



理文造紙有限公司*

Lee & Man Paper Manufacturing Limited

(Incorporated in the Cayman Islands and its members' liability is limited) Stock Code: 2314

(於開曼群島註冊成立及其成員責任為有限) 股份代號: 2314



ANNUAL REPORT 年報

2022

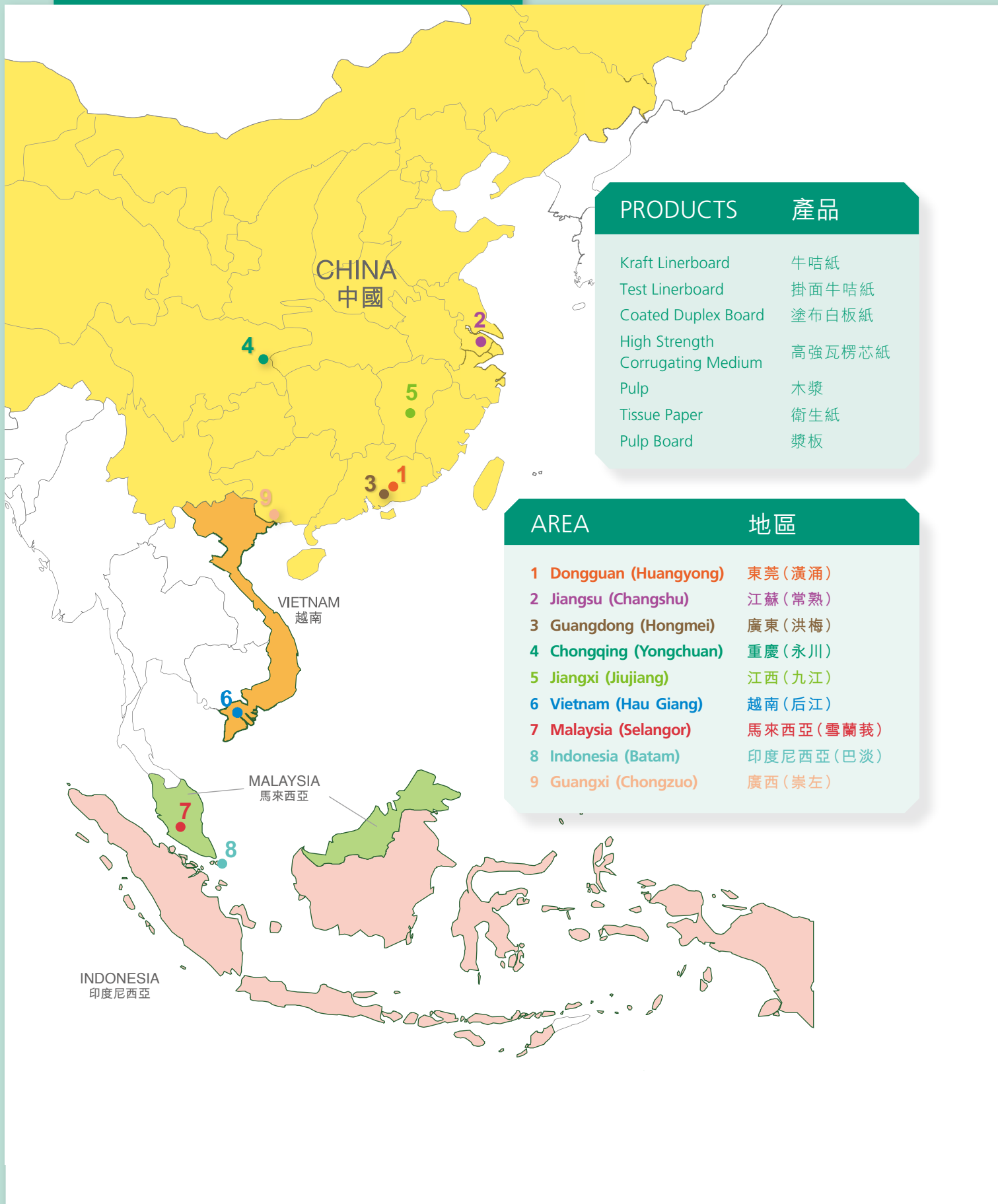
* 僅供識別

* For identification purposes only

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ABOUT LEE & MAN PAPER 關於理文造紙



PRODUCTS

產品

Kraft Linerboard	牛咭紙
Test Linerboard	掛面牛咭紙
Coated Duplex Board	塗布白板紙
High Strength Corrugating Medium	高強瓦楞芯紙
Pulp	木漿
Tissue Paper	衛生紙
Pulp Board	漿板

AREA

地區

- 1 Dongguan (Huangyong) 東莞 (黃涌)
- 2 Jiangsu (Changshu) 江蘇 (常熟)
- 3 Guangdong (Hongmei) 廣東 (洪梅)
- 4 Chongqing (Yongchuan) 重慶 (永川)
- 5 Jiangxi (Jiujiang) 江西 (九江)
- 6 Vietnam (Hau Giang) 越南 (后江)
- 7 Malaysia (Selangor) 馬來西亞 (雪蘭莪)
- 8 Indonesia (Batam) 印度尼西亞 (巴淡)
- 9 Guangxi (Chongzuo) 廣西 (崇左)

1 Dongguan Lee & Man

東莞理文

Annual production capacity: 590,000 tons of paper
年產能：59萬噸紙

2 Jiangsu Lee & Man

江蘇理文

Annual production capacity: 1.12 million tons of paper
年產能：112萬噸紙

3 Guangdong Lee & Man

廣東理文

Annual production capacity: 2.30 million tons of paper and 110,000 tons of tissue paper
年產能：230萬噸紙及11萬噸衛生紙

4 Chongqing Lee & Man

重慶理文

Annual production capacity: 900,000 tons of paper, 250,000 tons of pulp and 575,000 tons of tissue paper
年產能：90萬噸紙、25萬噸木漿及57.5萬噸衛生紙
Planned capacity: 300,000 tons of pulp
計劃產能：30萬噸木漿

5 Jiangxi Lee & Man

江西理文

Annual production capacity: 720,000 tons of paper and 310,000 tons of tissue paper
年產能：72萬噸紙及31萬噸衛生紙
Planned capacity: 300,000 tons of pulp
計劃產能：30萬噸木漿

6 Vietnam Lee & Man

越南理文

Annual production capacity: 550,000 tons of paper/products
年產能：55萬噸紙／產品

7 Malaysia Lee & Man

馬來西亞理文

Annual production capacity: 1.05 million tons of paper and 400,000 tons of pulp board
年產能：105萬噸紙及40萬噸漿板
Planned capacity: 350,000 tons of paper
計劃產能：35萬噸紙

8 Indonesia Lee & Man

印度尼西亞理文

Annual production capacity: 240,000 tons of pulp board
年產能：24萬噸漿板

9 Guangxi Chongzuo Lee & Man

廣西崇左理文

Planned capacity: 350,000 tons of pulp
計劃產能：35萬噸木漿

BOARD OF DIRECTORS

Executive directors

Dr. Lee Man Chun Raymond *SBS JP (Chairman)*
Mr. Lee Man Bun *MH JP (Chief Executive Officer)*
Mr. Li King Wai Ross
Mr. Lee Jude Ho Chung
Mr. Yip Heong Kan

Non-executive director

Professor Poon Chung Kwong *GBS JP*

Independent non-executive directors

Mr. Wong Kai Tung Tony
Mr. Peter A. Davies
Mr. Chau Shing Yim David

AUDIT COMMITTEE

Mr. Chau Shing Yim David *(Chairman)*
Mr. Wong Kai Tung Tony
Mr. Peter A. Davies

REMUNERATION COMMITTEE

Mr. Chau Shing Yim David *(Chairman)*
Mr. Wong Kai Tung Tony
Mr. Peter A. Davies

NOMINATION COMMITTEE

Dr. Lee Man Chun Raymond *SBS JP (Chairman)*
Mr. Chau Shing Yim David
Mr. Wong Kai Tung Tony
Mr. Peter A. Davies

AUTHORISED REPRESENTATIVES

Dr. Lee Man Chun Raymond *SBS JP*
Ms. Law Kit Yu

COMPANY SECRETARY

Ms. Law Kit Yu

REGISTERED OFFICE

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

董事會

執行董事

李文俊博士 *銀紫荊星章 太平紳士(主席)*
李文斌先生 *榮譽勳章 太平紳士(首席執行官)*
李經緯先生
李浩中先生
葉向勤先生

非執行董事

潘宗光教授 *金紫荊星章 太平紳士*

獨立非執行董事

王啟東先生
Peter A. Davies 先生
周承炎先生

審核委員會

周承炎先生 *(主席)*
王啟東先生
Peter A. Davies 先生

薪酬委員會

周承炎先生 *(主席)*
王啟東先生
Peter A. Davies 先生

提名委員會

李文俊博士 *銀紫荊星章 太平紳士(主席)*
周承炎先生
王啟東先生
Peter A. Davies 先生

授權代表

李文俊博士 *銀紫荊星章 太平紳士*
羅潔茹女士

公司秘書

羅潔茹女士

註冊辦事處

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



PRINCIPAL OFFICE

39/F, Lee & Man Commercial Center
169 Electric Road
North Point
Hong Kong

PRINCIPAL BANKERS

In Hong Kong and Macau:

Hang Seng Bank
Standard Chartered Bank
HSBC
Bank of China (Hong Kong)

In the PRC:

China Construction Bank
Bank of China

AUDITOR

Deloitte Touche Tohmatsu
Certified Public Accountants
Registered Public Interest Entity Auditor

PRINCIPAL SHARE REGISTRAR AND TRANSFER OFFICE

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3, Building D,
P.O. Box 1586, Gardenia Court, Camana Bay,
Grand Cayman, KY1-1100,
Cayman Islands

HONG KONG BRANCH SHARE REGISTRAR AND TRANSFER OFFICE

Tricor Investor Services Limited
17th Floor, Far East Finance Centre
16 Harcourt Road
Hong Kong

WEBSITE

<http://www.leemanpaper.com>

總辦事處

香港
北角
電氣道169號
理文商業中心39樓

主要往來銀行

香港及澳門：

恒生銀行
渣打銀行
滙豐銀行
中國銀行(香港)

中國：

中國建設銀行
中國銀行

核數師

德勤•關黃陳方會計師行
執業會計師
註冊公眾利益實體核數師

主要股份過戶登記處

Suntera (Cayman) Limited
Suite 3204, Unit 2A, Block 3, Building D,
P.O. Box 1586, Gardenia Court, Camana Bay,
Grand Cayman, KY1-1100,
Cayman Islands

香港股份過戶登記分處

卓佳證券登記有限公司
香港
夏慤道16號
遠東金融中心17樓

網址

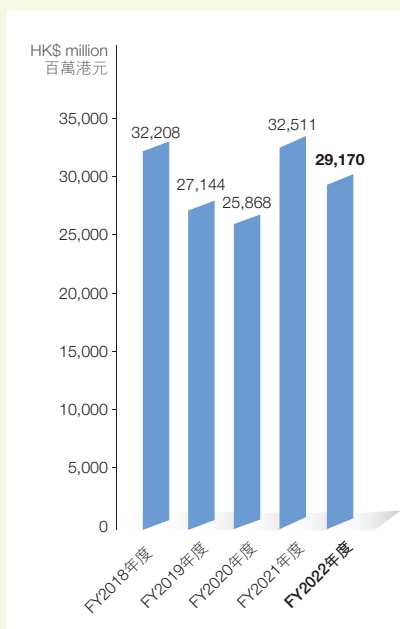
<http://www.leemanpaper.com>



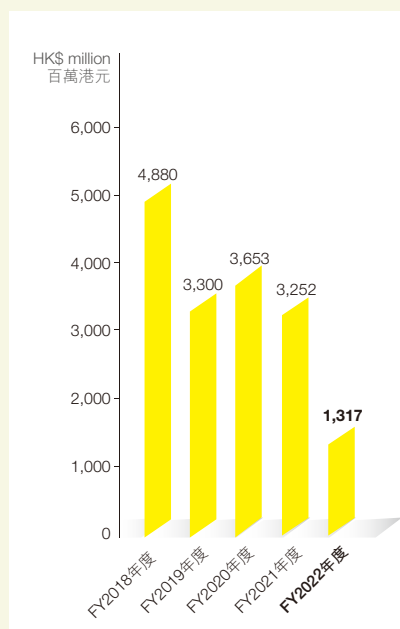
FINANCIAL HIGHLIGHTS

財務摘要

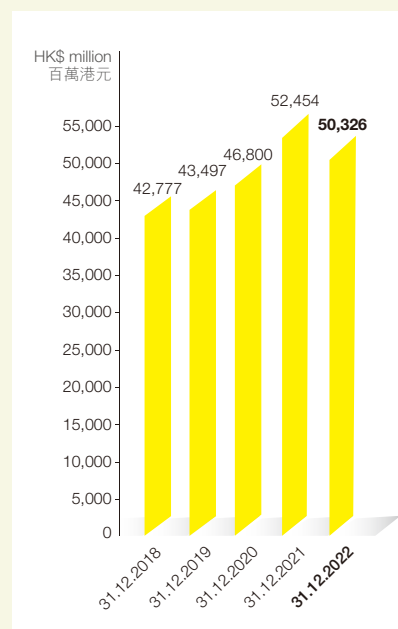
Revenue 收入



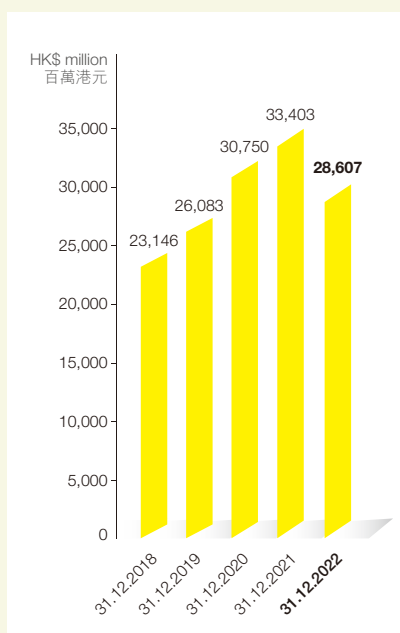
Profit for the year 年度盈利



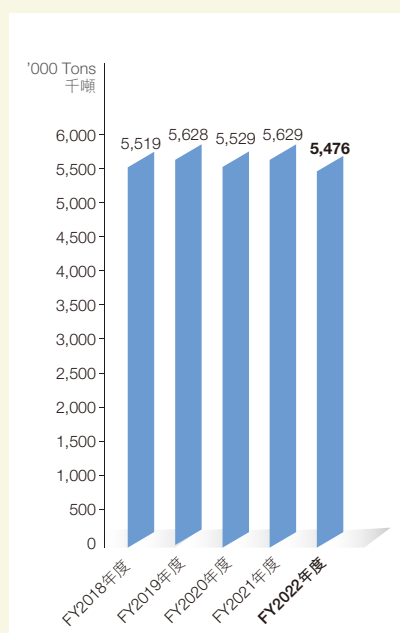
Total Assets 資產總值



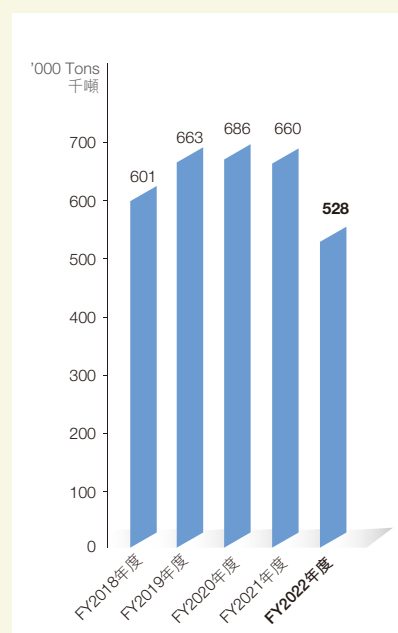
Total Equity 權益總值



Sales Volume (Packaging Paper) 銷售量 (包裝紙)



Sales Volume (Tissue Paper) 銷售量 (衛生紙)



FINANCIAL SUMMARY

財務概要

		Year ended 31 December 截至12月31日止年度				2022
		2018	2019	2020	2021	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
RESULTS	業績					
Revenue	收入	32,208,082	27,144,210	25,867,966	32,511,417	29,170,402
Profit before tax	除稅前盈利	6,127,332	4,020,195	4,321,472	3,794,283	1,458,721
Income tax expense	利得稅支出	(1,247,112)	(719,930)	(668,960)	(542,523)	(141,531)
Profit for the year	年度盈利	4,880,220	3,300,265	3,652,512	3,251,760	1,317,190

		At 31 December 於12月31日				2022
		2018	2019	2020	2021	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
ASSETS AND LIABILITIES	資產及負債					
Total assets	總資產	42,776,828	43,497,407	46,800,491	52,453,843	50,325,685
Total liabilities	總負債	(19,630,977)	(17,414,787)	(16,050,076)	(19,050,845)	(21,718,791)
Net assets	資產淨值	23,145,851	26,082,620	30,750,415	33,402,998	28,606,894



BUSINESS REVIEW AND OUTLOOK

Against the backdrop of the impact of COVID-19 pandemic, geopolitical tension and other factors, global economic growth continued to slow down in 2022. Inflation, coupled with supply chain disruptions, drove up the transportation, energy and raw material costs. In addition, consumer sentiment was affected by the pandemic prevention and control policies, resulting in a lower downstream demand, which continued to bring pressure on paper manufacturers.

For 2022, the Group recorded total revenue of HK\$29.2 billion, representing a decrease of 10% from that of the previous year, while the profit for the year decreased by 60% to HK\$1.3 billion as compared with that for the previous year. The earnings per share for the year were HK27.46 cents (2021: HK71.87 cents).

The board of directors has proposed a final dividend of HK3.3 cents per share for 2022 (2021: HK11.0 cents). The aggregate sales of the Group for 2022 amounted to 6.09 million tons, while its net profit per ton was HK\$216.

業務回顧及展望

2022年受新冠疫情及地緣政治等因素影響，全球經濟增長繼續放緩。通脹疊加供應鏈擾亂，促使運輸成本、能源和原料價格上漲。此外，疫情防控政策影響消費意願，下游需求受限，紙企經營壓力持續增加。

本集團2022年總收入比去年下跌10%至292億港元，年度盈利較去年下調60%至13億港元。年內每股盈利27.46港仙（2021年：71.87港仙）。

董事會建議2022年派發末期股息每股3.3港仙（2021年：11.0港仙）。本集團2022年總銷售量達609萬噸，產品平均每噸淨利潤為216港元。



INDUSTRY AND BUSINESS REVIEW

During the year under review, dragged by the pandemic and the sluggish consumer sentiment in the Mainland China, the demand for packaging paper remained weak with price slipping lower, but the prices for pulp and other raw materials surged as the result of the Russo-Ukrainian War, which further squeezed the profitability of paper manufacturers. Under the pressure of high pulp prices, some of the paper manufacturers voluntarily suspended or reduced their production.

In the face of changes in market supply and demand and policy adjustments, the Group pro-actively expanded its pulp business and rationalized its raw material allocation in order to mitigate the impact of rising raw material costs on our profitability. The Group also believes that consumer demand is set to be unleashed after a long period of suppression, leading to a rebound in the paper manufacturing industry. Therefore, the Group insisted on expanding the scale of production of its existing business, including the addition of new production lines at its plants in Jiangxi province and Chongqing and the plan of building a new pulp mill in Guangxi province, with a view to further enhancing the resilience of its operations and laying a more solid foundation for its long-term development by increasing production capacity and rationalizing cost control.

In addition, the Group continued to support the "Belt and Road" initiative by expanding its business presence in Southeast Asia and grasping opportunities in overseas markets. During the year, the Group's production bases in Vietnam and Malaysia operated smoothly with satisfactory business performance. The production line of the third paper-making machine at our Malaysian plant commenced production in the third quarter of 2022, adding an annual production capacity of 350,000 tons of packaging paper.

行業及業務回顧

回顧年內，受疫情拖累，內地消費意願下降，包裝紙需求疲弱，價格持續偏低，但紙漿等原材料卻因俄羅斯烏克蘭戰爭帶來的供需缺口而漲價，紙企盈利空間再被壓縮。有見紙漿價格居高不下，部分紙企主動停機減產。

面對市場供需及政策變化，本集團積極拓展木漿業務，增強原材料配置，以減輕原料成本上漲對盈利的影響。本集團亦相信消費需求久被壓抑後必定釋放，帶動造紙業回暖，故堅持在現有業務基礎上擴充規模，包括在江西及重慶廠房新增生產線，並計劃於廣西新建漿廠，力求透過提升產能及優化控制成本，進一步增強經營韌性，為長遠發展奠下更好基礎。

另外，本集團繼續響應「一帶一路」倡議，拓展東南亞業務，緊握海外市場機遇。年內，本集團在越南及馬來西亞的生產基地運作順暢，業務表現令人滿意。馬來西亞廠的第三台造紙生產線已於2022年第三季投產，新增包裝紙年產能35萬噸。



BUSINESS PROSPECTS

After the PRC government optimized its anti-pandemic policy in last December, measures to increase investment, boost consumption and promote innovation were introduced in various provinces so as to support economic stability and progress in 2023. With the increase in industrial and consumer activities, the paper manufacturing industry is expected to recover at a more promising pace in the second half of the year, leading to a cautiously optimistic outlook. The Group will continue to expand its industrial chain in order to diversify its paper and pulp business so as to reduce the pressure of rising raw material costs, respond flexibly to market demand for various products and further enhance our operational efficiency.

Packaging paper remains the Group's core business. With the tightening control on plastic packaging material in the Mainland China, we see much of growth potential for packaging paper as an excellent alternative to plastic packaging material. As the popularity of online shopping grew during the pandemic, demand for packaging paper is expected to pick up upon the implementation of the post-pandemic consumption stimulation measures. The Group will continue to expand its coverage of the production capacity to enhance its profitability. The Group adds pulp production lines at its plants in Jiangxi province, Chongqing and Guangxi province which are expected to be completed in the second, third and third quarters of 2023 respectively, adding a total annual production capacity of 950,000 tons. For our overseas operation, the production line of the Group's fourth paper-making machine in Malaysia will commence operation in the second quarter of this year, with an annual production capacity of 350,000 tons of packaging paper.

Regarding the tissue paper business, the Group has endeavored to improve the quality of consumer tissue paper. The Group produces natural bamboo unbleached tissue in order to satisfy the needs for health and environmental protection. The Group's total annual production capacity of consumer tissue paper has reached approximately 1,000,000 tons, and will adopt effective strategies to develop its tissue paper business in line with market and customer demand.

業務前景

內地自去年12月優化防疫政策後，各地陸續推出擴大投資、提振消費、促進創新的措施，為2023年經濟穩中求進提供支持。隨著工業和消費活動增加，造紙業景氣度將有望恢復，其回升幅度相信在下半年更見明顯，前景審慎樂觀。本集團將持續擴充產業鏈，以實現紙張和紙漿業務多元化的策略，減輕原料成本上漲的壓力，靈活應對市場對各產品的需求，進一步提升營運效益。

包裝紙業務是本集團的核心業務。內地對塑料包裝的管控力度趨嚴，作為塑膠包裝的重要替代，紙質包裝仍有發展潛力，加上疫情帶動網購增長，在疫後促消費措施的推動下，包裝紙需求有望回升。本集團將繼續擴大產能覆蓋面，以提升盈利能力。本集團正在江西、重慶及廣西廠增設木漿生產線，並預計分別於2023年第二季、第三季及第三季完成，新增木漿年產能共95萬噸。在海外方面，本集團位於馬來西亞的第四台年產能35萬噸包裝紙生產線將於今年第二季投產。

衛生紙業務方面，本集團一直致力於提高生活用紙的質量，所生產之天然竹纖維原色衛生紙，能滿足消費者對健康和環保用紙的需求。本集團衛生紙總年產能接近100萬噸，將以市場及客戶需求為導向，繼續採取有效的策略來發展衛生紙業務。



The Group is committed to providing quality products at reasonable price while also fulfilling its corporate social responsibility by reducing pollution and carbon emissions through waste paper recycling and advanced production technologies, thereby bringing more environmentally friendly products to customers. In the long term, the paper manufacturing industry still has tremendous room for development. The Group will seize opportunities to expand its market and maintain competitiveness in the paper manufacturing industry.

CONCLUSION

The Group would like to express its sincere gratitude to its employees and shareholders for their continued support. Leveraging its leading position in the paper manufacturing industry and its consistently solid development advantages, the Group intends to further enhance its profitability and create greater benefits for shareholders, employees and society.

本集團致力以優質產品及合理價格取勝，同時亦盡力履行企業社會責任，透過廢紙回收及先進生產技術減低污染和碳排放，為客戶帶來更多具環保元素的產品。長遠而言，造紙行業仍然有比較大的發展空間。本集團將抓住機遇，拓展市場規模，保持本集團在造紙行業的市場競爭力。

結語

本集團衷心感謝一直以來全體員工及股東的大力支持，憑藉本集團於造紙業的龍頭地位以及貫徹始終的穩健發展優勢，進一步提升本集團盈利能力，為股東、員工及社會創造更大利益。



RESULTS OF OPERATION

Revenue and the profit attributable to owners of the Company, ordinary shareholders for the year ended 31 December 2022 was HK\$29.2 billion and HK\$1.19 billion respectively, while its net profit per tonne was HK\$216.

The earnings per share for the year was HK27.46 cents when compared with HK71.87 cents for the year ended 31 December 2021.

DISTRIBUTION AND SELLING EXPENSES

The Group's distribution and selling expenses was HK\$784 million for the year ended 31 December 2022 as compared to HK\$1,009 million for the year ended 31 December 2021. It represented about 2.7% of the revenue for the year ended 31 December 2022 and was decreased as compared to about 3.1% for the year ended 31 December 2021.

GENERAL AND ADMINISTRATIVE EXPENSES

The Group's general and administrative expenses was HK\$1,239 million for the year ended 31 December 2022 as compared to HK\$1,564 million for the year ended 31 December 2021. It represented about 4.2% of the revenue for the year ended 31 December 2022 and was decreased as compared to that of 4.8% for the year ended 31 December 2021.

經營業績

截至2022年12月31日止年度的收入及本公司擁有人之普通股股東應佔年度盈利分別為292億港元及11.9億港元，每噸純利216港元。

本年度的每股盈利為27.46港仙，截至2021年12月31日止年度則為71.87港仙。

分銷及銷售費用

本集團截至2022年12月31日止年度的分銷及銷售費用為7.84億港元，而截至2021年12月31日止年度為10.09億港元。截至2022年12月31日止年度的分銷及銷售費用佔收入約2.7%，較截至2021年12月31日止年度約3.1%下降。

日常及行政費用

本集團截至2022年12月31日止年度的日常及行政費用為12.39億港元，而截至2021年12月31日止年度為15.64億港元。截至2022年12月31日止年度的日常及行政費用佔收入約4.2%，較截至2021年12月31日止年度的4.8%下降。



FINANCE COSTS

The Group's total finance costs (including the amounts capitalised) was HK\$365 million for the year ended 31 December 2022 as compared to HK\$192 million for the year ended 31 December 2021. The increase was mainly due to the increase in both bank borrowing amounts and average interest rate on bank borrowings during the year.

INVENTORIES, DEBTORS' AND CREDITORS' TURNOVER

The inventory turnover of the Group's raw materials and finished products were 47 days and 24 days, respectively, for the year ended 31 December 2022 as compared to 59 days and 17 days, respectively, for the year ended 31 December 2021.

The Group's debtors' turnover days were 38 days for the year ended 31 December 2022 as compared to 41 days for the year ended 31 December 2021. This is in line with the credit terms granted by the Group to its customers.

The Group's creditors' turnover days were 41 days for the year ended 31 December 2022 as compared to 26 days for the year ended 31 December 2021.

財務成本

截至2022年12月31日止年度，本集團的總財務成本(包括已資本化金額)為3.65億港元，而於截至2021年12月31日止年度則為1.92億港元。成本增加主要由於年內銀行借貸金額及銀行貸款平均利率均有上升。

存貨、應收賬款及應付賬款周轉期

本集團於截至2022年12月31日止年度的原料及製成品存貨周轉期分別為47日及24日，而於截至2021年12月31日止年度則分別為59日及17日。

本集團於截至2022年12月31日止年度的應收賬款周轉期為38日，而截至2021年12月31日止年度則為41日。此符合本集團給予客戶的信貸期。

本集團於截至2022年12月31日止年度的應付賬款周轉期為41日，而截至2021年12月31日止年度則為26日。



LIQUIDITY, FINANCIAL RESOURCES AND CAPITAL STRUCTURE

The total shareholders' fund of the Group (comprising of the Company's ordinary share capital, perpetual capital securities, reserves and non-controlling interests) as at 31 December 2022 was HK\$28,607 million (2021: HK\$33,403 million). As at 31 December 2022, the Group had current assets of HK\$12,921 million (2021: HK\$15,003 million) and current liabilities of HK\$12,293 million (2021: HK\$12,190 million). The current ratio was 1.05 as at 31 December 2022 as compared to 1.23 at 31 December 2021.

The Group generally finances its operations with internally generated cash flow and credit facilities provided by its principal bankers in Hong Kong, Macau and the PRC. As at 31 December 2022, the Group had outstanding bank borrowings of HK\$16,327 million (2021: HK\$14,061 million). These bank loans were secured by corporate guarantees provided by certain subsidiaries of the Company. As at 31 December 2022, the Group maintained bank balances and cash of HK\$1,798 million (2021: HK\$1,909 million). The Group's net debt-to-equity ratio (total borrowings net of cash and cash equivalents over shareholders' equity) increased from 0.36 as at 31 December 2021 to 0.51 as at 31 December 2022 as the result of the expansion of the Group.

The Group possesses sufficient cash and available banking facilities to meet its commitments and working capital requirements.

The Group's transactions and the monetary assets are principally denominated in Hong Kong dollars, Renminbi and United States dollars. The Group has not experienced any material difficulties or effects on its operations or liquidity as a result of fluctuations in currency exchange rates during the year ended 31 December 2022. The Group has used currency structured instruments, foreign currency borrowings or other means to hedge its foreign currency exposure.

流動資金、財務資源及資本結構

於2022年12月31日，本集團的股東資金(包括本公司普通股股本、永續資本證券、儲備及非控股權益)總額為286.07億港元(2021年：334.03億港元)。於2022年12月31日，本集團的流動資產達129.21億港元(2021年：150.03億港元)，而流動負債則為122.93億港元(2021年：121.90億港元)。於2022年12月31日的流動比率為1.05，而於2021年12月31日則為1.23。

本集團一般以內部產生的現金流量，以及香港、澳門及中國之主要往來銀行提供的信貸備用額作為業務的營運資金。於2022年12月31日，本集團的未償還銀行貸款為163.27億港元(2021年：140.61億港元)。該等銀行貸款由本公司若干附屬公司提供的公司擔保作為抵押。於2022年12月31日，本集團持有銀行結餘及現金17.98億港元(2021年：19.09億港元)。由於擴充本集團業務，本集團的淨資本負債比率(借貸總額減現金及現金等價物除以股東權益)由2021年12月31日的0.36上升至2022年12月31日的0.51。

本集團具備充裕現金及可供動用的銀行備用額以應付本集團的承擔及營運資金需要。

本集團的交易及貨幣資產主要以港元、人民幣或美元計值。截至2022年12月31日止年度內，本集團的營運或流動資金未曾因匯率波動而遇到任何重大困難或影響。本集團採用貨幣結構工具、外幣借貸或其他途徑，作外幣風險對沖之用。



EMPLOYEES

As at 31 December 2022, the Group had a workforce of more than 10,000 people. Salaries of employees are maintained at competitive level and are reviewed annually, with close reference to the relevant labour market and economic situation. The Group also provides internal training to staff and provides bonuses based upon staff performance and profits of the Group.

The Group has not experienced any significant problems with its employees or disruption to its operations due to labour disputes nor has it experienced any difficulty in the recruitment and retention of experienced staff. The Group maintains a good relationship with its employees.

僱員

於2022年12月31日，本集團員工超過10,000名。僱員薪酬維持於具競爭力水平，並會每年評估，且密切留意有關勞工市場及經濟市況趨勢。本集團亦為僱員提供內部培訓，並按員工表現及本集團盈利發放花紅。

本集團並無遭遇任何重大僱員問題，亦未曾因勞資糾紛令營運中斷，在招聘及挽留經驗豐富的員工方面亦不曾出現困難。本集團與僱員的關係良好。



CORPORATE GOVERNANCE PRACTICES

The Company is committed to maintaining high standards of corporate governance. The Board of the Company believes that sound and reasonable corporate governance practices are essential for the growth of the Group and for safeguarding and maximising shareholders' interests. During the year under review, the Company has complied with the Code on Corporate Governance Practices (the "Code") as set out in Appendix 14 of the Rules Governing the Listing of Securities ("Listing Rules") on The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

The Board has adopted the principles of good corporate governance principles (the "Principles") and the code provisions (the "Code Provisions") as stated in the Code as the Corporate Governance Code of the Company. The Company remains resolute in its application of the Principles to the corporate governance of the Group. The Company regularly reviews its corporate governance policies to ensure that they remain updated and in compliance with the requirements with the Listing Rules. In particular, the Company adopted new Terms of Reference for the Remuneration Committee with effect from 1 January 2023, and has reviewed its remuneration policy and the terms of reference of the Audit Committee.

The objectives of the management structures within the Group, headed by the Board and led by the Chairman, are to deliver sustainable value to Shareholders.

企業管治常規

本公司致力保持高水準之企業管治。本公司董事會相信，對本集團增長及對保障及提高股東權益而言，完善及合理的企業管治常規實在不可或缺。本公司於回顧年內一直遵守香港聯合交易所有限公司（「聯交所」）證券上市規則（「上市規則」）附錄14所載之企業管治常規守則（「守則」）。

董事會已採納守則中所述的良好企業管治原則（「原則」）及守則條文（「守則條文」），作為本公司的企業管治守則。本公司堅持應用原則作本集團之企業管治。本公司定期檢討其企業管治政策，以確保該等政策保持更新並符合上市規則規定。具體而言，本公司採納薪酬委員會自2023年1月1日起生效的新職權範圍，並已檢討其薪酬政策及審核委員會的職權範圍。

本集團內管理架構以主席領導的董事會為首，其目標是持續不斷為股東創造價值。



The Chairman provides leadership to and oversees the effective functioning of the Board. With support of the Chief Executive Officer and the Company Secretary, the Chairman approves Board meeting agenda, and ensures directors have proper briefing, and timely receive adequate and reliable information, on all Board matters.

The role of the Chairman is separate from that of the Chief Executive Officer, and different persons hold the separate offices. Chief Executive Officer heads the management and focuses on the day-to-day operations of the Group.

主席負責領導並監督董事會，使其得以有效發揮功能。在首席執行官及公司秘書的支援下，主席批准董事會會議議程，並確保董事獲給予恰當簡報，且及時就一切有關董事會的事宜發放充足可靠的資料。

主席與首席執行官的職務明確劃分，職務由不同人士擔任。首席執行官負責領導管理層，專門負責本集團的日常營運。



BOARD OF DIRECTORS

Composition and Role

The Board comprises:

Executive directors:

Dr. Lee Man Chun Raymond *SBS JP (Chairman)*
Mr. Lee Man Bun *MH JP (Chief Executive Officer)*
Mr. Li King Wai Ross
Mr. Lee Jude Ho Chung
Mr. Yip Heong Kan

Non-executive director:

Professor Poon Chung Kwong *GBS JP*

Independent non-executive directors:

Mr. Wong Kai Tung Tony
Mr. Peter A. Davies
Mr. Chau Shing Yim David

During the year, the Board comprises of five executive directors (one of whom is the Chairman), one non-executive director and three independent non-executive directors. In addition, three of the independent non-executive directors possess appropriate legal, professional accounting qualifications and financial management expertise.

The principal focus of the Board is on the overall strategic development of the Group. The Board also monitors the financial performance and the internal controls of the Group's business operations.

The independent non-executive directors also serve the important function of ensuring and monitoring the basis for an effective corporate governance framework. The Board considers that each independent non-executive director is independent in character and judgment and that they all meet the specific independence criteria as required by the Listing Rules. The Company has received from each independent non-executive director an annual confirmation or confirmation of his independence pursuant to Rule 3.13 of the Listing Rules. The independent non-executive directors are explicitly identified in all of the Company's corporate communications.

董事會

架構及角色

董事會包括：

執行董事：

李文俊博士 *銀紫荊星章 太平紳士(主席)*
李文斌先生 *榮譽勳章 太平紳士(首席執行官)*
李經緯先生
李浩中先生
葉向勤先生

非執行董事：

潘宗光教授 *金紫荊星章 太平紳士*

獨立非執行董事：

王啟東先生
Peter A. Davies先生
周承炎先生

年內，董事會包括五位執行董事(其中一位為主席)、一位非執行董事及三位獨立非執行董事。此外，三位獨立非執行董事分別具適當之法律、專業會計師資格及財務管理經驗。

董事會主要著眼於本集團之整體策略及發展。董事會亦監察本集團經營業務之財務表現及內部監控。

獨立非執行董事亦在確保及監察有效企業管治之架構中擔當非常重要的角色。董事會相信每一位獨立非執行董事均有其獨立性及判斷力，彼等均合乎上市規則規定之特定獨立準則。本公司已接獲各獨立非執行董事根據上市規則第3.13條規定所作出之年度獨立性確認函。而獨立非執行董事均可在本公司所有企業通訊內明確識別。



The biographical details of the directors in existence during the financial year are set out on pages 119 to 124 to this annual report. Other than disclosed, the board members have no financial, business, family or other relationships with each other.

The Chairman is 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 before the meeting. Draft minutes of all board meetings are circulated to directors for comment within a reasonable time prior to confirmation.

Minutes of board meetings and meetings of board committees are kept by duly appointed secretaries of the respective meetings and all directors have access to board papers and related materials, and are provided with adequate information on a timely manner, which enable the Board to make an informed decision on matters placed before it.

During the year, 12 full board meetings, an annual general meeting (“AGM”) and one extraordinary general meeting (“EGM”) were held and the individual attendance of each director is set out below:

於財政年度內在任董事之履歷詳情載於本年報第119至第124頁。除已披露者外，董事會成員彼此之間並無任何財務、業務、家族或其他關係。

主席經徵詢全體董事，首要負責草擬及審批每次董事會會議之議程。開會通知最少於常務會議十四天前發送予各董事，如需要，董事可要求在議程內加插討論事項。召開常務會議時，一套完整議程連同開會文件會在開會前之合理時間內發送予各董事。草擬的會議紀錄亦會於合理時間內送交各董事省閱，方予確認。

董事會及董事委員會之會議紀錄由相關會議所委任之秘書保存，所有董事均有權查閱董事會文件及相關資料及適時地獲提供足夠資料，使董事會可於決策事項前作出有根據的判斷。

年內，已召開12次全體董事會會議、一次股東週年大會(「股東週年大會」)及一次股東特別大會(「股東特別大會」)，各董事出席情況詳列如下：

Name of director	董事姓名	Number of meetings attended/Total 出席會議/會議總次數		
		Board meeting 董事會會議	AGM 股東週年大會	EGM 股東特別大會
Dr. Lee Man Chun Raymond <i>SBS JP</i>	李文俊博士 銀紫荊星章 太平紳士	12/12	1/1	1/1
Mr. Lee Man Bun <i>MH JP</i>	李文斌先生 榮譽勳章 太平紳士	12/12	1/1	1/1
Mr. Li King Wai Ross	李經緯先生	12/12	1/1	1/1
Mr. Lee Jude Ho Chung	李浩中先生	12/12	1/1	1/1
Mr. Yip Heong Kan	葉向勤先生	12/12	1/1	1/1
Professor Poon Chung Kwong <i>GBS JP</i>	潘宗光教授 金紫荊星章 太平紳士	12/12	1/1	1/1
Mr. Wong Kai Tung Tony	王啟東先生	12/12	1/1	1/1
Mr. Peter A. Davies	Peter A. Davies先生	12/12	1/1	1/1
Mr. Chau Shing Yim David	周承炎先生	12/12	1/1	1/1



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

每位委任董事均於首次接受委任時獲得正式、全面及專門為其設計之入職培訓，以確保該董事對本公司之業務及運作均有適當之理解，並充分知悉彼於上市規則及相關監管規定下之責任及義務。

The directors acknowledge the need to continue to develop and refresh their knowledge and skills for making contributions to the Company. The participation by individual directors in the continuous professional development programme with appropriate emphasis on the roles, functions and duties of a director of a listed company in 2022 is recorded in the table below.

董事確認要持續發展並更新本身知識及技能方可為本公司作出貢獻。下表概列各董事於2022年就適切着重上市公司董事之角色、職能及職責之持續專業發展計劃之參與記錄。

Name of director	董事姓名	Reading regulatory updates 閱讀監管規定更新資料	Attending external seminars/ programmes 參與外部機構舉辦研討會/活動
Executive directors	執行董事		
Dr. Lee Man Chun Raymond <i>SBS JP</i>	李文俊博士 銀紫荊星章 太平紳士	✓	✓
Mr. Lee Man Bun <i>MH JP</i>	李文斌先生 榮譽勳章 太平紳士	✓	✓
Mr. Li King Wai Ross	李經緯先生	✓	✓
Mr. Lee Jude Ho Chung	李浩中先生	✓	✓
Mr. Yip Heong Kan	葉向勤先生	✓	✓
Non-executive director	非執行董事		
Professor Poon Chung Kwong <i>GBS JP</i>	潘宗光教授 金紫荊星章 太平紳士	✓	✓
Independent non-executive directors	獨立非執行董事		
Mr. Wong Kai Tung Tony	王啟東先生	✓	✓
Mr. Peter A. Davies	Peter A. Davies先生	✓	✓
Mr. Chau Shing Yim David	周承炎先生	✓	✓



AUDIT COMMITTEE

The Audit Committee has reviewed with management, the Group's consolidated financial statements for the year ended 31 December 2022, the accounting principles and practices adopted and discussed auditing, internal controls and financial reporting matters.

The Audit Committee was established in 2003 and its current members include:

Mr. Chau Shing Yim David (*Chairman*)
Mr. Wong Kai Tung Tony
Mr. Peter A. Davies

The Board considers that each Audit Committee member has broad commercial experience and there is a suitable mix of expertise in legal, business and accounting on the Audit Committee. The composition and members of the Audit Committee complies with the requirements under Rule 3.21 of the Listing Rules. To conform to the provisions of the Code and the Listing Rules, the written terms of reference which describe the authority and duties of the Audit Committee were approved and adopted on 28 March 2012, and revised in (i) January 2016 to reflect the additional responsibilities of the Audit Committee arising from the Stock Exchange's proposal on risk management and internal control under the Code applicable to accounting periods beginning on or after 1 January 2016; and (ii) January 2019 to reflect the amendments of the Code with effect from 1 January 2019. A copy of the terms of reference is posted on the Company's website.

The Audit Committee meets regularly to review the Group's financial reporting and other information to shareholders, the system of internal controls, risk management and the effectiveness and objectivity of the audit process. The Audit Committee also provides an important link between the Board and the Company's auditors in matters coming within the scope of its terms of reference and keeps under review the independence and objectivity of the auditors.

The Audit Committee has 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 accounts for the year ended 31 December 2022.

審核委員會

審核委員會與管理層已審閱本集團截至2022年12月31日止年度之綜合財務報表、所採納之會計原則及慣例，並已討論核數、內部監控及財務報告事宜。

審核委員會於2003年成立，現時成員包括：

周承炎先生(主席)
王啟東先生
Peter A. Davies先生

董事會認為各審核委員會成員均具備廣泛營商經驗，審核委員會當中兼備合適之法律、商業及會計專業。審核委員會之架構及成員符合上市規則第3.21條之規定。為符合守則條文及上市規則，描述審核委員會權限及職責之職權範圍已於2012年3月28日獲批准及採納，並已(i)於2016年1月經修訂，以反映聯交所按於2016年1月1日或之後開始的會計期間適用的守則就風險管理及內部監控提出建議所產生審核委員會額外職責；及(ii)於2019年1月經修訂，以反映自2019年1月1日起生效的守則修訂。職權範圍全文已刊載於本公司網頁內。

審核委員會定期開會以檢討本集團之財務匯報及給予股東之其他資料、內部監控系統、風險管理及審核過程之有效性及效能。審核委員會並為董事會及公司核數師之間之重要橋樑，在其職權範圍內持續檢討核數師之獨立性及效能。

審核委員會已與管理層檢討本集團所採納之會計原則及慣例，並已就內部監控及財務匯報等事項進行討論，其中包括審閱截至2022年12月31日止年度的會計賬目。



During the year, three Audit Committee meetings were held and the individual attendance of each member is set out below:

年內，共召開三次審核委員會會議，個別成員的出席情況詳列如下：

Name of member	成員姓名	Number of attendance	出席次數
Mr. Chau Shing Yim David (<i>Chairman</i>)	周承炎先生(主席)	3/3	3/3
Mr. Wong Kai Tung Tony	王啟東先生	3/3	3/3
Mr. Peter A. Davies	Peter A. Davies先生	3/3	3/3

REMUNERATION COMMITTEE

薪酬委員會

The Remuneration Committee was established in 2005 and the current members include:

薪酬委員會於2005年成立，現時成員包括：

Mr. Chau Shing Yim David (*Chairman*)
Mr. Wong Kai Tung Tony
Mr. Peter A. Davies

周承炎先生(主席)
王啟東先生
Peter A. Davies先生



The Remuneration Committee has adopted the approach under paragraph B.1.2(c)(ii) of the Code and advises and makes recommendations to the Board on the Group's overall policy and structure for the remuneration of directors and senior management. The Remuneration Committee is responsible for making recommendations to the Board on the remuneration packages of individual executive directors and senior management. Remuneration packages should include benefits in kind, pension rights and compensation payments, including any compensation payable for loss or termination of their office or appointment. The Remuneration Committee is also responsible for making recommendations to the Board on the remuneration of non-executive directors. The Remuneration Committee, in making such recommendations, will take into account salaries paid by comparable companies, time commitment and responsibilities of the directors and employment conditions elsewhere in the group. A significant proportion of the executive directors' remuneration shall link rewards to corporate and individual performance. The Remuneration Committee ensures that no director or any of his associate is involved in deciding his own remuneration. An updated terms of reference of the Remuneration Committee were adopted with effect from 1 January 2023 to conform to the provisions of the Code, a copy of which is posted on the Company's website.

In determining the emolument payable to directors, the Remuneration Committee takes into consideration factors such as salaries paid by comparable companies, time commitment and responsibilities of the directors, employment conditions elsewhere in the Group and the desirability of performance-based remuneration.

The Remuneration Committee meets regularly to determine the policy for the remuneration of directors and assess performance of executive directors and certain senior management. One Remuneration Committee meeting was held during the year and all members have attended in the meeting. During the year ended 31 December 2022, there were no material matters relating to the share option schemes of the Company which required review or approval by the Remuneration Committee.

薪酬委員會已採納守則規條之B.1.2(c)(ii)，向董事會就本集團董事及高級管理層之薪酬之整體政策及架構作出建議。薪酬委員會負責就個別執行董事及高級管理層的薪酬待遇向董事會作出建議。薪酬待遇應包括實物福利、退休金權利及補償金，包括因失去或終止其職務或委任而應付的任何補償金。薪酬委員會亦負責就非執行董事的薪酬向董事會作出建議。薪酬委員會於作出有關建議時，將考慮可資比較公司所支付的薪金、董事的時間投入及責任，以及集團其他部門的僱傭條件。執行董事薪酬極大部分應與公司及個人表現的回報掛鉤。薪酬委員會確保概無董事或其任何聯繫人參與釐定其本身之薪酬。為符合守則條文，薪酬委員會的更新職權範圍已於2023年1月1日獲採納及生效，並已刊載於本公司網頁內。

在釐定應付予董事之酬金時，薪酬委員會乃考慮各項因素，包括同業薪金水平，董事所奉獻之時間及其職責，集團內部的僱傭情況及與表現掛鉤之酬金。

薪酬委員會定期開會以釐定董事之酬金政策及評估執行董事及若干高級管理層之表現。年內召開會議一次，所有成員均有出席會議。於截至2022年12月31日止年度，概無任何有關本公司購股權計劃的重大事宜需提請薪酬委員會審議或批准。



NOMINATION COMMITTEE

The Nomination Committee was established on 28 March 2012 and the current members include:

Dr. Lee Man Chun Raymond *SBS JP (Chairman)*
Mr. Chau Shing Yim David
Mr. Wong Kai Tung Tony
Mr. Peter A. Davies

The principal duties of the Nomination Committee include reviewing the Board composition, developing and formulating relevant procedures for nomination and appointment of directors, making recommendations to the Board on the appointment and succession planning of directors, and assessing the independence of the independent non-executive directors. The terms of reference of the Nomination Committee were approved and adopted on 28 March 2012 to conform to the provisions of the Code, a copy of which is posted on the Company's website.

The Nomination Committee reviewed the structure, size and composition of the Board to ensure that it has a balance of expertise, skills and experience appropriate for the requirements of the business of the Company. One Nomination Committee meeting was held during the year and all members have attended in the meeting.

Nomination Policy

Objectives

The key objectives of the Nomination Policy (the "Nomination Policy") shall inter alia include the following:

- to set out the criteria and process for the nomination and appointment of directors of the Company;
- to ensure that the Board has a balance of skills, experience and diversity of perspectives appropriate to the requirements of the Company's business; and
- to ensure the Board's continuity and appropriate leadership at the Board level.

提名委員會

提名委員會於2012年3月28日成立，現時成員包括：

李文俊博士 *銀紫荊星章 太平紳士(主席)*
周承炎先生
王啟東先生
Peter A. Davies先生

提名委員會主要職責包括檢討董事會構成，開發及制訂提名及委任董事之有關程序，就董事之委任及繼任計劃向董事會提供推薦意見，以及評估獨立非執行董事之獨立性。為符合守則條文，提名委員會的職權範圍已於2012年3月28日獲批准及採納，並已刊載於本公司網頁內。

提名委員會已檢討董事會目前之架構、規模及構成，以保證各董事具有適合本公司業務要求的均衡知識、技能及經驗。年內召開會議一次，所有成員均有出席會議。

提名政策

目標

提名政策(「提名政策」)的主要目標應包括(其中包括)以下內容：

- 就提名及委任本公司董事事宜，制定標準及程序；
- 確保董事會具有適用於公司業務需要之相應技能、經驗及多元化觀點的平衡；及
- 確保董事會的連續性及董事會層面的領導質素。



Appointment and Re-appointment of Director

Nomination Committee shall identify and ascertain the integrity, qualification, expertise and experience of the candidate who is considered for being appointed/re-elected as director and apply due diligence in compliance with all applicable provisions of the laws of the Cayman Islands and the Listing Rules including any amendments thereto from time to time. Also, the Nomination Committee shall consider recommendations for candidates to the Board from shareholders of the Company.

The Nomination Committee shall obtain all applicable declarations and undertakings as provided under the laws of the Cayman Islands and the Listing Rules. In the case of independent non-executive directors, the Nomination Committee shall ensure that the independent non-executive directors meet the criteria of independence as laid down in the Listing Rules.

While recommending any potential new member(s)/re-appointment of existing member(s) to the Board, the Nomination Committee shall consider the following:

- candidate's character, integrity, qualifications including professional qualifications, skills, knowledge and experience and diversity criteria under the Board Diversity Policy of the Company which are relevant to the Company's business and corporate strategy, other commitments and the like;
- any measurable objectives adopted for achieving diversity on the Board;
- requirement for the Board to have independent Directors in accordance with the Listing Rules and whether the candidate would be considered independent with reference to the independence guidelines set out in the Listing Rules;
- the potential contributions the candidate can bring to the Board in terms of qualifications, skills, experience, independence, gender diversity and diversity of perspectives;

委任及續聘董事

提名委員會應辨識並確定被委任或重選為董事候選人的誠信、資格、專業知識和經驗，並根據所有適用的開曼群島法例及上市規則，包括其不時作出的任何修訂來進行盡職調查。此外，提名委員會應考慮本公司股東向董事會提出的候選人建議。

提名委員會應根據開曼群島法例和上市規則的規定獲得所有適用的聲明和承諾。就獨立非執行董事而言，提名委員會應確保獨立非執行董事符合上市規則所載的獨立性之標準。

在向董事會推薦任何潛在的新成員／續聘現有成員時，提名委員會應考慮以下事項：

- 候選人的性格、誠信、資歷包括專業資格、技能、知識及經驗及根據公司董事會多元化政策與公司戰略及業務相關的多元化標準及其他承諾等；
- 為實現董事會多元化而採取的任何可計量的目標；
- 董事會按上市規則要求設立獨立董事及該候選人是否根據上市規則所載之獨立準則被視為獨立人士；
- 候選人在資歷、技能、經驗、獨立性、多元化性別及多元化觀點方面能為董事會帶來的潛在貢獻；



- willingness and ability to devote sufficient time to discharge duties as a member of the Board and/or Board committee(s);
 - such other criteria which are appropriate to the Company's business and corporate strategy and the Board's succession plan and, where applicable, which may be adopted and/or amended by the Board and/or the Nomination Committee from time to time for nomination of Directors and succession planning; and
 - any other factors as the Nomination Committee may deem fit to consider in the best interests of the Company and shareholders of the Company.
- 願意並有能力投入足夠的時間履行董事會及／或董事會委員會成員的職責；
 - 其他適用於公司業務及公司策略及董事會繼任計劃的準則，以及在適當情況下，董事會及／或提名委員會不時採納及／或修訂的準則，以提名董事及進行繼任計劃；及
 - 提名委員會認為對本公司及本公司股東最佳利益的任何其他因素。

Once the Nomination Committee determines that an additional or replacement director is required, the Nomination Committee may take such measures that it considers appropriate in connection with its evaluation of a candidate, including inquiry of the person or persons making the recommendation or nomination, engagement of an outside search firm to gather additional information, or reliance on the knowledge of the members of the Nomination Committee, the Board or the management.

當提名委員會確定需要增加或替換董事，提名委員會可以採取其認為合適及相關的措施評估候選人包括對提出推薦或提名的人員進行查詢、聘用外間調查公司收集其他信息、或依賴提名委員會成員、董事會或管理層的認知。

The Nomination Committee may retain the services of other professional third parties to assist in identifying and evaluating potential candidates.

提名委員會可以聘用其他專業第三方提供服務以協助辨識和評估潛在的候選人。



The Nomination Committee and the Board shall ensure that the composition of the Board is in conformity with the laws of the Cayman Islands, the Listing Rules and all other applicable laws and regulations.

In accordance with the Articles of Association and applicable laws and regulations, Mr. Li King Wai Ross, Professor Poon Chung Kwong and Mr. Chau Shing Yim David, shall retire by rotation and being eligible, Mr. Li King Wai Ross and Mr. Chau Shing Yim David offer themselves for re-election at the next forthcoming annual general meeting. Professor Poon Chung Kwong has decided not to offer himself for re-election at the AGM as he desires to focus on his family.

Professor Poon Chung Kwong has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange with regard to his retirement.

The Board would like to express its gratitude to Professor Poon Chung Kwong for his valuable contributions to the Company during his tenure of office.

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

提名委員會和董事會應確保董事會的組成符合開曼群島法例、上市規則和所有其他適用法律法規。

根據章程細則及適用法律法規，李經緯先生、潘宗光教授及周承炎先生將於應屆股東週年大會上輪值告退，李經緯先生及周承炎先生將符合資格並願意膺選連任。由於潘宗光教授希望專注於其家庭，彼決定不在股東週年大會上膺選連任。

潘宗光教授確認彼與董事會並無意見分歧，亦無有關其辭任的其他事宜須提請股東及聯交所垂注。

董事會謹此感謝潘宗光教授於任內對本公司作出的寶貴貢獻。

提名委員會建議重續聘任願意於本公司應屆股東週年大會上膺選連任之董事。



COMPANY SECRETARY

The Company Secretary of the Company is a full-time employee of the Group and she has confirmed that, in compliance with Rule 3.29 of the Listing Rules, she has taken no less than 15 hours of relevant professional training during the year.

DIRECTORS' SECURITIES TRANSACTIONS

The Company has adopted the Model Code for Securities Transactions by Directors of Listed Issuers ("Model Code") as set out in Appendix 10 of the Listing Rules as a code of conduct regarding directors' securities transactions in 2004. All the members of the Board 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 2022. The Model Code also applies to other specified senior management of the Group.

RISK MANAGEMENT AND INTERNAL CONTROL

The Group's risk management and internal control systems provide a clear governance structure, policies and procedures, as well as reporting mechanism to facilitate the Group to manage its risks across business operations effectively.

The Group has established a risk management framework, which consists of the Board, the Audit Committee and the Risk Management Taskforce (i.e. Senior Management). The Board determines the nature and extent of risks that shall be taken in achieving the Group's strategic objectives, and has the overall responsibility for monitoring the design, implementation and the overall effectiveness of risk management and internal control systems.

公司秘書

本公司之公司秘書為本集團全職僱員，彼已確認年內已遵守上市規則第3.29條接受不少於15小時之相關專業培訓。

董事之證券交易

本公司已於2004年採納上市規則附錄10所載之上市發行人董事進行證券交易的標準守則(「標準守則」)作為董事進行證券交易之行為守則。經本公司向所有董事作出具體查詢後，全體董事皆確認於截至2022年12月31日止整個年度已遵守標準守則所載之規定標準。標準守則亦適用於本集團之其他特定高級管理層。

風險管理及內部監控

本集團的風險管理及內部監控系統透過清晰的管治架構、政策及程序以及彙報機制，有效地管理本集團各業務範疇的風險。

本集團已設立風險管理組織架構，由董事會、審核委員會及風險管理小組(即高級管理層)組成。董事會釐定本集團達成策略目標時所願意接納的風險性質及程度，並全權負責監督風險管理及內部監控系統的設計、實施及監察其整體有效性。



The Group has formulated and adopted Risk Management Policy in providing direction in identifying, evaluating and managing significant risks. At least on an annual basis, the Risk Management Taskforce identifies risks that would adversely affect the achievement of the Group's objectives, and assesses and prioritises the identified risks according to a set of standard criteria. Risk mitigation plans and risk owners are then established and assigned for those risks considered to be significant.

In addition, the Group has engaged an independent professional advisor to provide internal audit services, which assist the Board and the Audit Committee in ongoing monitoring of the risk management and internal control systems of the Group. Deficiencies in the design and implementation of internal controls are identified and recommendations are proposed for improvement. Significant internal control deficiencies are reported to the Audit Committee and the Board on a timely basis to ensure prompt remediation actions are taken.

Risk management report and internal control report are submitted to the Audit Committee and the Board at least once a year. The Board had performed annual review on the effectiveness of the Group's risk management and internal control systems, including but not limited to the Group's ability to cope with its business transformation and changing external environment; the scope and quality of management's review on risk management and internal control systems; result of internal audit work; the extent and frequency of communication with the Board in relation to result of risk and internal control review; significant failures or weaknesses identified and their related implications; and status of compliance with the Listing Rules. The Board considers the Group's risk management and internal control systems are effective and adequate.

The risk management and internal control systems are designed to manage rather than eliminate the risk of failure to achieve business objectives, and can only provide reasonable and not absolute assurance against material misstatement or loss.

本集團亦已制訂及採納企業風險管理制度，提供有效的識別、評估及管理重大風險的政策。風險管理小組至少每年一次對影響本集團實現業務目標的風險事項進行識別，並通過規範的機制進行評估及排序，對主要風險制定風險緩解計劃及指定風險負責人。

此外，本集團外聘獨立專業機構提供內部審計服務，以協助董事會及審核委員會持續監督本集團的風險管理及內部監控系統，識別內部監控設計及運行中的缺陷並提出適當的改進意見。如發現嚴重的內部監控缺失，會及時向審核委員會及董事會彙報，確保採取及時的補救措施。

風險管理報告和內部監控報告均至少每年提交審核委員會及董事會。董事會已就本集團的風險管理及內部監控系統是否有效進行年度檢討，包括但不限於本集團應付其業務轉變及外在環境轉變的能力、管理層持續監察風險管理及內部監控系統的工作範疇及素質、內部審計工作結果、向董事會傳達風險及內部監控檢討結果的詳盡程度及次數、期內發生的重大監控失誤或發現的重大監控弱項以及有關影響、集團遵守上市規則規定的狀況等。董事會認為本集團的風險管理及內部監控系統乃有效及足夠。

上述風險管理及內部監控系統旨在管理而非消除未能達成業務目標的風險。因此，該等系統只能就不會有重大的失實陳述或損失作出合理而非絕對的保證。



CORPORATE GOVERNANCE FUNCTIONS

The Board is responsible for performing the corporate governance duties set out below or it may delegate the responsibility to a committee or committees:

- Developing, reviewing and updating the Company's policies and practices on corporate governance and making recommendations on changes and updates;
- Reviewing and monitoring the training and continuous professional development of directors and senior management;
- Reviewing and monitoring the Company's policies and practices on compliance with legal and regulatory requirements; and
- Reviewing the Group's compliance with the Code and disclosure in this report.

企業管治職能

董事會負責執行以下企業管治職責或可指派一個或多個委員會負責：

- 制定、檢討及更新本公司企業管治政策及慣例，並提出有關變更及更新的建議；
- 檢討及監察董事及高級管理層的培訓及持續專業發展；
- 檢討及監察本公司在遵守法律及監管規定方面的政策及慣例；及
- 檢討本集團遵守守則的情況及在本報告中的披露。



PROCEDURES AND INTERNAL CONTROLS FOR THE HANDLING AND DISSEMINATION OF INSIDE INFORMATION

The Group complies with requirements of Securities & Futures Ordinance (“SFO”) and the Listing Rules. 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 SFO. Before the information is fully disclosed to the public, the Group ensures the information is kept strictly confidential. If the Group believes that the necessary degree of confidentiality cannot be maintained or that confidentiality may have been breached, the Group would immediately disclose the information to the public. The Group is committed to ensure that information contained in announcements are not false or misleading as to a material fact, or false or misleading through the omission of a material fact in view of presenting information in a clear and balanced way, which requires equal disclosure of both positive and negative facts.

DIRECTORS’ RESPONSIBILITY STATEMENT

The directors are responsible for the preparation of accounts for each financial period which gives a true and fair view of the state of affairs of the Group and of the results and cash flow for that period. In preparing the accounts for the year ended 31 December 2022, the directors have selected suitable accounting policies and applied them consistently; adopted appropriate Hong Kong Financial Reporting Standards and Hong Kong Accounting Standards; made adjustments and estimates that are prudent and reasonable; and prepared the accounts on the going concern basis. The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Group.

處理及發放內幕消息的程序和內部監控措施

本集團遵循證券及期貨條例(「證券及期貨條例」)和上市規則的規定，於知悉任何內幕消息後，在合理地切實可行的範圍內，會儘快向公眾披露該消息，除非有關消息屬於證券及期貨條例下任何安全港條文的範圍。本集團在向公眾全面披露有關消息前，會確保該消息絕對保密。若本集團認為無法保持所需的機密性，或該消息可能已外泄，會即時向公眾披露該消息。本集團亦致力確保公告中所載的資料不得在某事關重要的事實方面屬虛假或具誤導性，或因遺漏某事關重要的事實而屬虛假或具誤導性，以清晰及均衡的方式對正面及反面的事實作出同等披露。

董事的職責

董事須負責編製各財政期間能真實與公正地反映本集團之財政狀況及該期間之業績及現金流量之賬目。在編製截至2022年12月31日止年度之賬目時，董事已貫徹採用合適之會計政策、採納合適之香港財務報告準則及香港會計準則、作出審慎及合理的調整及評估以及在持續經營基礎上編製。董事並須負責保存適當之會計記錄，以能合理準確地披露本集團任何時候之財務狀況。



EXTERNAL AUDITOR

For the year ended 31 December 2022, the fee payable to the Company's external auditor in respect of audit and non-audit services provided to the Company and its subsidiaries is set out below:

		HK\$'000 千港元
Audit services	審核服務	10,188
Non-audit services (included tax matters, review and other reporting services)	非審核服務(包括稅務事項、審閱及其他申報服務)	819
		11,007

BOARD DIVERSITY

The Company has devised a policy on Board diversity (the "Policy") to ensure adequate diversity in its Board, with effect from 1 January 2019.

Vision

The Company believes diversity is important to enhance the Board's effectiveness by encouraging a diversity of perspectives and to maintain high standards of corporate governance. The Company will continue to monitor and develop new objectives for implementing and achieving improved diversity on the Board as and when it considers appropriate with regard to the specific needs of the Company and the market from time to time. In reviewing and assessing the Board's composition and the nomination of directors (as applicable), Board diversity shall be considered based on a number of criteria, including but not limited to, gender, age, cultural and educational background, professional knowledge and experience, industry knowledge and experience, technical skills and management experience.

外聘核數師

於截至2022年12月31日止年度，就本公司及其附屬公司獲提供的審核及非審核服務向本公司外聘核數師應付的費用載列如下：

董事會多元化

本公司已制定董事會成員多元化政策(「政策」)以確保董事會充分多元化，自2019年1月1日生效。

願景

本公司深信，多元化政策能夠鼓勵不同觀點百花齊放，對提升董事會效能及維持高水平企業管治至關重要。本公司將繼續因應本公司和市場不時的具體需求，在其認為有需要時監察及訂立新目標，藉以提升董事會的多元性。就檢討及評估董事會組成及董事的提名(在適用情況下)，應根據多項標準考慮董事會多元化，包括但不限於性別、年齡、文化及教育背景、專業知識及經驗、行業知識及經驗、技術技能及管理經驗。



Policy Statement

The Company recognises and embraces the benefits of having a diversified Board and sees increasing diversity at the Board level as an essential element in maintaining the Company's competitive advantage.

