



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

2024
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*)
SHI Tao
SIT Lai Hei
HON Hau Wong
Teguh HALIM

Independent Non-executive Directors

KWONG Chun Wai, Michael
KAM, Eddie Shing Cheuk

AUDIT COMMITTEE

KAM, Eddie Shing Cheuk (*Committee Chairman*)
KWONG Chun Wai, Michael

REMUNERATION COMMITTEE

KAM, Eddie Shing Cheuk (*Committee Chairman*)
HON Kwok Lung
SIU Chun Wa
KWONG Chun Wai, Michael

NOMINATION COMMITTEE

HON Kwok Lung (*Committee Chairman*)
SIU Chun Wa
KWONG Chun Wai, Michael
KAM, Eddie Shing Cheuk

RISK MANAGEMENT COMMITTEE

Teguh HALIM (*Committee Chairman*)
SHI Tao
SIU Chun Wa

CHIEF FINANCIAL OFFICER

HO Wai Man

COMPANY SECRETARY

HO Shuk Han

AUTHORISED REPRESENTATIVES

HON Kwok Lung
HO Shuk Han

AUDITOR

BDO Limited
*Certified Public Accountants and
Registered Public Interest Entity Auditor*

PRINCIPAL BANKS

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 Investor Services 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
www.citychampwj.com

OUR KEY GROUP COMPANIES

LOCAL PROPRIETARY BRANDS


ROSSINI
羅西尼
91%


EBOHR
依波表
100%

FOREIGN PROPRIETARY BRANDS


CORUM
CRAFT YOUR DREAMS
100%


ETERNA
100%


ETERNA MOVEMENT
advanced technology
100%


ROTARY
100%


ERNEST BOREL
1856
57.14%

DISTRIBUTION COMPANIES

Shenzhen Permanence
91%

Liaoning Hengjia
51%

Jilin Dayou
51%

Guangdong Juxin
51%

PRC

EUROPE

DISTRIBUTION



WATCHES AND TIMEPIECES BUSINESSES

BANKING AND FINANCIAL BUSINESSES



Bendura Bank
89.19%

FINANCIAL HIGHLIGHTS



REVENUE

HK\$'000

2020	1,774,549
2021	1,931,099
2022	1,607,388
2023	1,629,059
2024	1,335,623



PROFIT/(LOSS) AFTER TAX

HK\$'000

2020	(158,829)
2021	(105,376)
2022	(119,437)
2023	63,259
2024	(281,652)



TOTAL ASSETS

HK\$'000

2020	21,385,195
2021	19,962,419
2022	16,157,243
2023	16,531,006
2024	17,963,825

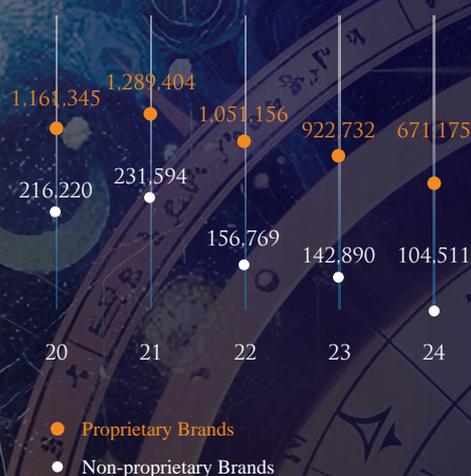


OWNERS' EQUITY

HK\$'000

2020	4,418,679
2021	4,361,133
2022	4,012,813
2023	4,166,700
2024	3,614,423

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



REVENUE

HK\$1,335,623,000

LOSS AFTER TAX

HK\$281,652,000



CHAIRMAN'S STATEMENT

In 2024, the growth of disposable income among residents in Mainland China slowed down, while the propensity to save remained relatively high, leading to continued caution in overall consumer behavior. Due to insufficient consumers' willingness for luxury and non-essential goods, the traditional watch market faced multiple pressures, including contracting demand and intensifying industry competition. Furthermore, ongoing international trade tensions and geopolitical instability, along with their disruptive impact on global supply chains, posed additional challenges to the international watch market.

Despite these challenges, the Group has remained proactive, continuously adjusting its business strategies to alleviate the impact of external environmental changes on its operations.

RESULTS OVERVIEW

The Group continued to face with a complex and ever-changing operating environments in Mainland China in 2024 and as a result, we recorded net loss after tax of HK\$281 million for FY2024, compared with profit after tax of HK\$63 million for FY2023.

Revenue decreased by 18% to HK\$1.3 billion in 2024, versus HK\$1.6 billion generated in 2023. Loss attributable to the owners of the Company in 2024 was HK\$254 million, compared with a profit attributable to the owners of the Company of HK\$45 million in 2023.

The Board resolved not to declare a final dividend for the year ended 31 December 2024 in order to preserve sufficient funds to meet the financial needs of the Group.

BUSINESS AND MARKET DEVELOPMENT

In 2024, owing to the challenging period, the proprietary watch brand business in Mainland China performed worse than last year as consumer confidence were yet to recover to the pre-COVID-19 level. In addition, the foreign proprietary watch brand business, owing to 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.

CHAIRMAN'S STATEMENT

Faced with various unfavourable factors in the watch business, the Group proactively implemented a prudent and progressive business strategy focusing on revenue diversification and cost reduction. We intensified efforts to explore collaborative opportunities in smart watch projects and expanded the processing business of precision parts to address the general weak demand affecting our traditional proprietary watch business.

Given that the financial market was also affected by global economic fluctuations, Bendura Bank adopted a series of effective business strategies and risk management measures in 2024. By actively expanding its client base in Asia, Bendura Bank continued to increase the size of its client assets under management and maintained high levels of liquidity and other indicators, resulting in a steady and sustainable development of its overall economic benefits.

Details of the progress we made in 2024 for key companies are set out in the Management Discussion & Analysis of this Annual Report.

BOARD OF DIRECTORS

In 2024, the Board invited the Independent Non-executive Directors to visit two major subsidiaries of the Company in Mainland China and met with the management of these subsidiaries. The Independent Non-executive Directors considered that the visit was conducive to the performance of their duties as Directors as they were able to gain an in-depth understanding of the Group's business, market changes and strategic development. In addition, the Group has also engaged external consultants to provide training to the Directors on the latest environmental, social and governance reporting compliance and trends in Hong Kong to develop and refresh their knowledge and skills, so as to ensure that their continuous contribution to the Board remains informed and relevant.

ENVIRONMENTAL, SOCIAL AND GOVERNANCE ("ESG") PERFORMANCE

The Group is committed to working with stakeholders to enhance our ESG performance and generate long-term value for our business, employees, suppliers, customers and broader community. An ESG report will be prepared in accordance with the relevant requirements of the latest Listing Rules.

RISK MANAGEMENT

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

OUTLOOK

Today's global landscape is undergoing complex and profound changes, with persistent geopolitical tensions and trade frictions continue to cast a shadow of uncertainty over the world economy. At the beginning of 2025, the global economy has exhibited characteristics of "normalised low growth" amidst multiple challenges, marked by regional divergence, structural contradictions and policy uncertainties. Nevertheless, the resilience of emerging economies and the new momentum brought about by technological changes continue to provide potential drivers for economic growth.

The Chinese government has always been committed to propelling high-quality development of the economy, reinforcing the drive for innovation and continuously optimizing the industrial structure. In February 2025, President Xi Jinping put forward a series of new ideas and assertions to promote the healthy and high-quality development of the private economy when he attended a seminar on private enterprises. The seminar reaffirmed the "two unswerving" principles, clearly stating that "the Party and the state's fundamental policies for the development of the private economy have been incorporated into the socialist system with Chinese characteristics and will be consistently upheld and implemented, and that they cannot be changed and will not be changed." The statement sent a strong signal in promoting the healthy and high-quality development of the private economy. The column "Promoting High-Quality Development of Private Economy" subsequently launched by Xinhua News Agency focused on the implementation of the spirit of the seminar on private enterprises, showcasing the proactive responses of various departments and local governments to the concerns of private enterprises, as well as their practical efforts and valuable experiences in advancing the development of the private economy. This series of measures has not only fostered a new consensus on promoting the development of the private economy and bolstered market confidence, but has also created a favorable public opinion environment, injecting strong momentum for the transition of the private economy toward high-quality development.

“Vigorously boosting consumption, improving the efficiency of investment, and comprehensively expanding domestic demand” were listed as the top priority tasks at the Central Economic Work Conference and in the Government Work Report for 2025. In March 2025, the State Council Information Office held a press conference where the heads of the six departments, namely, the National Development and Reform Commission, the Ministry of Finance, the Ministry of Human Resources and Social Security, the Ministry of Commerce, the People’s Bank of China and the State Administration for Market Regulation, provided a comprehensive interpretation of the Special Action Plan to Boost Consumption, with a series of policies to stimulate consumption being successively introduced. Simultaneously, the six financial regulatory departments, namely, the Financial Working Committee, the Central Bank, the Ministry of Finance, the China Securities Regulatory Commission, the China Banking and Insurance Regulatory Commission and the State Administration of Foreign Exchange, released strong signals to stabilize the real estate market in a rare joint statement. It is foreseeable that China’s economic policies and their future direction will undoubtedly play an extremely important guiding role in promoting economic development, increasing household income and boosting consumption.

Against this background, China’s vast consumer market and the ever-escalating consumer demands will inject strong momentum into the recovery of the traditional watch industry, and provide extensive room for innovation and development of the industry. The Group will actively seize this development opportunity in the traditional watch industry to drive sustainable business growth.

In 2025, Bendura Bank will dedicate efforts on expanding promising markets in addition to strengthening existing core markets, with a continued focus the businesses in Asia. In addition to the Hong Kong Representative office, Bendura Bank has established an asset management company in Hong Kong and successfully expanded the brand presence in Asia. We are well positioned to take advantage of growth opportunities as we navigate a challenging external environment in 2025.

Our robust corporate governance framework, well-established risk management systems, and strong commitment to employees and society collectively provide a solid foundation for sustainable business development. The Board will continue to exercise its oversight role by striking the balance between the business opportunities and risks and further optimize 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 express our sincere gratitude to all employees for their deep sense of share purpose and remarkable efforts over the past year. Their commitment and endurance in challenging circumstances have contributed to the sustainability of the Group. At the same time, we would also like to extend our heartfelt appreciation to our business partners, customers and shareholders for their trust and support during these challenging times.

Hon Kwok Lung

Chairman

Hong Kong, 28 March 2025



MANAGEMENT DISCUSSION AND ANALYSIS



	Year ended 31 December		Variation %
	2024 HK\$'000	2023 HK\$'000	
Total revenue	1,335,623	1,629,059	(18.0)
Operating expenses	974,572	1,044,120	(6.7)
Gross-profit generated from non-banking and financial businesses	309,180	623,219	(50.4)
Gross profit generated from banking and financial businesses	499,799	491,839	1.6
EBITDA	14,843	255,878	(94.0)
(Loss)/profit before tax	(260,047)	83,798	N/A
Net (loss)/profit after tax	(281,652)	63,259	N/A
(Loss)/earnings per share attributable to owners of the Company			
– Basic	(5.84)	HK1.04 cents	N/A
– Diluted	(5.84)	HK1.04 cents	N/A

	As at 31 December		Variation %
	2024 HK\$'000	2023 HK\$'000	
Total assets	17,963,825	16,531,006	8.7
Total liabilities	14,181,780	12,165,712	16.6
Total equity	3,782,045	4,365,294	(13.4)

OPERATING RESULT

For the year ended 31 December 2024, the Group recorded total revenue of approximately HK\$1,335,623,000 (31 December 2023: HK\$1,629,059,000), a decrease of HK\$293,436,000 or 18.0% over 2023.

Operating expenses (including selling and distribution expenses and administrative expenses) for the year ended 31 December 2024 was approximately HK\$974,572,000 (31 December 2023: HK\$1,044,120,000), a decrease of HK\$69,548,000 or 6.7% over 2023.

Gross profit generated from non-banking and financial businesses for the year ended 31 December 2024 was approximately HK\$309,180,000 (31 December 2023: HK\$623,219,000), a decrease of HK\$314,039,000 or 50.4% over 2023.

Gross profit generated from banking and financial businesses for the year ended 31 December 2024 was approximately HK\$499,799,000 (31 December 2023: HK\$491,839,000), an increase of HK\$7,960,000 or 1.6% over 2023.

The EBITDA for the year ended 31 December 2024 was approximately HK\$11,701,000 (31 December 2023:

HK\$255,878,000), a decrease of HK\$244,177,000 or 95.4% over 2023.

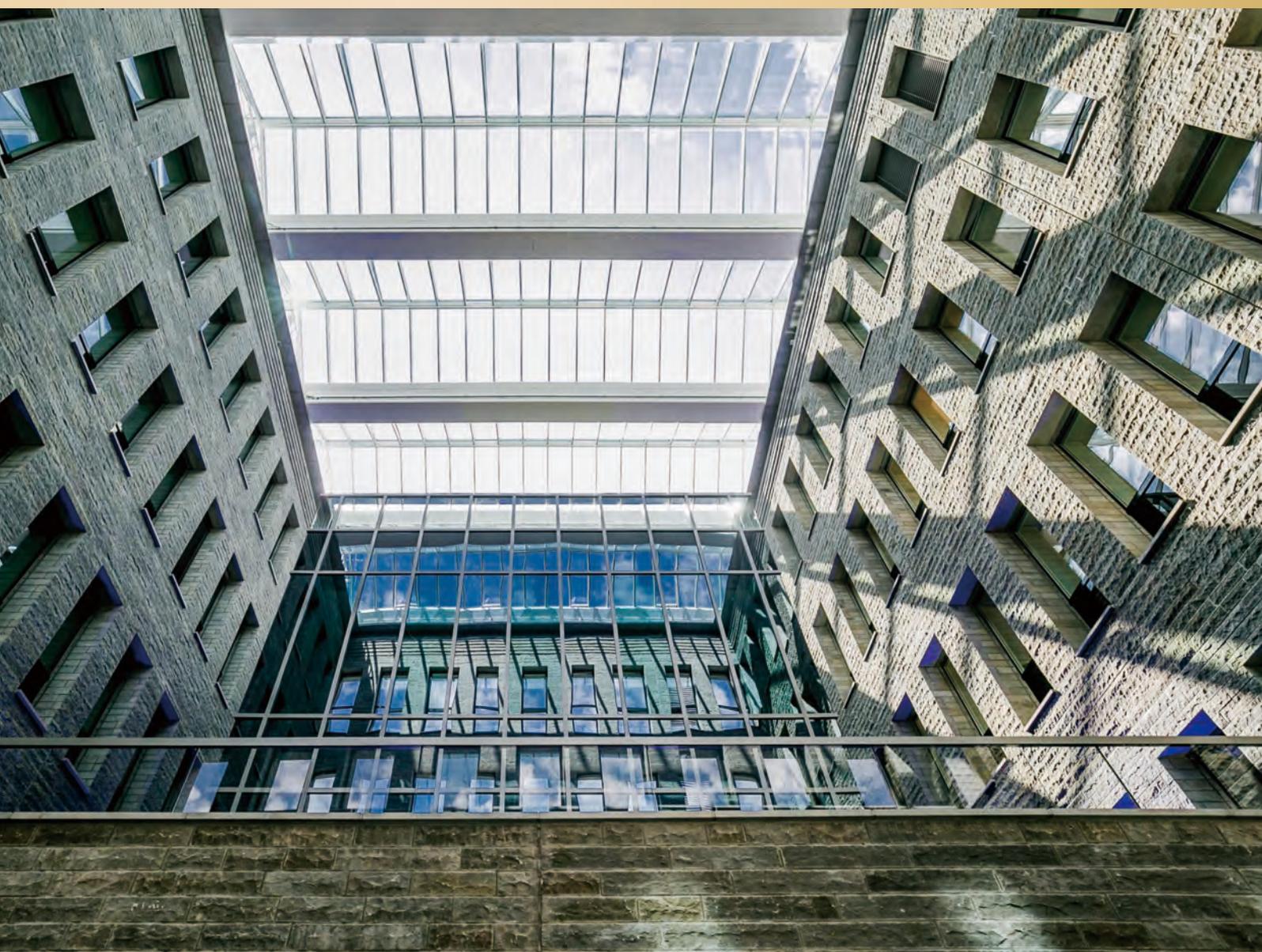
Net loss after tax for the year ended 31 December 2024 was approximately HK\$281,652,000 (31 December 2023: net profit of HK\$63,259,000).

The net loss after tax for the year ended 31 December 2024 included the following one-off impairment on the Group's asset:

- (i) The HK\$88,991,000 impairment on the Goodwill generated from the acquisition of Zhuhai Rossini Watch Industry Limited;
- (ii) The HK\$26,926,000 impairment on the Goodwill generated from the acquisition of Gold Vantage Group; and
- (iii) The HK\$35,000,000 impairment on the prepayment of investment project of Ebohr Group.

PERFORMANCE

Our Group comprises three key divisions – watches, 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 2022	2,556
Year 2023	2,505
Year 2024	2,205

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

	31 December 2024	31 December 2023	31 December 2022
Physical stores	66.2%	62.5%	52.7%
E-commerce	30.1%	34.1%	44.1%
Other	3.7%	3.4%	3.2%



For the year ended 31 December 2024, Zhuhai Rossini Watch Industry Limited (“Rossini”), a 91% subsidiary of the Group, recorded revenue of HK\$260,795,000, a decrease of HK\$70,594,000 or 21.3% from HK\$331,389,000 in 2023. Net profit after tax attributable to owners of the Company for the year ended 31 December 2024 was HK\$17,053,000, representing a decrease of HK\$17,921,000 or 51.2%, from HK\$34,974,000 in 2023.

In 2024, due to the complex international environment and ongoing adjustments to the domestic economic structure, the domestic demand in China remained lackluster. As a traditional well-known watch manufacturer, Rossini has been endeavoring to adapt changes of domestic and global markets, and take challenges as opportunities to grow while maintaining its stability at the same time. By optimizing the allocation of resources, strictly controlling the operating expenses of its segments, strengthening data analysis on the operating situations of the shopping malls and branches, and implementing the regional management system, Rossini enhanced its efficiency so as to devote its resources on technological innovation and development and launch of new products to keep up with the pace of marketing progress.

Following one of the key marketing strategies in 2023 to open more shops in new shopping malls, Rossini attached more importance to data collection which represented the operating conditions of the physical stores in the malls and its divisions. By deepening data analysis, focusing more on measurement components and prioritizing the efficiency, Rossini could review and approve its divisional applications and reports in a reasonable manner. In the meanwhile, in order to strengthen its overall operational efficiency and achieve the optimal allocation of resources, Rossini continued to adopt refined and standardized management strategy. For instance, for divisions with outstanding sales, Rossini increased its support so as to drive other divisions and stabilize the regional market. On the contrary, for the divisions with lower sales, Rossini concentrated on the profiling of the divisions and consolidation of resources, leading to higher efficiency gains through integration and optimization of management resource inputs.

Cost control has been implemented strictly by Rossini in the current business environment. By reinforcing its corporate governance and internal control system, Rossini kept control on the expense rate of each segment, optimized personnel management to ensure there was no redundancy of manpower so as to maximize the utilization and effectiveness of human resources. Furthermore, Rossini audited the expenditure on counters’ costs for newly-opened shops and required the divisions to prioritize the use of existing counters for cost-saving.

The inventory of Rossini dropped by 9.4% in 2024 through placing accurate orders, upgrading the dials of unsalable watches and speeding up the sales of unsalable watch models.

In 2024, Rossini maintained its stability on mainstream e-commerce platforms such as Tmall, JD.com and Vipshop. There are thirteen independently operated e-commerce stores at present. Additionally, Rossini laid out a multi-channel distribution system, with 1 at Tmall, 8 at JD.com, 5 at Pinduoduo, 2 at Douyin and 1 at Dewu. By expanding the diversified sales channels, Rossini enhanced its channel synergy, responded more flexibly to changes and strengthened its execution details. Based on the feedback from different channels, Rossini developed new products to meet the needs and preferences of consumers, with the ultimate goal to improve its performance through data-driven. Traffic delivery on each platform is effect-oriental, the overall cost of e-commerce, as a result, dropped by 15% compared to last year. By continuously optimizing the promotion strategy and launching core products in stores, the overall ROI effect increased by 7% year-on-year. For the year ended 31 December 2024, e-commerce sales decreased to HK\$78,477,000 from HK\$113,098,000 comparing to last year, representing a decrease of 30.6%.

In the coming year, Rossini is dedicated to both sales volume and economic benefits through three core aspects, namely policy accuracy, implementation efficiency and resource intensification, with the aim to strengthen the foundation for the Group’s strategic objectives. For e-commerce, Rossini will deepen the refined operation system, enhance the real-time interaction and provide rich and valuable content at live broadcasting to stimulate consumers’ consumption intention and enhance brand loyalty. Moreover, by combining AI broadcasting, Rossini will further enhance brand influence and the overall benefit of live broadcasting. While the focus of work for international market is to consolidate the cooperation of existing customers to achieve more breakthroughs, and to actively open up markets to increase market share.

MANAGEMENT DISCUSSION AND ANALYSIS

EBOHR GROUP

Ebohr's Number of Distribution Outlets

	Year 2022 2,319
	Year 2023 2,161
	Year 2024 1,991

EBOHR Group is composed of EB Brand Limited, EBOHR Luxuries International Limited (“EBOHR”), Shenzhen EBOHR Luxuries Online E-commerce Co., Ltd. and PAMA Precision Manufacturing Limited.

Revenue from watches and timepieces businesses of EBOHR Group for the year ended 31 December 2024 was HK\$155,642,000, a decrease of HK\$52,489,000 or 25.2%, from HK\$208,131,000 in 2023. Net loss after tax from watches and timepieces businesses for the year ended 31 December 2024 was HK\$98,125,000, an increase of HK\$83,420,000 or 567.3% from HK\$14,705,000 in 2023. The net loss after tax included a HK\$35,000,000 one-off impairment on the prepayment of investment project.

Apart from watches, timepieces and watch accessories businesses, EBOHR Group’s investment properties also contributed rental income and net profit of HK\$11,938,000 during the year ended 31 December 2024 (31 December 2023: HK\$14,558,000) which was recorded in property investment segment result.

The decline in revenue was mainly attributable to three factors. Firstly, the slower-than-expected economic recovery depressed marketing confidence and formed a cautious spending pattern of consumers. As a result, non-essentials are at a lower priority to purchase. Secondly, the competition among major brands has intensified, driven by frequent price wars and promotional activities, leading to further compression of profit margins. Meanwhile, the influx of emerging and cross-border brands has heightened market competition. Lastly, influenced by factors such as cash flow pressures, shifts in customer demographics, and rising operational costs, some large franchisees have opted to exit the watch industry in favor of more profitable sectors. In addition, certain resellers have increasingly focused on promoting small brands or higher-margin products to maintain profits, further diluting the market share of leading brands.

Regarding e-commerce, the retail sales in 2024 fell compared to the previous year, causing downward pressure on overall sales. For the year ended 31 December 2024, the e-commerce sales decreased to HK\$48,107,000 from HK\$61,477,000 last year, representing a decrease of HK\$13,370,000 or 21.7%. The revenue of retail sales of several major platforms recorded an overall decline except for the New Retail (live broadcasting) and Xinxuan, which had a total increase by approximately 41% as compared to last year.

With the cooperation across different departments through refined inventory management, EBOHR Group significantly improved capital utilization efficiency and enhanced operational flexibility, as well as provided strong support for business innovation and market expansion. EBOHR Group adhered to the “granular warehousing”, at the same time adjusted the traditional methods of discount promotion and inventory clearance to the emphasis on the design from the source, especially when developing the new models, EBOHR Group tried to use the inventory of watch bands, handles, mirrors as far as possible, so as to reduce the backlog of accessories inventory. As a result, inventory level of EBOHR Group continued to decrease by 14.5% in 2024 compared to 2023, once again achieved remarkable results.

Apart from the unswerving execution on inventory reduction, EBOHR Group focused more on cost optimization in 2024, as well as resource efficiency improvement and account receivable management. Through the refined expenses system, the existing resources were fully tapped and utilized. For example, the Counter Renewal Application was upgraded to include the factors of profitability of the mall in which the counter located and the service life of the counter for references of decision-making. Account receivable decreased year-on-year after the concerted efforts of relevant departments, the collection strategy on the account receivable will be further strengthened and a sound account risk management system will be built up.

EHBOR Group has been actively seeking progress in intelligent research and development while maintaining stability. It strived to follow up on the smart watch to bring both economic and technological breakthroughs. A project on light smart watch has started in 2024 and is in progress steadily. After constant module adjustments and technical optimization, three programmes have entered into the platemaking stage one after another.

The strategies in 2025 will be emphasized on business scale, marketing positioning and Citychamp Group synergies. EBOHR Group will formulate support policies for contracting stores to maintain business scale. On the other hand, EBOHR Group will grab market heights by building flagship stores to enhance brand influence, and more importantly, as a member of the Citychamp Group, EBOHR Group will integrate and share resources within the Citychamp Group, and proactively seek for new open-source projects through venturing into the overseas market, as well as increase the R&D for the expeditious transformation of the smart watches.

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), together with its subsidiaries, the “Ernest Borel Group”) as at 31 December 2024.

For the year ended 31 December 2024, Ernest Borel Group recorded revenue of approximately HK\$99,280,000, representing a decrease of HK\$65,553,000 or 39.8% over approximately HK\$164,833,000 in 2023. Net loss after tax attributable to the owners of the Company was HK\$27,389,000, compared to net profit after tax of HK\$8,982,000 in 2023.

The decreases in revenue and net profit after tax compared to the same period in 2023 were primarily driven by an unfavorable macroeconomic environment, over-reliance on the China market and insufficient back-end support of e-commerce. In 2024, global economic growth still lacked momentum to regain the pre-pandemic level. The recovery of consumption in China fell short of expectation. Revenue from Mainland China for the year ended 31 December 2024 amounted to approximately HK\$81,884,000 million, representing around 82.5% of its total revenue. Given the past over-concentration in China market, adopting a diversified market strategies to expand into overseas market could help mitigate the risks associated with dependence on a single market. Additionally, enhancing back-end support for e-commerce and online platforms is crucial to ensuring timely feedback, improving the customer retention rates, and reducing return frequencies.

During the year ended 31 December 2024, in addition to leveraging the domestic online platforms such as Weibo, WeChat, Xiaohongshu, Douyin, Kuaishou, Ernest Borel actively expanded its presence on international platforms like Facebook and Instagram. By sharing updated content and engaging with fans, the brand aimed to boost its web traffic and global visibility.

To stimulate terminal sales at the retail level, promotional gifts were offered to customers based on the category of watches purchased, strategically designed to drive sales growth at terminal stores. In term of offline sales, greater emphasis was placed on counter image design, such as light film and exhibition displays so as to reinforce the brand’s essence of romance, elegance, fashion and youth. These efforts would ultimately enhance the brand’s visual appeal and customer experience.

MANAGEMENT DISCUSSION AND ANALYSIS

The extensive distribution network of the Ernest Borel Group covers retail markets in Mainland China, Hong Kong, Macau, Taiwan and European countries. As at 31 December 2024, Ernest Borel Group had more than 688 POS (31 December 2023: 786 POS), comprising around 580 POS in Mainland China, 34 POS in Hong Kong and Macau, 74 POS in other markets, mainly in Europe.

The inventory of the Ernest Borel Group in 2024 continued to decline by 11.3% compared to the previous year. To strengthen the inventory management, real-time verification of production quantities was conducted in advance, and the new purchase orders were required to undergo a comprehensive approval process across multi-departments to prevent the situation of duplicate ordering and unnecessary procurements. To further optimize the inventory, Ernest Borel accelerated the re-modelling and production supporting for slow-moving products based on customer feedback from third party and overseas e-commerce platforms. Moreover, procurement was closely linked to marketing and sales to prevent inventory backlog and minimize waste, gradually improved overall efficiency throughout the supply chain operations.

In the year ahead, the focus of the Ernest Borel Group will remain on inventory clearance and product model renovations. More resources of R&D will be allocated to new products development in overseas markets to explore new growth opportunities. Ernest Borel will continue expanding its overseas business, particularly in North America, in order to diversify its sales channels and market reach. With a series of stimulus policies by Chinese government, domestic economy has gradually stabilized. With the hope of upturn of economy in the coming year, Ernest Borel will integrate the resources and strategies across the Group, seizing the market opportunities to enhance the brand's global influence.

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 2024 of HK\$155,458,000 (31 December 2023: HK\$218,379,000) and HK\$90,900,000 (31 December 2023: HK\$19,315,000), respectively.

In 2024, Swiss watch exports experienced an average decline of 2.8%. Markets such as China and Hong Kong were particularly affected, with contractions of 25.6% and 18.7% respectively, an even steeper downturn than during the COVID-19 pandemic. Corum was inevitably impacted by these figures. However, a key challenge the brand faced was its slow reaction to meet evolving consumer demand. Clients increasingly favored novelties over older collections, so old pieces have to be sold at a higher discount.

In response, Corum's management implemented strategic measures to streamline operations and align the company's structure with evolving market conditions. One key initiative was the establishment of a watchmaking pool to generate synergies, achieved through a thorough analysis of redundancy and the reorganization of office locations. As a result, general costs and operating expenses were reduced to some extent. Corum plans to further enhance its strategic approach by fostering cross-functional collaboration and optimizing its operational framework, also Corum will focus on lower production volumes while emphasizing its expertise in crafting high-end timepieces to ensure greater adaptability in a dynamic market environment.

Europe remains Eterna's strongest market in 2024. This is mainly driven by its distributors, namely Alder Luxury, in Swiss market, to sell the old collections. To improve liquidity, Eterna sold over four thousand units of its stocks in 2024, primarily within Europe and through online. The strategy for the coming year will focus on a select number of core collections, allowing for greater concentration and efficiency in sales efforts. This approach is expected to strengthen the brand's market positioning and enhance its overall performance.

As a key market for the Dreyfuss Group, the UK continued to face economic challenges in 2024. High inflation, elevated interest rates, and weakened consumer confidence had negatively impacted discretionary spending, contributing to a prolonged cost-of-living crisis. These factors had placed significant pressure on the retail sector, resulting in reduced foot traffic and lower sales volumes. Consequently, the Dreyfuss Group experienced a 30% decline in turnover compared to last year. However, despite lower sales, the gross profit margin improved from 60.9% in 2023 to 62.8% in 2024, reflecting a strong emphasis of the Dreyfuss Group on cost efficiency and strategic supplier negotiations.

In response to the undesirable economic conditions, the Dreyfuss Group had intensified efforts to optimize operations through strategic cost controls, prudent recruitment, and resource management. These measures had enabled the organization to retain essential talent while improving overall operational efficiency. As a result, total overhead costs decreased by 20% compared to the previous year.

Inventory management had also seen significant improvements, with a 40% year-on-year reduction, aligning with the Dreyfuss Group's ongoing Just-In-Time (JIT) and Buy-to-Order strategies. Additionally, the drop in stock purchases, driven by prudent capital control, have further contributed to inventory optimization.

