b>	31 December 2022 HK\$'000
<b>Equity Instruments</b>		
Listed equity instruments in Hong Kong at market value	629	451
Listed equity instruments outside Hong Kong at market value	–	586
<b>Total equity instruments</b>	<b>629</b>	1,037
<b>Debt instruments</b>		
Unlisted debt instruments of financial institutions	189	190
<b>Total debt instruments</b>	<b>189</b>	190
<b>Investment fund units</b>		
Unlisted investment fund units	19,890	20,186
<b>Total investment fund units</b>	<b>19,890</b>	20,186
<b>Investments in other financial products</b>	<b>6,850</b>	6,680
<b>Total trading portfolio investments</b>	<b>27,558</b>	28,093

It is the objective of the Group to maintain certain level of liquidity in the form of trading portfolio investments for unplanned capital expenditure. The liquidity is usually parked with the listed equities in order to generate short-term return.

As at 31 December 2023, there were HK\$629,000 invested in a variety of listed equities in Hong Kong.

The debt instruments of HK\$189,000 invested in the Mainland China by a PRC company.

Trading assets of CHF1.0 million (equivalent to HK\$8,876,000) represents the single investment by Bendura Bank in the form of an unlisted investment fund. Bendura Bank acquired above trading assets from a professional counterparty in March 2019. The investment policy of Bendura Bank includes strict implementation of the investment process and is subject to constant review by the investment committee.

Investments in other financial products consist of the financial product investments of HK\$6,850,000 invested by Eternal Brands.

## MANAGEMENT DISCUSSION AND ANALYSIS

(b) **Derivative financial assets of HK\$5,136,000**

	<b>31 December 2023 HK\$'000</b>	31 December 2022 HK\$'000
<b>Derivative financial assets</b>		
Forward and option contracts	<b>5,136</b>	2,888

In the derivative financial assets of HK\$5,136,000, there were forward and option contracts conducted by Bendura Bank.

Bendura Bank offers derivative products including currency forwards and swaps to its clients. These derivative positions were managed through entering back-to-back deals with external parties to ensure that remaining exposures are within acceptable risk levels. First-rate banks serve as counterparties, as is generally the case in trading business. It is not the objective of Bendura Bank to speculate the gain on the change in the price by conducting forward and option contracts without having invested in the underlying assets.

As at 31 December 2023, forward contracts of HK\$5,136,000, whereof approximately HK\$3 million relate to FX swaps entered by Bendura Bank. Based upon risk/return considerations, client deposits denominated in foreign currencies were, in part, no longer invested on the interbank market but were swapped into Swiss francs or Euro using currency swaps and deposited with the Swiss National Bank (SNB) and Austrian National bank (OenB) accordingly. Income from the interest component of currency swaps exceeded the expense of SNB/OenB negative interest and the reduced level of interest from banks.

At as 31 December 2022, derivative financial assets of HK\$2,888,000 related to forward and option contracts were conducted by Bendura Bank.

## (c) Other financial assets at amortised cost of HK\$1,878,805,000

	31 December 2023 HK\$'000	31 December 2022 HK\$'000
<b>Listed debt instruments, at amortised cost</b>		
<i>Issued by:</i>		
Governments and public sector	891,891	229,862
Financial institutions	430,835	901,527
Corporations	556,079	440,336
	<b>1,878,805</b>	1,571,725

Bendura Bank invested in listed debt instruments issued by government and public sector, financial institutions and corporations amounting to HK\$1,878,805,000. The portfolio was composed of 94 listed debt instruments with different maturity, geography, segment and currency and hence, diversification is ensured. Almost all listed debt instruments were considered upper-medium-grade and are subject to low credit risk. The average remaining term of the HTM portfolio is 2.40 years, while the modified duration of the portfolio is only 1.50%. Largest single investments are bonds issued by ESM Treasury Bill matured in May 2024 (CHF25 million) and ESM Treasury Bill matured in February 2024 (CHF12 million). Both issuers are triple-A rated. Risk concentration is analyzed and presented to the senior management on a monthly basis.

Relatively major listed debt instruments as at 31 December 2023 are as follows:

Issuer	Nature of interest rate	Sector	Maturity date	Value (CHF'000)
Kfw	Fixed	Financial corporations	15 March 2028	4,633
Asian Infrastructure Inv	Fixed	Financial corporations	14 February 2028	4,907
Nestle Holdings Inc	Fixed	Non-financial corporations	13 March 2026	5,898
Amazon.com Inc	Fixed	Non-financial corporations	12 May 2026	6,713
Henkel AG & Co KGaA	Fixed	Non-financial corporations	17 November 2026	6,716
Intl Bk Recon & Develop	Fixed	Financial corporations	19 March 2024	8,409
DBS Bank Ltd	Fixed	Financial corporations	26 October 2026	8,410
ESM Tbill	Zero Coupon	General governments	22 February 2024	12,007
ESM Tbill	Zero Coupon	General governments	23 May 2024	24,703
Others				120,083
Total				202,479
HKD Equivalent to (in '000)				1,878,805

Collectively, listed debt instruments, at amortised cost accounted for 11.4% of the Group's total assets.

## MANAGEMENT DISCUSSION AND ANALYSIS

As at 31 December 2022, Bendura Bank invested in listed debt instruments issued by government and public sector, financial institutions and corporations amounting to HK\$1,571,725,000, the portfolio was composed of 97 listed debt instruments with different maturity, geography, segment and currency and hence, diversification is ensured. Almost all listed debt instruments were considered upper-medium grade and are subject to low credit risk. Largest single investments are bond issued by International Bank of Reconstruction and Development (CHF9 million) and ESM Treasury Bill (CHF13 million). Both are triple-A issuers. Risk concentration is analyzed and presented to the senior management on a monthly basis.

Relatively major listed debt instruments as at 31 December 2022 are as follows:

Issuer	Nature of interest rate	Sector	Maturity date	Value (CHF'000)
IBM Corp	Fixed	Non-financial corporations	15 May 2024	4,501
State of Qatar	Fixed	General governments	14 March 2024	4,531
EFSF	Fixed	Financial corporations	15 December 2025	4,749
Bank of Montreal	Fixed	Financial corporations	22 December 2023	4,929
Amazon.com Inc	Fixed	Non-financial corporations	12 May 2026	6,571
Henkel AG & Co KGaA	Fixed	Non-financial corporations	17 November 2026	6,575
DBS Bank Ltd	Fixed	Financial corporations	26 October 2026	8,206
Intl Bk Recon & Develop	Fixed	Financial corporations	19 March 2024	9,005
ESM Tbill	Zero Coupon	General governments	16 March 2023	12,815
Others				124,219
Total				186,101
HKD Equivalent to (in '000)				1,571,725

### (d) Other financial assets at fair value through other comprehensive income of HK\$285,627,000

	31 December 2023 HK\$'000	31 December 2022 HK\$'000
Listed equity instruments in Hong Kong	254,754	258,280
Listed equity instruments outside Hong Kong	25,342	32,124
Unlisted equity investment	5,531	5,676
	<b>285,627</b>	296,080

Listed equity instruments of HK\$25,342,000 related to investment in Citychamp Dartong and HK\$254,754,000 related to investment in Min Xin. Details of investments in Citychamp Dartong and Min Xin are set out from pages 19 to 20 of this report.

**(3) Goodwill and Intangible assets****(a) Goodwill**

Goodwill is arising from business combinations, and capitalised as assets in the consolidated statement of financial position. The Group engages professional valuer to conduct impairment testing on individual cash generating units (“CGUs”) every financial year. As at 31 December 2023, the net carrying amount of goodwill was HK\$1,150,672,000 (As at 31 December 2022: HK\$1,092,012,000), which mainly composed of the following CGUs:

		<b>31 December 2023</b>	31 December 2022
<b>Segment</b>		<b>HK\$'000</b>	<b>HK\$'000</b>
Zhuhai Rossini Watch Industry Limited	Watches and timepieces	<b>603,646</b>	619,546
Bendura Group	Banking Business	<b>284,703</b>	259,131
Ernest Borel Group	Watches and timepieces	<b>234,389</b>	213,335
Gold Vantage Group	Watches and timepieces	<b>27,934</b>	–
<b>Total</b>		<b>1,150,672</b>	1,092,012

The change in Goodwill for Zhuhai Rossini Watch Industry Limited, Bondara Group and Ernest Borel Group was solely due to the exchange rate difference between foreign currencies and Hong Kong Dollar as at 31 December 2022 and 31 December 2023 respectively.

**(b) Intangible assets**

Intangible assets are arising from business combinations, and capitalised as assets in the consolidated statement of financial position. They included supplier and distribution networks, brand names, patents and trading rights. As at 31 December 2023, the net carry amount of intangible assets was HK\$105,693,000 (As at 31 December 2022: HK\$43,254,000), which allocated to the following category:

	<b>31 December 2023</b>	31 December 2022
	<b>HK\$'000</b>	<b>HK\$'000</b>
Supplier and distribution networks	–	–
Brand Names	<b>46,302</b>	43,254
Trading Rights	–	–
Computer Software	<b>880</b>	–
Customer relationship	<b>41,805</b>	–
Technical knowhow	<b>16,706</b>	–
<b>Total</b>	<b>105,693</b>	43,254

Brand name with indefinite useful lives amounted to HK\$46,302,000 are attributable to the CGU of Ernest Borel Group and the decrease in the value of brand names was solely due to the exchange rate difference between foreign currency and Hong Kong Dollar as at 31 December 2022 and 31 December 2023 respectively.

## MANAGEMENT DISCUSSION AND ANALYSIS

### (4) Total liabilities

Total liabilities increased to HK\$12,165,712,000 as at 31 December 2023 from HK\$11,978,382,000 as at 31 December 2022, mainly attributable to a increase in due to clients.

#### Due to clients

	31 December 2023 HK\$'000	31 December 2022 HK\$'000	Increase/(decrease) Amount HK\$'000	%
Due to clients – precious metals	131,180	208,435	(77,255)	(37.1)
Other amounts due to clients, mainly bank deposits	10,024,131	9,779,243	244,888	2.5

### (5) Gross profit from non-banking and financial businesses

Gross profit from non-banking and financial businesses was HK\$623,219,000, a decrease of HK\$40,800,000, or 6.1%.

### (6) EBITDA

EBITDA was HK\$255,878,000, an increase of HK\$204,150,000 or 394.7%.

### (7) Selling and distribution expenses

Total selling and distribution expenses was HK\$376,358,000, a decrease of HK\$72,085,000 or 16.1%.

### (8) Administrative expenses

Total administrative expenses was HK\$667,762,000, an increase of HK\$41,168,000 or 6.6%.

### (9) Share of profit of associates

The share of profit of associates is mainly arising from the share of profit from Fair Future and its subsidiaries, a 25% owned associate of the Group, was HK\$13,842,000, representing a decrease of HK\$2,898,000 or 17.3%. Fair Future is one of the leading OEM quartz watch manufacturers in Mainland China.

### (10) Finance costs from non-banking business

Finance costs from non-banking business was HK\$78,242,000, representing an increase of HK\$7,710,000 or 10.9%. It was composed of the interest charged on corporate bonds and the interest charged on bank borrowings, bank overdrafts and lease liabilities.

### (11) Gain attributable to owners of the Company

Gain attributable to owners of the Company was HK\$45,100,000 (31 December 2022: loss of HK\$111,051,000) for the year ended 31 December 2023.

### (12) Inventories

Inventories was HK\$1,805,899,000, a decrease of HK\$130,024,000 or 6.7%.

## OUTLOOK

In 2024, growth and politics will take center stage. In view of the elections of the heads of states for countries such as US, UK and Australia, the central banks across the globe are likely to be more growth oriented rather than focusing on controlling inflation against a backdrop of trade and geopolitical tensions.

The macroeconomic situation of Mainland China in 2024 will remain challenging. Mainland China is still dogged by the weakness in the property prices, global demand for Mainland China's exports, and the geopolitical tensions. Relationships between the Mainland China and US are likely to be challenging as the world is splintering into rival blocs and spheres of influence. Coupled with the lower disposable income growth and higher level of unemployment, consumer confidence is significantly affected. The sluggish consumer spending has been a key factor hindering a stronger recovery for the demand for our watches.

A series of measures aimed at boosting property demand was introduced, followed by various measures wrestling with many structural issues and much stronger fiscal stimulus to support infrastructure growth. One of the most recent measures is to build a nationwide unified market. The long-term prospects of the Chinese market remain robust.

## EMPLOYEES AND REMUNERATION POLICY

Our sustained success would not be possible without the high levels of expertise, professionalism and commitment shown by our employees. As at 31 December 2023, the Group had approximately 3,050 staff in Hong Kong and Mainland China (as at 31 December 2022: 3,600 staff) and approximately 178 staff in Europe (as at 31 December 2022: 250 staff). The remuneration packages offered to the employees were determined and reviewed on an arm's length basis with reference to the market condition and individual performance. The Group also provides other benefits to its employees, including year-end double pay, medical insurance and retirement benefits, and incentive bonuses are offered with reference to the Group's operating results and employees' individual performance. All employees of the Group in Hong Kong have joined the provident fund schemes. Employees of Group's subsidiaries in Mainland China also have participated in social insurance scheme administrated and operated by local authorities and contributions were made according to the local laws and regulations. Total staff costs, including Directors' emoluments, of the Group amounted to approximately HK\$531,227,000 during the year ended 31 December 2023 (2022: approximately HK\$583,919,000).

## APPRECIATION

Our financial performance and strategic moves reflected the joint efforts of the board and management in successfully pursuing our mission. I would like to express my deep gratitude to our employees, customers, suppliers, bankers, professional consultants, business partners, and shareholders for their support.

**Siu Chun Wa**

*Executive Director and Chief Executive Officer*

Hong Kong, 27 March 2024

# DIRECTORS AND SENIOR MANAGEMENT

## EXECUTIVE DIRECTORS

### **HON Kwok Lung, BBS**

*Chairman*



Mr. Hon Kwok Lung, aged 69, joined the Board in April 2004. He is the chairman of the nomination committee and a member of the remuneration committee of the Company. Mr. Hon was the chairman of Citychamp Dartong Company Limited (“Citychamp Dartong”, the shares of which are listed on the Shanghai Stock Exchange with stock code 600067 in Mainland China) during the period from November 2001 to January 2017. Mr. Hon is still the actual controller of Citychamp Dartong. Citychamp Dartong is principally engaged in real estate, electromagnetic wire, new energy and other businesses in Mainland China. Mr. Hon has extensive business experience in Mainland China, Hong Kong and Europe. Mr. Hon is an Executive Member of All-China Federation of Returned Overseas Chinese Committee and the Executive Vice President of China Federation of Overseas Chinese Entrepreneurs. Mr. Hon is also appointed as director of various subsidiaries of the Company, including Bendura Bank AG. Mr. Hon is the father of Mr. Hon Hau Wong, father-in-law of Ms. Sit Lai Hei and Mr. Teguh Halim.

### **SIU Chun Wa**

*Chief Executive Officer*

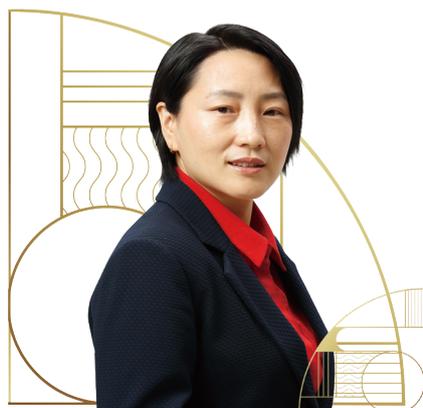


Mr. Siu Chun Wa, aged 62, joined the Board as executive director and Co-Chief Executive Officer in January 2022. He has been re-designated as Chief Executive Officer of the Company with effect from 27 March 2024. He is a member of the nomination committee, the remuneration committee and the risk management committee of the Company. He holds a master’s degree in management from Dongbei University of Finance and Economics in China. Mr. Siu has extensive knowledge and rich experience in corporate and investment management. Mr. Siu successively served as the assistant to president, director, vice president and secretary to the board of directors of First Capital Securities Co., Ltd. (a company listed on the Shenzhen Stock Exchange, stock code: 002797). He also held the positions including the chairman, general manager of Beijing Decheng Xingye Real Estate Development Co., Ltd. Mr. Siu was the chairman of the supervisory committee of Dartong (Fujian) Advanced Materials Co., Ltd., a subsidiary of Citychamp Dartong (the shares of which are listed on the Shanghai Stock Exchange). Mr. Siu is also appointed as director of various subsidiaries of the Company.



### SHI Tao

Mr. Shi Tao, aged 60, joined the Board in April 2004. Mr. Shi holds a bachelor's degree in engineering from Tsinghua University and a master's degree in engineering from Wuhan University of Technology (formerly known as Wuhan Industrial University). Mr. Shi has many years of business experience in Mainland China. He was an executive director of China Development Bank International Investment Limited (a company listed on the main board of the Stock Exchange, Stock Code: 1062). Mr. Shi is a member of the risk management committee of the Company and director of various subsidiaries of the Company.



### SIT Lai Hei

Ms. Sit Lai Hei, aged 46, obtained an Executive Master of Business Administration from Peking University, joined the Board in November 2004. She was appointed as a Non-executive Director of the Company in November 2004 and re-designated as an Executive Director of the Company on 26 March 2012. Ms. Sit is also a director of Citychamp Dartong (the shares of which are listed on the Shanghai Stock Exchange), and the chairman of Fujian Fengrong Investment Co., Ltd. Ms. Sit is the daughter-in-law of Mr. Hon Kwok Lung and sister-in-law of Mr. Hon Hau Wong and Mr. Teguh Halim. Ms. Sit is also as a director of various subsidiaries of the Company.



### HON Hau Wong

Mr. Hon Hau Wong, aged 46, joined the Board in August 2014. Mr. Hon graduated from Tongji University and holds a bachelor's degree in Engineering Management. He had also served as the deputy chairman of Citychamp Dartong, the shares of which are listed on the Shanghai Stock Exchange, since August 2006, and have been elected to be the chairman of Citychamp Dartong since January 2017. He has extensive experience in the real estate industry in Mainland China. He is currently a member of Fujian Province Committee of the Chinese People's Political Consultative Conference and a standing member of Beijing Haidian Committee of the Chinese People's Political Consultative Conference. Mr. Hon Hau Wong is the son of Mr. Hon Kwok Lung and brother-in-law of Ms. Sit Lai Hei and Mr. Teguh Halim.



### Teguh HALIM

Mr. Teguh Halim, aged 42, joined the Group in October 2008 and has been appointed as an Executive Director of the Company since 23 January 2018, and also is the chairman of the risk management committee of the Company. Before being appointed as an Executive Director of the Company, he was a Vice President of the Company. Mr. Halim has been appointed as director of Bendura Bank AG, subsidiary of the Company, in June 2023. He is also the director of several subsidiaries of the Company engaged in watch business and is responsible for overseeing and supervising M&A projects for the Group. Mr. Halim has also been appointed as the executive director and vice chairman of Ernest Borel Holdings Limited ("Ernest Borel", a company listed on the main board of the Stock Exchange, Stock Code: 1856), a subsidiary of the Company, with effect from 12 October 2018 and has been re-designated as chairman of Ernest Borel with effect from 5 January 2022. He has gained years of experience in the watch industry and financial business management. Mr. Halim graduated from Ohio State University as bachelor of science in business administration majoring in accounting. Mr. Halim is the son-in-law of Mr. Hon Kwok Lung, and brother-in-law of Ms. Sit Lai Hei and Mr. Hon Hau Wong.

## INDEPENDENT NON-EXECUTIVE DIRECTORS



### **KWONG Chun Wai, Michael**

Dr. Kwong Chun Wai, Michael, aged 59, joined the Board in April 2004 and is a member of the audit committee, the remuneration committee and the nomination committee of the Company. Dr. Kwong is a fellow of the International Institute of Management, a member of the Hong Kong Institute of Marketing, a business strategist specialising in the area of marketing and business administration. Dr. Kwong obtained a Bachelor of arts degree with honours in philosophy from the University of Nottingham in the United Kingdom in 1987 and a Doctorate degree in business administration from Newport University (US) in 2001.



### **ZHANG Bin**

Mr. Zhang Bin (formerly known as Zhang Sheng), aged 59, joined the Board in November 2014 and is a member of the audit committee, the remuneration committee and the nomination committee of the Company. Mr. Zhang is currently a partner of Beijing Hylands Law Firm (“Hylands”). He obtained a degree of Bachelor of Laws from Fudan University in Shanghai in 1986 and was qualified as a lawyer in China in 1988 and had served as a legal advisor in a large scale state-owned enterprise for years upon his graduation. Before joining Hylands in 2008, he worked in law firms in Beijing, London and Hong Kong. He has also been appointed as an independent non-executive director of Ernest Borel (whose shares are listed on the main board of the Stock Exchange), a subsidiary of the Company, with effect from 26 April 2023. Mr. Zhang is involved in a wide range of areas of practice and has accumulated tremendous experiences in legal affairs in respect of financial investments, real estates and intellectual property rights.

## INDEPENDENT NON-EXECUTIVE DIRECTORS

### KAM, Eddie Shing Cheuk

Mr. Kam, Eddie Shing Cheuk (formerly known as Kam Leung Ming), aged 49, joined the Board in November 2020 and is the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Company. He holds a bachelor's degree in accountancy and a master's degree in corporate governance from the Hong Kong Polytechnic University. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of The Institute of Chartered Accountants in England and Wales, an associate member of The Hong Kong Chartered Governance Institute and an associate member of The Chartered Governance Institute. Mr. Kam has over 25 years of experience in auditing, professional accounting and worked for several Hong Kong listed companies of various industries and served senior roles in financial management and secretarial functions.

Mr. Kam is currently an executive director and a chief executive officer of Get Nice Holdings Limited (a company listed on the main board of the Stock Exchange, Stock Code: 64); an independent non-executive director of Ever Harvest Group Holdings Limited (a company listed on the main board of the Stock Exchange, Stock Code: 1549), Genes Tech Group Holdings Company Limited (a company listed on the Growth Enterprise Market of the Stock Exchange, Stock Code: 8257) and Panagaea Connectivity Technology Limited ("Panagaea Connectivity", a company listed on the main board of the Stock Exchange, Stock Code: 1473).

Mr. Kam was a non-executive director of Panagaea Connectivity during the period from 17 June 2019 to 1 October 2023; an independent non-executive director of AVIC Joy Holdings (HK) Limited (a company listed on the main board of the Stock Exchange, Stock Code: 260) during the period from April 2022 to August 2022; an independent non-executive director of Xiezhong International Holdings Limited (a company previously listed on the main board of the Stock Exchange, Stock Code: 3663) during the period from December 2020 to July 2021; an independent non-executive director of Casablanca Group Limited (a company listed on the main board of the Stock Exchange, Stock Code: 2223) from April 2015 to May 2017 and an executive director of Get Nice Financial Group Limited (a company listed on the main board of the Stock Exchange, Stock Code: 1469) from September 2015 to April 2017.

Mr. Kam was appointed as a council member of the sixth term of the Guangzhou Overseas Friendship Association Committee in March 2013 and a council member of the seventh term of Shenzhen Overseas Friendship Association Committee in 2017. He was also appointed as a committee member of the Chinese People's Political Consultative Conference Shanghai Committee (Baoshan District) in December 2016.

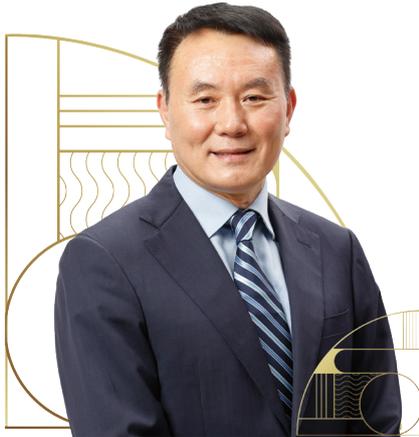


## SENIOR MANAGEMENT



### FONG Chi Wah

Mr. Fong Chi Wah, aged 61, is the Chief Financial Officer and Company Secretary of the Company. He joined the Company in September 2004. Mr. Fong is also a director of various subsidiaries of the Company, including Bendura Bank AG. Mr. Fong is a fellow member of HKICPA, a fellow member of CPA Australia, a Chartered Financial Analyst, a member of the Institute of Certified Management Accountants, Australia and a fellow of the Hong Kong Institute of Directors. Mr. Fong has over 27 years of extensive experience in various sectors of the financial industry, including direct investment, project and structured finance, and capital markets with focus on Mainland China and Hong Kong. Mr. Fong is currently an independent non-executive director of China Youzan Limited (a company listed on the main board of the Stock Exchange, Stock Code: 8083). Mr. Fong was a director of Baring Capital (China) Management Limited and held various management positions in ING Bank.



### LYN Jun

Mr. Lyu Jun, aged 60, has been appointed as the Vice President of the Company since October 2014. He currently serves as the general manager of Guangzhou Five Goat Watch Company Limited, the chairman of The Dreyfuss Group Limited and the CEO of Eterna Movement AG, all of which are subsidiaries of the Company. Mr. Lyu holds a master's degree in Executive Master of Business Administration from Tianjin University of Finance & Economics. He had been working for Tianjin Watch Factory (currently known as Tianjin Seagull Watch Co., Ltd, "Tianjin Seagull") since 1983 and acting as the General Manager of Tianjin Seagull for almost four years before joining the Company. Mr. Lyu has engaged in the domestic and overseas watch industry for more than 40 years and possesses tremendous experiences in business administration and international trading.



### LAM Lai

Ms. Lam Lai, aged 45, has been appointed as the Vice President of the Company in April 2021. She is also the director of various subsidiaries of the Company, including Bendura Bank AG and VGB Limited. Ms. Lam joined the Company in 2008 and served as investment manager and CEO assistant, mainly responsible for merger and acquisition projects as well as business development. Ms. Lam is currently an executive director and authorized representative of Ernest Borel (a company listed on the main board of the Stock Exchange), a subsidiary of the Company, and a non-executive director of Dragon Mining Limited (a company listed on the main board of the Stock Exchange, Stock Code: 1712). Ms. Lam graduated from University of Western Sydney in 2001 with a bachelor degree of business majoring in marketing.

# CORPORATE GOVERNANCE REPORT

## CORPORATE GOVERNANCE CODE

Citychamp Watch & Jewellery Group Limited (the “Company” or “Citychamp”) and its subsidiaries (the “Group”) are committed to maintain a standard of corporate governance that is consistent with market practices.

The Company has applied the principles and complied with all the applicable code provisions of the Corporate Governance Code (“CG Code”) as set out in Appendix C1 to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) for the year ended 31 December 2023 except with the deviations disclosed below:

### CG Code provision C.1.6

CG Code provision C.1.6 stipulates that independent non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders. An independent non-executive director of the Company (the “Independent Non-executive Director”) did not attend the annual general meeting of the Company held on 23 May 2023 (the “2023 AGM”) due to his other business engagement. The remaining Independent Non-executive Directors were presented and were available to answer the questions at the 2023 AGM.

The Independent Non-executive Directors will endeavour to attend all future general meetings of the Company unless unexpected or special circumstances preventing them from doing so. The board of directors of the Company (the “Board”) will continuously review and improve the corporate governance practices and standards of the Company to ensure that business activities and decision-making processes are properly regulated.

### CG Code provision C.5.1

CG Code provision C.5.1 stipulates that the board should meet regularly and board meetings should be held at least four times a year at approximately quarterly intervals. However, only two regular Board meetings were convened during the year ended 31 December 2023.

The Company’s senior management have regularly updated the Board for the Group’s business development with performance review through electronic means for communication. All the Board members are encouraged to express their opinions for the Company’s matters. The Board was consulted for each crucial decision and the written resolutions are also circulated to all the Directors to obtain board consents. As such, the Company considers that sufficient measures have been taken to ensure the Company’s corporate governance practices are no less exacting than those in the CG Code. The Company will also endeavour to hold Board meetings regularly at approximately quarterly intervals in the future.

### **CG Code provision F.2.2**

CG Code provision F.2.2 stipulates that the chairman of the board should attend the annual general meeting. The Chairman of the Board was unable to attend the 2023 AGM due to his other business engagement. Mr. Siu Chun Wa, the Executive Director and CEO of the Company, presented at the 2023 AGM was elected as the chairman of the 2023 AGM to ensure the effective communication with the Company's shareholders thereat. The Chairman will endeavour to attend all future general meetings of the Company unless unexpected or special circumstances preventing them from doing so.

## **CITYCHAMP'S CULTURE**

Citychamp is a company that values diversity, innovation, and excellence. The Company believes in fostering an inclusive culture where employees feel valued and respected. Citychamp encourages creativity and innovation by encouraging employees to think outside the box and generate new ideas.

The Company also prioritizes excellence and strives to deliver high-quality products and services to its customers. Citychamp promotes a culture of continuous learning and development, providing opportunities for employees to enhance their skills and expertise.

Furthermore, Citychamp is committed to sustainability and social responsibility. The Company aims to minimize its environmental impact and give back to the community through various charitable initiatives.

Citychamp's company culture is focused on building a good work environment that values diversity, innovation, excellence, sustainability, and social responsibility.

## **CITYCHAMP'S STRATEGY**

Citychamp's strategy is focused on building a portfolio of high-end luxury watch and jewellery brands. The Company aims to be a leading player in the global luxury goods market and to capitalize on the growing demand for luxury goods in Asia and other emerging markets.

One of Citychamp's key strategies is to acquire and invest in high-quality luxury watch and jewellery brands. The Company has made several acquisitions in this sector, including Swiss luxury watchmaker Corum. Citychamp plans to develop these brands, leveraging its expertise and resources to enhance their performance and expand their reach.

Another important strategy for Citychamp is to expand its presence in Asia, particularly in Mainland China. The Company sees significant growth potential in the Chinese market, where the middle class is growing rapidly and demand for luxury goods is increasing. Citychamp plans to open more stores in Asia and to develop marketing and advertising campaigns specifically targeted at these markets.

Overall, Citychamp's strategy is to build a portfolio of high-quality luxury watch and jewellery brands and to expand its presence in the global luxury goods market, particularly in Asia. The Company is focused on investing in and developing its brands, and on capitalizing on the growing demand for luxury goods in emerging markets.

## **MODEL CODE FOR SECURITIES TRANSACTIONS BY DIRECTORS**

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix C3 to the Listing Rules as its code of conduct for securities transactions by Directors and by relevant employees of the Group. All Directors have confirmed, following specific enquiry by the Company, that they have complied with the required standard as set out in the Model Code throughout the year ended 31 December 2023.

# CORPORATE GOVERNANCE REPORT

## BOARD OF DIRECTORS

The principal focus of the Board is on the overall strategic development and direction of the Group. The Board also monitors the financial performance and the internal controls of the Group's business operations. Moreover, the Board is responsible for performing the corporate governance duties including:

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

The Board has established a clear segregation of duties and responsibilities between the Board and the management as to which types of decisions are to be taken by the Board and which are to be delegated to management. This segregation of duties and responsibilities will be regularly reviewed by the Board. With the Chairman as a facilitator in the establishment that promotes discussion among Directors, all the Directors have brought a wide spectrum of valuable business experience, knowledge and professionalism to the Board for its efficient and effective delivery of the board functions.

## Size, Composition and Diversity of the Board

As at the date of this annual report, the Board currently comprises of six Executive Directors and three Independent Non-executive Directors, as detailed below:

Name of Directors	Position	Date of first appointment to the Board	Date of last re-election as Director
HON Kwok Lung	Chairman and Executive Director	08/04/2004	27/05/2022
SIU Chun Wa	Chief Executive Officer (re-designated on 27 March 2024) and Executive Director	05/01/2022	27/05/2022
SHI Tao	Executive Director	08/04/2004	23/05/2023
SIT Lai Hei	Executive Director	18/11/2004	23/05/2023
HON Hau Wong	Executive Director	29/08/2014	27/05/2022
Teguh HALIM	Executive Director	23/01/2018	23/05/2023
KWONG Chun Wai, Michael	Independent Non-executive Director	08/04/2004	23/05/2023
ZHANG Bin	Independent Non-executive Director	26/11/2014	27/05/2022
KAM, Eddie Shing Cheuk	Independent Non-executive Director	06/11/2020	28/05/2021

Save as disclosed below, there is no relationship among members of the Board:

- (i) Mr. Hon Kwok Lung is the father of Mr. Hon Hau Wong and father-in-law of Ms. Sit Lai Hei and Mr. Teguh Halim.
- (ii) Ms. Sit Lai Hei is the daughter-in-law of Mr. Hon Kwok Lung and sister-in-law of Mr. Hon Hau Wong and Mr. Teguh Halim.
- (iii) Mr. Hon Hau Wong is the son of Mr. Hon Kwok Lung and brother-in-law of Ms. Sit Lai Hei and Mr. Teguh Halim.
- (iv) Mr. Teguh Halim is the son-in-law of Mr. Hon Kwok Lung and brother-in-law of Ms. Sit Lai Hei and Mr. Hon Hau Wong.

Profiles of Directors are set out in the pages 29 to 33 of this annual report.

### Board Independence

The Company recognises that Board independence is pivotal in good corporate governance and Board effectiveness. The Board has established mechanisms to ensure independent views and input from any Director are conveyed to the Board for enhancing an objective and effective decision making.

The governance framework and the following mechanisms are reviewed annually by the Board, through the nomination committee of the Company (the “Nomination Committee”), to ensure their effectiveness:

1. Three out of nine Directors are Independent Non-Executive Directors, which meets the requirements of the Listing Rules that the Board must have at least three Independent Non-Executive Directors and must appoint Independent Non-Executive Directors representing at least one-third of the Board.
2. The Nomination Committee will assess the independence, qualification and time commitment of a candidate who is nominated to be a new Independent Non-Executive Director before appointment and also the continued independence of existing Independent Non-Executive Directors annually. On an annual basis, all Independent Non-Executive Directors are required to confirm in writing their compliance of independence requirements pursuant to Rule 3.13 of the Listing Rules, and to disclose the number and nature of offices held by them in public companies or organisations and other significant commitments.
3. A Director (including Independent Non-Executive Director) who has a material interest in a contract, arrangement or other proposal shall not vote or be counted in the quorum on any Board resolution approving the same.
4. All Directors are encouraged to express freely their independent views and constructive challenges during the Board/Board Committee meeting.
5. External independent professional advice is available as and when required by individual Directors.
6. No equity-based remuneration with performance-related elements will be granted to Independent Non-Executive Directors.

# CORPORATE GOVERNANCE REPORT

## Board Diversity Policy

The Company recognises and embraces the benefits of diversity of board members to enhance the quality of its performance. The Company upholds that a high performing board is one that composes directors with the combination of competencies and diversity of perspectives aligning with the Company's strategy and objectives, and which is in the best position to deal with the key issues that the Company faces.

A board diversity policy (the "Board Diversity Policy") was adopted by the Company in order to set out the approach to achieve diversity of the Board, a summary of which is set forth on page 65 of this annual report.

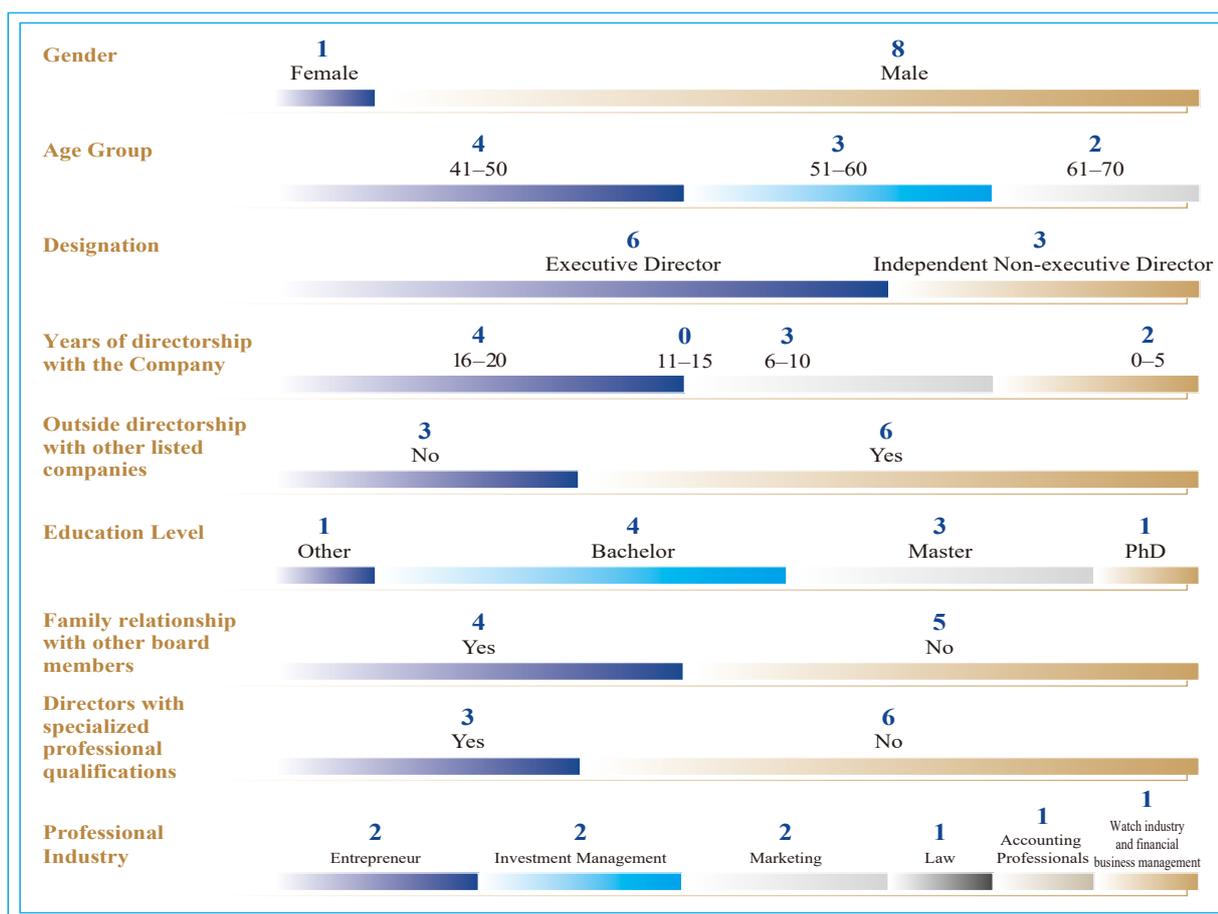
With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All board appointments will be made on a merit basis but the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business. Selection of candidates will be based on a range of diversity perspectives, including but not limited to gender, age, cultural and educational background, independence from or relationship with other members of the Board, experience (professional or otherwise), skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board.

The Nomination Committee will review the Board Diversity Policy, as appropriate, to ensure its effectiveness and discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

As of the date of this annual report, a diversity analysis of the existing board composition is set out at the chart below:

## Board Diversity

(Number of members)



### Gender Diversity

For the year ended 31 December 2023, the Company maintained an effective Board comprising members of different genders, professional background and industry expertise. The Board Diversity Policy was consistently implemented. The Board consists of one female and eight male Directors as of the date of this annual report. The Board believes that the gender diversity on the Board is satisfactory, considering the particular demands and business model of the Company.

Moreover, the Group has made and continues to support diversity at all ranks of its workforce. Training, employment and career development opportunities are accessible to all eligible employees without restriction. The current male to female ratio in the workforce of the Company, including Executive Directors and Senior Management, is approximately 1:2.5. The Board believes that gender diversity in workforce is currently achieved.

### Nomination of Board Members and Nomination Policy

The Company adopted a nomination policy (the “Nomination Policy”), aiming to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company’s business. The Nomination Policy sets out, among others, factors that will be given due consideration to in assessing, selecting and recommending candidates for directorship to the Board and the nomination procedures, details of which are set out on pages 61 to 64 of this annual report.

For every newly appointed director, the Company will provide comprehensive, formal and tailored induction on appointment, including but not limited to, briefing from external lawyers about the governance policies of the Company, responsibilities of Directors under applicable rules and regulations. He/she will also receive an information pack and has a chance to meet with the Company’s management. If necessary, the Board members have access to external professional advice at the Company’s expense.

### Independent Non-executive Directors

One of the Independent Non-executive Directors possesses appropriate professional accounting qualifications and financial management expertise.

With a wide range of expertise and a balance of skills, the Independent Non-executive Directors bring independent judgment on issues of strategy, policy, performance, accountability, resources, key appointments and standards of conduct through their participating in board meetings and committee work.

The views of the Independent Non-executive Directors carry significant weight in the Board’s decision-making process. The Board considers that each Independent Non-executive Director is independent in character and judgment and that they all meet the specific independent criteria as required by the Listing Rules. The assessments of the independence of Independent Non-executive Directors are carried out upon appointment and annually pursuant to Rule 3.13 of the Listing Rules and at any other time where the circumstances require special consideration.

### Chairman and Chief Executive Officer

The roles of Chairman and Chief Executive Officer (“CEO”) are separate and each of them plays a distinct role. The separation of such two roles ensures a clear division between the respective responsibilities of the Chairman and the CEO. The Chairman, Mr. Hon Kwok Lung, is mainly responsible for setting direction and strategies of the business development, and leading and managing the Board. The CEO, Mr. Siu Chun Wa, undertakes a supervisory role to manage the day-to-day operation and business of the Group.

### Annual General Meeting (“AGM”), Board Meetings and Board Practices

The Board meets regularly throughout the year to review the overall strategy, discuss business opportunities and to monitor the operation as well as the financial performance of the Group. With the assistance of the Company Secretary, the Chairman and the CEO are primarily responsible for drawing up and approving the agenda for each board meeting in consultation with all Directors. Notice of at least 14 days have been given to all Directors for all regular board meetings and the Directors can include matters for discussion in the agenda if necessary. Agenda and accompanying board papers in respect of regular board meetings are sent out in full to all Directors within reasonable time prior to confirmation.

# CORPORATE GOVERNANCE REPORT

Minutes of board meetings and meetings of board committees are kept by the Company Secretary. All Directors have access to board papers and related materials and are promptly provided with adequate information, which enable the Board to make an informed decision on matters placed before it. Draft and final versions of minutes of board meetings had been sent to all Directors through electronic means for their comments and records respectively, in both cases within a reasonable time after the meetings held.

Any Director may request the Company to provide independent professional advice in appropriate circumstances, at the expense of the Company, to assist them to perform their duties and responsibilities to the Company.

During the year ended 31 December 2023, two board meetings and one AGM were held and the individual attendance of each Director is set out below:

Name of Directors	Attendance/Number of Meetings held	
	Board Meetings	AGM
<b>Executive Directors:</b>		
HON Kwok Lung	2/2	0/1
SIU Chun Wa	2/2	1/1
HAO Xiaohui (resigned on 27 March 2024)	2/2	1/1
SHI Tao	2/2	0/1
BI Bo (resigned on 3 March 2023)	–	–
SIT Lai Hei	2/2	1/1
HON Hau Wong	2/2	1/1
Teguh HALIM	2/2	1/1
<b>Independent Non-executive Directors:</b>		
KWONG Chun Wai, Michael	2/2	1/1
ZHANG Bin	2/2	0/1
KAM, Eddie Shing Cheuk	2/2	1/1
LI Ziqing (resigned on 27 March 2024)	2/2	1/1

## Appointment and Re-election of Directors

The Nomination Committee is responsible for assessing the candidates for appointment as Directors and recommending them to the Board for consideration and approval.

Each of the Executive Directors, who has entered into a service contract with the Company, and all Independent Non-executive Directors, who were appointed for an initial term of two years commencing from the date of appointments and will continue for successive term of one year, are subject to the relevant provisions of the Articles of Association of the Company whereby they shall retire by rotation.

According to Article 26.4 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. To enable shareholders of the Company to make an informed decision on the re-election of retiring Directors at the forthcoming AGM, their biographies are set out in the circular of the Company dated 30 April 2024.

### Continuing Professional Development

All Directors participate in continuous professional development to develop and refresh their knowledge and skills, so as to ensure that their contribution to the Board remains informed and relevant.

To facilitate the Directors to discharge their responsibilities, monthly updates and reference materials are provided to Directors for their reading including the latest changes and development of the Listing Rules, corporate governance practices and other regulatory regime, the business and market changes, the strategic development of the Group and the information on directors' training courses. Directors are also encouraged to attend outside talks and seminars to enrich their knowledge and skills in discharging their duties. All Directors are requested to provide the Company with their respective training records pursuant to the CG Code.

### Directors' participation of continuous professional development

Name of Directors	Attending trainings/seminars	Reading monthly updates and materials
<b>Executive Directors:</b>		
HON Kwok Lung	–	✓
SIU Chun Wa	–	✓
HAO Xiaohui (resigned on 27 March 2024)	–	✓
SHI Tao	–	✓
BI Bo (resigned on 3 March 2023)	–	–
SIT Lai Hei	✓	✓
HON Hau Wong	✓	✓
Teguh HALIM	–	✓
<b>Independent Non-executive Directors:</b>		
KWONG Chun Wai, Michael	✓	✓
ZHANG Bin	–	✓
KAM, Eddie Shing Cheuk	✓	✓
LI Ziqing (resigned on 27 March 2024)	–	✓

### Communication with Directors

The Company acknowledges the importance of providing sufficient and accurate information to all members of the Board on a timely basis so as to enable them to discharge their duties and responsibilities effectively. All Directors are entitled to have access to board papers and relevant materials. Agenda, board papers and those relevant materials are sent to all Directors in a timely manner before the date of a board or board committee meeting, to enable the Board to make informed decisions on matters placed before it at the meetings. All Directors are provided with monthly consolidated accounts of the Group and financial information updates giving a balanced and understandable assessment of the performance, financial position and prospects of the Group. Board briefings are issued and circulated to all members of the Board when necessary and appropriate, covering financial and operating highlights of the Group. All Directors are also provided from time to time the latest changes and development of the Listing Rules, corporate governance practice and other regulatory regime. The management is prepared to provide additional information and explanations if there are areas the Directors need to elaborate.

Independent Non-executive Directors are given the opportunity to discuss issues of the Group with the Chairman in the absence of Executive Directors. Besides, they are also given the opportunity to discuss issues of the Group with the management in the absence of Executive Directors. The Independent Non-executive Directors, also being the members of audit committee of the Company (the "Audit Committee"), regularly pay visit to major subsidiaries of the Company and meet the management of those subsidiaries. During the visits, Independent Non-executive Directors receive presentations from the management of subsidiaries in relation to the updated developments of those subsidiaries and review and comment on the issues concerning the internal control and risk management systems.

# CORPORATE GOVERNANCE REPORT

## Directors' and Officers' Liability Insurance

The Company has arranged Directors' and Officers' Liability Insurance ("D&O Insurance") for Directors and officers of the Company. The Company undertakes an annual review of the Company's D&O Insurance policy in terms of the amount of cover, the reputation and financial strength of the potential insurer and the provisions of the insurance policy to ensure that sufficient cover and protection are provided to the Directors and officers of the Company.

## Directors' Shareholding Interests

Directors' interests in the securities of the Company and its associated corporations as at 31 December 2023 are disclosed in pages 53 to 54 of this annual report.

## BOARD COMMITTEES

The Board has delegated certain authority to four board committees which are established and perform their functions under specific terms of reference. The committees are provided with sufficient resources and opportunities to seek independent professional advice, at the Company's expense, to perform their responsibilities.

### Audit Committee

The details of the Audit Committee and its work performed during the year ended 31 December 2023 are set out on pages 58 to 59 of this annual report.

### Nomination Committee

The details of the Nomination Committee and its work performed during the year ended 31 December 2023 are set out on pages 60 to 65 of this annual report.

### Risk Management Committee

The details of the risk management committee of the Company and its work performed during the year ended 31 December 2023 are set out on pages 66 to 71 of this annual report.

### Remuneration Committee

The Company has established a remuneration committee (the "Remuneration Committee") on 23 August 2005 in compliance with the Listing Rules, terms of reference of which have been adopted by the Board and are consistent with the requirements of the CG Code. The full version of the terms of reference of the Remuneration Committee is made available on the Stock Exchange's website and the Company's website.

During the year ended 31 December 2023 and up to the date of this annual report, the Remuneration Committee comprised following members:

#### Independent Non-executive Directors

KAM, Eddie Shing Cheuk (*Committee Chairman*)

KWONG Chun Wai, Michael

ZHANG Bin

LI Ziqing (resigned on 27 March 2024)

#### Executive Directors

HON Kwok Lung

SIU Chun Wa

The Remuneration Committee makes recommendations to the Board on the Company's policy and structure for all Directors' and senior management's remuneration and on the establishment of a formal and transparent procedure for developing remuneration policy. The Remuneration Committee also makes recommendations to the Board on the remuneration packages of individual Independent Non-executive Director, Executive Director and senior management. The Remuneration Committee ensures that no Director or any of his/her associates is involved in deciding his/her own remuneration. The Remuneration Committee also reviews the main elements of the Company's remuneration policy for Directors and senior management from time to time, taking into consideration of salaries paid by comparable companies, time commitment and responsibilities, and employment conditions elsewhere in the Group. The Remuneration Committee is provided with sufficient resources to perform its duties.

The Directors' remuneration can be fixed by the Directors and are subject to shareholders' approval at general meetings. Other emoluments are determined by the Board with reference to the duties, responsibilities and performance of the Directors and the results of the Group.

Details of the remuneration of the Directors and emoluments of senior management are disclosed in note 16 to the consolidated financial statements.

During the year ended 31 December 2023, the Remuneration Committee held no meeting and had optimized the remuneration policy of Directors and senior management of the Company through study.

## COMPANY SECRETARY

Mr. Fong Chi Wah is the Chief Financial Officer and Company Secretary of the Company. The Company Secretary supports the Chairman in promoting the highest standards of corporate governance and facilitates the effective functioning of the Board and its committees. All Directors have direct access to the advice and services of the Company Secretary. The Company Secretary reports to the Chairman on board governance matters, and is responsible for ensuring that board policies and procedures are followed and for facilitating timely and appropriate information flows among Directors. The Company Secretary also plays an essential role in the communication with investors, regulators and other stakeholders. The Company Secretary participates in a variety of trainings organized by the professional accounting and company secretarial associations. During the year ended 31 December 2023, the Company Secretary took not less than 15 hours of relevant professional training and therefore he had complied with Rule 3.29 of the Listing Rules.

The biography of the Company Secretary is set out in the section headed "Directors and Senior Management" on page 34 of this annual report.

## INTERNAL CONTROL AND RISK MANAGEMENT

The Group has established its internal audit function in 2020 as required under the Listing Rules and the Group internal audit applies the Standards for Professional Practice of Internal Auditing set by the Institute of Internal Auditors. The Group internal auditor reports directly to the Audit Committee and administratively to the CEO.

The Group internal auditor provides independent assurance as to the existence and effectiveness of the risk management activities and controls in the Group's business operations. The Company maintains adequate oversight of the risk through strengthening the rules of procedures of internal control and corporate governance.

Internal audit is responsible for assessing the Group's risk management and internal control systems, including reporting its findings to the Audit Committee and the senior management concerned as well as following up on the issues to ensure that they are satisfactorily resolved. In addition, internal audit maintains a regular dialogue with the Group's external auditor so that the parties are aware of the significant factors which may affect their respective scope of work.

The Audit Committee reviews the internal audit reports and activities of the department as well as the adequacy and effectiveness of the internal audit function, at least annually.

# CORPORATE GOVERNANCE REPORT

The Board is responsible for reviewing the effectiveness of internal control and risk management systems of the Group to protect shareholders' interest and to safeguard the Group's assets, at least annually. The Board has considered the adequacy of resources, staff qualifications and experience, training programs and budget of the Group's accounting, internal audit, financial reporting function and those relating to the ESG performance and reporting by reviewing the reports prepared by the internal auditor and/or the external auditor as well as the recommendations made by the Audit Committee.

The Board, through the Audit Committee, has reviewed the internal control and risk management systems for the year ended 31 December 2023 with no material weakness found.

The Board notes that the systems of internal control and risk management provides reasonable, but not absolute assurance that the Group will not be affected by any event that could be reasonably foreseen as it strives to achieve its business objectives.

## Handling and Dissemination of Inside Information

Regarding the disclosure of inside information, the Board had implemented relevant procedures for handling and dissemination of inside information. The Group discloses inside information to the public as soon as reasonably practicable unless the information falls within any of the safe harbours as provided in the Securities and Futures Ordinance ("SFO"). Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. Accordingly, potential inside information can be promptly identified and escalated up for deciding whether an announcement should be made in order to ensure compliance with the continuous obligations under the Listing Rules and the statutory obligation to disclose information under the SFO.

## Whistleblowing Policy and Anti-Corruption Policy

The Company has adopted the following policies, which are in place to safeguard the compliance control, in accordance with the CG Code provisions D.2.6 and D.2.7:

- (a) Whistleblowing policy: The Company encourages the employees of the Group, customers, suppliers and other stakeholders to raise concerns, in confidence, about improper and fraudulent conduct. Such arrangement will be reviewed by the Audit Committee which ensures that proper arrangement is in place for fair and independent investigation of the matters; and
- (b) Anti-corruption policy: We require compliance with all applicable anti-corruption laws in all markets and jurisdictions in which we operate. We set a high standard globally in our anti-corruption policy, which also focuses on the spirit of relevant laws and regulations to help demonstrate our commitment to ethical behaviours and conduct as part of our environmental, social and corporate governance.

## EXTERNAL AUDITOR

For the year ended 31 December 2023, the Audit Committee reviewed and monitored the independence of the Company's external auditor, BDO Limited ("BDO"), to ensure the effectiveness of the audit process in accordance with applicable standards and the objectivity of the financial statements. BDO has made a written declaration to the Audit Committee that they are independent with respect to the Company and that they are not aware of any matters which may reasonably be thought to bear on their independence. The following table illustrates the fees paid/payable by the Group to BDO in the past two years for audit and non-audit services:

	2023 HK\$'000	2022 HK\$'000
Audit services	4,700	4,900
Non-audit services	300	300
<b>Total</b>	<b>5,000</b>	<b>5,200</b>

The non-audit services for the year ended 31 December 2023 mainly included professional services in respect of interim financial information.

## DIRECTORS' RESPONSIBILITY STATEMENT

The Board acknowledges its responsibility for preparing the financial statements for the year ended 31 December 2023, which give a true and fair view of the Group's state of affairs, results and cash flow for that period. In preparing the financial statements for the year ended 31 December 2023, the Board:

- (a) selected suitable accounting policies and applied them consistently;
- (b) adopted appropriate Hong Kong Financial Reporting Standards;
- (c) made adjustments and estimates that are prudent and reasonable; and
- (d) ensured that the financial statements were prepared on the going concern basis.

The Board is also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company.

The Board is committed to present a balanced, clear and comprehensive assessment of the Group's performance, position and prospects.

## DIVIDEND POLICY

The Company considers stable and sustainable returns to the shareholders to be our goal. The Company may declare and distribute dividends to shareholders provided that the declaration and distribution of dividends does not affect the normal operations of the Group.

A dividend policy has been approved and adopted (the "Dividend Policy") in order to provide return to the shareholders of the Company whilst retaining adequate reserves for the Group's future development.

According to the Dividend Policy, in deciding whether to propose a dividend and in determining the dividend amount, the Board shall take into account the following factors:

- (a) the Group's retained earnings and distributable reserves;
- (b) the Group's future earnings;
- (c) the Group's capital requirements;
- (d) the Group's working capital requirements;
- (e) the general financial conditions of the Group;
- (f) the Group's business development strategies and future expansion plans;
- (g) contractual restrictions on payment of dividends;
- (h) the general economic and industrial conditions; and
- (i) any other factors that the Board considers relevant.

The declaration and payment of dividends by the Company shall be determined at the sole discretion of the Board and shall be subject to any restrictions under the Companies Law of the Cayman Islands and the Articles of Association of the Company. The Dividend Policy will continue to be reviewed from time to time. There can be no assurance that dividends will be proposed or declared in any particular amount for any given period.

# CORPORATE GOVERNANCE REPORT

## SHAREHOLDERS' RIGHTS

### Procedures for Shareholders to Convene an Extraordinary General Meeting

Pursuant to Article 17 of the Articles of Association of the Company, all general meetings other than annual general meetings shall be called extraordinary general meetings. A Members' requisition is a requisition of one or more Members holding at the date of deposit of the requisition not less than 10% of the voting rights, on a one vote per share basis, of the issued Shares which as at that date carry the right to vote at general meetings of the Company.

The Members' requisition must state the objects and the resolutions to be added to the agenda of the meeting and must be signed by the requisitionists and deposited at the principal office of the Company in Hong Kong or, in the event the Company ceases to have such a principal office, the Registered Office, and may consist of several documents in like form each signed by one or more requisitionists.

If there are no Directors as at the date of the deposit of the Members' requisition or if the Directors do not within 21 days from the date of the deposit of the Members' requisition duly proceed to convene a general meeting to be held within a further 21 days, the requisitionists, or any of them representing more than one-half of the total voting rights of all of the requisitionists, may themselves convene a general meeting, but any meeting so convened shall be held no later than the day which falls three months after the expiration of the said 21 day period.

### Procedures for Shareholders' Other Proposals and Enquires

Shareholders and other stakeholders may send their enquiries and concerns to Board in writing to Units 1902-04, Level 19, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong by addressing them to the Company Secretary of the Company. The Company Secretary will forward the enquiries or concerns to the CEO or the chairman of the board committees or senior management of the Company as appropriate within their area of responsibilities for handling.

Shareholders are welcomed to suggest proposals relating to the operations, strategy and/or management of the Group to be discussed at shareholders' meeting. Proposal shall be sent to the Board or the Company Secretary by written requisition.

## INVESTOR RELATIONS

### Constitutional Documents

During the year ended 31 December 2023, the Company has amended its memorandum and articles of association, the details of which are set out in the announcement dated 28 April 2023 and circular dated 28 April 2023 of the Company. The Company has adopted the amended and restated memorandum and articles of association by a special resolution passed at the 2023 AGM. The amended and restated memorandum and articles of association is made available on the websites of the Stock Exchange and the Company.

### Communication with Shareholders

The Company endeavors to maintain a high level of transparency in communicating with shareholders and the investment community at large. In order to ensure effective, clear and accurate communications with the shareholders and investors, all corporate communications are arranged and handled by the Executive Directors and designated senior executives according to established practices and procedures of the Company. The Company provides up-to-date and extensive information in its annual reports, interim reports, circulars and announcements in a timely manner and within the time limits set out in the Listing Rules to ensure that all shareholders are able to form an accurate understanding of the business performance and financial position of the Group and make informed investment decisions.

The Company treats annual general meetings as the principal forum for the Board to meet and communicate with the shareholders face to face. The Chairman of the Board, all Executive Directors, chairmen of the board committees and the external auditors endeavor to attend the annual general meetings to report the business and operation of the Group to the shareholders, to answer questions and develop a balanced understanding of the view of the shareholders.

The most recent annual general meeting was the 2023 AGM and at the meeting, separate resolutions were proposed on each substantially separate issue including the re-election of retiring directors and approval of adoption of amended and restated memorandum and articles of association. The procedures for demanding a poll were explained in the circular to shareholders despatched together with the Annual Report 2022. The major items discussed at the 2023 AGM were:

- receiving and adopting the audited consolidated financial statements and the report of the directors and the independent auditor's report for the year ended 31 December 2022;
- re-electing retiring Directors, including one Independent Non-executive Director who has served the Company for more than nine years, and authorising the Board to fix their remuneration;
- re-appointing the auditor and authorising the Board to fix their remuneration;
- approving a general mandate to authorise the Directors to allot and issue shares;
- approving a general mandate to authorise the Directors to make share buy-backs;
- approving to extend a general mandate to authorise the Directors to allot and issue shares by adding the number of shares bought-back; and
- approving the adoption of amended and restated memorandum and articles of association.

The poll results were posted on the websites of both the Company and the Stock Exchange on the same day after the 2023 AGM.

The Company has adopted a shareholders communication policy, which is subject to review on a regular basis by the Board to ensure its effectiveness and aims to ensure effective and timely dissemination of information to the Company's shareholders and provide channels for them to provide their comments and suggestions, and continues to enhance communications and relationships with investment community at large. Executive Directors and designated senior management will maintain open and active dialogues with shareholders, institutional investors, fund managers, analysts and the media. The management is pleased to help them better understand the Company and respond to enquiries raised by them during meetings, interviews and road shows, within the constraints of information already provided to the public.

Key shareholders' events in 2023 are set out below:

Events	Date
Annual Results Announcement for the year ended 31 December 2022	30 March 2023
Publication and despatch of annual report 2022	27 April 2023
2023 AGM	23 May 2023
Announcement of unaudited interim results for the six months ended 30 June 2023	30 August 2023
Publication and despatch of interim report 2023	28 September 2023

Important shareholders' dates in 2024 are set out below:

Events	Date
Annual Results Announcement for the year ended 31 December 2023	27 March 2024
Publication and despatch of annual report 2023	30 April 2024
2024 AGM	28 May 2024

The Company's website ([www.irasia.com/listco/hk/citychamp](http://www.irasia.com/listco/hk/citychamp)) enables shareholders, investors and the general public to have access to the information of the Company on a timely basis. Financial information and all corporate communications of the Company are made available on the Company's website and updated regularly.

# REPORT OF THE DIRECTORS

The board of directors (the “Board”) of Citychamp Watch & Jewellery Group Limited (the “Company”) are pleased to present their report and the audited financial statements of the Company and its subsidiaries (together the “Group”) for the year ended 31 December 2023.

## PRINCIPAL ACTIVITIES

The principal activity of the Company is investment holding and its subsidiaries are engaged in manufacturing and distribution of watches and timepieces, manufacturing and trading of accessories of watches, property investments, and banking and financial businesses.

Details of the principal activities of the principal subsidiaries are set out in note 55 to the consolidated financial statements. There were no other significant changes to the Group’s principal activities during the year ended 31 December 2023.

## RESULTS AND APPROPRIATIONS

The financial performance of the Group for the year ended 31 December 2023 and the financial positions of the Group as at that date are set out in the consolidated financial statements on pages 149 to 339 of this annual report.

The Board did not recommend the payment of a final dividend for shareholders of the Company for the year ended 31 December 2023 (2022: nil).

## CLOSURE OF REGISTER OF MEMBERS

The Company’s forthcoming annual general meeting is scheduled to be held on Tuesday, 28 May 2024 (the “2024 AGM”). For the purpose of determining the entitlement to attend and vote at the 2024 AGM, the register of members of the Company will be closed from Thursday, 23 May 2024 to Tuesday, 28 May 2024, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2024 AGM, all properly completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company’s Hong Kong share registrar and transfer office, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 22 May 2024.

## BUSINESS REVIEW

Pursuant to the requirements under the Companies Ordinance (Cap. 622 of the Laws of Hong Kong) (the “Companies Ordinance”) for companies to have a “business review” section in report of the directors, a summary of the relevant sections in this annual report is set out below for ease reference:

Required disclosures	Relevant sections
a fair review of the Group’s business for the year ended 31 December 2023	Chairman’s Statement (pages 5 to 8) Management Discussion and Analysis (pages 9 to 28)
a description of the principal risks and uncertainties facing the Group	Risk Management Committee Report (pages 66 to 71)
an indication of likely future development in the Group’s business	Management Discussion and Analysis (pages 9 to 28)
an analysis using financial key performance indicators	Management Discussion and Analysis (pages 9 to 28)
a discussion on (i) the Group’s environmental policies and performance; and (ii) the Group’s compliance with the relevant laws and regulations that have a significant impact on the Group	Environmental, Social and Governance Report 2023 published separately by the Company
an account of the Group’s key relationships with its stakeholders that have a significant impact on the Group and on which the Group’s success depends	Environmental, Social and Governance Report 2023 published separately by the Company

## SUMMARY OF FINANCIAL INFORMATION

A summary of the published results, assets, liabilities and non-controlling interests of the Group for the last five financial years, as extracted from the audited consolidated financial statements, is set out on pages 339 to 341 of this annual report. This summary does not form part of the audited consolidated financial statements.

## PROPERTY, PLANT AND EQUIPMENT AND INVESTMENT PROPERTIES

Details of movements in the property, plant and equipment, and investment properties of the Company and of the Group during the year ended 31 December 2023 are set out in notes 28 to 29 to the consolidated financial statements, respectively. Further details of the Group’s principal investment properties are set out on pages 342 to 343 of this annual report.

## SHARE CAPITAL

Details of the movements in the share capital of the Company during the year ended 31 December 2023 are set out in note 43 to the consolidated financial statements.

## PRE-EMPTIVE RIGHTS

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

## TAX RELIEF AND EXEMPTION

The directors of the Company (the “Directors”) are not aware of any tax relief and exemption available to the shareholders by reason of their holding the Company’s securities.

# REPORT OF THE DIRECTORS

## PERMITTED INDEMNITY PROVISION

Pursuant to the Company's Articles of Association, every Director and officer of the Company shall be indemnified out of the assets of the Company against any liability, action, proceeding, claim, demand, costs, damages or expenses, including legal expenses, whatsoever which they or any of them may incur as a result of any act or failure to act in carrying out their functions other than such liability (if any) that they may incur by reason of their own actual fraud or wilful default. The Company has arranged appropriate directors' and officers' liability insurance for the Directors and officers of the Group in respect of potential losses or liabilities which the Directors and officers may incur in the performance of their duties.

## SUBSIDIARIES

Particulars of the principal subsidiaries of the Company as at 31 December 2023 are set out in note 55 to the consolidated financial statements.

## PURCHASE, SALE OR REDEMPTION OF LISTED SECURITIES OF THE COMPANY

Neither the Company nor any of its subsidiaries purchased, sold or redeemed any of the Company's listed securities during the year ended 31 December 2023.

## RESERVES

Details of movements in the reserves of the Company and of the Group during the year ended 31 December 2023 are set out in note 44 to the consolidated financial statements and in the consolidated statement of changes in equity, respectively.

## DISTRIBUTABLE RESERVES

In addition to the retained profits of the Company, the share premium account of the Company is also available for distribution to shareholders provided that the Company will be able to pay its debts as they fall due in the ordinary course of business immediately following the date on which any such distribution is proposed to be paid.

As at 31 December 2023, the Company had reserves of HK\$958,146,000 (2022: HK\$896,684,000) being the aggregate of retained profits and share premium account, available for cash distribution and/or distribution in specie.

## MAJOR CUSTOMERS AND SUPPLIERS

In the year under review, sales and purchases attributable to the Group's major customers and suppliers is set out as follows, respectively.