Measurable Objectives

Selection of candidates will be based on a range of diversity perspectives, which will include but not limited to gender, age, cultural and educational background, professional experience, skills, knowledge and the like. The ultimate decision will be based on overall contribution that the selected candidates will bring to the Board and the Company.

Review of the Policy

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

During the year, the Company continued to monitor the board composition with regard to its diversity policy which requires board appointments to be made based on merit and candidates to be considered against an objective criteria, including diversity. In order to maintain an appropriate mix and balance of talent, skills, experience and background on the Board, the Nomination Committee developed measurable objectives to implement this policy and monitored progress towards achieving these objectives during the year ended 31 December 2022.

The current board composition was also evaluated by reference to, among other things, the age, gender, cultural and educational background and professional experience of each director, against the Company's business model and specific needs.

政策聲明

本公司認可到並接納董事會多元化的成效，並將董事會層面的多元化視為保持本公司競爭優勢的一個重要因素。

可計量目標

甄選人選將按一系列多元化範疇為基準，當中將包括但不限於性別、年齡、文化及教育背景、專業經驗、技能、知識等。最終將按入選候選人可為本公司及董事會帶來的整體貢獻而定。

政策檢討

提名委員會將監察該政策的執行，並將不時在適當時候檢討該政策，以確保該政策行之有效。提名委員會將會討論任何或需作出的修訂，供董事會考慮及審批。

年內，本公司繼續監察董事會組成的多元化政策，該政策要求董事會委任以用人唯才為原則，並以多元化等客觀條件考慮董事人選。提名委員會為令董事會保持適當的才能、技能、經驗及背景組合及平衡，已訂立可計量目標以實施上述政策，並於截至2022年12月31日止年度監察達成有關目標的進度。

本公司亦參照每名董事的年齡、性別、文化及教育背景以及專業經驗等方面，因應本公司的業務模式及具體需求評核現任董事會的組成。



The current Board composition reflects a balanced mix of age, educational background, professional knowledge, industry experience and length of service to the Board. The diversity mix of the Board as at 31 December 2022 is summarized below:

現時的董事會組成反映年齡、教育背景、專業知識、行業經驗及於董事會的服務年資的均衡組合。董事會於2022年12月31日的多元化組合概要如下：

The Current Composition of the Board

董事會現時組成

Age 年齡	Gender 性別	Year of service as Director 董事服務年資
30 – 49 years (3 persons) 30歲至49歲(3人)	Male (100%) 男(100%)	1 – 5 years (2 persons) 1年至5年(2人)
50 – 59 years (3 persons) 50歲至59歲(3人)		Over 10 years (7 persons) 10年以上(7人)
60 years and above (3 persons) 60歲及以上(3人)		

The Company is committed to increasing the female representation in the Board with the target of having not less than 1 female director in the Board no later than December 2023.

本公司致力於增加董事會中的女性代表，目標為在不遲於2023年12月於董事會中有不少於1名女性董事。

Gender Diversity of Workforce

As at 31 December 2022, the Group had over 10,000 employees, approximately 19% of whom were female. As at 31 December 2022, the Senior Management of the Group comprised approximately 40% female members, being the Financial Controller who is also the Company Secretary and the Senior Finance Manager of the Group. The Board regularly assesses the Group's diversity profile of all levels of employees and considers the diversity policy to attract, retain and motivate employees from the widest possible pool of available talent. The Board considers that the gender ratio of the workforce of the Group, including the Senior Management, is appropriate for the operations of the Group and will strive to maintain this ratio. The Company is committed to increasing the female representation on the Board as mentioned above.

勞動力的性別多元化

於2022年12月31日，本集團擁有逾10,000名員工，其中約19%為女性。於2022年12月31日，本集團高級管理層包括約40%女性成員，為本集團財務總監(同時為公司秘書)及高級財務經理。董事會定期評估本集團各級別員工的多元化情況，並考慮多元化政策以在最大程度上招攬各類不同人才並加以留聘及激勵員工。董事會認為，本集團勞動力(包括高級管理層)的性別比例適合本集團的運營，並將努力維持這比例。如上所述，本公司致力於增加董事會中的女性代表。



SHAREHOLDERS' RIGHTS

To safeguard shareholders' interests and rights, a separate resolution is proposed for each substantially separate issue at shareholder meetings, including the election of individual directors.

All resolutions put forward at shareholder meetings will be voted on by poll pursuant to the Listing Rules and poll results will be posted on the websites of the Company and of the Stock Exchange after each shareholder meeting.

Shareholder(s) holding not less than one-tenth of the paid up capital of the Company can make a written requisition to the Board or the Company Secretary to convene an extraordinary general meeting pursuant to article 58 of the Company's Articles of Association. The written requisition must state the objects of the meeting, and must be signed by the relevant shareholder(s) and deposited at the principal office of the Company, which is presently situated at 39/F, Lee & Man Commercial Center, 169 Electric Road, North Point, Hong Kong.

There are no provisions under the Company's Articles of Association or the Companies Law, Cap 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands regarding procedures for Shareholders to put forward proposals at general meetings other than a proposal of a person for election as director. Shareholders may follow the procedures set out above to convene an extraordinary general meeting for any business specified in such written requisition.

Shareholders may also make enquiries with the Board at the general meetings of the Company.

股東權利

為保障股東權益及權利，包括選舉各董事在內之各項重大事宜均會於股東大會上提呈獨立決議案。

股東大會上提呈之所有決議案將根據上市規則投票表決，投票結果將於股東大會結束後於本公司及聯交所網頁公布。

根據本公司章程細則第58條，持有不少於本公司已繳足股本十分之一的股東可提出書面請求予董事會或公司秘書要求召開股東特別大會。該書面請求須列明會議的目的，並由有關股東簽署及遞交至本公司的總辦事處，現時地址為香港北角電氣道169號理文商業中心39樓。

根據本公司章程細則或開曼群島第22章公司法(1961年第3號法案，綜合及經修訂)，概無條文涉及股東在股東大會提出建議的程序(提名候選董事的建議除外)。股東可根據上述程序召開股東特別大會以處理其於書面請求提出的事宜。

股東亦可在本公司之股東大會上向董事會作出查詢。



INVESTOR RELATIONS AND COMMUNICATION

The Board is committed to providing clear and full information about the Group's performance to shareholders through the publication of interim results and annual results in a timely manner. In addition to dispatching circulars, notices and financial reports to shareholders, additional information is also available to shareholders on the website of the Company.

The annual general meeting provides a useful forum for shareholders to raise comments and exchange views with the Board. Shareholders are encouraged to attend annual general meetings for which the Company gives at least 21 days' notice. The Chairman and directors and external auditors are available to answer questions on the Company's businesses at the meeting.

Separate resolutions are proposed at the general meetings on each substantially separate issue, including the election of individual directors. In addition, procedures for demanding a poll are included in the circular to shareholders dispatched together with the annual report.

Constitutional Documents

During the year, as passed by a special resolution in EGM of the Company, the Memorandum and Articles of Association of the Company was amended to (i) conform to the core standards for shareholder protections as set out in Appendix 3 to the Listing Rules; (ii) allow a general meeting to be held as an electronic meeting or a hybrid meeting; (iii) bring the Memorandum and Articles of Association in line with amendments made to the Listing Rules and the applicable law and procedures in the Cayman Islands; and (iv) to incorporate certain housekeeping changes.

Other than the above specified, there was no other significant change in the Company's constitutional documents for the year ended 31 December 2022.

與投資者交流及溝通

董事會致力透過刊發中期業績及年度業績，適時地將本集團之表現清晰及全面地提供予股東。除發送通函、通告及財務報告予股東，股東亦可透過本公司網頁獲取額外資訊。

股東週年大會提供一個良好的平台讓股東向董事會發表及交流意見。本公司發出不少於21天之通告，以鼓勵股東出席股東週年大會。主席、董事及外聘核數師均會列席會議，以便回答本公司業務上之提問。

各重大獨立事項(包括個別董事之選任)均會於股東週年大會上單獨提呈決議案。此外，載有投票表決程序之通函會與年報一併寄發予股東。

組織章程文件

年內，經由本公司之股東特別大會之特別決議案通過，本公司之組織章程大綱及細則作出若干修訂，以(i)符合上市規則附錄三之核心股東保障標準；(ii)允許本公司股東大會以電子會議或混合會議形式舉行；(iii)使組織章程大綱及細則符合上市規則及開曼群島適用法律及程序所作修訂；及(iv)其他若干內務修訂。

除上述外，本公司之組織章程文件於截至2022年12月31日止年度並無其他重大變動。



Dividend Policy

The Board considers sustainable returns to shareholders to be one of the main objectives of the Company. Stable dividend payment to shareholders is the primary objective of the Company.

Under the applicable laws of the Cayman Islands and the Articles of Association of the Company, all of the shareholders have equal rights to dividends and distributions. The Board determines the interim dividend and recommends the final dividend which requires the approval of shareholders. In addition to cash, dividends may be distributed in the form of shares. Any distribution of shares also requires the approval of shareholders.

Retained profits can be used to achieve growth in corporate value. The Board has been making effective use of retained profits to strengthen the operating base and the development of businesses. According to the dividend policy adopted by the Company on 1 January 2019, the Board takes into account the following factors when considering the declaration and payment of dividends:

- financial results;
- cash flow situation;
- availability of distributable profits;
- business conditions and strategies;
- future operations and earnings;
- development plans;
- cash requirements;
- capital requirements and expenditure plans;
- interests of shareholders as a whole;
- any restrictions on declaration and/or payment of dividends; and
- any other factors the Board may deem relevant.

股息政策

董事會認為可持續的股東回報是本公司主要目標之一。向股東支付穩定的股息是本公司的主要方針。

根據開曼群島的適用法律及本公司的章程細則，所有股東享有股息及分派的平等權利。董事會釐定中期股息及建議末期股息，而末期股息需要股東批准。除現金外，股息可以股份形式分派，任何股份分派亦需要股東批准。

留存盈利能用於實現企業價值增長。董事會一直有效地運用留存盈利以鞏固營運基礎和發展業務。根據公司於2019年1月1日所採納的股息政策，董事會在考慮宣派及派付股息時，會考慮以下因素：

- 財務業績；
- 現金流情況；
- 可分配盈利的可用情況；
- 業務狀況和策略；
- 未來經營和收益；
- 發展企劃；
- 現金需求；
- 資本需求及開支計劃；
- 股東的整體利益；
- 任何就股息宣派及／或支付的限制；及
- 董事會可能視為相關的任何其他因素。



In practice, the Company will not declare any dividend(s) where:

- there are reasonable grounds for believing that the Company is or would be, after a dividend payment, unable to pay its liabilities or discharge its obligations as and when they become due;
- pursuant to dividend decision date, the Company is insolvent or bankrupt or where, as a result of paying dividends, the Company would be rendered insolvent or bankrupt; or
- there is any other case set forth by any law.

在實務上，本公司在以下情況下將不會宣派任何股息：

- 有合理理由相信本公司在支付股息後出現或將會出現當到期應付時無法償還其債務或無法履行其責任；
- 根據股息釐定日期，本公司無力償債或破產、或因支付股息而導致本公司無力償債或破產；或
- 任何法律規定之任何其他情況。



ABOUT THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE REPORT

With growing concerns from the various walks of life on how enterprises have shouldered their social responsibilities, Lee & Man Paper Manufacturing Limited (“Lee & Man Paper”, the “Group” or “We”) has prepared this Environmental, Social and Governance Report (this “Report” or “ESG Report”) for the period between 1 January 2022 and 31 December 2022 in accordance with the requirements under Appendix 27 “Environmental, Social and Governance Reporting Guide” of the Main Board Listing Rules of Hong Kong Exchange in order that stakeholders can better understand our performance in respect of environment, social and governance (“ESG”) and related information.

REPORTING STANDARDS AND SCOPE

Unless otherwise stated, this Report focuses on the Group’s core paper manufacturing business in Guangdong, Jiangsu, Chongqing and Vietnam. The annual production capacities of above-mentioned plants accounted for nearly 70%¹ of all plants of the Group with thousands of employees hired, exerting a clear and significant contribution on the Group’s operation and ESG performance. The Group reports on the policies, measures, performance and key performance indicators with significant impacts on ESG issues based on the following four principles.

- **Materiality:** Significant environmental and social issues are determined by key stakeholders;
- **Quantitative:** Measurable key performance indicators are reported in a quantitative way with narrative and comparative data where appropriate, and further improvement goals are set;
- **Balance:** The Group’s ESG performance is reported in an objective and fair manner;
- **Consistency:** Consistent methodologies are used to make data comparable.

¹ As the Group’s plant in Malaysia was still at their start-up stage in 2022, their actual production was insignificance as compared to the Group’s overall production and therefore was not included in the calculation of the Group’s production capacity.

關於環境、社會及管治報告

隨著社會各界對企業社會責任愈趨關注，為了讓各持份者更加了解理文造紙有限公司（下稱「理文造紙」、「本集團」或「我們」）於2022年1月1日至2022年12月31日（下稱「本年度」）環境、社會及管治（下稱「ESG」）的表現及相關資料，本集團按照香港交易所主版上市規則附錄27《環境、社會及管治報告指引》的要求編製了本環境、社會及管治報告（下稱「本報告」、「ESG報告」）。

報告準則及範圍

除非另有所述，本報告涵蓋本集團位於廣東、江蘇、重慶及越南的核心造紙業務，以上地區的年產能佔集團總數接近70%¹，合計擁有數千名員工，對本集團的營運以至ESG表現有明確且重大的貢獻。本集團按照以下四項原則匯報對環境、社會及管治有重大影響的政策、措施、績效和關鍵績效指標：

- **重要性：**由各主要持份者共同釐定我們最為重大的環境及社會事宜；
- **量化：**量化匯報關鍵績效指標，呈現資料、提供適當說明及比較資料，並訂立改善目標；
- **平衡：**客觀持平地匯報本集團的環境、社會及管治表現；
- **一致性：**沿用一致的披露統計方法，使資料具可比性。

¹ 由於本集團在馬來西亞的廠房於2022年仍處於剛開始投產的起步階段，其實際產量對比集團整體產量而言並不顯著，因此並不納入產能計算範圍內。



Information contained in this Report has been identified by the personnel in charge of the Group's ESG together with our key stakeholders, and material ESG issues have been prioritised in accordance with the materiality assessment. Preparation of the Report involved participation of the management and employees from all departments and has been approved by the Board to ensure the truthfulness and accuracy of the content and create values for all stakeholders.

BOARD STATEMENT

Looking back to 2022, the coronavirus disease (COVID-19) pandemic remained severe across the world. Although the paper manufacturing industry continued to face challenges of international trade restrictions, domestic supply-side reform and tightened environmental regulations and so forth, the Group still strove to achieve sustainable strategic goals in line with sustainable development and was able to overcome challenges.

The Board assumes the full responsibility of sustainable development, including formulating the long-term, medium-term and short-term development directions, evaluating the risks and opportunities of the Group's key ESG issues, reviewing and ensuring the effectiveness of the relevant risk management and internal control systems. Besides, the Board also supervises senior management of the Group to continually optimize the governance structure, promotes the implementation of ESG initiatives and reviews reports prepared by the dedicated working team on a regular basis with an aim of making progress on sustainable development of the Group.

During the Year, we proactively carried out sustainable development, including helping frontline workers to combat the pandemic and adopting the pandemic prevention and control measures throughout the year to safeguard the health of employees. After each major pandemic outbreak, in order to avoid the shortage of daily necessities that may be caused by halt in production, we have made every effort to maintain production by strictly complying with local governments' policies on pandemic control in order to ensure the provision of household paper while safeguarding the epidemic prevention. The Group has also launched and funded a number of charitable projects to fulfill its corporate social responsibilities to alleviate poverty and assist the disabled.

本報告的內容由本集團的ESG相關負責人員及重要持份者共同擬定，並通過重要性評估排列對我們而言重大的ESG議題。本報告的編製獲得了各部門的管理層及員工共同參與，最後由董事會進行審批，確保內容真實、準確，並能為各持份者創造價值。

董事會聲明

回首2022年，新型冠狀病毒疫情繼續肆虐全球，造紙業亦持續面對來自國際間貿易限制、國內供給側改革及環保法規收緊等因素的挑戰，但本集團仍堅定可持續發展的步伐，迎難而上，為達成可持續戰略目標而不懈努力。

董事會承諾為本集團的可持續發展事務肩負全責，包括制定長、中、短期的發展方向、評估本集團重要ESG議題的風險及機遇、檢討及確保相關風險管理及內部控制系統的有效性。此外，董事會亦督導本集團的高級管理層持續優化管治架構，推動ESG措施的落實，並定期接受ESG專責工作小組的匯報等等，帶領本集團在可持續發展事務上繼續向前邁進。

在年內我們積極開展可持續發展工作，包括在助力前線工作者抗擊疫情，做好全年疫情防控工作，守護員工健康。在每一波主要疫情發生後，為避免停產可能造成的生活物資短缺風險，我們嚴格按照當地政府的部署，在做好疫情防控的前提下全力以赴地維持生產，保障防疫、民生用紙的供應。本集團亦開展並資助多個公益項目，履行企業社會責任扶貧助殘。



In terms of environmental protection, we have applied energy-saving and emission-reducing elements in our domestic and international industry chains and products, and invested resources in the development of environmentally friendly production technologies including the introduction of environmental-friendly ultra-low emission technology, the use of biomass fuel to replace part of the coal-fired power generation, etc., as a timely response to climate changes and extreme weather conditions, so as to protect the safety of factory workers and avoid property losses. In addition, we have improved our labor management mechanism and enhanced staff welfare and development, including a variety of training in the physical, mental and professional skills of employees to bring benefits to our employees.

Our excellent governance system, combined with stringent production procedures and quality control, enables us to create value for our customers, the public and other stakeholders through our products and services. This year, we were certified as the “Top 10 Enterprises of Paper Industry in China Light Industries” by China National Light Industry Council and “National Green Factory” by Ministry of Industry and Information Technology of the People’s Republic of China, demonstrating that we are recognized by the community.

Looking ahead, we expect to achieve our targets in sustainable development matters. In addition to our occupational safety targets, we have set five environmental targets, using the figures in 2019 as baseline to reduce overall air emissions by 2%, waste water by 1%, non-hazardous waste by 2%, annual unit product coal consumption at our major plants by 1%, and annual unit product water consumption at our major plants by 1% in or before 2025. We will continue to increase our investment in public service and community, and regularly review the progress on ESG-related targets on an annual basis and continue to pursue greener performance. With Lee & Man Paper as our starting point, we will work together with our stakeholders to drive sustainable development for a better future.

Board of directors
1 March 2023

在環保方面，我們在國內外的產業鏈及產品設計上皆應用節能減排的環保元素，並投入資源研發環保生產技術，包括引入環保超低排放技術，使用生物質燃料替代部份燃煤發電等，及早應對氣候變化及極端天氣，以保護工廠勞工安全及避免財產損失。另外，我們亦完善了勞工管理機制，增加員工福利和發展，包括各種有關員工身心和專業技能的培訓，為員工帶來福祉。

我們優良的管治體系結合嚴格的生產程序及品質管控，讓我們的產品和服務為顧客、公眾及其他持份者創造價值。本年度，我們獲中國輕工業協會評為「中國輕工業造紙行業十強企業」和獲中華人民共和國工業和信息化部評為「國家級綠色工廠」，展示了社會對我們的認可。

展望未來，我們冀望在可持續發展事務上達成目標。除職業安全目標外，以2019年為基準，我們亦設立了5項環境目標，包括在2025年或之前整體廢氣排放降低2%、廢水排放降低1%、無害廢棄物減少2%、主要廠房每單位產品耗煤量同比下降1%及主要廠房每單位產品耗水量同比下降1%。我們會繼續擴大公益事務及社區投資，並每年定期檢討ESG相關目標進度，持續追求更環保表現，以理文造紙為起點，與我們的持份者攜手推動可持續發展，共創美好未來。

董事會
2023年3月1日



ESG CULTURE AND VISION

Embracing people-oriented principle
Protecting environment and saving energy
Striving for improvements
Contributing to society

Lee & Man Paper always adhered to a principle that places equal emphasis on production and operation, recruiting the right talents and letting them do their best, as well as environmental protection. Through sound corporate governance, we aim at creating a future in which operation will be performed in parallel with sustainable development. We continue to invest resources in climate change management, environmental conservation and technology research and development to reduce emissions and strive to produce sustainable products with the highest quality. With our aim of establishing a people oriented and efficient corporate culture in the long term, the vision of environmental protection and harmony will be promoted to the whole country and even beyond.

ESG MANAGEMENT AND POLICIES

The Group has established a sound risk management and internal control system, which is fully supported by the Board. We have developed a management structure with established rules and regulations, and specified the risks and respective persons in charge of internal processes. Independent third party consultant is engaged every year to conduct a comprehensive risk assessment and internal audit for the Group to prepare risk management and internal audit reports, which will be reported to the Audit Committee. We strive to provide the Board with all-round information covering the environmental, social and governance risks, including business operation, occupational health and safety under the pandemic, response to domestic and foreign environmental protection policies,

ESG文化及理念

以人為本
環保節能
銳意進取
回饋社會

理文造紙秉承生產經營、人盡其才，才盡其用以及環境保護並重的宗旨，通過良好的企業管治，創造經營與可持續發展並行的未來。我們不斷投放資源於氣候變化管理、環境保育及技術研發工作，減少排放，致力生產最優質和可持續發展的產品。長遠建設以人為本和高效經營的企業文化，將環保和諧的理念宣揚到全國乃至海外。

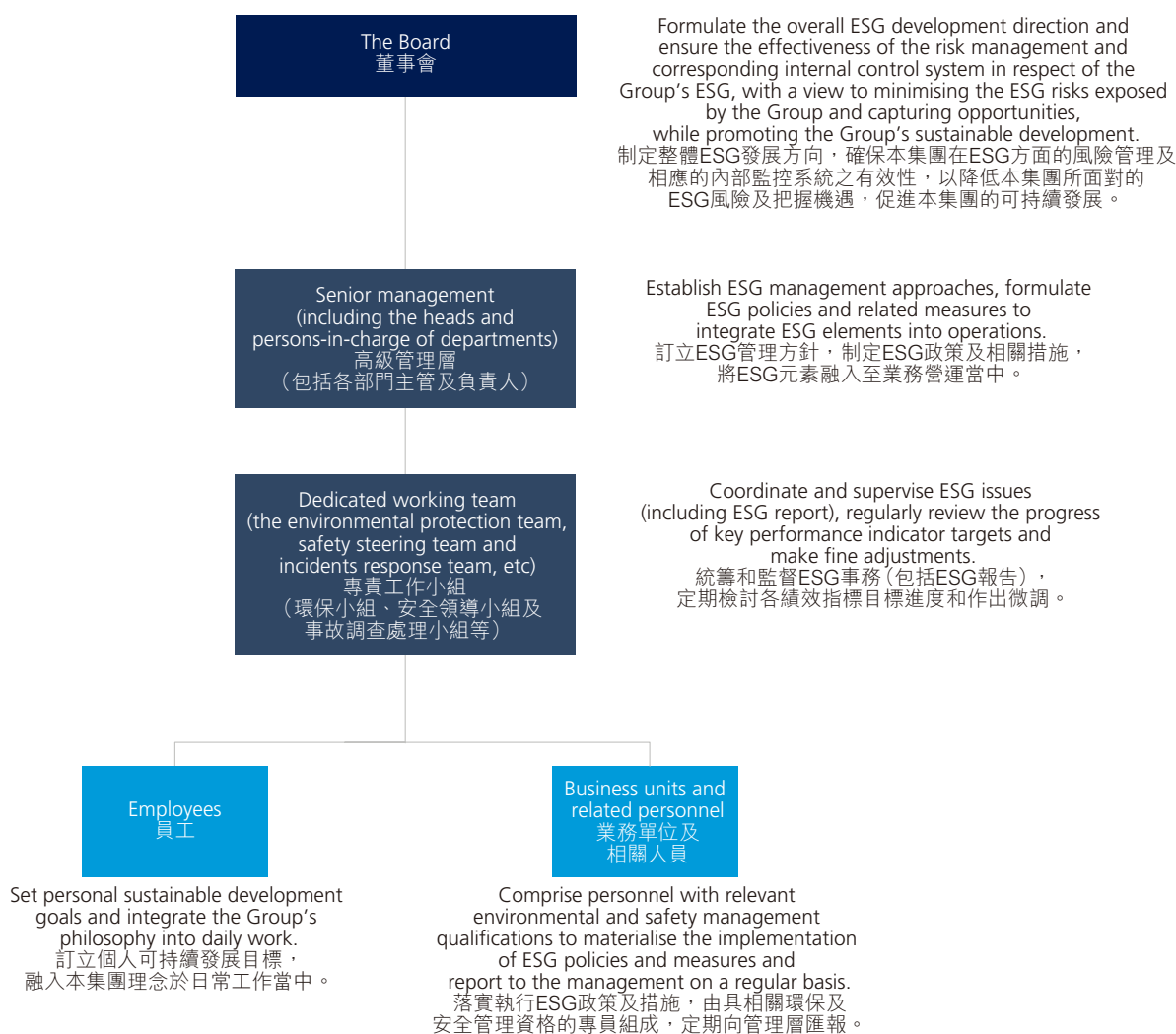
ESG管理及政策

本集團設有完善的風險管理及內部控制系統，並由董事會肩負全責，我們已制定管理架構、建立規章制度及明確風險及各個內部流程的負責人，每年亦會尋求獨立第三方機構為本集團進行全面的風險評估及內部審計，以形成風險管理及內審報告向審核委員會匯報。我們務求在以上過程中為董事會提供覆蓋環境、社會及管治風險的全面資訊，包括企業經營、疫情下的職業健康及安全、應對國內外環保政策、合規及反貪污、氣候變化等，確保有效管控風險並把握機遇。本公司董事會高度重視



compliance and anti-corruption, climate change, etc., to ensure effective management and control and seize opportunities as they arise. The Board of the Company attaches great importance to the Group's sustainable development and has established an ESG task force led by senior management, whose members including the heads of the quality control department, human resources department, information technology department, administration managers and sales managers, etc., to identify major ESG issues, manage the Group's ESG risks and opportunities and monitor the Group's ESG performance on a regular basis, and report to the management. The management will assess its impact and develop long-term and short-term plans to address potential risks, which will be reviewed and approved by the Board. The Group's ESG structure is as follows:

本集團的可持續發展，設立了由高級管理層主理的ESG專責小組，小組成員包括品質保證部部長、人力資源部部長、資訊科技部部長、行政經理、銷售經理等，以辨識重要ESG議題、定期管理本集團的ESG風險與機遇及監督本集團ESG表現，並向管理層匯報。管理層會評估其影響，訂立長短期計劃以解決潛在風險，最終由董事會覆核審批。本集團的ESG管治架構如下：



STAKEHOLDERS IDENTIFICATION AND ENGAGEMENT

Our stakeholders are internal and external interested parties of the Group, which are closely related to the ESG management and performance of the Group. By sorting out the individuals and parties that can affect or be affected by the operations of the Group, the management summarises the following seven key stakeholder groups. The Group values the engagement of each stakeholder and actively collects their opinions and expectations through interactions in daily operation, understands the impacts brought to them by our operation, so as to identify the Group's ESG risks and opportunities.

持份者辨識與參與

我們的持份者為本集團內部和外部的利益相關群體，與本集團的ESG管理及表現息息相關。管理層通過梳理可影響本集團營運或受本集團營運影響的個人及團體，歸納出以下七大重要持份者界別。本集團重視各持份者的參與，並在日常業務交流中積極收集其意見和期望，了解本集團業務對其之影響，從而辨識本集團的環境、社會及管治風險與機遇。

Stakeholder groups & engagement methods
持份者界別和參與方法

Employees 員工	Internal communication channels Intranet and employee newsletters 內部通訊渠道 內部網路及員工刊物	Performance evaluations and regular meetings Training and activities 表現評估及定期會議 培訓及活動
Customers 客戶	Official website Advertisements and communication 官方網站 宣傳及通訊	Service hotline and opinion survey Interviews and meetings with customers 服務熱線及意見調查 客戶面談及會議
Suppliers and business partners 供應商及業務夥伴	Business meetings Audit and performance evaluations 業務會議 審計及表現評估	Site visits Industry forums 實地考察 業界論壇
Investors and shareholders 投資者及股東	Annual general meeting Annual and interim reports 股東週年大會 年度及中期報告	Circulars and announcements 通函及公告
Government and regulatory authorities 政府及監管機關	Public consultation 公眾諮詢	Seminars and meetings 研討會及會議
Media 傳媒	Official website 官方網站	Press releases 新聞稿
Community groups 社區團體	Social services Charity activities 社會服務 慈善活動	Public consultation 公眾諮詢



During the Year, the stakeholders of the Group expressed concerns in the following areas, among others:

- Use clean energy to reduce emissions
- Increase the use of innovative technology to reduce wastes from production
- Improve product quality and thereby increasing customer satisfaction
- Enhance occupational safety management in factories
- Cultivate the human resource and provide more trainings

The above considerations will be incorporated into the future operational strategies of the Group in order to respond to the demands of stakeholders.

ESG MATERIALITY ASSESSMENT

In order to determine the ESG issues that are significant to the Group, the Group has conducted an ESG materiality assessment with the representatives of the aforesaid key stakeholder groups through interview and questionnaire. Relevance and materiality of issues are assessed by internal and external stakeholders in order to identify and analyse the most significant ESG issues of the Group. Such ESG issues are determined in accordance with the ESG aspects as stated in the Appendix 27 “Environmental, Social and Governance Reporting Guide” of the Main Board Listing Rules of Hong Kong Exchange and based on other factors which have an impact on the Group’s operation and management system, objectives and core value, and risks and opportunities.

本年度本集團的持份者對以下範疇表達了關注，包括：

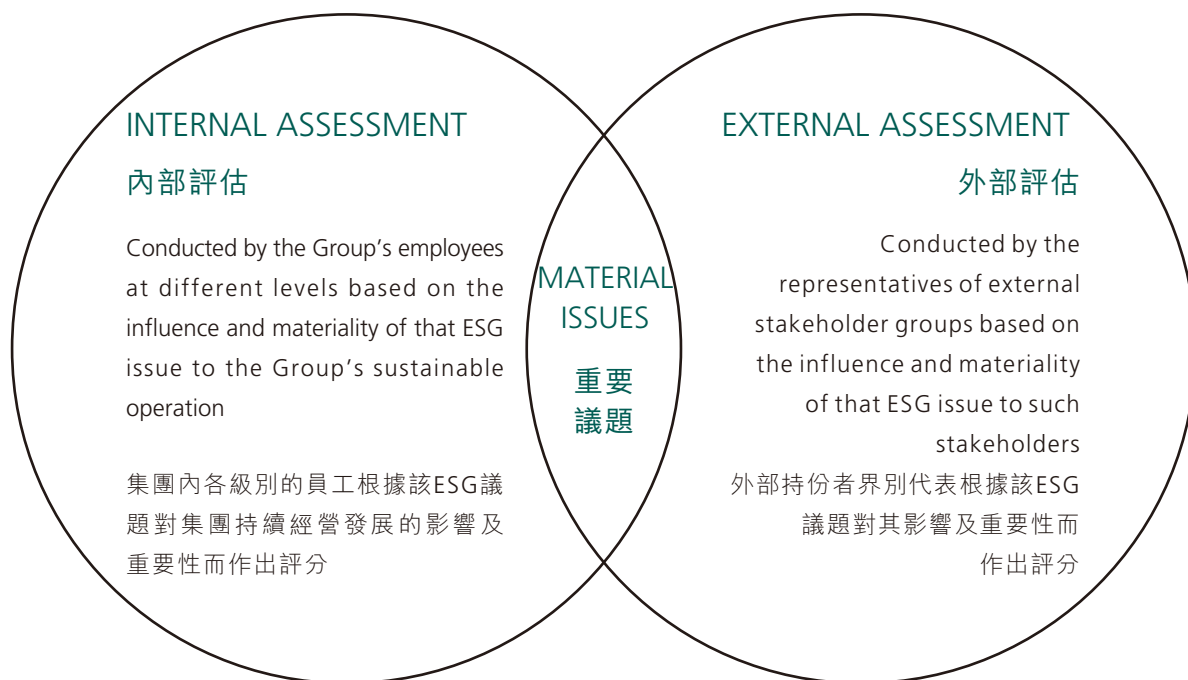
- 使用潔淨能源以減少排放
- 增加創新技術的投放，減少生產的廢棄物
- 提升產品品質，從而增加顧客滿意度
- 加強工廠的職業安全管理
- 人力資源開發和提供更多培訓機會

本集團未來在制定運營策略時會加入以上考慮，以回應持份者訴求。

ESG重要性評估

為確定本集團的重要ESG事宜，本集團以訪談及問卷的形式與上述各持份者界別代表共同進行了ESG重要性評估，由內、外持份者評定議題的相關性和重要性，從而識別及分析對本集團而言最為重要的ESG議題。ESG議題則根據香港交易所主版上市規則附錄二十七《環境、社會及管治報告指引》內所列出的ESG範疇，及其他對本集團的營運管理系統、目標及核心價值、風險及機遇構成影響的因素而釐定。



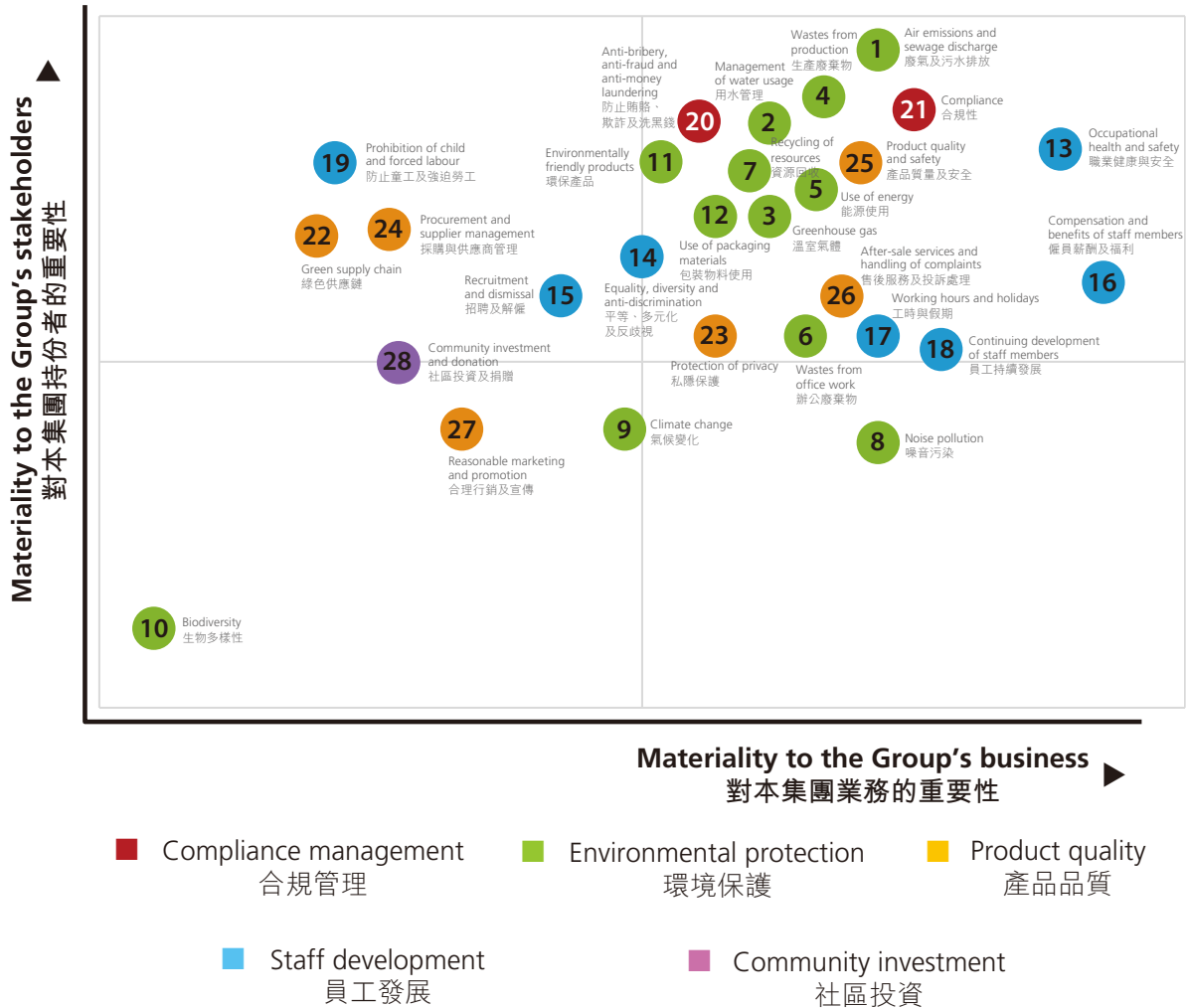


MATERIALITY MATRIX

Based on the assessments by stakeholders on various issues, we have identified the 28 issues that are most significant to the Group's stakeholders and our development, and these issues are ranked according to the materiality. In response to the increased concerns of the Group's stakeholders on environmental issues during the Year, the reporting focus of the Year has also been adjusted. The Group will continue to improve the group's development framework to meet the needs of stakeholders in ESG management.

重要性矩陣

結合各持份者就各項議題的評分，我們綜合了28項對本集團持份者及自身發展而言最為重要的ESG議題，並將其按重要程度排列。因應本年度本集團持份者對環保議題的關注上升，本年度的匯報重心亦有所調整。本集團將會繼續完善集團發展框架，於ESG管理上滿足持份者所需。



AWARDS & ACCOLADES FOR 2022

The Group has been putting continuous efforts since its inception with consistent commitment to our customers, employees and community. Adhering to a principle that places equal emphasis on production and operation as well as environmental protection, we stay committed to offering quality products and services to the customers. With the support from various sectors, we have received a number of recognitions during the Year. The following table sets out some of the awards and accolades received in 2022:

2022年所獲獎項和榮譽

本集團自創立以來一路默默耕耘，對客戶、員工、社區承諾始終如一，秉承生產經營與環境保護並重的宗旨，不斷為顧客帶來更優質的產品與服務。有賴各界支持，本年度我們獲得了多方認可與肯定。下列為2022年部分獎項和榮譽：

Awards and Honors 獎項和榮譽	Awarded by 頒發單位
Top 10 Enterprises of Paper Industry in China Light Industries 2022 2022年中國輕工業造紙行業十強企業	China National Light Industry Council/ China Paper Association 中國輕工業聯合會／中國造紙協會
National Level Green Factory 國家級綠色工廠	Ministry of Industry and Information Technology of the People's Republic of China 中華人民共和國工業和信息化部
Demonstration Unit for Harmonious Labor Relations 全國和諧勞動關係創建示範單位	Ministry of Human Resources and Social Security of the People's Republic of China/All-China Federation of China General Labor Union/China Enterprise Confederation/China Entrepreneur Association/China All-China Federation of Industry and Commerce 中華人民共和國人力資源和社會保障部／中華全國總工會／中國企業聯合會／中國企業家協會／中華全國工商業聯合會
Energy Efficiency "Leaders" in Guangdong Province's Paper Manufacturing Industry (Boxboard) 廣東省造紙行業能效「領跑者」(箱紙板)	Department of Industry and Information Technology of Guangdong Province 廣東省工業和信息化廳
Chongqing Specialized and New Enterprises 重慶市專精特新企業	Chongqing Economic and Information Technology Commission 重慶經濟和信息化委員會



Awards and Honors 獎項和榮譽	Awarded by 頒發單位
2022 Vice President of Science and Technology of Jiangsu Province 2022年江蘇省科技副總	Department of Science and Technology of Jiangsu Province 江蘇省科學技術廳
2022 Outstanding Taxpaying Enterprise 2022年度優秀納稅企業	Changshu Economic and Technological Development Zone Management Committee 常熟經濟技術開發區管理委員會
1992-2022 Outstanding Contribution Enterprise 1992-2022卓越貢獻企業	Changshu Economic and Technological Development Zone Management Committee 常熟經濟技術開發區管理委員會
Sustainable Enterprise 2022 可持續發展企業2022	Vietnam Chamber of Commerce and Industry 越南工商業總會



PEOPLE-ORIENTED

Anti-corruption

Anti-bribery, Anti-fraud and Anti-money Laundering

The Group attaches great importance to integrity supervision, and is committed to preventing corruption, bribery, fraud and other behaviors that are illegal and against commercial ethics, to make sure we have always observed laws and regulations on prevention of commercial crimes in our daily operations, including but not limited to the “Criminal Law of the People’s Republic of China”, the “Anti-Money Laundering Law of the People’s Republic of China”, the “Anti-Unfair Competition Law of the People’s Republic of China” and so forth. Enterprises are required under laws and regulations to abide by the principles of fairness, equality and integrity, to act in a lawful manner, to adhere to commercial ethics, and not to operate business by means of theft, bribery, deception, compulsion or other improper means.

The Group believes that to achieve anti-corruption, it relies the cooperation of both internal and external parties within the organization. Therefore, all employees are required to abide by the “Standards for Commercial Ethics” and “Anti-Corruption Policy” complied by the Group, which restricts employees to serve the Company and customers with professional compliance, equality, fairness, and integrity. The Worker’s Manual of the Group also clearly stipulates code of personal and professional conduct for their stringent compliance, pursuant to which employees are not allowed to accept any special privilege during transactions, including but not limited to rebates, expensive gifts, luxury hospitality, etc., so as not to affect their objectivity and professional judgment. In addition, all employees of the Group are required to sign “Undertaking to Integrity” upon onboarding, undertaking that he/she will not use his/her position to seek for unfair benefits nor gain personal profits to the detriment of the Company.

以人為本

反貪污

防止賄賂、欺詐及洗黑錢

本集團高度重視廉潔監管，致力防範貪腐、賄賂、欺詐等違法和違反商業道德的行為，確保營運全程遵守所有防止商業罪案有關的法例法規，包括及不限於《中華人民共和國刑法》、《中華人民共和國反洗錢法》、《中華人民共和國反不正當競爭法》等。法規要求企業需遵循平等、公平、誠信等原則，依法而行，堅守商業道德，不得以盜竊、賄賂、欺詐、脅迫或者以其他不正當手段經營。

本集團相信實現反貪污有賴多方內外合作。因此，所有員工亦需要遵守本集團編製的《商業道德規範》及《反貪污政策》要求員工以專業合規、平等公正、誠信正直的行為服務公司和客戶。本集團的員工守則中亦明文規定了個人及專業操守以期嚴格制約、防範交易過程出現任何特殊待遇，包括但不限於回扣、昂貴禮品、奢侈款待等，以免影響其客觀專業的判斷。同時，本集團員工在入職時均須簽署《廉潔從業承諾書》，承諾不可以利用工作職權上的便利為自己索取任何好處，不得為牟取自身利益而損害公司權益。



The Group has also put in place an anonymous whistleblowing mechanism for employees. Any person who comes to know that the interests of the Company are infringed by any person or issue may lodge a complaint or grievance with the Personnel Section, the Human Resources Department, the Administration Department or, in general, with the department head who has the authority to deal with the matter. The Complaints and Grievances Handling Department will issue confirmation of receipt within 5 working days of receipt of the complaint or grievance, and on a case-by-case basis, decide whether an internal investigation, an external third-party investigation or referral to the relevant supervisory authority is required. In the case of a serious issue involving a large number of parties, such case will be immediately reported to a higher authority, which will report the same to the Chief Executive Officer. The Grievance and Complaint Handling Department shall keep the identity of the employee who makes the complaint or lodges the grievance confidential, and any breach of confidentiality shall be dealt with by the Company in accordance with the rules and procedures. We have regularly assessed and reviewed the internal management system to ensure that potential corruption risks can be effectively prevented. The results of the above review and audit will be reported to the Audit Committee to ensure that the relevant risks are acknowledged, assessed and addressed. In order to emphasise the Group's integrity policies and allow employees to clearly understand the Company's anti-corruption policy and the importance of integrity, the human resources department and the legal department regularly provide anti-corruption trainings to the management and employees, and new comers are required to receive integrity education and training.

In the meantime, business counterparties of the Group, including customers, suppliers and contractors are required to sign an "Undertaking to Eliminate Bribery" by promising no bribery will be conducted and integrity will be upheld together with the Group, and violators shall bear the losses and all legal consequences of the Group. The Group also encourages its partners to provide their anti-corruption policies for our reference, ensuring that both parties cooperate on a fair, open and just basis.

During the Year, the Group did not find anything which constituted a breach of the aforesaid and other local laws and regulations related to anti-corruption or anti-money laundering.

本集團還設立了員工匿名舉報機制，任何人士如發現侵害公司利益的人或事，可向人事科、人力資源部、行政部申訴或投訴，一般情況，可向有處理權的部門領導申述或投訴。申述與投訴處理部門在收到申訴或投訴的5個工作天內發出確認收取通知，按每個舉報個案情況決定是否需要作出內部調查、外部協力廠商調查或移交給相關監管機構。若遇牽涉面廣的嚴重事情時應立即向上級彙報，並由上級將有關舉報呈交予首席執行官。申訴與投訴處理部門須為申訴與投訴人保密，有泄密者，公司將依照規定處理。同時，我們定期審核、檢討內部管理系統的完善性，確保系統能有效預防潛在的貪污風險。以上調查和審計結果均會匯報至審核委員會，確保其知悉、評估以及應對相關風險。人力資源部和法務部門定期組織管理層和員工進行反貪污培訓，僱員入職時亦須接受廉潔教育，以強調本集團的廉潔方針、讓員工清晰了解集團的反貪腐政策並深刻認識到集團對廉潔的重視。

同時，與本集團有業務往來的對象，包括客戶、供應商及承包商，均需簽署《杜絕行賄承諾書》，保證杜絕一切賄賂行為，共同秉持廉潔原則，違反者需承擔本集團的損失及一切法律後果。本集團亦鼓勵合作方提供其反腐政策供我們遵循參考，確保雙方基於公平、公開、公正的原則展開合作。

於本年度內，本集團並無任何違反上述所指及其他地區性的有關反貪污及洗黑錢法例法規的情況出現。



Employment

Lee & Man Paper regards employees as one of its valuable assets and relies on their contributions to create a competitive advantage for the Group. The Group actively attracts and motivates outstanding talents, assists employees in developing their potential to realise the people-oriented core value.

Given that staff in Mainland China represents a majority of the personnel of the Group, the Group fully complied with the requirements of the “Labour Law of the People’s Republic of China”, the “Labour Contract Law of the People’s Republic of China” and other relevant local employment laws and regulations. In accordance with the requirements, employees are entitled to compensation, holidays and leaves, occupational safety, trainings, insurance and benefits, the right to propose for the handling of labour disputes and other labour rights. The Group has established policies and procedures ensuring the implementation of statutory requirements and hence providing its employees with a work and living environment of higher level of quality, fairness and respect. In response to the expansion of the Group, we have further sorted out and adjusted our domestic and foreign human resource management strategy to specify the responsibilities and rights of both employees and employers, strengthening the protection for our staff.

勞工關係

理文造紙視員工為企業最寶貴財富之一，相信集團的競爭優勢來自全體員工的貢獻。本集團積極吸納並激勵優秀人才，協助員工發展潛能，實現以人為本的核心價值。

本集團在中國內地的員工佔全體員工的大多數，本集團全面遵守中國內地的《中華人民共和國勞動法》、《中華人民共和國勞動合同法》等及其他相關的地域性僱傭法例法規要求。根據規定，僱員需享有勞動報酬、假期及休假、職業安全、培訓、保險福利、提請勞動爭議處理等及其他勞工權益。本集團已設立完善的規章制度以確保切實執行法規要求，並為員工提供更優質、平等、尊重的工作及生活環境。因應集團規模擴張，在本年度我們進一步梳理及調整國內外的人力資源管理策略，以明確勞資雙方的職責及權利，加強對員工的保障。



Recruitment, Promotion, Compensation and Benefits

Talents are always in demand and the Group has been eager to recruit those who share the same values and visions with us so that we can build a diversified and professional team full of passion. By external recruitment and internal promotion channels to recruit and promote staff, as well as the establishment of our internal "Recruitment Management Policy", "Promotion Management Policy", "Appraisal Management Policy", "Salary Management Policy", "Termination Management Policy" and other relevant guidelines to govern administrative works including staff recruitment, appraisal and termination, the Group ensured high efficiency, compliance and transparency throughout the process. The Group also distributed the Worker's Manual to staff introducing its culture and core values, admission and appraisal, benefits and holidays, working hours and overtime regulation, training arrangements etc., ensuring that staff had full understanding of the human resources policy of the Group and the right to protect their own interests.

招聘、晉升及薪酬福利

本集團求賢若渴，希望吸引與我們有著相同價值觀和理念的人才加入，共同建設專業、多元化且充滿熱誠的工作團隊。本集團通過外部招聘及內部晉升渠道招攬及提拔員工，並已於內部成立內部的《招聘管理規定》、《晉升管理規定》、《考勤管理規定》、《薪資管理規定》、《離職管理規定》及其他相關指引以規範員工招聘、考勤、離職等行政管理工作，確保過程高效合規並具透明度。本集團亦派發《員工手冊》向員工介紹本集團的文化及核心價值、入職與考勤、福利及假期、工時及加班、培訓安排等規定，確保員工充份了解本集團的人力資源政策，並積極維護自身權益。



In order to enable employees to better develop on the existing basis, improve work ability and strength to become outstanding talents, the management team maintains two-way communication with employees, and determines the salary, personal development plans and training of each employee in accordance with their performance, experience, expertise and job duties, to enable them to grow with the Company. We strive to provide employees with better-than-market benefits and compensation packages to attract and retain talents.

In terms of benefits, the Group maintains provident fund and social insurances for its employees, ensuring that they can work only after being insured. It also takes full consideration of employees' needs by arranging convenient accommodation and meals for employees and their families. For the employees' work life balance, the Group promises to let our employees enjoy work injury leave, marital leave, paternity leave, maternity leave, compassionate leave, business trip leave, annual leave, personal leave, sick leave and medical insurance, and bonuses based on employee performance and the Group's profit.

We implement forty hours work week arrangement to ensure reasonable working hours so as to give employees sufficient rest and to avoid overwork. The additional working hours must be agreed and the "Overtime Request Form" must be filled by employees, and then the form should be submitted to the human resources department for record. For any complaints relating to working hours which are against employees' wishes or unreasonable, the Group will arrange follow-up investigations by the human resources department to protect employees' labour rights and interests.

為能讓員工在現有的基礎上進一步發展，提升工作能力和實力，成為優秀人才，管理團隊時刻與員工保持雙向溝通，根據其表現、經驗、專業程度、工作範圍，為每一位員工訂立薪酬、個人發展計劃和培訓，期望其與公司共同成長。同時，我們亦致力爭取為員工提供優於市場標準的福利和薪酬待遇以吸引並挽留人才。

在福利方面，本集團為全體員工購買公積金，辦理社會保險，確認員工受保後方可開始工作，並為員工及其家屬提供便利的住宿和膳食，全方位顧及員工需要。為了員工的平衡工作與生活，集團承諾員工可按需要申請工傷假、婚假、陪产假、產假、喪假、出差假、年假、事假、病假等。同時，全體員工亦享有醫療保障、視乎個人表現及本集團盈利情況發放的花紅等待遇。

我們奉行每週工時四十小時，確保工時合理，讓員工獲得充分休息，避免出現過勞等情況。額外安排的工作時數須取得員工本人同意並由本人填寫《加班申請單》，統一交予人力資源部備案。對於任何違反員工意願或不合理工時的投訴，本集團會安排人力資源部跟進調查，保障員工的勞動權益。



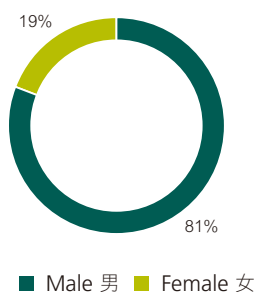
Employees' Data for the Year

All employees engaged by the reported plants are full-time employees. The total number and percentage of employees are as follows:

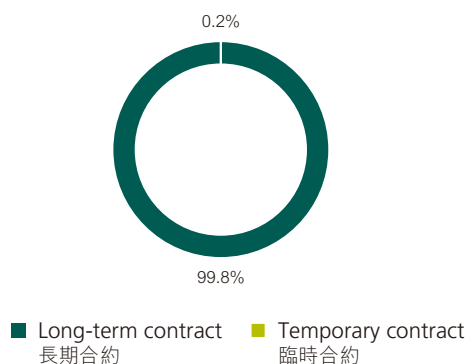
本年度員工數據

本集團所聘用的員工全為全職員工，員工的總數及百分比分佈如下：

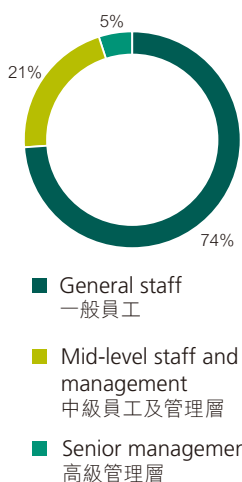
Employees by gender
僱員性別



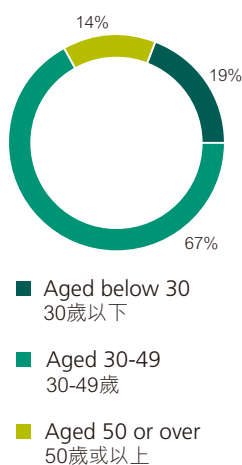
Contract types
合約類型



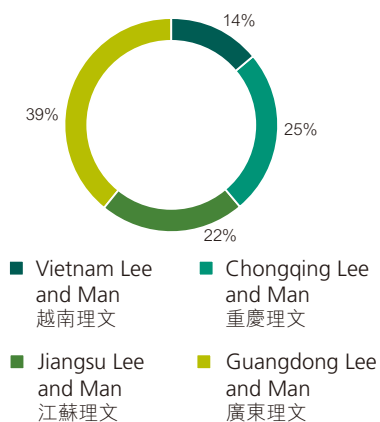
Employment category by position
職級類別



Employees by age
僱員年齡



Employees by region
各地區僱員總數



Total number of employees 員工總數	2022 2022年	2021 2021年
By gender 性別		
Male 男	5,806	5,600
Female 女	1,346	1,283
By contract types 合約類型		
Long-term contract 長期合約	7,132	6,883
Temporary contract 臨時合約	20	—
By position 職級類別		
General staff 一般員工	5,282	4,995
Mid-level staff and management 中級員工及管理層	1,492	1,569
Senior management 高級管理層	378	319
By age group 年齡組別		
Aged below 30 30歲以下	1,339	1,559
Aged 30-49 30-49歲	4,825	4,535
Aged 50 or over 50歲或以上	988	789
Region 地區		
Guangdong 廣東	2,765	3,077
Jiangsu 江蘇	1,605	1,825
Chongqing 重慶	1,798	880
Vietnam 越南	984	1,101



Employee turnover rate 員工流失比率	2022 2022年	2021 2021年
By gender 性別		
Male 男	17%	16%
Female 女	19%	25%
By age group 年齡組別		
Aged below 30 30歲以下	30%	29%
Aged 30-49 30-49歲	14%	15%
Aged 50 or over 50歲或以上	16%	10%
Region 地區		
Guangdong 廣東	23%	19%
Jiangsu 江蘇	18%	14%
Chongqing 重慶	4%	13%
Vietnam 越南	26%	24%



Employee Care

We foster employees' loyalty through a positive corporate culture, promote and strengthen cohesion among teams, cultivate closer relationship between employees and the Company, and achieve the objective of "a win-win situation for both employer and employee as one". The Group insists on maintaining good communication with employees. The interaction between employees and the Company can make both parties easier to hear and understand each other. We also continue to improve employee services in terms of meals, accommodation and amenities based on employees' needs.

We regularly provide recreational activities and festive celebration activities, such as the Spring Dinner, the National Day Celebration Dinner, sports competition, lucky draw event and staff birthday party and so on, to encourage employees and their families to participate so as to share the joy of life and promote physical and mental health of employees. In addition, the Group has set up an employees' welfare and assistance fund to help them meet emergency needs. If an employee or his/her family had a need for financial assistance due to an emergency, the Group would directly release emergency fund from the welfare fund to the employee to provide them with caring assistance and help them through the difficult time.

Recreational activities for employees

員工文娛康樂活動



Basketball game
籃球比賽



Chess gathering
象棋聚會

員工關懷

我們希望通過積極正面的企業文化培育員工的忠誠度，促進並增強團隊間的凝聚力，拉近員工和公司的關係，達成「勞資同心、共存雙贏」的目標。本集團堅持與員工保持良好溝通互動，讓雙方更容易聆聽和了解互相的聲音，亦在員工服務方面持續提升膳食、住宿環境、娛樂設施等方面的體驗。

我們定期舉辦文娛康樂和節日慶祝活動，包括春茗宴、國慶晚會、運動比賽、聚餐抽獎、員工生日會等等，鼓勵員工及其家屬參與，共享天倫之樂，保障員工的身心健康。另外，本集團亦設立了員工福利救助基金供員工應急之用。當員工及其家屬遇到危急情況需要財政支援時，本集團將自福利救助基金直接撥款給員工，給予員工人民關懷援助，幫助員工渡過困境。



Ten Years of Service

Guangdong plant continued to hold the “10-Year Management Service Award” presentation ceremony in this year. Mr. Li Tsz Ho, Administrative Manager of Guangdong Lee & Man, was invited to attend the ceremony and present gold medals to several winners of the 10-Year Management Service Award. He also expressed his gratitude and congratulations to the recipients who worked hard and contributed to the development and progress of Lee & Man at their respective positions. By doing so, the Group not only sought to motivate employees, but also give them the warmth and care of the Group during the COVID-19 pandemic.

十年相伴

廣東工廠在本年度繼續舉行「十年管理服務獎」頒獎儀式。廣東理文行政經理李子豪先生受邀出席，為多名十年管理服務獎獲得者頒發金牌，對在各自崗位為理文發展進步作出努力和貢獻的各位獲獎人員表示感謝和祝賀。集團此舉不僅為了激勵員工，也是為了讓員工在新冠疫情之下感受到公司滿滿的人情味和暖暖的關懷。



Equal Opportunities and Anti-Discrimination

The Group encourages mutual respect and trust among our employees, strives to build a harmonious Lee & Man family, and prohibits any behavior that undermines a harmonious and integrated team. The Group is committed to creating a working environment with fairness, openness and mutual trust for its employees since its establishment. The Group has drawn up its “Management Rules against Discrimination, Harassment and Torture”, ensuring that our employees receive equal treatments in our daily operations and in every aspect of our human resources arrangements and would not be subject to discrimination on grounds of ethnicity, nationality, religion, political affiliation, sex, marital status and physical disability. The Rules also prohibits all forms of harassment, coercion and misconduct so as to safeguard the wellbeing of our employees. The Group takes seriously any violation of the Code, and in the face of unfair treatment or harassment, employees can report such incidents in written form and put it into our “feedback box”, allowing the human resources department to conduct investigations and follow-up. The related employees will be informed of the results and any form of retaliation is strictly forbidden.

The human resources policies of the Group have been in compliance with all local labour laws in aspects such as recruitment, dismissal, salary and benefits, working hours and holiday entitlements. During the Year, the Group did not find anything which constituted a breach of the “Labour Law of the People’s Republic of China” and other relevant local laws and regulations in relation to employment and human resources.

平等機會及反歧視

本集團鼓勵員工互相尊重信任，建立和睦共融的理文大家庭，禁止任何破壞團隊和諧、有損團隊融合的行為。本集團自成立至今竭力為員工營造公平、公開及互信的工作環境。本集團已成立《反歧視、騷擾、虐待管理規程》，確保員工於日常營運以及各人力資源範疇均受到公平對待，不會因為種族、國籍、宗教、政治信仰、性別、婚姻狀況、殘疾等原由而受到不合理對待。規程亦禁止任何形式的騷擾、威迫或不妥當行為，以保障每一位員工的身心健康。本集團嚴肅處理任何違反守則的個案，員工可將不公平或騷擾事件以書面形式投入本集團的「意見箱」中，人力資源部將對事件進行調查及跟進，並將處理結果告知相關員工，嚴令禁止任何報復行為。

本集團的人力資源政策，涵蓋聘用、離職、薪酬福利水平、工時、假期等方面，都遵從當地所有適用的勞工法例而設立並執行。於本年度內，本集團並沒有發現任何違反《中華人民共和國勞動法》及其他地區性的僱傭及人力資源相關的法例法規的重大情況。



Health and Safety

As the Group's production procedures involve the use of machinery and the operation with high risks, we have attached great importance to the occupational safety of our employees, and have taken all appropriate measures to safeguard the health and safety of our workplaces. The safety work of the Group is primarily governed under the "Law of Production Safety of the People's Republic of China", the "Law of the Prevention and Control of Occupational Diseases of the People's Republic of China" and other relevant safety regulations, standards and systems. The regulations emphasised that production safety is important for the safety of employees' lives and property. We shall take the objectives of "Safety First, with Emphasis on Prevention and Integrated Governance" as our guiding principles to establish a sound system of accountability for production safety and the prevention and control of occupational diseases, and to form policies and procedures for safety management with a view to be effectively engaged in production safety. The Group complies with the requirements under laws and regulations in five ways as follows:

健康與安全

本集團的生產工序中涉及機械使用及較高危操作，因此我們非常重視員工的職業安全，並採取一切適當措施保障員工在工作場所內的健康與安全。本集團的安全工作主要受中國內地的《中華人民共和國安全生產法》、《中華人民共和國職業病防治法》及其他相關的安全法規、標準和制度監管，強調安全生產的重要性，保障員工的生命和財產安全。我們以法規中的「安全第一，預防為主，綜合治理」的方針為綱領，建立了完善的安全生產及職業病防治責任制，並設立安全管理規章制度，有效地經營安全生產工作。本集團主要從以下五方面貫徹法例法規要求：

Occupational health and safety elements: 職業健康與安全元素：

- Policies and procedures for production safety management
安全生產管理規章制度
- Designated safety managers
安全管理專責人員
- Policy for safety roster and inspection
安全值班及檢查管理制度
- Safety education and training
安全教育及培訓
- Policy for prevention of occupational diseases and mechanism for management and inspection of accidents
職業病預防管理制度及事故管理和調查機制



Policies and procedures for Production Safety Management

We have formulated a sound “Policy for Production Safety Management” to provide for stringent standards for occupational safety. Employees shall comply with safety requirements specified in such policy including those on hazardous goods handling, fire safety management, warehouse safety management, safety requirements for special operators and so forth. Moreover, employees are required to implement the responsibility system for production safety, strictly follow processes and comply with the safety operation procedures. The Group has also issued its Worker’s Manual setting forth policies and practices on occupational safety for reference by all employees, to facilitate the implementation of its safety policies;

Designated Safety Managers

We appointed safety managers to take responsibility for the supervision and monitoring of the safety affairs of the Group and to ensure its effectiveness. Safety managers shall, based on national laws and regulations and its objectives of safety management, determine the annual plan on safety work deployment and investment, and regularly convene safety meetings at all hierarchical levels of staff, to know the progress and effectiveness of its safety work and advocate the concepts of production safety to its employees;

Policy for Safety Roster and Inspection

A comprehensive policy for safety roster and inspection is in place, pursuant to which the departmental persons-in-charge shall regularly inspect equipment and facilities, warehouses, electricity and gases, meters, maintenance results, hygiene, fire safety equipment and fire safety systems and so forth, and immediate rectifications shall be adopted against potential threats to safety. On a daily basis, production staff shall inspect specified areas to further ensure production safety;

安全生產管理規章制度

我們制定了完善的《安全生產管理規章制度》作為職業安全準則。員工需嚴格遵守，包括危險物品處理、消防安全管理、倉庫安全管理、對特殊作業人員的安全要求等；落實安全生產責任制，嚴格遵循工藝、安全操作規程操作。本集團亦於員工手冊中詳細列明了職業安全相關的政策及程序供所有員工參考，務求安全政策得以落實執行；

安全管理專責人員

我們委任安全管理人員對本集團的安全事務承擔監控責任並確保安全生產管理的有效性。安全管理人員需根據國家法律法規及安全管理方針，決定年度的安全工作部署及投入，並定期於各個員工階層中召開安全會議，了解安全工作進展及成效，並向員工宣傳安全生產概念；

安全值班及檢查管理制度

我們實施全面的安全值班及檢查管理制度，由部門負責人定期檢查設備設施、存倉、電氣、儀錶、維修成果、衛生情況、防火設備及消防系統等，並即時對安全隱憂進行整改。生產人員更需每天對指定範圍進行檢查，進一步確保生產安全；



Safety Education and Training

We have established a mechanism for safety education and training, under which we systematically plan for training programs and provide trainings on policies and regulations, occupational safety and health, case study for accidents and emergency management, in response to employees' needs for safety trainings. Employees are required to meet pre-set training hours every year to ensure adequate acquisition of safety knowledge. The Group also regularly organises first aid, fire-fighting, evacuation and escape drills. Different posters and notices are also posted in production workshops to remind employees of the importance of occupational safety all the time; and

安全教育及培訓

我們設立了安全教育及培訓機制，有系統地針對不同的安全培訓需求為每一位員工規劃培訓課程，為員工提供政策及法規、職業安全及衛生、事故案例及應急管理等培訓。員工每年需達到既定的培訓學時，確保獲得足夠的安全工作知識。本集團不僅定期組織急救、滅火、疏散、逃生等演習，亦在所有生產車間貼有相應的職業安全海報和告示，時刻提醒員工安全生產；及



Policy for Prevention of Occupational Diseases and Mechanism for Management and Inspection of Accidents

We have established and been implementing a policy for prevention of occupational diseases and a mechanism for management and inspection of accidents which are effective in safeguarding against the occurrence of occupational diseases, and in identifying accidents and unsafe factors. The Group has set out guidelines to be applied in case of emergency to ensure that employees respond in a correct and timely manner to minimise the loss arising from and impact of accidents.