The online sales segment had remained resilient and continued growth. This success was attributed to aggressive sales promotions and the previous launch of a Shopify-based e-commerce system, which extended the Dreyfuss Group's reach beyond the UK and provided customers with more flexible purchasing options. These developments underscored the effectiveness of the Dreyfuss Group's evolving digital sales strategy.

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 2024 of HK\$104,511,000 (31 December 2023: HK\$142,890,000) and HK\$9,835,000 (31 December 2023: HK\$2,736,000), respectively..

I.D. Watches, timepieces and watch accessories businesses – Others

Other non-major subsidiaries of the Group are also engaged in other non-major categories of watches, timepieces and watch accessories businesses, which collectively contributed revenue and net loss after tax for the year ended 31 December 2024 of HK\$38,266,000 (31 December 2023: HK\$48,323,000) and HK\$1,318,000 (31 December 2023: HK\$5,005,000), respectively.

MANAGEMENT DISCUSSION AND ANALYSIS

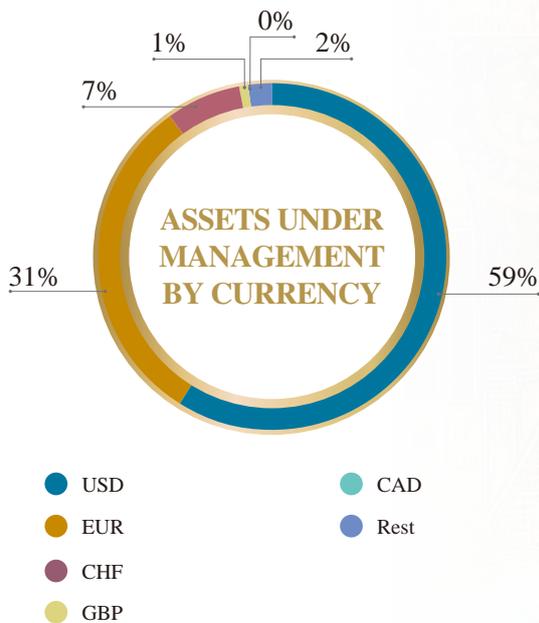
BANKING AND FINANCIAL BUSINESSES

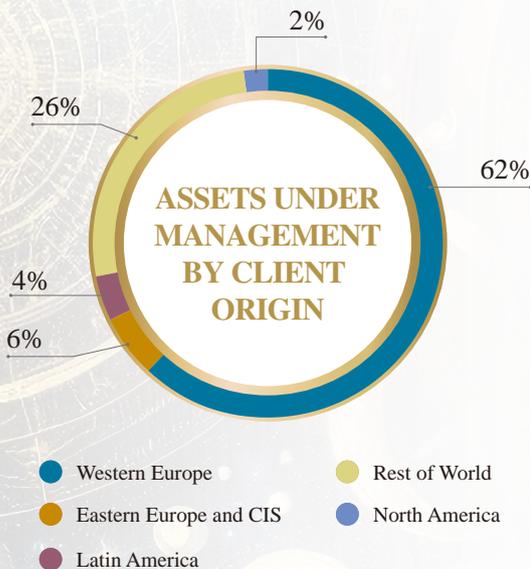
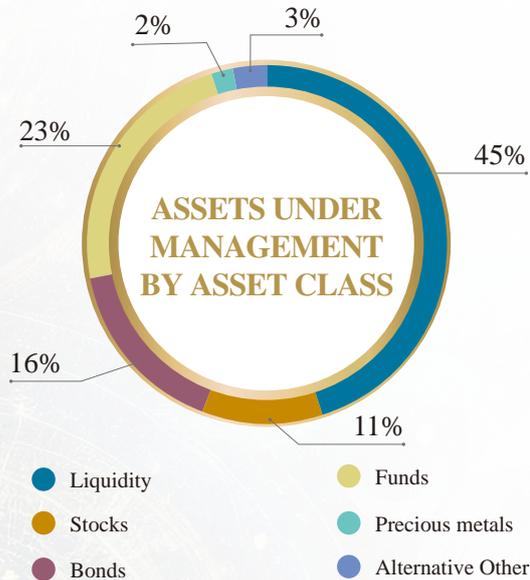
BANKING AND FINANCIAL BUSINESSES

II.A BENDURA BANK AG

Assets Under Management

For the year ended	CHF'000,000
31 December 2022	3,614
31 December 2023	3,318
31 December 2024	3,507





Revenue of Bendura Bank AG (“Bendura Bank” or the “Bank”) and its subsidiaries (the “Bendura Group”) for the year ended 31 December 2024 was HK\$499,799,000, an increase of HK\$7,960,000 or 1.6% from HK\$491,839,000 over 2023. Net profit of the Bendura Group after tax attributable to owners of the Company for the year ended 31 December 2024 was HK\$112,842,000, an increase of HK\$8,417,000 or 8.1% compared to net profit after tax of HK\$104,425,000 in 2023. With a sustainable and profitable business mode, the Bank continued to have a sound financial base and a healthy liquidity position.

Net profit in 2024 recorded a mild increase by 2% or approximately CHF0.2 million compared to the previous year’s level. The strong interest income from the previous year was almost maintained due to improved net margins and an expansion of interest-bearing assets despite interest rates declining. Net interest income increased slightly by 0.5% from HK\$286,001,000 in 2023 to HK\$287,351,000 in 2024.

Net income from commission and service fee activities recorded HK\$177,139,000, showing an increase of 3.0% over the previous year. This was attributed to an increase in client transactions and the higher volume of Assets under Management (“AuM”).

Income from trading amounted to HK\$35,309,000, HK\$1,402,000 higher than the previous year.

Operating business expenses amounted to HK\$330,422,000 (CHF37.3 million), representing a slight increase of 3.3% compared to prior year, primarily due to the increase on personal expenses is more than the decrease on general expenses.

AuM climbed by CHF189.7 million compared to previous year, ending at CHF3,507.3 million in 2024. The increase is partly due to market conditions, as well as the result of a net inflow of new money in the amount of CHF145.7 million.

The total assets of the Bank for the year were HK\$13,432,540,000, 18.9% more than that in 2023. Amounts due from clients remained at approximately CHF310,101,000. Mortgage receivables were down year-on-year, while Lombard loans increased. The total capital ratio of the Bank remained at a level that was above the average level for the banking sector.

MANAGEMENT DISCUSSION AND ANALYSIS

The year of 2024 was shaped up by geopolitical uncertainties, an evolving regulatory environment, and a muddled economy. While geopolitical risk and regulatory intensity can only be managed and adapted but not predicted. The Bank has been taking a prudent approach and implementing strict internal control and risk management strategies through dual control principle, separate functions, risk controlling functions, IT support and monitoring bodies. The internal control system ensures that the limits set are complied with. Monitoring responsibilities are clearly allocated to the respective monitoring bodies, specifically the Compliance, Risk Controlling and Legal functions.

To better manage the geopolitical risk, upon the completion of the acquisition of Bendura Wealth Management (Hong Kong) Limited (“BWML”) in November 2023, a representative office of the Bank in Hong Kong was officially established. With the purpose of business expansion in Hong Kong and Asia, the grand opening of BWML on 3 July 2024 was a great success, attracted over one hundred guests, including C-suite and director level professionals as well as industry leaders from the corporate wealth management, family offices and trust sectors in Hong Kong and Mainland China. The Bank took the opportunity to further strengthen its presence in Hong Kong.

The Bank has been striving to provide quality and individualized services in the form of high professionalism, exclusive high-touch service, high cultural fit as well as flexibility and agility to better serve the clients. For individual projects, the five strategic pillars (powerful, excellent, focused, profitable and competitive) of the strategy project HORIZON are undergoing as planned in the first half of 2024, plus some other focus points that are initiated and/or continued in second half of 2024, including investments in the training and further education of employees and the focus on expansion of BWML.

To further advance the development of Wealth Management services, the Bank has undertaken a comprehensive revision of its advisory process. This initiative aims to provide clients with a higher level of service and expertise, reinforcing the Bank’s value proposition and fostering greater customer loyalty. Additionally, the continued enhancement of performance analysis in asset management ensures a more in-depth and well-founded evaluation of investment performance, thereby improving the quality and success of the Bank’s asset management.

With an ending of high-interest rate environment in the past few years, the Federal Reserve (Fed) cut the interest rate by 100 basis points aggregately in September, November and December of 2024, harbouring certain risk on profitability of the Bank due to the fact that the Bank mainly finances long-term loans with client funds. In order to mitigate the downside effect of the interest rate, on-balance-sheet business was generally structured with matching maturities, taking fixed-interest periods into account. As a result, the interest rate risk has a lower level of significance and the Bank recorded relatively steady growing profits despite the falling interest rate.

In the long run, managing interest rate risk becomes increasingly complex. The Bank recognizes that, in addition to existing policies aimed at mitigating the impact of interest rate fluctuations, more advanced strategies must be proactively implemented to ensure a financial stability in the event of an interest rate shock. To address this challenge, the Bank employs eight standardized interest rate shock scenarios to evaluate the potential effects of sudden and unexpected changes in interest rates. Furthermore, the Bank’s risk policy establishes specific limits within these scenarios.

Where necessary, hedging instruments such as interest rate swaps may be utilized. As part of the Bank’s comprehensive financial risk management framework, interest rate risks are overseen by the Asset-Liability Committee and continuously monitored by the Bank’s risk management function. To ensure rigorous oversight, these scenarios are calculated on a daily basis and reported to the relevant governing bodies within the Bank.

One of the key business segments of the Bank is the provision of Lombard loans, which offer clients a flexible financing solution by enabling short-term liquidity without the immediate sale of securities. The loan amount is determined based on individual lending limits assigned to specific securities, which are assessed independently. By utilizing a Lombard loan, clients can avoid transaction costs associated with the urgent liquidation and subsequent repurchase of securities. This financial instrument also protects clients from the risk of selling or repurchasing securities at an unfavorable market valuation. Lombard loans are accessible at short notice, requiring only a loan agreement and a deed of pledge, thereby providing a streamlined and efficient financing solution. As a result, the volume of Lombard loans has demonstrated consistent year on year growth.

Looking forward, expansion of HORIZON is progressing and starts to bear fruits, evidenced by the increase in Net New Money (NNM) and AuM. The NNM will have an uptick on USD liquidity against Euro, which should partially offset the impact of further interest rate cuts in 2025. The Bank also anticipates a relative high growth in Hong Kong as a result of strategy focus on the region.

III.A Listed Equity Investment

(1) Citychamp Dartong Advanced Materials Co., Ltd.

As at 31 December 2024, financial assets at fair value through other comprehensive income of the Group was HK\$233,893,000. HK\$25,812,000 was related to the listed equity investment in the equity share of Citychamp Dartong Advanced Materials Co., Ltd (formerly known as Citychamp Dartong Company Limited) (“Citychamp Dartong”). Citychamp Dartong is a company listed on the Shanghai Stock Exchange (stock code: 600067) and is mainly engaged in real estate, electromagnetic wire, new energy and other businesses. As at 31 December 2024, the Group owned 9,154,370 shares of Citychamp Dartong at the market price of RMB2.65 per share (equivalent to HK\$2.82 per share) with the fair value of HK\$25,812,000. The shares held by the Group accounted for 0.66% of the total issued share capital of Citychamp Dartong as at 31 December 2024. Such fair value accounted for 0.1% of the Group’s total assets.

The Group incurred a net gain on fair value change through other comprehensive income in investment in Citychamp Dartong of HK\$470,000 for the year ended 31 December 2024, as a result of increase in the share price of Citychamp Dartong from RMB2.51 (equivalent to HK\$2.77) as at 1 January 2024 to RMB2.65 (equivalent to HK\$2.82) as at 31 December 2024. No dividend income from Citychamp Dartong was recognised by the Group for the year ended 31 December 2024 (2023: 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 2024, the investment in Min Xin measured at fair value through other comprehensive income was HK\$202,745,000, i.e. 88,150,000 shares at the market price of HK\$2.3 per share as at 31 December 2024. The Group intends to hold these shares on a long-term basis. Such fair value of the investment accounted for 1.1% of the Group’s total assets. These shares held by the Group accounted for 14.76% of the total issued share capital of Min Xin as at 31 December 2024.

The Group incurred a net loss on fair value change in Min Xin’s investment of HK\$52,009,000 for year ended 31 December 2024 (31 December 2023: net loss of HK\$3,526,000), as a result of decrease in the share price of Min Xin from HK\$2.89 per share as at 1 January 2024 to HK\$2.3 per share as at 31 December 2024. For year ended 31 December 2024, the Group received HK\$7,941,000 (2023: HK\$10,578,000) dividend income from Min Xin.

Besides, the Group also held 6,520,000 shares of Min Xin as at 31 December 2024, which is classified as trading portfolio investments.

III.B Property Investment

The property in Mainland China and Hong Kong owned by the Group have been leased out, with stable rental returns to the Group for the year ended 31 December 2024. During the reporting period, these investment properties generated rental income of HK\$21,872,000 (31 December 2023: HK\$23,275,000). Net profit after tax from the property investment business for the year ended 31 December 2024 was HK\$14,670,000 (31 December 2023: HK\$17,671,000).

MANAGEMENT DISCUSSION AND ANALYSIS

HEADQUARTER AND OTHERS

Losses from the administrative expenses, finance costs and income tax of the headquarter and other non-major subsidiaries and/or non-major categories of business for the year ended 31 December 2024 was HK\$171,068,000 (31 December 2023: HK\$79,191,000).

FINANCIAL POSITION

(1) Liquidity, Financial Resources and Capital Structure

As at 31 December 2024, the Group had non-pledged cash and bank balances of approximately HK\$3,724,213,000 (31 December 2023: HK\$3,749,474,000). Based on the borrowings of HK\$595,082,000 (31 December 2023: HK\$681,254,000), due to a shareholder of HK\$0 (31 December 2023: HK\$9,025,000), due to directors of HK\$73,731,000 (31 December 2023: HK\$66,772,000), due to a related company of HK\$125,413,000 (31 December 2023: HK\$148,000,000), due to an associate of HK\$37,243,000 (31 December 2023: HK\$50,000,000) and shareholders' equity of HK\$3,782,045,000 (31 December 2023: HK\$4,166,700,000), the Group's gearing ratio (being borrowings plus due to a shareholder, directors, a related company and an associate divided by shareholders' equity) was 21.98% (31 December 2023: 22.9%).

(2) Charge on assets

As at 31 December 2024, 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\$237,000,000 (2023: HK\$252,528,000).

(3) Capital commitment

Capital commitments as at 31 December 2024 were approximately HK\$270,000,000 in total (31 December 2023: 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 2024.

FINANCIAL REVIEW

(1) Total assets

Total assets increased to HK\$17,963,825,000 as at 31 December 2024 from HK\$16,531,006,000 as at 31 December 2023.

Cash and deposits

	31 December 2024 HK\$'000	31 December 2023 HK\$'000	Increase/(decrease) Amount HK\$'000	%
Cash and bank balances	66,336	66,625	(289)	(0.4)
Cash held on behalf of clients	57,917	6,957	50,960	732.5
Sight deposits with central banks	3,657,877	3,687,849	(29,972)	(0.8)
	3,782,130	3,761,431	20,699	0.6

Due from banks

	31 December 2024 HK\$'000	31 December 2023 HK\$'000	Increase/(decrease) Amount HK\$'000	%
Due from banks on a daily basis	2,696,501	1,908,088	788,413	41.3
Due from banks other claims	56,341	185,560	(129,219)	(69.6)
Due from banks – precious metal	192,782	130,989	61,793	47.2
Valuation adjustments	(354)	(1,669)	1,315	78.8

MANAGEMENT DISCUSSION AND ANALYSIS

(2) Investments

The investment as at 31 December 2024 included (a) trading portfolio investments of HK\$39,564,000; (b) derivative financial assets of HK\$33,061,000; (c) financial assets at amortised cost of HK\$3,511,829,000; and (d) financial assets at fair value through other comprehensive income of HK\$233,893,000 (the “Investments”).

(a) Trading portfolio investments of HK\$39,564,000

	31 December 2024 HK\$'000	31 December 2023 HK\$'000
Equity Instruments		
Listed equity instruments in Hong Kong at market value	15,435	629
Listed equity instruments outside Hong Kong at market value	204	–
Total equity instruments	15,639	629
Debt instruments		
Unlisted debt instruments of financial institutions	4,439	189
Total debt instruments	4,439	189
Investment fund units		
Unlisted investment fund units	19,486	19,890
Total investment fund units	19,486	19,890
Investments in other financial products	–	6,850
Total trading portfolio investments	39,564	27,558

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 2024, there were HK\$15,435,000 invested in a variety of listed equities in Hong Kong.

The debt instruments of HK\$4,439,000 invested in the Mainland China by a PRC company.

Trading assets of CHF1.0 million (equivalent to HK\$8,581,000) 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.

(b) Derivative financial assets of HK\$33,061,000

	31 December 2024 HK\$'000	31 December 2023 HK\$'000
Derivative financial assets		
Forward and option contracts	33,061	5,136

In the derivative financial assets of HK\$33,061,000, 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 2024, forward contracts of HK\$33,061,000, whereof approximately HK\$32 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 using currency swaps and deposited with the Swiss National Bank (SNB). Income from the interest component of currency swaps exceeded the expense of SNB negative interest and the reduced level of interest from banks.

As at 31 December 2023, derivative financial assets of HK\$5,136,000 related to forward and option contracts were conducted by Bendura Bank.

MANAGEMENT DISCUSSION AND ANALYSIS

(c) Other financial assets at amortised cost of HK\$3,511,829,000

	31 December 2024 HK\$'000	31 December 2023 HK\$'000
Listed debt instruments, at amortised cost		
<i>Issued by:</i>		
Governments and public sector	2,519,712	430,835
Financial institutions	542,825	891,891
Corporations	449,292	556,079
	3,511,829	1,878,805

Bendura Bank invested in listed debt instruments issued by government and public sector, financial institutions and corporations amounting to HK\$3,511,829,000. The portfolio was composed of 69 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 1.88 years, while the modified duration of the portfolio is only 0.66%. Largest single investments are bonds issued by US Treasury Bill matured in March 2025 (CHF140 million) and US Treasury Bill matured in January 2025 (CHF45 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 2024 are as follows:

Issuer	Nature of interest rate	Sector	Maturity date	Value (CHF'000)
Henkel Ag & Co KgaA	Fixed	Non-financial corporations	17 November 2026	6,838
Amazon.com Inc	Fixed	Non-financial corporations	12 May 2026	6,948
DBS Bank Ltd	Fixed	Financial corporations	26 October 2026	8,607
Efsf	Fixed	General governments	17 February 2025	12,183
Treasury Bill	Zero	General governments	20 February 2025	13,539
Efsf	Fixed	General governments	15 December 2025	29,845
Treasury Bill	Zero	General governments	25 March 2025	44,960
Treasury Bill	Zero	General governments	16 January 2025	45,316
Treasury Bill	Zero	General governments	18 March 2025	140,399
Others				100,621
Total				409,256
HKD Equivalent to (in '000)				3,511,829

Collectively, listed debt instruments, at amortised cost accounted for 19.5% of the Group's total assets.

As at 31 December 2023, 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. Largest single investments are bond issued by ESM Treasury Bill matured in May 2024 (CHF25 million) and ESM Treasury Bill matured in February 2024 (CHF12 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 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

MANAGEMENT DISCUSSION AND ANALYSIS

(d) Other financial assets at fair value through other comprehensive income of HK\$233,893,000

	31 December 2024 HK\$'000	31 December 2023 HK\$'000
Listed equity instruments in Hong Kong	202,745	254,754
Listed equity instruments outside Hong Kong	25,812	25,342
Unlisted equity investment	5,336	5,531
	233,893	285,627

Listed equity instruments of HK\$25,812,000 related to investment in Citychamp Dartong and HK\$202,745,000 related to investment in Min Xin. Details of investments in Citychamp Dartong and Min Xin are set out on page 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 2024, the net carrying amount of goodwill was HK\$973,406,000 (As at 31 December 2023: HK\$1,150,672,000), which mainly composed of the following CGUs:

Segment		31 December 2024 HK\$'000	31 December 2023 HK\$'000
Zhuhai Rossini Watch Industry Limited	Watches and timepieces	493,363	603,646
Bendura Group	Banking Business	263,286	284,703
Ernest Borel Group	Watches and timepieces	216,757	234,389
Gold Vantage Group	Accessories of watches	–	27,934
Total		973,406	1,150,672

(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 2024, the net carry amount of intangible assets was HK\$79,620,000 (As at 31 December 2023: HK\$105,693,000), which allocated to the following category:

	31 December 2024 HK\$'000	31 December 2023 HK\$'000
Brand Names	42,819	46,302
Computer Software	1,181	880
Technical knowhow	8,719	16,706
Customer relationship	26,901	41,805
Total	79,620	105,693

Brand name with indefinite useful lives amounted to HK\$42,819,000 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 2023 and 31 December 2024 respectively.

(4) Total liabilities

Total liabilities increased to HK\$14,181,780,000 as at 31 December 2024 from HK\$12,165,712,000 as at 31 December 2023, mainly attributable to an increase in due to clients.

Due to clients

	31 December 2024 HK\$'000	31 December 2023 HK\$'000	Increase/(decrease) Amount HK\$'000	%
Due to clients – precious metals	193,069	131,180	61,889	47.2
Other amounts due to clients, mainly bank deposits	12,140,101	10,024,131	2,115,970	21.1

MANAGEMENT DISCUSSION AND ANALYSIS

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

Gross profit from non-banking and financial businesses was HK\$309,180,000, a decrease of HK\$314,039,000, or 50.4%.

(6) EBITDA

EBITDA was HK\$14,843,000, a decrease of HK\$244,177,000 or 94.0%.

(7) Selling and distribution expenses

Total selling and distribution expenses was HK\$301,850,000, a decrease of HK\$74,508,000 or 19.8%.

(8) Administrative expenses

Total administrative expenses was HK\$672,722,000, a decrease of HK\$4,960,000 or 0.7%.

(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\$3,306,000, representing a decrease of HK\$10,536,000 or 76.1%. 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\$63,095,000, representing a decrease of HK\$15,147,000 or 19.4%. It was composed of the interest charged on corporate bonds and the interest charged on bank borrowings, bank overdrafts and lease liabilities.

(11) Loss attributable to owners of the Company

Loss attributable to owners of the Company was HK\$254,072,000 (31 December 2023: gain of HK\$45,100,000) for the year ended 31 December 2024.

(12) Inventories

Inventories was HK\$1,513,833,000, a decrease of HK\$292,066,000 or 16.2%.

OUTLOOK

If elections across the world in 2024 brought the possibility of policy inflections, 2025 shall be the year of their implementation. The policy decisions made in response will have profound implications for the global economy. Moreover, geopolitical dynamics will continue to play a crucial role in shaping the global macroeconomic landscape in 2025.

Domestically, China faces multiple economic challenges, including weak consumer sentiment, a struggling real estate sector, and the looming threat of a tariff war. In response, the recently concluded “China’s Two Sessions” set 2025 GDP growth target of approximately 5%. This signals the Chinese government’s strong commitment to sustaining economic growth amid ongoing uncertainties in China-US relations. To mitigate these risks, China is expected to leverage its available policy tools to implement a stimulus package aimed at offsetting the adverse effects of a potential trade conflict.

Both fiscal stimulus and monetary easing are already underway. The Chinese government is strategically allocating funds to key industries, including semiconductors, artificial intelligence, and quantum computing, in an effort to reduce dependence on Western technology. Additionally, authorities have pledged to adopt a more proactive fiscal policy and further loosen monetary conditions in 2025. These measures are designed to counter external economic pressures, bolster domestic demand, and restore both consumer and business confidence.

As global economic uncertainties persist, the trajectory of China’s policy response will be pivotal in shaping the broader macroeconomic environment. The coming year will be defined by the implementation of these policies and their far-reaching consequences for both domestic and global markets.

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 2024, the Group had approximately 2,736 staff in Hong Kong and Mainland China (as at 31 December 2023: 3,050 staff) and approximately 229 staff in Europe (as at 31 December 2023: 178 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.

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, 28 March 2025

DIRECTORS AND SENIOR MANAGEMENT

EXECUTIVE DIRECTORS

HON Kwok Lung, BBS

Chairman



Mr. Hon Kwok Lung, aged 70, 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 Advanced Materials Co., Ltd (formerly known as 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. Mr. Hon is also a director of Full Day Limited and Sincere View International Ltd., both are corporate substantial shareholders of the Company.

SIU Chun Wa

Chief Executive Officer



Mr. Siu Chun Wa, aged 63, 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 61, 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 47, hold an Executive Master of Business Administration, 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 appointed as a director of certain subsidiaries of the Company.



HON Hau Wong

Mr. Hon Hau Wong, aged 47, 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 43, 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 and appointed as chief executive officer of Ernest Borel with effect from 30 June 2024. He has gained years of experience in the watch industry and financial business management. Mr. Halim graduated from Ohio State University (US) with a Bachelor's degree 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 60, 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's degree of arts 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.

KAM, Eddie Shing Cheuk

Mr. Kam, Eddie Shing Cheuk (formerly known as Kam Leung Ming), aged 50, 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 Pangaea Connectivity Technology Limited ("Pangaea Connectivity", a company listed on the main board of the Stock Exchange, Stock Code: 1473).

Mr. Kam was a non-executive director of Pangaea 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 until its delisting on 17 September 2024) 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



LYU Jun

Mr. Lyu Jun, aged 61, 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 and the director of The Dreyfuss Group Limited, both are subsidiaries of the Company. Mr. Lyu holds a Master's degree in Executive Master of Business Administration from Tianjin University of Finance and 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 46, 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, Stock Code: 1856), 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's degree of Business majoring in marketing.



LAI Binyong

Mr. Lai Binyong, aged 59, has been appointed as a vice president of the Company in September 2024. He is currently the general manager of Shenzhen Permanence Commerce Co., Ltd., a subsidiary of the Company, and a director of Henan Kingship Intelligent Technology Co., Ltd.. Mr. Lai is responsible for the company's development strategy, market trends analysis, financial planning and capital needs, as well as formulating comprehensive and feasible financing strategies. Mr. Lai was finance manager of Everbright Timber Industry (Shenzhen) Co., Ltd.* (a former subsidiary of the Company) and financial controller of Shenzhen Permanence Commerce Co., Ltd. Mr. Lai holds an Associate Degree in Accounting from Southwest Jiaotong University and has accumulated extensive experience in accounting and finance related work for more than 30 years.

* For translation purpose only



DU Haining

Ms. Du Haining, aged 44, has been appointed as vice president of the Company since January 2025. Before joining the Company, Ms. Du was the manager of general department of Shenzhen Guanyang Real Estate Co., Ltd.*; the deputy general manager of Junhe Real Estate (Jiangsu) Co., Ltd.*; the general manager of Suzhou Citychamp Hongxiang Real Estate Co., Ltd.* and the deputy general manager of the Yangtze River Delta, all are subsidiaries of Citychamp Dartong. She was primarily responsible for human resources management such as formulating the internal management structure of the company, deciding on the company's strategies and business objectives, goals and team management. Ms. Du holds an Associate Degree in Accounting from Shenzhen University and a Bachelor Degree in Human Resources Management from South China Normal University. She has extensive experience in human resources and administrative management and years of practical experience in business management.



HO Wai Man

Mr. Ho Wai Man, aged 42, has been appointed as the Chief Financial Officer of the Company in November 2024. He joined the Company in May 2019. Mr. Ho is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants ("HKICPA"). He holds a Bachelor of Commerce in Accounting and has over 18 years of experience in accounting and finance gained in various companies listed on Main Board and GEM Board of the Stock Exchange of Hong Kong.



HO Shuk Han

Ms. Ho Shuk Han, aged 44, has been appointed as the Company Secretary of the Company in November 2024. She joined the Company in January 2021. Ms. Ho is an associate member of the Hong Kong Chartered Governance Institute and the Chartered Governance Institute. She holds a Bachelor of Arts degree in Business Studies, a Master's degree in Professional Accounting and a Master's degree in Corporate Governance from The Hong Kong Polytechnic University respectively. Ms. Ho has over 20 years' working experience in regulatory compliance, corporate governance, as well as in company secretarial matters, all were gained in various companies listed on the Main Board of the Stock Exchange.

* For translation purpose only

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 2024 except with the deviations disclosed below:

CG Code provision C.1.6

CG Code provision C.1.6 stipulates that generally independent non-executive directors should attend general meetings to gain and develop a balanced understanding of the views of shareholders. There are two independent non-executive directors of the Company did not attend the annual general meeting of the Company held on 28 May 2024 (the “2024 AGM”) due to their other business engagement.

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.2.7

CG Code provision C.2.7 stipulates that the chairman should at least annually hold meetings with independent non-executive directors without the presence of other directors. During the year ended 31 December 2024, no formal meeting could be arranged between the Chairman of the Board and the Independent Non-executive Directors without the presence of other directors of the Company (the “Directors”) due to the tight schedules of the Chairman and the Independent Non-executive Directors. However, the Chairman has delegated the company secretary of the Company to gather any concerns and/or questions that the Independent Non-executive Directors might have and report to him for setting up follow-up meeting(s), whenever necessary.

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 2024.

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.

CORPORATE GOVERNANCE REPORT

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 2024 AGM due to his other business engagement. Mr. Siu Chun Wa, the Executive Director and CEO of the Company, presented at the 2024 AGM was elected as the chairman of the 2024 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 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 2024.

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

The Board currently comprises of six Executive Directors and two Independent Non-executive Directors, as detailed below:

Name of Director	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	28/05/2024
SIU Chun Wa	Chief Executive Officer and Executive Director	05/01/2022	28/05/2024
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	28/05/2024
Teguh HALIM	Executive Director	23/01/2018	23/05/2023
KWONG Chun Wai, Michael	Independent Non-executive Director	08/04/2004	23/05/2023
KAM, Eddie Shing Cheuk	Independent Non-executive Director	06/11/2020	28/05/2024

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.

CORPORATE GOVERNANCE REPORT

Rule 3.10(1) of the Listing Rules requires the board of directors must include at least three independent non-executive directors; and Rule 3.10(A) of the Listing Rules requires independent non-executive directors representing at least one-third of the board.

As announced by the Company on 5 March 2025, Mr. Zhang Bin, Independent Non-executive Director, passed away on 4 March 2025. Following the passing away of Mr. Zhang Bin, the number of independent non-executive directors is temporarily below the minimum number as required under Rule 3.10(1) of the Listing Rules and is less than one-third of Board members as required under Rule 3.10(A) of the Listing Rules. The Board is currently identifying suitable candidate to fill the vacancy.

Profiles of Directors are set out in the pages 31 to 35 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, before the passing away of Mr. Zhang Bin, one of the Independent Non-executive Directors, in March 2025.
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 Director.
6. No equity-based remuneration with performance-related elements will be granted to Independent Non-executive Directors.

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 67 of this annual report.