	Percentage of the total sales/purchases	
	Sales	Purchases
Top five customers	16%	–
Top five suppliers	–	22%
The largest customer	3%	–
The largest supplier	–	4%

## DIRECTORS

The Directors during the year ended 31 December 2023 and up to the date of this report are as follows:

### Executive Directors:

Mr. Hon Kwok Lung, *Chairman*  
 Mr. Siu Chun Wa, *Chief Executive Officer* (re-designated on 27 March 2024)  
 Mr. Hao Xiaohui, *Co-Chief Executive Officer* (resigned on 27 March 2024)  
 Mr. Shi Tao  
 Mr. Bi Bo (resigned on 3 March 2023)  
 Ms. Sit Lai Hei  
 Mr. Hon Hau Wong  
 Mr. Teguh Halim

### Independent Non-executive Directors:

Dr. Kwong Chun Wai, Michael  
 Mr. Zhang Bin  
 Mr. Kam, Eddie Shing Cheuk  
 Mr. Li Ziqing (resigned on 27 March 2024)

In accordance with Article 26.4 of the Articles of Association, at every annual general meeting of the Company one-third of the Directors for the time being (or, if their number is not three or multiple of three, then the number nearest to, but not less than, one-third) shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. Accordingly, Mr. Hon Kwok Lung, Mr. Siu Chun Wa, Mr. Hon Hau Wong and Mr. Kam, Eddie Shing Cheuk will retire and, being eligible, offer themselves for re-election at the 2024 AGM.

The Company has received annual confirmation of independence from each of the four existing Independent Non-executive Directors that they have met all the factors concerning their independence as set out in Rule 3.13 of the Rules Governing the Listing of Securities (the "Listing Rules") and that there are no other factors which may affect their independence. The Board considers all the Independent Non-executive Directors to be independent.

Biographical details of the Directors and the senior management of the Company as at the date of this report are set out on pages 29 to 34 of this annual report.

## REPORT OF THE DIRECTORS

### DIRECTORS SERVICE CONTRACTS

Each Executive Director has entered into a service agreement with the Company for an initial term of two years commencing from the date of appointment, which is automatically renewed for successive terms unless it is terminated by either party by giving not less than two-month written notice. Each Independent Non-executive Director of the Company has entered into letter of appointment with the Company for an initial term of two years commencing from the date of appointment, which is automatically renewed for successive terms unless it is terminated by either party by giving not less than one-month written notice.

No Director proposed for re-election at the 2024 AGM has a service contract with the Company which is not determinable by the Company or any of its subsidiaries within one year without payment of compensation, other than statutory compensation.

### DIRECTORS' INTERESTS IN TRANSACTIONS, ARRANGEMENTS OR CONTRACTS OF SIGNIFICANCE

Save as disclosed in paragraphs of "Connected Transactions" below and elsewhere in this annual report, no transactions, arrangements and contracts of significance in relation to the Group's business to which the Company or any of its subsidiaries was a party and in which a Director or his/her connected entity had a material interest, either directly or indirectly, subsisted at the end of the year ended 31 December 2023 or at any time during the year ended 31 December 2023.

### CONTROLLING SHAREHOLDERS' INTERESTS IN CONTRACTS OF SIGNIFICANCE

Save as disclosed in this annual report, no controlling shareholder of the Company or any of its subsidiaries had any contract of significance (including contracts of significance for the provision of services) with the Company or its subsidiaries during the year ended 31 December 2023.

### MANAGEMENT CONTRACTS

Other than Directors' service contracts and employment contracts with the Group's senior management in full-time employment, no management contracts concerning the management and administration of the whole or any substantial part of the business of the Company were entered into or existed during the year ended 31 December 2023.

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

As at 31 December 2023, the interests or short positions of the Directors and chief executive of the Company (the "Chief Executive") in the share capital and underlying shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (Cap. 571 of the laws of Hong Kong) (the "SFO")), as recorded in the register required to be kept by the Company pursuant to Section 352 of the SFO, or as otherwise notified to the Company and The Stock Exchange of Hong Kong Limited (the "Stock Exchange") pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers (the "Model Code") as set out in the Appendix C3 to the Listing Rules, were as follows:

#### Directors' and Chief Executive's long positions in shares of the Company

Name of Directors	Beneficial owner	Number of shares held			Total interests	Approximate percentage of shareholding
		Corporate interests	Family interests			
Hon Kwok Lung	3,500,000	3,026,105,515 <sup>(1)</sup>	1,374,000 <sup>(2)</sup>	3,030,979,515	69.65%	
Shi Tao	5,000,000	–	–	5,000,000	0.11%	
Sit Lai Hei	–	200,000,000 <sup>(3)</sup>	–	200,000,000	4.60%	
Hon Hau Wong	1,750,000	–	200,000,000 <sup>(4)</sup>	201,750,000	4.64%	
Teguh Halim	3,000,000	–	3,000,000 <sup>(5)</sup>	6,000,000	0.14%	

Notes:

The approximate percentage of shareholding is calculated on the basis of the Company's issued share capital of 4,351,888,206 shares as at 31 December 2023.

- (1) The 3,026,105,515 shares comprise of 1,646,126,000 shares held by Full Day Limited ("Full Day"), which is wholly-owned by Mr. Hon Kwok Lung, and 1,379,979,515 shares held by Sincere View International Limited ("Sincere View"), which is owned as to 80% by Mr. Hon Kwok Lung and 20% by his spouse.
- (2) 1,374,000 shares were held by Mr. Hon Kwok Lung's spouse, Ms. Lam Suk Ying.
- (3) The 200,000,000 shares were held by Qiangda Limited, a wholly-owned subsidiary of Fengrong Investment (Hong Kong) Company Limited ("Fengrong Hong Kong"). Fengrong Hong Kong is wholly-owned by Fujian Fengrong Investment Company Limited ("Fujian Fengrong"), which is owned as to approximately 68.5% by Ms. Sit Lai Hei.
- (4) Mr. Hon Hau Wong is deemed to have an interest in 200,000,000 shares which were held by Qiangda Limited, a wholly-owned subsidiary of Fengrong Hong Kong. Fengrong Hong Kong is wholly-owned by Fujian Fengrong which is owned as to approximately 31.5% by Ms. Lu Xiaojun, the spouse of Mr. Hon Hau Wong.
- (5) 3,000,000 shares were held by Mr. Teguh Halim's wife.

#### Directors' and Chief Executive's long position in shares of the associated corporation of the Company

Name of Directors	Name of associated corporation	Nature of interest	Approximate percentage of shareholding
Sit Lai Hei	Zhuhai Rossini Watch Industry Limited <sup>(1)</sup>	Corporate <sup>(2)</sup>	9%
Hon Hau Wong	Zhuhai Rossini Watch Industry Limited <sup>(1)</sup>	Family <sup>(2)</sup>	9%

Notes:

- (1) Zhuhai Rossini Watch Industry Limited ("Rossini") is owned as to 91% indirectly by the Company and 9% by Fujian Fengrong. Rossini is an associated corporation of the Company within the meaning of Part XV of the SFO.
- (2) The interest in Rossini was held by Fujian Fengrong, which is owned as to approximately 68.5% by Ms. Sit Lai Hei, an Executive Director, and 31.5% by Ms. Lu Xiaojun. Both Ms. Sit Lai Hei and Ms. Lu Xiaojun are daughters-in-law of Mr. Hon Kwok Lung, an Executive Director. Mr. Hon Hau Wong, an Executive Director, being the husband of Ms. Lu Xiaojun, is also deemed to be interested in the 31.5% interest in Fujian Fengrong.

Save as disclosed above and elsewhere in this annual report, as at 31 December 2023, none of the Directors or Chief Executive nor their associates had any interests or short positions in the Shares, underlying shares and debentures of the Company or its associated corporations (within the meaning of the SFO) recorded in the register required to be kept by the Company under section 352 of the SFO or required to be notified to the Company and the Stock Exchange pursuant to the Model Code.

#### DIRECTORS' RIGHTS TO ACQUIRE SHARES OR DEBENTURES

At no time during the year ended 31 December 2023 were rights to acquire benefits by means of the acquisition of shares in or debentures of the Company granted to any Director or their respective spouse or minor children, or were any such rights exercised by them; or was the Company or any of its subsidiaries a party to any arrangement to enable the Directors to acquire such rights in any other body corporate.

## REPORT OF THE DIRECTORS

### SUBSTANTIAL SHAREHOLDERS' AND OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

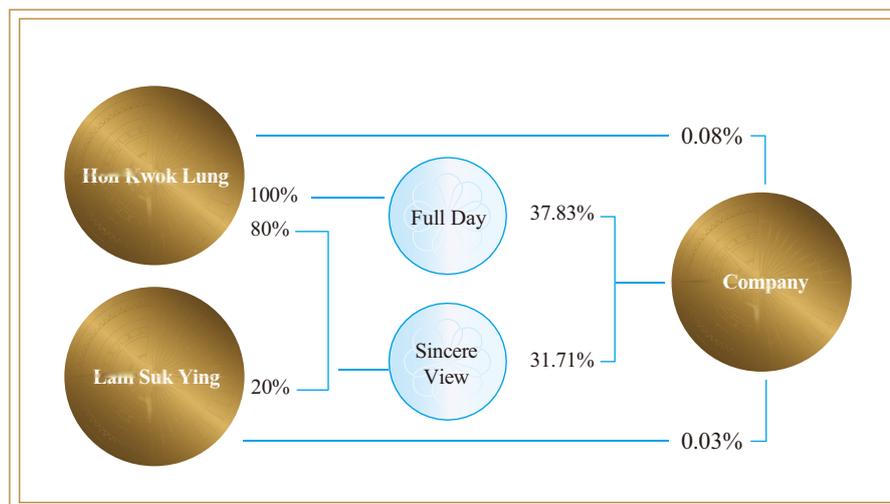
As at 31 December 2023, the following persons hold interests of 5% or more of the issued share capital of the Company and underlying shares which fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name of Shareholders	Nature of interest	Number of shares held	Approximate percentage of shareholding
Sincere View	Beneficial owner	1,379,979,515	31.71%
Full Day	Beneficial owner	1,646,126,000	37.83%
Hon Kwok Lung <sup>(Note)</sup>	Corporate interest, beneficial owner and family interest	3,030,979,515	69.65%
Lam Suk Ying <sup>(Note)</sup>	Beneficial owner and family interest	3,030,979,515	69.65%

Note:

The approximate percentage of shareholding is calculated on the basis of the Company's issued share capital of 4,351,888,206 shares as at 31 December 2023.

Mr. Hon Kwok Lung and his spouse, Ms. Lam Suk Ying, are deemed to have an interest in the same parcel of 3,030,979,515 shares, which comprise 1,379,979,515 shares held by Sincere View, 1,646,126,000 shares held by Full Day, 3,500,000 shares held by Mr. Hon Kwok Lung and 1,374,000 shares held by Ms. Lam Suk Ying. The shareholding structure was summarised in the following chart:



Save as disclosed above, as at 31 December 2023, the Directors were not aware of any persons (other than the Directors and Chief Executives) who had any interests or short positions in the Shares or underlying Shares which would fall to be disclosed under Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register required to be kept by the Company under Section 336 of the SFO.

## CONNECTED TRANSACTIONS

During the year ended 31 December 2023, the Group conducted the following transactions with connected persons of the Company which constituted connected transactions of the Company and are subject to reporting requirements under Chapter 14A of the Listing Rules.

On 25 October 2023, VGB Limited (“VGB”, a wholly-owned subsidiary of the Company) as the vendor and Full Day Limited (“Full Day”, which is an associate of Mr. Hon Kwok Lung, Executive Director and controlling shareholder of the Company, and therefore a connected person of the Company under Chapter 14A of the Listing Rules) as the purchaser entered into a Share Disposal Agreement, pursuant to which, VGB agreed to sell, and Full Day agreed to acquire 7,000,000 ordinary shares of Ernest Borel Holdings Limited (“Ernest Borel”, which is a company listed on the main board of the Stock Exchange and an indirect subsidiary of the Company) at a consideration of HK\$14 million at HK\$2.0 per share by over-the-counter. After the disposal, VGB owned 210,834,485 shares, representing approximately 58.52% of issued share capital of Ernest Borel, and Full Day, wholly-owned by Mr. Hon Kwok Lung, held 11,800,000 shares of Ernest Borel directly and 210,834,485 shares indirectly through interest of controlled corporation, and therefore owned approximately 61.80% of issued share capital of Ernest Borel. Accordingly, total number of shares of Ernest Borel held by Mr. Hon Kwok Lung remained unchanged (i.e. representing 61.80% of issued share capital of Ernest Borel). The disposal proceeds were intended to be used as general working capital of the Group. The disposal would affect equity interests sharing attributable to owners of the Company in the Group’s accounts.

Details are set out in the announcement of the Company dated 25 October 2023.

On 22 December 2023, VGB as the vendor and Sincere View International Limited (“Sincere View”, which is an associate of Mr. Hon Kwok Lung and therefore a connected person of the Company under Chapter 14A of the Listing Rules) as purchaser entered into a Share Disposal Agreement, pursuant to which, VGB agreed to sell, and Sincere View agreed to acquire 5,000,000 ordinary shares of Ernest Borel at a consideration of HK\$10 million at HK\$2.0 per share by over-the-counter. After the disposal, VGB owns 205,834,485 shares, representing approximately 57.14% of issued share capital of Ernest Borel, and Sincere View, 80%-owned by Mr. Hon Kwok Lung and 20%-owned by his spouse, Ms. Lam Suk Ying, holds 5,000,000 shares of Ernest Borel directly and 205,834,485 shares indirectly through interest of controlled corporation, and therefore owns approximately 58.52% of issued share capital of Ernest Borel. Accordingly, total number of shares of Ernest Borel held by Mr. Hon Kwok Lung remains unchanged (i.e. representing 61.80% of issued share capital of Ernest Borel). The disposal proceeds were intended to be used as general working capital of the Group. The disposal would affect equity interests sharing attributable to owners of the Company in the Group’s accounts.

Details are set out in the announcement of the Company dated 22 December 2023.

Save as disclosed in this annual report, there were no connected transactions which are required to be disclosed by the Company for the year ended 31 December 2023 in accordance with the provisions concerning the disclosure of connected transactions under Chapter 14A of the Listing Rules.

## RELATED PARTY TRANSACTIONS

Details of the related party transactions during the year ended 31 December 2023 are set out in note 48 to the consolidated financial statements. To the best knowledge of the Directors, except for those described under “Connected Transactions”, none of those related party transactions constituted connected transactions or continuing connected transactions under Chapter 14A of the Listing Rules.

## CONVERTIBLE SECURITIES, WARRANTS, OPTIONS OR SIMILAR RIGHTS

There is no conversion or subscription rights under any convertible securities, warrants or options or similar rights issued or granted by the Company or any of its subsidiaries during the year ended 31 December 2023 or subsisted at the end of the year ended 31 December 2023.

## EQUITY-LINK AGREEMENTS

No equity-linked agreements were entered into by the Company, or existed during the year ended 31 December 2023.

# REPORT OF THE DIRECTORS

## **DIRECTORS' INTERESTS IN A COMPETING BUSINESS**

During the year ended 31 December 2023, no Director is considered to have an interest in a business which competes or is likely to compete, either directly or indirectly, with the businesses of the Group pursuant to the Listing Rules, other than those businesses to which the Directors were appointed as directors to represent the interest of the Company and/or the Group.

## **SUFFICIENCY OF PUBLIC FLOAT**

Based on information that is publicly available to the Company and within the knowledge of the Directors, there has been sufficient public float of more than 25% of the Company's total issued share capital as at the date of this annual report, which satisfies the requirement of the Listing Rules.

## **CORPORATE GOVERNANCE**

The Board is committed to achieving a high standard of corporate governance practices. A report on the corporate governance practices of the Company is set out on pages 35 to 48 of this annual report.

## **REVIEW BY THE AUDIT COMMITTEE**

The Audit Committee has reviewed with the auditor of the Company the consolidated financial statements for the year ended 31 December 2023 and has also discussed auditing, internal control and financial reporting matters including the review of the accounting practices and principles adopted by the Group.

## **AUDITOR**

The financial statements for the year ended 31 December 2023 have been audited by BDO Limited.

A resolution will be proposed at the 2024 AGM to re-appoint BDO Limited as auditor of the Company.

On behalf of the Board

**Hon Kwok Lung**

*Chairman*

Hong Kong, 27 March 2024

# AUDIT COMMITTEE REPORT

Citychamp Watch & Jewellery Group Limited (the “Company”) has established an audit committee (the “Audit Committee”) in 1999 in compliance with the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), terms of reference of which have been adopted by the Company’s Board of Directors (the “Board”) and are consistent with the requirements of the Corporate Governance Code as set out in Appendix C1 to the Listing Rules. The full version of the terms of reference of the Audit Committee is made available on the Stock Exchange’s website and the Company’s website.

During the year ended 31 December 2023 and up to the date of this annual report, the Audit Committee comprised following members:

## Independent Non-executive Directors

Kam, Eddie Shing Cheuk (*Committee Chairman*)

Kwong Chun Wai, Michael

Zhang Bin

Li Ziqing (resigned on 27 March 2024)

The composition and members of the Audit Committee comply with the requirements under Rule 3.21 of the Listing Rules.

## AUTHORITY AND DUTIES

The Audit Committee, under the delegation of the Board, is responsible for, including but not limited to, making recommendations on the appointment of external auditor, reviewing independence of external auditor and effectiveness of audit process, monitoring integrity of the Company’s financial information, overseeing financial reporting, risk management and internal control systems of the Company, reviewing the Group’s financial and accounting policies and practices, etc. The Audit Committee is provided with sufficient resources to perform its responsibilities. The Audit Committee meets regularly with the Company’s external auditors such as discussion of audit process and accounting issues and review effectiveness of internal controls and risk evaluation before the Audit Committee meetings.

## Work done in 2023

During the year ended 31 December 2023, two meetings were held and the individual attendance of each member is set out below:

<b>Members</b>	<b>Attendance/ number of meetings held</b>
Kam, Eddie Shing Cheuk ( <i>Committee Chairman</i> )	2/2
Kwong Chun Wai, Michael	2/2
Zhang Bin	2/2
Li Ziqing (resigned on 27 March 2024)	2/2

The key members from the Finance Department of the Company and representatives of the external auditor attended all meetings to report and answer questions about their works.

## AUDIT COMMITTEE REPORT

During the year ended 31 December 2023, the Audit Committee met with the Company's external auditor, the Board and senior management. The Audit Committee reviewed the financial statements (including interim and annual results) and other information to shareholders, the accounting system, the system and procedures of internal controls, works done by internal audit function, independency of the external auditor, effectiveness and objectivity of the audit process and performed other duties set out in the terms of reference. They assisted the Board in reviewing and ensuring the adequacy of resources, staff qualifications and experience, training programmes and budget of the accounting and financial reporting functions of the Group and internal audit, company secretarial and corporate governance functions of the Company. The Audit Committee also reviewed with the management the accounting principles and practices adopted by the Group and discussed internal controls and financial reporting matters including a review of the consolidated financial statements for the year ended 31 December 2022 and for the six months ended 30 June 2023 and policies of internal controls on connected transactions.

It is the practice of the Company that minutes of meetings of the Audit Committee be recorded in sufficient detail of the matters considered by the Audit Committee, decisions reached, including any concerns raised by the members or dissenting views expressed. Draft and final versions of minutes of the Audit Committee are sent to the members within a reasonable time after the date of the respective meeting, for their comments and records respectively. The Company Secretary is responsible to keep all the minutes of meetings of the Audit Committee in a proper manner.

# NOMINATION COMMITTEE REPORT

Citychamp Watch & Jewellery Group Limited (the “Company”) has established a nomination committee (the “Nomination Committee”) on 26 March 2012 in compliance with the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). The full updated version of the terms of reference of the Nomination Committee is available on the Stock Exchange’s website and the Company’s website.

During the year ended 31 December 2023 and up to the date of this annual report, the Nomination Committee comprised following members:

#### Executive Directors

Hon Kwok Lung (*Committee Chairman*)  
Siu Chun Wa

#### Independent Non-executive Directors

Kwong Chun Wai, Michael  
Zhang Bin  
Kam, Eddie Shing Cheuk  
Li Ziqing (resigned on 27 March 2024)

The composition and members of the Nomination Committee comply with the requirements under the Corporate Governance Code as set out in Appendix C1 to the Listing Rules.

### AUTHORITY AND DUTIES

The Nomination Committee, under the delegation of the Company’s Board of Directors (the “Board”), is responsible for, including but not limited to, reviewing the structure, size, composition and diversity of the Board, policy of Board diversity, procedures of nominating and appointing appropriate person to be a director, making recommendations to the Board on the selection of suitable candidates nominated for directorships, assessing the independence of independent non-executive directors, etc. The Nomination Committee is provided with sufficient resources to perform its responsibilities, such as seeking independent professional advice, at the Company’s expense, where necessary.

#### Work Done in 2023

During the year ended 31 December 2023, one meeting was held and the individual attendance of each member is set out below:

<b>Members</b>	<b>Attendance/ number of meeting(s) held</b>
Hon Kwok Lung ( <i>Committee Chairman</i> )	0/1
Siu Chun Wa	1/1
Kwong Chun Wai, Michael	1/1
Zhang Bin	1/1
Kam, Eddie Shing Cheuk	1/1
Li Ziqing (resigned on 27 March 2024)	1/1

# NOMINATION COMMITTEE REPORT

During the year ended 31 December 2023, the work of the Nomination Committee included consideration of: review structure, composition and diversity of the Board, including the appropriate balance of skills, knowledge and experience; assessment of independence of independent non-executive directors of the Company; and review of the retirement of directors by rotation at the Company's annual general meeting held on 23 May 2023.

The Board has adopted the Nomination Policy in order to set out the approach to guide the Nomination Committee in relation to the selection and recommendation of candidates for directorship.

## Nomination Policy

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### Purpose

The Nomination Policy aims to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business.

### Nomination Criteria

- In assessing, selecting and recommending candidates for directorship to the Board, the Nomination Committee will give due consideration to the factors including but not limited to (collectively, the "Factors"):
    - (a) reputation for character and integrity;
    - (b) accomplishment and experience in the relevant industries in which the Company's business is involved and other professional qualifications;
    - (c) number of directorship the candidate holds in listed companies, commitment in respect of available time and relevant interest;
    - (d) diversity in all aspects including but not limited to gender, age, cultural and educational background, experience (professional or otherwise), skills, knowledge and length of service;
    - (e) contribution that the candidates can potentially bring to the Board;
    - (f) whether cross-directorship or significant links with other directors through involvements in other companies or bodies exists, and
    - (g) plans in place for the orderly succession of the Board.
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**Nomination Policy****Nomination Criteria**

The above Factors are for reference only, and not meant to be exhaustive and decisive. The Nomination Committee has the discretion to nominate any person, as it considers appropriate.

- Retiring directors, save for those who have served as independent non-executive directors for a period of nine consecutive years, are eligible for nomination by the Board to stand for re-election at a general meeting. If an independent non-executive director serves more than nine years, his/her further appointment should be subject to a separate resolution to be approved by the shareholders of the Company. The circular to the shareholders accompanying that resolution should include the reasons why the Board believes he/she is still independent and should be eligible for re-election. For the avoidance of doubt, (a) the nine-year period for determining the eligibility of an independent non-executive director for nomination by the Board to stand for election at a general meeting would count from his/her date of first appointment as an independent non-executive director until the date of the forthcoming annual general meeting when his/her current term of service will expire at the end of that meeting; and (b) an independent non-executive director who has been serving on the Board for a period of nine consecutive years or more may continue to hold office until expiry of his/her current term.
- In addition to the Factors, the Nomination Committee will assess, select and recommend candidates for the position of the independent non-executive director of the Company by giving due consideration to the factors including but not limited to those set out in Rules 3.10(2) and 3.13 of the Listing Rules (as amended from time to time).

**Nomination Procedures**

- The Board may from time to time and at any time to appoint any person as a director or the Company may by ordinary resolution elect any person to be a director either to fill a casual vacancy on the Board, or as an addition to the existing Board.
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# NOMINATION COMMITTEE REPORT

## Nomination Policy

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### Nomination Procedures

- The Nomination Committee will recommend candidates of directorship to the Board in accordance with the following procedures and process:
    - (a) the Nomination Committee may consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing directors, advertising, recommendations from third-party agency firm and proposals from shareholders of the Company with due consideration given to the Factors;
    - (b) the Nomination Committee may adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third party reference checks;
    - (c) the proposed candidates will be asked to submit the necessary personal information for the Nomination Committee's consideration. The Nomination Committee may request the candidate(s) to provide additional information and documents, if considered necessary;
    - (d) upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment;
    - (e) Nomination Committee will provide the relevant information of the selected candidate to the remuneration committee of the Company for consideration of remuneration package of such selected candidate;
    - (f) the Nomination Committee will thereafter make the recommendation to the Board in relation to the proposed appointment, and where a non-executive director is considered, the remuneration committee of the Company will make the recommendation to the Board on the proposed remuneration package;
    - (g) the Board may arrange for the selected candidate to be interviewed by the members of the Board who are not members of the Nomination Committee;
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## Nomination Policy

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### Nomination Procedures

- (h) the Board will thereafter deliberate and decide the appointment or a shareholder circular will be issued and sent to shareholders of the Company in order to provide information of the candidates nominated by the Board to stand for election at a general meeting and to invite nominations from shareholders (as the case may be);
  - (i) shareholder can serve a notice to the Company within the lodgement period of its intention to propose a resolution to elect a certain person as a director, without the Board's recommendation or the Nomination Committee's consideration and nomination, other than those candidates set out in the shareholder circular. The particulars of the candidates so proposed will be sent to all shareholders for information by a supplementary circular; and
  - (j) all appointment of directors will be confirmed by the filing of the consent to act as director of the relevant director (or any other similar filings requiring the relevant director to acknowledge or accept the appointment as director, as the case may be) to be filed with the Companies Registry of Hong Kong and updating the Register of Directors of the Company. The director shall consent to the public disclosure of their personal data on any documents or announcements in the relevant websites for the purpose of or in relation to their appointment as a director.
- The Board shall have the final decision on all matters relating to the appointment of directors and its recommendation of candidates to stand for election at any general meeting.

### Review

The Nomination Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

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# NOMINATION COMMITTEE REPORT

The Board has also adopted the Board Diversity Policy in order to set out the approach to achieve diversity on the Board.

## Board Diversity Policy

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### Vision

The Company recognises and embraces the benefits of diversity of Board members to enhance the quality of its performance. The Company upholds that a high performing board is one that composes directors with the combination of competencies and diversity of perspectives aligning with the Company's strategy and objectives, and which is in the best position to deal with the key issues that the Company faces.

### Policy Statement

With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. In designing the Board's composition, board diversity has been considered from a number of aspects, including but not limited to gender, age, cultural and educational background, independence from or relationship with other members of the Board, experience (professional or otherwise), skills, knowledge and length of service. All board appointments will be made on a merit basis but the Company will ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the needs of the Company's business.

### 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, independence from or relationship with other members of the Board, experience (professional or otherwise), skills, knowledge and length of service. The ultimate decision will be based on merit and contribution that the selected candidates will bring to the Board. The Board's composition (including gender, ethnicity, age, length of service) will be disclosed in the corporate governance report annually.

### Review

The Nomination Committee will review this Policy, as appropriate, to ensure the effectiveness of this Policy. The Nomination Committee will discuss any revisions that may be required, and recommend any such revisions to the Board for consideration and approval.

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In assessing, selecting and recommending suitable candidates to fill in vacancies for directorship and/or re-election of retiring directors to the Board during the year ended 31 December 2023, the Nomination Committee followed the Nomination Policy and the Board Diversity Policy. The Nomination Committee considered, including but not limited to, the candidate's social diversity (e.g. gender, race and age diversity), professional qualifications, regional and industry experience, reputation and integrity, time commitment and other potential contributions bring to the Board, the factors set out in Rules 3.10(2) and 3.13 of the Listing Rules (as amended from time to time), etc. The Company upholds that a high performing board composes directors with the combination of competencies and diversity of perspectives aligning with the Company's strategy and objectives, and which is in the best position to deal with the major issues that the Company faces.

# RISK MANAGEMENT COMMITTEE REPORT

Citychamp Watch & Jewellery Group Limited (the “Company”) has established a risk management committee of (the “Risk Management Committee”), terms of reference of which have been adopted by the Company’s Board of Directors (the “Board”) pursuant to the Rules Governing the Listing of Securities (the “Listing Rules”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). During the year ended 31 December 2023 and up to the date of this annual report, the Risk Management Committee comprised following members:

## Executive Directors

Teguh Halim (*Committee Chairman*) (appointed on 27 March 2024)

Sit Lai Hei (resigned on 27 March 2024)

Hao Xiaohui (resigned on 27 March 2024)

Shi Tao

Bi Bo (reigned on 3 March 2023)

Siu Chun Wa (appointed on 27 March 2024)

## AUTHORITY AND DUTIES

The Risk Management Committee, under the delegation of the Board, oversees the Group’s risk management system, and conducts periodic reviews of such system to minimise potential risks that may occur and ultimately ensure good corporate governance practice. In accordance with the Group’s development strategy, we have established a risk management system covering all business segments to assess and manage various risks in the Group’s business activities. The Risk Management Committee is provided with sufficient resources to perform its responsibilities, such as seeking independent professional advice, at the Company’s expense, where necessary. The duties of the Risk Management Committee are set out as follows:

- assist the Board to evaluate and determine the nature and extent of the risks the Group is willing to take in achieving the strategic objectives;
- ensure that the Group establishes and maintains appropriate and effective risk management systems; oversee management in the design, implementation and monitoring of the risk management systems of the Group;
- ensure that management provides confirmation to the Board on the effectiveness of these systems;
- oversee the Group’s risk management systems on an ongoing basis, and ensure that a review of the effectiveness of the Group’s risk management systems is conducted at least once annually, which should cover all material controls, including financial, operational and compliance controls;
- identify and consider significant risks to which the Group is exposed, and develop plans and measures to mitigate such significant risks;
- review the changes in the nature and extent of significant risks, and the Group’s ability to respond to changes in its business, the external environment and new risks from time to time; and
- report to the Board on any material adverse findings related to risk management of the Group, and make recommendations for improvement.

# RISK MANAGEMENT COMMITTEE REPORT

## Work done in 2023

During the year ended 31 December 2023, two meetings were held and the individual attendance of each member is set out below:

<b>Members</b>	<b>Attendance/ number of meeting(s) held</b>
Teguh Halim ( <i>Committee Chairman</i> ) (appointed on 27 March 2024)	–
Sit Lai Hei (resigned on 27 March 2024)	2/2
Hao Xiaohui (resigned on 27 March 2024)	2/2
Shi Tao	2/2
Bi Bo (resigned on 3 March 2023)	–
Siu Chun Wa (appointed on 27 March 2024)	–

## Risk Assessment

Risk assessment is the process of identifying and evaluating risks and determining how to manage these risks. At every level within the Group are both internal and external risks that could prevent the accomplishment of established objectives. Ideally, management should seek to prevent these risks. However, sometimes we cannot prevent the risk from occurring. In such cases, we decide whether to accept the risk, reduce the risk to acceptable levels, transfer the risk through taking out insurance or avoid the risk. To have reasonable assurance that the Group will achieve its objectives, we ensure each risk is assessed and handled properly.

### Principal Risks and Uncertainties

The following risks are the principal risks and uncertainties facing the Group and the Board will monitor the situation closely and adopt any necessary risk mitigation measures.

#### Economy risk

Key Challenges	<ul style="list-style-type: none"> <li>Numerous challenges for both macro-economic outlook and market conditions, domestically or globally may result in a decrease in consumer spending in watches and may lead to a material adverse effect upon the Group's business and results of operations</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Redefine the strategic mix to deal with the ever-changing economy</li> <li>Closely monitor the impact of the recent economic trend</li> <li>Explore different revenue streams and value-added services for our customers</li> </ul>

#### Industry risk

Key Challenges	<p><u>For the watch industry</u></p> <ul style="list-style-type: none"> <li>Rapid changing market trends and competition amongst different players domestically or globally</li> <li>Highly competitive market, and the pricing of and demand for our watches are greatly affected by the intensity of competition</li> <li>Strong competitive edge in terms of financial positions, technology, design, customer relationship of our competitors</li> </ul> <p><u>For the financial industry</u></p> <ul style="list-style-type: none"> <li>Intense competition</li> </ul>
Key Controls	<p><u>For the watch industry</u></p> <ul style="list-style-type: none"> <li>Strengthen our products, distributions and our marketing as a whole</li> </ul> <p><u>For the financial industry</u></p> <ul style="list-style-type: none"> <li>Maintain a strong team of compliance, risk management and internal audit so that it can remain a secure and sustainable institution</li> </ul>

# RISK MANAGEMENT COMMITTEE REPORT

## E-commerce risk

Key Challenges	<ul style="list-style-type: none"> <li>Reshape the traditional distribution model of the segment of watches and timepieces</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Invests providently to maintain its competitive competence across all e-commerce platforms</li> <li>Invests in e-commerce and new marketing approaches, such as social media and mobile marketing in the foreseeable future</li> </ul>

## Interest rate risk

Key Challenges	<ul style="list-style-type: none"> <li>Fluctuate of the fair value or cash flows of a financial instrument due to changes in market interest rates</li> <li>Manage by taking into account market conditions and controlled at a reasonable level</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Keep monitoring the trend of interest rate of the global capital markets and adjust the mix of fixed-rate interest-bearing loans accordingly</li> <li>Optimize the maturity structure of deposits and take the initiative to manage sensitive gaps in interest rates for the overall objective of achieving steady growth both in net interest income and economic value within a tolerable level of interest rate risk</li> </ul>

## Exchange rate risk

Key Challenges	<ul style="list-style-type: none"> <li>Sales are dominated in Renminbi and some of our purchases are made in other currencies such as Swiss Francs</li> <li>Fluctuate in exchange rates of foreign currencies may affect our customers' purchasing power and their willingness to purchase watches</li> <li>Affects the fair value of future cash flows of a financial instrument</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Monitors the foreign exchange exposure continuously</li> </ul>

## Legal risk

Key Challenges	<ul style="list-style-type: none"> <li>Failure to comply with these laws and regulations may result in imposition of conditions on or the suspension of sales or seizure of products, or significant penalties or claims. In the event that the countries in which we operate increase the stringency of such laws and regulations, our operating costs may increase and we may not be able to pass these additional costs onto our customer</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Reviews the Group's compliance with applicable legal and regulatory requirements including the internal rules and directives, the Stock Exchange Code/Code on Takeovers and Mergers and Share Buy-backs, the Listing Rules, the Companies Ordinance and the Securities and Futures Ordinance during the process of reviewing the financial statements</li> <li>Engage external legal advisors to assist in managing the legal risks</li> </ul>

### Intellectual property rights risk

Key Challenges	<ul style="list-style-type: none"> <li>Insufficient protection with various government authorities of the different jurisdictions in which we conduct business</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Dedicate to work with professionals to protect our intellectual property rights all over the world</li> </ul>

### Operational risk

Key Challenges	<ul style="list-style-type: none"> <li>Potential of loss resulting from impact of external events and/or inadequacies in the areas of internal processes, manpower and systems</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Achieve “industrial strength” process and standards for all activities, and benchmark practices against peers, other industries and regulatory requirements</li> <li>Manage by means of internal control procedures and directives</li> </ul>

### Credit risk

Key Challenges	<p><u>For the non-banking and financial businesses</u></p> <ul style="list-style-type: none"> <li>Large proportion of customers’ credit terms are mainly on credit and the credit period is generally for a period of one to six months for major customers</li> <li>Affect the account receivable by the general economic conditions in the geographies in which the Group operates</li> </ul> <p><u>For the banking business</u></p> <ul style="list-style-type: none"> <li>Determines based on the combination of the internal and external credit rating, the average debt recovery, peer review information and comparison with publically available data</li> <li>Subject to concentration risk</li> </ul>
Key Controls	<p><u>For the non-banking and financial businesses</u></p> <ul style="list-style-type: none"> <li>Trades only with recognized and creditworthy parties in order to minimize the credit risk</li> <li>Set limits on the exposure to any counterparty and credit risk</li> <li>Follow up the delinquent account receivable based on established internal system</li> </ul> <p><u>For the banking business</u></p> <ul style="list-style-type: none"> <li>Grants collateralized loans generally</li> <li>Approves and monitors the loans by the relevant managers, the credit committee and ultimately the board of the directors of Bendura Bank</li> <li>Implements a framework to provide a holistic view of the credit risks, which assess credit risks against key criteria</li> <li>Employs the standardized processes to oversee compliance with the risk requirements</li> <li>Monitor the financial position of the borrowers regularly</li> </ul>

# RISK MANAGEMENT COMMITTEE REPORT

## Equity price risk

Key Challenges	<ul style="list-style-type: none"> <li>Fluctuate of the fair values or future cash flows of a financial instrument due to the changes in its market price, other than those unlisted equity investments held for strategic purposes and those valued at quoted market prices at the end of reporting period</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Monitor the price fluctuation of the listed equity instruments</li> <li>Establish appropriate exit strategies</li> </ul>

## Liquidity risk

Key Challenges	<ul style="list-style-type: none"> <li>Insufficient financial resources available to meet our obligation as they fall due, or we only access these financial resources at excessive cost</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Maintain adequate liquidity at all times in all geographical locations and for all currencies, and hence to be in a position to meet obligations as they fall due</li> <li>Analyze Liquid assets, liquidity coverage ratio and leverage ratio against the regulatory requirements and present to the Board and senior management on a regularly basis</li> <li>Projects cash flows in major currencies and consider the level of group's liquidity management policy</li> </ul>

## Inventory risk

Key Challenges	<ul style="list-style-type: none"> <li>Fail to meet the changing consumer preferences and market trends, slow-moving inventory and volume of obsolete will increase, and either sell off such inventory at a lower price or write off such inventory, in the event of which our performance may be materially and adversely affected</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Enhance sales efficiency at distribution outlet level</li> <li>Improve overall inventory management with more rapid information exchange between the distribution outlet, the regional sale office and the headquarters to maintain inventory at an optimal level</li> </ul>

## Concentration risk

Key Challenges	<ul style="list-style-type: none"> <li>Subject to concentration risk if the bond portfolio is not diversified</li> </ul>
Key Controls	<ul style="list-style-type: none"> <li>Composed of bonds with different maturity, geography, segment and currency for the bond portfolio of Bendura Bank</li> <li>Analyse the risk concentration on assets and liabilities sides</li> <li>Present the report on different attributes of the bond portfolio to the Board and senior management on a monthly basis</li> </ul>

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告



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### TO THE MEMBERS OF CITYCHAMP WATCH & JEWELLERY GROUP LIMITED

(incorporated in Cayman Islands with limited liability)

致冠城鐘錶珠寶集團有限公司股東

(於開曼群島註冊成立之有限公司)

### OPINION

We have audited the consolidated financial statements of Citychamp Watch & Jewellery Group Limited (the “Company”) and its subsidiaries (together “the Group”) set out on pages 149 to 338, which comprise the consolidated statement of financial position as at 31 December 2023, and the consolidated statement of comprehensive income, the consolidated statement of changes in equity and the consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policy information.

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

### BASIS FOR OPINION

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

### KEY AUDIT MATTERS

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

### 意見

本核數師(以下簡稱「我們」)已審計載於第149至338頁冠城鐘錶珠寶集團有限公司(「貴公司」)及其附屬公司(統稱「貴集團」)之綜合財務報表,此等綜合財務報表包括於二零二三年十二月三十一日之綜合財務狀況表,以及截至該日止年度之綜合全面收入表、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(包括重大會計政策資料)。

我們認為,該等綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒佈之香港財務報告準則真實而公平地反映 貴集團於二零二三年十二月三十一日之綜合財務狀況以及 貴集團截至該日止年度之綜合財務表現及綜合現金流量,並已遵守香港公司條例之披露規定妥為編製。

### 意見基礎

我們已根據香港會計師公會頒佈之香港核數準則(「香港核數準則」)進行審計。我們就該等準則承擔之責任在本報告「核數師就審計綜合財務報表須承擔之責任」部分進一步闡述。根據香港會計師公會之「專業會計師道德守則」(「守則」),我們獨立於 貴集團,並已根據守則履行其他道德責任。我們相信,我們所獲審計憑證能充足及適當地為我們之意見提供基礎。

### 關鍵審計事項

關鍵審計事項乃根據我們的專業判斷,認為對我們審計本期綜合財務報表最為重要之事項。我們於審計整體綜合財務報表及就其作出意見時處理該等事項,但不會就該等事項提供單獨意見。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### Impairment assessment on goodwill and intangible assets

Refer to notes 30 and 31 to the consolidated financial statements respectively and the material accounting policy information in notes 4.4, 4.5 and 4.9 to the consolidated financial statements

As at 31 December 2023, the Group had goodwill and intangible assets with carrying amounts of HK\$1,150,672,000 and HK\$105,693,000 respectively arising from the acquisitions of bank, watch and watch accessories businesses.

Management will perform impairment assessment on the amount of goodwill and intangible assets with indefinite useful lives at least annually, and will perform impairment assessment when there is an indication that goodwill or intangible assets may be impaired. For the purpose of assessing impairment, management assessed the recoverable amount of these assets based on higher of its fair value less costs of disposal and value-in-use. These assets were allocated to cash generating units ("CGU"), and the recoverable amount of each CGU was determined by management based on value-in-use calculations using cash flow projections.

The impairment test involves significant judgements and assumptions by the management under the value-in-use calculation.

Management concluded that, based on the impairment assessment, impairment losses of HK\$13,389,000 would be recognised for the year.

#### Our response

Our procedures on the management's impairment assessment on goodwill and intangible assets included:

- (i) Assessing the reasonableness of market data, discount rates and growth rates applied in determining the recoverable amount;
- (ii) Challenging the reasonableness of other key assumptions based on our knowledge of the business and industry; and
- (iii) Checking input data to supporting evidence, such as approved budgets and considering the reasonableness of these budgets.

#### 商譽及無形資產之減值評估

參照綜合財務報表附註30及31以及綜合財務報表附註4.4、4.5及4.9之重大會計政策資料

於二零二三年十二月三十一日，貴集團擁有賬面值分別為1,150,672,000港元及105,693,000港元之商譽及無形資產，乃由於收購銀行、鐘錶及鐘錶配件業務所致。

管理層將每年至少一次就商譽及具無限可使用年期之無形資產之金額進行減值評估，並將於有跡象顯示商譽或無形資產可能減值時進行減值評估。就評估減值而言，管理層按其公平值減出售成本及使用價值之較高者評估該等資產之可收回金額。該等資產獲分配至現金產生單位（「現金產生單位」），而各個現金產生單位之可收回金額由管理層根據按使用現金流量預測之使用價值計算釐定。

減值測試需要管理層利用使用價值計算作出重大判斷及假設。

管理層總結，根據減值評估，於本年度確認減值虧損13,389,000港元。

#### 我們的回應

我們關於管理層就商譽及無形資產之減值評估程序包括以下方面：

- (i) 評估應用於釐定可收回金額之市場數據、貼現率及增長率之合理性；
- (ii) 根據我們對業務及行業之認知質疑其他重要假設之合理性；及
- (iii) 檢查支持證據之輸入數據，如核准預算及考慮該等預算之合理性。

## INDEPENDENT AUDITOR'S REPORT 獨立核數師報告

### OTHER INFORMATION IN THE ANNUAL REPORT

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

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

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

### DIRECTORS' RESPONSIBILITY FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

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

### 年報之其他資料

董事須對其他資料負責。其他資料包括已納入 貴公司年報之資料，但並不包括綜合財務報表及我們之核數師報告。

我們對綜合財務報表之意見並不涵蓋其他資料，我們亦不對其他資料發表任何形式之鑒證結論。

就我們審計綜合財務報表而言，我們之責任是閱覽其他資料，在此過程中，考慮其他資料是否與綜合財務報表或我們在審計過程中所瞭解之情況有重大抵觸，或者似有重大錯誤陳述。基於已執行之工作，倘我們認為此其他資料有重大錯誤陳述，則須報告該事實。我們概無有關此方面之任何報告。

### 董事就綜合財務報表須承擔之責任

董事須負責根據香港會計師公會頒佈之香港財務報告準則及香港公司條例之披露規定編製真實公平之綜合財務報表，以及落實董事認為必要之內部控制，以確保編製綜合財務報表時不存在由於欺詐或錯誤而導致之重大錯誤陳述。

於編製綜合財務報表時，貴公司董事負責評估 貴集團持續經營之能力，並在適用情況下披露與持續經營有關之事項，以及使用持續經營會計基礎，除非董事有意將 貴集團清盤或停業，或別無其他實際替代方案。

董事負責監督 貴集團財務報告過程，並在審核委員會協助下履行彼等之責任。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

#### AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

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

- identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Group's internal control.
- evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the directors.
- conclude on the appropriateness of the directors' use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

#### 核數師就審計綜合財務報表須承擔之責任

我們之目標為就綜合財務報表整體是否不存在由於欺詐或錯誤而導致之重大錯誤陳述取得合理保證，並發出包括我們意見之核數師報告。我們僅根據委聘條款向全體股東作出報告，除此之外，本報告並無其他用途。我們不會就本報告之內容向任何其他人士負責或承擔任何責任。

合理保證屬高度保證，但並非關於根據香港核數準則進行之審計總能發現某一存在之重大錯誤陳述之擔保。錯誤陳述可由欺詐或錯誤引起，倘個別或整體合理預期可影響使用者根據該等綜合財務報表作出之經濟決定，則有關錯誤陳述可被視作重大。

作為根據香港核數準則進行之審計工作之一部分，我們於整個審計過程中行使專業判斷並抱持專業懷疑態度。我們亦：

- 識別及評估綜合財務報表由於欺詐或錯誤而導致之重大錯誤陳述風險，設計及執行審計程序以應對該等風險，以及獲取充分及適當審計憑證為我們之意見提供基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述或僭越內部控制，故因未能發現欺詐而導致之重大錯誤陳述風險高於因未能發現錯誤而導致之重大錯誤陳述風險。
- 瞭解有關審計之內部控制，以設計在各類情況下適當之審計程序，但並非旨在對貴集團內部控制之成效發表意見。
- 評估董事所用會計政策之恰當性及作出會計估計及相關披露之合理性。
- 總結董事採用持續經營會計基礎是否恰當，並根據已獲得之審計憑證，總結是否存在重大不明朗因素涉及可能令貴集團之持續經營能力嚴重成疑之事件或情況。倘我們得出結論認為存在重大不明朗因素，我們須於核數師報告中提請使用者注意綜合財務報表內之相關披露，或倘相關披露不足，則修訂我們之意見。我們之結論以截至核數師報告日期所獲得之審計憑證為基礎。然而，未來事件或情況可能導致貴集團不再持續經營。

## INDEPENDENT AUDITOR'S REPORT

### 獨立核數師報告

- 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.
- 評估綜合財務報表(包括披露)之整體列報、架構及內容,以及綜合財務報表是否已中肯反映相關交易及事件。
- 就 貴集團內實體或業務活動之財務資料獲得充足及適當之審計憑證,以就綜合財務報表發表意見。我們負責指導、監督及執行集團審計。我們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.

我們與審核委員會溝通(其中包括)審計工作之計劃範圍、時間及重大審計發現,該等發現包括我們於審計期間識別出內部控制之任何重大缺陷。

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, action taken to eliminate threats or safeguards applied.

我們亦向審核委員會提交聲明,說明我們已遵守有關獨立性之相關道德要求,並與彼等溝通可能被合理認為會影響我們獨立性之所有關係及其他事宜以及(倘適用)為消除威脅採取措施或採用保障措施。

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

從與董事溝通之事項中,我們決定該等事項對本期綜合財務報表之審計最為重要,因而構成關鍵審計事項。我們在核數師報告中描述該等事項,除非法律或法規不允許公開披露該事項,或於極端罕見情況下,倘合理預期在報告中溝通某事項造成之負面後果超過其產生之公眾利益,則我們決定不應在報告中溝通該事項。

**BDO Limited**  
Certified Public Accountants

香港立信德豪會計師事務所有限公司  
執業會計師

**Wong Kwok Wai**  
Practising Certificate Number P06047  
Hong Kong, 27 March 2024

**黃國偉**  
執業證書號碼 P06047  
香港,二零二四年三月二十七日

## 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

			2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest and dividend income from banking business	銀行業務之利息及股息收入		358,881	151,157
Interest expenses from banking business	銀行業務之利息開支		(72,913)	(17,631)
<b>Net interest and dividend income from banking business</b>	<b>銀行業務之利息及股息收入淨額</b>	7a	<b>285,968</b>	133,526
Service fees and commission income from banking business	銀行業務之服務費及佣金收入		198,823	197,450
Service fees and commission expenses from banking business	銀行業務之服務費及佣金開支		(26,904)	(32,087)
<b>Net service fees and commission income from banking business</b>	<b>銀行業務之服務費及佣金收入淨額</b>	7b	<b>171,919</b>	165,363
Trading income from banking business	銀行業務之交易收入	7c	33,907	38,631
Service fees and commission income from financial business	金融業務之服務費及佣金收入	7d	12	949
Interest income from financial business	金融業務之利息收入	7d	33	173
Sales of goods from non-banking and financial businesses	非銀行及金融業務之貨品銷售收入	7e	1,113,945	1,248,281
Rental income from non-banking and financial businesses	非銀行及金融業務之租金收入	7e	23,275	20,465
<b>Total revenue</b>	<b>總收入</b>		<b>1,629,059</b>	1,607,388
Cost of sales from non-banking and financial businesses	非銀行及金融業務之銷售成本		(514,001)	(604,727)
Other income and other net gains or losses	其他收入及其他收益或虧損淨額	8	77,255	15,916
Selling and distribution expenses	銷售及分銷費用		(376,358)	(448,443)
Administrative expenses	行政費用		(667,762)	(626,594)
Share of profit/(loss) of joint ventures	應佔合營企業溢利／(虧損)	26	5	(28)
Share of profit of associates	應佔聯營公司溢利	27	13,842	16,740
Finance costs from non-banking business	非銀行業務之財務費用	9	(78,242)	(70,532)
<b>Profit/(loss) before income tax</b>	<b>除所得稅前溢利／(虧損)</b>	10	<b>83,798</b>	(110,280)
Income tax expense	所得稅開支	11	(20,539)	(9,157)
<b>Profit/(loss) for the year</b>	<b>本年度溢利／(虧損)</b>		<b>63,259</b>	(119,437)

## 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
<b>Other comprehensive income</b>	<b>其他全面收入</b>			
Items that will not be subsequently reclassified to profit or loss	不會於日後重新分類至溢利或虧損之項目			
– Remeasurement of net defined benefit obligations	– 重新計量定額福利責任淨額	15.2	(4,962)	30,123
– Change in fair value of financial assets at fair value through other comprehensive income	– 按公平值計入其他全面收入之金融資產公平值變動	20	(10,308)	(118,001)
			<b>(15,270)</b>	(87,878)
Items that may be subsequently reclassified to profit or loss	可能於日後重新分類至溢利或虧損之項目			
– Exchange differences on translation to presentation currency	– 換算呈列貨幣之匯兌差額		115,100	(144,540)
– Share of other comprehensive income of associates	– 應佔聯營公司之其他全面收入	27	(2,633)	(153)
			<b>112,467</b>	(144,693)
<b>Other comprehensive income for the year</b>	<b>本年度其他全面收入</b>		<b>97,197</b>	(232,571)
<b>Total comprehensive income for the year</b>	<b>本年度全面收入總額</b>		<b>160,456</b>	(352,008)
<b>Profit/(loss) for the year attributable to:</b>	<b>以下人士應佔本年度溢利／(虧損)：</b>			
Owners of the Company	本公司擁有人		45,100	(111,051)
Non-controlling interests	非控股權益		18,159	(8,386)
			<b>63,259</b>	(119,437)

## 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
<b>Total comprehensive income for the year attributable to:</b>	<b>以下人士應佔本年度全面收入總額：</b>			
Owners of the Company	本公司擁有人		131,496	(329,347)
Non-controlling interests	非控股權益		28,960	(22,661)
			<b>160,456</b>	<b>(352,008)</b>
<b>Earnings/(loss) per share attributable to owners of the Company</b>	<b>本公司擁有人應佔每股盈利／(虧損)</b>	14		
– Basic	– 基本		<b>HK1.04 cents</b> 1.04港仙	HK(2.55) cents (2.55)港仙
– Diluted	– 攤薄		<b>HK1.04 cents</b> 1.04港仙	HK(2.55) cents (2.55)港仙

## 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
<b>Assets</b>	<b>資產</b>			
Cash and deposits	現金及存款	17	3,761,431	4,314,638
Due from clients	應收客戶款項	18	2,877,929	2,678,772
Due from banks	應收銀行款項	18	2,222,968	1,929,640
Trading portfolio investments	交易組合投資	19	27,558	28,093
Financial assets at fair value through other comprehensive income	按公平值計入其他全面 收入之金融資產	20	285,627	296,080
Financial assets at fair value through profit or loss	按公平值計入溢利或虧損之 金融資產	21	32,410	–
Derivative financial assets	衍生金融資產	22	5,136	2,888
Trade receivables	應收賬款	23	442,941	336,640
Other financial assets at amortised cost	按攤銷成本列賬之其他 金融資產	24	1,878,805	1,571,725
Inventories	存貨	25	1,805,899	1,935,923
Income tax recoverable	可收回所得稅		–	218
Interests in joint ventures	所佔合營企業權益	26	496	491
Interests in associates	所佔聯營公司權益	27	108,411	122,202
Property, plant and equipment	物業、廠房及設備	28	1,297,608	1,285,314
Investment properties	投資物業	29	166,370	170,906
Intangible assets	無形資產	30	105,693	43,254
Goodwill	商譽	31	1,150,672	1,092,012
Deferred tax assets	遞延稅項資產	41	16,019	8,585
Assets of a disposal group held for sale	持作出售之出售組別資產	39	–	24,988
Non-current assets held for sales	持作出售之非流動資產	40	–	5,138
Other assets	其他資產	32	345,033	309,736
<b>Total assets</b>	<b>總資產</b>		<b>16,531,006</b>	<b>16,157,243</b>
<b>Liabilities</b>	<b>負債</b>			
Due to banks	應付銀行款項		–	1,099
Due to clients	應付客戶款項	33	10,155,311	9,987,678
Financial liabilities at fair value through profit or loss	按公平值計入溢利或虧損之 金融負債	21	44,905	–
Derivative financial liabilities	衍生金融負債	22	49,318	12,622
Trade payables	應付賬款	34	207,230	198,994
Contract liabilities	合約負債	35	11,846	41,946
Income tax payables	應付所得稅		44,198	36,878
Borrowings	借貸	36	681,254	958,135
Provisions	撥備	37	4,812	387
Lease liabilities	租賃負債	38	49,026	48,886
Deferred tax liabilities	遞延稅項負債	41	68,561	52,776
Due to a shareholder	應付一名股東款項	48	9,025	12,000
Due to directors	應付董事款項	48	66,772	81,515
Other liabilities	其他負債	42	773,454	545,466
<b>Total liabilities</b>	<b>總負債</b>		<b>12,165,712</b>	<b>11,978,382</b>

## 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
<b>Equity</b>	<b>權益</b>			
<b>Equity attributable to owners of the Company</b>	<b>本公司擁有人應佔權益</b>			
Share capital	股本	43	435,189	435,189
Reserves	儲備	44	3,731,511	3,577,624
			<b>4,166,700</b>	4,012,813
Non-controlling interests	非控股權益		<b>198,594</b>	166,048
<b>Total equity</b>	<b>權益總額</b>		<b>4,365,294</b>	4,178,861
<b>Total liabilities and equity</b>	<b>負債及權益總額</b>		<b>16,531,006</b>	16,157,243

The consolidated financial statements on pages 149 to 338 were approved and authorised for issue by the board of directors on 27 March 2024 and are signed on its behalf by:

第149至338頁之綜合財務報表於二零二四年三月二十七日獲董事會批准及授權刊發，並由以下董事代表簽署：

**Hon Kwok Lung**  
韓國龍  
Director  
董事

**Siu Chun Wa**  
蕭進華  
Director  
董事

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

## 綜合權益變動表

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

		Equity attributable of the Company 本公司應佔權益											
		Share capital	Share premium account*	Other reserve*	Goodwill arising on consolidation*	Statutory reserve*	Exchange reserve*	Fair value through other comprehensive income reserve**	Revaluation reserve for Property, plant and equipment*	Retained profits*	Total	Non-controlling interests	Total equity
		股本	股份溢價賬*	其他儲備*	綜合賬目產生之商譽*	法定儲備*	外匯儲備*	按公平值計入其他全面收入儲備**	物業、廠房及設備重估儲備*	保留溢利*	總計	非控股權益	權益總額
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 43)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)
		(附註43)	(附註44)	(附註44)	(附註44)	(附註44)	(附註44)	(附註44)	(附註44)	(附註44)	(附註44)	(附註44)	(附註44)
<b>Balance at 1 January 2022</b>	於二零二二年一月一日之結餘	435,189	682,028	(35,379)	(15,300)	106,209	1,804	4,011	34,916	3,147,655	4,361,133	262,407	4,623,540
<b>Transactions with owners</b>	<b>與擁有人交易</b>												
Deemed acquisition of interest in subsidiaries (note 50(b))	視為收購附屬公司權益 (附註50(b))	-	-	(12,242)	-	-	-	-	-	-	(12,242)	(25,768)	(38,010)
Deemed disposal of interest in subsidiaries (note 50(d))	視為出售附屬公司權益 (附註50(d))	-	-	1,779	-	-	-	-	-	-	1,779	3,949	5,728
Partial acquisition of equity interests without change of control (note 50(e))	部分收購股權(並無控制權變動) (附註50(e))	-	-	(15,489)	-	-	-	-	-	-	(15,489)	(40,453)	(55,942)
Partial disposal of interests in subsidiaries without loss of control (note 50(h))	部分出售所佔附屬公司權益(並無失去控制權)(附註50(h))	-	-	6,979	-	-	-	-	-	-	6,979	5,021	12,000
Capital reduction of subsidiaries	附屬公司資本削減	-	-	-	-	-	-	-	-	-	-	(8,800)	(8,800)
Disposal of subsidiaries (note 12(b))	出售附屬公司(附註12(b))	-	-	-	-	-	-	-	-	-	-	(5,392)	(5,392)
Release of fair value through other comprehensive income reserve upon disposal	於出售後解除按公平值計入其他全面收入儲備	-	-	-	-	-	-	(6,870)	-	6,870	-	-	-
Release of other reserve upon the disposal of subsidiaries	於出售附屬公司後解除其他儲備	-	-	(8,482)	-	-	-	-	-	8,482	-	-	-
Dividends paid to non-controlling interests	向非控股權益派付股息	-	-	-	-	-	-	-	-	-	-	(2,255)	(2,255)
<b>Total transactions with owners</b>	<b>與擁有人交易總額</b>	-	-	(27,455)	-	-	-	(6,870)	-	15,352	(18,973)	(73,698)	(92,671)
<b>Comprehensive income</b>	<b>全面收入</b>												
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	(111,051)	(111,051)	(8,386)	(119,437)
<b>Other comprehensive income</b>	<b>其他全面收入</b>												
Remeasurement of defined benefit obligations	重新計量定額福利責任	-	-	-	-	-	-	-	-	28,303	28,303	1,820	30,123
Change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產公平值變動	-	-	-	-	-	-	(118,001)	-	-	(118,001)	-	(118,001)
Exchange differences on translation to presentation currency	換算呈列貨幣產生之匯兌差額	-	-	-	-	-	(128,445)	-	-	-	(128,445)	(16,095)	(144,540)
Share of exchange differences on translation of associates	應佔換算聯營公司之匯兌差額	-	-	-	-	-	(153)	-	-	-	(153)	-	(153)
<b>Total comprehensive income for the year</b>	<b>本年度全面收入總額</b>	-	-	-	-	-	(128,598)	(118,001)	-	(82,748)	(329,347)	(22,661)	(352,008)
<b>Balance at 31 December 2022</b>	於二零二二年十二月三十一日之結餘	435,189	682,028	(62,834)	(15,300)	106,209	(126,794)	(120,860)	34,916	3,080,259	4,012,813	166,048	4,178,861

## 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

		Equity attributable of the Company 本公司應佔權益											
		Share capital	Share premium account <sup>†</sup>	Other reserve <sup>‡</sup>	Goodwill arising on consolidation <sup>†</sup>	Statutory reserve <sup>†</sup>	Exchange reserve <sup>†</sup>	Fair value through other comprehensive income reserve <sup>†#</sup>	Revaluation reserve for Property, plant and equipment <sup>†</sup>	Retained profits <sup>†</sup>	Total	Non-controlling interests	Total equity
		股本	股份溢價賬 <sup>†</sup>	其他儲備 <sup>‡</sup>	綜合賬目產生之商譽 <sup>†</sup>	法定儲備 <sup>†</sup>	外匯儲備 <sup>†</sup>	按公平值計入其他全面收入儲備 <sup>†#</sup>	物業、廠房及設備重估儲備 <sup>†</sup>	保留溢利 <sup>†</sup>	總計	非控股權益	權益總額
		HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
		(note 43)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)	(note 44)
Balance at 1 January 2023	於二零二三年一月一日之結餘	435,189	682,028	(62,834)	(15,300)	106,209	(126,794)	(120,860)	34,916	3,080,259	4,012,813	166,048	4,178,861
Transactions with owners	與擁有人交易												
Deemed acquisition of interest in subsidiaries (note 50(a))	視為收購附屬公司權益 (附註50(a))	-	-	(12,776)	-	-	-	-	-	-	(12,776)	(19,399)	(32,175)
Deemed disposal of interest in subsidiaries (note 50(c) & (f))	視為出售附屬公司權益 (附註50(c)及(f))	-	-	17,622	-	-	-	-	-	-	17,622	18,184	35,806
Partial disposal of interests in subsidiaries without loss of control (note 50(g))	部分出售所佔附屬公司權益 (並無失去控制權) (附註50(g))	-	-	17,545	-	-	-	-	-	-	17,545	6,455	24,000
Dividends paid to non-controlling interests	向非控股權益派付股息	-	-	-	-	-	-	-	-	-	-	(1,654)	(1,654)
Total transactions with owners	與擁有人交易總額	-	-	22,391	-	-	-	-	-	-	22,391	3,586	25,977
Comprehensive income	全面收入												
Profit for the year	本年度溢利	-	-	-	-	-	-	-	-	45,100	45,100	18,159	63,259
Other comprehensive income	其他全面收入												
Remeasurement of defined benefit obligations	重新計量定額福利責任	-	-	-	-	-	-	-	-	(5,384)	(5,384)	422	(4,962)
Change in fair value of financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產公平值變動	-	-	-	-	-	-	(10,308)	-	-	(10,308)	-	(10,308)
Exchange differences on translation to presentation currency	換算呈列貨幣產生之匯兌差額	-	-	-	-	-	104,721	-	-	-	104,721	10,379	115,100
Share of exchange differences on translation of associates	應佔換算聯營公司之匯兌差額	-	-	-	-	-	(2,633)	-	-	-	(2,633)	-	(2,633)
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	-	102,088	(10,308)	-	39,716	131,496	28,960	160,456
Balance at 31 December 2023	於二零二三年十二月三十一日之結餘	435,189	682,028	(40,443)	(15,300)	106,209	(24,706)	(131,168)	34,916	3,119,975	4,166,700	198,594	4,365,294

\* These reserve accounts comprise the consolidated reserves of HK\$3,731,511,000 (2022: HK\$3,577,624,000) in the consolidated statement of financial position.