職業病預防管理制度及事故管理和調查機制

我們已建立並執行職業病預防管理制度及事故管理與調查機制，以有效預防職業病的產生，並識別可能導致事故的不安全因素。本集團亦編寫了緊急事故應對指引，確保員工正確及時地作出反應，將事故造成的損失和影響降到最低。



In view of the above, looking forward, our occupational safety goals are:

- to attain over 99% of the staff safety training achievement rate;
- to arrange occupational health and safety body checks for all employees at least once a year;
- to treat noises and air emissions in line with national standards;
- to achieve zero mortality in safety accidents and no fire accident throughout the year.

綜上所述，展望未來，我們的職業安全目標是：

- 員工安全培訓達成率達99%以上；
- 為全體員工安排職業健康安全體檢，每年至少一次；
- 符合國家標準的噪音和廢氣處理；
- 零安全事故死亡率且全年無火災事故。

Data on work-related fatalities and injuries are as follows:

我們的因工亡故及工傷數據如下：

Data on occupational safety 職業安全數據	2022 2022年	2021 2021年	2020 2020年
Number of work-related fatalities 因工亡故人數	0	0	0
Lost days due to work injury 因工傷而損失的工作天數	5,040	4,558	4,086

Prevention and Control of the Pandemic

The Group and its plants have established a pandemic prevention and control team as soon as possible since the outbreak of COVID-19, and has implemented stringent precautionary measures, requiring all employees to follow the "prescribed guidelines", such as wearing masks, measuring body temperature, sterilising the whole body and filling in health information form before entering factory area. Employees' safety and health are placed as the first priority.

疫情防控

自新冠疫情爆發以來，本集團及各工廠第一時間成立了疫情防控工作小組，實施了嚴格的防疫管控措施，所有工作人員進入廠區工作前都需要完成戴口罩、測體溫、全身消毒、填寫健康資訊表等「規定動作」，將員工生命安全和身體健康放在第一位。



Throughout 2022, the Company has continued to carry out a series of anti-epidemic measures, including recording employees' health and travel history, prohibiting employees from entering and exiting factory casually, providing employees with flexible work arrangements, strengthening the factory's epidemic prevention and disinfection work, purchasing and distributing anti-epidemic supplies, equipping canteen with partitions, requiring employees to maintain social distance at canteen, and promoting personal hygiene to employees. The Group has also arranged leave for all employees who felt unwell, or have been to high-risk places and exposed to patients. It will also pay the quarantine and testing fees for employees in need. The above measures have effectively lowered the risk of workplace infection.

Caring for the safety of employees, the Group has continued to enhance its safeguards and investment on improving the employees' workplace, and has received professional recognition. Our plants in Hongmei, Jiangsu, Huangyong and Jiangxi were granted with ISO45001 certification for occupational health and safety, respectively. During the Year, the Group did not aware of any material breach of the "Law of Production Safety of the People's Republic of China" and other local laws and regulations in relation to occupational health and safety.

在2022年，公司延續一系列的抗疫措施，包括記錄員工健康和外遊資訊、禁止員工隨意進出工廠、為員工提供彈性工作安排、工廠加強防疫及消毒工作、採購及派發抗疫用品、餐廳加設隔板，要求進食員工保持安全距離、向員工宣傳個人衛生觀念等等。集團為所有身體不適、曾到高危地方、接觸病患的員工安排休假，亦會為有需要員工支付檢疫測試費用，通過以上措施有效降低工作場所的傳染風險。

本集團心繫員工安全，不斷加強安全保障措施，投放更多資源改善員工工作環境，並獲得專業肯定。洪梅、江蘇、潢涌及江西廠房已分別得到ISO45001職業健康及安全認證。本年度內，本集團並沒有發現任何違反《中華人民共和國安全生產法》及其他地區性的職業健康與安全相關的法例法規的重大情況。



Training and Development

Talent is the cornerstone of the Group's development. The Group treasures every employee and believes that an excellent team can create greater value for the Group. The Group has customised its "System for the Management of Training" for cultivating every employee by inspiring his/her potential and devising annual training programmes based on the combination of the needs of the Company and the individual needs of employees, thereby achieving joint development and attaining goals. The Group always concerns about the business and skills development of its staff. During this year, there was a significant increase in the relevant data. Due to the pandemic, the stakeholders were more concerned about hygiene, employee's physical and mental health related topics. In order to keep employees physically and mentally healthy, the Group has held more training sessions to promote physical exercise and strengthen employees' knowledge and understanding of fire prevention, occupational crime, laws and regulations etc. At the same time, to further enhance the overall technical competence and safety awareness of the general staff so as to prevent work-related injuries, the Group also enhanced training for the general staff throughout the year.

培訓及發展

人才是集團的發展基石，本集團珍視每位員工，我們相信優秀的團隊能為本集團創造更大的價值。本集團制訂了《培訓管理制度》，希望培育每一位員工，激發員工潛能，並融合公司和員工個人需求，安排年度培訓計劃，實現公司與員工共同成長，攜手邁向目標。本集團一向注重員工在業務和技能上的發展，本年度的相關數據更是較去年有明顯增長。受疫情影響，環境衛生和員工身心健康等議題都比過往更受各持份者關注。為了讓員工保持身心健康，本集團較去年舉行了更多的培訓，倡導員工加強體育鍛鍊並鞏固員工對消防、職業犯罪、法律法規等方面的認知和理解。同時，為了進一步加強基層職工的整體技術水平和安全意識，以減少及避免工傷發生，集團在本年度亦增強了針對基層職工的培訓。



The training programmes can be divided into four categories:

培訓內容主要分為以下四個範疇：

Internal Training
內部培訓

Admission training: It covers introduction to the firm, rules and procedures, and attendance and salary matters, mainly for familiarising new joiners with the Group's background and expectations of the Group on employees

入職培訓：企業簡介、規章制度和考勤薪酬細則，讓新入職員工了解本集團的背景及對員工工作的期望

Production safety: It borrows the concepts of 7S management practices originated from Japan and the relevant ISO requirements, allowing employees to enhance production quality and to improve working environment

生產安全：引進源於日本的7S生產現場管理概念，以及ISO國際標準的要求，使員工提高生產及工作環境質量

Fire safety: It raises employees' awareness of fire safety and improves their ability to address emergencies

消防安全：提高員工的防火意識以及緊急事故下的應變能力

Environmental protection knowledge training: It strengthens the importance of energy saving and emission reduction and environmental protection knowledge, and raises the awareness of employees toward sustainable development

環保知識培訓：強調節能減排的重要性，提高員工對環保及可持續發展的意識

Expertise training: Employees are assigned to receive training offered by third party institutions for acquiring the most updated industry information and techniques desirable for increasing productivity and competitiveness

行業專業培訓：外出到協力廠商培訓機構進行培訓，獲取行業最新資訊、學習行業前沿技術等，協助員工提高生產力及增強競爭力

External Training
外部培訓

Training for special position: Experts are engaged to conduct trainings for enabling such employees to attain adequate knowledge and skills for their positions

特殊崗位培訓：安排專家對員工進行培訓，確保員工有足夠知識和技能勝任工作

Targeted training: For employees who have the potential and ability to join the management, the Group would arrange comprehensive management training programmes for them to prepare them for promotion

重點培訓：對於有潛質和有能晉升管理層的員工，本集團會為其安排綜合管理培訓課程，作為晉升準備

Management Trainee Program
管理見習生計劃

Develop potential successors: We select trainees and fully subsidize them to attend a two-year diploma course on paper-making technique offered by the South China University of Technology in Guangzhou every year. After graduation, those trainees would be assigned job duties at different positions in the Group

培養接班人：每年挑選見習生到廣州華南理工大學修讀為期兩年的造紙技術文憑課程，並資助所有費用，畢業後將安排到本集團的最合適崗位入職

Top-up degree training
專升本培訓

Technical knowledge enrichment: Jiangsu Lee & Man signed a letter of intent with Nanjing Forestry University for the provision of top-up degree training, and the Group financed those production technicians with college diploma to receive top-up degree training, enriching their professional and technical knowledge, combining theory and practice, and improving their overall quality. Vietnam Lee & Man also cooperated with Xidu College to conduct trainings on professional skills and techniques for staff from maintenance workshops, power stations, production workshops, monitoring teams and infrastructure departments

深化技術知識：江蘇理文與南京林業大學簽訂專升本辦學意向協議，本集團出資對大專學歷的生產技術人員進行專升本培訓，提升員工專業技術知識，理論與實踐相結合，提高員工綜合素質；越南理文亦配合西都大專學校，為維修車間、電站、生產車間、監控組及基建部的員工進行專業技術培訓



Training data of each category

各年度的培訓數據

Percentage of trained employees 接受培訓員工百分比	2022 2022年	2021 2021年
By gender 性別		
Male 男	100%	61%
Female 女	100%	54%
By position 職級類別		
General staff 一般員工	100%	64%
Mid-level staff and management 中級員工及管理層	100%	50%
Senior management 高級管理層	100%	25%
Average training hours per employee 員工接受培訓平均時數		
By gender 性別		
Male 男	26.18	2.73
Female 女	21.18	2.88
By position 職級類別		
General staff 一般員工	26.57	2.42
Mid-level staff and management 中級員工及管理層	23.29	4.02
Senior management 高級管理層	14.33	3.68



Labour Standards

Prohibition of Child and Forced Labour

The Group recruits qualified workers in adherence to the principles of fairness, openness and free will. Every subsidiary of the Group entered into legal employment contract with employees in accordance with the “Labour Contract Law of the People’s Republic of China” or applicable local labour laws and there was no forced labour. In the meantime, the Group only recruits people who have attained the age of 16 in strict compliance with the “Labour Law of the People’s Republic of China” and other applicable local labour laws and regulations. The Group formulated its own “Management Rules for the Use of Minors as Labourers and Prohibition against the Use of Child Labour” to prevent the use of child or illegal labour and to protect the legitimate rights and interest of the minors. During the recruitment process, the human resources department would check the personal information of applicants and conduct background investigation. If such investigation generated any irregular result, the Group would retain the record and cease the application process accordingly. In the “Worker’s Manual”, the Group also encourages employees to whistleblow on the use of false identity documents in order to achieve effective control from different perspectives.

In view of the aforesaid internal control measures, during the Year, the Group did not find anything which constituted a material breach of any of the abovementioned labour standards or other relevant laws and regulations.

勞工準則

防止童工或強制勞工

本集團按照公平、公開、自願的原則招聘錄用合資格的員工。各個子公司根據《中華人民共和國勞動合同法》或當地適用勞工法與員工簽訂合法的僱傭合同，無強制勞工行為。同時，本集團嚴格按照《中華人民共和國勞動法》及其他適用的當地勞工法要求，只招聘錄用已年滿16周歲的人士。本集團內部設立《未成年工使用及禁止使用童工管理規定》防止童工或不法勞工，保障未成年人的合法權益。人力資源部會在招聘流程中核對應聘者的個人資料並進行背景調查，本集團會保留任何調查結果異常之個案的錄用登記及核查材料，並終止其應徵過程。本集團亦於《員工手冊》中鼓勵員工舉報使用他人身份證明文件的情況，從多方面達成管控目標。

基於上述內部控制措施，本年度內，本集團並沒有發現任何違反上述勞工準則及其他相關的法例法規的重大情況。



ENVIRONMENTAL PROTECTION AND ENERGY CONSERVATION

Emissions

The Group is a world-leading manufacturer of containerboard, pulp and tissue paper and is in possession of several large scale manufacturing plants for papermaking, pulp-making and tissue paper in China. Therefore, the operation of the Group is principally governed by the “Law of the People’s Republic of China on Environmental Protection”, the “Law of the People’s Republic of China on Prevention and Control of Water Pollution”, the “Law of the People’s Republic of China on Prevention and Control of Air Pollution”, and the “Law of the People’s Republic of China on Prevention and Control of Environmental Pollution Due to Solid Wastes” in Mainland China and regulations and emission standards in other local laws.

In accordance with the requirements, environmental protection strategies adopted by enterprises shall follow a principle of “priority to protection, emphasis on prevention, integrated governance, public participation and liability assumption of damages”, in order to prevent and control pollution and damages with compliance measures, to establish an accountability system for environmental protection and to clarify responsibilities of enterprises and related responsible officers, hoping to create commercial value for all stakeholders while reducing the impact on environment. The use of advanced and latest pollutant treatment technologies are also encouraged by China for facilitating the environmentally-responsible development.

In response to the government’s total ban on the import of solid waste products from 2021, we have significantly increased our purchases of domestic waste paper, and set up plants overseas to process waste paper raw materials before importing to China to ensure that our green production model of converting waste paper into environmentally-friendly products is not affected.

環保節能

排放物

本集團作為一家在全球具領導地位的箱板原紙、紙漿及衛生用紙生產商，目前於中國擁有具規模的造紙工廠、造漿廠及衛生用紙工廠，因此本集團在經營業務時主要受到中國內地的《中華人民共和國環境保護法》、《中華人民共和國水污染防治法》、《中華人民共和國大氣污染防治法》和《中華人民共和國固體廢物污染環境防治法》等及其他地區性的法例法規及排放標準所規管。

據規管要求，企業的環保策略需以保護優先、預防為主、綜合治理、公眾參與、損害擔責為原則，以合規措施防治污染和危害，並建立環境保護責任制度，明確企業及相關負責人員的責任，期望在為各持份者創造商業價值的同時，降低對環境的影響。國家亦鼓勵企業採用先進及最新技術處理污染物，推動環保發展。

因應國家政府於2021年起全面禁止進口固體廢品，我們已大幅增加對國內廢紙的採購，並於海外設立廠房將海外廢紙原料加工再輸入，以確保我們將廢紙轉化為環保產品的綠色生產模式不受影響。



Being well aware that environmental protection is an important basis for its development, the Group has adopted a number of improvement and monitoring measures to ensure performance of our environmental responsibilities. The Group has established various environmental protection policies and measures including:

本集團深明環境保護是可持續發展的重要基礎，因此採取多項改進措施及監控方法確保履行對保護環境的責任。本集團採取的各項環保政策與措施包括：

Setting Up Environmental Team

成立環保小組

Led by our Chief Executive Officer, the environmental team comprises members having the relevant expertise, including senior flue gas treatment experts, sewage treatment technicians, environmental monitoring professionals and environmental protection technicians so as to ensure effective implementation of the following measures.

由首席執行官親自帶領，由合資格專才組成，包括高級煙氣治理師、污水處理人員、環境監測人員、環境保護專業技術人員等，保證下列相關環保措施得以有效執行。

Duties of Environmental Team

環保小組職責

1. Holding internal control meetings regularly to review environmental issues in the plants, to update themselves with applicable environmental laws and regulations and to give advice on any improvements;
 2. On an ongoing basis, the team engages themselves in environmental protection measures to be taken in production processes, including those employed to lower water consumption, treat sewage water and air emissions more efficiently, save energy and monitoring emissions to ensure continued compliance with high environmental protection standards.
1. 定期召開內部監控會議，旨在審閱有關廠房內的環保事宜，通知各成員環保法律及規定的更新條文，並為存在改善空間的環節提供適當建議；
 2. 不斷完善生產過程中的環保措施，包括減少耗水量、應用更有效的廢水處理技術、節省能源耗用量、採用更環保的廢氣處理技術及排放監控等，確保可持續地達到高環保標準。

Environmental Policies and Measures

環保政策與措施

- ✓ set up policies for emissions treatment to provide clear targets and state the responsibilities and division of labour for environmental protection measures adopted by the Group;
- ✓ formulate guidelines for energy-saving and reduce emission at the source;
- ✓ as part of the various efforts to make us one of the companies which best complies with environmental protection principles in the world, our different plants have employed technologies with high efficiency to reduce emission and keep our emission below the latest emission standards laid down by the government as well as internationally applicable environmental management standards.
- ✓ 設立排放物處理辦法，為本集團採納之環保措施提供明確的目標和職責分工；
- ✓ 訂立節約能源指引，從源頭減排；
- ✓ 各廠房利用高效率技術降低排放，保持低於政府最新排放標準的排放水準，對標國際環境管理標準，並努力成為全球最符合環保原則的公司之一。



The Group is committed to satisfying all applicable laws and regulations on environmental protection, including the aforementioned laws and regulations and other local law requirements and emission standards. During the Year, the Group did not find anything which constituted a breach of relevant environmental protection laws and regulations. Looking forward, in order to further alleviate the impact on environment, the Group has set up various five-year goals in 2020 based on the 2019 baseline, including:

本集團致力遵守一切與環境保護有關的法例法規，包括上述所提及的法例法規及其他地區性的法規要求及排放標準。本年度內，本集團並沒有發現任何違反環境保護相關的法例法規的情況。放眼未來，為進一步降低對環境的影響，以2019年為基準，本集團2020年已制定了多項五年目標，包括：

Category 範疇	5-year goals based on 2019 bench mark 以2019年為基準的5年目標	Status in 2022 2022年狀況
Air emissions 廢氣排放	Reduce by 2% 降低2%	Reduced by 25% 降低25%
Waste water emissions 污水排放	Reduce by 1% 降低1%	Reduced by 4% 降低4%
Non-hazardous waste 無害廢棄物	Reduce by 2% 減少2%	Increased by 4% 上升4%
Unit product coal consumption 主要廠房每單位產品耗煤量	Year on Year reduce by 1% 同比下降1%	Reduced by 2% 降低2%
Unit product water consumption 主要廠房每單位產品耗水量	Year on Year reduce by 1% 同比下降1%	Reduced by 1% 降低1%

During the year, coal consumption was reduced as compared to the last year, because of the decrease in production level. Difficulties of control in waste water, non-hazardous waste and consumption of water were elevated due to the issuance of tightened environmental protection policies implemented by Chinese government that restricted import of raw materials from international waste residue markets. The swifiting to domestic wastepaper by the mainland plants has resulted in more sludge being generated during the paper manufacturing process. At the same time, the overseas plants processed the wastepaper into the wet and dry pulp for the mainland plants to replace some of the wastepaper, also resulted in more sludge generated. In order to reduce the impact of sludge on the environment, the Group has strictly monitored the wastepaper and built a waste incinerator at the mainland plants so as to treat sludge internally and to reduce the related waste volume. Meanwhile, due to market changes and the long operating hours of the equipment, there was increased number of machinery downtimes for repair and maintenance as compared to the last year, leading to an increase in various types of oil and waste fluids. The Group has strengthened the relevant equipment management when carrying out equipment maintenance, in order to reduce the erosion to the equipment and improve the operating efficiency, which also helps to reduce the number of downtimes for maintenance in the coming year.

在本年度，受產量下降所影響，所使用的燃煤量較去年少。受制於中國政府對禁止進口外國廢紙的推行，集團於污水排放、無害廢棄物及耗水方面都面臨嚴峻的考驗。由於國內廠區轉用國內廢紙，令造紙生產過程中產生較多污泥。同時，海外廠區將廢紙加工成濕漿、乾漿供國內工廠使用，以替代部分廢紙，其加工過程亦導致更多的污泥產生。為了減低污泥對環境造成的影響，本集團已經針對廢紙進行嚴格監管並在國內廠區建造垃圾焚燒爐，以自行處理污泥，減少相關廢棄量。同時，由於市場變化及設備長時間運行等因素，造紙生產線停機檢修、設備進行維護保養的次數較去年上升，導致各種機油、廢液有所增多。本集團在進行設備維護的同時已加強相關設備管理，以減少設備的損耗並提高運行效率，從而減少來年需要停機檢修的次數。



The Group will continue to invest supplementary resources in achieving our targets. Through improving operation workflow and adopting the relevant measures below, we are confident in fulfilling our five-year goals and endeavour towards a sustainable future.

Air Emissions

To ensure sufficient power supply for operating paper-making machines in our production, the plants of the Group have had their own thermal power stations operating coal-fired generators and therefore, there have been gas emissions including nitrogen oxides and sulphur oxides. Different plants of the Group have established energy-saving policies to regulate energy consumption for production activities and offices. Relevant measures also include formulation of energy consumption targets, establishment and implementation of an inspection system for energy usage, training programs and promotion for energy conservation etc.

Case Study: Environmentally friendly Thermal Power Station

Environmentally friendly circulating fluidised bed boilers used in our thermal power stations can achieve efficient combustion of all kinds of coal. As the combustion temperature in this kind of boilers is lower than that in pulverised coal boilers, less nitrogen oxides would be generated.

In each coal-fired power station, the most advanced air emissions treatment facilities have been installed, including the employment of highly efficient bag filters to reduce ashes, SCR/SNCR de-nitration systems to eliminate nitrogen oxides, and limestone-gypsum flue gas desulfurisation system to curb sulphur dioxide gas. We have successfully reduced smoke and sulphur by more than 99.9% and 90% respectively.

本集團會繼續投放更多資源以達成目標，通過改善營運流程及採取下文中的相關措施，我們有信心實現五年目標，為可持續將來而奮鬥。

氣體排放

為確保造紙機器運作過程中有足夠的電力供應，本集團的工廠均自設熱電站。熱電站通過燃煤發電機組發電，因而產生一定的氣體排放，包括氮氧化物和硫氧化物。本集團各廠房均已施行節約能源政策以規管生產活動及辦公場地中所耗用的能源，相關措施亦包括制定耗能目標、建立並執行能源使用巡視檢查制度、進行節能培訓及宣傳等。

個案研究：環保熱電站

本集團的熱電站一致採用環保型的循環流化床鍋爐，可以有效焚燒各煤種，該種鍋爐燃燒溫度低於煤粉爐，產生的氮氧化物排放較少。

每個燃煤發電廠均配備並使用最先進的廢氣處理設施，包括高效布袋除塵器去除煙塵；SCR/SNCR脫硝法去除氮氧化物；石灰石膏脫硫法去除二氧化硫等。目前煙塵去除率已達99.9%以上，脫硫率達90%以上。



Our effective wet desulfurisation facility further reduced sulphur dioxide emissions to much less than $400\text{mg}/\text{m}^3$ as required by the "Emission Standard of Air Pollutants for Thermal Power Plants" (GB13223-2011) in China. The Group has monitored the quality of air emissions on a real-time basis by using online detection equipment to ensure outperforming the relevant national standard.

此外，我們高效的濕法脫硫措施，進一步把二氧化硫排放量降至遠低於國家GB13223-2011《火電廠大氣污染物排放標準》要求的每立方米400毫克標準。本集團通過在線監察設備實時監測排放廢氣的質量，確保排放高於國家規定的標準。



Circulating Fluidised Bed Boilers
循環流化床鍋爐



Sewage Discharge

Water is indispensable in paper production operations. In order to reduce sewage discharge generated from its production and improve quality of sewage treatment so as to meet regulatory standards, the Group has put efforts into the following three aspects:

Management Planning

- Established a sound “Guidelines for Sewage Treatment”, setting out a list of key points for operating and inspecting sewage treatment facilities, procedures for repair and maintenance and duties of the relevant responsible teams, to further improve the performance of facilities and ensure its output;
- Recruited sewage treatment technicians with professional qualifications and professionals responsible for reviewing the effectiveness of sewage treatment from auto-monitoring data;

污水排放

水是造紙生產過程中不可缺少的一環，為減少生產過程中的污水排放，提高污水處理品質，達到法規要求標準，本集團主要從以下三方面著手：

管理規劃

- 訂立完善的《污水處理指引》，列出污水處理設備的操作及檢查要點、保養維護工序及相關負責團隊的職務，進一步提升設備的運行效能，保障輸出率；
- 聘請具專業資格的污水處理員和審核自動監測資料有效性的審核專員；



Sewage treatment station
污水處理站



High-tech Treatment Techniques

- Introduced the most effective sewage treatment techniques employed by the paper-making industry worldwide, specifically the combined use of physiochemical coagulation-sedimentation pre-treatment, anaerobic and aerobic digestion and fenton technologies to achieve thorough treatment;
- Implemented the integrated management of sewage discharge. Our sewage treatment stations have been equipped with automatic programmable logic controllers (“PLC”) and online surveillance systems to monitor the discharge of sewage;
- Strictly followed the monitoring requirements of the standards for water pollutants. With the use of internationally advanced sewage treatment techniques and facilities, we have successfully maintained stability in the volume and quality of sewage discharge, the level of major pollutants such as CODcr, NH3-N and SS, is in full compliance with the maximum limits on discharges by pulp and paper-making enterprises under National Standard “GB3544-2008” (Standard on Discharge of Water Pollutants by the Pulp and Paper-Making Industry). According to statistical verification, after multiple treatments, sewage discharged by the Group’s operations has achieved more than 99.5% of pollutants removal;
- Achieved water re-use by the rate of more than 80% in its production and water discharge less than 10 m³ per tonne of paper produced. Our sewage treatment stations have been equipped with water re-use systems to raise sewage re-use and reduce water consumption;

高科技處理工藝

- 引進全球造紙工業中最有效的污水處理技術，採用混凝沉澱物化預處理，厭氧及好氧處理及芬頓深度處理的綜合工藝；
- 進行一體化管理，污水處理廠配備了自動化程式邏輯控制器(PLC)系統，並設有網上污水監察系統；
- 嚴密遵循水污染物監測標準的要求：本集團的污水處理工藝和設備達到國際先進水準，其中的主要污染物CODcr、NH3-N、SS完全達到GB3544-2008《製漿造紙工業水污染物排放標準》所列明的製漿和造紙企業排放限值要求。據統計驗證，經多重處理後，本集團排放的污水中99.5%以上的污染物已被去除；
- 生產用水循環利用率達80%以上，造紙耗水強度低於10立方米／噸。污水處理站配置水回用系統，提高了污水回用率，減少了水資源耗用量；



- Enabled a reasonable re-use of sludge and methane generated in the sewage treatment process. Water content of the sludge was lowered to around 50% with fully automatic recessed plate filters and then the dried sludge was burnt at thermal power stations in order to reduce solid wastes. The methane generated in the anaerobic treatment systems in the sewage stations was also collected and used as part of the fuel for the boilers in the power stations, thus greatly saving the coal required.
- 合理回收利用廢水處理過程中產生的污泥和沼氣，採用全自動隔膜板框壓濾技術使污泥含水率降低至50%左右，並將壓榨過的乾污泥輸送至熱電站進行焚燒，減少固廢污染。污水站厭氧處理系統產生的沼氣亦被收集並輸送至電站鍋爐摻燒，大大節約了燃煤用量。



Compliance With Regulatory Standards

- Annual inspection on the air emissions and sewage disposal from boilers and sewage stations by environmental department;
- Conduct regular calibration for air emissions and sewage online monitoring systems;
- Conduct repair and maintenance for environmental equipment on a regular basis to meet the emission standards.
- 符合法規要求
- 每年聯繫環保部門對鍋爐和污水站排放的廢氣、廢水進行監測；
- 定期對廢氣、廢水的線上連續監測系統進行比較及核對；
- 環保設備定期維護和保養，確保排放達標。



Greenhouse Gas Emissions

Greenhouse gases of the Group are mainly emitted from coal-fired power generation. The plants have their own thermal power stations, producing electricity through operating coal-fired generators, which discharge greenhouse gases directly and indirectly. With regard to a series of emission reduction measures adopted, our greenhouse gas emission was reduced by 8% in 2022 as compared with the previous year, which showed our emission reduction accomplishments.

Emission Data

Major emissions, direct and indirect greenhouse gas² resulted from production activities for the Year within the reporting scope are as follows:

溫室氣體排放

本集團溫室氣體排放主要來自燃煤發電。工廠自設熱電站，通過燃煤發電機組生產電力，導致直接及間接的溫室氣體排放。因應一系列新採取的減排措施，我們於2022年的溫室氣體排放較去年下降8%，展示了我們的減排成果。

排放物資料

本年度報告範圍內生產活動所產生的主要排放物、直接及間接溫室氣體²如下：

Types of Emissions 排放物種類	Unit 單位	Data in 2022 2022年數據	Data in 2021 2021年數據
Nitrogen Oxides (NO _x) ³ 氮氧化物(NO _x) ³	tonnes 噸	1,301.23	1,657.11
Sulphur Dioxides (SO ₂) ³ 二氧化硫(SO ₂) ³	tonnes 噸	824.09	1,022.89
Particulate matter (PM) ³ 顆粒物(PM) ³	tonnes 噸	75.33	91.61
Sewage 生產污水	tonnes 噸	52,031,924.00	56,405,288.00



Types of Emissions 排放物種類	Unit 單位	Data in 2022 2022年數據	Data in 2021 2021年數據
Direct and indirect greenhouse gas (Scope 1) ⁴ 直接及間接溫室氣體(範圍一) ⁴	tonnes carbon dioxide equivalent 噸二氧化碳當量	4,729,591.91	5,133,639.15
Other indirect greenhouse gas (Scope 3) ⁵ 其他間接溫室氣體(範圍三) ⁵	tonnes carbon dioxide equivalent 噸二氧化碳當量	36,408.13	38,952.43
Intensity of greenhouse gas emission 總溫室氣體密度	tonnes carbon dioxide equivalent/per tonne of products produced 噸二氧化碳當量/ 每噸產量單位	1.20	1.25

² Since the electricity of the Group comes from our own generator units without additional purchase of electricity, the indirect greenhouse gas emissions under Scope 2 of the HKEx Reporting Guide Index are not applicable.

³ Emissions resulted from the Group's power generation activities that use fossil fuels.

⁴ Scope 1 emissions are the direct greenhouse gas emissions resulted from sources owned and controlled by the Group which are calculated in accordance with the Accounting Methods and Reporting Guidelines of "Greenhouse Gas Emissions for Paper-Making and Paper Products Manufacturing Enterprises (Trial Implementation)", issued by the PRC National Development and Reform Commission.

⁵ Scope 3 emissions are the indirect greenhouse gas emissions resulted from water used for the Group's production which are calculated in accordance with "Greenhouse gas reporting – Conversion factors 2022" issued by the Department for Business, Energy and Industrial Strategy of United Kingdom.

² 本集團使用自身發電機組發電，並無外購電力，因此港交所報告指引範疇二能源間接溫室氣體排放不適用。

³ 排放物由本集團使用化石燃料的發電活動所產生。

⁴ 範疇一排放指根據中國國家發展改革委員會發布的《造紙和紙製品生產企業溫室氣體排放核算方法與報告指南(試行)》計算，本集團擁有或控制的溫室氣體排放源所產生的直接溫室氣體排放。

⁵ 範疇三排放指根據英國商業、能源暨工業策略部發布的「Greenhouse gas reporting – Conversion factors 2022」計算由本集團用水產生的間接溫室氣體排放。



Wastes

The wastes generated in our operations were mainly non-hazardous ones produced in the course of paper-making, together with a small quantity of wastes due to routine office work. In order to reduce and dispose of waste produced in the paper-making process, the Group has established the "Guidelines for Waste Management" to classify wastes of all activities and clarify the workflow of processing. Policies also provide for guidelines for the storage, transport and disposal of wastes and require them to be recorded to ensure that treatment process is in compliance with rules and is safe.

The Group has principally disposed of wastes generated from its paper-making operations in three ways:

- Sewage treatment facilities in plants will filter sewage generated from the paper-making process. This process would generate an average of over 10,000 tons of sludge. It is then burnt in boilers after treatment and deep drying. The energy generated by burning the waste in a circulating fluidised bed boilers could be reused in the paper-making process and therefore, not only secondary pollution would be avoided but also saving energy;
- The Group used lots of waste paper as a raw material in its paper-making operations, paper-making residue was left behind after extraction of useful fibres for the paper-making process. As the residue contained different impurities, the residue was carried to a washing line where reusable metal wires and plastics in the residue were collected and sold to recyclers;
- Established "Directory of Hazardous Wastes", so as to segregate hazardous wastes before processing or disposal of the recyclable.

廢棄物

本集團營運所產生的廢物主要為造紙過程中所產生的無害廢棄物，亦有少量日常行政辦公所產生的廢棄物。針對造紙過程中所產生的廢棄物的減少和處理，本集團已設立《廢棄物管理指導書》對本集團所有活動產生的廢棄物進行分類，明確其處理操作流程。政策亦為廢棄物的存放、運輸及處置提供指引並要求記錄在案，確保處理過程安全合規。

本集團主要通過以下三種方式處理廢棄物：

- 工廠的污水處理設施過濾造紙過程中所產生的污水，平均每月會產生過萬噸污泥。污泥經處理及深度脫水後被送至鍋爐焚燒，通過迴圈流化床鍋爐焚燒的廢物所產生的能量用於造紙生產，不但不會造成二次污染，還節省了能源消耗；
- 本集團在造紙生產過程中使用大量廢紙作為原料，廢紙經提取有用的造紙纖維後剩下造紙廢渣。本集團把造紙廢渣引進洗水線提取有價值雜質，如鐵絲及塑膠等，並將此等物料出售予回收商進行回收再造；
- 編製《危險廢棄物匯總表》，明確分類危險廢棄物，繼而處理或出售可回收部分。



Sludge recycling equipment
污泥回收設備



The Group has actively adopted the aforesaid measures of treating wastes, striving to meet the standard of processing solid wastes, liquid wastes and hazardous wastes stipulated in the “Measures of Guangdong Province on Implementation of Administrative Licensing for Controlled Waste Treatment” and the “Measures on the Management of Hazardous Waste Transfer”.

集團積極使用上述措施處理廢棄物，務求100%達到《廣東省嚴控廢物處理行政許可實施辦法》和《危險廢物轉移聯單管理辦法》法規所要求的固廢、液廢和危廢執行處理標準。

Major wastes resulting from the Group’s production activities for the Year within the reporting scope are as follows:

本集團於本年度報告範圍內生產活動所產生的主要廢棄物如下：

Types of wastes 廢棄物種類	Unit 單位	Data in 2022 2022年數據	Data in 2021 2021年數據
Non-hazardous wastes 無害廢棄物			
Paper-making residue 造紙廢渣	tonnes 噸	242,025.71	260,334.88
Coal ash, cinder 煤灰、煤渣	tonnes 噸	789,203.69	848,506.85
Impurities contained in waste paper raw material (Including plastics, metal wires) 廢紙原料所含雜質(包括塑膠、鐵絲等)	tonnes 噸	140,116.34	146,091.79
Sludge 污泥	tonnes 噸	282,826.47	250,825.41
Wood chip 木材木碎	tonnes 噸	265.28	318.39
Hazardous wastes⁶ 有害廢棄物 ⁶			
Waste batteries 廢電池	tonnes 噸	29.32	35.65
Used oil, waste paint, waste liquid etc 廢機油、廢油漆、廢液等	tonnes 噸	220.17	199.83
Used lamps/bulbs 廢燈管／燈泡	tonnes 噸	1.42	0.66

⁶ Types of Hazardous wastes are identified with reference to the “Directory of National Hazardous Wastes” issued by the Ministry of Environmental Protection of the People’s Republic of China.

⁶ 參考中華人民共和國環境保護部發布的《國家危險廢物名錄》而識別有害廢棄物種類。



USE OF RESOURCES

With sustainable development as the prerequisite, the Group sets goals for resource consumption to protect environment, to make rational and scientific use of energy and resources and to reduce production costs. The Group has formulated the “Guide for Energy-saving and Control and Management of Resources” to regulate the use of energy and resources in various activities. The policy specifies the responsibilities of and division of labour among departments, whereby departments related to production including the procurement department, the production department and departments using maintenance workshops and facilities are required to control the consumption of energy and resources such as raw materials, equipment, water, electricity, paper, packaging materials and so on. Administrative departments including the human resources department, the administration department, the back-end department and so on are responsible for carrying out resources-saving education for all employees of the Group, monitoring, recording and comparing the monthly usage of energy and resources. Generally speaking, the Group takes “education as principal and supplementing with management and control” as the guideline for resources-saving, and lead employees to implement green production. The Group has also set targets for coal, electricity and water usage for the year by achieving 1% reduction in consumption per unit production of major factories on yearly basis compared with that of corresponding period in last year and will conduct year-end review of the amount of resources usage for the year in order to pursue better environmental performance on an ongoing basis.

資源使用

本集團以可持續發展為前提，訂立多項資源降耗目標，致力於保護環境，合理科學地使用能源及資源，並降低生產成本。本集團編製了《節約能源資源控制管理指導書》以規範各活動中能源及資源的使用。該政策統一釐定了各部門的職責及分工，生產相關部門包括採購部、生產部、維修車間及設備使用部門等均需控制原材料、設備、水、電、紙、包裝物料等能源及資源的耗用，而行政部門包括人事部、行政部、後勤部等則需負責對本集團全員進行節約資源教育、監察、記錄及對比每月能源及資源的使用情況。整體而言，本集團以「思想教育為主、管理監控為副」作為節約資源的指導方針，帶領員工實踐環保綠色生產。本集團亦已訂立本年度的煤、電、水的耗用目標，要求主要廠房的單位產品消耗量每年度相對上年同比下降1%，並於年末檢討本年度的資源使用量，持續追求更環保表現。



The Group has actively adopted measures for energy conservation and emissions reduction, striving to curb energy consumption in each of its production processes. The Group has promoted and implemented a number of energy saving and consumption reduction measures so as to achieve win-win outcomes for environmental protection and economic growth. Apart from ISO50001 energy management certification, the Group has indeed received commendations of the Government Examination Team for Energy-Saving and Emissions Reduction for our saving energy and reducing consumption efforts which include:

- Reducing energy consumption by substituting high-performance equipment for older ones and making relevant changes to its electricity facilities;
 - Adopting efficiency-enhancing and energy-saving technologies such as the full use of frequency conversion and high voltage compensation devices;
 - Closely monitoring energy input and output as well as energy consumption by production and non-production operations with an effective mechanism for measuring, monitoring, analysing and appraising energy consumption, and the corresponding personnel to manage the use of energy. The Group has installed water and electricity meters in various regions of the plants and implemented a system of rewards and punishments;
 - Departments are required to conduct data analysis and comparisons on a monthly basis to effectively promote energy conservation and environmental protection to the whole Group.
- 選購高效設備、改造用電設施，減少耗能；
 - 全面推廣變頻控制、高壓補償等節能技改方案，提高效率；
 - 採用有效的能源計量、監測、統計和考核制度，設計相應的能源管理崗位，幫助本集團對能源進、出廠及生產系統、非生產系統的能源消耗進行嚴格監管。本集團已於廠房的各區域安裝水錶及電錶，並實行獎優罰劣制；
 - 部門需每月對其進行資料統計及對比，有效推動節能環保至本集團的每一個角落。

本集團積極開展節能降耗措施，致力降低生產過程中的能源耗量，並將節能降耗落實到每個生產環節，本集團推廣與實施多項節能降耗以及有助於實現經濟與環境保護雙贏的舉措，除了獲得ISO50001能源管理系統認證外，也得到了國家節能減排考核小組的表揚。所涉及的節能降耗措施包括：



Energy Consumption

The logistics and production processes in our daily operations have involved the use of great amounts of energy. Diesel and coal have been the major energy sources we used. Each plant has its own coal-fired generators to ensure availability of sufficient power necessary for the high power consuming paper-making machines, and therefore have not purchased electricity power from the national power grid.

Improving energy efficiency is one of the ways to effectively reduce energy consumption. To ensure coal quality has met standards, the Group adopts strict measures on management of coal storage and transportation. The Group also conducts regular repair and maintenance on generators to achieve an optimal operation of generators and efficient combustion of coal and in turn improve energy efficiency. In addition, the Group has also employed co-generation technology to turn residual heat from the power generation process into heat source for use in paper-making, thus considerably raising the efficiency of energy use and reducing the consumption of coal.

Additionally, in order to achieve energy-saving and emission reduction, the Group requires the use of latest technologies in every segment along the production process. Moreover, the Group has introduced a number of projects which aimed at lowering energy consumption. For instance, there was frequency-conversion modification of high electricity-consuming machines which helped to achieve better energy saving performance and lowered the production cost and energy-saving technology improvement project for the air pre-heater of thermal power stations implemented by Jiangsu Lee & Man has saved approximately 1,549 tons of standard coal this year. Moreover, methane and certain of the solid wastes which were side products in the sewage treatment process referred in the "Sewage Discharges" and "Wastes" sections above could be burnt in boilers in the thermal power stations, therefore saving fuel for the coal boilers.

能源耗量

本集團日常營運中的運輸及生產過程都需要大量能源供相關機械運作。本集團使用的主要能源分別為柴油和煤，各廠房均自設燃煤發電機組以確保為高耗電的造紙設備提供足夠電力，並沒有自國家電網購買電力。

提升能源效率是有效降低能源耗量的方法之一。本集團採取嚴格措施管理煤的儲存及運輸過程，確保煤炭品質達標，本集團亦定期保養及維護發電機組，使機組在最佳狀態下運行，充分燃煤，提升能源利用率。此外，本集團也使用熱電聯產技術，將發電的餘熱作為造紙熱源，大幅提高了能源效率，減少煤耗。

此外，為達到節能減排目的，本集團力求在生產線的所有環節都採用最新的節能降耗技術，每年均進行多次節能改造項目，例如逐步將大能耗的電動機組改造為變頻控制，增加節能效率並減低生產成本；以及江蘇理文所落實的電站爐空氣預熱器節能技改項目，本年節約1,549噸標準煤。此外，上述「污水排放」和「廢棄物」部分提到的污水處理過程中所產生的甲烷及部分固體廢物會被送至熱電站鍋爐燃燒，幫助節省燃煤鍋爐耗煤量。



The Group has also continued to optimise energy management. It has raised the efficiency of energy use both in the power generation process and in the paper-making process and have therefore successfully lowered the energy consumption per unit year by year. The Group regularly tracks and records energy consumption. During the Year, the overall energy consumption per tonne of paper produced by the Group was less than 0.34 tonne of standard coal, even lower than the national average which is approximately 0.60 tonne of standard coal comparatively.

本集團不斷優化能源管理，於發電過程以及造紙生產過程同時提高能源效益，使單位能耗每年持續降低。本集團定期追蹤及記錄能源耗量，本年度內，本集團每生產一噸紙的綜合能耗少於0.34噸標準煤，遠低於每生產一噸紙耗用約0.60噸標準煤的全國平均數值。



Water Usage

As water has been a necessity for our paper-making operations, water used in our production has accounted for a major part of the Group's water consumption. In order to minimise the consumption of clean water resources, the Group:

- Regarding water source: the Group has upon governmental approval obtained its water supply by directly taking water from rivers and then carrying out purification process to satisfy the industrial water standard. In doing so, we have helped protect the valuable potable water resources.

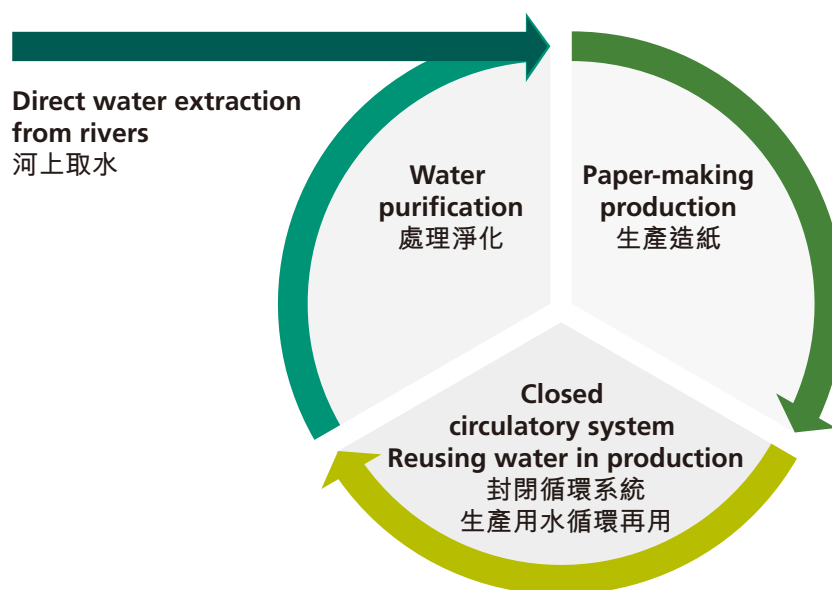
水資源利用

水是造紙過程中必需使用的資源，因此生產用水構成了本集團耗水量的絕大部分。為降低潔淨水資源消耗，本集團在：

- 來源方面：本集團經政府批示自行從河上取水，在取用適用水源上無任何問題。河水經處理淨化後滿足工業用水標準，有利於保護珍貴的飲用水資源。



- As for water saving: the Group encourages recycling and has principally adopted the strategy of employment of advanced and highly efficient sewage treatment techniques for reusing water in its production. The use of closed circulatory system for industrial water successfully increases the recycled water ratio in production to more than 80%. As a result, the amount of natural water required by the Group has been considerably lowered.
- In regard to maintenance: to prevent leakage from water pipelines and to preserve water resources, the Group also checks water pipes and repairs water tanks, water taps and other water supply facilities regularly.
- 節約用水方面：本集團鼓勵循環再用，主要策略為通過先進、高效率的污水處理工藝將生產用水循環再用，並建立工業用水的封閉循環系統。生產過程中使用循環用水的比例超過80%，大大降低了天然水的取用。
- 維護方面：安排專人定期檢查水管，修理水箱、水龍頭及其他供水設施，做好輸水管道的防滲漏工作，珍惜每一滴水資源。



Use of Packaging Materials

Some of our paper products required the use of plastic materials for packaging so as to prevent products from contamination or damages. The “Guidelines for Packaging Materials Management” is established by the manufacturing department for waste reduction purpose through packaging materials classification, labelling, storage and usage. Also, simple packaging will continue to be our principle so as to alleviate any environmental impacts.

包裝物料使用

本集團的部分紙類製品部分需使用塑膠套料進行包裝，以避免產品受污染或損毀。本集團的生產部門已制訂了《包裝物料管理指引》以規範包裝物料的分類、標識、存放及使用，減少物料浪費。本集團亦會繼續採用簡約包裝原則，減少對環境的影響。

Energy and Resource Usage Data

Through the above measures, the Group and our employees together achieved the objective of resources conservation. This year, energy and resource consumption in respect of production activities within the reporting scope of the Group were as follows:

能源及資源用量資料

通過以上措施，本集團與員工齊心協力實現了資源節約的目標。本年度內，本集團報告範圍內生產活動所對應的能源及資源用量如下：

Energy and resource consumption	Unit	2022 2022年		2021 2021年	
		Annual data 年度資料	Intensity (per tonne of production) 密度(按每噸產量單位)	Annual data 年度資料	Intensity (per tonne of production) 密度(按每噸產量單位)
Types of fuel 燃料種類					
Coal 煤	tonnes 噸	2,709,302.52	0.6844	2,939,446.43	0.7090
Diesel 柴油	litres 公升	3,918,719.23	0.4494	5,098,838.12	1.2298
Petrol 汽油	litres 公升	108,597.15	0.0274	133,012.50	0.0321
Water resources 水資源					
Water 水	tonnes 噸	86,480,117.00	21.8446	92,523,588.00	22.3157
Packaging materials 包裝物料					
Plastic materials 塑膠套料	tonnes 噸	257.51	0.0001	253.68	0.0001



ENVIRONMENT AND NATURAL RESOURCES

The use of the environment and natural resources is closely related to the climate change. The impact of commercial activities on the environment and natural resources has always been a great concern to the Group. As a commitment to reduce the logging of timber and reduce the impact of human activities on natural environment, we have been using recycled paper as the materials for paper-making, the primary business of the Group. In addition to complying with environmental regulations and international rules on protection for the natural environment, the Group has also incorporated concepts of environmental friendliness into our internal management and daily activities. In our striving to attain environmental sustainability, we have successfully received ISO 14001 Certification for Environmental Management.

With the aim of actively promoting environmental protection and efficient use of resources, we have monitored the potential effect of our business operations on the environment on an ongoing basis and promoted the green office and the green production environment in adherence to four principles, namely, "Reduce", "Re-use", "Recycle" and "Replace", in order to minimise the impact of our operations on the environment.

Noise Treatment

As our plants have been equipped with large paper-making machinery and coal-fired generators, their operation would cause rather big noises. In view of this, the Group has implemented the following measures:

- The Group has chosen to use low noise equipment and products as far as possible in the course of building the pulp and paper production lines and the thermal power stations in order that noises could be lowered at the sources;

環境及天然資源

對環境及天然資源的運用方式與氣候變化息息相關，本集團十分注重商業活動對氣候變化的影響。本集團的主要業務便包括廢紙回收再造，為減少林木砍伐，減少人為活動對自然環境的影響作出貢獻。除了遵循相關環境法規及國際準則，適切地保護自然環境外，本集團亦將環境保護的概念融入了內部管理及日常營運活動，並順利通過了ISO 14001環境管理認證，致力達到可持續之環境目標。

本集團以積極推動環境保護及有效利用資源為宗旨，即時監察業務營運對環境帶來的潛在影響，並遵循減少、重用、回收及取代四個基本原則，推廣綠色辦公及綠色生產環境，將營運對環境的影響降至最低。

噪音處理

本集團廠房均設有大型造紙機械和燃煤發電機，因而會在造紙設備和發電機組運作時產生較大噪音。有見及此，本集團實施了以下措施：

- 在製漿造紙生產線以及熱電站的搭建過程中盡量選用低噪音的設備和產品，從源頭降低噪音；



- In an effort to lower sound pollution to the environment, the Group has installed sound isolation facilities to contain noises due to running of machines and has added silencers on noisy equipment such as blowers and exhaust fans;
- The Group has built soundproof control rooms at the pulp and paper-making workshops where workers can work in a healthy environment without being influenced by the big noises;
- The Group has added more vegetation in the factory area to help dampen the spread of noises apart from purifying the air.
- 安裝隔聲降噪設施，應對機械運作時產生的噪音，為風機、排氣等高噪音設備安裝消音器，減少噪音帶來的環境影響；
- 於製漿造紙車間設置相應的隔音控制室，讓操作工人在隔音室內工作，降低高噪音環境對員工健康的影響；
- 增加廠房綠化植被的種植面積，幫助減弱噪音傳播，亦同時淨化空氣。

Timber Logging

Among the packaging paper produced by the Group, 98% was made from recovered paper and only 2% from timber virgin pulp. This was exactly an example of our utmost efforts to protect forests and creatures, and minimise the impact of our operations on the natural environment.

Though the pulp used in production is derived from timber logging, the Group has no activity in respect of deriving pulp directly from timber logging. In order to lower the price of raw materials and achieve the goal of environmental protection, the Group is committed to developing production machinery that can produce green sustainable product by treating tons of waste paper as raw material. In the future, the Group hopes to further raise the percentage of waste paper being used as raw material and become one of the containerboard manufacturers with the highest recycling rate in the world.

林木砍伐

本集團所生產包裝紙的原料，98%來自回收廢紙，只有2%採用林木生產的原木漿，旨在最大限度地保護林木和生物，把對自然環境的影響降至最低。

本集團並無直接伐木取材之活動，但生產所採用之木漿由砍伐林木而來。為降低原材料價格並實現環保目標，本集團致力開發處理以大量廢紙作原料的生產機器，生產可持續發展的綠色產品。未來，本集團希望進一步提高廢紙原料比例，並成為全球箱板原紙生產商中廢紙再用率最高的企業之一。



Environmentally Friendly Products

The Group invested in the research and development of environmentally friendly products maximising the efficiency of utilisation of wastes and minimising the addition of chemicals such as brightener and fluoescer. The Group currently produces products including environmentally friendly test linerboard and environmentally friendly coated white linerboard in pursuit of becoming a leader of green products in the industry with an aim to alleviate the environmental impact caused in the process from producing to using its products and thus offering more environmentally friendly choices to its customers.

Starting from the selection of raw material, the Group produces environmentally friendly test linerboard with 100% use of recycled waste corrugated board, and uses sorted clean newspaper as the main component of environmentally friendly coated white linerboard, turning wastes into treasures.

環保產品

本集團大力投入研發環保產品，最大幅度提升廢料的使用效率及減少增白劑、螢光劑等化學品添加。集團目前生產環保箱板紙及環保塗布灰底白板紙，並持續追求成為行業的綠色產品領先者，降低產品在生產至使用過程中對環境的影響，為客戶提供更多環保選擇。

集團從原材料選材入手，環保箱板紙原料100%使用回收而來的廢舊箱板紙；環保塗布灰底白板紙則以廢報紙為主要成分，化廢為寶。

Environmentally friendly product

環保產品



Environmentally friendly coated white linerboard
環保塗布灰底白板紙



Environmentally friendly test linerboard
環保箱板紙

Environmental Awards and Certifications

As described in the sections on environmental protection above, the Group has been making great endeavours to keep possible pollutions and negative impacts of our operations on the environment to a minimum. The Group has received recognitions from government authorities, professional bodies and many others in the community including certifications and awards for the investments and efforts we have made in respect of environmental protection.

環保獎項及認證

如上所述，通過一系列環保舉措，本集團努力不懈，不斷降低生產經營中可能造成的環境污染和負面影響。本集團於環境保護方面所投入的資源和精力得到了多個政府部門以及專業機構的肯定，屢次獲得專業機構的認證和政府的環保獎項及獎勵，為社會各界所認同。



Over the years, certifications and accolades won by the Group have included the following: 此外，本集團歷年所得到的認證及認可如下：

The Group/Specific Plants 本集團／廠房	Certifications/Accolades Obtained 認證／獎項
All plants in Mainland China and Vietnam 中國國內所有廠房及越南廠房	ISO9001 Certification for Quality Management ISO9001品質管制認證
All plants in Mainland China and Vietnam 中國國內所有廠房及越南廠房	ISO14001 Certification for Environmental Management ISO14001環境管理國際認證
All plants in Mainland China and Vietnam 中國國內所有廠房及越南廠房	Forest Stewardship Council's Chain of Custody (FSC-COC) Certification 森林認證系統產銷監管鏈認證(FSC-COC)
Hongmei, Huangyong, Jiangsu and Jiangxi plants 洪梅、潢涌、江蘇、江西廠房	IECQ QC 080000 Certification for Hazardous Substance Process Management System IECQ QC 080000有害物質流程管理系統認證
Hongmei, Huangyong, Jiangsu and Jiangxi plants 洪梅、潢涌、江蘇、江西廠房	ISO45001 Certificate for Occupational Health and Safety Management System ISO45001職業健康安全系統認證
Hongmei, Huangyong and Jiangsu plants 洪梅、潢涌、江蘇廠房	ISO50001 Certificate for Energy Management System ISO50001能源管理系統認證
Lee & Man Paper 理文造紙	Named a "National Outstanding Enterprise Proactively Fulfilling Social Responsibility" 全國積極履行社會責任突出企業
Lee & Man Paper 理文造紙	Hong Kong-Guangdong Cleaner Production Partner (Manufacturing) 粵港清潔生產夥伴(製造業)
Lee & Man Paper 理文造紙	Named an "Environmentally Friendly Enterprise" 環境友好企業榮譽
Hongmei and Huangyong plants 洪梅、潢涌廠房	Named a "Cleaner Production Enterprise in Guangdong" and an "Outstanding Labour Law Compliant Enterprise in Guangdong" 廣東省清潔生產企業及廣東省勞動用工守法優秀企業
Hongmei plant 洪梅廠房	Named an "Advanced Energy Conservation Unit" 節能先進單位榮譽
Chongqing plant 重慶廠房	Named an "Advanced Ecological Improvement and Environmental Protection Unit" 環境保護先進單位榮譽



Cope with Climate Change

Global warming is notably affecting the natural climate by increasing the frequency and intensity of extreme weather and natural disasters such as rainstorm, flood and drought, which greatly aggravated the damage and impact of various natural disasters. To cope with the intensified threat of climate change, management of our Group has regularly assessed the potential risks that may arise from cause climate change during production and operation and adopted preventive and contingency measures.

We have strategically selected location for our plants and drawn up the "Extreme Weather Catastrophes Contingency Plan". We classify the extreme weather catastrophes into four degrees, namely very significant, significant, major and general according to the degree of harm that may be caused by such risks. Meanwhile, we have established a clear contingency system and set up the Steering Committee on Extreme Weather Contingency and Rescue, which expressly stipulates functions of each member, alert actions and contingency measures. We arrange publicity, trainings and drills for employees regularly, aiming at enhancing the vigilance and abilities towards disasters. We will assess how bad we will be affected by the extreme weather such as hurricane, rainstorm, thunder, hail and flood so that we can take relevant safety measures and provide a safe place for our employees. With these measures, we will safeguard our employees' safety and avoid losses arising from the malfunction of equipment. In addition, our plants have their own thermal power stations and backup power which are necessary for a continuous and stable production and can reduce the risk of halt in production due to regional power blackout.

氣候變化應對

全球變暖顯著影響自然氣候，使得極端天氣加劇，暴雨、洪水及乾旱等天災的頻率和強度增加，大幅加劇了各類天災的破壞及影響程度。為應對越趨嚴重的氣候威脅，本集團的管理層定期評估生產經營中因氣候變化而可能導致的潛在風險，並採取預防及應變措施。

我們策略性地為廠房選址，制定《極端天氣災害應急預案》，按照風險可能造成的危害程度，將極端天氣災害分為四個等級：特別重大、重大、較大、一般。同時，我們設立了清晰的應變體系，成立了極端天氣應急救援領導小組，明文規定了各成員職能、預警行動和應急措施。我們亦會日常定期向員工進行宣傳、培訓和演習，提高員工的警惕和應災能力，於颱風、暴雨、雷電、冰雹、洪水等極端天氣出現時評估影響，做好相關安全措施並提供安全場所讓員工暫避，保障員工生命安全並避免生產機械損失。同時，各廠房均設有熱電站和後備電源，確保廠房持續穩定的生產運作，降低因區域性停電而停產的風險。



STRIVING FOR IMPROVEMENTS

Supply Chain Management

As a production enterprise, supply chain management has always been a critical aspect in our quality control system. The Group works closely with suppliers to enhance their sense of responsibility, help them mitigate environmental and social risks and build a green supply chain. We hope to work together with the supply chain partners to purchase environmentally friendly products and services and to fulfill our commitment to environmental protection to the extent it is practicable and cost-effective. We have established a “Policy on Procurement and Suppliers Management” to conduct a comprehensive assessment on suppliers and contractors in accordance with ISO guidelines in respect of, among others, their environmental protection policies, occupational safety policies, to ensure that they meet the requirements of national safety, environmental protection, laws and regulations, have a certain level of social responsibility management, reach the quality of the Group’s production and service, and adhere to the sustainable procurement. In case of any irregularities, the Group will suspend or terminate the cooperation relationship with relevant suppliers.

銳意進取

供應鏈管理

作為一家生產企業，供應鏈管理向來是本集團品質控制系統中最為關鍵的環節之一。集團與供應商緊密合作，提升其履責意識，幫助其規避環境及社會風險，打造綠色供應鏈。我們希望與供應鏈的合作夥伴共同努力，在可行及符合經濟效益的情況下，選購環保產品及服務，實踐對環境保護的承諾。集團設立了《採購與供應商管理制度》，對供應商及承包商按照ISO體系進行綜合評估，涵蓋其環保政策、職業安全政策等方面，確保其符合國家安全、環保、法規要求，有一定社會責任管理水準，達到集團生產和服務的品質標準，堅守可持續發展採購。如發現違規行為，集團會暫停或終止與相關供應商的合作關係。



Procurement of Raw Materials

The Group uses waste paper instead of virgin pulp as a raw material for paper-making, and the waste paper is supplied from all over the world including United Kingdom, United States and Canada. Our Group has arranged sourcing agents of waste paper around the world to collect waste papers and purchase the specific dedicated waste papers in person through various channels including recyclers, supermarkets, local authorities and retailers, so as to ensure the quality of our products. The raw materials are shipped by our logistics teams so that the Group can better control the logistics to ensure efficient transportation time and use of low-carbon mode.

Besides, the Group has been operating more than 50 waste paper collecting and packing sites in Mainland China and has also been sponsoring a number of other business partners in China to source high quality waste paper locally as a way to develop paper sources as well as to support paper recycling, so as to improve the green supply chain.

Number of our suppliers located in Mainland China and Vietnam is as follows:

Number of suppliers⁷

供應商數目⁷

Mainland China

中國內地

Vietnam

越南

⁷ As the number of the Group's suppliers in Mainland China and Vietnam accounted for 96% of the Group's total number of suppliers, representing the majority of the Group's suppliers.

原材料採購

集團採用廢紙取代原木漿生產紙張，廢紙供應來自世界各地，如英國、美國及加拿大等。集團在各地安排廢紙採購代理，通過包括廢紙回收商、超級市場、地方政府部門及零售商戶等多途徑收集廢紙，並由專人親自採購特定的專用廢紙，為公司產品素質把關。原材料由集團的貨運團隊運送，集團能更全面清晰地把握物流狀況，確保高效運輸和低碳物流。

另一方面，本集團在中國國內經營逾50家廢紙回收及打包廠，同時資助多家國內商業夥伴回收當地的廢紙，收集高質的本地廢紙，開拓紙源並支持廢紙回收再造，共同邁向完善綠色供應鏈的目標。

我們位於中國內地及越南的供應商數目如下：

	2022	2021
	2022年	2021年
Mainland China	2,075	1,492
中國內地		
Vietnam	338	322
越南		

⁷ 由於集團在中國內地及越南的供應商數目佔全集團全部供應商數目的96%，已包含了絕大部分。



Product Responsibility

Product Safety

With customers as our first priority, the Group has always stressed the importance of fulfilling their requirements with high-quality products and services. The Group ensures that product information is made available to customers in a transparent, true and accurate manner during its sales process. The paper products of the Group are subject to the “Product Quality Law of the People’s Republic of China” and other laws, regulations and standards related to product safety and quality. Enterprises are required under laws and regulations to shoulder responsibility for product quality and ensure that products comply with quality and safety standards. As such, the Group has established the “Procedures for the Surveillance, Measuring and Control of Products” to supervise and inspect incoming raw materials, semi-finished products and finished products.

產品責任

產品安全

本集團強調以客為尊，以高質素的產品和服務滿足客戶的需求。本集團確保客戶在銷售過程中獲得的產品資訊透明、真實且準確。本集團的紙製品受《中華人民共和國產品質量法》及其他關於產品安全及品質的法例法規及標準所規管。法規要求企業需承擔產品品質責任，並確保產品符合品質及安全標準。本集團因此制訂了《產品監視和測量控制程式》對外購原材料、半成品及成品的環節進行監督及檢測。



As we highly value product safety, we have obtained IECQ QC 080000 certification for the hazardous substance process management of our four plants in Hongmei, Jiangsu, Huangyong and Jiangxi. As a proof that our paper products are free of banned hazardous substances, the certification can boost customers' confidence in the products of the Group. Meanwhile, the various plants of the Group have also successfully obtained ISO9001 certification for their quality management system. We have also obtained the Forest Stewardship Council's Chain of Custody (FSC-COC) certification, a proof that the Group values its product quality and the sustainability of forest operations. Moreover, the Group has established a risk assessment team to assess product quality and safety risks regularly in order to address issues promptly for protection of the Group's and customers' interests. We control our product quality in the aspects from source, production, finished products to after-sale tracking:

01 Source monitoring

01 來源監控

The Group requires suppliers to provide inspection reports on materials, warranty against the use of hazardous substances, MSDS and so forth. The quality department also conducts sample checking and batch inspection in respect of incoming materials to ensure the compliance with quality requirements. The purchasing department is responsible for preparing the list of qualified materials for reference of other departments.

本集團要求供應商提供物料的檢測報告、不使用有害物質保證書、綠色產品調查表及成份表(MSDS)等資料。質檢部亦會對來料進行抽檢及批量檢驗，確保其質量符合要求。採購部負責編制合格物料列表供其他部門參考。

本集團十分重視產品安全，洪梅、江蘇、潢涌及江西四處造紙廠房均取得IECQ QC 080000有害物質過程管理認證。此認證表明工廠所生產的紙制產品不含任何被禁有害物質，有助於增加客戶對本集團產品的信心。本集團廠房亦取得了ISO9001品質管制認證和森林認證系統的產銷監管鏈認證(FSC-COC)，體現了本集團對於產品品質的追求及對維護森林的可持續經營的重視。此外，本集團成立了風險評估小組，定期評估產品質量及安全相關的風險，以期及早作出應對，保障本集團及客戶的利益。我們主要從來源、生產、成品、售後跟進四方面為產品品質把關：

02 Production process

02 生產過程

The Group adopts automated and computer-monitored production processes, while the quality department conducts inspection on semi-finished products and records results on the logbook of inspection during production process, before moving on to the next stage. In case of any inadequacy, the relevant production staff members will be notified immediately for rectification.

本集團使用自動化電腦監測生產過程，質檢部對所有半成品進行檢驗，集成生產過程檢驗記錄，方便下一階段工序進行。如有品質不合格情況，相關生產人員將立即介入糾正。



03 Inspection of finished products

03 成品檢驗

The Group conducts inspection of finished products for physical index and the content of hazardous substances in accordance with the "Operation Guidelines on the Inspection of Finished Products". Regular sample inspection will also be conducted on the finished paper products after sale, while waste paper and pulp samples are sent to testing agencies for the inspection for hazardous substances.

本集團根據《成品檢驗作業指導書》的規定對成品的物理指標和有害物質含量進行檢驗。本集團亦定期對售後的成品紙進行抽樣檢驗，並將廢紙、木漿板樣本送到有害物質檢測機構測試。

04 After-sale services

04 售後服務

In each of sales territories in China, the Group has professional after-sale service team to keep close contact with customers and ensure that their problems, complaints and opinions are properly addressed and handled. The Group has drawn up its "Operation Guidelines on Customer Services", which explicitly stipulates the problem handling time and follow-up process of the after-sales service team, so as to meet the customer requirements clearly and efficiently.

本集團於國內各銷售區設有專業的售後服務團隊，與客戶保持緊密聯繫，確保其疑難、投訴、意見均獲得適當解答和處理。本集團編制設立了《客戶服務作業指導書》，明文規定售後服務團隊的問題處理時長和跟進流程，以期清晰、高效地滿足客戶要求。



The Group takes customers' feedbacks seriously. If the customer has any questions about the quality after sale, the Group will arrange the customer service department and the specialist from sales department to go to the customer's site for verification and quality inspection. The specialist will keep personal and written communication with the customers in the process. If the products fail to meet the requirements of the order, the customer service department will assist to arrange the recall or discount according to the situation after checking by sales manager. The management of the Group strictly monitors the quality of our products and performance of our services. Complaints and product recalls are assessed and reviewed monthly for understanding the causes and formulating solutions, so as to optimize the relevant workflow and improve customer satisfaction. Looking ahead, we will continue to evaluate our business performance and strive for providing the best quality products to our customers.