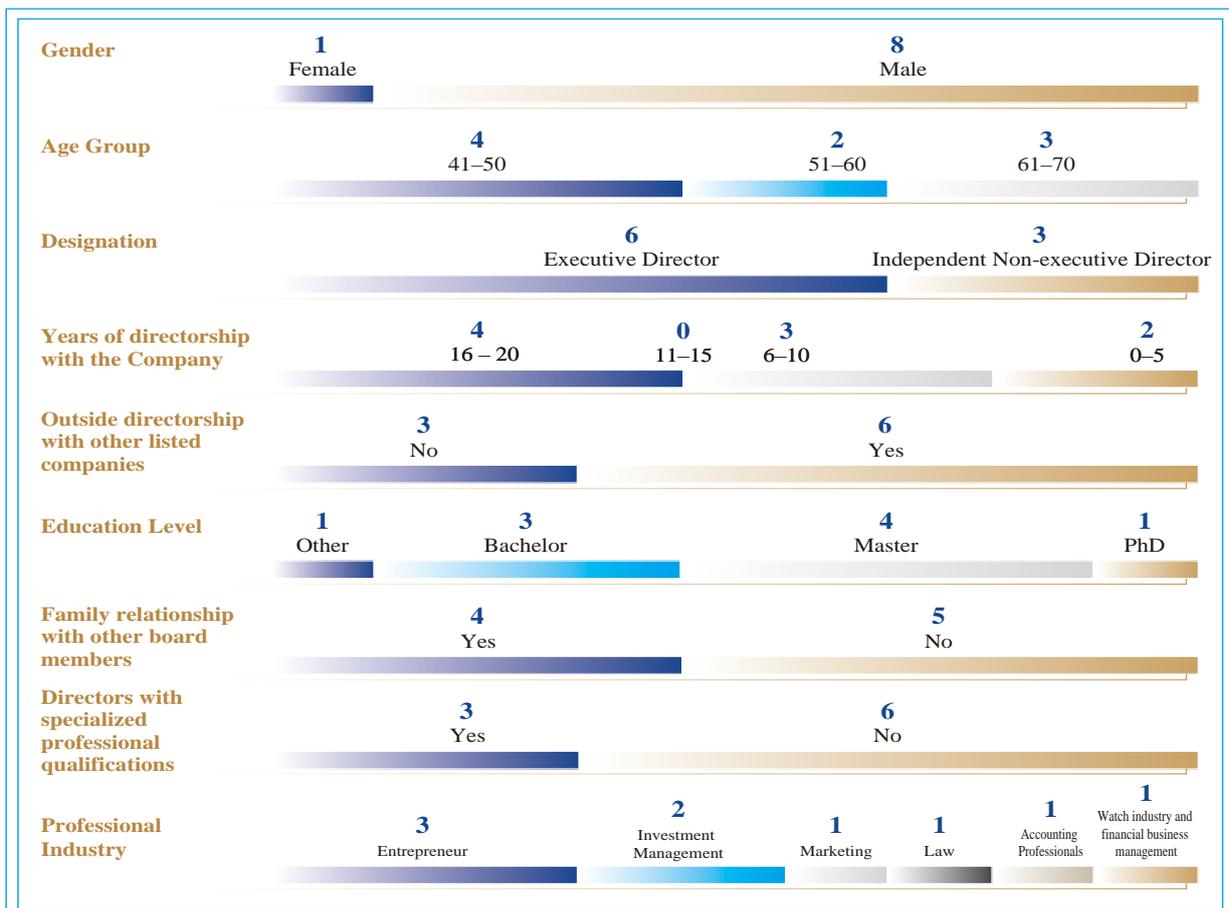
With a view to achieving a sustainable and balanced development, the Company sees increasing diversity at the board level as an essential element in supporting the attainment of its strategic objectives and its sustainable development. All board appointments will be made on a merit basis but the Company 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.

During the year of 2024, a diversity analysis of the board composition is set out at the chart below:

Board Diversity

(Number of members)



CORPORATE GOVERNANCE REPORT

Gender Diversity

For the year ended 31 December 2024, 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 seven 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 Senior Management, is approximately 1:2.6. 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 62 to 67 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 can 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.

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 have 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 2024, 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
Executive Directors:		
HON Kwok Lung	2/2	0/1
SIU Chun Wa	2/2	1/1
SHI Tao	2/2	0/1
SIT Lai Hei	2/2	0/1
HON Hau Wong	2/2	1/1
Teguh HALIM	2/2	0/1
Independent Non-executive Directors:		
KWONG Chun Wai, Michael	2/2	0/1
ZHANG Bin (passed away on 4 March 2025)	2/2	0/1
KAM, Eddie Shing Cheuk	2/2	1/1

Terms of 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 26.3 of the Articles of Association, the Directors may appoint any person to be a Director, either to fill a vacancy or as an additional Director provided that the appointment does not cause the number of Directors to exceed any number fixed by or in accordance with the Articles as the maximum number of Directors. Any Director so appointed shall hold office only until the first annual general meeting of the Company after such Director's appointment and shall then be eligible for re-election at that meeting.

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 2025.

CORPORATE GOVERNANCE REPORT

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, updates and reference materials are provided to Directors time to time 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. During the year, the Company has engaged external consultants to provide training to Directors relating to the latest ESG report compliance and the trend in Hong Kong.

Directors' participation of continuous professional development

Name of Directors	Attending trainings/ seminars	Reading monthly updates and materials
Executive Directors:		
HON Kwok Lung	–	✓
SIU Chun Wa	✓	✓
SHI Tao	✓	✓
SIT Lai Hei	✓	✓
HON Hau Wong	✓	✓
Teguh HALIM	–	✓
Independent Non-executive Directors:		
KWONG Chun Wai, Michael	✓	✓
ZHANG Bin (passed away on 4 March 2025)	✓	✓
KAM, Eddie Shing Cheuk	✓	✓

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. In April 2024, the Independent Non-executive Directors, also being the members of audit committee of the Company (the "Audit Committee"), visited Zhuhai Rossini Watch Industry Limited and EBOHR Luxuries International Limited, major subsidiaries of the Company and met the management of those subsidiaries. During the visits, Independent Non-executive Directors received presentations from the management of the 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.

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 2024 are disclosed in pages 56 to 57 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 2024 are set out on pages 60 to 61 of this annual report.

Nomination Committee

The details of the Nomination Committee and its work performed during the year ended 31 December 2024 are set out on pages 62 to 67 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 2024 are set out on pages 68 to 73 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.

The Remuneration Committee currently comprises following members:

Independent Non-executive Directors

KAM, Eddie Shing Cheuk (*Committee Chairman*)
KWONG Chun Wai, Michael

Executive Directors

HON Kwok Lung
SIU Chun Wa

Rule 3.25 of the Listing Rules requires the Remuneration Committee chaired by an independent non-executive director and comprising a majority of independent non-executive directors.

As announced by the Company on 5 March 2025, Mr. Zhang Bin, Independent Non-executive Director, passed away on 4 March 2025. Following the passing away of Mr. Zhang Bin, the number of independent non-executive directors of the Remuneration Committee is temporarily less than the majority as required under Rule 3.25 of the Listing Rules. The Board is currently identifying suitable candidate to fill the vacancy.

CORPORATE GOVERNANCE REPORT

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 each individual, 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 terms of service contracts of Executive 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 meeting. 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.

The Remuneration Committee held two meetings in 2024. During the meeting held in December, the members discussed and approved the senior management remuneration proposal (the "Remuneration Proposal") of two newly-appointed vice presidents, namely Mr. Lai Binyong and Ms. Du Haining, and the Remuneration Proposal was unanimously approved based on the professional qualification, working experience and market conditions. The Remuneration Committee will review and optimize the remuneration policy of Directors and senior management of the Company if needed.

COMPANY SECRETARY

Mr. Fong Chi Wah resigned as Chief Financial Officer and Company Secretary of the Company with effect from 11 November 2024. Ms. Ho Shuk Han has been appointed as the Company Secretary of the Company since 11 November 2024. 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 organised by the professional accounting and company secretarial associations. During the year ended 31 December 2024, the Company Secretary took not less than 15 hours of relevant professional training and therefore she 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 37 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, reporting 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, annually.

The Board is responsible for assessing the effectiveness of internal control and risk management systems of the Group annually to protect shareholders' interest and to safeguard the Group's assets. 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 Company Secretary 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 2024 with no material weakness found.

The Board notes that the system of internal controls 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 2024, 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:

	2024 HK\$'000	2023 HK\$'000
Audit services	4,600	4,700
Non-audit services	300	300
Total	4,900	5,000

The non-audit services for the year ended 31 December 2024 mainly included professional services in respect of interim financial information.

CORPORATE GOVERNANCE REPORT

DIRECTORS' RESPONSIBILITY STATEMENT

The Board acknowledges its responsibility for preparing the financial statements for the year ended 31 December 2024, 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 2024, 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.

SHAREHOLDERS' RIGHTS

Procedures for Shareholders to Convene an Extraordinary General Meeting

Pursuant to Article 17.2 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 meeting 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 Enquiries

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

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.

CORPORATE GOVERNANCE REPORT

The most recent annual general meeting was the 2024 AGM and at the meeting, separate resolutions were proposed on each substantially separate issue including the re-election of retiring directors. The procedures for demanding a poll were explained in the circular to shareholders despatched together with the Annual Report 2023. The major items discussed at the 2024 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 2023;
- re-electing retiring Directors, including one Independent Non-executive Director and authorising the Board to fix their remuneration of Directors;
- 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; and
- approving to extend a general mandate to authorise the Directors to allot and issue shares by adding the number of shares bought-back.

The poll results were posted on the websites of both the Company (www.irasia.com/listco/hk/citychamp) and the Stock Exchange on the same day after the 2024 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 2024 are set out below:

Events	Date
Annual Results Announcement for the year ended 31 December 2023	28 March 2024
Publication and despatch of annual report 2023	29 April 2024
2024 AGM	28 May 2024
Announcement of unaudited interim results for the six months ended 30 June 2024	29 August 2024
Publication and despatch of interim report 2024	27 September 2024

Important shareholders' dates in 2025 are set out below:

Events	Date
Annual Results Announcement for the year ended 31 December 2024	28 March 2025
Publication and despatch of annual report 2024	30 April 2025
2025 AGM	29 May 2025

The Company's website (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 2024.

PRINCIPAL ACTIVITIES

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

Details of the principal activities of the principal subsidiaries are set out in note 53 to the consolidated financial statements. There were no other significant changes to the Group’s principal activities during the year ended 31 December 2024.

RESULTS AND APPROPRIATIONS

The financial performance of the Group for the year ended 31 December 2024 and the financial positions of the Group as at that date are set out in the consolidated financial statements on pages 339 to 341 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 2024 (for the year ended 31 December 2023: nil).

CLOSURE OF REGISTER OF MEMBERS

The Company’s annual general meeting is scheduled to be held on Thursday, 29 May 2025 (the “2025 AGM”). For the purpose of determining the entitlement to attend and vote at the 2025 AGM, the register of members of the Company will be closed from Monday, 26 May 2025 to Thursday, 29 May 2025, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the 2025 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 Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Friday, 23 May 2025.

REPORT OF THE DIRECTORS

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 2024	Chairman’s Statement (pages 5 to 8) Management Discussion and Analysis (pages 9 to 30)
a description of the principal risks and uncertainties facing the Group	Risk Management Committee Report (pages 68 to 73)
an indication of likely future development in the Group’s business	Management Discussion and Analysis (pages 9 to 30)
an analysis using financial key performance indicators	Management Discussion and Analysis (pages 9 to 30)
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 2024 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 2024 published separately by the Company

SUMMARY 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 2024 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 2024 are set out in note 41 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.

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.

DONATIONS

There are no charitable donations for the year ended 31 December 2024 (2023: nil).

SUBSIDIARIES

Particulars of the principal subsidiaries of the Company as at 31 December 2024 are set out in note 53 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 2024.

RESERVES

Details of movements in the reserves of the Company and of the Group during the year ended 31 December 2024 are set out in note 42 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 2024, the Company had reserves of HK\$998,911,000 (2023: HK\$958,146,000) being the aggregate of retained profits and share premium account, available for cash distribution and/or distribution in specie.

REPORT OF THE DIRECTORS

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 total sales/purchases	
	Sales	Purchases
Top five customers	8%	–
Top five suppliers	–	12%
The largest customer	2%	–
The largest supplier	–	4%

DIRECTORS

The Directors during the year ended 31 December 2024 and up to the date of this report are as follows:

Current Board members:

Mr. Hon Kwok Lung, *Chairman*

Mr. Siu Chun Wa, *Chief Executive Officer*

Mr. Shi Tao

Ms. Sit Lai Hei

Mr. Hon Hau Wong

Mr. Teguh Halim

Dr. Kwong Chun Wai, Michael

Mr. Kam, Eddie Shing Cheuk

Ex-directors:

Mr. Hao Xiaohui (resigned on 27 March 2024)

Mr. Li Ziqing (resigned on 27 March 2024)

Mr. Zhang Bin (passed away on 4 March 2025)

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. Shi Tao, Mr. Teguh Halim and Dr. Kwong Chun Wai, Michael will retire and, being eligible, offer themselves for re-election at the 2025 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 31 to 37 of this annual report.

DIRECTORS SERVICE CONTRACTS

Each Executive Director has entered into 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 service contract 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 2025 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 2024 or at any time during the year ended 31 December 2024.

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 2024.

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 2024.

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

As at 31 December 2024, 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 Director	Beneficial owner	Number of shares held		Total interests	Approximate percentage of shareholding
		Corporate interests	Family interests		
Hon Kwok Lung	3,500,000	3,037,163,515 ⁽¹⁾	1,374,000 ⁽²⁾	3,042,037,515	69.90%
Shi Tao	100,000	–	–	100,000	0.00%
Sit Lai Hei	–	200,000,000 ⁽³⁾	–	200,000,000	4.60%
Hon Hau Wong	1,750,000	–	200,000,000 ⁽⁴⁾	201,750,000	4.64%
Teguh Halim	3,000,000	–	3,000,000 ⁽⁵⁾	6,000,000	0.14%

REPORT OF THE DIRECTORS

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 2024.

- (1) The 3,037,163,515 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 1,391,037,515 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 corporations of the Company

Name of Director	Name of associated corporation	Nature of interest	Approximate percentage of shareholding
Sit Lai Hei	Zhuhai Rossini Watch Industry Limited ⁽¹⁾	Corporate ⁽²⁾	9%
Hon Hau Wong	Zhuhai Rossini Watch Industry Limited ⁽¹⁾	Family ⁽²⁾	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 2024, 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 2024 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.

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

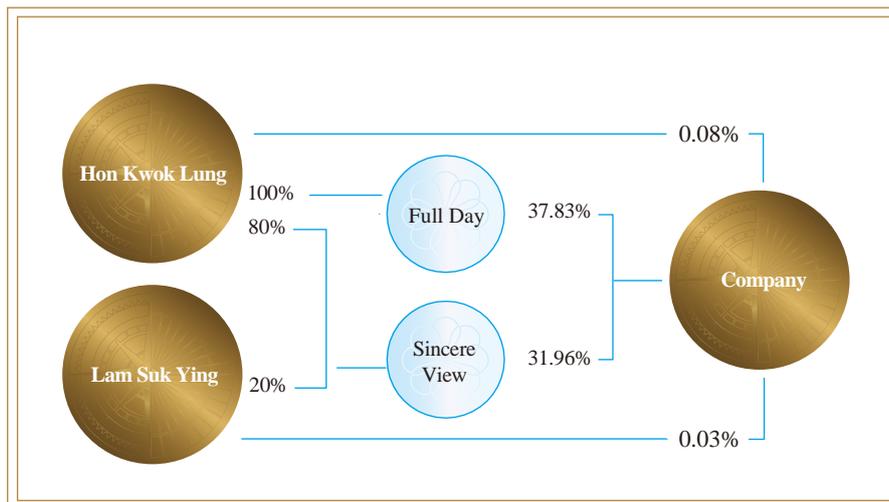
As at 31 December 2024, the following persons hold interests of 5% or more of the issued share capital of the Company and underlying shares which fall to be disclosed to the Company under provisions of Divisions 2 and 3 of Part XV of the SFO, or which were recorded in the register of interests required to be kept by the Company pursuant to Section 336 of the SFO:

Name of Shareholder	Nature of interest	Number of shares held	Approximate percentage of shareholding
Sincere View	Beneficial owner	1,391,037,515	31.96%
Full Day	Beneficial owner	1,646,126,000	37.83%
Hon Kwok Lung ^(Note)	Corporate interest, beneficial owner and family interest	3,037,163,515	69.90%
Lam Suk Ying ^(Note)	Beneficial owner and family interest	3,037,163,515	69.90%

Note:

The 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 2024.

Mr. Hon Kwok Lung and his spouse, Ms. Lam Suk Ying, are deemed to have an interest in the same parcel of 3,037,163,515 shares, which comprise 1,391,037,515 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 2024, the Directors were not aware of any persons (other than the Directors and Chief Executive) 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.

REPORT OF THE DIRECTORS

CONNECTED TRANSACTIONS

There was no material connected transaction of the Group under the Listing Rules during the year ended 31 December 2024 under review.

RELATED PARTY TRANSACTIONS

Details of the related party transactions during the year ended 31 December 2024 are set out in note 46 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 2024 or subsisted at the end of the year ended 31 December 2024.

EQUITY-LINK AGREEMENTS

No equity-linked agreements were entered into by the Company, or existed during the year ended 31 December 2024.

DIRECTORS' INTERESTS IN A COMPETING BUSINESS

During the year ended 31 December 2024, 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.

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 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 38 to 51 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 2024 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 2024 have been audited by BDO Limited.

A resolution will be proposed at the forthcoming annual general meeting of the Company to re-appoint BDO Limited as auditor of the Company. There was no change in auditor of the Company in any of the preceding three years.

On behalf of the Board

Hon Kwok Lung
Chairman

Hong Kong, 28 March 2025

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 available on the Stock Exchange’s website and the Company’s website.

The Audit Committee currently comprises following members:

Independent Non-executive Directors

Kam, Eddie Shing Cheuk (*Committee Chairman*)
Kwong Chun Wai, Michael

Rule 3.21 of the Listing Rules requires the Audit Committee to comprise non-executive directors only, with a minimum of three members with independent non-executive directors in majority and at least one independent non-executive director with appropriate professional qualifications or accounting or related financial management expertise.

As announced by the Company on 5 March 2025, Mr. Zhang Bin, Independent Non-executive Director, passed away on 4 March 2025. Following the passing away of Mr. Zhang Bin, the number of members of the Audit Committee is temporarily below the minimum number as required under Rule 3.21 of the Listing Rules. The Board is currently identifying suitable candidate to fill the vacancy.

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 2024

During the year ended 31 December 2024, two meetings were held and the individual attendance of each member is set out below:

Members	Attendance/ number of meetings held
Kam, Eddie Shing Cheuk (<i>Committee Chairman</i>)	2/2
Kwong Chun Wai, Michael	1/2
Zhang Bin (passed away on 4 March 2025)	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 2024, 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 auditor, 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 2023 and for the six months ended 30 June 2024.

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.

The Nomination Committee currently comprises following members:

Executive Directors

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

Independent Non-executive Directors

Kwong Chun Wai, Michael
Kam, Eddie Shing Cheuk

Rule 3.27(A) of the Listing Rules requires the Nomination Committee chaired by the chairman of the board or an independent non-executive director and comprising a majority of independent non-executive directors.

As announced by the Company on 5 March 2025, Mr. Zhang Bin, Independent Non-executive Director, passed away on 4 March 2025. Following the passing away of Mr. Zhang Bin, the number of independent non-executive directors of the Nomination Committee is temporarily less than the majority as required under Rule 3.25 of the Listing Rules. The Board is currently identifying suitable candidate to fill the vacancy.

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 of the Company (the “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 2024

During the year ended 31 December 2024, one meeting was held and the individual attendance of each member is set out below:

Members	Attendance/ number of meeting(s) held
Hon Kwok Lung (<i>Committee Chairman</i>)	1/1
Siu Chun Wa	1/1
Kwong Chun Wai, Michael	1/1
Zhang Bin (passed away on 4 March 2025)	1/1
Kam, Eddie Shing Cheuk	1/1

NOMINATION COMMITTEE REPORT

During the year ended 31 December 2024, 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; and review of the retirement of directors by rotation at the Company's annual general meeting held on 28 May 2024.

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

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 directorships 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.
-

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.
-

NOMINATION COMMITTEE REPORT

Nomination Policy

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 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 nonexecutive Director is considered, the Remuneration Committee 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;
-

Nomination Policy

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.

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

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.

In assessing, selecting and recommending suitable candidates to fill in vacancies for directorship to the Board, 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, potential contribution 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 sound 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”) and adopted the terms of reference of the Risk Management Committee 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 Risk Management Committee currently comprises following members:

Executive Directors

Teguh HALIM (*Committee Chairman*)

Shi Tao

Siu Chun Wa

AUTHORITY AND DUTIES

The Risk Management Committee, under the delegation of the Company’s Board of Directors (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 (including ESG 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 2024

During the year ended 31 December 2024, two meetings were held and the individual attendance of each member is set out below:

Members	Attendance/ number of meetings held
Teguh HALIM (<i>Committee Chairman</i>) (appointed on 27 March 2024)	1/1
Shi Tao	2/2
Siu Chun Wa (appointed on 27 March 2024)	1/1
Hao Xiaohui (resigned on 27 March 2024)	1/1
Sit Lai Hei (<i>Committee Chairman</i>) (resigned on 27 March 2024)	1/1

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. During 2024, the work of the Risk Management Committee, included but not limited to, review and discuss liquidity risk, operational risk, interest rate risk, exchange rate risk, inventory risk, etc.

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"> 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
Key Controls	<ul style="list-style-type: none"> Redefine the strategic mix to deal with the ever-changing economy Closely monitor the impact of the recent economic trend Explore different revenue streams and value-added services for our customers

Industry risk

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

RISK MANAGEMENT COMMITTEE REPORT

E-commerce risk

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

Interest rate risk

Key Challenges	<ul style="list-style-type: none"> Fluctuate of the fair value or cash flows of a financial instrument due to changes in market interest rates
Key Controls	<ul style="list-style-type: none"> Manage by taking into account market conditions and controlled at a reasonable level Keep monitoring the trend of interest rate of the global capital markets and adjust the mix of fixed-rate interest-bearing loans accordingly 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

Exchange rate risk

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

Legal risk

Key Challenges	<ul style="list-style-type: none"> Failure to comply with 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
Key Controls	<ul style="list-style-type: none"> Review the Group's compliance with applicable legal and regulatory requirements including the internal rules and directives, the Stock Exchange Code, the Listing Rules, the Companies Ordinance and the Securities and Futures Ordinance during the process of reviewing the financial statements Engage external legal advisors to assist in managing the legal risks

Intellectual property rights risk

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

Operational risk

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

Credit risk

Key Challenges	<p><u>For the non-banking and financial businesses</u></p> <ul style="list-style-type: none"> 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 Affect the account receivable by the general economic conditions in the geographies which the Group operates <p><u>For the banking business</u></p> <ul style="list-style-type: none"> Determines based on the combination of the internal and external credit rating, the average debt recovery, peer review information and comparison with publicly available date Subject to concentration risk
Key Controls	<p><u>For the non-banking and financial businesses</u></p> <ul style="list-style-type: none"> Trade only with recognized and creditworthy parties in order to minimize the credit risk Set limits on the exposure to any counterparty and credit risk Follow up the delinquent account receivable based on established internal system <p><u>For the banking business</u></p> <ul style="list-style-type: none"> Grant collateralized loans generally Approve and monitor the loans by the relevant managers, the credit committee and ultimately the board of the directors of Bendura Bank Implement a framework to provide a holistic view of the credit risks, which assess credit risks against key criteria Employ the standardized processes to oversee compliance with the risk requirements Monitor the financial position of the borrowers regularly

RISK MANAGEMENT COMMITTEE REPORT

Equity price risk

Key Challenges	<ul style="list-style-type: none"> Fluctuation 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
Key Controls	<ul style="list-style-type: none"> Monitor the price fluctuation of the listed equity instruments Establish appropriate exit strategies

Liquidity risk

Key Challenges	<ul style="list-style-type: none"> Insufficient financial resources available to meet our obligation as they fall due, or we only access these financial resources at excessive cost
Key Controls	<ul style="list-style-type: none"> 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 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 Project cash flows in major currencies and consider the level of group's liquidity management policy

Inventory risk

Key Challenges	<ul style="list-style-type: none"> 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
Key Controls	<ul style="list-style-type: none"> Enhance sales efficiency both at distribution outlet level and through e-commerce channels Enhance overall inventory management by facilitating with more rapid information exchange among distribution outlet, regional sales office, e-commerce channels, and headquarters to maintain inventory at an optimal level

Concentration risk

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

INDEPENDENT AUDITOR'S REPORT

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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 153 to 338, which comprise the consolidated statement of financial position as at 31 December 2024, 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 2024, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with HKFRS Accounting Standards as 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") as 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.

意見

本核數師(以下簡稱「我們」)已審計載於第153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二零二四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會計準則真實而公平地反映 貴集團於二零二四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。

INDEPENDENT AUDITOR'S REPORT

獨立核數師報告

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.

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 2024, the Group had goodwill and intangible assets with carrying amounts of HK\$973,406,000 and HK\$79,620,000 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 asset with definite useful lives 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 either value-in-use calculations using cash flow projections or fair value less cost of disposal.

The impairment test involves significant judgements and assumptions by the management under the value-in-use calculation and the determination of fair value less cost of disposal.

Management concluded that, based on the result of impairment assessment, impairment losses of HK\$115,917,000 and HK\$1,732,000 would be recognised for the year in respect of goodwill and intangible assets, respectively.

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;

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。

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

於二零二四年十二月三十一日，貴集團擁有賬面值分別為973,406,000港元及79,620,000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具有限可使用年期之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或公平值減出售成本釐定。

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及釐定公平值減出售成本。

管理層總結，根據減值評估結果，於本年度就商譽及無形資產分別確認減值虧損115,917,000港元及1,732,000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；

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- (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.

- (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。

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 HKFRS Accounting Standards as 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會計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。

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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

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- 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.
- plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the group as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the work performed for the purposes of the group audit. We remain solely responsible for our audit opinion.

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

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

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.

BDO Limited
Certified Public Accountants

Wong Kwok Wai
Practising Certificate Number P06047
Hong Kong, 28 March 2025

- 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。

- 計劃及進行集團審計以就集團內實體或業務單位之財務資料獲得充足及適當之審計憑證,作為形成集團財務報表意見之基礎。我們負責指導、監督及審閱我們就集團審計所進行之工作。我們為我們之審計意見承擔全部責任。

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。

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。

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。

香港立信德豪會計師事務所有限公司
執業會計師

黃國偉
執業證書號碼 P06047
香港,二零二五年三月二十八日

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

			2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Interest and dividend income from banking business	銀行業務之利息及股息收入		503,552	358,881
Interest expenses from banking business	銀行業務之利息開支		(217,570)	(72,913)
Net interest and dividend income from banking business	銀行業務之利息及股息收入淨額	7a	285,982	285,968
Service fees and commission income from banking business	銀行業務之服務費及佣金收入		209,308	198,823
Service fees and commission expenses from banking business	銀行業務之服務費及佣金開支		(32,189)	(26,904)
Net service fees and commission income from banking business	銀行業務之服務費及佣金收入淨額	7b	177,119	171,919
Trading income from banking business	銀行業務之交易收入	7c	35,309	33,907
Service fees and commission income from financial business	金融業務之服務費及佣金收入	7d	20	12
Interest income from financial business	金融業務之利息收入	7d	1,369	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	7e	813,952	1,113,945
Rental income from non-banking and financial businesses	非銀行及金融業務之租金收入	7e	21,872	23,275
Total revenue	總收入		1,335,623	1,629,059
Cost of sales from non-banking and financial businesses	非銀行及金融業務之銷售成本		(526,644)	(514,001)
Other income and other net gains or losses	其他收入及其他收益或虧損淨額	8	(34,665)	77,255
Selling and distribution expenses	銷售及分銷費用		(301,850)	(376,358)
Administrative expenses	行政費用		(672,722)	(667,762)
Share of profit of joint ventures	應佔合營企業溢利	26	-	5
Share of profit of associates	應佔聯營公司溢利	27	3,306	13,842
Finance costs from non-banking business	非銀行業務之財務費用	9	(63,095)	(78,242)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	10	(260,047)	83,798
Income tax expense	所得稅開支	11	(21,605)	(20,539)
(Loss)/profit for the year	本年度(虧損)/溢利		(281,652)	63,259

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Other comprehensive income	其他全面收入			
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	(1,399)	(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	20	(51,538)	(10,308)
			(52,937)	(15,270)
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		(248,867)	115,100
– Share of other comprehensive income of associates	– 應佔聯營公司之其他全面收入	27	(1)	(2,633)
			(248,868)	112,467
Other comprehensive income for the year	本年度其他全面收入		(301,805)	97,197
Total comprehensive income for the year	本年度全面收入總額		(583,457)	160,456
(Loss)/profit for the year attributable to:	以下人士應佔本年度(虧損)/溢利：			
Owners of the Company	本公司擁有人		(254,072)	45,100
Non-controlling interests	非控股權益		(27,580)	18,159
			(281,652)	63,259

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME

綜合全面收入表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Total comprehensive income for the year attributable to:	以下人士應佔本年度全面收入總額：			
Owners of the Company	本公司擁有人		(552,520)	131,496
Non-controlling interests	非控股權益		(30,937)	28,960
			(583,457)	160,456
(Loss)/earnings per share attributable to owners of the Company	本公司擁有人應佔每股(虧損)/盈利	14		
– Basic	– 基本		HK (5.84) cents (5.84) 港仙	HK 1.04 cents 1.04 港仙
– Diluted	– 攤薄		HK (5.84) cents (5.84) 港仙	HK 1.04 cents 1.04 港仙

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2024 於二零二四年十二月三十一日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Assets	資產			
Cash and deposits	現金及存款	17	3,782,130	3,761,431
Due from clients	應收客戶款項	18	2,659,182	2,877,929
Due from banks	應收銀行款項	18	2,945,270	2,222,968
Trading portfolio investments	交易組合投資	19	39,564	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	20	233,893	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	21	24,718	32,410
Derivative financial assets	衍生金融資產	22	33,061	5,136
Trade receivables	應收賬款	23	372,111	442,941
Other financial assets at amortised cost	按攤銷成本列賬之其他 金融資產	24	3,511,829	1,878,805
Inventories	存貨	25	1,513,833	1,805,899
Interests in joint ventures	所佔合營企業權益	26	496	496
Interests in associates	所佔聯營公司權益	27	86,716	108,411
Property, plant and equipment	物業、廠房及設備	28	1,238,319	1,297,608
Investment properties	投資物業	29	160,298	166,370
Intangible assets	無形資產	30	79,620	105,693
Goodwill	商譽	31	973,406	1,150,672
Deferred tax assets	遞延稅項資產	39	14,439	16,019
Other assets	其他資產	32	294,940	345,033
Total assets	總資產		17,963,825	16,531,006
Liabilities	負債			
Due to banks	應付銀行款項		18,393	–
Due to clients	應付客戶款項	33	12,333,170	10,155,311
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	2,497	49,318
Trade payables	應付賬款	34	190,121	207,230
Contract liabilities	合約負債	35	8,219	11,846
Income tax payables	應付所得稅		52,037	44,198
Borrowings	借貸	36	595,082	681,254
Provisions	撥備	37	2,686	4,812
Lease liabilities	租賃負債	38	72,365	49,026
Deferred tax liabilities	遞延稅項負債	39	65,010	68,561
Due to a shareholder	應付一名股東款項	46	–	9,025
Due to directors	應付董事款項	46	73,731	66,772
Other liabilities	其他負債	40	768,469	773,454
Total liabilities	總負債		14,181,780	12,165,712

CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

As at 31 December 2024 於二零二四年十二月三十一日

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Equity	權益			
Equity attributable to owners of the Company	本公司擁有人應佔權益			
Share capital	股本	41	435,189	435,189
Reserves	儲備	42	3,179,234	3,731,511
			3,614,423	4,166,700
Non-controlling interests	非控股權益		167,622	198,594
Total equity	權益總額		3,782,045	4,365,294
Total liabilities and equity	負債及權益總額		17,963,825	16,531,006

The consolidated financial statements on pages 153 to 338 were approved and authorised for issue by the board of directors on 28 March 2025 and are signed on its behalf by:

第153至338頁之綜合財務報表於二零二五年三月二十八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 2024 截至二零二四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 41)	(note 42)	(note 42)	(note 42)	(note 42)	(note 42)	(note 42)	(note 42)	(note 42)	(note 42)	(note 42)	(note 42)
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 48(b))	視為收購附屬公司權益 (附註48(b))	-	-	(12,776)	-	-	-	-	-	-	(12,776)	(19,399)	(32,175)
Deemed disposal of interest in subsidiaries (note 48(d) & (e))	視為出售附屬公司權益 (附註48(d)及(e))	-	-	17,622	-	-	-	-	-	-	17,622	18,184	35,806
Partial disposal of interests in subsidiaries without loss of control (note 48(f))	部分出售所佔附屬公司權益 (並無失去控制權) (附註48(f))	-	-	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

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

		Equity attributable of the Company 本公司應佔權益										Total equity 權益總額	
		Share capital 股本	Share premium account* 股份溢價賬*	Other reserve* 其他儲備*	Goodwill arising on consolidation* 綜合賬目產生之前譽*	Statutory reserve* 法定儲備*	Exchange reserve* 外匯儲備*	Fair value through other comprehensive income reserve** 按公平值計入其他全面收入儲備**	Revaluation reserve for Property, plant and equipment* 物業、廠房及設備重估儲備*	Retained profits* 保留溢利*	Total 總計		Non-controlling interests 非控股權益
		HKS'000 千港元 (note 41) (附註41)	HKS'000 千港元 (note 42) (附註42)	HKS'000 千港元 (note 42) (附註42)	HKS'000 千港元 (note 42) (附註42)	HKS'000 千港元 (note 42) (附註42)	HKS'000 千港元 (note 42) (附註42)	HKS'000 千港元 (note 42) (附註42)	HKS'000 千港元 (note 42) (附註42)	HKS'000 千港元 (note 42) (附註42)	HKS'000 千港元 (note 42) (附註42)	HKS'000 千港元 (note 42) (附註42)	
Balance at 1 January 2024	於二零二四年一月一日之結餘	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
Transactions with owners	與擁有人交易												
Deemed acquisition of interest in subsidiaries (note 48(a))	視為收購附屬公司權益 (附註48(a))	-	-	(2,396)	-	-	-	-	-	-	(2,396)	(3,673)	(6,069)
Deemed disposal of interest in subsidiaries (note 48(c))	視為出售附屬公司權益 (附註48(c))	-	-	2,639	-	-	-	-	-	-	2,639	4,028	6,667
Dividends paid to non-controlling interests	向非控股權益派付股息	-	-	-	-	-	-	-	-	-	-	(390)	(390)
Total transactions with owners	與擁有人交易總額	-	-	243	-	-	-	-	-	-	243	(35)	208
Comprehensive income	全面收入												
Loss for the year	本年度虧損	-	-	-	-	-	-	-	-	(254,072)	(254,072)	(27,580)	(281,652)
Other comprehensive income	其他全面收入												
Remeasurement of defined benefit obligations	重新計量定額福利責任	-	-	-	-	-	-	-	-	(1,745)	(1,745)	346	(1,399)
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	-	-	-	-	-	-	(51,538)	-	-	(51,538)	-	(51,538)
Exchange differences on translation to presentation currency	換算呈列貨幣產生之匯兌差額	-	-	-	-	-	(245,164)	-	-	-	(245,164)	(3,703)	(248,867)
Share of exchange differences on translation of associates	應佔換算聯營公司之匯兌差額	-	-	-	-	-	(1)	-	-	-	(1)	-	(1)
Total comprehensive income for the year	本年度全面收入總額	-	-	-	-	-	(245,165)	(51,538)	-	(255,817)	(552,520)	(30,937)	(583,457)
Balance at 31 December 2024	於二零二四年十二月三十一日之結餘	435,189	682,028	(40,200)	(15,300)	106,209	(269,871)	(182,706)	34,916	2,864,158	3,614,423	167,622	3,782,045

* These reserve accounts comprise the consolidated reserves of HK\$3,179,234,000 (2023: HK\$3,731,511,000) 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3,179,234,000港元(二零二三年: 3,731,511,000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 2024 截至二零二四年十二月三十一日止年度

	Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash flows from operating activities			
(Loss)/profit before income tax		(260,047)	83,798
Adjustments for:			
Depreciation and amortisation	10	92,736	93,838
Provision and impairment losses		176,645	70,436
Net deficit on revaluation of investment properties	29	4,386	1,218
Share of profit of associates	27	(3,306)	(13,842)
Share of (profit)/loss of joint ventures			
			(5)
Interest income from non-banking business	8	(1,029)	(797)
Finance costs from non-banking business	9	63,095	78,242
Gain on fair value changes in trading portfolio investments from non-banking business, net	8	(282)	(136)
Gain on fair value changes on financial assets/liabilities at fair value through profit or loss	8	(69,623)	(65,192)
Gain on disposal of property, plant and equipment	8	(1,533)	(1,021)
(Profit)/loss on disposal of a subsidiary	12	-	(2,529)
Gain on disposal of interest in associates			
			(1,349)
Gain on early termination of lease	8	(519)	-
Dividend income	8	(7,941)	(10,578)
Operating (loss)/profit before working capital changes		(7,418)	232,083
Increase/(decrease) in due to clients		2,862,686	(157,368)
Decrease/(increase) in due from clients		64,836	(132,530)
Decrease/(increase) in due to banks		18,623	(1,119)
Increase in due from banks		(911,750)	(211,382)
Decrease/(increase) in trade receivables		51,449	(105,850)
Decrease in inventories		243,080	99,027
Decrease in cash held on behalf of clients		(57,917)	(6,957)
Decrease/(increase) in other assets		10,803	(37,027)
Increase in derivative financial assets		(28,607)	(2,122)
(Decrease)/increase in derivative financial liabilities		(43,980)	29,855
Decrease in trade payables		(20,439)	(2,198)
Decrease in contract liabilities		(3,627)	(30,100)
(Increase)/decrease in trading portfolio investments		(12,486)	822
Increase in other financial assets at amortised cost		(1,678,471)	-
Decrease in other liabilities		(9,537)	157,060
Cash generated from/(used in) operations		477,245	(167,806)
Income tax paid		(10,263)	(14,469)
Net cash generated from/(used in) operating activities		466,982	(182,275)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

	Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cash flows from investing activities	投資活動產生之現金流量		
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	5,072	3,043
Dividends received	已收股息	7,941	10,578
Dividend received from associates	已收聯營公司股息	25,000	25,000
Increase in other financial assets at amortised cost	按攤銷成本列賬之其他金融資產增加	(51,911)	(259,766)
Purchase of property, plant and equipment	購買物業、廠房及設備	(31,185)	(33,788)
Additions of intangible asset	添置無形資產	(457)	–
Interest received from non-banking business	非銀行業務之已收利息	1,029	797
Proceeds from disposal of interests in associates	出售所佔聯營公司權益所得款項	–	6,487
Increase in pledge bank deposit	已抵押銀行存款增加	–	(5,000)
Net cash inflow from disposal of subsidiaries	出售附屬公司現金流入淨額	–	27,500
Net cash inflow from acquisition of subsidiaries	收購附屬公司現金流入淨額	–	27,628
Net cash used in from investing activities	投資活動所用之現金淨額	(44,511)	(197,521)
Cash flows from financing activities	融資活動產生之現金流量		
Acquisition of non-controlling interests	收購非控股權益	(6,069)	(32,175)
Disposal of interest in subsidiaries	出售附屬公司權益	6,667	–
Interest paid	已付利息	(50,935)	(67,721)
Proceeds from borrowings	借貸所得款項	168,970	168,542
Repayment of principal portion of the lease liabilities	償還租賃負債之本金部分	(23,801)	(22,202)
Repayment of borrowings	償還借貸	(204,681)	(419,607)
Dividends paid to non-controlling interests	向非控股權益派付股息	(390)	(1,654)
Advanced from directors	來自董事之墊款	14,440	10,223
Advance from associates	來自聯營公司之墊款	2,000	40,000
Repayment to a shareholder	向一名股東還款	(9,025)	(2,975)
Repayment to directors	向董事還款	(3,556)	(23,860)
Repayment to related company	向關連公司還款	(22,587)	–
Repayment to associates	向聯營公司還款	(14,757)	–
Net cash used in financing activities	融資活動所用之現金淨額	(143,724)	(351,429)

CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

			2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
		Notes 附註		
Net increase/(decrease) in cash and cash equivalents	現金及現金等價物增加／(減少)淨額		278,747	(731,225)
Cash and cash equivalents at 1 January	於一月一日之現金及現金等價物		3,707,898	4,262,745
Effect of foreign exchange rate changes, net	匯率變動影響淨額		(291,951)	176,378
Cash and cash equivalents at 31 December	於十二月三十一日之現金及現金等價物		3,694,694	3,707,898
Analysis of balances of cash and cash equivalents	現金及現金等價物結餘分析			
Cash and deposits	現金及存款	17	3,724,213	3,749,474
Bank overdraft	銀行透支	36	(29,519)	(41,576)
			3,694,694	3,707,898

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四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, Uglan 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’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, Uglan 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 2024 截至二零二四年十二月三十一日止年度

2. ADOPTION OF NEW OR REVISED HKFRS ACCOUNTING STANDARDS

(a) Adoption of new or revised HKFRS Accounting Standards – effective 1 January 2024

In the current year, the Group has applied for the first time the following new or revised standards, amendments and interpretations 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 2024:

Amendments to HKAS 1	Classification of Liabilities as current or non-current
Amendments to HKAS 1	Non-current Liabilities with Covenants
Hong Kong Interpretation 5 (Revised)	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that Contains a Repayment on Demand Clause
Amendments to HKFRS 16	Liability in a Sale and Leaseback
Amendments to HKFRS 7	Supplier Finance Arrangements

None of these new or amended HKFRS Accounting Standards 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 HKFRS Accounting Standards that is not yet effective for the current accounting period.

2. 採納新訂或經修訂香港財務報告準則會計準則

(a) 採納新訂或經修訂香港財務報告準則會計準則 – 於二零二四年一月一日生效

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，該等準則與本集團之綜合財務報表相關並已於二零二四年一月一日開始之年度期間生效：

香港會計準則第1號之修訂	將負債分類為流動或非流動
香港會計準則第1號之修訂	附帶契諾之非流動負債
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
香港財務報告準則第16號之修訂	售後租回中的負債
香港會計準則第7號之修訂	供應商融資安排

該等新訂或經修訂香港財務報告準則會計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會計準則。

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2. ADOPTION OF NEW OR REVISED HKFRS ACCOUNTING STANDARDS (Continued)

(b) New or revised HKFRS Accounting Standards that have been issued but are not yet effective

The following new or revised HKFRS Accounting Standards, 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 21	Lack of Exchangeability ¹
Amendments to HKFRS 7 and HKFRS 9	Amendments to the Classification and Measurement of Financial Instruments ²
Amendments to HKFRS 7 and HKFRS 9	Contracts Referencing Nature-dependent Electricity ²
Annual Improvements to HKFRS Accounting Standards – Volume 11	Amendments to HKFRS 1, HKFRS 7, HKFRS 9, HKFRS 10 and HKAS 7 ²
HKFRS 18	Presentation and Disclosure in Financial Statements ³
HKFRS 19	Subsidiaries without Public Accountability: Disclosures ³
Amendments to HK Interpretation 5	Presentation of Financial Statements – Classification by the Borrower of a Term Loan that contains a Repayment on Demand Clause ³
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ⁴

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

² Effective for annual periods beginning on or after 1 January 2026

³ Effective for annual periods beginning on or after 1 January 2027

⁴ Effective for annual periods beginning on or after a date to be determined

2. 採納新訂或經修訂香港財務報告準則會計準則 (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會計準則

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會計準則。

香港會計準則第21號之修訂	缺乏可兌換性 ¹
香港財務報告準則第7號及香港財務報告準則第9號之修訂	金融工具分類及計量的修訂本 ²
香港財務報告準則第7號及香港財務報告準則第9號之修訂	涉及依賴自然能源生產電力的合約 ²
香港財務報告準則會計準則之年度改進—第11冊	香港財務報告準則第1號、香港財務報告準則第7號、香港財務報告準則第9號、香港財務報告準則第10號及香港會計準則第7號修訂本 ²
香港財務報告準則第18號	財務報表內的呈列及披露 ³
香港財務報告準則第19號	非公共受託責任附屬公司：披露 ³
香港詮釋第5號之修訂	呈列財務報表—借款人對載有按求償還條款的定期貸款進行分類 ³
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 ⁴

¹ 於二零二五年一月一日或之後開始的年度期間生效

² 於二零二六年一月一日或之後開始的年度期間生效

³ 於二零二七年一月一日或之後開始的年度期間生效

⁴ 於待釐定日期或之後開始的年度期間生效

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

2. ADOPTION OF NEW OR REVISED HKFRS ACCOUNTING STANDARDS (Continued)

(b) New or revised HKFRS Accounting Standards that have been issued but are not yet effective (Continued)
HKFRS 18, Presentation and Disclosure in Financial Statements

HKFRS 18 will replace HKAS 1 Presentation of Financial Statements. HKFRS 18 introduces new requirements for presentation within the statement of profit or loss, including specified totals and subtotals.

Furthermore, entities are required to classify all income and expenses within the statement of profit or loss into one of five categories: operating, investing, financing, income taxes and discontinued operations, whereof the first three are new.

It also requires disclosure of newly defined management defined performance measures, subtotals of income and expenses, and includes new requirements for aggregation and disaggregation of financial information based on the identified 'roles' of the primary financial statements and the notes.

In addition, narrow-scope amendments have been made to HKAS 7 Statement of Cash Flows, which include changing the starting point for determining cash flows from operations under the indirect method, from 'profit or loss' to 'operating profit or loss' and removing the optionality around classification of cash flows from dividends and interest. In addition, there are consequential amendments to several other standards.

HKFRS 18, and the amendments to the other standards, is effective for reporting periods beginning on or after 1 January 2027, but earlier application is permitted and must be disclosed. HKFRS 18 will apply retrospectively.

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

2. 採納新訂或經修訂香港財務報告準則會計準則 (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會計準則 (續)
香港財務報告準則第 18 號，財務報表內的呈列及披露

香港財務報告準則第 18 號將取代香港會計準則第 1 號財務報表之呈列。香港財務報告準則第 18 號引入於溢利或虧損表內呈列的新規定，包括指定總額及小計。

此外，實體須將溢利或虧損表內的所有收入及開支分類為五個類別之一：經營、投資、融資、所得稅及已終止經營業務，其中前三個為新類別。

當中亦要求披露新界定的管理層界定的表現計量、收入及開支小計，並包括根據主要財務報表及附註中釐定的「角色」對財務資料進行匯總及分類的新規定。

此外，香港會計準則第 7 號現金流量表已作出收窄範圍的修訂，其包括將採用間接法釐定經營現金流量的起始點由「溢利或虧損」改為「經營溢利或虧損」，以及刪除有關股息及利息現金流量分類的選擇性。此外，若干其他準則亦作出相應修訂。

香港財務報告準則第 18 號及其他準則的修訂於二零二七年一月一日或之後開始之報告期間生效，但允許提前應用及須作出披露。香港財務報告準則第 18 號將追溯應用。

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會計準則之潛在影響。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION

3.1 Statement of compliance

The consolidated financial statements have been prepared in accordance with all applicable individual HKFRS Accounting Standards 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").

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 HKFRS Accounting Standards 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 Going concern basis

The Group has missed some of the scheduled repayment of certain bank borrowing related to its non-banking business for the year ended 31 December 2024. In light of these, the Group has entered into the negotiation immediately with the lender for extension or renewal of repayment of the aforesaid bank borrowing.

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會計準則編製。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。

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會計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 持續經營基準

截至二零二四年十二月三十一日止年度，本集團未能如期償還與其非銀行業務有關的若干銀行借貸。有見及此，本集團已即時與貸款人磋商延長或續期償還上述銀行借貸。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

3. BASIS OF PREPARATION (Continued)

3.3 Going concern basis (Continued)

Before the report date, the Group has fully repaid the outstanding amount of approximately HK\$55,000,000 that the Group had missed on the year ended date. Moreover, the Group and the lender has agreed a supplementary arrangement to enhance the repayment schedule of the remaining borrowing.

Based on the above, the directors of the Company are of the opinion that the Group would have sufficient financial resources to finance its operations and to meet its financial obligations as and when they fall due. Accordingly, it is appropriate to prepare the consolidated financial statements on a going concern basis.

3.4 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.

3. 編製基準 (續)

3.3 持續經營基準 (續)

於報告日期前，本集團已悉數償還本集團於截至年結日未能償還的欠款約55,000,000港元。此外，本集團與貸款人已協定補充安排，以加強餘下借貸的還款計劃。

基於上文所述，本公司董事認為本集團將有足夠財務資源為其營運提供資金及履行到期的財務責任。因此，按持續經營基準編製綜合財務報表乃屬適當。

3.4 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」）。

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

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.

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 HKFRS Accounting Standards. Acquisition-related costs incurred are expensed unless they are incurred in issuing equity instruments, in which case the costs are deducted from equity.

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。

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權益之非控股權益。除香港財務報告準則會計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。

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For the year ended 31 December 2024 截至二零二四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)

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 47 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.

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. 重大會計政策資料 (續)

4.1 業務合併及綜合基準 (續)

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（詳情請參閱附註47中之溢利補償），該溢利補償安排入賬是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。

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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

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.

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. 重大會計政策資料 (續)

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。

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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

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.

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

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。

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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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 individual HKFRS Accounting Standards, in which case the impairment loss is treated as a revaluation decrease under that individual HKFRS Accounting Standards.

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個別香港財務報告準則會計準則以重估金額計值，在此情況下，減值虧損則根據該個別香港財務報告準則會計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。

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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%

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%

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.6 Property, plant and equipment (Continued)

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

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)

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。

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。

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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增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。

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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。

當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）時，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，如果重新磋商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，重新磋商增加了租賃範圍（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。

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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。

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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.

4.10 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.

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。

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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.10 Financial instruments (Continued)

(i) Financial assets (Continued)

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.

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.

4. 重大會計政策資料 (續)

4.10 金融工具 (續)

(i) 金融資產 (續)

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。

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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.10 Financial instruments (Continued)

(i) Financial assets (Continued)

Equity instruments

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

(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.

4. 重大會計政策資料 (續)

4.10 金融工具 (續)

(i) 金融資產 (續)

股本工具

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。

(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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.10 Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

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.

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.

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)

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。

就其他按攤銷成本或按公平價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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.10 Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

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.

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.

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)

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。

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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.10 Financial instruments (Continued)

(ii) Impairment loss on financial assets (Continued)

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.

(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.

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)

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。

(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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.10 Financial instruments (Continued)

(iii) Financial liabilities (Continued)

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.

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.

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

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。

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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.10 Financial instruments (Continued)

(iii) Financial liabilities (Continued)

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.

(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 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. 重大會計政策資料 (續)

4.10 金融工具 (續)

(iii) 金融負債 (續)

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。

(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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

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.

4.12 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)

4.11 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。

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。

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For the year ended 31 December 2024 截至二零二四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。

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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。

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

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.

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。

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綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.13 Revenue recognition (Continued)

(ii) Revenue from other sources (Continued)

(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.

4.14 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.

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 (續)

(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。

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其確認該負債及資產，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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.14 Retirement benefits (Continued)

(i) Defined contribution plans (Continued)

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.

(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)

(i) 定額供款計劃 (續)

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。

(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 offsetable 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.

4.15 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; (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 HKFRS Accounting Standards.

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.

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。

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會計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。

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4. MATERIAL ACCOUNTING POLICY INFORMATION (Continued)

4.15 Segment reporting (Continued)

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

No asymmetrical allocations have been applied to reportable segments.

4.16 Foreign currency

Transactions entered into by Group entities in a currency other than the currency of the primary economic environment in which they operate (their 'functional currency') are recorded at the rates ruling when the transactions occur. Foreign currency monetary assets and liabilities are translated at the rates ruling at the reporting date. Exchange differences arising on the retranslation of unsettled monetary assets and liabilities are recognised immediately in profit or loss, except for foreign currency borrowings qualifying as a hedge of a net investment in a foreign operation, in which case exchange differences are recognised in other comprehensive income and accumulated in the foreign exchange reserve along with the exchange differences arising on the retranslation of the foreign operation.

Exchange gains and losses arising on the retranslation of monetary financial assets are treated as a separate component of the change in fair value and recognised in profit or loss. Exchange gains and losses on non-monetary OCI financial assets form part of the overall gain or loss in OCI recognised in respect of that financial instrument.

On consolidation, the results of overseas operations are translated into HK\$ at rates approximating to those ruling when the transactions took place. All assets and liabilities of overseas operations, including goodwill arising on the acquisition of those operations, are translated at the rate ruling at the reporting date. Exchange differences arising on translating the opening net assets at opening rate and the results of overseas operations at actual rate are recognised in other comprehensive income and accumulated in the foreign exchange reserve.

Exchange differences recognised in profit or loss in Group entities' separate financial statements on the translation of long-term monetary items forming part of the Group's net investment in the overseas operation concerned are reclassified to other comprehensive income and accumulated in the foreign exchange reserve on consolidation.

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

4. 重大會計政策資料 (續)

4.15 分類報告 (續)

分類負債不包括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。

4.16 外幣

本集團旗下各實體以其經營業務所在的主要經濟環境的貨幣（「功能貨幣」）以外其他貨幣進行的交易，乃按交易發生時的匯率入賬。以外幣為單位的貨幣資產及負債按報告日期的匯率換算。因重新換算未償付貨幣資產及負債所產生的匯兌差額會即時於溢利或虧損確認，除非外幣借款合資格被列作對沖海外業務投資淨額，於這種情況下，匯兌差額於其他綜合收益中確認，並與因重新換算境外業務產生的匯兌差額於外匯儲備中累計。

因重新換算貨幣金融資產而產生的匯兌收益及虧損被視為公平值變動的獨立組成部分，並於溢利或虧損中確認。非貨幣其他全面收益金融資產的匯兌收益及虧損構成該金融工具所確認其他全面收益整體溢利或虧損中的一部分。

於綜合賬目時，海外業務的業績乃按交易進行時的概約匯率換算為港元。海外業務的所有資產及負債（包括因收購該等業務而產生的商譽）按報告日的匯率換算。按開盤匯價換算的期初資產淨值與按實際匯率計算海外業務業績的匯兌差額乃於其他全面收益中確認，並於外匯儲備中累計。

於換算構成本集團於所涉海外業務的部分投資淨額的長期貨幣項目時，於本集團旗下各實體獨立財務報表的溢利或虧損內確認的匯兌差異則重新分類至其他全面收益，並於綜合入賬時累計為外匯儲備。

於出售海外業務時，截至出售日期於外匯儲備確認有關該項業務的累計匯兌差異將轉至綜合全面收益表，作為出售溢利或虧損的一部分。

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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。

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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。

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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 HKFRS Accounting Standards.

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會計準則規定，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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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 notes 3.3 and 51.6.

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3.3及51.6。

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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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)
- 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.

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.

These operating segments are monitored and strategic decisions are made on the basis of adjusted segment operating results.

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)
- 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。

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。

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。

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6. SEGMENT INFORMATION (Continued)

6. 分類資料 (續)

2024

二零二四年

		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
Segment revenue:	分類收入：					
Net interest and dividend income from banking business	銀行業務之利息及股息收入淨額	-	-	285,982	-	285,982
Net service fees and commission income from banking business	銀行業務之服務費及佣金收入淨額	-	-	177,119	-	177,119
Trading income from banking business	銀行業務之交易收入	-	-	35,309	-	35,309
Service fees and commission income from financial business	金融業務之服務費及佣金收入	-	-	20	-	20
Interest income from financial business	金融業務之利息收入	-	-	1,369	-	1,369
Sales of goods from non-banking and financial businesses	非銀行及金融業務之貨品銷售收入	813,952	-	-	-	813,952
Rental income from non-banking and financial businesses	非銀行及金融業務之租金收入	-	21,872	-	-	21,872
Total revenue	總收入	813,952	21,872	499,799	-	1,335,623
Segment results	分類業績	(194,622)	15,397	132,062	-	(47,163)
Unallocated corporate income and expenses, net	未分配公司收入及支出淨額	-	-	-	(153,095)	(153,095)
Share of profit of associates	應佔聯營公司溢利	-	-	-	3,306	3,306
Finance costs	財務費用	(23,071)	-	(537)	(39,487)	(63,095)
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(217,693)	15,397	131,525	(189,276)	(260,047)
Income tax expense	所得稅開支	(3,637)	(727)	(17,172)	(69)	(21,605)
(Loss)/profit for the year	本年度(虧損)/溢利	(221,330)	14,670	114,353	(189,345)	(281,652)
Segment assets	分類資產	3,656,453	185,497	13,744,247	-	17,586,197
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	-	-	-	86,716	86,716
Trading portfolio investments	交易組合投資	-	-	-	39,564	39,564
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	-	-	-	233,893	233,893
Cash and deposits	現金及存款	-	-	-	7,839	7,839
Other unallocated corporate assets	其他未分配公司資產	-	-	-	9,120	9,120
Consolidated total assets	綜合總資產	3,656,453	185,497	13,744,247	377,628	17,963,825
Segment liabilities	分類負債	865,917	41,883	12,542,395	-	13,450,195
Unallocated corporate liabilities:	未分配公司負債：	-	-	-	-	-

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6. SEGMENT INFORMATION (Continued)

6. 分類資料 (續)

2024 (Continued)

二零二四年 (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
Borrowings	借貸	-	-	-	370,536	370,536
Lease liabilities	租賃負債	-	-	-	35,565	35,565
Other unallocated corporate liabilities (note)	其他未分配公司負債(附註)	-	-	-	325,484	325,484
Consolidated total liabilities	綜合總負債	865,917	41,883	12,542,395	731,585	14,181,780
Other segment information	其他分類資料					
Interest income and other interest income from non-banking and financial businesses	非銀行及金融業務之利息收入及其他利息收入	661	-	-	368	1,029
Reversal of expected credit losses on trade receivables	應收賬款預期信貸虧損撥回	(6,027)	-	-	-	(6,027)
Expected credit loss on other assets	其他資產預期信貸虧損	(36,724)	-	-	-	(36,724)
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	-	-	(5,327)	-	(5,327)
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	-	-	618	-	618
Reversal of provision for litigation risks, net	訴訟風險撥備撥回淨額	-	-	219	-	219
Provision for inventories	存貨撥備	(21,348)	-	-	-	(21,348)
Reversal of provision for inventories	存貨撥備撥回	11,000	-	-	-	11,000
Impairment loss on goodwill	商譽減值虧損	(115,917)	-	-	-	(115,917)
Impairment loss on property, plant and equipment	物業、廠房及設備減值虧損	(1,407)	-	-	-	(1,407)
Impairment loss on intangible assets	無形資產減值虧損	(1,732)	-	-	-	(1,732)
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	69,623	-	-	-	69,623
Depreciation and amortisation	折舊及攤銷	(54,139)	-	(27,482)	(11,115)	(92,736)
Net deficit on revaluation of investment properties	投資物業重估之虧蝕淨額	-	(4,386)	-	-	(4,386)
Additions to non-current assets	添置非流動資產	25,447	-	15,485	-	40,932

Note: Other unallocated corporate liabilities mainly included amounts due to a related company and an associate as at 31 December 2024.

附註：其他未分配公司負債主要包括於二零二四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。

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6. SEGMENT INFORMATION (Continued)

6. 分類資料 (續)

2023

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
Segment revenue:	分類收入：				
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
Total revenue	總收入	1,113,945	23,275	491,839	1,629,059
Segment results	分類業績	86,447	10,671	130,129	227,247
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)	(78,242)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	59,220	10,671	129,793	83,798
Income tax expense	所得稅開支	(3,886)	-	(16,623)	(20,539)
Profit/(loss) for the year	本年度溢利/(虧損)	55,334	10,671	113,170	63,259
Segment assets	分類資產	4,271,822	191,574	11,629,158	16,092,554
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
Consolidated total assets	綜合總資產	4,271,822	191,574	11,629,158	16,531,006

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6. SEGMENT INFORMATION (Continued)

2023 (Continued)

	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
Segment liabilities	分類負債	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
Consolidated total liabilities	綜合總負債	985,989	39,270	777,719	12,165,712
Other segment information	其他分類資料				
Interest income and other interest income	非銀行及金融業務之利息收入 及其他利息收入	470	-	327	797
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)	(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)
Excepted 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	-	-	(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)	(93,838)
Net deficit on revaluation of investment properties	投資物業重估之虧蝕淨額	-	(1,218)	-	(1,218)
Additions to non-current assets	添置非流動資產	25,764	-	8,792	34,556

Note: Other unallocated corporate liabilities mainly included amounts due to a related company and associates as at 31 December 2023.

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
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Segment liabilities	分類負債	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

Consolidated total liabilities **綜合總負債** 985,989 39,270 10,362,734 777,719 12,165,712

	其他分類資料				
Interest income and other interest income	非銀行及金融業務之利息收入 及其他利息收入	470	-	327	797
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)	(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)
Excepted 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	-	-	(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)	(93,838)
Net deficit on revaluation of investment properties	投資物業重估之虧蝕淨額	-	(1,218)	-	(1,218)
Additions to non-current assets	添置非流動資產	25,764	-	8,792	34,556

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。

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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	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Hong Kong	香港	75,371	44,432	139,101	365,922
The PRC	中國	653,060	782,066	1,597,645	1,598,783
Switzerland	瑞士	3,389	3,332	347,554	376,296
United Kingdom	英國	52,915	51,666	8,488	5,908
Liechtenstein	列支敦士登	499,799	491,839	444,815	481,098
Others	其他	51,089	255,724	1,252	1,243
		1,335,623	1,629,059	2,538,855	2,829,250

The geographical location of revenues from watches and timepieces and watch accessories 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 2024 and 2023.