\* 該等儲備賬包括綜合財務狀況表內之綜合儲備 3,731,511,000 港元 (二零二二年: 3,577,624,000 港元)。

# The entire balance of fair value through other comprehensive income reserve belongs to non-recycling portion.

# 按公平值計入其他全面收入儲備之全部結餘均屬非結轉部分。

## CONSOLIDATED STATEMENT OF CASH FLOWS

### 綜合現金流量表

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

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Cash flows from operating activities</b>	<b>經營活動產生之現金流量</b>		
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	83,798	(110,280)
Adjustments for:	經調整：		
Depreciation and amortisation	折舊及攤銷	93,838	91,476
Provision and impairment losses	撥備及減值虧損	70,436	11,703
Net deficit on revaluation of investment properties	投資物業重估虧絀淨額	1,218	9,564
Share of profit of associates	應佔聯營公司溢利	(13,842)	(16,740)
Share of (profit)/loss of joint ventures	應佔合營企業(溢利)/虧損	(5)	28
Interest income from non-banking business	非銀行業務之利息收入	(797)	(415)
Finance costs from non-banking business	非銀行業務之財務費用	78,242	70,532
Gain on fair value changes in trading portfolio investments from non-banking business, net	非銀行業務交易組合投資的公平值變動收益淨額	(136)	-
Gain on fair value changes on financial assets/liabilities at fair value through profit or loss	按公平值計入溢利或虧損之金融資產/負債之公平值變動收益	(65,192)	-
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	(1,021)	(3,378)
Gain on the modification of leases	租賃修改之收益	-	149
(Profit)/loss on disposal of a subsidiary	出售一間附屬公司之(溢利)/虧損	(2,529)	10,395
Gain on disposal of interest in associates	出售於聯營公司之權益之收益	(1,349)	(423)
Dividend income	股息收入	(10,578)	(10,578)
Operating profit before working capital changes	營運資金變動前之經營溢利	232,083	52,033
Decrease in due to clients	應付客戶款項減少	(157,368)	(2,545,007)
(Increase)/decrease in due from clients	應收客戶款項(增加)/減少	(132,530)	364,710
Decrease in due to banks	應付銀行款項減少	(1,119)	(13,466)
(Increase)/decrease in due from banks	應收銀行款項(增加)/減少	(211,382)	59,219
(Increase)/decrease in trade receivables	應收賬款(增加)/減少	(105,850)	10,230
Decrease in inventories	存貨減少	99,027	179,485
(Increase)/decrease in cash held on behalf of clients	代客戶持有之現金(增加)/減少	(6,957)	97,968
(Increase)/decrease in other assets	其他資產(增加)/減少	(37,027)	76,870
(Increase)/decrease in derivative financial assets	衍生金融資產(增加)/減少	(2,122)	30,446
Increase/(decrease) in derivative financial liabilities	衍生金融負債增加/(減少)	29,855	(36,526)
Decrease in trade payables	應付賬款減少	(2,198)	(169,820)
(Decrease)/increase in contract liabilities	合約負債(減少)/增加	(30,100)	15,436
Decrease/(increase) in trading portfolio investments	交易組合投資減少/(增加)	822	54,532
Decrease/(increase) in other liabilities	其他負債減少/(增加)	157,060	(127,989)
Cash (used in)/generated from operations	經營業務(所用)/產生之現金	(167,806)	(1,951,879)
Income tax paid	已付所得稅	(14,469)	(6,982)
<b>Net cash (used in)/generated from operating activities</b>	<b>經營業務(所用)/產生之現金淨額</b>	<b>(182,275)</b>	<b>(1,958,861)</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

## 綜合現金流量表

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

	Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Cash flows from investing activities</b>	<b>投資活動產生之現金流量</b>		
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	3,043	3,892
Dividends received	已收股息	10,578	10,578
Dividend received from associates	已收聯營公司股息	25,000	–
Decrease/(increase) in other financial assets at amortised cost	按攤銷成本列賬之其他金融資產減少/(增加)	(259,766)	254,714
Purchase of property, plant and equipment and intangible assets	購買物業、廠房及設備以及無形資產	(33,788)	(92,377)
Interest received from non-banking business	非銀行業務之已收利息	797	415
Proceeds from disposal of interests in associates	出售所佔聯營公司權益所得款項	40 6,487	2,027
Proceeds from disposal of financial assets at fair value through profit or loss	出售按公平值計入溢利或虧損之金融資產所得款項	–	s89,764
Increase in pledged bank deposits	已抵押銀行存款增加	(5,000)	–
Net cash inflow/(outflow) from disposal of subsidiaries	出售附屬公司現金流入/(流出)淨額	12 27,500	(29,600)
Net cash inflow from acquisition of subsidiaries	收購附屬公司現金流入淨額	49 27,628	–
<b>Net cash (used in)/generated from investing activities</b>	<b>投資活動(所用)/產生之現金淨額</b>	<b>(197,521)</b>	<b>239,413</b>
<b>Cash flows from financing activities</b>	<b>融資活動產生之現金流量</b>		
Acquisition of non-controlling interests	收購非控股權益	51 (32,175)	(93,952)
Interest paid	已付利息	(67,721)	(60,198)
Proceeds from borrowings	借貸所得款項	168,542	419,857
Repayment of principal portion of the lease liabilities	償還租賃負債之本金部分	(22,202)	(26,734)
Repayment of borrowings	償還借貸	(419,607)	(600,279)
Dividends paid to non-controlling interests	向非控股權益派付股息	(1,654)	(2,255)
Advanced from directors	來自董事之墊款	10,223	8,000
Advance from a related company	來自一間關連公司之墊款	–	60,000
Advance from associates	來自聯營公司之墊款	40,000	36,900
Repayment to associates	向聯營公司還款	–	(36,900)
Repayment to a shareholder	向一名股東還款	(2,975)	–
Repayment to directors	向董事還款	(23,860)	–
Proceeds from disposal of partial interest in subsidiaries without loss of control	出售所佔附屬公司部分權益(並無失去控制權)之所得款項	–	17,728
Cash paid to non-controlling interests for capital reduction of a subsidiary	就一間附屬公司資本削減支付予非控股權益之現金	–	(8,800)
<b>Net cash used in financing activities</b>	<b>融資活動所用之現金淨額</b>	<b>(351,429)</b>	<b>(286,633)</b>

## CONSOLIDATED STATEMENT OF CASH FLOWS

### 綜合現金流量表

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

		Notes 附註	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Net decrease in cash and cash equivalents</b>	現金及現金等價物減少淨額		(731,225)	(2,006,081)
<b>Cash and cash equivalents at 1 January</b>	於一月一日之現金及現金等價物		4,262,745	6,351,324
<b>Effect of foreign exchange rate changes, net</b>	匯率變動影響淨額		176,378	(82,498)
<b>Cash and cash equivalents at 31 December</b>	於十二月三十一日之現金及現金等價物		3,707,898	4,262,745
<b>Analysis of balances of cash and cash equivalents</b>	現金及現金等價物結餘分析			
<b>Cash and deposits</b>	現金及存款	17	3,749,474	4,314,638
<b>Bank overdraft</b>	銀行透支	36	(41,576)	(51,910)
<b>Cash and deposits included in assets of a disposal group held for sale</b>	計入持作出售之出售組別資產之現金及存款	39	-	17
			3,707,898	4,262,745

## 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

Citychamp Watch & Jewellery Group Limited (the “Company”) is a limited liability company incorporated in Cayman Islands. Its registered office address is P.O. Box 309, Ugland House, South Church Street, Grand Cayman, KY1-1104, Cayman Islands and its principal place of business is Units 1902–04, Level 19, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong. The Company’s shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”).

During the year, the principal activities of the Company and its subsidiaries (together referred to as the “Group”) include:

- Manufacturing and distribution of watches and timepieces and watch accessories;
- Property investments; and
- Banking and financial businesses.

The Group has completed the disposal of 22.86% equity interests of Shun Heng Finance Holdings Limited and its subsidiaries (“Shun Heng Group”) for a cash consideration of HK\$6,487,000 in February 2023. Details of the disposal are set out in note 40 to the consolidated financial statements.

The Group has completed the acquisition of 100% equity interests of Gold Vantage Industries Limited and its subsidiaries (“Gold Vantage Group”) on 19 April 2023. Details of the acquisition are set out in note 49 to the consolidated financial statements.

In October 2023, the Group has completed the disposal of the entire equity interests of Wisdom Power Property Limited (“Wisdom Power”) for a cash consideration of HK\$27,500,000. Details of the disposal are set out in note 12(a) to the consolidated financial statements.

In November 2023, the Group has further completed the acquisition of Bendura Wealth Management (Hong Kong) Limited (formerly known as “Challenge Capital Management Limited”) (“Bendura Wealth”). Details of the acquisition are set out in note 49(b) to the consolidated financial statements.

Other than the aforementioned transactions, there was no significant change in the Group’s operations during the year.

The Group’s principal places of the business are in Hong Kong, Switzerland, United Kingdom, Liechtenstein and the People’s Republic of China (the “PRC”).

#### 1. 一般資料

冠城鐘錶珠寶集團有限公司(「本公司」)為於開曼群島註冊成立之有限公司，其註冊辦事處地址為P.O. Box 309, Ugland House, South Church Street, Grand Cayman, KY1-1104, Cayman Islands，主要營業地點位於香港九龍柯士甸道西1號環球貿易廣場19樓1902–04室。本公司股份於香港聯合交易所有限公司(「聯交所」)上市。

年內，本公司及其附屬公司(統稱「本集團」)之主要業務包括：

- 鐘錶及時計產品以及鐘錶配件製造及分銷；
- 物業投資；及
- 銀行及金融業務。

本集團已於二零二三年二月以現金代價6,487,000港元完成出售信亨金融控股有限公司及其附屬公司(「信亨集團」)之22.86%股權。出售詳情載於綜合財務報表附註40。

本集團已於二零二三年四月十九日完成收購金熹實業有限公司及其附屬公司(「金熹集團」)之100%股權。收購詳情載於綜合財務報表附註49。

於二零二三年十月，本集團已完成出售智力物業有限公司(「智力」)之全部股權，現金代價為27,500,000港元。出售詳情載於綜合財務報表附註12(a)。

於二零二三年十一月，本集團已進一步完成收購富地財富管理(香港)有限公司(前稱「信溢投資策劃有限公司」)(「富地財富」)。收購詳情載於綜合財務報表附註49(b)。

除上述交易外，年內本集團之營運並無重大變動。

本集團之主要營業地點位於香港、瑞士、英國、列支敦士登及中華人民共和國(「中國」)。

## 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. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”)

#### (a) Adoption of new or revised HKFRSs – effective 1 January 2023

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

Amendments to HKAS 12	International Tax Reform – Pillar Two Model Rules
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
HKFRS 17	Insurance Contracts

None of these new or amended HKFRSs has a material impact on the Group’s results and financial position for the current or prior period. The Group has not early applied any new or amended HKFRSs that is not yet effective for the current accounting period. The Group has revisited its accounting policy information and has not disclosed certain immaterial accounting policies.

### 2. 採納香港財務報告準則（「香港財務報告準則」）

#### (a) 採納新訂或經修訂香港財務報告準則 – 於二零二三年一月一日生效

於本年度，本集團首次應用以下由香港會計師公會（「香港會計師公會」）頒佈之新訂或經修訂準則、修訂及詮釋（「新訂或經修訂香港財務報告準則」），該等準則與本集團之綜合財務報表相關並已於二零二三年一月一日開始之年度期間生效：

香港會計準則第12號之修訂	國際稅務改革 – 支柱二規則範本
香港會計準則第1號及香港財務報告準則實務報告第2號之修訂	會計政策披露
香港會計準則第8號之修訂	會計估計的定義
香港會計準則第12號之修訂	與單一交易產生的資產及負債相關的遞延稅項
香港財務報告準則第17號	保險合約

該等新訂或經修訂香港財務報告準則概不會對本集團當前或上一期間之業績及財務狀況產生重大影響。本集團並無提早應用任何於本會計期間尚未生效之新訂或經修訂香港財務報告準則。本集團已重新審視其會計政策資料，並未披露若干非重大會計政策。

## 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. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

## (b) New or revised HKFRSs that have been issued but are not yet effective

The following new or revised HKFRSs, potentially relevant to the Group’s consolidated financial statements, have been issued but are not yet effective and have not been early adopted by the Group.

Amendments to HKAS 1	Classification of Liabilities as Current or Non-current <sup>1</sup>
Amendments to HKAS 1	Non-current Liabilities with Covenants <sup>1</sup>
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause <sup>1</sup>
Amendments to HKFRS 16	Liability in a Sale and Leaseback <sup>1</sup>
Amendments to HKAS 21	Lack of Exchangeability <sup>2</sup>
Amendments to HKFRS 7	Supplier Finance Arrangements <sup>2</sup>
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture <sup>3</sup>

<sup>1</sup> Effective for annual periods beginning on or after 1 January 2024

<sup>2</sup> Effective for annual periods beginning on or after 1 January 2025

<sup>3</sup> The amendments shall be applied prospectively to the sale or contribution of assets occurring in annual periods beginning on or after a date to be determined

## 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

## (b) 已頒佈但尚未生效的新訂或經修訂香港財務報告準則

本集團並無提早採納以下可能與本集團綜合財務報表有關的已頒佈但尚未生效之新訂或經修訂香港財務報告準則。

香港會計準則第1號之修訂	將負債分類為流動或非流動 <sup>1</sup>
香港會計準則第1號之修訂 香港詮釋第5號（經修訂）	附帶契諾之非流動負債 <sup>1</sup> 呈列財務報表—借款人對載有按要求償還條款之定期貸款進行分類 <sup>1</sup>
香港財務報告準則第16號之修訂	售後租回中的負債 <sup>1</sup>
香港會計準則第21號之修訂	缺乏可兌換性 <sup>2</sup>
香港財務報告準則第7號之修訂	供應商融資安排 <sup>2</sup>
香港財務報告準則第10號及香港會計準則第28號之修訂	投資者與其聯營公司或合營企業之間的資產出售或注資 <sup>3</sup>

<sup>1</sup> 於二零二四年一月一日或之後開始的年度期間生效

<sup>2</sup> 於二零二五年一月一日或之後開始的年度期間生效

<sup>3</sup> 該等修訂將前瞻性應用於在待釐定日期當日或之後開始的年度期間所發生的資產出售或注資

## 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. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

### (b) New or revised HKFRSs that have been issued but are not yet effective (Continued)

#### Amendments to HKAS 1, Classification of Liabilities as Current or Non-current

The amendments clarify the requirements for classifying liabilities as current or non-current. The amendments specify that if an entity’s right to defer settlement of a liability is subject to the entity complying with specified conditions, the entity has a right to defer settlement of the liability at the end of the reporting period if it complies with those conditions at that date. Classification of a liability is unaffected by the likelihood that the entity will exercise its right to defer settlement of the liability. The amendments also clarify the situations that are considered a settlement of a liability.

#### Amendments to HKAS 1, Non-current Liabilities with Covenants

The amendments modify the requirements introduced by the amendments to HKAS 1 issued in 2020, Classification of Liabilities as Current or Non-current (“the 2020 Amendments”) on how an entity classifies debt and other financial liabilities with covenants as current or non-current. The amendments specify that only covenants with which the entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

#### Hong Kong Interpretation 5 (Revised), Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause

Hong Kong Interpretation 5 (Revised) was revised as a consequence of the amendments to HKAS 1 issued in August 2020. The revision to Hong Kong Interpretation 5 (Revised) updates the wordings in the interpretation to align with the amendments to HKAS 1 with no change in conclusion and do not change the existing requirements.

## 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

### (b) 已頒佈但尚未生效的新訂或經修訂香港財務報告準則（續）

#### 香港會計準則第1號之修訂，將負債分類為流動或非流動

該等修訂澄清將負債分類為流動或非流動的規定。該等修訂訂明，倘實體延遲清償負債的權利受限於該實體須符合特定條件，則倘該實體符合當日之條件，其有權於報告期末延遲清償負債。負債的分類不受實體行使其權利延遲清償負債的可能性之影響。該等修訂亦澄清各種被視為負債清償的情形。

#### 香港會計準則第1號之修訂，附帶契諾之非流動負債

修訂修改於二零二零年頒佈之香港會計準則第1號之修訂將負債分類為流動或非流動（「二零二零年修訂」）所引入之要求，內容有關實體如何將附帶契諾之債務及其他金融負債分類為流動或非流動。該等修訂訂明，實體須於報告期末或之前遵守的契諾方會影響實體於報告日期後至少十二個月內延遲結清負債之權利。僅須於報告期後遵守的契諾對該權利於報告期末是否存在並無影響。

#### 香港詮釋第5號（經修訂），呈列財務報表－借款人對載有按要求償還條款的定期貸款進行分類

香港詮釋第5號（經修訂）已因二零二零年八月頒佈之香港會計準則第1號之修訂而作出修訂。經修訂香港詮釋第5號（經修訂）更新了詮釋中的措辭，以與香港會計準則第1號之修訂一致，但結論並無變動，亦不會更改現行規定。

## 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. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

##### (b) New or revised HKFRSs that have been issued but are not yet effective (Continued)

###### Amendments to HKFRS 16, Liability in a Sale and Leaseback

The amendments add subsequent measurement requirements for a sale and leaseback transaction, where the transfer of the asset satisfies the requirements in HKFRS 15, Revenue from Contracts with Customers to be accounted for as a sale. HKFRS 16 includes requirements on how to account for a sale and leaseback at the date the transaction takes place. However, HKFRS 16 had not specified how to measure the transaction when reporting after that date. The amendments add to the sale and leaseback requirements in HKFRS 16, thereby supporting the consistent application of the accounting standard.

###### Amendments to HKAS 21, Lack of Exchangeability

The amendments clarify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking, as well as require the disclosure of information that enables users of financial statements to understand the impact of a currency not being exchangeable.

###### Amendments to HKFRS 7, Supplier Finance Arrangements

The amendments clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk. Earlier application of the amendments is permitted. The amendments provide certain transition reliefs regarding comparative information and quantitative information as at the beginning of the annual reporting period and interim disclosures. Based on a preliminary assessment, the amendments are not expected to have any significant impact on the Group's financial statements.

#### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

##### (b) 已頒佈但尚未生效的新訂或經修訂香港財務報告準則（續）

###### 香港財務報告準則第16號之修訂，售後租回中的負債

該等修訂增加售後租回交易的後續計量規定，當中資產轉移符合香港財務報告準則第15號與客戶訂立合約之收入中的規定，將其作為銷售入賬。香港財務報告準則第16號加入如何於交易發生日期對售後租回進行會計處理的規定。然而，香港財務報告準則第16號並未具體說明於該日期後報告時如何計量交易。該等修訂增加香港財務報告準則第16號中的售後租回規定，從而支持會計準則的一致應用。

###### 香港會計準則第21號之修訂，缺乏可兌換性

該等修訂澄清實體應如何評估貨幣是否可兌換及在缺乏可兌換性時應如何確定即期匯率，以及要求披露能使財務報表使用者了解貨幣不可兌換之影響的資料。

###### 香港財務報告準則第7號之修訂，供應商融資安排

該等修訂澄清供應商融資安排之特點，並規定須就該等安排作出額外披露。該等修訂之披露規定旨在協助財務報表使用者了解供應商融資安排對實體之負債、現金流量及流動資金風險之影響。允許提早應用該等修訂。該等修訂就於年度報告期及中期披露期初之比較資料及定量資料提供若干過渡性減免。根據初步評估，預期該等修訂不會對本集團之財務報表產生任何重大影響。

## 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

### 2. ADOPTION OF HONG KONG FINANCIAL REPORTING STANDARDS (“HKFRSs”) (Continued)

- (b) **New or revised HKFRSs that have been issued but are not yet effective** (Continued)  
**Amendments to HKFRS 10 and HKAS 28, Sale or Contribution of Assets between an Investor and its Associate or Joint Venture**

The amendments clarify with situations where there is a sale or contribution of assets between an investor and its associate or joint venture. When the transaction with an associate or joint venture that is accounted for using the equity method, any gains or losses resulting from the loss of control of a subsidiary that does not contain a business are recognised in the profit or loss only to the extent of the unrelated investors’ interests in that associate or joint venture. Similarly, any gains or losses resulting from the remeasurement of retained interest in any former subsidiary (that has become an associate or a joint venture) to fair value are recognised in the profit or loss only to the extent of the unrelated investors’ interests in the new associate or joint venture.

The Group is in the progress of making assessments of the potential impact of these new or revised HKFRSs upon initial application.

### 3. BASIS OF PREPARATION

#### 3.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable individual HKFRSs, Hong Kong Accounting Standards (“HKASs”) and Interpretations (hereinafter collectively referred to as the “HKFRS”) issued by the HKICPA. The consolidated financial statements also included the disclosure requirements of the Hong Kong Companies Ordinance and the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”).

### 2. 採納香港財務報告準則（「香港財務報告準則」）（續）

- (b) 已頒佈但尚未生效的新訂或經修訂香港財務報告準則（續）  
香港財務報告準則第10號及香港會計準則第28號之修訂，投資者與其聯營公司或合營企業之間的資產出售或注資

該等修訂闡明投資者與其聯營公司或合營企業之間的資產出售或注資情況。當與採用權益法入賬的聯營公司或合營企業進行交易時，因喪失對不包含業務的附屬公司的控制權而產生的任何收益或虧損僅以非關聯投資者所佔該聯營公司或合營企業的權益為限在溢利或虧損中確認。同樣地，將任何前附屬公司（已成為聯營公司或合營企業）的保留權益按公平值重新計量而產生的任何收益或虧損，僅以非關聯投資者所佔新聯營公司或合營企業的權益為限在溢利或虧損中確認。

本集團正在評估首次應用該等新訂或經修訂香港財務報告準則之潛在影響。

### 3. 編製基準

#### 3.1 合規聲明

綜合財務報表乃根據香港會計師公會頒佈之所有適用個別香港財務報告準則、香港會計準則（「香港會計準則」）及詮釋（以下統稱「香港財務報告準則」）編製。綜合財務報表亦包括香港公司條例及香港聯合交易所有限公司證券上市規則（「上市規則」）之披露規定。

## 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. BASIS OF PREPARATION (Continued)

#### 3.2 Historical cost convention

The consolidated financial statements have been prepared under historical cost basis except for investment properties and certain financial instruments, which are measured at fair value. The adoption of new or revised HKFRSs and the impacts on the Group's consolidated financial statements, if any, are disclosed in note 2.

It should be noted that accounting estimates and assumptions are used in preparing these consolidated financial statements. Although these estimates are based on management's best knowledge and judgement of current events and actions, actual results may ultimately differ from those estimates.

#### 3.3 Functional and presentation currency

The consolidated financial statements are presented in Hong Kong Dollars ("HK\$"), which is also the functional currency of the Company and all values are rounded to the nearest thousand ("HK\$'000") unless otherwise stated.

### 4. MATERIAL ACCOUNTING POLICY INFORMATION

#### 4.1 Business combination and basis of consolidation

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

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

### 3. 編製基準 (續)

#### 3.2 歷史成本法

綜合財務報表乃根據歷史成本法編製，惟投資物業及若干金融工具則按公平值計量。採納新訂或經修訂香港財務報告準則及對本集團綜合財務報表的影響（如有）於附註2披露。

謹請留意編製該等綜合財務報表時運用之會計估計及假設。儘管該等估計乃由管理層根據其對現時事件及行動之最佳了解及判斷而作出，惟實際結果最終可能與該等估計有所出入。

#### 3.3 功能及呈列貨幣

綜合財務報表以本公司功能貨幣港元（「港元」）呈列，除另有指明外，所有金額均已約整至最接近千位數（「千港元」）。

### 4. 重大會計政策資料

#### 4.1 業務合併及綜合基準

綜合財務報表包括本公司及其附屬公司之財務報表。集團內公司間交易及結餘連同未變現溢利於編製綜合財務報表時全數對銷。未變現虧損亦可對銷，惟有關交易可證明所轉讓資產出現減值除外，於該情況下，虧損於溢利或虧損確認。

年內所收購或出售附屬公司之業績自收購生效日期起或直至出售生效日期為止（視適用情況而定）計入綜合全面收入表。倘有必要，將對附屬公司之財務報表作出調整，以令其會計政策與本集團其他成員公司所採用者一致。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.1 Business combination and basis of consolidation (Continued)

Acquisition of subsidiaries or businesses is accounted for using acquisition method. The cost of an acquisition is measured at the aggregate of the acquisition-date fair value of assets transferred, liabilities incurred and equity interests issued by the Group, as the acquirer. The identifiable assets acquired and liabilities assumed are principally measured at acquisition-date fair value. The Group's previously held equity interest in the acquiree is re-measured at acquisition-date fair value and the resulting gains or losses are recognised in profit or loss. The Group may elect, on a transaction-by-transaction basis, to measure non-controlling interest that represent present ownership interests in the subsidiary either at fair value or at the proportionate share of the acquiree's identifiable net assets. All other non-controlling interests are measured at fair value unless another measurement basis is required by HKFRSs. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments, in which case the costs are deducted from equity.

In respect of a business combination which took place during the year ended 31 December 2023, the vendor undertakes to reimburse to the Group the shortfall between the target financial performance and the actual financial performance of the acquiree, by reducing the amount of consideration to be paid by the Group to the vendor and potentially by cash (referred to as profit compensation in note 49(a) to the consolidated financial statements for the details), the arrangement of such profit compensation was accounted for financial liabilities or assets at fair value through profit or loss.

Changes in the Group's interests in subsidiaries that do not result in a loss of control are accounted for as equity transactions. The carrying amounts of the Group's interest and the non-controlling interests are adjusted to reflect the changes in their relative interests in the subsidiaries. Any difference between the amount by which the non-controlling interests is adjusted and the fair value of the consideration paid or received is recognised directly in equity and attributed to owners of the Company.

#### 4. 重大會計政策資料 (續)

##### 4.1 業務合併及綜合基準 (續)

收購附屬公司或業務採用收購法列賬。一項收購之成本乃按所轉讓資產、所產生負債及本集團(作為收購方)發行之股權於收購當日之公平值總額計量。所收購可識別資產及所承擔負債則主要按收購當日公平值計量。本集團先前所持被收購方之股權以收購當日公平值重新計量，而所產生之收益或虧損則於溢利或虧損內確認。本集團可按逐筆交易基準選擇以被收購方之可識別資產淨值公平值或應佔比例計算代表於該附屬公司現有擁有權益之非控股權益。除香港財務報告準則規定須使用另一計量基準外，所有其他非控股權益均按公平值計量。所產生之收購相關成本列作開支，惟於發行股本工具時產生之成本除外，在此情況下，成本於權益中扣除。

就截至二零二三年十二月三十一日止年度發生之業務合併而言，賣方承諾向本集團補償被收購方之目標財務業績與實際財務業績之間的差額，方法是減少本集團向賣方支付之代價金額，並可能以現金支付(詳情請參閱綜合財務報表附註49(a)中之溢利補償)，該溢利補償安排入賬為按公平值計入溢利或虧損之金融負債或資產。

本集團所佔附屬公司權益之變動(並無導致失去控制權)列作權益交易入賬。本集團之權益與非控股權益之賬面值均予以調整，以反映其於附屬公司之相對權益變動。非控股權益之調整金額與已支付或收取代價公平值之間之任何差額，均直接於權益中確認，並歸屬於本公司擁有人。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.1 Business combination and basis of consolidation (Continued)

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

Subsequent to acquisition, the carrying amount of non-controlling interests that represent present ownership interests is the amount of those interests at initial recognition plus such non-controlling interests' share of subsequent changes in equity. Total comprehensive income is attributed to such non-controlling interests even if this results in the non-controlling interests having a deficit balance.

##### 4.2 Subsidiaries

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

##### 4.3 Associates

An associate is an entity over which the Group has significant influence and that is neither a subsidiary nor a joint arrangement. Significant influence is the power to participate in the financial and operating policy decisions of the investee but not control or joint control over those policies.

Associates are accounted for using the equity method whereby they are initially recognised at cost and thereafter, their carrying amount are adjusted for the Group's share of the post-acquisition change in the associates' net assets except that losses in excess of the Group's interest in the associate are not recognised unless there is an obligation to make good those losses.

#### 4. 重大會計政策資料 (續)

##### 4.1 業務合併及綜合基準 (續)

倘本集團失去附屬公司之控制權，出售溢利或虧損乃按下列兩者之差額計算：(i) 所收取代價之公平值與任何保留權益之公平值總額，與(ii) 該附屬公司之資產（包括商譽）及負債與任何非控股權益過往之賬面值。先前就該附屬公司於其他全面收入確認之款額按出售相關資產或負債時所規定之相同方式列賬。

收購後，代表現有擁有權權益之非控股權益賬面值為該等權益於初步確認時之款額另加有關非控股權益應佔權益其後變動之部分。即使會導致非控股權益出現虧絀結餘，全面收入總額仍歸屬於有關非控股權益。

##### 4.2 附屬公司

於本公司之財務狀況表中，於附屬公司之投資按成本減任何減值虧損（如有）列賬。本公司按已收或應收股息將附屬公司業績入賬。

##### 4.3 聯營公司

聯營公司為本集團可對其行使重大影響力，且並非附屬公司或共同安排之實體。重大影響力指參與被投資方之財務及經營政策決定，但並非對該等政策實施控制或共同控制之權力。

本集團以權益會計法將聯營公司入賬，初步按成本確認，其後按本集團應佔聯營公司之資產淨值於收購後之變動調整其賬面值。惟數額超出本集團於聯營公司權益之虧損不予確認，除非本集團有責任彌補該等虧損。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.3 Associates (Continued)

Profits and losses arising on transactions between the Group and its associates are recognised only to the extent of unrelated investors' interests in the associate. The investor's share in the associate's profits and losses resulting from these transactions is eliminated against the carrying value of the associate. Where unrealised losses provide evidence of impairment of the asset transferred they are recognised immediately in profit or loss.

Any premium paid for an associate above the fair value of the Group's share of the identifiable assets, liabilities and contingent liabilities acquired is capitalised and included in the carrying amount of the associate. Where there is objective evidence that the investment in an associate has been impaired, the carrying amount of the investment is tested for impairment in the same way as other non-financial assets. Accounting policies on impairment of interests in associates are described in note 4.5 below.

##### 4.4 Goodwill

Goodwill is initially recognised at cost being the excess of the aggregate of the fair value of consideration transferred, the amount recognised for non-controlling interests in the acquiree and the acquisition date fair value of the Group's previously held equity interest in the acquiree over the fair value of identifiable assets, liabilities and contingent liabilities acquired. The consideration transferred is measured at the aggregate of fair values, at the date of exchange, of assets given, liabilities incurred or assumed, and equity instruments issued by the Group.

Where the fair value of identifiable assets, liabilities and contingent liabilities exceed the fair value of consideration paid, the amount of any non-controlling interests in the acquiree and the acquisition date fair value of the Group's previously held equity interest in the acquiree, the excess is recognised in profit or loss on the acquisition date, after re-assessment.

#### 4. 重大會計政策資料 (續)

##### 4.3 聯營公司 (續)

本集團與其聯營公司之間進行交易產生之溢利或虧損僅以聯營公司之無關投資者權益確認。投資者因進行該等交易而分佔聯營公司之溢利及虧損與聯營公司賬面值對銷。當未變現虧損有證據顯示已轉讓資產減值，則即時於溢利或虧損確認。

任何就聯營公司支付之溢價高於本集團應佔所收購可識別資產、負債及或然負債公平值之差額會撥充資本，並於聯營公司賬面值入賬。倘有客觀證據表明於聯營公司之投資已減值，則有關投資賬面值按與其他非金融資產相同之方式測試減值。有關所佔聯營公司權益減值之會計政策載於下文附註4.5。

##### 4.4 商譽

商譽初始按成本確認，即所轉讓代價之公平值、於收購中就非控股權益確認之款項與本集團先前於被收購方持有之股權於收購日期之公平值總額超出所收購可識別資產、負債及或然負債公平值之部分。轉讓代價按本集團於交換日期所給予資產、所招致或所承擔負債及所發行股本工具之合計公平值計量。

倘可識別資產、負債及或然負債之公平值高於所付代價之公平值，被收購方中任何非控股權益之金額及本集團先前於被收購方持有之股權於收購日期之公平值，則超出部分於重估後在收購日期之溢利或虧損中確認。

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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

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.4 Goodwill (Continued)

Goodwill is measured at cost less accumulated impairment losses. For the purpose of impairment testing, goodwill arising from an acquisition is allocated to each of the relevant cash generating units (“CGU”) that are expected to benefit from the synergies of the acquisition. A CGU is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets. A CGU to which goodwill has been allocated is tested for impairment annually, and whenever there is an indication that the unit may be impaired.

For goodwill arising on an acquisition in a financial year, the CGU to which goodwill has been allocated is tested for impairment before the end of that financial year. When the recoverable amount of the CGU is less than the carrying amount of the unit, the impairment loss is allocated to reduce the carrying amount of any goodwill allocated to the unit first, and then to the other assets on pro-rata basis over the carrying amount of each asset in the unit. However, the loss allocated to each asset will not reduce the individual asset’s carrying amount to below its fair value less cost of disposal (if measurable) or its value-in-use (if determinable), whichever is the higher. Any impairment loss for goodwill is recognised in profit or loss and is not reversed in subsequent periods.

#### 4. 重大會計政策資料 (續)

##### 4.4 商譽 (續)

商譽按成本扣除累計減值虧損計量。就減值測試而言，收購產生之商譽分配至預期會受惠於收購協同效益之各相關現金產生單位（「現金產生單位」）。現金產生單位為資產之最小可識別組別，該組別產生之現金流入在很大程度上獨立於其他資產或資產組別之現金流入。獲分配商譽之現金產生單位會每年及於有跡象顯示該單位可能出現減值時進行減值測試。

於某個財政年度之收購所產生之商譽而言，獲分配商譽之現金產生單位於該財政年度完結前進行減值測試。當現金產生單位之可收回金額少於該單位之賬面值，則會先分配減值虧損以減少該單位獲分配之任何商譽賬面值，其後則按該單位內各項資產賬面值之比例分配至該單位之其他資產。然而，分配至各資產之虧損不會將個人資產賬面值減至低於其公平值減出售成本（如可計量）或其使用價值（如可釐定），以較高者為準。商譽之任何減值虧損於溢利或虧損內確認，於往後期間不予撥回。

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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

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.5 Impairment of non-financial assets

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

- property, plant and equipment;
- intangible assets; and
- interests in subsidiaries, associates and joint ventures.

If the recoverable amount (i.e. the higher of the fair value less costs of disposal and value-in-use) of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount. An impairment loss is recognised in profit or loss immediately, unless the relevant asset is carried at a revalued amount under another HKFRS, in which case the impairment loss is treated as a revaluation decrease under that HKFRS.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised in profit or loss immediately.

Value-in-use is based on the estimated future cash flows expected to be derived from the asset or CGU (note 4.4), 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 CGU.

#### 4. 重大會計政策資料 (續)

##### 4.5 非金融資產減值

於各報告期末，本集團審閱下列資產之賬面值以釐定是否有任何跡象顯示該等資產出現減值虧損或過往確認之減值虧損不再出現或可能已有所減少：

- 物業、廠房及設備；
- 無形資產；及
- 所佔附屬公司、聯營公司及合營企業權益。

倘預計資產之可收回金額(即公平價值減出售成本與使用價值之較高者)低於其賬面值，則該資產之賬面值將減至其可收回金額。減值虧損即時於溢利或虧損中確認，除非相關資產根據另一香港財務報告準則以重估金額計值，在此情況下，減值虧損則根據該香港財務報告準則被視為重估減少。

當減值虧損於其後撥回，該資產之賬面值乃增加至其可收回金額修訂後之估計數額，惟增加之賬面值不可超出於過往年度未就該資產確認減值虧損原應釐定之賬面值。減值虧損撥回即時於溢利或虧損中確認。

使用價值乃基於預期從該資產或現金產生單位(附註4.4)產生之估計未來現金流量，採用反映貨幣時間價值及該資產或現金產生單位特定風險之當前市場評估之稅前貼現率而貼現至現值。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

## 4.6 Property, plant and equipment

Buildings held for own use which are situated on leasehold land, where the fair value of the buildings could be measured separately from the fair value of the leasehold land at the inception of the lease, and other items of plant and equipment, other than construction in progress (“CIP”), are stated at acquisition cost less accumulated depreciation and any identified impairment.

The cost of an asset comprises its purchase price and any directly attributable costs of bringing the asset to the working condition and location for its intended use.

Subsequent costs are included in the asset’s carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of the replaced part is derecognised. All other repairs and maintenance are recognised as an expense in profit or loss in the year in which they are incurred.

Depreciation is provided to write off the cost less their estimated residual values over their estimated useful lives, using straight-line method, at the following rates per annum:

Right-of-use assets	Over the terms of the leases or estimated useful life ranging between 3 to 50 years, whichever is shorter
Land and buildings	Over the terms of the leases or estimated useful life, ranging between 10 years and 50 years, whichever is shorter
Leasehold improvements	Over the terms of the leases, or estimated useful life of 5 years, whichever is shorter
Plant and machinery	6% to 20%
Furniture, fixtures and office equipment	6% to 50%
Motor vehicles	9% to 30%

The assets’ estimated useful lives, estimated residual values and depreciation method are reviewed, and adjusted if appropriate, at the end of each reporting period.

## 4. 重大會計政策資料 (續)

## 4.6 物業、廠房及設備

於租賃土地上持作自用之樓宇，倘其公平值可與租約開始時租賃土地之公平值分開計算，則連同其他廠房及設備項目（在建工程（「在建工程」）除外）按收購成本減累計折舊及任何可識別減值後列賬。

資產成本包括其購買價及任何使其投入擬定用途之運作狀況及地點之直接應佔成本。

其後成本僅在項目相關之未來經濟利益可能流入本集團及能夠可靠計量項目成本時，在適當情況下入賬資產賬面值或確認為獨立資產。重置部分之賬面值取消確認。所有其他維修及保養成本，均於產生年度於溢利或虧損確認為開支。

折舊按估計可使用年期以直線法撇銷成本減估計剩餘價值計算，年率如下：

使用權資產	租賃年期或估計可使用年期（一般介乎3年至50年間），以較短者為準
土地及樓宇	租賃年期或估計可使用年期（一般介乎10年至50年間），以較短者為準
租賃物業裝修	租賃年期或估計可使用年期5年，以較短者為準
廠房及機器	6%至20%
傢具、裝置及辦公室設備	6%至50%
汽車	9%至30%

資產估計可使用年期、估計剩餘價值及折舊方法於各報告期末檢討及視適當情況調整。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.6 Property, plant and equipment (Continued)

CIP, which mainly represents renovation work on buildings and installation of machinery, is stated at cost less any impairment losses. Cost comprises direct costs incurred during the periods of construction, installation and testing. CIP is reclassified to the appropriate class of property, plant and equipment when substantially all the activities necessary to prepare the assets for their intended use are completed. No depreciation is provided for in respect of CIP until it is completed and ready for its intended use.

The gain or loss arising on retirement or disposal is determined as the difference between the net sale proceeds and the carrying amount of the asset and is recognised in profit or loss.

##### 4.7 Investment properties

Investment properties are land and/or buildings which are owned or held under a leasehold interest to earn rental income and/or for capital appreciation.

On initial recognition, investment property is measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment property is stated at fair value. Fair value is determined by external professional valuers, with sufficient experience with respect to both the location and the nature of the investment property. The carrying amounts recognised in the consolidated statement of financial position reflect the prevailing market conditions at the reporting date.

Gains or losses arising from either change in the fair value or the sale of an investment property are included in profit or loss in the period in which they arise.

#### 4. 重大會計政策資料 (續)

##### 4.6 物業、廠房及設備 (續)

在建工程主要指樓宇翻新工程以及機器安裝，按成本減任何減值虧損列賬。成本包括於建造、安裝及測試期間產生之直接成本。當使資產投入擬定用途所必須之絕大部分準備工作完成時，在建工程會重新分類至物業、廠房及設備之適當組別。在建工程於完成及準備作擬定用途前，毋須計提折舊撥備。

廢棄或出售時所產生之收益或虧損按銷售所得款項淨額與資產賬面值之差額釐定，並於溢利或虧損確認。

##### 4.7 投資物業

投資物業指就賺取租金收入及／或資本增值而擁有或以租賃權益持有之土地及／或樓宇。

於初步確認時，投資物業按成本計量，包括任何直接應佔開支。於初步確認後，投資物業按公平值列賬。公平值由具足夠資歷之外聘專業估值師就投資物業之所在地及性質釐定。於綜合財務狀況表確認之賬面值反映於報告日期之當時市況。

投資物業公平值變動或銷售產生之收益或虧損於產生期間計入溢利或虧損。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.8 Leasing

###### Accounting as a lessee

All leases are required to be capitalised in the statement of financial position as right-of-use assets and lease liabilities, but accounting policy choices exist for an entity to choose not to capitalise (i) leases which are short-term leases and/or (ii) leases for which the underlying asset is of low-value. The Group has elected not to recognise right-of-use assets and lease liabilities for low-value assets and leases for which at the commencement date have a lease term 12 months or less and do not contain purchase option. The lease payments associated with those leases have been expensed on straight-line basis over the lease term.

###### Right-of-use assets

The right-of-use assets should be recognised at cost and would comprise: (i) the amount of the initial measurement of the lease liability (see below for the accounting policy to account for lease liability); (ii) any lease payments made at or before the commencement date, less any lease incentives received; (iii) any initial direct costs incurred by the lessee and (iv) an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset to the condition required by the terms and conditions of the lease, unless those costs are incurred to produce inventories. Except for right-of-use asset that meets the definition of an investment property or a class of property, plant and equipment to which the Group applies the revaluation model, the Group measures the right-of-use assets applying a cost model. Under the cost model, the Group measures the right-to-use assets at cost, less any accumulated depreciation and any impairment losses, and adjusted for any remeasurement of lease liability.

The Group accounts for leasehold land and buildings that are held for rental or capital appreciation purpose under HKAS 40 and are carried at fair value.

#### 4. 重大會計政策資料 (續)

##### 4.8 租賃

###### 作為承租人之會計處理方式

所有租賃均須於財務狀況表內資本化為使用權資產及租賃負債，惟實體擁有會計政策選項，以選擇不資本化 (i) 為短期租賃之租賃及／或 (ii) 相關資產為低價值之租賃。本集團已選擇不對低價值資產及租賃期於開始日期為 12 個月或以下且並無包含購買選擇權之租賃確認使用權資產及租賃負債。與該等租賃相關之租賃付款已於租賃期按直線法支銷。

###### 使用權資產

使用權資產應按成本確認及將包括：(i) 租賃負債之初始計量金額 (見下文將租賃負債入賬之會計政策)；(ii) 於開始日期或之前作出之任何租賃付款，減已收取之任何租賃獎勵；(iii) 承租人產生之任何初始直接成本及 (iv) 承租人於拆除及移除相關資產至租賃條款及條件所規定之狀況時將予產生之估計成本 (除非該等成本乃為製造存貨而產生)。除符合投資物業定義的使用權資產或本集團應用重估模型的物業、廠房及設備類別外，本集團應用成本模型計量使用權資產。根據成本模型，本集團按成本計量使用權資產，並減去任何累計折舊及任何減值虧損以及就租賃負債之任何重新計量進行調整。

本集團將持作租賃或資本升值用途的租賃土地及樓宇根據香港會計準則第 40 號入賬及按公平值列賬。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.8 Leasing (Continued)

##### Lease liabilities

The lease liabilities are recognised at the present value of the lease payments that are not paid at the date of commencement of the lease. The lease payments are discounted using the lessee's incremental borrowing rate.

The following payments for the right-to-use the underlying asset during the lease term that are not paid at the commencement date of the lease are considered to be lease payments: (i) fixed payments less any lease incentives receivable; (ii) variable lease payments that depend on an index or a rate, initially measured using the index or rate as at commencement date; (iii) amounts expected to be payable by the lessee under residual value guarantees; (iv) the exercise price of a purchase option if the lessee is reasonably certain to exercise that option and (v) payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

Subsequent to the commencement date, the Group measures the lease liabilities by: (i) increasing the carrying amount to reflect interest on the lease liabilities; (ii) reducing the carrying amount to reflect the lease payments made; and (iii) remeasuring the carrying amount to reflect any reassessment or lease modifications, or to reflect revised in-substance fixed lease payments.

When the Group revises its estimate of the term of any lease (because, for example, it re-assesses the probability of a lessee extension or termination option being exercised), it adjusts the carrying amount of the lease liability to reflect the payments to make over the revised term, which are discounted using a revised discount rate.

When the Group renegotiates the contractual terms of a lease with the lessor, if the renegotiation results in one or more additional assets being leased for an amount commensurate with the standalone price for the additional rights-of-use obtained, the modification is accounted for as a separate lease, in all other cases, where the renegotiated increases the scope of the lease (whether that is an extension to the lease term, or one or more additional assets being leased), the lease liability is remeasured using the discount rate applicable on the modification date, with the right-of-use asset being adjusted by the same amount.

### 4. 重大會計政策資料 (續)

#### 4.8 租賃 (續)

##### 租賃負債

租賃負債應按於租賃開始日期尚未支付之租賃付款之現值確認。租賃付款使用承租人之增量借款利率貼現。

以下並無於租賃開始日期付款之於租賃期之相關資產之使用權付款被視為租賃付款：(i) 定額付款減應收之任何租賃獎勵；(ii) 取決於指數或利率之可變租賃付款，初始使用於開始日期之指數或利率計量；(iii) 預期由承租人根據剩餘價值擔保應付之金額；(iv) 購買選擇權之行使價（倘承租人合理確定行使該選擇權）及 (v) 支付終止租賃的罰款（倘租賃期反映承租人行使選擇權終止租賃）。

於開始日期後，本集團須透過以下各項計量租賃負債：(i) 增加賬面值以反映租賃負債之利率；(ii) 減少賬面值以反映所作出之租賃付款；及 (iii) 重新計量賬面值以反映任何重新評估或租賃修訂，或反映經修訂實質定額租賃付款。

本集團修訂其任何租賃期（例如重新評估承租人延長租賃或行使終止權的可能性），將調整租賃負債的賬面值以反映彌補修訂租期的付款，有關付款使用經修訂貼現率貼現。

當本集團與出租人重新磋商租賃合約條款時，如果重新談判導致以與獲得的額外使用權的獨立價格相稱的金額租賃一項或多項額外資產，則該修訂計為在所有其他情況下，重新談判增加了租賃範圍（無論是對租賃期限的延長，還是正在租賃的一項或多項其他資產）的單獨租賃，則於是修訂日期使用適用於該租賃的貼現率重新計量租賃負債，並且將使用權資產調整相同的金額。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

## 4.8 Leasing (Continued)

## Accounting as a lessor

The Group has leased out its investment properties to a number of tenants. Rental income from operating leases is recognised in profit or loss on a straight-line basis over the term of the relevant lease. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised as an expense on the straight-line basis over the lease term.

When the Group acts as a lessor, it determines at lease inception whether each lease is a finance lease or an operating lease. A lease is classified as a finance lease if it transfers substantially all the risks and rewards incidental to the ownership of an underlying assets to the lessee. If this is not the case, the lease is classified as an operating lease.

## 4.9 Intangible assets

## (i) Acquired intangible assets

Intangible assets acquired separately are initially recognised at cost. The cost of intangible assets acquired in a business combination is fair value at the date of acquisition. Subsequently, intangible assets with definite useful lives are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation is provided on a straight-line basis over their useful lives as follows. The amortisation expense is recognised in profit or loss.

Supplier and distribution networks	10 years
Brand names	10 years or indefinite useful lives
Patents	10 years
Computer software	3 years
Customer relationship	3 years
Technical Knowhow	10 years

Intangible assets with indefinite useful lives shall not be amortised.

Intangible assets with indefinite useful lives are carried at cost less any accumulated impairment losses.

## 4. 重大會計政策資料 (續)

## 4.8 租賃 (續)

## 作為出租人之會計處理方式

本集團將投資物業出租予多名租客。來自經營租賃之租金收入於有關租期按直線法於溢利或虧損確認。於磋商及安排一項經營租約引起之初期直接成本乃加於租約資產之賬面值上，並於租期以直線法確認作開支。

當本集團作為出租人，其於租賃開始時釐定各租賃屬於融資租賃或經營租賃。當租賃條款將有關資產擁有權之絕大部分風險及回報轉讓予承租人時，該租賃乃分類為融資租賃。否則，該租賃分類為經營租賃。

## 4.9 無形資產

## (i) 已收購無形資產

獨立收購之無形資產初步以成本確認。於業務合併中收購之無形資產成本為收購日期之公平值。其後，具有限可使用年期之無形資產以成本減累計攤銷及累計減值虧損列賬。

攤銷按直線法於以下可使用年期作出撥備。攤銷費用於溢利或虧損確認。

供應商及分銷網絡	10年
品牌名稱	10年或無限可使用年期
專利權	10年
電腦軟件	3年
客戶關係	3年
技術知識	10年

具無限可使用年期之無形資產毋須作攤銷。

具無限可使用年期之無形資產按成本減任何累計減值虧損列賬。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.9 Intangible assets (Continued)

##### (ii) Impairment

Intangible assets with definite useful lives are tested for impairment when there is an indication that an asset may be impaired. Intangible assets with indefinite useful lives and intangible assets not yet available for use are tested for impairment annually, irrespective of whether there is any indication that they may be impaired. Intangible assets are tested for impairment by comparing their carrying amounts with their recoverable amounts (note 4.5).

If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount.

An impairment loss is recognised as an expense immediately.

When an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount; however, the carrying amount should not be increased above the lower of its recoverable amount and the carrying amount that would have resulted had no impairment loss been recognised for the asset in prior years. All reversals are recognised in the profit or loss immediately.

### 4. 重大會計政策資料 (續)

#### 4.9 無形資產 (續)

##### (ii) 減值

當有跡象顯示資產可能減值時，具有限可使用年期之無形資產將作減值測試。具無限可使用年期之無形資產及尚未可使用之無形資產會每年進行減值測試，不論是否有跡象顯示該等資產可能減值。無形資產透過比較其賬面值與其可收回金額進行減值測試(附註4.5)。

當資產之估計可收回金額少於賬面值時，該資產之賬面值將調低至其可收回金額。

減值虧損會即時確認為開支。

倘其後撥回減值虧損，則資產之賬面值會增至其修訂後之估計可收回金額；然而，賬面值不得增至超過其可收回金額與假設該資產於過往年度並無確認減值虧損而可能產生之賬面值兩者中之較低者。所有撥回即時於溢利或虧損確認。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.10 Financial instruments

###### (i) Financial assets

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

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

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

###### Debt instruments

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

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

#### 4. 重大會計政策資料 (續)

##### 4.10 金融工具

###### (i) 金融資產

金融資產(並無重大融資部分的應收賬款除外)初步按公平值加上(倘項目並非按公平值計入溢利或虧損(「按公平值計入溢利或虧損」))其收購或發行直接應佔交易成本計量。並無重大融資部分的應收賬款初步按交易價格計量。

所有按常規方式買賣的金融資產均於交易日(即本集團承諾購買或出售該資產的日期)確認。常規方式買賣指按一般市場規例或規定須於指定期間內交付資產的金融資產買賣。

於確定其現金流量是否僅為本金及利息付款時會全面考慮附帶嵌入式衍生工具的金  
融資產。

###### 債務工具

債務工具的後續計量取決於本集團管理資產的業務模式及資產的現金流量特徵。本集團將其債務工具分類為兩種計量類別：

**攤銷成本：**倘為收取合約現金流量而持有的資產的現金流量僅為本金及利息付款，則該等資產按攤銷成本計量。按攤銷成本計量的金融資產其後採用實際利息法計量。利息收入、外匯收益及虧損以及減值於溢利或虧損確認。終止確認的任何收益或虧損於溢利或虧損確認。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.10 Financial instruments (Continued)

##### (i) Financial assets (Continued)

##### Debt instruments (Continued)

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

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

### 4. 重大會計政策資料 (續)

#### 4.10 金融工具 (續)

##### (i) 金融資產 (續)

##### 債務工具 (續)

按公平值計入溢利或虧損包括持作買賣的金融資產、於初步確認時指定按公平值計入溢利或虧損的金融資產或強制要求按公平值計量的金融資產。倘為於近期出售或購回而收購金融資產，則該等金融資產分類為持作買賣。衍生工具(包括獨立嵌入式衍生工具)亦分類為持作買賣，惟該等衍生工具被指定為有效對沖工具則除外。現金流量並非純粹支付本金及利息的金融資產，不論其業務模式如何，均按公平值計入溢利或虧損分類及計量。儘管如上文所述債務工具可按攤銷成本或按公平值計入其他全面收入分類，但於初始確認時，倘能夠消除或顯著減少會計錯配，則債務工具可指定為按公平值計入溢利或虧損。

於初步確認並非持作買賣之股本投資時，本集團可不可撤銷地選擇於其他全面收入呈列投資公平值之其後變動。該選擇乃按逐項投資進行。按公平值計入其他全面收入的股本投資按公平值計量。股息收入於溢利或虧損確認，除非股息收入明確表示收回部分投資成本。其他收益及虧損淨額於其他全面收入確認且不會重新分類至溢利或虧損。所有其他股本工具分類為按公平值計入溢利或虧損，而因此產生的公平值、股息及利息收入變動於溢利或虧損確認。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.10 Financial instruments (Continued)

###### (ii) Impairment loss on financial assets

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

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

The Group measures loss allowances for trade receivables using HKFRS 9 simplified approach and has calculated ECLs based on lifetime ECLs. The Group has established a provision matrix that is based on the Group’s historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

#### 4. 重大會計政策資料 (續)

##### 4.10 金融工具 (續)

###### (ii) 金融資產減值虧損

本集團就應收賬款、按攤銷成本計量的金融資產及按公平值計入其他全面收入計量的債務投資的預期信貸虧損（「預期信貸虧損」）確認虧損撥備。預期信貸虧損將採用以下基準計量：(1) 12個月預期信貸虧損：指報告日期後12個月內可能發生的違約事件而導致的預期信貸虧損；及(2) 全期預期信貸虧損：指金融工具的預期年期內所有可能發生的違約事件導致的預期信貸虧損。於估計預期信貸虧損時考慮的最長期限為本集團面臨的信貸風險的最長合約期限。

預期信貸虧損為信貸虧損的概率加權估計。信貸虧損乃按根據合約應付本集團的所有合約現金流量與本集團預期收取的所有現金流量之間的差額計量。該差額其後按資產原有實際利率相近的差額貼現。

本集團使用香港財務報告準則第9號簡化法將應收賬款之虧損撥備進行計量，並已根據全期預期信貸虧損計算預期信貸虧損。本集團已設立根據本集團過往信貸虧損經驗計算的撥備矩陣，並按債務人特定的前瞻性因素及經濟環境作出調整。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.10 Financial instruments (Continued)

###### (ii) Impairment loss on financial assets (Continued)

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

For the due from clients and due from banks, except for precious metal, ECL is determined by reference to the estimation of the exposure at default (“EAD”), probability of default (“PD”) as well as a loss given default (“LGD”). The 12-months and lifetime PDs represent the probability of default occurring over the next 12 months and the remaining maturity of the instrument respectively. The EAD represents the expected balance at default, taking into account the repayment of principal and interest from the reporting date to the default event together with any expected drawdowns of committed facilities. The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money.

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

#### 4. 重大會計政策資料 (續)

##### 4.10 金融工具 (續)

###### (ii) 金融資產減值虧損 (續)

就其他按攤銷成本或按公平值計入其他全面收入計量之債務金融資產而言，預期信貸虧損乃基於12個月預期信貸虧損。然而，當信貸風險自發放貸款起大幅增加，撥備將以全期預期信貸虧損為基準。

就應收客戶款項及應收銀行款項（貴金屬除外），預期信貸虧損乃參考違約風險承擔（「違約風險承擔」）、違約或然率（「違約或然率」）以及違約損失率（「違約損失率」）。12個月及全期違約或然率分別代表未來12個月內違約發生的概率以及該工具的剩餘期限。違約風險承擔指預期違約結餘，經計及自報告日期起至違約事件連同任何預期根據承諾取用融資的本金及利息還款。違約損失率指因違約事件而產生的違約風險承擔預期虧損，乃經計及（其中包括）預期將會變現時抵押品價值的緩減作用及金錢的時間價值。

於釐定金融資產之信貸風險是否自首次確認起已大幅增加，並於估計預期信貸虧損時，本集團會考慮相關及毋須付出過多成本或努力即可獲得之合理及可靠資料。此包括根據本集團過往經驗及已知信貸評估之定量及定性資料及分析以及包括前瞻性資料。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.10 Financial instruments (Continued)

###### (ii) Impairment loss on financial assets (Continued)

In particular, the following information is taken into account when assessing whether credit risk has increased significantly since initial recognition:

- failure to make payments of principal or interest on their contractually due dates;
- an actual or expected significant deterioration in a financial instrument's external or internal credit rating (if available);
- an actual or expected significant deterioration in the operating results of the debtor; and
- existing or forecast changes in the technological, market, economic or legal environment that have a significant adverse effect on the debtor's ability to meet its obligation to the Group.

For loan commitments, the date of initial recognition for the purpose of assessing ECLs is considered to be the date that the Group becomes a party to the irrevocable commitment. In assessing whether there has been a significant increase in credit risk since initial recognition of a loan commitment, the Group considers changes in the risk of default occurring on the loan to which the loan commitment relates.

The Group assumes that the credit risk on a financial asset has increased significantly if it is more than 30 days past due.

The Group considers a financial asset to be credit-impaired when: (1) the borrower is unlikely to pay its credit obligations to the Group in full, without recourse by the Group to actions such as realising security (if any is held); or (2) the financial asset is more than 90 days past due unless the Group has reasonable and supportable information to demonstrate that a more lagging default criteria is more appropriate.

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

#### 4. 重大會計政策資料 (續)

##### 4.10 金融工具 (續)

###### (ii) 金融資產減值虧損 (續)

在評估自初始確認後信貸風險是否顯著增加時會特別考慮以下信息：

- 未能在合同到期日支付本金或利息；
- 金融工具的外部或內部信用評級 (如有) 有實際或預期的顯著惡化；
- 債務人經營業績有實際或預期顯著惡化；及
- 技術、市場、經濟或法律環境的現有或預測變化，對債務人履行其對本集團義務的能力產生重大不利影響。

對於貸款承諾，為評估預期信貸虧損而初始確認的日期被視為本集團成為不可撤銷承諾的一方的日期。在評估自初始確認貸款承諾以來是否有重大信貸風險增加，本集團考慮貸款承諾所涉及的貸款發生違約風險之變化。

本集團假設，倘逾期超過30日，金融資產之信貸風險會大幅增加。

本集團認為金融資產於以下情況下屬信貸減值：(1) 借款人不大可能在本集團並無追索權採取行動 (如變現抵押品) (如持有) 的情況下向本集團悉數支付其信貸義務；或 (2) 該金融資產逾期超過90日，除非本集團有合理且可支持的資料證明更滯後的違約標準更為合適。

信貸減值金融資產的利息收入乃基於金融資產的攤銷成本 (即賬面總值減虧損撥備) 計算。非信貸減值金融資產的利息收入乃基於賬面總值計算。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.10 Financial instruments (Continued)

##### (iii) Financial liabilities

The Group classifies its financial liabilities, depending on the purpose for which the liabilities were incurred. Financial liabilities at fair value through profit or loss are initially measured at fair value and financial liabilities at amortised cost are initially measured at fair value, net of directly attributable costs incurred.

##### Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are acquired for the purpose of sale in the near term. Derivatives, including separated embedded derivatives, are also classified as held for trading unless they are designated as effective hedging instruments. Gains or losses on liabilities held for trading are recognised in profit or loss.

Where a contract contains one or more embedded derivatives, the entire hybrid contract may be designated as a financial liability at fair value through profit or loss, except where the embedded derivative does not significantly modify the cash flows or it is clear that separation of the embedded derivative is prohibited.

### 4. 重大會計政策資料 (續)

#### 4.10 金融工具 (續)

##### (iii) 金融負債

本集團根據負債產生的原因分類其金融負債。按公平值計入溢利或虧損的金融負債初始按公平值計量及按攤銷成本計量的金融負債初始按公平值計量，扣除產生的直接應佔成本。

##### 按公平值計入溢利或虧損的金融負債

按公平值計入溢利或虧損的金融負債包括持作買賣的金融負債及於初始確認時指定按公平值計入溢利或虧損的金融負債。

倘收購金融負債的目的為於短期內出售，則彼等分類為持作買賣。衍生工具（包括獨立嵌入式衍生工具）亦分類持作買賣，除彼等指定為有效對沖工具除外。持作買賣負債的收益或虧損於溢利或虧損內確認。

倘一項合約包括一項或多項嵌入式衍生工具，則整份混合合約可指定為按公平值計入溢利或虧損的金融負債，除非該嵌入式衍生工具不會對現金流量產生重大改變，或明確禁止將嵌入式衍生工具分開列賬。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.10 Financial instruments (Continued)

###### (iii) Financial liabilities (Continued)

###### Financial liabilities at fair value through profit or loss (Continued)

Financial liabilities may be designated upon initial recognition as at fair value through profit or loss if the following criteria are met: (i) the designation eliminates or significantly reduces the inconsistent treatment that would otherwise arise from measuring the liabilities or recognising gains or losses on them on a different basis; (ii) the liabilities are part of a group of financial liabilities which are managed and their performance evaluated on a fair value basis, in accordance with a documented risk management strategy; or (iii) the financial liability contains an embedded derivative that would need to be separately recorded.

Subsequent to initial recognition, financial liabilities at fair value through profit or loss are measured at fair value, with changes in fair value recognised in profit or loss in the period in which they arise. The net fair value gain or loss recognised in the statement of profit or loss does not include any interest charged on these financial liabilities.

###### Financial liabilities at amortised cost

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

Gains or losses are recognised in profit or loss when the liabilities are derecognised as well as through the amortisation process.

#### 4. 重大會計政策資料 (續)

##### 4.10 金融工具 (續)

###### (iii) 金融負債 (續)

###### 按公平值計入溢利或虧損的金融負債 (續)

倘符合下列條件，金融負債或會於初始確認時被指定為按公平值計入溢利或虧損的負債：(i) 該項指定撤銷或大幅減低因按不同基準而計量負債或確認有關負債的收益或虧損而另行引起的不一致處理方法；(ii) 負債乃一組金融負債的一部分，而該等金融負債乃根據已明文規定的風險管理策略管理及按公平值評定表現；或(iii) 該金融負債包括嵌入式衍生工具須獨立記錄。

於初始確認後，按公平值計入溢利或虧損的金融負債乃按公平值計量，公平值變動於彼等產生的期間內於溢利或虧損確認。於溢利或虧損表內確認的公平值收益或虧損淨額並不包括就該等金融負債收取的任何利息。

###### 按攤銷成本列賬的金融負債

按攤銷成本列賬的金融負債（包括應付賬款、借貸及本集團發行的其他金融負債）隨後使用實際利率法按攤銷成本計量。有關利息開支於溢利或虧損內確認。

終止確認負債及於攤銷過程中產生的收益或虧損於溢利或虧損內確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.10 Financial instruments (Continued)

###### (iv) Financial guarantee contracts

A financial guarantee contract is a contract that requires the issuer to make specified payments to reimburse the holder for a loss it incurs because a specified debtor fails to make payment when due in accordance with the original or modified terms of a debt instrument. A financial guarantee contract issued by the Group and not designated as at fair value through profit or loss is recognised initially at its fair value less transaction costs that are directly attributable to the issue of the financial guarantee contract. Subsequent to initial recognition, the Group measures the financial guarantee contract at the higher of: (i) the amount of the loss allowance, being the ECL provision measured in accordance with principles of the accounting policy set out in 4.10(ii); and (ii) the amount initially recognised less, when appropriate, cumulative amortisation recognised in accordance with the principles of HKFRS 15.

###### (v) Derecognition

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

Financial liabilities are derecognised when the obligation specified in the relevant contract is discharged, cancelled or expires.

##### 4.11 Inventories

Inventories are initially recognised at cost, and subsequently at the lower of cost and net realisable value. Cost is determined using weighted average basis, and in the case of work-in-progress and finished goods, comprises direct materials, direct labour and an appropriate proportion of overheads. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

#### 4. 重大會計政策資料 (續)

##### 4.10 金融工具 (續)

###### (iv) 財務擔保合約

財務擔保合約乃規定發出人向持有人支付指定金額，以補償持有人由於指定欠債人未能根據債務工具原訂或經修訂條款於到期時付款而蒙受的損失。由本集團發出的並非指定為按公平值計入溢利或虧損的財務擔保合約初步按公平值減發出財務擔保合約直接產生的交易成本予以確認。初步確認後，本集團按以下各項較高者計量財務擔保合約：(i) 虧損撥備金額，即根據4.10(ii)所載會計政策原則計量的預期信貸虧損撥備；及(ii)初步確認金額減(如適當)根據香港財務報告準則第15號的原則確認的累計攤銷。

###### (v) 終止確認

凡收取金融資產所帶來的未來現金流量的合約權利屆滿，或金融資產經已轉讓，而轉讓符合香港財務報告準則第9號規定的終止確認準則，則本集團終止確認該金融資產。

當有關合約中訂明的責任獲解除、註銷或屆滿時，則會終止確認金融負債。

##### 4.11 存貨

存貨初步按成本確認，其後按成本及可變現淨值兩者之較低者列賬。成本按加權平均基準釐定，在製品及製成品之成本包括直接材料、直接勞工及按適當比例計算之生產成本。可變現淨值乃按照日常業務過程中之估計售價減估計完成成本及完成銷售之估計成本計算。

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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

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.12 Income tax

Income tax comprises current tax and deferred tax.

Current tax is based on the profit or loss from ordinary activities adjusted for items that are non-assessable or disallowable for income tax purposes and is calculated using tax rates that have been enacted or substantively enacted at the end of reporting period.

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for tax purposes. Except for goodwill and recognised assets and liabilities that affect neither accounting nor taxable profits, deferred tax liabilities are recognised for all taxable temporary differences. Deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised, provided that the deductible temporary differences are not arises from initial recognition of assets and liabilities in a transaction other than in a business combination that affects neither taxable profit nor the accounting profit. Deferred tax is measured at the tax rates appropriate to the expected manner in which the carrying amount of the asset or liability is realised or settled and that have been enacted or substantively enacted at the end of reporting period.

An exception to the general requirement on determining the appropriate tax rate used in measuring deferred tax amount is when an investment property is carried at fair value under HKAS 40 "Investment Property". Unless the presumption is rebutted, the deferred tax amounts on these investment properties are measured using the tax rates that would apply on sale of these investment properties at their carrying amounts at the reporting date. The presumption is rebutted when the investment property is depreciable and is held within a business model whose objective is to consume substantially all the economic benefits embodied in the property over time, rather than through sale.

#### 4. 重大會計政策資料 (續)

##### 4.12 所得稅

所得稅包括即期稅項及遞延稅項。

即期稅項乃根據日常業務之溢利或虧損，就所得稅而言毋須課稅或不可扣稅之項目作出調整，並按報告期末已制定或大致上制定之稅率計算。

遞延稅項乃就財務報告而言之資產與負債之賬面值與就稅務而言之相關數額之暫時差額而確認。除商譽及不影響會計或應課稅溢利之已確認資產與負債外，就所有應課稅暫時差額確認遞延稅項負債。於有可能出現可運用可扣稅之暫時差額抵銷之應課稅溢利時，遞延稅項資產方會確認，前提為應課稅暫時差額並非由不影響應課稅溢利及會計溢利之業務合併以外的交易中資產及負債的初步確認產生。遞延稅項乃按預期適用於有關資產變現或有關負債結算之方式及於報告期末已制定或大致上制定之稅率計量。

倘投資物業根據香港會計準則第40號「投資物業」按公平值列賬，則可豁免遵守釐定用於計量遞延稅項金額之適用稅率之一般規定。除非推定被駁回，否則該等投資物業之遞延稅項金額按於報告日期賬面值出售該等投資物業所適用之稅率計量。倘投資物業可予折舊，且持有該物業之業務模式目標為隨時間消耗該物業絕大部分經濟利益（而非透過銷售），則此假設可予駁回。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.12 Income tax (Continued)

Deferred tax liabilities are recognised for taxable temporary differences arising on investments in subsidiaries, associates and joint ventures, 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.

Income taxes are recognised in profit or loss except when they relate to items recognised in other comprehensive income in which case the taxes are also recognised in other comprehensive income or when they relate to items recognised directly in equity in which case the taxes are also recognised directly in equity.