In addition to customer feedback, the Group also actively pays attention to relevant information from various authorities, such as the industry conferences of third-party testing agencies and the update of relevant laws and regulations, and keeps abreast of any increase and change of restricted hazardous substances, so as to ensure that the Group can keep up with the latest developments and assess whether the finished paper meet the environmental requirements when necessary.

本集團認真對待顧客回饋，售後環節中若客戶對產品品質有疑問，本集團會安排客戶服務部攜同銷售部專員到顧客處現場查證，進行品質檢測。過程中專員保持與客戶親自或書面溝通，如確認產品未達訂單要求，在行銷經理審核後，產品將由客戶服務部協助，按情況安排回收或折價。本集團的管理層嚴密監察產品質量及服務表現，並會每月就投訴及產品回收事件進行審閱及檢討，了解原因並制定解決方案，以完善相關流程，務求提升客戶滿意度。未來我們會繼續評估業務表現並爭取為客戶提供最為優質的產品。

除了顧客回饋外，本集團亦積極留意各種權威的相關信息，如第三方檢測機構的行業發佈會和相關法律法規的更新，時刻關注有害限制物質的增加和更變，以確保本集團能在第一時間了解最新動態並在需要時為成品紙是否符合各項環保要求作出評估。



The percentage of product recalled and data on complaints for the Year are as follows:

本年度內，本集團的產品回收比例及投訴數據為：

Product data 產品數據	2022 2022年	2021 2021年
Weight of product recalls accounted for total sales 產品回收重量佔總銷售額	0.047%	0.060%
Number of complaint received 接獲的投訴數目	2,051	1,749

Responsible Marketing

The Group pays great attention to build a good relationship of mutual trust with customers, presenting the most authentic and high-quality services and products to customers. Every salesperson has received professional training. The Group requires that the sales department strictly follows the "Operation Guidelines on Customer Services" prepared by the Group to regulate and standardise the behavior of employees, and ensures that the relevant sales and publicity materials are in line with the Group's guidelines. Once any false and exaggerated advertising means are found, the Group will impose severe punishment. The sales department also regularly holds meetings with the employees, and updates products information and marketing plans, so as to ensure that the employees have a clear understanding of the products and unify marketing methods.

合理行銷

本集團重視與客戶建立良好互信關係，力求為客戶呈現最真實且優質的產品及服務。每一位銷售員都經過專業培訓，本集團要求銷售部嚴格按照集團編製的《客戶服務作業指導書》，規範和標準化員工的行為，確保有關的銷售及宣傳所用的資料均符合集團指引，一旦發現任何宣傳手段失實誇大，將嚴加處分。銷售部亦定期與員工開會，更新產品資料和行銷方案，確保員工對產品的深入了解，統一行銷手法。



Intellectual Property Rights

Our Group places high importance on intellectual property protection and respects the intellectual properties of others as intellectual property can promote innovation and progress. Our Group has over 670 registered patents and has formed the intellectual property department to coordinate and supervise the management of our intellectual property rights. In our daily operation, our employees and cooperators are required to comply with the regulations relating to intellectual property and the “Policy of Intellectual Property” and the “Risk Aversion Plan for Intellectual Property” prepared by the Group, and access to and transfer of core information within the Group is subject to clear limits of authority which are only limited to specific members of the senior management of the Group to avoid excessive information transfer and reduce the risk of data leakage. The Group will enter into technical contracts with third parties to safeguard the interests of technological achievements of both sides.

Data Privacy

The Group is well aware that personal information is governed under the “General Code on Civil Law of the People’s Republic of China”, “Personal Information Protection Law of the People’s Republic of China” and other relevant laws and regulations, which require that enterprises shall maintain the right of use of personal information. As a result, the Group has formulated the confidential management policy and taken data protection measures necessary for protecting the interests of all stakeholders. We ensure that employees only have access to the operational data within their permission sets. We would not allow disclosure of information unauthorised by the information owner except otherwise required by law. During the year, the Group formulated the “Guidelines for the Management of Personal Information Protection”, specifying relevant management duties and requiring the Information Technology Department to be responsible for the security of the facial recognition data collected and the management of relevant technical and protective measures, proper maintenance of the database, regular troubleshooting for hidden risk, prevention of employees’ facial recognition data from leakage, being faked or loss, and strict safeguarding the personal data of employees in accordance with the law. The Group reserves the right to hold relevant persons accountable in case of the occurrence of the abovementioned issues such as leakage.

知識產權

知識產權促進創新和進步，本集團十分關注維護知識產權，及尊重他人的知識產權。本集團擁有註冊專利超過670項，設有知識產權部協調和監督知識產權管理工作。在日常營運中，我們要求員工和合作方遵守知識產權相關的法例和集團所編製的《知識產權管理制度》及《知識產權風險規避方案》；與協力廠商合作時簽訂技術合同，保障雙方科技成果的利益。集團內核心資訊的查閱和傳遞有明確的許可權限制，僅限於集團內特定的高級管理人員，以避免過多的資訊交接，降低資料洩漏的風險。

資料保密

本集團明白個人資料受《中華人民共和國民法通則》、《中華人民共和國個人信息保護法》、及其他相關的法例所監管，監管要求企業必須維護個人資料使用權。本集團因此建立了保密管理制度並實行了資料保護措施保障各持份者的利益。本集團確保員工僅可接觸到許可權內的營運資料，除法例訂明的公示檔外，不允許任何未經資料擁有者批准的披露。本集團在本年度公司制訂了《個人信息保護管理指引》，明確了相關管理職責，要求資訊科技部負責做好所收集人臉信息的安全及相關技術措施和防護措施的管理，妥善保管數據庫，定期排查隱患，防止員工人臉識別信息泄露、篡改、丟失等，依法嚴格保管員工個人信息。凡出現泄露等，本集團保留追究相關人士責任的權利。



In addition, the Group continues to improve and maintain its information technology system, including setting up a network firewall to prevent external attacks or threats intruding into the Group's systems and applications, as well as strengthening the protection of internal data to prohibit external devices from connecting to the Group's intranet, etc. We conduct data backup on a regular basis to ensure we can still effectively recover our system data and maintain normal operation in case of unforeseen events such as natural disasters or power outages.

During the Year, the Group did not find anything which constituted a material breach of the aforesaid and other local laws and regulations related to product and service quality.

CONTRIBUTING TO SOCIETY

The Group actively assumes its corporate social responsibility as one of the Top 200 Companies in the PRC and one of the top ten paper manufacturing companies in the world. While continuously achieving self-development over the past years, it has also made good use of its corporate resources to support the community. We have made huge investments in building an environmental protection business and are keen on public welfare issues, which have earned us numerous awards in public welfare.

Dr. Lee Wan Keung Patrick is the founder of Lee & Man Paper Manufacturing Limited and is known as the "King of Paper Manufacturing". Dr. Lee Wan Keung Patrick is a dedicated philanthropist and made donations to schools in Hainan, Guangdong, Beijing, Guizhou, Hunan and etc. and provided subsidies for domestic charities. He has been praised by the community and has been awarded the China Charity Award 2005 by the Ministry of Civil Affairs of the People's Republic of China and the title of "Red Son Model" by the Hainan Provincial Government.

除此之外，本集團持續提升及維護資訊科技系統，包括架設網絡防火牆，防止外部攻擊或威脅入侵集團系統及應用程序，並加強保護內部數據，禁止外來裝置連結集團內聯網等等。我們定期進行數據備份，以確保當發生突發事件時如天災或停電等仍能有效恢復系統數據並正常運作。

本年度內，本集團並無任何違反上述及有關其他地區性的與產品、服務品質相關的法例法規的重大情況出現。

回饋社會

作為中國200強及全球十大造紙企業之一，本集團積極承擔企業社會責任，多年來在不斷實現自身發展的同時，亦善用企業資源扶持社區。我們投入巨資打造環保產業，亦熱衷於社會公益事務，令我們在公益領域榮獲多項殊榮。

李運強博士為理文造紙有限公司創辦人，被譽為「造紙大王」。李運強博士熱心公益，先後在海南、廣東、北京、貴州、湖南等地捐資助學及資助國內各項公益事業，備受社會讚揚，曾獲中華人民共和國民政部頒發2005年中華慈善大獎，海南省政府授予的「赤子楷模」稱號。



Community Investment

Lee & Man Paper has been walking with the Community for a long time. During the Year, we actively contributed to the fight against the pandemic by making donations and giving supplies to the community. During the Year, we also continued to contribute to the community through environmental conservation, support for the underprivileged and youth development, in order to make progress together with the public. Through fulfilling our corporate social responsibility and increasing our philanthropic investment, the Group hopes to create a better future by improving the ecological environment, helping the underprivileged and promoting the physical and mental development of our youth.

In 2022, our total community contribution was HK\$4,254,349 (2021: HK\$18,337,000) and the time spent on the activities related to community contribution was 32 hours.

Combat the Pandemic

Since the beginning of 2022, all around the world are stepping out of the shadow of the coronavirus. Economy and livelihood begun to recover, but still have a long way to go before returning to normal. We continued to carry out a number of community support activities during this difficult period. As the President of the H.K. Federation of Hainan Community Organizations, our Executive Director, Dr. Lee Man Chun, not only donated HK\$500,000 to the Emergency Relief Fund, but also went to the Ma Tau Wai Fire Station on 16 March, to cheer the frontline workers up and donate supplies to them. The donation included 2,000 sets of protective clothing, 2,000 pieces of N95 masks, 500 sets of Rapid Antigen Test kit, 432 boxes of Lianhua Qingwen Jiaonang, HK\$10,000 worth of instant noodles and biscuits etc, with total donation value over HK\$85,000.

社區投資

理文造紙一直與社區同行，在本年度，我們心繫社會，積極助力抗疫，通過捐款及贈送物資支援抗擊疫情。此外，我們在年內亦持續於環境保育、弱勢支援、青年發展三項議題上貢獻社會，與大眾共同進步。集團希望通過履行企業社會責任及加大公益投入，以改善生態環境、幫扶弱勢群體、促進青少年身心發展等，創造更美好的未來。

在2022年，我們的總社區貢獻金額為4,254,349港元(2021年：18,337,000港元)和投放於社區貢獻相關活動的時間為32小時。

抗擊疫情

自2022年初，各地都一步步走出疫情陰霾，經濟和民生開始恢復，但離恢復正常仍然有一段距離；在這困難時期，我們仍然繼續開展多項社區支援活動。作為香港海南社團總會會長，本公司執行董事李文俊不但向抗疫緊急援助基金捐贈50萬港元，更在3月16日，代表前往馬頭圍消防局救護站，慰問前線工作人員，為抗疫前線工作者加油打氣並捐贈物資。此次捐贈物資包括2,000套防護服、2,000個N95口罩、500份檢測包、432盒連花清瘟膠囊、價值一萬元的即食麵和餅乾等，總值逾8.5萬港元。



In October 2022, Chongqing Lee & Man donated RMB1 million to the Red Cross Society of China Luzhou Branch and RMB1.5 million to Yongchuan Chongqing District Charity Federation (重慶市永川區慈善總會) for local epidemic prevention and control.

In addition, Vietnam Lee & Man sponsored 30 million Vietnamese Dong to improve medical insurance for the elderly and underprivileged children. Through various measures, Lee & Man Paper has contributed to the economic recovery in the post-epidemic era.

Attaching great importance to environmental protection, the Group actively engages in local environmental activities in preservation of the nature. The Executive Director, Mr. Lee Man Bun donated HK\$130,000 to New Youth Energy Think Tank Charitable Foundation for the environmental campaign of "Enough Plastic". The campaign cooperated with famous photographers and many artists to share their experiences in using less and replacing disposable plastic products in daily life, encouraging the community to form the habit of using less plastic products.

Moreover, the Group has collaborated with the Environmental Protection Administration of Yongchuan District of Chongqing for the "Daluxi River Regulation Project". In recent years, the rapid social and economic development in Yongchuan District and the development of towns along the Daluxi River and the industrial development have resulted in the discharge of a large amount of industrial sewage and untreated domestic sewage. Coupled with the water interception by upstream hydropower stations, the water quality of Daluxi River has deteriorated. River water treatment helps to optimise water quality, conserve the natural environment and foster an ecological concept in the community, while taking into account economic development and environmental protection.

在2022年10月，重慶理文分別向瀘州市紅十字會以及重慶市永川區慈善總會捐贈100萬和150萬人民幣，用於當地疫情防控。

另外，越南理文亦贊助了3,000萬越南盾以完善對老人、貧困兒童的醫療保險。通過各種措施，理文造紙為推動疫情後經濟復蘇作出貢獻。

本集團重視環境保護，積極投入地區的環保活動，守護大自然。本公司執行董事李文斌先生曾向新活力青年智庫慈善基金「『不要膠下去』環保活動」捐贈13萬港元，是次活動與著名攝影師和多位藝人合作，分享日常生活中減少使用及取代一次性塑膠的心得，希望鼓勵社會大眾養成減塑的習慣。

此外，本集團與重慶市永川區環境保護局合作支援「大陸溪河治理專案」。近年來隨著永川區社會經濟的快速發展和大陸溪河沿岸鄉鎮及工業的發展，大量工業廢水及未經處理的生活污水的排入，加上上游水電站的截流，致使大陸溪河流域水質退化。通過河水治理，有助優化水質，保育天然環境，在社區樹立生態環保理念，同時顧及經濟發展和環境保護。



Furthermore, Vietnam Lee & Man actively promotes the concept of “caring for the environment and returning to nature”. In order to promote sustainable development and circular economy, it has organised a number of green projects in 2022, including but not limited to:

- establishing an ecological lake for flower-planting and fish-farming model, to improve water quality of drainage from production activities after the treatment, and to boost biodiversity. Such area has now attracted some wildlife and migratory birds.
 - building small wetland, utilising processed drainage, growing different kinds of aquatic plants, to improve water quality and increase the overall volume of greenery, which will help to improve air quality and achieve carbon neutrality within the plants.
 - reclaiming grassland, planting trees and flowers, and setting up a green belt with around 3,000 flowers and 100,000 saplings. Automatic sprinkler systems have been installed in all green belt areas to utilise the rich nutrients in the ecological lake water storage which can directly fertilize plants, so as to reduce total drainage and chemical fertiliser consumption.
 - planning a dormitory area with more than 10,000 square metres as employees farm, for employees to plant vegetables, flowers and fruits such as mango and jackfruit. Such activity is well received and welcomed by employees, demonstrating the Group and its employees’ care for the environment.
- 另外，越南理文積極推動「愛護環境，回歸自然」理念，為推廣可持續發展和循環經濟體系，在2022年組織了多項綠色工程，包括但並不限於：
- 設立生態湖種植花叢並結合養魚模式，提高了生產活動後經處理的排水水質之餘，亦創造了生物多樣性；現該區域已吸引一小撮野生動物和候鳥棲息。
 - 增建小型濕地塊，利用已處理的排水，種植各種水生植物，以改善水質並增加綠化總體體積，有助改善廠區內空氣質素以及達至碳中和。
 - 開墾草地，廣種樹苗和花卉，設立了約有3千多棵花卉，10萬多棵樹苗的綠化帶。綠化帶區域都安裝了自動噴淋系統，利用生態湖儲水中的豐富營養，直接為植物施肥，減少排水總量和化學肥料耗用。
 - 規劃1萬多平方米宿舍區作員工農場，供員工開墾培植蔬菜、花卉及水果如芒果和菠蘿蜜等。這項活動深受員工的關注和喜愛，見證本集團和員工對環境的愛護之心。



Support for the Under-privileged

The Group sponsored more than RMB100,000 to the Chongqing Charity Federation for the “Construction of Poverty Alleviation Roads in Siming Village” to promote the infrastructure construction of Siming Village. The maintenance staff repaired 4.4 kilometers of village roads to enable mobility of people and goods, and installed 14 kilometers of protective fences on the mountain roads to protect the villagers during their journey, spreading warmth with care. To address the weak collective economy of the villagers, professionals of the aquaculture industry took the lead in promoting the development of the village’s aquaculture industry, improving the quality of products, forming a brand effect, and establishing an online sales channel for the village’s agricultural products and wild mushrooms to increase their popularity, so that they can be self-sufficient in the future and expand the road to wealth.

弱勢支援

本集團向重慶市慈善總會「四明村扶貧公路建設」贊助了十數萬元人民幣，以推進四明村基礎設施建設。維修人員修繕村道4.4公里，讓村內人員及資源流通，並加裝14公里山路防護欄，為村民外出保駕護航，用關懷傳遞溫情。針對村民集體經濟薄弱問題，養殖業專業負責人牽頭推動村內種養殖業發展，提高產品品質和形成品牌效應，並為村農特有產品、野生菌類建立線上銷售管道，提高知名度，授人以魚不如授人以漁，讓他們能在未來自給自足，拓展致富路。



Dr. Lee Wan Keung Patrick, Honorary Chairman of the Group, also adheres to the principle of “Great love beyond borders, persistence in doing good” and has established Charity Foundation Fund for charitable causes. The main targets of the Charity Foundation Fund are the impoverished households, orphans and abandoned children. During the year, we visited extremely impoverished families, donated supplies to charity schools, and supported poor children’s education.

本集團榮譽主席李運強博士亦秉承「大愛無疆，為善有恆」之宗旨，成立了恒善基金以行慈善公益。恒善基金的主要援助對象為社會特困戶、孤兒及棄兒等，在年內曾走入深度貧困家庭訪貧問暖，捐贈物資至公益學校，助學貧窮兒童等。



In 2022, our philanthropic and poverty alleviation initiatives also included: 在2022年，我們的愛心捐贈及扶貧措施還包括，但並不限於：

- May 5月 Jianguo Lee & Man donated RMB200,000 to Changshu Charity Association for charity activities. 江蘇李文向常熟慈善總會捐贈20萬元人民幣，用於開展慈善活動。
- July 7月 Chongqing Lee & Man donated RMB40,800 to Yongchuan Chongqing District Charity Federation for purchasing electric patrol vehicles for the Siwangshan Village Committee. 重慶李文向重慶市永川區慈善總會捐贈4.08萬元人民幣，用於四望山村委會購置電動巡邏車。
- September 9月 Chongqing Lee & Man donated RMB30,000 to Yongchuan Chongqing District Charity Federation for caring veterans in Zhutuo Town. 重慶李文向重慶市永川區慈善總會捐贈3萬元人民幣，用於關愛朱沱鎮退役軍人。
- October 10月 Chongqing Lee & Man donated RMB50,000 to Chongqing Welfare Foundation for Physically and Mentally Challenged Yongchuan to support the National Day for Helping the Disabled activities and to care for people with disabilities. Chongqing Lee & Man donated RMB160,000 in total to Yongchuan Chongqing District Charity Federation to support the revitalisation of the Sunqiao Village and Tanzikou Village in Zhu Tuo. 重慶李文向重慶市永川區殘疾人福利基金會捐贈5萬元人民幣，用於支持「全國助殘日」活動，關愛殘疾人士。重慶李文向重慶市永川區慈善總會共捐贈16萬元人民幣，用於支持朱沱鎮筍橋村以及朱沱鎮灘子口村鄉村振興。



Youth Development

The founders of the Group have spared no effort to support education and youth development. The Group has frequently sponsored the building of a number of education facilities, including the Li Qiang Academy of Jiaji Secondary School in Qionghai City, Hainan Province, which was built in 2003 with funds donated by Dr. Lee Man Chun Raymond, and the Patrick Lee Wan Keung Academic Building in Lingnan University, Hong Kong, whose construction was funded by the donations of Mr. Lee Man Bun in 2011. In addition, the Lee Wan Keung Scholarship was also established, demonstrating the zeal of our founders for corporate social responsibility.



The Group is also sincerely concerned about, and takes the lead to cultivate, the youth to become future pillars of society. Mr. Lee Man Bun donated HK\$1.20 million to Hong Kong New Youth Energy Think Tank and sponsored HK\$300,000 to its charity show "The Sassy Princess" performed by Fuk Sing Opera Troupe, aiming at promoting the communication of youth organizations between Hong Kong and Mainland and encouraging the youth to make contribution and commitment to social affairs and public services.

青年發展

本集團的創辦人對推動教育和青少年發展的事業上不遺餘力，曾多次斥資興建多所教育設施，包括在2003年由李文俊博士捐資興建的海南省瓊海市嘉積中學李強學苑及2011年由李文斌先生捐贈助建的香港嶺南大學李運強教學大樓，並設立李運強獎學金，充分顯示了本集團各創辦人的對企業社會責任的熱忱。

本集團深切關心並積極培養青年人成為未來社會棟樑，李文斌先生曾向新活力青年智庫慈善基金捐贈120萬港元，並贊助其慈善專場《福升粵劇團戲寶·宮主刁蠻駙馬驕》30萬港元，促進香港與內地青年組織的交流，鼓勵青年對社會事務及公眾服務承擔責任並作出貢獻。



In terms of the education for school-age children, the Group donated RMB7.53 million to Yunnan Nujiang Zhou School for buying books and sponsored HK\$1 million to Hong Kong Chinese Importers' and Exporters' Association Charity Foundation Limited for funding the "Reading Together" activity. The Group hopes that the children can develop habits of reading and exploring and can cultivate rich imagination and creativity by feeling the power of words.

During the Year, we also made a number of donations to promote education in Vietnam, including donation of 30 million Vietnamese dong to the Mui Nhon People's Committee for road construction and student allowances of 40 million Vietnamese dong for poor students at the beginning of the new school year in cooperation with the Mui Nhon People's Committee and the paper media in Hau Giang Province. Through these measures, we hope to nurture more talents for the society and improve the lives with knowledge.

願及學童學習教育，本集團曾捐贈予雲南怒江州學校合計753萬元人民幣用於購買圖書，及贊助中出慈善基金有限公司「我們一起悅讀的日子」活動經費100萬港元，希望學童養成閱讀和探索的習慣，感受文字的感染力，培養豐富的想像力和創造力。

在本年度，我們亦多次捐款推動越南地區的教育發展，包括向邁任鎮人民委員會捐贈了3,000萬越南盾用作修路之用；並與邁任鎮人民委員會和後江省紙媒體合作，在新學年開學為貧困學生提供了4,000萬越南盾的獎學金等。通過種種措施，我們冀望為社會培育更多人才，以知識改善命運。



HKEX ENVIRONMENTAL, SOCIAL AND
GOVERNANCE REPORT GUIDE INDEX

香港交易所《環境、社會及管治報告指引》索引

General Disclosures and KPIs	Description	Relevant Information in this Report
一般披露及 關鍵績效指標	描述	本報告 相關章節
A Environmental A 環境		
A1 Emissions A1 排放物		
General Disclosure 一般披露	In relation to air and greenhouse gas emissions, discharges into water and land, and generation of hazardous and non-hazardous waste: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關廢氣及溫室氣體排放、向水及土地的排污、有害及無害廢棄物的產生等的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例。	Emissions 排放物
A1.1 A1.1	The types of emissions and respective emissions data. 排放物種類及相關排放數據。	Emissions 排放物
A1.2 A1.2	Direct (Scope 1) and energy's indirect (Scope 2) greenhouse gas emissions (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility). 直接(範圍1)及能源間接(範圍2)排放溫室氣體排放量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	Emissions 排放物



General Disclosures and KPIs 一般披露及 關鍵績效指標	Description 描述	Relevant Information in this Report 本報告 相關章節
A1.3	Total hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions
A1.3	所產生有害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	排放物
A1.4	Total non-hazardous waste produced (in tonnes) and, where appropriate, intensity (e.g. per unit of production volume, per facility).	Emissions
A1.4	所產生無害廢棄物總量(以噸計算)及(如適用)密度(如以每產量單位、每項設施計算)。	排放物
A1.5	Description of emission targets established and steps taken to achieve them.	Emissions
A1.5	描述所訂立的排放量目標及為達到這些目標所採取的步驟。	排放物
A1.6	Description of how hazardous and non-hazardous wastes are handled, and description of waste reduction targets established and steps taken to achieve them.	Emissions
A1.6	描述處理有害及無害廢棄物的方法，及描述所訂立的減廢目標及為達到這些目標所採取的步驟。	排放物
A2 Use of Resources A2 資源使用		
General Disclosure 一般披露	Policies on efficient use of resources including energy, water and other raw materials. 有效使用資源(包括能源、水及其他原材料)的政策。	Use of Resources 資源使用
A2.1	Direct and/or indirect energy consumption by type (e.g. electricity, gas or oil) in total (kWh in '000s) and intensity (e.g. per unit of production volume, per facility).	Use of Resources
A2.1	按類型劃分的直接及/或間接能源(如電、氣或油)總耗量(以千個千瓦時計算)及密度(如以每產量單位、每項設施計算)。	資源使用



General Disclosures and KPIs 一般披露及 關鍵績效指標	Description 描述	Relevant Information in this Report 本報告 相關章節
A2.2	Water consumption in total and intensity (e.g. per unit of production volume, per facility).	Use of Resources
A2.2	總耗水量及密度(如以每產量單位、每項設施計算)。	資源使用
A2.3	Description of energy efficiency targets established and steps taken to achieve them.	Use of Resources
A2.3	描述所訂立的能源使用效益目標及為達到這些目標所採取的步驟。	資源使用
A2.4	Description of whether there is any issue in sourcing water that is fit for purpose, and water efficiency targets established and steps taken to achieve them.	Use of Resources
A2.4	描述求取適用水源上可有任何問題，以及所訂立的用水效益目標及為達到這些目標所採取的步驟。	資源使用
A2.5	Total packaging material used for finished products (in tonnes) and, if applicable, with reference to per unit produced.	Use of Resources
A2.5	製成品所用包裝材料的總量(以噸計算)及(如適用)每生產單位估量。	資源使用
A3 The Environment and Natural Resources A3 環境及天然資源		
General Disclosure 一般披露	Policies on minimising the issuer's significant impacts on the environment and natural resources.	Environment and Natural Resources 環境及天然資源
A3.1	Description of the significant impacts of activities on the environment and natural resources and the action taken to manage them.	Environment and Natural Resources
A3.1	描述業務活動對環境及天然資源的重大影響及已採取管理有關影響的行動。	環境及天然資源



General Disclosures and KPIs 一般披露及 關鍵績效指標		Description 描述	Relevant Information in this Report 本報告 相關章節
A4 Climate Change A4 氣候變化			
General Disclosure 一般披露	Policies on identification and mitigation of significant climate-related issues which impacted, and those which may impact, the issuer. 識別及應對已經及可能會對發行人產生影響的重大氣候相關事宜的政策。	Cope with Climate Change 氣候變化應對	
A4.1 A4.1	Description of the significant climate-related issues that have impacted, and those which may impact, the issuer, and the actions taken to manage them. 描述已經及可能會對發行人產生影響的重大氣候相關事宜，及應對行動。	Cope with Climate Change 氣候變化應對	
B Society B 社會			
B1 Employment B1 僱傭			
General Disclosure 一般披露	In relation to compensation and dismissal, recruitment and promotion, working hours, rest periods, equal opportunity, diversity, anti-discrimination, and other benefits and welfare: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關薪酬及解僱、招聘及晉升、工作時數、假期、平等機會、多元化、反歧視以及其他待遇及福利的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Employment 勞工關係	



General Disclosures and KPIs 一般披露及 關鍵績效指標	Description 描述	Relevant Information in this Report 本報告 相關章節
B1.1	Total workforce by gender, employment type (full-time or part-time), age group and geographical region.	Employment
B1.1	按性別、僱傭類型(如全職或兼職)、年齡組別及地區劃分的僱員總數。	勞工關係
B1.2	Employee turnover rate by gender, age group and geographical region.	Employment
B1.2	按性別、年齡組別及地區劃分的僱員流失比率。	勞工關係
B2 Health and Safety B2 健康與安全		
General Disclosure 一般披露	In relation to providing a safe working environment and protecting employees from occupational hazards: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關提供安全工作環境及保障僱員避免職業性危害的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Health and Safety 健康與安全
B2.1	Number and rate of work-related fatalities in each of the past three years (including reporting year).	Health and Safety
B2.1	過去三年(包括匯報年度)每年因工亡故的人數及比率。	健康與安全
B2.2	Lost days due to work injury.	Health and Safety
B2.2	因工傷損失工作日數。	健康與安全
B2.3	Description of occupational health and safety measures adopted, and how they are implemented and monitored.	Health and Safety
B2.3	描述所採納的職業健康與安全措施，以及相關執行及監察方法。	健康與安全



General Disclosures and KPIs	Description	Relevant Information in this Report
一般披露及 關鍵績效指標	描述	本報告 相關章節
B3 Training and development B3 發展培訓		
General Disclosure 一般披露	Policies on improving employees' knowledge and skills for discharging duties at work. Description of training activities. 有關提升僱員履行工作職責的知識及技能的政策。描述培訓活動。	Training and Development 培訓及發展
B3.1 B3.1	The percentage of employees trained by gender and employee category (e.g. senior management, middle management, etc.). 按性別及僱員類別(如高級管理層、中級管理層等)劃分的受訓僱員百分比。	Training and Development 培訓及發展
B3.2 B3.2	The average training hours completed per employee by gender and employee category. 按性別及僱員類別劃分，每名僱員完成受訓的平均時數。	Training and Development 培訓及發展
B4 Labour Standards B4 勞工準則		
General Disclosure 一般披露	In relation to prevent child or forced labour: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關防止童工或強制勞工的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Labour Standards 勞工準則
B4.1 B4.1	Description of measures to review employment practices to avoid child or forced labour. 描述檢討招聘慣例的措施以避免童工及強制勞工。	Labour Standards 勞工準則
B4.2 B4.2	Description of steps taken to eliminate such non-compliance practices when discovered. 描述在發現違規情況時消除有關情況所採取的步驟。	Labour Standards 勞工準則



General Disclosures and KPIs 一般披露及 關鍵績效指標		Description 描述	Relevant Information in this Report 本報告 相關章節
B5 Supply Chain Management B5 供應鏈管理			
General Disclosure 一般披露	Policies on managing environmental and social risks of the supply chain. 管理供應鏈的環境及社會風險政策。		Supply Chain Management 供應鏈管理
B5.1 B5.1	Number of suppliers by geographical region. 按地區劃分的供應商數目。		Supply Chain Management 供應鏈管理
B5.2 B5.2	Description of practices relating to engaging suppliers, number of suppliers where the practices are being implemented, and how they are implemented and monitored. 描述有關聘用供應商的慣例，向其執行有關慣例的供應商數目，以及相關執行及監察方法。		Supply Chain Management 供應鏈管理
B5.3 B5.3	Description of practices relating to identify environmental and social risks at every stage of the supply chain, and how they are implemented and monitored. 描述有關辨識供應鏈每個環節的環境及社會風險的慣例，以及相關執行及監測方法。		Supply Chain Management 供應鏈管理
B5.4 B5.4	Description of practices that promote the use of environmentally friendly products and services when selecting suppliers, and how they are implemented and monitored. 描述在揀選供應商時促使多用環保產品及服務的慣例，以及相關執行及監測方法。		Supply Chain Management 供應鏈管理



General Disclosures and KPIs	Description	Relevant Information in this Report
一般披露及 關鍵績效指標	描述	本報告 相關章節
B6 Product Responsibility B6 產品責任		
General Disclosure 一般披露	In relation to health and safety, advertising, labelling and privacy matters associated with products and services provided and methods of redress: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關所提供產品和服務的健康與安全、廣告、標籤及私隱事宜以及補救方法的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Product Responsibility, Responsible Marketing, Data Privacy 產品責任、合理行銷、 資料保密
B6.1 B6.1	Percentage of total products sold or shipped subject to recalls for safety and health reasons. 已售或已運送產品總數中因安全與健康理由而須回收的百分比。	Product Responsibility 產品責任
B6.2 B6.2	Number of product and service-related complaints received and how they are dealt with. 接獲關於產品及服務的投訴數目以及應對方法。	Product Responsibility 產品責任
B6.3 B6.3	Description of practices relating to observing and protecting intellectual property rights. 描述與維護及保障知識產權有關的慣例。	Intellectual Property Rights 知識產權
B6.4 B6.4	Description of quality assurance process and recall procedures. 描述品質檢定過程及產品回收程式。	Product Responsibility 產品責任



General Disclosures and KPIs 一般披露及 關鍵績效指標	Description 描述	Relevant Information in this Report 本報告 相關章節
B6.5	Description of consumer data protection and privacy policies, and how they are implemented and monitored.	Data Privacy
B6.5	描述消費者資料保障及私隱政策，以及相關執行及監察方法。	資料保密
B7 Anti-corruption B7 反貪污		
General Disclosure 一般披露	In relation to prevent bribery, extortion, fraud and money laundering: (a) the policies; and (b) compliance with relevant laws and regulations that have a significant impact on the issuer. 有關防止賄賂、勒索、欺詐及洗黑錢的： (a) 政策；及 (b) 遵守對發行人有重大影響的相關法律及規例的資料。	Anti-corruption 反貪污
B7.1	Number of concluded legal cases regarding corrupt practices brought against the issuer or its employees during the reporting period and the outcomes of the cases.	Anti-corruption
B7.1	於匯報期內對發行人或其僱員提出並已審結的貪污訴訟案件的數目及訴訟結果。	反貪污
B7.2	Description of preventive measures and whistleblowing procedures, and how they are implemented and monitored.	Anti-corruption
B7.2	描述防範措施及舉報程式，以及相關執行及監察方法。	反貪污



General Disclosures and KPIs 一般披露及 關鍵績效指標	Description 描述	Relevant Information in this Report 本報告 相關章節
B7.3 B7.3	Description of anti-corruption training for directors and employees. 描述向董事及員工提供的反貪污培訓。	Anti-corruption 反貪污
B8 Community Investment B8 社區投資		
General Disclosure 一般披露	Policies on community engagement to understand the needs of the communities where the issuer operates and to ensure its activities take communities' interests into consideration. 有關以社區參與來了解營運所在社區需要和確保其業務活動會考慮社區利益的政策。	Community investment 社會投資
B8.1 B8.1	Focus areas of contribution (e.g. education, environmental concerns, labour needs, health, culture, sport). 專注貢獻範疇(如教育、環境事宜、勞工需求、健康、文化、體育)。	Community investment 社會投資
B8.2 B8.2	Resources contributed (e.g. money or time) to the focus area. 在專注範疇所動用資源(如金錢或時間)。	Community investment 社會投資



EXECUTIVE DIRECTORS

Dr. Lee Man Chun Raymond, aged 52, CPPCC National Committee, SBS JP, Chairman of the Company is in charge of corporate planning and investment projects. He has over 29 years of operational experience in paper manufacturing and is experienced in professional formula of paper making and product development. He was conferred the Honorary Degree of Doctor of Laws in 2014 and holds a Bachelor's Degree in Applied Science from the University of British Columbia in Canada. He was awarded the "Young Industrialist Award of Hong Kong 2002" and received an award for "2003 Hong Kong Ten Outstanding Young Persons Selection Awardees". He is the brother of Mr. Lee Man Bun, an Executive Director of the Company and Chief Executive Officer of the Group and is the brother-in-law of Mr. Li King Wai Ross, an Executive Director of the Company. The younger brother of his grandfather is the grandfather of Mr. Lee Jude Ho Chung, an Executive Director of the Company.

Mr. Lee Man Bun, aged 42, the member of the Political Consultative Committee of Guangdong Province, MH JP, Chief Executive Officer of the Group, is responsible for production management, sales, daily operation, quality improvement, repair and maintenance of production machines and staff management etc.. He holds a Bachelor's Degree of Applied Science in Chemical Engineering from the University of British Columbia in Canada. He is awarded the "Young Industrialist Award of Hong Kong 2015" and is the Founding Chairman of Hong Kong New Youth Energy Think Tank. He is the younger brother of Dr. Lee Man Chun Raymond, the Chairman and an Executive Director of the Company and is the brother-in-law of Mr. Li King Wai Ross, an Executive Director of the Company. The younger brother of his grandfather is the grandfather of Mr. Lee Jude Ho Chung, an Executive Director of the Company.

執行董事

李文俊博士，52歲，全國政協委員，銀紫荊星章太平紳士，本公司主席，負責本集團整體策劃及投資項目。彼在造紙業擁有逾29年營運經驗，對造紙業的專業程式及產品開發擁有豐富經驗。彼於2014年獲加拿大英屬哥倫比亞大學頒授榮譽法學博士及持有其應用科學學士學位。彼獲頒「2002年香港青年工業家」及「2003年香港十大傑出青年」。彼為本公司執行董事兼本集團首席執行官李文斌先生之哥哥，亦為本公司執行董事李經緯先生之內兄。彼祖父的弟弟為本公司執行董事李浩中先生的祖父。

李文斌先生，42歲，廣東省政協委員，榮譽勳章太平紳士，本集團首席執行官，負責生產管理、銷售、日常運作、品質改進、機械維修和員工管理等，彼持有加拿大英屬哥倫比亞大學應用科學化學工程學士學位。彼獲頒「2015年香港青年工業家」，亦是香港新活力青年智庫創會主席。彼為本公司主席及執行董事李文俊博士之弟弟，亦為本公司執行董事李經緯先生之內弟。彼祖父的弟弟為本公司執行董事李浩中先生的祖父。

EXECUTIVE DIRECTORS (CONTINUED)

Mr. Li King Wai Ross, aged 47, a member of ChongQing CPPCC Committee, an Executive Director of the Company, is responsible for the global procurement of recovered paper, logistics planning and optimisation, as well as external affairs for the Group. He holds a Master's Degree in Science in Electrical Engineering from Stanford University in USA and a Bachelor's Degree in Applied Science in Computer Engineering from University of British Columbia in Canada. He has over 21 years of experience in production management, operations and technological research and development. He is the brother-in-law of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, both of whom are Executive Directors of the Company.

Mr. Yip Heong Kan, aged 52, is the General Manager of the Group, is responsible for investment management of new projects, merger and acquisition, cost controlling, accounting and taxation management, corporate management and energy saving projects. He holds a Master's Degree in Business Administration from Open University of Hong Kong and is an associate member of Hong Kong Institute of Certified Public Accountants. He has over 29 years of experience in auditing & accounting and corporate financial management.

Mr. Lee Jude Ho Chung, aged 48, is the Deputy General Manager of the Group responsible for the administration, human resources, information technology, construction and environmental, social and governance related management of the Group. He holds a Bachelor's Degree in Applied Science & Engineering from University of Toronto in Canada and has over 22 years of experience in IT supervision and 15 years of senior management experience from different multinational companies. His grandfather is the younger brother of the grandfather of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, both of whom are Executive Directors of the Company.

執行董事(續)

李經緯先生，47歲，重慶市政協委員，本公司執行董事，負責本集團的全球廢紙採購業務，物流戰略及優化及負責集團對外事務。彼持有美國史丹福大學科學電子工程碩士學位及加拿大英屬哥倫比亞大學應用科學電腦工程學士學位，擁有逾21年生產管理，營運操作及技術研究開發經驗。彼為本公司執行董事李文俊博士之妹夫及李文斌先生之姐夫。

葉向勤先生，52歲，本集團總經理，負責本集團新項目投資管理、收購合併、成本控制、財務及稅務管理、企業管理及節能減排項目。彼持有香港公開大學工商管理碩士學位，彼為香港會計師公會會員，擁有逾29年核數及會計、企業財務管理經驗。

李浩中先生，48歲，本集團副總經理，負責集團行政、人力資源、資訊科技、基建及環境、社會及企業管治相關工作。彼持有加拿大多倫多大學應用科學工程學士學位，擁有逾22年跨國企業資訊科技經驗及15年的高級管理經驗。彼祖父為本公司執行董事李文俊博士及李文斌先生祖父的弟弟。



NON-EXECUTIVE DIRECTOR

Professor Poon Chung Kwong, aged 83, GBS JP, a Non-executive Director of the Company, is the Chairman of Virya Foundation Limited (a registered non-profit charitable organisation), the Emeritus Professor and the President Emeritus of the Hong Kong Polytechnic University. He devoted 40 years of his life to advancing university education in Hong Kong before he retired in January 2009 from his 18-year presidency at the Hong Kong Polytechnic University. Professor Poon obtained a Bachelor of Science (Honours) Degree from the University of Hong Kong, A Doctor of Philosophy Degree and a Higher Doctor of Science Degree from the University of London. He was a Postdoctoral Fellow at the California Institute of Technology and University of Southern California. He also held the Honorary Degree of Doctor of Humanities from the Hong Kong Polytechnic University in 2009. He was appointed a Non-official Justice of the Peace (JP) in 1989, received the OBE in 1991, the Gold Bauhinia Star (GBS) in 2002, "Leader of the Year Awards 2008 (Education)". In addition, Professor Poon was appointed as a member of the Legislative Council (1985-1991) and a member of the National Committee of the Chinese People's Political Consultative Conference (1998-2013). He is also an Independent Non-executive Director of Henderson Land Development Company Limited, The Hong Kong and China Gas Limited and Chevalier International Holdings Limited. All the aforesaid companies are listed on the Hong Kong Stock Exchange.

非執行董事

潘宗光教授，83歲，金紫荊星章太平紳士，本公司非執行董事，精進慈善基金有限公司(註冊非牟利慈善組織)會長、香港理工大學榮休教授及榮休校長。於2009年1月退休前，彼擔任香港理工大學校長之職達18年，在香港一直致力推動大學教育40年。潘教授早年考獲香港大學理學學士，英國倫敦大學哲學博士及高級理學博士，並在美國加州理工學院及南加州大學從事博士後研究。彼亦於2009年獲香港理工大學頒授榮譽人文博士學位。彼於1989年獲委任為非官守太平紳士(JP)、1991年獲頒英國官佐勳章(OBE)勳銜、2002年獲頒授金紫荊星章(GBS)、2008年獲頒「傑出領袖獎(教育)」。此外，潘教授曾被委任為立法局議員(1985-1991)及中國人民政治協商會議全國委員會委員(1998-2013)。彼為恒基兆業地產有限公司、香港中華煤氣有限公司及其士國際集團有限公司之獨立非執行董事。該等公司均於香港聯交所上市。



INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Wong Kai Tung Tony, aged 80, an Independent Non-executive Director of the Company, has been a practicing lawyer in Hong Kong since 1968 and has also been admitted as a solicitor in England and Wales. He is currently a consultant at Messrs. Hastings & Co., Solicitors and Notaries. He is also an Independent Non-executive Director of the listed companies, Lee & Man Chemical Company Limited and Melbourne Enterprises Limited. All the aforesaid companies are listed on the Stock Exchange of Hong Kong.

Mr. Peter A. Davies, aged 80, an Independent Non-executive Director of the Company, is a retired lawyer. He has over 50 years of experience in the legal field, practising both as a solicitor and a barrister in England and Hong Kong. Over the years, he has been a partner of Messrs. Deacons, Solicitors, and a Directorate Officer and the head of the Insider Dealing Unit with the Department of Justice of Hong Kong. He was appointed to be a notary public in Hong Kong in 1974.

Mr. Chau Shing Yim, David ("Mr. Chau"), aged 59, an Independent Non-executive Director of the Company, has over 30 years of experience in corporate finance and was formerly a partner of one of the big four accounting firms, Mr. Chau was a key member who found their corporate finance division and held the position as their Head of Merger and Acquisition and Corporate Advisory. Mr. Chau is a member of the Institute of Chartered Accountants in England and Wales ("ICAEW"), and was granted the Corporate Finance Qualification of ICAEW. He is also a member of the Hong Kong Institute of Certified Public Accountants ("HKICPA") and was an ex-committee member of the Disciplinary Panel of HKICPA. Mr. Chau is a Senior Fellow and an Ex-director of the Hong Kong Securities and Investment Institute; he is the Ex-Chairman of China Strategy Committee and the Ex-Chairman of Corporate Outreach Committee. Mr. Chau is a member of Hospital Governing Committee of Pamela Youde Nethersole Eastern Hospital ("PYNEH") and a trustee of the PYNEH Charitable Trust.

Mr. Chau is currently an independent non-executive director and audit committee chairman of BC Technology Group Limited, China Evergrande Group, China Evergrande New Energy Vehicle Group Limited, China Ruyi Holdings Limited, Productive Technologies Company Limited and Man Wah Holdings Limited. All the aforesaid companies are listed on the Stock Exchange of Hong Kong.

獨立非執行董事

王啟東先生，80歲，本公司獨立非執行董事，自1968年以來為香港之執業律師，亦為英格蘭及威爾斯執業事務律師。彼現任希士廷律師行之顧問。彼亦為上市公司理文化工有限公司及萬邦投資有限公司之獨立非執行董事。所有前述公司均於聯交所上市。

Peter A. Davies先生，80歲，本公司獨立非執行董事，為退休律師。彼在法律界擁有逾50年經驗，曾於英國及香港任執業律師及大律師。過往曾擔任的近律師行合夥人以及香港律政司首長級職位，並曾出任內幕交易小組主管。彼於1974年獲委任為香港公證人。

周承炎先生(「周先生」)，59歲，本公司獨立非執行董事，擁有超過30年企業融資經驗及曾為四大會計師事務所的合夥人，並為會計師事務所成立企業財務部的主要成員，主管合併和收購及企業諮詢業務。彼為英國及威爾斯特許公認會計師公會之會員、獲英國及威爾斯特許公認會計師公會賦予企業融資資格。周先生是香港會計師公會會員及曾為香港會計師公會紀律委員會委員。周先生是香港證券及投資學會的傑出資深會員及曾為該學會董事、同時曾為該學會的中國策略委員會前主席及企業外展委員會前主席。周先生也是東區尤德夫人那打素醫院醫院管治委員會成員及東區尤德夫人那打素醫院慈善信託基金成員。

周先生現為BC科技集團有限公司、中國恒大集團、中國恒大新能源汽車集團有限公司、中國儒意控股有限公司、普達特科技有限公司及敏華控股有限公司之獨立非執行董事及審計委員會主席。所有前述公司均於聯交所上市。



SENIOR MANAGEMENT

Ms. Law Kit Yu, aged 41, is the Financial Controller of the Group and the Company Secretary of the Company, is responsible for the internal supervision, management of the Group's financial matters and investor relationship. Ms. Law is a fellow member of the Association of Chartered Certified Accountants and a member of the Hong Kong Institute of Certified Public Accountants, and has over 15 years of experience in providing auditing, accounting and financial management. She has extensive experience in participating in various audit assignments for both Hong Kong listed companies and multi-national companies. She joined the Group in April 2021.

Mr. Wong Chi Chung Alex, aged 47, is the General Manager of South-West China, is responsible for the daily operation and management of Chongqing Lee & Man Tissue and Chongqing Lee & Man Pulp. He holds a Bachelor degree in Computer Science from University of California, Riverside in United States and has over 12 years of experience in purchasing and administration. He joined the Group in August 2012.

Mr. Ng Hok She Harry, aged 47, is the Project Director, responsible for the pulp and tissue project of the Group. Mr. Ng holds a Bachelor's Degree and a Master's Degree in Mechanical Engineering from McMaster University in Canada. He has over 20 years of experience in engineering safety aspects management. He joined the Group in October 2011.

高級管理層

羅潔茹女士，41歲，本集團財務總監兼本公司之公司秘書，負責本集團之內部財政監督、管理及投資者關係。羅女士為英國公認會計師公會資深會員及香港會計師公會會員，擁有逾15年核數、會計及財務管理經驗。彼在參與香港上市公司及跨國公司各類核數工作方面擁有豐富經驗。彼於2021年4月加入本集團。

黃志聰先生，47歲，中國西南地區總經理，負責重慶理文衛生用紙及重慶理文制漿日常運作及管理。彼持有美國加利福尼亞大學河濱分校電腦系學士學位。擁有逾12年的採購及行政管理經驗。彼於2012年8月加入本集團。

伍鶴時先生，47歲，本集團項目總監，負責本集團木漿及衛生紙項目。彼持有加拿大麥克馬斯特大學機械工程的學士學位和碩士學位。彼擁有超過20年工程安全方面的管理經驗。彼於2011年10月加入本集團。



SENIOR MANAGEMENT (CONTINUED)

Mr. Chung Wai Fu, aged 58, is the General Manager of Vietnam Lee & Man Paper, responsible for Vietnam plant operation and management. Mr. Chung holds a Bachelor Degree of Production and Logistics Management and a Master Degree of Business Administration in Human Resources Management from the University of Southern Queensland. He has over 29 years of management experience working in both multinational and local listed companies in China. Mr. Chung joined the Group in November 2008.

Ms. Li Yuen Ling, aged 61, is the Senior Finance Manager of the Group, is responsible for the Group's finance activities, as well as maintaining banking relationship for the Group. She joined the Lee & Man group in 1984 and has over 38 years of experience in accounting and finance for manufacturing operations.

高級管理層(續)

鍾偉富先生，58歲，越南理文造紙總經理，負責越南造紙廠整體運作及管理。鍾先生持有南昆士蘭大學生產和物流管理學士學位及人力資源行政管理碩士學位，擁有逾29年管理跨國和中國本地上市公司經驗。鍾先生於2008年11月加入本集團。

李婉玲女士，61歲，本集團高級財務經理，負責本集團之財務事務及維繫與本集團往來銀行的關係。彼於1984年加入理文集團並擁有逾38年製造業務之會計及財務經驗。



The directors present their annual report and the audited consolidated financial statements of the Company and its subsidiaries (the "Group") for the year ended 31 December 2022.

PRINCIPAL ACTIVITIES

The Company acts as an investment holding company. The principal activities of its principal subsidiaries, an associate and a joint venture are set out in notes 43, 21 and 22 respectively to the consolidated financial statements.

RESULTS AND APPROPRIATIONS

The results of the Group for the year ended 31 December 2022 are set out in the consolidated statement of profit or loss and other comprehensive income on page 146.

A final dividend for 2021 of HK11 cents per share amounting to HK\$474,927,000 and an interim dividend for 2022 of HK6.5 cents per share amounting to HK\$280,575,000 in aggregate was paid to the shareholders during the year. The directors of the Company now recommend the payment of a final dividend of HK3.3 cents per share for the year ended 31 December 2022 to the shareholders on the register of members on 18 May 2023, amounting to approximately HK\$142 million in aggregate, subject to the approval of the shareholders at the forthcoming annual general meeting.

DISTRIBUTABLE RESERVES

As at 31 December 2022, the Company's reserves available for distribution to shareholders amounted to HK\$5,875,491,000 (2021: HK\$6,850,143,000), representing the aggregation of the share premium, the contributed surplus and the retained profits.

FIVE YEAR FINANCIAL SUMMARY

A summary of the results and the assets and liabilities of the Group for the last five financial years is set out on page 7 of the annual report.

董事謹此提呈本公司及其附屬公司(「本集團」)截至2022年12月31日止年度之年報及經審核財務報表。

主要業務

本公司是一間投資控股公司，各主要附屬公司，聯營公司及合營企業的主要業務分別載於綜合財務報表附註43、21及22。

業績及分配

本集團截至2022年12月31日止年度的業績載於第146頁的綜合損益及其他全面收益表。

年內已向股東派發2021年末期股息每股11港仙，合共474,927,000港元及2022年中期股息每股6.5港仙，合共280,575,000港元。本公司董事現建議派發截至2022年12月31日止年度之末期股息每股3.3港仙，合共約1.42億港元，予於2023年5月18日名列股東名冊之股東。末期股息須待股東於應屆股東週年大會上批准方可作實。

可分派儲備

於2022年12月31日，本公司可供分派予股東之儲備為股份溢價、資本公積及留存盈利合共5,875,491,000港元(2021年：6,850,143,000港元)。

五年財務概要

本集團最近五個財政年度之業績及資產及負債概要載於年報第7頁。



PROPERTY, PLANT AND EQUIPMENT

During the year, the Group acquired property, plant and equipment at a cost of approximately HK\$5,968 million (2021: HK\$3,093 million) for the purpose of expanding its business. An amount of HK\$6,597,000 was transferred from property, plant and equipment to investment properties for generating rental income during the year ended 31 December 2021. Details of the movements in the property, plant and equipment of the Group during the year are set out in note 17 to the consolidated financial statements.

BUSINESS REVIEW AND PERFORMANCE

A review of the business of the Company and a discussion and analysis of the Group's performance during the year and the material factors underlying its results and financial position are provided in the Chairman's Statement and Management Discussion and Analysis, respectively, set out on pages 8 to 11 and pages 12 to 15 of this Annual Report. The outlook of the Company's business is discussed throughout this Annual Report.

PRINCIPAL RISKS AND UNCERTAINTIES

The following are the principal risks and uncertainties facing the Company as required to be disclosed pursuant to the Companies Ordinance (Chapter 622 of the laws of Hong Kong) and are in addition to the matters referred to in the Chairman's Statement and Management Discussion and Analysis.

1. Economic climate and individual market performance

The impact of economic conditions of China would affect sales and results of the Group. The Group continues to implement its strategies to develop and strengthen penetration of the relevant markets. The management of the Group will continue to make efforts to strictly control costs and manage the usage of capital fund in order to maintain the Group's competitiveness in the paper industry.

In addition, the on-going US-China trade friction and recent novel coronavirus epidemic might past uncertainty to the Group's business performance, details of the uncertainty are set out in the Chairman's statement to the annual report.

物業、廠房及設備

年內，本集團購置物業、廠房及設備之成本約59.68億港元(2021年：30.93億港元)，以擴展業務。為數6,597,000港元金額於截至2021年12月31日止年度由物業、廠房及設備轉撥往產生租金收入之投資物業。本集團物業、廠房及設備於年內的變動詳情載於綜合財務報表附註17。

業務回顧及表現

於本年度內，本公司業務回顧及本集團表現之討論及分析以及與業績及財務狀況相關之重大因素分別載列於本年報第8頁至第11頁之主席報告及第12頁至第15頁之管理層討論及分析中。本公司的業務展望於本年報不同部分討論。

主要風險及不明朗因素

除主席報告及管理層討論及分析提述事宜以外，本公司根據公司條例(香港法例第622章)須予披露所面對的主要風險及不明朗因素如下。

1. 經濟氣候及個別市場表現

中國經濟情況的影響會影響本集團的銷售和業績。本集團繼續實施策略，以發展和加強不同地區的市場滲透，本集團管理層將繼續致力嚴控成本及加強資本運用以保持本集團在造紙業的競爭力。

此外，持續的中美貿易戰及近期之新型冠狀病毒疫情可能對本集團之業務表現帶來不確定性，不確定性之詳情載於本年報之主席報告中。



PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

2. Loss of key individuals or the inability to attract and retain talent

Lack of appropriately skilled and experienced resource could result in a delay in achieving the Group's strategic goals. The risk of the loss of key personnel is mitigated by regular reviews of recruitment and retention practices, remuneration packages and succession planning within the management team.

3. Customers' credit risk

The maximum exposure to credit risk by the Group which will cause a financial loss due to failure to discharge an obligation by the counterparties is arising from the carrying amounts of the recognised financial assets as stated in the consolidated statement of financial position.

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. The Group only extends credit to customers based on careful evaluation of the customers' financial conditions and credit history. Credit sales of products are made to customers with an appropriate credit history. In addition, the Group reviews the recoverable amount of debt at the end of the reporting period to ensure that adequate impairment losses are recognised for irrecoverable amounts.

Details of the customers' credit risk are set out in note 36 to the consolidated financial statements.

4. Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with the relevant loan covenants.

Details of the liquidity risk are set out in note 36 to the consolidated financial statements.

主要風險及不明朗因素(續)

2. 關鍵人物流失或無法吸引及挽留人才

缺乏適當技術和富經驗的資源，可能會阻延本集團實現策略目標。經常檢討招聘和挽留人才的做法、薪酬待遇和管理團隊內的繼任計劃降低了關鍵人員流失的風險。

3. 客戶的信貸風險

本集團因交易方未能履行責任而導致財務損失所承受之最高信貸風險來自綜合財務狀況表所載列已確認金融資產之賬面值。

為減低信貸風險，本集團管理層已指派一組人員負責釐定信貸限額、信貸審批及其他監控程序，以確保採取跟進行動收回逾期未付債項。本集團僅會在審慎評估客戶之財政狀況及信貸紀錄後增加客戶之信貸額。產品信貸銷售會提供予具有良好信貸紀錄之客戶。此外，本集團會於報告期末檢討債項之可收回數額，以確保就不可收回數額確認足夠之減值虧損。

客戶的信貸風險詳情載列於綜合財務報表附註36。

4. 流動資金風險

管理流動資金風險時，本集團會監察及保持管理層視為足夠水平之現金及現金等價物，以撥付本集團營運所需及減低現金流量波動之影響。管理層會監察銀行借貸之使用情況，並確保遵守相關貸款契諾。

流動資金風險詳情載列於綜合財務報表附註36。



PRINCIPAL RISKS AND UNCERTAINTIES (CONTINUED)

5. Currency risk

The Group has foreign currency transactions and foreign currency borrowings, which expose the Group to foreign currency risk. The Group manages and monitors foreign exchange exposures to ensure appropriate measures are implemented on a timely and effective manner. The Group has entered into certain foreign currency forward contracts to mitigate the risks as deemed appropriate.

Details of the currency risk are set out in note 36 to the consolidated financial statements.

6. Interest rate risk

The Group is mainly exposed to cash flow interest rate risk in relation to floating-rate bank balances and bank borrowings and fair value interest rate risk in relation to fixed-rate bank borrowings. The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

Details of the interest rate risk are set out in note 36 to the consolidated financial statements.

GROUP'S ENVIRONMENTAL POLICIES AND PERFORMANCE

Other than financial performance, the Group believes that a high standard of corporate social responsibility is essential for building up a good corporate and social relationship and motivating staff and creating a sustainable return to the Group. We are committed to contributing to the sustainability of the environment and community in which we conduct business and where our stakeholders live.

Particulars of the Company's environmental policies and performance are set out in the Environmental, Social and Governance Report on pages 39 to 118 of this Annual Report.

主要風險及不明朗因素 (續)

5. 貨幣風險

本集團因有外幣交易及外幣借貸，以致本集團承受外幣折算風險。本集團管理及監察外匯風險，以確保及時及有效地採取適當措施。本集團已適當訂立多項外幣遠期合約以降低有關風險。

貨幣風險詳情載列於綜合財務報表附註36。

6. 利率風險

本集團之現金流量利率風險主要是浮息銀行結餘及銀行借貸以及定息銀行借貸之公允值利率風險。管理層監控利率風險，並將在有需要時考慮對沖重大利率波動。

利率風險詳情載列於綜合財務報表附註36。

本集團的環境政策及表現

除財務表現外，本集團相信高標準之企業社會責任對建立良好企業及社會關係及激勵員工及為本集團創造可持續之回報均至為重要。本公司致力於為本公司業務經營及本公司權益人所在地區的環境及社群之可持續發展作出貢獻。

本公司之環保政策及表現詳情載列於本年報第39頁至第118頁之環境、社會及管治報告。



STAKEHOLDERS' ENGAGEMENT

We obtain and understand the views of our stakeholders regularly. This communication provides valuable feedback for our business and assists us to understand stakeholders' needs and assess the best way to leverage our resources and expertise to contribute to future business and community development.

Across the supply chain, we have taken steps throughout the year to ensure that we operate responsibly and in the interests of our customers, workforce, suppliers and other stakeholders.

An account of the Group's relationships with employees is included in the Management Discussion and Analysis from pages 12 to 15.

SHARE CAPITAL

Details of movements during the year in the share capital of the Company are set out in note 33 to the consolidated financial statements.

During the year, the Company repurchased certain of its own ordinary shares through The Stock Exchange of Hong Kong Limited (the "Stock Exchange"), details of which are set out in note 33 to the consolidated financial statements. The directors considered that the repurchases would increase the earnings per share of the Company. None of the Company's subsidiaries repurchased, sold or redeemed any of the Company's shares during the year.

權益人參與

我們定期取得及了解權益人的意見。這種溝通為我們的業務提供了寶貴的反饋意見，並協助我們了解權益人的需求並評估充分利用我們的資源和專業知識的最佳方法，有助未來的業務和社區發展。

在整個供應鏈中，我們年內已採取措施確保我們以負責任的態度經營業務，並符合我們的客戶、員工、供應商和其他權益人的利益。

本集團與僱員的關係記述載於第12頁至第15頁之管理層討論及分析。

股本

年內本公司股本的變動詳情載於綜合財務報表附註33。

年內，本公司於香港聯合交易所有限公司（「聯交所」）購回若干本公司普通股份，詳情載於綜合財務報表附註33。董事認為，購回股份可提高本公司每股盈利。年內概無本公司附屬公司購回、出售或贖回本公司任何股份。



DIRECTORS AND DIRECTORS' SERVICE CONTRACTS

The directors of the Company during the year and up to the date of this report were:

Executive directors

Dr. Lee Man Chun Raymond, *SBS JP (Chairman)*
Mr. Lee Man Bun, *MH JP (Chief Executive Officer)*
Mr. Li King Wai Ross
Mr. Lee Jude Ho Chung
Mr. Yip Heong Kan

Non-executive director

Professor Poon Chung Kwong, *GBS JP*

Independent non-executive directors

Mr. Wong Kai Tung Tony
Mr. Peter A. Davies
Mr. Chau Shing Yim David

In accordance with the Company's Articles of Association, Mr. Li King Wai Ross, Professor Poon Chung Kwong and Mr. Chau Shing Yim David retire and, being eligible, Mr. Li King Wai Ross and Mr. Chau Shing Yim David offer themselves for re-election. Professor Poon Chung Kwong has decided not to offer himself for re-election at the AGM as he desires to focus on his family.

Professor Poon Chung Kwong has confirmed that he has no disagreement with the Board and there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange with regard to his retirement.

The Board would like to express its gratitude to Professor Poon Chung Kwong for his valuable contributions to the Company during his tenure of office.

Each of Dr. Lee Man Chun Raymond, Mr. Lee Man Bun and Mr. Li King Wai Ross has entered into a service agreement with the Company for an initial period of three years commencing 1 April 2020, which will continue thereafter unless and until terminated by either party by three months' prior written notice.

Each of Mr. Lee Jude Ho Chung and Mr. Yip Heong Kan has entered into a service agreement with the Company for initial period of three years commencing 1 July 2021, which will continue thereafter unless and until terminated by either party by three months' prior written notice.

董事及董事的服務合約

年內及截至本報告刊發日期，本公司的董事如下：

執行董事

李文俊博士 *銀紫荊星章 太平紳士(主席)*
李文斌先生 *榮譽勳章 太平紳士(首席執行官)*
李經緯先生
李浩中先生
葉向勤先生

非執行董事

潘宗光教授 *金紫荊星章 太平紳士*

獨立非執行董事

王啟東先生
Peter A. Davies先生
周承炎先生

根據本公司章程細則，李經緯先生、潘宗光教授及周承炎先生將退任，李經緯先生及周承炎先生符合資格並願意膺選連任。由於潘宗光教授希望專注於其家庭，彼決定不在股東週年大會上膺選連任。

潘宗光教授確認彼與董事會並無意見分歧，亦無有關其辭任的其他事宜須提請股東及聯交所垂注。

董事會謹此感謝潘宗光教授於任內對本公司作出的寶貴貢獻。

李文俊博士、李文斌先生及李經緯先生各自與本公司訂立服務合約，年期由2020年4月1日起計，初步為期三年，此後一直存續，直至任何一方向另一方發出三個月事前書面通知予以終止為止。

李浩中先生及葉向勤先生各自與本公司訂立服務合約，年期由2021年7月1日起計，初步為期三年，此後一直存續，直至任何一方向另一方發出三個月事前書面通知予以終止為止。



The term of office of the non-executive director and each of the independent non-executive directors is the period up to his retirement as required by the Company's Articles of Association.

No director proposed for re-election at the forthcoming annual general meeting has a service contract which is not determinable by the Company within one year without payment of compensation (other than statutory compensation).

PERMITTED INDEMNITY PROVISION

During the year, a permitted indemnity provision that meets the requirements specified in section 469(2) of the Companies Ordinance for the benefit of the directors of the Company is in force.

CONTINUING DISCLOSURE REQUIREMENTS UNDER RULE 13.21 OF THE LISTING RULES

In accordance with the disclosure requirements of Rule 13.21 of the Rules Governing the Listing Securities on the Stock Exchange ("Listing Rules"), the following disclosure is included in respect of the Company's loan agreements, which contains covenants requiring performance obligations of the controlling shareholders of the Company as at the date of this Annual Report.

The Group has certain loan facility agreements where it would constitute an event of default if any one or all of Dr. Lee Wan Keung Patrick, Dr. Lee Man Chun Raymond and Mr. Lee Man Bun (together the "Controlling Shareholders"), the Controlling Shareholders of the Company, ceases to legally and beneficially own, directly or indirectly, in aggregate at least 51% of the entire issued share capital of and equity interest in the Company or do not, or cease to, exercise management control over the Company. Upon the occurrence of any of the above events, the outstanding liability under the loan facilities will become immediately due and payable.