鐘錶及時計產品以及鐘錶配件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（「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，截至二零二四年及二零二三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。

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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

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、鐘錶配件製造及買賣、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

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Interest and dividend income from banking business arising from:	下列各項所產生之銀行業務之利息及股息收入：		
Interest income – due from banks	利息收入－應收銀行款項	253,027	169,796
Interest income – due from clients	利息收入－應收客戶款項	44,609	28,608
Interest income from mortgage loans	按揭貸款之利息收入	79,253	75,175
Interest income from money market papers	貨幣市場票據之利息收入	(322)	7,803
Interest income from financial assets	金融資產之利息收入	95,088	48,521
Negative interest expense on due to clients	應付客戶款項之負利息開支	31,897	28,978
		503,552	358,881
Interest expenses from banking business arising from:	下列各項所產生之銀行業務之利息開支：		
Interest expense on due to banks	應付銀行款項之利息開支	(288)	(189)
Interest expense on due to clients	應付客戶款項之利息開支	(216,098)	(71,883)
Negative interest income on due from banks and clients	應收銀行及客戶款項之負利息收入	(1,184)	(841)
		(217,570)	(72,913)
Net interest and dividend income from banking business	銀行業務之利息及股息收入淨額	285,982	285,968

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7. REVENUE (Continued)

7. 收入 (續)

(b) Net service fees and commission income from banking business

(b) 銀行業務之服務費及佣金收入淨額

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Service fee and commission income from banking business arising from:	下列各項所產生之銀行業務之服務費及佣金收入：		
Commission income from loans	貸款所得佣金收入	7,112	4,647
Brokerage fees	經紀費	35,530	26,912
Custody account fees	託管賬戶費	25,870	27,046
Commission on investment advice and asset management	投資建議及資產管理佣金	48,337	44,542
Commission income from service fees	服務費佣金收入	27,020	4,308
Commission income from fiduciary fees	信託費佣金收入	385	29,825
Commission income from retrocession	轉分保佣金收入	4,082	11
Other commission income	其他佣金收入	60,972	61,532
		209,308	198,823
Service fees and commission expenses from banking business	銀行業務之服務費及佣金開支	(32,189)	(26,904)
Net service fees and commission income from banking business	銀行業務之服務費及佣金收入淨額	177,119	171,919

(c) Trading income from banking business

(c) 銀行業務之交易收入

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Equity instruments	股本工具	–	1
Debt instruments	債務工具	7	269
Securities	證券	4,103	2
Forex and precious metals	外匯及貴金屬	30,931	33,597
Funds	基金	268	38
Trading income from banking business	銀行業務之交易收入	35,309	33,907

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7. REVENUE (Continued)

(d) Revenue from financial business

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Service fees and commission income	服務費及佣金收入	20	12
Interest income	利息收入	1,369	33
Revenue from financial business	金融業務之收入	1,389	45

7. 收入 (續)

(d) 金融業務之收入

(e) Revenue from non-banking and financial businesses

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Sales of goods	貨品銷售	813,952	1,113,945
Rental income	租金收入	21,872	23,275
Revenue from non-banking business and financial businesses	非銀行業務及金融業務之收入	835,824	1,137,220

(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

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Gain on disposal of a subsidiary (note 12)	出售一間附屬公司之 收益 (附註12)	–	2,529
Gain on disposal of interests in associates	出售所佔聯營公司權益之收益	–	1,349
Gain on fair value changes in trading portfolio investments from non-banking and financial businesses, net (note 19)	非銀行及金融業務交易組合 投資之公平值變動收益淨 額 (附註19)	282	136
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)	69,623	65,192
Impairment loss on goodwill (note 31)	商譽減值虧損 (附註31)	(115,917)	(13,389)
Impairment loss on property, plant and equipment (note 28)	物業、廠房及設備減值虧損 (附註28)	(1,407)	–
Impairment loss on intangible asset (note 30)	無形資產減值虧損 (附註30)	(1,732)	–
Net deficit on revaluation of investment properties (note 29)	投資物業重估之虧蝕淨額 (附註29)	(4,386)	(1,218)
Gain on disposal of property, plant and equipment	出售物業、廠房及設備之收益	1,533	1,021
Gain on early termination of lease	提早終止租賃之收益	519	–
Bank and other interest income from non-banking and financial businesses	非銀行及金融業務之銀行及 其他利息收入	1,029	797
Dividend income from financial assets at fair value through other comprehensive income (note 20(a))	按公平值計入其他全面收入 之金融資產之股息收入 (附註20(a))	7,941	10,578
Other operating income	其他經營收入	–	15,881
Government subsidies (note)	政府補助金 (附註)	5,083	2,500
Reversal of provision/(provision) of litigation risks (note 37)	訴訟風險撥備撥回／(撥備) (附註37)	219	(4,121)
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))	(5,327)	(7,591)
Reversal of expected credit losses/(provision 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 產預期信貸虧損撥回／ (預期信貸虧損撥備) (附註24(b))	618	(6,024)
Exchange gain, net	外匯收益淨額	5,913	7,579
Other sundry income, net	其他雜項收入淨額	1,344	2,036
		(34,665)	77,255

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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9. FINANCE COSTS FROM NON-BANKING BUSINESS

9. 非銀行業務之財務費用

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 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	59,382	75,748
Interest on lease liabilities (note 38)	租賃負債利息 (附註38)	3,713	2,494
		63,095	78,242

10. (LOSS)/PROFIT BEFORE INCOME TAX

10. 除所得稅前(虧損)/溢利

(Loss)/profit before income tax is arrived at after charging/(crediting):

除所得稅前(虧損)/溢利已於扣除/(計入)下列各項後達致：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Cost of inventories recognised as expense, including:	確認為開支的存貨成本，包括：	526,644	514,001
– Reversal of provision for inventories	– 存貨撥備撥回	(11,000)	(38)
– Provision for inventories	– 存貨撥備	21,348	24,434
Depreciation and amortisation	折舊及攤銷	92,736	93,838
– Depreciation for owned assets (note (a))	– 自用資產折舊 (附註(a))	52,090	53,318
– Depreciation for right-of-use assets (note (a))	– 使用權資產折舊 (附註(a))	28,911	32,062
– Amortisation of intangible assets (note (b))	– 無形資產攤銷 (附註(b))	11,735	8,458
Short term lease expenses	短期租賃開支	19,038	27,436
Auditor's remuneration	核數師酬金	4,600	4,700
Gross rental income	租金收入總額	(21,872)	(23,275)
Less: direct operating expenses	減：直接經營開支	2,684	2,980
Net rental income	租金收入淨額	(19,188)	(20,295)
Research and development expenses (note (b))	研究及開發開支 (附註(b))	11,215	15,434
Expected credit losses on other assets (note 32)	其他資產預期信貸虧損 (附註32)	36,724	4,105
Expected credit losses on trade receivables (note 23(a))	應收賬款預期信貸虧損 (附註23(a))	6,027	10,810
Advertising	廣告	41,455	54,731

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10. (LOSS)/PROFIT BEFORE INCOME TAX (Continued)

Notes:

- (a) Depreciation expense of HK\$5,823,000 (2023: HK\$6,322,000) has been included in cost of sales from non-banking and financial businesses, HK\$13,485,000 (2023: HK\$24,076,000) in selling and distribution expenses and HK\$61,693,000 (2023: HK\$54,982,000) 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 2024 and 2023, Hong Kong profit tax has been provided for certain subsidiaries within the Group and is calculated at 16.5% on the estimated assessable profits (2023: 16.5%). The subsidiaries established in the PRC are subject to income taxes at tax rates ranging between 15% and 25% (2023: 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% (2023: 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5,823,000港元(二零二三年：6,322,000港元)已計入非銀行及金融業務之銷售成本、13,485,000港元(二零二三年：24,076,000港元)計入銷售及分銷費用以及61,693,000港元(二零二三年：54,982,000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

截至二零二四年及二零二三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% (二零二三年：16.5%) 計算。於中國成立之附屬公司須按介乎15%至25% (二零二三年：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% (二零二三年：5%) 繳交中國預扣稅。

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Current tax for the year	年內即期稅項		
Hong Kong	香港	61	238
PRC	中國	4,180	4,667
Liechtenstein	列支敦士登	17,313	16,623
Switzerland	瑞士	543	479
Deferred tax for the year (note 39)	年內遞延稅項(附註39)	(492)	(1,468)
Total income tax expense	所得稅開支總額	21,605	20,539

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11. INCOME TAX EXPENSE (Continued)

Reconciliation between income tax expense and accounting (loss)/profit 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(虧損)/溢利之對賬:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(260,047)	83,798
Tax on (loss)/profit before income tax, calculated at the rates applicable to the tax jurisdictions concerned	除所得稅前(虧損)/溢利之稅項(根據相關稅務司法權區適用之稅率計算)	(32,645)	22,658
Tax effect of non-taxable income	毋須課稅收入之稅務影響	(15,693)	(20,244)
Tax effect of non-deductible expenses	不可扣稅開支之稅務影響	13,654	10,999
Tax effect of tax losses not recognised	未確認稅項虧損之稅務影響	56,289	7,126
Total income tax expense	所得稅開支總額	21,605	20,539

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12. DISPOSAL OF A SUBSIDIARY

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 loss on disposal of Wisdom Power for the year ended 31 December 2023 were set out as follows:

12. 出售一間附屬公司

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：	
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
		24,971
Less: Proceeds from disposal	減：出售所得款項	(27,500)
Gain on disposal	出售之收益	(2,529)
		HK\$'000
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	27,500

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13. DIVIDENDS

The directors do not recommend the payment of a dividend for the year ended 31 December 2024 (2023: Nil).

13. 股息

董事不建議就截至二零二四年十二月三十一日止年度派付股息(二零二三年：無)。

14. (LOSS)/EARNINGS PER SHARE

The calculations of basic and diluted (loss)/earnings per share attributable to owners of the Company are based on the following data:

14. 每股(虧損)/盈利

本公司擁有人應佔每股基本及攤薄(虧損)/盈利乃根據以下數據計算：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
(Loss)/profit	(虧損)/溢利		
(Loss)/profit attributable to owners of the Company for the purpose of calculating basic and diluted (loss)/earnings per share	計算每股基本及攤薄(虧損)/盈利所依據之本公司擁有人應佔(虧損)/溢利	(254,072)	45,100
		2024 二零二四年 Number of shares 股份數目 '000 千股	2023 二零二三年 Number of shares 股份數目 '000 千股
Number of shares	股份數目		
Weighted average number of shares for the purpose of calculating basic and diluted (loss)/earnings per share	計算每股基本及攤薄(虧損)/盈利所依據之加權平均股份數目	4,351,889	4,351,889

The diluted (loss)/earnings per share is the same as the basic (loss)/earnings per share, as the Group has no dilutive potential ordinary shares for the years ended 31 December 2024 and 2023.

由於本集團於截至二零二四年及二零二三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(虧損)/盈利與每股基本(虧損)/盈利相同。

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15. EMPLOYEE BENEFIT EXPENSE (INCLUDING DIRECTORS' EMOLUMENTS)

15.1 Employee benefit expense

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Wages and salaries	工資及薪金	471,485	474,765
Pension costs	退休金成本	47,883	56,462
		519,368	531,227

Employee costs, including directors' emoluments, of HK\$10,029,000 (2023: HK\$10,261,000) has been included in cost of sales from non-banking and financial businesses, HK\$179,521,000 (2023: HK\$190,561,000) in selling and distribution expenses and HK\$329,818,000 (2023: HK\$330,405,000) in administrative expenses.

15.2 Defined benefit pension plans

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Net defined benefit obligations	定額福利責任淨額	85,473	72,642

Net defined benefit liability has been included in "other liabilities" (see note 40) in the consolidated statement of financial position.

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.

15. 僱員福利開支(包括董事酬金)

15.1 僱員福利開支

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Wages and salaries	工資及薪金	471,485	474,765
Pension costs	退休金成本	47,883	56,462
		519,368	531,227

僱員成本(包括董事酬金)10,029,000港元(二零二三年:10,261,000港元)已計入非銀行及金融業務之銷售成本、179,521,000港元(二零二三年:190,561,000港元)已計入銷售及分銷費用以及329,818,000港元(二零二三年:330,405,000港元)已計入行政費用。

15.2 定額退休金福利計劃

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Net defined benefit obligations	定額福利責任淨額	85,473	72,642

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40)。

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 2024 and 2023 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 2024 and 2023 by Banque Cantonale Vaudoise, 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 2024 and 2023 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 2024 and 2023 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:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Present value of defined benefit obligations	定額福利責任現值	548,115	505,788
Fair value of plan assets	計劃資產之公平值	(462,642)	(433,146)
Net liability arising from defined benefit obligations	定額福利責任產生之負債淨額	85,473	72,642

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 Swiss Life Pension Services AG 於二零二四年及二零二三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 於二零二四年及二零二三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 於二零二四年及二零二三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 於二零二四年及二零二三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：

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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 2024 and 2023 are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January	於一月一日	505,788	422,033
Current service costs	現時服務成本	32,587	43,672
Past service costs	過往服務成本	(58)	(9)
Interest cost	利息成本	8,289	7,593
Actuarial losses	精算虧損	3,920	12,672
Benefits paid	已付福利	(33,592)	(36,639)
Contribution by plan participants	計劃參與者供款	9,299	11,535
Exchange realignment	匯兌調整	21,882	44,931
At 31 December	於十二月三十一日	548,115	505,788

- (c) Movements in the fair value of the plan assets for both the years ended 31 December 2024 and 2023 are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January	於一月一日	433,146	399,959
Interest income	利息收入	5,920	4,638
Return on plan assets	計劃資產之回報	3,507	12,161
Contributions by the employers	僱主供款	17,462	18,708
Contributions by plan participants	計劃參與者供款	9,299	11,535
Benefit paid	已付福利	(33,592)	(36,639)
Exchange realignment	匯兌調整	26,900	22,784
At 31 December	於十二月三十一日	462,642	433,146

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) 截至二零二四年及二零二三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) 截至二零二四年及二零二三年十二月三十一日止兩個年度計劃資產公平值變動如下：

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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:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Service cost:	服務成本：		
Current service costs	現時服務成本	32,587	43,672
Past services costs	過往服務成本	(58)	(9)
Net interest expense	利息開支淨額	2,369	2,955
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	34,898	46,618
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	3,507	12,259
Actuarial losses	精算虧損	(3,920)	(12,672)
Deferred tax arising on remeasurement of the net defined benefit liability (note 39)	重新計量定額福利責任淨額之遞延稅項(附註39)	(986)	(4,549)
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	(1,399)	(4,962)

The defined benefit cost of HK\$34,898,000 (2023: HK\$46,618,000) has been included in the administrative expenses. The remeasurement of the net defined benefit obligation is included in other comprehensive income.

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：

定額福利成本 34,898,000 港元(二零二三年：46,618,000 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。

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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:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Equity instruments	股本工具	135,889	127,225
Debt instruments	債務工具	148,356	138,898
Properties	物業	128,971	120,748
Commodities instruments	商品工具	3,439	3,220
Assets from reinsurance	再保險資產	8,959	8,388
Hedge funds	對沖基金	22,161	20,748
Cash	現金	14,104	13,205
Other	其他	763	714
		462,642	433,146

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:

		2024 二零二四年	2023 二零二三年
Discount rate(s)	貼現率	0.10%–0.50%	0.10%–1.50%
Expected rate(s) of salary increase	預期薪金增幅	0.1%–1.0%	0.1%–2.47%

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：

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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\$32,687,000 (2023: HK\$21,475,000)/increase by HK\$36,735,000 (2023: HK\$24,569,000).
- If the expected salary of increase/(decreases) by 50 basis points, the defined benefit obligations would increase by HK\$45,281,000 (2023: HK\$34,784,000)/decrease by HK\$47,841,000 (2023: HK\$35,372,000).

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32,687,000港元(二零二三年：21,475,000港元)/增加36,735,000港元(二零二三年：24,569,000港元)。
- 倘預期薪金增加/(減少)50個基點，定額福利責任將增加45,281,000港元(二零二三年：34,784,000港元)/減少47,841,000港元(二零二三年：35,372,000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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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
		HK\$'000	HK\$'000	HK\$'000	HK\$000
		千港元	千港元	千港元	千港元
2024	二零二四年				
Executive directors		執行董事			
Mr. Hon Kwok Lung	韓國龍先生	–	1,713	15	1,728
Mr. Shi Tao	石濤先生	–	1,081	25	1,106
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	–	3,054	142	3,196
Mr. Siu Chun Wa	蕭進華先生	–	1,705	18	1,723
Mr. Hao Xiaohui (note (ii))	郝曉暉先生 (附註 (ii))	–	989	5	994
Independent non-executive directors		獨立非執行董事			
Dr. Kwong Chun Wai, Michael	鄺俊偉博士	200	–	–	200
Mr. Zhang Bin	張斌先生	200	–	–	200
Mr. Li Ziqing (note (iii))	李子卿先生 (附註 (iii))	47	–	–	47
Mr. Kam, Eddie Shing Cheuk	甘承倬先生	200	–	–	200
		647	10,390	241	11,278

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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	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
2023	二零二三年				
Executive directors	執行董事				
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 (iv))	畢波先生 (附註(iv))	–	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
Independent non-executive directors	獨立非執行董事				
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
		800	10,733	250	11,783

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綜合財務報表附註

For the year ended 31 December 2024 截至二零二四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 2024 (2023: Nil). Mr. Teguh Halim waived his remuneration on the directorship of subsidiaries of HK\$1,300,000 (2023: HK\$1,300,000) for the year ended 31 December 2024.
- (ii) Mr. Hao Xiaohui has resigned as co-chief executive officer and executive director with the effect from 27 March 2024.
- (iii) Mr. Li Ziqing has resigned as independent non-executive director with the effect from 27 March 2024.
- (iv) Mr. Bi Bo has resigned as executive director with the effect from 3 March 2023.

16.2 Five highest paid individuals

No director (2023: no director) of the Company was included in the five highest paid individuals of the Group during the year. Details of the remuneration of the five highest paid individuals of the Group for the years are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Salaries, allowances and benefits in kind	薪金、津貼及實物福利	18,019	17,900
Contribution to pension scheme	退休金計劃供款	3,304	3,295
		21,323	21,195

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，截至二零二四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(二零二三年：無)。截至二零二四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(二零二三年：1,300,000港元)。
- (ii) 郝曉暉先生已辭任聯席行政總裁兼執行董事，自二零二四年三月二十七日起生效。
- (iii) 李子卿先生已辭任獨立非執行董事，自二零二四年三月二十七日起生效。
- (iv) 畢波先生已辭任執行董事，自二零二三年三月三日起生效。

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(二零二三年：並無董事)。年內本集團五名最高薪人士酬金詳情如下：

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For the year ended 31 December 2024 截至二零二四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:

		2024 二零二四年 No. of individuals 人數	2023 二零二三年 No. of individuals 人數
HK\$4,000,001 to HK\$4,500,000	4,000,001 港元至 4,500,000 港元	5	5
		5	5

No emolument was paid by the Group to the directors or the five (2023: five) highest paid employee(s) as an inducement to join or upon joining the Group, or as compensation for loss of office (2023: 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:

		2024 二零二四年 No. of individuals 人數	2023 二零二三年 No. of individuals 人數
HK\$0 to HK\$500,000	0 港元至 500,000 港元	1	–
HK\$500,001 to HK\$1,000,000	500,001 港元至 1,000,000 港元	5	2
HK\$1,000,001 to HK\$1,500,000	1,000,001 港元至 1,500,000 港元	–	1
		6	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：

	2024 二零二四年 No. of individuals 人數	2023 二零二三年 No. of individuals 人數
HK\$4,000,001 to HK\$4,500,000	5	5
	5	5

本集團並無向董事或五名 (二零二三年：五名) 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 (二零二三年：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：

	2024 二零二四年 No. of individuals 人數	2023 二零二三年 No. of individuals 人數
HK\$0 to HK\$500,000	1	–
HK\$500,001 to HK\$1,000,000	5	2
HK\$1,000,001 to HK\$1,500,000	–	1
	6	3

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17. CASH AND DEPOSITS

17. 現金及存款

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 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))	66,336	61,625
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))	57,917	6,957
Sight deposits with central banks (note (e))	中央銀行之活期存款 (附註(e))	3,657,877	3,687,849
		3,782,130	3,761,431
Cash and deposits as per above	上文現金及存款	3,782,130	3,761,431
Less: Cash held on behalf of clients (note (d))	減：代客戶持有之現金 (附註(d))	(57,917)	(6,957)
Pledged bank deposits (note (c))	已抵押銀行存款 (附註(c))	–	(5,000)
Cash and deposits for the purpose of consolidated statement of cash flows	就綜合現金流量表之 現金及存款	3,724,213	3,749,474

Notes:

- (a) Cash at bank earns interest at the floating rates based on the daily bank deposits rates.
- (b) Included in cash and bank balances of the Group are the amount of approximately HK\$27,324,267 (2023: HK\$24,764,000) 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.
- (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).
- (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.
- (e) These balances with central banks represent sight deposits placed by the Bendura Group and they can be withdrawn immediately without any restrictions.
- (f) As at 31 December 2024, cash and deposits of HK\$3,723,298,000 (2023: HK\$3,697,936,000) are attributable to banking and financial businesses.

附註：

- (a) 銀行現金按每日銀行存款利率計算之浮動利率計息。
- (b) 本集團現金及銀行結餘包括為數約27,324,267港元(二零二三年：24,764,000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) 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) 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) 該等中央銀行結餘指當地集團所存放之活期存款，可即時提取而無任何限制。
- (f) 於二零二四年十二月三十一日，現金及存款3,723,298,000港元(二零二三年：3,697,936,000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

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Due from clients – mortgage loans	應收客戶款項 – 按揭貸款	2,047,246	2,265,389
Due from clients – other	應收客戶款項 – 其他	634,201	629,753
Valuation adjustments for default risk (note (b))	違約風險估值調整 (附註(b))	(22,265)	(17,213)
Total due from clients	應收客戶款項總額	2,659,182	2,877,929
Due from banks on a daily basis	應收銀行日常款項	2,696,501	1,908,088
Due from banks other claims	應收銀行其他申索	56,341	185,560
Due from banks – precious metals	應收銀行款項 – 貴金屬	192,782	130,989
Valuation adjustments for default risk (note (b))	違約風險估值調整 (附註(b))	(354)	(1,669)
Total due from banks	應收銀行款項總額	2,945,270	2,222,968

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
As at 1 January 2023	於二零二三年一月一日	4,394,787	13,800	1,433	4,410,020
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
As at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	4,964,618	15,813	8,359	4,988,790
New financial assets originated, net of amount derecognised	源自新增金融資產，扣除終止確認金額	790,724	50,297	6,989	848,010
Exchange realignment	匯兌調整	(398,856)	(2,804)	(851)	(402,511)
As at 31 December 2024	於二零二四年十二月三十一日	5,356,486	63,306	14,497	5,434,289

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18. DUE FROM BANKS AND CLIENTS (Continued)

Notes: (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
Balance at 1 January 2023	於二零二三年 一月一日之結餘	8,202	196	1,433	9,831
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
Balance at 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日 之結餘	10,330	193	8,359	18,882
Changes in valuation adjustments for default risks (note 8)	違約風險估值調整變動 (附註8)	(2,357)	695	6,989	5,327
Exchange realignment	匯兌調整	(701)	(37)	(852)	(1,590)
Balance at 31 December 2024	於二零二四年 十二月三十一日之結餘	7,272	851	14,496	22,619

- (c) Non-performing loans

No interest income impact from non-performing loans was recognised for the years ended 31 December 2024 and 2023.

18. 應收銀行及客戶款項 (續)

附註：(續)

- (b) 應收銀行及客戶款項之預期信貸虧損變動如下：

		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
Balance at 1 January 2023	於二零二三年 一月一日之結餘	8,202	196	1,433	9,831
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
Balance at 31 December 2023 and 1 January 2024	於二零二三年 十二月三十一日及 二零二四年一月一日 之結餘	10,330	193	8,359	18,882
Changes in valuation adjustments for default risks (note 8)	違約風險估值調整變動 (附註8)	(2,357)	695	6,989	5,327
Exchange realignment	匯兌調整	(701)	(37)	(852)	(1,590)
Balance at 31 December 2024	於二零二四年 十二月三十一日之結餘	7,272	851	14,496	22,619

- (c) 不良貸款

截至二零二四年及二零二三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

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Equity instruments	股本工具		
Listed equity instruments in Hong Kong at market value	按市值於香港上市之股本工具	15,435	629
Listed equity instruments outside Hong Kong at market value	按市值於香港境外上市之股本工具	204	-
Total equity instruments	股本工具總額	15,639	629
Debt instruments	債務工具		
Unlisted debt instruments of financial institutions	金融機構之非上市債務工具	4,439	189
Total debt instruments	債務工具總額	4,439	189
Investment fund units	投資基金單位		
Unlisted investment fund units	非上市投資基金單位	19,486	19,890
Total investment fund units	投資基金單位總額	19,486	19,890
Investment in other financial products	其他金融產品投資	-	6,850
Total trading portfolio investments	交易組合投資總額	39,564	27,558

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 51.10 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51.10。

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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 2024 and 2023.

The fair value gain during the year was amounted to HK\$282,000 (2023: HK\$136,000), which has been recognised in the consolidated statement of comprehensive income as other income and other net gains or losses (note 8) for the years ended 31 December 2024.

20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME

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。

截至二零二四年及二零二三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282,000港元(二零二三年：136,000港元)，已於截至二零二四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

		Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Listed equity instruments in Hong Kong	於香港上市之股本工具	(a)	202,745	254,754
Listed equity instruments outside Hong Kong	於香港境外上市之股本工具	(b)	25,812	25,342
Unlisted equity investments	非上市股本投資		5,336	5,531
			233,893	285,627

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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20. FINANCIAL ASSETS AT FAIR VALUE THROUGH OTHER COMPREHENSIVE INCOME (Continued)

- (a) As at 31 December 2024, the listed equity investments in Hong Kong represented 14.76% (2023: 14.76%) equity interest in Min Xin Holdings Limited (“Min Xin Shares”). As at 31 December 2024, the Group held 88,150,000 (2023: 88,150,000) Min Xin Shares. A dividend income totalling HK\$7,941,000 (2023: 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 2024.

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\$25,812,000 (2023: HK\$25,342,000) represented the investment in Citychamp Dartong Advanced Materials Co., Ltd. (Previously Known as Citychamp Dartong Company Limited) (referred to “Dartong” and its shares referred to as the “Dartong Shares”). During the year, no dividend income (2023: Nil) is recognised by the Group in profit or loss in the consolidated statement of comprehensive income for the year ended 31 December 2024.

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% (2023: 36.4%) 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) 於二零二四年十二月三十一日，於香港上市之股本投資指於閩信集團有限公司之14.76%（二零二三年：14.76%）股權（「閩信股份」）。於二零二四年十二月三十一日，本集團持有88,150,000股（二零二三年：88,150,000股）閩信股份。本集團於截至二零二四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7,941,000港元（二零二三年：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25,812,000港元（二零二三年：25,342,000港元）指於冠城大通新材料股份有限公司（前稱冠城大通股份有限公司）（「大通」，其股份稱為「大通股份」）之投資。年內，本集團於截至二零二四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（二零二三年：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%（二零二三年：36.4%）。薛黎曦女士及陸曉珺女士均為韓國龍先生之兒媳婦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	本集團應佔擁有權權益百分比
Citychamp Dartong Advanced Materials Co., Ltd.	PRC	Ordinary A Share	9,154,370	0.66%
冠城大通新材料股份有限公司	中國	A股普通股		

During the year, the decrease in fair value of financial assets at fair value through other comprehensive income of HK\$51,538,000 (2023: HK\$10,308,000) has been dealt with in other comprehensive income and FVOCI reserve. No cumulative gain (2023: Nil) has been transferred to retained profits within equity as the Group has not disposed 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51,538,000港元(二零二三年：10,308,000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大通股份，故並無累計收益(二零二三年：無)轉撥至權益內之保留溢利。

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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

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Financial asset at fair value through profit or loss	按公平值計入溢利或虧損的金融資產		
– 2023 Profit Compensation (note i)	– 二零二三年溢利補償 (附註 i)	–	32,410
– 2024 Profit Compensation (note ii)	– 二零二四年溢利補償 (附註 ii)	24,123	–
– 2025 Profit Compensation (note iii)	– 二零二五年溢利補償 (附註 iii)	595	–
		24,718	32,410
Financial liabilities at fair value through profit or loss	按公平值計入溢利或虧損的金融負債		
– 2024 Profit Compensation (note ii)	– 二零二四年溢利補償 (附註 ii)	–	26,592
– 2025 Profit Compensation (note iii)	– 二零二五年溢利補償 (附註 iii)	–	18,313
		–	44,905

For the years ended 31 December 2023 and 2024, the Group's financial assets and financial liabilities at fair value through profit or loss were resulted from contractual term of its acquisition of equity interest in Gold Vantage Industrial Limited and its subsidiaries ("Gold Vantage Group"). The details were set out in note 47 to the consolidated financial statements.

截至二零二三年及二零二四年十二月三十一日止年度，本集團按公平值計入溢利或虧損的金融資產及金融負債乃由於收購金熹實業有限公司及其附屬公司（「金熹集團」）股權之合約條款所致。詳情載於綜合財務報表附註47。

Notes:

- (i) As at 31 December 2023, the directors of the Company estimated that the audited profit after tax of Gold Vantage Group for the year ended 31 December 2023 would be less than HK\$30,000,000. The balance represented the fair value of the financial assets in relation to 2023 Profit Compensation and the directors had engaged an independent professional valuer to assist them to estimate the fair values as at 31 December 2023. The fair value gain of HK\$44,000,000 had been recognised in the other income and other net gains and losses for the year ended 31 December 2023. 2023 Profit Compensation has been settled by the vendor during the year ended 31 December 2024.

附註：

- (i) 於二零二三年十二月三十一日，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年度的經審核除稅後溢利將低於30,000,000港元。該結餘指與二零二三年溢利補償有關的金融資產之公平值，董事已委聘獨立專業估值師協助彼等估計於二零二三年十二月三十一日之公平值。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及虧損淨額中確認。二零二三年溢利補償已由賣方於截至二零二四年十二月三十一日止年度結算。

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21. FINANCIAL ASSET AND LIABILITIES AT FAIR VALUE THROUGH PROFIT OR LOSS (Continued)

Notes: (Continued)

- (ii) As at 31 December 2024, the directors of the Company estimated that the audited profit after tax of Gold Vantage Group for the year ended 31 December 2024 would be less than HK\$30,000,000. The balance represented the fair value of the financial assets in relation to 2024 Profit Compensation and the directors have engaged an independent professional valuer to assist them to estimate the fair values as at 31 December 2024. The fair value gain of HK\$50,715,000 has been recognised in the other income and other net gains and losses for the year ended 31 December 2024.

As at 31 December 2023, the balance represented the fair value of the financial liabilities in relation to 2024 Profit Compensation. The fair value gain of HK\$8,871,000 had been recognised in the other income, other net gains and losses for the year ended 31 December 2023.