Current tax assets and current tax liabilities are presented in net if, and only if,

- (a) the Group has the legally enforceable right to set off the recognised amounts; and
- (b) intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

The Group presents deferred tax assets and deferred tax liabilities in net if, and only if,

- (a) the Group has a legally enforceable right to set off current tax assets against current tax liabilities; and
- (b) the deferred tax assets and the deferred tax liabilities relate to income taxes levied by the same taxation authority on either:
  - (i) the same taxable entity; or
  - (ii) different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

#### 4. 重大會計政策資料 (續)

##### 4.12 所得稅 (續)

除非本集團可以控制暫時差額之撥回，且該撥回在可預見未來不大可能發生者外；於附屬公司、聯營公司及合營企業之投資所產生有關應課稅暫時差額確認為遞延稅項負債。

所得稅於溢利或虧損確認，惟倘所得稅與於其他全面收入確認之項目有關則除外，在此情況下，所得稅亦於其他全面收入確認，或倘所得稅與直接於權益確認之項目有關，則所得稅亦直接於權益確認。

即期稅項資產及即期稅項負債僅於以下情況按淨額呈列：

- (a) 本集團具有可合法執行權利抵銷已確認款額；及
- (b) 計劃以淨額基準結清或同時變現資產及結清負債。

本集團僅於以下情況按淨額呈列遞延稅項資產及遞延稅項負債：

- (a) 本集團具有可合法執行權利以即期稅項資產抵銷即期稅項負債；及
- (b) 遞延稅項資產及遞延稅項負債與相同稅務機關於以下情況徵收之所得稅有關：
  - (i) 相同應課稅實體；或
  - (ii) 於預期遞延稅項負債或資產重大款額結清或收回之日後每個期間，不同應課稅實體擬按淨額基準結清即期稅項負債及資產或同時變現資產及結清負債。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.13 Revenue recognition

###### (i) Revenue from contract with customers

###### (a) Service fees and commission income

Service fees and commission income is generally recognised when the corresponding service is provided.

Service fees and commission income are recognised at a point in time when the relevant services such as broking services, are provided to the customers and there is no unfulfilling performance obligation after services being rendered. Except for a few services, such as custody account services, of which revenue is recognised over time so as to depict the pattern of delivery of services.

Origination or commitment fees received/paid by the Group which result in the creation or acquisition of a financial asset are deferred and recognised as an adjustment to the effective interest rate. When a loan commitment is not expected to result in the draw-down of a loan, loan commitment fees are recognised.

###### (b) Sales of goods

Revenue from sales of goods is recognised at a point in time when the control of the goods has been transferred to the customer and there is no unfulfilling performance obligation after the acceptance of the goods.

#### 4. 重大會計政策資料 (續)

##### 4.13 收入確認

###### (i) 與客戶訂立合約之收入

###### (a) 服務費及佣金收入

服務費及佣金收入於提供相關服務時確認。

服務費及佣金收入於向客戶提供經紀服務等相關服務且提供服務後並無尚未履行履約責任之某一時間點確認。託管賬戶服務等部分服務的收入乃隨時間確認，以描述提供服務之模式。

本集團因設立或收購金融資產已收／已付之融資或承諾費用予以遞延並確認為實際利率之調整。預期貸款承諾不會導致提取貸款時，確認貸款承諾費用。

###### (b) 貨品銷售

貨品銷售收入於貨品控制權已轉移至客戶且於貨品獲接受後並無尚未履行履約責任之某一時間點確認。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.13 Revenue recognition (Continued)

##### (ii) Revenue from other sources

##### (a) Interest income

Interest income arising from the use of entity assets by others is recognised in profit or loss based on the duration and the effective interest rate. Interest income includes the amortisation of any discount or premium or other differences between the initial carrying amount of an interest bearing instrument and its amount at maturity calculated on an effective interest rate basis.

The effective interest method is a method of calculating the amortised cost of financial assets and liabilities and of allocating the interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments or receipts through the expected life of the financial instrument or, when appropriate, a shorter period to the net carrying amount of the financial instrument. When calculating the effective interest rate, the Group estimates cash flows considering all contractual terms of the financial instrument (for example, call and similar options) but does not consider future credit losses. The calculation includes all fees and interests paid or received between parties to the contract that are an integral part of the effective interest rate, transaction costs and all other premiums or discounts.

Interest on the impaired financial assets is recognised using the rate of interest used to discount future cash flows (“unwinding of discount”) for the purpose of measuring the related impairment loss.

##### (b) Rental income

Rental income under operating leases is recognised on straight-line method over the term of the relevant lease.

##### (c) Dividend income

Dividend is recognised when the right to receive the dividend is established.

### 4. 重大會計政策資料 (續)

#### 4.13 收入確認 (續)

##### (ii) 其他途徑之收入

##### (a) 利息收入

其他人士使用實體資產所產生之利息收入按時間及實際利率於溢利或虧損中確認。利息收入包括任何折扣或溢價之攤銷或計息工具原賬面值與其按實際利率基準計算之到期金額間之其他差額之攤銷。

實際利率法為計算金融資產及負債之攤銷成本及於相關期間分配利息收入及利息開支之方法。實際利率為於金融工具預期年期或(倘適用)較短期間將估計未來現金付款或收入準確貼現至金融工具之賬面淨額之比率。計算實際利率時，本集團計及所有金融工具之合約條款(如認購期權及類似期權)估計現金流量，惟並無考慮未來信貸虧損。計算項目包括構成實際利率組成部分之訂約方之間所有已付或已收費用及利息、交易成本及所有其他溢價或折扣。

已減值金融資產之利息按就計量相關減值損失而對未來現金流量進行貼現(「折算貼現」)之利率確認。

##### (b) 租金收入

經營租賃之租金收入於有關租賃期間按直線法確認。

##### (c) 股息收入

股息於確立收取股息權利時確認。

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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

#### 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.14 Retirement benefits

Retirement benefits to employees are provided through defined contribution plans and defined benefit pension plans.

##### (i) Defined contribution plans

A defined contribution plan is a pension plan under which the Group pays fixed contributions into a separate entity. The Group has no legal or constructive obligations to pay further contributions after payment of the fixed contribution.

The contributions recognised in respect of defined contribution plans are expensed as they fall due. Liabilities and assets may be recognised if underpayment or prepayment has occurred and are included in current liabilities or current assets as they are normally of a short-term nature.

The Group also operates a defined contribution Mandatory Provident Fund retirement benefits scheme (the “MPF Scheme”) under the Mandatory Provident Fund Schemes Ordinance, for those employees in Hong Kong who are eligible to participate in the MPF Scheme. Contributions are made based on a percentage of the employees’ basic salaries and are charged to profit or loss as they become payable in accordance with the rules of the MPF Scheme. The assets of the MPF Scheme are held separately from those of the Group in an independently administered fund. The Group’s employer contributions vest fully with the employees when contributed into the MPF Scheme.

The employees of the Group’s subsidiaries which operate in the PRC are required to participate in a central pension scheme operated by the local municipal government (the “Scheme”). These subsidiaries are required to contribute certain percentage of its payroll costs to the central pension scheme. The Scheme is responsible for the entire pension obligations payable to the retired employees and the Group has no further obligations for the actual pension payments or other post-retirement benefits beyond the employer contributions. Contributions under the Scheme are charged to profit or loss as they become payable in accordance with the rules of the PRC.

#### 4. 重大會計政策資料 (續)

##### 4.14 退休福利

僱員退休福利透過定額供款計劃及定額退休金福利計劃撥備。

##### (i) 定額供款計劃

定額供款計劃是一項退休金計劃，本集團根據該計劃向一個獨立實體支付定額供款。於支付定額供款後，本集團並無法定或推定責任支付進一步供款。

就定額供款計劃確認之供款於其到期時列作開支。倘產生繳付不足或預繳即可能就此確認該負債及資產，並因其通常屬短期性質而計入流動負債或流動資產。

本集團亦為合資格參與強制性公積金退休福利計劃（「強積金計劃」）的香港僱員根據強積金計劃條例設有定額供款強積金計劃。供款按僱員基本薪金一定百分比作出，於根據強積金計劃規則應付時在溢利或虧損扣除。強積金計劃資產與本集團資產分開，由獨立管理基金持有。本集團之僱主供款於向強積金計劃作出時全數歸僱員所有。

本集團於中國經營業務之附屬公司之僱員須參與有關地方政府管理之中央退休金計劃（「該計劃」）。該等附屬公司規定須按工資成本若干百分比向中央退休金計劃供款。該計劃負責向已退休僱員支付全部退休金之責任，除僱主供款外，本集團就實際退休款項或其他退休後福利並無進一步責任。該計劃供款於根據中國規則應付時在溢利或虧損內扣除。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

#### 4.14 Retirement benefits (Continued)

##### (ii) Defined benefit pension plans

The Group has operated four defined benefit pension plans for those employees in Switzerland and Liechtenstein by reference to the respective local ordinance requirement.

Defined benefit pension plan defines an amount of pension benefit that an employee will receive on retirement, usually dependent on one or more factors such as age, years of service and compensation.

The liability recognised in the consolidated statement of financial position in respect of defined pension plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by independent actuaries using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflow using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to terms of the related pension obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

Past service costs are recognised immediately in profit or loss.

### 4. 重大會計政策資料 (續)

#### 4.14 退休福利 (續)

##### (ii) 定額退休金福利計劃

本集團參考當地法規要求，為瑞士及列支敦士登之僱員營辦四項定額退休金福利計劃。

定額退休金福利計劃界定僱員於退休時將領取之退休金福利數額，數額通常視乎年齡、服務年資及薪酬等一項或多項因素而定。

於綜合財務狀況表內就定額退休金計劃確認之負債，為於報告期末之定額福利責任現值減計劃資產之公平值。定額福利責任每年由獨立精算師使用預計單位貸記法計算。定額福利責任現值按以支付福利之同一貨幣計值、且到期日與相關退休福利責任相若之優質公司債券利率貼現估計未來現金流出而釐定。在有關債券並無成熟市場之國家，則使用政府債券之市場利率。因過往調整及精算假設變動所產生之精算收益及虧損乃於產生期間在權益之其他全面收入扣除或計入。

過往服務成本即時於溢利或虧損確認。

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#### 4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.14 Retirement benefits (Continued)

###### (iii) Long service payments obligation

The Group's net obligation under the Hong Kong Employment Ordinance in respect of long service payments on cessation of employment under certain circumstances is the estimated discounted amount of future benefit that employees have earned in return for their services in the current and prior periods. The obligation is calculated annually using the projected unit credit method, taking into account offsettable accrued benefits related to the Group's MPF Scheme.

###### (iv) Short-term employee benefits

Short term employee benefits are employee benefits (other than termination benefits) that are expected to be settled wholly before twelve months after the end of the annual reporting period in which the employees render the related service. Short term employee benefits are recognised in the year when the employees render the related services.

Non-accumulating compensated absences such as sick leave and maternity leave are not recognised until the time of leave.

#### 4. 重大會計政策資料 (續)

##### 4.14 退休福利 (續)

###### (iii) 長期服務金責任

本集團根據香港僱傭條例就在若干情況下於僱員終止受僱時支付長期服務金所承擔之責任淨額，為有關僱員於本期間及過往期間以所提供服務賺取之未來福利估計貼現金額。該責任每年採用預算單位信貸記存法計算，並考慮與本集團於強積金計劃相關之可抵銷累算權益。

###### (iv) 短期僱員福利

短期僱員福利是指預計在僱員提供相關服務之年度報告期間結算日後十二個月前將全數結付之僱員福利(離職福利除外)。短期僱員福利於僱員提供相關服務之年度內確認。

病假及產假等非累積有薪假期於提取假期時方予確認。

## 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. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

##### 4.15 Segment reporting

The Group identifies operating segments and prepares segment information based on the regular internal financial information reported to the executive directors for their decisions about resources allocation to the Group's business components and for their review of the performance of those components. The business components in the internal financial information reported to the executive directors are determined following the Group's major lines of business.

The Group has identified the following reportable segments: (a) manufacturing and distribution of watches and timepieces and watch accessories; (b) property investments; and (c) banking and financial businesses.

Each of these operating segments is managed separately as each of the product and service lines requires different resources as well as marketing approaches. All inter-segment transfers, if any, are carried out at arm's length prices.

The measurement policies the Group uses for reporting segment results under HKFRS 8 are the same as those used in its financial statements prepared under HKFRSs.

Segment assets include all assets but interests in associates, interests in joint ventures, certain trading portfolio investments, assets of a disposal group held for sale and non-current assets held for sales. In addition, corporate assets which are not directly attributable to the business activities of any operating segment are not allocated to a segment, which primarily applies to the Group's headquarter.

Segment liabilities exclude borrowings, due to a shareholder, lease liabilities and corporate liabilities which are not directly attributable to the business activities of any operating segment and are not allocated to a segment.

No asymmetrical allocations have been applied to reportable segments.

#### 4. 重大會計政策資料 (續)

##### 4.15 分類報告

本集團根據定期向執行董事呈報之內部財務資料(乃供彼等決定分配資源至本集團各業務環節及檢討該等業務環節之表現)確定其經營分類及編製分類資料。向執行董事所報告內部財務資料中之業務環節按本集團主要業務類別決定。

本集團已確定以下報告分類：(a) 鐘錶及時計產品以及鐘錶配件製造及分銷；(b) 物業投資；及(c) 銀行及金融業務。

由於各產品及服務類別所需資源以及市場方針不同，各經營分類獨立管理。所有分類間轉讓(如有)乃按公平價格計算。

本集團根據香港財務報告準則第8號就報告分類業績所用計量政策與根據香港財務報告準則編製財務報表所用者相同。

分類資產包括所有資產，但不包括所佔聯營公司權益、所佔合營企業權益、若干交易組合投資、持作出售之出售組別資產及持作出售之非流動資產。此外，並非直接計入任何經營分類業務活動之公司資產不會分配至分類，主要應用於本集團總部。

分類負債不包括借貸、應付一名股東款項、租賃負債及並非直接計入任何經營分類業務活動之公司負債，且不會分配至分類。

並無就可報告分類作出不均分配。

## 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. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, the directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources.

The estimates and 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.

The Group makes estimates and assumptions concerning the future. Such estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. The resulting accounting estimates will, by definition, rarely equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are discussed below:

##### Impairment assessment of goodwill

The Group tests on an annual basis whether goodwill has suffered any impairment in accordance with the accounting policy stated in note 4.4. The recoverable amounts of the CGUs have been determined based on value-in-use calculations. The value-in-use calculations require the use of judgement and estimates of the future cash flows expected to arise from the CGUs, the timeframe for the cash flows forecast and the suitable discount rates in order to calculate the present value. In the process of estimating expected future cash flows, management makes assumptions about future revenues and profits. These assumptions relate to future events and circumstances. The actual results may vary and may cause a material adjustment to the carrying amount of goodwill within the next financial year. Determining the appropriate discount rate involves estimating the appropriate adjustment for market risk and for asset specific risk factors. Details of impairment assessment are set out in note 31 to the consolidated financial statements.

##### Provision for inventories

In determining the amount of allowance required for obsolete and slow-moving inventories, the Group would evaluate ageing analysis of inventories and compare the carrying value of inventories to their respective estimated net realisable value. The assessment of the provision involves management judgement and estimates. Where the actual outcome or expectation in future is different from the original estimate, such differences will impact the carrying value of inventories and provision charge/write-back in the period in which such estimate has been changed.

#### 5. 關鍵會計判斷及估計不確定因素之主要來源

在應用本集團之會計政策時，董事須對無法依循其他途徑即時得知的資產及負債賬面值作出判斷、估計及假設。

估計及相關假設會持續檢討。倘會計估計修訂僅影響修訂估計期間，則有關修訂於該期間確認；或倘有關修訂影響目前及未來期間，則有關修訂於修訂期間及未來期間確認。

本集團對未來作出估計及假設。該等估計及相關假設按過往經驗及其他視為相關之因素作出。顧名思義，因此而作出之會計估計甚少與有關實際結果相符。下文論述可導致下一個財政期間的資產及負債賬面值須作重大調整之主要風險估計及假設：

##### 商譽減值評估

本集團每年根據附註4.4所述會計政策就商譽有否減值進行測試。現金產生單位之可收回金額按所計算之使用價值釐定。使用價值計算須採用預期現金產生單位所產生未來現金流量之判斷及估計、現金流量預測時間表以及適合貼現率，以計算現值。於估計預期未來現金流量過程中，管理層就未來收入及溢利作出假設。該等假設與未來事件及情況有關。實際結果或會有所不同，並可能導致下個財政年度之商譽賬面值須作重大調整。釐定合適之貼現率涉及估計市場風險及資產特定風險因素之適當調整。減值評估詳情載於綜合財務報表附註31。

##### 存貨撥備

於釐定陳舊及滯銷存貨之撥備金額時，本集團須評估存貨之賬齡分析並將存貨之賬面值與其各自之估計可變現淨值作比較。評估撥備涉及管理層判斷及估計。倘日後實際結果或預期有別於原定估計，則有關差別將影響存貨賬面值，而撥備會於估計有變期間扣除／撥回。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

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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. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Depreciation and amortisation

The Group depreciates and amortises its property, plant and equipment and intangible assets with definite useful lives using straight-line method over their respective estimated useful lives, starting from the date on which the assets are available for intended use, in accordance with accounting policy stated in notes 4.6 and 4.9. The estimated useful lives reflect the directors' estimate of the period that the Group intends to derive future economic benefits from the use of these assets.

##### Estimated impairment of trade and other receivables

The Group's management determines the provision for impairment of trade and other receivables on a forward-looking basis. The provision matrix is determined based on the Group's historical observed default rates over the expected life of the trade receivables with similar credit risk characteristics and is adjusted for forward-looking estimates. Other receivables is assessed for 12-months expected credit losses, given credit risk has not increase significantly since initial recognition. In making the judgement, management considers available reasonable and supportable forward-looking information such as actual or expected significant changes in the operating results of debtors, actual or expected significant adverse changes in business and debtors' financial position. At every reporting date, the historical observed default rates are updated and changes in the forward-looking estimates are analysed by the Group's management.

##### Impairment assessment of non-financial assets

The Group assesses impairment at each reporting date by evaluating conditions specific to the Group that may lead to impairment of non-financial assets. Where an impairment trigger exists, the recoverable amount of the asset is determined. The recoverable amount is determined based on value-in-use calculation or fair value less costs of disposal ("FVLCD"). The calculations of value-in-use require the use of judgement and estimates of the future cash flows expected to arise from the assets or CGUs, the timeframe for the cash flows forecast and the suitable discount rates in order to calculate the present value. In the process of estimating expected future cash flows, management makes assumptions about future revenues and profits. These assumptions relate to future events and circumstances. The actual results may vary and may cause a material adjustment to the carrying amount of non-financial assets within the next financial year. Determining the appropriate discount rate involves estimating the appropriate adjustment for market risk and for asset specific risk factors. Calculation of FVLCD involves the selection of valuation model, adoption of key assumption, and input data, which are subject to management judgement.

#### 5. 關鍵會計判斷及估計不確定因素之主要來源 (續)

##### 折舊及攤銷

本集團根據附註4.6及4.9所述會計政策，採用直線法按估計可用年期為物業、廠房及設備以及可用年期有限之無形資產計算折舊及攤銷，自資產可用於擬定用途日期起計算。估計可用年期反映董事估計本集團擬自使用該等資產衍生未來經濟利益之期間。

##### 應收賬款及其他應收款之估計減值

本集團管理層以前瞻性方式釐定應收賬款及其他應收款減值撥備。撥備矩陣乃根據本集團於具有類似信貸風險特徵之應收賬款之預期年期內之歷史觀察違約率釐定，並就前瞻性估計作出調整。鑑於信貸風險自初步確認以來並無大幅增加，其他應收款就12個月預期信貸虧損進行評估。在作出判斷時，管理層會考慮可得之合理有據前瞻性資料，如債務人經營業績之實際或預期重大變動、業務及債務人財務狀況之實際或預期重大不利變動。於各報告日期，本集團管理層會更新歷史觀察違約率，並分析前瞻性估計變動。

##### 非金融資產減值評估

本集團透過評價或會導致非金融資產減值之本集團獨有情況，於各報告日期評估減值。倘存在觸發減值之情況，則釐定資產可收回款額。可收回金額乃按使用價值計算或公平值減出售成本（「公平值減出售成本」）釐定。使用價值計算須採用預期資產或現金產生單位所產生未來現金流量之判斷及估計、現金流量預測時間表以及適合貼現率，以計算現值。於估計預期未來現金流量過程中，管理層就未來收入及溢利作出假設。該等假設與未來事件及情況有關。實際結果或會有所不同，並可能導致下個財政年度之非金融資產賬面值須作重大調整。釐定合適之貼現率涉及估計市場風險及資產特定風險因素之適當調整。計算公平值減出售成本可能涉及選擇估值模型、採納主要假設及輸入數據，而以上項目均需管理層作出判斷。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Income taxes

The Group is subject to income taxes in Hong Kong, Switzerland, United Kingdom, Liechtenstein and the PRC. Significant judgement is required in determining the amount of the provision for income taxes and the timing of the payments of related taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Group recognises liabilities for anticipated tax based on estimates of whether additional taxes will be due. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the income tax and deferred tax provisions in the period in which such determination is made.

##### Estimation of defined benefit obligations

The Group operates four defined benefit plans for those employees in Switzerland and Liechtenstein. Pension costs for defined benefit plans are assessed using the projected unit credit method in accordance with HKAS 19, Employee Benefits. Under this method, the cost of providing pensions is charged to the profit or loss in accordance with the advice of the actuaries who carry out a full valuation of the plans. The pension obligation is measured at the present value of the estimated future cash outflows using interest rates determined by reference to market yields at the end of the reporting period based on government agency or high quality corporate bonds with currency and term similar to the estimated term of benefit obligations. All actuarial gains and losses are recognised in full, in the year in which they occur, in other comprehensive income.

Management appointed actuaries to carry out a full valuation of these pension plans to determine the pension obligations that are required to be disclosed and accounted for in accordance with the requirements of HKFRSs.

The actuaries use assumptions and estimates in determining the fair value of the defined benefit plans and evaluate and update these assumptions on an annual basis. Judgement is required to determine the principal actuarial assumptions to determine the present value of defined benefit obligations and service costs. Changes to the principal actuarial assumptions can significantly affect the present value of plan obligations and service costs in future periods.

#### 5. 關鍵會計判斷及估計不確定因素之主要來源 (續)

##### 所得稅

本集團須繳納香港、瑞士、英國、列支敦士登及中國之所得稅。於決定就所得稅撥備之金額及就有關稅項付款之時間時，須作出重大判斷。於日常業務過程中，有許多交易及計算均難以明確作出最終之稅務釐定。就預計稅項確認負債時，本集團按有否額外稅項即將到期應付而估計。倘此等事項之最後稅項結果與初步記錄金額不同，該等差額將影響作出該項決定期間之所得稅及遞延稅項撥備。

##### 定額福利責任估計

本集團為瑞士及列支敦士登之僱員營辦四項定額福利計劃。定額福利計劃之退休金成本根據香港會計準則第19號僱員福利之規定，使用預期單位記賬法進行評估。根據此方法，提供退休金之成本按對計劃作出全面估值之精算師意見於溢利或虧損內扣除。退休金責任為估計未來現金流出數額之現值，該現值參照於報告期間結算日與福利責任估計年期之條款及貨幣相若之政府機構或高質素公司債券之市場孳息率釐定之利率計算所得。所有精算收益及虧損於發生年度內在其他全面收入全數確認。

管理層委任精算師對該等退休金計劃進行全面估值，以釐定根據香港財務報告準則規定，須披露及入賬之退休金責任。

精算師在釐定定額福利計劃之公平值時使用假設及估計，並每年評估及更新該等假設。在釐定主要精算假設時須運用判斷，以釐定定額福利責任之現值與服務成本。改變所採用之主要精算假設可對未來期間之計劃責任現值與服務成本造成重大影響。

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### 綜合財務報表附註

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#### 5. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Lease-estimating the incremental borrowing rate

The Group uses its incremental borrowing rate (“IBR”) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group ‘would have to pay’, which requires estimation when no observable rates are available or when they need to be adjusted to reflect the terms and conditions of the lease.

The Group estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

##### Going concern consideration

The assessment of the going concern assumption involves making a judgement by the directors, at a particular point of the time, about the future outcome of events or conditions which are inherently uncertain. Further details for the directors’ assessment of going concern assumption are set out in note 53.6.

##### Fair value measurement

A number of assets and liabilities included in the Group’s financial statements require measurement at, and/or disclosure of, fair value. The fair value measurement of the Group’s financial and non-financial assets and liabilities utilises market observable inputs and data as far as possible. Inputs used in determining fair value measurements are categorised into different levels based on how observable the inputs used in the valuation technique utilised are (the ‘fair value hierarchy’):

- Level 1: unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: observable inputs other than quoted prices included within Level 1; and
- Level 3: unobservable inputs are inputs for which market data are not available.

The classification of an item into the above levels is based on the lowest level of the inputs used that has a significant effect on the fair value measurement of the item. Transfers of items between levels are recognised in the period they occur.

#### 5. 關鍵會計判斷及估計不確定因素之主要來源 (續)

##### 租賃－估計增量借款利率

當本集團使用增量借款利率（「增量借款利率」）計量租賃負債。增量借款利率為本集團於類似經濟環境中為取得與使用權資產價值相近之資產，而以類似抵押品與類似期間借入所需資金應支付之利率。因此，增量借款利率反映了本集團「應支付」的利率，當無可觀察的利率時或當須對利率進行調整以反映租賃的條款及條件時，則須作出利率估計。

當可觀察輸入數據可用時，本集團使用可觀察輸入數據（如市場利率）估算增量借款利率並須作出若干實體特定的估計。

##### 持續經營考慮因素

持續經營假設評估涉及由董事於特定時間點就不明朗事件或狀況之未來結果作出判斷。有關董事評估持續經營假設之進一步詳情載於附註 53.6。

##### 公平值計量

多項載列於本集團財務報表的資產及負債須作出公平值計量及／或披露。本集團金融及非金融資產及負債之公平值計量乃於可行範圍內盡量使用市場可觀察輸入數值及數據。於釐定公平值計量時使用之輸入數值乃根據所運用之估值技術中使用之輸入數值之可觀察程度而分類為不同層級（「公平值層級」）：

- 第一級：相同資產或負債於活躍市場之未經調整報價；
- 第二級：第一級所包括報價以外之可觀察輸入數值；及
- 第三級：不可觀察輸入數值為無法取得市場數據之輸入數值。

項目所歸入之上述層級乃依據對該項目公平值計量具有重大影響之最低級輸入數值。不同層級之間之項目轉移於發生期間確認。

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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. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY (Continued)

##### Fair value measurement (Continued)

The Group measures the following items at fair value:

- Due from banks – precious metals (note 18)
- Trading portfolio investments (note 19)
- Financial assets at fair value through other comprehensive income (note 20)
- Financial assets at fair value through profit or loss (note 21)
- Financial liabilities at fair value through profit or loss (note 21)
- Derivative financial assets (note 22)
- Derivative financial liabilities (note 22)
- Investment properties (note 29)
- Due to clients – precious metals (note 33)

For more detailed information in relation to the fair value measurement of the items above, please refer to the respective notes.

#### 6. SEGMENT INFORMATION

The chief operating decision-maker is identified as executive directors. During the year ended 31 December 2023, the Group has completed the acquisition of Gold Vantage Group, in which new product and service lines have been identified.

The new product and service lines has been merged with the segment of manufacturing and distribution of watches and timepieces and renamed as manufacturing and distribution of watches and timepieces and watch accessories to reflect the current resources allocation and performance assessment by the chief operating decision-maker.

The executive directors have identified the Group's product and service lines as operating segments as follows:

- (a) manufacturing and distribution of watches and timepieces and watch accessories;
- (b) property investments; and
- (c) banking and financial businesses.

#### 5. 關鍵會計判斷及估計不確定因素之主要來源 (續)

##### 公平值計量 (續)

本集團計算以下項目之公平值：

- 應收銀行款項－貴金屬 (附註18)
- 交易組合投資 (附註19)
- 按公平值計入其他全面收入之金融資產 (附註20)
- 按公平值計入溢利或虧損之金融資產 (附註21)
- 按公平值計入溢利或虧損之金融負債 (附註21)
- 衍生金融資產 (附註22)
- 衍生金融負債 (附註22)
- 投資物業 (附註29)
- 應付客戶款項－貴金屬 (附註33)

有關上述項目公平值計量之更多詳盡資料，請參閱相關附註。

#### 6. 分類資料

主要營運決策者已獲認為執行董事。截至二零二三年十二月三十一日止年度，本集團已完成收購金燾集團，當中已對新產品及服務類別進行分類。

新產品及服務類別已與鐘錶及時計產品製造及分銷分類合併，並更名為鐘錶及時計產品以及鐘錶配件製造及分銷，以反映主要營運決策者目前的資源分配及表現評估。

執行董事已將本集團產品及服務類別分為以下多個經營分類：

- (a) 鐘錶及時計產品以及鐘錶配件製造及分銷；
- (b) 物業投資；及
- (c) 銀行及金融業務。

## 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

#### 6. SEGMENT INFORMATION (Continued)

These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

2023

#### 6. 分類資料 (續)

此等經營分類之監控及策略決定按經調整分類經營業績作出。

二零二三年

		Watches and timepieces and watch accessories 鐘錶及 時計產品 以及鐘錶配件 HK\$'000 千港元	Property investments 物業投資 HK\$'000 千港元	Banking and financial businesses 銀行及 金融業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分類收入：</b>					
Net interest and dividend income from banking business	銀行業務之利息及股息收入淨額	-	-	285,968	-	285,968
Net service fees and commission income from banking business	銀行業務之服務費及佣金收入淨額	-	-	171,919	-	171,919
Trading income from banking business	銀行業務之交易收入	-	-	33,907	-	33,907
Service fees and commission income from financial business	金融業務之服務費及佣金收入	-	-	12	-	12
Interest income from financial business	金融業務之利息收入	-	-	33	-	33
Sales of goods from non-banking and financial businesses	非銀行及金融業務之貨品銷售收入	1,113,945	-	-	-	1,113,945
Rental income from non-banking and financial businesses	非銀行及金融業務之租金收入	-	23,275	-	-	23,275
<b>Total revenue</b>	<b>總收入</b>	<b>1,113,945</b>	<b>23,275</b>	<b>491,839</b>	<b>-</b>	<b>1,629,059</b>
<b>Segment results</b>	<b>分類業績</b>	<b>86,447</b>	<b>10,671</b>	<b>130,129</b>	<b>-</b>	<b>227,247</b>
Unallocated corporate income and expenses, net	未分配公司收入及支出淨額	-	-	-	(79,054)	(79,054)
Share of profit of joint ventures	應佔合營企業溢利	-	-	-	5	5
Share of profit of associates	應佔聯營公司溢利	-	-	-	13,842	13,842
Finance costs	財務費用	(27,227)	-	(336)	(50,679)	(78,242)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	59,220	10,671	129,793	(115,886)	83,798
Income tax expense	所得稅開支	(3,886)	-	(16,623)	(30)	(20,539)
Profit/(loss) for the year	本年度溢利/(虧損)	55,334	10,671	113,170	(115,916)	63,259
<b>Segment assets</b>	<b>分類資產</b>	<b>4,271,822</b>	<b>191,574</b>	<b>11,629,158</b>	<b>-</b>	<b>16,092,554</b>
Unallocated corporate assets:	未分配公司資產：					
Interests in joint ventures	所佔合營企業權益	-	-	-	496	496
Interests in associates	所佔聯營公司權益	-	-	-	108,411	108,411
Trading portfolio investments	交易組合投資	-	-	-	27,558	27,558
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	-	-	-	285,627	285,627
Cash and deposits	現金及存款	-	-	-	3,387	3,387
Other unallocated corporate assets	其他未分配公司資產	-	-	-	12,973	12,973
<b>Consolidated total assets</b>	<b>綜合總資產</b>	<b>4,271,822</b>	<b>191,574</b>	<b>11,629,158</b>	<b>438,452</b>	<b>16,531,006</b>

## 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

## 6. SEGMENT INFORMATION (Continued)

2023 (Continued)

## 6. 分類資料 (續)

二零二三年 (續)

		Watches and timepieces and watch accessories 鐘錶及 時計產品 以及鐘錶配件 HK\$'000 千港元	Property investments 物業投資 HK\$'000 千港元	Banking and financial businesses 銀行及 金融業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment liabilities</b>	<b>分類負債</b>	985,989	39,270	10,362,734	-	11,387,993
Unallocated corporate liabilities:	未分配公司負債：					
Borrowings	借貸	-	-	-	395,103	395,103
Due to a shareholder	應付一名股東款項	-	-	-	9,025	9,025
Lease liabilities	租賃負債	-	-	-	15,090	15,090
Other unallocated corporate liabilities (note)	其他未分配公司負債(附註)	-	-	-	358,501	358,501
<b>Consolidated total liabilities</b>	<b>綜合總負債</b>	985,989	39,270	10,362,734	777,719	12,165,712
<b>Other segment information</b>	<b>其他分類資料</b>					
Interest income and other interest income	利息收入及其他利息收入	470	-	-	327	842
Expected credit losses on trade receivables	應收賬款預期信貸虧損	(10,810)	-	-	-	(10,810)
Expected credit loss on other assets	其他資產預期信貸虧損	(1,686)	(1,045)	(1,224)	(150)	(4,105)
Provision of expected credit losses on due from banks and customers	應收銀行及客戶款項預期信貸虧損撥備	-	-	(7,591)	-	(7,591)
Provision of expected credit losses for other financial assets at amortised cost	按攤銷成本列賬之其他金融資產預期信貸虧損撥備	-	-	(6,024)	-	(6,024)
Provision for litigation risks, net	訴訟風險撥備淨額	-	-	(4,121)	-	(4,121)
Provision for inventories	存貨撥備	(24,434)	-	-	-	(24,434)
Reversal of provision for inventories	存貨撥備撥回	38	-	-	-	38
Impairment loss on goodwill	商譽減值虧損	(13,389)	-	-	-	(13,389)
Gain on fair value changes on financial assets/liabilities at fair value through profit or loss	按公平值計入溢利或虧損之金融資產/負債公平值變動收益	65,192	-	-	-	65,192
Depreciation and amortisation	折舊及攤銷	(55,318)	-	(32,062)	(6,458)	(93,838)
Additions to non-current assets	添置非流動資產	25,764	-	8,792	-	34,556
Net deficit on revaluation of investment properties	投資物業重估之虧蝕淨額	-	(1,218)	-	-	(1,218)

Note: Other unallocated corporate liabilities mainly included amounts due to a related company and an associate as at 31 December 2023.

附註：其他未分配公司負債主要包括於二零二三年十二月三十一日應付一間關連公司及一間聯營公司款項。

## 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

#### 6. SEGMENT INFORMATION (Continued)

#### 6. 分類資料 (續)

2022

二零二二年

		Watches and timepieces 鐘錶及 時計產品 HK\$'000 千港元	Property investments 物業投資 HK\$'000 千港元	Banking and financial businesses 銀行及 金融業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment revenue:</b>	<b>分類收入：</b>					
Net interest and dividend income from banking business	銀行業務之利息及股息收入淨額	-	-	133,526	-	133,526
Net service fees and commission income from banking business	銀行業務之服務費及佣金收入淨額	-	-	165,363	-	165,363
Trading income from banking business	銀行業務之交易收入	-	-	38,631	-	38,631
Service fees and commission income from financial business	金融業務之服務費及佣金收入	-	-	949	-	949
Interest income from financial business	金融業務之利息收入	-	-	173	-	173
Sales of goods from non-banking and financial businesses	非銀行及金融業務之貨品銷售收入	1,248,281	-	-	-	1,248,281
Rental income from non-banking and financial businesses	非銀行及金融業務之租金收入	-	20,465	-	-	20,465
<b>Total revenue</b>	<b>總收入</b>	1,248,281	20,465	338,642	-	1,607,388
<b>Segment results</b>	<b>分類業績</b>	(4,513)	7,239	32,966	-	35,692
Unallocated corporate income and expenses, net	未分配公司收入及支出淨額	-	-	-	(92,152)	(92,152)
Share of loss of joint ventures	應佔合營企業虧損	-	-	-	(28)	(28)
Share of profit of associates	應佔聯營公司溢利	-	-	-	16,740	16,740
Finance costs	財務費用	(28,869)	-	(352)	(41,311)	(70,532)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(33,382)	7,239	32,614	(116,751)	(110,280)
Income tax expense	所得稅開支	(2,069)	-	(4,404)	(2,684)	(9,157)
(Loss)/profit for the year	本年度(虧損)/溢利	(35,451)	7,239	28,210	(119,435)	(119,437)
<b>Segment assets</b>	<b>分類資產</b>	4,195,392	196,124	11,277,691	-	15,669,207
Unallocated corporate assets:	未分配公司資產：					
Interests in joint ventures	所佔合營企業權益	-	-	-	491	491
Interests in associates	所佔聯營公司權益	-	-	-	122,202	122,202
Trading portfolio investments	交易組合投資	-	-	-	28,093	28,093
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	-	-	-	296,080	296,080
Cash and deposits	現金及存款	-	-	-	13,630	13,630
Other unallocated corporate assets	其他未分配公司資產	-	-	-	27,540	27,540
<b>Consolidated total assets</b>	<b>綜合總資產</b>	4,195,392	196,124	11,277,691	488,036	16,157,243

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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. SEGMENT INFORMATION (Continued)

2022 (Continued)

		Watches and timepieces 鐘錶及 時計產品 HK\$'000 千港元	Property investments 物業投資 HK\$'000 千港元	Banking and financial businesses 銀行及 金融業務 HK\$'000 千港元	Unallocated 未分配 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Segment liabilities</b>	<b>分類負債</b>	951,371	36,145	10,104,603	-	11,092,119
Unallocated corporate liabilities:	未分配公司負債：					
Borrowings	借貸	-	-	-	540,375	540,375
Due to a shareholder	應付一名股東款項	-	-	-	12,000	12,000
Lease liabilities	租賃負債	-	-	-	28,849	28,849
Other unallocated corporate liabilities (note)	其他未分配公司負債(附註)	-	-	-	305,039	305,039
<b>Consolidated total liabilities</b>	<b>綜合總負債</b>	951,371	36,145	10,104,603	886,263	11,978,382
<b>Other segment information</b>	<b>其他分類資料</b>					
Interest income and other interest income	利息收入及其他利息收入	365	4	29	17	415
Expected credit losses on trade receivables	應收賬款預期信貸虧損	(11,770)	-	-	-	(11,770)
Reversal of expected credit loss on other assets	其他資產預期信貸虧損撥回	740	364	159	1	1,264
Provision of expected credit losses on due from banks and customers	應收銀行及客戶款項預期信貸虧損撥備	-	-	(711)	-	(711)
Reversal of expected credit losses for other financial assets at amortised cost	按攤銷成本列賬之其他金融資產預期信貸虧損撥回	-	-	1,737	-	1,737
Provision for litigation risks, net	訴訟風險撥備淨額	-	-	(11)	-	(11)
Provision for inventories	存貨撥備	(24,917)	-	-	-	(24,917)
Reversal of provision for inventories	存貨撥備撥回	19,668	-	-	3,037	22,705
Depreciation and amortisation	折舊及攤銷	(58,550)	-	(25,642)	(7,284)	(91,476)
Additions to non-current assets	添置非流動資產	40,257	-	52,120	-	92,377
Net (deficit)/surplus on revaluation of investment properties	投資物業重估之(虧絀)/盈餘淨額	-	(9,564)	-	-	(9,564)

Note: Other unallocated corporate liabilities mainly included amounts due to a related company and an associate as at 31 December 2022.

Unallocated corporate income and expenses mainly comprised dividend income from trading portfolio investments and, financial assets at fair value through other comprehensive income, gain or loss on fair value changes in trading portfolio investments and other corporate income and expenses of the Group's headquarter which are not directly attributable to the business activities of any operating segment. Other corporate expenses mainly included employee costs and directors' remuneration for administrative purpose.

## 6. 分類資料(續)

二零二二年(續)

附註：其他未分配公司負債主要包括於二零二二年十二月三十一日應付一間關連公司及一間聯營公司款項。

未分配公司收入及支出主要包括來自交易組合投資之股息收入、按公平值計入其他全面收入之金融資產、交易組合投資公平值變動之收益或虧損及不直接歸屬於任何經營分類業務活動之本集團總部其他公司收入及支出。其他公司支出主要包括用於行政目的的僱員成本及董事薪酬。

## 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

#### 6. SEGMENT INFORMATION (Continued)

The Group's revenues from external customers and its non-current assets (other than financial assets and deferred tax assets) are divided into the following geographical areas:

#### 6. 分類資料 (續)

本集團來自外界客戶之收入及非流動資產(金融資產及遞延稅項資產除外)按以下地區劃分：

		Revenue from external customers 來自外界客戶收入		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	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Hong Kong	香港	44,432	45,156	365,922	356,029
PRC	中國	782,066	1,009,151	1,598,783	1,500,222
Switzerland	瑞士	3,332	3,137	376,296	373,416
United Kingdom	英國	51,666	51,391	5,908	5,863
Liechtenstein	列支敦士登	491,839	337,520	481,098	477,416
Others	其他	255,724	161,033	1,243	1,233
		<b>1,629,059</b>	<b>1,607,388</b>	<b>2,829,250</b>	<b>2,714,179</b>

The geographical location of revenues from watches and timepieces and property investments segment are based on the location of customers, and the geographical location of revenues from banking and financial businesses segment are based on the location of operations of the cash generating units CGUs.

Non-current assets (other than financial assets and deferred tax assets) include interests in joint ventures, interests in associates, property, plant and equipment, investment properties, intangible assets and goodwill. For interests in joint ventures and interests in associates, goodwill and intangible assets, the geographical location is based on the areas of operation of CGUs. The geographical location of other non-current assets is based on the physical location of the assets.

The Group has a large number of customers and there is no significant revenue that is more than 10% of the Group's revenue derived from specific external customers for the years ended 31 December 2023 and 2022.

鐘錶及時計產品以及物業投資分類之收入地區以客戶所在地點為準，而銀行及金融業務分類之收入地區以現金產生單位經營所在地為準。

非流動資產(金融資產及遞延稅項資產除外)包括所佔合營企業權益、所佔聯營公司權益、物業、廠房及設備、投資物業、無形資產及商譽。所佔合營企業權益及所佔聯營公司權益、商譽及無形資產地區以現金產生單位經營所在地為準。其他非流動資產地區以資產實際所在地點為準。

本集團客戶眾多，截至二零二三年及二零二二年十二月三十一日止年度，概無任何來自特定外界客戶佔本集團收入超過10%之重大收入。

## 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

## 7. REVENUE

The Group is principally engaging in manufacturing and distribution of watches and timepieces and watch accessories, property investments and banking and financial businesses.

For banking and financial businesses, revenue mainly comprises net interest and dividend income, net service fees and commission income and trading income (notes 7(a), 7(b), 7(c) and 7(d)). For non-banking and financial businesses, revenue mainly represents the net invoiced value of goods sold, after allowance for returns and trade discounts and rental income received and receivables (note 7(e)).

Revenue recognised during the year is as follows:

## (a) Net interest and dividend income from banking business

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Interest and dividend income from banking business arising from:</b>	<b>下列各項所產生之銀行業務之利息及股息收入：</b>		
Interest income – due from banks	利息收入－應收銀行款項	169,796	63,380
Interest income – due from clients	利息收入－應收客戶款項	28,608	29,205
Interest income from mortgage loans	按揭貸款之利息收入	75,175	30,726
Interest income from money market papers	貨幣市場票據之利息收入	7,803	(445)
Interest income from financial assets	金融資產之利息收入	48,521	25,879
Dividend income from trading securities	買賣證券之股息收入	–	168
Negative interest expense on due to clients	應付客戶款項之負利息開支	28,978	2,244
		<b>358,881</b>	151,157
<b>Interest expenses from banking business arising from:</b>	<b>下列各項所產生之銀行業務之利息開支：</b>		
Interest expense on due to banks	應付銀行款項之利息開支	(189)	(13,771)
Interest expense on due to clients	應付客戶款項之利息開支	(71,883)	(3,936)
Negative interest (income)/expenses on due from banks and clients	應收銀行及客戶款項之負利息(收入)/開支	(841)	76
		<b>(72,913)</b>	(17,631)
<b>Net interest and dividend income from banking business</b>	<b>銀行業務之利息及股息收入淨額</b>	<b>285,968</b>	133,526

## 7. 收入

本集團主要從事鐘錶及時計產品以及鐘錶配件製造及分銷、物業投資以及銀行及金融業務。

就銀行及金融業務而言，收入主要包括利息及股息收入淨額、服務費及佣金收入淨額以及交易收入（附註7(a)、7(b)、7(c)及7(d)）。就非銀行及金融業務而言，收入主要指扣除退貨及貿易折扣售出貨品發票淨值以及已收及應收租金收入（附註7(e)）。

年內確認之收入如下：

## (a) 銀行業務之利息及股息收入淨額

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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

#### 7. REVENUE (Continued)

##### (b) Net service fees and commission income from banking business

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Service fee and commission income from banking business arising from:</b>	<b>下列各項所產生之銀行業務之服務費及佣金收入：</b>		
Commission income from loans	貸款所得佣金收入	4,647	6,394
Brokerage fees	經紀費	26,912	32,276
Custody account fees	託管賬戶費	27,046	25,032
Commission on investment advice and asset management	投資建議及資產管理佣金	44,542	48,822
Commission income from service fees	服務費佣金收入	4,308	31,723
Commission income from fiduciary fees	信託費佣金收入	29,825	347
Commission income from retrocession	轉分保佣金收入	11	5,298
Other commission income	其他佣金收入	61,532	47,558
		<b>198,823</b>	197,450
Service fees and commission expenses from banking business	銀行業務之服務費及佣金開支	<b>(26,904)</b>	(32,087)
<b>Net service fees and commission income from banking business</b>	<b>銀行業務之服務費及佣金收入淨額</b>	<b>171,919</b>	165,363

##### (c) Trading income from banking business

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Equity instruments	股本工具	1	-
Debt instruments	債務工具	269	13
Securities	證券	2	3
Forex and precious metals	外匯及貴金屬	33,597	38,597
Funds	基金	38	18
Trading income from banking business	銀行業務之交易收入	<b>33,907</b>	38,631

#### 7. 收入 (續)

##### (b) 銀行業務之服務費及佣金收入淨額

##### (c) 銀行業務之交易收入

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#### 7. REVENUE (Continued)

##### (d) Revenue from financial business

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Service fees and commission income	服務費及佣金收入	12	949
Interest income	利息收入	33	173
Revenue from financial business	金融業務之收入	45	1,122

#### 7. 收入 (續)

##### (d) 金融業務之收入

##### (e) Revenue from non-banking and financial businesses

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Sales of goods	貨品銷售	1,113,945	1,248,281
Rental income	租金收入	23,275	20,465
Revenue from non-banking business and financial businesses	非銀行業務及金融業務之收入	1,137,220	1,268,746

##### (e) 非銀行及金融業務之收入

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#### 8. OTHER INCOME AND OTHER NET GAINS OR LOSSES

#### 8. 其他收入及其他收益或虧損淨額

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Gain/(loss) on disposal of a subsidiary (note 12)	出售一間附屬公司之 收益／(虧損) (附註12)	2,529	(10,395)
Gain on disposal of interests in associates (note 40)	出售所佔聯營公司權益之收益 (附註40)	1,349	423
Gain on fair value changes in trading portfolio investments from non-banking business, net	非銀行業務交易組合投資的 公平值變動收益淨額	136	61
Gain on fair value changes on financial assets/ liabilities at fair value through profit or loss (note 21)	按公平值計入溢利或虧損之 金融資產／負債之公平值 變動收益 (附註21)	65,192	-
Impairment loss on goodwill (note 31)	商譽減值虧損 (附註31)	(13,389)	-
Gain on fair value changes in derivative financial liabilities from non-banking business	非銀行業務衍生金融負債之 公平值變動收益	-	2,182
Net deficit on revaluation of investment properties (note 29)	投資物業重估之虧絀淨額 (附註29)	(1,218)	(9,564)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	1,021	3,378
Loss on modification of leases	租賃修改之虧損	-	(149)
Bank and other interest income from non-banking business	非銀行業務之銀行及其他 利息收入	797	415
Dividend income from trading portfolio investments from non-banking business	非銀行業務交易組合投資 的股息收入	-	128
Dividend income from financial assets at fair value through other comprehensive income	按公平值計入其他全面收入 之金融資產之股息收入	10,578	10,578
Other operating income	其他經營收入	15,881	9,106
Government subsidies (note)	政府補助金 (附註)	2,500	4,612
Provision of litigation risks (note 37)	訴訟風險撥備 (附註37)	(4,121)	(11)
Provision of expected credit losses for due from banks and clients (note 18(b))	應收銀行及客戶款項預期 信貸虧損撥備 (附註18(b))	(7,591)	(711)
Provision of expected credit losses/ (reversal of expected credit losses) for other financial assets at amortised cost (note 24(b))	按攤銷成本列賬之其他金融 資產預期信貸虧損撥備／ (預期信貸虧損撥回) (附註24(b))	(6,024)	1,737
Exchange gain, net	外匯收益淨額	7,579	3,216
Other sundry income, net	其他雜項收入淨額	2,036	910
		<b>77,255</b>	<b>15,916</b>

Note:

Government subsidies mainly comprised of unconditional subsidies received for subsidising the Group's business.

附註：

政府補助金主要包括已收無條件補貼本集團業務之補助金。

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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

## 9. FINANCE COSTS FROM NON-BANKING BUSINESS

## 9. 非銀行業務之財務費用

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Interest charged on bank borrowings, bank overdrafts and other borrowings	銀行借貸、銀行透支及其他借貸的利息開支	75,748	67,827
Interest on lease liabilities (note 38)	租賃負債利息 (附註38)	2,494	2,705
		<b>78,242</b>	<b>70,532</b>

## 10. PROFIT/(LOSS) BEFORE INCOME TAX

## 10. 除所得稅前溢利／(虧損)

Profit/(loss) before income tax is arrived at after charging/(crediting):

除所得稅前溢利／(虧損)已於扣除／(計入)下列各項後達致：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cost of inventories recognised as expense, including:	確認為開支的存貨成本，包括：	514,001	604,727
– Reversal of provision for inventories	– 存貨撥備撥回	(38)	(22,705)
– Provision for inventories	– 存貨撥備	24,434	24,917
Depreciation and amortisation	折舊及攤銷	93,838	91,476
– Depreciation for owned assets (note (a))	– 自用資產折舊 (附註(a))	53,318	61,493
– Depreciation for right-of-use assets (note (a))	– 使用權資產折舊 (附註(a))	32,062	29,809
– Amortisation of intangible assets (note (b))	– 無形資產攤銷 (附註(b))	8,458	174
Short term lease expenses	短期租賃開支	27,436	23,059
Auditor's remuneration	核數師酬金	4,700	4,900
Gross rental income	租金收入總額	(23,275)	(20,465)
Less: direct operating expenses	減：直接經營開支	2,980	2,586
Net rental income	租金收入淨額	(20,295)	(17,879)
Research and development expenses (note (b))	研究及開發開支 (附註(b))	15,434	22,809
Expected credit losses/(reversal of expected credit losses) on other assets (note 32)	其他資產預期信貸虧損／(預期信貸虧損撥回) (附註32)	4,105	(1,264)
Expected credit losses on trade receivables (note 23(a))	應收賬款預期信貸虧損 (附註23(a))	10,810	11,770
Advertising	廣告	54,731	82,833

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#### 10. PROFIT/(LOSS) BEFORE INCOME TAX (Continued)

Notes:

- (a) Depreciation expense of HK\$6,322,000 (2022: HK\$14,936,000) has been included in cost of sales from non-banking and financial businesses, HK\$24,076,000 (2022: HK\$23,204,000) in selling and distribution expenses and HK\$54,982,000 (2022: HK\$53,162,000) in administrative expenses.
- (b) Amortisation expenses and research and development expenses had been included in the administrative expenses.

#### 11. INCOME TAX EXPENSE

For the years ended 31 December 2023 and 2022, Hong Kong profit tax has been provided for certain subsidiaries within the Group and is calculated at 16.5% on the estimated assessable profits (2022: 16.5%). The subsidiaries established in the PRC are subject to income taxes at tax rates ranging between 15% and 25% (2022: 15% and 25%). Overseas tax is calculated at the rates applicable in the respective jurisdictions.

The Group is also subject to PRC withholding tax at the rate of 5% (2022: 5%) in respect of dividend income derived from PRC incorporated company.

#### 10. 除所得稅前溢利／(虧損) (續)

附註：

- (a) 折舊支出6,322,000港元(二零二二年：14,936,000港元)已計入非銀行及金融業務之銷售成本、24,076,000港元(二零二二年：23,204,000港元)計入銷售及分銷費用以及54,982,000港元(二零二二年：53,162,000港元)計入行政費用。
- (b) 攤銷開支以及研究及開發開支已計入行政費用。

#### 11. 所得稅開支

截至二零二三年及二零二二年十二月三十一日止年度，本集團已為若干附屬公司計提香港利得稅撥備，並按估計應課稅溢利16.5%(二零二二年：16.5%)計算。於中國成立之附屬公司須按介乎15%至25%(二零二二年：15%至25%)之所得稅率繳稅。海外稅項按相關司法權區適用稅率計算。

本集團亦就其產生自中國註冊成立公司之股息收入按稅率5%(二零二二年：5%)繳交中國預扣稅。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Current tax for the year	年內即期稅項		
Hong Kong	香港	238	201
PRC	中國	4,667	3,878
Liechtenstein	列支敦士登	16,623	5,944
Switzerland	瑞士	479	948
Deferred tax for the year (note 41)	年內遞延稅項(附註41)	(1,468)	(1,814)
Total income tax expense	所得稅開支總額	20,539	9,157

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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

## 11. INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expense and accounting profit/(loss) at applicable tax rates:

## 11. 所得稅開支 (續)

按適用稅率計算之所得稅開支與會計溢利／(虧損)之對賬：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Profit/(loss) before income tax	除所得稅前溢利／(虧損)	83,798	(110,280)
Tax on profit/(loss) before income tax, calculated at the rates applicable to the tax jurisdictions concerned	除所得稅前溢利／(虧損)之稅項(根據相關稅務司法權區適用之稅率計算)	22,658	(15,681)
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(20,244)	(5,273)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	10,999	13,049
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	7,126	17,062
Total income tax expense	所得稅開支總額	20,539	9,157

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#### 12. DISPOSAL OF SUBSIDIARIES

- (a) In October 2023, the Group has disposed the entire shares of Wisdom Power for a cash consideration of HK\$27,500,000 to Fair Future Industrial Limited (“Fair Future”), an associate of the Company. The Group recognised a gain on disposal of approximately HK\$2,529,000. Details of the Group’s gain on disposal of Wisdom Power for the year ended 31 December 2023 are set out as follows:

#### 12. 出售附屬公司

- (a) 於二零二三年十月，本集團以現金代價27,500,000港元向本公司一間聯營公司俊光實業有限公司（「俊光」）出售智力之全部股份。本集團確認出售之收益約2,529,000港元。有關本集團於截至二零二三年十二月三十一日止年度出售智力之收益詳情載列如下：

		HK\$'000 千港元
Net assets disposed of:	所出售之資產淨值：	
Property, plant and equipment	物業、廠房及設備	57
Investment properties	投資物業	24,900
Other assets	其他資產	14
		<b>24,971</b>
Less: Proceeds from disposal	減：出售所得款項	<b>(27,500)</b>
Gain on disposal	出售之收益	<b>(2,529)</b>
		<b>HK\$'000</b>
Net cash inflow arising on disposal:	出售產生之現金流入淨額：	
Cash consideration received	已收現金代價	27,500
Net cash inflow for the year ended 31 December 2023	截至二零二三年十二月三十一日止年度之 現金流入淨額	<b>27,500</b>

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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

## 12. DISPOSAL OF SUBSIDIARIES (Continued)

- (b) In May 2022, the Group has completed the disposal of 30 % equity interests of Shun Heng Group for a cash consideration of HK\$8,670,000 to several related parties (the other shareholders of Shun Heng Finance Holdings Limited) and a third party. Following the disposal, the Company's effective equity interest in Shun Heng Group decreased from 60% to 30% and Shun Heng Group would be an associate of the Group. The Group recognised a loss on disposal of approximately HK\$10,395,000. Details of the Group's loss on disposal of the Shun Heng Group for the year ended 31 December 2022 were set out as follows:

## 12. 出售附屬公司 (續)

- (b) 於二零二二年五月，本集團完成以現金代價8,670,000港元向若干關連人士(信亨金融控股有限公司之其他股東)及一名第三方出售信亨集團之30%股權。於出售後，本公司於信亨集團之實際股權由60%減少至30%，信亨集團將成為本集團之聯營公司。本集團確認出售之虧損約10,395,000港元。有關本集團於截至二零二二年十二月三十一日止年度出售信亨集團之虧損詳情載列如下：

		HK\$'000 千港元
Net assets disposed of:	所出售之資產淨值：	
Cash and deposits	現金及存款	38,270
Trade receivables	應收賬款	4,629
Trading portfolio investments	交易組合投資	3,442
Property, plant and equipment (note 28)	物業、廠房及設備(附註28)	1,487
Intangible assets (note 30)	無形資產(附註30)	7,246
Goodwill (note 31)	商譽(附註31)	3,080
Other assets	其他資產	3,862
Trade payables	應付賬款	(25,780)
Deferred tax liabilities (note 41)	遞延稅項負債(附註41)	(981)
Lease liabilities (note 38)	租賃負債(附註38)	(1,426)
Other liabilities	其他負債	(702)
		33,127
Non-controlling interests	非控股權益	(5,392)
		27,735
Less: Proceeds from disposal	減：出售所得款項	(8,670)
Less: Fair value of 30% equity interests in Shun Heng Group	減：信亨集團30%股權之公平值	(8,670)
		10,395
Loss on disposal	出售之虧損	10,395
Net cash outflow arising on disposal:	出售產生之現金流出淨額：	
Cash consideration received	已收現金代價	8,670
Less: Cash and deposits disposed of	減：所出售之現金及存款	(38,270)
		(29,600)
Net cash outflow for the year ended 31 December 2022	截至二零二二年十二月三十一日止年度之現金流出淨額	(29,600)

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#### 13. DIVIDENDS

The directors do not recommend the payment of a dividend for the year ended 31 December 2023 (2022: Nil).

#### 13. 股息

董事不建議就截至二零二三年十二月三十一日止年度派付股息(二零二二年：無)。

#### 14. EARNINGS/(LOSS) PER SHARE

The calculations of basic and diluted earnings/(loss) per share attributable to owners of the Company are based on the following data:

#### 14. 每股盈利／(虧損)

本公司擁有人應佔每股基本及攤薄盈利／(虧損)乃根據以下數據計算：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Profit/(loss)</b>	<b>溢利／(虧損)</b>		
Profit/(loss) attributable to owners of the Company for the purpose of calculating basic and diluted earnings/(loss) per share	計算每股基本及攤薄盈利／(虧損)所依據之本公司擁有人應佔溢利／(虧損)	<b>45,100</b>	(111,051)
		2023 二零二三年 Number of shares 股份數目 '000 千股	2022 二零二二年 Number of shares 股份數目 '000 千股
<b>Number of shares</b>	<b>股份數目</b>		
Weighted average number of shares for the purpose of calculating basic and diluted earnings/(loss) per share	計算每股基本及攤薄盈利／(虧損)所依據之加權平均股數	<b>4,351,889</b>	4,351,889

The diluted earnings/(loss) per share is the same as the basic earnings/(loss) per share, as the Group has no dilutive potential ordinary shares for the years ended 31 December 2023 and 2022.

由於本集團於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潛在攤薄普通股，故每股攤薄盈利／(虧損)與每股基本盈利／(虧損)相同。

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## 15. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

## 15. 僱員福利開支(包括董事酬金)

## 15.1 Employee benefit expense

## 15.1 僱員福利開支

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Wages and salaries	工資及薪金	474,765	525,482
Pension costs	退休金成本	56,462	58,437
		<b>531,227</b>	<b>583,919</b>

Employee costs, including directors' emoluments, of HK\$10,261,000 (2022: HK\$17,859,000) has been included in cost of sales from non-banking and financial businesses, HK\$190,561,000 (2022: HK\$225,619,000) in selling and distribution expenses and HK\$330,405,000 (2022: HK\$340,441,000) in administrative expenses.

僱員成本(包括董事酬金)10,261,000港元(二零二二年:17,859,000港元)已計入非銀行及金融業務之銷售成本、190,561,000港元(二零二二年:225,619,000港元)已計入銷售及分銷費用以及330,405,000港元(二零二二年:340,441,000港元)已計入行政費用。

## 15.2 Defined benefit pension plans

## 15.2 定額退休金福利計劃

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Net defined benefit obligations	定額福利責任淨額	72,642	22,074

Net defined benefit liability has been included in "other liabilities" (see note 42) in the consolidated statement of financial position.

定額福利責任淨額已計入綜合財務狀況表「其他負債」(見附註42)項下。

The defined benefit pension plans are primarily arising from Eterna AG Uhrenfabrik and its subsidiaries (together the "Eterna Group"), Montres Corum Sàrl and its subsidiaries (together the "Corum Group"), Bendura Bank AG and its subsidiaries (the "Bendura Group"), and also Ernest Borel Holdings Limited and its subsidiaries (the "Ernest Borel Group"). The Group makes contributions to the defined benefit pension plans that provide post-retirement benefits for employees upon retirement. Under the schemes, the employees in Switzerland and Liechtenstein are entitled to retirement benefits based on the plan assets accumulated on attainment of the retirement age and a fixed annual rate. Since there is potential down-side risk for the employer to pay additional contributions in case the plan has a deficit, plans in Switzerland and Liechtenstein are classified as defined benefit pension plans.

定額退休金福利計劃主要來自Eterna AG Uhrenfabrik及其附屬公司(統稱「綺年華集團」)、Montres Corum Sàrl及其附屬公司(統稱「崑崙集團」)、富地銀行股份有限公司及其附屬公司(「富地集團」)以及依波路控股有限公司及其附屬公司(「依波路集團」)。本集團向定額退休金福利計劃作出供款,為僱員於退休時提供退休後福利。根據計劃,瑞士及列支敦士登僱員可享有退休福利,乃根據達到退休年齡及固定年率所累計之計劃資產釐定。由於一旦計劃出現赤字,僱主須支付額外供款,導致潛在損失風險,故瑞士及列支敦士登計劃分類為定額退休金福利計劃。

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#### 15. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

##### 15.2 Defined benefit pension plans (Continued)

The latest independent actuarial valuations of plan assets and the present value of the defined benefit obligation on the Eterna Group were carried out at 31 December 2023 by Banque Cantonale Vaudoise and 31 December 2022 by Swiss Life Pension Services AG, a member of the Swiss Associate of Actuaries in Switzerland, using the projected unit credit method.

The latest independent actuarial valuations of plan assets and the defined benefit obligations on the Corum Group were carried out at 31 December 2023 by Banque Cantonale Vaudoise and 31 December 2022 by Nicolas Colozier, a member of the Swiss Associate of Actuaries in Switzerland, using the projected unit credit method.

The latest independent actuarial valuations of plan assets and the defined benefit obligations on the Bendura Group were carried out at 31 December 2023 and 2022 by AXA Pension Solutions AG, a member of Swiss Associate of Actuaries in Switzerland, using the projected unit credit method.

The latest independent actuarial valuations of plan assets and the defined benefit obligations on the Ernest Borel Group were carried out at 31 December 2023 and 2022 by Swiss Life Pension Services AG, a member of the Swiss Associate of Actuaries in Switzerland, using the projected unit credit method.

- (a) The amount included in the consolidated statement of financial position arising from the Group's obligation in respect of its defined benefit plans 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
Present value of defined benefit obligations	定額福利責任現值	505,788	422,033
Fair value of plan assets	計劃資產之公平值	(433,146)	(399,959)
Net liability arising from defined benefit obligations	定額福利責任產生之負債淨額	72,642	22,074

#### 15. 僱員福利開支(包括董事酬金)(續)

##### 15.2 定額退休金福利計劃(續)

綺年華集團計劃資產之最新獨立精算估值及定額福利責任之現值乃由瑞士Swiss Associate of Actuaries之會員Banque Cantonale Vaudoise及Swiss Life Pension Services AG分別於二零二三年十二月三十一日及二零二二年十二月三十一日使用預測單位入賬方法進行。

崑崙集團計劃資產之最新獨立精算估值及定額福利責任乃由瑞士Swiss Associate of Actuaries之會員Banque Cantonale Vaudoise及Nicolas Colozier分別於二零二三年十二月三十一日及二零二二年十二月三十一日使用預測單位入賬方法進行。

富地集團計劃資產之最新獨立精算估值及定額福利責任乃由瑞士Swiss Associate of Actuaries之會員AXA Pension Solutions AG於二零二三年及二零二二年十二月三十一日使用預測單位入賬方法進行。

依波路集團計劃資產之最新獨立精算估值及定額福利責任乃由瑞士Swiss Associate of Actuaries之會員Swiss Life Pension Services AG於二零二三年及二零二二年十二月三十一日使用預測單位入賬方法進行。

- (a) 計入綜合財務狀況表之本集團就其定額福利計劃責任所產生之金額如下：

## 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

**15. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)** (Continued)**15.2 Defined benefit pension plans** (Continued)

- (b) Movements in the present value of the defined benefit obligations for both the years ended 31 December 2023 and 2022 are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	422,033	478,817
Current service costs	現時服務成本	43,672	25,788
Past service costs	過往服務成本	(9)	(148)
Interest cost	利息成本	7,593	993
Actuarial losses/(gains)	精算虧損/(收益)	12,672	(52,369)
Benefits paid	已付福利	(36,639)	(15,939)
Contribution by plan participants	計劃參與者供款	11,535	11,427
Exchange realignment	匯兌調整	44,931	(26,536)
At 31 December	於十二月三十一日	505,788	422,033

- (c) Movements in the fair value of the plan assets for both the years ended 31 December 2023 and 2022 are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	399,959	409,934
Interest income	利息收入	4,638	476
Return on plan assets	計劃資產之回報	12,161	(17,772)
Contributions by the employers	僱主供款	18,708	15,996
Contributions by plan participants	計劃參與者供款	11,535	11,427
Benefit paid	已付福利	(36,639)	(15,939)
Exchange realignment	匯兌調整	22,784	(4,163)
At 31 December	於十二月三十一日	433,146	399,959

**15. 僱員福利開支(包括董事酬金)**  
(續)**15.2 定額退休金福利計劃**(續)

- (b) 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定額福利責任現值變動如下：

- (c) 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計劃資產公平值變動如下：

## 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

#### 15. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

##### 15.2 Defined benefit pension plans (Continued)

- (d) Amounts recognised in the consolidated statement of comprehensive income in respect of these defined benefit plans 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
Service cost:	服務成本：		
Current service costs	現時服務成本	43,672	25,788
Past services costs	過往服務成本	(9)	(148)
Net interest expense	利息開支淨額	2,955	517
Components of defined benefit costs recognised in profit or loss	於溢利或虧損中確認之定額福利成本之組成部分	46,618	26,157
Remeasurement on the net defined benefit obligations:	重新計量定額福利責任淨額：		
Return on plan assets	計劃資產之回報	12,259	(17,722)
Actuarial (losses)/gains	精算(虧損)/收益	(12,672)	52,369
Deferred tax arising on remeasurement of the net defined benefit liability (note 41)	重新計量定額福利責任淨額之遞延稅項(附註41)	(4,549)	(4,524)
Components of defined benefit costs recognised in other comprehensive income, net	於其他全面收入中確認之定額福利成本之組成部分淨額	(4,962)	30,123

The defined benefit cost of HK\$46,618,000 (2022: HK\$26,157,000) has been included in the administrative expenses. The remeasurement of the net defined benefit obligation is included in other comprehensive income.