非執行董事及各位獨立非執行董事的任期，直至其須根據本公司章程細則的規定退任為止。

概無擬於應屆股東週年大會重選之董事擁有本公司在一年內無法終止而無須支付補償(法定補償除外)之服務合約。

獲准許彌償條文

年內，基於本公司董事利益並符合公司條例第469(2)部指定要求的獲准許彌償條文已生效。

根據上市規則第13.21條規定作出持續披露

根據聯交所證券上市規則(「上市規則」)第13.21條披露規定，下文披露就本公司於本年報日期包含本公司控股股東須履行指定責任的契諾條款之貸款協議而作出。

本集團有若干貸款融資協議，當中倘本公司控股股東，即李運強博士、李文俊博士及李文斌先生(統稱為「控股股東」)當中任何一人或全部人終止直接或間接法定實益擁有本公司全部已發行股本或股本權益合共最少51%，或未能，或終止對本公司行使管理控制權，將構成違約。當發生上述任何事件，貸款融資項下未償還負債將即時到期及應付。



DIRECTORS' AND CHIEF EXECUTIVES' INTERESTS AND SHORT POSITIONS IN EQUITY OR DEBT SECURITIES

As at 31 December 2022, the interests of the directors and the chief executives and their associates in the shares, underlying shares and debentures of the Company and its associated corporations, as recorded in the register maintained by the Company pursuant to section 352 of the Securities and Futures Ordinance ("SFO"), or as otherwise notified to the Company and pursuant to the Model Code for Securities Transactions by Directors of Listed Issuers, the Stock Exchange were as follows:

Long positions

Ordinary shares of HK\$0.025 each of the Company

Name of director 董事姓名	Capacity 身份	Percentage of the issued share capital of the Company	
		Number of ordinary shares 普通股數目	佔本公司已發行 股本百分比
Dr. Lee Man Chun Raymond 李文俊博士	Beneficial owner 實益擁有人	1,358,991,040	31.53%
Mr. Lee Man Bun 李文斌先生	Beneficial owner 實益擁有人	1,358,991,040	31.53%
Mr. Li King Wai Ross 李經緯先生	Held by spouse 由配偶持有	4,564,865	0.11%
Professor Poon Chung Kwong 潘宗光教授	Beneficial owner 實益擁有人	100,000	0.002%

Save as disclosed above, none of the directors or chief executives or their associates had any interests or short positions in any shares, underlying shares or debentures of the Company or any of its associated corporations as at 31 December 2022.

董事及主要行政人員於股本或債務證券中擁有的權益及淡倉

於2022年12月31日，董事及主要行政人員及彼等之聯繫人士在本公司及其相聯法團的股份、相關股份及債券中，擁有本公司根據證券及期貨條例（「證券及期貨條例」）第352條存置之登記冊所記錄之權益，或已知會本公司及根據上市發行人董事進行證券交易的標準守則已知會聯交所的權益如下：

好倉

本公司每股0.025港元之普通股

除上文所披露者外，於2022年12月31日，各董事、主要行政人員或彼等的聯繫人士概無在本公司或其任何相聯法團的股份、相關股份或債券中，擁有任何權益或淡倉。



ARRANGEMENTS TO PURCHASE SHARES OR DEBENTURES

At no time during the year was the Company, its holding company, or any of its subsidiaries or fellow subsidiaries, a party to any arrangements to enable the directors of the Company to acquire benefits by means of the acquisition of shares in, or debts securities (including debentures) of, the Company or any other body corporate.

SUBSTANTIAL SHAREHOLDERS

The register of substantial shareholders maintained by the Company pursuant to section 336 of the SFO shows that, at 31 December 2022, other than directors and chief executives, the following shareholders had notified the Company of the relevant interests in the issued share capital of the Company.

Long positions

Ordinary shares of HK\$0.025 each of the Company

Name of shareholder 股東姓名	Capacity 身份	Number of issued ordinary shares held 持有已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Ms. Ho Tsz Wan 何芷韻女士	Held by spouse (note i) 由配偶持有(附註i)	1,358,991,040	31.53%
Dr. Lee Wan Keung Patrick 李運強博士	Beneficial owner and held by spouse (note ii) 實益擁有人及 由配偶持有(附註ii)	434,746,920	10.09%
Ms. Lee Wong Wai Kuen 李黃惠娟女士	Beneficial owner and held by spouse (note ii) 實益擁有人及 由配偶持有(附註ii)	434,746,920	10.09%

notes:

- (i) Under the SFO, Ms. Ho Tsz Wan is deemed to be interested on the 1,358,991,040 ordinary shares as she is the spouse of Mr. Lee Man Bun.
- (ii) Under the SFO, Dr. Lee Wan Keung Patrick directly held 424,746,920 shares and Ms. Lee Wong Wai Kuen directly held 10,000,000 shares, Ms. Lee Wong Wai Kuen is the spouse of Dr. Lee Wan Keung Patrick. Both held and are deemed to be interest in 434,746,920 shares.

Other than as disclosed above, the Company had not been notified of any other relevant interests or short positions in the shares or underlying shares of the Company as at 31 December 2022.

購買股份或債券之安排

本公司、其控股公司、或其任何附屬公司或同系附屬公司於年內任何時間概無參與訂立任何安排，致使本公司董事可藉購入本公司或任何其他法人團體之股份或債券(包括債權證)而獲益。

主要股東

根據本公司按證券及期貨條例第336條須存置之主要股東登記冊所記錄，於2022年12月31日，下列股東(董事及主要行政人員除外)已知會本公司彼等於本公司已發行股本中擁有之相關權益。

好倉

本公司每股0.025港元之普通股

Name of shareholder 股東姓名	Capacity 身份	Number of issued ordinary shares held 持有已發行 普通股數目	Percentage of the issued share capital of the Company 佔本公司已發行 股本百分比
Ms. Ho Tsz Wan 何芷韻女士	Held by spouse (note i) 由配偶持有(附註i)	1,358,991,040	31.53%
Dr. Lee Wan Keung Patrick 李運強博士	Beneficial owner and held by spouse (note ii) 實益擁有人及 由配偶持有(附註ii)	434,746,920	10.09%
Ms. Lee Wong Wai Kuen 李黃惠娟女士	Beneficial owner and held by spouse (note ii) 實益擁有人及 由配偶持有(附註ii)	434,746,920	10.09%

附註：

(i) 根據證券及期貨條例，由於何芷韻女士是李文斌先生的配偶，故被視為擁有該1,358,991,040股普通股的權益。

(ii) 根據證券及期貨條例，李運強博士直接持有424,746,920股股份及李黃惠娟女士直接持有10,000,000股股份，而李黃惠娟女士是李運強博士的配偶。兩人持有並被視為持有434,746,920股股份的權益。

除上述披露者外，本公司概無獲知會於2022年12月31日本公司股份或相關股份之任何其他相關權益或淡倉。



CORPORATE GOVERNANCE

Particulars of the Company's corporate governance practices are set out in the Corporate Governance Report on pages 16 to 38 of this Annual Report.

APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS

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

CONNECTED TRANSACTIONS

Pursuant to Rule 14A.56 of the Listing Rules, the board of directors engaged, Deloitte Touche Tohmatsu, the auditor of the Company to report on the Group's continuing connected transactions in accordance with Hong Kong Standard on Assurance Engagements 3000 "Assurance Engagements Other Than Audits or Reviews of Historical Financial Information" with reference to Practice Note 740 "Auditor's Letter on Continuing Connected Transactions under the Hong Kong Listing Rules" issued by the Hong Kong Institute of Certified Public Accountants. The auditor has issued his unqualified letter containing his findings and conclusions in respect of the continuing connected transactions disclosed by the Group in note 42 of the Annual report in accordance with Rule 14A.56 of the Listing Rules. A copy of the auditor's letter has been provided by the Company to the Stock Exchange. The independent non-executive directors have reviewed the continuing connected transactions and the report of the auditor and have confirmed that the transactions have been entered into by the Group in the ordinary and usual course of its business, on normal commercial terms or better and in accordance with the terms of agreement governing such transactions that are fair and reasonable and in the interests of the shareholders of the Company as a whole.

企業管治

本公司企業管治詳情載於本年報第16頁至第38頁之企業管治報告。

委任獨立非執行董事

根據上市規則第3.13條之指引，每位獨立非執行董事已向本公司確認其年度之獨立性，本公司認為所有獨立非執行董事確屬獨立人士。

關連交易

根據上市規則第14A.56條，董事會委聘本公司核數師德勤•關黃陳方會計師行，按照香港會計師公會頒布的香港鑒證業務準則第3000號下之「非審核或審閱過往財務資料之鑒證工作」規定，參照實務說明第740號「關於香港上市規則所述持續關連交易的核數師函件」就本集團的持續關連交易作出報告。核數師已對本集團按照上市規則第14A.56條於本年報附註42所披露的持續關連交易所作的審查結果及結論，發出載有其無保留意見的函件。本公司已將核數師函件副本提交予聯交所。獨立非執行董事已審閱持續關連交易及核數師報告，並已確認本集團所進行交易乃按正常商業或更佳條款，於其日常及正常業務中進行，且遵照管轄該等交易之協議條款，乃屬公平合理及符合本公司股東整體利益。



CONNECTED TRANSACTIONS (CONTINUED)

Details of the disclosure on connected transactions for the year are set out in note 42 to the consolidated financial statements.

Save as disclosed above, there were no other transactions which are required to be disclosed as connected transactions in accordance with the requirements of the Listing Rules.

DIRECTORS' AND THE CONTROLLING SHAREHOLDER'S INTEREST IN TRANSACTIONS, ARRANGEMENTS AND CONTRACTS OF SIGNIFICANCE

Other than as disclosed under the heading "Connected Transactions", no transactions, arrangements and contracts of significance, to which the Company, its holding company, or any of its subsidiaries or fellow subsidiaries was a party and in which a director of the Company or an entity connected with such director had a material interest, whether directly or indirectly, subsisted at the end of the year or at any time during the year.

Save as disclosed in the annual report, no transactions, arrangements or contracts of significance (including contract of significance for provision of services to the Group) to which the Company or any of its subsidiaries was a party and in which a controlling shareholder of the Company or any of its subsidiaries was also a party, subsisted during or at the end of the year or at any time during the year.

關連交易 (續)

本年度的須予披露之關連交易詳情載於綜合財務報表附註42。

除上文所披露者外，並無任何其他交易須按上市規則的規定須予披露為關連交易。

董事及控股股東於交易、安排及重大合約中之權益

除「關連交易」一節所披露者外，本公司、其控股公司、附屬公司或同系附屬公司概無訂立於年結日或年內任何時間仍然生效，且本公司董事或與該董事有關連的實體直接或間接在其中擁有重大利益的交易、安排及重大合約。

除年報所披露者外，本公司或其任何附屬公司概無訂立於年結日或年內任何時間仍然生效，且本公司或其任何附屬公司的控股股東亦為合約方的交易、安排及重大合約(包括向本集團提供服務的重大合約)。



MAJOR CUSTOMERS AND SUPPLIERS

During the year, the aggregate purchases attributable to the Group's five largest suppliers were less than 30% of the Group's total purchases and the aggregate sales attributable to the Group's five largest customers were less than 30% of the Group's total sales. In 2022, the largest supplier accounted for 7.1% (2021: 8.1%) of the Group's purchase of raw materials.

None of the directors, their associates or any shareholder which, to the knowledge of the directors, owned more than 5% of the Company's issued share capital had any interest in the share capital of any of the Group's five largest suppliers.

SUFFICIENCY OF PUBLIC FLOAT

According to the information that is publicly available to the Company and within the knowledge of the directors, the Company has maintained a sufficient public float throughout the year ended 31 December 2022 and as at the latest practicable date prior to the issue of this annual report.

PRE-EMPTIVE RIGHTS

There are no provision for pre-emptive rights under the Company's Article of Associations, or the laws of Cayman Islands, which oblige the Company to offer new shares on a pro-rata basis to existing shareholders.

TAX RELIEF AND EXEMPTION

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

主要客戶及供應商

年內，本集團五大供應商之累計購貨少於本集團總購貨之30%及本集團五大客戶之累計銷售少於本集團總銷售之30%。於2022年，最大供應商佔本集團採購原材料7.1%(2021年：8.1%)。

概無董事、彼等的聯繫人士或任何(就董事所知)擁有本公司已發行股本5%以上之股東於本集團五大供應商的股本中擁有任何權益。

足夠之公眾持股量

按本公司可以得悉之公開資料所示及就董事所知悉，本公司於截至2022年12月31日止整個年度內及於刊發本年報前之最後實際可行日期皆保持足夠公眾持股量。

優先購股權

本公司之章程細則或開曼群島法例均無有關優先購股權之條文，規定本公司須按持股比例向現有股東發售新股份。

稅務寬免及豁免

董事並不知悉股東因持有本公司證券而可享有的任何稅務寬免及豁免。



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

購買、出售及贖回本公司上市證券

During the year ended 31 December 2022, an aggregate of 22,094,000 ordinary shares of the Company were repurchased at an aggregate consideration of HK\$94,038,000.

於截至2022年12月31日止年度，合共22,094,000股本公司普通股以總代價94,038,000港元購回。

Month of repurchases 購回月份	Number of shares repurchased 購回股份數目	Highest price paid per share 所支付的最高每股價格 HK\$ 港元	Lowest price paid per share 所支付的最低每股價格 HK\$ 港元	Aggregate consideration paid (including expenses) 所支付的累計代價(含使費)總額 HK\$'000 千港元
January 2022 2022年1月	11,659,000	5.50	5.34	63,402
March 2022 2022年3月	373,000	4.07	4.07	1,565
April 2022 2022年4月	1,162,000	3.74	3.71	4,340
May 2022 2022年5月	1,922,000	3.64	3.50	6,887
October 2022 2022年10月	6,978,000	2.60	2.46	17,844
	22,094,000			94,038

On 6 December 2022, the Company as the issuer (the "Issuer") of US\$300 million 5.50% senior perpetual capital securities at an issue price of 100 per cent which are listed on the Stock Exchange (the "Securities") has offered to all holders of the Securities to purchase for cash up to US\$130,000,000 in principal amount at the fixed purchase price of US\$860 per US\$1,000 principal amount (the "Tender Offer"). The Tender Offer expired on 16 December 2022 and US\$59,420,000 (approximate to HK\$466,150,000) in aggregate principal amount of the Securities were subsequently purchased and redeemed by the Issuer on 21 December 2022 and cancelled pursuant to the terms and conditions of the Securities. US\$240,580,000 (approximate to HK\$1,856,664,000) in aggregate principal amount of the Securities remain outstanding as at 31 December 2022.

2022年12月6日，本公司作為以100%的發行價在聯交所上市的3.00億美元5.50%優先永續資本證券(「證券」)之發行人「發行人」，已向所有證券持有人提出以每1,000美元之本金金額，按860美元的固定購買價以現金購買最多130,000,000美元本金金額之證券(「要約收購」)。要約收購於2022年12月16日到期，發行人隨後於2022年12月21日購買和贖回證券本金總額為59,420,000美元(約466,150,000港元)的證券，並根據證券的條款和條件註銷。於2022年12月31日，餘下證券本金總額為240,580,000美元(約1,856,664,000港元)。



Save as disclosed above, 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 2022.

EMOLUMENT POLICY

The Group remunerates its employees based on their performance, experience and prevailing market rate. Other employee benefits including insurance, medical cover are also provided.

The determination of emoluments of the Company's directors has taken into consideration their expertise and job specifications.

DONATIONS

During the year, the Group made charitable and other donations of HK\$9,622,000.

AUDITOR

A resolution will be submitted to the annual general meeting to re-appoint Messrs. Deloitte Touche Tohmatsu as auditor of the Company.

On behalf of the Board

Lee Man Chun Raymond

CHAIRMAN

Hong Kong

1 March 2023

除上文披露者外，本公司或其任何附屬公司於截至2022年12月31日止年度並無購買、出售或贖回本公司任何上市證券。

薪酬政策

本集團根據員工表現、經驗及市場價格釐定其薪酬。另提供其他員工福利包括保險、醫療保障及購股權。

本公司董事之薪酬釐定已考慮其專業及工作範圍。

捐款

年內，本集團作出的慈善及其他捐款合共9,622,000港元。

核數師

有關續聘德勤•關黃陳方會計師行為本公司核數師之決議案將於股東週年大會上提呈。

代表董事會

李文俊

主席

香港

2023年3月1日





**TO THE MEMBERS OF
LEE & MAN PAPER MANUFACTURING LIMITED**

(incorporated in the Cayman Islands and its member's liability is limited)

OPINION

We have audited the consolidated financial statements of Lee & Man Paper Manufacturing Limited (the "Company") and its subsidiaries (collectively referred to as the "Group") set out on pages 146 to 284, which comprise the consolidated statement of financial position as at 31 December 2022, and the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies.

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 2022, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with Hong Kong Financial Reporting Standards ("HKFRSs") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and have been properly prepared in compliance with the disclosure requirements of the Hong Kong Companies Ordinance.

BASIS FOR OPINION

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

致理文造紙有限公司股東

(於開曼群島註冊成立及其成員責任為有限)

意見

本核數師行已審核列載於第146至第284頁內之理文造紙有限公司(「貴公司」)及其附屬公司(以下合稱為「貴集團」)之綜合財務報表，此綜合財務報表包括於2022年12月31日之綜合財務狀況表，截至該日止年度之綜合損益及其他全面收益表、綜合權益變動表及綜合現金流量表以及綜合財務報表附註，包括主要會計政策概要。

本行認為，綜合財務報表已根據香港會計師公會(「香港會計師公會」)頒布之香港財務報告準則(「香港財務報告準則」)真實而公平地反映 貴集團於2022年12月31日的綜合財務狀況及 貴集團於截至該日止年度的綜合財務表現及綜合現金流量，並已按照香港公司條例的披露規定妥善編製。

意見的基礎

本行已根據香港會計師公會頒布的香港審計準則(「香港審計準則」)進行審計。本行在該等準則下承擔的責任在本報告核數師就審計綜合財務報表承擔的責任部分中作進一步闡述。根據香港會計師公會頒布的專業會計師道德守則(「守則」)，本行獨立於 貴集團，並已履行守則中的其他專業道德責任。本行相信，本行所獲得的審計憑證能充足及適當地為本行的審計意見提供基礎。



KEY AUDIT MATTERS

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

Key audit matter

關鍵審計事項

Impairment assessment of trade receivables

應收貿易賬款之減值評估

We identified impairment assessment of trade receivables as a key audit matter due to the significance of trade receivables to the Group's consolidated financial position and the involvement of subjective judgment and management estimates in evaluating the expected credit losses ("ECL") of the Group's trade receivables at the end of the reporting period.

本行識別應收貿易賬款之減值評估為關鍵審計事項因應收貿易賬款對集團綜合財務狀況表之重要性及於報告期末就集團之應收貿易賬款之預期信貸虧損(「預期信貸虧損」)評估涉及主觀判斷及管理層的估計。

As at 31 December 2022, the Group's net trade receivables amounting to approximately HK\$3,670,588,000, which represented approximately 7% of total assets of the Group.

於2022年12月31日，集團應收貿易賬款淨額合共約3,670,588,000港元，佔集團總資產約7%。

關鍵審計事項

關鍵審計事項是指根據本行的專業判斷，認為對本期綜合財務報表的審計最為重要的事項。這些事項是在本行審計整體綜合財務報表及出具意見時進行處理的。本行不會對這些事項提供單獨的意見。

How our audit addressed the key audit matter

本行如何處理關鍵審計事項

Our procedures in relation to impairment assessment of trade receivables included:

本行就應收貿易賬款減值評估的步驟包括：

- Understanding how the impairment loss of trade receivables has been estimated by management and the approval procedures for recognising the impairment loss on trade receivables;
- 理解管理層如何估計應收貿易賬款減值虧損及確認應收貿易賬款減值虧損之審批程序；
- Testing the accuracy of the ECL adjustment made by the management and independent qualified professional valuer;
- 測試由管理層及獨立合資格專業估價師對預期信貸虧損所作調整之準確性；



KEY AUDIT MATTERS (CONTINUED)

Key audit matter

關鍵審計事項

Impairment assessment of trade receivables

應收貿易賬款之減值評估

As disclosed in note 4 to the consolidated financial statements, the management of the Group estimates the amount of ECL of trade receivables (excluding those backed by bills) based on collective assessment through grouping of various debtors that have similar loss patterns, after considering internal credit ratings of trade debtors, aging, repayment history and/or past due status of respective trade receivables. In calculating the ECL, the loss rates are estimated based on comparable probability of default from internal credit ratings through groupings of various debtors that have similar loss patterns and recovery rate quoted from international credit-rating agencies and adjusted for forward-looking information that is available without undue cost or effort. In addition, credit-impaired trade receivables (excluding those backed by bills) and trade receivables backed by bills are assessed for ECL individually. The loss allowance amount of the credit-impaired trade receivables is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows with the consideration of expected future credit losses.

如綜合財務報表附註4所披露，集團管理層根據集體評估，通過具備類似虧損模式的不同債務人組合，經考慮貿易債務人之內部信貸評級、賬齡、還款記錄及／或個別應收貿易賬款之逾期狀況，估計應收貿易賬款(不包括有票據質押者)之預期信貸虧損金額。於計算預期信貸虧損時，損失率根據內部信用評級的可比較違約概率進行估算，而可比較違約概率乃通過將具備類似虧損模式及追償率(國際信用評級機構所引用)之不同債務人進行分組，並就無需花費成本或精力便可得之前瞻性資料作調整而得出。此外，信貸減值之應收貿易賬款(不包括有票據質押者)及有票據質押的應收貿易賬款就預期信貸虧損作個別評估。信貸減值之應收貿易賬款之虧損撥備金額乃按資產之賬面值與預期未來信貸虧損的代價之預測未來現金流量現值之差額來計量。

As disclosed in note 8 to the consolidated financial statements, the Group recognised a net reversal of impairment losses of HK\$7,529,000 in respect of impairment losses of trade receivables for the year.

如綜合財務報表附註8所披露，集團年內就應收貿易賬款減值虧損確認回撥金額為7,529,000港元。

關鍵審計事項(續)

How our audit addressed the key audit matter

本行如何處理關鍵審計事項

- Assessing the reasonableness of the methods and assumptions used in the Group's ECL model based on our understanding on the Group's customer portfolio and discussion with management and the independent qualified professional valuer including:
 - 基於本行對 貴集團的客戶組合的理解，及與管理層及獨立合資格專業估價師討論，評估 貴集團用作預期信貸虧損模式之方法及假設的合理性包括：
 - the credit quality of the customers, such as any experience in default, delay in payments, aging analysis and historical settlement pattern; and
 - 客戶的信貸質素，例如任何違約記錄、延期付款、賬齡分析及過往結算模式；及
 - the provision rates, internal credit ratings, and forward-looking information.
 - 撥備率、內部信貸評級及前瞻性資料。
- Evaluating the independent qualified professional valuer's competence, capabilities and objectivity.
- 評估獨立合資格專業估價師之才能、能力及客觀性。



OTHER INFORMATION

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

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

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

RESPONSIBILITIES OF DIRECTORS AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

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

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

Those charged with governance are responsible for overseeing the Group's financial reporting process.

其他資料

貴公司董事須對其他資料負責。其他資料包括刊載於年報內的全部資料，但不包括綜合財務報表及本行的核數師報告。

本行對綜合財務報表的意見並不涵蓋其他資料，本行亦不對該等其他資料發表任何形式的鑒證結論。

結合本行對綜合財務報表的審計，本行的責任是閱讀其他資料，在此過程中，考慮其他資料是否與綜合財務報表或本行在審計過程中所了解的情況存在重大抵觸或者似乎存在重大錯誤陳述的情況。基於本行已執行的工作，如果本行認為其他資料存在重大錯誤陳述，本行需要報告該事實。在這方面，本行沒有任何報告。

董事及負責管治人員就綜合財務報表須承擔的責任

貴公司董事須負責根據香港會計師公會頒布的香港財務報告準則及香港公司條例披露規定編製真實而公平的綜合財務報表，以及董事釐為必須的內部監控，以使編製的綜合財務報表不存在由於欺詐或錯誤而導致的重大錯誤陳述。

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

負責管治人員須履行監督貴集團的財務報告過程的責任。



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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion solely to you, as a body, in accordance with our agreed terms of engagement, and for no other purpose. We do not assume responsibility towards or accept liability to any other person for the contents of this report. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with HKSA's will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

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

核數師就審計綜合財務報表承擔的責任

本行的目標，是對綜合財務報表整體是否不存在由於欺詐或錯誤而導致的重大錯誤陳述取得合理保證，並出具包括本行意見的核數師報告，根據協定的聘用條款僅向整體股東報告而非用作其他用途。本行概不就本報告的內容，對任何其他人士承擔任何責任及債務。合理保證是高水平的保證，但不能保證按照香港審計準則進行的審計，在某一重大錯誤陳述存在時總能發現。錯誤陳述可以由欺詐或錯誤引起，如果合理預期它們單獨或匯總起來可能影響綜合財務報表使用者依賴財務報表所作出的經濟決定，則有關的錯誤陳述可被視作重大。

在根據香港審計準則進行審計的過程中，本行運用了專業判斷並保持了專業懷疑態度。本行亦：

- 識別和評估由於欺詐或錯誤而導致綜合財務報表存在重大錯誤陳述的風險，設計及執行審計程序以應對這些風險，以及獲取充足和適當的審計憑證，作為我們意見的基礎。由於欺詐可能涉及串謀、偽造、蓄意遺漏、虛假陳述，或凌駕於內部控制之上，因此未能發現因欺詐而導致的重大錯誤陳述的風險高於未能發現因錯誤而導致的重大錯誤陳述的風險。
- 了解與審計相關的內部控制，以設計適當的審計程序，但目的並非對貴集團內部監控的有效性發表意見。



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

(CONTINUED)

- 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.
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.
- 評價董事所採用會計政策的恰當性及作出會計估計和相關披露的合理性。
 - 對董事採用持續經營會計基礎的恰當性作出結論。根據所獲取的審計憑證，確定是否存在與事項或情況有關的重大不確定性，從而可能導致對貴集團的持續經營能力產生重大疑慮。如果本行認為存在重大不確定性，則有必要在核數師報告中提請使用者注意綜合財務報表中的相關披露。倘有關披露不足，則本行應當發表非無保留意見。本行的結論是基於核數師報告日止所取得的審計憑證。然而，未來事項或情況可能導致貴集團不能持續經營。
 - 評價綜合財務報表的整體列報方式、結構和內容，包括披露，以及綜合財務報表是否公平反映相關交易和事項。
 - 就貴集團內實體或業務活動的財務信息獲取充足、適當的審計憑證，以便對綜合財務報表發表意見。本行負責貴集團審計的方向、監督和執行。本行為審計意見承擔全部責任。

核數師就審計綜合財務報表承擔 的責任(續)



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

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

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

The engagement partner on the audit resulting in the independent auditor's report is Mr. Poon Kam Chuen.

Deloitte Touche Tohmatsu
Certified Public Accountants
Hong Kong

1 March 2023

核數師就審計綜合財務報表承擔 的責任(續)

本行與 貴公司負責管治人員溝通，當中包括計劃的審計範圍、時間安排、重大審計發現等，包括本行在審計中識別出內部控制的任何重大缺陷。

本行還向 貴公司負責管治人員提交聲明，說明本行已符合有關獨立性的相關專業道德要求，並與他們溝通有可能合理地被認為會影響本行獨立性的所有關係和其他事項，以及在適用的情況下，相關的防範措施。

從與 貴公司負責管治人員溝通的事項中，本行確定哪事項對本期綜合財務報表的審計最為重要，因而構成關鍵審計事項。本行在核數師報告中描述此事項，除非法律法規不允許公開披露此事項，或在極端罕見的情況下，如果合理預期在本行報告中溝通某事項造成的負面後果超過產生的公眾利益，本行決定不應在報告中溝通該事項。

出具本獨立核數師報告的審計項目合夥人是潘錦泉。

德勤•關黃陳方會計師行
執業會計師
香港

2023年3月1日



CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME 綜合損益及其他全面收益表

For the year ended 31 December 2022 截至2022年12月31日止年度

		NOTES 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Revenue	收入	5	29,170,402	32,511,417
Cost of sales	銷售成本		(26,477,906)	(26,808,481)
Gross profit	毛利		2,692,496	5,702,936
Other income	其他收入	7	908,884	828,456
Impairment losses on trade receivables, net of reversal	應收貿易賬款減值虧損， 扣除回撥淨額	8	7,529	(15,834)
Other gains and losses, net	其他淨收益及虧損	9	(3,455)	(71,655)
Distribution and selling expenses	分銷及銷售費用		(784,438)	(1,008,791)
General and administrative expenses	日常及行政費用		(1,238,554)	(1,564,265)
Share of result of an associate	應佔聯營公司業績		55	–
Share of result of a joint venture	應佔合營企業業績		(27)	(1,175)
Finance costs	財務成本	10	(123,769)	(75,389)
Profit before tax	除稅前盈利		1,458,721	3,794,283
Income tax expense	利得稅支出	11	(141,531)	(542,523)
Profit for the year	年度盈利	12	1,317,190	3,251,760
Other comprehensive (expense) income	其他全面(支出)收益			
<i>Item that may be reclassified subsequently to profit or loss:</i>	<i>其後可能重新分類至 損益之項目：</i>			
Exchange differences arising on translation of foreign operations	換算境外業務產生之 匯兌差額		(4,731,419)	1,044,715
Total comprehensive (expense) income for the year	年度總全面(支出)收益		(3,414,229)	4,296,475
Profit for the year attributable to:	以下人士應佔年度盈利：			
Owners of the Company:	本公司擁有人：			
– Ordinary shareholders	– 普通股股東		1,185,236	3,122,838
– Perpetual capital securities holders	– 永續資本證券持有人		131,096	128,409
Non-controlling interests	非控股權益		858	513
			1,317,190	3,251,760
Total comprehensive (expense) income attributable to:	以下人士應佔 總全面(支出)收益：			
Owners of the Company:	本公司擁有人：			
– Ordinary shareholders	– 普通股股東		(3,545,710)	4,167,593
– Perpetual capital securities holders	– 永續資本證券持有人		131,096	128,409
Non-controlling interests	非控股權益		385	473
			(3,414,229)	4,296,475
			HK cents 港仙	HK cents 港仙
Earnings per share – Basic	每股盈利 – 基本	16	27.46	71.87



CONSOLIDATED STATEMENT OF FINANCIAL POSITION

綜合財務狀況表

At 31 December 2022 於2022年12月31日

		NOTES 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
NON-CURRENT ASSETS	非流動資產			
Property, plant and equipment	物業、廠房及設備	17	35,130,428	33,905,307
Right-of-use assets	使用權資產	18	998,273	1,122,222
Investment properties	投資物業	19	518,644	605,591
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及 設備所付訂金	20	538,333	1,727,166
Interest in an associate	聯營公司權益	21	74,550	–
Interest in a joint venture	合營企業權益	22	81,173	90,858
Loan to a joint venture	合營企業貸款	22	63,397	–
			37,404,798	37,451,144
CURRENT ASSETS	流動資產			
Inventories	存貨	23	4,990,108	5,705,396
Loan to a joint venture	合營企業貸款	22	–	80,554
Trade and other receivables and prepayments	應收貿易及其他賬款及 預付款項	24(a)	6,040,325	7,219,054
Amounts due from related companies	應收關連公司款項	25	92,137	88,882
Bank balances and cash	銀行結餘及現金	26	1,798,317	1,908,813
			12,920,887	15,002,699
CURRENT LIABILITIES	流動負債			
Trade and other payables	應付貿易及其他賬款	27	3,643,934	3,109,636
Amounts due to related companies	應付關連公司款項	25	11,772	10,680
Tax payable	應付稅項		59,149	179,817
Lease liabilities	租賃負債	28	16,575	14,010
Contract liabilities	合約負債	29	60,673	77,657
Advances drawn on bills discounted with recourse	附追索權之貼現 票據預付款	24(b)	–	123,903
Bank borrowings	銀行借貸	30	8,500,876	8,674,747
			12,292,979	12,190,450
NET CURRENT ASSETS	流動資產淨值		627,908	2,812,249
TOTAL ASSETS LESS CURRENT LIABILITIES	資產總值減流動負債		38,032,706	40,263,393



CONSOLIDATED STATEMENT OF FINANCIAL POSITION (CONTINUED)
綜合財務狀況表(續)

At 31 December 2022 於2022年12月31日

		NOTES 附註	2022 HK\$'000 千港元	2021 HK\$'000 千港元
NON-CURRENT LIABILITIES	非流動負債			
Bank borrowings	銀行借貸	30	7,826,554	5,386,012
Lease liabilities	租賃負債	28	65,710	53,032
Deferred tax liabilities	遞延稅項負債	31	1,533,548	1,421,351
			9,425,812	6,860,395
			28,606,894	33,402,998
CAPITAL AND RESERVES	股本及儲備			
Share capital	股本	33	107,739	108,291
Reserves	儲備		26,634,104	30,963,891
			26,741,843	31,072,182
Perpetual capital securities	永續資本證券	34	1,856,664	2,322,814
Equity attributable to owners of the Company	本公司擁有人應佔權益		28,598,507	33,394,996
Non-controlling interests	非控股權益		8,387	8,002
			28,606,894	33,402,998

The consolidated financial statements on pages 146 to 284 were approved and authorised for issue by the Board of Directors on 1 March 2023 and are signed on its behalf by:

第146至第284頁所載的綜合財務報表已於2023年3月1日經董事會批准及授權刊發，並由下列董事代表簽署：

LEE MAN CHUN RAYMOND 李文俊
CHAIRMAN 主席

LEE MAN BUN 李文斌
DIRECTOR 董事



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

綜合權益變動表

For the year ended 31 December 2022 截至2022年12月31日止年度

		Attributable to owners of the Company 歸屬於本公司擁有人											
		Share capital	Share premium	Translation reserve	Capital contribution reserve	Legal reserve	Special reserve	Other reserve	Retained profits	Sub-total	Perpetual capital securities	Non-controlling interests	Total equity
		股本	股份溢價	匯兌儲備	出資儲備	公積金	特別儲備	其他儲備	留存盈利	小計	永續資本證券	非控股權益	權益總額
		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
		(note v)			(note i)	(note ii)	(note iii)	(note iv)					
		(附註v)			(附註i)	(附註ii)	(附註iii)	(附註iv)					
At 1 January 2021	於2021年1月1日	108,666	30,858	730,983	12,552	97	(2,999)	(12,060)	27,551,975	28,420,072	2,322,814	7,529	30,750,415
Profit for the year	年度盈利	—	—	—	—	—	—	—	3,122,838	3,122,838	128,409	513	3,251,760
Exchange differences arising on translation of foreign operations	換算境外業務產生之匯兌差額	—	—	1,044,755	—	—	—	—	—	1,044,755	—	(40)	1,044,715
Total comprehensive income for the year	年內總全面收益	—	—	1,044,755	—	—	—	—	3,122,838	4,167,593	128,409	473	4,296,475
Shares repurchased and cancelled	股份購回及註銷	(375)	—	—	—	—	—	—	(80,716)	(81,091)	—	—	(81,091)
Dividends recognised as distributions (note 15)	確認為分派之股息(附註15)	—	—	—	—	—	—	—	(1,434,392)	(1,434,392)	—	—	(1,434,392)
Distribution paid on perpetual capital securities (note 15)	永續資本證券已付分派(附註15)	—	—	—	—	—	—	—	—	—	(128,409)	—	(128,409)
At 31 December 2021	於2021年12月31日	108,291	30,858	1,775,738	12,552	97	(2,999)	(12,060)	29,159,705	31,072,182	2,322,814	8,002	33,402,998
Profit for the year	年度盈利	—	—	—	—	—	—	—	1,185,236	1,185,236	131,096	858	1,317,190
Exchange differences arising on translation of foreign operations	換算境外業務產生之匯兌差額	—	—	(4,730,946)	—	—	—	—	—	(4,730,946)	—	(473)	(4,731,419)
Total comprehensive (expense) income for the year	年內總全面(支出)收益	—	—	(4,730,946)	—	—	—	—	1,185,236	(3,545,710)	131,096	385	(3,414,229)



CONSOLIDATED STATEMENT OF CHANGES IN EQUITY (CONTINUED) 綜合權益變動表(續)

For the year ended 31 December 2022 截至2022年12月31日止年度

		Attributable to owners of the Company 歸屬於本公司擁有人											
		Share capital	Share premium	Translation reserve	Capital contribution reserve	Legal reserve	Special reserve	Other reserve	Retained profits	Perpetual capital securities	Non-controlling interests	Total equity	
		股本	股份溢價	匯兌儲備	出資儲備	公積金	特別儲備	其他儲備	留存盈利	永續資本證券	非控股權益	權益總額	
		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	
		(note v)			(note i)	(note ii)	(note iii)	(note iv)					
		(附註v)			(附註i)	(附註ii)	(附註iii)	(附註iv)					
Shares repurchased and cancelled (note v)	股份購回及註銷 (附註v)	(552)	—	—	—	—	—	—	(93,486)	(94,038)	—	(94,038)	
Dividends recognised as distributions (note 15)	確認為分派之股息 (附註15)	—	—	—	—	—	—	—	(755,502)	(755,502)	—	(755,502)	
Distribution paid on perpetual capital securities (note 15)	永續資本證券已付分派 (附註15)	—	—	—	—	—	—	—	—	(131,096)	—	(131,096)	
Perpetual capital securities repurchased (note vi)	永續資本證券購回 (附註vi)	—	—	—	—	—	—	64,911	—	64,911	(466,150)	(401,239)	
At 31 December 2022	於2022年12月31日	107,739	30,858	(2,955,208)	12,552	97	(2,999)	52,851	29,495,953	26,741,843	1,856,664	8,387	28,606,894

Notes:

- (i) The capital contribution reserve arose from the disposal of subsidiaries in prior years to a wholly owned subsidiary of the Group's then ultimate holding company.
- (ii) In accordance with the provisions of the Macao Commercial Code, the Company's subsidiaries in Macau are required to transfer a minimum of 25% of the annual net profit to a legal reserve, whenever dividend is declared by the subsidiaries, until the reserve reaches half of the capital of the subsidiaries. The reserve is not distributable to the shareholders.
- (iii) The special reserve represents the difference between the nominal value of the aggregate share capital of the subsidiaries acquired by the Group pursuant to the corporate reorganisation in September 2003, and the nominal value of the Company's shares issued for the acquisition.
- (iv) The other reserve arose from the acquisition of equity interests in subsidiaries from their non-controlling shareholders in prior years and the excess arises from the repurchase and redemption of perpetual capital securities during the year.
- (v) During the period from 3 January 2022 to 13 October 2022, an aggregate of 22,094,000 ordinary shares of the Company were repurchased at an aggregate cost of HK\$94,038,000. Subsequently, the repurchased shares were cancelled on 24 March, 5 May, 16 May, 21 June and 25 October 2022, and accordingly, the Company's share capital was reduced by HK\$552,000.
- (vi) On 21 December 2022, perpetual capital securities with principal amount of US\$59,420,000 (approximately HK\$466,150,000) in aggregate were repurchased and redeemed at a purchase price of US\$51,101,200 (approximately HK\$401,239,000). And accordingly, the perpetual capital securities were reduced by HK\$466,150,000 and other reserve was increased by HK\$64,911,000.

附註:

- (i) 出資儲備乃過往年度向本集團當時最終控股公司一家全資附屬公司出售附屬公司所得。
- (ii) 根據澳門商法典的條文，本公司於澳門的附屬公司於分配盈利作股息分派時，應轉撥不少於年度純利25%的金額作為法定公積金，直至公積金達附屬公司股本的一半為止，該等公積金不得分派予股東。
- (iii) 特別儲備指根據本集團於2003年9月為重組收購所得的附屬公司的股本面值總額與本公司就收購事項而發行的股份面值的差額。
- (iv) 其他儲備由過往年度向附屬公司之非控股股東收購其於附屬公司股權權益產生及其餘來自本年度購回及贖回永續資本證券。
- (v) 於2022年1月3日至2022年10月13日期間合共購回本公司普通股22,094,000股，合共成本94,038,000港元。購回股份隨後於2022年3月24日，5月5日，5月16日，6月21日及10月25日被註銷，據此，本公司股本減少552,000港元。
- (vi) 於2022年12月21日，本金總額為59,420,000美元(約466,150,000港元)的永續資本證券以51,101,200美元(約401,239,000港元)的購買價格購回並贖回。據此，永續資本證券減少466,150,000港元及其他儲備增加64,911,000港元。



CONSOLIDATED STATEMENT OF CASH FLOWS

綜合現金流量表

For the year ended 31 December 2022 截至2022年12月31日止年度

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
OPERATING ACTIVITIES	經營業務		
Profit before tax	除稅前盈利	1,458,721	3,794,283
Adjustments for:	經調整：		
Finance costs	財務成本	123,769	75,389
Depreciation	折舊	191,501	165,251
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之 虧損淨額	23,696	78,341
Gain on disposal of a subsidiary	出售附屬公司之收益	–	(21,264)
Gain on disposal of right-of-use assets	處置使用權資產之收益	(14,378)	–
Interest income	利息收入	(26,822)	(30,726)
Net (gain) loss from fair value changes of derivative financial instruments	衍生金融工具公允值變動 淨(收益)虧損	(476)	35
Net (reversal of impairment losses) impairment losses on trade receivables	應收貿易賬款淨 (回撥減值虧損)減值虧損	(7,529)	15,834
Share of result of an associate	應佔聯營公司業績	(55)	–
Share of result of a joint venture	應佔合營企業業績	27	1,175
Write back of trade and other payables	撥回應付貿易及其他賬款	(137,679)	(2,922)
Operating cash flows before movements in working capital	營運資金變動前的 經營現金流量	1,610,775	4,075,396
Decrease in inventories	存貨減少	1,374,167	265,913
Decrease (increase) in trade and other receivables and prepayments	應收貿易及其他賬款及 預付款項減少(增加)	236,695	(1,154,680)
(Increase) decrease in amounts due from related companies	應收關連公司款項(增加)減少	(3,255)	10,508
Increase in trade and other payables	應付貿易及其他賬款增加	1,039,248	372,805
Increase (decrease) in amounts due to related companies	應付關連公司款項增加 (減少)	1,092	(5,376)
Proceeds from and settlement of derivative financial instruments	結算衍生金融工具 所得款項	476	(35)
Cash generated from operations	經營業務產生的現金	4,259,198	3,564,531
The PRC Enterprise Income Tax (“EIT”) and other taxes paid	已付中國企業所得稅 (「企業所得稅」)及其他稅項	(190,426)	(553,008)
Withholding tax paid	已付預扣稅	–	(30,694)
Interest paid	已付利息	(361,261)	(189,054)
NET CASH FROM OPERATING ACTIVITIES	經營業務所得 現金淨額	3,707,511	2,791,775



CONSOLIDATED STATEMENT OF CASH FLOWS (CONTINUED)
綜合現金流量表(續)

For the year ended 31 December 2022 截至2022年12月31日止年度

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
INVESTING ACTIVITIES	投資活動		
Purchases of property, plant and equipment	購置物業、廠房及設備	(3,996,145)	(2,312,766)
Deposits paid for acquisition of property, plant and equipment	購置物業、廠房及設備所付訂金	(719,264)	(991,819)
Payments for right-of-use assets	使用權資產付款	(26,760)	(13,150)
Loan to a joint venture	合營企業貸款	(2,167)	(3,250)
Additions to investment properties	新增投資物業	(174)	(189)
Interest received	已收利息	26,822	30,726
Repayment from a joint venture	合營企業還款	11,659	-
Proceeds from disposal of property, plant and equipment	出售物業、廠房及設備所得款項	11,472	61,855
Net cash outflow on acquisition of subsidiaries	收購附屬公司之現金流出淨額	-	(391,280)
Net cash inflow on disposal of a subsidiary	出售附屬公司之現金流入淨額	-	113,162
NET CASH USED IN INVESTING ACTIVITIES	投資活動所用現金淨額	(4,694,557)	(3,506,711)
FINANCING ACTIVITIES	融資活動		
New bank borrowings raised	新籌集銀行借貸	18,890,927	16,680,084
Advances drawn from bills discounted with recourses	附追索權之貼現票據預付款	216,141	414,774
Repayments of bank borrowings	償還銀行借貸	(16,630,626)	(13,993,418)
Dividends paid	已付股息	(755,502)	(1,434,392)
Repurchase of perpetual capital securities	永續資本證券購回	(401,239)	-
Distribution paid on perpetual capital securities	已付永續資本證券分派	(131,096)	(128,409)
Payments on repurchase of shares	購回股份付款	(94,038)	(81,091)
Repayments of lease liabilities	租賃負債還款	(39,410)	(23,177)
NET CASH FROM FINANCING ACTIVITIES	融資活動所得現金淨額	1,055,157	1,434,371
NET INCREASE IN CASH AND CASH EQUIVALENTS	現金及現金等價物增加淨額	68,111	719,435
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	年初之現金及現金等價物	1,908,813	1,184,921
EFFECT OF EXCHANGE RATE CHANGES	匯率變動之影響	(178,607)	4,457
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR, represented by bank balances and cash	年終之現金及現金等價物—銀行結餘及現金	1,798,317	1,908,813



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

綜合財務報表附註

For The Year Ended 31 December 2022 截至2022年12月31日止年度

1. GENERAL INFORMATION

Lee & Man Paper Manufacturing Limited (the “Company”, together with its subsidiaries collectively referred to as the “Group”) is a public limited company incorporated and registered as an exempted company with limited liability in the Cayman Islands under the Companies Law (2013 Revision) of the Cayman Islands on 21 May 2003 and its shares are listed on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”). As at 31 December 2022, Dr. Lee Man Chun Raymond, Mr. Lee Man Bun and Dr. Lee Wan Keung, Patrick directly held 31.53%, 31.53% and 9.86% of ordinary share capital of the Company, respectively. The address of the registered office and the principal place of business of the Company is disclosed in the Corporate Information section of the annual report.

The Company acts as an investment holding company. The principal activities of its principal subsidiaries, an associate and a joint venture are set out in notes 43, 21 and 22, respectively.

The consolidated financial statements are presented in Hong Kong dollars (“HK\$”), which is also the functional currency of the Company.

1. 一般資料

理文造紙有限公司(「本公司」，連同其附屬公司統稱(「本集團」)是上市有限公司，於2003年5月21日根據開曼群島公司法(2013年修訂版)於開曼群島註冊成立及登記為獲豁免有限公司，股份於香港聯合交易所有限公司(「聯交所」)上市。於2022年12月31日，李文俊博士、李文斌先生及李運強博士分別直接持有本公司31.53%、31.53%及9.86%的普通股股本。本公司註冊辦事處及總辦事處之地址於本年報公司資料內披露。

本公司是一間投資控股公司，各主要附屬公司、聯營公司及合營企業的主要業務分別載於財務報表附註43、21及22。

綜合財務報表以港元(「港元」)列示，並為本公司之功能貨幣。



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

Amendments to HKFRSs that are mandatorily effective for the current year

In the current year, the Group has applied the following amendments to HKFRSs issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) for the first time, which are mandatorily effective for the Group’s annual period beginning on 1 January 2022 for the preparation of the consolidated financial statements:

Amendments to HKFRS 3	Reference to the Conceptual Framework
Amendments to HKAS 16	Property, Plant and Equipment – Proceeds before Intended Use
Amendments to HKAS 37	Onerous Contracts – Cost of Fulfilling a Contract
Amendments to HKFRSs	Annual Improvements to HKFRSs 2018-2020

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

2. 應用經修訂香港財務報告準則(「香港財務報告準則」)

於本年度強制生效的經修訂香港財務報告準則

於本年度，本集團已首次應用由香港會計師公會(「香港會計師公會」)頒布且已於2022年1月1日開始之本集團年度期間強制生效的下列經修訂香港財務報告準則，以編製綜合財務報表：

香港財務報告準則第3號(修訂本)	對概念框架之提述
香港會計準則第16號(修訂本)	物業、廠房及設備－擬定用途前之所得款項
香港會計準則第37號(修訂本)	虧損性合約－履行合約之成本
香港財務報告準則(修訂本)	對2018年至2020年週期之香港財務報告準則的年度改進

於本年度應用經修訂香港財務報告準則對本集團本年度及過往年度的財務狀況及表現及／或該等綜合財務報表所載披露概無重大影響。



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

New and amendments to HKFRSs in issue but not yet effective

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

HKFRS 17 (including the October 2020 and February 2022 Amendments to HKFRS 17)	Insurance Contracts ¹
Amendments to HKFRS 10 and HKAS 28	Sale or Contribution of Assets between an Investor and its Associate or Joint Venture ²
Amendment to HKFRS 16	Lease Liability in a Sale and Leaseback ³
Amendment to HKAS 1	Non-current Liabilities with Covenants ³
Amendments to HKAS 1	Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020) ³
Amendments to HKAS 1 and HKFRS Practice Statement 2	Disclosure of Accounting Policies ¹
Amendments to HKAS 8	Definition of Accounting Estimates ¹
Amendments to HKAS 12	Deferred Tax related to Assets and Liabilities arising from a Single Transaction ¹

¹ Effective for annual periods beginning on or after 1 January 2023.

² Effective for annual periods beginning on or after a date to be determined.

³ Effective for annual periods beginning on or after 1 January 2024.

2. 應用經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒布但尚未生效的新訂及經修訂香港財務報告準則

本集團並無提早應用以下已頒布但尚未生效的新訂及經修訂香港財務報告準則：

香港財務報告準則第17號(包括2020年10月及2022年2月香港財務報告準則第17號之修訂)	保險合約 ¹
香港財務報告準則第10號及香港會計準則第28號(修訂本)	投資者與其聯營公司或合營企業之間之資產出售或投入 ²
香港財務報告準則第16號(修訂本)	銷售及售後租回之租賃負債 ³
香港會計準則第1號(修訂本)	附有契諾的非流動負債 ³
香港會計準則第1號(修訂本)	負債分類為流動或非流動及香港詮釋第5號相關(2020年) ³
香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)	會計政策之披露 ¹
香港會計準則第8號(修訂本)	會計估計之定義 ¹
香港會計準則第12號(修訂本)	與單一交易產生之資產及負債有關之遞延稅項 ¹

¹ 於2023年1月1日或之後開始的年度期間生效。

² 於待定日期或之後開始的年度期間生效。

³ 於2024年1月1日或之後開始的年度期間生效。



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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Except for the amendments to HKFRSs mentioned below, the directors anticipate that the application of all other new and amendments to HKFRSs will have no material impact on the consolidated financial statements in the foreseeable future.

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current* and related amendments to *Hong Kong Interpretation 5 (2020)*

The amendments provide clarification and additional guidance on the assessment of right to defer settlement for at least twelve months from reporting date for classification of liabilities as current or non-current, which:

- specify that the classification of liabilities as current or non-current should be based on rights that are in existence at the end of the reporting period. Specifically, the amendments clarify that:
 - (i) the classification should not be affected by management intentions or expectations to settle the liability within 12 months; and
 - (ii) if the right is conditional on the compliance with covenants, the right exists if the conditions are met at the end of the reporting period, even if the lender does not test compliance until a later date; and

2. 應用經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒布但尚未生效的新訂及經修訂香港財務報告準則(續)

除下文所述的新訂及經修訂香港財務報告準則外，董事預期應用所有新訂及經修訂香港財務報告準則於可見未來將不會對綜合財務報表產生重大影響。

香港會計準則第1號(修訂本)負債分類為流動或非流動及香港詮釋第5號(2020年)的相關修訂

該等修訂本對評估將結清負債期限延遲至報告日期後最少十二個月的權利提供澄清及額外指引，以將負債分類為流動或非流動，當中包括：

- 訂明負債應基於報告期末存在的權利分類為流動或非流動。具體而言，該等修訂本澄清：
 - (i) 該分類不應受管理層在十二個月內結清負債的意向或預期所影響；及
 - (ii) 倘該權利以遵守契諾為條件，即使貸款人在較後日期才測試是否符合條件，該權利在報告期末符合條件的情況下存在。



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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 *Classification of Liabilities as Current or Non-current and related amendments to Hong Kong Interpretation 5 (2020)* (Continued)

- clarify that if a liability has terms that could, at the option of the counterparty, result in its settlement by the transfer of the entity’s own equity instruments, these terms do not affect its classification as current or non-current only if the entity recognises the option separately as an equity instrument applying HKAS 32 “*Financial Instruments: Presentation*”.

In addition, Hong Kong Interpretation 5 was revised as a consequence of the Amendments to HKAS 1 to align the corresponding wordings with no change in conclusion.

Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”)

The 2022 Amendments modify the requirements introduced by the amendments to HKAS 1 issued in 2020, *Classification of Liabilities as Current or Non-current* (the “2020 Amendment”) on how an entity classifies debt and other financial liabilities with covenants as current or non-current. The amendments specify that only covenants with which the entity is required to comply with on or before the end of the reporting period affect the entity’s right to defer settlement of a liability for at least twelve months after the reporting date. Covenants which are required to comply with only after the reporting period do not affect whether that right exists at the end of the reporting period.

2. 應用經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒布但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第1號(修訂本)負債分類為流動或非流動及香港詮釋第5號(2020年)的相關修訂(續)

- 澄清倘負債具有若干條款，可由對手方選擇透過轉讓實體本身的股本工具進行結清，僅當實體應用香港會計準則第32號 *金融工具：呈列*，將選擇權單獨確認為股本工具時，該等條款不影響將其分類為流動或非流動。

此外，香港詮釋第5號因香港會計準則第1號的修訂本而作出修訂，以使相應的措辭保持一致，而結論不變。

香港會計準則第1號(修訂本)附有契諾的非流動負債(「2022年修訂本」)

2022年修訂本已修訂於2020年頒布的香港會計準則第1號(修訂本)，負債分類為流動或非流動(「2020年修訂本」)引進一間實體如何將債務及附有契諾的其他金融負債分類為流動或非流動。修訂本規定，只有實體須於報告期末或之前遵守的契諾方會影響實體將清償負債延遲至報告日後最少十二個月的權利。僅在報告期後方須遵守的契諾不影響該權利在報告期末是否存在。



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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 Non-current Liabilities with Covenants (the “2022 Amendments”) (Continued)

The amendments also specify the disclosure requirements about information that enables users of financial statements to understand the risk that the liabilities could become repayable within twelve months after the reporting period, if the entity classify liabilities arising from loan arrangements as non-current when the entity’s right to defer settlement of those liabilities is subject to the entity complying with covenants within twelve months after the reporting period.

The amendments also defer the effective date of the 2020 Amendments to annual reporting periods beginning on or after 1 January 2024. The amendments, together with the 2020 Amendments, are effective for annual reporting periods beginning on or after 1 January 2024, with early application permitted. If an entity applies the 2020 amendments for an earlier period after the issue of the 2022 Amendments, the entity should also apply the 2022 Amendments for that period.

Based on the Group’s outstanding liabilities as at 31 December 2022, the application of the 2020 Amendments and 2022 Amendments will not result in reclassification of the Group’s liabilities.

2. 應用經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒布但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第1號附有契諾的非流動負債(修訂本)(「2022年修訂本」)(續)

該等修訂本亦規定以下資料的披露要求，即當實體延遲清償該等負債的權利受限於該實體於報告期後十二個月內遵守契諾時，倘該實體將貸款安排產生的負債分類為非流動負債，則使財務報表使用者可了解該等負債可能會於報告期後十二個月內償還的風險。

該等修訂本亦將2020年修訂本的生效日期延遲至2024年1月1日或之後開始的年度報告期間。該等修訂本連同2020年修訂本對2024年1月1日或之後開始的年度報告期間生效，並允許提前應用。倘實體就頒布2022年修訂本後的較早期間應用2020年修訂本，則該實體亦應就該期間應用2022年修訂本。

根據本集團於2022年12月31日的未償還負債，應用2020年修訂本及2022年修訂本不會導致本集團的負債重新分類。



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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 1 and HKFRS Practice Statement 2 *Disclosure of Accounting Policies*

HKAS 1 is amended to replace all instances of the term “significant accounting policy information”. Accounting policy information is material if, when considered together with other information included in an entity’s financial statements, it can reasonably be expected to influence decisions that the primary users of general purpose financial statements make on the basis of those financial statements.

The amendments also clarify that accounting policy information may be material because of the nature of the related transactions, other events or conditions, even if the amounts are immaterial. However, not all accounting policy information relating to material transactions, other events or conditions is itself material. If an entity chooses to disclose immaterial accounting policy information, such information must not obscure material accounting policy information.

HKFRS Practice Statement 2 *Making Materiality Judgements* (the “Practice Statement”) is also amended to illustrate how an entity applies the “four-step materiality process” to accounting policy disclosures and to judge whether information about an accounting policy is material to its financial statements. Guidance and examples are added to the Practice Statement.

The application of the amendments is not expected to have significant impact on the financial position or performance of the Group but may affect the disclosures of the Group’s significant accounting policies. The impacts of application, if any, will be disclosed in the Group’s future consolidated financial statements.

2. 應用經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒布但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第1號及香港財務報告準則實務報告第2號(修訂本)會計政策之披露

香港會計準則第1號修訂以取代「主要會計政策資料」一詞的所有實例。倘連同實體財務報表內其他資料一併考慮，會計政策資料可以合理預期會影響通用財務報表的主要使用者根據該等財務報表所作出的決定，則該會計政策資料屬重大。

該等修訂亦澄清，即使涉及款項並不重大，但基於相關交易性質、其他事項或情況，會計政策資料仍可屬重大。然而，並非所有與重大交易、其他事項或情況有關的會計政策資料本身即屬重大。倘一間實體選擇披露非重大會計政策資料，有關資料不得掩蓋重大會計政策資料。

香港財務報告準則實務報告第2號作出重大性判斷(「實務報告」)亦經修訂，以說明一間實體如何將「四步法評估重大性流程」應用於會計政策披露及判斷有關一項會計政策的資料對其財務報表是否屬重大。實務報告已增加指導意見及實例。

應用該等修訂預期不會對本集團財務狀況或表現產生重大影響，但可能影響本集團主要會計政策之披露。有關應用影響(如有)將於日後本集團的綜合財務報表中予以披露。



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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 8 *Definition of Accounting Estimates*

The amendments define accounting estimates as “monetary amounts in financial statements that are subject to measurement uncertainty”. An accounting policy may require items in financial statements to be measured in a way that involves measurement uncertainty – that is, the accounting policy may require such items to be measured at monetary amounts that cannot be observed directly and must instead be estimated. In such a case, an entity develops an accounting estimate to achieve the objective set out by the accounting policy. Developing accounting estimates involves the use of judgements or assumptions based on the latest available, reliable information.

In addition, the concept of changes in accounting estimates in HKAS 8 is retained with additional clarifications.

The application of the amendments is not expected to have significant impact on the Group’s consolidated financial statements.

2. 應用經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒布但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第8號(修訂本)會計估計的定義

該等修訂本將會計估計定義為「存在計量不明朗因素的財務報表之貨幣金額」。會計政策可能規定對涉及計量不明朗因素的財務報表的項目進行計量—即會計政策可能規定將按不可直接觀察而須予以估計的貨幣金額計量有關項目。於此情況下，一間實體應編製會計估計，旨在達到會計政策載列的目標。編製會計估計包括使用根據最新可得可靠的資料作出的判斷或假設。

此外，香港會計準則第8號的會計估計變更的概念予以保留，並已作出進一步澄清。

應用該等修訂預期不會對本集團的綜合財務報表造成重大影響。



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

New and amendments to HKFRSs in issue but not yet effective (Continued)

Amendments to HKAS 12 *Deferred Tax related to Assets and Liabilities arising from a Single Transaction*

The amendments narrow the scope of the recognition exemption of deferred tax liabilities and deferred tax assets in paragraphs 15 and 24 of HKAS 12 “Income Taxes” (“HKAS 12”) so that it no longer applies to transactions that, on initial recognition, give rise to equal taxable and deductible temporary differences.

As disclosed in note 3 to the consolidated financial statements, for leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the relevant assets and liabilities as a whole. Temporary differences relating to relevant assets and liabilities are assessed on a net basis.

Upon the application of the amendments, the Group will recognise a deferred tax asset (to the extent that it is probable that taxable profit will be available against which the deductible temporary difference can be utilised) and a deferred tax liability for all deductible and taxable temporary differences associated with the right-of-use assets and the lease liabilities.

The amendments are effective for annual reporting periods beginning on or after 1 January 2023, with early application permitted. The Group is in the process of assessing the full impact of the application of the amendments, specifically, whether deferred tax assets relating to deductible temporary differences meet the recognition criteria.

2. 應用經修訂香港財務報告準則(「香港財務報告準則」)(續)

已頒布但尚未生效的新訂及經修訂香港財務報告準則(續)

香港會計準則第12號(修訂本)與單一交易產生之資產及負債有關之遞延稅項

該等修訂本縮小香港會計準則第12號「所得稅」(「香港會計準則第12號」)第15及24段遞延稅項負債及遞延稅項資產的確認豁免範圍，使其不再適用於初始確認時產生相同的應課稅與可扣減暫時差額之交易。

誠如綜合財務報表附註3所披露，就稅項扣減歸屬於租賃負債的租賃交易而言，本集團將香港會計準則第12號的規定應用於整體相關資產及負債。相關資產和負債有關的暫時差額按淨額基準評估。

應用該等修訂本後，本集團將就與使用權資產及租賃負債相關的所有可扣減及應課稅暫時差額確認遞延稅項資產(倘應課稅溢利可能用作抵銷可扣減暫時差額)及遞延稅項負債。

該等修訂本於本集團2023年1月1日開始的年度報告期間生效，並允許提前應用。本集團正評估應用該等修訂的全面影響，具體而言，與可扣減暫時差額相關的遞延稅項資產是否符合確認標準。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES

3.1 Basis of preparation of consolidated financial statements

The consolidated financial statements have been prepared in accordance with HKFRSs issued by the HKICPA. For the purpose of preparation of the consolidated financial statements, information is considered material if such information is reasonably expected to influence decisions made by primary users. In addition, the consolidated financial statements include applicable disclosures required by the Rules Governing the Listing of Securities on the Stock Exchange (the "Listing Rules") and the Hong Kong Companies Ordinance.

The consolidated financial statements have been prepared on the historical cost basis at the end of each reporting period, as explained in the accounting policies set out below.

Historical cost is generally based on the fair value of the consideration given in exchange for goods and services.

3. 綜合財務報表的編製基準及主要會計政策

3.1 綜合財務報表的編製基準

綜合財務報表乃根據香港會計師公會頒布之香港財務報告準則編製。就編製綜合財務報表而言，倘資料可以合理預期會影響主要使用者作出決策，則此等資料被認為重大。此外，綜合財務報表包括聯交所證券上市規則(「上市規則」)及香港公司條例規定之適用披露資料。

誠如以下所載會計政策闡釋，綜合財務報表按歷史成本法編製。

歷史成本一般按照交換貨物及服務所付代價之公允值。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of preparation of consolidated financial statements (Continued)

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

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.1 綜合財務報表的編製基準(續)

公允值為於計量日期在市場參與者之間進行有序交易就出售資產所收取或轉讓負債所支付的價格，不論該價格是直接可觀察或使用另一種估值方式估計得出。在估計一項資產或負債之公允值時，本集團考慮市場參與者於計量日期為該資產或負債定價時會考慮之特質。就於該等綜合財務報表中計量及／或披露之公允值乃按此基準釐定，惟於香港財務報告準則第2號以股份為基礎付款範疇下的以股份為基礎付款之交易、按照香港財務報告準則第16號租賃(「香港財務報告準則第16號」)入賬之租賃交易及一些類似公允值但非公允值的計量(例如香港會計準則第2號存貨之可變現淨值或香港會計準則第36號資產減值的使用價值)則除外。

非金融資產之公允值計量考慮市場參與者通過將該資產用於其最高及最佳用途或將其出售予另一個將該資產用於其最高及最佳用途的市場參與者而產生經濟利益的能力。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.1 Basis of preparation of consolidated financial statements (Continued)

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

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

3.2 Significant accounting policies

Basis of consolidation

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

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

3. 綜合財務報表的編製基準及主要會計政策(續)

3.1 綜合財務報表的編製基準(續)

此外，就財務申報而言，公允值計量根據公允值計量輸入數據之可觀察程度及輸入數據對公允值整體計量之重要性被分類為第1、第2或第3級，載述如下：

- 第1級輸入數據為實體於計量日期在活躍市場就相同資產或負債取得之報價(未經調整)；
- 第2級輸入數據為就資產或負債直接或間接可觀察之輸入數據，包括在第一級內之報價除外；及
- 第3級輸入數據為資產或負債的不可觀察輸入數據。

3.2 主要會計政策

綜合賬目基準

本綜合財務報表包含本公司以及由本公司及其附屬公司控制的實體之財務報表。取得控制權是指本公司：

- 對被投資方行使權力；
- 因參與被投資方之業務而獲得或有權獲得可變回報；及
- 有能力行使其權力而影響其回報。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

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

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

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

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

綜合賬目基準(續)

倘事實及情況顯示上述三項控制元素其中一項或多項改變，則本集團會重新評估其是否仍然控制被投資方。

當本集團取得附屬公司之控制權，便將該附屬公司綜合入賬；當本集團失去附屬公司之控制權，便停止將該附屬公司綜合入賬。具體而言，年內收購或出售之附屬公司之收入及支出會於本集團取得控制權當日起計入綜合損益及其他全面收益表，直至本集團對該附屬公司之控制權終止當日為止。

損益及其他全面收益的各個項目乃歸屬於本公司擁有人及非控股權益。即使會導致非控股權益出現虧絀結餘，附屬公司之總全面收益仍會歸屬於本公司擁有人及非控股權益。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Basis of consolidation (Continued)

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

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

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

Business combinations or asset acquisitions

Optional concentration test

The Group can elect to apply an optional concentration test, on a transaction-by-transaction basis, that permits a simplified assessment of whether an acquired set of activities and assets is not a business. The concentration test is met if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. The gross assets under assessment exclude cash and cash equivalents, deferred tax assets, and goodwill resulting from the effects of deferred tax liabilities. If the concentration test is met, the set of activities and assets is determined not to be a business and no further assessment is needed.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

綜合賬目基準(續)

倘需要，附屬公司之財務報表將作出調整，以使其會計政策與本集團之會計政策一致。

所有集團內成員間有關資產及負債、權益、收入、支出及現金流量之交易均於綜合賬目時全數對銷。

附屬公司之非控股權益與本集團之權益分開呈列，呈列其現時持有權益當相關附屬公司清盤時可享有其持股比例的資產淨值。

業務合併或資產收購

可選集中度測試

本集團可選擇按逐項交易基準應用可選集中度測試，准許簡化評估一項收購活動及資產是否並非一項業務。倘所收購資產總額的公允值基本上全部集中在單個可識別資產或一組類似可識別資產中，則符合集中度測試。受評估的總資產不包括現金及現金等價物、遞延稅項資產、及源自遞延稅項負債影響之商譽。倘符合集中度測試，該項活動及資產被釐定為並非業務及毋須作進一步評估。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Business combinations or asset acquisitions
(Continued)

Asset acquisitions

When the Group acquires a group of assets and liabilities that do not constitute a business, the Group identifies and recognises the individual identifiable assets acquired and liabilities assumed by allocating the purchase price first to financial assets/financial liabilities at the respective fair values, the remaining balance of the purchase price is then allocated to the other identifiable assets and liabilities on the basis of their relative fair values at the date of purchase. Such a transaction does not give rise to goodwill or bargain purchase gain.