- (iii) The directors of the Company estimated that the audited profit after tax of Gold Vantage Group for the year ending 31 December 2025 would be less than HK\$30,000,000. The balance represented the fair value of the financial assets in relation to 2025 Profit Compensation and the directors have engaged an independent professional valuer to assist them to estimate the fair values as at 31 December 2024. The fair value gain of HK\$18,908,000 has been recognised in the other income and other net gains and losses for the year ended 31 December 2024.

As at 31 December 2023, the balance represented the fair value of the financial liabilities in relation to 2025 Profit Compensation. The fair value gain of HK\$12,321,000 had been recognised in the other income and other net gains and losses for the year ended 31 December 2023.

21. 按公平值計入溢利或虧損的金融資產及負債 (續)

附註：(續)

- (ii) 於二零二四年十二月三十一日，本公司董事估計金熹集團於截至二零二四年十二月三十一日止年度的經審核除稅後溢利將低於30,000,000港元。該結餘指與二零二四年溢利補償有關的金融資產之公平值，董事已委聘獨立專業估值師協助彼等估計於二零二四年十二月三十一日之公平值。公平值收益50,715,000港元已於截至二零二四年十二月三十一日止年度之其他收入及其他收益及虧損淨額中確認。

於二零二三年十二月三十一日，該結餘指與二零二四年溢利補償有關的金融負債之公平值。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、其他收益及虧損淨額中確認。

- (iii) 本公司董事估計金熹集團於截至二零二五年十二月三十一日止年度的經審核除稅後溢利將低於30,000,000港元。該結餘指與二零二五年溢利補償有關的金融資產之公平值，董事已委聘獨立專業估值師協助彼等估計於二零二四年十二月三十一日之公平值。公平值收益18,908,000港元已於截至二零二四年十二月三十一日止年度之其他收入及其他收益及虧損淨額中確認。

於二零二三年十二月三十一日，該結餘指與二零二五年溢利補償有關的金融負債之公平值。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及虧損淨額中確認。

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22. DERIVATIVE FINANCIAL INSTRUMENTS

22. 衍生金融工具

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Derivative financial assets	衍生金融資產		
Forward and option contracts	遠期及期權合約	33,061	5,136
Derivative financial liabilities	衍生金融負債		
Forward and option contracts	遠期及期權合約	2,497	49,318

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 2024 二零二四年十二月三十一日		
		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	3,317,322	33,061	(2,497)

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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 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)

Nominal amount analysed by remaining maturity

按餘下到期日分析之面值

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within 3 months	3個月內	3,314,928	3,082,781
Between 1 year and 5 years	1年至5年	2,394	–
		3,317,322	3,082,781

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。

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23. TRADE RECEIVABLES

23. 應收賬款

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade receivables arising from watches and timepieces and watch 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	454,955	511,936
Less: Provision for impairment loss	減：減值虧損撥備	(84,644)	(82,202)
		370,311	429,734
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	1,800	13,207
		1,800	13,207
Trade receivables, net	應收賬款淨額	372,111	442,941

Notes:

- (a) The Group's trading terms with its customers of watches and timepieces and watch 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 (2023: 30 days to 360 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 watch 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(二零二三年：30天至360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。

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23. TRADE RECEIVABLES (Continued)

Notes: (Continued)

(a) (Continued)

Movements in the expected credit losses of trade receivables arising from watches and timepieces and watch accessories business are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January	於一月一日	82,202	88,351
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)	6,027	10,810
Exchange realignment	匯兌調整	(3,585)	(6,538)
At 31 December	於十二月三十一日	84,644	82,202

The Group does not hold any collateral over these balances.

Ageing analysis of trade receivables arising from watches and timepieces and watch accessories business as at the reporting date, based on invoice dates, and net of provisions, is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
1 to 3 months	1 至 3 個月	73,523	198,365
4 to 6 months	4 至 6 個月	21,555	22,421
Over 6 months	超過 6 個月	275,233	208,948
		370,311	429,734

The directors of the Company consider that as trade receivables arising from watches and timepieces and watch 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，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。

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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 5. 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 2024 and 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5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，於二零二四年及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

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Listed debt instruments, at amortised cost	上市債務工具， 按攤銷成本列賬	3,511,829	1,878,805
Issued by:	由以下人士發行：		
Governments and public sector	政府及公營部門	2,519,712	430,835
Financial institutions	金融機構	542,825	891,891
Corporations	企業	449,292	556,079
		3,511,829	1,878,805

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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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
As at 1 January 2023	於二零二三年一月一日	1,566,996	-	31,836	1,598,832
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
As at 31 December 2023 and 1 January 2024	於二零二三年十二月 三十一日及 二零二四年一月一日	1,880,021	-	-	1,880,021
New financial assets originated, net of amount derecognised	源自新增金融資產， 扣除終止確認金額	1,832,602	-	-	1,832,602
Exchange realignmen	匯兌調整	(200,268)	-	-	(200,268)
As at 31 December 2024	於二零二四年十二月 三十一日	3,512,355	-	-	3,512,355

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：

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24. OTHER FINANCIAL ASSETS AT AMORTISED COST (Continued)

- (b) Movements in the expected credit losses in respect of other financial assets at amortised cost are as follows:

24. 按攤銷成本列賬之其他金融資產 (續)

- (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：

		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
Balance at 1 January 2023	於二零二三年一月一日之結餘	630	–	26,477	27,107
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
Balance at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日之結餘	1,216	–	–	1,216
Change in valuation adjustments for default risks (note 8)	違約風險估值調整變動 (附註8)	(618)	–	–	(618)
Exchange realignment	匯兌調整	(72)	–	–	(72)
Balance at 31 December 2024	於二零二四年十二月三十一日之結餘	526	–	–	526

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25. INVENTORIES

25. 存貨

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Raw materials	原材料	274,076	309,729
Work-in-progress	在製品	310,614	378,697
Finished goods and merchandises	製成品及商品	929,143	1,117,473
		1,513,833	1,805,899

26. INTERESTS IN JOINT VENTURES

26. 所佔合營企業權益

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January	於一月一日	496	491
Share of total comprehensive income of joint ventures	應佔合營企業之全面收入總額	-	5
At 31 December	於十二月三十一日	496	496

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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:

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% 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% 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.

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：

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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27. INTERESTS IN ASSOCIATES

27. 所佔聯營公司權益

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January	於一月一日	108,411	122,202
Share of total comprehensive income of associates	應佔聯營公司之全面收入總額	3,305	11,209
Dividend income from an associate	來自一間聯營公司之股息收入	(25,000)	(25,000)
At 31 December	於十二月三十一日	86,716	108,411

Particulars of the principal associate, which is a limited liability company, at 31 December 2024 are as follows:

於二零二四年十二月三十一日，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 2024 and 2023 is as follows:

27. 所佔聯營公司權益 (續)

以下為截至二零二四年及二零二三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) :

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Fair Future	俊光		
As at 31 December	於十二月三十一日		
Current assets	流動資產	614,589	570,965
Non-current assets	非流動資產	113,365	167,230
Current liabilities	流動負債	(533,512)	(453,438)
Non-current liabilities	非流動負債	(4,874)	(8,376)
Net assets	資產淨值	189,568	276,381
Reconciliation to the Group's interest in Fair Future:	本集團於俊光之權益之對賬：		
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	47,392	69,096
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	(310)	(319)
Other reconciliation items	其他對賬項目	1,647	1,647
Carrying amount of the investment	投資賬面值	86,716	108,411

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27. INTERESTS IN ASSOCIATES (Continued)

27. 所佔聯營公司權益 (續)

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
For the year ended 31 December	截至十二月三十一日止年度		
Profit for the year	本年度溢利	13,186	54,579
Other comprehensive income	其他全面收入	(5)	(10,533)
Total comprehensive income	全面收入總額	13,181	44,046
Reconciliation to the Group's share of results of Fair Future:	本集團應佔俊光業績之對賬：		
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	3,297	13,645
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	9	197
Share of profit of the associate for the year	應佔年內聯營公司溢利	3,306	13,842
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	(1)	(2,633)
Share of total comprehensive income of the associate	應佔聯營公司之全面收入總額	3,305	11,209

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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
At 1 January 2023	於二零二三年一月一日								
Cost	成本	613,695	794,646	138,318	214,456	659,416	43,940	116,657	2,581,128
Accumulated depreciation	累計折舊	(191,556)	(171,432)	(105,496)	(175,785)	(614,656)	(36,889)	-	(1,295,814)
Net carrying amount	賬面淨值	422,139	623,214	32,822	38,671	44,760	7,051	116,657	1,285,314
Year ended 31 December 2023	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	116,657	1,285,314
Additions	添置	768	4,645	1,092	3,311	17,837	1,745	5,020	34,418
Acquisition of subsidiaries (note 47)	收購附屬公司 (附註47)	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)	(7,108)	17,922
Closing carrying amount	年末賬面淨值	396,798	650,084	30,795	82,931	42,733	6,778	87,489	1,297,608
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日								
Cost	成本	566,342	830,113	136,021	255,040	610,904	38,852	87,489	2,524,761
Accumulated depreciation	累計折舊	(169,544)	(180,029)	(105,226)	(172,109)	(568,171)	(32,074)	-	(1,227,153)
Net carrying amount	賬面淨值	396,798	650,084	30,795	82,931	42,733	6,778	87,489	1,297,608
Year ended 31 December 2024	截至二零二四年十二月三十一日止年度								
Opening net book amount	年初賬面淨值	396,798	650,084	30,795	82,931	42,733	6,778	87,489	1,297,608
Additions	添置	9,290	3,656	8,027	1,218	11,464	1,961	4,859	40,475
Lease modification	租賃修改	41,587	-	-	-	-	-	-	41,587
Depreciation	折舊	(28,911)	(18,350)	(4,748)	(5,904)	(21,622)	(1,466)	-	(81,001)
Disposal	出售	-	-	(198)	(939)	(1,899)	(503)	-	(3,539)
Early termination of lease	提早終止租賃	(846)	-	-	-	-	-	-	(846)
Impairment loss for the year	年內減值虧損	(673)	-	(2)	(676)	(56)	-	-	(1,407)
Exchange realignment	匯兌調整	(21,602)	(25,362)	(981)	(2,247)	(918)	(312)	(3,136)	(54,558)
Closing carrying amount	年末賬面淨值	395,643	610,028	32,893	74,383	29,702	6,458	89,212	1,238,319
At 31 December 2024	於二零二四年十二月三十一日								
Cost	成本	578,911	803,800	135,610	254,938	620,188	26,925	89,212	2,509,584
Accumulated depreciation	累計折舊	(183,268)	(193,772)	(102,717)	(180,555)	(590,486)	(20,467)	-	(1,271,265)
Net carrying amount	賬面淨值	395,643	610,028	32,893	74,383	29,702	6,458	89,212	1,238,319

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28. PROPERTY, PLANT AND EQUIPMENT (Continued)

At 31 December 2024, land and buildings in Switzerland with an aggregated carrying value of HK\$79,785,000 (2023: HK\$81,875,000) have been pledged to secure banking facilities granted to the Group (note 36).

At 31 December 2024, right-of-use assets in PRC with an aggregated carrying value of HK\$157,215,000 (2023: HK\$170,653,000) have been pledged to secure banking facilities granted to the Group (note 36).

Property, plant and equipment with the net carrying amount of HK\$31,281,000 (2023: HK\$40,900,000) (before the current year impairment loss) is attributable to the cash-generating unit of smart watch manufacturing business (“Gold Vantage CGU”) with which the goodwill is recognised. Based on the result of the assessment, an impairment loss of HK\$1,407,000 (2023: nil) on the property, plant and equipment of Gold Vantage CGU would be recognised for the year ended 31 December 2024. Details of the impairment assessment are set out in note 31 to the consolidated financial statements.

28. 物業、廠房及設備 (續)

於二零二四年十二月三十一日，本集團已抵押位於瑞士賬面總值79,785,000港元（二零二三年：81,875,000港元）之土地及樓宇以獲授銀行融資（附註36）。

於二零二四年十二月三十一日，本集團已抵押位於中國賬面總值157,215,000港元（二零二三年：170,653,000港元）之使用權資產以獲授銀行融資（附註36）。

賬面淨值為31,281,000港元（二零二三年：40,900,000港元）（未計本年度減值虧損）之物業、廠房及設備歸屬於智能手錶製造業務之現金產生單位（「金熹現金產生單位」），而商譽乃與該現金產生單位一併確認。根據評估結果，截至二零二四年十二月三十一日止年度將確認金熹現金產生單位之物業、機器及設備減值虧損1,407,000港元（二零二三年：無）。減值評估詳情載於綜合財務報表附註31。

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
At 1 January 2023	於二零二三年一月一日	421,826	313	422,139
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)
As at 31 December 2023 and 1 January 2024	於二零二三年十二月 三十一日及 二零二四年一月一日	396,471	327	396,798
Additions	添置	9,290	–	9,290
Lease modification	租賃修改	41,587	–	41,587
Depreciation	折舊	(28,633)	(278)	(28,911)
Early termination of lease	提早終止租賃	(846)	–	(846)
Impairment loss for the year	年內減值虧損	(673)	–	(673)
Exchange realignment	匯兌調整	(21,553)	(49)	(21,602)
As at 31 December 2024	於二零二四年 十二月三十一日	395,643	–	395,643

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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:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Carrying amount at 1 January	於一月一日之賬面值	166,370	170,906
Net deficit on revaluation of investment properties (note 8)	投資物業重估之虧絀淨額(附註8)	(4,386)	(1,218)
Exchange realignment	匯兌調整	(1,686)	(3,318)
Carrying amount at 31 December	於十二月三十一日之賬面值	160,298	166,370

The carrying amounts of the Group's investment properties situated in the PRC held under medium-term leases.

As at 31 December 2024, the Group has not obtained the relevant title certificates for investment properties with an aggregate carrying value of HK\$43,335,000 (2023: HK\$45,360,000). 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 2024 by Asset Appraisal Limited ("Asset Appraisal") and Chung, Chan & Associate, independent professionally qualified valuers, at HK\$160,298,000 (2023: HK\$166,370,000) 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。

於二零二四年十二月三十一日，本集團並未就賬面總值43,335,000港元(二零二三年：45,360,000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。

投資物業於二零二四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160,298,000港元(二零二三年：166,370,000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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綜合財務報表附註

For the year ended 31 December 2024 截至二零二四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級經常性公平值計量。年初及年末公平值結餘之對賬載列如下。

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	年初結餘 (第三級經常性公平值)	166,370	170,906
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	(4,386)	(1,218)
Exchange realignment	匯兌調整	(1,686)	(3,318)
Closing balance (Level 3 recurring fair value)	年末結餘 (第三級經常性公平值)	160,298	166,370
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	(4,386)	(1,218)

During the years ended 31 December 2024 and 2023, 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.

截至二零二四年及二零二三年十二月三十一日止年度，第一級與第二級之間並無轉撥，亦無轉撥入第三級或自第三級轉撥出。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

	Range
Capitalisation rate	1.06% to 6.86% (2023: 1.75% to 5.90%)
Market unit rent per square metre	HK\$9.89 to HK\$102.03 (2023: HK\$10.12 to HK\$105.6)

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

	範圍
資本化比率	1.06%至6.86% (二零二三年：1.75% 至5.90%)
單位市場租金 (每平方米)	9.89港元至102.03港元 (二零二三年： 10.12港元至105.6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	Computer Software 電腦軟件 HK\$'000 千港元	Technical knowhow 技術知識 HK\$'000 千港元	Customer relationship 客戶關係 HK\$'000 千港元	Total 總計 HK\$'000 千港元
At 1 January 2023	於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)
Net carrying amount	賬面淨值	-	43,254	-	-	-	-	43,254
Year ended 31 December 2023	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 47)	收購附屬公司(附註47)	-	-	-	828	46,050	22,333	69,211
Exchange realignment	匯兌調整	-	3,048	-	(20)	(1,074)	(406)	1,548
Closing carrying amount	年末賬面值	-	46,302	-	880	41,805	16,706	105,693
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日							
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)
Net carrying amount	賬面淨值	-	46,302	-	880	41,805	16,706	105,693
Year ended 31 December 2024	截至二零二四年十二月三十一日止年度							
Opening carrying amount	年初賬面值	-	46,302	-	880	41,805	16,706	105,693
Amortisation	攤銷	-	-	-	(122)	(4,438)	(7,175)	(11,735)
Addition	添置	-	-	-	457	-	-	457
Disposal	出售	-	-	-	-	(8,092)	-	(8,092)
Impairment loss for the year (note 8)	年內減值虧損(附註8)	-	-	-	-	(1,308)	(424)	(1,732)
Exchange realignment	匯兌調整	-	(3,483)	-	(34)	(1,068)	(386)	(4,971)
Closing carrying amount	年末賬面值	-	42,819	-	1,181	26,899	8,721	79,620
At 31 December 2024	於二零二四年十二月三十一日							
Cost	成本	21,281	280,827	34,639	1,365	35,481	21,125	394,718
Accumulated amortisation and impairment losses	累計攤銷及減值虧損	(21,281)	(238,008)	(34,639)	(184)	(8,582)	(12,404)	(315,098)
Net carrying amount	賬面淨值	-	42,819	-	1,181	26,899	8,721	79,620

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30. INTANGIBLE ASSETS (Continued)

As at 31 December 2024, intangible assets of HK\$79,620,000 (2023: HK\$105,693,000) are attributable to watches and timepieces and watches accessories business.

The disposal of intangible assets is a major non-cash transaction. The details are set out in note 49(b) to the consolidated financial statements. Supplier and distribution networks have been fully amortised in the prior years.

Brand name amounted to HK\$42,819,000 (2023: HK\$46,302,000) are attributable to the CGU of Ernest Borel Group.

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 with which the goodwill is recognised. Based on the result of the assessment, an impairment loss of HK\$1,732,000 (2023: nil) on the intangible assets of Gold Vantage CGU would be recognised for the year ended 31 December 2024. Details of the impairment assessment are set out in note 31 to the consolidated financial statements.

30. 無形資產 (續)

於二零二四年十二月三十一日，無形資產 79,620,000 港元 (二零二三年：105,693,000 港元) 歸屬於鐘錶及時計產品以及鐘錶配件業務。

出售無形資產為一項主要非現金交易。詳情載於綜合財務報表附註49(b)。於過往年度，供應商及分銷網絡已全數攤銷。

品牌名稱 42,819,000 港元 (二零二三年：46,302,000 港元) 歸屬於現金產生單位依波路集團。

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金熹集團現金產生單位，而商譽乃與該現金產生單位一併確認。根據評估結果，截至二零二四年十二月三十一日止年度將確認金熹現金產生單位之無形資產減值虧損 1,732,000 港元 (二零二三年：無)。減值評估詳情載於綜合財務報表附註31。

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For the year ended 31 December 2024 截至二零二四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：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January	於一月一日		
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
Year ended 31 December	截至十二月三十一日止年度		
Opening carrying amount	年初賬面值	1,150,672	1,092,012
Acquisition of subsidiaries (note 47)	收購附屬公司(附註47)	-	42,178
Impairment loss during the year (note 8)	年內減值虧損(附註8)	(115,917)	(13,389)
Exchange realignment	匯兌調整	(61,349)	29,871
Closing carrying amount	年末賬面值	973,406	1,150,672
At 31 December	於十二月三十一日		
Gross carrying amount	賬面總值	1,245,903	1,313,737
Accumulated impairment losses	累計減值虧損	(272,497)	(163,065)
Net carrying amount	賬面淨值	973,406	1,150,672

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31. GOODWILL (Continued)

For the purpose of impairment testing, goodwill is allocated to the CGUs under watch and timepieces segment, banking businesses segment and accessories of watches segment. The CGUs were identified as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Segment 分類			
Jia Cheng Investment Limited and its subsidiaries 佳城投資有限公司及其附屬公司	Watches and timepieces 鐘錶及時計產品	582,354	603,646
Corum Group 崑崙集團	Watches and timepieces 鐘錶及時計產品	53,206	57,534
Dreyfuss Group 帝福時集團	Watches and timepieces 鐘錶及時計產品	90,230	92,142
Bendura Group 富地集團	Banking business 銀行業務	263,286	284,703
Ernest Borel 依波路集團	Watches and timepieces 鐘錶及時計產品	216,757	234,389
Gold Vantage Group 金熹集團	Accessories of watches 鐘錶配件	40,070	41,323
Gross carrying amount 賬面總值		1,245,903	1,313,737

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分類、銀行業務分類及鐘錶配件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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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 (2023: zero) which do not exceed the long-term growth rate for the business in which the CGU operates, and a discount rate of 13.48% per annum (2023: 16.88%). 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 2024 and 2023. Impairment loss of HK\$88,991,000 was recognised on goodwill for the year ended 31 December 2024.

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 (2023: zero) which do not exceed the long-term growth rate for the business in which the CGU operates, and a discount rate of 14.90% (2023: 14.05%) 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 2024 and 2023. 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(二零二三年：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13.48%(二零二三年：16.88%)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二零二四年及二零二三年十二月三十一日之可收回款項總額。截至二零二四年十二月三十一日止年度，就商譽確認減值虧損88,991,000港元。

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(二零二三年：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14.90%(二零二三年：14.05%)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二零二四年及二零二三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 the CGU is determined by the directors based on fair value less costs of disposal. The determination of fair value less costs of disposal is based on the market price of Ernest Borel's share. The fair value less cost of disposal of the CGU is level 1 fair value measurement. The directors of the Company concluded that, based on the assessment result, no impairment loss on goodwill has been recognised for the year (2023: Nil).

Gold Vantage 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 which do not exceed the long-term growth rate for the business in which the CGU operates, and a discount rate of 17.4% (2023: 20.15%) per annum. The discount rate used is pre-tax and reflect specific risks relating to the CGU. As the recoverable of Gold Vantage Group CGU is lower than its carrying amount, impairment loss of HK\$26,926,000 (2023: HK\$13,389,000) has been recognised for the year ended 31 December 2024.

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 2024, the carrying amount of goodwill in the consolidated reserves was HK\$15,300,000 (2023: HK\$15,300,000).

31. 商譽 (續)

依波路

該現金產生單位之可收回金額由董事根據公平值減出售成本釐定。公平值減出售成本乃根據依波路股份之市價釐定。該現金產生單位之公平值減出售成本屬第一級公平值計量。本公司董事認為，根據評估結果，本年度並無就商譽確認減值虧損（二零二三年：無）。

金熹集團

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（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17.4%（二零二三年：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。由於金熹集團現金產生單位之可收回金額低於賬面金額，故截至二零二四年十二月三十一日止年度確認減值虧損26,926,000港元（二零二三年：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。於二零二四年十二月三十一日，於綜合儲備內之商譽賬面值為15,300,000港元（二零二三年：15,300,000港元）。

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32. OTHER ASSETS

32. 其他資產

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Other receivables	其他應收款	124,598	127,419
Amounts due from an associate (note 46.1)	應收一間聯營公司款項 (附註46.1)	43,380	40,017
Amounts due from related companies (note 46.1)	應收關連公司款項 (附註46.1)	1,065	1,065
Prepayments	預付款項	75,419	119,405
Deposits	按金	5,468	9,200
Other interest receivables	其他應收利息	43,506	47,456
Settlement and clearing account	交收及結算賬戶	1,504	471
		294,940	345,033

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 2024, the amount of the Group's other assets expected to be recovered or recognised as expense after one year is HK\$4,901,000 (2023: HK\$9,368,000). The remaining other assets are expected to be recovered or recognised as expense within one year.

於二零二四年十二月三十一日，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4,901,000港元（二零二三年：9,368,000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：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
At 1 January	於一月一日	11,367	7,453
Expected credit losses for the year (note 10)	年內預期信貸虧損 (附註10)	36,724	4,105
Exchange realignment	匯兌調整	(1,125)	(191)
At 31 December	於十二月三十一日	46,966	11,367

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33. DUE TO CLIENTS

33. 應付客戶款項

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Due to clients – precious metals	應付客戶款項 – 貴金屬	193,069	131,180
Other amounts due to clients, mainly bank deposits	其他應付客戶款項 (主要為銀行存款)	12,140,101	10,024,131
		12,333,170	10,155,311

34. TRADE PAYABLES

34. 應付賬款

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Trade payables arising from watches and timepiece and watch 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)	187,775	201,095
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	2,346	6,135
Trade payables	應付賬款	190,121	207,230

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34. TRADE PAYABLES (Continued)

- (a) The credit terms of trade payables arising watches and timepieces and watch accessories business vary according to the terms agreed with different suppliers. Trade payables to watches and timepieces and watch accessories business are non-interest bearing.

Ageing analysis of trade payables arising from watches and timepieces and watch accessories business as at the reporting dates, based on the invoice dates, is as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
1 to 3 months	1至3個月	127,183	116,744
4 to 6 months	4至6個月	9,152	8,774
Over 6 months	超過6個月	51,440	75,577
		187,775	201,095

- (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。鐘錶及時計產品以及鐘錶配件業務之應付賬款為不計息。

鐘錶及時計產品以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

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Balance as at 1 January	於一月一日之結餘	11,846	41,946
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	(11,658)	(41,622)
Increase in contract liabilities as a result of receipts in advance	因預收款項使合約負債增加	8,384	11,885
Exchange realignment	匯兌調整	(353)	(363)
Balance as at 31 December	於十二月三十一日之結餘	8,219	11,846

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.

35. 合約負債 (續)

合約負債變動

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

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Bank overdrafts (note 36.1)	銀行透支 (附註36.1)	29,519	41,576
Bank borrowings (note 36.1)	銀行借貸 (附註36.1)	470,628	575,645
Other loans (note 36.2)	其他貸款 (附註36.2)	94,935	64,033
		595,082	681,254

36.1 Bank overdrafts and bank borrowings

As at 31 December 2024, bank overdrafts and bank borrowings are related to the Group's non-banking business. Bank borrowings repayable within one year, or otherwise subject to accelerated repayment provision is HK\$410,234,000 (2023: HK\$571,240,000). Bank overdrafts are repayable on demand.

36. 借貸

36.1 銀行透支及銀行借貸

於二零二四年十二月三十一日，銀行透支及銀行借貸與本集團之非銀行業務有關。須於一年內償還或受加速還款撥備限制之銀行借貸為410,234,000港元(二零二三年：571,240,000港元)。銀行透支須按要求償還。

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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:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Borrowings payable:	應付借貸：		
Within one year	於一年內	177,602	443,445
In the second year	於第二年	156,238	117,792
In the third to fifth year	於第三至第五年	115,915	4,405
After fifth year	五年以上	50,392	51,579
		322,545	173,776
		500,147	617,221

The above mentioned borrowings are charged at floating rates ranging from 0% to 7.73% (2023: 0% to 8.15%) 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 2024 and 2023;
- (ii) entire equity interest of certain subsidiaries within the Group as at 31 December 2024 and 2023;
- (iii) subordination deeds signed by the Directors of the Group as at 31 December 2024 and 2023;
- (iv) guarantee provided by the government of certain country as at 31 December 2024 and 2023;
- (v) personal guarantee provided by an non-controlling interests of a subsidiary of the Group and certain independent third parties as at 31 December 2024 and 2023;

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7.73%（二零二三年：0%至8.15%）計息。

於報告日期，本集團之借貸以下列各項作抵押：

- (i) 於二零二四年及二零二三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) 於二零二四年及二零二三年十二月三十一日本集團若干附屬公司之全部股權；
- (iii) 於二零二四年及二零二三年十二月三十一日本集團董事簽署之次級契據；
- (iv) 於二零二四年及二零二三年十二月三十一日若干國家政府所提供之擔保；
- (v) 於二零二四年及二零二三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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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 2024 and 2023;
- (vii) a legal charge over the Group's property, plant and equipment with the carrying amount of HK\$237,000,000 (2023: HK\$252,528,000) as at 31 December 2024;
- (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;
- (ix) a legal charge over the Group's certain financial assets at fair value through other comprehensive income of 23,338,000 Min Xin Shares as at 31 December 2024;
- (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) a standby letter of credit with the correspondent borrowings' balances as at 31 December 2024 and 2023; and
- (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.

36.2 Other loans

As at 31 December 2024 and 2023, other loans is unsecured, charged at 5% per annum and repayable within one year.

36. 借貸 (續)**36.1 銀行透支及銀行借貸** (續)

- (vi) 於二零二四年及二零二三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) 於二零二四年十二月三十一日本集團賬面值為237,000,000港元(二零二三年：252,528,000港元)之物業、廠房及設備之法定押記；
- (viii) 於二零二三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) 於二零二四年十二月三十一日23,338,000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；
- (x) 於二零二三年十二月三十一日按金價值於任何時候均不得少於5,000,000港元或其他貨幣等價物之押記；
- (xi) 於二零二四年及二零二三年十二月三十一日的備用信用證連同相關借貸結餘；及
- (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求償付條文，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。

36.2 其他貸款

於二零二四年及二零二三年十二月三十一日，其他貸款為無抵押、按5%的年利率計息及須於一年內償還。

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37. PROVISIONS

37. 撥備

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Provision for litigation and tax risks	訴訟及稅務風險撥備		
At 1 January	於一月一日	4,812	387
Utilised in accordance with designated purpose	按指定用途動用	(1,605)	-
Newly formed and charged to profit or loss	新成立及於溢利或虧損中扣除	1,776	4,149
Released and credited to profit or loss	已解除及計入溢利或虧損	(1,995)	(28)
Exchange realignment	匯兌調整	(302)	304
At 31 December	於十二月三十一日	2,686	4,812
Maturity of the provisions	撥備到期日		
Within one year	一年內	2,686	4,812

During the year ended 31 December 2024, reversal of provision for litigation risks of HK\$219,000 (2023: provision for litigation risks of HK\$4,121,000) has been recognised in the consolidated statement of comprehensive income.

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.