定額福利成本46,618,000港元(二零二二年：26,157,000港元)已計入行政費用。重新計量定額福利責任淨額計入其他全面收入。

#### 15. 僱員福利開支(包括董事酬金)(續)

##### 15.2 定額退休金福利計劃(續)

- (d) 就該等定額福利計劃於綜合全面收入表內確認之金額如下：

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## 綜合財務報表附註

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## 15. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

## 15.2 Defined benefit pension plans (Continued)

- (e) The major categories of the fair value of the plan assets at the end of reporting period are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Equity instruments	股本工具	127,225	118,331
Debt instruments	債務工具	138,898	126,422
Properties	物業	120,748	114,074
Commodities instruments	商品工具	3,220	2,931
Assets from reinsurance	再保險資產	8,388	7,635
Hedge funds	對沖基金	20,748	17,060
Cash	現金	13,205	12,847
Other	其他	714	659
		<b>433,146</b>	<b>399,959</b>

The fair values of the above equity and debt instruments are determined based on quoted market prices in active markets whereas the fair value of properties, commodities instruments, assets from reinsurance and hedge funds are not based on quoted market prices in active markets.

- (f) The principal assumption used for the purpose of the actuarial valuations was as follows:

		2023 二零二三年	2022 二零二二年
Discount rate(s)	貼現率	<b>0.10%–1.50%</b>	0.10%–0.20%
Expected rate(s) of salary increase	預期薪金增幅	<b>0.1%–2.47%</b>	0.1%–1.0%

15. 僱員福利開支(包括董事酬金)  
(續)

## 15.2 定額退休金福利計劃(續)

- (e) 於報告期末計劃資產公平值之主要類別如下：

上述股本及債務工具之公平值按活躍市場之市場報價釐定，而物業、商品工具、再保險資產及對沖基金之公平值並非按活躍市場之市場報價釐定。

- (f) 用於精算評估目的之主要假設如下：

## 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

### 15. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS) (Continued)

#### 15.2 Defined benefit pension plans (Continued)

##### (g) Sensitivity analysis on defined benefit pension plans

Significant actuarial assumptions for the determination of the defined benefit obligations are discount rate and expected salary rate of increase. The sensitivity analyses below have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant.

- If the discount rate is 50 basis points higher/(lower), the defined benefit obligation would decrease by HK\$21,475,000 (2022: HK\$47,281,000)/increase by HK\$24,569,000 (2022: HK\$100,277,000).
- If the expected salary rate of increase/(decreases) by 50 basis points, the defined benefit obligations would increase by HK\$34,784,000 (2022: HK\$76,519,000)/decrease by HK\$35,372,000 (2022: HK\$67,153,000).

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Furthermore, in presenting the above sensitivity analysis, the present value of the defined benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same as that applied in calculating the defined benefit liability recognised in the consolidated statement of financial position.

There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

### 15. 僱員福利開支(包括董事酬金) (續)

#### 15.2 定額退休金福利計劃(續)

##### (g) 定額退休金福利計劃之敏感度分析

釐定定額福利責任之主要精算假設為貼現率及預期薪金增幅比率。下文之敏感度分析乃按當所有其他假設保持不變時，報告期末所產生有關假設合理可能變動而釐定。

- 倘貼現率上升／(下降) 50個基點，定額福利責任將減少21,475,000港元(二零二二年：47,281,000港元)／增加24,569,000港元(二零二二年：100,277,000港元)。
- 倘預期薪金比率增加／(減少)50個基點，定額福利責任將增加34,784,000港元(二零二二年：76,519,000港元)／減少35,372,000港元(二零二二年：67,153,000港元)。

上述敏感度分析可能並不代表定額福利責任之實際變化，原因為若干假設可能彼此關聯，假設中之變化不大可能單獨出現。

此外，就上述敏感度分析之呈列，於報告期末定額福利責任之現值使用預測單位入賬方法計算，即與於綜合財務狀況表中所確認定額福利責任之計算所應用者相同。

過往年度用以制定敏感度分析之方法及假設概無變動。

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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

## 16. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS

## 16. 董事酬金及高級管理層酬金

## 16.1 Directors' emoluments

Details of emoluments of the directors of the Company in connection with the management of affairs of the Company and its subsidiaries are set out below:

## 16.1 董事酬金

有關管理本公司及其附屬公司事宜之本公司董事酬金之詳情載列如下：

		Directors' fees	Salaries, allowances and benefits in kind	Contributions to pension scheme	Total
		董事袍金	薪金、津貼及實物福利	退休金計劃供款	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$000
		千港元	千港元	千港元	千港元
<b>2023</b>	<b>二零二三年</b>				
<b>Executive directors</b>	<b>執行董事</b>				
Mr. Hon Kwok Lung	韓國龍先生	–	1,528	18	1,546
Mr. Shi Tao	石濤先生	–	1,092	18	1,110
Mr. Bi Bo (note (ii))	畢波先生(附註(ii))	–	94	3	97
Ms. Sit Lai Hei	薛黎曦女士	–	924	18	942
Mr. Hon Hau Wong	韓孝煌先生	–	924	18	942
Mr. Teguh Halim	Teguh Halim 先生	–	3,023	139	3,162
Mr. Siu Chun Wa	蕭進華先生	–	1,721	18	1,739
Mr. Hao Xiaohui	郝曉暉先生	–	1,427	18	1,445
<b>Independent non-executive directors</b>	<b>獨立非執行董事</b>				
Dr. Kwong Chun Wai, Michael	龐俊偉博士	200	–	–	200
Mr. Zhang Bin	張斌先生	200	–	–	200
Mr. Li Ziqing	李子卿先生	200	–	–	200
Mr. Kam, Eddie Shing Cheuk	甘承倬先生	200	–	–	200
		<b>800</b>	<b>10,733</b>	<b>250</b>	<b>11,783</b>

## 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

#### 16. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

#### 16 董事酬金及高級管理層酬金 (續)

##### 16.1 Directors' emoluments (Continued)

##### 16.1 董事酬金 (續)

	Directors' fees	Salaries, allowances and benefits in kind 薪金、津貼及實物福利	Contributions to pension scheme 退休金計劃供款	Total
	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>2022</b>				
<b>Executive directors</b>				
Mr. Hon Kwok Lung	–	1,853	18	1,871
Mr. Shang Jianguang (note (iii))	–	225	2	227
Mr. Shi Tao	–	1,443	18	1,461
Mr. Lam Toi Man (note (iv))	–	14	1	15
Mr. Bi Bo (note (ii))	–	1,344	18	1,362
Ms. Sit Lai Hei	–	1,221	18	1,239
Mr. Hon Hau Wong	–	1,221	18	1,239
Mr. Teguh Halim	–	2,950	129	3,079
Mr. Siu Chun Wa (note (v))	–	1,556	15	1,571
Mr. Hao Xiaohui (note (vi))	–	1,565	15	1,580
<b>Independent non-executive directors</b>				
Dr. Kwong Chun Wai, Michael	200	–	–	200
Mr. Zhang Bin	200	–	–	200
Mr. Li Ziqing	200	–	–	200
Mr. Kam, Eddie Shing Cheuk	200	–	–	200
	800	13,392	252	14,444

## 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

## 16. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

## 16.1 Directors' emoluments (Continued)

Notes:

- (i) Except for Mr. Teguh Halim, there was no arrangement under which a director waived or agreed to waive any remunerations during the year ended 31 December 2023 (2022: Nil). Mr. Teguh Halim waived his remuneration on the directorship of subsidiaries of HK\$1,300,000 (2022: HK\$1,300,000) for the year ended 31 December 2023.
- (ii) Mr. Bi Bo has resigned as executive director with the effect from 3 March 2023.
- (iii) Mr. Shang Jianguang has resigned as chief executive officer and executive director with the effect from 5 January 2022.
- (iv) Mr. Lam Toi Man has resigned as executive director with the effect from 5 January 2022.
- (v) Mr. Siu Chun Wa has been appointed as co-chief executive officer and executive director with the effect from 5 January 2022.
- (vi) Mr. Hao Xiaohui has been appointed as co-chief executive officer and executive director with the effect from 5 January 2022.

## 16.2 Five highest paid individuals

No director (2022: one director) of the Company was included in the five highest paid individuals of the Group during the year, details of whose remuneration are reflected in the analysis presented in note 16.1. Details of the remuneration of the remaining five (2022: four) non-director, highest paid individuals of the Group for the years are as follows:

## 16. 董事酬金及高級管理層酬金 (續)

## 16.1 董事酬金 (續)

附註：

- (i) 除Teguh Halim先生外，截至二零二三年十二月三十一日止年度，並無董事放棄或同意放棄任何酬金之安排（二零二二年：無）。截至二零二三年十二月三十一日止年度，Teguh Halim先生放棄其擔任附屬公司董事之酬金1,300,000港元（二零二二年：1,300,000港元）。
- (ii) 畢波先生已辭任執行董事，自二零二三年三月三日起生效。
- (iii) 商建光先生已辭任行政總裁兼執行董事，自二零二二年一月五日起生效。
- (iv) 林代文先生已辭任執行董事，自二零二二年一月五日起生效。
- (v) 蕭進華先生已獲委任為聯席行政總裁兼執行董事，自二零二二年一月五日起生效。
- (vi) 郝曉暉先生已獲委任為聯席行政總裁兼執行董事，自二零二二年一月五日起生效。

## 16.2 五名最高薪人士

年內，本集團五名最高薪人士並無包括董事（二零二二年：一名董事），彼等酬金詳情反映於附註16.1所列分析。年內本集團餘下五名（二零二二年：四名）非董事最高薪人士酬金詳情如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	17,900	18,340
Contribution to pension scheme	退休金計劃供款	3,295	2,638
		<b>21,195</b>	<b>20,978</b>

## 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

#### 16. DIRECTORS' REMUNERATION AND SENIOR MANAGEMENT'S EMOLUMENTS (Continued)

##### 16.2 Five highest paid individuals (Continued)

The emoluments of non-director highest paid individuals were within following bands:

		2023 二零二三年 No. of individuals 人數	2022 二零二二年 No. of individuals 人數
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元	–	3
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	5	–
HK\$9,000,001 to HK\$9,500,000	9,000,001 港元至 9,500,000 港元	–	1
		5	4

No emolument was paid by the Group to the directors or the five (2022: four) highest paid employee(s) as an inducement to join or upon joining the Group, or as compensation for loss of office (2022: nil).

##### 16.3 Emoluments to members of senior management

The emoluments to members of senior management (excluding the remunerations to directors which have been disclosed in note 16.1 above) were within the following bands:

		2023 二零二三年 No. of individuals 人數	2022 二零二二年 No. of individuals 人數
HK\$500,001 to HK\$1,000,000	500,001 港元至 1,000,000 港元	2	–
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	1	1
HK\$1,500,001 to HK\$2,000,000	1,500,001 港元至 2,000,000 港元	–	2
		3	3

#### 16. 董事酬金及高級管理層酬金 (續)

##### 16.2 五名最高薪人士 (續)

非董事最高薪人士之薪金介乎以下級別：

		2023 二零二三年 No. of individuals 人數	2022 二零二二年 No. of individuals 人數
HK\$3,500,001 to HK\$4,000,000	3,500,001 港元至 4,000,000 港元	–	3
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	5	–
HK\$9,000,001 to HK\$9,500,000	9,000,001 港元至 9,500,000 港元	–	1
		5	4

本集團並無向董事或五名(二零二二年：四名)最高薪僱員支付酬金作為加入或於加入本集團時之獎勵，或作為離職補償(二零二二年：無)。

##### 16.3 高級管理層成員酬金

高級管理層成員酬金(不包括已於上文附註16.1披露之董事酬金)介乎以下級別：

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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

## 17. CASH AND DEPOSITS

## 17. 現金及存款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Cash and bank balances (notes (a) and (b))	現金及銀行結餘 (附註(a)及(b))	61,625	75,452
Pledged bank deposits (note (c))	已抵押銀行存款(附註(c))	5,000	-
Cash held on behalf of clients (note (d))	代客戶持有之現金(附註(d))	6,957	-
Sight deposits with central banks (note (e))	中央銀行之活期存款 (附註(e))	3,687,849	4,239,186
		<b>3,761,431</b>	<b>4,314,638</b>
Cash and deposits as per above	上文現金及存款	<b>3,761,431</b>	<b>4,314,638</b>
Less: Cash held on behalf of clients (note (c))	減：代客戶持有之現金 (附註(c))	<b>(6,957)</b>	-
Pledged bank deposits	已抵押銀行存款	<b>(5,000)</b>	-
Cash and deposits for the purpose of consolidated statement of cash flows	就綜合現金流量表 用途之現金及存款	<b>3,749,474</b>	<b>4,314,638</b>

Notes:

附註：

- (a) Cash at bank earns interest at the floating rates based on the daily bank deposits rates. (a) 銀行現金按每日銀行存款利率計算之浮動利率計息。
- (b) Included in cash and bank balances of the Group are the amount of approximately HK\$24,764,000 (2022: HK\$29,961,000) denominated in RMB which are placed with the banks in the PRC. RMB is not freely convertible into other currencies. Under the PRC's Foreign Exchange Control Regulations and Administration of Settlement, Sale and Payment of Foreign Exchange Regulations, the Group is permitted to exchange RMB into foreign currencies through the banks authorised to conduct foreign exchange business. (b) 本集團現金及銀行結餘包括為數約24,764,000港元(二零二二年：29,961,000港元)以人民幣計值存於中國之銀行之款額。人民幣不得自由兌換為其他貨幣。根據中國關於外匯管理及結匯、售匯及付匯管理規定，本集團可透過獲授權進行外匯業務之銀行將人民幣兌換為外幣。
- (c) As at 31 December 2023, the bank deposits of HK\$5,000,000 are pledged to secure the short term banking facilities granted to the Group (note 36). (c) 於二零二三年十二月三十一日，銀行存款5,000,000港元已抵押以獲授本集團之短期銀行融資(附註36)。
- (d) In respect of the Group's financial business of securities dealing, the Group maintains segregated trusts accounts with authorised financial institutions to hold client's monies. The Group classifies clients' monies under cash and deposits in the consolidated statement of financial position and has recognised the corresponding balances due to cash and margin clients separately under trade payables (note 34) on the grounds that the Group is liable for any loss or misappropriation of clients' monies and does not have a currently enforceable right to offset those payables with the deposits placed. (d) 就本集團證券買賣之金融業務而言，本集團於獲授權金融機構開設獨立信託賬戶以持有客戶款項。本集團於綜合財務狀況表內將客戶款項分類為現金及存款，並根據其須就客戶款項之任何損失或挪用任何金額負責之基礎而確認為應付賬款項下各自應付現金及保證金客戶之相應結餘(附註34)，且本集團現時並無可強制執行之權利動用其所存放之存款以抵銷有關應付賬款。
- (e) These balances with central banks represent sight deposits placed by the Bendura Group and they can be withdrawn immediately without any restrictions. (e) 該等中央銀行結餘指富地集團所存放之活期存款，可即時提取而無任何限制。
- (f) As at 31 December 2023, cash and deposits of HK\$3,697,936,000 (2022: HK\$4,246,125,000) are attributable to banking and financial businesses. (f) 於二零二三年十二月三十一日，現金及存款3,697,936,000港元(二零二二年：4,246,125,000港元)乃來自銀行及金融業務。

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#### 18. DUE FROM BANKS AND CLIENTS

#### 18. 應收銀行及客戶款項

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Due from clients – mortgage loans	應收客戶款項－按揭貸款	2,265,389	2,026,215
Due from clients – other	應收客戶款項－其他	629,753	661,724
Valuation adjustments for default risk (note (b))	違約風險估值調整 (附註(b))	(17,213)	(9,167)
<b>Total due from clients</b>	<b>應收客戶款項總額</b>	<b>2,877,929</b>	<b>2,678,772</b>
Due from banks on a daily basis	應收銀行日常款項	1,908,088	1,594,134
Due from banks other claims	應收銀行其他申索	185,560	127,947
Due from banks – precious metals	應收銀行款項－貴金屬	130,989	208,223
Valuation adjustments for default risk (note (b))	違約風險估值調整 (附註(b))	(1,669)	(664)
<b>Total due from banks</b>	<b>應收銀行款項總額</b>	<b>2,222,968</b>	<b>1,929,640</b>

Notes:

附註：

(a) Reconciliation of gross carrying amount for due from banks and clients are as follow:

(a) 應收銀行及客戶款項賬面總值之對賬如下：

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>As at 1 January 2022</b>	於二零二二年一月一日	4,989,549	–	1,917	4,991,466
New financial assets originated, net of amount derecognised	源自新增金融資產， 扣除終止確認金額	(523,320)	13,411	–	(509,909)
Amounts written-off	撇銷金額	–	–	(447)	(447)
Exchange realignment	匯兌調整	(71,442)	389	(37)	(71,090)
<b>As at 31 December 2022 and 1 January 2023</b>	於二零二二年 十二月三十一日及 二零二三年一月一日	<b>4,394,787</b>	<b>13,800</b>	<b>1,433</b>	<b>4,410,020</b>
New financial assets originated, net of amount derecognised	源自新增金融資產， 扣除終止確認金額	127,886	612	6,373	134,871
Exchange realignment	匯兌調整	441,945	1,401	553	443,899
<b>As at 31 December 2023</b>	於二零二三年 十二月三十一日	<b>4,964,618</b>	<b>15,813</b>	<b>8,359</b>	<b>4,988,790</b>

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## 18. DUE FROM BANKS AND CLIENTS (Continued)

- (b) Movements in the expected credit losses in respect of due from banks and clients are as follows:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Balance at 1 January 2022</b>	於二零二二年 一月一日之結餘	7,754	–	1,917	9,671
Changes in valuation adjustments for default risks (note 8)	違約風險估值調整變動 (附註8)	521	190	–	711
Amounts written-off	撇銷金額	–	–	(447)	(447)
Exchange realignment	匯兌調整	(73)	6	(37)	(104)
<b>Balance at 31 December 2022 and 1 January 2023</b>	於二零二二年 十二月三十一日及 二零二三年一月一日 之結餘	<b>8,202</b>	<b>196</b>	<b>1,433</b>	<b>9,831</b>
Changes in valuation adjustments for default risks (note 8)	違約風險估值調整變動 (附註8)	1,238	(20)	6,373	7,591
Exchange realignment	匯兌調整	890	17	553	1,460
<b>Balance at 31 December 2023</b>	於二零二三年 十二月三十一日之結餘	<b>10,330</b>	<b>193</b>	<b>8,359</b>	<b>18,882</b>

- (c) Non-performing loans

No interest income impact from non-performing loans was recognised for the years ended 31 December 2023 and 2022.

## 18. 應收銀行及客戶款項 (續)

- (b) 應收銀行及客戶款項之預期信貸虧損變動如下：

- (c) 不良貸款

截至二零二三年及二零二二年十二月三十一日止年度，概無確認不良貸款產生之利息收入影響。

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#### 19. TRADING PORTFOLIO INVESTMENTS

#### 19. 交易組合投資

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Equity instruments</b>	<b>股本工具</b>		
Listed equity instruments in Hong Kong at market value	按市值於香港上市之股本工具	629	451
Listed equity instruments outside Hong Kong at market value	按市值於香港境外上市之股本工具	-	586
<b>Total equity instrument</b>	<b>股本工具總額</b>	<b>629</b>	<b>1,037</b>
<b>Debt instruments</b>	<b>債務工具</b>		
Unlisted debt instruments of financial institutions	金融機構之非上市債務工具	189	190
<b>Total debt instruments</b>	<b>債務工具總額</b>	<b>189</b>	<b>190</b>
<b>Investment fund units</b>	<b>投資基金單位</b>		
Unlisted investment fund units	非上市投資基金單位	19,890	20,186
<b>Total investment fund units</b>	<b>投資基金單位總額</b>	<b>19,890</b>	<b>20,186</b>
<b>Investment in other financial products</b>	<b>其他金融產品投資</b>	<b>6,850</b>	<b>6,680</b>
<b>Total trading portfolio investments</b>	<b>交易組合投資總額</b>	<b>27,558</b>	<b>28,093</b>

The investments under trade portfolio investments are held for trading purposes.

Fair value of the listed equity instruments have been determined by reference to their quoted market prices at the reporting date in an active market. Fair value of the listed trading portfolio investments is Level 1 recurring fair value measurement.

Fair value of unlisted debt instruments have been determined using significant inputs, which are market observable, directly or indirectly. The fair value of the unlisted debt investments is Level 2 recurring fair value measurement.

The fair value of certain unlisted investment funds is Level 2 recurring fair value measurement while the fair value of remaining unlisted investment funds is Level 3 recurring fair value measurement. The details of assessment are set out in note 53.10 to the consolidated financial statements.

交易組合投資項下之投資乃持有作買賣用途。

上市股本工具之公平值乃經參考其於報告日期在活躍市場所報市價後予以釐定。上市交易組合投資之公平值為第一級經常性公平值計量。

非上市債務工具的公平值乃使用可直接或間接從市場觀察的重大輸入數值釐定。非上市債務投資的公平值屬第二級經常性公平值計量。

若干非上市投資基金的公平值屬第二級經常性公平值計量，而餘下非上市投資基金的公平值屬第三級經常性公平值計量。評估詳情見綜合財務報表附註53.10。

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## 19. TRADING PORTFOLIO INVESTMENTS (Continued)

Other financial products are referring to the insurance policy entered by the Group. The fair value of investments in insurance policies are determined based on the account value as stated in cash surrender value statements issued by insurers. Fair value of other financial products is Level 2 recurring fair value measurement.

There is no transfer under the fair value hierarchy classification for the years ended 31 December 2023 and 2022.

The fair value gain during the year was amounted to HK\$136,000 (2022: HK\$61,000), which has been recognised in the consolidated statement of comprehensive income as “other income and other net gains or losses” (note 8) for the year ended 31 December 2023.

## 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

		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
Listed equity instruments in Hong Kong	於香港上市之股本工具	(a)	254,754	258,280
Listed equity instruments outside Hong Kong	於香港境外上市之股本工具	(b)	25,342	32,124
Unlisted equity investments	非上市股本投資		5,531	5,676
			<b>285,627</b>	<b>296,080</b>

The Group designated its listed equity instruments in or outside Hong Kong and unlisted equity investments at fair value through other comprehensive income (“FVOCI”) as below, as those investments are held for strategic purposes.

## 19. 交易組合投資 (續)

其他金融產品指本集團投購的保單。保單投資的公平值按保險公司發出的現金退保單的賬面值釐定。其他金融產品的公平值為第二級經常性公平值計量。

截至二零二三年及二零二二年十二月三十一日止年度，公平值級別間並無轉撥。

年內之公平值收益為136,000港元(二零二二年：61,000港元)，已於截至二零二三年十二月三十一日止年度之綜合全面收入表內確認為「其他收入及其他收益或虧損淨額」(附註8)。

## 20. 按公平值計入其他全面收入之金融資產

本集團按下列方式將其於香港境內或境外之上市股本工具及非上市股本投資指定為按公平值計入其他全面收入(「按公平值計入其他全面收入」)，原因為該等投資乃就策略用途持有。

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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

#### 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

- (a) As at 31 December 2023, the listed equity investments in Hong Kong represented 14.76% (2022: 14.76%) equity interest in Min Xin Holdings Limited (“Min Xin Shares”). As at 31 December 2023, the Group held 88,150,000 (2022: 88,150,000) Min Xin Shares. A dividend income totalling HK\$10,578,000 (2022: HK\$10,578,000) was recognised by the Group in profit or loss in the consolidated statement of comprehensive income for the year ended 31 December 2023.

Particulars of the Group’s investments in Min Xin Shares are as follows:

Name	Country of incorporation	Particulars of issued shares held	Number of shares held by the Group	Percentage of ownership interest attributable to the Group
名稱	註冊成立國家	所持已發行股份詳情	本集團所持股份數目	本集團應佔擁有權權益百分比
Min Xin Holdings Limited 閩信集團有限公司	Hong Kong 香港	Ordinary Share 普通股	88,150,000	14.76%

- (b) The listed equity investment at fair value of HK\$25,342,000 (2022: HK\$32,124,000) represented the investment in Citychamp Dartong Company Limited (referred to “Dartong” and its shares referred to as the “Dartong Shares”). No dividend income (2022: Nil) is recognised by the Group in profit or loss in the consolidated statement of comprehensive income for the year ended 31 December 2023.

Ms. Sit Lai Hei and Mr. Hon Hau Wong, the executive directors of the Company are also the executive directors of Dartong. Dartong is owned as to approximately 36.4% (2022: 33.95%) by Fujian Fengrong Investment Company Limited (“Fengrong”). Ms. Sit Lai Hei and Ms. Lu Xiaojun are the daughters-in-law of Mr. Hon Kwok Lung and the beneficial owners of Fengrong. Mr. Hon Hau Wong, an executive Director of the Company, is the spouse of Ms. Lu Xiaojun.

#### 20. 按公平值計入其他全面收入之金融資產(續)

- (a) 於二零二三年十二月三十一日，於香港上市之股本投資指於閩信集團有限公司之14.76%（二零二二年：14.76%）股權（「閩信股份」）。於二零二三年十二月三十一日，本集團持有88,150,000股（二零二二年：88,150,000股）閩信股份。本集團於截至二零二三年十二月三十一日止年度之綜合全面收入表的溢利或虧損確認股息收入合共10,578,000港元（二零二二年：10,578,000港元）。

本集團於閩信股份的投資詳情如下：

- (b) 按公平值列賬之上市股本投資25,342,000港元（二零二二年：32,124,000港元）指於冠城大通股份有限公司（「大通」，其股份稱為「大通股份」）之投資。本集團於截至二零二三年十二月三十一日止年度概無於綜合全面收入表的溢利或虧損確認股息收入（二零二二年：無）。

本公司執行董事薛黎曦女士及韓孝煌先生亦為大通之執行董事。大通由福建豐榕投資有限公司（「豐榕」）持有約36.4%（二零二二年：33.95%）。薛黎曦女士及陸曉珺女士均為韓國龍先生之兒媳兼豐榕之實益擁有人。本公司執行董事韓孝煌先生為陸曉珺女士之配偶。

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## 20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

(b) (Continued)

Particulars of the Group's investment in Dartong Shares are as follows:

Name	Country of incorporation	Particulars of issued shares held	Number of shares held by the Group	Percentage of ownership interest attributable to the Group
名稱	註冊成立國家	所持已發行股份詳情	本集團所持股份數目	本集團應佔擁有權益百分比
Citychamp Dartong Company Limited 冠城大通股份有限公司	PRC 中國	Ordinary A Share A股普通股	9,154,370	0.66%

During the year, the decrease in fair value of financial assets at fair value through other comprehensive income of HK\$HK10,308,000 (2022: HK\$118,001,000) has been dealt with in other comprehensive income and FVOCI reserve. No cumulative gain (2022: HK\$6,870,000) has been transferred to retained profits within equity as the Group has not disposed any Dartong shares during the year.

## 20. 按公平值計入其他全面收入之金融資產 (續)

(b) (續)

本集團於大通股份的投資詳情如下：

年內，按公平值計入其他全面收入之金融資產公平值減少10,308,000港元(二零二二年：118,001,000港元)已於其他全面收入及按公平值計入其他全面收入儲備內處理。由於年內本集團並無出售任何大通股份，故並無累計收益(二零二二年：6,870,000港元)轉撥至權益內之保留溢利。

## 21. FINANCIAL ASSET AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS

## 21. 按公平值計入溢利或虧損的金融資產及負債

		2023 二零二三年 HK\$'000 千港元
<b>Financial assets at fair value through profit or loss</b> – 2023 Profit Compensation (as defined in note 49(a)) (note a)	<b>按公平值計入溢利或虧損的金融資產</b> – 二零二三年溢利補償 (定義見附註49(a)) (附註a)	<b>32,410</b>
<b>Financial liabilities at fair value through profit or loss</b> – 2024 Profit Compensation (note b) – 2025 Profit Compensation (note c)	<b>按公平值計入溢利或虧損的金融負債</b> – 二零二四年溢利補償(附註b) – 二零二五年溢利補償(附註c)	<b>26,592</b> <b>18,313</b>
		<b>44,905</b>

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#### 21. FINANCIAL ASSET AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

These derivative instruments are principally related to the remaining outstanding consideration subject to the adjustment of profit compensation in respect of an acquisition, in which the details are as set out in note 49(a) to the consolidated financial statement. The fair value of derivative financial assets/liabilities is Level 3 recurring fair value measurement. The details of assessment are set out in note 53.10 to the consolidated financial statements.

As at 31 December 2023, the amount of the Group's financial liabilities at fair value through profit or loss expected to be due after more than one year is HK\$44,905,000.

Notes:

- (a) The directors of the Company estimated that the audited profit after tax of Gold Vantage Group for the financial year ended 31 December 2023 would be less than HK\$30,000,000. The balance represented the fair value of the 2023 Profit Compensation, which is estimated by the directors of the Company with the assistance of an independent professional valuer. The fair value gain of HK\$44,000,000 has been recognised in the other income and other net gains or losses for the year ended 31 December 2023.
- (b) For the year ending 31 December 2024, the directors of the Company estimated that Gold Vantage Group cannot achieve the profit target based on a profit forecast. The balance represented the fair value of the financial liabilities in relation to 2024 Profit Compensation, which is estimated by the directors of the Company with the assistance of an independent professional valuer. The fair value gain of HK\$8,871,000 has been recognised in the other income and other net gains or losses for the year ended 31 December 2023.
- (c) For the year ending 31 December 2025, the directors of the Company estimated that Gold Vantage Group cannot achieve the profit target based on a profit forecast. The balance represented the fair value of the financial liabilities in relation to 2025 Profit Compensation, which is estimated by the directors of the Company with the assistance of an independent professional valuer. The fair value gain of HK\$12,321,000 has been recognised in the other income and other net gains or losses for the year ended 31 December 2023.

Subsequent to the reporting date, regarding the settlement of 2023 Profit Compensation, the Group has agreed with Fair Future that the balance shall be set off by the followings:

- (a) HK\$5,270,000 advance from Fair Future during the year ended 31 December 2023 and included as other liabilities as at 31 December 2023;
- (b) HK\$10,000,000 advance from Fair Future in January 2024;
- (c) the outstanding cash consideration of the first instalment of HK\$13,333,333.3 in relation to the acquisition as set out in note 49(a); and
- (d) the current account with the Group.

#### 21. 按公平值計入溢利或虧損的金融資產及負債(續)

該等衍生金融工具主要與收購溢利補償的經調整剩餘尚未償還代價有關，詳情載於綜合財務報表附註49(a)。衍生金融資產／負債的公平值為第三層經常性公平值計量。評估詳情載於綜合財務報表附註53.10。

於二零二三年十二月三十一日，本集團預計一年以上到期的按公平值計入溢利或虧損的金融負債金額為44,905,000港元。

附註：

- (a) 本公司董事估計金熹集團於截至二零二三年十二月三十一日止財政年度的經審核除稅後溢利將低於30,000,000港元。該結餘指二零二三年溢利補償的公平值，乃由本公司董事在獨立專業估值師協助下估計得出。公平值收益44,000,000港元已於截至二零二三年十二月三十一日止年度之其他收入及其他收益或虧損淨額中確認。
- (b) 截至二零二四年十二月三十一日止年度，本公司董事根據溢利預測估計金熹集團無法實現溢利目標。該結餘指有關二零二四年溢利補償金融負債的公平值，乃由本公司董事在獨立專業估值師協助下估計得出。公平值收益8,871,000港元已於截至二零二三年十二月三十一日止年度之其他收入及其他收益或虧損淨額中確認。
- (c) 截至二零二五年十二月三十一日止年度，本公司董事根據溢利預測估計金熹集團無法實現溢利目標。該結餘指有關二零二五年溢利補償金融負債的公平值，乃由本公司董事在獨立專業估值師協助下估計得出。公平值收益12,321,000港元已於截至二零二三年十二月三十一日止年度之其他收入及其他收益或虧損淨額中確認。

於報告日期後，本集團就二三年溢利補償之結算已與俊光達成一致，結餘應按以下方式予以抵銷：

- (a) 截至二零二三年十二月三十一日止年度來自俊光及計入於二零二三年十二月三十一日其他負債之墊款5,270,000港元；
- (b) 於二零二四年一月一日來自俊光之墊款10,000,000港元；
- (c) 附註49(a)所載有關收購之第一期未償還現金代價13,333,333.3港元；及
- (d) 與本集團之往來賬。

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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

## 22. DERIVATIVE FINANCIAL INSTRUMENTS

## 22. 衍生金融工具

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Derivative financial assets</b>	<b>衍生金融資產</b>		
Forward and option contracts	遠期及期權合約	5,136	2,888
<b>Derivative financial liabilities</b>	<b>衍生金融負債</b>		
Forward and option contracts	遠期及期權合約	49,318	12,622

Notes:

Forward and option contracts arising in banking business

The Group's subsidiaries under the banking business segment act as an intermediary to offer derivative products including interest rate and currency forwards and swap to its customers. These derivative positions are managed through entering back-to-back deals with external parties to ensure the remaining exposures are within acceptable risk levels.

The following tables and notes provide an analysis of the nominal amounts of derivatives and the corresponding fair values as at the year ended date. The nominal amounts of the derivatives indicate the volume of transactions outstanding as at the reporting date; they do not represent amounts at risk.

附註：

來自銀行業務之遠期及期權合約

本集團銀行業務分類下之附屬公司作為中介向其客戶提供衍生工具產品，包括利率以及貨幣遠期及掉期。該等衍生工具持倉乃透過與外界人士訂立背對背交易進行管理以確保餘下風險於可接受風險水平內。

下表及附註就截至該日止年度之衍生工具面值及相應公平值提供分析。衍生工具之面值顯示於報告日期尚未完成之交易量而並無呈現風險金額。

		31 December 2023 二零二三年十二月三十一日		
		Nominal amount 面值 HK\$'000 千港元	Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元
Non-hedging instruments	非對沖工具			
– Currency derivatives	– 貨幣衍生工具	3,082,781	5,136	(49,318)

## 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

### 22. DERIVATIVE FINANCIAL INSTRUMENTS

(Continued)

Notes: (Continued)

Forward and option contracts arising in banking business (Continued)

### 22. 衍生金融工具 (續)

附註：(續)

來自銀行業務之遠期及期權合約 (續)

		31 December 2022 二零二二年十二月三十一日		
		Nominal amount 面值 HK\$'000 千港元	Assets 資產 HK\$'000 千港元	Liabilities 負債 HK\$'000 千港元
Non-hedging instruments	非對沖工具			
– Currency derivatives	– 貨幣衍生工具	2,465,564	2,888	(12,622)
– Option	– 期權	195	–*	–*
		2,465,759	2,888	(12,622)

\* Represents the amount less than HK\$1,000.

\* 指金額少於1,000港元。

Nominal amount analysed by remaining maturity

按餘下到期日分析之面值

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within 3 months	3個月內	3,082,781	2,421,488
Between 3 months and 1 year	3個月至1年	–	35,271
		3,082,781	2,456,759

The remaining term to maturity of derivatives does not represent the Group's intended holding period. Change in the fair value of forward and option contracts arising in banking business has been recognised in the consolidated statement of comprehensive income under "Trading income from banking business".

衍生工具到期日餘下期限並不代表本集團之擬持有期。來自銀行業務之遠期及期權合約之公平值變動已於綜合全面收入表內「銀行業務之交易收入」項下確認。

## 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

## 23. TRADE RECEIVABLES

## 23. 應收賬款

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade receivables arising from watches and timepieces and watches accessories business: (note (a))	鐘錶及時計產品以及鐘錶配件業務產生之應收賬款：(附註(a))		
Trade receivables	應收賬款	511,936	424,991
Less: Provision for impairment loss	減：減值虧損撥備	(82,202)	(88,351)
		429,734	336,640
Trade receivables arising from financial business: (note (b))	金融業務產生之應收賬款：(附註(b))		
– Cash clients	– 現金客戶	13,207	–
		13,207	–
Trade receivables, net	應收賬款淨額	442,941	336,640

Notes:

- (a) The Group's trading terms with its customers of watches and timepieces and watches accessories business are mainly on credit, except for certain customers, where payment in advance is required. The credit period is generally for a period of 30 days to 360 days (2022: 30 days to 180 days) for major customers. The credit term for customers is determined by the management according to industry practice together with consideration of their creditability. In view of the aforementioned and the fact that the Group's trade receivables relate to a wide range of customers, there is no significant concentration of credit risk. Trade receivables are non-interest-bearing.

Impairment losses in respect of trade receivables arising from watches and timepieces and watches accessories business are recorded using an allowance account unless the Group is satisfied that recovery of the amount is remote, in which case the impairment loss is written off against trade receivables directly.

附註：

- (a) 除若干客戶須預先付款外，本集團與其鐘錶及時計產品以及鐘錶配件業務客戶訂立之買賣條款主要為記賬方式。主要客戶一般可獲30天至360天（二零二二年：30天至180天）之信貸期。客戶之信貸期由管理層根據行業慣例並考慮客戶之信譽釐定。鑒於上述事項及本集團應收賬款涉及大量不同客戶，故並無高度集中信貸風險。應收賬款並不計息。

鐘錶及時計產品以及鐘錶配件業務產生之應收賬款減值虧損乃使用撥備賬列賬，除非本集團信納收回有關金額之可能性極低則作別論，在此情況下，減值虧損會直接撇銷應收賬款。

## 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

### 23. TRADE RECEIVABLES (Continued)

Notes: (Continued)

(a) (Continued)

Movements in the expected credit losses of trade receivables arising from watches and timepieces and watches accessories business are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
At 1 January	於一月一日	88,351	80,641
Written off	撇銷	(10,421)	-
Expected credit losses for the year (note 10)	年內預期信貸虧損(附註10)	10,810	11,770
Exchange realignment	匯兌調整	(6,538)	(4,060)
At 31 December	於十二月三十一日	82,202	88,351

The Group does not hold any collateral over these balances.

Ageing analysis of trade receivables arising from watches and timepieces and watches accessories business as at the reporting date, based on invoice dates, and net of provisions, 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
1 to 3 months	1至3個月	198,365	192,527
4 to 6 months	4至6個月	22,421	28,459
Over 6 months	超過6個月	208,948	115,654
		429,734	336,640

The directors of the Company consider that as trade receivables arising from watches and timepieces and watches accessories business are expected to be recovered within one year, their fair values are not materially different from their carrying amounts because these balances have short maturity periods on their inception at the reporting date.

### 23. 應收賬款(續)

附註：(續)

(a) (續)

鐘錶及時計產品以及鐘錶配件業務產生之應收賬款之預期信貸虧損變動如下：

本集團並無就該等結餘持有任何抵押品。

鐘錶及時計產品以及鐘錶配件業務產生之應收賬款(扣除撥備)按照發票日期於報告日期之賬齡分析如下：

本公司董事認為，於報告日期，由於鐘錶及時計產品以及鐘錶配件業務產生之應收賬款預期將於一年內收回，且有關結餘自其開始以來之到期日偏短，故其公平值與其賬面值並無重大差異。

## 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

## 23. TRADE RECEIVABLES (Continued)

Notes: (Continued)

- (b) The settlement term of trade receivables arising from the financial business of securities dealing is two business days after trade date (“T+2”).

Trade receivable from cash clients related to a wide range of customers for whom there was no recent history of default. Based on the past experience, current assessment and the available forward-looking information, the management believes that no additional impairment allowance is necessary in respect of these balances as there has not been a significant change in credit quality and the balances are considered fully recoverable.

The Group has policy for impairment allowance which requires management’s judgement and estimation as mentioned in note 4.10. The directors are in opinion that no impairment allowance is necessary in respect of trade receivables arising from the financial business of securities dealing as at 31 December 2023.

## 23. 應收賬款 (續)

附註：(續)

- (b) 證券買賣之金融業務所產生應收賬款之結算期限為交易日後兩個營業日(「T+2」)。

與大量客戶有關之應收現金客戶賬款最近並無拖欠記錄。根據過往經驗、現時評估及可用前瞻性資料，管理層相信，無須就該等結餘作額外減值撥備，乃由於信貸質量並無重大變動且結餘被認為可悉數收回。

如附註4.10所述，本集團就計提減值撥備設有政策，要求管理層作出判斷及估計。董事認為，於二零二三年十二月三十一日，毋須就證券買賣之金融業務所產生應收賬款而計提減值撥備。

## 24. OTHER FINANCIAL ASSETS AT AMORTISED COST

## 24. 按攤銷成本列賬之其他金融資產

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Listed debt instruments, at amortised cost	上市債務工具， 按攤銷成本列賬	1,878,805	1,571,725
Issued by:	由以下人士發行：		
Governments and public sector	政府及公營部門	891,891	229,862
Financial institutions	金融機構	430,835	901,527
Corporations	企業	556,079	440,336
		1,878,805	1,571,725

The listed debt investments represented the investments in listed debt instruments mainly issued by financial institutions and corporations in Europe.

上市債務投資指主要由歐洲金融機構及企業發行之上市債務工具投資。

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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

#### 24. OTHER FINANCIAL ASSETS AT AMORTISED COST (Continued)

(a) Reconciliation of gross carrying amount for other financial assets at amortised cost are as follow:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>As at 1 January 2022</b>	於二零二二年一月一日	1,849,936	–	32,199	1,882,135
New financial assets originated, net of amount derecognised	源自新增金融資產，扣除終止確認金額	(254,692)	–	–	(254,692)
Exchange realignment	匯兌調整	(28,248)	–	(363)	(28,611)
<b>As at 31 December 2022 and 1 January 2023</b>	於二零二二年十二月三十一日及二零二三年一月一日	<b>1,566,996</b>	–	<b>31,836</b>	<b>1,598,832</b>
New financial assets originated, net of amount derecognised	源自新增金融資產，扣除終止確認金額	148,798	–	–	148,798
Written off	撇銷	–	–	(32,861)	(32,861)
Exchange realignment	匯兌調整	164,227	–	1,025	165,252
<b>As at 31 December 2023</b>	於二零二三年十二月三十一日	<b>1,880,021</b>	–	–	<b>1,880,021</b>

(b) Movements in the expected credit losses in respect of other financial assets at amortised cost are as follows:

		Stage 1 第1階段 HK\$'000 千港元	Stage 2 第2階段 HK\$'000 千港元	Stage 3 第3階段 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>Balance at 1 January 2022</b>	於二零二二年一月一日之結餘	1,642	–	27,559	29,201
Change in valuation adjustments for default risks (note 8)	違約風險估值調整變動(附註8)	(966)	–	(771)	(1,737)
Exchange realignment	匯兌調整	(46)	–	(311)	(357)
<b>Balance at 31 December 2022 and 1 January 2023</b>	於二零二二年十二月三十一日及二零二三年一月一日之結餘	<b>630</b>	–	<b>26,477</b>	<b>27,107</b>
Change in valuation adjustments for default risks (note 8)	違約風險估值調整變動(附註8)	492	–	5,532	6,024
Written off	撇銷	–	–	(32,861)	(32,861)
Exchange realignment	匯兌調整	94	–	852	946
<b>Balance at 31 December 2023</b>	於二零二三年十二月三十一日之結餘	<b>1,216</b>	–	–	<b>1,216</b>

#### 24. 按攤銷成本列賬之其他金融資產 (續)

(a) 按攤銷成本列賬之其他金融資產之賬面總值對賬如下：

(b) 按攤銷成本列賬之其他金融資產之預期信貸虧損變動如下：

## 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

## 25. INVENTORIES

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Raw materials	原材料	309,729	398,884
Work-in-progress	在製品	378,697	419,654
Finished goods and merchandises	製成品及商品	1,117,473	1,117,385
		<b>1,805,899</b>	1,935,923

A reversal of provision of HK\$22,705,000 had been recognised in cost of sales and consolidated statement of comprehensive income for the year ended 31 December 2022, due to an increase in the estimated net realisable value of certain models of watch products as a result of the increase in the demand of products as well as the production needs.

截至二零二二年十二月三十一日止年度，由於產品需求及生產需求增加導致部分鐘錶模型產品的預計可變現淨值增加，已於銷售成本及綜合全面收入表中確認撥備撥回22,705,000港元。

## 26. INTERESTS IN JOINT VENTURES

		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	491	519
Share of total comprehensive income of joint ventures	應佔合營企業之全面收入總額	5	(28)
At 31 December	於十二月三十一日	496	491

## 25. 存貨

## 26. 所佔合營企業權益

## 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

#### 26. INTERESTS IN JOINT VENTURES (Continued)

Particulars of the joint ventures, which are accounted for using equity method in the consolidated financial statements, are as follows:

#### 26. 所佔合營企業權益 (續)

綜合財務報表採用權益法入賬之合營企業詳情如下：

Name 名稱	Particulars of issued capital 已發行 股本詳情	Place of incorporation 註冊成立地點	Percentage of interest held 持有權益 所佔百分比 2023 and 2022 二零二三年及 二零二二年	Principal activities and principal place of operation 主要業務及 主要營業地點
Corum Investment Management Limited (“Corum Investment”)	US\$100 100 美元	Cayman Islands 開曼群島	40%	Investment holding in Hong Kong 於香港投資控股
Corum Capital Partners Limited (“Corum Capital”)	US\$10,000 10,000 美元	Cayman Islands 開曼群島	40%	Investment holding in Hong Kong 於香港投資控股

Despite the Group’s holding of 40% equity interest in Corum Investment and Corum Capital respectively, the directors have confirmed that neither the Group nor other shareholders of the joint ventures has unilateral control over the operating and financing decision of the joint ventures in accordance with the joint venture agreement. These joint arrangements are classified as joint ventures and have been accounted for in the consolidated financial statements using equity method.

儘管本集團分別持有 Corum Investment 及 Corum Capital 之 40% 股本權益，根據合資協議，董事確認概無本集團或合營企業之其他股東可單方面控制合營企業之經營及財務決策。該等合營安排被分類為合營企業且於綜合財務報表採用權益法入賬。

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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

## 27. INTERESTS IN ASSOCIATES

## 27. 所佔聯營公司權益

		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	122,202	113,687
Share of total comprehensive income of associates	應佔聯營公司之全面收入總額	11,209	16,587
Dividend income from an associates	來自一間聯營公司之股息收入	(25,000)	(10,000)
Acquisition through disposal of subsidiaries (note 12(b))	透過出售附屬公司獲得(附註12(b))	-	8,670
Disposal of partial interests in an associates	出售所佔一間聯營公司部分權益	-	(1,604)
Transferred to non-current assets held for sales (note 40)	轉撥至持作出售之非流動資產(附註40)	-	(5,138)
At 31 December	於十二月三十一日	108,411	122,202

Particulars of the principal associate, which is a limited liability company, at 31 December 2023 are as follows:

於二零二三年十二月三十一日，主要聯營公司(為有限公司)之詳情如下：

Name	Particulars of issued capital	Place of incorporation	Percentage of interest held	Principal activities and place of operation
名稱	已發行股本詳情	註冊成立地點	持有權益所佔百分比	主要業務及營業地點
Fair Future 俊光	HK\$600,000 600,000港元	Hong Kong 香港	25%	Manufacturing of watches and related accessories in the PRC 於中國製造鐘錶及相關配件

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#### 27. INTERESTS IN ASSOCIATES (Continued)

The summarised financial information of the Group's material associate extracted from its management accounts for the years ended 31 December 2023 and 2022 is as follows:

#### 27. 所佔聯營公司權益 (續)

以下為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重大聯營公司之財務資料概要 (摘錄自其管理賬目) :

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b><i>Fair Future Group</i></b>	<b>俊光集團</b>		
<b>As at 31 December</b>	<b>於十二月三十一日</b>		
Current assets	流動資產	570,965	707,396
Non-current assets	非流動資產	167,230	126,436
Current liabilities	流動負債	(453,438)	(489,321)
Non-current liabilities	非流動負債	(8,376)	(12,175)
<b>Net assets</b>	<b>資產淨值</b>	<b>276,381</b>	<b>332,336</b>
<b>Reconciliation to the Group's interest in Fair Future Group:</b>	<b>本集團於俊光集團之權益之對賬：</b>		
Proportion of the Group's ownership	本集團擁有權之比例	25%	25%
Group's share of net assets of the associate	本集團應佔聯營公司之資產淨值	69,096	83,084
Goodwill on acquisition	收購之商譽	37,987	37,987
Effect of unrealised profits arising from the transactions with an associate	來自與一間聯營公司交易之未實現溢利影響	(319)	(516)
Other reconciliation items	其他對賬項目	1,647	1,647
<b>Carrying amount of the investment</b>	<b>投資賬面值</b>	<b>108,411</b>	<b>122,202</b>

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#### 27. INTERESTS IN ASSOCIATES (Continued)

#### 27. 所佔聯營公司權益 (續)

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>For the year ended 31 December</b>	<b>截至十二月三十一日止年度</b>		
Revenue	收入	912,204	1,242,549
Profit for the year	本年度溢利	54,579	74,904
Other comprehensive income	其他全面收入	(10,533)	(612)
Total comprehensive income	全面收入總額	44,046	74,292
<b>Reconciliation to the Group's share of results of Fair Future Group:</b>	<b>本集團應佔俊光集團業績之對賬：</b>		
Proportion of the Group's ownership	本集團擁有權之比例	25%	25%
Group's share of profits of the associate	本集團應佔聯營公司之溢利	13,645	18,726
Effects of unrealised profits arising from the transactions with an associate	來自與一間聯營公司交易之未實現溢利影響	197	(59)
Share of profit of the associate for the year	應佔年內聯營公司溢利	13,842	18,667
Group's share of other comprehensive income of the associate	本集團應佔聯營公司之其他全面收入	(2,633)	(153)
Share of total comprehensive income of the associate	應佔聯營公司之全面收入總額	11,209	18,514

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## 28. PROPERTY, PLANT AND EQUIPMENT

## 28 物業、廠房及設備

		Right-of-use assets 使用權資產 HK\$'000 千港元	Land and buildings 土地及樓宇 HK\$'000 千港元	Leasehold improvements 租賃 物業裝修 HK\$'000 千港元	Plant and machinery 廠房及機器 HK\$'000 千港元	Furniture, fixtures and office equipment 傢具、裝置及 辦公室設備 HK\$'000 千港元	Motor vehicles 汽車 HK\$'000 千港元	CIP 在建工程 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 1 January 2022</b>	於二零二二年一月一日								
Cost	成本	634,998	779,360	145,717	222,345	671,411	43,559	2,587,046	
Accumulated depreciation	累計折舊	(156,724)	(163,728)	(108,791)	(172,111)	(602,258)	–	(1,238,892)	
<b>Net carrying amount</b>	賬面淨值	478,274	615,632	36,926	50,234	69,153	8,279	1,348,154	
<b>Year ended 31 December 2022</b>	截至二零二二年十二月三十一日止年度								
Opening net book amount	年初賬面淨值	478,274	615,632	36,926	50,234	69,153	8,279	1,348,154	
Additions	添置	–	1,421	2,350	2,419	10,845	1,642	92,377	
Lease modification	租賃修改	1,093	–	–	–	–	–	1,093	
Transfer	轉撥	–	38,934	–	–	–	(38,934)	–	
Transferred to assets of a disposal group held for sales (note 38)	轉撥至持作出售之出售組別資產(附註38)	–	–	(57)	–	–	–	(57)	
Depreciation	折舊	(29,809)	(10,501)	(4,045)	(10,856)	(33,370)	(2,521)	(91,302)	
Disposal	出售	–	–	(200)	(313)	(1)	–	(514)	
Disposal of subsidiaries (note 12(b))	出售附屬公司(附註12(b))	(1,364)	–	(71)	–	(52)	–	(1,487)	
Exchange realignment	匯兌調整	(26,055)	(22,272)	(2,081)	(2,813)	(1,615)	(349)	(62,950)	
<b>Closing carrying amount</b>	年末賬面淨值	422,139	623,214	32,822	38,671	44,760	7,051	1,285,314	
<b>At 31 December 2022 and 1 January 2023</b>	於二零二二年十二月三十一日及二零二三年一月一日								
Cost	成本	613,695	794,646	138,318	214,456	659,416	43,940	2,581,128	
Accumulated depreciation	累計折舊	(191,556)	(171,432)	(105,496)	(175,785)	(614,656)	–	(1,295,814)	
<b>Net carrying amount</b>	賬面淨值	422,139	623,214	32,822	38,671	44,760	7,051	1,285,314	
<b>Year ended 31 December 2023</b>	截至二零二三年十二月三十一日止年度								
Opening net book amount	年初賬面淨值	422,139	623,214	32,822	38,671	44,760	7,051	1,285,314	
Additions	添置	768	4,645	1,092	3,311	17,837	1,745	34,418	
Acquisition of subsidiaries (note 49)	收購附屬公司(附註49)	338	–	–	22,933	1,553	–	24,824	
Lease modification	租賃修改	22,532	–	–	–	–	–	22,532	
Transfer	轉撥	–	–	–	27,080	–	(27,080)	–	
Depreciation	折舊	(32,062)	(13,131)	(2,815)	(7,221)	(28,672)	(1,479)	(85,380)	
Disposal	出售	–	–	–	(285)	(1,485)	(252)	(2,022)	
Exchange realignment	匯兌調整	(16,917)	35,356	(304)	(1,558)	8,740	(287)	17,922	
<b>Closing carrying amount</b>	年末賬面淨值	396,798	650,084	30,795	82,931	42,733	6,778	1,297,608	
<b>At 31 December 2023</b>	於二零二三年十二月三十一日								
Cost	成本	566,342	830,113	136,021	255,040	610,904	38,852	2,524,761	
Accumulated depreciation	累計折舊	(169,544)	(180,029)	(105,226)	(172,109)	(568,171)	(32,074)	(1,227,153)	
<b>Net carrying amount</b>	賬面淨值	396,798	650,084	30,795	82,931	42,733	6,778	1,297,608	

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## 28. PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 December 2023, land and buildings in Switzerland with an aggregated carrying value of HK\$81,875,000 (2022: HK\$74,403,000) have been pledged to secure banking facilities granted to the Group (note 36).

At 31 December 2023, right-of-use assets in PRC with an aggregated carrying value of HK\$170,653,000 (2022: HK\$185,036,000) have been pledged to secure banking facilities granted to the Group (note 36).

## 28. 物業、廠房及設備 (續)

於二零二三年十二月三十一日，本集團已抵押位於瑞士賬面總值81,875,000港元(二零二二年：74,403,000港元)之土地及樓宇以獲授銀行融資(附註36)。

於二零二三年十二月三十一日，本集團已抵押位於中國賬面總值170,653,000港元(二零二二年：185,036,000港元)之使用權資產以獲授銀行融資(附註36)。

Right-of-use assets		Land and buildings	Motor vehicles	Total
使用權資產		土地及樓宇	汽車	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>At 1 January 2022</b>	於二零二二年一月一日	477,530	744	478,274
Lease modification	租賃修改	1,266	(173)	1,093
Depreciation	折舊	(29,566)	(243)	(29,809)
Disposal of subsidiaries	出售附屬公司	(1,364)	–	(1,364)
Exchange realignment	匯兌調整	(26,040)	(15)	(26,055)
<b>As at 31 December 2022 and 1 January 2023</b>	於二零二二年十二月三十一日及二零二三年一月一日	<b>421,826</b>	<b>313</b>	<b>422,139</b>
Additions	添置	395	373	768
Acquisition of subsidiaries	收購附屬公司	338	–	338
Lease modification	租賃修改	22,532	–	22,532
Depreciation	折舊	(31,770)	(292)	(32,062)
Exchange realignment	匯兌調整	(16,850)	(67)	(16,917)
<b>As at 31 December 2023</b>	於二零二三年十二月三十一日	<b>396,471</b>	<b>327</b>	<b>396,798</b>

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### 綜合財務報表附註

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## 29. INVESTMENT PROPERTIES

All of the Group's property interests held under operating leases to earn rentals or for capital appreciation purposes are measured using the fair value model and are classified and accounted for as investment properties.

Changes to the carrying amounts presented in the consolidated statement of financial position can be summarised as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Carrying amount at 1 January</b>	於一月一日之賬面值	<b>170,906</b>	210,159
Net deficit on revaluation of investment properties (note 8)	投資物業重估之虧絀淨額(附註8)	<b>(1,218)</b>	(9,564)
Transferred to assets of a disposal group held for sales (note 39)	轉撥至持作出售之出售組別資產(附註39)	-	(24,900)
Exchange realignment	匯兌調整	<b>(3,318)</b>	(4,789)
<b>Carrying amount at 31 December</b>	於十二月三十一日之賬面值	<b>166,370</b>	170,906

The carrying amounts of the Group's investment properties situated in the PRC held under medium-term leases.

As at 31 December 2023, the Group has not obtained the relevant title certificates for investment properties with an aggregate carrying value of HK\$45,360,000 (2022: HK\$43,147,000). The Group's legal advisors have confirmed that the Group is the rightful and equitable owner of these investment properties. The directors are now in process of obtaining the title certificates from the relevant government authorities.

Investment properties were revalued at 31 December 2023 by Asset Appraisal Limited ("Asset Appraisal") and Chung, Chan & Associate, independent professionally qualified valuers, at HK\$166,370,000 (2022: HK\$170,906,000) in aggregate. Asset Appraisal is a member of Hong Kong Institutes of Surveyors and Chung, Chan & Associates is a member of Royal Institution of Chartered Surveyors. Both have appropriate qualifications and relevant experiences in the location and category of properties being valued.

## 29. 投資物業

本集團所有就賺取租金或資本增值而以經營租約持有之物業權益，乃按公平值模式計量，並分類及入賬為投資物業。

於綜合財務狀況表呈列之賬面值變動概述如下：

本集團位於中國以中期租約持有之投資物業之賬面值。

於二零二三年十二月三十一日，本集團並未就賬面總值45,360,000港元(二零二二年：43,147,000港元)之投資物業取得相關業權證明。本集團法律顧問已確認，本集團為該等投資物業之合法權益擁有人。董事現正向相關政府機關取得業權證明。

投資物業於二零二三年十二月三十一日由獨立專業合資格估值師中誠達資產評估顧問有限公司(「中誠達」)及仲量行重估為合共166,370,000港元(二零二二年：170,906,000港元)。中誠達為香港測量師學會成員，仲量行則為英國皇家特許測量師學會成員。兩者均於經估值物業之位置及分類方面具備適當資格及相關經驗。

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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

## 29. INVESTMENT PROPERTIES (Continued)

**Fair value hierarchy**

The fair value of investment properties is a Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balance is provided below.

## 29. 投資物業 (續)

**公平值級別**

投資物業之公平值為第三層經常性公平值計量。年初及年末公平值結餘之對賬載列如下。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	年初結餘 (第三層經常性公平值)	170,906	210,159
Deficit on revaluation of investment properties charge to profit or loss	自溢利或虧損扣除之投資物業重估之虧絀	(1,218)	(9,564)
Transferred to assets of a disposal group held for sales (note 39)	轉撥至持作出售之出售組別資產 (附註39)	-	(24,900)
Exchange realignment	匯兌調整	(3,318)	(4,789)
Closing balance (Level 3 recurring fair value)	年末結餘 (第三層經常性公平值)	166,370	170,906
Change in unrealised loss for the year included in profit or loss for assets held at 31 December	就十二月三十一日所持有資產計入溢利或虧損之年度未變現虧損變動	(1,218)	(9,564)

During the years ended 31 December 2023 and 2022, there were no transfers between Level 1 and Level 2, or transfers into or out of Level 3. The Group's policy is to recognise transfers between levels of fair value hierarchy as at the end of the reporting period in which they occur.

截至二零二三年及二零二二年十二月三十一日止年度，第一層與第二層之間並無轉撥，亦無轉撥入第三層或自第三層轉撥出。本集團之政策為於發生之報告期末確認各公平值級別水平之間之轉撥。

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## 29. INVESTMENT PROPERTIES (Continued)

### Fair value hierarchy (Continued)

For the fair value measurement for investment properties in the PRC under income approach, the fair value was determined by taking into account the net rental incomes of the properties derived from the existing tenancies with due allowance for the reversionary income potential of the tenancies, which are then capitalised into the values at appropriate capitalisation rates.

### Significant unobservable inputs

	<b>Range</b>
Capitalisation rate	1.75% to 5.90% (2022: 1.16% to 7.89%)
Market unit rent per square metre	HK\$10.12 to HK\$105.6 (2022: HK\$9.04 to HK\$111.0)

A lower in the capitalisation rate and a higher in the market unit rent used would result in an increase in the fair value measurement of the investment properties, and vice versa.

For the fair value measurement for certain investment properties in the PRC under direct comparison method, it is assumed that each of the properties is capable of being sold in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant markets.

There has been no change from the valuation technique used in the prior year. The fair value measurement is based on the above properties' highest and best use, which does not differ from their actual use.

## 29. 投資物業 (續)

### 公平值級別 (續)

就按收益法評估之中國投資物業公平值計量而言，公平值乃計入該等物業從現有租賃產生之租金收入淨額，並考慮到租賃復歸之後收入潛力，其後按適當資本化比率撥充資本計出價值。

### 重大不可觀察輸入數值

	<b>範圍</b>
資本化比率	1.75%至5.90% (二零二二年：1.16% 至7.89%)
單位市場租金 (每平方米)	10.12港元至105.6港元 (二零二二年：9.04港元 至111.0港元)

使用較低資本化比率及較高單位市場租金會導致投資物業之公平值增加，反之亦然。

就根據直接比較法計量若干中國投資物業公平值而言，乃假設各項物業可按其現狀交吉出售，並參考有關市場可得之可比較銷售憑證。

於上一年度使用之估值方法並無變動。公平值乃根據上述物業之最高及最佳用途為基準計算，該等用途與其實際用途並無不同。

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### 30. INTANGIBLE ASSETS

### 30. 無形資產

		Supplier and distribution networks 供應商及 分銷網絡 HK\$'000 千港元	Brand names 品牌名稱 HK\$'000 千港元	Patents 專利權 HK\$'000 千港元	Trading rights 交易權 HK\$'000 千港元	Computer software 電腦軟件 HK\$'000 千港元	Customer relationship 客戶關係 HK\$'000 千港元	Technical knowhow 技術知識 HK\$'000 千港元	Total 總計 HK\$'000 千港元
<b>At 1 January 2022</b>	於二零二二年一月一日								
Cost	成本	22,242	290,173	34,551	7,246	-	-	-	354,212
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(22,059)	(245,191)	(34,551)	-	-	-	-	(301,801)
<b>Net carrying amount</b>	<b>賬面淨值</b>	183	44,982	-	7,246	-	-	-	52,411
<b>Year ended 31 December 2022</b>	截至二零二二年十二月三十一日止年度								
Opening carrying amount	年初賬面值	183	44,982	-	7,246	-	-	-	52,411
Amortisation	攤銷	(174)	-	-	-	-	-	-	(174)
Disposal of subsidiaries (note 12(b))	出售附屬公司(附註12(b))	-	-	-	(7,246)	-	-	-	(7,246)
Exchange realignment	匯兌調整	(9)	(1,728)	-	-	-	-	-	(1,737)
<b>Closing carrying amount</b>	<b>年末賬面值</b>	-	43,254	-	-	-	-	-	43,254
<b>At 31 December 2022 and 1 January 2023</b>	於二零二二年十二月三十一日及二零二三年一月一日								
Cost	成本	21,062	276,343	34,092	-	-	-	-	331,497
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(21,062)	(233,089)	(34,092)	-	-	-	-	(288,243)
<b>Net carrying amount</b>	<b>賬面淨值</b>	-	43,254	-	-	-	-	-	43,254
<b>Year ended 31 December 2023</b>	截至二零二三年十二月三十一日止年度								
Opening carrying amount	年初賬面值	-	43,254	-	-	-	-	-	43,254
Amortisation	攤銷	-	-	-	-	(66)	(3,171)	(5,221)	(8,458)
Addition	添置	-	-	-	-	138	-	-	138
Acquisition of subsidiaries (note 49(a))	收購附屬公司(附註49(a))	-	-	-	-	828	46,050	22,333	69,211
Exchange realignment	匯兌調整	-	3,048	-	-	(20)	(1,074)	(406)	1,548
<b>Closing carrying amount</b>	<b>年末賬面值</b>	-	46,302	-	-	880	41,805	16,706	105,693
<b>At 31 December 2023</b>	於二零二三年十二月三十一日								
Cost	成本	22,403	298,080	37,457	-	966	44,958	21,803	425,667
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(22,403)	(251,778)	(37,457)	-	(86)	(3,153)	(5,097)	(319,974)
<b>Net carrying amount</b>	<b>賬面淨值</b>	-	46,302	-	-	880	41,805	16,706	105,693

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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

#### 30. INTANGIBLE ASSETS (Continued)

As at 31 December 2023, intangible assets of HK\$105,693,000 (2022: HK\$43,254,000) are attributable to watches and timepieces and watches accessories business.

Supplier and distribution networks have been fully amortised in the prior years.

Brand name amounted to HK\$46,302,000 (2022: HK\$43,254,000) are attributable to the CGU of Ernest Borel Group. Details of the impairment assessment of the CGU of Ernest Borel Group are set out in note 31 to the consolidated financial statements.

The remaining balances of brand names and patents had been amortised or fully impaired in previous years since the operating results of those CGUs had not been performed as expected.

Computer software, customer relationship and technical knowhow are attributable to the CGU of Gold Vantage Group. Details of the impairment assessment of the CGU of Gold Vantage Group are set out in note 31 to the consolidated financial statements.