Investment in an associate and a joint venture

An associate is an entity over which the Group has significant influence. Significant influence is the power to participate in the financial and operating policy decisions of the investee but is not control or joint control over those policies.

A joint venture is a joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint arrangement. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

業務合併或資產收購(續)

資產收購

當本集團收購並不構成業務之一組資產及負債，本集團假設首先將購買價格按各自公允值分配給金融資產／金融負債，購買價格餘額則按於購買當日其相關之公允值基準分配給其他可識別資產及負債，以識別及確認所收購之個別可識別資產及負債。這樣的交易不會產生商譽或討價還價的購買收益。

聯營公司及合營企業投資

聯營公司指本集團可對其施加重大影響的實體。重大影響指可參與被投資方之財務及營運政策決定之權力，惟對該等政策並無控制權或共同控制權。

合營企業是一種共同安排，據此共同控制該安排的各方擁有該共同安排的淨資產。共同控制為一項合約協定共享控制之安排，僅會於決定相關事項須共享控制的各方一致同意時方會出現。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Investment in an associate and a joint venture (Continued)

The results and assets and liabilities of an associate and a joint venture are incorporated in these consolidated financial statements using the equity method of accounting. The financial statements of an associate and a joint venture used for equity accounting purposes are prepared using uniform accounting policies as those of the Group for like transactions and events in similar circumstances. Under the equity method, an investment in an associate and a joint venture is initially recognised in the consolidated statement of financial position at cost and adjusted thereafter to recognise the Group's share of the profit or loss and other comprehensive income of the associate and joint venture. When the Group's share of losses of an associate and a joint venture exceeds the Group's interest in that associate or joint venture (which includes any long-term interests that, in substance, form part of the Group's net investment in the associate or joint venture), the Group discontinues recognising its share of further losses. Additional losses are recognised only to the extent that the Group has incurred legal or constructive obligations or made payments on behalf of the associate or joint venture.

An investment in an associate and a joint venture is accounted for using the equity method from the date on which the investee becomes an associate or a joint venture. On acquisition of the investment in an associate or a joint venture, any excess of the cost of the investment over the Group's share of the net fair value of the identifiable assets and liabilities of the investee is recognised as goodwill, which is included within the carrying amount of the investment. Any excess of the Group's share of the net fair value of the identifiable assets and liabilities over the cost of the investment, after reassessment, is recognised immediately in profit or loss in the period in which the investment is acquired.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

聯營公司及合營企業投資(續)

聯營公司及合營企業之業績及資產與負債乃按權益會計法列入綜合財務報表內。按權益法列賬的聯營公司及合營企業的財務報表乃採用本集團在類似情況就類似交易及事件所採用的劃一會計政策而編製。根據權益法，聯營公司及合營企業投資於綜合財務狀況表初始按成本確認，及其後調整以確認本集團應佔該聯營公司及合營企業之損益及其他全面收益。當本集團應佔聯營公司及合營企業之虧損超出其於該聯營公司或合營企業之權益(即包括任何實質上構成本集團於該聯營公司或合營企業之投資淨額之長期權益)，則本集團不再確認其應佔之進一步虧損。僅會於本集團已產生法定或推定責任或替該聯營公司或合營企業支付款項之情況下，方會確認額外虧損。

聯營公司及合營企業投資於當被投資方成為聯營公司或合營企業當日採用權益法入賬。收購聯營公司或合營企業投資時，投資成本超出本集團應佔被投資方可識別資產及負債淨公允值之任何數額乃確認為商譽，並包括在該投資的賬面值中。經重估本集團應佔可識別資產及負債淨公允值超出投資成本之任何數額則立即在收購該投資之期間在損益確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Investment in an associate and a joint venture (Continued)

The Group assesses whether there is an objective evidence that the interest in an associate or a joint venture may be impaired. When any objective evidence exists, the entire carrying amount of the investment (including goodwill) is tested for impairment in accordance with HKAS 36 as a single asset by comparing its recoverable amount (higher of value in use and fair value less costs of disposal) with its carrying amount. Any impairment loss recognised is not allocated to any asset, including goodwill, that forms part of the carrying amount of the investment. Any reversal of that impairment loss is recognised in accordance with HKAS 36 to the extent that the recoverable amount of the investment subsequently increases.

When a group entity transacts with an associate or a joint venture of the Group, profits and losses resulting from the transactions with the associate or joint venture are recognised in the Group's consolidated financial statements only to the extent of interests in the associate or the joint venture that are not related to the Group.

Revenue from contracts with customers

The Group recognises revenue when (or as) a performance obligation is satisfied, i.e. when "control" of the goods or services underlying the particular performance obligation is transferred to the customer.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

聯營公司及合營企業投資(續)

本集團會評估是否有客觀證據證明聯營公司或合營企業有可能出現減值。當有任何客觀證據出現時，投資全數賬面值(包括商譽)根據香港會計準則第36號作為單一資產作減值測試，方法為將賬面值與可收回金額(使用價值及公允值減出售成本之較高者)加以比較。任何已確認之減值虧損不會分配往任何資產，包括商譽，乃構成該投資賬面值的一部分。倘該投資之可收回金額其後增加，則根據香港會計準則第36號確認該減值虧損之撥回。

當集團實體與本集團之聯營公司或合營企業進行交易時，與聯營公司或合營企業交易所產生的損益僅於與本集團無關之聯營公司或合營企業權益，方於本集團之綜合財務報表確認。

來自客戶合約的收入

本集團於完成履約責任時(或就此)確認收入，即於特定履約責任相關的貨品或服務的「控制權」轉移予客戶時。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Revenue from contracts with customers (Continued)

A performance obligation represents a good or service (or a bundle of goods or services) that is distinct or a series of distinct goods or services that are substantially the same.

Control is transferred over time and revenue is recognised over time by reference to the progress towards complete satisfaction of the relevant performance obligation if one of the following criteria is met:

- the customer simultaneously receives and consumes the benefits provided by the Group's performance as the Group performs;
- the Group's performance creates or enhances an asset that the customer controls as the Group performs; or
- the Group's performance does not create an asset with an alternative use to the Group and the Group has an enforceable right to payment for performance completed to date.

Otherwise, revenue is recognised at a point in time when the customer obtains control of the distinct good or service.

A contract liability represents the Group's obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer.

Revenue from sale of packaging paper, pulp and tissue paper is recognised at a point in time when the customer obtains control of goods.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

來自客戶合約的收入(續)

履約責任指不同的貨品或服務(或一籃子貨品或服務)或大致上相同之一系列不同的貨品或服務。

經參考相關履約責任的完成進度，當達至下面其中一項時，控制權隨時間的推移而轉移及收入隨時間的推移而確認：

- 客戶同時接收及耗用由本集團執行本集團履約所提供的效益；
- 本集團的履約產生及提升一項資產，而該項資產於本集團履約時由客戶控制；或
- 本集團的履約不會產生對本集團有其他用途的資產及本集團對迄今完成的履約付款有可執行之權利。

否則，當客戶取得不同貨品或服務的控制權時按一個時間點確認收入。

合約負債指本集團已從客戶收取代價(或代價金額已到期)而本集團有責任去轉移貨品或服務予客戶。

來自銷售包裝紙、木漿及衛生紙之收入於客戶取得貨品的控制權時按一個時間點確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Leases

Definition of a lease

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

For contracts entered into or modified on or after the date of initial application of HKFRS 16 or arising from business combinations, the Group assesses whether a contract is or contains a lease based on the definition under HKFRS 16 at inception, modification date or acquisition date, as appropriate. Such contract will not be reassessed unless the terms and conditions of the contract are subsequently changed.

The Group as a lessee

Short-term leases

The Group applies the short-term lease recognition exemption that have a lease term of 12 months or less from the commencement date and do not contain a purchase option. Lease payments on short-term leases are recognised as expense on a straight-line basis or another systematic basis over the lease term.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃

租賃之定義

當合約傳達權利以控制使用一項已識別資產一段期間以換取代價，則該合約乃(或包含)一項租賃。

於香港財務報告準則第16號初始應用日期或之後訂立或修改或由業務合併引起之合約，本集團根據香港財務報告準則第16號之定義於初始時、修改日期或收購日期，倘適用，評估一份合約是否(或包含)一項租賃。除非合約之條款及條件其後改變，此合約將不會再評估。

本集團作為承租人

短期租賃

本集團對租約期自開始日期計12個月或更短者且並無包含購買權之租賃應用短期租賃確認豁免。短期租賃之租賃付款於租約期內按直線法或其他系統基準確認為開支。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Right-of-use assets

The cost of right-of-use asset includes:

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

Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Right-of-use assets in which the Group is reasonably certain to obtain ownership of the underlying leased assets at the end of the lease term are depreciated from commencement date to the end of the useful life. Otherwise, right-of-use assets are depreciated on a straight-line basis over the shorter of its estimated useful life and the lease term.

The Group presents right-of-use assets that do not meet the definition of investment property as a separate line item on the consolidated statement of financial position. The right-of-use assets that meet the definition of investment property are presented within "investment properties".

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

使用權資產

使用權資產成本包括：

- 租賃負債初始計量金額；
- 於開始日期或之前作出之任何租賃付款，減去任何已收租賃補助；及
- 本集團涉及之任何初始直接成本。

使用權資產以成本減去任何累計折舊及減值虧損，並就租賃負債任何重新計量作出調整來計量。

本集團合理確定於租賃期完結時可獲得相關租賃資產擁有權之使用權資產，從開始日期至可使用年期完結計算折舊。否則，使用權資產按其估計可使用年期及租賃年期較短者，以直線法計算折舊。

本集團將不符合投資物業定義之使用權資產於綜合財務狀況表以獨立項目列示。符合投資物業定義之使用權資產則併入「投資物業」列示。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Refundable rental deposits

Refundable rental deposits paid are accounted under HKFRS 9 *Financial Instruments* ("HKFRS 9") and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments and included in the cost of right-of-use assets.

Lease liabilities

At the commencement date of a lease, the Group recognises and measures the lease liability at the present value of lease payments that are unpaid at that date. In calculating the present value of lease payments, the Group uses the incremental borrowing rate at the lease commencement date if the interest rate implicit in the lease is not readily determinable.

The lease payments include fixed payments (including in-substance fixed payments) less any lease incentives receivable.

After the commencement date, lease liabilities are adjusted by interest accretion and lease payments.

The Group presents lease liabilities as a separate line item on the consolidated statement of financial position.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

可退回之租金按金

已付之可退回租金按金根據香港財務報告準則第9號金融工具(「香港財務報告準則第9號」)入賬及以公允值初始計量。就於初始確認公允值所作之調整乃視為額外租賃付款及包括在使用權資產成本內。

租賃負債

於租賃開始日期，本集團以該日未付租賃付款現值確認及計量租賃負債。於計算租賃付款現值時，倘隱含在租賃中之利率未能明顯確定，本集團會採用租賃開始日期之漸進借貸率。

租賃付款包括固定付款(包括實質上固定付款)減去任何應收租賃補助。

於開始日期後，租賃負債按利息增長及租賃付款作調整。

本集團將租賃負債於綜合財務狀況表以獨立項目列示。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessee (Continued)

Lease modifications

The Group accounts for a lease modification as a separate lease if:

- the modification increases the scope of the lease by adding the right to use one or more underlying assets; and
- the consideration for the leases increases by an amount commensurate with the stand-alone price for the increase in scope and any appropriate adjustments to that stand-alone price to reflect the circumstances of the particular contract.

For a lease modification that is not accounted for as a separate lease, the Group remeasures the lease liability based on the lease term of the modified lease by discounting the revised lease payments using a revised discount rate at the effective date of the modification.

The Group accounts for the remeasurement of lease liabilities by making corresponding adjustments to the relevant right-of-use asset.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為承租人(續)

租賃修改

本集團將租賃修改入賬為單獨之租賃，倘：

- 修改增加租賃範圍，加入一項或多項相關資產之使用權；及
- 租賃代價增加與範圍增加的獨立價格相稱，並對該獨立價格進行任何適當之調整以反映特定合同的情況。

就租賃修改並無入賬為獨立租賃而言，本集團按修改租賃之租期以於修改生效日期之修訂折現率將修訂租賃付款折現來重新計量租賃負債。

本集團就重新計量租賃負債以相關使用權資產作出對應調整來入賬。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Leases (Continued)

The Group as a lessor

Classification and measurement of leases

Leases for which the Group is a lessor are classified as finance or operating leases. Whenever the terms of the lease transfer substantially all the risks and rewards incidental to ownership of an underlying asset to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

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 such costs are recognised as an expense on a straight-line basis over the lease term.

Refundable rental deposits

Refundable rental deposits received are accounted for under HKFRS 9 and initially measured at fair value. Adjustments to fair value at initial recognition are considered as additional lease payments from lessees.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

租賃(續)

本集團作為出租人

租賃之分類及計量

本集團作為出租人之租賃分類為融資或經營租賃。凡租賃之條款規定相關資產擁有權所附帶之一切風險及回報實質上轉移至承租人，該合約即歸類為融資租賃。其他租賃全部列作經營租賃。

經營租賃產生之租金收入按直線法於相關租賃期內在損益確認。磋商及安排一項經營租賃涉及的初始直接成本乃加至租賃資產之賬面值及該等成本以直線法於租賃期內確認為開支。

可退回租金按金

已收之可退回租金按金根據香港財務報告準則第9號入賬及按公允值初始計量。對初始確認之公允值的調整乃視為承租人之額外租賃付款。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Foreign currencies

In preparing the financial statements of each individual group entity, transactions in currencies other than the functional currency of that entity (foreign currencies) are recognised at the rates of exchanges prevailing on the dates of the transactions. At the end of the reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

Exchange differences arising on the settlement of and on the retranslation of monetary items, and on the retranslation of monetary items, are recognised in profit or loss in the period in which they arise, except for exchange differences on monetary items receivable from or payable to a foreign operation for which settlement is neither planned nor likely to occur (therefore forming part of the net investment in the foreign operation), which are recognised initially in other comprehensive income and reclassified from equity to profit or loss on disposal or partial disposal of the Group's interests in associates/joint ventures.

For the purposes of presenting the consolidated financial statements, the assets and liabilities of the Group's operations are translated into the presentation currency of the Group (i.e. HK\$) using exchange rates prevailing at the end of each reporting period. Income and expenses items are translated at the average exchange rates for the period, unless exchange rates fluctuate significantly during the period, in which case, the exchange rates at the date of transactions are used. Exchange differences arising, if any, are recognised in other comprehensive income and accumulated in equity under the heading of translation reserve (attributed to non-controlling interests as appropriate).

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣

於編製各個別集團實體之財務報表時，以該實體功能貨幣以外之貨幣(外幣)進行之交易均按交易日期之適用換算匯率確認。於報告期末，以外幣定值之貨幣項目均按該日之適用匯率重新換算。非貨幣項目按外幣過往成本計量而毋須重新換算。

結算及重新換算貨幣項目所產生之匯兌差額於其產生期間於損益內確認，惟源自其結算並無計劃及不大可能出現的應收或應付境外業務之貨幣項目的匯兌差額(因此構成境外業務淨投資之一部分)除外，該差額初始於其他全面收益表確認及當出售或部分出售本集團於聯營公司/合營企業之權益時重新由權益分類至損益。

就呈列綜合財務報表而言，本集團經營業務之資產及負債乃採用各報告期末當日之匯率換算為本集團之列賬貨幣(即港元)，而收入及支出項目乃按該期間之平均匯率進行換算，除非匯率於該期間內出現大幅波動則作別論，於此情況下，則採用於交易當日之匯率。所產生之匯兌差額(如有)乃於其他全面收益確認及於匯兌儲備項下權益累計(適用時歸入非控股權益)。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Foreign currencies (Continued)

On the disposal of a foreign operation (that is, a disposal of the Group's entire interest in a foreign operation, or a disposal involving loss of control over a subsidiary that includes a foreign operation, or a partial disposal of an interest in a joint arrangement that includes a foreign operation of which the retained interest becomes a financial asset), all of the exchange differences accumulated in equity in respect of that operation attributable to the owners of the Company are reclassified to profit or loss.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets until such time as the assets are substantially ready for their intended use or sale.

Any specific borrowing that remain outstanding after the related asset is ready for its intended use or sale is included in the general borrowing pool for calculation of capitalisation rate on general borrowings. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

All other borrowing costs are recognised in profit or loss in the period in which they are incurred.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

外幣(續)

於出售海外業務時(即出售本集團於海外業務的全部權益,或出售涉及失去對包括海外業務在內之附屬公司之控制權,或出售包括海外業務在內的聯合安排中的部分權益,其中留存的權益成為一項金融資產),本公司擁有人應佔與該業務有關的所有於權益內累計之匯兌差額均重新分類至損益。

借貸成本

與購置、建造或生產合資格資產(需一段長時間方可作擬定用途或可供銷售的資產)直接有關之借貸成本均加至該等資產之成本,直至該等資產大致可作其擬定用途或可供銷售為止。

於相關資產可用於擬定用途或出售後仍未償還的任何特定借貸計入一般借貸池,以計算一般借貸的資本化率。特定借貸在用於合資格資產之前的臨時投資所賺取之投資收入從合資格資本化的借貸成本中扣除。

所有其他借貸成本均於產生期間於損益中確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Government grants

Government grants are not recognised until there is reasonable assurance that the Group will comply with the conditions attaching to them and that the grants will be received.

Government grants are recognised in profit or loss on a systematic basis over the periods in which the Group recognises as expenses the related costs for which the grants are intended to compensate. Specifically, government grants whose primary condition is that the Group should purchase, construct or otherwise acquire non-current assets are recognised as deferred income in the consolidated statement of financial position and transferred to profit or loss on a systematic and rational basis over the useful lives of the related assets.

Government grants related to income that are receivable as compensation for expenses or losses already incurred or for the purpose of giving immediate financial support to the Group with no future related costs are recognised in profit or loss in the period in which they become receivable. Such grants are presented under "other income".

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

政府補助

政府補助於合理保證本集團將遵守其附帶的條件以及將收到補助的情況下方會予以確認。

政府補助於本集團將補助擬補償的相關費用確認為費用的期間內，以有系統的方式在損益中確認。具體而言，政府補助的主要條件為本集團應購買、建造或以其他方式收購非流動資產，其於綜合財務狀況表中確認為遞延收入，並於相關資產的可使用年期以有系統及合理方式轉入損益。

與收入有關的政府補助，乃對已產生的費用或虧損，或向本集團提供即時的財政支持而並無未來的相關成本之應收補償，於變為應收期間在損益中確認。有關補助呈列於「其他收入」項下。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Retirement benefit costs

Payments to the Mandatory Provident Fund Scheme (the "MPF Scheme") and state-managed retirement benefit scheme are recognised as an expense when the employees have rendered services entitling them to the contributions.

Short-term employee benefits

Short-term employee benefits are recognised at the undiscounted amount of the benefits expected to be paid as and when employees rendered services. All short-term employee benefits are recognised as an expense unless another HKFRS requires or permits the inclusion of the benefit in the cost of an asset.

A liability is recognised for benefits accruing to employees (such as wages and salaries, annual leave and sick leave) after deducting any amount already paid.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

退休福利成本

向強制性公積金計劃(「強積金計劃」)及國家管理的退休福利計劃的付款於僱員提供服務使其可享有供款時確認為費用。

短期僱員福利

短期僱員福利按當僱員提供服務時預期將支付之未折現福利金額確認。所有短期僱員福利確認為費用，除非另一香港財務報告準則規定或准許將福利概括入一項資產的成本中。

於扣除任何已支付的金額後，對應付予僱員的福利(如工資及薪金、年假及病假)確認負債。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred assets and liabilities are not recognised if the temporary difference arises from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項

所得稅支出指現時應付稅項及遞延稅項的總和。

現時應付稅項乃按年度應課稅盈利計算。應課稅盈利與除稅前盈利不同乃源於其他年度應課稅或可扣稅的收入或開支項目及從未課稅及扣稅的項目。本集團之本期稅項乃按報告期末已實行或大致上已實行之稅率計算。

遞延稅項乃根據綜合財務報表之資產及負債賬面值與計算應課稅盈利所採用相應稅基的暫時差額而確認。遞延稅項負債一般就所有應課稅暫時差額予以確認。遞延稅項資產一般就所有可扣稅暫時差額確認，惟僅於可能有應課稅盈利將可以使用該可扣稅暫時差額時確認。倘暫時差額乃由初始確認一項不影響應課稅盈利或會計盈利的交易的資產及負債(於業務合併中除外)所引起，則有關遞延資產及負債不予確認。此外，倘暫時差額源自初始確認商譽，則不確認遞延稅項負債。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

Deferred tax liabilities are recognised for taxable temporary differences associated with investments in subsidiaries and interest in a joint venture, except where the Group is able to control the reversal of the temporary difference and it is probable that the temporary difference will not reverse in the foreseeable future. Deferred tax assets arising from deductible temporary differences associated with such investments and interest are only recognised to the extent that it is probable that there will be sufficient taxable profits against which to utilise the benefits of the temporary differences and they are expected to reverse in the foreseeable future.

The carrying amount of deferred tax assets is reviewed at the end of the reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realised, based on tax rate (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

遞延稅項負債一般就與附屬公司之投資及合營企業權益而引致之應課稅暫時差額而確認，惟若本集團可控制暫時差額之撥回及暫時差額有可能不會於可見將來撥回之情況則除外。與該等投資及權益相關的可扣稅暫時差額所產生的遞延稅項資產，僅在可能有足夠應課稅盈利可以使用暫時差額之效益且預計於可見將來可以撥回時確認。

遞延稅項資產之賬面值於各報告期末作檢討，並在沒可能會有足夠應課稅盈利以收回全部或部分資產時加以遞減。

遞延稅項資產及負債按預期負債清償或資產變現期間內應用之稅率，以報告期末已生效或實際上已生效之稅率(及稅法)為基準計量。

遞延稅項負債及資產之計量反映本集團於報告期末所預期對收回或償還其資產及負債之賬面值之方式所產生的稅務後果。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Taxation (Continued)

For the purposes of measuring deferred tax for leasing transactions in which the Group recognises the right-of-use assets and the related lease liabilities, the Group first determines whether the tax deductions are attributable to the right-of-use assets or the lease liabilities.

For leasing transactions in which the tax deductions are attributable to the lease liabilities, the Group applies HKAS 12 requirements to the leasing transaction as a whole. Temporary differences relating to right-of-use assets and lease liabilities are assessed on a net basis. Excess of depreciation on right-of-use assets over the lease payments for the principal portion of lease liabilities resulting in net deductible temporary differences.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied to the same taxable entity by the same taxation authority.

Current and deferred tax are recognised in profit or loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively. Where current tax or deferred tax arises from the initial accounting for a business combination, the tax effect is included in the accounting for the business combination.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

稅項(續)

就本集團確認使用權資產及相關租賃負債之租賃交易計量遞延稅項而言，本集團首先釐定稅項扣減是否歸因於使用權資產或租賃負債。

就稅項扣減乃歸因於租賃負債之租賃交易，本集團對整體租賃交易應用香港會計準則第12號規定。與使用權資產及租賃負債有關的暫時差額按淨值評估。使用權資產折舊超過租賃負債本金部分的租賃付款，導致可扣減暫時差額淨額。

當有法定行使權以本期稅項資產抵銷本期稅項負債，及當該些稅項為同一稅務機關向同一應稅實體所徵收之所得稅，遞延稅項資產及負債會被抵銷。

本期及遞延稅項於損益確認，惟倘稅項涉及於其他全面收益或直接於權益確認之項目，在此情況下，本期及遞延稅項亦會分別於其他全面收益或直接於權益內確認。倘本期稅項或遞延稅項由業務合併的初始會計產生，則稅項影響將包括於業務合併的會計入賬。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Property, plant and equipment

Property, plant and equipment, including buildings are tangible assets that are held for use in the production of goods or for administrative purposes, other than construction in progress, are stated in the consolidated statement of financial position at cost less subsequent accumulated depreciation and accumulated impairment losses, if any.

Freehold lands are not depreciated and are measured at cost less subsequent accumulated impairment losses.

Construction in progress in the course of construction for production, supply or administrative purposes are carried at cost, less any recognised impairment loss. Costs include any costs directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management, including cost of testing whether the related assets is functioning properly and, for qualifying assets, borrowing costs capitalised in accordance with the Group's accounting policy. Depreciation of these assets, on the same basis as other property assets, commences when the assets are ready for their intended use.

When the Group makes payments for ownership interests of properties which includes both leasehold land and building elements, the entire consideration is allocated between the leasehold land and the building elements in proportion to the relative fair values at initial recognition.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備

物業、廠房及設備，包括建築物(持有作貨物生產或行政用途)之有形資產，除在建工程外，按成本減去其後之累計折舊及累計減值虧損(如有)列入綜合財務狀況表。

永久業權土地毋須計算折舊及以成本減去其後累計減值虧損計量。

為生產、供應或行政用途之在建工程，按成本減任何已確認之減值虧損列賬。成本包括將資產移至必要的位置及條件，使其能夠以管理層預期之方式運行應佔之直接成本(包括測試相關資產是否正常運作的成本)，及對合資格資產按照本集團的會計政策進行資本化之借貸成本。該等資產的折舊按其他物業資產之相同基準，在資產可投入擬定用途時開始計提折舊。

當本集團向一項包括租賃土地及樓宇部分之物業擁有權權益付款時，全數代價乃按初始確認時之相關公允值比例，於租賃土地及樓宇部分之間進行分配。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Property, plant and equipment (Continued)

To the extent the allocation of the relevant payments can be made reliably, interest in leasehold land that is presented as “right-of-use assets” in the consolidated statement of financial position except for those that are classified and accounted for as investment properties under the cost model. When the consideration cannot be allocated reliably between non-lease building element and undivided interest in the underlying leasehold land, the entire properties are classified as property, plant and equipment.

Depreciation is recognised so as to write off the cost of assets (other than freehold land and construction in progress) less their residual values over their estimated useful lives, using the straight-line method. The estimated useful lives, residual values and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備(續)

倘有關款項能夠可靠分配時，則租賃土地權益乃於綜合財務狀況表列作「使用權資產」，該等已分類及根據成本模式已入賬為投資物業的除外。當代價未能夠在非租賃樓宇部分及相關租賃土地的未分割權益之間可靠地分配時，整個物業乃分類為物業、廠房及設備。

折舊乃按資產(永久業權土地及在建工程除外)估計可使用年期確認，於計及其估計剩餘價值後，以直線法撇銷其成本。估計可使用年期、剩餘價值及折舊方法於各報告期末予以檢討，任何估計變動的影響按前瞻基準入賬。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Property, plant and equipment (Continued)

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

Investment properties

Investment properties are properties held to earn rentals and/or for capital appreciation.

Investment properties are initially measured at cost, including any directly attributable expenditure. Subsequent to initial recognition, investment properties are stated at cost less subsequent accumulated depreciation and any accumulated impairment losses. Depreciation is recognised so as to write off the cost of investment properties over their estimated useful lives and after taking into account of their estimated residual value, using the straight-line method.

An investment property is derecognised upon disposal or when the investment property is permanently withdrawn from use and no future economic benefits are expected from its disposal. Any gain or loss arising on derecognition of the property (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the profit or loss in the period in which the property is derecognised.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備(續)

物業、廠房及設備項目於出售時或當繼續使用該資產預期不會產生任何日後經濟效益時剔除確認。出售或報廢一項物業、廠房及設備，按其出售所得款項與該資產賬面值間之差額計算盈虧，並計入損益。

投資物業

投資物業乃持有作賺取租金及／或尋求資本增值之物業。

投資物業初始按成本計量，成本包括任何直接應佔支出。在初始確認後，投資物業按成本減去其後之累計折舊及任何累計減值虧損列示。折舊採用直線法，並計及其估計殘餘值確認，從而在投資物業的估計可使用年期內撇銷其成本。

當投資物業出售或永久停止使用及預計不會從該物業出售中獲得未來經濟利益時，則剔除確認投資物業。剔除確認物業產生之收益或虧損(按其出售所得款項淨額與該資產賬面值間之差額計算)於剔除確認該物業之期間計入損益。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment, investment properties and right-of-use assets

At the end of the reporting period, the Group reviews the carrying amounts of its property, plant and equipment, investment properties and right-of-use assets with finite useful lives to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the relevant asset is estimated in order to determine the extent of the impairment loss, if any.

The recoverable amount of property, plant and equipment, investment properties and right-of-use assets are estimated individually. When it is not possible to estimate the recoverable amount individually, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

In testing a cash-generating unit for impairment, corporate assets are allocated to the relevant cash-generating unit when a reasonable and consistent basis of allocation can be established, or otherwise they are allocated to the smallest group of cash generating units for which a reasonable and consistent allocation basis can be established. The recoverable amount is determined for the cash-generating unit or group of cash-generating units to which the corporate asset belongs, and is compared with the carrying amount of the relevant cash-generating unit or group of cash-generating units.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備、投資物業及使用權資產減值

於報告期末，本集團須審閱其使用期有限之物業、廠房及設備、投資物業及使用權資產的賬面值，去釐定是否有任何跡象顯示該等資產出現減值虧損。倘出現任何有關跡象，則估計相關資產的可收回金額，以釐定減值虧損的幅度(如有)。

物業、廠房及設備、投資物業及使用權資產的可收回金額會個別估計。倘不能個別估計可收回金額，則本集團會估計該資產所屬現金產生單位的可收回金額。

於測試現金產生單位作減值時，當可以建立合理且一致的分配基礎時，企業資產乃分配予相關現金產生單位，否則，將分配給可以建立合理和一致的最小現金產生單元組。企業資產所屬現金產生單位或現金產生單元組別被釐定可回收金額，並與相關現金產生單位或現金產生單元組之賬面值進行比較。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment, investment properties and right-of-use assets
(Continued)

Recoverable amount is the higher of fair value less costs of disposal and value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset (or a cash-generating unit) for which the estimates of future cash flows have not been adjusted.

If the recoverable amount of an asset (or a cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or a cash-generating unit) is reduced to its recoverable amount. For corporate assets or portion of corporate assets which cannot be allocated on a reasonable and consistent basis to a cash generating unit, the Group compares the carrying amount of a group of cash-generating units, including the carrying amounts of the corporate assets or portion of corporate assets allocated to that group of cash-generating units, with the recoverable amount of the group of cash-generating units. In allocating the impairment loss, the impairment loss is allocated first to reduce the carrying amount of any goodwill (if applicable) and then to the other assets on a pro-rata basis based on the carrying amount of each asset in the unit or the group of cash-generating units. The carrying amount of an asset is not reduced below the highest of its fair value less costs of disposal (if measurable), its value in use (if determinable) and zero. The amount of the impairment loss that would otherwise have been allocated to the asset is allocated pro rata to the other assets of the unit or the group of cash-generating units. An impairment loss is recognised immediately in profit or loss.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備、投資物業及使用權資產減值(續)

可收回金額為公允值減出售成本及使用價值之較高者。評估使用價值時，估計未來現金流量乃使用稅前貼現率折現至其貼現值，該貼現率反映目前市場對資金時間值之評估以及估計未來現金流量未經調整之資產(或現金產生單位)的特定風險。

倘某項資產(或現金產生單位)之可收回金額估計低於其賬面值，則該項資產(或現金產生單位)之賬面值須削減至其可收回金額。就企業資產或企業資產之一部分不能以合理及一致之方式分配至現金產生單位之時，本集團將現金產生單元組別之賬面值，包括分配至該現金產生單元組別之企業資產或企業資產之一部分之賬面值，與該現金產生單元組別之可收回金額進行比較。於分配減值虧損時，首先分配減值虧損以減少任何商譽(倘適用)之賬面值，然後根據該單位或該現金產生單元組別中每項資產之賬面值按比例分配予其他資產。某項資產之賬面值不會削減至低於其公允值減去出售成本(倘可計量)、其使用價值(倘可釐定)及零三者之最高者。原本應分配至該資產之減值虧損金額按比例分配予該單位或該現金產生單元組別之其他資產。減值虧損即時在損益中確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Impairment on property, plant and equipment, investment properties and right-of-use assets
(Continued)

Where an impairment loss subsequently reverses, the carrying amount of the asset (or cash-generating unit or a group of cash-generated units) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or a cash-generating unit or a group of cash-generating units) in prior years. A reversal of an impairment loss is recognised immediately in profit or loss.

Cash and cash equivalents

Cash and cash equivalents presented on the consolidated statement of financial position include:

- (a) cash, which comprises of cash on hand; and
- (b) cash equivalents, which comprises of short-term (generally with original maturity of three months or less), highly liquid investments that are readily convertible to a known amount of cash and which are subject to an insignificant risk of changes in value. Cash equivalents are held for the purpose of meeting short-term cash commitments rather than for investment or other purposes.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

物業、廠房及設備、投資物業及使用權資產減值(續)

倘其後撥回減值虧損，有關資產(或現金產生單位或現金產生單元組別)之賬面值須增加至其經重新估計之可收回金額，惟增加之賬面值不得超出該資產(或現金產生單位或現金產生單元組別)並無於過往年度確認任何減值虧損所釐定之賬面值。撥回之減值虧損即時在損益中確認。

現金及現金等價物

於綜合財務狀況報表呈列之現金及現金等價物包括：

- (a) 現金，包括手頭現金；及
- (b) 現金等價物，包括短期(一般為原到期日為三個月或以下)、可隨時轉換為已知金額現金且價值變動風險不大之高流動性投資。現金等價物乃為滿足短期現金承諾而持有，而非為投資或其他目的持有。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Cash and cash equivalents (Continued)

For the purposes of the consolidated statement of cash flows, cash and cash equivalents consist of bank balances and cash as defined above.

Inventories

Inventories are stated at the lower of cost and net realisable value. Costs of inventories are determined on a first-in, first-out basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sales. Cost necessary to make the sale include incremental costs directly attributable to the sale and non-incremental costs which the Group must incur to make the sale.

Financial instruments

Financial assets and financial liabilities are recognised when a group entity becomes a party to the contractual provisions of the instrument. All regular way purchases or sales of financial assets are recognised and derecognised on a trade date basis. Regular way purchases or sales are purchases or sales of financial assets that require delivery of assets within the time frame established by regulation or convention in the market place.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

現金及現金等價物(續)

就綜合現金流量表而言，現金及現金等價物包括上文定義之銀行結餘及現金。

存貨

存貨按成本及可變現淨值兩者中之較低者列賬。存貨成本按先入先出基準釐定。可變現淨值指存貨估計售價減估計完成所需之全部成本以及銷售所需之成本。進行銷售之所需成本包括銷售直接應佔之增量成本及本集團為進行銷售而必須承擔之非增量成本。

金融工具

金融資產及金融負債於集團實體成為工具訂約條文之訂約方時確認。所有常規方式買賣金融資產按貿易日期基礎確認及剔除確認。常規方式買賣指要求按市場之法規或慣例設立之期限內交付資產的金融資產的買賣。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets and financial liabilities are initially measured at fair value except for trade receivables arising from contracts with customers which are initially measured in accordance with HKFRS 15. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss (“FVTPL”)) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at FVTPL are recognised immediately in profit or loss.

The effective interest method is a method of calculating the amortised cost of a financial asset or financial liability and of allocating interest income and interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts and payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial asset or financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產及金融負債乃按公允價值作初始計量，惟來自客戶合約而產生的應收貿易賬款則根據香港財務報告準則第15號作初始計量。因收購或發行金融資產及金融負債(按公允價值計入損益(「按公允價值計入損益」)之金融資產及金融負債除外)而直接應佔之交易成本於初始確認時，按適用情況加入或扣自該項金融資產或金融負債之公允價值。因收購按公允價值計入損益之金融資產及金融負債而直接應佔之交易成本即時於損益確認。

實際利率法是一種計算金融資產或金融負債攤銷成本及於相關期間分配利息收入及利息支出的方法。實際利率是以精確將金融資產或金融負債預測可使用年期或(如適用)更短期間估計未來現金收入及付款(包括所有已付或已收並構成實際利率整體之費用及點子、交易成本及其他溢價或折讓)折現至初始確認時之賬面淨值之比率。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets

Classification and subsequent measurement of financial assets

Financial assets that meet the following conditions are subsequently measured at amortised cost:

- the financial asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All other financial assets are subsequently measured at FVTPL.

A financial asset is held for trading if:

- it has been acquired principally for the purpose of selling in the near term; or
- on initial recognition it is a part of a portfolio of identified financial instruments that the Group manages together and has a recent actual pattern of short-term profit-taking; or
- it is a derivative that is not designated and effective as a hedging instrument.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產

金融資產的分類及其後計量

金融資產當符合以下情況時則其後以攤銷成本計量：

- 金融資產由以收取合約現金流量為目的之業務模式持有；及
- 合約條款導致於特定日期僅按未清償本金金額支付本金及利息之現金流量。

所有其他金融資產其後按公允值計入損益計量。

金融資產乃持作買賣，倘：

- 其購入乃以短期出售為主要目的；或
- 於初始確認時其為本集團共同管理的已識別金融工具組合之一部分，且具短期賺取盈利的近期實際模式；或
- 其為並非指定及有效對沖工具之衍生工具。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Classification and subsequent measurement of financial assets (Continued)

Interest income is recognised using the effective interest method for financial assets measured subsequently at amortised cost. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset, except for financial assets that have subsequently become credit-impaired (see below). For financial assets that have subsequently become credit-impaired, interest income is recognised by applying the effective interest rate to the amortised cost of the financial asset from the next reporting period. If the credit risk on the credit-impaired financial instrument improves so that the financial asset is no longer credit-impaired, interest income is recognised by applying the effective interest rate to the gross carrying amount of the financial asset from the beginning of the reporting period following the determination that the asset is no longer credit-impaired.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產的分類及其後計量(續)

利息收入就其後按攤銷成本計量之金融資產實際利率法確認。利息收入對金融資產賬面總值應用實際利率法計算，除非該金融資產其後轉變為信貸減值(見下文)。就其後轉變為信貸減值之金融資產，利息收入按該金融資產下一報告期間之攤銷成本應用實際利率法確認。若信貸減值的金融工具之信貸風險改善而該金融資產再毋須信貸減值，利息收入對金融資產於自釐定該資產再毋須信貸減值之報告期間開始對金融資產賬面總值採用實際利率法確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets

The Group performs impairment assessment under expected credit loss (“ECL”) model on financial assets which are subject to impairment assessment under HKFRS 9 (including trade and other receivables, loan to a joint venture, amounts due from related companies and bank balances). The amount of ECL is updated at each reporting date to reflect changes in credit risk since initial recognition.

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

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值

本集團於金融資產就預期信貸虧損(「預期信貸虧損」)模式進行減值評估乃視乎香港財務準則第9號項下的減值評估(包括應收貿易及其他賬款、合營企業貸款、應收關連公司款項及銀行結餘)。預期信貸虧損金額於每個報告日期更新以反映自初始確認以來之信貸風險變動。

終身預期信貸虧損指由所有可能違約事件超出相關工具預期壽命將引致之預期信貸虧損。相反，12個月預期信貸虧損(「12個月預期信貸虧損」)指終身預期信貸虧損預期從可能於報告日期後12個月內的違約事件引致之部分。所作評估基於本集團過往信貸虧損記錄，並調整債務人的特定因素，普遍經濟狀況及同時對於報告日期之現況及預測未來狀況之評估。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

The Group always recognises lifetime ECL for trade receivables.

For all other instruments, the Group measures the loss allowance equal to 12m ECL, unless there has been a significant increase in credit risk since initial recognition, in which case the Group recognises lifetime ECL. The assessment of whether lifetime ECL should be recognised is based on significant increases in the likelihood or risk of a default occurring since initial recognition.

(i) Significant increase in credit risk

In assessing whether the credit risk has increased significantly since initial recognition, the Group compares the risk of a default occurring on the financial instrument as at the reporting date with the risk of a default occurring on the financial instrument as at the date of initial recognition. In making this assessment, the Group considers both quantitative and qualitative information that is reasonable and supportable, including historical experience and forward-looking information that is available without undue cost or effort.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

本集團通常就應收貿易賬款確認終身預期信貸虧損。

就所有其他工具，本集團以相等於12個月預期信貸虧損計量虧損撥備，除非自初始確認後信貸風險顯著增加，本集團則確認終身預期信貸虧損。評估是否應確認終身預期信貸虧損乃基於自初始確認後發生違約的可能性或風險是否顯著增加。

(i) 信貸風險顯著增加

於評估自初始確認後信貸風險是否顯著增加時，本集團將於報告日期金融工具發生違約之風險與於初始確認日期金融工具發生違約之風險作比較。作出評估時，本集團同時考慮合理及有理據的定量及定性資料，包括過往經驗及無需花費成本或精力而可得之前瞻性資料。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

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

- an actual or expected significant deterioration in the financial instrument's external (if available) or internal credit rating;
- significant deterioration in external market indicators of credit risk, e.g. a significant increase in the credit spread, the credit default swap prices for the debtor;
- existing or forecast adverse changes in business, financial or economic conditions that are expected to cause a significant decrease in the debtor's ability to meet its debt obligations;
- an actual or expected significant deterioration in the operating results of the debtor;
- an actual or expected significant adverse change in the regulatory, economic, or technological environment of the debtor that results in a significant decrease in the debtor's ability to meet its debt obligations.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加(續)

具體而言，以下為評估信貸風險是否顯著增加所考慮的資料：

- 金融工具之外部(如有)或內部信貸評級實質或預期顯著惡化；
- 信貸風險的外部市場指標顯著惡化，例如信用利差、債務人信用違約掉期價格顯著增加；
- 現有或預測業務、財政或經濟狀況之不利變動，預期會導致債務人履行債務責任的能力顯著降低；
- 債務人經營業績實質或預期顯著惡化；
- 債務人於法規、經濟、或技術環境實質或預期的重大不利變動，導致債務人履行債務責任的能力顯著降低。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

Irrespective of the outcome of the above assessment, the Group presumes that the credit risk has increased significantly since initial recognition when contractual payments are more than 30 days past due, unless the Group has reasonable and supportable information that demonstrates otherwise.

Despite the foregoing, the Group assumes that the credit risk on a financial asset has not increased significantly since initial recognition if the financial asset is determined to have low credit risk at the reporting date. A financial asset is determined to have low credit risk if i) it has a low risk of default, ii) the borrower has a strong capacity to meet its contractual cash flow obligations in the near term and iii) adverse changes in economic and business conditions in the longer term may, but will not necessarily, reduce the ability of the borrower to fulfil its contractual cash flow obligations. The Group considers a financial asset to have low credit risk when it has an internal or external credit rating of 'investment grade' as per globally understood definitions.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加(續)

無論上述評估之結果如何，當合約付款逾期超過30天，本集團即假定信貸風險自初始確認以來顯著增加，除非本集團有合理及有理據的資料另作證明。

儘管如此，若金融資產於報告日期被釐定為低信貸風險，本集團則假設該金融資產之信貸風險自初始確認以來並無顯著增加。倘i)金融資產的違約風險屬低；ii)借款人具強勁能力於近期履行其合約現金流量責任；及iii)長遠的經濟及業務狀況不利變動可能，但不一定，減低借款人履行其合約現金流量責任的能力，則該金融資產被釐定為低信貸風險。當金融資產於內部或外部信貸評級為按全球理解定義的「投資級別」，本集團認為該金融資產屬低信貸風險。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(i) Significant increase in credit risk (Continued)

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

(ii) Definition of default

For internal credit risk management, the Group considers an event of default occurs when information developed internally or obtained from external sources indicates that the debtor is unlikely to pay its creditors, including the Group, in full (without taking into account any collaterals held by the Group).

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

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(i) 信貸風險顯著增加(續)

本集團定期監控用作識別是否出現信貸風險顯著增加的標準之有效性及當適用時修訂標準，以確保該標準於金額逾期前可識別信貸風險顯著增加。

(ii) 違約的定義

就內部信貸風險管理，當內部開發資料或取得外部資料顯示債務人不太可能全數支付其債權人，包括本集團(並未考慮本集團持有任何抵押品)，本集團認為發生違約事件。

不管上述情況如何，當金融資產逾期超過90天，本集團認為已發生違約事件，除非本集團具合理及有理據資料顯示滯後違約標準更為合適。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iii) Credit-impaired financial assets

A financial asset is credit-impaired when one or more events of default that have a detrimental impact on the estimated future cash flows of that financial asset have occurred. Evidence that a financial asset is credit-impaired includes observable data about the following events:

- (a) significant financial difficulty of the issuer or the borrower;
- (b) a breach of contract, such as a default or past due event;
- (c) the lender(s) of the borrower, for economic or contractual reasons relating to the borrower's financial difficulty, having granted to the borrower a concession(s) that the lender(s) would not otherwise consider; or
- (d) it is becoming probable that the borrower will enter bankruptcy or other financial reorganisation.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iii) 信貸減值金融資產

當一項或多項違約事件發生令金融資產估計未來現金流量具不利影響，該金融資產則信貸減值。金融資產信貸減值的證據包括以下事件之可觀察數據：

- (a) 發行人或借款人存在嚴重財政困難；
- (b) 違約，即如違約或過期事件；
- (c) 借款人之貸款人，就有關借款人財政困難之經濟或合約原因，給予借款人一般貸款人不會考慮的讓步；或
- (d) 借款人有可能面臨破產或其他財務重組。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(iv) Write-off policy

The Group writes off a financial asset when there is information indicating that the counterparty is in severe financial difficulty and there is no realistic prospect of recovery, for example, when the counterparty has been placed under liquidation or has entered into bankruptcy proceedings, or in the case of trade receivables, when the amounts are over two years past due, whichever occurs sooner. Financial assets written off may still be subject to enforcement activities under the Group's recovery procedures, taking into account legal advice where appropriate. A write-off constitutes a derecognition event. Any subsequent recoveries are recognised in profit or loss.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(iv) 撤銷政策

當有資料顯示對手方存在嚴重財政困難及並無實際把握收回款項，例如，當對手方已進行清盤或已進入破產程序，或如為應收貿易賬款，當金額乃逾期超過兩年，以較早者為準，本集團撤銷金融資產。金融資產的撤銷可能仍須根據本集團回收程序的執行方式，當適用時考慮法律建議。撤銷構成剔除確認事項。任何其後回撥於損益確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL

The measurement of ECL is a function of the probability of default, loss given default (i.e. the magnitude of the loss if there is a default) and the exposure at default. The assessment of the probability of default and loss given default is based on historical data and forward-looking information. Estimation of ECL reflects an unbiased and probability-weighted amount that is determined with the respective risks of default occurring as the weights.

Generally, the ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and the cash flows that the Group expects to receive, discounted at the effective interest rate determined at initial recognition.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認

預期信貸虧損計量具違約可能性，默認虧損(即違約的損失幅度)及違約曝光的功能。違約可能性及默認虧損的評估乃基於過往數據及前瞻性資料。預期信貸虧損的估計反映不偏倚及概率加權金額乃按發生違約相關風險的比重來釐定。

一般而言，預期信貸虧損為根據合約所有應付本集團合約現金流量與本集團於初始確認時預期收到，按實際利率折現的現金流量的差額。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Impairment of financial assets (Continued)

(v) Measurement and recognition of ECL (Continued)

Where ECL is measured on a collective basis, the financial instruments are grouped on the following basis:

- Past-due status;
- Nature, size and industry of debtors;
- Internal credit ratings; and
- External credit ratings where available.

The grouping is regularly reviewed by management to ensure the constituents of each group continue to share similar credit risk characteristics.

Interest income is calculated based on the gross carrying amount of the financial asset unless the financial asset is credit impaired, in which case interest income is calculated based on amortised cost of the financial asset.

The Group recognises an impairment gain or loss in profit or loss for all financial instruments by adjusting their carrying amount, with the exception of trade receivables where the corresponding adjustment is recognised through a loss allowance account.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

金融資產減值(續)

(v) 預期信貸虧損的計量及確認(續)

當預期信貸虧損按集體基準計量，金融工具將按以下基準組合：

- 逾期狀況；
- 債務人之性質、規模及行業；
- 內部信貸評級；及
- 當適用時之外部信貸評級。

管理層定期審視組別情況以確保每一組別要素繼續具備類似的信貸風險特徵。

利息收入按金融資產賬面總值計算，而已作信貸減值之金融資產則除外，在此情況下，利息收入則按金融資產之攤銷成本計算。

本集團就所有金融工具經調整其賬面值於損益賬確認減值收益或虧損，而應收貿易賬款則除外，其相關調整乃通過虧損撥備賬確認。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial assets (Continued)

Derecognition of financial assets

The Group derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. If the Group retains substantially all the risks and rewards of ownership of a transferred financial asset, the Group continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

On derecognition of a financial asset measured at amortised cost, the difference between the asset's carrying amount and the sum of the consideration received and receivable is recognised in profit or loss.

Financial liabilities and equity

Classification as debt or equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融資產(續)

剔除確認金融資產

倘從資產收取現金流量之合約權利已屆滿，或本集團轉讓金融資產及已將其於資產擁有權之絕大部分風險及回報轉移予另一實體，本集團方會剔除確認金融資產。倘本集團保留已轉移金融資產之絕大部分風險及回報，本集團繼續確認該金融資產並就已收收款項確認抵押借貸。

於剔除確認一項以攤銷成本計量的金融資產時，資產賬面值與已收及應收代價總額之差額，將於損益中確認。

金融負債及權益

分類為債務或權益

債務及權益工具按所訂立之合約安排性質，以及金融負債及權益工具之定義而分類為金融負債或權益。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs.

Perpetual instruments, which include no contractual obligation for the Group to deliver cash or other financial assets or the Group has the sole discretion to defer payment of distribution and redemption of principal amount indefinitely are classified as equity instruments.

Repurchase of the Company's own equity instruments is recognised and deducted directly in equity. No gain or loss is recognised in profit or loss on the purchase, sale, issue or cancellation of the Company's own equity instruments.

Financial liabilities

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融負債及權益(續)

權益工具

權益工具為證明一實體經扣除其所有負債後的資產剩餘權益之任何合約。本公司發行的權益工具按收取所得款項減直接發行成本確認。

永續工具，其中包括本集團無合約義務交付現金或其他金融資產或本集團可全權酌情決定延期支付分派及無限期贖回本金，被分類為權益工具。

購回本公司自身權益工具直接於權益中確認及扣減。購買、出售、發行及註銷本公司自身權益工具概不會在損益確認盈虧。

金融負債

所有金融負債是其後以實際利率法按攤銷成本或按公允值計入損益計量。



3. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS AND SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

3.2 Significant accounting policies (Continued)

Financial instruments (Continued)

Financial liabilities and equity (Continued)

Financial liabilities at amortised cost

Financial liabilities including bank borrowings, amounts due to related companies, trade and other payables and advances drawn on bills discounted with recourse are subsequently measured at amortised cost, using the effective interest method.

Derecognition of financial liabilities

The Group derecognises financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in profit or loss.

3. 綜合財務報表的編製基準及主要會計政策(續)

3.2 主要會計政策(續)

金融工具(續)

金融負債及權益(續)

按攤銷成本之金融負債

金融負債包括銀行借貸、應付關連公司款項、應付貿易及其他賬款及附追索權之貼現票據預付款，乃隨後以實際利率法按攤銷成本計量。

剔除確認金融負債

僅於本集團之責任獲解除、註銷或屆滿時，本集團方會剔除確認金融負債。剔除確認之金融負債賬面值與已付及應付代價之差額於損益中確認。



4. CRITICAL ACCOUNTING JUDGEMENTS AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In the application of the Group's accounting policies, which are described in note 3, the directors of the Company are required to make judgments, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated underlying assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical judgements in applying accounting policies

The following are the critical judgements, apart from those involving estimations (see below), that the directors of the Company have made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the consolidated financial statements.

4. 關鍵會計判斷及估計不明朗因素之主要來源

於應用本集團之會計政策(載列於附註3)時,本公司董事需對未能透過其他來源直接確定之資產及負債之賬面值作出判斷、估計及假設。該等估計及相關假設乃建基於過往經驗及其他被視為相關之因素。實際結果可能有別於該等估計。

估計及相關假設乃按持續基準進行審閱。如對會計估計之修訂僅影響進行修訂之期間,則於該期間確認修訂,或如修訂同時影響目前及未來期間,則於修訂及未來期間確認。

應用會計政策時的關鍵判斷

以下為本公司董事於應用本集團會計政策過程中已作出的、對綜合財務報表中已確認金額有最重大影響的關鍵判斷,但不包括涉及估計的判斷(見下文)。



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

Critical judgements in applying accounting policies (Continued)

Control over Shunying Pulp and Paper Company Limited (“Shunying”)

Note 43(iii) describes that Shunying is considered as an indirect wholly-owned subsidiary of the Group although the Group has only 49% ownership interest in Shunying, with the remainder is legally owned by Mr. Lee Man Bun (a director of the Company) and Ms. Lee Man Ching (a sister of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun) as to 36% and 15%, respectively, and they are collectively referred to as the “Cambodian Registered Owners” who entered into a series of documents including, amongst others, shareholders’ agreements, loan agreements, share pledge agreements (collectively referred to as the “VIE Documents”) with the Group for setting up variable interest entity structure in respect of Shunying (the “VIE Structure”).

Pursuant to the VIE Documents, Cambodian Registered Owners agreed to, inter alia, maintain their shareholdings in and share capital of Shunying; comply with the directions of the Group to appoint and remove at any time any directors of Shunying; act in accordance with the directions of the Group to exercise their voting rights in the directors’ and shareholders’ meetings of Shunying; and grant to the Group for all rights, interests, benefits and powers attaching to their shareholdings in Shunying.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

應用會計政策時的關鍵判斷(續)

對Shunying Pulp and Paper Company Limited(「Shunying」)的控制權

附註43(iii)描述Shunying被視為本集團的間接全資附屬公司，儘管本集團僅擁有Shunying的49%擁有權，其餘部分由李文斌先生(本公司董事)及李文禎女士(李文俊博士及李文斌先生的妹妹/姐姐)(彼等被統稱為「柬埔寨登記擁有人」)分別法定擁有36%及15%擁有權，惟彼等與本集團訂立一系列文件，包括(其中包括)股東協議、貸款協議、股份質押協議(統稱為「可變權益實體文件」)，以建立有關Shunying的可變權益實體架構(「可變權益實體架構」)。

根據可變權益實體文件，柬埔寨登記擁有人同意(其中包括)維持其於Shunying的股權及Shunying的股本；遵守本集團的指示，隨時委任及罷免Shunying的任何董事；按照本集團的指示行事，在Shunying的董事會議及股東大會上行使其投票權；及向本集團授予其於Shunying的股權所附帶的所有權利、權益、利益及權力。



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

Critical judgements in applying accounting policies (Continued)

Control over Shunying Pulp and Paper Company Limited (“Shunying”) (Continued)

The Cambodian legal adviser of the Group advised that the VIE Structure does not violate the Cambodian laws and the Group is allowed to enter into contracts and documentations to safeguard its investment and obtain control over Shunying.

Based on the aforesaid arrangements under the VIE Documents and Cambodian legal advice, the directors of the Company are of the view that the control and enjoyment of economic benefits of Shunying have been conferred to the Group and Shunying is, therefore, accounted for as an indirect wholly-owned subsidiary of the Group and the financial statements of Shunying are consolidated in the consolidated financial statements of the Group.

Key sources of estimation uncertainty

The following are the key assumptions concerning the future, and other key sources of estimation uncertainty at the end of the reporting period, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

應用會計政策時的關鍵判斷(續)

對Shunying Pulp and Paper Company Limited(「Shunying」)的控制權(續)

本集團的柬埔寨法律顧問告知，可變權益實體架構並不違反柬埔寨法律，以及本集團獲准訂立合約及文件，以保障其投資並獲得對Shunying的控制權。

根據上述可變權益實體文件的安排及柬埔寨法律意見，本公司董事認為，Shunying的控制權及經濟利益的享有權已被賦予本集團，因此，Shunying作為本集團的間接全資附屬公司入賬及Shunying的財務報表綜合計入本集團綜合財務報表。

估計不明朗因素之主要來源

以下為有關未來的關鍵假設，以及於報告期末估計不明朗因素的其他主要來源，該等假設及主要來源具有導致於下一個財政年度對資產及負債的賬面值進行重大調整的重大風險。



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

Key sources of estimation uncertainty (Continued)

Provision of ECL for trade receivables

The Group uses collective assessment to calculate ECL for the trade receivables (excluding those backed by bills). In calculating the ECL, the loss rates are estimated based on comparable probability of default by internal credit ratings through groupings of various debtors that have similar loss patterns and recovery rate quoted from international credit-rating agencies and adjusted for forward-looking information. Such calculation of ECL has involved subjective judgment and management estimates. At every reporting dates, the loss rates are reassessed and changes in the forward-looking information are considered. In addition, credit-impaired trade receivables (excluding those backed by bills) and trade receivables backed by bills are assessed for ECL individually.

The provision of ECL is sensitive to changes in estimates. The information about the ECL and the Group's trade receivables are disclosed in notes 24(a) and 36(ii).

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

應收貿易賬款預期信貸虧損撥備

本集團就應收貿易賬款採用集體評估(不包括有票據質押者)計算預期信貸虧損。於計算預期信貸虧損時,損失率根據內部信用評級的可比較違約概率進行估算,而可比較違約概率乃通過將具備類似虧損模式及追償率(國際信用評級機構所引用)之不同債務人進行分組,並就前瞻性資料作調整而得出。就此計算預期信貸虧損涉及主觀判斷及管理層的估計。於每一報告日期,會再次評估虧損率及考慮前瞻性資料的變化。此外,信貸減值之應收貿易賬款(不包括有票據質押者)及有票據質押之應收貿易賬款會被個別評估預期信貸虧損。

預期信貸虧損撥備對估計的變化相當敏感。有關預期信貸虧損及本集團應收貿易賬款的資料於附註24(a)及36(ii)披露。



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

Key sources of estimation uncertainty (Continued)

Recognition of deferred tax

As at 31 December 2022, no deferred tax asset has been recognised in the consolidated statement of financial position on unused tax losses of approximately HK\$261,000,000 (2021: HK\$161,000,000) due to the unpredictability of future profit streams. The realisability of the deferred tax asset mainly depends on whether sufficient future profits or taxable temporary differences will be available in the future. In cases where the expectation for future profit streams changes, a recognition of deferred tax assets may arise, which would be recognised in profit or loss for the period in which such a recognition takes place.

As at 31 December 2022, no further deferred tax liabilities have been recognised on the undistributed profits of certain group companies in the People's Republic of China (the "PRC") after 2008 as the Group has planned to retain those profits in the respective entities for their daily operations and future developments since distribution of profits for the year ended 31 December 2018 by certain PRC subsidiaries. In case there is a change in such plan, additional tax liabilities will arise, which will be recognised in the profit or loss for the period in which the management intends to declare such profits in the foreseeable future or the Group's future development plan is amended, whichever is earlier. Details of the above unrecognised accumulated profits are set out in note 31.

4. 關鍵會計判斷及估計不明朗因素之主要來源(續)

估計不明朗因素之主要來源(續)

遞延稅項確認

於2022年12月31日，由於無法預計未來盈利流向，有關未動用之稅務虧損之遞延稅項資產約261,000,000港元(2021年：161,000,000港元)並未於綜合財務狀況表確認。遞延稅項資產變現主要視乎將來是否有足夠未來盈利或應課稅暫時差額可供動用。倘預期未來盈利流向有變，可能作出遞延稅項資產確認，並於發生此確認之期間在損益中確認。

於2022年12月31日，並無就於中華人民共和國(「中國」)之若干集團公司自2008年後之未分配盈利確認遞延稅項負債，乃由於本集團計劃自若干中國附屬公司分派截至2018年12月31日止年度的盈利起保留相關實體的盈利以供日常營運及將來發展。倘此計劃有變，將產生額外稅項負債，其將於未來可預見管理層擬宣派該等盈利或本集團之未來發展計劃修訂時(以較早者為準)之期間，於損益中確認。上述未確認累計盈利之詳情載於附註31。



5. REVENUE

(i) Disaggregation of revenue from contracts with customers

5. 收入

(i) 來自客戶合約的收入分析

Types of goods	Segments	2022	2021
貨品類別	分部	HK\$'000	HK\$'000
		千港元	千港元
Sales of packaging paper (including linerboard and corrugating medium)	Packaging paper 包裝紙	24,453,678	27,552,928
銷售包裝紙 (包括牛咭紙及瓦楞芯紙)			
Sales of tissue paper	Tissue paper 衛生紙	4,171,819	4,730,160
銷售衛生紙			
Sales of pulp	Pulp 木漿	544,905	228,329
銷售木漿			
		29,170,402	32,511,417
Timing of revenue recognition			
收入確認之時間			
A point in time		29,170,402	32,511,417
一個時間點			



5. REVENUE (CONTINUED)

(ii) Performance obligations for contracts with customers

The Group sells packaging paper, tissue paper and pulp directly to customers.

Revenue is recognised when control of the goods has transferred, being when the goods have been delivered to the specific location (delivery) as agreed in the sales contracts. Transportation and handling activities that occur before customers obtain control are considered as fulfilment activities. Following delivery, the customer has full discretion over the manner of distribution and price to sell the goods, has the primary responsibility when on selling the goods and bears the risks of obsolescence and loss in relation to the goods. The normal credit term is 45 to 90 days upon delivery.

6. SEGMENT INFORMATION

The following is an analysis of the Group's revenue and results by operating and reportable segments under HKFRS 8 Operating Segments, based on information reported to the Company's executive directors, being the chief operating decision maker (the "CODM"), for the purposes of resource allocation and assessment of segment performance, which focuses on types of goods delivered. The Group's operating and reportable segments under HKFRS 8 *Operating Segments* are as follows:

- (i) Packaging paper – Kraft linerboard, test linerboard, coated duplex board, white top linerboard and high strength corrugating medium;
- (ii) Tissue paper; and
- (iii) Pulp.

5. 收入(續)

(ii) 客戶合約的履約責任

本集團直接向客戶銷售包裝紙、衛生紙及木漿。

當貨物已運送至銷售合同協定的指定地點且貨物控制權已轉移，方確認收入。在客戶獲得控制權之前進行的運輸及處理活動被視為配送活動。運送貨物後，客戶已可全權支配分銷及價錢去出售貨物，負責銷售貨物及承擔貨物報廢及損失的風險。一般信貸期為付運後45至90天。

6. 分部資料

以下為根據香港財務報告準則第8號經營分部對本集團按經營及可報告分部的收入及業績的分析，向本公司執行董事，即主要經營決策者（「主要經營決策者」）作為資源分配及評估分部表現而呈報之資料，集中於所交付貨物之類別。本集團於香港財務報告準則第8號經營分部項下之經營及可報告分部載列如下：

- (i) 包裝紙－牛咭紙、掛面牛咭紙、塗布白板紙、白面牛咭紙及高強瓦楞芯紙；
- (ii) 衛生紙；及
- (iii) 木漿。



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6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results

The following is an analysis of the Group's revenue and results by operating and reportable segments:

For the year ended 31 December 2022

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Segment total 分部合計 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收入						
External sales	對外銷售	24,453,678	4,171,819	544,905	29,170,402	-	29,170,402
Inter-segment sales	分部之間銷售	-	-	1,268,785	1,268,785	(1,268,785)	-
		24,453,678	4,171,819	1,813,690	30,439,187	(1,268,785)	29,170,402
SEGMENT PROFIT	分部盈利	748,021	677,494	91,121	1,516,636	-	1,516,636
Net gain from fair value changes of derivative financial instruments and net exchange gain	衍生金融工具 公允變動淨收益 及匯兌淨收益						20,241
Unallocated income	未分類之收入						82,031
Unallocated expenses	未分類之支出						(36,446)
Share of result of an associate	應佔聯營公司 業績						55
Share of result of a joint venture	應佔合營企業 業績						(27)
Finance costs	財務成本						(123,769)
Profit before tax	除稅前盈利						1,458,721

6. 分部資料(續)

分部收入及業績

以下為按經營及可報告分部劃分之
本集團收入及業績分析：

截至2022年12月31日止年度



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
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6. SEGMENT INFORMATION (CONTINUED)

Segment revenues and results (Continued)

For the year ended 31 December 2021

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Segment total 分部合計 HK\$'000 千港元	Eliminations 對銷 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
REVENUE	收入						
External sales	對外銷售	27,552,928	4,730,160	228,329	32,511,417	-	32,511,417
Inter-segment sales	分部之間銷售	-	-	1,067,611	1,067,611	(1,067,611)	-
		27,552,928	4,730,160	1,295,940	33,579,028	(1,067,611)	32,511,417
SEGMENT PROFIT	分部盈利	3,481,329	334,130	7,516	3,822,975	-	3,822,975
Net loss from fair value changes of derivative financial instruments and net exchange losses	衍生金融工具 公允變動淨虧損 及匯兌淨虧損						(14,578)
Unallocated income	未分類之收入						99,334
Unallocated expenses	未分類之支出						(36,884)
Share of result of a joint venture	應佔合營企業 業績						(1,175)
Finance costs	財務成本						(75,389)
Profit before tax	除稅前盈利						3,794,283

The accounting policies of the operating segments are the same as the Group's accounting policies described in note 3. Segment profit represents the profit earned by each segment without allocation of net gain (loss) from fair value changes of derivative financial instruments, rental income, interest income, net exchange gain (losses), share of result of an associate, share of result of a joint venture, finance costs and other unallocated administrative expenses. This is the measure reported to the CODM for the purposes of resource allocation and performance assessment.