截至二零二四年十二月三十一日止年度，訴訟風險撥備撥回219,000港元(二零二三年：訴訟風險撥備4,121,000港元)已於綜合全面收入表中確認。

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。

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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：

		Land and buildings	Motor vehicles	Total
		土地及樓宇	汽車	總計
		HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元
As at 1 January 2023	於二零二三年一月一日	48,738	148	48,886
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 47)	收購附屬公司 (附註47)	372	-	372
Exchange realignment	匯兌調整	(1,316)	(14)	(1,330)
As at 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日 及二零二四年一月一日	48,837	189	49,026
Additions	添置	9,290	-	9,290
Interest expenses	利息開支	3,674	39	3,713
Early termination of lease	提早終止租賃	(1,365)	-	(1,365)
Lease modification	租賃修改	41,587	-	41,587
Lease payments	租賃付款	(27,293)	(221)	(27,514)
Exchange realignment	匯兌調整	(2,365)	(7)	(2,372)
As at 31 December 2024	於二零二四年十二月三十一日	72,365	-	72,365

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38. LEASE LIABILITIES (Continued)

Future lease payments are due as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 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	39,421	25,067
– In the second to fifth years, inclusive	– 第二至第五年 (首尾兩年包括在內)	53,587	38,330
		93,008	63,397
Less: future interest expenses	減：未來利息開支	(20,643)	(14,371)
Present value of lease liabilities	租賃負債現值	72,365	49,026
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Short term leases expenses	短期租賃開支	19,038	27,436
Aggregate undiscounted commitments for short term leases	短期租賃未貼現承諾總額	16,253	23,781

38. 租賃負債 (續)

未來租賃付款的到期狀況如下：

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39. 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:

39. 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 公平值調整	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 2023	於二零二三年一月一日	(10,039)	(32,837)	-	4,102	(644)	(4,773)	(44,191)
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 47)	收購附屬公司 (附註47)	-	-	(17,096)	7,690	-	-	(9,406)
Exchange realignment	匯兌調整	902	(841)	83	168	(315)	4,139	4,136
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	(9,137)	(33,517)	(14,900)	11,865	(2,967)	(3,886)	(52,542)
Credited/(charged) to profit or loss (note 11)	於溢利或虧損中計入／(扣除) (附註11)	-	164	3,609	(2,652)	(450)	(179)	492
Charge to other comprehensive income (note 15.2)	於其他全面收入中扣除 (附註15.2)	-	-	-	-	-	(986)	(986)
Exchange realignment	匯兌調整	(145)	1,023	396	(251)	283	1,159	2,465
At 31 December 2024	於二零二四年十二月三十一日	(9,282)	(32,330)	(10,895)	8,962	(3,134)	(3,892)	(50,571)

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39. 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:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Deferred tax assets	遞延稅項資產	14,439	16,019
Deferred tax liabilities	遞延稅項負債	(65,010)	(68,561)
		(50,571)	(52,542)

As at 31 December 2024, the Group has estimated unused tax losses arising in Hong Kong of HK\$649,325,000 (2023: HK\$557,875,000), 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\$170,400,000 (2023: HK\$171,608,000), 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 (2023: 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 2024, the Group has estimated unused tax losses in Switzerland of HK\$1,524,751,000 (2023: HK\$1,446,990,000), 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\$11,305,000 (2023: HK\$11,865,000) 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.

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：

於二零二四年十二月三十一日，本集團於香港產生估計未動用稅項虧損 649,325,000 港元（二零二三年：557,875,000 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 170,400,000 港元（二零二三年：171,608,000 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（二零二三年：無），乃由於有關虧損產生自於一段時間內錄得虧損之公司。

於二零二四年十二月三十一日，本集團於瑞士產生估計未動用稅項虧損 1,524,751,000 港元（二零二三年：1,446,990,000 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 11,305,000 港元（二零二三年：11,865,000 港元）。

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39. 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 2024, 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\$1,765,259,000 (2023: HK\$1,835,259,000) 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.

40. OTHER LIABILITIES

Accruals	應計費用	87,035	87,608
Warranty provision	保養撥備	2,686	–
Net defined benefit obligations (note 15.2)	定額福利責任淨額 (附註 15.2)	85,473	72,642
Accrued interests and commission	應計利息及佣金	30,498	12,765
Other tax payable	其他應付稅款	26,677	27,866
Commission payable	應付佣金	–	1,044
Other payables	其他應付款	536,100	571,529
		768,469	773,454

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 associates.

As at 31 December 2024, the amount of the Group's other liabilities expected to be due after more than one year is HK\$85,473,000 (2023: HK\$72,642,000). The remaining other liabilities are expected to be due within one year.

39. 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。

於二零二四年十二月三十一日，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1,765,259,000港元(二零二三年：1,835,259,000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。

40. 其他負債

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Accruals	87,035	87,608
Warranty provision	2,686	–
Net defined benefit obligations (note 15.2)	85,473	72,642
Accrued interests and commission	30,498	12,765
Other tax payable	26,677	27,866
Commission payable	–	1,044
Other payables	536,100	571,529
	768,469	773,454

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聯營公司款項。

於二零二四年十二月三十一日，本集團預期超過一年後到期之其他負債金額為85,473,000港元(二零二三年：72,642,000港元)。餘下其他負債預期將於一年內到期。

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41. SHARE CAPITAL

		2024 二零二四年		2023 二零二三年	
		Number of shares 股份數目		Number of shares 股份數目	
		'000	HK\$'000	'000	HK\$'000
		千股	千港元	千股	千港元
Authorised:	法定：				
Ordinary shares of HK\$0.10 each at 1 January and 31 December	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	6,000,000	600,000	6,000,000	600,000
Issued and fully paid:	已發行及繳足：				
At 1 January and 31 December	於一月一日及十二月三十一日	4,351,889	435,189	4,351,889	435,189

41. 股本

42. 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 48 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.

42. 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48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。

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42. RESERVES (Continued)

Group (Continued)

Exchange reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations in accordance with the accounting policy adopted in note 4.16.

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 2024 and 2023 are as follows:

42. 儲備 (續)

本集團 (續)

外匯儲備包括根據附註4.16採納之會計政策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

本公司於二零二四年及二零二三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
At 1 January 2023	於二零二三年一月一日	682,028	(106,964)	22,693	214,656	812,413
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
At 31 December 2023 and 1 January 2024	於二零二三年十二月三十一日及二零二四年一月一日	682,028	(110,013)	22,693	276,118	870,826
Profit and total comprehensive income for the year	本年度溢利及全面收入總額	-	(44,978)	-	40,765	(4,213)
At 31 December 2024	於二零二四年十二月三十一日	682,028	(154,991)	22,693	316,883	866,613

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。

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43. OPERATING LEASE ARRANGEMENTS/ COMMITMENTS

43.1 At 31 December 2024 and 2023, total future minimum lease receipts by the Group under non-cancellable operating leases are as follows:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Within one year	一年內	3,972	3,697
In the first to second year	第一年至第二年	1,812	425
In the second to third year	第二年至第三年	1,875	467
In the third to fourth years	第三年至第四年	1,628	514
In the fourth to fifth years	第四年至第五年	1,495	-
After fifth years	第五年後	1,016	-
		11,798	5,103

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.

43.2 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 2024, an annual fee of HK\$651,000 (2023: HK\$600,000) was charged as an expense in profit or loss of the Group.

43. 經營租約安排／承擔

43.1 於二零二四年及二零二三年十二月三十一日，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。

43.2 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%。截至二零二四年十二月三十一日止年度，年費651,000港元(二零二三年：600,000港元)已於本集團溢利或虧損內按開支支銷。

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44. CAPITAL COMMITMENTS

At the reporting date, the Group had the following outstanding commitments:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Contracted, but not provided for	已訂約但未撥備		
– Investment in an associate – Citychamp Allied International Limited (note)	– 於一間聯營公司之投資 – 冠城聯合國際有限公司 (附註)	270,000	270,000

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.

44. 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）」）及豐榕投資（香港）有限公司（「豐榕投資（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」）。豐榕投資（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。

45. OFF BALANCE SHEET ITEMS

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Irrevocable commitments	不可收回承擔	45,721	47,398
Contract volume	合約量	3,317,322	3,082,781
Fiduciary transactions with third-party banks	與第三方銀行之信託交易	1,036,791	1,473,768
		4,399,834	4,603,947

45. 資產負債表外項目

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46. RELATED PARTY TRANSACTIONS

46.1 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**

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Sales of goods	貨品銷售	9,362	3,811
Purchases of goods	購買貨品	10,940	9,380
Rental expenses paid	已付租金開支	408	408
Inspection fee paid	已付檢查費用	47	51
Interest expenses	利息開支	4,424	1,876

(ii) **Outstanding related party balances included in trade receivables, other assets, trade payables and other liabilities**

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Due from an associate (note (a)) [#]	應收一間聯營公司款項 (附註(a)) [#]	43,380	40,017
Trade receivables from associates	應收聯營公司賬款	4,003	23,163
Due from related companies (note (b)) [#]	應收關連公司款項 (附註(b)) [#]	1,065	1,065
Due to a shareholder (note (d))	應付一名股東款項 (附註(d))	–	9,025
Trade payables to associates	應付聯營公司賬款	19,763	42,208
Due to directors (note (c))	應付董事款項(附註(c))	73,731	66,772
Due to a related company (note (e)) [*]	應付一間關連公司款項 (附註(e)) [*]	125,413	148,000
Due to an associate (note (f)) [*]	應付一間聯營公司款項 (附註(f)) [*]	37,243	50,000

[#] Included in other assets (note 32)

^{*} Included in other liabilities (note 40)

46. 關連人士交易

46.1 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) 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

[#] 計入其他資產(附註32)

^{*} 計入其他負債(附註40)

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46. RELATED PARTY TRANSACTIONS (Continued)

46.1 (Continued)

(ii) Outstanding related party balances included in trade receivables, other assets, trade payables and other liabilities (Continued)

Notes:

- (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\$43,380,000 (2023: HK\$40,017,000).
- (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 (2023: HK\$1,065,000).
- (c) As at 31 December 2024, 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 2024, interest expense of HK\$3,875,000 (2023: HK\$4,103,000) 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 was unsecured, interest bearing at 5% per annum and repayable within one year. There is no amount due to a shareholder as at 31 December 2024.
- (e) As at 31 December 2024, amounts due to a related company of aggregate principal amount of HK\$125,413,000 (2023: 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.

46. 關連人士交易 (續)

46.1 (續)

(ii) 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：

- (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43,380,000港元(二零二三年：40,017,000港元)。
- (b) 該等款項為應收關連公司款項，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(二零二三年：1,065,000港元)。
- (c) 於二零二四年十二月三十一日，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。截至二零二四年十二月三十一日止年度，應向董事支付利息開支3,875,000港元(二零二三年：4,103,000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。於二零二四年十二月三十一日，概無應付一名股東款項。
- (e) 於二零二四年十二月三十一日，本金總額為125,413,000港元(二零二三年：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。

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

46. RELATED PARTY TRANSACTIONS (Continued)

46.1 (Continued)

(ii) Outstanding related party balances included in trade receivables, other assets, trade payables and other liabilities (Continued)

Notes: (Continued)

- (f) As at 31 December 2024, amount due to an associate of aggregate principal amount of HK\$37,243,000 (2023: HK\$50,000,000) was unsecured, interest bearing at 5% per annum and repayable within one year.

(iii) Financial guarantee provided to Fair Future

As 31 December 2024, the Group has provided a corporate guarantee in respect of a banking facility of up to HK\$55,000,000 (2023: HK\$55,000,000) granted to Fair Future (note 50.1). 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.

46.2 Key management personnel compensation

Included in staff costs are key management personnel compensation and comprises the following categories:

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Short-term employee benefits	短期僱員福利	11,037	11,533
Post-employment benefits	離職後福利	241	250
		11,278	11,783

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.

46. 關連人士交易 (續)

46.1 (續)

(ii) 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)

- (f) 於二零二四年十二月三十一日，本金總額為37,243,000港元(二零二三年：50,000,000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。

(iii) 向俊光提供之財務擔保

於二零二四年十二月三十一日，本集團就授予俊光一項最多55,000,000港元(二零二三年：55,000,000港元)之銀行融資提供公司擔保(附註50.1)。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。

46.2 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：

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。

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

47. ACQUISITION OF SUBSIDIARIES

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 Group. 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 and profit guarantee were contractually termed as follow:

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.

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\$13,333,333.3 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.

47. 收購附屬公司

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港元向本集團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，代價及溢利保證之合約條款如下：

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。

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13,333,333.3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。

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47. ACQUISITION OF SUBSIDIARIES (Continued)

Acquisition of Gold Vantage Group (Continued)

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 ended 31 December 2024 if the annual financial statements for the year ended 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 ended 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.
- (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 ended 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 ended 31 December 2024 if the annual financial statements for the year ended 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 ended 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 ended 31 December 2024 if the annual financial statements for the year ended 31 December 2024 is issued after 31 March 2025.

47. 收購附屬公司 (續)

收購金熹集團 (續)

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。
- (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。

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47. ACQUISITION OF SUBSIDIARIES (Continued)

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
Total consideration	總代價	108,456

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)
Goodwill	商譽	42,178

The goodwill of HK\$42,178,000 arising from the acquisition is attributable to the synergies expected to arise from the business combination and 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.

47. 收購附屬公司 (續)

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。

代價釐定如下：

於收購日期收購之資產淨值詳情如下：

收購產生之商譽42,178,000港元歸因於預期將自業務合併產生之協同效應及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。

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47. ACQUISITION OF SUBSIDIARIES (Continued)

Acquisition of Gold Vantage Group (Continued)

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
Prepayments, deposits and other receivables	預付款項、按金及其他應收賬款	2,755
Cash and cash equivalents	現金及現金等價物	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 payables and accruals	其他應付賬款及應計費用	(35,805)
Fair value of net assets acquired	已收購資產淨值之公平值	66,278
		HK\$'000 千港元

Net cash inflow from acquisition of subsidiaries:
Cash and cash equivalents in subsidiaries acquired

收購附屬公司之現金流入淨額：
已收購附屬公司之現金及現金等價物

12,186

Gold Vantage Group contributed revenue of approximately HK\$21,203,000 and net profit of approximately HK\$5,257,000 to the Group from the date of acquisition to 31 December 2023.

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21,203,000港元及溢利淨額約5,257,000港元。

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\$14,549,000 and net profit would have decreased by HK\$6,893,000. 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.

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14,549,000港元，而溢利淨額應減少6,893,000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。

The details of the development on profit guarantee and profit compensation for the year ended 31 December 2023 and 2024 and for the year ending 31 December 2025 are set out in note 21 to the consolidated financial statements.

截至二零二三年及二零二四年十二月三十一日止年度以及截至二零二五年十二月三十一日止年度的溢利保證及溢利補償發展詳情載於綜合財務報表附註21。

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綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

48. TRANSACTIONS WITH NON-CONTROLLING INTERESTS

(a) Deemed acquisition of additional equity interests in Bendura Group in 2024

- (i) In January 2024, Bendura Group repurchased 6 equity shares of Bendura Bank AG (“Bendura Bank”) at cost CHF5,000 (equivalent to HK\$50,000). Following the repurchase, the Company’s effective equity interest in Bendura Group increased. The Group recognised a decrease in non-controlling interests of HK\$30,000 and a decrease in equity attributable to owners of the Company of HK\$20,000.
- (ii) In March 2024, Bendura Group repurchased 4 equity shares of Bendura Bank at cost CHF4,000 (equivalent to HK\$32,000). Following the repurchase, the Company’s effective equity interest in Bendura Group increased. The Group recognised a decrease in non-controlling interests of HK\$15,000 and a decrease in equity attributable to owners of the Company of HK\$17,000.
- (iii) In April 2024, Bendura Group repurchased 75 equity shares of Bendura Bank at cost CHF71,000 (equivalent to HK\$610,000). Following the repurchase, the Company’s effective equity interest in Bendura Group increased by 0.04%. The Group recognised a decrease in non-controlling interests of HK\$313,000 and a decrease in equity attributable to owners of the Company of HK\$297,000.
- (iv) In June 2024, Bendura Group repurchased 46 equity shares of Bendura Bank at cost CHF44,000 (equivalent to HK\$380,000). 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\$234,000 and a decrease in equity attributable to owners of the Company of HK\$146,000.

48. 與非控股權益之交易

(a) 視為於二零二四年收購富地集團之額外股權

- (i) 於二零二四年一月，富地集團以成本5,000瑞士法郎（相當於50,000港元）購回6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。本集團確認非控股權益減少30,000港元及本公司擁有人應佔權益減少20,000港元。
- (ii) 於二零二四年三月，富地集團以成本4,000瑞士法郎（相當於32,000港元）購回4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15,000港元及本公司擁有人應佔權益減少17,000港元。
- (iii) 於二零二四年四月，富地集團以成本71,000瑞士法郎（相當於610,000港元）購回75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0.04%。本集團確認非控股權益減少313,000港元及本公司擁有人應佔權益減少297,000港元。
- (iv) 於二零二四年六月，富地集團以成本44,000瑞士法郎（相當於380,000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0.02%。本集團確認非控股權益減少234,000港元及本公司擁有人應佔權益減少146,000港元。

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48. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(a) Deemed acquisition of additional equity interests in Bendura Group in 2024 (Continued)

- (v) In July 2024, Bendura Group repurchased 420 equity shares of Bendura Bank at cost CHF399,000 (equivalent to HK\$3,544,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.23%. The Group recognised a decrease in non-controlling interests of HK\$2,191,000 and a decrease in equity attributable to owners of the Company of HK\$1,353,000.

- (vi) In July 2024, Bendura Group repurchased 27 equity shares of Bendura Bank at cost CHF26,000 (equivalent to HK\$228,000). 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\$160,000 and a decrease in equity attributable to owners of the Company of HK\$68,000.

- (vii) In August 2024, Bendura Group repurchased 8 equity shares of Bendura Bank at cost CHF8,000 (equivalent to HK\$69,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased. The Group recognised a decrease in non-controlling interests of HK\$40,000 and a decrease in equity attributable to owners of the Company of HK\$29,000.

- (viii) In September 2024, Bendura Group repurchased 6 equity shares of Bendura Bank at cost CHF8,000 (equivalent to HK\$53,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased. The Group recognised a decrease in non-controlling interests of HK\$30,000 and a decrease in equity attributable to owners of the Company of HK\$23,000.

48. 與非控股權益之交易 (續)

(a) 視為於二零二四年收購富地集團之額外股權 (續)

- (v) 於二零二四年七月，富地集團以成本399,000瑞士法郎（相當於3,544,000港元）購回420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0.23%。本集團確認非控股權益減少2,191,000港元及本公司擁有人應佔權益減少1,353,000港元。

- (vi) 於二零二四年七月，富地集團以成本26,000瑞士法郎（相當於228,000港元）購回27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160,000港元及本公司擁有人應佔權益減少68,000港元。

- (vii) 於二零二四年八月，富地集團以成本8,000瑞士法郎（相當於69,000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40,000港元及本公司擁有人應佔權益減少29,000港元。

- (viii) 於二零二四年九月，富地集團以成本8,000瑞士法郎（相當於53,000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。本集團確認非控股權益減少30,000港元及本公司擁有人應佔權益減少23,000港元。

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48. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(a) Deemed acquisition of additional equity interests in Bendura Group in 2024 (continued)

- (ix) In October 2024, Bendura Group repurchased 10 equity shares of Bendura Bank at cost CHF10,000 (equivalent to HK\$85,000). 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\$35,000.
- (x) In November 2024, Bendura Group repurchased 80 equity shares of Bendura Bank at cost CHF76,000 (equivalent to HK\$672,000). Following the repurchase, the Company's effective equity interest in Bendura Group increased by 0.04%. The Group recognised a decrease in non-controlling interests of HK\$398,000 and a decrease in equity attributable to owners of the Company of HK\$274,000.
- (xi) In November 2024, Bendura Group repurchased 15 equity shares of Bendura Bank at cost CHF14,000 (equivalent to HK\$126,000). 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\$78,000 and a decrease in equity attributable to owners of the Company of HK\$48,000.
- (xii) In December 2024, Bendura Group repurchased 27 equity shares of Bendura Bank at cost CHF26,000 (equivalent to HK\$220,000). 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\$134,000 and a decrease in equity attributable to owners of the Company of HK\$86,000.

48. 與非控股權益之交易 (續)

(a) 視為於二零二四年收購富地集團之額外股權 (續)

- (ix) 於二零二四年十月，富地集團以成本 10,000 瑞士法郎 (相當於 85,000 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 35,000 港元。
- (x) 於二零二四年十一月，富地集團以成本 76,000 瑞士法郎 (相當於 672,000 港元) 購回 80 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 0.04%。本集團確認非控股權益減少 398,000 港元及本公司擁有人應佔權益減少 274,000 港元。
- (xi) 於二零二四年十一月，富地集團以成本 14,000 瑞士法郎 (相當於 126,000 港元) 購回 15 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 78,000 港元及本公司擁有人應佔權益減少 48,000 港元。
- (xii) 於二零二四年十二月，富地集團以成本 26,000 瑞士法郎 (相當於 220,000 港元) 購回 27 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 134,000 港元及本公司擁有人應佔權益減少 86,000 港元。

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48. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(a) Deemed acquisition of additional equity interests in Bendura Group in 2024 (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:

		2024 二零二四年												
		(i)	(ii)	(iii)	(iv)	(v)	(vi)	(vii)	(viii)	(ix)	(x)	(xi)	(xii)	Total
		HK\$'000	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	千港元
Carrying amount of non-controlling interests acquired	已收購非控股權益之賬面值	30	15	313	234	2,191	160	40	30	50	398	78	134	3,673
Consideration paid for acquisition of non-controlling interests	收購非控股權益已支付之代價	(50)	(32)	(610)	(380)	(3,544)	(228)	(69)	(53)	(85)	(672)	(126)	(220)	(6,069)
Excess of consideration paid recognised within equity	於股權內確認之已支付代價之超出差額	(20)	(17)	(297)	(146)	(1,353)	(68)	(29)	(23)	(35)	(274)	(48)	(86)	(2,396)

(b) Deemed acquisition of additional equity interest 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 by 0.01%. 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.

48. 與非控股權益之交易 (續)

(a) 視為於二零二四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0.01%。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。

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48. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(b) Deemed acquisition of additional equity interest in Bendura Group in 2023 (Continued)

- (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 interests 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.
- (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.

48. 與非控股權益之交易 (續)

(b) 視為於二零二三年收購富地集團之額外股權 (續)

- (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。
- (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。

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48. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(b) Deemed acquisition of additional equity interest in Bendura Group in 2023 (Continued)

- (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.
- (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.

48. 與非控股權益之交易 (續)

(b) 視為於二零二三年收購富地集團之額外股權 (續)

- (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。
- (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。

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48. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(b) Deemed acquisition of additional equity interest in Bendura Group in 2023 (Continued)

- (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.

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:

48. 與非控股權益之交易 (續)

(b) 視為於二零二三年收購富地集團之額外股權 (續)

- (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。

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：

		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)

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48. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(c) Deemed disposal of equity interest in Bendura Group without change of control in 2024

In April 2024, Bendura Group issued 826 equity shares of Bendura Bank at consideration CHF785,000 (equivalent to HK\$6,667,000). Following the issue, the Company's effective equity interest in Bendura Group decreased by 0.45%. The Group recognised an increase in non-controlling interests of HK\$4,028,000 and a decrease in equity attributable to owners of the Company of HK\$2,639,000.

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:

		2024 二零二四年 HK\$'000 千港元
Carrying amount of equity interests disposed	已出售股權之賬面值	(4,028)
Consideration received for disposal of equity interests	出售股權已收取之代價	6,667
Excess of consideration received recognised within equity	於股權內確認之已收取代價之超出差額	2,639

(d) 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.

48. 與非控股權益之交易 (續)

(c) 視為於二零二四年出售富地集團之股權(並無控制權變動)

於二零二四年四月，富地集團以代價785,000瑞士法郎(相當於6,667,000港元)發行826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0.45%。本集團確認非控股權益增加4,028,000港元及本公司擁有人應佔權益減少2,639,000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。

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48. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(d) Deemed disposal of equity interest in Bendura Group without change of control 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 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

(e) 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 47 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.

48. 與非控股權益之交易 (續)

(d) 視為於二零二三年出售富地集團之股權(並無控制權變動)(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) 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47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股份。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 47	附註47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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48. TRANSACTIONS WITH NON-CONTROLLING INTERESTS (Continued)

(f) 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 interest of HK\$2,756,000 and an increase in equity attributable to owners of the Company of HK\$7,244,000.

48. 與非控股權益之交易 (續)

(f) 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)	(ii) (ii)	HK\$'000 千港元
		HK\$'000 千港元	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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49. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS

49. 綜合現金流量表附註

(a) Reconciliation of liabilities arising from financing activities:

(a) 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 46.1) 應付一名 股東款項 (附註46.1) HK\$'000 千港元	Due to directors (note 46.1) 應付 董事款項 (附註46.1) HK\$'000 千港元	Due to related company (note 46.1) 應付關連 公司款項 (附註46.1) HK\$'000 千港元	Due to associates (note 46.1) 應付聯營 公司款項 (附註46.1) 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 2024	於二零二四年一月一日	639,678	9,025	66,772	148,000	50,000	49,026
Proceeds from new loans	新貸款所得款項	168,970	-	-	-	-	-
Repayment of borrowings	償還借貸	(204,681)	-	-	-	-	-
Advance to the Group	向本集團墊款	-	-	14,440	-	2,000	-
Repayment from the Group	本集團還款	-	(9,025)	(3,556)	(22,587)	(14,757)	-
Repayment of principal portion of the lease liabilities	償還租賃負債本金部分	-	-	-	-	-	(23,801)
Interest paid	已付利息	(46,419)	(10)	-	-	(793)	(3,713)
Total changes from financing cash flow	融資現金流量變動總額	(82,130)	(9,035)	10,884	(22,587)	(13,550)	(27,514)
Other changes:	其他變動：						
Interest expenses	利息開支	46,419	235	3,074	6,253	3,401	3,713
Transfer to accruals	轉撥至應計費用	-	(225)	(3,074)	(6,253)	(2,608)	-
Additions	添置	-	-	-	-	-	9,290
Lease modification	租賃修改	-	-	-	-	-	41,587
Early termination of lease	提早終止租賃	-	-	-	-	-	(1,365)
Exchange adjustments	匯兌調整	(38,404)	-	(3,925)	-	-	(2,372)
As at 31 December 2024	於二零二四年 十二月三十一日	565,563	-	73,731	125,413	37,243	72,365

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49. NOTES TO THE CONSOLIDATED STATEMENT OF CASH FLOWS (Continued)

(a) (Continued)

		Borrowings excluding		Due to		Lease	
		bank- overdrafts (note 36)	Due to a shareholder (note 44.1)	Due to directors (note 44.1)	related company (note 44.1)	Due to associates (note 44.1)	liabilities (note 38)
		借貸，銀行 透支除外 (附註36)	應付一名 股東款項 (附註44.1)	應付 董事款項 (附註44.1)	應付關連 公司款項 (附註44.1)	應付聯營 公司款項 (附註44.1)	租賃負債 (附註38)
		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
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	(62,823)	-	(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

(b) Major non-cash transaction

During the year ended 31 December 2024, the Group has disposed of certain intangible assets to Fair Future, a related company of the Company at the net book value of HK\$8,092,000. The proceed from the disposal has been recorded in the current account with Fair Future accordingly.

(b) 主要非現金交易

截至二零二四年十二月三十一日止年度，本集團以賬面淨值8,092,000港元向本公司關連公司俊光出售若干無形資產。出售所得款項已相應記入與俊光之往來賬。

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50. FINANCIAL GUARANTEES AND CREDIT CARD COMMITMENTS

50. 財務擔保及信用卡承擔

50.1 Financial guarantees

50.1 財務擔保

	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 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 2024, the Group had provided a corporate guarantee in respect of a banking facility of up to HK\$55,000,000 (2023: HK\$55,000,000) granted to an associate. The corporate guarantee is ending on the expiry of the term of the revolving loan facility.

於二零二四年十二月三十一日，本集團就一間聯營公司獲授最多55,000,000港元（二零二三年：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。

50.2 Credit card commitments

50.2 信用卡承擔

As 31 December 2024, the Group had credit card commitments of approximately HK\$87,309,000 (2023: approximately HK\$92,977,000) 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.

於二零二四年十二月三十一日，本集團擁有授予第三方之信用卡承擔約87,309,000港元（二零二三年：約92,977,000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。

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51. 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, other financial assets at amortised cost, other assets, derivative financial liabilities, due to banks and clients, trade payables, borrowings, 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.

51. 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、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。

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.1 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 2024 and 2023 are categorised as follows:

51.1 金融資產及金融負債分類概要

於二零二四年及二零二三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：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Financial assets	金融資產		
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)	192,782	130,989
– Trading portfolio investments	– 交易組合投資	39,564	27,558
– Derivative financial assets	– 衍生金融資產	33,061	5,136
– 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	24,718	32,410
		290,125	196,093
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	3,782,130	3,761,431
– Due from clients	– 應收客戶款項	2,659,182	2,877,929
– Due from banks	– 應收銀行款項	2,752,488	2,091,979
– Trade receivables	– 應收賬款	372,111	442,941
– Other financial assets at amortised cost	– 按攤銷成本列賬之其他金融資產	3,511,829	1,878,805
– Other assets	– 其他資產	226,801	225,157
		13,594,666	11,278,242
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	233,893	285,627
		13,828,559	11,759,962
Financial liabilities	金融負債		
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)	193,069	131,180
– Derivative financial liabilities	– 衍生金融負債	2,497	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
		195,566	225,403
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	18,393	–
– Due to clients	– 應付客戶款項	12,140,101	10,024,131
– Trade payables	– 應付賬款	190,121	207,230
– Borrowings	– 借貸	595,082	681,254
– Lease liabilities	– 租賃負債	72,365	49,026
– Due to a shareholder	– 應付一名股東款項	–	9,025
– Due to directors	– 應付董事款項	73,731	66,772
– Other liabilities	– 其他負債	654,878	672,946
		13,744,671	11,710,384
		13,940,237	11,935,787

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.2 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 2024, 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 loss after income tax and decrease/increase the Group's retained profits by approximately HK\$14,611,000 (2023: increase/decrease the Group's loss after income tax and decrease/increase the Group's retained profits by approximately HK\$19,920,000). 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 2024 has been prepared on the same basis.

51. 財務風險管理目標及政策 (續)

51.2 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

於二零二四年十二月三十一日，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虧損增加／減少及本集團之保留溢利減少／增加約14,611,000港元（二零二三年：本集團之除所得稅後虧損增加／減少及本集團之保留溢利減少／增加約19,920,000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。截至二零二四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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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.3 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 2024 and 2023.

51.3 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。

下表概述於二零二四年及二零二三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
As at 31 December 2024	於二零二四年 十二月三十一日			
Cash and deposits	現金及存款	1,799	2,428	32,924
Due from clients	應收客戶款項	173,484	1,390,198	-
Due from banks	應收銀行款項	1,948,243	553,411	-
Trading portfolio investments	交易組合投資	8,860	-	-
Derivative financial assets	衍生金融資產	31,765	131	-
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	-	-	25,812
Financial assets at amortised cost	按攤銷成本列賬之金融資產	693,347	723,770	-
Other assets	其他資產	29,585	10,854	-
Due to clients	應付客戶款項	(7,002,124)	(3,877,838)	-
Derivative financial liabilities	衍生金融負債	(83)	(2,059)	-
Other liabilities	其他負債	(13,514)	(7,326)	-
Overall net exposure	整體風險淨額	(4,128,638)	(1,206,431)	58,736

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.3 Foreign currency risk (Continued)

51.3 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
As at 31 December 2023	於二零二三年 十二月三十一日			
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)	–
Overall net exposure	整體風險淨額	(2,880,208)	(441,153)	54,018

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 loss (2023: a decrease in profit) 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 loss/profit 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,虧損增加(二零二三年:溢利減少)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,則對虧損/溢利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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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.3 Foreign currency risk (Continued)

51.3 外匯風險 (續)

		2024 二零二四年			2023 二零二三年		
		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	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
		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	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
US\$	美元	+5%	206,432	–	+5%	(144,010)	–
		-5%	(206,432)	–	-5%	144,010	–
Euro	歐元	+5%	60,322	–	+5%	(22,058)	–
		-5%	(60,322)	–	-5%	22,058	–
RMB	人民幣	+5%	(1,646)	(1,290)	+5%	1434	1,267
		-5%	1,646	1,290	-5%	(1,434)	(1,267)

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 2023.