#### 30. 無形資產 (續)

於二零二三年十二月三十一日，無形資產 105,693,000 港元 (二零二二年：43,254,000 港元) 歸屬於鐘錶及時計產品以及鐘錶配件業務。

於過往年度，供應商及分銷網絡已全數攤銷。

品牌名稱 46,302,000 港元 (二零二二年：43,254,000 港元) 歸屬於現金產生單位依波路集團。現金產生單位依波路集團之減值評估詳情載於綜合財務報表附註 31。

由於該等現金產生單位的經營業績未達到預期，品牌名稱及專利權的餘下結餘於往年已攤銷或全數減值。

電腦軟件、客戶關係及技術知識歸屬於現金產生單位金熹集團。現金產生單位金熹集團之減值評估詳情載於綜合財務報表附註 31。

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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

## 31. GOODWILL

The amount of goodwill capitalised as an asset recognised in the consolidated statement of financial position, arising from business combinations, is as follows:

## 31. 商譽

業務合併產生之於綜合財務狀況表內確認為資產之資本化商譽金額如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>At 1 January</b>	<b>於一月一日</b>		
Gross carrying amount	賬面總值	1,231,933	1,302,404
Accumulated impairment losses	累計減值虧損	(139,921)	(150,616)
Net carrying amount	賬面淨值	1,092,012	1,151,788
<b>Year ended 31 December</b>	<b>截至十二月三十一日止年度</b>		
Opening carrying amount	年初賬面值	1,092,012	1,151,788
Acquisition of subsidiaries (note 49(a))	收購附屬公司(附註49(a))	42,178	-
Impairment loss during the year (note 8)	年內減值虧損(附註8)	(13,389)	-
Disposal of subsidiaries (note 12(b))	出售附屬公司(附註12(b))	-	(3,080)
Exchange realignment	匯兌調整	29,871	(56,696)
Closing carrying amount	年末賬面值	1,150,672	1,092,012
<b>At 31 December</b>	<b>於十二月三十一日</b>		
Gross carrying amount	賬面總值	1,313,737	1,231,933
Accumulated impairment losses	累計減值虧損	(163,065)	(139,921)
Net carrying amount	賬面淨值	1,150,672	1,092,012

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### 31. GOODWILL (Continued)

For the purpose of impairment testing, goodwill is allocated to the CGUs under watch and timepieces and watch accessories segment and banking businesses segment. The CGUs were identified as follows:

Segment 分類		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Jia Cheng Investment Limited and its subsidiaries 佳城投資有限公司及其附屬公司	Watches and timepieces and watches accessories 鐘錶及時計產品以及鐘錶配件	<b>603,646</b>	619,546
Corum Group 崑崙集團	Watches and timepieces and watches accessories 鐘錶及時計產品以及鐘錶配件	<b>57,534</b>	52,366
Dreyfuss Group 帝福時集團	Watches and timepieces and watches accessories 鐘錶及時計產品以及鐘錶配件	<b>92,142</b>	87,555
Bendura Group 富地集團	Banking business 銀行業務	<b>284,703</b>	259,131
Ernest Borel 依波路集團	Watches and timepieces and watches accessories 鐘錶及時計產品以及鐘錶配件	<b>234,389</b>	213,335
Gold Vantage Group 金熹集團	Watches and timepieces and watches accessories 鐘錶及時計產品以及鐘錶配件	<b>41,323</b>	–
Gross carrying amount 賬面總值		<b>1,313,737</b>	1,231,933

The Group's management has engaged Asset Appraisal to perform valuations for the purpose to assess the recoverable amount of the CGUs to which goodwill is allocated. The keys assumptions as adopted in the valuations, including the expected profit margins and the managements' expectations for the future market performance.

### 31. 商譽 (續)

就進行減值測試，商譽分配至鐘錶及時計產品以及鐘錶配件分類及銀行業務分類之現金產生單位。現金產生單位已識別為：

本集團管理層已委聘中誠達進行估值，以評估商譽分配所在之現金產生單位之可收回金額。估值時採納之主要假設包括預期邊際溢利及管理層對日後市場表現的預期。

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### 綜合財務報表附註

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### 31. GOODWILL (Continued)

#### Jia Cheng Investment Limited and its subsidiaries

The recoverable amount of this CGU is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, followed by an extrapolation of expected cash flow at zero growth rate (2022: zero) which do not exceed the long-term growth rate for the business in which the CGU operates, and a discount rate of 16.88% per annum (2022: 16.23%). The discount rate used is pre-tax and reflect specific risks relating to the CGU. The directors believe that any reasonably possible changes in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable of the CGU as at 31 December 2023 and 2022. No impairment loss was recognised for this CGU since the acquisition of Jia Cheng Investment Limited and its subsidiaries.

#### Corum Group

The goodwill arising from the acquisition of Corum Group in the watch and timepieces segment had been fully impaired in previous years.

#### Dreyfuss Group

The goodwill arising from the acquisition of Dreyfuss Group in the watch and timepieces segment had been fully impaired in previous years.

#### Bendura Group

The recoverable amount of this CGU is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, followed by an extrapolation of expected cash flow at zero growth rate (2022: zero) which do not exceed the long-term growth rate for the business in which the CGU operates, and a discount rate of 14.05% (2022: 16.11%) per annum. The discount rate used is pre-tax and reflect specific risks relating to the CGU. The directors believe that any reasonably possible changes in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable of the CGU as at 31 December 2023 and 2022. No impairment loss was recognised for this CGU since the acquisition of Bendura Group.

### 31. 商譽 (續)

#### 佳城投資有限公司及其附屬公司

該現金產生單位之可收回金額乃以計算使用價值釐定，有關計算使用董事所批准覆蓋五年期之財務預算之現金流量預測，再按零增長率(二零二二年：零)(其不超過於現金產生單位經營之業務之長期增長率)及年貼現率16.88%(二零二二年：16.23%)推斷預期現金流量。所用貼現率為反映現金產生單位特定風險之除稅前比率。董事認為，根據主要假設之任何合理可能變動計得之可收回金額不會致使賬面總值超過現金產生單位於二零二三年及二零二二年十二月三十一日之可收回款項總額。自收購佳城投資有限公司及其附屬公司以來並無確認該現金產生單位之減值虧損。

#### 崑崙集團

因收購崑崙集團於鐘錶及時計產品分類產生的商譽於往年已全數減值。

#### 帝福時集團

因收購帝福時集團於鐘錶及時計產品分類產生的商譽於往年已全數減值。

#### 富地集團

該現金產生單位之可收回金額乃以計算使用價值釐定，有關計算使用董事所批准覆蓋五年期之財務預算之現金流量預測，再按零增長率(二零二二年：零)(其不超過於現金產生單位經營之業務之長期增長率)及年貼現率14.05%(二零二二年：16.11%)推斷預期現金流量。所用貼現率為反映現金產生單位特定風險之除稅前比率。董事認為，根據主要假設之任何合理可能變動計得之可收回金額不會致使賬面總值超過現金產生單位於二零二三年及二零二二年十二月三十一日之可收回款項總額。自收購富地集團以來並無確認該現金產生單位之減值虧損。

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### 31. GOODWILL (Continued)

#### Ernest Borel

The recoverable amount of this CGU is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, followed by an extrapolation of expected cash flow at zero growth rate which do not exceed the long-term growth rate for the business in which the CGU operates, and a discount rate of 20.42% per annum. The discount rate used is pre-tax and reflect specific risks relating to the CGU. The directors believe that any reasonably possible changes in the key assumptions on which recoverable amount is based would not cause the aggregate carrying amount to exceed the aggregate recoverable of the CGU as at 31 December 2023. No impairment loss was recognised for this CGU since the acquisition of Ernest Borel.

#### Gold Vantage Group

During the year ended 31 December 2023, Ernest Borel has acquired the business as mentioned in note 49(a) to the consolidated financial statements. In this regard, Gold Vantage Group has been identified as separate CGU for impairment assessment. The recoverable amount of this CGU is determined based on a value-in-use calculation which uses cash flow projections based on financial budgets approved by the directors covering a five-year period, followed by an extrapolation of expected cash flow at zero growth rate which do not exceed the long-term growth rate for the business in which the CGU operates, and a discount rate of 20.15% per annum. The discount rate used is pre-tax and reflect specific risks relating to the CGU. The performance of this CGU cannot achieve the expected result. As the recoverable of Gold Vantage Group CGU is lower than its carrying amount, impairment loss of HK\$13,389,000 has been recognised for the year ended 31 December 2023.

#### Goodwill arising from business combinations prior to 2001

Goodwill arising from business combinations prior to 2001 had been eliminated against the consolidated reserves. As at 31 December 2023, the carrying amount of goodwill in the consolidated reserves was HK\$15,300,000 (2022: HK\$15,300,000).

### 31. 商譽 (續)

#### 依波路

該現金產生單位之可收回金額乃以計算使用價值釐定，有關計算使用董事所批准覆蓋五年期之財務預算之現金流量預測，再按零增長率（其不超過於現金產生單位經營之業務之長期增長率）及年貼現率20.42%推斷預期現金流量。所用貼現率為反映現金產生單位特定風險之除稅前比率。董事認為，根據主要假設之任何合理可能變動計得之可收回金額不會致使賬面總值超過現金產生單位於二零二三年十二月三十一日之可收回款項總額。自收購依波路以來並無確認該現金產生單位之減值虧損。

#### 金熹集團

截至二零二三年十二月三十一日止年度，依波路已收購綜合財務報表附註49(a)所述之業務。就此而言，金熹集團已就減值評估識別為單獨現金產生單位。該現金產生單位之可收回金額乃以計算使用價值釐定，有關計算使用董事所批准覆蓋五年期之財務預算之現金流量預測，再按零增長率（其不超過於現金產生單位經營之業務之長期增長率）及年貼現率20.15%推斷預期現金流量。所用貼現率為反映現金產生單位特定風險之除稅前比率。該現金產生單位之表現無法實現預期業績。由於金熹集團現金產生單位之可收回金額低於賬面金額，故截至二零二三年十二月三十一日止年度確認減值虧損13,389,000港元。

#### 二零零一年前業務合併產生之商譽

於二零零一年前業務合併產生之商譽已於綜合儲備對銷。於二零二三年十二月三十一日，於綜合儲備內之商譽賬面值為15,300,000港元（二零二二年：15,300,000港元）。

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## 32. OTHER ASSETS

## 32. 其他資產

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Other receivables	其他應收款	127,419	112,266
Amount due from an associate (note 48.1)	應收一間聯營公司款項 (附註48.1)	40,017	38,356
Amounts due from related companies (note 48.1)	應收關連公司款項 (附註48.1)	1,065	1,065
Prepayments	預付款項	119,405	134,091
Deposits	按金	9,200	9,300
Other interest receivables	其他應收利息	47,456	13,793
Settlement and clearing account	交收及結算賬戶	471	865
		<b>345,033</b>	<b>309,736</b>

Other receivables represented cash advance to staff, VAT receivable, other advances and deposits in the securities accounts.

其他應收款即指預付員工之現金、增值稅應收款項、其他墊款及證券賬戶存款。

As at 31 December 2023, the amount of the Group's other assets expected to be recovered or recognised as expense after one year is HK\$9,368,000 (2022: HK\$6,209,000). The remaining other assets are expected to be recovered or recognised as expense within one year.

於二零二三年十二月三十一日，本集團預計將於一年後收回或確認為開支之其他資產金額為9,368,000港元(二零二二年：6,209,000港元)。餘下其他資產預計於一年內收回或確認為開支。

Movements in expected credit losses for the other assets are as follows:

其他資產之預期信貸虧損變動如下：

		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	7,453	9,433
Expected credit losses/(reversal of expected credit losses) for the year (note 10)	年內預期信貸虧損/(預期信貸虧損撥回)(附註10)	4,105	(1,264)
Exchange realignment	匯兌調整	(191)	(716)
At 31 December	於十二月三十一日	<b>11,367</b>	<b>7,453</b>

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**33. DUE TO CLIENTS****33. 應付客戶款項**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Due to clients – precious metals	應付客戶款項－貴金屬	131,180	208,435
Other amounts due to clients, mainly bank deposits	其他應付客戶款項 (主要為銀行存款)	10,024,131	9,779,243
		<b>10,155,311</b>	9,987,678

**34. TRADE PAYABLES****34. 應付賬款**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Trade payables arising from watches and timepiece and watches accessories business (note a)	鐘錶及時計產品以及鐘錶 配件業務產生之 應付賬款(附註a)	201,095	198,994
Trade payables arising from financial business (note b): – Cash clients	金融業務產生之 應付賬款(附註b): – 現金客戶	6,135	–
Trade payables	應付賬款	<b>207,230</b>	198,994

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## 34. TRADE PAYABLES (Continued)

- (a) The credit terms of trade payables arising watches and timepieces and watches accessories business vary according to the terms agreed with different suppliers. Trade payables to watches and timepieces business are non-interest bearing.

Ageing analysis of trade payables arising from watches and timepieces business and accessories of watches business as at the reporting dates, based on the invoice dates, 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
1 to 3 months	1至3個月	116,744	128,811
4 to 6 months	4至6個月	8,774	6,530
Over 6 months	超過6個月	75,577	63,653
		<b>201,095</b>	198,994

- (b) The settlement term of trade payables arising from securities dealing of the financial business is "T+2". Trade payables arising from securities dealing of financial business during the "T+2" period are current whereas those which are outstanding after the "T+2" period are repayable on demand.

## 35. CONTRACT LIABILITIES

The contract liabilities mainly represented the advance consideration received from customers. The Group will recognise the expected revenue in future when or as the work is completed, which is expected to occur in the next 12 month.

## 34. 應付賬款 (續)

- (a) 鐘錶及時計產品以及鐘錶配件業務產生之應付賬款之信貸期根據與不同供應商協定之條款而各異。鐘錶及時計產品業務及鐘錶配件業務之應付賬款為不計息。

鐘錶及時計產品業務及鐘錶配件業務所產生之應付賬款按照發票日期於報告日期之賬齡分析如下：

- (b) 證券買賣金融業務產生之應付賬款之結算期限為「T+2」。於「T+2」期間，證券買賣金融業務產生之應付賬款屬即期，而於「T+2」期間後，尚未償還之應付賬款則須按要求償還。

## 35. 合約負債

合約負債主要為自客戶收取之預付代價。未來，本集團將於或就完成工程確認預期收入，即預期將於未來12個月進行。

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### 35. CONTRACT LIABILITIES (Continued)

#### Movement of contract liabilities

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Balance as at 1 January	於一月一日之結餘	41,946	26,510
Decrease in contract liabilities as a result of recognising revenue during the year that was included in the contract liabilities at the beginning of the year	因年內確認於年初計入合約負債之收益使合約負債減少	(41,622)	(25,168)
Increase in contract liabilities as a result of receipts in advance	因預收款項使合約負債增加	11,885	42,349
Exchange realignment	匯兌調整	(363)	(1,745)
Balance as at 31 December	於十二月三十一日之結餘	11,846	41,946

Information related to the aggregated amount of transaction price allocated to the remaining performance obligations has not been disclosed as the Group had applied the practical expedients under HKFRS 15.

由於本集團已應用香港財務報告準則第15號下之實務變通方法，故並無披露有關分配至餘下履約責任之交易價格總額之資料。

### 36. BORROWINGS

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Bank overdrafts (note 36.1)	銀行透支 (附註36.1)	41,576	51,910
Bank borrowings (note 36.1)	銀行借貸 (附註36.1)	575,645	864,725
Other loans (note 36.2)	其他貸款 (附註36.2)	64,033	41,500
		681,254	958,135

#### 36.1 Bank overdrafts and bank borrowings

As at 31 December 2023, the amount of the Group's bank overdrafts and bank borrowings repayable within one year or on demand is HK\$612,816,000 (2022: HK\$639,674,000).

### 36. 借貸

#### 36.1 銀行透支及銀行借貸

於二零二三年十二月三十一日，本集團須於一年內償還或按要求償還之銀行透支及銀行借貸金額為612,816,000港元（二零二二年：639,674,000港元）。

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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

## 36. BORROWINGS (Continued)

## 36.1 Bank overdrafts and bank borrowings (Continued)

Based on the scheduled repayment dates set out in the loan agreements and ignore the effect of any repayment on demand clause. Borrowings are repayable as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Borrowings payable:	應付借貸：		
Within one year	於一年內	443,445	339,289
In the second year	於第二年	117,792	376,557
In the third to fifth year	於第三至第五年	4,405	149,358
After fifth year	五年以上	51,579	51,431
		173,776	577,346
		617,221	916,635

The abovementioned borrowings are charged at floating rates ranging from 0% to 8.15% (2022: 0% to 6.58%) per annum.

At the reporting dates, the Group's borrowings were secured by:

- (i) corporate guarantees provided by certain subsidiaries within the Group as at 31 December 2023 and 2022;
- (ii) entire equity interest of certain subsidiaries within the Group as at 31 December 2023 and 2022;
- (iii) subordination deeds signed by the Directors of the Group as at 31 December 2023 and 2022;
- (iv) guarantee provided by the government of certain country as at 31 December 2023 and 2022;
- (v) personal guarantee provided by an non-controlling interests of a subsidiary of the Group and certain independent third parties as at 31 December 2023 and 2022;

## 36. 借貸 (續)

## 36.1 銀行透支及銀行借貸 (續)

根據載於貸款協議之計劃還款日期，且不計及按要求償還條款之影響。借貸須按下列方式償付：

上述借貸按浮動年利率介乎0%至8.15% (二零二二年：0%至6.58%) 計息。

於報告日期，本集團之借貸以下列各項作抵押：

- (i) 於二零二三年及二零二二年十二月三十一日本集團若干附屬公司所提供之公司擔保；
- (ii) 於二零二三年及二零二二年十二月三十一日本集團若干附屬公司之全部股權；
- (iii) 於二零二三年及二零二二年十二月三十一日本集團董事簽署之次級契據；
- (iv) 於二零二三年及二零二二年十二月三十一日若干國家政府所提供之擔保；
- (v) 於二零二三年及二零二二年十二月三十一日本集團一間附屬公司之非控股權益及若干獨立第三方所提供之個人擔保；

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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

### 36. BORROWINGS (Continued)

#### 36.1 Bank overdrafts and bank borrowings (Continued)

- (vi) certain assets of the non-controlling interests of a subsidiary of the Group and certain independent third parties as at 31 December 2023 and 2022;
- (vii) a legal charge over the Group's property, plant and equipment with the carrying amount of HK\$252,528,000 (2022: HK\$259,439,000) as at 31 December 2023;
- (viii) a legal charge over the Group's certain financial assets at fair value through other comprehensive income of not less than 52,890,000 Min Xin Shares as at 31 December 2023 and 2022;
- (ix) a standby letter of credit with the correspondent borrowings' balances as at 31 December 2023 and 2022; and
- (x) the value of the deposits charged shall at all times be not less than HK\$5,000,000 or its equivalent in other currencies as at 31 December 2023;
- (xi) an assignment of two insurance policies in the bank's standard form executed by subsidiaries as policy holder and beneficiary to assign by way of security to the bank all the rights title, interests and benefits in and to a policy in the amount of USD5,571,116 in total as at 31 December 2023 and Teguh Halim, an executive director of the Company as the insured party issued by an insurance company acceptable to the bank, and the proceeds of such policy, free from all encumbrances.
- (xii) personal guarantee provided by a director of the Company.

Certain of bank overdrafts and bank borrowings contain clause which give the banks the right at their sole discretion to demand immediate repayment at any time irrespective of whether the Group has complied with the covenants and met the scheduled repayment obligations. Borrowings due for repayment after one year which contain a repayment on demand clause and are expected to be settled within one year. The carrying amounts of the bank overdrafts and bank borrowings are approximate to their fair value.

The directors of the Company are not aware of any breach of covenant during the year ended 31 December 2023 and up to the date of this report.

### 36. 借貸 (續)

#### 36.1 銀行透支及銀行借貸 (續)

- (vi) 於二零二三年及二零二二年十二月三十一日本集團一間附屬公司之非控股權益及若干獨立第三方之若干資產；
- (vii) 於二零二三年十二月三十一日本集團賬面值為252,528,000港元(二零二二年：259,439,000港元)之物業、廠房及設備之法定押記；
- (viii) 於二零二三年及二零二二年十二月三十一日不少於52,890,000股閩信股份之本集團若干按公平值計入其他全面收入之金融資產之法定押記；
- (ix) 於二零二三年及二零二二年十二月三十一日的備用信用證連同相關借貸結餘；及
- (x) 於二零二三年十二月三十一日價值始終不少於5,000,000港元或其他貨幣等值之已抵押存款；
- (xi) 由附屬公司(作為保單持有人及受益人)以銀行標準形式簽立之兩份保單之轉讓，以擔保方式將二零二三年十二月三十一日金額合共為5,571,116美元及本公司執行董事Teguh Halim為被保險人之保單之所有權利、權益及利益以及該保單之收益轉讓予銀行，該保單由銀行認可之保險公司簽發，不附帶任何產權負擔。
- (xii) 本公司董事提供的個人擔保。

若干銀行透支及銀行借貸包含條文，賦予銀行隨時全權酌情要求立即償還之權利，不論本集團是否已遵守契諾及履行計劃還款責任。於一年後到期償付之借貸包含按要價償付條文，預期於一年內結付。銀行透支及銀行借貸賬面值與其公平值相若。

截至二零二三年十二月三十一日止年度及截至本報告日期，本公司董事並不知悉任何違反契諾之情況。

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## 36. BORROWINGS (Continued)

## 36.2 Other loans

As at 31 December 2023 and 2022, other loans is unsecured, charged at 5% per annum and repayable within one year.

## 36. 借貸 (續)

## 36.2 其他貸款

於二零二三年及二零二二年十二月三十一日，其他貸款為無抵押、按5%的年利率計息及須於一年內償還。

## 37. PROVISIONS

## 37. 撥備

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Provision for litigation and tax risks</b>	<b>訴訟及稅務風險撥備</b>		
At 1 January	於一月一日	387	379
Newly formed and charged to profit or loss	新成立及於溢利或虧損中扣除	4,149	32
Released and credited to profit or loss	已解除及計入溢利或虧損	(28)	(21)
Exchange realignment	匯兌調整	304	(3)
At 31 December	於十二月三十一日	4,812	387
<b>Maturity of the provisions</b>	<b>撥備到期日</b>		
Within one year	一年內	4,812	387

During the year ended 31 December 2023, provision for litigation risks of HK\$4,121,000 (2022: provision for litigation risks of HK\$11,000) has been recognised in the consolidated statement of comprehensive income.

截至二零二三年十二月三十一日止年度，訴訟風險撥備4,121,000港元（二零二二年：訴訟風險撥備11,000港元）已於綜合全面收入表中確認。

As part of the normal business activities of banking business, the Group is exposed to a wide range of legal risks. These include in particular risks relating to litigation. The Group recognises provisions for such litigation risks if the Group's management and its legal advisors are of the opinion that an outflow of resources embodying economic benefits is probable and a reliable estimate can be made of the amount. The amount of the provisions and their timing are by their nature subject to uncertainty. However, these uncertainties are evaluated as being low since it was possible to reliably estimate the individual amounts and the majority of the recognised provisions will probably become due within one year.

作為銀行業務日常業務活動一部分，本集團面臨多類法律風險。該等風險包括與訴訟有關之特定風險。倘本集團管理層及其法律顧問認為體現經濟利益之資源可能流出且金額能可靠估計，則本集團就該訴訟風險確認撥備。撥備金額及其時間根據其性質受不確定因素規限。然而，由於能可靠地估計個別金額及大多數已確認撥備可能於一年內到期，故此經評估該等不確定因素為低。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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### 38. LEASE LIABILITIES

The amount included in the consolidated statement of financial position in respect of the carrying amounts of lease liabilities and the movements during the year is as follows:

### 38. 租賃負債

年內計入綜合財務狀況表內有關租賃負債賬面值的金額以及變動如下：

		<b>Land and buildings</b>	<b>Motor vehicles</b>	<b>Total</b>
		土地及樓宇	汽車	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
<b>As at 1 January 2022</b>	於二零二二年一月一日	76,468	760	77,228
Interest expenses	利息開支	2,687	18	2,705
Lease modification	租賃修改	1,242	–	1,242
Lease payments	租賃付款	(28,818)	(621)	(29,439)
Disposal of subsidiaries (note 12(b))	出售附屬公司 (附註 12(b))	(1,426)	–	(1,426)
Exchange realignment	匯兌調整	(1,415)	(9)	(1,424)
<b>As at 31 December 2022 and 1 January 2023</b>	於二零二二年十二月三十一日 及二零二三年一月一日	<b>48,738</b>	<b>148</b>	<b>48,886</b>
Additions	添置	395	373	768
Interest expenses	利息開支	2,473	21	2,494
Lease modification	租賃修改	22,532	–	22,532
Lease payments	租賃付款	(24,357)	(339)	(24,696)
Acquisition of subsidiaries (note 49(a))	收購附屬公司 (附註 49(a))	372	–	372
Exchange realignment	匯兌調整	(1,316)	(14)	(1,330)
<b>As at 31 December 2023</b>	於二零二三年十二月三十一日	<b>48,837</b>	<b>189</b>	<b>49,026</b>

## 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

**38. LEASE LIABILITIES** (Continued)

Future lease payments are due as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Minimum lease payment due	最低租賃付款到期狀況		
– Within one year	– 一年內	25,067	24,555
– In the second to fifth years, inclusive	– 第二至第五年 (首尾兩年包括在內)	38,330	37,546
		63,397	62,101
Less: future interest expenses	減：未來利息開支	(14,371)	(13,215)
Present value of lease liabilities	租賃負債現值	49,026	48,886

**38. 租賃負債** (續)

未來租賃付款的到期狀況如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Short term leases expenses	短期租賃開支	27,436	23,059
Aggregate undiscounted commitments for short term leases	短期租賃未貼現承諾總額	23,781	12,435

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#### 39. ASSETS OF A DISPOSAL GROUP HELD FOR SALE

In December 2022, the Group was entered into provisional agreement for the disposal of entire equity interest of Wisdom Power at a cash consideration of HK\$27,500,000. Wisdom Power is holding the investment properties in Hong Kong.

At 31 December 2022, the following major class of assets relating to the group classified as held for sale in the consolidated statement of financial position were as follows:

		2022 二零二二年 HK\$'000 千港元
Cash and deposits	現金及存款	17
Property, plant and equipment (note 28)	物業、廠房及設備 (附註28)	57
Investment properties (note 29)	投資物業 (附註29)	24,900
Other assets	其他資產	14
Assets of a disposal group held for sale		24,988

The disposal has been completed for the year ended 31 December 2023. The details of the disposal are set out in note 12(a) to the consolidated financial statements.

#### 40. NON-CURRENT ASSETS HELD FOR SALE

In November 2022, the Group entered into an agreement for the disposal of 30% equity interest of Shun Heng Group, an associate of the Group, at a cash consideration of HK\$8,515,000 in total. As at 31 December 2022, the Group had completed the disposal 7.14% of equity interest of Shun Heng Group at a cash consideration of HK\$2,028,000. The disposal for the remaining equity interest has been fully completed in February 2023. Gain on the disposals of interests in associates is HK\$1,349,000 (2022: HK\$423,000), which has been recognised in the consolidated statement of comprehensive income as “other income and other net gains or losses” (note 8) for the year ended 31 December 2023.

#### 39. 持作出售之出售組別資產

於二零二二年十二月，本集團訂立臨時協議，以現金代價27,500,000港元出售智力之全部股權。智力於香港持有投資物業。

於二零二二年十二月三十一日，該組別於綜合財務狀況表分類為持作出售之主要資產類別如下：

		2022 二零二二年 HK\$'000 千港元
Cash and deposits	現金及存款	17
Property, plant and equipment (note 28)	物業、廠房及設備 (附註28)	57
Investment properties (note 29)	投資物業 (附註29)	24,900
Other assets	其他資產	14
Assets of a disposal group held for sale		24,988

截至二零二三年十二月三十一日止年度，出售已完成。出售之詳情載於綜合財務報表附註12(a)。

#### 40. 持作出售之非流動資產

於二零二二年十一月，本集團訂立協議，以現金代價合共8,515,000港元出售本集團聯營公司信亨集團之30%股權。於二零二二年十二月三十一日，本集團已完成以現金代價2,028,000港元出售信亨集團之7.14%股權。出售餘下股權已於二零二三年二月悉數完成。出售聯營公司權益之收益為1,349,000港元(二零二二年：423,000港元)，已於截至二零二三年十二月三十一日止年度之綜合全面收入表中確認為「其他收入及其他收益或虧損淨額」(附註8)。

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## 綜合財務報表附註

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## 41. DEFERRED TAX

Deferred tax is calculated in full on temporary differences under the liability method using the applicable tax rates prevailing in the jurisdictions in which the Group operates.

Details of the Group's deferred tax assets/(liabilities) recognised and movements are as follows:

## 41. 遞延稅項

遞延稅項按負債法採用本集團業務所在司法權區之現行適用稅率就暫時差額全面計算。

本集團之已確認遞延稅項資產／(負債)及其變動詳情載列如下：

		Revaluation of intangible assets	Revaluation of property, plant and equipment	Fair value adjustment arising from business combination 業務	Tax losses	Decelerated tax depreciation	Other temporary differences	Total
		重估 無形資產 HK\$'000 千港元	重估物業、 廠房及設備 HK\$'000 千港元	合併產生之 公平值調整 HK\$'000 千港元	稅項虧損 HK\$'000 千港元	減速稅項 折舊 HK\$'000 千港元	其他 暫時差額 HK\$'000 千港元	總計 HK\$'000 千港元
At 1 January 2022	於二零二二年一月一日	(10,907)	(34,474)	–	4,153	1,171	(5,944)	(46,001)
Credited/(charged) to profit or loss (note 11)	於溢利或虧損中計入／(扣除) (附註11)	–	152	–	(10)	(1,830)	3,502	1,814
Charge to other comprehensive income (note 15.2)	於其他全面收入中扣除 (附註15.2)	–	–	–	–	–	(4,524)	(4,524)
Disposal of subsidiaries (note 12(b))	出售附屬公司 (附註12(b))	981	–	–	–	–	–	981
Exchange realignment	匯兌調整	(113)	1,485	–	(41)	15	2,193	3,539
<b>At 31 December 2022 and 1 January 2023</b>	<b>於二零二二年十二月三十一日及二零二三年一月一日</b>	<b>(10,039)</b>	<b>(32,837)</b>	<b>–</b>	<b>4,102</b>	<b>(644)</b>	<b>(4,773)</b>	<b>(44,191)</b>
Credited/(charged) to profit or loss (note 11)	於溢利或虧損中計入／(扣除) (附註11)	–	161	2,113	(95)	(2,008)	1,297	1,468
Charge to other comprehensive income (note 15.2)	於其他全面收入中扣除 (附註15.2)	–	–	–	–	–	(4,549)	(4,549)
Acquisition of subsidiaries (note 49(a))	收購附屬公司 (附註49(a))	–	–	(17,096)	7,690	–	–	(9,406)
Exchange realignment	匯兌調整	902	(841)	83	168	(315)	4,139	4,136
<b>At 31 December 2023</b>	<b>於二零二三年十二月三十一日</b>	<b>(9,137)</b>	<b>(33,517)</b>	<b>(14,900)</b>	<b>11,865</b>	<b>(2,967)</b>	<b>(3,886)</b>	<b>(52,542)</b>

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#### 41. DEFERRED TAX (Continued)

For the purpose of presentation in the consolidated statement of financial position, certain deferred tax assets and liabilities have been offset. The following is the analysis of deferred tax balances for financial reporting purposes:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	16,019	8,585
Deferred tax liabilities	遞延稅項負債	(68,561)	(52,776)
		(52,542)	(44,191)

As at 31 December 2023, the Group has estimated unused tax losses arising in Hong Kong of HK\$557,875,000 (2022: HK\$589,062,000), subject to the agreement of Inland Revenue Department, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose.

In addition, the Group has estimated unused tax losses in United Kingdom of HK\$171,608,000 (2022: HK\$171,825,000), subject to the agreement of tax bureau in United Kingdom, that are available indefinitely for offsetting against future taxable profits of the companies in which the losses arose. No deferred tax assets (2022: nil) have been recognised in respect of these estimated unused tax losses as these were incurred by the companies that have been loss-making for some time.

As at 31 December 2023, the Group has estimated unused tax losses in Switzerland of HK\$1,446,990,000 (2022: HK\$1,429,319,000), subject to the agreement of tax bureau in Switzerland, that are available for offsetting against future taxable profits of the companies in which the losses arose. Deferred tax assets of HK\$11,865,000 (2022: HK\$4,102,000) have been recognised in respect of these estimated unused tax losses to the extent of deferred tax liabilities recognised in respect of revaluation of identifiable assets as a result of the acquisitions.

#### 41. 遞延稅項 (續)

為於綜合財務狀況表中呈報，若干遞延稅項資產及負債已予抵銷。以下為用於財務報告之遞延稅項結餘分析：

於二零二三年十二月三十一日，本集團於香港產生估計未動用稅項虧損557,875,000港元(二零二二年：589,062,000港元)，有待與稅務局協議，可無期限用作抵銷產生虧損公司之日後應課稅溢利。

此外，本集團於英國產生估計未動用稅項虧損171,608,000港元(二零二二年：171,825,000港元)，有待與英國稅務局協議，可無期限用作抵銷產生虧損公司之日後應課稅溢利。並無就該等估計未動用稅項虧損確認遞延稅項資產(二零二二年：無)，乃由於有關虧損產生自於一段時間內錄得虧損之公司。

於二零二三年十二月三十一日，本集團於瑞士產生估計未動用稅項虧損1,446,990,000港元(二零二二年：1,429,319,000港元)，有待與瑞士稅務局協議，可用作抵銷產生虧損公司之日後應課稅溢利。以收購重估可識別資產之已確認遞延稅項負債為限，就該等估計未動用稅項虧損確認之遞延稅項資產為11,865,000港元(二零二二年：4,102,000港元)。

## 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

## 41. DEFERRED TAX (Continued)

There are no income tax consequences attaching to the payment of dividends by the Company to its shareholders during the year.

As at 31 December 2023, deferred taxation has not been provided in the consolidated financial statements in respect of taxable temporary differences attributable to the profits earned by the PRC subsidiaries amounted to HK\$1,835,259,000 (2022: HK\$1,821,650,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary difference will not reverse in the foreseeable future.

## 42. OTHER LIABILITIES

Accruals	應計費用	87,608	55,271
Warranty provision	保養撥備	–	708
Net defined benefit obligations (note 15.2)	定額福利責任淨額 (附註15.2)	72,642	22,074
Accrued interests and commission	應計利息及佣金	12,765	3,786
Other tax payable	其他應付稅款	27,866	27,006
Interest payable	應付利息	–	953
Commission payable	應付佣金	1,044	55,909
Other payables	其他應付款	571,529	379,759
		773,454	545,466

Other payables represented accrued management and performance fees, accrued services fee, accrued salaries and bonus, accrued audit fee and accrued other operating expenses, amount due to a related company and amount due to an associate.

As at 31 December 2023, the amount of the Group's other liabilities expected to be due after more than one year is HK\$72,642,000 (2022: HK\$22,074,000). The remaining other liabilities are expected to be due within one year.

## 41. 遞延稅項 (續)

年內，本公司並無因向其股東支付股息而須承擔任何所得稅後果。

於二零二三年十二月三十一日，綜合財務報表並無就中國附屬公司所賺取溢利應佔之應扣稅暫時差額1,835,259,000港元(二零二二年：1,821,650,000港元)作出遞延稅項撥備，原因為本集團能夠控制撥回暫時差額之時間，加上暫時差額很可能不會於可見將來撥回。

## 42. 其他負債

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Accruals	87,608	55,271
Warranty provision	–	708
Net defined benefit obligations (note 15.2)	72,642	22,074
Accrued interests and commission	12,765	3,786
Other tax payable	27,866	27,006
Interest payable	–	953
Commission payable	1,044	55,909
Other payables	571,529	379,759
	773,454	545,466

其他應付款即指應計管理及履約費、應計服務費、應計工資及花紅、應計審計費及應計其他營運開支、應付一間關連公司款項及應付一間聯營公司款項。

於二零二三年十二月三十一日，本集團預期超過一年後到期之其他負債金額為72,642,000港元(二零二二年：22,074,000港元)。餘下其他負債預期將於一年內到期。

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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

#### 43. SHARE CAPITAL

		2023 二零二三年		2022 二零二二年	
		Number of shares 股份數目 '000 千股	HK\$'000 千港元	Number of shares 股份數目 '000 千股	HK\$'000 千港元
Authorised: Ordinary shares of HK\$0.10 each at 1 January and 31 December	法定： 於一月一日及十二月三十一日 每股面值0.10港元之普通股	<b>6,000,000</b>	<b>600,000</b>	6,000,000	600,000
Issued and fully paid: At 1 January and 31 December	已發行及繳足： 於一月一日及十二月三十一日	<b>4,351,889</b>	<b>435,189</b>	4,351,889	435,189

#### 43. 股本

#### 44. RESERVES

##### Group

The amounts of the Group's reserves and movements therein during the year are presented in the consolidated statement of changes in equity.

The share premium account mainly includes shares issued at a premium.

The share options reserve represents the cumulative expenses recognised on the granting of share options to the employees over the vesting period.

Other reserve represents (i) the cumulative expenses recognised on the granting of share options to an independent third party and (ii) the effect of transactions with non-controlling interests as disclosed in note 50 to the consolidated financial statements and (iii) the effect of the redemption of convertible bond.

Certain amounts of goodwill arising on the acquisition of subsidiaries in prior years remain eliminated against the consolidated reserves.

In accordance with the PRC regulations, certain of the Group's subsidiaries established in the PRC are required to transfer part of their profits after tax to the statutory reserve before profit distributions are made. The amounts of the transfers are subject to the approval of the boards of the directors of these subsidiaries, in accordance with their joint venture agreements and/or articles of association. The statutory reserve is non-distributable and has restricted use.

#### 44. 儲備

##### 本集團

本集團於年內之儲備數額及有關變動於綜合權益變動表中呈列。

股份溢價賬主要包括按溢價發行之股份。

認購股份權儲備指於歸屬期間向僱員授出認購股份權中確認之累計開支。

其他儲備指(i)向一名獨立第三方授出認購股份權中確認之累計開支；(ii)與非控股權益進行交易之影響(於綜合財務報表附註50披露)及(iii)贖回可換股債券之影響。

於過往年度收購附屬公司所產生之若干商譽仍於綜合儲備對銷。

按照中國法規，本集團若干於中國成立之附屬公司於作出溢利分派前，須將其部分除稅後溢利轉撥至法定儲備。轉撥款額須由該等附屬公司之董事會按各自之合營協議及／或公司章程細則批准。法定儲備不可分派，且用途有所限制。

## 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

## 44. RESERVES (Continued)

**Group (Continued)**

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

Fair value through other comprehensive income reserve represents gains or losses on remeasuring the financial assets classified as financial assets at fair value through other comprehensive income.

Revaluation reserve for property, plant and equipment is the revaluation gain arising from the transfer of property, plant and equipment to investment properties.

**Company**

The reserves of the Company as at 31 December 2023 and 2022 are as follows:

## 44. 儲備 (續)

**本集團 (續)**

外匯儲備包括換算海外業務財務報表所產生之所有匯兌差額。

按公平值計入其他全面收入儲備指重新計量分類為按公平值計入其他全面收入之金融資產之金融資產之收益或虧損。

物業、廠房及設備重估儲備為將物業、廠房及設備轉撥至投資物業時產生之重估收益。

**本公司**

本公司於二零二三年及二零二二年十二月三十一日之儲備如下：

		Share premium account	Fair value through other comprehensive income reserve 按公平值計入其他全面收入儲備	Other reserve	Retained profits	Total
		股份溢價賬 HK\$'000 千港元	其他儲備 HK\$'000 千港元	其他儲備 HK\$'000 千港元	保留溢利 HK\$'000 千港元	總額 HK\$'000 千港元
<b>At 1 January 2022</b>	於二零二二年一月一日	682,028	(26,925)	22,693	305,530	983,326
Loss and total comprehensive income for the year	本年度虧損及全面收入總額	–	(80,039)	–	(90,874)	(170,913)
<b>At 31 December 2022 and 1 January 2023</b>	於二零二二年十二月三十一日及二零二三年一月一日	<b>682,028</b>	<b>(106,964)</b>	<b>22,693</b>	<b>214,656</b>	<b>812,413</b>
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	–	(3,049)	–	61,462	58,413
<b>At 31 December 2023</b>	於二零二三年十二月三十一日	<b>682,028</b>	<b>(110,013)</b>	<b>22,693</b>	<b>276,118</b>	<b>870,826</b>

Under the Companies Law Cap. 22, (Law 3 of 1961, as consolidated and revised) 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 a 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.

根據開曼群島公司法第22章(一九六一年第3條法例,經綜合及修訂),本公司股份溢價賬之資金可供分派予本公司股東,惟緊隨建議分派股息日期後,本公司須有能力償還其於日常業務過程中到期之債務。

## 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

#### 45. OPERATING LEASE ARRANGEMENTS/ COMMITMENTS

45.1 At 31 December 2023 and 2022, total future minimum lease receipts by the Group under non-cancellable operating leases are as follows:

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Within one year	一年內	3,697	4,407
In the first to second year	第一年至第二年	425	1,472
In the second to third year	第二年至第三年	467	434
In the third to fourth years	第三年至第四年	514	478
In the fourth to fifth years	第四年至第五年	-	526
		<b>5,103</b>	7,317

The Group leases certain of its properties under operating lease arrangements, with leases negotiated for initial terms ranging from one to five years. None of the leases include contingent rentals.

45.2 The Group is required to pay an annual fee in respect of the leasehold land in the PRC from 1992 up to 2042 with a 20% increment for every five years. During the year ended 31 December 2023, an annual fee of HK\$600,000 (2022: HK\$680,000) was charged as an expense in profit or loss of the Group.

#### 45. 經營租約安排／承擔

45.1 於二零二三年及二零二二年十二月三十一日，根據不可註銷之經營租約，本集團應收未來最低租賃款項總額如下：

本集團根據經營租約安排租賃若干物業，議定之初步租約為期一年至五年不等。該等租約不包括或然租金。

45.2 本集團自一九九二年至二零四二年止，須就中國之一幅租賃土地支付年費，年費每五年增加20%。截至二零二三年十二月三十一日止年度，年費600,000港元(二零二二年：680,000港元)已於本集團溢利或虧損內按開支支銷。

## 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

## 46. CAPITAL COMMITMENTS

At the reporting date, the Group had the following outstanding commitments:

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Contracted, but not provided for – Investment in an associate – Citychamp Allied International Limited (note)	270,000	270,000
已訂約但未撥備 – 於一間聯營公司之 投資 – 冠城聯合國際 有限公司 (附註)		

Note: On 28 September 2016, Union United Investment Limited (“Union United”), a wholly-owned subsidiary of the Company, entered into an agreement with Citychamp Dartong (Hong Kong) Limited (“CD(HK)”) and Fengrong Investment (Hong Kong) Company Limited (“FI(HK)”), in relation to the formation of the joint venture company (“JV Company”) in the British Virgin Island. JV Company shall be owned as to 40% by FI(HK), 30% by CD(HK) and 30% by Union United. JV Company is engaged in potential overseas equity investment. Pursuant to the agreement, Union United agreed to contribute the maximum capital commitment of HK\$270,000,000 to JV Company. Details of the transaction are set out in the Company’s announcement dated 28 September 2016.

## 46. 資本承擔

於報告日期，本集團未履行之承擔如下：

附註：於二零一六年九月二十八日，本公司全資附屬公司聯和投資有限公司（「聯和」）與冠城大通（香港）有限公司（「冠城大通（香港）」）及豐裕投資（香港）有限公司（「豐裕投資（香港）」）訂立協議，內容有關於英屬處女群島成立合營公司（「合營公司」）。豐裕投資（香港）、冠城大通（香港）及聯和將分別擁有合營公司40%、30%及30%權益。合營公司從事潛在境外股本投資業務。根據該協議，聯和同意向合營公司作出最高資本承擔270,000,000港元。交易詳情載於本公司日期為二零一六年九月二十八日之公告。

## 47. OFF BALANCE SHEET ITEMS

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Irrevocable commitments	47,398	58,196
Contract volume	3,082,781	2,456,757
Fiduciary transactions with third-party banks	1,473,768	1,078,684
	4,603,947	3,593,637

## 47. 資產負債表外項目

## 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

#### 48. RELATED PARTY TRANSACTIONS

48.1 Save as disclosed elsewhere in these consolidated financial statements, the Group had the following transactions carried out with related parties:

(i) **Transactions with an associate, Fair Future and its subsidiaries**

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Sales of goods	貨品銷售	3,811	–
Purchases of goods	購買貨品	9,380	17,157
Rental expenses paid	已付租金開支	408	354
Inspection fee paid	已付檢查費用	51	51
Interest expenses	利息開支	1,876	2,018

(ii) **Transactions between Shun Heng and the related parties of the Group**

Name of related party 關連人士名稱	Nature of transaction 交易性質	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Directors of the company and their close family members 該公司董事及其直系親屬	Services fees and commission income 服務費及佣金收入	–	5
	Interest income 利息收入	–	1
Related company 關連公司	Services fees and commission income 服務費及佣金收入	–	15
	Interest income 利息收入	–	1

The related company is controlled by Mr. Hon Kwok Lung, a director of the Company.

該關連公司由本公司董事韓國龍先生控制。

#### 48. 關連人士交易

48.1 除於綜合財務報表其他部分所披露者外，本集團曾與關連人士進行以下交易：

(i) 與一間聯營公司、俊光及其附屬公司之交易

(ii) 信亨與本集團關連人士之交易

## 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

## 48. RELATED PARTY TRANSACTIONS (Continued)

## 48. 關連人士交易 (續)

## 48.1 (Continued)

## (iii) Outstanding related party balances included in trade receivables, other assets, trade payables and other liabilities

## 48.1 (續)

## (iii) 計入應收賬款、其他資產、應付賬款及其他負債之未償付關連人士結餘

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Due from an associate (note (a)) <sup>#</sup>	應收一間聯營公司款項 (附註(a)) <sup>#</sup>	40,017	38,356
Trade receivables from associates	應收聯營公司賬款	23,163	3,921
Due from related companies (note (b)) <sup>#</sup>	應收關連公司款項 (附註(b)) <sup>#</sup>	1,065	1,065
Due to a shareholder (note (d))	應付一名股東款項 (附註(d))	9,025	12,000
Trade payables to associates	應付聯營公司賬款	42,208	47,462
Due to directors (note (c))	應付董事款項(附註(c))	66,772	81,515
Due to a related company (note (e))*	應付一間關連公司款項 (附註(e))*	148,000	148,000
Due to an associate (note (f))*	應付一間聯營公司款項 (附註(f))*	50,000	10,000

<sup>#</sup> Included in other assets (note 32)<sup>#</sup> 計入其他資產(附註32)

\* Included in other liabilities (note 42)

\* 計入其他負債(附註42)

Notes:

附註:

(a) The balance was unsecured, interest-free and repayable on demand. The maximum outstanding balance of amounts due from associates during the year was HK\$40,017,000 (2022: HK\$38,356,000).

(a) 有關結餘為無抵押、免息及須應要求償還。於年內，最高未償付應收聯營公司款項結餘為40,017,000港元(二零二二年: 38,356,000港元)。

(b) The amounts were due from companies of which Ms. Sit Lai Hei and Mr. Hon Hau Wong, directors of the Company are also the directors of the related companies. The balance was unsecured, interest-free and repayable on demand. The maximum amount outstanding during the year was HK\$1,065,000 (2022: HK\$1,065,000).

(b) 該等款項為應收公司款項，而本公司董事薛黎曦女士及韓孝煌先生亦為該等關連公司之董事。有關結餘為無抵押、免息及須應要求償還。於年內，最高未償付金額為1,065,000港元(二零二二年: 1,065,000港元)。

## 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

### 48. RELATED PARTY TRANSACTIONS (Continued)

#### 48.1 (Continued)

#### (iii) Outstanding related party balances included in trade receivables, other assets, trade payables and other liabilities (Continued)

Notes: (Continued)

- (c) As at 31 December 2023, amounts due to Mr Teguh Halim and Siu Chun Wa, directors of the Company, were unsecured, interest bearing 5% per annum and repayable within one year. During the year ended 31 December 2023, interest expense of HK\$4,103,000 (2022: HK\$2,798,000) was payable to the directors.
- (d) As at 31 December 2023, amounts due to a shareholder of aggregate principal amount of HK\$9,025,000 (2022: HK\$12,000,000) was unsecured, interest bearing at 5% per annum and repayable within one year.
- (e) As at 31 December 2023, amounts due to a related company of aggregate principal amount of HK\$148,000,000 (2022: HK\$148,000,000) was unsecured, interest bearing at 5% per annum and repayable within one year. The related company is controlled by Mr. Hon Kwok Lung, a director of the Company.
- (f) As at 31 December 2023, amount due to an associate of aggregate principal amount of HK\$50,000,000 (2022: HK\$10,000,000) was unsecured, interest bearing at 5% per annum and repayable within one year.

### 48. 關連人士交易 (續)

#### 48.1 (續)

#### (iii) 計入應收賬款、其他資產、應付賬款及其他負債之未償付關連人士結餘 (續)

附註：(續)

- (c) 於二零二三年十二月三十一日，應付本公司董事Teguh Halim先生及蕭進華先生款項為無抵押、按年利率5%計息及須於一年內償還。截至二零二三年十二月三十一日止年度，應向董事支付利息開支4,103,000港元(二零二二年：2,798,000港元)。
- (d) 於二零二三年十二月三十一日，本金總額為9,025,000港元(二零二二年：12,000,000港元)的應付一名股東款項為無抵押、按年利率5%計息及須於一年內償還。
- (e) 於二零二三年十二月三十一日，本金總額為148,000,000港元(二零二二年：148,000,000港元)的應付一間關連公司款項為無抵押、按年利率5%計息及須於一年內償還。該關連公司由本公司董事韓國龍先生控制。
- (f) 於二零二三年十二月三十一日，本金總額為50,000,000港元(二零二二年：10,000,000港元)的應付一間聯營公司款項為無抵押、按年利率5%計息及須於一年內償還。

## 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

## 48. RELATED PARTY TRANSACTIONS (Continued)

## 48.1 (Continued)

## (iv) Financial guarantee provided to Fair Future

As 31 December 2023, the Group has provided a corporate guarantee in respect of a banking facility of up to HK\$55,000,000 (2022: HK\$55,000,000) granted to Fair Future (note 52.1). The corporate guarantee is ending on the expiry of the term of the revolving loan facility.

The above transactions were conducted in accordance with the terms mutually agreed between the Group and the related companies controlled by the directors.

## 48.2 Key management personnel compensation

Included in staff costs are key management personnel compensation and comprises the following categories:

## 48. 關連人士交易 (續)

## 48.1 (續)

## (iv) 向俊光提供之財務擔保

於二零二三年十二月三十一日，本集團就授予俊光一項最多55,000,000港元(二零二二年：55,000,000港元)之銀行融資提供公司擔保(附註52.1)。公司擔保於循環貸款融資期限屆滿時終止。

上述交易乃按本集團與董事控制之關連公司互相協定之條款進行。

## 48.2 主要管理人員之酬金

主要管理人員之酬金計入員工成本內，包括以下類別：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	11,533	14,192
Post-employment benefits	離職後福利	250	252
		<b>11,783</b>	<b>14,444</b>

The key management represents all directors of the Company. Further details of directors' emoluments are included in note 16.1 to the consolidated financial statements.

主要管理人員為本公司所有董事。有關董事酬金之進一步詳情載於綜合財務報表附註16.1。

## 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

#### 49. ACQUISITION OF SUBSIDIARIES

##### (a) Acquisition of Gold Vantage Group

On 19 April 2023, the Group completed the acquisition of the entire equity interest of Gold Vantage Group at the consideration of HK\$108,456,000 from Fair Future, an associate of the Company. Gold Vantage Group are principally engaged in the business of design, development and manufacturing of stainless-steel alloy watches cases, smart watch cases on ODM or OEM basis.

Pursuant to the sales and purchase agreement, the consideration shall be settled by way of issuing 38,461,538 consideration shares of Ernest Borel Holdings Limited (“Ernest Borel”, a subsidiary of the Company and listed on the Main Board of the Stock Exchange of Hong Kong) and HK\$40,000,000 by cash in different timeslots. The number of consideration shares and the amount of cash consideration for the settlement shall be subject to the adjustment pursuant to the profit guarantee, in which Fair Future guarantees to the Group that the net profit after tax of Gold Vantage Group for each of financial years ending 31 December 2023, 31 December 2024 and 31 December 2025 shall not be less than HK\$30,000,000 (the “Profit Target”). If there is any shortfall of the Profit Target in any such year, an amount equal to 1.5 times the amount by which the actual net profit after tax is less than the Profit Target (the “Profit Compensation”) shall be payable by Fair Future to the Group. In the event that Gold Vantage Group recorded loss in its consolidated financial statements, Fair Future shall compensate the Group 1.5 times of the difference between the net loss after tax and HK\$30,000,000.

The consideration shall be reduced by the amount of the Profit Compensation firstly by the reduction of the outstanding consideration shares for the instalment and then the balance of the Profit Compensation shall be reduced by the outstanding cash consideration for the instalment. If the unpaid instalment is not sufficient to set off the Profit Compensation, the difference between the Profit Compensation and the unpaid instalment shall be paid in cash by Fair Future to the Group within 30 business days after the issuance of the annual financial statements of Gold Vantage Group for the respective financial year.

#### 49. 收購附屬公司

##### (a) 收購金熹集團

於二零二三年四月十九日，本集團以代價108,456,000港元向本公司的聯營公司俊光收購金熹集團之全部股權。金熹集團主要從事以原設計製造商或原設備製造商形式設計、開發及製造不銹鋼合金錶殼及智能錶殼業務。

根據買賣協議，代價將以發行依波路控股有限公司（「依波路」，本公司附屬公司及於香港聯交所主板上市）之38,461,538股代價股份及現金40,000,000港元之方式分期支付。支付之代價股份數目及現金代價金額將根據溢利保證作出調整，其中俊光向本集團保證金熹集團截至二零二三年十二月三十一日、二零二四年十二月三十一日及二零二五年十二月三十一日止各財政年度之除稅後溢利淨額不得少於30,000,000港元（「溢利目標」）。倘任何有關年度之溢利目標出現任何不足，則俊光須向本集團支付一筆等於實際除稅後溢利淨額與溢利目標之差額之1.5倍款項（「溢利補償」）。倘金熹集團於其綜合財務報表中錄得虧損，則俊光須向本集團補償除稅後虧損淨額與30,000,000港元之間差額的1.5倍。

代價將減去溢利補償之金額，先減去該分期付款中待發行之代價股份，之後溢利補償之結餘應減去該分期付款中之待付現金代價。倘未付分期付款不足以抵銷溢利補償，則溢利補償與未付分期付款之間的差額應由俊光於金熹集團相關財政年度之年度財務報表刊發後30個營業日內以現金向本集團支付。

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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

## 49. ACQUISITION OF SUBSIDIARIES (Continued)

## (a) Acquisition of Gold Vantage Group (Continued)

The first instalment of 12,820,512 consideration shares has been issued to Fair Future at the completion date on 19 April 2023. The first instalment of cash consideration of HK\$13,333,000 shall be paid to Fair Future (i) on 1 April 2024 if the annual financial statements of Gold Vantage Group for the year ended 31 December 2023 has been issued on or before 31 March 2024 or (ii) within 30 business days after the issuance of annual financial statements of Gold Vantage Group for the year ended 31 December 2023 if the annual financial statements for the year ended 31 December 2023 is issued after 31 March 2024.

The second instalment of 12,820,513 consideration shares shall be issued to Fair Future (i) on 1 April 2025 if the annual financial statements of Gold Vantage Group for the year ending 31 December 2024 has been issued on or before 31 March 2025 or (ii) within 30 business days after the issuance of annual financial statements of Gold Vantage Group for the year ending 31 December 2024 if the annual financial statements for the year ending 31 December 2024 is issued after 31 March 2025. Payment for the second instalment of cash consideration of HK\$13,333,000 is subject to the net profit after tax for the six months ending 30 June 2024 attained by Gold Vantage Group (“2024 H1 Profit”):

- (i) If the 2024 H1 Profit is not less than HK\$14,000,000, an amount up to HK\$13,333,000 shall be paid to Fair Future on 1 September 2024.

## 49. 收購附屬公司 (續)

## (a) 收購金熹集團 (續)

第一期12,820,512股代價股份已於完成日期二零二三年四月十九日發行予俊光。第一期現金代價13,333,000港元將(i)於二零二四年四月一日(倘金熹集團截至二零二三年十二月三十一日止年度之年度財務報表已於二零二四年三月三十一日或之前刊發)；或(ii)金熹集團截至二零二三年十二月三十一日止年度之年度財務報表刊發後30個營業日內(倘截至二零二三年十二月三十一日止年度之年度財務報表於二零二四年三月三十一日之後刊發)支付予俊光。

第二期12,820,513股代價股份將(i)於二零二五年四月一日(倘金熹集團截至二零二四年十二月三十一日止年度之年度財務報表已於二零二五年三月三十一日或之前刊發)；或(ii)金熹集團截至二零二四年十二月三十一日止年度之年度財務報表刊發後30個營業日內(倘截至二零二四年十二月三十一日止年度之年度財務報表於二零二五年三月三十一日之後刊發)發行予俊光。第二期現金代價13,333,000港元須待金熹集團達成截至二零二四年六月三十日止六個月之除稅後溢利淨額(「二零二四年上半年溢利」)後支付：

- (i) 倘二零二四年上半年溢利不少於14,000,000港元，則高達13,333,000港元將於二零二四年九月一日支付予俊光。

## 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

#### 49. ACQUISITION OF SUBSIDIARIES (Continued)

##### (a) Acquisition of Gold Vantage Group (Continued)

- (ii) If the 2024 H1 Profit is HK\$12,000,000 or more but less than HK\$14,000,000, an amount of HK\$12,000,000.00 shall be paid to Fair Future on 1 September 2024. If the 2024 H1 Profit is HK\$10,000,000 or more but less than HK\$12,000,000, an amount of HK\$10,000,000.00 shall be paid to Fair Future on 1 September 2024. The respective shortfall between HK\$13,333,000 of the second instalment cash consideration and the amount of cash paid under the aforesaid scenarios shall be paid to Fair Future (i) on 1 April 2025 if the annual financial statements of Gold Vantage Group for the year ending 31 December 2024 has been issued on or before 31 March 2025; or (ii) within 30 business days after the issuance of the annual financial statements of Gold Vantage Group for the year ending 31 December 2024 if the annual financial statements for the year ending 31 December 2024 is issued after 31 March 2025.

- (iii) If the 2024 H1 Profit is less than HK\$10,000,000, an amount up to HK\$13,333,000 shall be paid to Fair Future (i) on 1 April 2025 if the annual financial statements of Gold Vantage Group for the year ending 31 December 2024 has been issued on or before 31 March 2025; or (ii) within 30 business days after the issuance of the annual financial statements of Gold Vantage Group for the year ending 31 December 2024 if the annual financial statements for the year ending 31 December 2024 is issued after 31 March 2025.

#### 49. 收購附屬公司 (續)

##### (a) 收購金熹集團 (續)

- (ii) 倘二零二四年上半年溢利為12,000,000港元或以上但少於14,000,000港元，則12,000,000.00港元將於二零二四年九月一日支付予俊光。倘二零二四年上半年溢利為10,000,000港元或以上但少於12,000,000港元，則10,000,000.00港元將於二零二四年九月一日支付予俊光。第二期現金代價13,333,000港元與上述情形下所支付之現金之間的相關差額將(i)於二零二五年四月一日(倘金熹集團截至二零二四年十二月三十一日止年度之年度財務報表已於二零二五年三月三十一日或之前刊發)；或(ii)金熹集團截至二零二四年十二月三十一日止年度之年度財務報表刊發後30個營業日內(倘截至二零二四年十二月三十一日止年度之年度財務報表於二零二五年三月三十一日之後刊發)支付予俊光。

- (iii) 倘二零二四年上半年溢利少於10,000,000港元，則高達13,333,000港元將(i)於二零二五年四月一日(倘金熹集團截至二零二四年十二月三十一日止年度之年度財務報表已於二零二五年三月三十一日或之前刊發)；或(ii)金熹集團截至二零二四年十二月三十一日止年度之年度財務報表刊發後30個營業日內(倘截至二零二四年十二月三十一日止年度之年度財務報表於二零二五年三月三十一日之後刊發)支付予俊光。

## 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

## 49. ACQUISITION OF SUBSIDIARIES (Continued)

## (a) Acquisition of Gold Vantage Group (Continued)

The third instalment of 12,820,513 consideration shares of shall be issued to Fair Future and the third instalment cash consideration of HK\$13,333,000 shall be paid to Fair Future (i) on 1 April 2026 if the Annual Financial Statements of Gold Vantage Group for the year ending 31 December 2025 has been issued on or before 31 March 2026 or (ii) within 30 business days after the issuance of annual financial statements of Gold Vantage Group for the year ending 31 December 2025 if the annual financial statements for the year ending 31 December 2025 is issued after 31 March 2026.

The consideration is determined as follows:

		HK\$'000 千港元
Issuance of first instalment consideration shares at the Completion	於完成時發行第一期代價股份	30,769
Derivative financial liabilities in relation to the 2023 Profit Compensation	有關二零二三年溢利補償之衍生金融負債	11,590
Derivative financial liabilities in relation to the 2024 Profit Compensation	有關二零二四年溢利補償之衍生金融負債	35,463
Derivative financial liabilities in relation to the 2025 Profit Compensation	有關二零二五年溢利補償之衍生金融負債	30,634
<b>Total consideration</b>	<b>總代價</b>	<b>108,456</b>

The respective fair value of derivative financial liabilities in relation to the 2023, 2024 and 2025 Profit Compensation as at the Completion is determined by the directors of the Company with the assistance of an independent professional valuer.

Details of the net assets acquired as at the acquisition date are as follows:

		HK\$'000 千港元
Total consideration	總代價	108,456
Less: Fair value of net assets acquired	減：已收購資產淨值之公平值	(66,278)
<b>Goodwill</b>	<b>商譽</b>	<b>42,178</b>

## 49. 收購附屬公司 (續)

## (a) 收購金熹集團 (續)

第三期12,820,513股代價股份及第三期13,333,000港元現金代價將(i)於二零二六年四月一日(倘金熹集團截至二零二五年十二月三十一日止年度之年度財務報表已於二零二六年三月三十一日或之前刊發);或(ii)金熹集團截至二零二五年十二月三十一日止年度之年度財務報表刊發後30個營業日內(倘截至二零二五年十二月三十一日止年度之年度財務報表於二零二六年三月三十一日之後刊發)發行及支付予俊光。

總代價釐定如下：

有關二零二三年、二零二四年及二零二五年溢利補償之衍生金融負債於完成時之相關公平值乃由本公司董事在獨立專業估值師協助下釐定。

於收購日期收購之資產淨值詳情如下：

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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

#### 49. ACQUISITION OF SUBSIDIARIES (Continued)

##### (a) Acquisition of Gold Vantage Group (Continued)

The goodwill of HK\$42,178,000 arising from the acquisition is attributable to the growth and profit potential in the expansion of smart watches business. None of the goodwill recognised is expected to be deductible for income tax purposes.

The fair values of the identifiable assets and liabilities arising from the acquisition of Gold Vantage Group as at the date of acquisition:

		Fair value 公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	24,806
Intangible assets	無形資產	69,211
Deferred tax assets	遞延稅項資產	7,690
Inventories	存貨	7,679
Trade receivables	應收賬款	11,067
Other assets	其他資產	2,755
Cash and deposits	現金及存款	12,186
Deferred tax liabilities	遞延稅項負債	(17,096)
Trade payables	應付賬款	(10,506)
Bank borrowings	銀行借貸	(5,336)
Lease liabilities	租賃負債	(373)
Other liabilities	其他負債	(35,805)
<b>Fair value of net assets acquired</b>	<b>已收購資產淨值之公平值</b>	<b>66,278</b>
		<b>HK\$'000 千港元</b>
Net cash inflow from acquisition of subsidiaries:	收購附屬公司之現金流入淨額：	
Cash and deposits in subsidiaries acquired	已收購附屬公司之現金及存款	12,186

Gold Vantage Group contributed revenue of approximately HK\$53,011,000 and net profit of approximately HK\$8,014,000 to the Group from the date of acquisition to 31 December 2023.

Had the business combination taken place on 1 January 2023, revenue of the Group for the six months ended 31 December 2023 would have been increase by approximately HK\$18,435,000 and net profit would have decreased by HK\$8,454,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of the operations of the Group that actually would have been achieved had the acquisition of Gold Vantage Group been completed on 1 January 2023 nor are they intended to be a projection of future results.

#### 49. 收購附屬公司 (續)

##### (a) 收購金熹集團 (續)

收購產生之商譽42,178,000港元歸因於拓展智能手錶業務之潛在增長及溢利。概無所確認之商譽預計可抵扣所得稅。

收購金熹集團所產生之可識別資產及負債於收購日期之公平值：

		Fair value 公平值 HK\$'000 千港元
Property, plant and equipment	物業、廠房及設備	24,806
Intangible assets	無形資產	69,211
Deferred tax assets	遞延稅項資產	7,690
Inventories	存貨	7,679
Trade receivables	應收賬款	11,067
Other assets	其他資產	2,755
Cash and deposits	現金及存款	12,186
Deferred tax liabilities	遞延稅項負債	(17,096)
Trade payables	應付賬款	(10,506)
Bank borrowings	銀行借貸	(5,336)
Lease liabilities	租賃負債	(373)
Other liabilities	其他負債	(35,805)
<b>Fair value of net assets acquired</b>	<b>已收購資產淨值之公平值</b>	<b>66,278</b>
		<b>HK\$'000 千港元</b>
Net cash inflow from acquisition of subsidiaries:	收購附屬公司之現金流入淨額：	
Cash and deposits in subsidiaries acquired	已收購附屬公司之現金及存款	12,186

自收購日期起至二零二三年十二月三十一日止，金熹集團向本集團貢獻收入約53,011,000港元及溢利淨額約8,014,000港元。

倘業務合併已於二零二三年一月一日進行，本集團截至二零二三年十二月三十一日止六個月之收入應增加約18,435,000港元，而溢利淨額應減少8,454,000港元。備考資料僅供說明，不一定代表於二零二三年一月一日完成收購金熹集團後本集團實際應取得之收入及經營業績之指標，亦不擬作未來業績之預測。

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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

## 49. ACQUISITION OF SUBSIDIARIES (Continued)

## (b) Acquisition of Bendura Wealth

In November 2023, the Group acquired the entire interest of Bendura Wealth at the fair value of net assets acquired at the acquisition date, a company licensed to conduct Type 1 (dealing in securities), Type 2 (dealing in futures contracts), Type 4 (advising on securities), Type 6 (advising on corporate finance) and Type 9 (asset management) regulated activity under the Securities and Futures Ordinance (the “SFO”). Following the acquisition, the Group obtained the control over Bendura Wealth through the Company’s right to nominate majority members of Bendura Wealth’s board of directors, and Challenge Capital became a subsidiary of the Company.