Inter-segment sales are charged at prevailing market rates.

6. 分部資料(續)

分部收入及業績(續)

截至2021年12月31日止年度

經營分部之會計政策與附註3所描述之本集團會計政策一致。分部盈利指各分部所賺取盈利，而並無分配來自衍生金融工具公允值變動淨收益(虧損)、租金收入、利息收入、匯兌淨收益(虧損)、應佔聯營公司業績、應佔合營企業業績、財務成本及其他未分配行政費用。此乃向主要經營決策者作為資源分配及表現評估而呈報之計量方法。

分部之間銷售乃按現行市場價格計算。



6. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities

The following is an analysis of the Group's assets and liabilities by reportable segments:

6. 分部資料(續)

分部資產及負債

以下為按可報告分部劃分之本集團資產及負債分析：

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
As at 31 December 2022	於2022年12月31日				
Segment assets	分部資產	37,715,811	8,478,362	2,333,195	48,527,368
Unallocated assets	未分類之資產				1,798,317
Consolidated total assets	綜合總資產				50,325,685
Segment liabilities	分部負債	1,962,224	747,673	30,042	2,739,939
Unallocated liabilities	未分類之負債				18,978,852
Consolidated total liabilities	綜合總負債				21,718,791
		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
As at 31 December 2021	於2021年12月31日				
Segment assets	分部資產	40,410,980	8,240,520	1,893,530	50,545,030
Unallocated assets	未分類之資產				1,908,813
Consolidated total assets	綜合總資產				52,453,843
Segment liabilities	分部負債	1,609,974	186,328	32,311	1,828,613
Unallocated liabilities	未分類之負債				17,222,232
Consolidated total liabilities	綜合總負債				19,050,845



6. SEGMENT INFORMATION (CONTINUED)

Segment assets and liabilities (Continued)

For the purposes of monitoring segment performance and allocating resources between segments, all assets are allocated to operating segments other than bank balances and cash, and all liabilities are allocated to operating segments other than tax payable, bank borrowings, advances drawn on bills discounted with recourse, deferred tax liabilities, construction fee payables, other payables and accruals.

There were asymmetrical allocations to operating segments because the Group allocates interest in an associate and interest in a joint venture to each segment asset without allocating the share of result of an associate and share of result of a joint venture to those segment results. This is the measure reported to the Board of Directors for the purpose of resources allocation and performance assessment.

Other segment information

6. 分部資料(續)

分部資產及負債(續)

為考核分部表現及於分部間分配資源，所有資產均分配予經營分部(銀行結餘及現金除外)以及所有負債均分配予經營分部(應付稅項、銀行借貸、附追索權之票據貼現預付款、遞延稅項負債、應付工程款、其他應付款項及應計費用除外)。

由於本集團將聯營公司權益及合營企業權益分配至各分部資產，而並未將應佔聯營公司業績及應佔合營企業業績分配至該等分部業績，故經營分部存在分配不對稱。這是為資源分配及表現評估向董事會報告的計量方式。

其他分部資料

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
For the year ended 31 December 2022	截至2022年 12月31日止年度				
Amounts included in the measure of segment profit or loss or segment assets:	計量分部損益或 分部資產包括 以下金額：				
Interest in an associate	聯營公司權益	-	74,550	-	74,550
Interest in a joint venture	合營企業權益	81,173	-	-	81,173
Addition to non-current assets (note)	非流動資產增加(附註)	2,800,002	1,385,114	714,648	4,899,764
Depreciation of property, plant and equipment, investment properties and right-of-use assets	物業、廠房及設備、 投資物業及使用權 資產折舊	133,093	54,572	3,836	191,501
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損	22,682	76	938	23,696
Gain on disposal of right-of-use assets	處置使用權資產之收益	-	(14,378)	-	(14,378)
Reversal of impairment losses on trade receivables (excluding those backed by bills), net of reversal	回撥應收貿易賬款 (不包括有票據質押 者)減值虧損， 扣除回撥淨額	(4,712)	(4,434)	1,617	(7,529)
Amounts regularly provided to the CODM but not included in the segment profit or loss:	定期提供予主要經營決 策者而並無包括在分 部損益的金額：				
Share of result of an associate	應佔聯營公司業績	-	(55)	-	(55)
Share of result of a joint venture	應佔合營企業業績	27	-	-	27



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6. SEGMENT INFORMATION (CONTINUED)

Other segment information (Continued)

		Packaging paper 包裝紙 HK\$'000 千港元	Tissue paper 衛生紙 HK\$'000 千港元	Pulp 木漿 HK\$'000 千港元	Consolidated 綜合 HK\$'000 千港元
For the year ended 31 December 2021	截至2021年 12月31日止年度				
Amounts included in the measure of segment profit or loss or segment assets:	計量分部損益或 分部資產包括 以下金額：				
Interest in a joint venture	合營企業權益	90,858	-	-	90,858
Addition to non-current assets (note)	非流動資產增加(附註)	2,960,197	403,664	41,398	3,405,259
Depreciation of property, plant and equipment, investment properties and right-of-use assets	物業、廠房及設備、 投資物業及使用權 資產折舊	106,053	56,559	2,639	165,251
Loss on disposal of property, plant and equipment	出售物業、廠房及 設備之虧損	25,929	52,236	176	78,341
Impairment losses on trade receivables (excluding those backed by bills), net of reversal	應收貿易賬款 (不包括有票據質押 者)減值虧損， 扣除回撥淨額	(25,490)	41,448	(124)	15,834
Amounts regularly provided to the CODM but not included in the segment profit or loss:	定期提供予主要經營決 策者而並無包括在分 部損益的金額：				
Share of result of a joint venture	應佔合營企業業績	1,175	-	-	1,175

Note: Amounts included additions to property, plant and equipment, right-of-use assets and deposits paid for acquisition of property, plant and equipment.

No other amounts are regularly provided to the CODM but not included in the measure of segment profit or loss or segment assets.

6. 分部資料(續)

其他分部資料(續)

附註：金額包括新增物業、廠房及設備、使用權資產及購置物業、廠房及設備所付訂金。

概無其他金額乃定期提供予主要經營決策者而並無包括在計量分部損益或分部資產的金額中。



6. SEGMENT INFORMATION (CONTINUED)

Revenue from major products

The following is an analysis of the Group's revenue from its major products:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Packaging paper (including linerboard and corrugating medium)	包裝紙(包括牛咭紙及瓦楞芯紙)	24,453,678	27,552,928
Tissue paper	衛生紙	4,171,819	4,730,160
Pulp	木漿	544,905	228,329
		29,170,402	32,511,417

Geographical information

Approximately 89% (2021: approximately 92%) of the Group's revenue were derived from external customers in the PRC. The remaining of the Group's revenue were mainly derived from external customers in Malaysia and Vietnam.

Information about the Group's non-current assets (excluding financial assets) is presented based on the geographical location of the assets.

6. 分部資料(續)

來自主要產品的收入

以下為本集團來自主要產品的收入分析：

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Packaging paper (including linerboard and corrugating medium)	24,453,678	27,552,928
Tissue paper	4,171,819	4,730,160
Pulp	544,905	228,329
	29,170,402	32,511,417

地域資料

本集團之收入約89%(2021年：約92%)來自中國外部客戶。本集團剩餘收入主要來自馬來西亞及越南的外部客戶。

本集團非流動資產(不包括金融資產)資料乃按資產所在地呈列。

		Non-current assets 非流動資產	
		2022 HK\$'000 千港元	2021 HK\$'000 千港元
The PRC other than Hong Kong and Macau	中國，香港及澳門除外	27,677,811	28,348,644
Malaysia	馬來西亞	6,379,668	5,774,858
Vietnam	越南	2,234,009	2,413,625
Hong Kong, Macau and others	香港、澳門及其他	1,049,913	914,017
		37,341,401	37,451,144



6. SEGMENT INFORMATION (CONTINUED)

Information about major customers

None of the Group's customers contributed over 10% of the Group's total revenue for the current and prior reporting period.

6. 分部資料(續)

有關主要客戶之資料

本期或上期報告期內並無本集團客戶佔本集團總收入超過10%。

7. OTHER INCOME

7. 其他收入

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Value added tax and other tax refund	增值稅退款及其他退稅	385,227	544,666
Income from supply of steam and electricity, net	供應蒸氣及電力淨收入	40,645	42,842
Income from wharf cargo handling, net	經營碼頭貨運淨收入	29,960	37,901
Interest income from banks	銀行利息收入	26,822	30,726
Gain on disposal of right-of-use assets	處置使用權資產之收益	14,378	-
Government subsidy income	政府補助收入	167,830	49,402
Rental income	租金收入	55,209	66,286
Write back of trade and other payables	撥回應付貿易及其他賬款	137,679	2,922
Others	其他	51,134	53,711
		908,884	828,456

8. IMPAIRMENT LOSSES ON TRADE RECEIVABLES, NET OF REVERSAL

8. 應收貿易賬款減值虧損，扣除回撥淨額

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Net (reversal of impairment losses) impairment losses recognised on:	(減值虧損回撥)減值虧損淨額 確認：		
- Trade receivables (excluding those backed by bills)	- 應收貿易賬款 (不包括有票據質押者)	(7,529)	15,834

Details of impairment assessment are set out in note 36(ii).

減值評估詳情載於附註36(ii)。



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9. OTHER GAINS AND LOSSES, NET

9. 其他淨收益及虧損

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Net foreign exchange gain (losses)	匯兌淨收益(虧損)	19,765	(14,543)
Net gain (loss) from fair value changes of derivative financial instruments	衍生金融工具公允值變動淨收益(虧損)	476	(35)
Loss on disposal of property, plant and equipment, net	出售物業、廠房及設備之淨虧損	(23,696)	(78,341)
Gain on disposal of a subsidiary	出售一間附屬公司之收益	-	21,264
		(3,455)	(71,655)

10. FINANCE COSTS

10. 財務成本

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Interest expense on lease liabilities (note 39)	租賃負債利息費用(附註39)	3,397	3,192
Interest on bank borrowings and advances drawn on bills receivables discounted with recourse	銀行借貸及附追索權之應收票據貼現預付款利息	361,261	189,054
Less: amounts capitalised to property, plant and equipment	減去：物業、廠房及設備之資本化金額	(240,889)	(116,857)
		123,769	75,389

Borrowing costs capitalised during the year arose from the general borrowings and are calculated by applying capitalisation rates ranging from 1.30% to 5.19% (2021: ranging from 1.17% to 1.66%) per annum to expenditures on qualifying assets.

年內之資本化借貸成本乃於一般借貸中產生，並以合資格資產開支之資本化年利率由1.30%至5.19% (2021年：由1.17%至1.66%)計算。



11. INCOME TAX EXPENSE

11. 利得稅支出

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Income tax recognised in profit or loss:	於損益內確認之利得稅：		
Current tax	本期稅項		
– The PRC EIT	– 中國企業所得稅	61,386	359,107
– PRC withholding tax on dividend distribution	– 分派股息之中國預扣稅	–	30,694
– Other jurisdictions	– 其他司法管轄區	19,202	78,618
		80,588	468,419
Over provision in previous years	去年超額撥備		
– The PRC EIT	– 中國企業所得稅	(52,400)	(8,257)
– Other jurisdictions	– 其他司法管轄區	(3,786)	–
Deferred tax (note 31)	遞延稅項(附註31)		
– Charge to profit or loss	– 計入損益	117,129	82,361
		141,531	542,523
Total income tax recognised in profit or loss	於損益內確認之總利得稅	141,531	542,523

The Group's profit is subject to taxation from the place of its operations where its profit is generated and is calculated at the rate prevailing in the relevant jurisdictions.

The PRC

The Group's subsidiaries in the PRC are subject to corporate income tax at the rate of 25% (2021: 25%) except that seven (2021: six) of these subsidiaries are entitled to preferential rate of 15% (2021: 15%) for the Group's financial year ended 31 December 2022.

Hong Kong

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for both years.

本集團之盈利須於其盈利賺取的營運地方繳納稅項，稅項按相關司法管轄區適用之稅率計算。

中國

本集團於中國的附屬公司之適用企業所得稅稅率為25%(2021年：25%)，而其中七間(2021年：六間)附屬公司於截至2022年12月31日止財政年度享有優惠稅率15%(2021年：15%)。

香港

香港利得稅於兩個年度均按估計應課稅盈利以16.5%計算。



11. INCOME TAX EXPENSE (CONTINUED)

Macau

Macau Complementary Tax are calculated at 12% on the estimated assessable profits for both years.

Vietnam

The Vietnam subsidiaries are subjected to Vietnam Corporate Income Tax at a rate of 10% during the years ended 31 December 2022 and 2021. They are entitled to a corporate income tax exemption for four years from the first profit-making year and a reduction of 50% for the following nine years. During the years ended 31 December 2022 and 2021, the Vietnam subsidiaries are entitled a reduction of 50% of Vietnam Corporate Income Tax rate of 10%.

Malaysia

The Malaysia subsidiaries are subjected to Malaysia Corporate Income Tax at a rate of 24% during the years ended 31 December 2022 and 2021.

Other jurisdictions

Taxation arising in other jurisdictions is calculated at the rates prevailing in the relevant jurisdictions.

11. 利得稅支出(續)

澳門

澳門補充稅於兩個年度均按估計應課稅盈利以12%計算。

越南

於截至2022年及2021年12月31日止年度，越南附屬公司須按10%稅率繳納越南企業所得稅，其享有自首個產生盈利年度起計四年獲豁免企業所得稅及隨後九年50%減免。截至2022年及2021年12月31日止年度，越南附屬公司享有10%越南企業所得稅稅率的50%減免。

馬來西亞

馬來西亞附屬公司於截至2022年及2021年12月31日止年度須按24%稅率繳納馬來西亞企業所得稅。

其他司法管轄區

其他司法管轄區產生的稅項則按相關司法管轄區適用之稅率計算。



11. INCOME TAX EXPENSE (CONTINUED)

The tax charge for the year can be reconciled to the profit before tax per the consolidated statement of profit or loss and other comprehensive income as follows:

11. 利得稅支出(續)

年內稅務開支與根據綜合損益及其他全面收益表的除稅前盈利對賬如下：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Profit before tax	除稅前盈利	1,458,721	3,794,283
Tax at the applicable tax rate of 25% (2021: 25%) (note)	應用稅率25%之稅款 (2021年: 25%)(附註)	364,680	948,571
Tax effect of share of result of an associate	應佔聯營公司業績的稅務影響	(14)	-
Tax effect of share of loss of a joint venture	應佔合營企業虧損的稅務影響	7	294
Tax effect of expenses not deductible for tax purpose	不可扣稅的支出的稅務影響	64,504	53,153
Tax effect of income not taxable for tax purpose	毋須課稅的收入的稅務影響	(9,440)	(12,733)
Tax effect of tax losses not recognised	未確認稅務虧損的稅務影響	35,090	241
Tax effect of utilisation of tax losses previously not recognised	使用過往未確認的 稅務虧損的稅務影響	(9,978)	(13,500)
Effect of concessionary rates granted to the PRC subsidiaries	中國附屬公司獲優惠 稅率的影響	(71,985)	(319,690)
Effect of concessionary rates granted to Macau and Vietnam subsidiaries	澳門及越南附屬公司 獲優惠稅率的影響	(19,998)	-
Effect of different tax rates of subsidiaries operating in other jurisdictions	於其他司法權區營運的 附屬公司的不同稅率的影響	(155,149)	(105,556)
Over provision in previous years	過往年度超額撥備	(56,186)	(8,257)
Tax charge for the year	年內稅務開支	141,531	542,523

Note: This represents the domestic income tax rate in the jurisdiction where a substantial portion of the Group's operation is based.

附註：此代表本集團絕大部分業務營運所在之司法權區之當地所得稅率。



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12. PROFIT FOR THE YEAR

12. 年度盈利

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Profit for the year has been arrived at after charging (crediting):	年度盈利經扣除(計入):		
Directors' emoluments (note 13)	董事酬金(附註13)	51,300	47,050
Staff salaries and other benefits, excluding those of directors	員工薪金及其他福利, 不包括董事	1,461,102	1,584,427
Contributions to retirement benefit schemes, excluding those of directors (note 32)	退休福利計劃供款, 不包括董事(附註32)	141,284	136,674
Total employee benefit expense	僱員福利開支總額	1,653,686	1,768,151
Capitalised in inventories	庫存資本化	(1,160,142)	(1,235,846)
		493,544	532,305
Auditors' remuneration	核數師酬金		
– Audit services	– 核數服務	10,188	9,839
– Non-audit services	– 非核數服務	819	1,812
Cost of inventories recognised as expense	存貨成本確認為支出	26,477,906	26,808,481
Depreciation of property, plant and equipment (note 17)	物業、廠房及設備折舊(附註17)	1,360,801	1,486,381
Depreciation of investment properties (note 19)	投資物業折舊(附註19)	24,343	24,818
Depreciation of right-of-use assets (note 18)	使用權資產折舊(附註18)	42,930	39,122
Total depreciation	折舊總額	1,428,074	1,550,321
Capitalised in inventories	庫存資本化	(1,236,573)	(1,385,070)
		191,501	165,251
Gross rental income from investment properties	投資物業之租金總收入	(31,602)	(34,833)
Less: direct operating expenses incurred for investment properties that generated rental income during the year	減: 一年內產生租金收入的投資物業之直接營運開支	310	378
		(31,292)	(34,455)



13. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS

Directors' and Chief Executive Officer's remuneration for the year, disclosed pursuant to the applicable Listing Rules and Companies Ordinance, were as follows:

13. 董事及首席執行官酬金

年內董事及首席執行官的酬金根據適用上市規則及公司條例披露如下：

		Other emoluments			Total
		其他酬金			
		Salaries and other benefits and allowances	Contributions to retirement benefit schemes		
		Fees	Salaries and other benefits and allowances	Retirement benefit schemes	Total
		袍金	薪金及其他福利及津貼	退休福利計劃供款	合計
		HK\$'000	HK\$'000	HK\$'000	HK\$'000
		千港元	千港元	千港元	千港元
2022	2022年				
<i>Executive directors</i>	<i>執行董事</i>				
Dr. Lee Man Chun Raymond	李文俊博士	18,000	-	-	18,000
Mr. Lee Man Bun	李文斌先生				
(Chief Executive Officer)	(首席執行官)	16,233	1,767	-	18,000
Mr. Li King Wai Ross	李經緯先生	5,000	-	-	5,000
Mr. Lee Jude Ho Chung	李浩中先生	3,796	704	-	4,500
Mr. Yip Heong Kan	葉向勤先生	3,296	704	-	4,000
<i>Non-executive director</i>	<i>非執行董事</i>				
Professor Poon Chung Kwong	潘宗光教授	450	-	-	450
<i>Independent non-executive directors</i>	<i>獨立非執行董事</i>				
Mr. Wong Kai Tung Tony	王啟東先生	450	-	-	450
Mr. Peter A. Davies	Peter A. Davies先生	450	-	-	450
Mr. Chau Shing Yim David	周承炎先生	450	-	-	450
		48,125	3,175	-	51,300



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13. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (CONTINUED)

13. 董事及首席執行官酬金(續)

		Other emoluments 其他酬金			
		Fees 袍金	Salaries and other benefits and allowances 薪金及 其他福利及津貼	Contributions to retirement benefit schemes 退休福利 計劃供款	Total 合計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
2021	2021年				
<i>Executive directors</i> 執行董事					
Dr. Lee Man Chun Raymond	李文俊博士	18,000	-	-	18,000
Mr. Lee Man Bun (Chief Executive Officer)	李文斌先生 (首席執行官)	16,227	1,773	-	18,000
Mr. Li King Wai Ross	李經緯先生	5,000	-	-	5,000
Mr. Lee Jude Ho Chung (note i)	李浩中先生(附註i)	1,898	352	-	2,250
Mr. Yip Heong Kan (note ii)	葉向勤先生(附註ii)	1,648	352	-	2,000
<i>Non-executive director</i> 非執行董事					
Professor Poon Chung Kwong	潘宗光教授	450	-	-	450
<i>Independent non-executive directors</i> 獨立非執行董事					
Mr. Wong Kai Tung Tony	王啟東先生	450	-	-	450
Mr. Peter A. Davies	Peter A. Davies先生	450	-	-	450
Mr. Chau Shing Yim David	周承炎先生	450	-	-	450
		44,573	2,477	-	47,050

notes:

- (i) Mr. Lee Jude Ho Chung was appointed as an executive director of the Company on 1 July 2021.
- (ii) Mr. Yip Heong Kan was appointed as an executive director of the Company on 1 July 2021.

附註:

- (i) 李浩中先生於2021年7月1日獲委任為本公司執行董事。
- (ii) 葉向勤先生於2021年7月1日獲委任為本公司執行董事。



13. DIRECTORS' AND CHIEF EXECUTIVE OFFICER'S EMOLUMENTS (CONTINUED)

The executive directors', non-executive director's and independent non-executive directors' emoluments shown above were mainly for their services in connection with the management of the affairs of the Company and the Group and for their services as directors of the Company respectively.

Dr. Lee Man Chun Raymond is also the Chairman of the Company and his emoluments disclosed above include those for services rendered by him as the Chairman of the Company.

Mr. Lee Jude Ho Chung was the deputy general manager of the Group before the appointment as an executive director of the Company on 1 July 2021. Before appointment as an executive director of the Company, his salaries rendered are included in staff salaries.

Mr. Yip Heong Kan was also the general manager of the Group before the appointment as an executive director of the Company on 1 July 2021. Before appointment as an executive director of the Company, his salaries rendered are included in staff salaries.

For the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to the directors or receivable by the directors as an inducement to join or upon joining the Group or as a compensation for loss of office. No directors waived any emoluments during these periods.

13. 董事及首席執行官酬金(續)

上述執行董事、非執行董事及獨立非執行董事之酬金主要結合了他們分別為本公司及本集團管理事務及作為本公司董事的服務之酬金。

李文俊博士亦為本公司主席，上述披露之酬金包括其作為主席所提供的服務之酬金。

李浩中先生於2021年7月1日獲委任為本公司執行董事前為本集團副總經理。於獲委任為本公司執行董事前，其薪金計入員工薪金。

葉向勤先生於2021年7月1日獲委任為本公司執行董事前亦為本集團總經理。於獲委任為本公司執行董事前，其薪金計入員工薪金。

截至2022年及2021年12月31日止年度，本集團並無支付予董事或董事應收之任何酬金作為誘使其加入或加入本集團後或失去其辦公室之補償。該等期間並無任何董事放棄酬金。



14. FIVE HIGHEST PAID INDIVIDUALS

Of the five individuals with the highest emoluments in the Group, four (2021: four) were directors of the Company whose emoluments are included in the disclosures in note 13. The aggregate emoluments of the five highest paid individuals, including directors, were as follows:

	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Salaries and other benefits and allowances 薪金及其他福利及津貼	53,362	46,550
Contributions to retirement benefit schemes 退休福利計劃供款	12	18
	53,374	46,568

The emoluments were within the following bands:

	2022 No. of employee 員工人數	2021 No. of employee 員工人數
HK\$2,500,001 to HK\$3,000,000 2,500,001港元至3,000,000港元	–	2
HK\$4,000,001 to HK\$4,500,000 4,000,001港元至4,500,000港元	1	–
HK\$4,500,001 to HK\$5,000,000 4,500,001港元至5,000,000港元	1	1
HK\$7,500,001 to HK\$8,000,000 7,500,001港元至8,000,000港元	1	–
HK\$17,500,001 to HK\$18,000,000 17,500,001港元至18,000,000港元	2	2
	5	5

For the years ended 31 December 2022 and 2021, no emoluments were paid by the Group to the five highest paid individuals or receivable by them as an inducement to join or upon joining the Group or as a compensation for loss of office.

14. 五位最高酬金人士

本集團最高酬金之五位人士，其中四位(2021年：四位)為本公司董事而其酬金已於附註13披露。五位最高酬金人員(包括董事)之合計酬金如下：

酬金介乎下列組別：

截至2022年及2021年12月31日止年度，本集團並無支付予五位最高酬金人士或彼等應收的任何酬金作為誘使其加入或加入本集團後或失去其辦公室之補償。



15. DIVIDENDS/DISTRIBUTION TO PERPETUAL
CAPITAL SECURITIES

15. 股息／永續資本證券之分派

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Dividends recognised as distribution to ordinary shareholders:	確認為分派予普通股股東之股息：		
Final dividend of HK\$0.11 in respect of the year ended 31 December 2021 (2021: final dividend of HK\$0.18 in respect of the year ended 31 December 2020) per ordinary share	截至2021年12月31日止年度之末期股息每普通股0.11港元(2021年：截至2020年12月31日止年度之末期股息每普通股0.18港元)	474,927	782,396
Interim dividend of HK\$0.065 in respect of the year ended 31 December 2022 (2021: interim dividend of HK\$0.15 in respect of the year ended 31 December 2021) per ordinary share	截至2022年12月31日止年度之中期股息每普通股0.065港元(2021年：截至2021年12月31日止年度之中期股息每普通股0.15港元)	280,575	651,996
		755,502	1,434,392



15. DIVIDENDS/DISTRIBUTION TO PERPETUAL CAPITAL SECURITIES (CONTINUED)

A final dividend of HK\$0.033 per ordinary share in respect of the year ended 31 December 2022 (2021: final dividend of HK\$0.11 per ordinary share in respect of the year ended 31 December 2021) has been proposed by the directors of the Company and is subject to approval by shareholders at the forthcoming annual general meeting.

In addition, the Company has made a distribution on perpetual capital securities of HK\$131,096,000 (2021: HK\$128,409,000) to the securities holders during the year ended 31 December 2022.

16. EARNINGS PER SHARE

The calculation of the earnings per share is based on the profit for the year attributable to owners of the Company of HK\$1,185,236,000 (2021: HK\$3,122,838,000), ordinary shareholders for the year, and weighted average number of 4,316,586,025 (2021: 4,351,151,304) ordinary shares in issue during the year.

No diluted earnings per share in both years was presented as there were no potential ordinary shares outstanding during both years.

15. 股息／永續資本證券之分派 (續)

董事建議派發截至2022年12月31日止年度末期股息每普通股0.033港元(2021年：截至2021年12月31日止年度末期股息每普通股0.11港元)，惟須待股東在應屆股東大會批准。

此外，於截至2022年12月31日年度，本公司就永續資本證券作出分派131,096,000港元(2021年：128,409,000港元)予證券持有人。

16. 每股盈利

每股盈利乃按本年度本公司擁有人之普通股股東應佔本年度盈利1,185,236,000港元(2021年：3,122,838,000港元)及年內已發行普通股加權平均數4,316,586,025股(2021年：4,351,151,304股)為基準計算。

由於兩個年度內並無未行使之潛在普通股，因此並無呈列每股攤薄盈利。



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17. PROPERTY, PLANT AND EQUIPMENT

17. 物業、廠房及設備

		Freehold lands and owned properties 永久業權 土地及 持有物業 HK\$'000 千港元	Computer system 電腦系統 HK\$'000 千港元	Leasehold improvements 租賃物業 裝修 HK\$'000 千港元	Motor vehicles and yacht 汽車及遊艇 HK\$'000 千港元	Plant, machinery, furniture, fixture and equipment 廠房、機器 傢俬、固定 裝置及設備 HK\$'000 千港元	Construction in progress 在建工程 HK\$'000 千港元	Total 合計 HK\$'000 千港元
COST	成本							
At 1 January 2021	於2021年1月1日	7,828,364	66,680	570,136	150,678	27,296,351	7,177,121	43,089,330
Exchange realignment	匯兌重新組合	348,408	3,830	27,714	9,271	852,737	(94,444)	1,147,516
Additions	添置	126,863	1,831	1,932	644	124,466	2,837,320	3,093,056
Transfers	轉撥	284,914	18,999	5,780	18,756	1,670,918	(1,999,367)	-
Transfer to investment properties (Note 19)	轉撥至投資物業 (附註19)	-	-	-	-	-	(6,597)	(6,597)
Disposals/written off	出售/撇賬	(75)	-	(23)	(11,050)	(164,224)	(52,040)	(227,412)
Disposal of a subsidiary (Note 44)	出售一間附屬公司 (附註44)	(30,477)	-	-	-	(1,893)	(24,675)	(57,045)
At 31 December 2021	於2021年12月31日	8,557,997	91,340	605,539	168,299	29,778,355	7,837,318	47,038,848
Exchange realignment	匯兌重新組合	(899,921)	(7,240)	(64,217)	(9,723)	(3,090,572)	(655,670)	(4,727,343)
Additions	添置	16,074	2,211	2,304	1,905	113,319	5,831,800	5,967,613
Transfers	轉撥	1,020,429	636	4,480	16,431	511,791	(1,553,767)	-
Disposals	出售	(2,533)	-	(610)	(2,097)	(52,717)	(5,519)	(63,476)
At 31 December 2022	於2022年12月31日	8,692,046	86,947	547,496	174,815	27,260,176	11,454,162	48,215,642
DEPRECIATION	折舊							
At 1 January 2021	於2021年1月1日	2,781,009	60,155	341,469	75,389	7,940,468	-	11,198,490
Exchange realignment	匯兌重新組合	132,743	2,253	16,777	(9,746)	407,147	-	549,174
Provided for the year	年內撥備	368,372	6,214	28,394	12,913	1,070,488	-	1,486,381
Eliminated on disposals/ written off	出售/撇賬時對銷	(26)	-	(7)	(8,913)	(78,270)	-	(87,216)
Disposal of a subsidiary (Note 44)	出售一間附屬公司 (附註44)	(11,772)	-	-	-	(1,516)	-	(13,288)
At 31 December 2021	於2021年12月31日	3,270,326	68,622	386,633	69,643	9,338,317	-	13,133,541
Exchange realignment	匯兌重新組合	(352,589)	(4,941)	(42,248)	(6,091)	(980,470)	-	(1,386,339)
Provided for the year	年內撥備	359,964	7,252	27,328	16,270	949,987	-	1,360,801
Eliminated on disposals	出售對銷	(162)	-	(196)	(1,448)	(20,983)	-	(22,789)
At 31 December 2022	於2022年12月31日	3,277,539	70,933	371,517	78,374	9,286,851	-	13,085,214
CARRYING VALUE	賬面值							
At 31 December 2022	於2022年12月31日	5,414,507	16,014	175,979	96,441	17,973,325	11,454,162	35,130,428
At 31 December 2021	於2021年12月31日	5,287,671	22,718	218,906	98,656	20,440,038	7,837,318	33,905,307



17. PROPERTY, PLANT AND EQUIPMENT (CONTINUED)

notes:

- (i) The above owned properties of the Group represent owned properties on land under medium-term lease in the PRC.
- (ii) Certain owned properties of the Group are erected on land in the PRC with respect to which the Group has not been granted formal title of ownership. At 31 December 2022, the carrying value of such owned properties was HK\$820,290,000 (2021: HK\$993,623,000). In the opinion of directors, the absence of formal title to these owned properties does not impair the value of the relevant owned properties to the Group as the Group has paid substantially the full purchase consideration of these land use rights and the probability of being evicted on the ground of an absence of formal title is remote. The directors of the Company also believe that formal title of these owned properties will be granted to the Group in due course.
- (iii) Certain portions of the owned properties have been leased to a related party as disclosed in note 42 and independent third parties. These owned properties were not reclassified as investment properties as the leased portions are insignificant.
- (iv) Depreciation is provided to write off the cost of property, plant and equipment other than freehold lands and construction in progress over their estimated useful lives and after taking into account of their estimated residual values, using the straight-line method, at the following rates per annum:

Owned properties	20 to 50 years
Computer system	10%
Leasehold improvements	Over the shorter of the term of the lease, or 20 years
Motor vehicles and yacht	5% – 20%
Plant, machinery, furniture, fixture and equipment	3 1/3% – 20%

17. 物業、廠房及設備(續)

附註：

- (i) 上述之本集團持有物業乃於中國中期租賃土地上之持有物業。
- (ii) 本集團有若干持有物業建於仍未授予集團正式擁有權之中國土地上。於2022年12月31日，該等持有物業之賬面值為820,290,000港元(2021年：993,623,000港元)。董事認為欠缺該等持有物業正式擁有權並不會損害集團相應持有物業價值，因為本集團已支付大部分購買該等土地使用權之代價及以欠缺正式擁有權的理由而收回土地的機會是微乎其微。董事亦相信在不久將來集團會獲授予該等持有物業之正式擁有權。
- (iii) 持有物業當中若干部分已租予如附註42所述一關連人士及獨立第三方。由於租賃部分微不足道，該等持有物業並未分類為投資物業。
- (iv) 除永久業權土地及在建工程外，物業、廠房及設備在計及其預計剩餘價值後，於預計可用年期以直線法計提折舊以撇銷成本，年率如下：

持有物業	20至50年
電腦系統	10%
租賃物業裝修	在較短的租期或20年
汽車及遊艇	5%至20%
廠房、機器、傢俬、固定裝置及設備	3 1/3%至20%



18. RIGHT-OF-USE ASSETS

18. 使用權資產

		Leasehold lands 租賃土地 HK\$'000 千港元	Leased properties 租賃物業 HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 31 December 2022	於2022年12月31日			
Carrying amount	賬面值	898,380	99,893	998,273
As at 31 December 2021	於2021年12月31日			
Carrying amount	賬面值	1,052,155	70,067	1,122,222
For the year ended 31 December 2022	截至2022年12月31日 止年度			
Depreciation charge (note 12)	折舊費用(附註12)	22,868	20,062	42,930
For the year ended 31 December 2021	截至2021年12月31日 止年度			
Depreciation charge (note 12)	折舊費用(附註12)	23,948	15,174	39,122

		Year ended 31 December 截至12月31日止年度	
		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Total expense relating to short-term leases	短期租賃費用合計	16,535	33,549
Total cash outflows for leases	租賃之現金流出合計	86,102	73,068
Additions to right-of-use assets	使用權資產增加	86,436	26,118



18. RIGHT-OF-USE ASSETS (CONTINUED)

For both years, the Group entered into leases for certain of its staff quarters and office premises. Lease contracts are entered into for fixed term of 1 year to 19 years. Lease terms are negotiated on an individual basis and contain a wide range of different terms and conditions. In determining the lease term and assessing the length of the non-cancellable period, the Group applies the definition of a contract and determines the period for which the contract is enforceable.

In addition, the Group owns several industrial buildings where its manufacturing facilities are primarily located and office buildings. The Group is the registered owner of these property interests, including the underlying leasehold lands. Lump sum payments were made upfront to acquire these property interests.

The Group has obtained the land use right certificates for all leasehold lands except for leasehold lands with carrying amount of HK\$11,946,000 (2021: HK\$13,794,000) in which the Group is in the process of obtaining.

The Group regularly entered into short-term leases for staff quarters. As at 31 December 2022, the portfolio of these outstanding short-term leases is different from the portfolio during the year ended 31 December 2022 since less short-term leases for staff quarters were entered during the year. The corresponding short-term lease expenses are disclosed above.

18. 使用權資產(續)

於兩個年度，本集團就若干員工宿舍及辦公室物業訂立租賃。租賃合約以固定租期1年至19年訂立。租賃條款乃按個別基準磋商，並包含廣泛的不同條款及條件。於釐定租期及評估不可撤銷期限年期時，本集團應用合約之定義及釐定可行使合約之期間。

此外，本集團擁有數個其主要生產設施所在之工業樓宇及辦公室樓宇。本集團乃此等物業權益(包括相關租賃土地)之登記持有人。購入此等物業權益時作出一次性預付款。

本集團已取得所有租賃土地之土地使用權証，除了賬面值為11,946,000港元(2021年：13,794,000港元)之租賃土地本集團正在處理取証中。

本集團定期就員工宿舍訂立短期租賃。於2022年12月31日，該等未完結短期租賃組合與截至2022年12月31日止年度的組合有別，原因為年內訂立較少員工宿舍短期租賃所致。相應的短期租賃費用已於上文披露。



18. RIGHT-OF-USE ASSETS (CONTINUED)

Restrictions or covenants on leases

As at 31 December 2022, lease liabilities of HK\$82,285,000 are recognised with related right-of-use assets in respect of leased properties amounting to HK\$99,893,000 (2021: lease liabilities of HK\$67,042,000 are recognised with related right-of-use assets in respect of leased properties amounting to HK\$70,067,000). The lease agreements for leased properties do not impose any covenants other than the security interests in the leased properties that are held by the lessors. Leased properties may not be used as security for borrowing purposes.

19. INVESTMENT PROPERTIES

The Group leases out commercial and industrial properties under operating leases with rentals payable monthly. The leases typically run for an initial period of 1 to 10 years, with unilateral rights to extend the lease beyond initial period held by lessees only. Majority of the lease contracts contain annual lease payment that are fixed over the lease term.

The Group is not exposed to foreign currency risk as a result of the lease arrangements, as all leases are denominated in the respective functional currencies of group entities. The lease contracts do not contain residual value guarantee and lessee's option to purchase the property at the end of lease term.

18. 使用權資產(續)

租賃限制或契約

於2022年12月31日，與租賃物業之使用權資產99,893,000港元有關之租賃負債82,285,000港元已被確認(2021年：與租賃物業之使用權資產70,067,000港元有關之租賃負債67,042,000港元已被確認)。除抵押權益外，租賃物業之租賃協議並無就出租人持有之租賃資產施加任何契諾。租賃資產不可用作借貸之抵押用途。

19. 投資物業

本集團根據經營租賃按每月付租出租商業及工業物業。租賃通常初始年期為1至10年，承租人單方面有權延續租賃至初始年期外。大部分租賃合約在租期內固定年度租賃付款。

本集團在租賃安排並無承受外幣風險，因所有租賃乃按集團實體相關功能貨幣計值。租賃合約並無包含剩餘價值保證及承租人於租期完結時購入物業之權利。



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19. INVESTMENT PROPERTIES (CONTINUED)

19. 投資物業(續)

		HK\$'000 千港元
COST	成本	
At 1 January 2021	於2021年1月1日	681,573
Transfer from property, plant and equipment (note 17)	轉撥自物業、廠房及設備 (附註17)	6,597
Additions	添置	189
Exchange realignment	匯兌重新組合	31,648
At 31 December 2021	於2021年12月31日	720,007
Additions	添置	174
Exchange realignment	匯兌重新組合	(76,524)
At 31 December 2022	於2022年12月31日	643,657
DEPRECIATION	折舊	
At 1 January 2021	於2021年1月1日	85,010
Provided for the year	年內撥備	24,818
Exchange realignment	匯兌重新組合	4,588
At 31 December 2021	於2021年12月31日	114,416
Provided for the year	年內撥備	24,343
Exchange realignment	匯兌重新組合	(13,746)
At 31 December 2022	於2022年12月31日	125,013
CARRYING VALUE	賬面值	
At 31 December 2022	於2022年12月31日	518,644
At 31 December 2021	於2021年12月31日	605,591

During the year ended 31 December 2021, certain property, plant and equipment situated in PRC with carrying amounts of HK\$6,597,000 was transferred to investment properties upon completion as the management had changed the use of the properties.

於截至2021年12月31日止年度，由於管理層已改變物業用途，賬面值為數6,597,000港元之若干位於中國之物業、廠房及設備已轉撥往投資物業。



19. INVESTMENT PROPERTIES (CONTINUED)

The fair value of the Group's commercial properties at 31 December 2022 was HK\$138,101,000 (31 December 2021: HK\$152,372,000). The fair value of the commercial properties has been arrived at based on a valuation carried out by 重慶諦威資產評估房地產土地估價有限公司 (2021: 重慶啟利房地產土地資產評估有限公司), an independent qualified professional valuer not connected with the Group using the market comparison approach, with reference to recent market prices for similar properties in similar locations and conditions, where appropriate.

The fair value of the Group's industrial properties at 31 December 2022 was HK\$438,213,000 (31 December 2021: HK\$500,505,000). The fair value of the industrial properties has been arrived at based on a valuation carried out by 重慶諦威資產評估房地產土地估價有限公司 (2021: 重慶啟利房地產土地資產評估有限公司), an independent qualified professional valuer not connected with the Group using the market comparison approach by referencing to the estimate of market value of the existing use of land for land portions plus cost approach by referencing to the cost associated with constructing similar industrial properties from scratch less depreciation for building portions, and adjusted based on the valuer's knowledge of the factors specific to the respective properties (2021: income capitalisation approach by referencing to the market rentals of all lettable properties and capitalisation rate observed by the valuer for the similar properties in the locality and adjusted based on the valuer's knowledge of the factors specific to the respective properties).

In estimating the fair value of the investment properties with the fair value hierarchy being level 3, the highest and best use of the properties is their current use.

All of the Group's investment properties are located in the PRC.

The above investment properties are depreciated on a straight-line basis at the following rates per annum:

Land and buildings	20–50 years
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19. 投資物業(續)

本集團的商業物業於2022年12月31日之公允值為138,101,000港元(2021年12月31日: 152,372,000港元)。商業物業之公允值根據與本集團無關連之獨立合資格專業估價師重慶諦威資產評估房地產土地估價有限公司(2021年: 重慶啟利房地產土地資產評估有限公司)·按市場比較法參考就同類物業於近似位置及狀況(倘適用)之近期市場價格作出之估值得出。

本集團的工業物業於2022年12月31日之公允值為438,213,000港元(2021年12月31日: 500,505,000港元)。工業物業之公允值根據與本集團無關連之獨立合資格專業估價師重慶諦威資產評估房地產土地估價有限公司(2021年: 重慶啟利房地產土地資產評估有限公司)·按市場比較法參考土地部分的土地現時用途的估計市場價值,加上按成本法參考由草圖開始建造相若工業物業的相關成本減樓宇部份的折舊,並根據估值師對各物業的具體情況的瞭解作出調整後作出的估值得出(2021年: 按收益法參考附近同類物業的所有可出租物業的市場租金及估值師觀察所得之資本化率,並根據估值師對相關物業具體情況的瞭解作出調整後作出的估值得出)。

於估計公允值級別為第3級之投資物業之公允值時,有關物業之最高及最佳用途為其目前用途。

本集團所有投資物業均位於中國。

上述投資物業按直線基準計提折舊,年率如下:

土地及樓宇	20至50年
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20. DEPOSITS PAID FOR ACQUISITION OF PROPERTY, PLANT AND EQUIPMENT

The deposits were paid by the Group in connection with the acquisition of property, plant and equipment for new production facilities. The related commitments for acquisition of property, plant and equipment are disclosed in note 38.

20. 購置物業、廠房及設備所付訂金

所付訂金是本集團為了新生產設施而購置的物業、廠房及設備的訂金。購置物業、廠房及設備的有關承擔於附註38披露。

21. INTEREST IN AN ASSOCIATE

21. 聯營公司權益

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Cost of an unlisted investment in an associate (note i)	聯營公司非上市投資之成本(附註i)	80,975	-
Share of profit and other comprehensive income	應佔收益及其他全面收益	55	-
Exchange realignment	匯兌重新組合	(6,480)	-
		74,550	-

note:

(i) Details of the Group's associate at the end of the reporting periods are as follows:

附註：

(i) 於報告期末本集團之聯營公司詳情如下：

Name of associate 聯營公司名稱	Form of entity 實體形式	Place of incorporation and operations 成立及營運地點	Proportion of issued and fully paid up capital held by the Group 本集團持有已發行及繳足股本比例				Principal activity 主要業務
			Directly 直接		Indirectly 間接		
			2022 %	2021 %	2022 %	2021 %	
Associate: 聯營公司：							
東莞市粵文智慧能源有限公司 (Dongguan Yuewen Smart Energy Company Limited)	Limited incorporated 有限公司成立	The PRC 中國	23	-	-	-	Provision of power 提供電力



22. INTEREST IN A JOINT VENTURE/LOAN TO A JOINT VENTURE

22. 合營企業權益／合營企業貸款

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Cost of an unlisted investment in joint venture (note i)	於合營企業之未上市投資成本(附註i)	98,343	98,343
Exchange realignment	匯兌重新組合	(7,196)	2,462
Share of loss and other comprehensive expenses	應佔虧損及其他全面支出	(9,974)	(9,947)
		81,173	90,858
Loan to a joint venture (note ii)	合營企業貸款(附註ii)		
– current	– 流動	–	80,554
– non-current	– 非流動	63,397	–
		63,397	80,554

notes:

(i) Details of the Group's joint venture and its subsidiary at the end of the reporting periods are as follows:

附註：

(i) 於報告期末本集團之合營企業及其附屬公司詳情如下：

Name of joint venture and its subsidiary 合營企業及其附屬公司名稱	Form of entity 實體形式	Place of incorporation and operations 成立及營運地點	Proportion of issued and fully paid up capital held by the Group 本集團持有已發行及繳足股本比例				Principal activity 主要業務
			Directly 直接		Indirectly 間接		
			2022 %	2021 %	2022 %	2021 %	
Joint venture: 合營企業：							
Southern Hill Company Limited 南峰有限公司	Limited incorporated 有限公司成立	Hong Kong 香港	50	50	–	–	Investment holding 投資控股
Its wholly-owned subsidiary: 其全資擁有附屬公司：							
瑞昌理文物流有限公司 (Ruichang Lee & Man Logistics Company Limited)	Limited incorporated 有限公司成立	The PRC 中國	–	–	50	50	Provision of port facilities 提供港口設施

(ii) At 31 December 2022, the amount represented the principal amount of the loans of RMB49,657,000 (equivalent to approximately HK\$54,122,000) (2021: RMB57,799,000 (equivalent to approximately HK\$70,486,000)) and interest receivables of RMB8,509,000 (equivalent to approximately HK\$9,275,000) (2021: RMB8,255,000 (equivalent to approximately HK\$10,068,000)), which were unsecured, bore interest at 3.5% (2021: 3.4%) per annum and were repayable on 31 December 2025 (2021: 31 December 2022).

(ii) 於2022年12月31日，該金額為貸款本金人民幣49,657,000元(相當於約54,122,000港元)(2021年：人民幣57,799,000元(相當於約70,486,000港元))及應收利息人民幣8,509,000元(相當於約9,275,000港元)(2021年：人民幣8,255,000元(相當於約10,068,000港元))，乃無抵押，按年利率3.5%(2021年：3.4%)計息，並應於2025年12月31日(2021年：2022年12月31日)償還。



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23. INVENTORIES

23. 存貨

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Raw materials	原料	2,969,872	3,835,648
Finished goods	製成品	2,020,236	1,869,748
		4,990,108	5,705,396

24(a). TRADE AND OTHER RECEIVABLES AND PREPAYMENTS

24(a). 應收貿易及其他賬款以及預付款項

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Trade receivables	應收貿易賬款	3,077,659	3,702,983
Less: allowance for credit losses	減：信貸虧損撥備	(19,099)	(90,622)
		3,058,560	3,612,361
Trade receivables backed by bills	有票據質押之應收貿易賬款	612,028	922,430
Trade receivables backed by bills discounted with recourse (note 24(b))	以附追索權之票據貼現質押之應收貿易賬款(附註24(b))	-	123,903
		3,670,588	4,658,694
Prepayments and deposits for purchase of raw materials	購買原料預付款項及訂金	666,210	821,764
Other deposits and prepayments	其他訂金及預付款項	527,046	440,920
Value-added tax receivables	應收增值稅款項	495,469	604,352
Other receivables	應收其他賬款	681,012	693,324
		6,040,325	7,219,054

As at 1 January 2021, trade receivables net of allowance for credit losses from contracts with customers amounted to HK\$4,493,128,000.

The trade receivables backed by bills are mature within 12 months from the end of the reporting period and are aged within one year based on the revenue recognition date.

於2021年1月1日，來自客戶合約的應收貿易賬款(扣除信貸虧損撥備淨額)為4,493,128,000港元。

有票據質押之應收貿易賬款自報告期末起計12個月內到期，收入確認日期計賬齡為1年內。



24(a). TRADE AND OTHER RECEIVABLES AND PREPAYMENTS (CONTINUED)

notes:

- (i) Before accepting any new customer, the Group assesses the potential customer's credit quality and defines its credit limits. Credit sales are made to customers with a satisfactory and trustworthy credit history. Credit limits attributed to customers are reviewed regularly. The Group allows its customers an average credit period of 45 to 90 days. The following is an aged analysis of trade receivables (excluding those backed by bills) presented based on the invoice date.

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Aged:	賬齡：		
Not exceeding 30 days	不超過30日	2,140,193	2,484,000
31-60 days	31-60日	625,997	815,845
61-90 days	61-90日	89,124	145,587
91-120 days	91-120日	46,249	36,425
Over 120 days	120日以上	156,997	130,504
		3,058,560	3,612,361

As at 31 December 2022, included in the Group's trade receivables balance (excluding those backed by bills) are debtors with an aggregate carrying amount of HK\$292,370,000 (2021: HK\$312,516,000) which are past due as at the reporting date. Out of the past due balances, HK\$203,246,000 (2021: HK\$166,929,000) has been past due 90 days or more and is not considered as in default as the Group considered such balances could be recovered based on repayment history, the financial conditions and the current credit worthiness of each customers and the forward-looking information.

As at 31 December 2022, the trade receivables (excluding those backed by bills) of an aggregate carrying amount of HK\$836,332,000 (2021: HK\$997,334,000) were secured by customers' property interests and machinery being held as collateral.

- (ii) Trade and other receivables that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
HK\$	港元	2,817	21,025
United States Dollar ("US\$")	美元(「美元」)	100,011	5,500
RMB	人民幣	6	225

- (iii) Details of impairment assessment of trade and other receivables are set out in note 36(ii).

24(a). 應收貿易及其他賬款以及預付款項(續)

附註：

- (i) 本集團於接納任何新客戶前，會評估該潛在客戶的信貸質量及釐定其信貸限額。信貸銷售將會給予信貸記錄良好的客戶，客戶信貸限額定期予以檢討。本集團給予客戶的平均信貸期為45日至90日。以下為按發票日期呈列之應收貿易賬款(不包括有票據質押者)的賬齡分析。

於2022年12月31日，本集團應收貿易賬款結餘(不包括有票據質押者)中包括賬面值合共292,370,000港元(2021年：312,516,000港元)之債務於報告日期已告逾期。在該逾期結餘當中，為數203,246,000港元(2021年：166,929,000港元)已逾期90天或以上及未被視為違約，因本集團根據每一客戶之過往還款記錄，財務狀況及現行信譽狀況及前景信息，認為此等結餘可予以收回。

於2022年12月31日，賬面值合共836,332,000港元(2021年：997,334,000港元)之應收貿易賬款(不包括有票據質押者)，持有客戶之物業權益及機器抵押品作為擔保。

- (ii) 並非以有關集團實體功能貨幣計值的應收貿易及其他賬款如下：

- (iii) 應收貿易及其他賬款之減值評估詳情載於附註36(ii)。



24(b). TRANSFERS OF FINANCIAL ASSETS

The following were the Group's financial assets as at 31 December 2021 that were transferred to banks by discounting/endorsing these receivables on a full recourse basis. As the Group has not transferred the significant risks and rewards relating to these receivables, it continues to recognise the full carrying amount of the receivables and has recognised the cash received on the transfer as a collateralised borrowing. These financial assets are carried at amortised cost in the Group's consolidated statement of financial position.

24(b). 金融資產轉讓

以下為本集團於2021年12月31日以全額追索權模式貼現背書轉讓予銀行之金融資產。由於本集團並未將此等應收賬款相關之絕大部分風險及回報轉移，故其繼續確認應收賬款之全部賬面值，並將轉讓所收取現金確認為抵押貸款。此等金融資產於本集團之綜合財務狀況表以攤銷成本列賬。

		Trade receivables backed by bills discounted to banks with full recourse 以銀行附全額追索權之 票據貼現質押之 應收貿易賬款	
		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Carrying amount of transferred assets (note 24(a))	轉讓資產的賬面金額 (附註24(a))	—	123,903
Carrying amount of transferred liabilities	轉讓負債的賬面金額	—	(123,903)
Net position	淨額狀況	—	—



25. AMOUNTS DUE FROM (TO) RELATED COMPANIES

25. 應收(付)關連公司款項

Name of related company 關連公司名稱	Terms 條款	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Lee & Man Chemical Company Limited and its subsidiaries ("LMC Group") (note a) 理文化工有限公司及其附屬公司 (「理文化工集團」)(附註a)	Unsecured and non-interest bearing 無抵押及免息	10,206	9,708
Shun Yi International Trading Co., Limited ("Shun Yi International")(note b) Shun Yi International Trading Co., Limited (「Shun Yi International」)(附註b)	Unsecured and non-interest bearing 無抵押及免息	79,770	79,174
Elite Properties (H.K.) Limited ("Elite Properties") (note c) Elite Properties (H.K.) Limited (「Elite Properties」)(附註c)	Unsecured and non-interest bearing 無抵押及免息	2,161	-
		92,137	88,882

Included in the amounts due from related companies represent trade balances due from LMC Group and Shun Yi International. The amounts are unsecured, interest-free, with credit period of 45 days and are aged less than 45 days.

The amount due from Elite Properties represents refundable rental deposit paid to Elite Properties. Such amount will be refunded upon expiration of the lease term.

應收關連公司款項當中包括應收理文化工集團及Shun Yi International之貿易結餘。該等款項為無抵押、免息、信貸期為45天且賬齡少於45天。

應收Elite Properties金額乃可退回租金按金。該金額將於租約期滿後退回。



25. AMOUNTS DUE FROM (TO) RELATED COMPANIES (CONTINUED)

notes:

- (a) LMC Group is beneficially owned and controlled by Mr. Lee Man Yan, an associate of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, the directors of the Company.
- (b) Shun Yi International is indirectly controlled by Ms. Lee Man Ching, a sister of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, the directors of the Company.
- (c) Elite Properties is beneficially owned and controlled by Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, the directors of the Company.
- (d) Details of impairment assessment of the amounts due from related companies are set out in note 36(ii).

The amounts due to related companies represent trade balance due to LMC Group. The amounts are unsecured, interest-free, with average credit period of 30 days and are aged less than 30 days.

26. BANK BALANCES AND CASH

Bank balances and cash comprise cash held by the Group and short term bank deposits with an original maturity of three months or less.

Bank balances and cash that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
HK\$	港元	2,346	5,165
US\$	美元	31,483	27,978
Euro ("EUR")	歐元(「歐元」)	12	34
RMB	人民幣	1,162	331

Details of impairment assessment of bank balances are set out in note 36(ii).

25. 應收(付)關連公司款項(續)

附註：

- (a) 理文化工集團由本公司董事李文俊博士及李文斌先生之聯繫人李文恩先生實益擁有及控制。
- (b) Shun Yi International由本公司董事李文俊博士及李文斌先生之妹妹/姐姐李文禎女士間接控制。
- (c) Elite Properties由本公司董事李文俊博士及李文斌先生實益擁有及控制。
- (d) 應收關連公司款項之減值評估詳情載於附註36(ii)。

應付關連公司款項為應付理文化工集團的貿易結餘。該等款項為無抵押、免息、平均信貸期為30天且賬齡少於30天。

26. 銀行結餘及現金

銀行結餘及現金包括本集團持有的現金及原到期日為3個月或以內的短期銀行存款。

並非以有關集團實體功能貨幣計值的銀行結餘及現金載列如下：

銀行結餘之減值評估詳情載於附註36(ii)。



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27. TRADE AND OTHER PAYABLES

27. 應付貿易及其他賬款

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Trade payables (note (i))	應付貿易賬款(附註(i))	2,585,210	1,673,234
Construction fee payables	應付工程款	281,048	464,008
Accruals	應計費用	544,858	612,413
Other payables	其他應付款項	232,818	359,981
		3,643,934	3,109,636

notes:

- (i) The Group's trade payables included trade payables under supplier finance arrangements in which the Group has issued bills with the carrying amount of HK\$1,871,901,000 as at 31 December 2022 (2021: HK\$1,079,741,000) to the relevant suppliers for future settlement and continues to recognise trade payables as the relevant banks are obliged to make payments only on due dates of the bills, under the same conditions as agreed with the suppliers without further extension. Settlement of these bills are included within operating cash flow in the consolidated statement of cash flows based on the nature of the arrangements.

The average credit period taken for trade purchases ranges from 30 to 120 days. The following is an aged analysis of the above trade payables presented based on the invoice date at the end of the reporting period.

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Aged:	賬齡:		
Not exceeding 30 days	不超過30日	1,114,570	926,901
31-60 days	31-60日	546,457	279,882
61-90 days	61-90日	398,785	235,635
91-120 days	91-120日	437,258	190,296
Over 120 days	120日以上	88,140	40,520
		2,585,210	1,673,234

- (ii) Trade and other payables that are denominated in currencies other than the functional currency of the relevant group entities are set out below:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
HK\$	港元	88,101	29,427
US\$	美元	1,061,139	1,259,404
EUR	歐元	185	1,585
RMB	人民幣	-	8,020

附註:

- (i) 本集團的應付貿易款項包括供應商融資安排項下的應付貿易款項，其中本集團已於2022年12月31日向相關供應商發行賬面值1,871,901,000港元(2021年:1,079,741,000港元)之票據以作日後結算，並繼續確認應付貿易款項，原因為相關銀行僅於票據到期日方有責任按照與供應商協定的相同條件作出付款，而不得進一步延期。該等票據的結算根據安排的性質計入綜合現金流量表的經營現金流量。

貿易購貨之平均賬期由30日至120日不等。以下為於報告期末按發票日期呈列之上述應付貿易及票據賬款之賬齡分析。

- (ii) 並非以有關集團實體功能貨幣計值的應付貿易及其他賬款如下:



28. LEASE LIABILITIES

28. 租賃負債

		31 December 2022 2022年 12月31日 HK\$'000 千港元	31 December 2021 2021年 12月31日 HK\$'000 千港元
Lease liabilities payable:	應付租賃負債：		
Within one year	一年內	16,575	14,010
Within a period of more than one year but not more than two years	超過一年但少於兩年之期間	9,705	9,509
Within a period of more than two years but not more than five years	超過兩年但少於五年之期間	24,169	8,090
Within a period of more than five years	超過五年之期間	31,836	35,433
		82,285	67,042
Less: Amount due for settlement with 12 months shown under current liabilities	減：12個月內應清償之金額 於流動負債列示	(16,575)	(14,010)
Amount due for settlement after 12 months shown under non-current liabilities	12個月後應清償之金額 於非流動負債列示	65,710	53,032



29. CONTRACT LIABILITIES

29. 合約負債

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Receipts in advance from customers	來自客戶之預收款	60,673	77,657

As at 1 January 2021, contract liabilities amounted to HK\$108,948,000.

於2021年1月1日，合約負債為108,948,000港元。

Contract liabilities represent receipts in advance from customers for unsatisfied performance obligations and are recognised as revenue when the Group performs its obligations by the customers obtain the control of the goods under the contracts. At contract inception, performance obligation is expected to be satisfied within one year. Contracts with customers with unsatisfied performance obligations have expected durations of one year or less. As permitted under HKFRS 15, the transaction price allocated to these unsatisfied contracts is not disclosed.

合約負債指來自客戶對未完成履約責任之預收款，並當本集團完成合約的履約責任由客戶獲取貨品之控制權時確認為收入。在合約開始時，履約責任預期在一年內完成。未履行履約責任之客戶合約之預期存續期為一年或以下。根據香港財務報告準則第15號之許可，分配予該等未履行合約之交易價格並未披露。

The following table shows how much of the revenue recognised in the current year relates to carried-forward contract liabilities and how much relates to performance obligations that were satisfied in prior periods.

下表列示於本年度之收入確認中，有多少屬合約負債結轉及有多少屬過往期間已完成之履約責任。

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Revenue recognised that was included in the contract liability balance at the beginning of the year	包括在合約負債年初結餘之收入確認	77,657	108,948



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30. BANK BORROWINGS

The Group's bank borrowings, all of which are unsecured, comprised:

30. 銀行借貸

本集團之銀行借貸(全部均為無抵押)包括:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Bank loans	銀行貸款	16,281,227	13,797,828
Bank import loans	銀行進口貸款	46,203	262,931
		16,327,430	14,060,759
The bank borrowings are repayable as follows: 銀行借貸的還款期如下:			
Within one year or on demand (note ii)	一年內或應要求(附註ii)	8,500,876	8,674,747
More than one year, but not exceeding two years	超過一年但少於兩年	3,351,952	1,711,483
More than two years, but not exceeding five years	超過兩年但少於五年	4,474,602	3,674,529
		16,327,430	14,060,759
Less: Amount due within one year shown under current liabilities	減: 列示為流動負債的一年內到期款項	(8,500,876)	(8,674,747)
Amount due after one year	一年後到期款項	7,826,554	5,386,012



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30. BANK BORROWINGS (CONTINUED)

The exposure of the Group's borrowings are as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Fixed-rate borrowings	定息借貸	1,036,423	-
Variable-rate borrowings	浮息借貸	15,291,007	14,060,759
		16,327,430	14,060,759

notes:

- (i) As at 31 December 2022, the Group's variable-rate borrowings carry variable interest rates ranging from Hong Kong Interbank Offered Rate ("HIBOR") plus 0.80% per annum to HIBOR plus 1.36% per annum (2021: ranging from HIBOR plus 0.75% per annum to HIBOR plus 1.31% per annum).

As at 31 December 2021, the Group had no fixed-rate borrowings.

The weighted average effective interest rate of the Group's bank borrowings are as follows:

		2022	2021
Fixed-rate borrowings	定息借貸	3.48%	-
Variable-rate borrowings	浮息借貸	5.30%	1.26%

- (ii) HK\$6,903,303,000 (2021: HK\$7,279,231,000) in bank borrowings of HK\$8,500,876,000 (2021: HK\$8,674,747,000) which are repayable within one year contain repayable on demand clauses.

- (iii) Bank borrowings with amounts of HK\$9,424,127,000 as at 31 December 2022 (2021: HK\$6,781,528,000) contain certain covenants in which the Group is required to comply, the Group has complied with the relevant covenants through the reporting period.

30. 銀行借貸(續)

本集團借貸風險如下：

附註：

- (i) 於2022年12月31日，本集團浮息借貸年息率由香港銀行同業拆息「香港銀行同業拆息」加0.80%至加1.36%（2021年：年息率由香港銀行同業拆息加0.75%至加1.31%）。

於2021年12月31日，本集團並無定息借貸。

本集團銀行借款的加權平均實際利率如下：

- (ii) 須於一年內償還的銀行借款8,500,876,000港元（2021年：8,674,747,000港元）中之6,903,303,000港元（2021年：7,279,231,000港元）包含按要求償還之條款。

- (iii) 於2022年12月31日，金額為9,424,127,000港元（2021年：6,781,528,000港元）的銀行借款包含若干本集團必須遵守的契諾，本集團已在報告期內遵守契諾。



31. DEFERRED TAX LIABILITIES

The following are the major deferred tax liabilities recognised and movement thereon during the current and prior year:

		Accelerated tax depreciation 加速稅項 折舊 HK\$'000 千港元	Undistributed earnings of the PRC subsidiaries 中國附屬 公司之 未分配盈利 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2021	於2021年1月1日	1,292,029	45,271	1,337,300
Charge (credit) to profit or loss	計入(撥入)損益	112,342	(29,981)	82,361
Exchange differences	匯兌差額	746	944	1,690
At 31 December 2021	於2021年12月31日	1,405,117	16,234	1,421,351
Charge to profit or loss	計入損益	117,129	-	117,129
Exchange differences	匯兌差額	(3,207)	(1,725)	(4,932)
At 31 December 2022	於2022年12月31日	1,519,039	14,509	1,533,548

As at 31 December 2022, the Group had unused tax losses of approximately HK\$261,000,000 (2021: HK\$161,000,000) available for offset against future profits. No deferred tax asset has been recognised in respect of such losses for both years due to unpredictability of future profit streams. As at 31 December 2022, tax losses of approximately HK\$104,000,000 (2021: HK\$39,000,000) attributable to the PRC subsidiaries, approximately HK\$97,000,000 (2021: HK\$67,000,000) attributable to the Vietnam and Malaysia subsidiaries will expire at various dates up to and including 2022 (2021: 2022), and tax losses of approximately HK\$23,000,000 (2021: HK\$18,000,000) attributable to the Cambodia subsidiary will expire in 2026. The remaining tax losses of approximately HK\$36,000,000 (2021: HK\$37,000,000) attributable to the Hong Kong subsidiaries may be carried forward indefinitely.

31. 遞延稅項負債

下表為主要已確認遞延稅項負債於本年度及上年度之變動：

於2022年12月31日，本集團尚未動用但可用作抵扣未來盈利之稅項虧損約為261,000,000港元(2021年：161,000,000港元)。由於無法預計未來盈利流向，兩個年度並未就該等虧損確認為遞延稅項資產。於2022年12月31日，約104,000,000港元(2021年：39,000,000港元)來自中國附屬公司、約97,000,000港元(2021年：67,000,000港元)來自越南及馬來西亞附屬公司之稅項虧損，將於直至並包括2022年(2021年：2022年)之多個不同日期到期，而柬埔寨附屬公司之稅務虧損約23,000,000港元(2021年：18,000,000港元)將於2026年到期。餘下香港附屬公司之稅項虧損約36,000,000港元(2021年：37,000,000港元)將可無限期中結轉。



31. DEFERRED TAX LIABILITIES (CONTINUED)

Under the EIT Law of PRC, withholding tax is imposed on dividends declared in respect of profits earned by PRC subsidiaries from 1 January 2008 onwards. Deferred taxation has not been provided for in the consolidated financial statements in respect of temporary differences attributable to retained profits of the PRC subsidiaries amounting to HK\$14,596,514,000 (2021: HK\$13,039,638,000) as the Group is able to control the timing of the reversal of the temporary differences and it is probable that the temporary differences will not reverse in the foreseeable future.