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，由於港元與美元掛鉤，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。二零二三年進行之分析採用相同基準。

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.4 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.

51. 財務風險管理目標及政策 (續)

51.4 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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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.4 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\$5,327,000, has been recognised (2023: expected credit losses for due from banks and clients of HK\$7,591,000) under expected credit loss assessment for the year ended 31 December 2024.

The balance of due from clients also subject to concentration risk which the ten largest single exposures encompass HK\$990,171,000 (2023: HK\$1,121,053,000), which are related to due from clients of the banking business as of 31 December 2024.

51. 財務風險管理目標及政策 (續)

51.4 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。截至二零二四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5,327,000港元(二零二三年：應收銀行及客戶款項的預期信貸虧損7,591,000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二零二四年十二月三十一日之990,171,000港元(二零二三年：1,121,053,000港元)，乃與應收銀行業務客戶賬款相關。

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.4 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\$618,000 (2023: provision for impairment allowance of HK\$6,024,000) reversal of provision for impairment allowance has been reversed 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\$6,027,000 (2023: impairment allowance of HK\$10,810,000) impairment allowance had been reversed under expected credit loss assessment which is calculated using simplified approach according to the ageing by due date.

51. 財務風險管理目標及政策 (續)

51.4 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，於評估後已撥回減值撥備618,000港元(二零二三年：已計提減值撥備6,024,000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，已撥回減值撥備6,027,000港元(二零二三年：減值撥備10,810,000港元)。

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.4 Credit risk (Continued)

The loss allowance as at 31 December 2024 was determined for trade receivables arising from watches and timepieces and watch accessories business as follows:

51.4 信貸風險 (續)

於二零二四年十二月三十一日釐定之鐘錶及時計產品以及鐘錶配件業務應收賬款虧損撥備如下：

		31 December 2024 二零二四年十二月三十一日			
		Expected credit loss rate – weighted average (%) 預期信貸 虧損率 – 加權平均 (%) (%)	Gross carrying amount (after excluding credit-impaired balance) 賬面總值 (扣除信貸 減值結餘後) HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Net amount 淨額 HK\$'000 千港元
Not yet pass due	尚未逾期	1.07%	74,320	(797)	73,523
Overdue within 90 days	逾期不超過90天	1.63%	21,913	(358)	21,555
Overdue 91 to 180 days	逾期91至180天	4.29%	79,313	(3,403)	75,910
Overdue over 180 days	逾期超過180天	8.50% to 100%	279,409	(80,086)	199,323
Total	總計		454,955	(84,644)	370,311

		31 December 2023 二零二三年十二月三十一日			
		Expected credit loss rate – weighted average (%) 預期信貸 虧損率 – 加權平均 (%) (%)	Gross carrying amount (after excluding credit-impaired balance) 賬面總值 (扣除信貸 減值結餘後) HK\$'000 千港元	Loss allowance 虧損撥備 HK\$'000 千港元	Net amount 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	8.50% to 100%	198,986	(77,332)	121,654
Total	總計		511,936	(82,202)	429,734

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For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.4 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\$36,724,000 (2023: provision of HK\$4,105,000) for the year ended 31 December 2024 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.

51. 財務風險管理目標及政策 (續)

51.4 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二零二四年十二月三十一日止年度計提預期信貸虧損撥備撥回36,724,000港元(二零二三年：撥備4,105,000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溢利或虧損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 2024 截至二零二四年十二月三十一日止年度

51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.4 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 2024

51.4 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：

於二零二四年十二月三十一日

		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
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Due from clients	應收客戶款項	2,659,182	–	–	2,659,182
Due from banks	應收銀行款項	2,945,270	–	–	2,945,270
Trading portfolio investments	交易組合投資	23,909	–	15,655	39,564
Derivative financial assets	衍生金融資產	33,061	–	–	33,061
Trade receivables	應收賬款	–	1,800	370,311	372,111
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	–	–	233,893	233,893
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	–	–	24,718	24,718
Other financial assets at amortised cost	按攤銷成本列賬之其他金融資產	3,511,829	–	–	3,511,829
Other assets	其他資產	65,905	–	160,896	226,801
		9,239,156	1,800	805,473	10,046,429
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	133,030	–	55,000	188,030
Maximum credit risk exposure	最高信貸風險	9,372,186	1,800	860,473	10,234,459

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

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.4 Credit risk (Continued)

51.4 信貸風險 (續)

(i) Maximum credit risk exposure of the Group (Continued) At 31 December 2023

(i) 本集團之最高信貸風險 (續) 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
		HK\$'000	HK\$'000	HK\$'000	HK\$'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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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.4 Credit risk (Continued)

(ii) Credit exposure by quality of assets of the banking business is as follows:

As at 31 December 2024

		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	2,080,312	465,590	-	399,368	-	2,945,270
Due from clients	應收客戶款項	-	-	-	2,649,733	9,449	2,659,182
Financial instruments	金融工具	3,000,565	511,264	-	8,860	-	3,520,689
Other assets	其他資產	34,065	4,489	-	27,351	-	65,905
Derivative financial instruments	衍生金融工具	15,734	12,063	-	5,264	-	33,061
		5,130,676	993,406	-	3,090,576	9,449	9,224,107
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	-	-	-	133,030	-	133,030

於二零二四年十二月三十一日

51.4 信貸風險 (續)

(ii) 按銀行業務資產質素劃分之信貸風險如下：

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

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.4 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 2024

		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	-	-	2,945,270	2,945,270
Due from clients of which mortgage loan	按揭貸款之應收客戶款項	-	-	-	-
- Residential property	- 住宅物業	1,427,269	68	-	1,427,337
- Office and business property	- 辦公室及商用物業	118,620	-	-	118,620
- Commercial and industrial property	- 工商物業	490,627	-	-	490,627
- Other	- 其他	62,420	547,153	13,025	622,598
Other financial assets at amortised cost	按攤銷成本列賬之其他金融資產	-	-	3,511,829	3,511,829
Trading portfolio investments	交易組合投資	-	-	8,860	8,860
Derivative financial instruments	衍生金融工具	-	-	33,061	33,061
Other assets	其他資產	-	-	65,905	65,905
		2,098,936	547,221	6,577,950	9,224,107
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	46,048	81,931	5,051	133,030

51.4 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：

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.4 Credit risk (Continued)

(iii) (Continued)

As at 31 December 2023

51.4 信貸風險 (續)

(iii) (續)

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
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
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

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%。

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.4 Credit risk (Continued)

(iv) Credit risk by geographical sector of the banking business is as follows:

As at 31 December 2024

		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	1,845,552	1,095,932	3,786	2,945,270
Due from clients	應收客戶款項	830,241	662,725	1,166,216	2,659,182
Trading portfolio investments	交易組合投資	8,860	-	-	8,860
Other financial assets at amortised cost	按攤銷成本列賬之 其他金融資產	16,911	683,094	2,811,824	3,511,829
Other assets	其他資產	28,372	28,820	8,713	65,905
Derivative financial instruments	衍生金融工具	20,998	12,063	-	33,061
		2,750,934	2,482,634	3,990,539	9,224,107
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	86,920	45,721	389	133,030
		2,837,854	2,528,355	3,990,928	9,357,137

於二零二四年十二月三十一日

As at 31 December 2023

		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
Other financial assets at amortised cost	按攤銷成本列賬之 其他金融資產	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

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.4 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 2024, outside Switzerland and Liechtenstein commitments amounted to HK\$6,519,283,000 (2023: HK\$4,799,916,000), or 70% (2023: 67%) percent of the total lending volume.

(v) Credit risk by counterparty of the banking business is as follows:

As at 31 December 2024

		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	-	2,941,290	-	-	3,980	2,945,270
Due from clients	應收客戶款項	-	-	-	2,659,182	-	2,659,182
Trading portfolio investments	交易組合投資	-	-	-	-	8,860	8,860
Other financial assets at amortised cost	按攤銷成本列賬之其他金融資產	-	542,825	2,519,712	449,292	-	3,511,829
Derivative financial instruments	衍生金融工具	-	32,685	376	-	-	33,061
Other assets	其他資產	480	32,352	3	20,702	12,368	65,905
		480	3,549,152	2,520,091	3,129,176	25,208	9,224,107
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	-	4,591	-	128,439	-	133,030

51.4 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。於二零二四年十二月三十一日，瑞士及列支敦士登以外承擔為6,519,283,000港元(二零二三年：4,799,916,000港元)，或總借貸量之70%(二零二三年：67%)。

(v) 按銀行業務交易對手劃分之信貸風險如下：

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.4 Credit risk (Continued) (v) (Continued)

51.4 信貸風險 (續) (v) (續)

As at 31 December 2023

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	6,836	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

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」。

51.5 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.

51.5 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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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.6 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 2024, the Group had total bank overdrafts and bank borrowings amounted to approximately HK\$500,147,000 and cash and cash equivalents of approximately HK\$58,833,000 related to non-banking business. In assessing the appropriateness of the use of the going concern basis in the preparation of the consolidated financial statements in light of the circumstances as mentioned in note 3.3 and its possible consequent financial effect, 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, particularly taken into account the following plans and measures:

- (a) The Group and the lender have agreed a supplementary arrangement to avoid any possible accelerated repayments;
- (b) The Group will consider to disposal of certain assets to generate more cash inflows if needed; and
- (c) The Group will continue to maintain its operational capacity in order to improve the profitability in the future.

51. 財務風險管理目標及政策 (續)

51.6 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。

於二零二四年十二月三十一日，本集團銀行透支及銀行借貸總額約為500,147,000港元，與非銀行業務相關的現金及現金等價物約為58,833,000港元。鑑於附註3.3所述情況及其可能產生之財務影響，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，尤其是考慮到以下計劃及措施：

- (a) 本集團與貸款人已協定補充安排，以避免任何可能出現的加速還款；
- (b) 如有需要，本集團將考慮出售若干資產，以產生更多現金流入；及
- (c) 本集團將繼續維持其營運能力，以提高未來盈利。

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.6 Liquidity risk (Continued)

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.

51.6 流動資金風險 (續)

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。

As at 31 December 2024

於二零二四年十二月三十一日

		Total contractual			
		Carrying amount	undiscounted cash flow	Within 1 year or on demand	Over 1 year
		賬面值	合約未貼現金流量總額	1年內或按要求	超過1年
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
Non-derivative financial liabilities	非衍生金融負債				
Due to banks	應付銀行款項	18,393	18,393	18,393	-
Due to clients	應付客戶款項	12,333,170	12,333,170	12,333,170	-
Trade payables	應付賬款	190,121	190,121	190,121	-
Borrowings	借貸	595,082	640,931	624,836	16,095
Lease liabilities	租賃負債	72,365	93,008	39,421	53,587
Due to directors	應付董事款項	73,731	77,417	77,417	-
Due to a shareholder	應付一名股東款項	-	-	-	-
Other liabilities	其他負債	654,878	654,878	654,878	-
		13,937,740	14,007,918	13,938,216	69,682
Maximum contractual amount	最高合約金額				
Financial guarantee issued	已發出財務擔保	-	55,000	-	-
Credit card commitments	信用卡承擔	-	87,309	-	-
Irrecoverable commitments	不可收回承擔	-	45,721	-	-
		-	188,030	-	-

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.6 Liquidity risk (Continued)
As at 31 December 202351.6 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	HK\$'000	合約未貼現 現金流量總額 HK\$'000	1年內或 按要求 HK\$'000	超過1年 HK\$'000
		千港元	千港元	千港元	千港元
Non-derivative financial liabilities	非衍生金融負債				
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	-
		11,710,384	11,765,406	11,719,652	45,574
Maximum contractual amount	最高合約金額				
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	-	-
		-	195,375	-	-

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。

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.6 Liquidity risk (Continued)

The following tables indicates the analysis by remaining maturities of the Group's financial assets and liabilities:

51.6 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：

As at 31 December 2024

於二零二四年十二月三十一日

		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	7,690,197	3,610,477	2,527,885	-	13,828,559
Total financial liabilities	金融負債總額	7,673,227	6,207,268	59,742	-	13,940,237
Financial asset-liability gap	金融資產負債缺口	16,970	(2,596,791)	2,468,143	-	(111,678)

As at 31 December 2023

於二零二三年十二月三十一日

		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
Financial asset-liability gap	金融資產負債缺口	(1,819,024)	1,612,165	31,034	-	(175,825)

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.

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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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.6 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	Within 1 year or on demand	Over 1 year but within 2 years	Over 2 years
		合約未貼現現金流量總額		1年內或按要求的	
	賬面值	現金流量總額	1年內或按要求的	超過1年但於2年內	超過2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
As at 31 December 2024 於二零二四年十二月三十一日	404,656	424,888	424,888	-	-
As at 31 December 2023 於二零二三年十二月三十一日	342,820	362,823	362,823	-	-

51. 財務風險管理目標及政策 (續)

51.6 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「一年內或按要求的」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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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.7 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.

51.8 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 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 2023.

51. 財務風險管理目標及政策 (續)

51.7 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。

51.8 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及綜合權益之概約變動。二零二三年進行之分析採用相同基準。

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.8 Equity price risk (Continued)

51.8 股本價格風險 (續)

	2024 二零二四年		2023 二零二三年	
	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	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
Trading portfolio investments:	交易組合投資：			
Increase in share prices of the listed investments by 30% (2023: 30%)	(177)	-	189	-
Decrease in share prices of the listed investments by 30% (2023: 30%)	177	-	(189)	-
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：			
Increase in share price of the listed investment by 30% (2023: 30%)	-	68,567	-	85,688
Decrease in share price of the listed investment by 30% (2023: 30%)	-	(68,567)	-	(85,688)

51.9 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.

51.9 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。

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.9 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:

51. 財務風險管理目標及政策 (續)

51.9 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：

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Capital	資本		
Total equity	權益總額	3,782,045	4,365,294
Overall financing	整體融資		
Borrowings	借貸	595,082	681,254
Due to a shareholder	應付一名股東款項	–	9,025
Due to directors	應付董事款項	73,731	66,772
Due to associate	應付聯營公司款項	37,243	50,000
Due to a related company	應付一間關連公司款項	125,413	148,000
		831,469	955,051
Capital-to-overall financing ratio	資本佔整體融資比率	4.55	4.57

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)**51.9 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 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 2024 and 2023.

51.10 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.

51. 財務風險管理目標及政策 (續)**51.9 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。富地集團於二零二四年及二零二三年十二月三十一日已全面遵守外部施加之資本要求。

51.10 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）。

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.10 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.

51.10 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價計價。
- 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。

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綜合財務報表附註

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.10 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 2024 and the year ending 31 December 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.

51.10 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燾集團截至二零二四年十二月三十一日止年度及截至二零二五年十二月三十一日止年度之實際業績釐定。

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。

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綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.10 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:

51.10 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
2024	二零二四年				
Assets					
Due from bank – precious metal	應收銀行款項—貴金屬	–	192,782	–	192,782
Trading portfolio investments	交易組合投資	15,639	15,065	8,860	39,564
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	–	–	24,718	24,718
Derivative financial assets	衍生金融資產	–	33,061	–	33,061
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	228,557	5,336	–	233,893
		244,196	246,244	33,578	524,018
Liabilities					
Due to clients – precious metal	應付客戶款項—貴金屬	–	193,069	–	193,069
Derivative financial liabilities	衍生金融負債	–	2,497	–	2,497
		–	195,566	–	195,566

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.10 Fair value measurements recognised in the consolidated statement of financial position (Continued)

51.10 於綜合財務狀況表確認之公平值計量 (續)

		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
2023	二零二三年				
Assets	資產				
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
Liabilities	負債				
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

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51.10 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.

51. 財務風險管理目標及政策 (續)

51.10 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。

		2024 二零二四年 HK\$'000 千港元	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)	8,876	8,882
Fair value change during the year	年內公平值變動	28	(829)
Exchange realignment	匯兌調整	(44)	823
Closing balance (Level 3 recurring fair value)	年末結餘 (第三級經常性公平值)	8,860	8,876

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued) 51. 財務風險管理目標及政策 (續)

51.10 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 is Level 3 recurring fair value measurement. A reconciliation of the opening and closing fair value balances are provided as below.

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	年初結餘 (第三級經常性公平值)	32,410	-
Derivative financial liabilities in relation in 2023 Profit Compensation arising from the business acquisition (note 47)	與業務收購產生之二零二三年溢利補償有關之衍生金融負債 (附註47)	-	(11,590)
Settlement during the year	年內結算款項	(32,410)	-
Fair value change during the year	年內公平值變動	24,718	44,000
Closing balance (Level 3 recurring fair value)	年末結餘 (第三級經常性公平值)	24,718	32,410

One of the key significant unobservable inputs to determine the fair value of derivative financial assets at fair value through profit or loss is (i) the actual result of Gold Vantage Group for the years ended 31 December 2024 or 2023; or (ii) the forecast result of Gold Vantage Group for the year ending 31 December 2025.

A better actual financial result of Gold Vantage for the years ended 31 December 2024 or 2023; or a better forecast result of Gold Vantage for the year ending 31 December 2025 would result in a decrease in the fair value of financial assets at fair value through profit or loss, and vice versa.

51.10 於綜合財務狀況表確認之公平值計量 (續)

按公平值計入溢利或虧損之金融資產之公平值為第三級經常性公平值計量。年初及年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(i)金熹集團截至二零二四年或二零二三年十二月三十一日止年度之實際業績；或(ii)金熹集團截至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或二零二三年十二月三十一日止年度之實際財務業績較好；或金熹集團截至二零二五年十二月三十一日止年度之預測業績較好，將導致按公平值計入溢利或虧損之金融資產之公平值減少，反之亦然。

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51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES (Continued)

51. 財務風險管理目標及政策 (續)

51.10 Fair value measurements recognised in the consolidated statement of financial position (Continued)

The fair values of 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.

51.10 於綜合財務狀況表確認之公平值計量 (續)

按公平值計入溢利或虧損之金融負債之公平值為第三級經常性公平值計量。年初及年末公平值結餘的對賬載列如下。

		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Opening balance (Level 3 recurring fair value)	年初結餘 (第三級經常性公平值)	44,905	-
Derivative financial liabilities in relation in 2024 and 2025 Profit Compensation arising from the business acquisition (note 47)	與業務收購產生之二零二四年及二零二五年溢利補償有關之衍生金融負債 (附註47)	-	(66,097)
Fair value change during the year	年內公平值變動	(44,905)	21,192
Closing balance (Level 3 recurring fair value)	年末結餘 (第三級經常性公平值)	-	44,905

One of the key significant unobservable inputs to determine the fair values of financial liabilities at fair value through profit or loss is the actual result for the year ended 31 December 2024; or the forecast result of Gold Vantage Group for the year ending 31 December 2025.

A better actual financial result of Gold Vantage for the year ended 31 December 2024; or a better forecast financial result of Gold Vantage for the year ending 31 December 2025 would result in increase in the fair values of financial liabilities at fair value through profit or loss, and vice versa.

釐定按公平值計入溢利或虧損之金融負債之公平值之關鍵重大不可觀察輸入數值之一為截至二零二四年十二月三十一日止年度之實際業績；或金熹集團截至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十二月三十一日止年度之實際財務業績較好；或金熹集團截至二零二五年十二月三十一日止年度之預測財務業績較好，將導致按公平值計入溢利或虧損之金融負債之公平值增加，反之亦然。

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52. STATEMENT OF FINANCIAL POSITION

52. 財務狀況表

	Notes 附註	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
ASSETS AND LIABILITIES			
Non-current assets	資產及負債 非流動資產		
Property, plant and equipment	物業、廠房及設備	34,943	14,272
Interests in subsidiaries	所佔附屬公司權益	1,963,077	1,985,877
Financial asset at fair value through other comprehensive income	按公平值計入其他全面收入之金融資產	175,324	220,299
		2,173,344	2,220,448
Current assets	流動資產		
Other assets	其他資產	20,127	22,152
Trading portfolio investments	交易組合投資	260	291
Cash and deposits	現金及存款	5,820	1,836
		26,207	24,279
Current liabilities	流動負債		
Other liabilities	其他負債	45,686	50,018
Borrowings	借貸	351,332	377,569
Lease liabilities	租賃負債	11,108	15,090
Due to associates	應付聯營公司款項	37,243	50,000
Due to directors	應付董事款項	73,302	59,802
Due to subsidiaries	應付附屬公司款項	229,208	229,208
Due to a related company	應付一間關連公司款項	125,413	148,000
Due to a shareholder	應付一名股東款項	–	9,025
		873,292	938,712
Net current liabilities	流動負債淨值	(847,085)	(914,433)
Total assets less current liabilities	總資產減流動負債	1,326,259	1,306,015
Non-current liabilities	非流動負債		
Lease liabilities	租賃負債	24,457	–
Net assets	資產淨值	1,301,802	1,306,015
EQUITY	權益		
Share capital	股本	41	435,189
Reserves	儲備	42	866,613
Total equity	權益總額	1,301,802	1,306,015

The statement of financial position of the Company was approved and authorised for issue by the board of directors of the Company on 28 March 2025 and are signed on its behalf by:

本公司財務狀況表於二零二五年三月二十八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

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

53. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES

Particulars of the principal subsidiaries, each of which is a limited liability company are as follows:

53. 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
			2024 二零二四年	2023 二零二三年	
<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 SwissCo 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%	98.69%	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

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53. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

53. 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
			2024 二零二四年	2023 二零二三年	
<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	HKS\$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	HKS\$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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53. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

53. 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
			2024 二零二四年	2023 二零二三年	
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
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) 廣東鉅信鐘錶連鎖有限公司(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
Liaoning Hengjia Horologe Co., Limited (note d) 遼寧恒嘉鐘錶有限公司(附註d)	PRC 中國	RMB25,500,000 人民幣25,500,000元	51%	51%	Distribution of watches and timepieces, PRC 於中國分銷鐘錶及時計產品
Guangzhou Five Goat Watch Co., Limited (note b) 廣州五羊錶業有限公司(附註b)	PRC 中國	RMB100,000,000 人民幣100,000,000元	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

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53. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

53. 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
			2024 二零二四年	2023 二零二三年	
<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	HKS5,000,000 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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53. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

53. 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
			2024 二零二四年	2023 二零二三年	
<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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53. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

53. 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
			2024 二零二四年	2023 二零二三年	
<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 Montres Rotary S.A	Switzerland 瑞士	CHF1,000,000 1,000,000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%	98.69%	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

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53. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

53. 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
			2024 二零二四年	2023 二零二三年	
<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%	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%	98.69%	Provision of staff quarter 提供員工宿舍
Bendura Wealth Management (Hong Kong) Limited (Formerly known as Challenge Capital Management Limited) 富地財富管理(香港)有限公司(前稱信溢投資 策劃有限公司)	Hong Kong 香港	HK\$41,300,000 41,300,000 港元	98.69%	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 Island 開曼群島	HK\$3,474,000 3,474,000 港元	57.14%	57.14%	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%	57.14%	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%	57.14%	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%	57.14%	Assembling and sales of watches, Hong Kong 於香港組裝及銷售鐘錶

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53. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

53. 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
			2024 二零二四年	2023 二零二三年	
<i>Indirectly held: (Continued)</i> 間接持有：(續)					
Ernest Borel (Guangzhou) Trading Co., Ltd 依波路(廣州)貿易有限公司	PRC 中國	RMB20,000,000 人民幣20,000,000元	57.14%	57.14%	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%	57.14%	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%	57.14%	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%	57.14%	Investment holding, Hong Kong 於香港投資控股
Gold Vantage Industrial Limited 金嘉實業有限公司	Hong Kong 香港	HK\$10,000 10,000港元	57.14%	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%	57.14%	Investment holding 投資控股
Dongguan Grand Chances Precision Hardware Products Co., Ltd. (note a) 東莞冠嘉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%	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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53. 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.

53. 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。

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53. INFORMATION ABOUT PRINCIPAL SUBSIDIARIES (Continued)

53. 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	
		2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元	2024 二零二四年 HK\$'000 千港元	2023 二零二三年 HK\$'000 千港元
Summarised statement of financial position	財務狀況表概要						
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	40.64%	40.64%	1.37%	1.31%	9%	9%
Assets	資產	553,001	656,002	13,432,539	11,296,032	1,144,059	1,414,956
Liabilities	負債	(451,096)	(488,210)	(12,529,359)	(10,350,094)	(157,103)	(182,501)
Net assets	資產淨值	101,905	167,792	903,180	945,938	986,956	1,232,455
Accumulated non-controlling interests	累計非控股權益	62,633	89,409	13,115	13,003	90,387	112,482
Summarised statement of comprehensive income	全面收入表概要						
For the year ended 31 December	截至十二月三十一日止年度						
Revenue	收益	99,280	164,994	499,799	491,794	261,904	332,445
(Loss)/profit before income tax	除所得稅前(虧損)/溢利	(48,288)	17,483	131,527	130,934	22,664	44,135
Other comprehensive (loss)/income	其他全面(虧損)/收入	(17,949)	10,310	(77,715)	86,413	-	-
Total comprehensive income	全面收入總額	(65,887)	29,181	37,800	200,724	19,891	31,354
(Loss)/profit allocated to non-controlling interests	分配至非控股權益之(虧損)/溢利	(26,776)	11,859	1,513	2,636	1,790	2,822
Dividends paid to non-controlling interests	向非控股權益支付之股息	-	-	390	1,654	-	-
Summarised statement of cash flows	現金流量表概要						
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	(27,268)	(9,547)	349,029	(540,271)	67,298	78,746
Cash flows (used in)/generated from investing activities	投資活動(所用)/產生之現金流量	(294)	8,947	(60,109)	(8,792)	(27,019)	(39,017)
Cash flows generated from/(used in) financing activities	融資活動產生/(所用)之現金流量	32,141	(262)	(78,201)	873	(32,280)	(52,646)
Net cash (outflow)/inflow	現金流入/(流出)淨額	4,579	(826)	210,719	(548,190)	7,999	(12,917)

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For the year ended 31 December 2024 截至二零二四年十二月三十一日止年度

54. SUBSEQUENT EVENT

Subsequent to the reporting date, regarding the settlement of 2024 Profit Compensation, 2024 Profit Compensation would be reduced by the outstanding share consideration of the second installment of 12,820,513 consideration shares and the outstanding cash consideration of the second installment of HK\$13,333,333.3 in relation to the acquisition as set out in note 47. For the remaining balances of 2024 Profit Compensation, the Company has agreed with Fair Future that the balance shall be set off by the current account with subsidiaries.

54. 期後事項

於報告日期後，就二零二四年溢利補償之結算而言，二零二四年溢利補償將減少附註47所載有關收購事項之第二期未付股份代價12,820,513股代價股份及第二期未付現金代價13,333,333.3港元。就二零二四年溢利補償之結餘而言，本公司已與俊光達成一致，結餘將由與附屬公司之往來賬抵銷。

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 2024 and the last four years is set out below. This summary does not form part of the audited financial statements.

本集團截至二零二四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				
		2024 二零二四年 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	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Net interest income from banking business	銀行業務之利息收入淨額	285,982	285,968	133,526	94,164	128,028
Net service fees and commission income from banking business	銀行業務之服務費及佣金收入淨額	177,119	171,919	165,363	223,370	196,994
Trading income from banking business	銀行業務之交易收入	35,309	33,907	38,631	36,197	21,702
Service fees and commission income from financial business	金融業務之服務費及佣金收入	20	12	949	5,900	10,721
Interest income from financial business	金融業務之利息收入	1,369	33	173	330	184
Sales of goods from non-banking and financial businesses	非銀行及金融業務之貨品銷售收入	813,952	1,113,945	1,248,281	1,555,114	1,405,812
Rental income from non-banking and financial businesses	非銀行及金融業務之租金收入	21,872	23,275	20,465	16,024	11,108
Total revenue	總收入	1,335,623	1,629,059	1,607,388	1,931,099	1,774,549
Cost of sales from non-banking and financial businesses	非銀行及金融業務之銷售成本	(526,644)	(514,001)	(604,727)	(745,224)	(647,405)
Other income and other net gains or losses	其他收入及其他收益或虧損淨額	(34,665)	77,255	15,916	40,881	98,333
Selling and distribution expenses	銷售及分銷費用	(672,722)	(376,358)	(448,443)	(535,895)	(550,428)
Administrative expenses	行政費用	(301,850)	(667,762)	(626,594)	(698,022)	(728,432)
Share of profit/(loss) of joint ventures	應佔合營企業溢利/(虧損)	-	5	(28)	(83)	(494)
Share of profit of associates	應佔聯營公司溢利	3,306	13,842	16,740	323	3,180
Finance costs from non-banking business	非銀行業務之財務費用	(63,095)	(78,242)	(70,532)	(67,351)	(82,956)
Profit/(loss) before income tax	除所得稅前溢利/(虧損)	(260,047)	83,798	(110,280)	(74,272)	(133,653)
Income tax expense	所得稅開支	(21,605)	(20,539)	(9,157)	(31,104)	(25,176)
Profit/(loss) for the year	本年度溢利/(虧損)	(281,652)	63,259	(119,437)	(105,376)	(158,829)

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				
		2024 二零二四年 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	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Other comprehensive income	其他全面收入					
Item 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	(1,399)	(4,962)	30,123	42,515	3,646
- 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	(51,538)	(10,308)	(118,001)	33,127	47,933
		(52,937)	(15,270)	(87,878)	75,042	51,579
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	(248,867)	115,100	(144,540)	(9,893)	279,862
- 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	(1)	(2,633)	(153)	188	(490)
		(248,868)	112,467	(144,693)	(10,449)	278,967
Other comprehensive income for the year	本年度其他全面收入	(301,805)	97,197	(232,571)	65,193	330,546
Total comprehensive income for the year	本年度全面收入總額	(583,457)	160,456	(352,008)	(40,183)	171,717

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				
		2024 二零二四年 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	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
(Loss)/profit for the year attributable to:	以下人士應佔本年度 (虧損)/溢利:					
Owners of the Company	本公司擁有人	(254,072)	45,100	(111,051)	(100,907)	(169,233)
Non-controlling interests	非控股權益	27,580	18,159	(8,386)	(4,469)	10,404
		(281,652)	63,259	(119,437)	(105,376)	(158,829)
Total comprehensive income for the year attributable to:	以下人士應佔本年度 全面收入總額:					
Owners of the Company	本公司擁有人	(552,520)	131,496	(329,347)	(35,727)	164,456
Non-controlling interests	非控股權益	(30,937)	28,960	(22,661)	(4,456)	7,261
		(583,457)	160,456	(352,008)	(40,183)	171,717

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				
		2024 二零二四年 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	2021 二零二一年 HK\$'000 千港元	2020 二零二零年 HK\$'000 千港元
Total assets	總資產	17,963,825	16,531,006	16,157,243	19,962,419	21,385,195
Total liabilities	總負債	(14,181,780)	(12,165,712)	(11,978,382)	(15,338,879)	(16,648,968)
Non-controlling interests	非控股權益	(167,622)	(198,594)	(166,048)	(262,407)	(317,548)
		3,614,423	4,166,700	4,012,813	4,361,133	4,418,679

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 Nanshai 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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