The fair values of the identifiable assets and liabilities arising from the acquisition of Bendura Wealth as at the date of acquisition are as follow:

		Fair value 公平值 HK\$’000 千港元
Cash and deposits	現金及存款	19,375
Property, plant and equipment	物業、廠房及設備	18
Trade receivables	應收賬款	1,257
Other assets	其他資產	279
Trade payables	應付賬款	(16,847)
Other liabilities	其他負債	(149)
<b>Fair value of net assets acquired</b>	<b>已收購資產淨值之公平值</b>	<b>3,933</b>

## 49. 收購附屬公司 (續)

## (b) 收購富地財富

於二零二三年十一月，本集團以收購日期已收購資產淨值之公平值收購富地財富之全部權益，該公司為一間根據證券及期貨條例（「證券及期貨條例」）獲發牌進行第1類（證券交易）、第2類（期貨合約交易）、第4類（就證券提供意見）、第6類（就機構融資提供意見）及第9類（提供資產管理）受規管活動的公司。於收購後，本集團透過本公司提名富地財富董事會大多數成員之權利取得富地財富之控制權，而富地財富成為本公司之附屬公司。

收購富地財富所產生之可識別資產及負債於收購日期之公平值如下：

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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

#### 49. ACQUISITION OF SUBSIDIARIES (Continued)

##### (b) Acquisition of Bendura Wealth (Continued)

	HK\$'000 千港元
Net cash inflow from acquisition of a subsidiary:	
Cash and deposits acquired in a subsidiary acquired	19,375
Less: Purchase consideration settled in cash	(3,933)
	15,442

Bendura Wealth contributed revenue of approximately HK\$45,000 and net loss of approximately HK\$474,000 to the Group from the date of acquisition to 31 December 2023.

Had the business combination taken place on 1 January 2023, revenue of the Group for the year ended 31 December 2023 would have been increased by approximately HK\$53,000 and net profit would have decreased by HK\$3,145,000. The pro-forma information is for illustrative purposes only and is not necessarily an indication of revenue and results of the operations of the Group that actually would have been achieved had the acquisition of Bendura Wealth been completed on 1 January 2023 nor are they intended to be a projection of future results.

#### 49. 收購附屬公司 (續)

##### (b) 收購富地財富 (續)

自收購日期起至二零二三年十二月三十一日止，富地財富向本集團貢獻收入約45,000港元及虧損淨額約474,000港元。

倘業務合併已於二零二三年一月一日進行，本集團截至二零二三年十二月三十一日止年度之收入應增加約53,000港元，而溢利淨額應減少3,145,000港元。備考資料僅供說明，不一定代表於二零二三年一月一日完成收購富地財富後本集團實際應取得之收入及經營業績之指標，亦不擬作未來業績之預測。

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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

## 50. TRANSACTIONS WITH NON-CONTROLLING INTERESTS

## (a) Deemed acquisition of additional equity interests in Bendura Group in 2023

- (i) In January 2023, Bendura Group repurchased 22 equity shares of Bendura Bank AG (“Bendura Bank”) at cost CHF19,174 (equivalent to HK\$163,000). Following the repurchase, the Company’s effective equity interest in Bendura Group increased by 0.01%. The Group recognised a decrease in non-controlling interests of HK\$102,000 and a decrease in equity attributable to owners of the Company of HK\$61,000.
- (ii) In February 2023, Bendura Group repurchased 11 equity shares of Bendura Bank at cost CHF9,587 (equivalent to HK\$80,000). Following the repurchase, the Company’s effective equity interest in Bendura Group increased. The Group recognised a decrease in non-controlling interests of HK\$51,000 and a decrease in equity attributable to owners of the Company of HK\$29,000.
- (iii) In March 2023, Bendura Group repurchased 8 equity shares of Bendura Bank at cost CHF6,972 (equivalent to HK\$60,000). Following the repurchase, the Company’s effective equity interest in Bendura Group increased. The Group recognised a decrease in non-controlling interest of HK\$38,000 and a decrease in equity attributable to owners of the Company of HK\$22,000.
- (iv) In April 2023, Bendura Group repurchased 3,700 equity shares of Bendura Bank at cost CHF3,370,000 (equivalent to HK\$29,578,000). Following the repurchase, the Company’s effective equity interest in Bendura Group increased by 1.97%. The Group recognised a decrease in non-controlling interests of HK\$17,753,000 and a decrease in equity attributable to owners of the Company of HK\$11,825,000.

## 50. 與非控股權益之交易

## (a) 視為於二零二三年收購富地集團之額外股權

- (i) 於二零二三年一月，富地集團以成本19,174瑞士法郎（相當於163,000港元）購回22股富地銀行股份有限公司（「富地銀行」）權益股。購回後，本公司於富地集團之實際股權增加0.01%。本集團確認非控股權益減少102,000港元及本公司擁有人應佔權益減少61,000港元。
- (ii) 於二零二三年二月，富地集團以成本9,587瑞士法郎（相當於80,000港元）購回11股富地銀行權益股。購回後，本公司於富地集團之實際股權增加。本集團確認非控股權益減少51,000港元及本公司擁有人應佔權益減少29,000港元。
- (iii) 於二零二三年三月，富地集團以成本6,972瑞士法郎（相當於60,000港元）購回8股富地銀行權益股。購回後，本公司於富地集團之實際股權增加。本集團確認非控股權益減少38,000港元及本公司擁有人應佔權益減少22,000港元。
- (iv) 於二零二三年四月，富地集團以成本3,370,000瑞士法郎（相當於29,578,000港元）購回3,700股富地銀行權益股。購回後，本公司於富地集團之實際股權增加1.97%。本集團確認非控股權益減少17,753,000港元及本公司擁有人應佔權益減少11,825,000港元。

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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

#### 50. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

##### (a) Deemed acquisition of additional interest in Bendura Group in 2023 (Continued)

- (v) In May 2023, Bendura Group repurchased 100 equity shares of Bendura Bank at cost CHF91,000 (equivalent to HK\$784,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.05%. The Group recognised a decrease in non-controlling interests of HK\$492,000 and a decrease in equity attributable to owners of the Company of HK\$292,000.
  
- (vi) In June 2023, Bendura Group repurchased 17 equity shares of Bendura Bank at cost CHF15,000 (equivalent to HK\$135,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.01%. The Group recognised a decrease in non-controlling interests of HK\$85,000 and a decrease in equity attributable to owners of the Company of HK\$50,000.
  
- (vii) In June 2023, Bendura Group repurchased 10 equity shares of Bendura Bank at cost CHF9,000 (equivalent to HK\$76,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.01%. The Group recognised a decrease in non-controlling interests of HK\$50,000 and a decrease in equity attributable to owners of the Company of HK\$26,000.
  
- (viii) In August 2023, Bendura Group repurchased 38 equity shares of Bendura Bank at cost CHF35,000 (equivalent to HK\$308,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.02%. The Group recognised a decrease in non-controlling interests of HK\$198,000 and a decrease in equity attributable to owners of the Company of HK\$110,000.

#### 50. 與非控股權益之交易 (續)

##### (a) 視為於二零二三年收購富地集團之額外股權 (續)

- (v) 於二零二三年五月，富地集團以成本91,000瑞士法郎（相當於784,000港元）購回100股富地銀行權益股。購回後，本公司於富地集團之實際股權增加0.05%。本集團確認非控股權益減少492,000港元及本公司擁有人應佔權益減少292,000港元。
  
- (vi) 於二零二三年六月，富地集團以成本15,000瑞士法郎（相當於135,000港元）購回17股富地銀行權益股。購回後，本公司於富地集團之實際股權增加0.01%。本集團確認非控股權益減少85,000港元及本公司擁有人應佔權益減少50,000港元。
  
- (vii) 於二零二三年六月，富地集團以成本9,000瑞士法郎（相當於76,000港元）購回10股富地銀行權益股。購回後，本公司於富地集團之實際股權增加0.01%。本集團確認非控股權益減少50,000港元及本公司擁有人應佔權益減少26,000港元。
  
- (viii) 於二零二三年八月，富地集團以成本35,000瑞士法郎（相當於308,000港元）購回38股富地銀行權益股。購回後，本公司於富地集團之實際股權增加0.02%。本集團確認非控股權益減少198,000港元及本公司擁有人應佔權益減少110,000港元。

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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

## 50. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

## (a) Deemed acquisition of additional equity interests in Bendura Group in 2023 (continued)

(ix) In September 2023, Bendura Group repurchased 52 equity shares of Bendura Bank at cost CHF47,000 (equivalent to HK\$405,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.03%. The Group recognised a decrease in non-controlling interests of HK\$264,000 and a decrease in equity attributable to owners of the Company of HK\$141,000.

(x) In October 2023, Bendura Group repurchased 25 equity shares of Bendura Bank at cost CHF23,000 (equivalent to HK\$197,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.01%. The Group recognised a decrease in non-controlling interests of HK\$129,000 and a decrease in equity attributable to owners of the Company of HK\$68,000.

(xi) In December 2023, Bendura Group repurchased 46 equity shares of Bendura Bank at cost CHF41,000 (equivalent to HK\$389,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.03%. The Group recognised a decrease in non-controlling interests of HK\$237,000 and a decrease in equity attributable to owners of the Company of HK\$152,000.

## 50. 與非控股權益之交易 (續)

## (a) 視為於二零二三年收購富地集團之額外股權 (續)

(ix) 於二零二三年九月，富地集團以成本47,000瑞士法郎（相當於405,000港元）購回52股富地銀行權益股。購回後，本公司於富地集團之實際股權增加0.03%。本集團確認非控股權益減少264,000港元及本公司擁有人應佔權益減少141,000港元。

(x) 於二零二三年十月，富地集團以成本23,000瑞士法郎（相當於197,000港元）購回25股富地銀行權益股。購回後，本公司於富地集團之實際股權增加0.01%。本集團確認非控股權益減少129,000港元及本公司擁有人應佔權益減少68,000港元。

(xi) 於二零二三年十二月，富地集團以成本41,000瑞士法郎（相當於389,000港元）購回46股富地銀行權益股。購回後，本公司於富地集團之實際股權增加0.03%。本集團確認非控股權益減少237,000港元及本公司擁有人應佔權益減少152,000港元。

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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

#### 50. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

##### (a) Deemed acquisition of additional equity interest in Bendura Group in 2023 (Continued)

The effect of changes in the ownership interest of Bendura Group on the equity attributable to owners of the Company during the year is summarised as below:

		2023 二零二三年											
		(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	Total
		(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元	千港元
Carrying amount of non-controlling interests acquired	已收購非控股權益之賬面值	102	51	38	17,753	492	85	50	198	264	129	237	19,399
Consideration paid for acquisition of non-controlling interests	收購非控股權益已支付之代價	(163)	(80)	(60)	(29,578)	(784)	(135)	(76)	(308)	(405)	(197)	(389)	(32,175)
Excess of consideration paid recognised within equity	於股權內確認之已支付代價之超出差額	(61)	(29)	(22)	(11,825)	(292)	(50)	(26)	(110)	(141)	(68)	(152)	(12,776)

##### (b) Deemed acquisition of additional equity interest in Bendura Group in 2022

(i) In June 2022, Bendura Group repurchased 5,650 equity shares of Bendura Bank at cash consideration CHF4,350,000 (equivalent to HK\$36,077,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 2.73%. The Group recognised a decrease in non-controlling interests of HK\$24,561,000 and a decrease in equity attributable to owners of the Company of HK\$11,516,000.

(ii) In September 2022, Bendura Group repurchased 6 equity shares of Bendura Bank at cash consideration CHF5,000 (equivalent to HK\$42,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.00%. The Group recognised a decrease in non-controlling interests of HK\$28,000 and a decrease in equity attributable to owners of the Company of HK\$14,000.

#### 50. 與非控股權益之交易 (續)

##### (a) 視為於二零二三年收購富地集團之額外股權 (續)

年內，富地集團擁有權權益之變動對本公司擁有人應佔權益之影響概述如下：

##### (b) 視為於二零二二年收購富地集團之額外股權

(i) 於二零二二年六月，富地集團以現金代價4,350,000瑞士法郎(相當於36,077,000港元)購回5,650股富地銀行權益股。購回後，本公司於富地集團之實際股權增加2.73%。本集團確認非控股權益減少24,561,000港元及本公司擁有人應佔權益減少11,516,000港元。

(ii) 於二零二二年九月，富地集團以現金代價5,000瑞士法郎(相當於42,000港元)購回6股富地銀行權益股。購回後，本公司於富地集團之實際股權增加0.00%。本集團確認非控股權益減少28,000港元及本公司擁有人應佔權益減少14,000港元。

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## 50. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

## (b) Deemed acquisition of additional equity interest in Bendura Group in 2022 (Continued)

- (iii) In November 2022, Bendura Group repurchased 16 equity shares of Bendura Bank at cash consideration CHF14,000 (equivalent to HK\$115,000). Following the repurchase, the Company's effective equity interest in Bendura Group has been increased insignificantly. The Group recognised a decrease in non-controlling interests of HK\$74,000 and a decrease in equity attributable to owners of the Company of HK\$41,000.
- (iv) In December 2022, Bendura Group repurchased 243 equity shares of Bendura Bank at cash consideration CHF217,000 (equivalent to HK\$1,776,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.13%. The Group recognised a decrease in non-controlling interests of HK\$1,105,000 and a decrease in equity attributable to owners of the Company of HK\$671,000.

The effect of changes in the ownership interest of Bendura Group on the equity attributable to owners of the Company during the year is summarised as below:

		2022 二零二二年				Total 總計
		(i) (i) HK\$'000 千港元	(ii) (ii) HK\$'000 千港元	(iii) (iii) HK\$'000 千港元	(iv) (iv) HK\$'000 千港元	HK\$'000 千港元
Carrying amount of non-controlling interests acquired	已收購非控股權益之賬面值	24,561	28	74	1,105	25,768
Consideration paid for acquisition of non-controlling interests	收購非控股權益已支付之代價	(36,077)	(42)	(115)	(1,776)	(38,010)
Excess of consideration paid recognised within equity	於股權內確認之已支付代價之超出差額	(11,516)	(14)	(41)	(671)	(12,242)

## 50. 與非控股權益之交易 (續)

## (b) 視為於二零二二年收購富地集團之額外股權 (續)

- (iii) 於二零二二年十一月，富地集團以現金代價14,000瑞士法郎（相當於115,000港元）購回16股富地銀行權益股。購回後，本公司於富地集團之實際股權輕微增加。本集團確認非控股權益減少74,000港元及本公司擁有人應佔權益減少41,000港元。
- (iv) 於二零二二年十二月，富地集團以現金代價217,000瑞士法郎（相當於1,776,000港元）購回243股富地銀行權益股。購回後，本公司於富地集團之實際股權增加0.13%。本集團確認非控股權益減少1,105,000港元及本公司擁有人應佔權益減少671,000港元。

年內，富地集團擁有權權益之變動對本公司擁有人應佔權益之影響概述如下：

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#### 50. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

##### (c) Deemed disposal of equity interest in Bendura Group without change of control in 2023

In April 2023, Bendura Group issued 630 equity shares of Bendura Bank at consideration CHF549,000 (equivalent to HK\$5,037,000). Following the issue, the Company's effective equity interest in Bendura Group decreased by 0.33%. The Group recognised an increase in non-controlling interests of HK\$3,047,000 and a decrease in equity attributable to owners of the Company of HK\$1,990,000.

The effect of changes in the ownership interest of Bendura Group on the equity attributable to owners of the Company during the year is summarised as below:

		2023 二零二三年 HK\$'000 千港元
Carrying amount of equity interests disposed	已出售股權之賬面值	(3,047)
Consideration received for disposal of equity interests	出售股權已收取之代價	5,037
Excess of consideration received recognised within equity	於股權內確認之已收取代價之超出差額	1,990

##### (d) Deemed disposal of interest in Bendura Group in 2022

In May 2022, Bendura Bank AG ("Bendura Bank") issued 918 equity shares of Bendura Bank at cash consideration CHF687,000 (equivalent to HK\$5,728,000). Following the issue, the Company's effective equity interest in Bendura Group decreased by 0.43%. The Group recognised a increase in non-controlling interest of HK\$3,949,000 and an increase in equity attributable to owners of the Company of HK\$1,779,000.

#### 50. 與非控股權益之交易 (續)

##### (c) 視為於二零二三年出售富地集團之股權(並無控制權變動)

於二零二三年四月，富地集團以代價549,000瑞士法郎(相當於5,037,000港元)發行630股富地銀行權益股。發行後，本公司於富地集團之實際股權減少0.33%。本集團確認非控股權益增加3,047,000港元及本公司擁有人應佔權益減少1,990,000港元。

年內，富地集團擁有權權益之變動對本公司擁有人應佔權益之影響概述如下：

##### (d) 視為於二零二二年出售富地集團之權益

於二零二二年五月，富地銀行股份有限公司(「富地銀行」)以現金代價687,000瑞士法郎(相當於5,728,000港元)發行918股富地銀行權益股。發行後，本公司於富地集團之實際股權減少0.43%。本集團確認非控股權益增加3,949,000港元及本公司擁有人應佔權益增加1,779,000港元。

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## 50. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

## (d) Deemed disposal of interest in Bendura Group in 2022

(Continued)

The effect of changes in the ownership interest of Bendura Group on the equity attributable to owners of the Company during the year is summarised as below:

		2022 二零二二年 HK\$'000 千港元
Carrying amount of equity interests disposed	已出售股權之賬面值	(3,949)
Consideration received for disposal of equity interests	出售股權已收取之代價	5,728
Excess of consideration received recognised within equity	於股權內確認之已收取代價之超出差額	1,779

## (e) Partial acquisition of equity interests in Bendura Bank without change of the control – 2022

(i) In June 2022, the Group acquired 550 equity shares of Bendura Bank at cash consideration CHF437,000 (equivalent to HK\$3,582,000). Upon the completion, the Company's effective equity interest in Bendura Group increased by 0.3%. The Group recognised a decrease in non-controlling interests of HK\$2,527,000 and a decrease in equity attributable to owners of the Company of HK\$1,055,000.

(ii) In August 2022, the Group acquired 8,450 equity shares of Bendura Bank at cash consideration CHF6,475,000 (equivalent to HK\$52,360,000). Upon the completion, the Company's effective equity interest in Bendura Group increased by 4.58%. The Group recognised a decrease in non-controlling interests of HK\$37,926,000 and a decrease in equity attributable to owners of the Company of HK\$14,434,000.

## 50. 與非控股權益之交易 (續)

## (d) 視為於二零二二年出售富地集團之權益 (續)

年內，富地集團擁有權權益之變動對本公司擁有人應佔權益之影響概述如下：

## (e) 部分收購富地銀行之股權 (並無控制權變動) – 二零二二年

(i) 於二零二二年六月，本集團以現金代價437,000瑞士法郎 (相當於3,582,000港元) 收購550股富地銀行權益股。完成後，本公司於富地集團之實際股權增加0.3%。本集團確認非控股權益減少2,527,000港元及本公司擁有人應佔權益減少1,055,000港元。

(ii) 於二零二二年八月，本集團以現金代價6,475,000瑞士法郎 (相當於52,360,000港元) 收購8,450股富地銀行權益股。完成後，本公司於富地集團之實際股權增加4.58%。本集團確認非控股權益減少37,926,000港元及本公司擁有人應佔權益減少14,434,000港元。

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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

#### 50. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

- (e) **Partial acquisition of equity interests in Bendura Bank without change of the control – 2022** (Continued)  
The effect of changes in the ownership interest of Bendura Group on the equity attributable to owners of the Company during the year is summarised as below:

		2022 二零二二年		Total 總計
		(i) (i)	(ii) (ii)	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Carrying amount of non-controlling interests acquired	已收購非控股權益之賬面值	2,527	37,926	40,453
Consideration paid for acquisition of non-controlling interests	收購非控股權益已支付之代價	(3,582)	(52,360)	(55,942)
Excess of consideration paid recognised within equity	於股權內確認之已支付代價之超出差額	(1,055)	(14,434)	(15,489)

- (f) **Deemed disposal of equity interests in Ernest Borel without losing of control in 2023**  
In April 2023, Ernest Borel issued 12,810,512 shares as the consideration shares for the acquisition as set out in note 49 to the consolidated financial statements. Following the issue, the Group's effective equity interest in Ernest Borel Group decreased from 62.69% to 60.47%. The Group recognised an increase in non-controlling interests of HK\$15,137,000 and an increase in equity attributable to owners of the Company of HK\$15,632,000.

#### 50. 與非控股權益之交易 (續)

- (e) **部分收購富地銀行之股權(並無控制權變動) – 二零二二年 (續)**  
年內，富地集團擁有權權益之變動對本公司擁有人應佔權益之影響概述如下：

- (f) **視為於二零二三年出售依波路之股權(並無控制權變動)**  
誠如綜合財務報表附註49所載，於二零二三年四月，依波路發行12,810,512股股份作為收購事項之代價。發行後，本公司於依波路集團之實際股權由62.69%減少至60.47%。本集團確認非控股權益增加15,137,000港元及本公司擁有人應佔權益增加15,632,000港元。

		2023 二零二三年 HK\$'000 千港元
Carrying amount of equity interests disposed	已出售股權之賬面值	(15,137)
Issuance of consideration shares as set out in note 49	附註49所載發行代價股份	30,769
Excess amount recognised within equity	於股權內確認之超出差額	15,632

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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

## 50. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

## (g) Partial disposal of equity interests in Ernest Borel without losing of control in 2023

- (i) In October 2023, the Group has completed the disposal of 1.94% equity interest of Ernest Borel Group to the Group's substantial shareholder at HK\$14,000,000. Upon the completion, the Group's effective equity interest in Ernest Borel Group decreased from 60.47% to 58.52%. The Group recognised an increase in non-controlling interests of HK\$3,699,000 and an increase in equity attributable to owners of the Company of HK\$10,301,000.
- (ii) In December 2023, the Group has completed the disposal of 1.39% equity interest of Ernest Borel Group to the Group's substantial shareholder at HK\$10,000,000. Upon the completion, the Group's effective equity interest in Ernest Borel Group decreased from 58.52% to 57.14%. The Group recognised an increase in non-controlling interests of HK\$2,756,000 and an increase in equity attributable to owners of the Company of HK\$7,244,000.

## 50. 與非控股權益之交易 (續)

## (g) 於二零二三年部分出售依波路之股權 (並無控制權變動)

- (i) 於二零二三年十月，本集團已完成以14,000,000港元向本集團主要股東出售依波路集團之1.94%股權。完成後，本集團於依波路集團之實際股權由60.47%減少至58.52%。本集團確認非控股權益增加3,699,000港元及本公司擁有人應佔權益增加10,301,000港元。
- (ii) 於二零二三年十二月，本集團已完成以10,000,000港元向本集團主要股東出售依波路集團之1.39%股權。完成後，本集團於依波路集團之實際股權由58.52%減少至57.14%。本集團確認非控股權益增加2,756,000港元及本公司擁有人應佔權益增加7,244,000港元。

		2023 二零二三年		Total 總計
		(i) (i) HK\$'000 千港元	(ii) (ii) HK\$'000 千港元	HK\$'000 千港元
Carrying amount of equity interests disposed	已出售股權之賬面值	(3,699)	(2,756)	(6,455)
Consideration received from disposal of equity interests	出售股權已收取之代價	14,000	10,000	24,000
Excess of consideration received recognised within equity	於股權內確認之已收取代價之超出差額	10,301	7,244	17,545

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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

#### 50. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

##### (h) Partial disposal of equity interests in Ernest Borel without losing of control in 2022

In July 2022, the Group has completed the disposal of 1.39% equity interest of Ernest Borel to the Group's substantial shareholder at HK\$12,000,000. Upon the completion, the Group's effective equity interest in Ernest Borel Group decreased from 64.08% to 62.69%. The Group recognised an increase in non-controlling interests of HK\$5,021,000 and an increase in equity attributable to owners of the Company of HK\$6,979,000. Details of the transaction are set out in the Company's announcement dated 12 July 2022.

#### 50. 與非控股權益之交易 (續)

##### (h) 於二零二二年部分出售依波路之股權 (並無控制權變動)

於二零二二年七月，本集團已完成以12,000,000港元向本集團主要股東出售依波路之1.39%股權。完成後，本集團於依波路集團之實際股權由64.08%減少至62.69%。本集團確認非控股權益增加5,021,000港元及本公司擁有人應佔權益增加6,979,000港元。交易詳情載於本公司日期為二零二二年七月十二日之公告。

		2022 二零二二年 HK\$'000 千港元
Carrying amount of equity interests disposed	已出售股權之賬面值	(5,021)
Consideration received from disposal of equity interests	出售股權已收取之代價	12,000
Excess of consideration received recognised within equity	於股權內確認之已收取代價之超出差額	6,979

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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

## 51. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS 51. 綜合現金流量表附註

Reconciliation of liabilities arising from financing activities:

融資活動產生之負債之對賬：

		Borrowings excluding bank- overdrafts (note 36) 借貸，銀行 透支除外 (附註36) HK\$'000 千港元	Due to a shareholder (note 48.1) 應付一名 股東款項 (附註48.1) HK\$'000 千港元	Due to directors (note 48.1) 應付 董事款項 (附註48.1) HK\$'000 千港元	Due to related company (note 48.1) 應付關連 公司款項 (附註48.1) HK\$'000 千港元	Due to associates (note 48.1) 應付聯營 公司款項 (附註48.1) HK\$'000 千港元	Lease liabilities (note 38) 租賃負債 (附註38) HK\$'000 千港元
As at 1 January 2023	於二零二三年一月一日	906,225	12,000	81,515	148,000	10,000	48,886
Proceeds from new loans	新貸款所得款項	77,378	-	-	-	-	-
Repayment of borrowings	償還借貸	(322,010)	-	-	-	-	-
Advance to the Group	向本集團墊款	-	-	10,223	-	40,000	-
Repayment from the Group	本集團還款	-	(2,975)	(23,860)	-	-	-
Repayment of principal portion of the lease liabilities	償還租賃負債本金部分	-	-	-	-	-	(22,202)
Interest paid	已付利息	62,812	-	(2,404)	-	-	(2,494)
Total changes from financing cash flow	融資現金流量變動總額	(307,444)	(2,975)	(16,041)	-	40,000	(24,696)
Other changes:	其他變動：						
Interest expenses	利息開支	62,823	575	4,103	7,400	847	2,494
Transfer to accruals	轉撥至應計費用	-	(575)	(2,699)	(7,400)	(847)	-
Additions	添置	-	-	-	-	-	768
Lease modification	租賃修改	-	-	-	-	-	22,532
Acquisition of subsidiaries	收購附屬公司	7,088	-	-	-	-	372
Exchange adjustments	匯兌調整	(29,014)	-	(106)	-	-	(1,330)
As at 31 December 2023	於二零二三年 十二月三十一日	639,678	9,025	66,772	148,000	50,000	49,026

## 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

### 51. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)      51. 綜合現金流量表附註 (續)

		Borrowings excluding bank- overdrafts (note 36) 借貸，銀行 透支除外 (附註36) HK\$'000 千港元	Due to a shareholder (note 48.1) 應付一名 股東款項 (附註48.1) HK\$'000 千港元	Due to directors (note 48.1) 應付 董事款項 (附註48.1) HK\$'000 千港元	Due to related company (note 48.1) 應付關連 公司款項 (附註48.1) HK\$'000 千港元	Due to associates (note 48.1) 應付聯營 公司款項 (附註48.1) HK\$'000 千港元	Lease liabilities (note 38) 租賃負債 (附註38) HK\$'000 千港元
<b>As at 1 January 2022</b>	於二零二二年一月一日	1,118,330	12,000	73,515	88,000	10,000	77,228
Proceeds from new loans	新貸款所得款項	419,857	-	-	-	-	-
Repayment of borrowings	償還借貸	(600,279)	-	-	-	-	-
Advance to the Group	向本集團墊款	-	-	8,000	60,000	36,900	-
Repayment from the Group	本集團還款	-	-	-	-	(36,900)	-
Repayment of principal portion of the lease liabilities	償還租賃負債本金部分	-	-	-	-	-	(26,734)
Interest paid	已付利息	(55,975)	-	-	-	(1,518)	(2,705)
<b>Total changes from financing cash flow</b>	<b>融資現金流量變動總額</b>	<b>(236,397)</b>	<b>-</b>	<b>8,000</b>	<b>60,000</b>	<b>(1,518)</b>	<b>(29,439)</b>
Other changes:	其他變動：						
Interest expenses	利息開支	55,975	600	2,798	6,436	2,018	2,705
Transfer to accruals	轉撥至應計費用	-	(600)	(2,798)	(6,436)	(500)	-
Lease modification	租賃修改	-	-	-	-	-	1,242
Disposal of subsidiaries	出售附屬公司	-	-	-	-	-	(1,426)
Exchange adjustments	匯兌調整	(31,683)	-	-	-	-	(1,424)
<b>As at 31 December 2022</b>	於二零二二年 十二月三十一日	<b>906,225</b>	<b>12,000</b>	<b>81,515</b>	<b>148,000</b>	<b>10,000</b>	<b>48,886</b>

## 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

## 52. FINANCIAL GUARANTEES AND CREDIT CARD COMMITMENTS

## 52. 財務擔保及信用卡承擔

## 52.1 Financial guarantees

## 52.1 財務擔保

	2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Banking facilities granted to an associate 授予一間聯營公司之銀行融資	55,000	55,000

At 31 December 2023, the Group had provided a corporate guarantee in respect of a banking facility of up to HK\$55,000,000 (2022: HK\$55,000,000) granted to an associate. The corporate guarantee is ending on the expiry of the term of the revolving loan facility.

於二零二三年十二月三十一日，本集團就一間聯營公司獲授最多55,000,000港元（二零二二年：55,000,000港元）之銀行融資提供公司擔保。公司擔保於循環貸款融資期限屆滿時終止。

In the opinion of the directors, it is unlikely that a claim will be made against the Group and no cash outflow under the financial guarantee contract. The directors have assessed and considered the financial impact arising from the above guarantee is insignificant.

董事認為，根據財務擔保合約對本集團作出申索之機會甚微，且並無現金流出。董事已評估並認為上述擔保產生之財務影響並不重大。

## 52.2 Credit card commitments

## 52.2 信用卡承擔

As 31 December 2023, the Group had credit card commitments of approximately HK\$92,977,000 (2022: approximately HK\$100,137,000) given to third parties. Credit card commitments represents the undrawn amount of credit card limits. In the opinion of the directors, those credit commitments are given with collateral and financial impact arising from the undrawn amount of credit card limits is insignificant.

於二零二三年十二月三十一日，本集團擁有授予第三方之信用卡承擔約92,977,000港元（二零二二年：約100,137,000港元）。信用卡承擔指信用卡額度之未提取金額。董事認為，該等信貸承擔是以抵押品之形式所提供，未提取之信用卡額度所產生之財務影響微乎其微。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

### 綜合財務報表附註

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#### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group has various financial assets and financial liabilities such as trading portfolio investments, derivative financial assets, cash and deposits, due from banks and clients, trade receivables, financial assets at fair value through other comprehensive income, financial assets at fair value through profit or loss, other financial assets at amortised cost, other assets, derivative financial liabilities, due to banks and clients, trade payables, borrowings, financial liabilities at fair value through profit or loss, due to a shareholder, due to directors, lease liabilities and other liabilities, which arise directly from its operations. The main risks arising from the Group's financial instruments are interest rate risk, foreign currency risk, credit risk, liquidity risk, fair value risk and equity price risk.

It is not the Group's policy to actively engage in the trading of financial instruments for speculative purposes. Its treasury department works under the policies approved by the directors and identifies ways to access financial markets and monitors the Group's financial risk exposures. Regular reports are provided to the directors. The board has reviewed and agreed policies periodically for managing each of these risks and they are summarised below.

#### 53. 財務風險管理目標及政策

本集團有直接源自業務之多項金融資產及金融負債，例如交易組合投資、衍生金融資產、現金及存款、應收銀行及客戶款項、應收賬款、按公平值計入其他全面收入之金融資產、按公平值計入溢利或虧損之金融資產、按攤銷成本列賬之其他金融資產、其他資產、衍生金融負債、按公平值計入溢利或虧損之金融負債、應付銀行及客戶款項、應付賬款、借貸、按公平值計入溢利或虧損之金融負債、應付一名股東款項、應付董事款項、租賃負債及其他負債。本集團金融工具所產生主要風險為利率風險、外匯風險、信貸風險、流動資金風險、公平值風險及股本價格風險。

本集團之政策並非就投機目的積極買賣金融工具。其庫務部門根據經董事批准之政策行事，並確定涉足金融市場之方法及監察本集團所面對財務風險，並定期向董事提供報告。董事會定期檢討及協定管理上述各項風險之政策，有關政策概述如下。

## 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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

## 53.1 Summary of financial assets and financial liabilities by category

The carrying amounts of the Group's financial assets and financial liabilities as recognised at 31 December 2023 and 2022 are categorised as follows:

## 53.1 金融資產及金融負債分類概要

於二零二三年及二零二二年十二月三十一日確認之本集團金融資產及金融負債賬面值分類如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Financial assets</b>	<b>金融資產</b>		
Financial assets at fair value:	按公平值列賬之金融資產：		
– Due from banks (note 18)	– 應收銀行款項 (附註18)	130,989	208,223
– Trading portfolio investments	– 交易組合投資	27,558	28,093
– Derivative financial assets	– 衍生金融資產	5,136	2,888
– Financial assets at fair value through profit or loss	– 按公平值計入溢利或虧損之金融資產	32,410	–
		196,093	239,204
Financial assets at amortised cost:	按攤銷成本列賬之金融資產：		
– Cash and deposits	– 現金及存款	3,761,431	4,314,638
– Due from clients	– 應收客戶款項	2,877,929	2,678,772
– Due from banks	– 應收銀行款項	2,091,979	1,721,417
– Trade receivables	– 應收賬款	442,941	336,640
– Other financial assets at amortised cost	– 按攤銷成本列賬之其他金融資產	1,878,805	1,571,725
– Other assets	– 其他資產	225,157	174,780
		11,278,242	10,797,972
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	285,627	296,080
		11,759,962	11,333,256
<b>Financial liabilities</b>	<b>金融負債</b>		
Financial liabilities at fair value:	按公平值列賬之金融負債：		
– Due to clients (note 33)	– 應付客戶款項 (附註33)	131,180	208,435
– Derivative financial liabilities	– 衍生金融負債	49,318	12,622
– Financial liabilities at fair value through profit or loss	– 按公平值計入溢利或虧損之金融負債	44,905	–
		225,403	221,057
Financial liabilities measured at amortised cost:	按攤銷成本計量之金融負債：		
– Due to banks	– 應付銀行款項	–	1,099
– Due to clients	– 應付客戶款項	10,024,131	9,779,243
– Trade payables	– 應付賬款	207,230	198,994
– Borrowings	– 借貸	681,254	958,135
– Lease liabilities	– 租賃負債	49,026	48,886
– Due to a shareholder	– 應付一名股東款項	9,025	12,000
– Due to directors	– 應付董事款項	66,772	81,515
– Other liabilities	– 其他負債	672,946	495,678
		11,710,384	11,575,550
		11,935,787	11,796,607

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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

### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### 53.2 Interest rate risk

Interest rate risk relates to the risk that the fair value or cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group's interest rate risk arises primarily from borrowings and bank deposits. Borrowings and bank deposits bearing variable rates and fixed rates expose the Group to cash flow interest rate risk and fair value interest rate risk respectively. The interest rate and repayment terms of the borrowings outstanding at the end of the reporting period are disclosed in note 36.

The Group's exposure to the risk of changes in market interest rates relates primarily to the Group's borrowings and bank deposits with a floating interest rate.

#### Sensitivity Analysis

At 31 December 2023, it is estimated that a general increase/decrease of 50 basis points in interest rates, with all other variables held constant, would increase/decrease the Group's profit after income tax and retained profits by approximately HK\$19,920,000 (2022: decrease/increase the Group's loss after income tax and increase/decrease the Group's retained profits by approximately HK\$15,592,000). The assumed changes have no impact on the Group's other components of equity.

The sensitivity analysis above has been determined assuming that the change in interest rates had occurred at the end of reporting period. The assumed changes in interest rates are considered to be reasonably possible changes on observation of current market conditions and represent management's assessment of a reasonably possible change in interest rates over the next twelve month period.

The calculation is based on a change in average market interest rates for each period, and the financial instruments held at each reporting date that are sensitive to changes in interest rates. All other variable are held constant. The sensitivity analysis for the year ended 31 December 2023 has been prepared on the same basis.

### 53. 財務風險管理目標及政策 (續)

#### 53.2 利率風險

利率風險與金融工具之公平值或現金流量因市場利率變動而波動之風險有關。本集團之利率風險主要源自借貸及銀行存款。本集團分別因按浮息及定息計息之借貸及銀行存款面對現金流量利率風險及公平值利率風險。於報告期末尚未償還借貸之利率及償還條款於附註36披露。

本集團所面對市場利率變動風險主要與本集團按浮息計息之借貸及銀行存款有關。

#### 敏感度分析

於二零二三年十二月三十一日，假設所有其他因素維持不變，估計假如利率整體上調／下調50個基點，將導致本集團之除所得稅後溢利及保留溢利增加／減少約19,920,000港元（二零二二年：本集團之除所得稅後虧損減少／增加及保留溢利增加／減少約15,592,000港元）。所假設變動對本集團權益內其他項目並無影響。

上述敏感度分析乃假設利率於報告期末出現變動。利率之假設變動乃經觀察現行市況後被視為合理可能出現之變動，並為管理層對未來十二個月期間利率之合理可能變動之評估。

計算乃依據各期間市場平均利率變動及於各報告日期所持對利率變動敏感度高之金融工具作出。所有其他因素保持不變。截至二零二三年十二月三十一日止年度之敏感度分析乃按相同基準編製。

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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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

## 53.3 Foreign currency risk

Foreign currency risk refers to the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Group mainly operates in Hong Kong, Switzerland, United Kingdom, Liechtenstein and the PRC with most of the transactions denominated and settled in HK\$, US\$, Euro, CHF, GBP and RMB. The Group's exposure to foreign currency risk primarily arise from certain financial instruments including financial assets at fair value through other comprehensive income, other assets, cash and deposits, due from clients and banks, trading portfolio investments, derivative financial assets, other financial assets at amortised cost, due to clients, derivative financial liabilities, other liabilities and borrowings which are denominated in US\$, Euro, CHF, GBP and RMB. The management continuously monitors the foreign exchange exposure.

The following table summarises the Group's major financial assets and financial liabilities denominated in currencies other than the functional currencies of the respective group companies as at 31 December 2023 and 2022.

## 53. 財務風險管理目標及政策 (續)

## 53.3 外匯風險

外匯風險指金融工具之公平值或未來現金流量因匯率變動而波動之風險。本集團主要於香港、瑞士、英國、列支敦士登及中國經營，大部分交易以港元、美元、歐元、瑞士法郎、英鎊及人民幣列值及結算。本集團面對之外匯風險主要源自若干以美元、歐元、瑞士法郎、英鎊及人民幣列值之金融工具，包括按公平值計入其他全面收入之金融資產、其他資產、現金及存款、應收客戶及銀行款項、交易組合投資、衍生金融資產、按攤銷成本列賬之其他金融資產、應付客戶款項、衍生金融負債、其他負債及借貸。管理層一直監察外匯風險。

下表概述於二零二三年及二零二二年十二月三十一日本集團以有關集團公司各自功能貨幣以外之貨幣列值之主要金融資產及金融負債。

		Expressed in HK\$'000 以千港元呈列		
		US\$ 美元	Euro 歐元	RMB 人民幣
<b>As at 31 December 2023</b>	<b>於二零二三年 十二月三十一日</b>			
Cash and deposits	現金及存款	1,344	564,547	28,676
Due from clients	應收客戶款項	128,140	1,494,918	–
Due from banks	應收銀行款項	1,307,975	388,225	–
Trading portfolio investments	交易組合投資	8,876	–	–
Derivative financial assets	衍生金融資產	2,423	–	–
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	–	–	25,342
Financial assets at amortised cost	按攤銷成本列賬之金融資產	1,076,303	461,882	–
Other assets	其他資產	11,917	11,885	–
Due to clients	應付客戶款項	(5,319,632)	(3,360,879)	–
Derivative financial liabilities	衍生金融負債	(48,747)	(571)	–
Other liabilities	其他負債	(48,807)	(1,160)	–
<b>Overall net exposure</b>	<b>整體風險淨額</b>	<b>(2,880,208)</b>	<b>(441,153)</b>	<b>54,018</b>

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## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

### 53.3 Foreign currency risk (Continued)

### 53.3 外匯風險 (續)

		Expressed in HK\$'000 以千港元呈列		
		US\$ 美元	Euro 歐元	RMB 人民幣
<b>As at 31 December 2022</b>	<b>於二零二二年 十二月三十一日</b>			
Cash and deposits	現金及存款	953	1,299,791	–
Due from clients	應收客戶款項	72,305	1,537,043	–
Due from banks	應收銀行款項	711,333	534,246	–
Trading portfolio investments	交易組合投資	8,882	–	–
Derivative financial assets	衍生金融資產	727	1,577	–
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	–	–	32,124
Financial assets at amortised cost	按攤銷成本列賬之金融資產	356,428	1,036,041	–
Other assets	其他資產	10,656	3,857	–
Due to clients	應付客戶款項	(3,614,922)	(4,176,339)	–
Derivative financial liabilities	衍生金融負債	(8,233)	–	–
Other liabilities	其他負債	(61)	(1,917)	–
<b>Overall net exposure</b>	<b>整體風險淨額</b>	<b>(2,461,932)</b>	<b>234,299</b>	<b>32,124</b>

The following table indicates the approximate change in the Group's loss/profit for the year and fair value through other comprehensive income reserve (due to the change in fair value of the financial assets at fair value through other comprehensive income) in response to reasonably possible changes in the foreign exchange rates to which the Group has significant exposure at the end of reporting period. The sensitivity analysis includes balances between Group companies where the denomination of the balances is in a currency other than the functional currencies of the lender or the borrower. A positive number below indicates increase in profit (2022: a decrease in loss) and increase in fair value through other comprehensive income reserve where the underlying functional currency weakens against the relevant foreign currency. For a strengthening of the underlying functional currency against the relevant foreign currency, there would be an equal and opposite impact on the profit/loss and fair value through other comprehensive income, and the balances below would be negative.

下表顯示本集團(因按公平值計入其他全面收入之金融資產之公平值變動)就本集團於報告期末有重大風險之外匯匯率之合理可能變動所作出之本年度虧損/溢利及按公平值計入其他全面收入儲備之概約變動。敏感度分析包括本集團公司間之結餘,結餘以非貸款人或借款人之功能貨幣之貨幣列值。以下正數表示相關功能貨幣兌有關外幣貶值情況下,溢利增加(二零二二年:虧損減少)及按公平值計入其他全面收入儲備增加。倘相關功能貨幣兌有關外幣升值,則對溢利/虧損及按公平值計入其他全面收入有相等及相反影響,而以下結餘將為負數。

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## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

## 53.3 Foreign currency risk (Continued)

## 53.3 外匯風險 (續)

		2023 二零二三年			2022 二零二二年		
		Change in foreign exchange rates	Effect on profit for the year	Effect on fair value through other comprehensive income reserve 對按公平值 計入其他 全面收入儲備 之影響	Change in foreign exchange rates	Effect on loss for the year	Effect on fair value through other comprehensive income reserve 對按公平值 計入其他 全面收入儲備 之影響
		匯率變動	對本年度 溢利之影響 HK\$'000 千港元	全面收入儲備 之影響 HK\$'000 千港元	匯率變動	對本年度 虧損之影響 HK\$'000 千港元	全面收入儲備 之影響 HK\$'000 千港元
US\$	美元	+5%	(144,010)	–	+5%	123,097	–
		-5%	144,010	–	-5%	(123,097)	–
Euro	歐元	+5%	(22,058)	–	+5%	(11,715)	–
		-5%	22,058	–	-5%	11,715	–
RMB	人民幣	+5%	1,434	1,267	+5%	(98)	1,606
		-5%	(1,434)	(1,267)	-5%	98	(1,606)

The stated changes represent management's assessment of reasonably possible changes in foreign exchange rates over the period until the next annual reporting date. In this respect, it is assumed that there is no significant exposure expected on financial assets and liabilities denominated in US\$ for Group companies whose functional currency is HK\$ since HK\$ are pegged to USD. Results of the analysis as presented in the above table represent an aggregation of the effects on each of the group entities' profit for the year and equity measured in the respective functional currencies, translated into HK\$ at the exchange rate ruling at the end of reporting period for presentation purposes. The analysis is performed on the same basis for 2022.

列示之變動代表管理層對外匯匯率於直至下一年度報告日期止期間之合理可能變動之評估。就此而言，由於港元與美元掛鈎，故已假設功能貨幣為港元之本集團公司以美元所計值之金融資產及負債不會承擔任何重大風險。上表呈列之分析結果，代表對各集團實體本年度溢利及股本（以各自功能貨幣計量及按報告期末規定作呈列用途之匯率換算為港元）之總體影響。二零二二年進行之分析採用相同基準。

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### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### 53.4 Credit risk

Credit risk refers to the risk that the counterparty to a financial instrument would fail to discharge its obligation under the terms of the financial instruments and cause a financial loss to the Group.

The Group considers the probability of default upon initial recognition of assets and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Group compares the risk of a default occurring on the assets as at the reporting date with the risk of default as at the date of initial recognition.

It considers available reasonable and supportive forward looking information. Especially the following indicators are incorporated:

- external credit rating (as far as available)
- actual or expected significant adverse changes in business, financial or economic conditions that are expected to cause a significant change to the counterparty's ability to meet its obligations
- actual or expected significant changes in the operating results of the counterparty
- significant expected changes in the performance and behaviour of the counterparty, including changes in the payment status of counterparties in the group and changes in the operating results of the counterparty

A default on a financial asset is when the counterparty fails to make contractual payments when they fall due.

Financial assets are written off when there is no reasonable expectation of recovery.

The assessment of credit risk and the estimation of ECL are unbiased and probability-weighted, and incorporate all available information that is relevant to the assessment including information about past events, current conditions and reasonable and supportable forecasts of future events and economic conditions at the reporting date. In addition, the estimation of ECL should take into account the time value of money.

### 53. 財務風險管理目標及政策 (續)

#### 53.4 信貸風險

信貸風險指金融工具之交易對手未能按金融工具之條款履行其責任，並導致本集團錄得財務虧損之風險。

本集團於初步確認資產時考慮違約或然率及於各報告期內持續考慮信貸風險有否大幅增加。為評估信貸風險有否大幅增加，本集團將於報告日期資產發生違約之風險與於初步確認日期之違約風險作比較。

本集團考慮可得之合理及有理據前瞻性資料，特別包括下列指標：

- 外部信貸評級 (如適用)
- 預期會導致交易對手履行責任之能力發生重大變動之業務、財務或經濟狀況之實際或預期重大不利變動
- 交易對手經營業績之實際或預期重大變動
- 交易對手之表現及行為出現重大預期變動，包括集團內交易對手之付款狀況變動及交易對手經營業績之變動

倘交易對手未能於合約付款到期時支付，則屬金融資產違約。

倘無合理預期可收回款項時，則撇銷金融資產。

評估信貸風險及估計預期信貸虧損採用公正及概率加權方式，並計入所有與評估相關之可得資料，包括有關過往事件之資料、現行狀況、有關未來事件之合理及有理據預測以及報告日期之經濟狀況。此外，預期信貸虧損估計應計及貨幣時間價值。

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#### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### 53.4 Credit risk (Continued)

The credit risk of the Group is primarily attributable to the cash and deposit, due from clients and banks, trade receivables, other financial assets at amortised cost and other assets.

The credit risk of the cash and deposit is limited because the majority of the counterparties are banks with good reputation. No impairment had been provided under 12-month expected credit loss assessment.

The credit risk of due from clients and banks (excluding the precious metal) is determined based on the combination of the internal and external credit rating, the average debt recovery, peer review information and comparison with publically available data. The Group calculates ECL using three main components: a probability of default, a loss given default ('LGD') and the exposure at default ('EAD'). The 12-month ECL is calculated by multiplying the 12-month PD, LGD and EAD. Lifetime ECL is calculated using the lifetime PD instead. The 12-month and lifetime PDs represent the probability of default occurring over the next 12 months and the remaining maturity of the instrument respectively. The EAD represents the expected balance at default, taking into account the repayment of principal and interest from the reporting date to the default event together with any expected drawdowns of committed facilities. The LGD represents expected losses on the EAD given the event of default, taking into account, among other attributes, the mitigating effect of collateral value at the time it is expected to be realised and the time value of money. Expected credit losses for due from banks and clients of HK\$7,591,000 has been recognised (2022: HK\$711,000) under expected credit loss assessment for the year ended 31 December 2023.

The balance of due from clients also subject to concentration risk which the ten largest single exposures encompass HK\$1,121,053,000 (2022: HK\$1,106,318,000), which are related to due from clients of the banking business as of 31 December 2023.

#### 53. 財務風險管理目標及政策 (續)

##### 53.4 信貸風險 (續)

本集團之信貸風險主要產生自現金及存款、應收客戶及銀行款項、應收賬款、按攤銷成本列賬之其他金融資產以及其他資產。

由於大部分交易對手為信譽良好之銀行，現金及存款之信貸風險有限。概無根據12個月預期信貸虧損評估計提減值撥備。

應收客戶及銀行款項(不包括貴金屬)信貸風險乃結合內部及外部信貸評級、平均債務收款、同行檢討資料及與公開資料比較而釐定。本集團以三個主要組成部分計算預期信貸虧損：違約或然率、違約損失率(「違約損失率」)及違約風險承擔(「違約風險承擔」)。12個月預期信貸虧損乃將12個月違約或然率與違約損失率及違約風險承擔相乘而計算。全期預期信貸虧損則使用全期違約或然率計算。12個月及全期違約或然率分別指未來12個月及工具剩餘年內發生違約之概率。違約風險承擔指預期違約結餘，並經計及報告日期至違約事件期間之本金及利息還款及承諾融資的任何預期提取額。違約損失率指出現違約事件時違約風險承擔之預期虧損，並經計及(包括其他特性)預期變現抵押品價值時之緩和影響及貨幣時間價值。截至二零二三年十二月三十一日止年度，根據預期信貸虧損評估確認應收銀行及客戶款項的預期信貸虧損7,591,000港元(二零二二年：711,000港元)。

應收客戶款項結餘亦面對集中風險，十大單一風險包括於二零二三年十二月三十一日之1,121,053,000港元(二零二二年：1,106,318,000港元)，乃與應收銀行業務客戶賬款相關。

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#### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### 53.4 Credit risk (Continued)

The Group adopts the “ECL model” on its debt instruments which are classified as financial assets measured at amortised cost in accordance with the provisions of HKFRS 9. For financial assets that are included in the measurement of ECL, the Group evaluates whether the credit risks of related financial assets have increased significantly since initial recognition. The “three stage” impairment model is used to measure their loss allowances respectively to recognise ECL and their movements. The ECL assessment made by the Group is mainly reference to the internal and market credit rating information. Amount of HK\$6,024,000 (2022: reversal of impairment allowance of HK\$1,737,000) impairment allowance has been recognised after the assessment during the year.

For the trade receivables, the Group carries out regular review on these balances and follow-up action on any overdue amounts to minimise exposures to credit risk. The Group measures the lifetime expected credit losses based on the outstanding balances and historical credit loss experience adjusted to reflect the Group’s view of current and forecast economic conditions that may affect the ability of the debtors to settle receivables. Amount of HK\$10,810,000 (2022: HK\$11,770,000) impairment allowance had been provided under expected credit loss assessment which is calculated using simplified approach according to the ageing by due date.

#### 53. 財務風險管理目標及政策 (續)

##### 53.4 信貸風險 (續)

本集團對債務工具採納「預期信貸虧損模式」，根據香港財務報告準則第9號之規定，有關債務工具分類為按攤銷成本計量之金融資產。就預期信貸虧損計量涉及之金融資產而言，本集團評估相關金融資產之信貸風險自初步確認起有否大幅增加，並就確認預期信貸虧損及其變動分別使用「三階段」減值模式計量虧損撥備。本集團進行預期信貸虧損評估時，主要參照內部及市場信貸評級資料。年內，於評估後已確認減值撥備6,024,000港元(二零二二年：減值撥備撥回1,737,000港元)。

至於應收賬款，本集團定期檢討結餘及對任何逾期金額採取跟進行動，以盡量降低信貸風險。本集團根據未償還結餘及過往信貸虧損經驗計量全期預期信貸虧損，並作出調整以反映本集團對可能影響債務人償付應收款項能力之現時及預測經濟狀況的看法。根據按到期日劃分賬齡採用簡化方法計算之預期信貸虧損評估，已計提減值撥備10,810,000港元(二零二二年：11,770,000港元)。

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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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

## 53.4 Credit risk (Continued)

The loss allowance as at 31 December 2023 was determined for trade receivables arising from watches and timepieces business as follows:

		31 December 2023 二零二三年十二月三十一日			
		Expected credit loss rate – weighted average	Gross carrying amount (after excluding credit-impaired balance)	Loss allowance	Net amount
		預期信貸虧損率 — 加權平均 (%)	賬面總值 (扣除信貸 減值結餘後) HK\$'000 千港元	虧損撥備 HK\$'000 千港元	淨額 HK\$'000 千港元
Not yet pass due	尚未逾期	0.6%	199,447	(1,081)	198,366
Overdue within 90 days	逾期不超過90天	1.5%	22,762	(341)	22,421
Overdue 91 to 180 days	逾期91至180天	3.8%	90,741	(3,448)	87,293
Overdue over 180 days	逾期超過180天	8.5% to 100%	198,986	(77,332)	121,654
Total	總計		511,936	(82,202)	429,734

## 53.4 信貸風險 (續)

於二零二三年十二月三十一日釐定之鐘錶及時計產品業務應收賬款虧損撥備如下：

		31 December 2022 二零二二年十二月三十一日			
		Expected credit loss rate – weighted average	Gross carrying amount (after excluding credit-impaired balance)	Loss allowance	Net amount
		預期信貸虧損率 — 加權平均 (%)	賬面總值 (扣除信貸 減值結餘後) HK\$'000 千港元	虧損撥備 HK\$'000 千港元	淨額 HK\$'000 千港元
Not yet pass due	尚未逾期	0.4%	193,122	(772)	192,350
Overdue within 90 days	逾期不超過90天	1.1%	28,651	(315)	28,336
Overdue 91 to 180 days	逾期91至180天	3.1%	19,543	(606)	18,937
Overdue over 180 days	逾期超過180天	7.10% to 100%	183,675	(86,658)	97,017
Total	總計		424,991	(88,351)	336,640

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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

#### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### 53.4 Credit risk (Continued)

Other assets mainly comprise of rental deposits, dividend receivables, amounts due from an associate and related parties. Management considers rental deposits do not have significant credit risk since the deposits are refundable from landlords upon end of lease term or recoverable by the Group through using the leased property. For the remaining balance, given the short term nature of these assets, the ECL is had been provided under 12-month expected credit loss assessment given credit risk has not increase significantly since initial recognition. The management has provided an reversal of ECL provision of HK\$4,105,000 (2022: HK\$1,264,000) for the year ended 31 December 2023 after their assessment.

At the end of the reporting period, the directors of the Company have assessed the past due status of the debts under guarantee, the financial position of the debtors as well as the economic outlook of the industries in which the debtors operate, and concluded that there has not been a significant increase in the credit risk since initial recognition of the financial guarantee contract. Accordingly, the loss allowance for financial guarantee contract issued by the Group is measured at an amount equal to 12-month ECL.

In both years, the amount of loss allowance is lower than the premium less cumulative amortisation, therefore, no loss allowance was recognised in profit or loss for the financial guarantee contract.

#### 53. 財務風險管理目標及政策 (續)

##### 53.4 信貸風險 (續)

其他資產主要包括租金按金、應收股息、應收一間聯營公司及關連人士款項。管理層認為租金按金並無重大信貸風險，原因為租期結束時將可由業主退還按金或本集團將可透過使用租賃物業收回按金。就剩餘結餘而言，鑑於該等資產之短期性質，及鑑於信貸風險自初步確認以來並無大幅上升，預期信貸虧損按12個月預期信貸虧損評估計提撥備。管理層經評核後已就截至二零二三年十二月三十一日止年度計提預期信貸虧損撥備撥回4,105,000港元(二零二二年：1,264,000港元)。

於報告期末，本公司董事已評估擔保項下債務之過往逾期狀況、債務人之財務狀況以及債務人經營所在行業之經濟前景，並得出結論，自首次確認財務擔保合約以來信貸風險並無大幅上升。因此，就本集團發出財務擔保合約之虧損撥備按相當於12個月預期信貸虧損之金額計量。

於兩個年度之虧損撥備金額均低於溢價減累計攤銷，因此，並無就財務擔保合約於損益中確認任何虧損撥備。

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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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

## 53. 財務風險管理目標及政策 (續)

## 53.4 Credit risk (Continued)

## (i) Maximum credit risk exposure of the Group

The maximum exposure to credit risk (excluding cash and deposits as at the end of reporting date without taking into consideration of any collateral held or other credit enhancement) is represented by the net balance of each type of financial assets in the consolidated statement of financial position (after deducting any impairment allowance). A summary of the maximum exposure is as follows:

At 31 December 2023

## 53.4 信貸風險 (續)

## (i) 本集團之最高信貸風險

於各報告日期末，除現金及存款以外之最高信貸風險（不計及任何所持抵押品或其他信用增級）由綜合財務狀況表中各類金融資產之結餘淨值（經扣除任何減值撥備後）呈列。最高風險概要如下：

於二零二三年十二月三十一日

		Banking business	Financial business	Non-banking and financial businesses	Total
		銀行業務	金融業務	非銀行及 金融業務	總計
		HKS'000	HKS'000	HKS'000	HKS'000
		千港元	千港元	千港元	千港元
Due from clients	應收客戶款項	2,877,929	–	–	2,877,929
Due from banks	應收銀行款項	2,222,968	–	–	2,222,968
Trading portfolio investments	交易組合投資	8,876	–	18,682	27,558
Derivative financial assets	衍生金融資產	5,136	–	–	5,136
Trade receivables	應收賬款	–	13,207	429,734	442,941
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	–	–	285,627	285,627
Financial assets at fair value through profit or loss	按公平值計入溢利或虧損之金融資產	–	–	32,410	32,410
Other financial assets at amortised cost	按攤銷成本列賬之其他金融資產	1,878,805	–	–	1,878,805
Other assets	其他資產	62,237	–	162,920	225,157
		7,055,951	13,207	929,373	7,998,531
Credit card commitments, irrevocable commitment and guarantee provided	信用卡承擔、不可收回承擔及提供之擔保	140,375	–	55,000	195,375
Maximum credit risk exposure	最高信貸風險	7,196,326	13,207	984,373	8,193,906

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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

### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### 53. 財務風險管理目標及政策 (續)

#### 53.4 Credit risk (Continued)

#### 53.4 信貸風險 (續)

##### (i) Maximum credit risk exposure of the Group (Continued) At 31 December 2022

##### (i) 本集團之最高信貸風險 (續) 於二零二二年十二月三十一日

		Banking business 銀行業務 HK\$'000 千港元	Financial business 金融業務 HK\$'000 千港元	Non-banking and financial businesses 非銀行及 金融業務 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Due from clients	應收客戶款項	2,678,772	-	-	2,678,772
Due from banks	應收銀行款項	1,929,640	-	-	1,929,640
Trading portfolio investments	交易組合投資	8,882	-	19,211	28,093
Derivative financial assets	衍生金融資產	2,888	-	-	2,888
Trade receivables	應收賬款	-	-	336,640	336,640
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	-	-	296,080	296,080
Other financial assets at amortised cost	按攤銷成本列賬之其他金融資產	1,571,725	-	-	1,571,725
Other assets	其他資產	21,415	-	153,365	174,780
		6,213,322	-	805,296	7,018,618
Credit card commitments, irrevocable commitment and guarantee provided	信用卡承擔、不可收回承擔及提供之擔保	158,333	-	55,000	213,333
Maximum credit risk exposure	最高信貸風險	6,371,655	-	860,296	7,231,951

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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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

## 53.4 Credit risk (Continued)

(ii) Credit exposure by quality of assets of the banking business is as follows:

As at 31 December 2023

		AAA to AA	A+ to BBB-	BB+ or lower	No external rating	Book value of impaired loans net	Total
		AAA級至AA級	A+級至BBB-級	BB+級或更低	無外部評級	已減值貸款之賬面淨值	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Due from banks	應收銀行款項	982,881	695,287	400,217	144,583	-	2,222,968
Due from clients	應收客戶款項	-	-	-	2,869,570	8,359	2,877,929
Financial instruments	金融工具	1,084,981	793,824	-	8,876	-	1,887,681
Other assets	其他資產	39,488	7,907	-	14,842	-	62,237
Derivative financial instruments	衍生金融工具	1,705	1,836	-	1,595	-	5,136
		2,109,055	1,498,854	400,217	3,039,466	8,359	7,055,951
Credit card commitments and irrevocable commitment and guarantee provided	信用卡承擔、不可收回承擔及提供之擔保	-	-	-	140,375	-	140,375

於二零二三年十二月三十一日

## 53.4 信貸風險 (續)

(ii) 按銀行業務資產質素劃分之信貸風險如下：

於二零二三年十二月三十一日

As at 31 December 2022

		AAA to AA	A+ to BBB-	BB+ or lower	No external rating	Book value of impaired loans net	Total
		AAA級至AA級	A+級至BBB-級	BB+級或更低	無外部評級	已減值貸款之賬面淨值	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Due from banks	應收銀行款項	590,090	853,216	-	486,334	-	1,929,640
Due from clients	應收客戶款項	-	-	-	2,677,338	1,434	2,678,772
Financial instruments	金融工具	820,917	748,086	-	8,882	2,722	1,580,607
Other assets	其他資產	-	-	-	21,415	-	21,415
Derivative financial instruments	衍生金融工具	659	2,030	-	199	-	2,888
		1,411,666	1,603,332	-	3,194,168	4,156	6,213,322
Credit card commitments and irrevocable commitment and guarantee provided	信用卡承擔、不可收回承擔及提供之擔保	-	-	-	158,333	-	158,333

於二零二二年十二月三十一日

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### 53.4 Credit risk (Continued)

##### (ii) (Continued)

The above table shows the quality of assets according to the external ratings available. Financial instruments without a rating are mainly instruments for which there is no external rating available. Amounts due from clients are allocated to the category “no external rating”.

##### (iii) Credit exposure by collateral of the banking business is as follows:

As at 31 December 2023

### 53. 財務風險管理目標及政策 (續)

#### 53.4 信貸風險 (續)

##### (ii) (續)

上表列示根據已有外部評級的資產質素。無評級金融工具主要為並無外部評級之工具。應收客戶款項歸類為「無外部評級」。

##### (iii) 按銀行業務抵押品劃分之信貸風險如下：

於二零二三年十二月三十一日

		Mortgage-backed 以按揭支持 HK\$'000 千港元	Other collateral 其他抵押品 HK\$'000 千港元	No collateral 無抵押品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Due from banks	應收銀行款項	-	-	2,222,968	2,222,968
Due from clients of which mortgage loan	按揭貸款之應收客戶款項				
- Residential property	- 住宅物業	1,562,475	-	-	1,562,475
- Office and business property	- 辦公室及商用物業	147,445	-	-	147,445
- Commercial and industrial property	- 工商物業	544,223	-	-	544,223
- Other	- 其他	42,802	565,818	15,166	623,786
Financial instruments	金融工具	-	-	1,878,805	1,878,805
Trading portfolio investments	交易組合投資	-	-	8,876	8,876
Derivative financial instruments	衍生金融工具	-	-	5,136	5,136
Other assets	其他資產	-	-	62,237	62,237
		2,296,945	565,818	4,193,188	7,055,951
Credit card commitments and irrevocable commitment and guarantee provided	信用卡承擔、不可收回承擔及提供之擔保	47,714	87,965	4,696	140,375

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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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

## 53.4 Credit risk (Continued)

(iii) (Continued)

As at 31 December 2022

## 53.4 信貸風險 (續)

(iii) (續)

於二零二二年十二月三十一日

		Mortgage-backed 以按揭支持 HK\$'000 千港元	Other collateral 其他抵押品 HK\$'000 千港元	No collateral 無抵押品 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Due from banks	應收銀行款項	-	-	1,929,640	1,929,640
Due from clients of which mortgage loan	按揭貸款之應收客戶款項				
- Residential property	- 住宅物業	1,342,641	-	-	1,342,641
- Office and business property	- 辦公室及商用物業	156,801	-	-	156,801
- Commercial and industrial property	- 工商物業	521,595	-	-	521,595
- Other	- 其他	18,668	632,163	6,904	657,735
Financial instruments	金融工具	-	-	1,571,725	1,571,725
Trading portfolio investments	交易組合投資	-	-	8,882	8,882
Derivative financial instruments	衍生金融工具	-	-	2,888	2,888
Other assets	其他資產	-	-	21,415	21,415
		2,039,705	632,163	3,541,454	6,213,322
Credit card commitments and irrevocable commitment and guarantee provided	信用卡承擔、不可收回承擔及提供之擔保	58,286	95,027	5,020	158,333

The above table shows that secured lending represents constantly more than 90 per cent of the total due from clients.