32. RETIREMENT BENEFITS PLANS

Defined contribution scheme

The Group operates a MPF Scheme for all qualifying employees in Hong Kong. The assets of the MPF scheme are held separately from those of the Group, in funds under the control of trustees. The Group contributes monthly the lower of HK\$1,500 or 5% of the relevant monthly payroll costs to the MPF Scheme, which contribution is matched by employees.

The only obligation of the Group with respect of MPF Scheme is to make the required contribution payable on the future years. There are no forfeited contributions for the MPF Scheme as the contributions are fully vested to the employees upon payments to MPF Scheme.

The employees employed in the PRC subsidiaries are members of the state-managed retirement benefit scheme operated by the PRC government. The PRC subsidiaries are required to contribute a certain percentage of their payroll to the retirement benefit scheme to fund the benefits. The only obligation of the Group with respect to the retirement benefit scheme is to make the specified contributions.

31. 遞延稅項負債(續)

根據中國企業所得稅法，自2008年1月1日起從中國附屬公司賺取的盈利宣派股息加徵預扣稅。中國附屬公司留存盈利合共14,596,514,000港元(2021年：13,039,638,000港元)應佔之暫時差額並無於綜合財務報表計提遞延稅項，因本集團可控制暫時差額回撥的時間及暫時差額有可能在可見的未來將不會回撥。

32. 退休福利計劃

界定供款計劃

本集團在香港為所有合資格僱員設立一項強積金計劃。強積金計劃的資產與本集團的資產分開持有，以及撥入信託人管理的基金。本集團按1,500港元或有關月薪成本的5%，以較低者為準，向強積金計劃供款，與僱員之供款一致。

本集團對強積金計劃的唯一責任就是在未來年度作出所需應付供款。由於供款於向強積金計劃付款後全數歸屬予僱員，故強積金計劃並無沒收供款。

中國附屬公司聘用的僱員均參與中國政府營辦的國家管理退休福利計劃。中國附屬公司須按僱員薪金的若干百分比，向退休福利計劃供款，作為福利之用。本集團對退休福利計劃的唯一責任就是作出指定供款。



32. RETIREMENT BENEFITS PLANS (CONTINUED)

Defined contribution scheme (Continued)

The total expense recognised in profit or loss of HK\$141,284,000 (2021: HK\$136,674,000) (note 12) represents contributions payable to these plans by the Group at rates specified in the rules of the schemes. During the years ended 31 December 2022 and 2021, the Group had no forfeited contributions under those schemes which may be used by the Group to reduce the contributions.

Defined benefit scheme

Pursuant to the Employment Ordinance, Chapter 57, the Group has the obligation to pay Long Service Payment (“LSP”) to qualifying employees in Hong Kong upon retirement, subject to a minimum of 5 years employment period.

Furthermore, the Mandatory Provident Fund Schemes Ordinance passed in 1995 permits the Group to utilise the Group’s mandatory MPF contributions, plus/minus any positive/negative returns thereof (collectively, the “Eligible Offset Amount”), for the purpose of offsetting LSP payable to an employee (the “Offsetting Arrangement”).

The Employment & Retirement Schemes Legislation (Offsetting Arrangement) (Amendment) Ordinance 2022 was gazetted on 17 June 2022, which will eventually abolish the Offsetting Arrangement. The Amendment will come into effect prospectively from a date to be determined by the Hong Kong SAR Government, which is expected to be in 2025 (the “Transition Date”). Under the amended Ordinance, the Eligible Offset Amount after the Transition Date can only be applied to offset the pre-Transition Date LSP obligation but no longer eligible to offset the post-Transition Date LSP obligation. Furthermore, the LSP obligations before the Transition Date will be grandfathered from the abolishment of the Offsetting Arrangement and calculated based on the Last monthly wages immediately preceding the Transition Date.

32. 退休福利計劃(續)

界定供款計劃(續)

於損益中確認之總支出141,284,000港元(2021年:136,674,000港元)(附註12)為本集團按計劃規定之指定比率就該等計劃之應付供款。截至2022年及2021年12月31日止年度,本集團並無沒收該等計劃下可供本集團用於減少供款的供款。

界定福利計劃

根據僱傭條例(第57章),本集團有責任於香港合資格僱員退休時向其支付長期服務金(「長期服務金」),惟僱傭期最少為5年。

此外,於1995年通過的強制性公積金計劃條例准許本集團動用本集團的強制性強積金供款加/減其任何正數/負數回報(統稱「合資格抵銷金額」),以抵銷應付予僱員的長期服務金(「抵銷安排」)。

2022年僱傭及退休計劃法例(抵銷安排)(修訂)條例於2022年6月17日刊憲,有關條例最終將廢除抵銷安排。修訂預期將自香港特區政府釐定的日期起生效,預計將為2025年(「轉制日期」)。根據經修訂條例,轉制日期後的合資格抵銷金額僅可用於抵銷轉制日期前的長期服務金責任,惟不再合資格抵銷轉制日期後的長期服務金責任。此外,於轉制日期前的長期服務金責任將獲豁免於廢除抵銷安排,並按緊接轉制日期前的最後一個月工資計算。



32. RETIREMENT BENEFITS PLANS (CONTINUED)

Defined benefit scheme (Continued)

The Group's LSP obligation, taking into consideration the Offsetting Arrangement, is considered to be insignificant and no provision has been recognized as at 31 December 2022 and 31 December 2021.

33. SHARE CAPITAL

32. 退休福利計劃(續)

界定福利計劃(續)

經考慮抵銷安排，本集團的長期服務金責任被認為屬微不足道，且並無於2022年12月31日及2021年12月31日確認撥備。

33. 股本

		Number of ordinary shares 普通股數目	Amount 金額
	Note 附註		HK\$'000 千港元
Authorised:	法定：		
Ordinary shares of HK\$0.025 each at 1 January 2021, 31 December 2021 and 31 December 2022	於2021年1月1日、 2021年12月31日及 2022年12月31日 每股0.025港元的普通股	8,000,000,000	200,000
Issued and fully paid:	已發行及繳足：		
Ordinary shares of HK\$0.025 each at 1 January 2021	於2021年1月1日 每股0.025港元的普通股	4,346,642,000	108,666
Share repurchased and cancelled	股份購回及註銷 (i)	(14,983,000)	(375)
Ordinary shares of HK\$0.025 each at 31 December 2021	於2021年12月31日每股 0.025港元的普通股	4,331,659,000	108,291
Share repurchased and cancelled	股份購回及註銷 (i)	(22,094,000)	(552)
Ordinary shares of HK\$0.025 each at 31 December 2022	於2022年12月31日 每股0.025港元的普通股	4,309,565,000	107,739



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2022 截至2022年12月31日止年度

33. SHARE CAPITAL (CONTINUED)

Note:

- (i) The Company repurchased its own shares through the Stock Exchange as follows:

2022

Month of repurchases	購回月份	No. of ordinary shares of HK\$0.025 每股0.025港元之普通股數目	Price paid per share 每股支付價格		Aggregate consideration paid (including expense) 合計已付代價(含使費) HK\$'000 千港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
January 2022	2022年1月	11,659,000	5.50	5.34	63,402
March 2022	2022年3月	373,000	4.07	4.07	1,565
April 2022	2022年4月	1,162,000	3.74	3.71	4,340
May 2022	2022年5月	1,922,000	3.64	3.50	6,887
October 2022	2022年10月	6,978,000	2.60	2.46	17,844
		22,094,000			94,038

2021

Month of repurchases	購回月份	No. of ordinary shares of HK\$0.025 each 每股0.025港元之普通股	Price paid per share 每股支付價格		Aggregate consideration paid (including expenses) 合計已付代價(含使費) HK\$'000 千港元
			Highest 最高 HK\$ 港元	Lowest 最低 HK\$ 港元	
October 2021	2021年10月	1,018,000	5.49	5.41	5,580
November 2021	2021年11月	7,965,000	5.46	5.33	43,135
December 2021	2021年12月	6,000,000	5.39	5.32	32,376
		14,983,000			81,091

33. 股本(續)

附註：

- (i) 本公司於聯交所購回自身之股份如下：



34. PERPETUAL CAPITAL SECURITIES

On 29 May 2019, the Company (the “Issuer”) issued US\$300 million 5.50% senior perpetual capital securities (the “Securities”) at an issue price of 100 per cent which are listed on the Stock Exchange. Distribution is payable semi-annually in arrears based on a fixed rate of 5.5 per cent per annum. Distribution by the Issuer may be deferred at its sole discretion. The Securities have no fixed maturity and are redeemable in whole, but not in part, at the Issuer’s option on 29 May 2024, or any distribution payment date falling thereafter at their principal amounts together with any accrued, unpaid or deferred distributions. While any distributions are unpaid or deferred, the Company will not declare, pay dividends or make distributions or similar periodic payments in respect of, or repurchase, redeem or otherwise acquire any securities of lower rank.

On 6 December 2022, the Issuer has offered to all holders of the Securities to purchase for cash up to US\$130,000,000 in principal amount at the fixed purchase price of US\$860 per US\$1,000 principal amount (the “Tender Offer”). The Tender Offer expired on 16 December 2022 and US\$59,420,000 (approximately of HK\$466,150,000) in aggregate principal amount of the Securities were subsequently purchased and redeemed by the Issuer on 21 December 2022 and cancelled pursuant to the terms and conditions of the Securities. US\$240,580,000 (approximately of HK\$1,856,664,000) in aggregate principal amount of the Securities remain outstanding as at 31 December 2022.

35. CAPITAL RISK MANAGEMENT

The Group manages its capital to ensure that entities in the Group will be able to continue as a going concern while maximising the return to stakeholders through the optimisation of the debt and equity balance. The Group’s overall strategy remains unchanged from prior year.

The capital structure of the Group consists of debts, which include the bank borrowings and lease liabilities as disclosed in notes 30 and 28 respectively, and equity attributable to equity holders of the Company, comprising issued share capital, various reserves and perpetual capital securities.

34. 永續資本證券

於2019年5月29日，本公司(「發行人」)發行了3.00億美元5.50%優先永續資本證券(「證券」)，以100%的發行價在聯交所上市。應付分派乃每半年按每年5.5%的固定比率分派。發行人可自行決定將分派遞延。該證券並無固定到期日及可按發行人的選擇於2024年5月29日或隨後任何分派付款日期以本金金額連同所有應計、未付或遞延分派將證券全數(並非部分)贖回。當任何分派乃未付或遞延，本公司將不可宣派、派發股息或作出分派或就分派類似的定期付款，或購回、贖回或購入任何較低級別的證券。

2022年12月6日，發行人已向所有證券持有人提出以每1,000美元之本金金額按860美元的固定購買價以現金購買最多130,000,000美元本金金額之證券(「要約收購」)。要約收購於2022年12月16日到期，發行人隨後於2022年12月21日購買和贖回證券本金總額為59,420,000美元(約466,150,000港元)的證券，並根據證券的條款和條件註銷。於2022年12月31日，餘下證券本金總額為240,580,000美元(約1,856,664,000港元)。

35. 資本風險管理

本集團管理其資本以確保本集團的實體可持續經營業務，並透過最佳債務及權益比例為權益持有人提供最高回報。本集團的整體政策維持與去年一致。

本集團的資本結構包括債務，當中包括分別於附註30及28披露之銀行借貸及租賃負債，以及本公司權益持有人應佔權益(包括已發行股本、多項儲備及永續資本證券)。



35. CAPITAL RISK MANAGEMENT (CONTINUED)

The directors of the Company review the capital structure on a regular basis. As part of this review, the directors consider the cost of capital and the risks associated with each class of capital. Based on recommendations of the directors, the Group will balance its overall capital structure through the payment of dividends, new share issues and share buy-backs as well as the issue of new debts or the redemption of existing debts.

36. FINANCIAL INSTRUMENTS

(i) Categories of financial instruments

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Financial assets	金融資產		
Financial assets at amortised cost	按攤銷成本的金融資產	6,305,451	7,430,267
Financial liabilities	金融負債		
Amortised cost	攤銷成本	19,438,278	16,692,565

(ii) Financial risk management objectives and policies

The Group's major financial instruments include loan to a joint venture, trade and other receivables, amounts due from (to) related companies, bank balances and cash, trade and other payables, advances drawn on bills discounted with recourse, lease liabilities and bank borrowings. Details of the financial instruments are disclosed in the respective notes. The risks associated with these financial instruments include market risk (currency risk and interest rate risk), credit risk and liquidity risk. The policies on how to mitigate these risks are set out below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

35. 資本風險管理(續)

本公司董事不時檢討資本結構。作為檢討的一部分，董事考慮資本成本以及與各類資本有關的風險。根據董事的建議，本集團將通過派付股息、發行新股及購回股份以及發行新債或贖回現債平衡其整體資本結構。

36. 金融工具

(i) 金融工具類別

(ii) 財務風險管理目的及政策

本集團的主要金融工具包括合營企業貸款、應收貿易及其他賬款、應收(付)關連公司款項、銀行結餘及現金、應付貿易及其他賬款、附追索權之票據貼現預付款、租賃負債及銀行借貸。金融工具的詳情於相關附註披露。與該等金融工具有關的風險包括市場風險(貨幣風險及利率風險)、信貸風險及流動資金風險。如何緩和該等風險的政策載列於下文。管理層管理及監控該等風險，以確保及時有效地採用適當的措施。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Market risk

(a) Currency risk

The Group has foreign currency transactions, which expose the Group to market risk arising from changes in foreign exchange rates. In order to mitigate the foreign currency risk, foreign currency forward contracts are entered into by the Group for certain material foreign currency transactions. Management monitors other foreign currency exposure closely and will consider the use of hedging instruments when the need arises.

The carrying amounts of the Group's significant monetary assets and monetary liabilities, excluding intercompany balances, that are denominated in currencies other than the functional currency of the relevant group entities at the reporting dates are as follows:

Monetary assets (note):

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
HK\$	港元	5,163	26,190
US\$	美元	131,494	33,478
EUR	歐元	12	34
RMB	人民幣	1,168	556

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

市場風險

(a) 貨幣風險

本集團存在外幣交易，令本集團須承受外幣匯率變動引起的市場風險。為了降低外幣風險，本集團就若干重大外幣交易訂立外幣遠期合同。管理層將密切監察其他外幣風險，並考慮於必要時運用對沖工具。

本集團於報告日並非以相關集團實體功能貨幣計值之主要貨幣資產及貨幣負債(內部公司往來除外)的賬面值如下：

貨幣資產(附註)：



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Currency risk (Continued)

Monetary liabilities (note):

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
HK\$	港元	88,101	29,427
US\$	美元	1,069,139	1,259,404
EUR	歐元	185	1,585
RMB	人民幣	—	8,020

note: The above amounts exclude HK\$/US\$ amounts where the functional currency of the relevant group entities is US\$/HK\$ because HK\$ is pegged to the US\$, as a result of which the exchange exposure is not significant.

In addition, intercompany balances denominated in foreign currencies are as follows:

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Assets	資產		
HK\$	港元	182,096	357,053
US\$	美元	40,321	38,646
EUR	歐元	110,256	86,005
Liabilities	負債		
HK\$	港元	183,928	273,449
US\$	美元	72,658	90,513
EUR	歐元	110,256	86,005
RMB	人民幣	5,779,139	4,386,768

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

市場風險(續)

(a) 貨幣風險(續)

貨幣負債(附註):

附註: 上述金額未包括相關集團實體功能貨幣為美元/港元的港元/美元金額, 由於港元與美元掛鈎, 因此並無重大匯兌風險。

此外, 以外幣計值之內部公司往來結餘如下:



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Currency risk (Continued)

Sensitivity analysis

The Group is primarily exposed to the fluctuation of HK\$ and US\$ versus RMB.

The following tables detail the Group's sensitivity to a 10% (2021: 5%) increase and decrease in the exchange rates where the functional currencies of the relevant group entities against the relevant foreign currencies to the extent that the exposures have not been hedged. Besides, the Group has had intercompany balances in RMB to finance foreign operation since previous years that, in the opinion of the directors of the Company, these balances have formed part of the net investment of the Group in that foreign operation and such impact has also been considered in this sensitivity analysis. 10% (2021: 5%) is the sensitivity rate used when reporting foreign currency risk internally to key management personnel and represents management's assessment of the reasonably possible change in foreign exchange rates. The sensitivity analysis includes only outstanding foreign currency denominated monetary items (including intercompany balances denominated in foreign currencies) and adjusts their translation at the year end for a 10% (2021: 5%) change in foreign currency rates. On this basis, there will be an increase/decrease in post-tax profit and equity where the functional currencies of the relevant group entities strengthens against the foreign currencies by 10% (2021: 5%), and vice versa.

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

市場風險(續)

(a) 貨幣風險(續)

敏感度分析

本集團主要面對港元及美元兌人民幣的波動影響。

下表詳述本集團在並無對沖風險的情況下，相關集團實體之功能貨幣兌換其相關外幣的匯率上升及下降10%(2021年:5%)的敏感度。此外，自過往年度以來，本集團以公司間人民幣結餘為海外業務提供資金，本公司董事認為，該等結餘已構成本集團對該海外業務之淨投資的一部分，而該等影響亦已在本敏感度分析中考慮。10%(2021年:5%)為對內向主要管理人員匯報外幣風險時採用的敏感度比率，為管理層就外幣匯率的合理可能變動作出的評估。敏感度分析只包括以外幣計值的未償付貨幣項目(包括以外幣定值之內部公司往來)，並於年終調整其換算，以反映外幣匯率的10%(2021年:5%)變動。在此基準下，當相關集團實體之功能貨幣兌外幣升值10%(2021年:5%)，稅後盈利及權益將增加/減少，反之亦然。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(a) Currency risk (Continued)

Sensitivity analysis (Continued)

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

市場風險(續)

(a) 貨幣風險(續)

敏感度分析(續)

		(Decrease) increase in post-tax profit 稅後盈利(減少)增加		Increase in other comprehensive income 其他全面收入增加	
		2022 HK\$'000 千港元	2021 HK\$'000 千港元	2022 HK\$'000 千港元	2021 HK\$'000 千港元
HK\$	港元	(6,358)	(3,702)	-	-
US\$	美元	(72,749)	55,432	-	-
EUR	歐元	(13)	5	-	-
RMB	人民幣	(128,171)	12,727	305,178	170,732

(b) Interest rate risk

The Group's bank balances carry floating-rate of interests and have exposure to cash flow interest rate risk due to the fluctuation of the prevailing market interest rates. However, the Group considers that the bank balances are within short maturity period, and the fluctuation in interest rate and the cash flow interest rate risk arising from bank balances are insignificant.

The Group's fair value and cash flow interest risks mainly relate to fixed and variable rates borrowings respectively. The Group has not entered into any interest rate hedging contracts to hedge the exposure to interest rate risk in current year. The management monitors interest rate exposure and will consider hedging significant interest rate exposure should the need arise.

(b) 利率風險

本集團銀行結餘乃浮息，由於現行市場利率波動，銀行結餘承受現金流量利率風險。然而，本集團認為該銀行結餘乃短期內到期，且從銀行結餘引伸的利率波動及現金流量利率風險微不足道。

本集團之公允值及現金流量利率風險主要分別與定息及浮息借貸有關。本年度本集團並無訂立任何利率對沖合約以對沖利率風險。管理層監控利率風險程度及當有需時會考慮對沖重大的利率風險。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Market risk (Continued)

(b) Interest rate risk (Continued)

Sensitivity analysis

The sensitivity analysis below has been determined based on the exposure to interest rates for non-derivative instruments at the end of the reporting period. For variable-rate bank borrowings, to the extent that they were not hedged by effective instruments, the analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. A 100 basis points (2021: 50 basis points) increase or decrease in interest rate is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

For bank borrowings at variable-rate of HK\$15,291,007,000 (2021: HK\$14,060,759,000), if interest rate had been 100 basis points (2021: 50 basis points) higher/lower and all other variables were held constant, the Group's post-tax profit for the year ended 31 December 2022 after taking into account the capitalisation of borrowing costs using the capitalisation rates ranging from 1.30% to 5.19% (2021: 1.17% to 1.66%) per annum would decrease/increase by HK\$48,958,000 (2021: decrease/increase by HK\$9,047,000).

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

市場風險(續)

(b) 利率風險(續)

敏感度分析

下列的敏感度分析根據於報告期末非衍生工具的利率風險釐定。就浮息銀行借貸，在沒有被有效工具對沖的情況下分析乃假設於報告期末未償付負債於全年均為未償付而編製。利率增加或減少100基點(2021年：50基點)為對內向主要管理人員匯報利率風險時採用的利率，為管理層就利率的合理可能變動的評估。

就為數15,291,007,000港元(2021年：14,060,759,000港元)之浮息銀行借貸而言，倘利率上升/下跌100基點(2021年：50基點)，而所有其他變數維持不變，本集團截至2022年12月31日止年度的稅後盈利經計及以資本化年利率由1.30%至5.19%(2021年：1.17%至1.66%)計算之資本化借貸成本後，將減少/增加48,958,000港元(2021年：減少/增加9,047,000港元)。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment

Credit risk refers to the risk that the Group's counterparties default on their contractual obligations resulting in financial losses to the Group. The Group's credit risk exposures are primarily attributable to trade and other receivables, amounts due from related companies, bank balances and loan to a joint venture. Save as certain trade receivables disclosed in note 24(a) and trade receivables backed by bills, the Group does not hold any collateral or other credit enhancements to cover its credit risks associated with its financial assets.

In order to minimise the credit risk, management of the Group has delegated a team responsible for determination of credit limits, credit approvals and other monitoring procedures to ensure that follow-up action is taken to recover overdue debts. In addition, the Group performs impairment assessment under ECL model under application of HKFRS 9 on trade balances individually or based on collective assessment. In this regard, the directors consider that the Group's credit risk is significantly reduced.

The credit risk on bank balances and trade receivables backed by bills is limited because the counterparties are banks with good reputation and high credit ratings assigned by international credit-rating agencies.

Trade receivables consist of a large number of customers, spread across diverse industries and geographical areas. Accordingly, the Group's concentration of credit risk is considered minimal.

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

信貸風險及減值評估

信貸風險指本集團交易對手方之合約責任違約導致本集團蒙受財務損失之風險。本集團之信貸風險主要來自應收貿易及其他款項、應收關連公司款項、銀行結餘及合營企業貸款。除附註24(a)披露之若干應收貿易款項及有票據質押之應收貿易賬款外，本集團並無持有任何抵押品或其他信用增強措施以覆蓋與其金融資產相關之信貸風險。

為盡量減低信貸風險，本集團管理層已委任一組人員釐定信貸限額、信貸審批以及其他監控程序，確保就收回逾期債項採取跟進行動。此外，本集團在應用香港財務報告準則第9號根據預期信貸虧損模式對貿易結餘個別地或集體進行減值評估。就此，董事認為本集團之信貸風險已大大減少。

由於交易方均為信譽評級良好及國際信用評級機構給予高信用評級之銀行，故銀行結餘及有票據質押之應收貿易賬款之信貸風險有限。

本集團的應收貿易賬款包括大量客戶，涵蓋多個行業及地理區域。因此，本集團集中信貸風險極低。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)
The Group is exposed to concentration on credit risk on its loan to a joint venture. Because the Group's involvement in the management of joint venture, the Group is in a position to monitor their financial performance and would take timely actions to safeguard its assets and/or to minimise its losses. Accordingly, management believes that the Group's exposure to the credit risk associated with loan to joint venture is low and ECL, if any, is not material.

The Group's internal credit risk grading assessment comprises the following categories:

Internal credit rating 內部信貸評級	Description 摘要	Trade receivables and amounts due from related parties 應收貿易款項及應收關連方款項	Other financial assets 其他金融資產
Low risk 低風險	The counterparty has a low risk of default and does not have any past-due amounts 對手方違約風險較低且並未出現逾期金額	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 非信貸減值	12-month ECL – not credit-impaired 12個月預期信貸虧損 – 非信貸減值
Watch list 監測風險	Debtor frequently repays after due dates but usually settle in full 債務人頻繁地逾期還款但通常會全數清償	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 非信貸減值	12-month ECL – not credit-impaired 12個月預期信貸虧損 – 非信貸減值
Doubtful 可疑	There have been significant increases in credit risk since initial recognition through information developed internally or external resources 通過內部開發資料或外部資料顯示自初始確認以來信貸風險顯著增加	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 非信貸減值	Lifetime ECL – not credit-impaired 終身預期信貸虧損 – 非信貸減值
Loss 虧損	There is evidence indicating the asset is credit-impaired 有證據指出該資產乃信貸減值	Lifetime ECL – credit-impaired 終身預期信貸虧損 – 信貸減值	Lifetime ECL – credit-impaired 終身預期信貸虧損 – 信貸減值
Write-off 撇賬	There is evidence indicating that the debtor is in severe financial difficulty and the Group has no realistic prospect of recovery 有證據指出債務人正面對嚴重財政困難且本集團並無實際把握收回款項	Amount is written off 款項撇賬	Amount is written off 款項撇賬

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

信貸風險及減值評估(續)
本集團於合營企業貸款上存在集中信貸風險。因為本集團參與合營企業的管理，本集團身處監控其財務表現的位置並可採取及時行動以保護其資產及／或減低虧損。因此，管理層相信本集團在給予合營企業貸款引發的信貸風險屬低，而預期信貸虧損(如有)並不重大。

本集團之內部信貸風險級別評估包括以下類別：



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2022 截至2022年12月31日止年度

36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)
The tables below detail the credit risk exposures of the Group's financial assets at amortised cost which are subject to ECL assessment:

	Notes 附註	External credit rating 外部信貸評級	Internal credit rating 內部信貸評級	12-month or lifetime ECL 12個月或終身 預期信貸虧損	2022 Gross carrying amount 2022年 總賬面值 HK\$'000 千港元	2021 Gross carrying amount 2021年 總賬面值 HK\$'000 千港元
Trade receivables 應收貿易賬款	24(a)	N/A 不適用	(Note 2) (附註2)	Lifetime ECL (Not credit-impaired under collective assessment) 終身預期信貸虧損 (根據集體評估 非信貸減值)	3,075,222	3,630,360
			Loss 虧損	Lifetime ECL (Credit-impaired) 終身預期信貸虧損 (信貸減值)	2,437	72,623
					3,077,659	3,702,983
Trade receivables backed by bills 有票據質押之應收貿易賬款	24(a)	Low risk 低風險	(Note 2) (附註2)	Lifetime ECL 終身預期信貸虧損	612,028	922,430
Trade receivables backed by bills discounted with recourse 附追索權票據貼現質押之 應收貿易賬款	24(b)	Low risk 低風險	(Note 2) (附註2)	Lifetime ECL 終身預期信貸虧損	-	123,903
Amounts due from related companies 應收關連公司款項	25	N/A 不適用	(Note 2) (附註2)	Lifetime ECL 終身預期信貸虧損	92,137	88,882
Bank balances 銀行結餘	26	Low risk 低風險	N/A 不適用	12-month ECL 12個月預期信貸虧損	1,793,660	1,903,209
Loan to a joint venture 合營企業貸款	22	N/A 不適用	(Note 1) (附註1)	12-month ECL 12個月預期信貸虧損	63,397	80,554
Other receivables 應收其他賬款	24(a)	N/A 不適用	(Note 1) (附註1)	12-month ECL 12個月預期信貸虧損	681,012	693,324

36. 金融工具(續)

(ii) 財務風險管理目的及政策
(續)

信貸風險及減值評估(續)
下表詳述須受預期信貸虧損評估之本集團以攤銷成本計量之金融資產信貸風險：



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes:

- For the purposes of internal credit risk management, the Group uses past due and repayment information to assess whether credit risk has increased significantly since initial recognition.

		Not past due/No fixed repayment terms	
		非過期/無固定還款條款	
		2022	2021
		HK\$'000	HK\$'000
		千港元	千港元
Loan to a joint venture	合營企業貸款	63,397	80,554
Other receivables	其他應收賬款	681,012	693,324

- For trade receivables and amounts due from related parties (trade nature), the Group has applied the simplified approach in HKFRS 9 to measure the loss allowance at lifetime ECL. Except for credit-impaired trade debtors and those backed by bills, the Group determines the expected credit losses on the other debtors by using a collective assessment, grouped by internal credit rating. Credit-impaired debtors and those backed by bills are assessed on individual basis. The average loss rates of trade receivables (not credit-impaired) (excluding those backed by bills) for the year ended 31 December 2022 was 0.5% (2021: 0.5%).

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

信貸風險及減值評估(續)

附註：

- 本集團以逾期及還款資料去評估自初始確認以來信貸風險是否顯著增加作為內部信貸風險管理。

- 就應收貿易賬款及應收關連方款項(貿易性質)，本集團應用香港財務報告準則第9號的簡化方法以終身預期信貸虧損去評估虧損撥備。除信貸減值之貿易債務人及有票據質押者外，本集團對其他債務人採用集體評估按內部信貸評級組別去釐定預期信貸虧損。信貸減值之債務人及有票據質押者按個別基準評估。截至2022年12月31日止年度之應收貿易賬款(非信貸減值)(不包括有票據質押者)平均虧損率為0.5%(2021年：0.5%)。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Credit risk and impairment assessment (Continued)

Notes: (Continued)

2. (Continued)

The following table shows the movement in lifetime ECL that has been recognised for trade receivables (excluding those backed by bills).

		Lifetime ECL (not credit- impaired) 終身預期 信貸虧損 (非信貸減值) HK\$'000 千港元	Lifetime ECL (credit- impaired) 終身預期 信貸虧損 (信貸減值) HK\$'000 千港元	Total 合計 HK\$'000 千港元
As at 1 January 2021	於2021年1月1日	64,621	6,420	71,041
Changes due to financial instruments recognised as at 1 January 2021:	因2021年1月1日 確認金融工具而變動：			
– Impairment losses recognised	– 減值虧損確認	15,717	64,738	80,455
– Impairment losses reversed	– 減值虧損回撥	(64,621)	–	(64,621)
Exchange adjustments	匯兌調整	2,282	1,465	3,747
As at 31 December 2021	於2021年12月31日	17,999	72,623	90,622
Changes due to financial instruments recognised as at 1 January 2022:	因2022年1月1日 確認金融工具而變動：			
– Impairment losses recognised	– 減值虧損確認	18,615	–	18,615
– Impairment losses reversed	– 減值虧損回撥	(17,999)	(8,145)	(26,144)
– Write-offs	– 撤銷	–	(58,679)	(58,679)
Exchange adjustments	匯兌調整	(1,953)	(3,362)	(5,315)
As at 31 December 2022	於2022年12月31日	16,662	2,437	19,099

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

信貸風險及減值評估(續)

附註：(續)

2. (續)

下表顯示就應收貿易賬款(不包括有票據質押者)已確認終身預期信貸虧損之變動。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Liquidity risk

In management of the liquidity risk, the Group monitors and maintains a level of cash and cash equivalents deemed adequate by management to finance the Group's operations and mitigate the effects of fluctuations in cash flows. The management monitors the utilisation of bank borrowings and ensures compliance with loan covenants.

The following tables detail the Group's remaining contractual maturity for its financial liabilities based on agreed repayment terms. For non-derivative financial liabilities, the tables have been drawn up based on the undiscounted cash flows of financial liabilities based on the earliest date on which the Group can be required to pay. Specifically, bank loans with a repayment on demand clause are included in the earliest time band regardless of the probability of the banks choosing to exercise their rights. The maturity dates for other non-derivative financial liabilities are based on the agreed repayment dates. The table includes both interest and principal cash flows. To the extent that interest flows are floating rate, the undiscounted amount is derived from interest rate curve at the end of the reporting period.

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

流動資金風險

就管理流動資金風險而言，本集團監察及保持其視為足以為本集團營運提供資金，以及減輕現金流量波動影響之現金及現金等價物水平。管理層監察銀行借貸之使用情況並確保遵守貸款契諾。

下表詳述根據約定還款條件本集團金融負債的餘下合約到期日。就非衍生金融負債，下表乃根據本集團須還款最早日期當日之金融負債未折現現金流量作出。具體而言，附帶應要求還款條款之銀行借貸，被包括在最早時限之內，不論銀行是否選擇行使其權利。其他非衍生金融負債之到期日根據議定的還款日期計算。下表已包括利息及本金現金流量。在某種程度上，利息流是浮動利率，未折現金額來自報告期末的利率曲線。



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

流動資金風險(續)

流動資金表

		Weighted average effective interest rate	Repayable on demand or less than 1 month	1-3 months	3 months to 1 year	1-5 years	Total undiscounted cash flows	Carrying amount at 31 December 2022
		實際利率加權平均數 % 百分比	應要求還款或少於1個月 HK\$'000 千港元	1至3個月 HK\$'000 千港元	3個月至1年 HK\$'000 千港元	1至5年 HK\$'000 千港元	未折現現金流量合計 HK\$'000 千港元	2022年12月31日之賬面值 HK\$'000 千港元
31 December 2022	2022年12月31日							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	應付貿易及其他賬款	-	2,095,369	685,702	318,005	-	3,099,076	3,099,076
Amounts due to related companies	應付關連公司款項	-	11,772	-	-	-	11,772	11,772
Bank borrowings	銀行借貸							
- fixed rates	一定息	3.48	-	-	459	1,109,381	1,109,840	1,036,423
Bank borrowings	銀行借貸							
- variable-rate	一浮息	5.30	7,233,653	-	1,738,225	7,554,305	16,526,183	15,291,007
Lease liabilities	租賃負債	4.30	1,678	3,501	14,574	83,889	103,642	82,285
			9,342,472	689,203	2,071,263	8,747,575	20,850,513	19,520,563



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

流動資金風險(續)

流動資金表(續)

		Weighted average effective interest rate	Repayable on demand or less than 1 month	1-3 months	3 months to 1 year	1-5 years	Total undiscounted cash flows	Carrying amount at 31 December 2021
		實際利率 加權平均數 %	應要求還款 或少於1個月 HK\$'000	1至3個月 HK\$'000	3個月至1年 HK\$'000	1至5年 HK\$'000	未折現 現金流量合計 HK\$'000	12月31日 之賬面值 HK\$'000
		百分比	千港元	千港元	千港元	千港元	千港元	千港元
31 December 2021	2021年12月31日							
Non-derivative financial liabilities	非衍生金融負債							
Trade and other payables	應付貿易及其他賬款	-	1,723,900	515,507	257,816	-	2,497,223	2,497,223
Advance drawn on bills discounted with recourse	附追索權應收票據貼現預付款	-	123,903	-	-	-	123,903	123,903
Amounts due to related companies	應付關連公司款項	-	10,680	-	-	-	10,680	10,680
Bank borrowings - variable-rate	銀行借貸 — 浮息	1.26	7,529,164	136	1,145,719	5,386,012	14,061,031	14,060,759
Lease liabilities	租賃負債	4.30	973	1,946	12,674	69,250	84,843	67,042
			9,388,620	517,589	1,416,209	5,455,262	16,777,680	16,759,607



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Liquidity risk (Continued)

Liquidity tables (Continued)

Bank borrowings with a repayment on demand clause are included in the “repayable on demand or less than 1 month” time band in the above maturity analysis. As at 31 December 2022 and 2021, the aggregate undiscounted principal amounts of these bank loans amounted to HK\$6,903,303,000 and HK\$7,279,231,000 respectively. Taking into account the Group’s financial position, the directors of the Company do not believe that it is probable that the banks will exercise their discretionary rights to demand immediate repayment. The directors of the Company believe that such bank loans will be repaid after the reporting date in accordance with the following scheduled repayment dates set out in the loan agreements:

Bank borrowings subject to repayment on demand clause based on scheduled repayments:

		Weighted average effective interest rate 實際利率 加權平均數 %	Less than 1 month 少於1個月 HK\$'000 千港元	1-3 months 1至3個月 HK\$'000 千港元	3 months to 1 year 3個月至1年 HK\$'000 千港元	Total undiscounted cash flows 未折現 現金流量合計 HK\$'000 千港元	Carrying amount 賬面值 HK\$'000 千港元
As at 31 December 2022	於2022年12月31日	4.77	6,870,772	44,356	2,353	6,917,481	6,903,303
As at 31 December 2021	於2021年12月31日	1.26	5,773,655	168,612	1,348,053	7,290,320	7,279,231

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

流動資金風險(續)

流動資金表(續)

附帶應要求還款條款之銀行借貸按上述到期日分析計入「應要求還款或少於1個月」之期間。於2022年及2021年12月31日，該等銀行貸款之未折現本金總額分別為6,903,303,000港元及7,279,231,000港元。考慮到本集團之財務狀況，本公司董事相信，銀行不大可能行使酌情權，要求本集團即時還款。董事相信，該等銀行借貸將於本報告日期之後根據貸款協議所載之既定還款日期償還如下：

附帶應要求還款條款之銀行借貸按其既定還款期：



36. FINANCIAL INSTRUMENTS (CONTINUED)

(ii) Financial risk management objectives and policies (Continued)

Interest rate benchmark reform

While the Hong Kong Dollar Overnight Index Average ("HONIA") has been identified as an alternative to HIBOR, there is no plan to discontinue HIBOR. The multi-rate approach has been adopted in Hong Kong, whereby HIBOR and HONIA will co-exist.

As at 31 December 2022 and 2021, the Group had variable-rate bank borrowings that are linked to HIBOR, the Group had confirmed with the relevant counterparties HIBOR will continue to maturity.

(iii) Fair value

Fair value measurements recognised in the statement of financial position

The directors of the Company consider that the carrying amounts of financial assets and financial liabilities recorded at amortised cost in the consolidated financial statements approximate their fair values at the end of the reporting period. The fair values of the financial assets and financial liabilities recorded at amortized cost have been determined in accordance with generally accepted pricing models based on a discounted cash flow analysis, with the most significant inputs being the discount rate that reflects the credit risk of counterparties.

36. 金融工具(續)

(ii) 財務風險管理目的及政策(續)

利率基準改革

儘管港元隔夜平均指數(「HONIA」)已被確定為香港銀行同業拆息之替代方案，惟並無計劃終止香港銀行同業拆息。香港採用多利率方式，據此，香港銀行同業拆息及HONIA將會並存。

於2022及2021年12月31日，本集團有與香港銀行同業拆息掛鈎的浮息銀行借貸，本集團經已與相關交易對手方確認香港銀行同業拆息將會繼續直至到期。

(iii) 公允值

於財務狀況表確認之公允值計量

本公司董事認為，於綜合財務報表以攤銷成本入賬之金融資產及金融負債之賬面值於報告期末相若其公允值。以攤銷成本入賬之金融資產及金融負債之公允值已根據基於折現現金流量分析的公認定價模型確定，其中最重要之輸入數據為反映交易對手方信貸風險的折現率。



37. OPERATING LEASES

The Group as lessor

During the year ended 31 December 2022, rental income in respect of industrial properties, office spaces and certain shops and staff quarters in the PRC was HK\$55,209,000 (2021: HK\$66,286,000), net of negligible outgoings. Leases are within one to ten years.

37. 經營租約

集團作為出租人

於截至2022年12月31日止年度，有關中國的工業物業、辦公室及若干商舖和員工宿舍的租金收入(經扣除微不足道之開支)為55,209,000港元(2021年：66,286,000港元)。租賃期為一年至十年。

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Minimum lease payments receivable on leases are as follows:	於租賃之應收最低租賃付款如下：		
Within one year	一年內	44,471	55,980
In the second year	於第二年	41,926	53,457
In the third year	於第三年	40,366	53,537
In the fourth year	於第四年	31,713	51,905
In the fifth year	於第五年	20,595	39,417
After five years	五年後	16,134	33,593
		195,205	287,889

38. CAPITAL COMMITMENTS

38. 資本承擔

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Capital expenditures contracted for but not provided in the consolidated financial statements in respect of acquisition of property, plant and equipment	就已訂約但未於綜合財務報表中撥備有關購置物業、廠房及設備的資本開支	4,219,991	3,296,857



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39. RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES

The table below details changes in the Group's liabilities arising from financing activities, including both cash and non-cash changes. Liabilities arising from financing activities are those for which cash flows were, or future cash flows will be, classified in the Group's consolidated statement of cash flows as cash flows from financing activities.

		Advances drawn from bills discounted with recourse 附追索權之貼現票據預付款 HK\$'000 千港元	Lease liabilities 租賃負債 HK\$'000 千港元	Bank borrowings 銀行借貸 HK\$'000 千港元	Dividend payable 應付股息 HK\$'000 千港元	Distribution payable on perpetual capital securities 永續資本證券應付分派 HK\$'000 千港元	Interest payables 應付利息 HK\$'000 千港元	Total 合計 HK\$'000 千港元
At 1 January 2021	於2021年1月1日	303,934	73,901	11,326,805	-	-	-	11,704,640
Finance cost recognised (note 10)	財務成本確認(附註10)	-	3,192	-	-	-	72,197	75,389
Additions	增加	-	12,968	-	-	-	-	12,968
Non-cash settlement of discounted bills with recourse	非現金結算附追索權之貼現票據	(606,222)	-	-	-	-	-	(606,222)
Interests capitalised to property, plant and equipment	物業、廠房及設備利息資本化	-	-	-	-	-	116,857	116,857
Exchange realignment	匯兌重新組合	11,417	158	47,288	-	-	-	58,863
Financing cash flows	融資現金流量	414,774	(23,177)	2,686,666	(1,434,392)	(128,409)	-	1,515,462
Operating cash flows	經營業務現金流量	-	-	-	-	-	(189,054)	(189,054)
Declaration of dividend	宣派股息	-	-	-	1,434,392	-	-	1,434,392
Distribution of perpetual capital securities	永續資本證券分派	-	-	-	-	128,409	-	128,409
At 31 December 2021	於2021年12月31日	123,903	67,042	14,060,759	-	-	-	14,251,704
Finance cost recognised (note 10)	財務成本確認(附註10)	-	3,397	-	-	-	120,372	123,769
Additions	增加	-	59,676	-	-	-	-	59,676
Non-cash settlement of discounted bills with recourse	非現金結算附追索權之貼現票據	(334,598)	-	-	-	-	-	(334,598)
Interests capitalised to property, plant and equipment	物業、廠房及設備利息資本化	-	-	-	-	-	240,889	240,889
Exchange realignment	匯兌重新組合	(5,446)	(8,420)	6,370	-	-	-	(7,496)
Financing cash flows	融資現金流量	216,141	(39,410)	2,260,301	(755,502)	(131,096)	-	1,550,434
Operating cash flows	經營業務現金流量	-	-	-	-	-	(361,261)	(361,261)
Declaration of dividend	宣派股息	-	-	-	755,502	-	-	755,502
Distribution of perpetual capital securities	永續資本證券分派	-	-	-	-	131,096	-	131,096
At 31 December 2022	於2022年12月31日	-	82,285	16,327,430	-	-	-	16,409,715

39. 核對融資活動產生的負債

下表詳細列出本集團由融資活動產生的負債變動，包括現金及非現金變動。融資活動產生的負債是指現金流量或未來現金流量被分類在本集團之綜合現金流量表內融資活動所得之現金流量。



40. NON-CASH TRANSACTIONS

- (i) For the year ended 31 December 2022, the Group's acquisition of property, plant and equipment was settled through transfer of deposits paid in the prior years to the extent of HK\$1,873,549,000 (2021: HK\$705,734,000).
- (ii) During the year, advances drawn on bills discounted with recourse of HK\$334,598,000 (2021: HK\$606,222,000) have been settled through bills discounted to the relevant financial institutions.
- (iii) During the year, the Group entered into new lease agreements resulted in additions of right-of-use assets amounting to HK\$59,676,000 (2021: HK\$12,968,000) and lease liabilities amounting to HK\$59,676,000 (2021: HK\$12,968,000).
- (iv) During the year, the Group's acquisition of an associate was settled through transfer of property, plant and equipment, right-of-use assets and other payable to the extent of HK\$80,975,000 (2021: nil).

40. 非現金交易

- (i) 截至2022年12月31日止年度，本集團收購物業、廠房及設備通過轉撥於過往年度已付訂金結付，金額為1,873,549,000港元(2021年：705,734,000港元)。
- (ii) 年內，附追索權之貼現票據預付款334,598,000港元(2021年：606,222,000港元)已通過向相關金融機構貼現票據結付。
- (iii) 年內，本集團訂立新租賃協議導致增加使用權資產59,676,000港元(2021年：12,968,000港元)及租賃負債59,676,000港元(2021年：12,968,000港元)。
- (iv) 年內，本集團收購一間聯營公司通過轉撥物業、廠房及設備、使用權資產及其他應付款項結付，金額為80,975,000港元(2021年：無)。



41. INFORMATION OF FINANCIAL POSITION OF THE COMPANY

A summarised statement of financial position of the Company as at 31 December 2022 and 2021 is as follows:

41. 本公司財務狀況資料

本公司於2022年及2021年12月31日之財務狀況表概述如下：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Non-current assets	非流動資產		
Investments in subsidiaries	附屬公司投資	637,977	637,977
Amounts due from subsidiaries	應收附屬公司款項	5,580,396	6,634,625
		6,218,373	7,272,602
Current assets	流動資產		
Amounts due from subsidiaries	應收附屬公司款項	1,629,350	2,010,871
Bank balances	銀行結餘	1,170	4,514
		1,630,520	2,015,385
Current liabilities	流動負債		
Other payables	應付其他賬款	8,999	6,739
Net current assets	流動資產淨值	1,621,521	2,008,646
Net assets	淨資產	7,839,894	9,281,248
Share capital	股本	107,739	108,291
Reserves (note (i))	儲備(附註(i))	5,875,491	6,850,143
Perpetual capital securities (note (i))	永續資本證券(附註(i))	1,856,664	2,322,814
Total equity	總權益	7,839,894	9,281,248



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41. INFORMATION OF FINANCIAL POSITION OF
THE COMPANY (CONTINUED)

41. 本公司財務狀況資料(續)

note:

(i) Movements in reserve/perpetual capital securities

附註：

(i) 儲備／永續資本證券變動

		Share premium	Other reserve	Contributed surplus	Retained profits	Total reserve	Perpetual capital securities	Total
		股份溢價 HK\$'000 千港元	其他儲備 HK\$'000 千港元	實繳盈餘 HK\$'000 千港元	留存盈利 HK\$'000 千港元	總儲備 HK\$'000 千港元	永續 資本證券 HK\$'000 千港元	總額 HK\$'000 千港元
At 1 January 2021	於2021年1月1日	30,858	-	634,977	7,653,222	8,319,057	2,322,814	10,641,871
Shares repurchased and cancelled	股份購回及註銷	-	-	-	(80,716)	(80,716)	-	(80,716)
Profit and total comprehensive income for the year	年度盈利及總全面收益	-	-	-	46,194	46,194	128,409	174,603
Dividends recognised as distributions	確認分派之股息	-	-	-	(1,434,392)	(1,434,392)	-	(1,434,392)
Distribution paid on perpetual capital securities	已付永續資本證券分派	-	-	-	-	-	(128,409)	(128,409)
At 31 December 2021	於2021年12月31日	30,858	-	634,977	6,184,308	6,850,143	2,322,814	9,172,957
Shares repurchased and cancelled	股份購回及註銷	-	-	-	(93,486)	(93,486)	-	(93,486)
Loss and total comprehensive expense for the year	年度虧損及總全面支出	-	-	-	(190,575)	(190,575)	131,096	(59,479)
Dividends recognised as distributions	確認分派之股息	-	-	-	(755,502)	(755,502)	-	(755,502)
Distribution paid on perpetual capital securities	已付永續資本證券分派	-	-	-	-	-	(131,096)	(131,096)
Perpetual capital securities repurchased	永續資本證券購回	-	64,911	-	-	64,911	(466,150)	(401,239)
At 31 December 2022	於2022年12月31日	30,858	64,911	634,977	5,144,745	5,875,491	1,856,664	7,732,155

The contributed surplus of the Company represents the difference between the aggregate net tangible assets of the subsidiaries acquired by the Company pursuant to a group reorganisation in September 2003 and the nominal value of the Company's shares issued for the acquisition.

本公司之實繳盈餘乃本公司透過2003年9月之集團重組所收購之附屬公司之有形資產淨值總額與本公司就該收購而發行之股本面值之差額。



42. RELATED AND CONNECTED PARTY DISCLOSURES

During the year, the Group had significant transactions with related parties, certain of which are also deemed to be connected parties pursuant to the Listing Rules. Significant transactions with these parties during the years are as follows:

(i) Related and connected party transactions

42. 相關及關連人士披露

年內，本集團與相關人士(若干人士亦同時根據上市規則被視作為關連人士)進行重大交易。年內與該等人士進行的重大交易如下：

(i) 相關及關連人士交易

Name of party 關連人士名稱	Nature of transactions 交易性質	2022 HK\$'000 千港元	2021 HK\$'000 千港元
Lee & Man Industrial Manufacturing Limited (note a) 理文實業有限公司(附註a)	Income from supply of steam and electricity 提供蒸氣及電力之收入	127	86
Lee & Man Paper Products Company Limited (note a) 理文紙品有限公司(附註a)	Licence fee expenses incurred by the Group 集團許可權費支出	11,489	6,040
LMC Group (as defined in note 25) 理文化工集團(定義見附註25)	Income from supply of steam and electricity (note d) 提供蒸氣及電力之收入(附註d)	84,587	82,867
	Raw materials purchased by the Group (note d) 集團購買原料(附註d)	180,765	184,031
	Rental income in respect of office spaces (note d) 辦公室租金收入(附註d)	2,129	2,168
	Steam and electricity fee paid by the Group (note d) 集團已付蒸氣及發電服務費(附註d)	69,566	85,966
	Rental fee paid by the Group (note d) 集團已付租金(附註d)	2,708	2,623
Winfibre Group (note b) Winfibre集團(附註b)	Agent fee paid by the Group (note d) 集團已付代理費(附註d)	45,433	41,731
On Wah Environmental Protection Technology Company Limited (note c) 安華環保科技有限公司(附註c)	Raw materials purchased by the Group (note d) 集團購買原材料(附註d)	-	8,254
Shun Yi International (as defined in note 25) Shun Yi International(定義見附註25)	Raw materials purchased by the Group (note d) 集團購買原材料(附註d)	1,128,494	833,846



42. RELATED AND CONNECTED PARTY DISCLOSURES (CONTINUED)

(i) Related and connected party transactions (Continued)

Notes:

- (a) The entities are indirectly wholly owned by the spouse of Mr. Li King Wai Ross, who is a daughter of Dr. Lee Wan Keung Patrick. Dr Lee Wan Keung Patrick directly held 9.86% ordinary share capital of the Company as at 31 December 2022. Mr. Li King Wai Ross is a director of the Company.
- (b) The entities are ultimately controlled by Mr. Ng Yu Hung, a step brother of Dr. Lee Wan Keung Patrick. Dr. Lee Wan Keung Patrick directly held 9.86% ordinary share capital of the Company as at 31 December 2022.
- (c) This entity is indirectly controlled by Ms. Lee Man Ching, a sister of Dr. Lee Man Chun Raymond and Mr. Lee Man Bun, the directors of the Company.
- (d) The transactions are continuing connected transactions. Further details of the terms of these continuing connected transactions are set out in corresponding announcements.

- (ii) In addition to the above, on 27 June 2021, pursuant to the "Share Acquisition Agreement" dated 21 June 2021, Able Might, an indirect wholly-owned subsidiary of the Company, completed acquisition of: (i) 49% equity interests in Shunying from Mr. Lee Man Bun at cash consideration of US\$490,000 (approximately of HK\$7,764,000); and (ii) the loans advanced by Mr. Lee Man Bun and Ms. Lee Man Ching to Shunying amounting to US\$37,598,840.82 and US\$13,192,694.54, respectively, at cash consideration aggregating to US\$50,791,535.36 (approximately of HK\$394,321,000). Further details of this acquisition are set out in notes 4 and 43 (iii).

42. 相關及關連人士披露(續)

(i) 相關及關連人士交易(續)

附註：

- (a) 該等實體為李經緯先生之配偶亦為李運強博士之女兒間接全資擁有。李運強博士於2022年12月31日直接持有本公司9.86%普通股股本。李經緯先生為本公司董事。
- (b) 該等實體由李運強博士之繼兄弟伍于鴻先生最終控制。李運強博士於2022年12月31日直接持有本公司9.86%普通股股本。
- (c) 該實體由本公司董事李文俊博士和李文斌先生的妹妹／姐姐李文禎女士間接控制。
- (d) 該等交易乃持續關連交易，該等持續關連交易之進一步詳情載於其相關之公布。

- (ii) 除上文所述外，於2021年6月27日，根據日期為2021年6月21日之購股協議，本公司之間接全資附屬公司Able Might完成下述收購：(i)以現金代價490,000美元(約7,764,000港元)向李文斌先生收購Shunying 49%股權；(ii)以現金代價合共50,791,535.36美元(約394,321,000港元)收購李文斌先生及李文禎女士分別墊付予Shunying之貸款37,598,840.82美元及13,192,694.54美元。此項收購之進一步詳情載於附註4及43(iii)。



42. RELATED AND CONNECTED PARTY DISCLOSURES (CONTINUED)

(iii) Related and connected party balances

Details of the Group's outstanding balances with related parties who are also the connected parties are set out in the consolidated statement of financial position and note 25.

(iv) Compensation of key management personnel

The remunerations of the directors and other members of key management during the years were as follows:

42. 相關及關連人士披露(續)

(iii) 相關及關連人士結餘

本集團與相關人士同時亦為關連人士之未償還結餘詳情載於綜合財務狀況表及附註25。

(iv) 主要管理層成員薪酬

董事及其他主要管理層成員於年內之酬金如下：

		2022 HK\$'000 千港元	2021 HK\$'000 千港元
Short-term benefits	短期福利	59,162	50,702
Post-employment benefits	退休福利	12	18
		59,174	50,720



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43. PARTICULARS OF PRINCIPAL SUBSIDIARIES
OF THE COMPANY

Details of the Company's principal subsidiaries at 31 December 2022 and 2021 are as follows:

43. 本公司主要附屬公司詳情

本公司主要附屬公司於2022年及2021年12月31日的詳情如下：

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ registration and operations 註冊成立/設立/ 登記及營運地點	Nominal value of issued and fully paid share capital/ registered capital 已發行及繳足股本面值/ 註冊資本	Proportion ownership interest held by the Company 本公司所持擁有權比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2022	2021	2022	2021	
Able Advance International Limited	British Virgin Islands (note i) 英屬處女群島(附註i)	Ordinary shares – US\$4 普通股—4美元	100%	100%	–	–	Investment holding 投資控股
Able Might Limited ("Able Might")	Hong Kong 香港	Ordinary share – HK\$100 普通股—100港元	–	–	100%	100%	Investment holding 投資控股
Grand Fortress Global Limited 盛堡環球有限公司	British Virgin Islands (note i) 英屬處女群島(附註i)	Ordinary shares – US\$100 普通股—100美元	–	–	100%	100%	Investment holding 投資控股
Lee & Man Industries Company Limited	British Virgin Islands (note i) 英屬處女群島(附註i)	Ordinary share – US\$1 普通股—1美元	–	–	100%	100%	Investment holding 投資控股
Million Profit Corporation Limited 萬潤興業有限公司	Hong Kong 香港	Ordinary shares – HK\$100 普通股—100港元	–	–	100%	100%	Investment holding 投資控股
Vantage Dragon Limited 利龍有限公司	Hong Kong 香港	Ordinary shares – HK\$2 普通股—2港元	–	–	100%	100%	Investment holding 投資控股
Lee Kwok Trading Limited 利國貿易有限公司	Macau 澳門	MOP100,000 澳門幣100,000	–	–	100%	100%	Procurement of raw materials 採購原料
Wang Kei Trading Limited 宏基貿易有限公司	Macau 澳門	MOP100,000 澳門幣100,000	–	–	100%	100%	Procurement of raw materials 採購原料



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2022 截至2022年12月31日止年度

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES
OF THE COMPANY (CONTINUED)

43. 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ registration and operations 註冊成立/設立/ 登記及營運地點	Nominal value of issued and fully paid share capital/ registered capital 已發行及繳足股本面值/ 註冊資本	Proportion ownership interest held by the Company 本公司所持擁有權比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2022	2021	2022	2021	
東莞理文造紙有限公司 (Dongguan Lee & Man Paper Factory Co. Ltd.)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$156,480,000 註冊資本— 156,480,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
廣東理文造紙有限公司 (Guangdong Lee & Man Paper Manufacturing Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$683,000,000 註冊資本— 683,000,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
江蘇理文造紙有限公司 (Jiangsu Lee & Man Paper Manufacturing Company Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$393,000,000 註冊資本— 393,000,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
江西理文造紙有限公司 (Jiangxi Lee & Man Paper Manufacturing Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$200,000,000 註冊資本— 200,000,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
重慶理文造紙有限公司 (Chongqing Lee & Man Paper Manufacturing Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$352,430,000 註冊資本— 352,430,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
重慶理文制漿有限公司 (Chongqing Lee & Man Pulp Manufacturing Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$172,830,000 註冊資本— 172,830,000美元	–	–	100%	100%	Manufacturing and trading of pulp 製漿生產及貿易



NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS (CONTINUED)
綜合財務報表附註(續)

For the year ended 31 December 2022 截至2022年12月31日止年度

43. PARTICULARS OF PRINCIPAL SUBSIDIARIES
OF THE COMPANY (CONTINUED)

43. 本公司主要附屬公司詳情(續)

Name of subsidiary 附屬公司名稱	Place of incorporation/ establishment/ registration and operations 註冊成立/設立/ 登記及營運地點	Nominal value of issued and fully paid share capital/ registered capital 已發行及繳足股本面值/ 註冊資本	Proportion ownership interest held by the Company 本公司所持擁有權比例				Principal activities 主要業務
			Directly 直接		Indirectly 間接		
			2022	2021	2022	2021	
重慶理文衛生用紙製造有限公司 (Chongqing Lee & Man Tissue Manufacturing Limited)	The PRC (note ii) 中國(附註ii)	Registered capital – US\$425,000,000 註冊資本— 425,000,000美元	–	–	100%	100%	Manufacturing and trading of tissue products 衛生紙生產及貿易
Jenson Development Limited 晉盛發展有限公司	Hong Kong 香港	Ordinary share – HK\$1 普通股—1港元	–	–	100%	100%	Manufacturing of pulp board 漿板生產
Best Eternity Recycle Technology Sdn. Bhd. (恒昌環保科技有限公司)	Malaysia 馬來西亞	Registered capital – MYR4,084,781,443 註冊資本— 4,084,781,443馬幣	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
Vietnam Lee & Man Paper Manufacturing Limited	British Virgin Islands 英屬處女群島	Registered capital – US\$303,000,000 註冊資本— 303,000,000美元	–	–	100%	100%	Manufacturing and trading of paper 原紙生產及貿易
Shunying	Kingdom of Cambodia ("Cambodia") (note iii) 柬埔寨王國(「柬埔寨」)(附註 iii)	Registered capital – US\$1,000,000 註冊資本— 1,000,000美元	–	–	100%	100%	Production plant under construction 在建中生產廠房

Notes:

- (i) These companies operate in Hong Kong.
- (ii) These companies are foreign investment enterprises established in the PRC.

附註：

- (i) 該等公司在香港運作。
- (ii) 該等公司為在中國成立之外商投資企業。



43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

Notes: (Continued)

(iii) On 27 June 2021, pursuant to the "Share Acquisition Agreement" dated 21 June 2021, Able Might completed acquisition of: (i) 49% equity interests in Shunying from Mr. Lee Man Bun at cash consideration of US\$490,000 (approximately of HK\$7,764,000); and (ii) the loans advanced by Mr. Lee Man Bun and Ms. Lee Man Ching to Shunying amounting to US\$37,598,840.82 and US\$13,192,694.54, respectively, at cash consideration aggregating to US\$50,791,535.36 (approximately of HK\$394,321,000). Besides, Able Might and Cambodian Registered Owners (as defined in note 4) (who hold 51% equity interests in Shunying) entered into VIE Documents for setting up variable interest entity structure of Shunying. Accordingly, the directors of the Company are of the view that the control and enjoyment of economic benefits of Shunying have been conferred to Able Might and Shunying is considered as an indirect wholly-owned subsidiary of the Company. Further information is also set out in note 4.

On completion of Able Might's acquisition of Shunying, Shunying did not commence any operation/business and proposed to purchase a piece of land in Cambodia for construction of factory and port and its major assets and liabilities of Shunying represented a refundable deposit for purchasing land use right in Cambodia and loans advanced from Mr. Lee Man Bun and Ms. Roletta Lee Man Ching. Accordingly, the directors of the Company concluded that Able Might's acquisition of Shunying is accounted for as asset acquisition.

Assets and liabilities recognised at the date of acquisition

		HK\$'000 千港元
Refundable deposit	可退還按金	391,280
Bank balances and cash	銀行結餘及現金	6,845
Loans advanced from Mr. Lee Man Bun and Ms. Lee Man Ching to Shunying	李文斌先生及李文禎女士墊付予Shunying之貸款	(394,321)
		3,804
Loans advanced from Mr. Lee Man Bun and Ms. Lee Man Ching to Shunying purchased	收購李文斌先生及李文禎女士墊付予Shunying之貸款	394,321
Total consideration transferred	轉讓總代價	398,125

Net cash outflow arising on acquisition of Shunying

		HK\$'000 千港元
Consideration paid in cash	以現金支付代價	398,125
Less: bank balances and cash acquired	減：所收購之銀行結餘及現金	(6,845)
Net cash outflow	淨現金流出	391,280

43. 本公司主要附屬公司詳情(續)

附註：(續)

(iii) 於2021年6月27日，根據日期為2021年6月21日之購股協議，本公司間接全資附屬公司Able Might完成下述收購：(i)以現金代價490,000美元(約7,764,000港元)向李文斌先生收購Shunying 49%股權；及(ii)以現金代價合共50,791,535.36美元(約394,321,000港元)收購李文斌先生及李文禎女士分別墊付予Shunying之貸款37,598,840.82美元及13,192,694.54美元。此外，Able Might與柬埔寨登記擁有人(定義見附註4)(其持有Shunying 51%股權)簽訂可變權益實體文件，設立Shunying可變權益實體結構。據此，本公司董事認為，Shunying之控制權及享有之經濟利益已授予Able Might，而Shunying被視為本公司之間接全資附屬公司。進一步資料亦載於附註4。

Able Might完成收購Shunying後，Shunying並未開展任何經營/業務，並擬於柬埔寨購買一幅土地用作建設廠房及港口，其於Shunying之主要資產及負債為購買柬埔寨之土地使用權之可退還按金及李文斌先生及李文禎女士墊付之貸款。因此，本公司董事之結論為，Able Might收購Shunying入賬為資產收購。

於收購日期確認的資產及負債

	HK\$'000 千港元
Refundable deposit	391,280
Bank balances and cash	6,845
Loans advanced from Mr. Lee Man Bun and Ms. Lee Man Ching to Shunying	(394,321)
	3,804
Loans advanced from Mr. Lee Man Bun and Ms. Lee Man Ching to Shunying purchased	394,321
Total consideration transferred	398,125

收購Shunying所產生之淨現金流出

	HK\$'000 千港元
Consideration paid in cash	398,125
Less: bank balances and cash acquired	(6,845)
Net cash outflow	391,280



43. PARTICULARS OF PRINCIPAL SUBSIDIARIES OF THE COMPANY (CONTINUED)

The above table lists the subsidiaries of the Company which, in the opinion of the directors of the Company, principally affect the results or assets and liabilities of the Group. To give details of other subsidiaries would, in the opinion of the directors of the Company, result in particulars of excessive length.

None of the subsidiaries had any debt securities outstanding at the end of the year, or at any time during both years.

44. DISPOSAL OF A SUBSIDIARY

In 8 December 2021, the Group disposed of its entire 100% of equity interests in 廣西理文化學纖維有限公司(“廣西化纖”), its principal activities involved in research and development on chemical fibre and property management, to an independent third party at a cash consideration of HK\$118,380,000. The net assets of 廣西化纖 at the date of disposal were as follows:

Consideration received:

	HK\$'000 千港元
Cash received	118,380

Analysis of assets and liabilities which control was lost:

	HK\$'000 千港元
Property, plant and equipment (note 17)	43,757
Right-of-use assets	31,675
Other receivables	16,466
Bank balances and cash	5,218
Net assets disposal of	97,116

43. 本公司主要附屬公司詳情(續)

上表列出據本公司董事認為主要影響本集團業績或資產與負債的本公司附屬公司。本公司董事認為，列出其他附屬公司的詳情會使本附註過於冗長。

於年末或年內任何時間，各附屬公司概無任何未償還的債務證券。

44. 出售一間附屬公司

於2021年12月8日，本集團出售其於廣西理文化學纖維有限公司(「廣西化纖」)之全部100%股權予一名獨立第三方，現金代價為118,380,000港元，該公司之主要業務涉及研發化學纖維及物業管理，廣西化纖於出售日期之淨資產如下：

已收代價：

	HK\$'000 千港元
已收代價	118,380

失去控制權之資產及負債分析：

	HK\$'000 千港元
物業、廠房及設備(附註17)	43,757
使用權資產	31,675
應收其他賬款	16,466
銀行結餘及現金	5,218
出售之淨資產	97,116



44. DISPOSAL OF A SUBSIDIARY (CONTINUED)

Gain on disposal of a subsidiary

		HK\$'000 千港元
Consideration received	已收代價	118,380
Net assets disposed of	出售之淨資產	(97,116)
Gain on disposal	出售收益	21,264

Net cash inflow arising on disposal

		HK\$'000 千港元
Cash consideration	現金代價	118,380
Less: bank balances and cash disposed	減：已出售銀行結餘及現金	(5,218)
Net cash inflow	淨現金流入	113,162

44. 出售一間附屬公司(續)

出售附屬公司收益

出售產生之淨現金流入



Lee & Man Paper Manufacturing Limited

39th Floor, Lee & Man Commercial Center,
169 Electric Road, North Point, Hong Kong
Tel: 2319 9988 Fax: 2319 9696

理文造紙有限公司

香港北角電氣道169號理文商業中心39樓
電話: 2319 9988 傳真: 2319 9696