上表顯示有抵押貸款持續佔應收客戶款項總額超過90%。

## 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

#### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### 53. 財務風險管理目標及政策 (續)

##### 53.4 Credit risk (Continued)

(iv) Credit risk by geographical sector of the banking business is as follows:

##### 53.4 信貸風險 (續)

(iv) 按銀行業務地區區域劃分之信貸風險如下：

As at 31 December 2023

於二零二三年十二月三十一日

		Switzerland and Liechtenstein 瑞士及 列支敦士登 HK\$'000 千港元	Europe (excluding Switzerland and Liechtenstein) 歐洲 (不包括瑞士及 列支敦士登) HK\$'000 千港元	Other 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Due from banks	應收銀行款項	1,300,288	921,217	1,463	2,222,968
Due from clients	應收客戶款項	1,045,163	1,621,263	211,503	2,877,929
Trading portfolio investments	交易組合投資	8,876	-	-	8,876
Financial instruments	金融工具	17,454	757,160	1,104,191	1,878,805
Other assets	其他資產	10,703	39,315	12,219	62,237
Derivative financial instruments	衍生金融工具	4,308	380	448	5,136
		2,386,792	3,339,335	1,329,824	7,055,951
Credit card commitments and irrevocable commitment and guarantee provided	信用卡承擔、不可收回承擔及提供之擔保	18,493	47,398	74,484	140,375
		2,405,285	3,386,733	1,404,308	7,196,326

As at 31 December 2022

於二零二二年十二月三十一日

		Switzerland and Liechtenstein 瑞士及 列支敦士登 HK\$'000 千港元	Europe (excluding Switzerland and Liechtenstein) 歐洲 (不包括瑞士及 列支敦士登) HK\$'000 千港元	Other 其他 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Due from banks	應收銀行款項	573,733	1,355,907	-	1,929,640
Due from clients	應收客戶款項	969,829	1,698,992	9,951	2,678,772
Trading portfolio investments	交易組合投資	8,882	-	-	8,882
Financial instruments	金融工具	8,320	528,597	1,034,808	1,571,725
Other assets	其他資產	18,467	2,928	20	21,415
Derivative financial instruments	衍生金融工具	1,649	1,239	-	2,888
		1,580,880	3,587,663	1,044,779	6,213,322
Credit card commitments and irrevocable commitment and guarantee provided	信用卡承擔、不可收回承擔及提供之擔保	101,258	56,685	390	158,333
		1,682,138	3,644,348	1,045,169	6,371,655

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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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

## 53.4 Credit risk (Continued)

## (iv) (Continued)

The above table shows a concentration in due from banks and clients as well as financial instruments outside Switzerland and Liechtenstein. As at 31 December 2023, outside Switzerland and Liechtenstein commitments amounted to HK\$4,799,916,000 (2022: HK\$4,689,517,000), or 67% (2022: 74%) percent of the total lending volume.

(v) Credit risk by counterparty of the banking business is as follows:

As at 31 December 2023

## 53.4 信貸風險 (續)

## (iv) (續)

上表顯示應收瑞士及列支敦士登以外銀行及客戶款項及金融工具集中。於二零二三年十二月三十一日，瑞士及列支敦士登以外承擔為4,799,916,000港元(二零二二年：4,689,517,000港元)，或總借貸量之67%(二零二二年：74%)。

(v) 按銀行業務交易對手劃分之信貸風險如下：

於二零二三年十二月三十一日

		Central banks	Banks	Public sector entities	Private and institutional investment clients	Other	Total
		中央銀行	銀行	公營實體	私人及機構投資客戶	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Due from banks	應收銀行款項	-	2,222,968	-	-	-	2,222,968
Due from clients	應收客戶款項	-	-	-	2,877,929	-	2,877,929
Trading portfolio investments	交易組合投資	-	-	-	-	8,876	8,876
Other financial assets at amortised cost	按攤銷成本列賬之其他金融資產	-	891,642	431,083	556,080	-	1,878,805
Derivative financial instruments	衍生金融工具	-	4,620	516	-	-	5,136
Other assets	其他資產	1,976	39,735	3,408	10,283	6,835	62,237
		1,976	3,158,965	435,007	3,444,292	15,711	7,055,951
Credit card commitments and irrevocable commitment and guarantee provided	信用卡承擔、不可收回承擔及提供之擔保	-	4,546	-	135,828	-	140,374

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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

### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### 53. 財務風險管理目標及政策 (續)

#### 53.4 Credit risk (Continued) (v) (Continued)

As at 31 December 2022

#### 53.4 信貸風險 (續) (v) (續)

於二零二二年十二月三十一日

		Central banks	Banks	Public sector entities	Private and institutional investment clients	Other	Total
		中央銀行	銀行	公營實體	私人及機構投資客戶	其他	總計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元	千港元
Due from banks	應收銀行款項	-	1,929,640	-	-	-	1,929,640
Due from clients	應收客戶款項	-	-	-	2,678,772	-	2,678,772
Trading portfolio investments	交易組合投資	-	-	-	-	8,882	8,882
Other financial assets at amortised cost	按攤銷成本列賬之其他金融資產	-	901,527	229,862	440,336	-	1,571,725
Derivative financial instruments	衍生金融工具	-	2,689	199	-	-	2,888
Other assets	其他資產	-	1,744	3	19,668	-	21,415
		-	2,835,600	230,064	3,138,776	8,882	6,213,322
Credit card commitments and irrevocable commitment and guarantee provided	信用卡承擔、不可收回承擔及提供之擔保	-	4,982	95,155	58,196	-	158,333

The above table shows a concentration of bank counterparties, which is managed by a limit system. This process ensures the diversification of the counterparties themselves as well as the counterparty domiciles. Financial instruments issued by corporate entities are allocated to the category “private and institutional investment clients”.

上表顯示銀行交易對手集中且由有限體系管理。該過程確保交易對手及其所屬地方分散。公司實體發行之金融工具歸類為「私人及機構投資客戶」。

#### 53.5 Offsetting

Financial assets and financial liabilities are offset and the net amount is reported in the consolidated statement of financial position when there is a legally enforceable right to offset the recognised amounts and there is an intention to settle on a net basis, or realise the asset and settle the liability simultaneously.

#### 53.5 抵銷

當有可合法執行權利抵銷已確認金額及計劃按淨額基準結清，或同時變現資產及結清負債時，金融資產與金融負債相互抵銷，且淨額於綜合財務狀況表列報。

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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

#### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### 53.6 Liquidity risk

Liquidity risk related to the risk that the Group will not be able to meet its obligation associated with its financial liabilities. The Group manages its liquidity needs by carefully monitoring scheduled debt servicing payments for long-term financial liabilities as well as cash-outflows due to day-to-day business. Liquidity needs are monitored on a day-to-day basis. Long-term liquidity needs for a 360-day lookout period are identified monthly.

The Group maintains mainly cash to meet its liquidity requirements for up to 30-day periods. Funding for long-term liquidity needs is additionally secured by an adequate amount of committed credit facilities.

As at 31 December 2023, the Group had total current bank borrowings amounted to approximately HK\$681,254,000 and cash and cash equivalents related to non-banking business of approximately HK\$61,625,000. In assessing the appropriateness of the use of the going concern basis in the preparation of the consolidated financial statements, the directors of the Company have prepared a cash flow forecast covering a period of not less than twelve months from the reporting date. The directors of the Company have given careful consideration to the future liquidity and performance of the Group and the Group's available sources of financing in assessing whether the Group will have sufficient financial resources to continue as a going concern.

The following tables show the remaining contractual maturities at the reporting date of the Group's financial liabilities, which are based on contractual undiscounted cash flow (including interest payments computed using contractual rates or, if floating, based on rates current at the reporting date) and the earliest date the Group can be required to pay. Specially, for bank borrowings which contain a repayment on demand clause which can be exercised at the bank's sole discretion, the analysis shows the cash outflow based on the earliest period in which the entity can be required to pay, that is if the lenders were to invoke their unconditional rights to call the loans with immediate effect.

#### 53. 財務風險管理目標及政策 (續)

##### 53.6 流動資金風險

流動資金風險與本集團無法履行其金融負債相關責任之風險有關。本集團透過謹慎監控長期金融負債之擬定還款期及日常業務現金流出，以管理其流動資金需求。本集團每日監察其流動資金需求。擁有360日監察期之長期流動資金需求於每月確定。

本集團主要利用現金應付其最多30日期間之流動資金需求。所需長期流動資金透過保持充足承諾信貸融資提供。

於二零二三年十二月三十一日，本集團即期銀行借貸總額約為681,254,000港元，與非銀行業務相關的現金及現金等價物約為61,625,000港元。為評估於編製綜合財務報表時採用持續經營基礎是否適當，本公司董事已編製涵蓋自報告日期起不少於十二個月期間之現金流量預測。本公司董事已審慎考慮本集團未來流動資金及表現，以及本集團可動用之融資來源，以評估本集團是否擁有足夠財務資源以持續經營。

下表顯示於報告日期本集團金融負債之剩餘合約到期日，其以合約未貼現現金流量(包括以合約利率計算之利息款項，或就浮息而言，基於報告日期之當前利率)及本集團可能須付款之最早日期為基礎。具體而言，對於包含按要求償還條款而有關條款可由銀行全權酌情行使之銀行借貸，該分析根據實體可能須付款之最早期間列示現金流出，即猶如放款人會行使其要求即時還款之無條件權利。

## 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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

### 53.6 Liquidity risk (Continued) As at 31 December 2023

### 53.6 流動資金風險 (續) 於二零二三年十二月三十一日

		Carrying amount	Total contractual undiscounted cash flow	Within 1 year or on demand	Over 1 year
		賬面值	合約未貼現現金流量總額	1年內或按 要求	超過1年
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>				
Due to clients	應付客戶款項	10,024,131	10,024,131	10,024,131	-
Trade payables	應付賬款	207,230	207,230	207,230	-
Borrowings	借貸	681,254	718,115	710,691	7,424
Lease liabilities	租賃負債	49,026	63,397	25,067	38,330
Due to directors	應付董事款項	66,772	70,111	70,111	-
Due to a shareholder	應付一名股東款項	9,025	9,476	9,476	-
Other liabilities	其他負債	672,946	672,946	672,946	-
		<b>11,710,384</b>	<b>11,765,406</b>	<b>11,719,652</b>	<b>45,754</b>
<b>Maximum contractual amount</b>	<b>最高合約金額</b>				
Financial guarantee issued	已發出財務擔保	-	55,000	-	-
Credit card commitments	信用卡承擔	-	92,977	-	-
Irrecoverable commitments	不可收回承擔	-	47,398	-	-
		-	<b>195,375</b>	-	-

## 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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

53.6 Liquidity risk (Continued)  
As at 31 December 202253.6 流動資金風險 (續)  
於二零二二年十二月三十一日

		Carrying amount 賬面值 HK\$'000 千港元	Total contractual undiscounted cash flow 合約未貼現 現金流量總額 HK\$'000 千港元		
			Within 1 year or on demand 1年內或 按要求 HK\$'000 千港元	Over 1 year 超過1年 HK\$'000 千港元	
<b>Non-derivative financial liabilities</b>	<b>非衍生金融負債</b>				
Due to banks	應付銀行款項	1,099	1,099	1,099	–
Due to clients	應付客戶款項	9,779,243	9,779,243	9,779,243	–
Trade payables	應付賬款	198,994	198,994	198,994	–
Borrowings	借貸	958,135	1,015,623	792,481	223,142
Lease liabilities	租賃負債	48,886	62,101	24,555	37,546
Due to directors	應付董事款項	81,515	85,591	85,591	–
Due to a shareholder	應付一名股東款項	12,000	12,600	12,600	–
Other liabilities	其他負債	495,678	495,678	495,678	–
		11,575,550	11,650,929	11,390,241	260,688
<b>Maximum contractual amount</b>	<b>最高合約金額</b>				
Financial guarantee issued	已發出財務擔保	–	55,000	–	–
Credit card commitments	信用卡承擔	–	100,137	–	–
Irrecoverable commitments	不可收回承擔	–	58,196	–	–
		–	213,333	–	–

Liquidity risk also arises when there is mismatch between amounts and maturity dates of financial assets and financial liabilities.

The Group manages liquidity risk by holding liquid assets (including cash and deposits, financial instruments and other assets) of appropriate quality and quantity to ensure that short term funding requirements are covered within prudent limits.

流動資金風險乃由於金融資產及金融負債之金額及到期日錯配而產生。

本集團透過持有適當質量及數量之流動性資產(包括現金及存款、金融工具及其他資產)管理流動資金風險,以確保在經審慎釐定之限額內符合短期資金需求。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS 綜合財務報表附註

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### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

#### 53.6 Liquidity risk (Continued)

The following tables indicates the analysis by remaining maturities of the Group's financial assets and liabilities:

As at 31 December 2023

		Repayable on demand 按要求償還 HK\$'000 千港元	Within 1 year 1年內 HK\$'000 千港元	More than 1 year 超過1年 HK\$'000 千港元	No maturity date 無到期日 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Total financial assets	金融資產總額	5,883,207	5,838,045	38,710	-	11,759,962
Total financial liabilities	金融負債總額	7,702,231	4,225,880	7,676	-	11,935,787
<b>Financial asset-liability gap</b>	<b>金融資產負債缺口</b>	<b>(1,819,024)</b>	<b>1,612,165</b>	<b>31,034</b>	<b>-</b>	<b>(175,825)</b>

As at 31 December 2022

		Repayable on demand 按要求償還 HK\$'000 千港元	Within 1 year 1年內 HK\$'000 千港元	More than 1 year 超過1年 HK\$'000 千港元	No maturity date 無到期日 HK\$'000 千港元	Total 總計 HK\$'000 千港元
Total financial assets	金融資產總額	6,420,695	1,744,196	3,168,365	-	11,333,256
Total financial liabilities	金融負債總額	11,485,199	304,605	6,803	-	11,796,607
<b>Financial asset-liability gap</b>	<b>金融資產負債缺口</b>	<b>(5,064,504)</b>	<b>1,439,591</b>	<b>3,161,562</b>	<b>-</b>	<b>(463,351)</b>

As the financial instruments such as trading portfolio investments may be sold before maturity or due to banks and clients may mature without being withdrawn, the contractual maturity dates do not represent expected dates of future cash flows.

#### 53.6 流動資金風險 (續)

下表列示本集團按餘下到期日計算金融資產及負債之分析：

於二零二三年十二月三十一日

於二零二二年十二月三十一日

由於金融工具如交易組合投資可能於到期前出售或應付銀行及客戶款項可能在不被提取之情況下到期，合約到期日並非代表未來現金流量之預計日期。

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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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

## 53.6 Liquidity risk (Continued)

The below table summarises the maturity analysis of borrowings with a repayment on demand clause based on agreed scheduled repayments set out in the loan agreements. The amounts included interest payments computed using contractual rates. As a result, these amounts were greater than the amount disclosed in the “Within one year and on demand” time band in the maturity analysis above.

The maturity analysis of bank borrowings is shown as below:

	Carrying amount	Total contractual undiscounted cash flow 合約未貼現 現金流量總額	Within 1 year or on demand 1年內或 按要求	Over 1 year	Over 2 years
				but within 2 years 超過1年 但於2年內	
	賬面值 HK\$'000 千港元	現金流量總額 HK\$'000 千港元	1年內或 按要求 HK\$'000 千港元	超過1年 但於2年內 HK\$'000 千港元	超過2年 HK\$'000 千港元
As at 31 December 2023 於二零二三年十二月三十一日	342,820	362,823	362,823	-	-
As at 31 December 2022 於二零二二年十二月三十一日	496,350	532,731	188,662	344,069	-

## 53. 財務風險管理目標及政策 (續)

## 53.6 流動資金風險 (續)

下表概述根據貸款協議所載協定擬定還款期須按要求償還條款之借貸之到期日分析。有關金額包括以合約利率計算之利息款項。因此，該等金額大於上文到期日分析之「一年內或按要求」時間範圍所披露之金額。

銀行借貸到期日分析如下：

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### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### 53.7 Fair value risk

The fair value of the Group's current financial assets and liabilities are not materially different from their carrying amounts because of the immediate or short-term maturity. The fair values of non-current financial assets and liabilities were not disclosed because the carrying values were not materially different from their fair values.

#### 53.8 Equity price risk

Equity price risk related to the risk that the fair values or future cash flows of a financial instrument will fluctuate because of change in market price (other than changes in interest rate and foreign exchange rate). The Group is exposed to equity price changes arising from equity investments classified as trading portfolio investments and financial assets at fair value through other comprehensive income.

Decisions to buy or sell trading portfolio investments are based on daily monitoring of the performance of individual securities and other industry indicators, as well as the Group's liquidity needs. Financial assets at fair value through other comprehensive income are based on their longer term growth potential and are monitored regularly for performance against expectations.

The following table indicates the approximate change in the Group's profit/(loss) after income tax and consolidated equity in response to reasonably possible changes in the share prices of the listed investments classified as trading portfolio investments and financial assets at fair value through other comprehensive income to which the Group has significant exposure at the reporting date. The analysis is performed on the same basis for 2022.

### 53. 財務風險管理目標及政策 (續)

#### 53.7 公平值風險

由於本集團流動金融資產及負債即時或於短期內到期，故其公平值與賬面值並無重大差異。由於非流動金融資產及負債之賬面值與公平值並無重大差異，故不披露其公平值。

#### 53.8 股本價格風險

股本價格風險與金融工具之公平值或未來現金流量因市價變動而波動(利率及外匯匯率變動除外)之風險有關。本集團須面對來自分類為交易組合投資及按公平值計入其他全面收入之金融資產之股本投資之股本價格變動風險。

買賣交易組合投資決定按每日監察個別證券之表現及其他行業指標以及本集團之流動資金需要作出。按公平值計入其他全面收入之金融資產以較長期間之增長潛力為基準，並定期監察投資表現是否符合預期。

下表顯示分類為交易組合投資之上市投資股價及本集團於報告日期所持面對重大風險之按公平值計入其他全面收入之金融資產之合理可能變動，對本集團之除所得稅後溢利／(虧損)及綜合權益之概約變動。二零二二年進行之分析採用相同基準。

## NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

## 綜合財務報表附註

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## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

## 53.8 Equity price risk (Continued)

## 53.8 股本價格風險 (續)

		2023 二零二三年		2022 二零二二年	
		Effect on profit after tax and retained profits 對除稅後溢利 及保留溢利 之影響 HK\$'000 千港元	Effect on fair value through other comprehensive income reserve 對按公平值計入 其他全面收入 儲備之影響 HK\$'000 千港元	Effect on loss after tax and retained profits 對除稅後虧損 及保留溢利 之影響 HK\$'000 千港元	Effect on fair value through other comprehensive income reserve 對按公平值計入 其他全面收入 儲備之影響 HK\$'000 千港元
<b>Trading portfolio investments:</b>	<b>交易組合投資：</b>				
Increase in share prices of the listed investments by 30% (2022: 30%)	上市投資之股價上升30% (二零二二年：30%)	189	-	(311)	-
Decrease in share prices of the listed investments by 30% (2022: 30%)	上市投資之股價下跌30% (二零二二年：30%)	(189)	-	311	-
<b>Financial assets at fair value through other comprehensive income:</b>	<b>按公平值計入其他全面收入之金融資產：</b>				
Increase in share price of the listed investment by 30% (2022: 30%)	上市投資之股價上升30% (二零二二年：30%)	-	85,688	-	88,824
Decrease in share price of the listed investment by 30% (2022: 30%)	上市投資之股價下跌30% (二零二二年：30%)	-	(85,688)	-	(88,824)

## 53.9 Operational risks

Operational risk is the risk of losses due to faulty internal processes, procedures and systems, inappropriate behaviour by employees, or external influences. The definition includes all legal risks as well as reputational risks. However, it excludes strategic risks. The ongoing monitoring of operational risk is, whenever possible, embedded in the operational processes. Separation of functions and a dual control principle are crucial elements in monitoring. The directors oversee the management of operational risk based on standardised reporting and ad hoc information.

## 53.9 營運風險

營運風險指由於不完善之內部流程、程序及制度、員工行為不當或外部影響而造成損失之風險。其定義包括所有法律風險以及聲譽風險，然而並不包括戰略風險。每當可行，營運過程中均會持續監察營運風險。職能分隔和雙重控制原則是營運風險監控之關鍵因素。董事基於標準化報告及即時資料監察營運風險管理。

## 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

### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### 53.9 Operational risks (Continued)

##### Capital management

The Group's capital management objectives are:

- (i) To safeguard the Group's ability to continue as a going concern, so that it continues to provide returns and benefits for stakeholders;
- (ii) To support the Group's stability and growth; and
- (iii) To provide capital for the purpose of potential mergers and acquisitions.

The Group sets the amount of equity capital in proportion to its overall financing structure. 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. To maintain or adjust the capital structure, the Group may adjust the amount dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debts.

The capital-to-overall financing ratio at reporting date was as follows:

### 53. 財務風險管理目標及政策 (續)

#### 53.9 營運風險 (續)

##### 資本管理

本集團之資本管理目標為：

- (i) 確保本集團能夠持續經營，以繼續為持份者提供回報及利益；
- (ii) 支持本集團穩定增長；及
- (iii) 為潛在合併及收購提供資金。

本集團根據其整體財務結構之比例釐定股本資金。本集團管理資本結構，並因應經濟狀況轉變及相關資產之風險特徵作出調整。為維持或調整資本結構，本集團或會調整向股東支付之股息金額、股東資本回報、發行新股份或出售資產減債。

於報告日期，資本佔整體融資比率如下：

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
<b>Capital</b>	<b>資本</b>		
Total equity	權益總額	4,365,294	4,178,861
<b>Overall financing</b>	<b>整體融資</b>		
Borrowings	借貸	681,254	958,135
Due to a shareholder	應付一名股東款項	9,025	12,000
Due to directors	應付董事款項	66,772	81,515
Due to an associate	應付一間聯營公司款項	50,000	10,000
Due to a related company	應付一間關連公司款項	148,000	148,000
		955,051	1,209,650
Capital-to-overall financing ratio	資本佔整體融資比率	4.57	3.45

## 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

### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

#### 53.9 Operational risks (Continued)

##### Capital adequacy of Bendura Group

Starting February 1, 2015, the calculation of regulatory capital incorporates the capital requirements following the Capital Requirements Regulation (EU) No. 575/2013 (Capital Requirements Regulation – CRR) and the Capital Requirements Directive No. 2013/36/EU (CRD 4) as implemented into Liechtenstein law. The minimum capital requirement is 8% of risk weighted assets which consists at least of 4.5% common equity tier 1 (CET 1) capital, 1.5% additional tier 1 capital and 2% tier 2 capital. In addition, the Bendura Group has to fulfill 2.5% buffer requirements (capital conservation buffer). The buffer requirement must be fulfilled with CET 1 capital.

Capital ratios measure capital adequacy by comparing the Bendura Group's eligible capital with balance sheet assets, off-balance sheet commitments and market positions at weighted amounts to reflect their relative risk. Assets are weighted according to broad categories of notional risk, first being multiplied by a conversion factor and then being assigned a risk weighting according to the amount of capital deemed to be necessary for them. Off-balance sheet commitments and default risk positions are also multiplied and risk-weighted. Market risk is calculated with the standard approach.

All results are based on the full application of the final CRR and CRD 4 framework in the European Union and thus without consideration of applicable transitional rules. The Bendura Group has complied with all externally imposed capital requirements as at 31 December 2023 and 2022.

#### 53.10 Fair value measurements recognised in the consolidated statement of financial position

The fair values of the Group's financial assets and financial liabilities are determined as follows:

- the fair values of listed equity investments, precious metal classified under due from banks and due to clients, trading portfolio investments, financial asset at fair value through other comprehensive income are determined by reference to their quoted market prices at the reporting date in active markets and have been translated using the spot foreign currency rates at the end of the reporting periods where appropriate.

### 53. 財務風險管理目標及政策 (續)

#### 53.9 營運風險 (續)

##### 富地集團資本充足

自二零一五年二月一日起，隨著列支敦士登法律納入資本要求法規（歐盟）（資本要求法規—CRR）第575/2013號及資本規定指令第2013/36/EU號（CRD 4），監管資本之計算包含資本要求。最低資本要求為風險加權資產之8%，其中至少包括4.5%核心一級資本（核心一級資本）、1.5%額外一級資本及2%二級資本。此外，富地集團須滿足2.5%之緩衝要求（資本儲備緩衝）。緩衝要求必須以核心一級資本達成。

資本充足率以資本比率衡量，方法為將富地集團之合格資本與資產負債表中資產、資產負債表外承擔及按加權金額計算之市場持倉比較，以反映其相對風險。資產根據大範圍名義風險加權，先乘以一個轉換因素，再根據被視為對其必要之資金數額分配加權風險。資產負債表外承擔及違約風險狀況亦會作出乘數及被分配加權風險。市場風險以標準方法計算。

所有結果基於全面遵守歐盟最終版CRR及CRD 4框架而得出，因此未考慮適用過渡規定。富地集團於二零二三年及二零二二年十二月三十一日已全面遵守外部施加之資本要求。

#### 53.10 於綜合財務狀況表確認之公平值計量

本集團金融資產及金融負債之公平值按以下情況釐定：

- 分類至應收銀行款項及應付客戶款項、交易組合投資、按公平值計入其他全面收入之金融資產之上市股本投資、貴金屬之公平值經參考其於報告日期於活躍市場上之買入市價釐定，並已按報告期末之即期匯率換算（如適用）。

## 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

### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### 53. 財務風險管理目標及政策 (續)

#### 53.10 Fair value measurements recognised in the consolidated statement of financial position (Continued)

- the fair value of unlisted investment fund units under trading portfolio investments is determined by reference to valuation statements provided by the fund administrators and have been translated using the spot foreign currency rates at the end of the reporting periods where appropriate.
- the fair value of certain equity investments under financial assets at fair value through other comprehensive income is determined based on the fair value of their underlying net assets.
- the fair values of unlisted debt instruments classified under trading portfolio investments have been determined using significant inputs, which are market observable, directly or indirectly.
- the fair values of derivative financial assets and liabilities classified at level 2 are marked to market using the foreign exchange forward rates ruling at the end of each reporting periods.
- the fair value of unlisted investment in insurance policy is determined based on amount value as stated in cash surrender value statement issued by insurer.
- the fair value of unlisted financial product investments is determined based on the latest transaction price.

#### 53.10 於綜合財務狀況表確認之公平值計量 (續)

- 交易組合投資的非上市投資基金單位的公平值參考基金管理人提供之估值報表釐定，並已按報告期末之即期匯率換算(如適用)。
- 按公平值計入其他全面收入之金融資產之若干股本投資之公平值按相關資產淨值之公平值釐定。
- 分類至交易組合投資之非上市債務工具之公平值乃直接或間接使用市場可觀察之重大輸入數值釐定。
- 分類為第二級之衍生金融資產及負債之公平值乃以各個報告期末當前遠期匯率按市值計價。
- 未上市保單投資之公平值乃按保險公司出具現金退保單所示之金額而釐定。
- 非上市金融產品投資之公平值乃基於最新交易價格釐定。

## 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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

### 53.10 Fair value measurements recognised in the consolidated statement of financial position (Continued)

- the fair value of financial assets at fair value through profit or loss as set out in note 21 is determined by the directors of the Company with reference to actual result of Gold Vantage Group for the year ended 31 December 2023.
- the fair values of financial liabilities at fair value through profit or loss as set out in note 21 is determined by the directors of the Company with reference to forecast results of Gold Vantage Group for the years ending 31 December 2024 and 2025.

HKFRS 13 introduced a three-level hierarchy for fair value measurement disclosures and additional disclosures about the relative reliability of fair value measurements.

The hierarchy groups financial assets and financial liabilities into three levels based on the relative reliability of significant inputs used in measuring the fair value of these financial assets and financial liabilities. The fair value hierarchy has the following levels:

- Level 1: unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2: observable direct and indirect inputs other than quoted prices included within Level 1; and
- Level 3: unobservable inputs are inputs for which market data are not available.

## 53. 財務風險管理目標及政策 (續)

### 53.10 於綜合財務狀況表確認之公平值計量 (續)

- 附註21所載按公平值計入溢利或虧損之金融資產之公平值乃由本公司董事參考金熹集團截至二零二三年十二月三十一日止年度之實際業績釐定。
- 附註21所載按公平值計入溢利或虧損之金融負債之公平值乃由本公司董事參考金熹集團截至二零二四年及二零二五年十二月三十一日止年度之預測業績釐定。

香港財務報告準則第13號就公平值計量披露及有關公平值計量之相對可靠性之額外披露引入三個公平值層級。

金融資產及金融負債根據用於計量金融資產及金融負債之公平值之重大輸入數值之相對可靠性分為三個層級。公平值層級有以下層級：

- 第一級：相同資產或負債於活躍市場之報價(未經調整)；
- 第二級：直接或間接可觀察之輸入數值(不包括第一級報價)；及
- 第三級：無法觀察之輸入數值乃並無市場數據之輸入數值。

## 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

### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

#### 53.10 Fair value measurements recognised in the consolidated statement of financial position (Continued)

The financial assets and financial liabilities measured at fair value in the consolidated statement of financial position are grouped into the fair value hierarchy as follows:

#### 53.10 於綜合財務狀況表確認之公平值計量 (續)

綜合財務狀況表以公平值計量之金融資產及金融負債分為以下公平值層級：

		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
<b>2023</b>	<b>二零二三年</b>				
<b>Assets</b>					
Due from bank – precious metal	應收銀行款項—貴金屬	–	130,989	–	130,989
Trading portfolio investments	交易組合投資	629	18,053	8,876	27,558
Financial assets at fair value through profit or loss	按公平值計入溢利或虧損之金融資產	–	–	32,410	32,410
Derivative financial assets	衍生金融資產	–	5,136	–	5,136
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	280,096	5,531	–	285,627
		280,725	159,709	41,286	481,720
<b>Liabilities</b>					
Due to clients – precious metal	應付客戶款項—貴金屬	–	131,180	–	131,180
Derivative financial liabilities	衍生金融負債	–	49,318	–	49,318
Financial liabilities at fair value through profit or loss	按公平值計入溢利或虧損之金融負債	–	–	44,905	44,905
			180,498	44,905	225,403
		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
<b>2022</b>	<b>二零二二年</b>				
<b>Assets</b>					
Due from bank – precious metal	應收銀行款項—貴金屬	–	208,223	–	208,223
Trading portfolio investments	交易組合投資	1,037	18,174	8,882	28,093
Derivative financial assets	衍生金融資產	–	2,888	–	2,888
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	290,404	5,676	–	296,080
		291,441	243,961	8,882	535,284
<b>Liabilities</b>					
Due to clients – precious metal	應付客戶款項—貴金屬	–	208,435	–	208,435
Derivative financial liabilities	衍生金融負債	–	12,622	–	12,622
		–	221,057	–	221,057

## 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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

## 53. 財務風險管理目標及政策 (續)

## 53.10 Fair value measurements recognised in the consolidated statement of financial position (Continued)

There have been no significant transfers between Levels 1 and 2 in the reporting period.

The level in the fair value hierarchy within which the financial assets and financial liabilities are categorised in its entirety is based on the lowest level of input that is significant to the fair value measurement.

The methods and valuation techniques used for the purpose of measuring fair value are unchanged compared to the previous reporting periods.

The fair value of unlisted investment funds classified as trading securities is Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below.

## 53.10 於綜合財務狀況表確認之公平值計量 (續)

於報告期內，第一級及第二級之間並無重大轉撥。

金融資產及金融負債整體所歸入之公平值層級級別，乃基於對公平值計量屬重大之最低層次輸入數值劃分。

計量公平值所用方法及評估方式與以往報告期間無異。

分類為買賣證券的非上市投資基金的公平值屬第三級經常性公平值計量。期初及期末公平值結餘的對賬載列如下。

		2023 二零二三年 HK\$'000 千港元	2022 二零二二年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	期初結餘 (第三級經常性公平值)	8,882	9,558
Fair value change during the year	年內公平值變動	(829)	(552)
Exchange realignment	匯兌調整	823	(124)
Closing balance (Level 3 recurring fair value)	年末結餘 (第三級經常性公平值)	8,876	8,882

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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

#### 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

##### 53.10 Fair value measurements recognised in the consolidated statement of financial position (Continued)

The fair value of 2023 Profit Compensation classified as financial assets at fair value through profit or loss is Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below.

		2023 二零二三年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	期初結餘 (第三級經常性公平值)	–
Addition arising from the acquisition (note 49(a))	收購產生之添置 (附註49(a))	(11,590)
Fair value change during the year	年內公平值變動	44,000
Closing balance (Level 3 recurring fair value)	年末結餘 (第三級經常性公平值)	32,410

One of the key significant unobservable inputs to determine the fair value of financial assets at fair value through profit or loss is the actual result of Gold Vantage Group for the year ended 31 December 2023.

A worse actual financial result of Gold Vantage for the year ended 31 December 2023 would result in increase in the fair value of financial assets at fair value through profit or loss, and vice versa.

The fair values of 2024 Profit Compensation classified as financial liabilities at fair value through profit or loss is Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below.

		2023 二零二三年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	期初結餘 (第三級經常性公平值)	–
Addition arising from the acquisition (note 49(a))	收購產生之添置 (附註49(a))	(35,463)
Fair value change during the year	年內公平值變動	8,871
Closing balance (Level 3 recurring fair value)	年末結餘 (第三級經常性公平值)	(26,592)

#### 53. 財務風險管理目標及政策 (續)

##### 53.10 於綜合財務狀況表確認之公平值計量 (續)

分類為按公平值計入溢利或虧損之金融資產之二零二三年溢利補償公平值屬第三級經常性公平值計量。期初及期末公平值結餘的對賬載列如下。

釐定按公平值計入溢利或虧損之金融資產之公平值之關鍵重大不可觀察輸入數值之一為金熹集團截至二零二三年十二月三十一日止年度之實際業績。

金熹集團截至二零二三年十二月三十一日止年度之實際業績較差，將導致按公平值計入溢利或虧損之金融資產之公平值增加，反之亦然。

分類為按公平值計入溢利或虧損之金融資產之二零二四年溢利補償公平值屬第三級經常性公平值計量。期初及期末公平值結餘的對賬載列如下。

## 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

## 53. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 53. 財務風險管理目標及政策 (續)

## 53.10 Fair value measurements recognised in the consolidated statement of financial position (Continued)

The fair values of 2025 Profit Compensation classified as financial liabilities at fair value through profit or loss is Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below.

		2023 二零二三年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	期初結餘 (第三級經常性公平值)	–
Addition arising from the acquisition (note 49(a))	收購產生之添置 (附註49(a))	<b>(30,634)</b>
Fair value change during the year	年內公平值變動	<b>12,321</b>
Closing balance (Level 3 recurring fair value)	年末結餘 (第三級經常性公平值)	<b>(18,313)</b>

One of the key significant unobservable inputs to determine the fair value of derivative financial assets is the forecast result of Gold Vantage Group for the years ending 31 December 2024 and 2025.

A better forecast financial result of Gold Vantage for the years ending 31 December 2024 and 2025 would result in increase in the fair value of derivative financial liabilities, and vice versa.

## 53.10 於綜合財務狀況表確認之公平值計量 (續)

分類為按公平值計入溢利或虧損之金融負債之二零二五年溢利補償公平值屬第三級經常性公平值計量。期初及期末公平值結餘的對賬載列如下。

釐定衍生金融資產之公平值之關鍵重大不可觀察輸入數值之一為金熹集團截至二零二四年及二零二五年十二月三十一日止年度之預測業績。

金熹集團截至二零二四年及二零二五年十二月三十一日止年度之預測業績較好，將導致衍生金融負債之公平值增加，反之亦然。

## 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

#### 54. STATEMENT OF FINANCIAL POSITION

#### 54. 財務狀況表

	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
<b>ASSETS AND LIABILITIES</b>			
<b>Non-current assets</b>	<b>資產及負債 非流動資產</b>		
Property, plant and equipment	物業、廠房及設備	14,272	27,889
Interests in subsidiaries	所佔附屬公司權益	1,979,271	2,065,075
Financial assets at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	220,299	223,348
Interest in associates	所佔聯營公司權益	6,606	6,606
		<b>2,220,448</b>	<b>2,322,918</b>
<b>Current assets</b>	<b>流動資產</b>		
Other assets	其他資產	22,152	22,368
Trading portfolio investments	交易組合投資	291	325
Cash and deposits	現金及存款	1,836	4,316
		<b>24,279</b>	<b>27,009</b>
<b>Current liabilities</b>	<b>流動負債</b>		
Other liabilities	其他負債	50,018	75,477
Borrowings	借貸	377,569	537,850
Lease liabilities	租賃負債	15,090	-
Due to associates	應付聯營公司款項	50,000	10,000
Due to directors	應付董事款項	59,802	60,941
Due to fellow subsidiaries	應付同系附屬公司款項	229,208	229,208
Due to a related company	應付一間關連公司款項	148,000	148,000
Due to a shareholder	應付一名股東款項	9,025	12,000
		<b>938,712</b>	<b>1,073,476</b>
<b>Net current liabilities</b>	<b>流動負債淨值</b>	<b>(914,433)</b>	<b>(1,046,467)</b>
<b>Total assets less current liabilities</b>	<b>總資產減流動負債</b>	<b>1,306,015</b>	<b>1,276,451</b>
<b>Non-current liabilities</b>	<b>非流動負債</b>		
Lease liabilities	租賃負債	-	28,849
		-	28,849
<b>Net assets</b>	<b>資產淨值</b>	<b>1,306,015</b>	<b>1,247,602</b>
<b>EQUITY</b>	<b>權益</b>		
Share capital	股本	435,189	435,189
Reserves	儲備	870,826	812,413
<b>Total equity</b>	<b>權益總額</b>	<b>1,306,015</b>	<b>1,247,602</b>

The statement of financial position of the Company was approved and authorised for issue by the board of directors of the Company on 27 March 2024 and are signed on its behalf by:

本公司財務狀況表於二零二四年三月二十七日獲本公司董事會批准及授權刊發，並由以下董事代表簽署：

**Hon Kwok Lung**  
韓國龍  
Director  
董事

**Siu Chun Wa**  
蕭進華  
Director  
董事

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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

## 55. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries, each of which is a limited liability company are as follows:

## 55. 主要附屬公司資料

主要附屬公司 (均為有限公司) 詳情如下:

Name 名稱	Place of incorporation/ registration 註冊成立/註冊地點	Particulars of issued/ paid-up capital 已發行/繳足股本詳情	Effective percentage of equity interest held by the Company 本公司所持股權之實際百分比		Principal activities and principal place of business 主要業務及主要營業地點
			2023 二零二三年	2022 二零二二年	
<i>Directly held:</i> 直接持有:					
Qingapen Limited 晴嘉投資有限公司	Hong Kong 香港	HK\$2 2港元	100%	100%	Property investment, PRC 於中國投資物業
China Haidian Commercial Network Services Limited 中國海澱商業網絡服務有限公司	Hong Kong 香港	HK\$2 2港元	100%	100%	Property investment, PRC 於中國投資物業
Haidian-Creation International Limited	British Virgin Islands ("BVI") 英屬處女群島 (「英屬處女群島」)	US\$1 1美元	100%	100%	Investment holding, Hong Kong 於香港投資控股
Sure Best Management Limited 港益管理有限公司	Hong Kong 香港	HK\$1 1港元	100%	100%	Investment holding,, Hong Kong 於香港投資控股
Jia Cheng Investment Limited 佳城投資有限公司	BVI 英屬處女群島	US\$1 1美元	100%	100%	Investment holding, Hong Kong 於香港投資控股
Citychamp Watch and Jewellery Swiss Co AG	Switzerland 瑞士	CHF100,000 100,000 瑞士法郎	100%	100%	Issuance of bonds, Switzerland 於瑞士發行債券
Bendura Bank AG 富地銀行股份有限公司	Liechtenstein 列支敦士登	CHF20,000,000 20,000,000 瑞士法郎	98.69%	96.87%	Assets management, accepting client deposits, making investment and granting loans, Liechtenstein 於列支敦士登管理資產、接受 客戶存款、投資及批出貸款

## 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

#### 55. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

#### 55. 主要附屬公司資料 (續)

Name 名稱	Place of incorporation/ registration 註冊成立/註冊地點	Particulars of issued/ paid-up capital 已發行/繳足股本詳情	Effective percentage of equity interest held by the Company 本公司所持股權之實際百分比		Principal activities and principal place of business 主要業務及主要營業地點
			2023 二零二三年	2022 二零二二年	
<i>Indirectly held:</i> 間接持有：					
EBOHR Luxuries International Co., Limited (note a) 依波精品(深圳)有限公司(附註a)	PRC 中國	HK\$116,000,000 116,000,000港元	100%	100%	Manufacture and distribution of watches and timepieces, PRC 於中國製造及分銷鐘錶及時計產品
Shenzhen EBOHR Luxuries Online E-commerce Company Limited (note b) 深圳市依波精品在線電子商務 有限公司(附註b)	PRC 中國	RMB19,000,000 人民幣19,000,000元	100%	100%	Distribution of watches and timepieces, PRC 於中國分銷鐘錶及時計產品
Actor Investments Limited 安達投資有限公司	Hong Kong 香港	HK\$10,000 10,000港元	100%	100%	Investment holding, Hong Kong 於香港投資控股
Zhuhai Rossini Watch Industry Limited (note d) 珠海羅西尼錶業有限公司(附註d)	PRC 中國	RMB180,000,000 人民幣180,000,000元	91%	91%	Manufacture and distribution of watches and timepieces, PRC 於中國製造及分銷鐘錶及時計產品
PAMA Precision Manufacturing Limited (note b) 深圳市帕瑪精品製造有限公司(附註b)	PRC 中國	RMB11,000,000 人民幣11,000,000元	100%	100%	Manufacture and distribution of watches and timepieces, PRC 於中國製造及分銷鐘錶及時計產品
Shenzhen Permanence Commerce Co., Limited (note b) 深圳市恒譽嘉時貿易有限公司(附註b)	PRC 中國	RMB23,000,000 人民幣23,000,000元	91%	91%	Distribution of watches and timepieces, PRC 於中國分銷鐘錶及時計產品
Zhuhai Rossini Glasses Industry Limited (note b) 珠海羅西尼眼鏡有限公司(附註b)	PRC 中國	RMB1,000,000 人民幣1,000,000元	91%	91%	Distribution of glasses, PRC 於中國分銷眼鏡

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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

## 55. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

## 55. 主要附屬公司資料 (續)

Name 名稱	Place of incorporation/ registration 註冊成立/註冊地點	Particulars of issued/ paid-up capital 已發行/繳足股本詳情	Effective percentage of equity interest held by the Company 本公司所持股權之實際百分比		Principal activities and principal place of business 主要業務及主要營業地點
			2023 二零二三年	2022 二零二二年	
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Sino Swiss Clock & Watch Technology Limited (note b)	PRC	RMB5,000,000	91%	91%	Provision of services in watch maintenance and repairment and technical advisory, PRC 於中國提供鐘錶維修及技術諮詢服務
中瑞(珠海)鐘錶技術有限公司(附註b)	中國	人民幣5,000,000元			
Eterna AG Uhrenfabrik	Switzerland 瑞士	CHF6,000,000 6,000,000瑞士法郎	100%	100%	Manufacture and distribution of watches and timepieces, Switzerland 於瑞士製造及分銷鐘錶及時計產品
Eterna Movement AG	Switzerland 瑞士	CHF1,000,000 1,000,000瑞士法郎	100%	100%	Manufacture and distribution of watches and timepieces, Switzerland 於瑞士製造及分銷鐘錶及時計產品
Guangdong Juxin Watch Co., Limited (note d)	PRC	RMB15,000,000	51%	51%	Distribution of watches and timepieces, PRC 於中國分銷鐘錶及時計產品
廣東鉅信鐘錶連鎖有限公司(附註d)	中國	人民幣15,000,000元			
Liaoning Hengjia Horologe Co., Limited (note d)	PRC	RMB25,500,000	51%	51%	Distribution of watches and timepieces, PRC 於中國分銷鐘錶及時計產品
遼寧恒嘉鐘錶有限公司(附註d)	中國	人民幣25,500,000元			
Guangzhou Five Goat Watch Co., Limited (note b)	PRC	RMB100,000,000	80.66%	74.1%	Manufacture and distribution of watches and timepieces, PRC 於中國製造及分銷鐘錶及時計產品
廣州五羊錶業有限公司(附註b)	中國	人民幣100,000,000元			

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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

#### 55. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

#### 55. 主要附屬公司資料 (續)

Name 名稱	Place of incorporation/ registration 註冊成立/註冊地點	Particulars of issued/ paid-up capital 已發行/繳足股本詳情	Effective percentage of equity interest held by the Company 本公司所持股權之實際百分比		Principal activities and principal place of business 主要業務及主要營業地點
			2023 二零二三年	2022 二零二二年	
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Eterna (Asia) Limited 綺年華(亞洲)有限公司	Hong Kong 香港	HK\$5,000,000 5,000,000 港元	70%	70%	Distribution of watches and timepieces, Hong Kong 於香港分銷鐘錶及時計產品
Centenaire Trading (Shanghai) Co., Ltd (note a) 聖坦尼爾貿易(上海)有限公司(附註a)	PRC 中國	RMB4,550,000 人民幣4,550,000元	70%	70%	Distribution of watches and timepieces, PRC 於中國分銷鐘錶及時計產品
Eterna (Beijing) International Trading Co., Ltd (note b) 綺年華(北京)國際貿易有限公司(附註b)	PRC 中國	RMB1,000,000 人民幣1,000,000元	70%	70%	Distribution of watches and timepieces, PRC 於中國分銷鐘錶及時計產品
Jilin Dayou Watch Limited (note d) 吉林大有鐘錶有限公司(附註d)	PRC 中國	RMB15,000,000 人民幣15,000,000元	51%	51%	Distribution of watches and timepieces, PRC 於中國分銷鐘錶及時計產品
Montres Corum Sàrl	Switzerland 瑞士	CHF3,000,000 3,000,000 瑞士法郎	100%	100%	Manufacture, and distribution of watches and timepieces, Switzerland 於瑞士製造及分銷鐘錶及時計產品
Montres Corum (UK) Ltd.	United Kingdom 英國	GBP3,383,424 3,383,424 英鎊	100%	100%	Distribution of watches and timepieces, United Kingdom 於英國分銷鐘錶及時計產品

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## 55. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

## 55. 主要附屬公司資料 (續)

Name 名稱	Place of incorporation/ registration 註冊成立/註冊地點	Particulars of issued/ paid-up capital 已發行/繳足股本詳情	Effective percentage of equity interest held by the Company 本公司所持股權之實際百分比		Principal activities and principal place of business 主要業務及主要營業地點
			2023 二零二三年	2022 二零二二年	
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Corum Italia SRL	Italy 意大利	EUR10,400 10,400 歐元	100%	100%	Distribution of watches and timepieces, Italy 於意大利分銷鐘錶及時計產品
Montres Corum Europe SA	Switzerland 瑞士	CHF100,000 100,000 瑞士法郎	100%	100%	Distribution of watches and timepieces, Switzerland 於瑞士分銷鐘錶及時計產品
Servicio de Importacion SA	Spain 西班牙	EUR739,000 739,000 歐元	100%	100%	Distribution of watches and timepieces, Spain 於西班牙分銷鐘錶及時計產品
Corum Deutschland GmbH	Germany 德國	EUR200,000 200,000 歐元	100%	100%	Distribution of watches and timepieces, Germany 於德國分銷鐘錶及時計產品
Corum (Hong Kong) Limited	Hong Kong 香港	HK\$1,000 1,000 港元	100%	100%	Distribution of watches and timepieces, Hong Kong 於香港分銷鐘錶及時計產品
The Dreyfuss Group Limited	United Kingdom 英國	GBP221,541 221,541 英鎊	100%	100%	Distribution of watches and timepieces, United Kingdom 於英國分銷鐘錶及時計產品

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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

### 55. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

### 55. 主要附屬公司資料 (續)

Name 名稱	Place of incorporation/ registration 註冊成立/註冊地點	Particulars of issued/ paid-up capital 已發行/繳足股本詳情	Effective percentage of equity interest held by the Company 本公司所持股權之實際百分比		Principal activities and principal place of business 主要業務及主要營業地點
			2023 二零二三年	2022 二零二二年	
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Rotary Overseas Limited	United Kingdom 英國	GBP1,000,000 1,000,000 英鎊	100%	100%	Distribution of watches and timepieces, United Kingdom 於英國分銷鐘錶及時計產品
Artemis Watch Company Limited	United Kingdom 英國	GBP100 100 英鎊	100%	100%	Distribution of watches and timepieces, United Kingdom 於英國分銷鐘錶及時計產品
Rotary Watches LLC	United States of America 美國	US\$10 10 美元	100%	100%	Distribution of watches and timepieces, United States of America 於美國分銷鐘錶及時計產品
Dreyfuss & Co SA	Switzerland 瑞士	CHF100,000 100,000 瑞士法郎	100%	100%	Manufacturing of watches and timepieces, Switzerland 於瑞士製造鐘錶及時計產品
Fabrique de Moritres Rotary S.A	Switzerland 瑞士	CHF1,000,000 100,000 瑞士法郎	100%	100%	Manufacturing and distribution of watches and timepieces, Switzerland 於瑞士製造及分銷鐘錶及時計產品
Bendura Funds Inc	Liechtenstein 列支敦士登	CHF1,500,000 1,500,000 瑞士法郎	98.69%	96.87%	Providing investment counselling, acting as technical administrator of fund units, acting as a fund management company and acting as an alternative investment fund manager, Liechtenstein 於列支敦士登提供投資諮詢、 擔任基金單位之技術管理員、 擔任基金管理公司及 擔任另類投資基金經理

## 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

## 55. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

## 55. 主要附屬公司資料 (續)

Name 名稱	Place of incorporation/ registration 註冊成立/註冊地點	Particulars of issued/ paid-up capital 已發行/繳足股本詳情	Effective percentage of equity interest held by the Company 本公司所持股權之實際百分比		Principal activities and principal place of business 主要業務及主要營業地點
			2023 二零二三年	2022 二零二二年	
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Bendura Service Gmbh	Vienna 維也納	EUR1,000,000 1,000,000 歐元	98.69%		– Providing compliance services 提供合規服務
Golden Tower Corporation Limited 金斗有限公司	Hong Kong 香港	HK\$1 1 港元	98.69%		– Provision of staff quarter 提供員工宿舍
Challenge Capital Management Limited (now known as Bendura Wealth Management (Hong Kong) Limited) 信溢投資策劃有限公司(現稱富地財富管理 (香港)有限公司)	Hong Kong 香港	HK\$41,300,000 41,300,000 港元	98.69%		– Provision of financial services, Hong Kong 於香港提供金融服務
Ernest Borel Holdings Limited 依波路控股有限公司	Cayman Islands 開曼群島	HK\$3,474,000 3,474,000 港元	57.14%	62.69%	Investment holding, Hong Kong 於香港投資控股
Boillat Les Bois S.A.	Switzerland 瑞士	CHF100,000 100,000 瑞士法郎	57.14%	62.69%	Development, manufacturing and marketing of watches, Switzerland 於瑞士開發、製造及推廣鐘錶
Ernest Borel S.A.	Switzerland 瑞士	CHF100,000 100,000 瑞士法郎	57.14%	62.69%	Manufacturing and trading of watches, Switzerland 於瑞士製造及買賣鐘錶
Ernest Borel (Far East) Company Limited 依波路(遠東)有限公司	Hong Kong 香港	HK\$20,000 20,000 港元	57.14%	62.69%	Assembling and sales of watches, Hong Kong 於香港組裝及銷售鐘錶

## 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

### 55. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

### 55. 主要附屬公司資料 (續)

Name 名稱	Place of incorporation/ registration 註冊成立/註冊地點	Particulars of issued/ paid-up capital 已發行/繳足股本詳情	Effective percentage of equity interest held by the Company 本公司所持股權之實際百分比		Principal activities and principal place of business 主要業務及主要營業地點
			2023 二零二三年	2022 二零二二年	
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Ernest Borel (Guangzhou) Trading Co., Ltd (note a) 依波路(廣州)貿易有限公司(附註a)	PRC 中國	RMB20,000,000 人民幣20,000,000元	57.14%	62.69%	Distribution and sales of watches, PRC 於中國分銷及銷售鐘錶
Ernest Borel (Hong Kong) Limited 依波路(香港)有限公司	Hong Kong 香港	HK\$1,000 1,000港元	57.14%	62.69%	Investment holding, Hong Kong 於香港投資控股
Ernest Borel Watch Company Limited	BVI 英屬處女群島	US\$100 100美元	57.14%	62.69%	Investment holding, Hong Kong 於香港投資控股
Swissmount Holdings Limited	BVI 英屬處女群島	US\$100 100美元	57.14%	62.69%	Investment holding, Hong Kong 於香港投資控股
Gold Vantage Industrial Limited 金熹實業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	57.14%	–	Investment holding 投資控股
Gold Choice Investments Limited 高彩投資有限公司	Hong Kong 香港	HK\$100 100港元	57.14%	–	Investment holding 投資控股
Dongguan Grand Chances Precision Hardware Products Co., Ltd. (note a) 東莞冠熹精密五金製品有限公司(附註a)	PRC 中國	RMB50,000,000 人民幣50,000,000元	57.14%	–	Design, development and manufacturing of stainless-steel alloy watches cases, smartwatches cases 設計、開發及製造不銹鋼合金錶殼、 智能錶殼

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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

#### 55. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

The above table lists the subsidiaries of the Company which, in the opinion of the directors, principally affected the results for the year or formed a substantial portion of the net assets of the Group. To give details of other subsidiaries would, in the opinion of the directors, result in particulars of excessive length.

None of the subsidiaries had issued any debt securities at the end of the year.

Notes:

- (a) These subsidiaries are registered as wholly foreign owned enterprises under the law of PRC.
- (b) These subsidiaries are registered as limited liability companies under the law of PRC.
- (c) This subsidiary is registered as foreign joint venture under the law of PRC.
- (d) These subsidiaries are registered as sino-foreign joint ventures under the law of PRC.

#### 55. 主要附屬公司資料 (續)

上表載列董事認為主要影響本集團本年度之業績或構成本集團資產淨值重大部分之本公司附屬公司。董事認為，詳列其他附屬公司之資料將會令有關資料過於冗長。

概無附屬公司於年末發行任何債務證券。

附註：

- (a) 該等附屬公司根據中國法律登記為外商獨資企業。
- (b) 該等附屬公司根據中國法律登記為有限公司。
- (c) 該附屬公司根據中國法律登記為外商合資企業。
- (d) 該等附屬公司根據中國法律登記為中外合資企業。

## 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

#### 55. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

#### 55. 主要附屬公司資料 (續)

Set out below are the summarised financial information for the subsidiaries that had non-controlling interests which is material to the Group, before any elimination.

下文載列於任何對銷前擁有對本集團而言屬重大之非控股權益之各附屬公司財務資料概要。

		Ernest Borel Group 依波路集團		Bendura Bank AG 富地銀行股份有限公司		Zhuhai Rossini Watch Industry Limited 珠海羅西尼錶業有限公司	
		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
<b>Summarised statement of financial position</b>	<b>財務狀況表概要</b>						
As at 31 December	於十二月三十一日						
Effective non-controlling interests percentage	實際非控股權益百分比	42.86%	37.31%	1.31%	3.13%	9%	9%
Assets	資產	656,002	491,749	11,296,032	10,964,556	1,414,956	1,203,925
Liabilities	負債	(488,210)	(343,141)	(10,350,094)	(10,092,665)	(182,501)	(210,300)
<b>Net assets</b>	<b>資產淨值</b>	<b>167,792</b>	<b>148,608</b>	<b>945,938</b>	<b>871,891</b>	<b>1,232,455</b>	<b>993,625</b>
<b>Accumulated non-controlling interests</b>	<b>累計非控股權益</b>	<b>89,409</b>	<b>54,398</b>	<b>13,003</b>	<b>22,265</b>	<b>112,482</b>	<b>90,685</b>
<b>Summarised statement of comprehensive income</b>	<b>全面收入表概要</b>						
For the year ended 31 December	截至十二月三十一日止年度						
Revenue	收益	164,994	137,367	491,794	337,520	332,445	420,509
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	17,483	(12,123)	130,934	35,767	44,135	34,014
Other comprehensive income	其他全面收入	10,310	7,086	86,413	4,222	-	-
<b>Total comprehensive income</b>	<b>全面收入總額</b>	<b>29,181</b>	<b>(4,935)</b>	<b>200,724</b>	<b>35,585</b>	<b>31,354</b>	<b>31,524</b>
<b>Profit/(loss) allocated to non-controlling interests</b>	<b>分配至非控股權益之溢利/(虧損)</b>	<b>11,859</b>	<b>(4,485)</b>	<b>2,636</b>	<b>2,399</b>	<b>2,822</b>	<b>2,837</b>
<b>Dividends paid to non-controlling interests</b>	<b>向非控股權益支付之股息</b>	<b>-</b>	<b>-</b>	<b>1,654</b>	<b>2,255</b>	<b>-</b>	<b>-</b>
<b>Summarised statement of cash flows</b>	<b>現金流量表概要</b>						
For the year ended 31 December	截至十二月三十一日止年度						
Cash flows (used in)/generated from operating activities	經營業務(所用)/產生之現金流量	(9,547)	(1,660)	(540,271)	(1,941,909)	78,746	456,998
Cash flows generated/(used in) from investing activities	投資活動產生/(所用)之現金流量	8,947	(3,238)	(8,792)	(53,752)	(39,017)	(483,783)
Cash flows generated from/(used in) financing activities	融資活動產生/(所用)之現金流量	(262)	3,022	873	(50,889)	(52,646)	(36,917)
<b>Net cash inflow/(outflow)</b>	<b>現金流入/(流出)淨額</b>	<b>(826)</b>	<b>(1,876)</b>	<b>(548,190)</b>	<b>(2,046,550)</b>	<b>(12,917)</b>	<b>10,132</b>

## FIVE YEAR FINANCIAL SUMMARY

### 五年財務資料摘要

A summary of the published results and financial position of the Group for the year ended 31 December 2023 and the last four years is set out below. This summary does not form part of the audited financial statements.

本集團截至二零二三年十二月三十一日止年度及過去四年之已刊發業績及財務狀況概要載列如下。此概要並不組成經審核財務報表之一部分。

### FINANCIAL PERFORMANCE

### 財務表現

		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
Net interest income from banking business	銀行業務之利息收入淨額	285,968	133,526	94,164	128,028	183,462
Net service fees and commission income from banking business	銀行業務之服務費及佣金收入淨額	171,919	165,363	223,370	196,994	212,561
Trading income from banking business	銀行業務之交易收入	33,907	38,631	36,197	21,702	57,230
Service fees and commission income from financial business	金融業務之服務費及佣金收入	12	949	5,900	10,721	3,195
Interest income from financial business	金融業務之利息收入	33	173	330	184	165
Sales of goods from non-banking and financial businesses	非銀行及金融業務之貨品銷售收入	1,113,945	1,248,281	1,555,114	1,405,812	2,249,737
Rental income from non-banking and financial businesses	非銀行及金融業務之租金收入	23,275	20,465	16,024	11,108	9,915
<b>Total revenue</b>	<b>總收入</b>	<b>1,629,059</b>	<b>1,607,388</b>	<b>1,931,099</b>	<b>1,774,549</b>	<b>2,716,265</b>
Cost of sales from non-banking and financial businesses	非銀行及金融業務之銷售成本	(514,001)	(604,727)	(745,224)	(647,405)	(1,004,030)
Other income and other net gains or losses	其他收入及其他收益或虧損淨額	77,255	15,916	40,881	98,333	104,393
Selling and distribution expenses	銷售及分銷費用	(376,358)	(448,443)	(535,895)	(550,428)	(817,889)
Administrative expenses	行政費用	(667,762)	(626,594)	(698,022)	(728,432)	(777,114)
Share of profit/(loss) of joint ventures	應佔合營企業溢利/(虧損)	5	(28)	(83)	(494)	(1,343)
Share of profit of associates	應佔聯營公司溢利	13,842	16,740	323	3,180	17,675
Finance costs from non-banking business	非銀行業務之財務費用	(78,242)	(70,532)	(67,351)	(82,956)	(95,320)
<b>Profit/(loss) before income tax</b>	<b>除所得稅前溢利/(虧損)</b>	<b>83,798</b>	<b>(110,280)</b>	<b>(74,272)</b>	<b>(133,653)</b>	<b>142,637</b>
Income tax expense	所得稅開支	(20,539)	(9,157)	(31,104)	(25,176)	(71,456)
<b>Profit/(loss) for the year</b>	<b>本年度溢利/(虧損)</b>	<b>63,259</b>	<b>(119,437)</b>	<b>(105,376)</b>	<b>(158,829)</b>	<b>71,181</b>

FIVE YEAR FINANCIAL SUMMARY  
五年財務資料摘要

## FINANCIAL PERFORMANCE (Continued)

## 財務表現 (續)

		Year ended 31 December 截至十二月三十一日止年度				
		2023	2022	2021	2020	2019
		二零二三年	二零二二年	二零二一年	二零二零年	二零一九年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元	千港元
<b>Other comprehensive income</b>	<b>其他全面收入</b>					
<b>Item that will not be subsequently reclassified to profit or loss</b>	<b>不會於日後重新分類至溢利或虧損之項目</b>					
- Remeasurement of net defined benefit obligations	- 重新計量定額福利責任淨額	(4,962)	30,123	42,515	3,646	2,490
- Change in fair value of financial assets at fair value through other comprehensive income	- 按公平值計入其他全面收入之金融資產公平值變動	(10,308)	(118,001)	33,127	47,933	(204,233)
		(15,270)	(87,878)	75,042	51,579	(201,743)
<b>Items that may be subsequently reclassified to profit or loss</b>	<b>可能於日後重新分類至溢利或虧損之項目</b>					
- Exchange differences on translation to presentation currency	- 換算呈列貨幣之匯兌差額	115,100	(144,540)	(9,893)	279,862	(91,282)
- Release of exchange reserve to profit or loss upon disposal of subsidiaries	- 於出售附屬公司後解除外匯儲備至溢利或虧損	-	-	(744)	(405)	-
- Share of exchange differences on translation of associates	- 應佔換算聯營公司之匯兌差額	(2,633)	(153)	188	(490)	(108)
		112,467	(144,693)	(10,449)	278,967	(91,390)
<b>Other comprehensive income for the year</b>	<b>本年度其他全面收入</b>	<b>97,197</b>	<b>(232,571)</b>	<b>65,193</b>	<b>330,546</b>	<b>(293,133)</b>
<b>Total comprehensive income for the year</b>	<b>本年度全面收入總額</b>	<b>160,456</b>	<b>(352,008)</b>	<b>(40,183)</b>	<b>171,717</b>	<b>(221,952)</b>

## FIVE YEAR FINANCIAL SUMMARY

## 五年財務資料摘要

## FINANCIAL PERFORMANCE (Continued)

## 財務表現 (續)

		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
<b>Profit/(loss) for the year attributable to:</b>	<b>以下人士應佔本年度溢利/(虧損)：</b>					
Owners of the Company	本公司擁有人	45,100	(111,051)	(100,907)	(169,233)	44,246
Non-controlling interests	非控股權益	18,159	(8,386)	(4,469)	10,404	26,935
		63,259	(119,437)	(105,376)	(158,829)	71,181
<b>Total comprehensive income for the year attributable to:</b>	<b>以下人士應佔本年度全面收入總額：</b>					
Owners of the Company	本公司擁有人	131,496	(329,347)	(35,727)	164,456	(243,713)
Non-controlling interests	非控股權益	28,960	(22,661)	(4,456)	7,261	21,761
		160,456	(352,008)	(40,183)	171,717	(221,952)

## 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	總資產	16,531,006	16,157,243	19,962,419	21,385,195	19,597,081
Total liabilities	總負債	(12,165,712)	(11,978,382)	(15,338,879)	(16,648,968)	(14,936,192)
Non-controlling interests	非控股權益	(198,594)	(166,048)	(262,407)	(317,548)	(405,817)
		4,166,700	4,012,813	4,361,133	4,418,679	4,255,072

## SCHEDULE OF PRINCIPAL INVESTMENT PROPERTIES

### 主要投資物業附表

Description	詳情	Group interest 集團權益	Use 用途	Tenure 年期
Industrial Complex including Dormitories in the Sixth Industrial Zone Houjie Town Dongguan County Guangdong Province The People's Republic of China (the "PRC")	中華人民共和國 (「中國」) 廣東省 東莞市 厚街鎮 第六工業區工廠 綜合大樓 (包括宿舍)	100%	Industrial/Residential 工業／住宅	Medium term lease 中期租約
2nd Lower Ground Level Jin Hua Building Yan He South Road Luohu District Shenzhen Guangdong Province The PRC	中國 廣東省 深圳市 羅湖區 沿河南路 錦花大廈 底下層二層	100%	Commercial 商業	Medium term lease 中期租約
Shops at Street Nos. 13, 14 and 15 New City Centre Plaza Garden Nos. 459, 461 and 463 Xiang Hua Road Zhuhai City Guangdong Province The PRC	中國 廣東省 珠海市 香華路 459、461及463號 新城市中心花園 商舖13、14及15號	100%	Commercial 商業	Medium term lease 中期租約
Office B, 7th Floor No. 78, Nanguan Road Shenhe District, Shenyang City The PRC	中國 沈陽市沈河區 南關路78號 7樓B座辦公室	100%	Commercial 商業	Short term lease 短期租約
No. 1004, Block B Xinnengyuan Building Nantai Avenue, Nanshan District Shenzhen, Guangdong Province The PRC	中國 廣東省深圳市 南山區南海大道 新能源大廈 B座1004號	100%	Commercial 商業	Long term lease 長期租約

## SCHEDULE OF PRINCIPAL INVESTMENT PROPERTIES

### 主要投資物業附表

Description	詳情	Group interest 集團權益	Use 用途	Tenure 年期
Nos. 203, 204, 205, 206, 208, Building 16, Dengliang Garden Dengliang Road, Nanshan District Shenzhen, Guangdong Province The PRC	中國 廣東省深圳市 南山區登良路 登良花園16棟 203、204、205、 206、208號	100%	Residential 住宅	Medium term lease 中期租約
Nos. 228, 229, 230, 231, 232, 233, 234, 235, 236, 237, Building A, Lifang Village Nanshan Avenue, Nanshan District Shenzhen, Guangdong Province The PRC	中國 廣東省深圳市 南山區南山大道 荔芳村A棟 228、229、230、231、 232、233、234、235、 236、237號	100%	Residential 住宅	Medium term lease 中期租約



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